

**LINKING AGREEMENT
BETWEEN
THE CITY OF GLENDALE, ARIZONA
AND
SHI INTERNATIONAL CORP.**

THIS LINKING AGREEMENT (this "Agreement") is entered into as of August 12, 2014, between the City of Glendale, an Arizona municipal corporation (the "City"), and SHI International Corp., a New Jersey corporation authorized to do business in Arizona ("Contractor"), collectively, the "Parties."

RECITALS

A. The _____ State _____ of Arizona on June 3, 2011 entered into Contract Number ADSP011-007500, and subsequently the parties entered into various amendments to the contract (collectively, the "SHI Contract"), a copy of which is incorporated by this reference.

B. The City is permitted to purchase the goods and services described in the SHI Contract without further public bidding, and the SHI Contract permits its cooperative use by other governmental agencies, including the City.

C. Section 2-149 of the City's Procurement Code permits the Materials Manager to authorize procurement through the use of a contract initiated by another governmental entity when that government entity's procurement actions complied with the intent of the City's purchasing procedures in City Code Sections 2-145 and 2-146 and such purchase is in the best interest of the City. The City believes these conditions are met for purposes of the SHI Agreement.

D. The City desires to contract with Contractor for supplies, goods or services identical, or nearly identical, to the supplies, goods or services Contractor is providing the State of Arizona under the SHI Contract, Contractor consents to the City's utilization of the SHI Contract as the basis of this Agreement, and Contractor desires to enter into this Agreement to provide the goods and services set forth in this Agreement.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated by reference, and the covenants and promises contained in this Agreement, the parties agree as follows:

1. Term of Agreement. This Agreement is effective as of the date first set forth above and will expire on August 31, 2019, or the date the SHI Contract expires, whichever occurs first.
2. Scope of Work; Terms, Conditions, and Specifications.

- a) Contractor will provide City the supplies, goods or services identified in the SHI Contract at the prices Contractor provides the State of Arizona under the SHI Contract.
- b) Contractor agrees to comply with all the terms, conditions and specifications of the SHI Contract for the purposes of this Agreement, and the terms, conditions, and specifications of the SHI Contract are incorporated in this Linking Agreement by this reference. The "City of Glendale" is substituted for "State of Arizona" or similar reference to the State of Arizona throughout the SHI Contract.

3. Future Purchases.

- a) The City may from time to time elect to purchase additional goods and services from Contractor pursuant to the SHI Contract. City and Contractor agree that in such future purchases the City will have the rights and obligations enjoyed by the State of Arizona under the SHI Contract. The City will comply with all applicable laws and regulations regarding procurement and approval of such purchases.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS OF THIS AGREEMENT, the parties have executed the Agreement as of the date and year set forth above.

"City"

City of Glendale, an Arizona
municipal corporation

By: 

"Contractor"

SHI International Corp.,
a New Jersey corporation

By: 

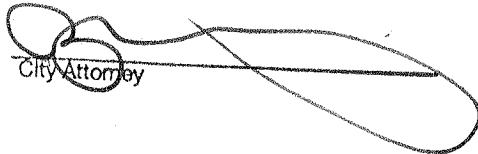
Name: Cassie Skelton

Title: Contract Specialist

ATTEST:

City Clerk

Approved as to form


City Attorney