

**PARTICIPATING ADDENDUM**  
**WSCA-NASPO COOPERATIVE PURCHASING ORGANIZATION, LLC**  
**Ground Maintenance Equipment**  
**Administered by the Commonwealth of Virginia (hereinafter "Lead State")**

**MASTER AGREEMENT**  
**The Toro Company**  
**VA Contract Number: E194-1485**  
**(hereinafter "Contractor")**

And

**The State of South Dakota**  
**SD Contract Number: 16566**  
**(hereinafter "Participating State/Entity")**

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1. **Scope:** This addendum covers the Ground Maintenance Equipment Contracts lead by the Commonwealth of Virginia 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.)

**[Replace this with specific changes or a statement that No Changes Are Required]**

4. [Purposely left blank].

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

**Lead State**

<b>Name</b>	Katherine Bosdell, CPPB, VCO, Division of Purchases and Supply
<b>Address</b>	1111 E. Broad Street Richmond, VA 23219
<b>Telephone</b>	804-786-2397
<b>Fax</b>	804-786-5413
<b>E-mail</b>	<a href="mailto:katherine.bosdell@dqs.virginia.gov">katherine.bosdell@dqs.virginia.gov</a>

**Contractor**

<b>Name</b>	Pete Whitacre, District Sales Manager, Commercial Products Division, The Toro Company
<b>Address</b>	8111 Lyndale Avenue South Bloomington, Minnesota 55420-1196

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Telephone	952-888-8801
Fax	952-887-8694
E-mail	<a href="mailto:peter.whitacre@toro.com">peter.whitacre@toro.com</a>

Participating Entity

Name	Steven Berg, Director
Address	Office of Procurement Management 523 East Capitol Avenue Pierre SD 57501-3182
Telephone	605-773-3405
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 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 Master Agreement. The [contractors] dealer's participation will be in accordance with the terms and conditions set forth in the aforementioned Master Agreement. **Toro will encourage and incent its Distributors to provide the agreed-upon discount, but it is at their discretion to do so – WSCA-NASPO recommends that entities use compliance with the discount as a critical factor in determining which Distributor to do business with.**

**7. Purchase Order Instructions:**

All orders should contain the following (1) Mandatory Language "PO is subject to NASPO Contract #E194-1485 and South Dakota Contract #16566" (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.

Orders can be made out to either (a) [CONTRACTOR] or (b) to an AUTHORIZED reseller 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 South Dakota State contract number: 16566 and

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the Lead State price agreement number: E194-1485.

**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 E194-1485 (administered by the Commonwealth of Virginia) 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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IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by both parties below.

Participating State/Entity: SOUTH DAKOTA	Contractor: <i>The Toro Company</i>
By: <i>Steven L. Berg</i>	By: <i>Darren Redetzke</i>
Name: Steven L. Berg	Name: <i>DARREN REDETZKE</i>
Title: Director of Procurement	Title: <i>VICE PRESIDENT</i>
Date: 1/30/2014	Date: <i>2/12/2014</i>

**WSCA-NASPO  
COOPERATIVE PURCHASING  
ORGANIZATION, LLC**

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**CATEGORY AND CATALOG DISCOUNTS INSTRUCTIONS**  
**E194.1485 (TORO ONLY)**

Attachment A, B and C that follows this Contract Award Document includes the only approved equipment by Category and line item specifications. Each Category listed includes a completely configured unit to meet the specifications listed in Attachment A. Each Category in Attachment B includes a complete unit on line item one, to match the specification in Attachment A. The End Users may reconfigure this line item basic unit and/or all other basic units listed in each Category to meet their specification. Attachment B includes the manufacturer's model number, list price, less the firm percentage of discount for the basic unit. The basic unit(s) may be configured using the attachment/implements options per the published price listed with the firm percentage of discounts to meet the needs of the End Users. The End User must contact the Distributor that is identified in Attachment C for your Virginia County. The Distributor may refer you to their local "Territory Representative" for price quotes, delivery, and Trade-Ins. The Manufacturers' current published price, less the percentage of discount, unit price, and the current published price list effective date by Category and by line item are on Attachment B.

TO USE THESE PRICE SHEETS PROCEED AS FOLLOWS:

ATTACHMENT A: APPROVED CONTRACT SPECIFICATIONS BY CATEGORY AND LINE ITEM FOR GROUND MAINTENANCE EQUIPMENT:

- 1) Identify the Commodity Category. Search the individual Category per line item listed in Attachment A for your required specification. Each Category listed in Attachment A includes specification for the basic unit, and may include additional order codes (attachments/implements or options) that meet or exceed the minimum specification in Attachment A.
- 2) Contact the Distributor or Contractor that is identified in Attachment C to determine if the item(s) needed is covered under this Contract. If model number is not listed on Attachment A and B, it is not covered under this Contract. Only the basic units listed by Category with the manufacturer's model number(s) are covered under this Contract. Contractor percentage(s) of discount will not apply to equipment not covered under this Contract.

ATTACHMENT B: Contract Pricing, Model Numbers, Delivery & Effective Published Price List by Category and Line Item for Ground Maintenance Equipment:

- 1) After you have identified equipment specifications in Attachment A, proceed to Attachment B for pricing information. The items that are listed in Attachment B, Pricing Information are based on the manufacturer's published price list per category and line item, less a firm percentage of discount.
- 2) If the line items listed do not meet your required specification, the agency's End User must contact their Distributor to configure the listed basic unit with the additional attachment/implements to meet their desired specifications and to obtain a written quote. The written quotation must include the contract

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number, the manufacture's list price less the percentage of discount and the effective date of the price list.

- 3) Upon receipt of your written quotation from your Distributor or Territory Representative, and with the authorized approval at your agency, the agencies' End User **must then submit their purchase order through eVA directly to the Distributor (i.e. TESCO or STI) listed on Attachment C.**
- 4) Your local Distributor (**i.e. TESCO or STI**), will assign your "Territory Representative" to deliver and set-up and service your equipment F.O.B. Destination. **The End Users Distributor, will bill your agency for equipment ordered, and be responsible for all eVA fees.**

ATTACHMENT C: The Toro Company's Authorized Distributors for the Commonwealth of Virginia ~~

- 1) Find **Attachment C**, which includes Toro Company's authorized Distributors for the Commonwealth of Virginia. Any Distributors that are not listed **on Attachment C** cannot offer a quotation on behalf of The Toro Company using the fixed firm percentage of discount under this Contract.
- 2) **Attachment C, also list the Distributors authorized counties and territories that they service. The authorized Distributors may refer you to their assigned "Territory Representatives" to handles quotes, services, and Trade-Ins. However, all purchase orders shall be entered in eVA directly with the Distributor assigned to your Territory.**
- 3) The Contractor's website and direct contact information is listed in **Attachment B**, under the Contact Header.
- 4) End Users electing to use this "optional" use contract shall contract only with the Distributor(s) listed herein, in order, to receive the firm percentage of discount offered through The Toro Company.