



Standard Contract Background and Instructions (October 2010)

Background

The Department of Parks and Recreation (DPR) is required to have a current agreement to standardize department relationships with cooperating associations. This agreement was created with significant input from cooperating association representatives and park staff. The contract and is designed to be prepared electronically as a “fillable pdf form”, except where original signatures and handwritten dates are needed.

The Department of General Services (DGS) oversees and approves all state contracting. This contract follows DGS contracting procedures and mandates.

Agreement Negotiations

Department and association representatives need to meet in a good faith effort to reach agreement on language. This agreement is designed to address a variety of needs and conditions for both the association and the department. The agreement is not designed to be a “take it or leave it” document. Nevertheless, all parties must recognize that modifying language that has been pre-approved by the Department of General Services is discouraged.

Instructions

These instructions describe how to prepare a contract package for formal approval, and illustrate pages where custom information is needed. Specific contract language is only included for reference. The standard contract (a separate pdf file) contains fill-in blanks for electronic completion. Signature blocks need personal signatures and handwritten dates. Signatures and dates may NOT be electronically completed.

Instructions are in a *red italicized Times New Roman font*. Reminders are in a that does not show up on printed copies. Completion blanks are **shaded**. **Signature blocks are highlighted in yellow**. Be sure to delete unnecessary text when preparing the final copy of the agreement.

Agreement Package Assembly

This agreement contains several elements and forms which are included as a courtesy. Be sure to use current DGS forms (available from the DGS Web site) when preparing the final version of the agreement.

Cooperating Associations Program Standard Contract Instructions

Assemble four agreement copies with original signatures into one contract package. The pdf files contains or references the following elements:

- Standard Agreement, STD 213
- Exhibit A, Scope of Work, including the Attachment
- Exhibit C, General Terms and Conditions (incorporated by reference)
- Exhibit D, Special Terms and Conditions
- Exhibit E, Cooperating Association Annual Report (DPR 973)
- Exhibit F, Licensed Trademarks

Note: Exhibit B is not included because this is a “zero dollar” agreement

Each agreement package must contain one copy, with original signatures, of:

- certificate of insurance (Acord, or similar form) (1 copy total)
- Contractor Certification Clauses (DGS form) (2 copies total - District and HQ)
- District Recommendation and DGS Exemption Certification (1 copy total)

New Associations

If the agreement is with a new association, see the Check List for additional items needed.

Detailed Instructions

Use the attached Check List and Instructions to help guide the agreement preparation process. Sections of the agreement not needing completion are deleted in this instruction package to save space.

Common Errors

Errors commonly occur regarding:

Agreement Number

Contact the Cooperating Associations Program Manager for an agreement number. **Do not submit an agreement for approval without a pre-assigned number.** The agreement number appears at the right hand top of most pages automatically. This number must be separately entered on Exhibit E and Exhibit F the logo license Check to make sure the agreement number is included at the top of all pages. If it does not appear, hand write it in if necessary.

Standard Agreement (STD 213)

Line 2 Term The ending term of the Agreement must be in a **month, day and year** format (for example: October 1, 2012). The agreement term may be from one to five years. The starting date is automatically “notice to commence.” *If using the maximum five year term, select an ending date that is 5 years from the date the association signs the agreement.* The agreement will technically begin when the association receives a “notice to commence” from the department, which will occur once the agreement is approved by the director or DGS.

Exhibit A, Scope of Work

- Fill in the date the association first entered into a contract agreement.
- #3 Either: a) Insert the name(s) of the parks the association is supporting or b) provide another geographic description.

Cooperating Associations Program Standard Agreement Instructions

- #4 Fill out the names and contact information for the two key officials who will be primarily involved in implementing the contract. These people are normally the Department's Cooperating Association Liaison and the Association Executive Director or Chair.

Exhibit D, Section 6, Intellectual Property Rights

3rd line – Insert the name of the association.

Exhibit D, Section 12, Insurance Requirements*

The Insurance Requirements are posted on the Department's website and incorporated into the contract via a "hyperlink" to a fillable pdf file.

- Fill out the association name and contract number, print out, and include one copy with each copy of the contract.

Exhibit E, Annual Report*

The Annual Report is posted on the Department's website and incorporated into the contract via a "hyperlink" to a fillable pdf file.

