

**INTEGRATION AGREEMENT FOR GRANICUS SERVICES FOR GPA  
REQUEST FOR OFFER ("RFO") NO.: 6100010554**

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 UNICOM Government, Inc. (Contractor), 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:

- 1.1 This Integration Agreement;
- 1.2 Contractor's proposal in response to City's RFO No.: 6100010554;
- 1.3 City's RFO No.: 6100010554, including all attachments and addenda thereto.

**2.0 CONTRACT TERM**

- 2.1 In City's RFO, Section 05 – Supplemental Terms & Conditions, Original Contract Term, is hereby revised to read as follows: This contract shall begin on OCTOBER 1, 2018, and terminate on SEPTEMBER 30, 2020.
- 2.2 In City's RFO, Section 05 – Supplemental Terms & Conditions, Renewals, is deleted in its entirety.

**3.0 COOPERATIVE CONTRACT**

- 3.1 Parties acknowledge that City's RFO contains Exhibit I, which incorporates all applicable terms and conditions of the Cooperative Purchasing Contract number 4400006645 awarded by the County of Fairfax, Virginia (hereafter "County") and made available to the City of San Antonio for use through US Communities Government Purchasing Alliance. All goods, services and supplies being purchased by City are purchased in accordance with the scope and specifications contained therein.
- 3.2 The contract number 4400006645 includes a document entitled "License Agreement Addendum", which sets forth 41 terms and conditions in the contract documents between the County and Contractor which have no force or effect against the

County, or any of its officers, directors, employees or agents. The Parties to this Integration Agreement hereby acknowledge and agree that those same terms and conditions shall have no force or effect against City, of City's elected officials, officers, directors, employees or agents. Where ever in the License Agreement Addendum the term County is used, Parties agree to substitute "City" in its place for purposes of this Integration Agreement, and all references to statutes or laws of the State of Virginia shall be deemed to refer to similar statutes or laws of the State of Texas.

#### **4.0 END USER TERMS AND CONDITIONS.**

City reserves the right to negotiate any end user terms and conditions (to include licensing terms) required by the manufacturer, including, but not limited to, or Oracle. If City cannot reach agreement with such parties as to such terms, City may terminate this contract for convenience.

#### **5.0 ENTIRE AGREEMENT**

This Agreement, together with its attachments and 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**

**UNICOM Government, Inc.**

\_\_\_\_\_  
Norbert Dziuk  
Procurement Operations Lead  
Date: \_\_\_\_\_

\_\_\_\_\_  
K. Edward Newkirk  
Vice President and Corporate Counsel  
Date: 2/1/2019

Approved as to Form:

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Assistant City Attorney