

PARTICIPATING ADDENDUM

[hereinafter "Addendum"]

For

WSCA/NASPO PC Contracts 2009-2014

COMPUTER EQUIPMENT, PERIPHERALS, AND RELATED SERVICES

MASTER PRICE AGREEMENT NUMBER B27163

Between

Grace Global Corporation

[hereinafter "Contractor"]

and

State of Nevada

[hereinafter "Participating State" or "Participating Entity" (if not a state)]

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1. Scope:

This Participating Addendum adds the State of Nevada as a Participating State to purchase Computer Equipment, Peripherals and Related Services from the WSCA/NASPO 2009-2014 PC Contracts led by the State of Minnesota; specifically WSCA Master Agreement B27163 with Grace Global Corporation. All governmental entities within the State of Nevada including all State Agencies, the Nevada System of Higher Education, the Court System, the Legislative Counsel Bureau and all Political Subdivisions within the State of Nevada are authorized to purchase computer equipment, peripherals and related services. This Participating Addendum does NOT include the purchase of Microsoft products other than operating systems, or any software not installed on a server or SAN. Individual units/configurations for servers and storage (SAN's etc.) are not to exceed \$300,000 each; desktop units/configurations are not to exceed \$100,000; printer units/configurations shall not exceed \$50,000 each. Equipment shall be defined as workstations, desktops, laptops, servers, instructional packages, monitors, operating systems and LAN devices, including upgrade components such as memory, storage drives and spare parts).

2. Participation:

Use of specific WSCA/NASPO cooperative contract by state agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use state contracts are subject to the 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. Changes:

No changes are required.

4. Purchase Orders:

Orders for Nevada State Agencies will be placed by formal purchase order issued by the Nevada State Purchasing Division. All orders will be shipped promptly in accordance with the terms of the Master Price Agreement and invoices shall be submitted to Nevada State Purchasing for payment. Invoices and all correspondence related to an individual order will reflect the purchase order number issued by Nevada State Purchasing. With the exception of computers, laptops, storage devices or any equipment utilizing hard drives, orders under \$5,000.00 (effective October 1, 2009) may be placed direct by a using entity to the contract vendor.

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All orders are to be issued directly to: Grace Global Corporation
1933 East Redondo Avenue
SLC, UT 84108
Phone: 801.487.6350
Fax: 801.466.0731
Email: wsc@graceglobalinc.com

And all payments are to be issued to: Grace Global Corporation
1933 East Redondo Avenue
SLC, UT 84108
Phone: 801.487.6350
Fax: 801.466.0731
Email: wsc@graceglobalinc.com

All purchase orders issued by purchasing entities with the jurisdiction of this Addendum must include the Master Price Agreement Number: B27163

5. Lease Agreements:

Equipment lease agreement terms and conditions included in the Master Price Agreement are NOT approved for use by the State of Nevada.

6. Primary Contacts:

The primary government contact individuals for this Addendum are as follows (or their named successors):

Lead State

Name: Bernadette Kopischke
Address: 50 Sherburne Ave., 112 Admin Bldg, St Paul, MN 55155
Telephone: (651) 201-2450
Fax: (651) 297-3996
E-mail: bernie.kopischke@state.mn.us

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Contractor

Contractor: Grace Global Corporation
Name: Geoff Weigand, Director: Government Services
Address: 1933 East Redondo Avenue Salt Lake City, UT 84108
Telephone: (801) 487-6350
Fax: (801) 466-0731
E-mail: wsc@graceglobalinc.com

Participating State

Name: Marti Marsh
Address: 515 East Musser St., Ste 300, Carson City, NV 89701
Telephone: (775) 684-0180
Fax: (775) 684-0188
E-mail: mmarsh@purchasing.state.nv.us

7. Servicing Subcontractors:

Grace Global will use subcontractors to provide on-site installation and recycling. Subcontractors will not be used to accept orders and payments.

All onsite services such as installation, de-installation, training or ongoing maintenance requested by state agencies will require the implementation of an Independent Contract for Services per NRS 333, NAC 333 and SAM 0300.

