



Agreement

I. Parties

This Agreement, 2016-38, is made this ____ day of _____ **2016**, by and between **Pantropic Power, Inc.**, located at 8205 NW 58 Street, Miami, FL 33166 and the Town of Miami Lakes ("Town"), located at 6601 Main Street, Miami Lakes, FL 33014.

II. Recitals

Whereas contingent upon final approval of shop drawings by the Town's engineer of record for the Government Center emergency generator, the Town desires to enter into an agreement with Pantropic Power, Inc. ("Pantropic") for the purchase of a generator as specified in an amount not to exceed the attached Proposal, Exhibit "A"; and

Whereas Pantropic has agreed to provide said equipment to the Town in accordance with National Joint Powers Alliance ("NJPA") Cooperative contract No. 080613-CAT dated September 17, 2013, except to the extent otherwise provided herein; and

Whereas the Town of Miami Lakes, with the Town Manager acting in accordance with Section 7 of the Town's Procurement Code, will enter into an agreement with Pantropic, in accordance with the terms of NJPA Cooperative contract No. 080613-CAT, which is attached hereto as "Exhibit B" and made a part of this Agreement.

Therefore both parties agree as follows:

III. Services

Pantropic shall furnish the generator to the Town in accordance with the terms of the above referenced NJPA Cooperative contract. All other terms and conditions of said contract, a copy of which is attached hereto as "Exhibit B", are incorporated herein by reference, except to the extent otherwise provided herein.

IV. Contract Modifications

The following contract modifications shall be made to the Agreement between the Town and Pantropic from the NJPA cooperative contract:

CONTRACT NUMBER

The Town of Miami Lakes' Generator Purchase shall be referenced as Contract # 2016-38.

SUBCONTRACTORS

Contractor shall not subcontract any of the Work to be performed under this Contract.

INVOICING

Contractor shall provide the Town with an invoice subsequent to completion and acceptance of the specified unit. At a minimum the invoice must contain the following information:

6601 Main Street • Miami Lakes, Florida, 33014
Office: (305) 364-6100 • Fax: (305) 558-8511
Website: www.miamilakes-fl.gov



- Name and address of the Contractor
- Contract number
- Purchase Order Number
- Date of invoice
- Invoice numbers (Invoice numbers cannot be repeated)
- Description of Work performed, including location(s) where the Work was performed and which department requested the Work
- Prices of Tasks performed
- Extended prices
- Total value of the invoice

Failure to include the above information will delay payment. Payments will not be made based on statements of accounts.

The Town will take action to pay, reject or make partial payment on an invoice in accordance with the Florida Local Government Prompt Payment Act. No payments shall be due or payable for Work not performed or materials not furnished or where the Work has not been accepted by the Town. If there is a dispute with regard to an invoice, the Town will pay the amount not in dispute and reject the remainder that is in dispute.

The Contractor shall be compensated at the prices specified in the Bid Form of the Contract.

INSURANCE

The Town of Miami Lakes shall be shown as the additional insured under the required insurance. Copies of such insurance must be provided to the Town prior to the commencement of any Work under this Agreement.

APPLICABLE LAW AND VENUE OF LITIGATION

This contract will be enforceable in Miami-Dade County, Florida, and if legal action is necessary by either party with respect to the enforcement of any or all terms or conditions the sole venue will be Miami-Dade County, Florida.

V. Points of Contact

The points of contact for the Town shall be:

Contract Management: Christina Semeraro, Procurement Manager
(305) 364-6100 ext. 1122 semeraroc@miamilakes-fl.gov

Project Manager: Tirso P. Martinez, Project Manager tirso@tpmarchitects.com
(305) 322-2217



Pantropic Power, Inc.

Town of Miami Lakes

Name of Signatory: _____

Alex Rey, Town Manager

Approved as to legal form and correctness:

Town Attorney

Attest:

Gina Inguanzo, Town Clerk



CORPORATE RESOLUTION

WHEREAS, Pantropic Power, Inc. desires to enter into a contract with the Town of Miami Lakes for the purpose as described in the Agreement to which this resolution is attached; and

WHEREAS, the Board of Directors at a duly held corporate meeting has considered the matter in accordance with the By-Laws of the corporation;

Now, THEREFORE, BE IT RESOLVED BY THE BOARD OF DIRECTORS that the _____,
(type title of officer)

_____, is hereby authorized
(type name of officer)

and instructed to enter into a contract, in the name and on behalf of this corporation, with the Town of Miami Lakes upon the terms contained in the proposed Agreement to which this resolution is attached.

DATED this _____ day of _____, 20_____.

Corporate Secretary

(Corporate Seal)