

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

MASTER AGREEMENT
Steelcase Inc.
(hereinafter "Contractor")
Utah Contract Number: MA147
And
[State of South Dakota]
(hereinafter "Participating State/Entity")
Participating State/Entity Contract Number 16449

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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/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** 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.

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 Price Agreement:
No Changes Are Required

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

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

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

<u>Lead State</u>	
Name	Terri O'Toole

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	State of Utah Purchasing
Address	3150 State Office Building Capitol Hill PO Box 141061 Salt Lake City, Utah 84114-1061
Telephone	801-538-3147
Fax	801-538-3882
E-mail	totoole@utah.gov

Steelcase – Local Contact

Name	Wally Schlafke, Steelcase Inc.
Address	PO Box 16184 Minneapolis, MN 55416
Telephone	612-720-8391
Fax	
E-mail	wschlafk@steelcase.com

Steelcase

Name	Kevin Loubert, Steelcase Inc.
Address	901 44 th Street SE Grand Rapids, MI 49508
Telephone	616-246-9455
Fax	616-246-4918
E-mail	kloubert@steelcase.com

Participating Entity

Name	Steven L. Berg, Director
Address	Office of Procurement Management 523 East Capitol Avenue Pierre SD 57501-3182
Telephone	605-773-5270
Fax	605-773-4830
E-mail	Steven.Berg@state.sd.us

6. Subcontractors:

All Steelcase dealers authorized in the **State of State of South Dakota**, as shown on the dedicated

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Steelcase (WSCA) website, are approved to provide sales and service support to participants in the WSCA Master Price Agreement. The Steelcase 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 #**MA147, South Dakota Contract #16449**" (2) Your Name, Address, Contact, & Phone-Number (3) Purchase order amount, monthly payment (if leased), itemized list of accessories of the service contract. Please channel your PO through one of our authorized dealers so they can arrange for proper ordering and installation.

Orders can be made out to an AUTHORIZED dealer depending upon the preference of the Participating State or other participating legal entity.

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: **16449** and the Lead State price agreement number: MA147.

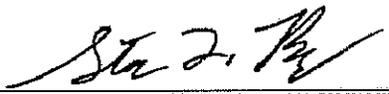
This Participating Addendum and the Master Price Agreement number MA147 (administered by the State of Utah) together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or 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 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.

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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: South Dakota	Contractor:
By: 	By: 
Name: Steven L. Berg	Name: <i>Maria del Carmen Canalizo</i>
Title: Director of Procurement	Title: <i>Contract Specialist</i>
Date: August 23, 2013	Date: <i>September 18, 2013</i>

[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.

***** The Steelcase Authorized dealers for the State of South Dakota will be:**

Interstate Office Products

228 South Main Street – PO Box 908
Sioux Falls, SD 57101-0908

Contact: Kristi Christensen or Gary Gaspar

Phone: (605) 339-0300

Fax: (605) 339-1989

E-Mail: kchristensen@i-o-p.com

gary.gaspar@i-o-p.com

Vendor # 12032684

Klein's Office Furniture

108 East Missouri Avenue
Pierre, SD 57501-3238

Contact: Craig Bump

Phone: (605) 945-3118

Fax: (605) 945-3119

E-Mail: c.bump@kleinsoffice.com

Vendor # 12051807

Western Stationers

714 Saint Joseph Street
Rapid City, SD 57701-2721

Contact: Tammy Jones

Phone: (605) 342-3310

Fax: (605) 342-4743

E-Mail: tammyjones@westernstationers.com

Vendor #12029345

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. See Steelcase matrix Appendix A.

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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. See Steelcase matrix Appendix A. Additional discounts and negotiated tiers have been added for large scale projects.
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: Any hourly rate for Design, Installation, Reconfiguration, and layout services are not included within the scope of this Participating Addendum..
6. Standard Contract Terms and Conditions: The Master Agreement includes the WSCA Contract MA147 and the Participating Addendum for the participating **state/entity**.
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.