The following servicing contractors are authorized:

<http://www.grxrecycles.com/>

<http://www.onforce.com/>

8. Compliance with reporting requirements of the "American Recovery and Reinvestment Act of 2009" ("ARRA"):

If or when contractor is notified by ordering entity that a specific purchase or purchases are being made with ARRA funds, contractor agrees to comply with the data element and reporting requirements as currently defined in Federal Register Vol 74 #61, Pages 14824-14829 (or subsequent changes or modifications to these requirements as published by the Federal OMB). Ordering entity is responsible for informing contractor as soon as the ordering entity is aware that ARRA funds are being used for a purchase or purchases. Contractor will provide the required report to the ordering entity with the invoice

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presented to the ordering entity for payment. The contractor, as it relates to purchases under this contract, is not a subcontractor or subgrantee, but simply a provider of goods and related services.

9. Evaluation Equipment

Contractor, by mutual agreement with the Participating Entity, wishes to allow the use of equipment for the purposes of evaluation prior to purchase. These "try and buy" acquisitions must be approved in writing by the Budget Division and the Purchasing Division prior to the evaluation period per SAM 1511.0 (5). Final purchases of the equipment shall comply with the terms of the Master Purchase Agreement and participating addendum.

This Addendum and the Price Agreement 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.

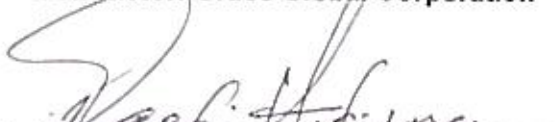
IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by Contractor below.

Participating Entity: State of Nevada



Name: Marti Marsh
Title: Purchasing Officer
Date: July 21, 2009

Contractor: Grace Global Corporation



Name: ODEDI ADIGBOE
Title: CEO
Date: July 27th 2009



WSCA/NASPO PC Contract Administration

112 Administration Building, 50 Sherburne Avenue, St. Paul, MN 55155
Fax: 651-297-3996, TTY: MN Relay Service 1-800-627-3529
<http://www.mmd.admin.state.mn.us/wsca/wsca.htm>

INTENT TO PARTICIPATE WSCA/NASPO PC CONTRACTS 2009-2014

I. PURPOSE:

The purpose of this Agreement is to provide the members of the Western States Contracting Alliance (WSCA) and the National Association of State Procurement Officials (NASPO) with the opportunity to participate in a multi-state cooperative contract. Further, this Agreement shall identify the WSCA /NASPO parties to this contract and shall ensure a firm commitment from each party.

A cooperative procurement from MANUFACTURERS OF PERSONAL COMPUTER EQUIPMENT AND RELATED DEVICES is considered in the best interests of WSCA and the Participating States because:

1. Access to multi-state, defined and controlled offerings is a requirement of all WSCA/NASPO States to enable them to meet anticipated requirements for personal computers and related devices in a timely manner.
2. All States have a need for centralized reporting of personal computers and related devices ordering volume, to enable better management of these types of supplies
3. The industry is divided between manufacturers that predominately deal directly with end users and manufacturers that actively use resellers/VARs/partners/ distributors to deal with end users. This provides WSCA/NASPO an opportunity to accomplish many local procurement goals, while providing end users with options at a number of levels.
4. WSCA/NASPO expects that a centrally procured and administered personal computer equipment and related devices contracts will reduce pricing and achieve better efficiencies in ordering.
5. The solicitation and resulting contracts will be structured to accommodate any Participating States' localized requirements concerning availability of products in their geographical areas.



WSCA/NASPO PC Contract Administration

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II. EFFECTIVE DATES OF THIS INTENT TO PARTICIPATE

This agreement shall remain in effect until the term of the contract, established in Section IV of this document, has ended or has been terminated for cause.

