PARTICIPATING ADDENDUM
WSCA-NASPO COOPERATIVE PURCHASING ORGANIZATION
CHILD SAFETY SEATS 14-19
Administered by the State of New Jersey (hereinafter "Lead State")

MASTER AGREEMENT
Vehicle Maintenance Program
A86335
(hereinafter "Contractor")

And

State of South Dakota
(hereinafter "Participating State")
Contract #16622

1. Scope: This addendum covers the Child Safety Seats lead by the State of New Jersey for use by state agencies and other entities located in the Participating **State/Entity** authorized by that state's statutes to utilize **state/entity** contracts with the prior approval of the state's chief procurement official.

2. Participation: Use of specific WSCA-NASPO cooperative contracts by agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use **state/entity** contracts are subject to the prior 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.

3. Participating State Modifications or Additions to Master Agreement:
(These modifications or additions apply only to actions and relationships within the Participating Entity.)
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.

Only line item 0022 – Backless Booster Seat AMP 3414198 may be purchased from Vehicle Maintenance Program. If interested in purchasing anything other than previously listed, contact Kathy Stasch with the State of South Dakota Office of Procurement Management.

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

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

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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. Purposely Left Blank

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

Contractor

Name	Ari Brooks, Sales Manager
Address	3595 N. Dixie Bay 7, Boca Raton, FL 33431
Telephone	562-362-6080
Fax	562-362-7994
E-mail	ari@vmpparts.com

Participating Entity

Name	Kathy Stasch
Address	523 E Capitol
Telephone	605-773-6877
Fax	605-773-4840
E-mail	Kathy.Stasch@state.sd.us

6. Subcontractors:
All [contactor] dealers and resellers authorized in the State of South Dakota as shown on the dedicated **[contractor]** (cooperative contract) website, are approved to provide sales and service support to participants in the WSCA-NASPO Master Agreement. The **[contractors]** dealer's participation will be in accordance with the terms and conditions set forth in the aforementioned Master Agreement.

7. Purchase Order Instructions:
All orders should contain the following (1) Mandatory Language "PO is subject to WSCA-NASPO Contract # A86335" (2) Your Name, Address, Contact, & Phone-Number (3) Purchase order amount. Please channel your PO through one of our authorized resellers so they can arrange for

proper ordering and installation of your unit.

8. Price Agreement Number:
All purchase orders issued by purchasing entities within the jurisdiction of this participating addendum shall include the Participating State contract number: **[insert appropriate number]** and the Lead State price agreement number: A86335.

9. Individual Customer:

Each State agency and political subdivision, as a Participating Entity, that purchases products/services will be treated as if they were Individual Customers. Except to the extent modified by a Participating Addendum, each agency and political subdivision will be responsible to follow the terms and conditions of the Master Agreement; and they will have the same rights and responsibilities for their purchases as the Lead State has in the Master Agreement. Each agency and political subdivision will be responsible for their own charges, fees, and liabilities. Each agency and political subdivision will have the same rights to any indemnity or to recover any costs allowed in the contract for their purchases. The Contractor will apply the charges to each Participating Entity individually.

This Participating Addendum and the Master Agreement number A86335 (administered by the State of New Jersey) 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 Master Agreement, together with its exhibits, shall not be added to or incorporated into this Addendum or the Master 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 Master 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.

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Participating State: South Dakota	Contractor: Vehicle Maintenance Program, Inc.
By:	By:
Name: Steven L. Berg	Name: Ari Brooks
Title: Procurement Director	Title: Sales Manager
Date: 5/15/14	Date: 5/16/14

[Additional signatures as required by Participating State]

For questions on executing a participating addendum, please contact:

WSCA-NASPO Cooperative Development Team

Name	Paul Stembler, Cooperative Development Coordinator
Telephone	651-206-3858
E-mail	paul.stembler@wsca-naspo.org

[Fully executed PDF copy of this document should be emailed to PA@wsca-naspo.org to support documentation of participation and posting in appropriate data bases]