

NJPA PROGRAM ADDENDUM

This NJPA Program Addendum is attached to, and made a part of, the Corporate Purchasing Agreement ("CPA") dated as of April 1, 2010 by and between the state of Ohio, Department of Administrative Services (DAS) ("Buyer") and Staples Contract & Commercial, Inc., operating as Staples Advantage ("Staples"). This NJPA Program Addendum is made effective as of April 1, 2010 ("NJPA Program Addendum Effective Date"). All capitalized terms used herein shall have the meaning assigned to them in the CPA, unless otherwise defined herein.

WHEREAS, Buyer, a member of NJPA (as defined below), and Staples desire to enter into an agreement pursuant to which Buyer will participate in the Staples NJPA Purchasing Program to purchase Products (as defined below).

NOW, THEREFORE, in consideration of the foregoing mutual promises and covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereto agree as follows:

1.0 **Definitions.**

- 1.1 **NJPA.** The National Joint Powers Alliance is a service cooperative organized under Minnesota Statute § 123A.21 and which is authorized to provide cooperative purchasing services to its members.
- 1.2 **Office Supplies Program.** Office supply and related items offered for sale by Staples to NJPA members that are included in the NJPA purchasing program for office and classroom related supplies pursuant to IFB award # 072005.
- 1.3 **Other Items.** Items and/or services including, but not limited to promotional products, print and digital copy products and services, custom stamps, specialty wholesaler items, specials, items that have no Staples SKU, items that are technology items or other items that have no manufacturer's list price, and items that have quantity sensitive pricing.
- 1.4 **Products.** All items included in the Office Supplies Program and Other Items that the Buyer purchases from Staples.

2.0 **Buyer Representations and Warranties.** Buyer hereby represents and warrants that:

- 2.1 it is a governmental entity as defined in Minnesota Statute 471.59;
- 2.2 it is and will maintain its NJPA membership during the Term of this Agreement;
- 2.3 it has the local legal ability to recognize and participate in joint exercise of powers activities under the applicable state and federal procurement laws;
- 2.4 as a member of the NJPA, Buyer has agreed to participate in the NJPA Office Supplies Program;
- 2.5 Buyer has elected to negotiate its own pricing terms with Staples for the Office Supplies Program in accordance with the terms of said program.

3.0 **Prices.**

- 3.1 The NJPA Price List is comprised of items offered by Staples which are included in the NJPA Office Supplies Program. All Products (other than Proprietary Products and Sourced Items) are net priced. Pricing for the assortment of Products included in the Office Supplies Program are available at the time of purchase on www.StaplesLink.com. The NJPA Price List that Buyer will have access to is attached hereto as Attachment #1 ("NJPA Price List").

4.0 **Adoption of Contract Instrument**

Staples Contract & Commercial, Inc., operating as Staples Advantage ("Staples") and the state of Ohio Department of Administrative Services (DAS) agree that the purchase of Office Supplies as defined above from Staples by the state of Ohio under the authority of the National Joint Powers Alliance (NJPA) will be governed by the Terms and Conditions, Supplemental Terms and Conditions, Special Terms and Conditions and all prices as set forth in state of Ohio contract SR900810, Contract Index GPC005, effective April 1, 2010.

IN WITNESS WHEREOF, the Parties have executed this NJPA Program Addendum under seal as of the NJPA Program Addendum Effective Date first written above.

STATE OF OHIO DEPARTMENT OF ADMINISTRATIVE SERVICES (DAS)

By its authorized agent:

Hugh Quill
(Signature)

Name: HUGH Quill

Title: DIRECTOR, DAS

Date: 3-4-10

Address for Notices:

State of Ohio DAS Office of Procurement Services
4200 Surface Road
Columbus, OH 43228
ATTN: Walter Schneider
Telephone: 614 644 5151
Facsimile: 614 644 1785
Email: walter.schneider@das.state.oh.us

STAPLES CONTRACT & COMMERCIAL, INC.

By its authorized agent:

Joseph G. Doady
(Signature)

Name: Joseph G. Doady

Title: President, NAD

Date: 3/2/2010

Address for Notices:

Staples Contract & Commercial, Inc.
500 Staples Drive
Framingham, MA 01702
ATTN: Jack Roettenberger
Telephone: 800-693-9900 x 403
Facsimile: 248-465-1529
Email: Jack.Roettenberger@staples.com
with a copy to: General Counsel (Ref: [Company])

