

**AGREEMENT BETWEEN THE CITY OF RAPID CITY AND ALPHA VIDEO FOR
UPDATING THE AUDIO, VIDEO AND PRESENTATION SYSTEMS IN THE
COUNCIL MEETING CHAMBER.**

This Agreement is made and entered into between the City of Rapid City (the “City”), located at 300 Sixth Street, Rapid City, South Dakota 57701, and Alpha Video and Audio Inc. (“Alpha”), located at 7711 Computer Ave., Edina, Minnesota 55435.

RECITALS

WHEREAS, the City would like to upgrade the audio, video and presentation systems in the Council Meeting Chamber; and

WHEREAS, the City requested proposals from qualified professionals capable of performing the services desired; and

WHEREAS, through this process the City identified Alpha as the most qualified to perform the professional services the City requires; and

WHEREAS, the City and Alpha have agreed to enter into a contract whereby Alpha will upgrade the City Council Chambers audio and video systems under certain terms and conditions.

NOW THEREFORE, the parties hereby agree as follows:

1. Alpha will perform the services outlined in the “Statement of Work for Rapid City” and attached quotation dated August 26, 2009. The Statement of Work and quotation have been attached hereto and are incorporated herein.
2. In exchange for performance of the services outlined in paragraph 1, the City will pay Alpha an amount not to exceed \$146,113.00 plus freight and travel expenses not to exceed \$5,000. Any changes to the scope of services or additional costs for the services to be provided must be approved in advance by the City.
3. The parties may undertake any legal or equitable action available to enforce the provisions of this agreement in addition to any remedy provided herein.
4. This Agreement along with the Statement of Work and attached quotation represents the entire agreement of the parties. No other writing is a part of this Agreement. All other prior representations, writings, oral statements or negotiations have been merged into this document and are either included herein or intentionally excluded.
5. The parties’ rights and obligations under this Agreement shall be governed by, and construed in accordance with, the laws of the State of South Dakota. Any dispute concerning this Agreement shall be venued and litigated in the Circuit Court for the Seventh Judicial Circuit, located in Rapid City, Pennington County, South Dakota.

DATED this ____ day of _____, 2009.

CITY OF RAPID CITY

Alan Hanks, Mayor

ATTEST:

Finance Officer

(SEAL)

ALPHA VIDEO AND AUDIO INC.

By: _____
Its: _____

State of South Dakota)
 ss.
County of Pennington)

On this the _____ day of _____, 2009, before me, the undersigned officer, personally appeared Alan Hanks and James F. Preston, who acknowledged themselves to be the Mayor and Finance Officer, respectively, of the City of Rapid City, a municipal corporation, and that they, as such Mayor and Finance Officer, being authorized so to do, executed the foregoing Agreement Consenting to Assessed Project for the purposes therein contained by signing the name of the City of Rapid City by themselves as Mayor and Finance Officer.

IN WITNESS WHEREOF I hereunto set my hand and official seal.

Notary Public, South Dakota
My Commission Expires:

[SEAL]

STATE OF _____)
)ss.
COUNTY OF _____)

On this _____ day of _____, 2009, before me, the undersigned officer, personally appeared _____, who acknowledged themselves to be the _____ of Alpha Video and Audio Inc., and that as such, being duly authorized to do so, executed the foregoing instrument for the purposes herein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

[SEAL]

Notary Public, State of South Dakota
My Commission Expires: