

ORIGINAL

EQUIPMENT DONATION/TRANSFER AGREEMENT

CAO OCT 26 '16 PM 2:52

THIS Agreement made and entered by and between the County of El Dorado, a political subdivision of the State of California (hereinafter referred to as "County") and William H. Crim, a sole proprietor doing business as SAS Engineering, duly qualified to conduct business in the State of California, whose principal place of business is 5120 Clear Creek Road, Placerville, California 95667 (hereinafter referred to as "Contractor").

RECITALS

WHEREAS, Contractor has been engaged by County to provide monitoring and maintenance/repair services for security systems installed by Contractor under existing Agreement for Services #224-S1610, dated December 9, 2015, incorporated herein and made by reference a part hereof; and

WHEREAS, Contractor notified County that Contractor will be retiring and going out of business;

WHEREAS, Contractor desires to transfer to County the existing security alarm equipment installed and owned by Contractor and currently in use at County facilities ("Equipment"); and

WHEREAS, County intends to contract with another vendor to provide monitoring and maintenance/repair services for the Equipment; and

WHEREAS, County is willing to accept the transfer of the Equipment under the terms and conditions set forth herein.

NOW, THEREFORE, it is agreed as follows:

A. Equipment. Contractor agrees to transfer to County all right, title, and ownership of the Equipment listed in Exhibit "A" marked "List of Donated Equipment," incorporated herein and made by reference a part hereof, free and clear of all liens, claims and/or encumbrances. No monetary consideration shall be due to Contractor for the transfer of Equipment under this Agreement.

B. Use of Equipment. County may use the Equipment for any purpose it deems appropriate and there is no expectation of reversion of the Equipment to Contractor under any circumstances.

C. Contractor represents and warrants that donation of the Equipment does not violate any covenant, agreement or other obligation to which Contractor is a party; that Contractor is duly authorized to make the donation; and that there are no liens, claims, or other encumbrances of any kind against or upon title to the Equipment.

D. Effective upon execution of County's agreement with another vendor to provide monitoring and maintenance/repair services for the Equipment, Contractor will no longer be responsible for the Equipment, and disclaims any responsibility for the suitability or functionality of the future use of the Equipment. Contractor agrees to transfer title of the security equipment, wiring, batteries, etc. to El Dorado County. El Dorado County shall indemnify, defend and hold harmless William H. Crim and his agents against all claims, losses and defense attorney's fees that occur as a result of the use or dependence on the alarm equipment or systems left in the buildings by SAS engineering.

E. Any dispute resolution action arising out of this Agreement, including, but not limited to, litigation, mediation or arbitration, shall be brought in El Dorado County, California, and shall be resolved in accordance with the laws of the State of California. Consultant waives any removal rights it might have under Code of Civil Procedure Section 394.

F. In the event any provision of this Agreement is ruled invalid or unenforceable, such provision shall be severable from the remainder of this Agreement and the validity and enforceability of the remaining provisions shall not be affected or impaired in any way.

G. This document and the documents referred to herein or exhibits hereto are the entire Agreement between the parties and they incorporate or supersede all prior written or oral Agreements or understandings.

H. The County officer or employee with responsibility for administering this Agreement is Russ Fackrell, Facilities Manager or successor.

I. The parties to this Agreement represent that the undersigned individuals executing this Agreement on their respective behalf are fully authorized to do so by law or other appropriate instrument and to bind upon said parties to the obligations set forth herein.

-- COUNTY OF EL DORADO --

By: *Laura Schwartz*
Purchasing Agent
Chief Administrative Office
"County"

Dated: 11/16/16

-- CONTRACTOR --

By: *William H. Crim*
William H. Crim, individually
dba SAS Engineering
"Contractor"

Dated: 2016/10/25

SAS Engineering Security Equipment Inventory List

Exhibit A- List of Donated Equipment

SAS Engineering
5120 Clear Creek Road
Placerville, Ca 95667

| Address: | Qty | Description: | Location: | Status: |
|----------|-----|--------------|-----------|---------|
|----------|-----|--------------|-----------|---------|

Transportation
1121 Shakori Dr.
South Lake Tahoe

Shop Security Alarm System

To be donated to County

| | | |
|---|---|-------------|
| 1 | Elk MIG4S UL listed Commercial Control Panel 1280 Rechargeable Battery, Transformer | North Wall |
| 1 | Elk English Display keypad | Boiler Room |
| 1 | Elk 1RT Siren, Stainless Housing | Roof |
| 2 | Intellisense DT-6100 Long Range Motion Sensor | Across Bay |
| 3 | Magnetic Contacts | Shop |
| 2 | Magnetic Contacts | Man Doors |
| | Cable , Misc. Hardware | |

Transportation
2441 Headington Rd
Placerville, CA

Shop Security Alarm System

To be donated to County

| | | |
|---|---|-------------|
| 1 | Elk MIG4S UL listed Commercial Control Panel 1280 Rechargeable Battery, Transformer | High Wall |
| 1 | Elk English Display keypad | Entry Door |
| 1 | Elk 1RT Siren, Stainless Housing | Roof |
| 2 | Intellisense DT-6100 Long Range Motion Sensor | Across Bay |
| 1 | Intellisense DT-7435 Wide Angle Tec Sensor | North Shop |
| 3 | Magnetic Contacts | Entry Doors |
| | Cable , Misc. Hardware | |

