

SPECIAL CONTRACT TERMS AND CONDITIONS

CONTRACT SCOPE/OVERVIEW: This Contract No. 2420-06 (identified here and in the other documents as CN00002548) will cover the requirements of all using agencies of the Commonwealth of Pennsylvania. The intent of this contract is to cover the Commonwealth requirements for fuel, hydraulic, air and oil filters used in automobiles, light, medium and heavy duty trucks and construction equipment.

Order of Precedence: These Special Contract Terms and Conditions supplement the Standard Contract Terms and Conditions For Statewide Contracts for Supplies. To the extent that these Special Contract Terms and Conditions conflict with the Standard Contract Terms and Conditions For Statewide Contracts for Supplies, these Special Contract Terms and Conditions shall prevail.

Term of Contract: The Contract shall commence on the Effective Date, which shall be no earlier than 1 July 2003 and expire on 30 June 2004.

Option to Extend: The Department of General Services reserves the right, upon notice to the Contractor, to extend the Contract or any part of the Contract for up to three (3) months upon the same terms and conditions. This will be utilized to prevent a lapse in Contract coverage and only for the time necessary, up to three (3) months, to enter into a new contract.

Option for Separate Competitive Bidding Procedure: The Department of General Services reserves the right to purchase supplies covered under this Contract through a separate competitive bidding procedure, whenever the department deems it to be in the best interest of the Commonwealth. The right will generally be exercised only when a specific need for a large quantity of the supply exists or the price offered is significantly lower than the Contract price.

E-Catalog: The Commonwealth may require the awarded bidder(s) to supply it's price list/catalog and any updated price lists/catalogs in electronic format. Price lists/catalogs must be provided in one of the following formats: Word Document; Excel Spreadsheet; PDF file on 3.5-inch diskette; or CD-ROM.

Provisions for Piggybacking Off of This Contract: Act 57 of May 15, 1998 permits local public procurement units to participate in those contracts for supplies, services, or construction entered into by the Department of General Services that are made available to local public procurement units. A "local public procurement unit" is defined as: any political subdivision; public authority; educational, health, or other institution; and to the extent provided by law, any other entity, including a council of governments or an area government; nonprofit fire, rescue or ambulance company; and any nonprofit corporation operating a charitable hospital. Local public procurement units which elect to participate in the contract will order items directly from the contractor and will be responsible for payment directly to the contractor.

Those local public procurement units listed above which issue orders under the contract are intended beneficiaries under the contract and are real parties in interest with the right to sue and be sued without joining the Commonwealth of Pennsylvania Department of General Services as a party.

Monthly Purchase Reports for Piggyback Procurements: The contractor shall furnish to the Cooperative Purchasing Office monthly reports no later than the last day of the month. Each report shall indicate name and address of the vendor, contract number, and period covered by the report. The following information shall be listed on the report for each order received.

<u>Item No.</u>	<u>Quantity</u>	<u>Cost</u>	<u>Political Subdivision</u>
-----------------	-----------------	-------------	------------------------------

At the option of the contractor, the reports may be in a form of a copy of the purchase order issued by the ordering agency.

All such reports shall be mailed to:

Department of General Services
Cooperative Purchasing Office
Attn: Susan Plecker
415 North Office Building
Harrisburg PA 17125

Resolution of any problems to acquisitions of equipment by Local Public Procurement Units and their use of state contract(s) should be accomplished in a timely manner and all contact pertaining to these problems should be directed to Susan Plecker at (717) 787-1105. E-mail Splecker@state.pa.us.

Beneficiaries: Vendor acknowledges that the participating Local Public Procurement Units are intended beneficiaries under this contract and are real parties in interest with the capacity to sue and be sued in their own name without joining the Commonwealth of Pennsylvania, Department of General Services.

Price Lists: Any reference, which may appear on any Price List, to any terms and conditions, such as F.O.B. shipping point, minimum order amount or quantity, or Prices subject to change, will not be a part of any contract and will be disregarded by the Commonwealth.