- Fill out the association name and contract number, print out, and include one copy with each copy of the contract.

Exhibit F, License/Permission for Use of Trademarks*

The License/Permission for Use of Trademarks is posted on the Department's website and incorporated into the contract via a "hyperlink" to a fillable pdf file.

- Fill out the association name and contract number at the upper left corner of the first page.
- The association name and contract number automatically appears on the second page.
- Insert State Park names and any registered Department trademarks other than the logo to be used by the Association. Do not insert "California State Parks," or "Department of Parks and Recreation."

***Fillable PDF Files:** The above three exhibits with fillable pdf files are incorporated into and made a part of the contract. Once the files is completed, print it out and incorporate it with each hard copy of the original signed document.

Each exhibit has a unique version number or date, assigned in case the boilerplate posted on line ever changes. The version at the time of signing is the one that applies to any given contract.

Agreement Approval

District Recommendation and DGS Exemption Certification

District Recommendation (top half)

All cooperating association agreements need district superintendent recommendation. The district superintendent signs/dates to indicate their recommendation that the Director approve the contract.

Cooperating Associations Program Standard Agreement Instructions

DGS Exemption Certification (bottom half)

Some cooperating association agreements also need approval from DGS. Agreements needing DGS approval include:

- Agreements with annual net income profits greater than \$50,000, if the profits are from sales and services. (Income from donations, grants, dues, and interest does not apply.)
- All agreements with addenda.

Note: DGS will charge the district a document review fee for any agreement they review. The Cooperating Associations Program Manager signs/dates this certification and checks the appropriate box.

Originally Signed Copies

Four copies of the agreement each with an original signature and date must be submitted. Once signed by the director, the copies will be distributed to the association, DPR Central Records, the Cooperating Associations Program Manager, and the district office. If the agreement must be sent to DGS for approval, the district office will receive a photocopy of the agreement.

Making Agreement Changes

Changing the standard language is discouraged, but possible. Changes must be made using an addendum, attached to the back of the agreement. Clearly show what language is being added and/or deleted on each addendum.

Each addendum should include a brief justification or explanation why the change in agreement language is being proposed. The explanations are not part of the agreement language, but are retained with each copy of the agreement. Addenda do not need separate signature blocks. Addenda need to follow a specific format. Contact the Cooperating Associations Program Manager for details.

The CAL normally sends the complete Agreement Package to:

California State Parks
Attn: Interpretation and Education Division,
Cooperating Associations Program Manager
P.O. Box 942896
Sacramento, CA 94296-0001

Questions: TEL: (916) 654-5397, FAX: (916) 654-9048
E-mail: jmott@parks.ca.gov

Standard Agreement Check List

✓	Agreement Element	# of Copies	Comments
	Standard Agreement (STD 213, rev 10/10)	4 copies, each with an original signature	<i>Use as page 1</i>
	Exhibit A Scope of Work including Attachment 1	4 copies, no signature required	<i>CSP language</i>
	Exhibit B Budget Detail	None	<i>Not applicable for these agreements</i>
	Exhibit C General Terms and Conditions (GTCs)	None Do NOT attach any copies, no signature required. (Incorporated by reference)	<i>Standard DGS language. This includes the Contractor Terms and Conditions (CCCs). This document is available via the DGS website www.ols.dgs.ca.gov/Standard+Language/default.htm.</i>
	Exhibit D Special Terms and Conditions	4 copies, no signature required	<i>DPR language</i>
	Exhibit D Insurance Requirements	4 copies, no signature.	Download, complete top portion, incorporate into contract
	Exhibit E Cooperating Association Annual Report	4 copies, no signature required	<i>Use most current version of Exhibit E DPR 973. Do not fill out.</i> Download, complete top portion, incorporate into contract
	Exhibit F Licensed Trademarks	4 copies, no signature required	Download, complete all portions, incorporate into contract.
	Contractor Certification Clauses (CCCs)	2 copies, each with an original signature 1 copy – District 1 copy – HQ (Incorporated by reference)	<i>Separate document that is standard DGS language. This document is available via the DGS website www.ols.dgs.ca.gov/Standard+Language/default.htm. Signed by association representative once every three years and kept on file.</i>
	Certificate of Insurance	1 copy	<i>Endorsements needed regarding: 1) 30 day notice of policy termination 2) State of California named additional insured</i>
	District Recommendation and DGS Exemption Certification	one copy with original signature	<i>Certifies District Superintendent endorsement of agreement and if DGS must approve agreement.</i>
	If new association: <ul style="list-style-type: none"> • Articles of Incorporation • Bylaws • Letter of Determination (IRS) • Board Roster 	1 copy of each document	<ul style="list-style-type: none"> • Articles certified by the Secretary of State. • Current bylaws • Determination letters must be current. IRS sends an initial & a final letter of determination. • Current board roster

