

**INTEGRATION AGREEMENT FOR ANNUAL JOB ORDER CONTRACT
FOR ON-CALL HVAC SERVICES - CITYWIDE**

REQUEST FOR COMPETITIVE SEALED PROPOSAL (RFCSP) NO. 6100006717

This Agreement is entered into by and between the City of San Antonio, Texas, a home-rule municipal corporation (City), by and through its Director of Finance or said Director's designee, and The Brandt Companies, LLC, both of which may be referred to herein collectively as the "Parties".

The Parties hereto severally and collectively agree, and by the execution hereof are bound, to the mutual obligations herein contained and to the performance and accomplishment of the tasks hereinafter described.

1.0 CONTRACT DOCUMENTS

The terms and conditions for performance and payment of compensation for this Agreement are set forth in the following contract documents, true and correct copies of which are attached hereto and fully incorporated herein for all purposes, and shall be interpreted in the order of priority as appears below:

- a. This Integration Agreement;
- b. City's RFCSP No. 6100006717, including all attachments and addendums thereto; and
- c. The Brandt Companies, LLC's proposal submitted in response to City's RFCSP.

2.0 ON CALL PROPOSALS

The Brandt Companies, LLC proposal includes a Sample Proposal, which contains terms and conditions that conflict with City's RFCSP. Parties agree that any actual On Call Proposal submitted by The Brandt Companies, LLC for work under this contract shall not contain conflicting terms, or, in the event such proposal does contain conflicting terms, that those terms shall be of no force or effect. On Call Proposals shall be limited to specifications, scope of work, pricing, and other criteria unique to the specific proposal as indicated in City's RFCSP. General contract terms and conditions contained in an On Call Proposal, including, but not limited to payment, cancellation, limitations of liability or damages, indemnity, insurance, dispute resolution, governing law and integration clauses shall be of no force or effect. It is the intent of the Parties that such general terms and conditions be governed by City's RFCSP.

3.0 SAMPLE MAINTENANCE AGREEMENT

The Brandt Companies, LLC proposal includes a Sample Maintenance Agreement. The Parties agree that the Sample Maintenance Agreement, including, but not limited to the Service Maintenance Agreement General Terms & Conditions is not a part of this contract, and City shall not be required to execute a separate maintenance agreement. Any such execution of a separate maintenance agreement shall not be binding on City.

4.0 ENTIRE AGREEMENT


This Agreement, together with its exhibits, if any, constitutes the final and entire agreement between the parties hereto and contains all of the terms and conditions agreed upon. No other agreements, oral or otherwise, regarding the subject matter of this Agreement shall be deemed to exist or to bind the parties hereto, unless the same are in writing, dated subsequent to the date hereto, and duly executed by the parties.

EXECUTED and **AGREED** to as of the dates indicated below. This Agreement may be executed in multiple copies, each of which shall constitute an original.

City of San Antonio

The Brandt Companies, LLC

Print Name: Norbert Dzuik
Title: Assistant to the Director
Date: _____



Print Name: Dillon Varner
Title: Regional Director of Sales
Date: 7/18/2016

Approved as to Form:

Assistant City Attorney