Appendix A

Western States Contracting Alliance - State of South Dakota Contract # 16449 WSCA # MA147

August 2013

Steelcase Product and Discount Summary

	Discount from List Price - Drop Ship %/(E-12 Drop Ship %)				
	\$1-\$50,000	\$50,001-\$100,000	\$100,001-\$200,000	\$200,001-\$500,000	\$500K +
5.2 Systems Furniture and Accessories					
Monolithic Systems & Accessories					
Series 9000, Avenir, Kick Systems & Freestanding	60%/(57%)	60%/(57%)	64%/(61%)	64%	65% or more **
Frame and Tile & Accessories					
Answer, Montage with Universal Worksurfaces & Pedestals	60%/(55%)	60%/(55%)	62%/(59%)	62%	63% or more **
Bottomline/Underline Task Lights, LED Shelf & LED Personal Task Lighting	49%	50%	50% or more**	50% or more**	50% or more**
Balance of Steelcase Steel Systems Products (with some Exceptions)	58%/(55%)	58%/(55%)	60%/(57%)	60% or more**	60% or more**
Balance of Details Products (with some Exceptions)	49%	50%	50% or more**	50% or more**	50% or more**
5.3 Seating					
Criterion	60%/(55%)	60%/(55%)	62%/(59%)	63% or more **	63% or more **
Amia, Move, Cachet, Leap, Think and Reply	52%/(47%)	52%/(47%)	54%/(49%)	54% or more **	54% or more **
Cobi, I2i, Node	48%	48%	52%	52% or more**	52% or more**
media:lounge	42%	42%	45%	45% or more**	45% or more**
Balance of Steelcase Steel Seating Products (with some Exceptions)	58%/(55%)	58%/(55%)	60%/(57%)	60% or more **	60% or more **
Steelcase Wood Seating	49%/(46%)	49%/(46%)	52%/(48%)	52% or more **	52% or more **
Turnstone Seating, including Buoy	54%	54%	58%	58% or more **	58% or more **
Coalesce Seating (with some Exceptions)	48%/(44%)	50%/(44%)	51% or more**	51% or more**	51% or more**
5.4 Desks and Tables					
ciscape, Frameone, Verb	46%	50%	50% or more**	50% or more**	50% or more**
media:tables	42%	42%	45%	45% or more **	45% or more **
Balance of Steelcase Steel Desk/Table Products (with some Exceptions)	58%/(55%)	58%/(55%)	60%/(57%)	60% or more**	60% or more**
Elective Elements 6	52%/(49%)	52%/(49%)	55%/(51%)	55% or more **	55% or more **
Walden Products, Steelcase Wood Desks/Tables including Flexframe	49%/(46%)	49%/(46%)	52%/(48%)	52% or more **	52% or more **
Groupwork, Currency & Payback Desks/Tables, Turnstone Desks/Tables including Bivi	54%	54%	58%	58% or more **	58% or more **
E-Table 2	49%/(44%)	50%/(44%)	51% or more**	51% or more**	51% or more**
Coalesce Products (with some Exceptions)	48%/(44%)	50%/(44%)	51% or more**	51% or more**	51% or more**
Details Airtouch Adjustable Tables	57%	57%	61%	61% or more**	61% or more**
Balance of Details Products (with some Exceptions)	49%	50%	50% or more**	50% or more**	50% or more**
5.5 Filing, Storage and Casework					
Steelcase Universal Pedestals	60%/(55%)	60%/(55%)	62%/(59%)	63% or more **	63% or more **
Balance of Steelcase Steel Storage Products (with some Exceptions)	58%/(55%)	58%/(55%)	60%/(57%)	60% or more**	60% or more**
Elective Elements 6	52%/(49%)	52%/(49%)	55%/(51%)	55% or more **	55% or more **
Walden Products	49%/(46%)	49%/(46%)	52%/(48%)	52% or more **	52% or more **
Steelcase Wood Storage Products	58%/(55%)	58%/(55%)	60%/(57%)	60% or more**	60% or more**
Currency & Payback Filing/Storage, TS Mobile Pedestals, TS Tower Too, Turnstone Filing/Storage	54%	54%	58%	58% or more **	58% or more **
Coalesce Filing/Storage Products (with some Exceptions)	48%/(44%)	50%/(44%)	51% or more**	51% or more**	51% or more**
Other					
Service Parts for all of the above	35%	35%	35%	35%	35%

Express12 discounting shown in the parenthesis above (E-12 %)

Express12 Program Overview

- Express12 offers a comprehensive offering of many combinations of systems, desks, tables, storage, seating, lighting, and more.
- All products are made-to-order and delivered within 12 business days.
- Express12 is targeted to contract customers whose business needs require fast delivery with a broad product offering.
- Express12 service level is subject to change

EXCEPTIONS

- Steelcase Steel and Wood Price Lists: New Products, Leap Worklounge and Ottoman.
- Turnstone Price Lists: New Products.
- Coalesce Price Lists: New Products, Carl Hansen.
- Details Price Lists: New Products, Fitwork.

OTHER

- Only orders from Steelcase Steel and Wood Price Lists may be combined for the purpose of defining order size.