

**PARTICIPATING ADDENDUM
WSCA-NASPO COOPERATIVE PURCHASING PROGRAM
Online Surplus Auction Services
Administered by the State of New Mexico (hereinafter "Lead State")**

MASTER AGREEMENT
Gov Deals, Inc
Master Agreement No: 40-000-14-00059
(hereinafter "Contractor")

And

State of Iowa (hereinafter "Participating State")
Participating State Master Agreement Number 16233

1. Scope: This addendum covers the Online Surplus Auction Services led by the State of New Mexico for use by state agencies and other entities located in the Participating State authorized by that state's statutes to utilize Participating State contracts with the prior approval of the state's chief procurement official.
2. Participation: Use of specific WSCA-NASPO cooperative contracts by agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use Participating State contracts are subject to the prior 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.
3. Order of Precedence:
 1. A Participating State's Participating Addendum ("PA"); A Participating State's Participating Addendum shall not diminish, change, or impact the rights of the Lead State with regard to the Lead State's contractual relationship with the Contract Vendor under the Terms of Lead State's NASPO ValuePoint Master Agreement
 2. Lead State's NASPO ValuePoint Master Agreement (includes negotiated Terms & Conditions)
 3. The Solicitation including all Addendums; and
 4. Contract Vendor's response to the Solicitation.

These documents shall be read to be consistent and complementary. Any conflict among these documents shall be resolved by giving priority to these documents in the order listed above. Contract Vendor terms and conditions that apply to the Master Agreement are only those that are expressly accepted by the Lead State and must be in writing and attached to the Master Agreement as an Exhibit or Attachment. No other terms and conditions shall apply, including terms and conditions listed in the Contract Vendor's response to the Solicitation, or terms listed or referenced on the Contract Vendor's website, in the Contract Vendor quotation/sales order or in similar documents subsequently provided by the Contract Vendor. The solicitation language prevails unless a mutually agreed exception has been negotiated.

4. Participating State Modifications or Additions to Master Agreement:
 - A. Reports: The Contractor shall submit quarterly reports to the Participating State Contract Administrator showing all sales made quarterly against this Participating Addendum within the State of Iowa. Such reports will show the quantities and dollar volume of purchases by each Purchaser.

- B. Administrative Fee: Without affecting the approved Product or Service prices or discounts specified in the Master Agreement and this Participating Addendum, the State of Iowa shall be entitled to receive a one percent (1.00%) administrative fee on all net sales made within the State of Iowa against this agreement. The administration fee due to the State of Iowa shall be paid quarterly by Contractor directly to the Participating State, made payable to the "Iowa Department of Administrative Services".

Send to:
 State of Iowa – DAS/Central Procurement Bureau
 Attention: DAS – CPFSE COO
 1305 E. Walnut St.
 Des Moines, IA50319

<u>Schedule:</u>	
<u>Quarter Ending</u>	<u>Report Due</u>
March 31	April 30
June 30	July 31
September 30	October 31
December 31	January 31

5. Primary Contacts: The primary contact individuals for this Participating Addendum are as follows (or their named successors):

<u>Contractor</u>	
Name	Roger Gravley
Address	100 Capitol Commerce Boulevard, Suite 110
Telephone	800-613-0156
Fax	1-334-387-0519
E-mail	vendor@govdeals.com

<u>Participating Entity</u>	
Name	Steve Oberbroeckling
Address	1305 E. Walnut, Des Moines, IA 50319
Telephone	515-725-2090
E-mail	Steve.Oberbroeckling@iowa.gov

6. Subcontractors: All [contractor] dealers and resellers authorized in the State of Iowa, as shown on the dedicated [**contractor**] (cooperative contract) website, are approved to provide sales and service support to participants in the WSCA-NASPO Master Price Agreement. The [**contractors**] dealer's participation will be in accordance with the terms and conditions set forth in the aforementioned Master Agreement.
7. Orders: Any Order placed by a Participating Entity or Purchasing Entity for a Product and/or Service available from this Master Agreement shall be deemed to be a sale under (and governed by the prices and other terms and conditions) of the Master Agreement unless the parties to the Order agree in writing that another contract or agreement applies to such Order.
8. Terms: The Participating State is agreeing to the terms of the Master Agreement only to the extent the terms are not in conflict with applicable law.

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

Participating State: IOWA	Contractor:
By: <i>Steven D Oberbroeckling</i> <small>Digitally signed by Steven D. Oberbroeckling DN: cn=Steven D. Oberbroeckling, o=State of Iowa, ou=DAS Procurement, email=Steve.Oberbroeckling@iowa.gov, c=US Date: 2016.04.08 13:14:41 -05'00'</small>	By: <i>Roger Gravley</i>
Name: Steve Oberbroeckling	Name: Roger Gravley
Title: Purchasing Agent III	Title: President
Date: 08 APR 2016	Date: 4-11-2016