



PINAL COUNTY
wide open opportunity

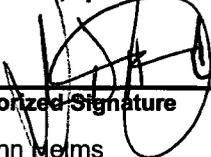
Offer & Acceptance Form

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

OFFER AND ACCEPTANCE FORM

TO PINAL COUNTY:

The undersigned hereby offers and agrees to furnish the material, service, or construction in compliance with all terms, conditions, specifications, and amendments in the Solicitation.

	VP/CFO
Authorized Signature	Title
John Meims	May 23, 2012
Printed Name	Date
Empire Southwest, LLC	602-639-0582
Company Name	Telephone
1725 S. Country Club Dr.	Mesa, AZ. 85210
Address	City, State, Zip

For clarification of this offer, contact:

Name: Mark VaderGiessen Phone: 602-639-0582 Fax: 480-633-4626

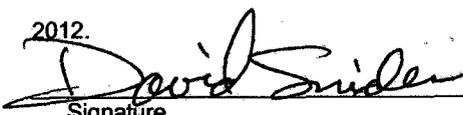
ACCEPTANCE OF OFFER (For Pinal County Use Only)

The offer is hereby accepted and the Responder is now bound to sell or provide the materials, services, or construction as indicated by the Purchase Order or Notice of Award and based upon the solicitation, including all terms, conditions, specifications, amendments, etc. and the Offer as accepted by Pinal County.

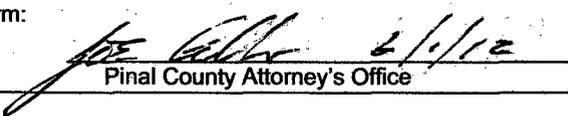
The contract is for:

This contract shall henceforth be referenced to as Contract No. PC-112217. The Offeror is cautioned not to commence any billable work or to provide any material or service under this contract until Offeror receives an executed purchase order or notice to proceed.

Awarded this 20th day of June 2012.

<u>David Snider</u>	<u>Chairman</u>	
Name (Print)	Title	Signature

Approved as to form:


Pinal County Attorney's Office



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Offer & Acceptance Form

Pinal County
Finance Department
31 N. Pinal St.
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P.O. Box 1348
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OFFER AND ACCEPTANCE FORM – Page 2

By signing the previous page of the Offer and Acceptance Form, Responder certifies:

- A. The submission of the bid did not involve collusion or other anti-competitive practices.
- B. The Responder shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246.
- C. The Responder has not given, offered to give, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the Submittal.
- D. The Responder certifies that it complies with Executive Order 12549 related to Federal Government Debarment and Suspension (see 4-7)
- E. The Responder certifies that the individual signing the bid is an authorized agent for the Responder and has the authority to bind them to the contract.

F. Intergovernmental Cooperative Purchasing

The County has entered into various cooperative purchasing agreements with other Arizona government entities in order to conserve resources, reduce overhead and purchase costs and improve delivery time. The contract resulting from this Solicitation may be extended for use by other municipalities, school districts and government agencies in the State of Arizona with the approval of the Contractor. Orders placed by other agencies and payment thereof will be the sole responsibility of that agency. The County shall not be responsible for any disputes arising out of transactions made by others.

Pursuant to PC-112217 Special Terms and Conditions, paragraph 5, titled Eligible Agencies (Cooperative Usage), Responder shall designate whether other governmental entities will be allowed to purchase from this contract:

Yes [X]

No []

Empire Southwest, LLC

Firm

John Helms, VP/CFO

Authorized Signature

Proposal For

Pinal County

**Vehicles & Equipment:
Parts, Repairs, & Services**

RFP: PC-112217

**Thursday, May 24, 2012
2:00PM Arizona Time**

**Submitted By: EMPIRE SOUTHWEST, LLC
Mark Vander Giessen
Governmental Product Support Representative
1725 S. Country Club Dr.
Mesa, AZ 85210
(602) 639-0582**





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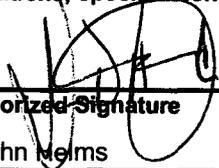
Offer & Acceptance Form

Pinal County
Finance Department
31 N. Pinal St.
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P.O. Box 1348
Florence, AZ 85132

OFFER AND ACCEPTANCE FORM

TO PINAL COUNTY:

The undersigned hereby offers and agrees to furnish the material, service, or construction in compliance with all terms, conditions, specifications, and amendments in the Solicitation.

	VP/CFO
_____ Authorized Signature	_____ Title
John Helms	May 23, 2012
_____ Printed Name	_____ Date
Empire Southwest, LLC	602-639-0582
_____ Company Name	_____ Telephone
1725 S. Country Club Dr.	Mesa, AZ. 85210
_____ Address	_____ City, State, Zip

For clarification of this offer, contact:

Name: Mark VaderGiessen Phone: 602-639-0582 Fax: 480-633-4626

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The offer is hereby accepted and the Responder is now bound to sell or provide the materials, services, or construction as indicated by the Purchase Order or Notice of Award and based upon the solicitation, including all terms, conditions, specifications, amendments, etc. and the Offer as accepted by Pinal County.

The contract is for:

This contract shall henceforth be referenced to as Contract No. PC-112217. The Offeror is cautioned not to commence any billable work or to provide any material or service under this contract until Offeror receives an executed purchase order or notice to proceed.

Awarded this _____ day of _____ 2012.

_____ Name (Print)	_____ Title	_____ Signature
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Approved as to form:

Pinal County Attorney's Office



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Offer & Acceptance Form

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

OFFER AND ACCEPTANCE FORM – Page 2

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- B. The Responder shall not discriminate against any employee or applicant for employment in violation of Federal Executive Order 11246.
- C. The Responder has not given, offered to give, nor intends to give at any time hereafter, any economic opportunity, future employment, gift, loan, gratuity, special discount, trip, favor, or service to a public servant in connection with the Submittal.
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Yes [X]

No []

Empire Southwest, LLC

Firm

John Helms, VP/CFO

Authorized Signature



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wide open opportunity

Addendum Acknowledgement Form

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

ADDENDUM ACKNOWLEDGEMENT FORM

Solicitation Addendums are posted on the Pinal County website at the following address:
<http://pinalcountyaz.gov/Departments/Finance/Pages/BidsProposals.aspx> . It is the responsibility of the Responder to periodically check this website for any Solicitation Addendum.

This page is used to acknowledge any and all addendums that might be issued. Any addendum issued within five days of the solicitation due date, will include a new due date to allow for addressing the addendum issues. Your signature indicates that you took the information provided in the addendums into consideration when providing your complete response.

