

**PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
BACKGROUND INVESTIGATIONS
Administered by the State of Utah (hereinafter "Lead State")**

**MASTER PRICE AGREEMENT
American DataBank, LLC
Utah Contract Number: MA053
(hereinafter "Contractor")
And
State of Montana
(hereinafter "Participating State")**

Page 1 of 4

1. **Scope:** This addendum covers the WSCA Background Investigations contract lead by the State of Utah for use by state agencies and other entities located in the Participating **State/Entity** authorized by that state's statutes to utilize **state/entity** contracts.

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

INDIVIDUAL CUSTOMER: Each State agency and political subdivision, as a Participating Entity, that purchases products/services will be treated as if they were Individual Customers. Except to the extent modified by this Participating Addendum, each agency and political subdivision will be responsible to follow the terms and conditions of the Master Agreement; and they will have the same rights and responsibilities for their purchases as the Lead State has in the Master Agreement. Each agency and political subdivision will be responsible for their own charges, fees, and liabilities. Each agency and political subdivision will have the same rights to any indemnity or to recover any costs allowed in the contract for their purchases. The Contractor will apply the charges to each Participating Entity individually.

3. **Participating State Modifications or Additions to Master Price Agreement:**
(These modifications or additions apply only to actions and relationships within the Participating Entity.)

ACCESS AND RETENTION OF RECORDS: The contractor agrees to provide the department, Legislative Auditor, or their authorized agents, access to any records necessary to determine contract compliance. (Section 18-1-118, MCA). The contractor agrees to create and retain records supporting the services rendered or supplies delivered for a period of three years after either the completion date of the contract or the conclusion of any claim, litigation, or exception relating to the contract taken by the State of Montana or third party.

ASSIGNMENT, TRANSFER AND SUBCONTRACTING: The contractor shall not assign, transfer or subcontract any portion of the contract without the express written consent of the department. (Section 18-4-141, MCA.)

REDUCTION OF FUNDING: The State must terminate this contract if funds are not appropriated or otherwise made available to support the State's continuation of performance in a subsequent fiscal period. (See section 18-4-313(4), MCA.)

**PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
BACKGROUND INVESTIGATIONS**

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

MASTER PRICE AGREEMENT

American DataBank, LLC

Utah Contract Number: MA053

(hereinafter "Contractor")

And

State of Montana

(hereinafter "Participating State")

Page 2 of 4

VENUE: This solicitation is governed by the laws of Montana. The parties agree that any litigation concerning this bid, request for proposal, limited solicitation, or subsequent contract, must be brought in the First Judicial District in and for the County of Lewis and Clark, State of Montana, and each party shall pay its own costs and attorney fees. (Section 18-1-401, MCA.)

4. Purposely Left Blank

5. Primary Contacts: The primary contact for this participating addendum is as follows (or their named successors):

Rick Dorvall
State/Political Entity: Montana
Address: 125 North Roberts St.
City, State, Zip: Helena, MT 59620
Phone: 406-444-3366
Fax: 406-444-2529
Email: rickdorvall@mt.gov

Lead State

Name	Jennifer Porter
Address	Utah Division of Purchasing & General Services 3150 State Office Building, Capitol Hill Salt Lake City, UT 84114
Telephone	801-538-3064
Fax	801-538-3882
E-mail	jenniferporter@utah.gov

Contractor

Name	Susan Bourdelais
Address	American DataBank, LLC 910 16 th Street, 5 th Floor Denver, CO 80202
Telephone	800-200-0853
Fax	303-565-5091
E-mail	cs@americandatabank.com

**PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
BACKGROUND INVESTIGATIONS
Administered by the State of Utah (hereinafter "Lead State")**

**MASTER PRICE AGREEMENT
American DataBank, LLC
Utah Contract Number: MA053
(hereinafter "Contractor")
And
State of Montana
(hereinafter "Participating State")**

Page 3 of 4

<u>Participating Entity</u>	
Name	State of Montana
Address	125 North Roberts, Mitchell Bldg. Rm 165, Helena, MT 59620
Telephone	406-444-3366
Fax	406-444-2529
E-mail	rickdorvall@mt.gov

6. Purposely Left Blank

7. Purchase Order Instructions:

All orders should contain the following (1) Mandatory Language "PO is subject to WSCA Contract # MA053".

8. Price Agreement Number:

All purchase orders issued by purchasing entities within the jurisdiction of this participating addendum shall include the price agreement number: MA053.

This Participating Addendum and the Master Price Agreement number MA053 (administered by the State of Utah) 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.

9. Purposely Left Blank.

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

PARTICIPATING ADDENDUM
WESTERN STATES CONTRACTING ALLIANCE
BACKGROUND INVESTIGATIONS
Administered by the State of Utah (hereinafter "Lead State")

MASTER PRICE AGREEMENT
American DataBank, LLC
Utah Contract Number: MA053
(hereinafter "Contractor")
And
State of Montana
(hereinafter "Participating State")

Participating State: Montana	Contractor: <i>AMERICAN DATABANK</i>
By: <i>Marvin Eicholtz</i>	By: <i>Susan Bourdelais</i>
Name: Marvin Eicholtz	Name: <i>SUSAN BOURDELAIS</i>
Title: Administrator	Title: <i>DIRECTOR, BUSINESS DEVELOPMENT</i>
Date: <i>9/16/2011</i>	Date: <i>9/6/2011</i>

[Additional signatures as required by Participating State]