The price to be paid by the Commonwealth shall be the manufacturer's list price minus the percentage discount, bid to and accepted by the Commonwealth. It shall be understood that the list price will be from the manufacturer's "official " price list. It shall also be understood by all, that the pricing/discount as offered to the Commonwealth shall be the same as or better than that as offered by the contractor to his/her most favored customer(s).

The successful bidders may update the contract price lists at the **renewal period only** to reflect new products, manufacturer's price changes, and deletion of discontinued products.

Vendors shall submit a letter to the appropriate buyer requesting review and approval of the updated price list. The vendor shall itemize all changes in a clear and concise fashion. It is the responsibility of the vendor to adequately justify changes. All requests for updates must be accompanied by the manufacturer's latest, official, published price list along with a letter of verification from the manufacturer. If approved, a contract change notice will be issued putting the updated price list on contract.

At no time are awarded vendors allowed to unilaterally change products or pricing.

Standard Warranty: The bidder's price shall include the standard manufacturer's warranty for all products provided.

Minimum Order: The minimum required order under this contract shall be one hundred dollars (\$100.00).

Delivery: F.O.B. any using agency within the Commonwealth of Pennsylvania. Bid prices include all transportation, delivery and handling charges. Delivery to be made within fifteen (15) calendar days after receipt of purchase order unless otherwise agreed to, in writing, between the Department of General Services and the contractor.

Option to Renew: The Contract or any part of the contract may be renewed for four (4) additional one (1) year terms by mutual agreement between the Department of General Services and the contractor(s). If the Contract is renewed, the same terms and conditions shall apply.

Point-of-Contact:

Richard H. Woodworth (Buyer)
Bureau of Purchases
414 North Office Building
Harrisburg, PA 17125

Telephone: 717-787-4103

Fax: 717-783-6241

rwoodworth@state.pa.us

Legacy Contract
Number: 2420-06

SAP Contract Number: 4600004434

Collective Number: CN00002548

Item #	SAP Material/ Group#	Commodity Code #	Item Description	Discount from Retail List Price	Price Sheet Name And Date	Manufacturer
10	277217 / 001006	2910-0500-010	Vehicle Filters (Fuel, Hydraulic, Air, Oil)	76	Jobber Cost 103-5A January 6 2003	WIX Mfg.

Vendor Information

Name: Big Boys NAPA
Vendor Number: 127871
Contact Person:: Mike Schlenker
Address: 123 S. 2nd St., Sunbury, PA 17801
Phone Number: 570-286-6471
Fax Number: 570-286-7025
Email Address:

All Using Agency: Yes
Type of Contract: Price List
Contract Restriction 0

	Yes	No
<u>Political Subdivisions and Public Authorities:</u> If your firm is awarded a contract, does it agree to sell the awarded items at the same prices and/or discounts, and in accordance with the contractual terms and conditions, to political subdivisions and public authorities and any other Commonwealth purchasing agencies that elect to participate in the contract?	X	
<u>Other Local Public Procurement Units:</u> If your firm is awarded a contract, does it agree to sell the awarded items at the same prices and/or discounts, and in accordance with the contractual terms and conditions, to all other local public procurement units other than political subdivisions and public authorities which elect to participate in the contract? (For a list of eligible organizations see the DGS Website.)	X	

Legacy Contract
Number: 2420-06

SAP Contract Number: 4600004436

Collective Number: CN00002548

Item #	SAP Material/ Group #	Commodity Code #	Item Description	Discount from Retail List Price	Price Sheet Name And Date	Manufacturer
10	277217 / 001006	2910-0500-005	Vehicle Filters (Fuel, Hydraulic, Air, Oil)	65.57%	Fram Jobber Suggested Net Prices January 1 2002 Form F1081B	Fram

Vendor Information

Name: Vehicle Maintenance Program, Inc
Vendor Number: 166510
Contact Person:: Penny M. Brooks
Address: 3595 N. Dixie Hwy. Bay #7, Boca Raton, FL 33431
Phone Number: 561 362-6080/ 800-764-4867
Fax Number: 561-362-7994
Email Address: sales@vmpparts.com

