

## Separate Agreement (sample template) for Ontario Long Term Care Homes

### **Instruction Notes to Users** (yellow to be deleted prior to signing agreement):

- This sample language is to assist LTCH in the development of a mutually agreeable separate agreement with a vendor under the Government of Ontario's enterprise-wide Vendor of Record.
- This document is a starting point only and is not a complete legal agreement nor does it represent business or legal advice from Ontario.
- The VOR Master Agreement provides rights and obligations that are customized for and applicable only to Ontario and that will not, therefore, apply to your organization unless you amend the Agreement by adding terms under (b) below.
- The term of the separate agreement should not exceed the term of the master agreement (Dec 1, 2021)

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This Agreement is made as of **[Insert date]** between **[Name of the vendor]** (the "Vendor") and **[Name of the organization]** (the "Buyer").

### **Background:**

The Vendor and Her Majesty the Queen in right of Ontario, as represented by the Minister of Government and Consumer Services, have entered into a Master Agreement for **[Security Guard Services or Temporary Help Services]** made as of **[Insert date]**.

In order to place orders and acquire Services and Deliverables from the Vendor, the Buyer must enter into a separate agreement with the Vendor that will adopt some terms and conditions of the Master Agreement and include further specific Buyer amendments (business, legal and policy) to enable a legal relationship to exist between the Buyer and Vendor.

#### (a) *Separate Agreement*

The Buyer and the Vendor agree that this agreement is a separate legal agreement that will include those provisions of the Master Agreement that are not expressly amended in this Agreement. For the purposes of this document, the agreement between the Buyer and the Vendor that is being created by this agreement, and the necessary amendments to the Master Agreement referred to in it, will be referred to as the "Separate Agreement". For certainty, Her Majesty the Queen in Right of Ontario is not a party to or a guarantor under the Separate Agreement.

### **Note to LTCH Home:**

**You must review the Master Agreement and your business requirements and list, in detail, any amendments in (b) below that are necessary to support your legal, business and policy requirements.**

#### (b) *Amendments:*

The following provisions of the Master Agreement will be amended for the purposes of the Separate Agreement:

- (i) The terms Client, ministry, ministry representative, Ontario Public Service, Her Majesty the Queen in right of Ontario replaced with Long Term Care Home “Buyer”.
- (ii) **LTCH note:** that if your intent of payment is not a Purchasing Card or Direct Deposit to the Vendor that needs to be identified here. Also replace direct deposit instructions with yours here.
- (iii) **LTCH note:** there may be terms that are required by your organization that you want to add here

The undersigned has read and understands this Acknowledgement and enters into it as of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Non-OPS Entity: \_\_\_\_\_  
By (signature): \_\_\_\_\_

Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

I have the authority to bind the Long Term Care Home

of the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Vendor: \_\_\_\_\_  
By (signature): \_\_\_\_\_

Print Name: \_\_\_\_\_  
Title: \_\_\_\_\_

I have the authority to bind the Vendor