

## MASTER AGREEMENT AMENDMENT

<b>Amendment # 5</b>	<b>Master Agreement # 140606</b>	<b>Amendment CMS # 188045</b>
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### 1. PARTIES

This Amendment to the above-referenced Master Agreement (“Contract”) is entered into by and between **Xerox Corporation** (hereinafter called “Contractor”), and the **State of Colorado, acting by and through the Department of Personnel & Administration, State Purchasing & Contracts Office** (hereinafter called the “State”), and collectively referred to as the “Parties.”

### 2. EFFECTIVE DATE AND ENFORCEABILITY

This Amendment shall not be effective or enforceable until it is approved and signed by the Colorado State Controller or designee (hereinafter called the “Effective Date”). The State shall not be liable to pay or reimburse Contractor for any performance hereunder including, but not limited to, costs or expenses incurred, or be bound by any provision hereof prior to the Effective Date.

### 3. FACTUAL RECITALS

- A. The Parties entered into a Master Agreement effective August 7, 2019, that authorized Participating States to execute Participating Addenda with the Contractor for Copiers and Managed Print Services, as set forth in the NASPO ValuePoint Master Agreement, Contract number 140606.
- B. The Contract was extended for an additional term beginning on January 1, 2022 and ending on December 31, 2022, via the issuance of Amendment #1, CMS #170834, which was executed on August 17, 2021.
- C. The Master Agreement was amended to 1) Include Baltoro Equipment and its associated documents, 2) Renamed Attachment N to Attachment N-1 and 3) Modified the language in Section 4.1.4, via Amendment #2, CMS #172045, which was executed on November 2, 2021.
- D. The Master Agreement was amended on June 2, 2022, via Amendment #3, CMS #175076, in order to modify language in Section 3.1.3 of the Contract.
- E. The Contract was extended for a final term beginning on January 1, 2023 and ending on July 31, 2024, via the issuance of Amendment #4, CMS #178460, which was executed on September 8, 2022.

### 4. CONSIDERATION

The Parties acknowledge that the mutual promises and covenants contained herein and other good and valuable consideration are sufficient and adequate to support this Amendment.

### 5. LIMITS OF EFFECT

This Amendment is incorporated by reference into the Contract, and the Contract and all prior amendments thereto, if any, remain in full force and effect except as specifically modified herein.

### 6. MODIFICATIONS

- A. This Amendment shall incorporate the following additional Attachments into the Contract, as per the attached:
  - 1) **Attachment T** (Xerox PrinterLogic SOW).
- B. This Amendment shall modify the language in Section 4.1.4 of the Contract as follows:
 

“A Purchasing Entity that purchases, leases or rents Equipment may issue an Order, pursuant to the terms and conditions that are incorporated into this Master Agreement, and according to the requirements listed in their states’ Participating Addendum, including, but not limited to, the issuance of Contractor’s Supplemental Documents, which are attached as **Attachment A through Attachment T**, and have been reviewed and negotiated by the Lead State. Notwithstanding the foregoing, a Participating State or Entity shall have the option to further negotiate Attachment A through

Attachment T with Contractor. Further, any terms and conditions in Attachment A through Attachment T which contradict the terms and conditions of the Contract or any Participating Addendum, shall be null and void.”

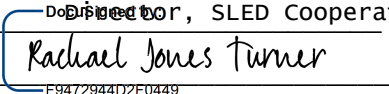
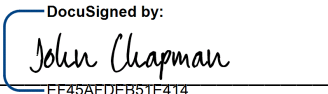
**7. START DATE**

This Amendment shall take effect on January 1, 2023.

**8. ORDER OF PRECEDENCE**

Except for the Special Provisions, in the event of any conflict, inconsistency, variance, or contradiction between the provisions of this Amendment and any of the provisions of the Master Agreement, the provisions of this Amendment shall in all respects supersede, govern, and control.

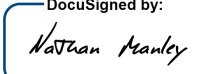
**THE PARTIES HERETO HAVE EXECUTED THIS AMENDMENT**

<b>CONTRACTOR</b> <b>Xerox Corporation</b>  Rachael Jones Turner By: _____ Title: Director, SLED Cooperative  Signature Date: 12/13/2023	<b>STATE OF COLORADO</b> <b>Jared S. Polis, Governor</b> Department of Personnel and Administration Tony Gherardini, Executive Director Contracts DocuSigned by:  By: John Chapman, State Purchasing Manager Date: 12/13/2023
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**ALL CONTRACTS REQUIRE APPROVAL BY THE STATE CONTROLLER**

**CRS §24-30-202 requires the State Controller to approve all State contracts. This Amendment is not valid until signed and dated below by the State Controller or delegate.**

**STATE CONTROLLER**  
**Robert Jaros, CPA, MBA, JD**

By:   
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Date: 12/14/2023

## **ATTACHMENT T, XEROX PRINTERLOGIC SOW**



Attachment T - Xerox  
PrinterLogic SOW.doc