***Instructions for completing
Standard Agreement (STD 213)***

STATE OF CALIFORNIA
STANDARD AGREEMENT
STD 213 (Rev 06/03)

*Submit 4 copies each with an original signature/date on all copies
Use the latest copy of this form.*

AGREEMENT NUMBER [REDACTED] <i>(Contact I & E Div. for number)</i>
REGISTRATION NUMBER <i>(N/A because this is a zero dollar agreement)</i>

1. This Agreement is entered into between the State Agency and the Contractor named below:

STATE AGENCY'S NAME
Department of Parks and Recreation (Department)

AGREEMENTOR'S NAME
Insert the full name of the association (Association) Leave the word "(Association)" in parentheses.

2. The term of this notice to commence through *month/day/year*
Agreement is: *(5 year maximum term)*

3. The maximum amount \$ Zero dollars
of this Agreement is:

4. The parties agree to comply with the terms and conditions of the following exhibits which are by this reference made a part of the Agreement.

Exhibit A – Scope of Work	1 page
Attachment 1	6 pages
Exhibit B – Budget Detail and Payment Provisions	N/A

Exhibit C* – General Terms and Conditions	GTC 610
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Check mark one item below as Exhibit D:

Exhibit - D Special Terms and Conditions (Attached hereto as part of this agreement) 12 page(s)

Exhibit - D* Special Terms and Conditions

Exhibit E – Additional Provisions 3 page(s)

Exhibit F – Licensed Trademarks *(normally this will only be one page)* **1 page**

Items shown with an Asterisk (), are hereby incorporated by reference and made part of this agreement as if attached hereto.
These documents can be viewed at www.ols.dgs.ca.gov/Standard+Language*

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.

CONTRACTOR	California Department of General Services Use Only	
CONTRACTOR'S NAME (if other than an individual, state whether a corporation, partnership, etc.) <i>(insert Association Name)</i>		
BY (Authorized Signature) <i>Signature of Association Officer</i>		DATE SIGNED(Do not type) <i>(write in the date signed)</i>
PRINTED NAME AND TITLE OF PERSON SIGNING <i>Print the name and title of the association officer</i>		
ADDRESS <i>(insert mailing address, including City, State, Zip Code)</i>		
STATE OF CALIFORNIA		
AGENCY NAME Department of Parks and Recreation		
BY (Authorized Signature) <i>Director Signature</i>		DATE SIGNED(Do not type) <i>(write in the date signed)</i>
PRINTED NAME AND TITLE OF PERSON SIGNING Anthony I Perez, Chief Deputy Director, Department of Parks and Recreation		
ADDRESS 1416 9 th Street, Room 1431, Sacramento, CA 95814		

Exempt per: Exemption _____

Contractor State Agency – Dept. of Parks and Rec. Dept. of General Services

Contractor's Name: [Redacted]
Agreement Number: [Redacted]

Include cooperating association name and the contract number on the right side of each page of Exhibits A, D, and F.

**Instructions for completing
Exhibit A
Scope of Work**

Fill in the blanks where indicated. No signatures are required; return four copies of Exhibit A.

SCOPE OF WORK

1. Contractor (Association) agrees to a cooperative relationship with the Department of Parks and Recreation (Department) to fund and support interpretive and educational elements of state park units corporation formed under the laws of California established in for the purpose of supporting interpretation and education in State Park System units through raising and managing funds and financially assisting the Department. The Internal Revenue Service has granted the Association charitable, tax exempt status.

Furthermore, the Association has consistently demonstrated its interest and diligence in delivering programs that complement the Department's mission by operating successfully under prior Agreements. In the spirit of partnership, the Department will continue to be significantly involved in the Association's activities, including the processes that determine the scope, nature and scheduling of programming and projects.

