

**PARTICIPATING ADDENDUM  
WESTERN STATES CONTRACTING ALLIANCE  
Office Furniture  
Administered by the State of Utah (hereinafter “Lead State”)**

MASTER AGREEMENT  
Allsteel Inc.  
(hereinafter “Contractor”)  
Utah Contract Number: MA144  
And  
[State of South Dakota]  
(hereinafter “Participating State/Entity”)  
Participating State/Entity Contract Number 16446

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1. **Scope:** This addendum covers the Office Furniture Contract lead by the State of Utah 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 **WSCA** 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.

**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 this 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.

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

Attachment I, Additional Information, is included in this Participating Addendum by reference.

**[None]**

4. **Lease Agreements:** **Leasing IS NOT authorized under this Master Agreement.**

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

Lead State

Name	Terri O’Toole State of Utah Purchasing
Address	3150 State Office Building Capitol Hill PO Box 141061 Salt Lake City, Utah 84114-1061

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Telephone	801-538-3147
Fax	801-538-3882
E-mail	<a href="mailto:totoole@utah.gov">totoole@utah.gov</a>

Contractor

Name	Steve Sparks Allsteel Inc
Address	2210 Second Ave Muscatine, Iowa 52761
Telephone	563-299-7971
Fax	563-272-4887
E-mail	<a href="mailto:sparkssteve@allsteeloffice.com">sparkssteve@allsteeloffice.com</a>

Participating Entity

Name	Steven L. Berg Office of Procurement
Address	PMB 01231 523 East Capitol Ave Pierre SD 57501-3182
Telephone	605-773-5270
Fax	605-773-4840
E-mail	<a href="mailto:Steven.Berg@state.sd.us">Steven.Berg@state.sd.us</a>

**6. Subcontractors:**

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

**7. Purchase Order Instructions:**

All orders should contain the following (1) Mandatory Language "PO is subject to WSCA Contract #**MA144**, **South Dakota Contract #16446** " (2) Your Name, Address, Contact, & Phone-Number (3) Purchase order amount, monthly payment (if leased), itemized list of service requirements of the service contract. Please channel your PO through an authorized dealer so they can arrange for proper ordering and installation.

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**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: **[State of South Dakota Contract Number 16446]** and the Lead State price agreement number: MA144.

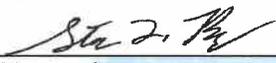
This Participating Addendum and the Master Agreement number MA144 (administered by the State of Utah) together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, 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.

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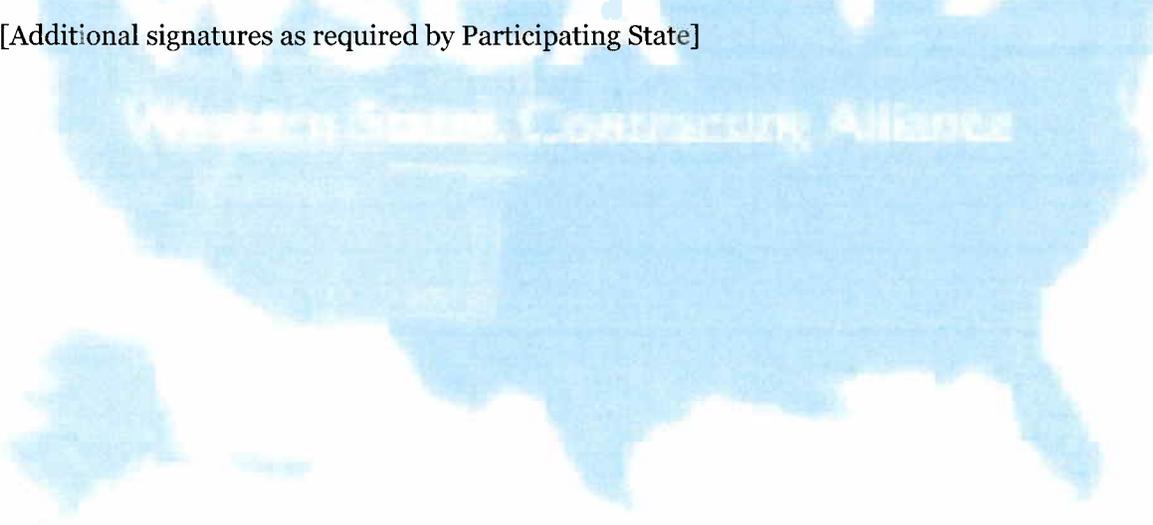
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IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by both parties below.

Participating State: State of South Dakota	Contractor: Allsteel Inc.
By: 	By: 
Name: Steven L. Berg	Name: Malisa Bryant
Title: Director of the Office of Procurement	Title: Vice President, Sales
Date: April 5, 2013	Date: March 1, 2013

[Additional signatures as required by Participating State]



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Attachment I  
Additional Information

1. **Authorized Dealers:** Each participating entity shall select the authorized dealer(s) they choose to do business with during the participating addendum process. A participating entity may require the authorized dealer(s) to submit additional information regarding their firm as part of the selection process during the execution of the participating addendum. This information could include, but is not limited to: business references, number of years in business, technical capabilities, and the experience of both their sales and installation personnel. **(Office Elements, 3820 N. Potsdam Ste 1, Sioux Falls, SD 57104 )**
2. **Product Category Selection:** Each participating entity has the option to select one or more product categories or services from the Master Agreement during the execution of the participating addendum process. Each participating entity has the option to negotiate expanded product lines within the product category offering and within the scope of the RFP during the participating addendum process.
3. **Additional Incremental Discounts:** Any additional incremental discounts available to a participating entity, if offered, may be provided at the discretion and as the sole legal obligation of the Contractor or their Authorized Dealer(s) to the participating entity and negotiated during the participating addendum process. **(None)**
4. **Governing Laws and Regulations:** The construction and effect of this Participating Addendum or order(s) against the contract referenced in this Participating Addendum shall be governed by and construed in accordance with the laws of the Participating Entity’s state. Venue for any claim, dispute or action concerning an order placed against the contract referenced in this Participating Addendum or the effect of this Participating Addendum shall be in the Purchasing Entity’s state.
5. **Design and Installation Services:** Contractor shall provide, if offering open office panel systems, through their Authorized Dealer network, to all purchasing entities, all design, reconfiguration, and layout services at the contracted hourly rate for each participating entity. The contracted hourly rate for these services will be negotiated during the participating addendum process by each participating entity. **(Design \$65 hr. and Install will be quoted on project by project basis)**
6. **Standard Contract Terms and Conditions:** The Master Agreement includes the WSCA Contract MA144 and the Participating Addendum for the participating **State of South Dakota.**

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7. Freight Terms: Contractor shall ship all products F.O.B. destination, freight prepaid. Shipping costs must be included in the product price for all participating entities. All freight costs for shipments to the closest appropriate coast shipping port for Alaska, Hawaii or the ordering territory must be included in the product price offered to the participating entity. Alaska, Hawaii or the ordering territory will negotiate freight rates from the closest appropriate coast shipping port during the participating addendum process. Under no circumstances will the contractor increase their profit margin through shipping charges to Alaska, Hawaii or the ordering territory.
8. Insurance Requirements: Participating entity may identify different or additional insurance requirements during the participating addendum process. **(None)**

