

**PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
For**

BREAST PUMPS (WSCA/WIC)

Administered by the State of Washington (hereinafter "Lead State")

MASTER PRICE AGREEMENT

Evenflo Company, Inc.

Washington Contract Number: 01910
[hereinafter "Contractor"]

And

State of Idaho

[hereinafter "Participating State" or "Participating Entity" (if not a state)]

PADD1080

1. Scope

This Addendum covers the WSCA/ Breast Pumps Contract lead by the State of Washington, for members of WSCA or NASPO, for use by Participating Entity's programs, including Women, Infants & Children Programs office.

2. Participation

Use of specific WSCA/NASPO cooperative contract by state agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use state contracts are subject to the approval of the respective State Chief Procurement Officer. Issues of interpretation and eligibility for participation are solely within the authority of the State Chief Procurement Official.

3. Changes

Idaho Administrative Reporting and Fees:

The contractor agrees to provide quarterly price agreement utilization reports to the Idaho administrator in accordance with the following schedule:

<u>Period End</u>	<u>Report Due</u>
June 30	July 31
September 30	October 31
December 31	January 31
March 31	April 30

The contractor will submit quarterly reports to the Idaho Administrator. These reports shall include the gross Idaho Sales, less returns, cancellations, and replacements for the quarterly period subtotaled by procuring agency name within procuring agency state name. The report shall be accompanied with a check payable to the Treasurer, State of Idaho for an amount equal to 1.25% of the gross Idaho sales (less returns and credits) for the quarterly period.

The State understands and agrees that Contractor will raise the negotiated Washington Price Agreement prices by this amount. This report will be provided 30 calendar days from the close of the calendar quarter.

Applicable Law:

Notwithstanding Washington Contract Number: 01910 and the provisions thereof, Washington Contract Number: 01910 is supplemented with the following, which will apply to this PA.

The State of Idaho's PA and all purchase orders issued thereunder by procuring agencies shall be construed in accordance with, and governed by the laws of the State of Idaho. Except to the extent the provision of the PA are clearly inconsistent therewith, the PA shall also be governed by the applicable provisions of the Idaho Uniform Commercial Code (IUCC). To the extent this PA entails delivery or performance of services, such services shall be deemed "goods" within the meaning of the IUCC, except where deeming such services as "goods" would result in a clearly unreasonable interpretation. Any action to enforce provisions of this PA shall be brought in state district court in Ada County, Boise, Idaho. In the event any term of this PA is held to be invalid or unenforceable by a court, the remaining terms of this PA will remain in force.

4. Primary Contacts

The primary **contact individuals for this Addendum** are as follows (or their named successors):

Master Agreement Contacts:

Lead State Contract Administrator:

Name: Melissa Cox, Contracts Specialist
Address: Department of General Administration, Office of State Procurement
210 11th Ave SW Rm 201
Olympia, WA 98504-1101
Voice: (360) 902.7439
Fax: (360) 586.2426
E-mail: mcox@ga.wa.gov

Contractor:

Name: Susan Vogtsberger
Address: Evenflo Company, Inc.
Ameda Breastfeeding Products
475 Half Day Road, Suite 200,
Lincolnshire, IL 60069
Voice: 847-964-2628
Fax: 847-793-0169
E-mail: susan.vogtsberger@ameda.com

Participating Addendum Contacts:

Participating State:

Name: Mary Jepsen
Address: 650 W State Street., Room B-15, Boise, ID 83720-0075

Telephone: 208-332-1607
Fax: 208.327-7320
E-mail: mary.jepsen@adm.idaho.gov

5. Purchase Order Instructions:

All orders should contain the following (1) Mandatory Language "PO is subject to WSCA Contract #01910" (2) Your Name, Address, Contact & Phone-Number (3) Purchase order amount, monthly payment (if appropriate), itemized list of items being purchased, and rates of the service being used.

- 6. Price Agreement Number:** All purchase orders issued by purchasing entities within the jurisdiction of this participating addendum shall include the Participating State contract number: [PADD 1080] and the Lead State price agreement number: 01910.

This Participating Addendum and the Master Price Agreement number 01910 (administered by the State of Washington) together with its exhibits, set forth the entire agreement between the parties with respect to the subject matter of all previous communications, representations or agreements, whether oral or written, with respect to the subject matter hereof. Terms and conditions inconsistent with, contrary or in addition to the terms and conditions of this Addendum and the Price Agreement, together with its exhibits shall not be added to or incorporated into this Addendum or the Price Agreement and its exhibits, by any subsequent purchase order or otherwise, and any such attempts to add or incorporate such terms and conditions are hereby rejected. The terms and conditions of this Addendum and the Price Agreement and its exhibits shall prevail and govern in the case of any such inconsistent or additional terms within the Participating State.

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

State of Idaho
Division of Purchasing

By: 

Name: Mark Little

Title: Purchasing Manager

Date: 2/7/11

Contractor: Evenflo Company, Inc.

By: 

Name: Dustin Epstein

Title: V.P. & General Manager

Date: 1/31/11