

**AMENDMENT No. 10 to
MASTER AGREEMENT# 5737**

I. This is Amendment No. 10 to Master Agreement #5737, ("Amendment No. 10"), dated September 23, 2019, ("Amendment No. 10 Effective Date"), is between the State of Oregon, acting by and through its Department of Administrative Services, Procurement Services office ("DAS PS") on behalf of the member states of the NASPO ValuePoint Cooperative Purchasing Program, and Office Depot, Inc., ("Contractor"), and amends that certain Master Agreement #5737, dated as of December 19, 2014 (the "Master Agreement"), on the terms and conditions as provided herein.

II. The Master Agreement is hereby amended as follows:

- a. The parties acknowledge and agree that Contractor, as a result of its annual catalog review process and publication, has updated the "Contract Catalog Products" as defined in Section 1.3.1(b) of the Master Agreement. This update may add and delete items to the "Contract Catalog Products," which may modify list pricing, (either increase or decrease), and may re-categorize items as per Contractor's standard classifications. Such update shall be provided to DAS PS for approval; Contractor shall send DAS PS notice of its price change(s), which are only effective after DAS PS has approved and accepted such changes. Pricing changes are in effect starting November 9, 2019.
- b. Per Section 1.3.4 of the Master Agreement, the discount percentages or amount off of the forty-nine (49) categories of Goods listed in Exhibit B will remain the same.
- c. Any approved pricing will be updated and changed on Contractor's On-Line Ordering Tool: <http://www.officemaxworkplace.com> or <http://www.business.officedepot.com>. This price change affects the Market Basket, Full Line Catalog, SP Richards Catalogs, and the RISI Paper.]

III. Except as expressly amended above, all other terms and conditions of the Master Agreement are still in full force and effect. Contractor certifies that the representations, warranties and certifications contained in the Master Agreement are true and correct as of the effective date of this amendment and with the same effect as though made at the time of execution of the Master Agreement.

Certification: The individual signing on behalf of Contractor hereby certifies under penalty of perjury: (a) the number shown on this form is Contractor's correct taxpayer identification; (b) Contractor is not subject to backup withholding because (i) Contractor is exempt from backup withholding, (ii) Contractor has not been notified by the IRS that Contractor is subject to backup withholding as a result of a failure to report all interest or dividends, or (iii) the IRS has notified Contractor that Contractor is no longer subject to backup withholding; (c) s/he is authorized to act on behalf of Contractor, s/he has authority and knowledge regarding Contractor's payment of taxes, and to the best of her/his knowledge, for a period of no fewer than six calendar years preceding the Amendment Effective Date, Contractor has faithfully has complied with and is not in violation of: (i) all tax laws of this state, including but not limited to ORS 305.620 and ORS chapters 316, 317, and 318; (ii) any tax provisions imposed by a political subdivision of this state that applied to Contractor, to Contractor's property, operations, receipts, or income, or to Contractor's performance of or compensation for any work performed by Contractor; (iii) any tax provisions imposed by a political subdivision of this state that applied to Contractor, or to goods, services, or property, whether tangible or intangible, provided by Contractor; and (iv) any rules, regulations, charter provisions, or ordinances that implemented or enforced any of the foregoing tax laws or provisions; and; (d) Contractor is an independent contractor as defined in ORS 670.600; and (e) the supplied Contractor data is true and accurate.

[Signature Page Follows]

CONTRACTOR: Office Depot, Inc.

By: Claudia Hughes Claudia Hughes, Senior Vice President 10.3.2019
Name: Title: Date



DEPARTMENT OF ADMINISTRATIVE SERVICES, PROCUREMENT SERVICES OFFICE:

By: [Signature] SPP 10/10/19
Name: Title: Date