

PARTICIPATING ADDENDUM

[hereinafter "Addendum"]

For

WSCA/NASPO PC Contracts 2009-2014

COMPUTER EQUIPMENT, PERIPHERALS, AND RELATED SERVICES

MASTER PRICE AGREEMENT NUMBER B27179

Between

Xiotech 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 B27160 with Xiotech 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, desktop, laptop (including Tablet PC's and handheld (PDA) devices, servers, computing hardware, 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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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

Contractor

Name: Mary A. Reuss
Address: 6455 Flying Cloud Drive, Eden Prairie, MN 55344
Telephone: (952) 983-2435
Fax: (952) 983-6950
Cell: (612) 419-1016
E-mail: mary_reuss@xiotech.com

Participating State

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

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7. Servicing Subcontractors:

Xiotech is not proposing any Subcontractors at this time, but reserve the right to add Subcontractors who are part of Xiotech's Channel (Reseller) Program at a later date, upon execution of an addendum to the Participating Addendum.

All orders are to be issued directly to: Xiotech Corporation, 6455 Flying Cloud Drive, Eden Prairie, MN 55344

And all payments are to be issued to: Xiotech Corporation, Dept. Ch. 17326, Palatine, IL 60055-7326

All purchase orders issued by purchasing entities with the jurisdiction of this Addendum must include the Master Price Agreement Number: B27179.

Any **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.

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 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

If 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.

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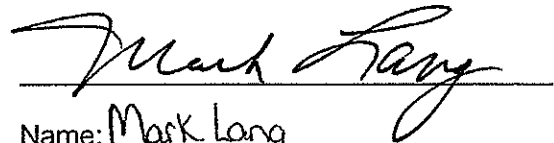
This Addendum and the Price Agreement together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions 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

Contractor: Xiotech Corporation





Name: *Marti Marsh*
Title: *Purchasing Officer*
Date: *July 27, 2009*

Name: *Mark Lang*
Title: *CFO*
Date: *7/27/09*