

PARTICIPATING ADDENDUM
NASPO ValuePoint COOPERATIVE PURCHASING PROGRAM
Parks & Recreation Equipment
Administered by the State of Oklahoma

MASTER AGREEMENT

Master Agreement No: 6482

Superior International Industries, Inc

And

State of Oklahoma by and through the Office of Management and Enterprise Services

Oklahoma Contract No.: 6479

THIS PARTICIPATING ADDENDUM (this "Addendum") is entered into effective as of the date of the last signature below (the "Effective Date"), by and between the State of Oklahoma by and through the Office of Management and Enterprise Services (the "State of Oklahoma" or "Participating State/Entity") and Superior International Industries, Inc. ("Contractor" or "Vendor"). The State of Oklahoma and Contractor are sometimes collectively referred to herein as the "Parties." Capitalized terms used but not defined herein have the meanings ascribed to such terms in that certain Master Agreement Award among the State of Oregon ("Lead State"), the State of Oklahoma (participating state/entity), Contractor and those states entering into a Participating Addendum thereto (the "Master Agreement").

WHEREAS, the Master Agreement is further identified as Master Agreement NO. 6482. This Participating Addendum will be coterminous with the Master Agreement and any extensions of the Master Agreement, unless terminated pursuant to the terms of this addendum and Section 2.20. Termination of the Master Agreement.

WHEREAS, the Master Agreement contemplates that all authorized entities in any state are welcome to use the Master Agreement through NASPO VALUEPOINT Cooperative Procurement Program (NASPO) with such state's chief procurement official and provides that any such state reserves the right to add state-specific terms and conditions and modify the scope of the contract in such state's Participating Addendum as allowed by the Master Agreement; and

WHEREAS, this Addendum is the State of Oklahoma's Participating Addendum contemplated by the Master Agreement;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Scope: This Addendum allows for the purchase of the Parks & Recreation Equipment and Related Services lead by the State of Oregon for use by state agencies and other entities located in the participating state, Oklahoma, and authorized by that states statutes to utilize state contracts with the prior approval of the states chief procurement official.
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/entity** contracts are subject to the prior approval of the respective state chief procurement official. Notwithstanding anything to the contrary

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in the Master Agreement, all issues of interpretation and eligibility for participation are solely within the authority of the state's chief procurement official.

3. Participating State's Modifications and Additions to the Master Agreement:

The Oklahoma Specific Terms and Conditions set forth in Exhibit No. 1, attached hereto, are hereby incorporated in and made a part of this Addendum.

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

Contractor

Name	Alexia Scott
Address	Superior Recreational Products 150 Adamson Industrial Boulevard Carrollton, Ga 30117
Telephone	1-678-390-1648
Fax	1-888-655-5412
E-mail	ascott@siibrands.com

Participating Entity

Name	Office of Management and Enterprise Services, Central Purchasing Division
Address	5005 N. Lincoln Blvd. Ste. 300, Oklahoma City, OK 73105
Telephone	(405) 521-2289
Fax	N/A
E-mail	Ferris.Barger@omes.ok.govpurchasing@omes.ok.gov

5. Partner Utilization: Each state represented by NASPO ValuePoint participating in the Master Agreement independently has the option of utilizing partners. Only partners approved by this Participating State/ Entity may be deployed. The Participating State will define the process to add and remove partners and may define the partner's role in this Participating Addendum. The Contractor's partners' participation will be in accordance with the terms and conditions set forth in the Master Agreement. Approved partners are

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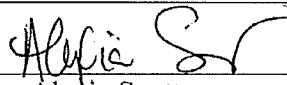
only upon written approval from the State of Oklahoma.

6. Terms: The Participating State/Entity agrees to the terms and conditions of the Master Agreement only to the extent the terms and conditions are not in conflict with this Addendum, applicable law, or both.
7. Orders: Any order placed by a Participating State/ Entity or any Purchasing Entity for a product and/or service available through the Master Agreement shall be deemed to be a sale under (and governed by the prices and other terms and conditions of) the Master Agreement unless the parties to the order agree in writing that another contract or agreement applies to such order.
8. Counterparts: This Addendum may be executed in counterparts, each of which shall be deemed to be an original, but all of which, taken together, shall constitute one and the same Addendum. Delivery of an executed counterpart of this Addendum by electronic means, including, without limitation, by facsimile transaction or by electronic delivery in portable document format (".pdf") or tagged image file format (".tiff"), shall be equally effective as delivery of a manually executed counterpart thereof.

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IN WITNESS WHEREOF, the Parties have executed this Addendum through the duly authorized representative of each Party.

Participating State:	Contractor: Superior International Industries, Inc.
By: 	By: 
Name: Ferris Barger	Name: Alexia Scott
Title: Purchasing Director	Title: Buying Contract/Accounting Specialist
Date: 3-15-19	Date: 03.14.19

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]