

**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

Commonwealth of Kentucky  
(hereinafter "Participating State")

MA 758 1600000453<sup>8n</sup>

1. Scope: This addendum allows for purchase of the following Computer Equipment/Services: **BAND 5 – STORAGE ONLY** 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.

The original solicitation contains the requirements and definitions establishing the following Product Bands allowed on the NASPO Master Agreement. The NASPO Master Agreement identifies the bands awarded to the Contract Vendor, eligible for purchase under this Addendum to include: **BAND 5 – STORAGE ONLY**. The configuration limits and restrictions for the NASPO 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 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. 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

NASPO Master Agreement are only those that are expressly accepted by the Lead State and must be in writing and attached to the NASPO 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:**

4.1 **Authorized Participating Entities.** The Commonwealth hereby designates Non-Executive Branch State Agencies and political subdivisions and authorized non-profits located in the Participating State as the ONLY authorized Participating Entities under this Participating Addendum. The Commonwealth Office of Technology (COT) is the ONLY Executive Branch State Agency that is permitted to use this Addendum. If the Contractor enters into an agreement or accepts an Order with an Executive Branch State Agency that has not been granted approval as indicated above, the Commonwealth reserves the right to terminate this Addendum for convenience in its entirety pursuant to Section 8 of the Master Service Agreement.

4.2 **Governing Law.** This PA shall be governed and construed in accordance with the laws of the Commonwealth of Kentucky

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	
E-mail	kasch@us.ibm.com

<u>Participating Entity</u>	
Name	Stephanie R. Williams
Address	702 Capitol Avenue, Room 096
Telephone	(502) 564-8621
Fax	(502) 564-6013
E-mail	Stephanier.williams@ky.gov

6. **Partner Utilization:** Each state represented by NASPO ValuePoint participating in this

NASPO Master Agreement independently have 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 Contractors partners' participation will be in accordance with the terms and conditions set forth in the aforementioned NASPO Master Agreement. The Contractor will identify and define the Partner program(s) available. Approved Partners and instructions on how to utilize those Partners will be listed on the Contractor's web site for this State's Participating Addendum.


7. **Terms.** The Participating State/Entity is agreeing to the terms of the NASPO Master Agreement only to the extent the terms are not in conflict with applicable law.

8. **Orders:** Any Order placed by a Participating Entity or Purchasing Entity for a Product and/or Service available from this NASPO Master Agreement must have the State Contract number on the Order in order to be deemed to be a sale under (and governed by the prices and other terms and conditions) of the NASPO Master Agreement unless the parties to the Order agree in writing that another contract or agreement applies to such Order.

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

Participating State: Commonwealth of Kentucky Commonwealth Office of Technology (COT)	Contractor: International Business Machines Corporation (IBM)
By: 	By: 
Name: Terry Stephens	Name: Karen Schneider
Title: Executive Director	Title: NASPO ValuePoint National Program Mgr
Date: 12/2/2015	Date: 9/30/2015

[Additional signatures as required by Participating State]

Participating State: Commonwealth of Kentucky Office of Procurement Services
By: 
Name: Donald R. Speer
Title: Executive Director
Date: 12/2/15