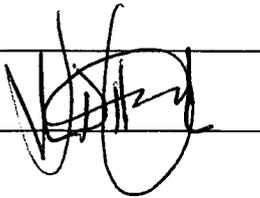
Please sign and date:

ADDENDUM NO. 1 Acknowledgement _____
Signature Date

ADDENDUM NO. 2 Acknowledgement _____
Signature Date

ADDENDUM NO. 3 Acknowledgement _____
Signature Date

If no addendums were issued, indicate below, sign the form and return with your response.

Empire Southwest, LLC
Firm
John Helms, VP/CFO
Authorized Signature 



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Non-Collusion Statement

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

NON-COLLUSION STATEMENT

State of Arizona)
County of Maricopa)

ss.

_____ John Helms _____, affiant,
(Name)
the _____ VP/CFO _____
(Title)
_____ Empire Southwest, LLC _____
(Contractor/Offeror)

the persons, corporation, or company who makes the accompanying Offer, having first been duly sworn, deposes and says:

That such Offer is genuine and not sham or collusive, nor made in the interest of, or behalf of, any persons not herein named, and that the Responder has not directly or indirectly induced or solicited any other Responder to put in a sham Offer, or any other person, firm or corporation to refrain from offering, and that the Responder has not in any manner sought by collusion to secure for itself an advantage over any other Responder.

_____ John Helms _____
(Name)
_____ VP/CFO _____
(Title)

Subscribed and sworn to before me
this 23 day of May, 2012

Signature of Notary Public in and for the
State of Arizona
County of Maricopa



NAME AND ADDRESS OF CERTIFICATE HOLDER:	DATE ISSUED _____ _____ AUTHORIZED REPRESENTATIVE
---	---

Form **W-9**
(Rev. January 2011)
Department of the Treasury
Internal Revenue Service

Request for Taxpayer Identification Number and Certification

Give Form to the
requester. Do not
send to the IRS.

Print or type See Specific Instructions on page 2.	Name (as shown on your income tax return) EMPIRE SOUTHWEST LLC	
	Business name/disregarded entity name, if different from above EMPIRE MACHINERY	
	Check appropriate box for federal tax classification (required): <input type="checkbox"/> Individual/sole proprietor <input type="checkbox"/> C Corporation <input type="checkbox"/> S Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Trust/estate <input checked="" type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ P <input type="checkbox"/> Exempt payee <input type="checkbox"/> Other (see instructions) ▶	
	Address (number, street, and apt. or suite no.) P O BOX 2985	Requester's name and address (optional)
	City, state, and ZIP code PHOENIX AZ 85062-2985	List account number(s) here (optional)

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on the "Name" line to avoid backup withholding. For individuals, this is your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Note. If the account is in more than one name, see the chart on page 4 for guidelines on whose number to enter.

Social security number										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; height: 20px;"> </td> <td style="width: 33%; height: 20px;"> </td> <td style="width: 33%; height: 20px;"> </td> </tr> <tr> <td style="text-align: center;">-</td> <td style="text-align: center;">-</td> <td style="text-align: center;"> </td> </tr> </table>				-	-					
-	-									
Employer identification number										
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 16.6%;">8</td> <td style="width: 16.6%;">6</td> <td style="width: 16.6%;">-</td> <td style="width: 16.6%;">0</td> <td style="width: 16.6%;">8</td> <td style="width: 16.6%;">9</td> <td style="width: 16.6%;">4</td> <td style="width: 16.6%;">0</td> <td style="width: 16.6%;">8</td> <td style="width: 16.6%;">7</td> </tr> </table>	8	6	-	0	8	9	4	0	8	7
8	6	-	0	8	9	4	0	8	7	

Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me), and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding, and
- I am a U.S. citizen or other U.S. person (defined below).

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 4.

Sign Here Signature of U.S. person: *[Handwritten Signature]* *5/27/2011*

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Purpose of Form

A person who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) to report, for example, income paid to you, real estate transactions, mortgage interest you paid, acquisition or abandonment of secured property, cancellation of debt, or contributions you made to an IRA.

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN to the person requesting it (the requester) and, when applicable, to:

- Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
- Certify that you are not subject to backup withholding, or
- Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income.

Note. If a requester gives you a form other than Form W-9 to request your TIN, you must use the requester's form if it is substantially similar to this Form W-9.

Definition of a U.S. person. For federal tax purposes, you are considered a U.S. person if you are:

- An individual who is a U.S. citizen or U.S. resident alien,
- A partnership, corporation, company, or association created or organized in the United States or under the laws of the United States,
- An estate (other than a foreign estate), or
- A domestic trust (as defined in Regulations section 301.7701-7).

Special rules for partnerships. Partnerships that conduct a trade or business in the United States are generally required to pay a withholding tax on any foreign partners' share of income from such business. Further, in certain cases where a Form W-9 has not been received, a partnership is required to presume that a partner is a foreign person, and pay the withholding tax. Therefore, if you are a U.S. person that is a partner in a partnership conducting a trade or business in the United States, provide Form W-9 to the partnership to establish your U.S. status and avoid withholding on your share of partnership income.



PINAL COUNTY
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Responders Checklist

Pinal County
Finance Department
31 N. Pinal St.
Bldg. A
P.O. Box 1348
Florence, AZ 85132

RESPONDERS CHECKLIST

	Yes/No
Did you sign your Offer sheet?	X
Did you sign and notarize the Non-collusion statement?	X
Did you acknowledge all addendums, if any?	X
Did you complete all required Response Forms?	X
Did you include your W-9 Form?	X
Did you include any necessary attachments?	X
Is the outside of your submittal marked with the Solicitation #, Due Date and Time?	X
Did you include one original and the required number of copies?	X
Did you follow the order for submissions of documents?	X
Did you include proof of insurance(s) if requested?	X

 <p>PINAL COUNTY <i>wide open opportunity</i></p>	<p align="center">RFP PC-112217 Vehicles & Equipment: Parts, Repairs & Services Response Form</p>	<p align="right">Pinal County Finance Department 31 N. Pinal St. Bldg. A P.O. Box 1348 Florence, AZ 85132</p>
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Responder Name: *Empire Southwest, LLC*

Responders shall complete the following Response Form, indicating their responses in the spaces provided. Additional pages may be added so long as they are clearly referenced in the spaces provided.

Please note: Any exception and the total number of exceptions taken will negatively affect your evaluation score. Compliance to Terms & Conditions has been identified as an evaluation criteria for this Solicitation.

Any exception not contained within this section of the Solicitation will be deemed invalid and will not be considered.