III. SCOPE OF THE CONTRACT

Scope Description. The Materials Management Division (MMD) of the Minnesota Department of Administration (Admin) will be requesting proposals on behalf of the State of Minnesota, the Western States Contracting Alliance (WSCA), and the National Association of State Procurement Officials (NASPO) from equipment manufacturers of:

- personal computers (desktop workstations, laptops and mobile);
- small, mid-range servers;
- storage solutions hardware for small LANS;
- individual or small shared printers;
- multifunctional (print, copy, scan, fax) printers;
- educational bundles ; and
- limited peripherals to support desktop computing.

Contractors **MUST** provide warranty and maintenance services on **ALL** equipment that is offered and purchased through the resulting contracts. Responders may also propose extended warranty and maintenance services as Value-Added services for equipment purchased from previous WSCA/NASPO contracts, as well as for equipment purchased from previous contracts Purchasing Entities may have had in place. Delivery, support, warranty, and maintenance may be provided by the contract awardees using subcontractors. The contract awardee is still responsible for the timeliness and quality of all services provided by individual sub-contractors. Subcontractor participation will be governed by individual Participating State procurement officials, who have the sole discretion to determine if they will accept services from a sub-contractor. Contractors may offer, but participating states and entities do not have to accept, limited professional services related **ONLY** to the equipment and configuration of the equipment purchased through the resulting contracts.

This RFP is divided into several bands (groups of units and configurations considered related to each other). The definition of bands is not subject to negotiations with potential Responders. Responders may respond to any or all bands. The State of Minnesota and WSCA/NASPO intend this procurement to result in **LIMITED** multiple source awards for each band.



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INTENT TO PARTICIPATE WSCA/NASPO PC CONTRACTS 2009-2014

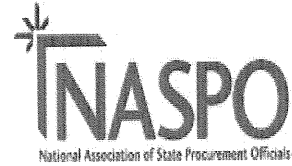
“Educational” offerings, including hardware configurations and special purpose educational software included as part of the original purchase, are included in this RFP. The specific rules and restrictions of these “educational” offerings must be detailed in the response.

This request for proposals **IS NOT** for a one-stop, meet-any-and-all requirements contract. Rather, whole products, i.e. computers (laptop, desktop, mobile, etc.), servers, printers, including software pre-loaded on the equipment are to be purchased. The purchase of software is allowed only at the time of the purchase of the hardware. Maintenance parts, replacement hard drives, or cards, for example are NOT acceptable products. At the option of the Participating State procurement official, factory warranted upgrades for equipment previously purchased from the contracts resulting from this RFP, or the previous WSCA/NASPO PC contracts, as well as for equipment purchased from previous contracts Purchasing Entities may have had in place, may be included as part of the resulting contracts. Additionally, any resulting contract IS NOT a reseller contract; rather, it is the intent of this request for proposals to contract with equipment manufacturers. Each state represented by WSCA/NASPO that chooses to participate in this contract independently has the option of contracting for a one-stop shop contract, contracts with resellers or any other kind of PC or computer goods or services.

Potential Responders should be aware of several limitations and boundaries intended by the WSCA Directors in supporting the issuing of this RFP.

- The resulting contracts are NOT for the offer and purchase of major, large hardware or hardware and software offerings. In general, individual units/configurations should not exceed \$100,000 each. Printers of all types and monitors per unit/configuration cost should not exceed \$50,000 each. It is the expressed intent of some of the Participating States to set this level at not to exceed \$25,000 each. This **IS NOT** a restriction on how many units/configurations can be purchased, but on the value of each individual unit/configuration. Individual Participating States may set state specific limits in a participating addendum, with the prior approval of the WSCA Directors.

- Contract awardees should assume that the pricing accepted reflects individual or small quantity purchases. If a Participating State, or a group of Participating States or entities within a state(s), chooses to focus purchases on a “standard configuration,” this configuration will be defined and then competed within the pool of contract awardees for specific pricing. Any entity, at any time, that commits to purchasing



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INTENT TO PARTICIPATE WSCA/NASPO PC CONTRACTS 2009-2014

such a standard configuration unit(s) shall receive the same price from a contract awardee.

- MMD and the WSCA Directors acknowledge that individual units and configurations offered in 2009 will evolve during the potential life of the resulting contracts. It is our intent to adhere to the following processes in dealing with this change, evolution.