2. Authority
The Department including fundraising and licensing activities and the receipt of donated funds, goods and services.

3. The services shall be performed at *either insert the name of state park units or insert the name of the county or counties where the association will operate or the Department District name* and any future state park units agreed to by both the Association and the Department.

4. The key officials during the term of this Agreement will be:

Complete all fill-in boxes:

State Agency: California State Parks (CSP)	Association's Name:
Section/Unit:	
Attention:	Attention:
Address:	Address:
Phone:	Phone:
Fax:	Fax:
e-mail:	e-mail:

Direct all inquiries concerning this contract to the key officials indicated above. The officials may be changed via a written notification. All correspondence and approvals of the Department must be through the key official who is henceforth known as the Cooperating Association Liaison (CAL).

***Instructions for completing
Exhibit B
Budget Detail***

(Disregard this exhibit when preparing an agreement. It is not applicable.)

Exhibit B is not applicable because this standard agreement is a “zero dollar” agreement (i.e. no state dollars are going from the state to a contractor). No action is needed other than to note Exhibit B as “N/A” on the STD 213 cover page.

***Instructions for completing
Exhibit C General Terms and Conditions***

The General Terms and Conditions (GTCs) contain standard agreement language applicable to all state agreements. The Department of General Services (DGS) develops and formally approves this language.

Viewing and Downloading the GTCs

Because DGS may change the GTCs, cooperating associations and other state contractors are directed to download the most current copy from the DGS website at: <http://www.ols.dgs.ca.gov/Standard+Language/default.htm>

*By signing the agreement with Exhibit C noted on the STD 213 cover page, the Association and the State are certifying that they accept the GTCs and are **incorporating the GTCs by reference into the agreement.** DGS maintains archive versions of all GTCs by date. Contractors/state agencies may maintain their own copies, but this is not required.*

Amendments

DGS periodically amends the GTCs. Proposed GTC amendments are discouraged, but if there are any, they must be directed to and approved by DGS.

Instructions for completing the Contractor Certification Clauses (CCCs)

Background

The CCCs are created by the Department of General Services (DGS). They are not physically part of the agreement, but they are a supporting document in the contract package and each contracting association must execute them.

Distribution

The Association representative signs three copies, keeps one for its records. DPR will keep one copy on file at the District and send one copy, along with the agreement to DPR HQ. The CCCs are not physically part of the agreement. Approved CCCs are not distributed to DGS.

Technically the CCCs are incorporated by reference into the General Terms and Conditions (GTCs) that are incorporated in the standard agreement as Exhibit C. In signing the agreement, the Association is accepting Exhibit C. Therefore the CCCs become part of Exhibit C of the standard agreement “by reference.” They are an attachment to the agreement when it is formally processed, similar to the Insurance Certificate.

Amendments

CCC amendments, if any, must be directed to and approved by DGS. CCC amendments are discouraged.

Viewing and Downloading the CCCs

Because the CCCs may need to be changed, the most current version must be downloaded from the DGS website at <http://www.ols.dgs.ca.gov/Standard+Language/default.htm> .

Renewal

After the initial signing, the CCCs are downloaded and renewed on a three-year cycle. This action is independent of, but related to, agreement approval.

For example, if an agreement has a five (5) year term, the CCCs would need to be signed when the agreement is signed (year one) and again before the beginning of year four.

***Instructions for completing the
Contractor Certification Clauses***

CERTIFICATION

I, the official named below, CERTIFY UNDER PENALTY OF PERJURY that I am duly authorized to legally bind the prospective Contractor to the clause(s) listed below. This certification is made under the laws of the State of California.

Contractor/Bidder Firm Name (Printed) <i>(Insert full Association name)</i>		Federal ID Number <i>(insert Association #)</i>
By (Authorized Signature) <i>Association Signature</i>		
Printed Name and Title of Person Signing: <i>(Association official)</i>		
Date Executed: <i>(insert current date)</i>	Executed in the County of: <i>(insert county name)</i>	

1. CONTRACTOR CERTIFICATION CLAUSES

(Sections deleted to save space)

. PAYEE DATA RECORD FORM STD. 204

This form must be completed by all contractors that are not another state agency or other government entity. *(Note: Because this is a zero dollar agreement, the STD 204 form is NOT applicable to this agreement.)*

***Instructions for completing
Exhibit D***

6. INTELLECTUAL PROPERTY RIGHTS

(Language has been deleted to save space)

A. Clarify Ownership of Existing Intellectual Property Rights

Other than as specifically identified and authorized in this Agreement, no names, logos, under any circumstances, continue beyond the term of this Agreement.