All Using Agency: Yes
Type of Contract: Price List
Contract Restriction Code: 0

	Yes	No
<u>Political Subdivisions and Public Authorities:</u> If your firm is awarded a contract, does it agree to sell the awarded items at the same prices and/or discounts, and in accordance with the contractual terms and conditions, to political subdivisions and public authorities and any other Commonwealth purchasing agencies that elect to participate in the contract?	X	
<u>Other Local Public Procurement Units:</u> If your firm is awarded a contract, does it agree to sell the awarded items at the same prices and/or discounts, and in accordance with the contractual terms and conditions, to all other local public procurement units other than political subdivisions and public authorities which elect to participate in the contract? (For a list of eligible organizations see the DGS Website.)	X	

Contract Reference Number: 2420-06
Collective Number: CN00002548
Change Number : 1
Change Effective Date : 04/08/2005

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF GENERAL SERVICES
HARRISBURG**

For: All Using Agencies of the Commonwealth
Subject: Vehicle Filters
Contract Period: Effective date of July 1, 2003 and Expiration date of June 30, 2004
Buyer Name: Richard H. Woodworth (717-787-4103)

CHANGE SUMMARY: Contract/SAP Agreement Renewals

In accordance with the Contract's "Option To Renew" clause, Contract #2420-06 will be renewed in it's entirety, for the period 01 July 2004 thru 30 June 2005.

<u>Contractor</u>	<u>SAP Agreement No.</u>
Big Boys NAPA	4600004434
Vehicle Maintenance Program, Inc	4600004436

ALL OTHER TERMS AND CONDITIONS OF THIS AGREEMENT NOT CHANGED BY THIS CHANGE NOTICE REMAIN AS ORGINALLY WRITTEN.

Contract Reference Number: 2420-06
Collective Number: CN00002548
Change Number : 2
Change Effective Date : 04/30/2005

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF GENERAL SERVICES
HARRISBURG**

For: All Using Agencies of the Commonwealth
Subject: Vehicle Filters
Contract Period: Effective date of July 1, 2003 and Expiration date of June 30, 2004
(Renewed thru 30 June 2005)
Buyer Name: Richard H. Woodworth (717-787-4103)

CHANGE SUMMARY: Contract/SAP Agreement Amendments

The following SAP Agreements are hereby amended to allow for the contractor/vendor to update their price-lists to quarterly periods (June / September / December / March) during any of the contract periods (to include renewal periods).

<u>Contractor</u>	<u>SAP Agreement No.</u>
Big Boys NAPA	4600004434
Vehicle Maintenance Program, Inc	4600004436

ALL OTHER TERMS AND CONDITIONS OF THIS AGREEMENT NOT CHANGED BY THIS CHANGE NOTICE REMAIN AS ORIGINALLY WRITTEN.

Contract Reference Number: 2420-06
Collective Number: CN00002548
Change Number : 3
Change Effective Date : 05/19/2004

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF GENERAL SERVICES
HARRISBURG**

For: All Using Agencies of the Commonwealth
Subject: Vehicle Filters
Contract Period: Effective date of July 1, 2003 and Expiration date of June 30, 2004
(Renewed thru 30 June 2005)
Buyer Name: Richard H. Woodworth (717-787-4103)

CHANGE SUMMARY: Price-List Update and Change Notice #2 Correction

Change Notice #2 Correction: Correct "Change Effective Date" from "2005" to "2004"

SAP Agreement #4600004434 – Line Item #10 (Vendor = Big Boys NAPA): Replace NAPA Filters "Jobber Cost 103-5A" price list, dated January 6, 2003 with NAPA Filters "#5A Confidential Jobber Cost 604-5A" price list, dated June 5, 2004 (**Price list change effective June 5th, 2004**).

ALL OTHER TERMS AND CONDITIONS OF THIS AGREEMENT NOT CHANGED BY THIS CHANGE NOTICE REMAIN AS ORIGINALLY WRITTEN.

