

PARTICIPATING ADDENDUM
NASPO ValuePoint COOPERATIVE PURCHASING PROGRAM
Computer Equipment

Administered by the State of Minnesota (hereinafter "Lead State")

MASTER AGREEMENT

Master Agreement No: MNWNC-116

IBM Corporation

(hereinafter "Contractor")

And

[State of South Dakota]

(hereinafter "Participating State/Entity")

State Contract Number 16864

1. Scope: This addendum allows for purchase of the following Computer Equipment/Services: Servers and Storage including related Peripherals & Services led by the State of Minnesota along with a multi-state sourcing team for use by state agencies and other entities located in the Participating State/Entity that is authorized by that state's statutes to utilize state/entity contracts, and which receives prior written approval of the state's chief procurement official.

The original solicitation contains the requirements and definitions establishing the Product Bands allowed on the Master Agreement. The Master Agreement identifies the bands awarded to the Contract Vendor. The configuration limits and restrictions for the Master Agreement are provided with revisions identified by the Participating State in this Participating Addendum.

2. Participation: Use of specific NASPO ValuePoint 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.

All state agency purchases from this agreement must be processed through the Bureau of Administration, Office of Procurement Management (OPM). Moratorium exemption approval from the Bureau of Information and Telecommunications (BIT) is required. A purchase order issued by OPM will authorize state agency purchases from this agreement.

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

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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. Order of Precedence:

1. A Participating Entity's Participating Addendum ("PA"); A Participating Entity's Participating Addendum shall not diminish, change, or impact the rights of the Lead State with regard to the Lead State's contractual relationship with the Contract Vendor under the Terms of Minnesota NASPO ValuePoint Master Agreement;
2. Minnesota NASPO ValuePoint Master Agreement (includes negotiated Terms & Conditions);
3. The Solicitation including all Addendums; and
4. Contract Vendor's response to the Solicitation; These documents shall be read to be consistent and complementary. Any conflict among these documents shall be resolved by giving priority to these documents in the order listed above. Contract Vendor terms and conditions that apply to this Master Agreement are only those that are expressly accepted by the Lead State and must be in writing and attached to the Master Agreement as an Exhibit or Attachment. No other terms and conditions shall apply, including terms and conditions listed in the Contract Vendor's response to the Solicitation, or terms listed or referenced on the Contract Vendor's website, in the Contract Vendor quotation/sales order or in similar documents subsequently provided by the Contract Vendor. The solicitation language prevails unless a mutually agreed exception has been negotiated.

4. Participating State Modifications or Additions to Master Agreement:

No Changes Are Required

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

<u>Contractor</u>	
Name	Karen A. Schneider
Address	4660 La Jolla Village Drive, Ste. 300, San Diego, CA 92122
Telephone	720-397-5563
Fax	N/A
E-mail	kasch@us.ibm.com

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Participating Entity

Name	Lisa Hubbard
Address	State of South Dakota PMB 01231 Bureau of Administration Office of Procurement Management 523 E Capitol Ave Pierre, SD 57501-3128
Telephone	(605) 773-4580
Fax	(605) 773-4840
E-mail	Lisa.Hubbard@state.sd.us

6. Partner Utilization: Each state represented by NASPO ValuePoint participating in this Master Agreement independently has the option of utilizing partners. Only partners approved by this Participating State may be deployed. The Participating State will define the process to add and remove partners. The Contractor will identify and define the partner program(s) available. Approved partners will be listed along with instructions on how to utilize those partners will be on the Contractor's web site for this Participating Addendum. The Contractor's partners' participation will be in accordance with the terms and conditions set forth in the aforementioned Master Agreement.
7. Terms: The Participating State/Entity is agreeing to the terms of the Master Agreement only to the extent the terms are not in conflict with applicable law.
8. Orders: Any Purchase Order placed by a Participating Entity or Purchasing Entity for a Product and/or Service available from this Master Agreement must have the contract number on the Purchase Order in order to be deemed 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: State of South Dakota	Contractor: International Business Machines Corporation
By: 	By: 
Name: Steven L. Berg	Name: Karen Schneider
Title: Director Office of Procurement Management	Title: NASPO ValuePoint Program Manager
Date:	Date: <i>9/30/2015</i>

For questions on executing a participating addendum, please contact:

NASPO ValuePoint

Cooperative Development Coordinator	Tim Hay
Telephone	503-428-5705
E-mail	thay@naspovaluepoint.org

[Please email fully executed PDF copy of this document to PA@naspovaluepoint.org to support documentation of participation and posting in appropriate data bases]