

State of Colorado



John W. Hickenlooper
Governor

Kathy Nesbitt
Executive Director

Jennifer Okes
Deputy Executive Director

Carol Pfarr
Division Director

Judson Byrn
State Purchasing Director

DPA

Department of Personnel
& Administration

Division of Finance and Procurement
State Purchasing Office
633 17th Street, Suite 1520
Denver, Colorado 80202-3609
(303) 866-6100
Fax (303) 866-6016
www.colorado.gov/dpa


Paul Mash, Asst. Director
Purchasing and General Services
PO BOX 141061
Salt Lake City, UT 84114-1061

Dear Paul,

Enclosed please find your fully executed original of the assignment of the SciQuest, Inc. Master Agreement by NASPO and the State of Colorado in favor of the State of Utah.

We deeply appreciate your efforts in this matter.

Thank you,


Judson Byrn,
State Purchasing Director

CONTRACT ASSIGNMENT AND ASSUMPTION

This CONTRACT ASSIGNMENT AND ASSUMPTION, by and between the State of Colorado and the National Association of State Procurement Officials, Inc. ("NASPO") (hereinafter collectively referred to as "Assignors" and individually as "Assignor"), and the State of Utah (hereinafter referred to as "Assignee"), in consideration of the mutual covenants herein contained and other good and valuable consideration, the sufficiency of which is hereby acknowledged, WITNESSETH:

WHEREAS, Colorado and NASPO, on its own behalf and on behalf of the Western States Contracting Alliance (hereinafter referred to as "WSCA"), entered into a certain Master Agreement for eProcurement Services (Hosted Software-as-a-Service), effective June 30, 2011 (hereinafter referred to as "Contract"), with SciQuest, Inc. (hereinafter referred to as "Obligor");

WHEREAS, the Contract has an expiration date of June 30, 2016 and may be extended as permitted therein;

WHEREAS, Assignors wish to assign all of their respective rights and obligations under the Contract to Assignee;

WHEREAS, NASPO has the right to assign its rights and obligation under the Contract to Assignee without the consent of the other parties to the Contract; and

WHEREAS, the WSCA Directors, consisting of the Chief Procurement Officials of each of the WSCA member states, have consented in writing to the assignment of the Contract by Colorado to Assignee, in accordance with Section XXVI.A.ii. of the Contract.

NOW THEREFORE, Assignors and Assignee agree as follows:

1. This Contract Assignment and Assumption shall be effective on the last date upon which the last of the parties, the WSCA Directors, and the Colorado State Controller have set forth their signatures below.
2. Each Assignor hereby transfers and assigns to Assignee all of its respective right, title, and interest, and all of its obligations, responsibilities and duties, in and to the Contract and upon such transfer, Assignors shall have no further rights or obligations thereunder, except as may be set forth in any separate Purchasing Documents, as defined in the Contract, entered into by an Assignor on its own behalf.
3. Assignee hereby accepts the assignment of all of Assignors' respective right title and interest in and to the Contract and assumes and agrees to perform all of Assignors' obligations, responsibilities and duties thereunder.

4. Within thirty (30) days of the effective date of this Contract Assignment and Assumption, Assignors shall provide notice of the transfer to the other parties to the Contract, in accordance with XXV. thereof.
5. Each Assignor and Assignee agree to execute and deliver from time to time, upon reasonable request, any further documents as may be necessary to give full effect to the intent and meaning of this Contract Assignment and Assumption.

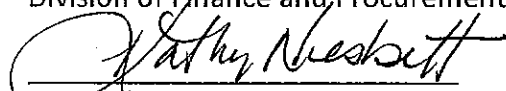
IN WITNESS WHEREOF, the parties hereto have executed this Contract Assignment and Assumption as of the dates set forth below.

Assignors:

STATE OF COLORADO

John Hickenlooper, GOVERNOR
Department of Personnel & Administration,
Division of Finance and Procurement

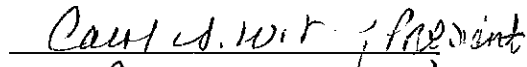
Dated: 4/20/13



By: Kathy Nesbitt, Executive Director

NATIONAL ASSOCIATION OF STATE
PROCUREMENT OFFICIALS, INC.

Dated: 4/20/13


By: CAROL S. WILSON

Assignee: STATE OF UTAH

Dated: 4/25/13



By: Paul Mash

This Page is a Continuation of the CONTRACT ASSIGNMENT AND ASSUMPTION, by and between the State of Colorado and the National Association of State Procurement Officials, Inc. ("NASPO") (hereinafter collectively referred to as "Assignors" and individually as "Assignor"), and the State of Utah (hereinafter referred to as "Assignee")

Acknowledged and consented to:

WSCA Directors

Kent Beers, Board of Director Chair

By: Kent D Beers

Date: 4/25/13

Approved:

Colorado State Controller

David J. McDermott, CPA

By: David J McDermott

Date: 4-30-13