

**PARTICIPATING ADDENDUM**  
**NASPO ValuePoint**  
**(formerly WSCA-NASPO COOPERATIVE PURCHASING PROGRAM)**  
**LED Emergency Light Bars, Sirens and Accessories**  
**Administered by the State of Minnesota hereinafter "Lead State")**

**MASTER AGREEMENT**  
**Code 3 Inc.**

**Master Agreement No: 81365**  
(hereinafter "Contractor")

And

**[State of South Dakota]**  
(hereinafter "Participating State/Entity")  
**State Contract Number 16950**

1. **Scope:** This addendum covers the LED Emergency Light Bars, Sirens and Accessories led by the State of Minnesota for use by state agencies and other entities located in the Participating **State of South Dakota** authorized by that state's statutes to utilize **State of South Dakota** contracts with the prior approval of the state's chief procurement official.

2. **Participation:** Use of specific NASPO ValuePoint (formerly WSCA-NASPO) cooperative contracts by agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use **State of South Dakota** 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.

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.

Institutions under the control of the Board of Regents may make direct purchases from this agreement using their own procurement guidelines.

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 NASPO Valuepoint administrative fee.

3. **Participating State Modifications or Additions to Master Agreement:**

3.1 **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.

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**4. Reserved**

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

**Contractor**

Name	Thomas Heubel
Address	10986 W. Warson Road, St. Louis, MO 63114
Telephone	314-996-2785
Fax	314-426-1337
E-mail	tcheubel@code3pse.com

**Participating Entity**

Name	Scott Nelson
Address	State of South Dakota PMB 01231 Bureau of Administration Office of Procurement Management 523 E Capitol Ave Pierre, SD 57501-3128
Telephone	(605) 773-4275
Fax	(605) 773-4840
E-mail	Scott.Nelson@state.sd.us

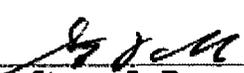
**6. Subcontractors:** The Contractor's Authorized Distributors, in the State of South Dakota, are approved to provide sales and service. The Authorized Distributors' participation will be in accordance with the terms and conditions set forth in the Master Agreement and this Participating Addendum.

**7. Orders:** Any Order placed by a Participating Entity or Purchasing Entity for a Product and/or Service available from this Master Agreement shall be deemed to be a sale under (and governed by the prices and other terms and conditions) of the Master Agreement.

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

Participating State: <b>South Dakota</b>	Contractor: <b>Code 3 Inc.</b>
By: 	By: 
Name: <b>Steven L. Berg</b>	Name: <i>Thomas C. Gehbel</i>
Title: <b>Procurement Director</b>	Title: <i>Director of Sales</i>
Date: <b>5-17-16</b>	Date: <i>6/2/16</i>

For questions on executing a participating addendum, please contact:  
 NASPO ValuePoint (formerly WSCA-NASPO)

Cooperative Development Coordinator	Tim Hay
Telephone	503-428-5705
E-mail	<a href="mailto:thay@naspovaluepoint.org">thay@naspovaluepoint.org</a>

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[PA@naspovaluepoint.org](mailto:PA@naspovaluepoint.org) to support documentation of participation  
 and posting in appropriate data bases]**