MEMORANDUM OF AGREEMENT

Parties

This Memorandum of Agreement ("MOA") is hereby made by and among Collaborative Services, Inc. ("Proposer") and the City of San Diego ("City"), collectively referred to as the "Parties," to memorialize their acceptance of the terms of the contract resulting to the Proposer's successful proposal in response to the City's Request for Proposal ("RFP") No. 9439-09-Z-RFP, Professional Public Outreach, Involvement, and Facilitation Services for the City of San Diego Uptown, Greater North Park, and Greater Golden Hill Community Plan Update Process.

Recitals

WHEREAS, the Proposer has submitted a proposal in response to the RFP, and in doing so has agreed that, should the proposal be successful, it will be bound by the terms of the Contract Documents as defined in the RFP: including the RFP; the City of San Diego's General Provisions for Proposals dated January 18, 2005 ("General Provisions"); the proposal submitted (technical and price volume); the City's award letter(s); the proposer's Best and Final Offer; the City's written acceptance of any exceptions to clarifications incorporated in the proposal (if any); any exhibits, attachments, or addenda to any of the aforementioned documents; and any documents incorporated therein by reference;

WHEREAS, the City has determined that the Proposer's proposal is the winning proposal and intends to award the contract to the Proposer on that basis;

THEREFORE, the Parties agree to the following:

Agreement

The Parties mutually agree that, as a result of the City's acceptance of the Proposer's proposal in response to the RFP, the Parties shall be mutually bound by the Contract Documents, as defined above. To the extent terms and conditions of the Contract Documents conflict with one another, the order of priority will be as follows: (1) the RFP takes precedence over conflicting terms in the General Provisions; (2) the General Provisions take precedence over conflicting terms in the proposal; and (3) exceptions and clarifications noted in the proposal take precedence over conflicting terms in the RFP and General Provisions only if expressly agreed to by the Parties in writing prior to execution of this MOA.

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The Parties further agree that the Contract Documents, as defined above and memorialized in this MOA, constitute the entire agreement between the Parties.

Accepted and Agreed,

City of San Diego:	Collaborative Services, Inc.:
By: _____	By: _____
Print Name: _____	Print Name: Catherine Smith
Title: _____	Title: President
Date: _____	Date: 3·16·09

I HEREBY APPROVE the form and legality of the foregoing agreement this ___ day of _____, 20___.

JAN I. GOLDSMITH, City Attorney

By: _____
Deputy City Attorney