

PARTICIPATING ADDENDUM

NASPO ValuePoint

For Public Safety Vehicle Accessories and LED Emergency Light Bars, Siren Warning Accessories

Between the State of Minnesota and DU-HA Inc.

NASPO ValuePoint Contract No. 165269

State of Minnesota Contract No. 170211

1. **Scope:** This addendum covers the Public Safety Vehicle Accessories and Led Light Bars, Siren Warning Accessories led by the State of Minnesota for use by state agencies and other entities located in the Participating State authorized by that State's statutes to utilize State contracts with the prior approval of the State's Chief Procurement Official. Minnesota and Cooperative Purchasing Venture Program members, as defined in the attached Minnesota Exhibit A, may purchase the products and/or services available in the Participating Addendum. The Participating Addendum is not a purchase order, nor does it guarantee any purchases will be made.
2. **Changes:** The additional terms and conditions contained in Minnesota Exhibit A, which is attached and made part of the Participating Addendum, are hereby incorporated by reference. In the event of a conflict between the terms contained within Minnesota Exhibit A and the NASPO ValuePoint Master Agreement, Minnesota Exhibit A shall prevail. The parties agree that this provision of the Participating Addendum supersedes the Standard Contract Terms and Conditions set forth in the NASPO ValuePoint Master Agreement. In the event that any provision of the Participating Addendum or NASPO ValuePoint Master Price Agreement is contrary to Minnesota law, such provision shall be null and void. The Participating Addendum shall be governed by Minnesota law.

No price adjustments are allowed unless approved by the Lead State for the NASPO ValuePoint Master Agreement and adopted by the State of Minnesota through a fully executed Participating Addendum amendment.

3. **State's Authorized Representative and Primary Contact:** The State's Authorized Representative and the primary contact individual for the Participating Addendum is identified below. All notifications to the State shall be in writing and addressed as follows:

Contractor:

Name: Dennis Tuel
Address: 306 St. Andrews Street South,
Fergus Falls, MN 56537
Telephone: 1.866.306.9842
E-mail: Dennis@du-ha.com

Participating Entity:

Name: Dustin Burns or successor
Title: Acquisition Management Specialist
Address: Minnesota Department of Administration
Office of State Procurement
50 Sherburne Ave., 112 Administration Bldg.
St. Paul, MN 55155
Telephone: 651.201.2441
Fax: 651.297.3996
E-mail: dustin.burns@state.mn.us

4. **Subcontractors:** The Contractor's Authorized Distributors, in the State of Minnesota, are approved to provide sales and service. The Authorized Distributors' participation will be in accordance with the terms and conditions set forth in the Master Agreement and this Participating Addendum. The Contract Vendor will submit a list of Authorized Distributors with the Participating Addendum.
5. **Authorized Signature:** The Participating Addendum must be fully and properly executed by an officer or other authorized representative of the responder. If the responder is a corporation, a secretarial certificate or the corporate minutes showing that the signing officer has authority to contractually obligate the corporation should be furnished. Where the corporation has designated an attorney-in-fact, the power of attorney form should be furnished. If the responder is a partnership, a letter of authorization should be furnished signed by one of the general partners. A sole proprietor must sign the response. Proof of authority of the person signing the response must be furnished upon request.
6. **Orders:** Any order placed by a Participating Entity or Purchasing Entity for a product and/or service available from this 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.

The following documents, in order of precedence, are incorporated herein by reference and constitutes the entire Contract between the Contract Vendor and the State:

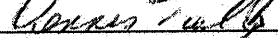
- The Minnesota Participating Addendum
- The NASPO ValuePoint Master Agreement
- The NASPO ValuePoint Solicitation
- Response to the NASPO ValuePoint Solicitation

In the event of a conflict in language among any of these documents, the terms and conditions set forth and/or referenced in this Participating Addendum shall prevail over conflicting terms and conditions.

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

1. Contract Vendor:
DU-HA Inc.

The Contract Vendor certifies that the appropriate person(s) have executed this Participating Addendum on behalf of the Contract Vendor as required by applicable articles, bylaws, resolutions, or ordinances.

By: 
Signature
Dennis Tuohy Jr.
Printed Name

Title: President

Date: 1/10/20

By: _____
Signature

Printed Name

Title: _____

Date: _____

2. Government Entity:

State of Minnesota
Office of State Procurement

In accordance with Minn. Stat. § 16C.03, Subd. 3.

By: 

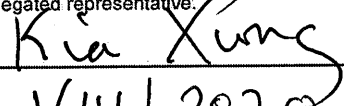
Title: Acquisition Management Specialist

Date: 1/14/2020

3. State of Minnesota

Commissioner of Administration

Or delegated representative.