Fill in shaded completion blanks with appropriate information:

- B. During the course of this relationship, the Association shall use the name . Any additional and/or different names may be used only upon written agreement of the Department.

***Instructions for completing
Exhibit D – #12 Insurance Requirements***

Exhibit D, Section 12 details the most common insurance requirements that associations must meet. This section also refers to the Users Guide for Contract Administration that provides a more comprehensive analysis of insurance requirements.

Exhibit D, Section 12 Insurance Requirements

- *Click on the Insurance Requirement icon to download the Adobe pdf version of Insurance Requirements from the DPR website.*
- *Fill out the top of page one with Association name and Association Agreement Number. Page 2 will automatically populate with this information.*
- *No signature needed; once the top lines on page 1 are completed with name and agreement number, print out a hard copy of both pages and include one hard copy with each of the four contracts.*

***Instructions for completing
Exhibit E -- Annual Report***

Exhibit E is an example of the Cooperating Association Annual Report (DPR 973) which the Association will submit annually.

Click on the Exhibit E icon to download the Adobe pdf version of Exhibit E from the DPR website.

Fill out the top of page one with Association name and Association Agreement Number.

*Include the latest copy of Exhibit E DPR 973 (5 pages). The **pdf report can not be electronically filled out and should not be used for submitting an annual report.***

*For the latest copy of the DPR 973, go to the DPR Share folder or the DPR web site
http://www.parks.ca.gov/default.asp?page_id=22337.*

No signature needed; once the top two lines are completed, print out all four pages and include one hard copy with each of the four contracts.

***Instructions for completing
Exhibit F -- Logo License***

Exhibit F licenses the use of the DPR Logo a licensed trademark to the association. This exhibit is the specific language of the Cooperating Association license which authorizes use of the DPR Logo only.

Other trademarked property

Association use of other Department intellectual property (such as historic photos or images from the Photo Archives) or Department use of association intellectual property will require a separate agreement that is applied in a case-by-case basis.