Substitution of units/configurations: MMD and the WSCA Directors acknowledge that individual units and configurations may stop being produced during the life of the resulting contracts. Substitution of different units and configurations will be permitted with the prior written approval of the Contract Administrator.

Addition of units/configurations: MMD and the WSCA Directors acknowledge that with the evolution of technology, new, emerging units and configurations will develop. Addition of these new, emerging units may be permitted, with the prior approval of the Contract Administrator and the WSCA Directors. The addition of new, emerging units and configurations is at the sole discretion of the Contract Administrator, subject only to review and approval of the WSCA Directors.

Permissive or Mandatory: Permissive contracts. Participating state has the option of making use mandatory.

Administrative Fee: An administrative fee of one-twentieth of one percent (0.005%) will be assessed centrally for purchases under the contract. WSCA/NASPO will approve the disbursement of funds to the State of Minnesota for administration of the procurement and resulting price agreements.

IV. TERM OF THE CONTRACT

The initial contract will be established for three (3) years from September 1, 2009 through August 31, 2012, with the option of two (2) one (1) year extensions.

V. SOLICITATION AND CONTRACT DEVELOPMENT/ADDITIONAL INFORMATION



WCSA/NASPO PC Contract Administration

112 Administration Building, 50 Sherburne Avenue, St. Paul, MN 55155
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<http://www.mmd.admin.state.mn.us/wsca/wsca.htm>

**INTENT TO PARTICIPATE
WCSA/NASPO PC CONTRACTS 2009-2014**

Solicitation and contract development shall be accomplished in compliance with the WCSA Agreement of Understanding and the NASPO Memorandum of Understanding, incorporated herein by reference.

Solicitation Publication Period

Responders will be given in excess of 90 calendar days after publication to submit proposals.

Solicitation Type and Evaluation Criteria

This request for proposals will consider criteria other than price and will be evaluated based on specified and published criteria, contained in the RFP by a team of evaluators representing, currently, the following states:

- | | | |
|-----------|----------------|--------------|
| Alaska | Arkansas | Louisiana |
| Minnesota | Montana | Nebraska |
| Nevada | New Jersey | North Dakota |
| Oregon | South Carolina | Tennessee |

If a potential participating state wishes to be directly involved in the evaluation of responses, **WE MUST** know **BEFORE** the middle of May, 2008 in order to get those individuals included in the process as it continues to go forward. At the direction of the WCSA Directors, the development of the 2009-2014 RFP has been underway since March, 2007. Please contact Paul Stembler, WCSA/NASPO PC Procurement Manager at paul.stembler@state.mn.us if you want to have staff involved or have any other questions.

Award(s): The solicitation will permit multiple awards. Multiple awards made by Participating States for use in their state will be administered by the Participating State

Additional Requested Information

Request each WCSA/NASPO member, desiring to participate in this contract, provide the following information to the Procurement Manager (Paul Stembler) as soon as possible:

1. Any known limitations on their State's ability to order commodities, such as those limitations that may arise because of the existence of mandatory price agreements.



WCSA/NASPO PC Contract Administration

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**INTENT TO PARTICIPATE
WCSA/NASPO PC CONTRACTS 2009-2014**

2. The State-specific terms and conditions that will govern orders placed within the Participating State, or other significant terms and conditions that may be required on the Participating Addendum.

3. Any participant specific data on purchases of these commodities, that were made outside of or in addition to purchases made under the WCSA/NASPO PC Contract 2004-2009.

PARTIES TO THIS AGREEMENT

The parties to this Agreement have affixed their signatures below in witness and in execution of this Intent to Contract,

Participating State: NEVADA
This 7th day of May, 2008.

Greg Smith
Printed Name and Title (State Chief Procurement Official or delegated alternate)

Greg Smith
Signature

MMD for WCSA/NASPO:
This 15th day of MAY, 2008.

Paul Stembler, WCSA/NASPO PC Procurement Manager, for MMD and WCSA/NASPO

Paul Stembler

An executed copy of this intent to participate will be returned to the Participating State.