By: 

Date: 1/14/2020

Minnesota Exhibit A

Terms: Net 30

Delivery: Unless otherwise mutually agreed, in-stock items must be delivered within ten (10) business days after receipt of order and non-stock items must be delivered within twenty-five (25) business days after receipt of order. Delivery requirements for custom made items will be negotiated at time of order placement.

Manufacturer Name

DU-HA Inc.

Manufacturer Price List

DU-HA Master Catalog 2019

Off of Price List

27%

Quantity Breaks

2-4 +units

5+ units

Additional percent discount per order

2%

4%

Minnesota General Terms, Conditions:

1. DEFINITIONS.

- a. **CPV Members.** The Cooperative Purchasing Venture (CPV) program was established by Minn. Stat. § 16C.03, subd. 10, which authorizes the commissioner of the Minnesota Department of Administration (Commissioner of Administration) through its Office of State Procurement (OSP) to enter into a cooperative purchasing agreement for the provision of goods, services, and utilities with one or more governmental units and other entities as described in Minn. Stat. § 471.59, subd. 1 and Minn. Stat. § 16C.03, subd. 10. Based on this authority, the Commissioner of Administration enters into a joint powers agreement that designates OSP as the authorized purchasing agent for the governmental unit or other entity. Governmental units and other entities joining the program are given an access code which identifies them as CPV members and permits them to access the OSP website to get information about commodities and/or services available on the State of Minnesota (State) contracts. Governmental units and other entities who are not members of the CPV program are not authorized to use the contract prices. The Contract Vendor agrees to provide the contract to CPV members at the same prices, terms, conditions, and specifications. For additional information, visit the OSP website at www.mmd.admin.state.mn.us.
- b. **State Agencies.** This term applies only to State agencies and departments, as defined in Minn. Stat. §§ 15.01 and 15.021.
- c. **Ordering Entity.** This term applies to any State Agency or CPV Member when allowed in the Participating Addendum.
- d. **State and State of Minnesota.** These two terms apply to the Minnesota Department of Administration, Office of State Procurement (OSP), representing the State of Minnesota as the contracting agency for the Participating Addendum.
- e. **Contract Vendor and Contractor.** These two terms apply to the awarded vendor from the NASPO ValuePoint Master Agreement that OSP selects to receive a Participating Addendum.
- f. **Contract.** Contract is defined as the NASPO ValuePoint Master Agreement and the Minnesota Participating Addendum.

2. **EFFECTIVE DATE and CONTRACT PERIOD.** The Contract shall be effective upon the date of final execution by the State of Minnesota. The Contract term will begin on January 1, 2020, or on the date of Participating Addendum execution, whichever is later, to August 31, 2021, with the option to extend up to 36 months, upon agreement by all parties.

m **DEPARTMENT OF
ADMINISTRATION**
STATE PROCUREMENT

Office of State Procurement
112 Administration Building
50 Sherburne Avenue
St. Paul, MN 55155
Voice: 651.296.2600
Fax: 651.297.3996

December 13, 2019

Mr. Dennis Tuel
DU-HA Inc.
306 St. Andrews Street South,
Fergus Falls, MN 56537

Dear Mr. Tuel:

The following documents are enclosed for you to complete and return:

- Participating Addendum No. 170211 for Public Safety Vehicle Accessories and LED Emergency Light Bars, Siren Warning Accessories through NASPO ValuePoint Master Agreement Contract No. 165269 for Public Safety Vehicle Accessories and LED Emergency Light Bars, Siren Warning Accessories
- Exhibit A, showing the Minnesota's Terms, Conditions, delivery, payment terms and specific items awarded.

Please sign and return the documents, **VIA EMAIL**, to dustin.burns@state.mn.us at the following email address by **December 20, 2019**.

Instructions for properly completing the Contract documents are enclosed. Documents that are not properly executed will be returned to you. Failure to submit executed forms in the time required may result in cancellation of the award. Upon receipt of the properly executed forms, and after signatures are obtained from the appropriate State authorities, a copy of the completed Contract documents will be sent to your company.

If you have any questions, please contact me.

Sincerely,



Dustin Burns
Acquisition Management Specialist

Enclosure

INSTRUCTIONS

Return the signed sets of documents to the OSP office.

REQUIRED SIGNATURES:

- ◆ The documents must be signed by an **officer** of your company, e.g., president, vice president, assistant vice president, corporate secretary, assistant corporate secretary, treasurer, or assistant treasurer.
- ◆ If your company is a corporation, the signature of one corporate officer is binding. If your company is a partnership, the signature of one partner is binding.

If someone other than the corporate officers listed above signs the document (e.g., manager, sales manager, executive assistant, etc.), evidence of his or her authority to do so must accompany the document. The evidence can be either:

- A corporate power of attorney, or
- A **certified copy** of a board resolution authorizing the alternate signature with a letter attached and signed by a corporate officer stating the resolution is in force and effective