Acceptability of Responses

Offers that do not include this completed Response Form or that do include an incomplete Response Form or that include a completed Response Form with unacceptable responses may cause the entire offer to be deemed unacceptable and therefore non-responsive.

1 Price

Responders shall complete the following pricing tables below.

1.1 Parts (per Section 2.1.1 of the Statement of Work)

Responder shall state the offered discount for parts in the table below. Pricing shall be a discount from list or published price. Using blank spaces in the tables below, Responder shall state additional discounts offered on other parts provided that could benefit Pinal County.

Responder Response

Manufacturer	% Discount from List Price or Published Price	Source for Manufacturer's pricing (website, etc.)
Allis Chalmers		
Allmand		
Artic Cat		
Bear Cat		
Big Tex		
Blue Bird		
Broce		
Carson		
Case		
Caterpillar	Filters 30%; Hydraulic Hose & Fittings 15%; Ground Engaging Tools 30%; Abrasion Resistant Material 30%; Motor Grader Edges (truckload) 60%	Empire List



PINAL COUNTY
wide open opportunity

RFP PC-112217
Vehicles & Equipment: Parts,
Repairs & Services
Response Form

Pinal County
Finance Department
31 N. Pinal St.
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Chevrolet		
Crafc		
Dodge		
EZ-Go		
Fleming		
Ford		
Freightliner		
GMC		
Gorman Rupp		
Gravely		
Haul Mark		
Honda		
Hummer		
Hyster		
Ingersoll Rand		
International		
Interstate		
Isuzu		
Jeep		
John Deere		
Kenworth		
Kodiak		
Kubota		
Landa		
Mega		



PINAL COUNTY
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Vehicles & Equipment: Parts,
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Nissan		
Oldsmobile		
Pace		
Polaris		
Peterbilt		
Pontiac		
Porter		
Ranco		
Rosco		
Solar Tech		
Suzuki		
Towmaster		
Trail King	0%	Empire List
Trail-Eze		
United Truck Equipment		
Vermeer		
Water Buffalo		
Western Star		
White/GMC		
Yale		
Other Landoll	0%	Empire List
Other Mac Trailer	0%	Empire List
Other Mitsubishi Fuso	0%	Empire List
Other		
Expedited parts delivery fee (Fixed fee, not discount from list price)	\$1.93/mile \$50 minimum Fuel surcharge 25%	Empire List



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Other		
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1.3 Other services or major services (other than listed above in section 1.2)

Responder shall provide labor rates and fees listed below. Note: Any fees or rates not included will not be considered part of the final contract. Parts as needed for repairs may be charged in excess of labor rates/shop fees/etc. Parts shall be a discount from list price. Responders shall include such parts in section 1.1 pricing table above.

Description	Rate	Comment
Shop labor rate	99.30/hr	
Shop labor rate – after hours	130.10/hr	
Field service call rate	129.15/hr	
Field service call rate – after hours	163.30/hr	
Mileage	129.15/hr	
Hazardous Waste Fee		
Environmental Fee		
Shop supplies		
Other Weld Shop	99.30/hr	
Other Weld Shop after hours	130.10/hr	
Other Lube Shop	83.35/hr	
Other Lube shop after hours	113.40/hr	
Other Lube Field	100.20/hr	

Lube Field after hours	134.35/hr
Hydraulic Shop	88.60/hr
Hydraulic Shop after hours	118.60/hr
Precision Machining:	
Inspection	102.55/hr
Inspection after hours	134.60/hr
Small Machines	102.55/hr
Small Machines after hours	134.60/hr
Medium Machines	135.30/hr
Medium Machines after hours	169.45/hr
Large Machines	150.30/hr
Large Machines after hours	184.40/hr



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RFP PC-112217
Vehicles & Equipment: Parts,
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Response Form

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P.O. Box 1348
Florence, AZ 85132

Metal Spray 135.15/hr
Metal Spray after hours 167.25/hr

2 Capacity of Offeror

2.1. Responder shall provide:

2.1.1 Name, Title and email address of Primary Responder

Mark Vander Giessen
Governmental Product Support Representative
mark.vandergiessen@empire-cat.com

2.1.2 Address, phone, fax and email address of Primary Servicing Office

Empire Mesa
1725 S. Country Club Dr Mesa, AZ 85210
Monday - Friday 6am - 11pm / Saturday 7am - 12pm

- *Machinery - Sales, Parts & Service*
- *Main: 480-633-4000*
- *Parts: 480-633-4421*
- *After Hours: 602-725-3055*
- *Fax: 480-633-4440*
- *Email: mark.vandergiessen@empire-cat.com*

2.1.3 Address, phone, fax and email address of additional Servicing Offices (if different than 2.1.2)

Empire Truck and Trailer Phoenix
840 N. 43rd Ave. Phoenix, AZ 85009

- *Rental*
- *Power Systems*
- *Truck & Trailer*
- *Toll Free: 888-CAT-POWER*
- *Main: 602-333-5600*
- *Fax: 480-633-4440*
- *Email: mark.vandergiessen@empire-cat.com*

Empire Tucson
7600 S. Nogales Hwy. Tucson, AZ 85756

- *Rental*
- *Machinery - Sales, Parts & Service*
- *Main: 520-746-8200*
- *Rental: 520-746-8270*
- *Parts: 520-746-8240*
- *Service: 520-746-8300*
- *Fax: 480-633-4440*
- *Email: mark.vandergiessen@empire-cat.com*

Empire Apache Junction
3215 S. Winchester Rd. Apache Junction, AZ 85119
Monday - Friday 7am-5pm

- Rental
- Main: 480-308-9100
- Rental: 480-308-9150
- Fax: 480-633-4440
- Email: mark.vandergiessen@empire-cat.com

2.1.4 Name, Title and email address of Key Personnel assigned to Pinal County. Responders shall include a description of their responsibilities under the contract (Ordering, Billing, Customer Service, etc).

Mark Vander Giessen
Governmental Product Support Representative
mark.vandergiessen@empire-cat.com
Machinery parts and service support

Bill Dixon
Product Support Sales Representative
bdixon@empire-cat.com
Truck and Trailer parts and service support

Jack Owen
Sales Account Manager
jack.owen@empire-cat.com
Machine Sales

2.2 Responder shall provide general background information regarding their company. Responder shall describe in detail their overall experience in the industry relative to the Products and/or Services offered. Responders shall include at least three (3) references in this regard.