Exhibit F Instructions

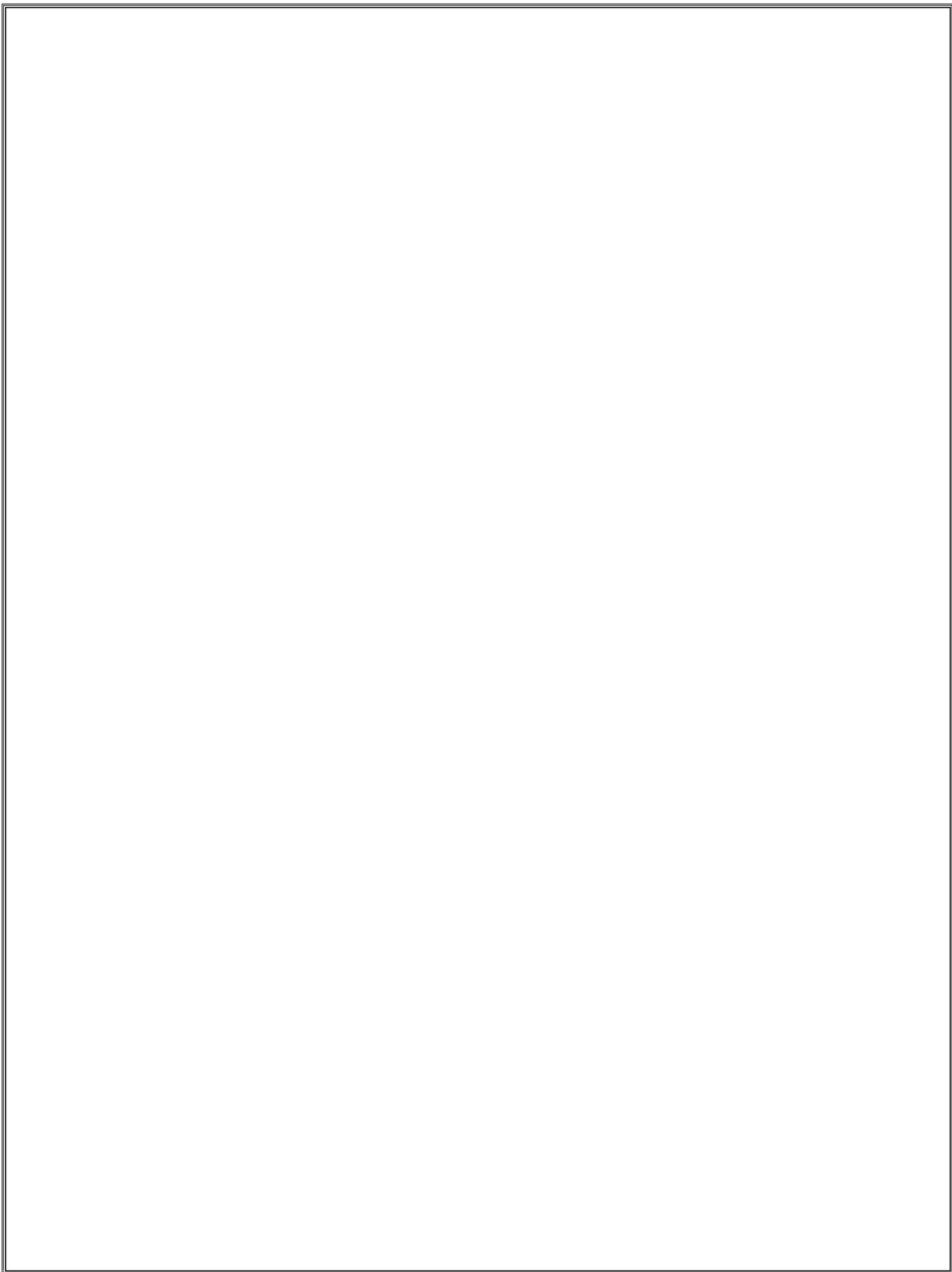
Click on the Exhibit F icon to download the Adobe pdf version of Exhibit F from the DPR website.

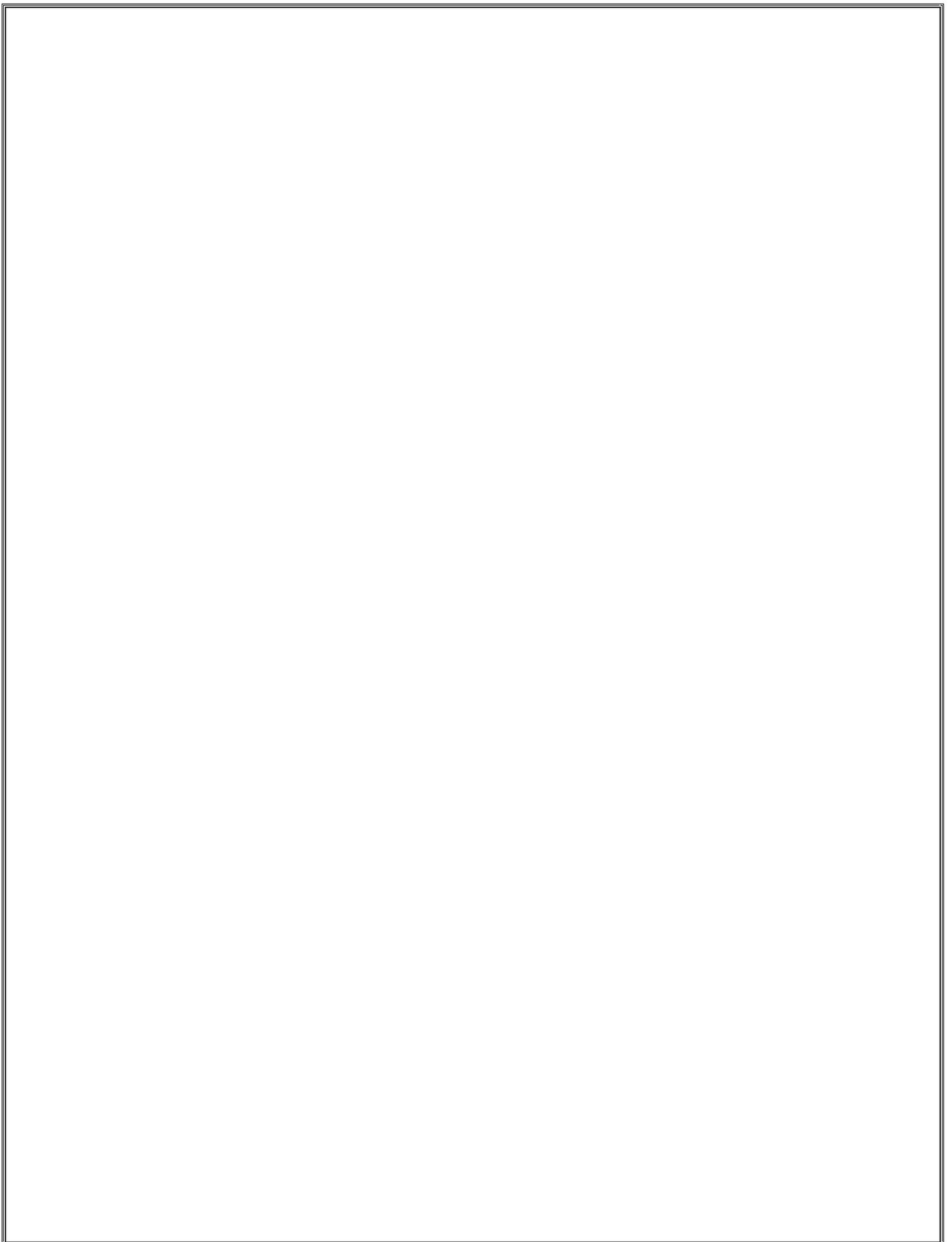
Fill out the top of page one with Association name and Association Agreement Number.