Museum Shop/Engineer House
104 Placerville Drive, CA 95677

Fire Detection & Security Alarm System

To be donated to County

| | | |
|---|---|--------------|
| 2 | SAS510 Arming Plate, Medeco Lock, 8 Keys | Entry Doors |
| 1 | ELK 1RT Siren & Housing | Shop Roof |
| 2 | C&K DT-500 Dulatec Motion Sensor | Shop A&B |
| 2 | C&K DT-640STC Dulatec Motion Sensor | Shop C |
| 2 | C&K DT-6100 Dualtec long range motion Sensor | Engine House |
| 2 | Magnetic Contacts | Entry Doors |
| 6 | Thermotec 302ET 194 Deg Heat Detector | Rafters |
| | Fire Cable, Communication cable, misc. Hardware | |

Museum
104 Placerville Drive, CA 95677

Fire Detection & Security Alarm System

To be donated to County

| | | |
|---|--|---------------|
| 1 | MooseZ2000 UL/CSFM Security and fire control Panel, SAS 2560-18 Steel housing, SAS 2560-12 Steel housing, (2) Yuasa 1270 rechargeable battery, 18v-50 va transformer | Equip Wall |
| 1 | Moose F2500 dual telephone module, AR-101 auxiliary relay | Control panel |
| 2 | Moose Z2350 Expanders | Control panel |
| 1 | Aritech ACR-505 Insertion card reader | Equip Door |

SAS Engineering Security Equipment Inventory List

Exhibit A- List of Donated Equipment

SAS Engineering
5120 Clear Creek Road
Placerville, Ca 95667

| Address: | Qty | Description: | Location: | Status: |
|----------|-----|---|------------------------|---------|
| | 50 | Aritech ACC-25 programmed magnetic cards | | |
| | 1 | Moose Z2100.Red English Display keypad | Office Wall | |
| | 1 | ELK-1RT Siren Speaker & JDS-108 siren Driver | North Roof | |
| | 1 | Aritech DU-232 Ultrasonic master | Control panel | |
| | 5 | Aritech DU-245 Ultrasonic motion Sensors | Ceiling | |
| | 1 | Aritech PR-569 Ceiling Infrared motion sensor | Research Room | |
| | 1 | Aritech AP-669 Ceiling infrared motion Sensor | North Addition | |
| | 2 | Intellisense FG-1025 Glass Break Sensor | Front Glass | |
| | 2 | Magnetic Contacts | Entry Doors | |
| | 2 | Steel Door Magnetic Contacts | N & S Doors | |
| | 2 | Wide Gap Magnetic Contacts | OVH Doors | |
| | 3 | Magnetic Contacts | North Addition | |
| | 3 | Tamper Contacts | Control Panel & Sirens | |
| | 1 | Firelite 8" Fire Bell | Interior | |
| | 1 | Firelite 10" WP Fire Bell | Exterior | |
| | 1 | Firelite BG-10 Manual Fire pull | Interior wall | |
| | 1 | BRK 2412B Smoke Detector | East Ceiling | |
| | 5 | System Sensor 2122/24TS Smoke Detector | Showroom | |
| | 3 | System Sensor 2112/24TS Smoke Detector | North Section | |
| | 4 | System Sensor 2112/24TS Smoke Detector | Office Areas | |
| | 4 | System Sensor 2112/24TS Smoke Detector | North Addition | |
| | 2 | Firelite 51-135 Deg Heat Detector | Restrooms | |
| | 9 | Thermotec 302ET 194 Deg Heat Detectors | Roof Overhang | |
| | 4 | System Sensor 716 EOL Relay | Control Panel | |
| | | Fire Cable, Communication cable, misc. hardware | | |
| | 1 | #HID 4045 BGCUE Stand Alone Proximity Reader | Entry Door | |
| | 20 | # HID Proxpoint II Proximity Cards | Individual | |
| | | # Cable, Misc. Hardware | | |

Sheriff's Office
300 Fair Lane
Placerville, CA 95677

Fire Detection System

To be donated to County

| Phase 2 | | |
|---------|---|-------------|
| 1 | Silent Knight 5208 UL/CSFM 10 Zone Fire Control Panel, 2 Yusa 1270 Rechargeable Batteries | Closet |
| 1 | Silent Knight 5235 Remote Fire Annunciator | Hallway |
| 17 | Firelite 601-135 deg RR Heat Detector | Ceiling |
| 8 | Firelite 602-135 deg RR Heat Detector | Above Tiles |
| 4 | System Sensor P2415 Horn Strobes | Walls |
| 1 | Silent Knight SK-PSSA Manual Fire Pull | Entry Doors |
| 1 | Amseco MSB-BPV-424V 10" Fire Bell | Exterior |
| | Wire Mold | As needed |

SAS Engineering Security Equipment Inventory List

Exhibit A- List of Donated Equipment

SAS Engineering
5120 Clear Creek Road
Placerville, Ca 95667

| Address: | Qty | Description: | Location: | Status: |
|----------|-----|---|-------------|---------|
| | | 2000' Fire cable-FPL 4/18, Misc. Hardware | | |
| | | Phase 1 | | |
| | 17 | Firelite 601-135 deg RR Heat Detector | Ceiling | |
| | 8 | Firelite 602 200deg Heat Detector | Above tiles | |
| | 4 | System Sensor P2415 Horn Strobe | Wall | |
| | 2 | Silent Knight SK-PSSA Manual Fire Pull | Entry Doors | |
| | | Wire Mold, Fittings | | |
| | | 2000' Fire Cable-FPL 4/18 =, Misc. Hardware | | |