WE ARE EMPIRE – see attached presentation

References:
Maricopa County
3325 W. Durango
Phoenix, AZ. 85009
Les Glover – 602-506-4667

Coconino County
5600 E. Commerce Ave.
Flagstaff, AZ
Byron Browning – 928-779-6630

City of Tucson
PO Box 27210
Tucson, AZ. 85726
James Seeds – 520-791-3131

2.3 Responder shall describe the services or materials offered in response to Section 2 - General Requirements in the Statement of Work on page 11 of the Request for Proposal (Section 2.1.2).

Services to be provided shall include, but not be limited to all services listed in section 2 general requirements in the statement of work on page 11 of the request for proposal section 2.1.2

2.3.1 Responder will indicate which flat rate manual will be used that is compatible with the vehicle or equipment being serviced. Include Name, Date and Volume.

No Flat Rate Manual applies

2.4 Responder shall describe their compliance with Section 3 – Specific Requirements in the Statement of Work on page 11 of the Request for Proposal.

- 2.4.1 Certified as a manufacturer's authorized service facility – indicate which manufacturers. Responders shall include a copy of the certification or include a letter from the manufacturer.
See attached
- 2.4.2 Certification of technicians – indicate which certifications (ASE, etc). Responders shall include a copy of the certifications as applicable.
Empire technicians are dealer trained there are no applicable certifications
- 2.4.3 Service hours of operation
*Monday - Friday 6am - 11pm / Saturday 7am - 12pm
Overtime rates apply to any shop or field hours worked at customer request during the following times:
Monday – Friday – Midnight to 5:00 am
Weekends Saturday Noon – Monday 5:00 am
Holidays all day*
- 2.4.4 Responder shall describe how service trucks are generally equipped in order to comply with the Scope of Work.
Empire Service Trucks are equipped with Caterpillar dealer tooling, Safety Supplies, Contamination Control Kits, and are equipped for all mechanical welding and hydraulic repairs, and lifting cranes. All Empire service trucks are DOT inspected and compliant, and have current crane inspection stickers and documentation. All chains are inspected and tagged and MSHA requirements are met
- 2.5 Responder shall indicate which County locations (cities) they will provide on-site services and repairs per Section 3.1.3 of the Statement of Work (for example, a Coolidge vendor may want to provide services to Coolidge and Florence only).
Empire will provide onsite services and repairs to all applicable locations
- 2.6 Responders shall indicate the types of vehicles your facility can repair:
- | | |
|---|-------|
| 2.6.1 Light Duty Vehicles (1 ton and below): | [] |
| 2.6.2 Medium Duty Vehicles (1-1/2 ton to 26,000 GVW): | [X] |
| 2.6.3 Heavy Duty Vehicles (26,000 GVW and Heavier): | [X] |
| 2.6.4 Heavy Equipment (Off Road): | [X] |
- 2.7 Responder shall specify which of the Fleet Maintenance yards to which they would provide expedited parts delivery service. See Exhibit 1 for a list of locations. Include any fees associated with expedited delivery on price list in Section 1.1.
- 2.7.1 Location
Empire will expedite parts delivery to all locations
- 2.7.2 Frequency
Any time
- 2.7.3 Same day delivery
Yes there is same day delivery

3 Method of Approach

- 3.1 Responder shall describe in detail their methodology in providing any inventory replacement program, scheduled maintenance program, etc. (if offered), to assist and improve the scheduling of general maintenance and upkeep of vehicles and equipment in accordance with Statement of Work paragraph 3.3.

Pinal County currently has several pieces of CAT machines equipped with Product Link. Product Link allows Pinal County and Empire online access to hours, location, and other information for the equipment.

Preventative maintenance programs are available which will equip the remainder of Pinal County CAT equipment with Product Link.

4 Conformance to Terms and Conditions and Statement of Work

Response Form Responses

 Empire Southwest, LLC have read, understand, and shall comply with all Terms and Conditions and Scope of Work. Responders that accept the County's Terms and Conditions and Instructions shall check **YES** or **NO** to clearly indicate their acceptance. Responders who take exception to the County's Terms and Conditions and Scope of Work shall likewise clearly indicate their exception and provide Responder's suggested language.

 X **YES**, I acknowledge that I have read and understand all Terms and Conditions and the Scope of Work and will comply in any resultant contract.

 NO, I acknowledge that I have read, understand all Terms and Conditions and the Scope of Work and will comply in any resultant contract with the exceptions listed below.

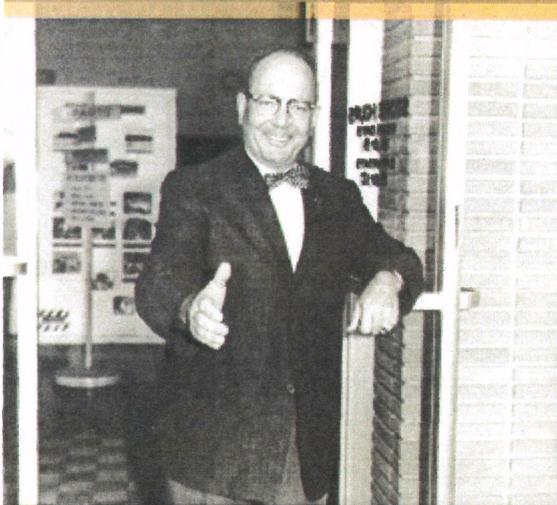
Exceptions (If checked NO)

Responders that take exception to any Terms and Conditions or Scope of Work shall justify their exception as well as proposing any changes to the County's language with the Responder's suggested changes clearly indicated. Additional pages may be added so long as they are clearly referenced in the spaces provided. Please note that taking exception to any Terms and Conditions or Scope of Work may affect your evaluation score. Both the number of exceptions and the severity of the exceptions can affect your score and may have you deemed non-responsive for this solicitation.

Cite the specific Term and Condition for which an exception is taken: **Responder Response**

Responder's justification for the exception: **Responder Response**

Responder's suggested changes: **Responder Response**



WE ARE EMPIRE





Jeff Whiteman
*President and
Chief Executive
Officer*



Chris Zaharis
*Executive
Vice President*



Jim Smith
*Executive
Vice President*



John Helms
*Chief Financial
Officer*

1950 – 1990s



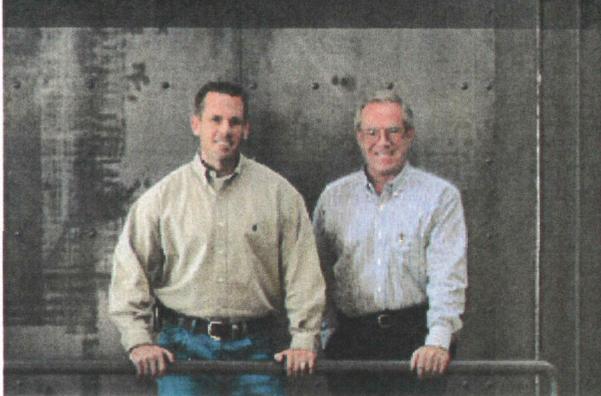
Empire was founded in 1950 as Empire Machinery, an Eastern Oregon Caterpillar and John Deere dealership by Jack Whiteman. Caterpillar's Arizona territory was awarded to Jack in 1959, where he began building partnerships with Arizona's construction and mining industries.