On line 9 following the words California State Parks Logo insert State Park names and any registered Department trademarks other than the logo to be used by the Association. Do not insert "California State Parks," or "Department of Parks and Recreation."

On line 12 following the word "until" insert the ending date (term) indicated on page 1 (STD 213) of contract agreement.

No signature needed; once the lines on page 1 are completed, print out a hard copy of both pages and include one hard copy with each of the four contracts.





***Instructions for Instructions for providing a valid
Certificate of Insurance***

An insurance certificate (an ACORD form or similar insurance certificate) is needed that contains the following required endorsements and conditions:

- I. *The certificate must contain the following two endorsements:*
1. *The insurer will not cancel insured's coverage without 30 days prior written notice to the State, except in cases of nonpayment of premiums, in which instance the insurer shall give the State ten (10) days written notice prior to the effective date of cancellation.*
 2. *The State of California, its officers, agents, employees and servants are included as additional insured, but only insofar as the operations under this agreement are concerned.*

II. *The general liability insurance amounts must be indicated on the certificate and must be a minimum of:*

- *\$1 million per occurrence*
- *\$2 million combined general aggregate*

III. *The address for the State of California on the additional insured must be a Department of Parks and Recreation mailing address. For consistency, the following address is preferred:*

*State of California
Department of Parks and Recreation
Interpretation and Education Division
P.O. Box 942896
Sacramento, CA 94296-0001
Attention: Cooperating Associations Program*

Only one copy of the certificate of insurance form is needed with each agreement package.

***Instructions for completing the
District Recommendation and DGS Exemption Certification***

District Recommendation and DGS Exemption Certification

(Note: This is a tracking document only, not officially part of the legal agreement. Return only one copy of this document with the agreement package.)

District Recommendation *(note: The district may only recommend approval and can not formally approve this Agreement.)*

STATE OF CALIFORNIA

Department of Parks and Recreation

I recommend this Agreement for the Director's approval and signature.

BY: District Superintendent Signature

TITLE: District Superintendent
California Department of Parks and Recreation

DATE: (write in date)

DGS Exemption Certification and Approval

Interpretation and Education Division Certification

(Note: The Cooperating Associations Program Manager will complete this section.)

All DGS conditions for exemption have been met. This Agreement qualifies for exemption from the Department of General Services.

or

Because the net value of this agreement is more than \$50,000 annually and/or there are addenda to the standard approved Agreement language, this Agreement does NOT qualify for exemption and requires Department of General Services approval.

BY: Program Manager Signature

TITLE: Cooperating Associations Program Manager

DATE: (write in date)

End of Standard Agreement Instructions