Contract Reference Number: 2420-06
Collective Number: CN00002548
Change Number : 4
Change Effective Date : 07/07/2004

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF GENERAL SERVICES
HARRISBURG**

For: All Using Agencies of the Commonwealth
Subject: Vehicle Filters
Contract Period: Effective date of July 1, 2003 and Expiration date of June 30, 2004
(Renewed thru 30 June 2005)
Buyer Name: Richard H. Woodworth (717-787-4103)

CHANGE SUMMARY: Price-List Update

SAP Agreement #4600004436 – Line Item #10 (Vendor = Vehicle Maintenance Program, Inc): Replace Fram Jobber Suggested Net Prices January 1, 2002 Form F1081B with Fram Jobber Suggested Net Prices June 1, 2004 Form F2049B.

ALL OTHER TERMS AND CONDITIONS OF THIS AGREEMENT NOT CHANGED BY THIS CHANGE NOTICE REMAIN AS ORIGINALLY WRITTEN.

Contract Reference Number: 2420-06
Collective Number: CN00002548
Change Number : 5
Change Effective Date : 12/30/2004

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF GENERAL SERVICES
HARRISBURG**

For: All Using Agencies of the Commonwealth
Subject: Vehicle Filters
Contract Period: Effective date of July 1, 2003 and Expiration date of June 30, 2004 **(Renewed thru 30 June 2005)**
Buyer Name: Richard H. Woodworth (717-787-4103)

CHANGE SUMMARY: Price-List Update

SAP Agreement #4600004436 – Line Item #10 (Vendor = Vehicle Maintenance Program, Inc): Replace current price list with Fram Jobber Suggested Net Prices December 12, 2004 Form F2049B.

ALL OTHER TERMS AND CONDITIONS OF THIS AGREEMENT NOT CHANGED BY THIS CHANGE NOTICE REMAIN AS ORIGINALLY WRITTEN.

Contract Reference Number: 2420-06
Collective Number: CN00002548
Change Number : 6
Change Effective Date : 01/04/2005

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF GENERAL SERVICES
HARRISBURG**

For: All Using Agencies of the Commonwealth
Subject: Vehicle Filters
Contract Period: Effective date of July 1, 2003 and Expiration date of June 30, 2004
(Renewed thru 30 June 2005)
Buyer Name: Richard H. Woodworth (717-787-4103)

CHANGE SUMMARY: Price-List Update Correction

Per Change Notice #5: SAP Agreement #4600004436 – Line Item #10 (Vendor = Vehicle Maintenance Program, Inc): Replace current price list with Fram Jobber Suggested Net Prices December 12, 2004 Form F2049B.

Correct Price List should be “Fram Jobber Suggested Net Prices December 1, 2004 Form F2067B”

ALL OTHER TERMS AND CONDITIONS OF THIS AGREEMENT NOT CHANGED BY THIS CHANGE NOTICE REMAIN AS ORIGINALLY WRITTEN.

Contract Reference Number: 2420-06
Collective Number: CN00002548
Change Number : 7
Change Effective Date : 05/05/2005

**COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF GENERAL SERVICES
HARRISBURG**

For: All Using Agencies of the Commonwealth
Subject: Vehicle Filters
Contract Period: Effective date of July 1, 2003 and Expiration date of June 30, 2004
(Renewed thru 30 June 2005)
Buyer Name: Richard H. Woodworth (717-787-4103)

CHANGE SUMMARY: Price-List Update

SAP Agreement #4600004434 – Line Item #10 (Vendor = Big Boys NAPA): Replace all previous price lists with NAPA Filters “#5A Confidential Jobber Cost 505-5A” price list, dated May 5, 2005 (**Price list change effective May 5th, 2005**).

ALL OTHER TERMS AND CONDITIONS OF THIS AGREEMENT NOT CHANGED BY THIS CHANGE NOTICE REMAIN AS ORIGINALLY WRITTEN.