1990s – 2002



John O. Whiteman succeeded his father as CEO in the mid-1990s. Under John's leadership, Empire focused on customer service, encouraged community involvement among its employees, established the official Corporate Values and celebrated its 50th anniversary.

2002 - PRESENT



Third generation President and CEO Jeff Whiteman took the company reins in early 2002. He has led the company through the economic uncertainties following 9/11, instituted the 6 Sigma process improvement model and renewed Empire's commitment to supporting its customers, communities and employees.



Empire is committed to treating customers, employees and everyone we deal with in a fair and ethical manner.

That commitment is reflected in the Empire Values:

- Safety
- Integrity
- Respect
- Teamwork
- Excellence
- Stewardship
- Astonishment

The foundation of our business philosophy

SAFETY Empire employees know that a safe work environment is essential to the health and well-being of everyone. At Empire, “Safety First” is more than a slogan. It is a personal commitment to preventing unsafe conditions of any kind, and a pledge to employ safe practices every day in the work place.

RESPECT Empire people believe in enhancing and building self esteem and self worth, of showing care and consideration for others.

INTEGRITY is the adherence to a code or principle. In our case, that principle is honesty—honesty in our word, in our message and in our deeds. The strong customer, supplier and employee relationships we’ve developed and value so highly are based on our long-standing integrity as a company.

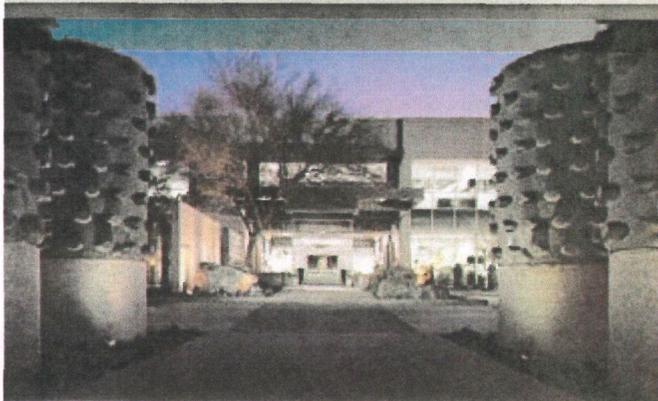
TEAMWORK At Empire, we work as a team, not as a collection of individuals. We see ourselves as “stakeholders” involved in achieving a common goal. This sense of teamwork is an integral part of what makes Empire an enjoyable, energized, upbeat and satisfying company to work for and with.

EXCELLENCE We have a reputation for excellence—in the services we provide, the products we sell, in the way we do things. We look for ways to continually improve our individual and collective performance. Empire people are never satisfied with “good enough.”

STEWARDSHIP It’s about “adding to” rather than “taking from. It’s about enhancing the assets entrusted us; human, intellectual and capital. It’s about taking care of our people, protecting the environment and giving something of value back to the communities in which we live and work.

ASTONISHMENT is going the extra mile to satisfy a customer, doing the unexpected, exceeding his expectations. Empire people do this because they enjoy doing it. It makes us a special kind of company to do business with and keeps our customers loyal and highly satisfied.

- Empire's territory covers Arizona, Southeastern California and Northern Mexico
- Rio Colorado is the Empire brand in Mexico
- 21 locations across the territory
- And an additional 7 dedicated mine sites and 3 man-on site locations
- Headquarters located in Mesa, Arizona on a 50 acre campus

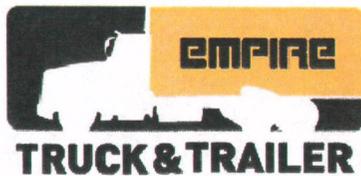


TERRITORY










Empire Southwest and its affiliates service
and sell over 50 brands including:

AgChem

AGM

Allmand

Caterpillar

Challenger

Claas

Fuso

GMC

Gomaco

Hesston

JLG

Lexion

Massey Ferguson

Mega

Bucyrus Shovels

Rosco

Safe Lites

Sandvik Blasthole Drills

Truck & Trailer

CAT Truck

Fuso

Landoll

Mac Trailer

Maintainer

Murray Trailers

Trail King

UTB

Technology

Cat Connected Worksite

Trimble

Rental

Kenworth

United Truck

Yamaha

Solar

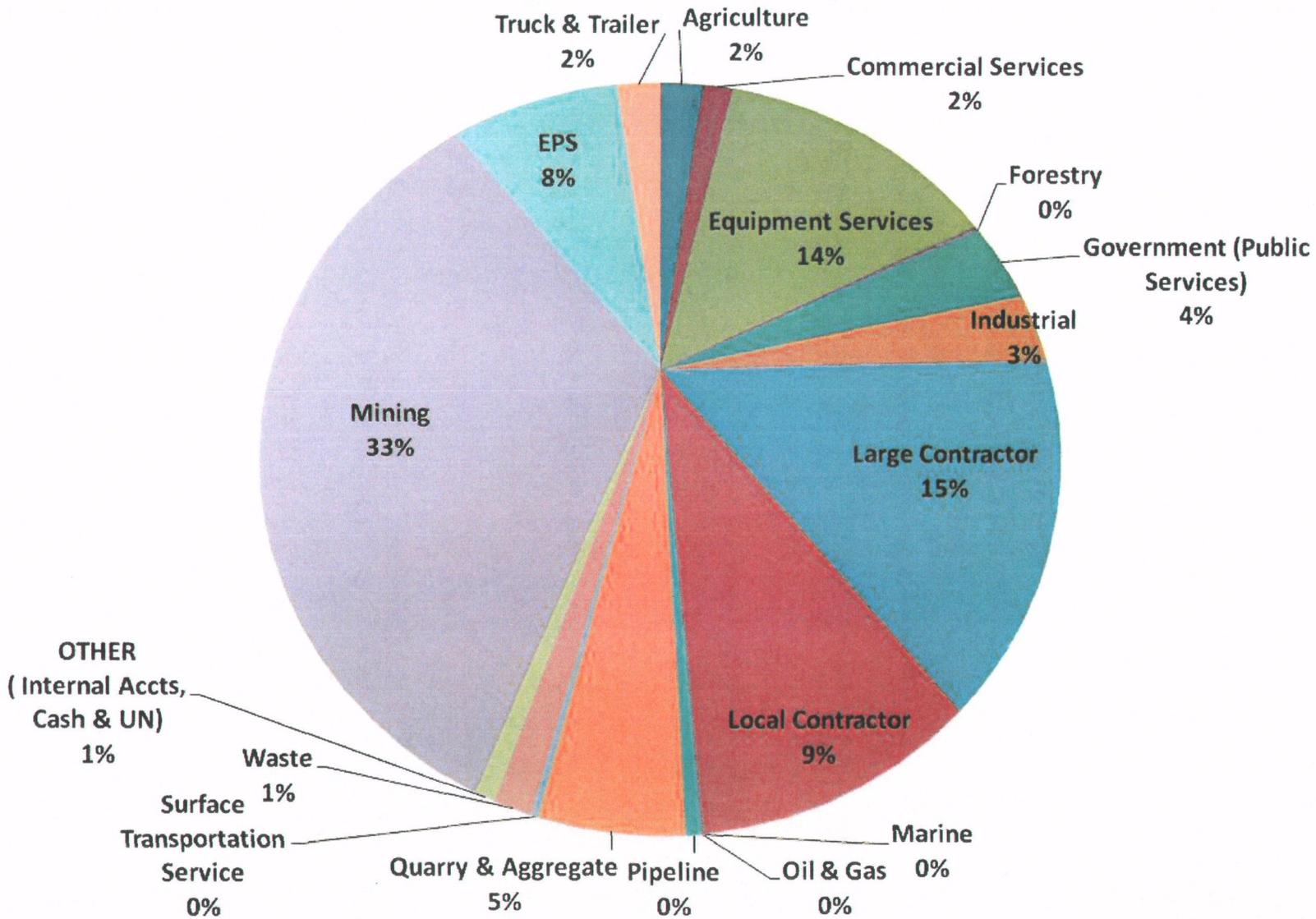
Kyocera

SunPower



Market Distribution

MARKETS SERVED



Based on average of 2006-2010



EMPIRE SALES ADVANTAGE

Comprehensive equipment management and technical resources to keep machines running and customers' peace of mind. Our Production Management Group provides on-site services for everything from operator and new machine delivery training to jobsite assessments to increase productivity. Over 30 locations in Arizona, southeast California and northern Mexico dedicated to the wants and needs of our customers (also includes specialists located throughout the area). A dedicated machine delivery team teaches customers how to optimize machine production on the job site. From Caterpillar to Bucyrus Shovels to Challenger, a broad product line offering to meet our customers' needs.



INDUSTRIES SERVED:

- Agriculture
- Demolition & Scrap
- Forestry
- General Construction
- Heavy Construction
- Governmental
- Industrial / OEM
- Landscaping
- Mining
- Oil & Gas
- On-Highway Transportation
- Power Generation
- Renewable Energy
- Quarry / Aggregates
- Waste



Used Equipment Experts - We Buy, Sell, Trade and Consign

Offering More Choices

Our extensive used equipment inventory makes Empire a first choice among clients worldwide for quality used equipment. We offer services beyond what you expect from other used equipment providers and we pride ourselves in helping our clients meet their business needs.

What we do:

- Equipment Appraisals
- Trades
- Consignment Programs
- Used Equipment Sourcing
- Cat Regional Sales Center
- Full Service Sales: Rental, Used, Attachments, Parts and Technology products
- A Caterpillar Western Regional Sales Center

Why buy from Empire:

- Low Cost and low risk solutions to maximize your equipment investments
- Service and products provided domestic and internationally
- Low hour, quality equipment
- Access to all types of construction equipment with a wide variety of makes and models
- Variety of financing options
- Machine Sourcing: we locate equipment for you
- Credible and professional process
- Machines may qualify for extended or additional warranty
- Accurate inspection reports on machine conditions
- Current up-to-date statistics
- Personal Service from dedicated used experts
- A full-service used equipment provider under one roof





Empire Rental maintains an extensive fleet top quality, low-hour construction machinery, water trucks, power equipment and work tools.



EMPIRE RENTAL ADVANTAGE

- New 18 acre dedicated full service facility
- Caterpillar and other preferred brands
- Experienced, responsive customer service
- Trimble and Cat Connected Worksite technology products offered through SITECH
- Daily, weekly and monthly options
- Fast delivery to customer job sites
- 24-hour emergency service
- On-site, mobile fueling
- Competitive pricing
- Purchase options





Empire has formed a strategic alliance with SITECH Southwest, the authorized Trimble and Cat Connected Worksite dealer providing sales and support to Arizona and southeast California with two locations in Mesa and Yuma.

SITECH has served the construction and agriculture markets technology needs for more than 20 years as an independent dealer and factory direct store. SITECH's product lines include laser levels, construction lasers, optical instruments, machine control systems, surveying and engineering software, GPS Systems and accessories.



Technology products enhance equipment productivity, efficiency, reliability and safety:

- Wireless data communications
- Machine monitoring
- Diagnostics
- Job and business management software
- Machine control and guidance

Empire Service Advantage

Our Service Department provides expert repair and rebuild services on all types of construction and mining equipment. Since 1985, Empire has completed over 300 Cat Certified and Component Rebuilds. In the shop or in the field, our team of over 400 factory certified technicians is dedicated to keeping our customers up and running.



SHOP SERVICES & SPECIALITIES

- Field Machining, Weld and Lube Service
- Engine and Transmission repairs and overhauls
- Electrical and Fuel System reconditioning
- Hydraulic Services
- Precision Machining
- Condition Monitoring Services
- S.O.S. Fluids Analysis
- Technology Support Services
- Mining Rebuild Specialists
- Component Rebuild Center
- General Construction Shop
- Rental Service

In 2010
Empire was
awarded #2
in rebuilds
worldwide

EMPIRE 



FIELD SERVICES

- Round-the-clock service
- Condition monitoring programs ensure high machine availability and low cost
- Dispatch locations in Mesa, Tucson, Prescott, Flagstaff, Imperial, Kingman, Show Low and Yuma
- 145 Field service trucks
- 21 Full-service lube trucks
- 10 Weld service trucks
- Each truck equipped with high-tech tooling, analysis equipment and parts
- Mobile Fueling services
- Job-site and bucket repairs
- Custom welding
- 10 Confined Space Certified field welders



ISO 9000 : 2001 Certified

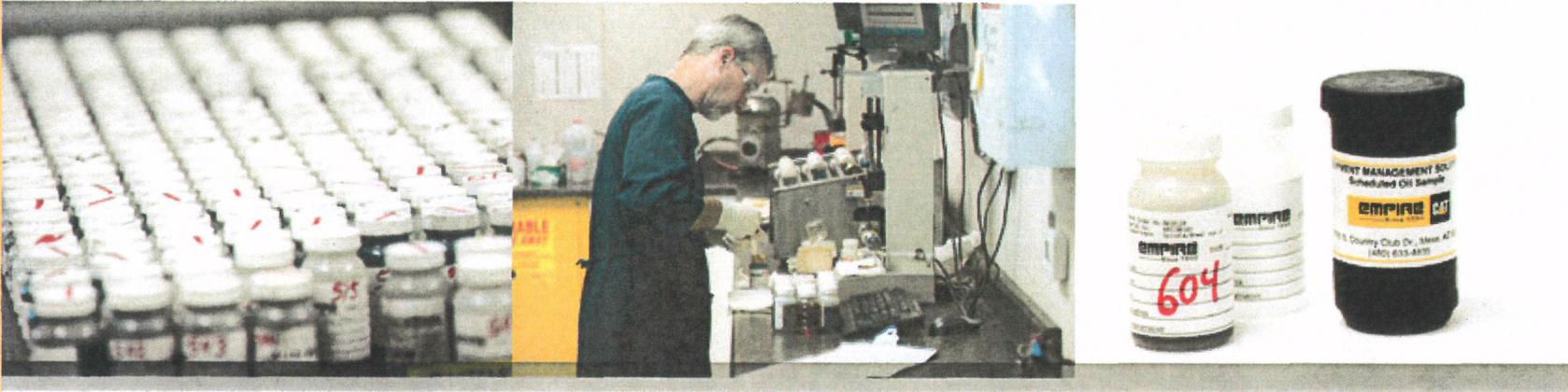
Precision Machining

- Component restoration and repair including metal spray
- Custom design and fabrication capabilities
- Field welding, machining, milling and line boring
- Large capacity milling on site (up to 137" X travel)
- Certified inspection and testing
- Hydraulic rod straightening
- Re-rodming and re-tubing
- Magnetic particle and Level 3 on-site ultrasound inspection
- Arc, tig, submerged arc, mig and portable welding specialists

Hydraulic Service

- Full service for all machine brands
- Pickup and delivery routes
- Over \$1 million parts inventory
- Pumps and motors
- Service on all component makes
- Custom hose assemblies in 30 minutes or less
- 300 H.P. test bench
- High Velocity Coating
- Heavy-duty cylinder bench accommodates cylinders up to 50 ft long and 10,000 pounds

EMPIRE **CAT**



S.O.S. Fluids Analysis program

Created to help customers lower the cost of operating and maintaining their machinery. Customers like Coca-Cola, Raytheon Missile Systems, Qwest, Intel, Southwest Gas, Burlington Northern Santa Fe Railroad, several municipalities and others count on Empire to assist in keeping their fleets healthy.

- ISO 9001:2008 Certified
- Analyze & evaluate condition of all machine fluids
- Wear and failure analysis
- Small and large particle testing
- 120,000 samples processed annually
- Same-day, on-line access to test results
- More than two million samples processed to date
- All testing is completed and reported in 24 hours or less
- State-of-the-art lab can evaluate more than 20 elements per sample

Empire Parts Advantage

- Ranked as Top 5 North America Caterpillar Parts Dealer
- 165 customer facing support employees
- PartStore online
 - Pilot Dealer for Instant Access
 - Online price and availability
 - Frequent order lists
 - Purchase History
 - Core tracking
 - Electronic parts book
 - Fluids Lab
 - Equipment data
 - Alternative Parts – Reman/Used
- 17 warehouse locations with daily parts drops, after hours pick-up and express delivery
- Over \$70 million inventory
- New, used, exchange and remanufactured parts
- 140,000 line items processed monthly
- 150,000 stocked line items
- 98.4% fill rate on Cat parts within 24 hours
- 92.6% fill rate off the corporate office shelf
- 96.8% Territorial fill rate
- 7.3 Operational Parts Turnover



Empire Power Systems Advantage

Empire provides turnkey solutions, service and temporary power for data centers, life safety systems, telecommunications and construction. EPS also offers reliable, cutting-edge solar solutions to commercial customers for both off-grid and grid-connected systems.



Solar

- Partnered with SunPower and Kyocera
- Business and utility analyses
- Custom design
- Material procurement
- Design and engineering
- Installation
- Service and maintenance
- Rebate/incentive document preparation support
- Financing assistance

Emissions

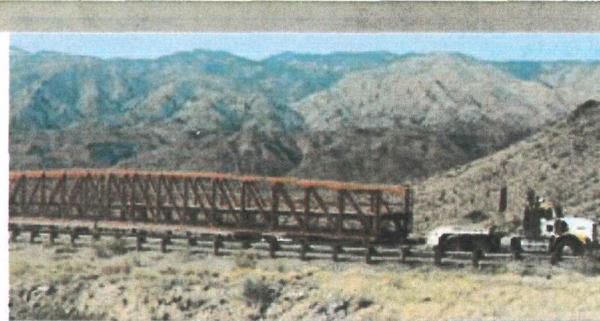
- Fleet compliance
- On-highway conversions
- Stationary and portable power retrofitting

