

# PARTICIPATING ADDENDUM

## MEMORANDUM OF UNDERSTANDING

### **Program Management & Support Services Partnership for Assessment of Readiness for College & Career (PARCC)**

Proposal No: 7548713 (hereinafter "Contract")  
Administered by the State of Rhode Island

PARCC, Inc. (hereinafter "Contractor")

And

State of Ohio

Department of Administrative Services

On behalf of

Ohio Department of Education

(Hereinafter "State of Ohio")

This Memorandum of Understanding documents the agreement between the State of Ohio and Contractor. The Memorandum of Understanding shall be effective as of the earliest date on which both the State of Ohio and Contractor have executed it.

1. Scope: This Memorandum of Understanding between Contractor and the State of Ohio is to set forth the terms and conditions for, and to memorialize the State of Ohio's participation in, the State of Rhode Islands' cooperative contract entitled "Program Management and Support Services Partnership for Assessment of Readiness for College & Career" (hereinafter referred to as "RI PARCC Contract").
2. Participation: Pursuant to Section 125.022 of the Ohio Revised Code, the State of Ohio agrees to participate in the RI PARCC Contract administered by the State of Rhode Island on behalf of the State of Rhode Island Department of Education. The State of Rhode Island requested proposals through a competitive negotiation for the RI PARCC Contract that opened on 6/02/14. Contractor was determined to be the highest ranking offeror by the State of Rhode Island. Subject to the terms of this Memorandum of Understanding executed by the parties, the State of Ohio accepts the offer of Contractor as negotiated by the State of Rhode Island and as amended herein.
3. Terms and Conditions: The terms and conditions of the RI PARCC Contract are incorporated into this Memorandum of Understanding. Except as noted in Paragraph 4 below, Contractor agrees to the terms and conditions of the State of Ohio Department of Administrative Services, General Services Division, Office of Procurement Services, Group Purchasing Standard Contract Terms and Conditions (Rev. 10/2013), which are incorporated into this Participating Addendum ("Ohio Terms"). Contractor may access the OH Terms via this link: [Group Purchasing Standard Terms and Conditions](#).
4. Exceptions: The parties agree to the following exception to the Ohio Terms:
  - a. The first sentence of Article I, Paragraph (C)(1)(j) - Termination, Effectiveness, Contractor Responsibilities, shall be deleted and replaced with the following sentence:

The notice of termination whether for cause or without cause will be effective as soon as Contractor receives it, except in the case of a termination for convenience, where sixty (60) day notice is required.
  - b. Article II, Section B - Liquidated Damages is hereby deleted in its entirety.
5. Order of Priority. If there is any conflict between the RI PARCC Contract and the OH Terms, the terms and conditions of the RI PARCC Contract will prevail. However, the following Sections of the OH Terms shall govern: Article IV, Section C (Indemnity), Article IV, Section D (Limitation of Liability), Article V, Section K (Governing Law) and Article I, Section C (as amended by Paragraph 4 above). Notwithstanding anything to the contrary, all pricing shall be governed solely by the terms of the RI PARCC Contract.
5. Entire Agreement: This Memorandum of Understanding constitutes the entire agreement between the parties with regard to the subject matter hereof and supersedes all prior agreements, understandings and representations.
6. Primary Contacts: The primary contact individuals for this Memorandum of Understanding are as follows:

Contractor

Name	PARCC, Inc.
Address	1747 Pennsylvania Avenue NW 6 <sup>th</sup> Floor, Washington, DC 20006
Telephone	(202) 748-8092
Fax	
E-mail	<a href="mailto:jjanulis@parcconline.org">jjanulis@parcconline.org</a>

State of Ohio

Name	State of Ohio
Address	4200 Surface Road, Columbus, Ohio 43228
Telephone	(614) 644-6761
Fax	(614) 485-1056
E-mail	<a href="mailto:alice.ewing@das.ohio.gov">alice.ewing@das.ohio.gov</a>

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

<b>STATE OF OHIO</b> <b>Department of Administrative Services:</b>	<b>Contractor:</b>
By:	By:
Name:	Name:
Title:	Title:
Date:	Date: