

PARTICIPATING ADDENDUM
To Western States Contracting Alliance (WSCA)
MASTER PRICE AGREEMENT AR-233
With **Cisco Systems, Inc.**
FOR DATA COMMUNICATIONS EQUIPMENT
Between
EmbarkIT, Inc. (Subcontractor)
And
The State of Iowa

1. Scope

This agreement is made between the State of Iowa and EmbarkIT, Inc. (Subcontractor), located at 1303 – 50th St., Ste 100, W. Des Moines, IA. Subcontractor agrees to all terms and conditions of the WSCA Master Price Agreement AR233 with Cisco Systems, Inc. and to all terms and conditions of the State of Iowa's Participating Addendum to same, both of which are incorporated herein by reference. This agreement is contingent upon continued authorization by Cisco Systems, Inc. for Subcontractor to act as an order fulfillment agent to AR1471 and Iowa's continued acceptance of Subcontractor, evidenced by the latest Participating Addendum between the state and Cisco Systems, Inc. The term of this agreement otherwise will be coterminous with the WSCA Master Price Agreement, and Iowa's Participating Addendum, with Cisco Systems, Inc. The state reserves the right to terminate this agreement for convenience.

Within the State of Iowa, all state agencies, state facilities, cities, counties or education entities or any entity funded in part with tax dollars, are eligible purchasers and authorized to purchase products and services under the terms of this agreement in lieu of a separate competitive selection process.

2. Changes:

- a) Without affecting the approved product prices or discounts specified in the WSCA Master Price Agreement, the Subcontractor shall provide to the State of Iowa a 1.00% Administrative Fee on all sales made within the State of Iowa against this agreement. The Administrative Fee is to be paid quarterly to The Iowa Department of Administrative Services, General Services Enterprise – Purchasing, Attn: Debbie O'Leary, Administrator, Hoover State Office Building, Level A, Des Moines, IA 50319.
- b) The Subcontractor shall provide an electronic detailed quarterly report on all sales made against this agreement within the State of Iowa to the State's primary contact below. The report file format shall be Microsoft Excel compatible format. The report at minimum shall include the date of sale, customer name and address, product description, part numbers, quantity, invoice number, unit and extended invoice prices.
- c) Subcontractor's stated prices on the Subcontractor's or Cisco's special State of Iowa WSCA web site for Cisco Products shall be discounted using the discounts and price lists approved and agreed to with WSCA under the Master Price Agreement. The stated discounts are considered to be the minimum discount offered. The Subcontractor may offer, within written quotes, a higher discount than the approved minimum discount for volume purchases or for competitive reasons.

3. Primary Contacts:

The primary participating entity contact for this participating addendum is as follows:

Name: Ashley Super, Purchasing Agent III
Participating Entity: State of Iowa
Iowa Department of Administrative Services
Address: General Services Enterprise
Hoover State Office Building, Level A
Des Moines, IA 50319
Phone/Fax: 515-281-7073; 515-242-5974
E-Mail: Ashley.Super@iowa.gov

The primary Subcontractor contact for this participating addendum is as follows:

Subcontractor: EmbarkIT, Inc
Contact Name: Glenna Ross
Address: 1305 50th Street, Suite 100
West Des Moines, IA 50266
Phone/Fax: 515-440-1451 / 515-440-1455
E-mail: glenna@embarkit.com

4. Ordering and Payments

All payments and orders are to be submitted direct to Subcontractor.
All purchase orders must specify part numbers and reference contract AR-233.

This participating addendum, the state's participating addendum with Cisco and the WSCA Master Price Agreement Number AR-233, (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 Master 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.

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

State of Iowa

Name: Debbie O'Leary
Title: Administrator, DAS GSE Procurement
Signature: *Debbie O'Leary*
Date: 12/29/08

EmbarkIT, Inc

Name: *Anita Messerschmidt*
Title: *Owner*
Signature: *Anita Messerschmidt*
Date: 12/29/2008