Power Systems

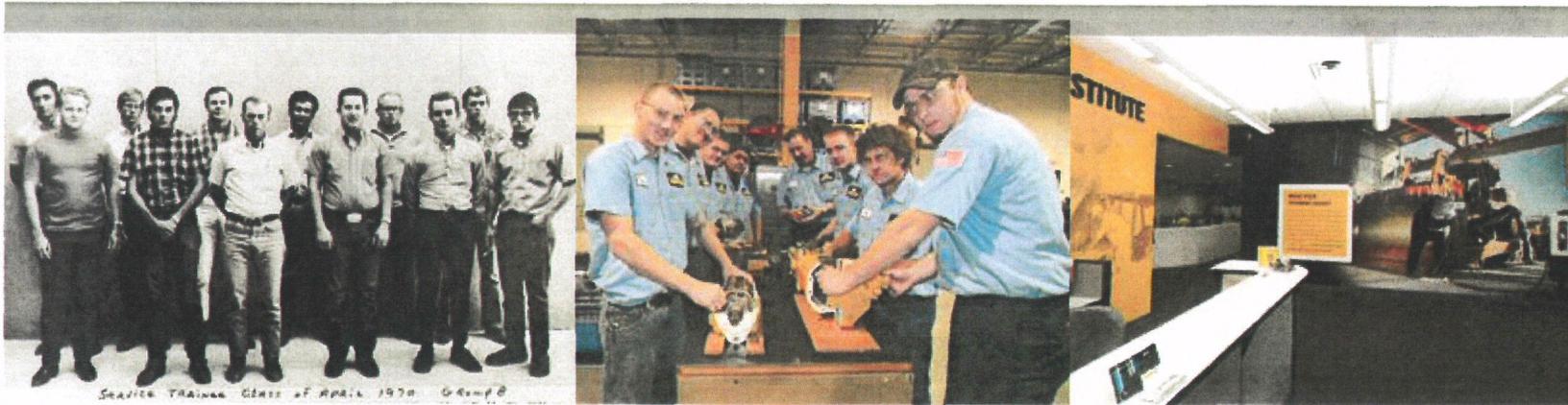
- Power generation, industrial and marine engines
- Diesel and gas generators
- Portable load banks
- Uninterruptible Power Supply systems (UPS)
- Paralleling switchgear, automatic transfer switches
- Rental equipment for power generation, distribution, compressed air & temperature control
- Dyno testing
- 41 service trucks
- \$1 million parts inventory
- Over 400 rental power units
- 6 dedicated full service locations

Empire Transport Advantage

- Available 24 hours a day, 7 days a week
- Haul everything from 10 lb parts to 180,000 lb loads
- Fleet of 60 trucks – from pickup trucks to 13-axle rigs
- 48-State Authority
- Available 24 hrs/day, 7 days a week
- Heavy haul specialists
- Highest Safety Performance Rating
- Express service available up to 12,000 lbs
- Team drivers available upon request
- \$1 million liability insurance
- Permit and escort services
- Jobsite visits for estimates
- Express and courier service for same-day delivery
- Extremely competitive prices
- Tow-away capabilities
- \$1 million in cargo coverage
- Interstate and intrastate (AZ) scheduled runs
- Transport consultation and design services
- Team of over 60 award winning drivers



Empire's Training Institute provides both technical and non-technical training programs for Empire employees, customers, and other Caterpillar dealers via classroom and web-based training courses. The 36,000 sq. ft. facility houses 8 dedicated class rooms and 18,000 sq. ft. of shop space.



Service Training Center of April 1970 Group

EMPIRE'S TRAINING ADVANTAGE

- 10 expert instructors
- 8 classrooms with advanced learning technology
- 6 shop bays
- Failure-analysis lab
- In-the-iron training in both shop & field environments
- Only North American Caterpillar machinery certified Regional Dealer Learning Center

EMPIRE'S TRAINING INSTITUTE OFFERS

- Manufacturer qualified instruction and curriculum
- Certified safety, skills & job-task training
- Tailored customer training
- Service Training Excellence & 5-Star Contamination Control ratings awarded by Caterpillar LCAT 2010
- Caterpillar standard tooling, training aids and curriculum library
- Cat ThinkBIG (2 yr Associates Degree) diesel education & training program



Empire Truck & Trailer is an authorized dealer of quality trucks, trailers and a parts network that serve the construction, agriculture, transportation, specialized hauling and waste/recycle industries.

OFFERING

- New and Used Truck and Trailer Inventory Specialists
- New in 2011 – The Caterpillar Vocational Truck
- Bumper-to-Bumper Service
- On-Site & In-Shop Repair and Service Facilities
- Express Lube
- Parts for all makes and models of trucks
- HDA member with direct access to all makes of parts suppliers
- Our newest Blythe location is an authorized service provider for Navistar and Cummins

PARTS & SERVICE CAPACITY

- 7 facilities in Arizona and Southern California
- 52 service bays
- 7 mobile service trucks
- \$3 million in parts stock for all makes and models of on-highway trucks

Authorized Dealer





Caterpillar Inc.

30211 Avenida de las Banderas, Ste 100
Rancho Santa Margarita, CA 92688

May 18, 2012

Ms. Elizabeth Zink
Pinal County Finance Department
31 N Pinal Street, Building A
P.O. Box 1348
Florence, AZ 85132

Subject: Authorized Caterpillar Dealer

Dear Ms. Zink:

Caterpillar is happy to inform you that Empire Machinery is, and has been an authorized Caterpillar dealership since 1959. Over these years, Empire has been selling Caterpillar machines and providing excellent customer service and support to heavy construction equipment buyers. As Caterpillar's designated dealership in Pinal County, Arizona, Empire is Caterpillar's only authorized dealer servicing for your area.

We are sure you will find that Empire has all the people and resources to satisfy your construction equipment needs.

Sincerely,

Anthony D. Fassino
District Manager

Americas Distribution Services Division
Los Angeles District
(309) 675-0294
Facsimile: (309) 675-0275
ADF:CGH/18MAY2012

cc: M. Vander Giessen, Product Support Manager, Empire Machinery
N. E. Metcalf, PSSR, Caterpillar Inc., ADSD Los Angeles District

HARLEY MURRAY INC,

1754 E. MARIPOSA ROAD
STOCKTON, CALIFORNIA 95205-7790
TELEPHONE (209) 466-0266



May 21, 2012

**Mike Shannon
Sales Manager
Empire Truck and Trailer
Empire Southwest, LLC
1725 S. County Club Drive
Mesa, Arizona 85201**

Re: Letter to affirm dealership authority for the State of Arizona only.

Mr. Mike Shannon

The purpose of this letter is to state, "Harley Murray Inc." doing business as "Murray Trailers" authorizes "Empire Southwest, LLC" dba "Empire Truck and Trailer" to be the sole dealer of Murray Trailers in the State of Arizona. This authority also encompasses parts and service on said Murray trailers. This dealership is following authority by contract dated March 21, 2002, under a month-to-month, same terms as in the contract.

If "Empire Truck and Trailer" do not want to work on a warranty item then warranty service and parts can be done in Stockton, California at our facility. Warranty and service is always FOB Stockton, California. No transportation charges will be paid for by Harley Murray Inc. or Murray Trailers.

Warranty term is for one year from the date the trailer leaves our facility at Stockton, California. This warranty term will be in effect unless Empire Truck & Trailer notifies Murray Trailers of the date the trailer was sold and placed "in service" along with proof of ownership change. Terms and conditions of warranty are on our attached warranty statement.

Best regards

A handwritten signature in black ink, appearing to read "Douglas Murray". The signature is fluid and cursive, with a large initial "D" and a long, sweeping underline.

Douglas Murray President CEO