**PARTICIPATING ADDENDUM**
**WESTERN STATES CONTRACTING ALLIANCE**
# BREAST PUMPS (WSCA/WIC)
**Administered by the State of Washington (hereinafter "Lead State")**

MASTER PRICE AGREEMENT
**HYGEIA II MEDICAL GROUP**
Washington Contract Number: 01910
(hereinafter "Contractor")
And
**STATE OF SOUTH DAKOTA**
State Contract Number: 16085
(hereinafter "Participating Entity")



1. Scope: This addendum covers the WSCA Breast Pumps Contract lead by the State of Washington, for members of WSCA or NASPO, for use by Participating Entity's programs, including Women, Infants & Children Programs office.

2. Participation: Use of specific WSCA or NASPO cooperative contracts by other agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use state contracts are subject to the approval of the respective State Chief Procurement Official. Issues of interpretation and eligibility for participation are solely within the authority of the State Chief Procurement Official.

   Eligible participants in this agreement include all agencies, institutions, officers, boards, commissions and public universities of the State of South Dakota, and all political subdivisions of the State, including counties, municipalities and public school corporations within the State of South Dakota.

   Public universities of the State of South Dakota may make purchases directly from the contractor

   Political subdivisions of the State of South Dakota may purchase directly from the contractor according to their own procurement procedures.

   The contractor may, at the contractor's discretion, extend pricing from this agreement to Indian tribal governments and non-profit organizations in South Dakota. Any sales made to Indian tribes and non-profit organizations from this agreement shall be included in any required reports and shall be subject to the WSCA administrative fee.

3. Participating Entity Modifications or Additions to Master Price Agreement: Assignment of Anti-trust Claims: The contractor hereby agrees to convey, assign and transfer to the State of South Dakota all rights, title and interest in and to all causes of action it may now or hereafter acquire under the antitrust laws of the United States, 15 U.S.C.A. §1, et seq. (1973), and under the antitrust laws of the State of South Dakota, SDCL 37-1, and amendments thereto, relating to the particular goods, services and materials purchased by the State of South Dakota in connection with this contract.

4.

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Primary Contacts: The primary contact individuals for this participating addendum are as follows (or their named successors):

**Lead State Contract Administrator**

| | |
|---|---|
| **Name:** | **Melissa Cox, Contracts Specialist** |
| **Address:** | **Department of General Administration, Office of State Procurement**<br>**210 11th Ave SW Rm 201**<br>**Olympia, WA 98504-1101** |
| **Voice:** | **(360) 902.7439** |
| **Fax:** | **(360) 586.2426** |
| **E-mail:** | **mcox@ga.wa.gov** |

**Contractor**

| | |
|---|---|
| **Name:** | **Richard Weston, President** |
| **Address:** | **Hygeia II Medical Group, 1370 Decision street, Suite C, Vista, CA 92081** |
| **Voice:** | **760-597-8811** |
| **Fax:** | **760-597-8848** |
| **E-mail:** | **richard.weston@hygeiababy.com** |

**Participating Entity**

| | |
|---|---|
| **Name:** | **Kathy Stasch, Purchasing Specialist** |
| **Address:** | **Office of Procurement Management, PMB 01231, 523 E. Capitol, Pierre, SD 57501** |
| **Voice:** | **605-773-6877** |
| **Fax:** | **605-773-4840** |
| **E-mail:** | **Kathy.Stasch@state.sd.us** |

5. Purchase Order Instructions: All orders should contain the following (1) Mandatory Language "PO is subject to WSCA Contract #01910" (2) Your Name, Address, Contact, & Phone-Number (3) Purchase order amount, monthly payment (if appropriate), itemized list of items being purchased, & rates of the service being used.

6. Price Agreement Number: All purchase orders issued by purchasing entities within the jurisdiction of this participating addendum shall include the Participating State contract number: 16085 and the Lead State price agreement number: 01910.

This Participating Addendum and the Master Price Agreement number 01910 (administered by the State of Washington) together with its exhibits, set forth the entire agreement between the

parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Addendum and the Price Agreement, together with its exhibits, shall not be added to or incorporated into this Addendum or the Price Agreement and its exhibits, by any subsequent purchase order or otherwise, and any such attempts to add or incorporate such terms and conditions are hereby rejected. The terms and conditions of this Addendum and the Price Agreement and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms within the Participating State.

IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by both parties below.

| **Participating Entity:** **SOUTH DAKOTA OFFICE OF PROCUREMENT MANAGEMENT** | | **Contractor:** **HYGEIA II MEDICAL GROUP** | |
|---|---|---|---|
| By: | Jeff T. Holden | By: | Richard Weston |
| Name: | Jeff T. Holden | Name: | Richard Weston |
| Title: | Director | Title: | President |
| Date: | February 9, 2011 | Date: | 2-14-2011 |

[Additional signatures as required by Participating Entity]