

**AMENDMENT #2 TO
MASTER AGREEMENT #PO-10700-00012990**

This is Amendment #2 to Master Agreement #PO-10700-00012990 ("Amendment #2"), dated as of December 8, 2022, made between the State of Oregon, acting by and through its Department of Administrative Services, Enterprise Goods and Services, Procurement Services ("DAS PS"), on behalf of the member states of the NASPO ValuePoint Cooperative Purchasing Program and ODP Business Solutions, LLC ("Contractor"). This Amendment #2 is effective as December 8, 2022.

RECITALS

WHEREAS, DAS PS and Contractor are parties to that certain Master Agreement #PO-10700-00012990, dated as of December 8, 2022, ("Master Agreement"); and

WHEREAS, the parties acknowledge and agree that the special handling fee for orders under \$25.00 does not apply to the NASPO ValuePoint Fee.

NOW THEREFORE, in consideration of the mutual covenants set forth herein, the parties agree as follows:

AMENDMENT

Exhibit 1 of the Master Agreement is amended as follows (new language is indicated by **underlining and bold** and deleted language is indicated by ~~strikethrough~~):

5. NASPO ValuePoint Provisions

5.1 Applicability. NASPO ValuePoint is not a party to the Master Agreement. The terms set forth in Section 5 are for the benefit of NASPO ValuePoint as a third-party beneficiary of this Master Agreement.

5.2 Administrative Fees

5.2.1 NASPO ValuePoint Fee. Contractor shall pay to NASPO ValuePoint, or its assignee, a NASPO ValuePoint Administrative Fee of one-quarter of one percent (0.25% or 0.0025) no later than sixty (60) days following the end of each calendar quarter. The NASPO ValuePoint Administrative Fee must be submitted quarterly and is based on all sales of Goods under the Master Agreement (less any charges for taxes, ~~or shipping~~, **and the special handling fee for Orders under \$25.00**). The NASPO ValuePoint Administrative Fee is not negotiable. This fee is to be included as part of the pricing submitted with a vendor's response to the Lead State's solicitation.

5.2.2 State Imposed Fees. Some states may require an additional fee be paid directly to the state on purchases made by Purchasing Entities within that state. For all such requests, the fee rate or amount, payment method and schedule for such reports and payments will be incorporated into the applicable Participating Addendum. Unless agreed to in writing by the state, Contractor may not adjust the Master Agreement pricing to include the state fee for purchases made by Purchasing Entities within the jurisdiction of the state. No such agreement will affect the NASPO ValuePoint

Administrative Fee percentage or the prices paid by Purchasing Entities outside the jurisdiction of the state requesting the additional fee.

Pay Equity. As required by ORS 279B.235, Contractor shall comply with ORS 652.220 and not unlawfully discriminate against any of its employees in the payment of wages or other compensation for work of comparable character on the basis of an employee's membership in a protected class. "Protected class" means a group of persons distinguished by race, color, religion, sex, sexual orientation, national origin, marital status, veteran status, disability, or age. Contractor's compliance with this section is a material term of this Price Agreement, and Contractor's failure to comply constitutes a breach entitling Agency to terminate this Price Agreement for cause.

Except as expressly amended above, all other terms and conditions of the Price Agreement are still in full force and effect. Contractor certifies that the representations, warranties and certifications contained in the Price Agreement are true and correct as of the effective date of this amendment and with the same effect as though made at the time of execution of the Amendment.

Certification: By signature on this amendment for Contractor, the undersigned hereby certifies under penalty of perjury that the undersigned is authorized to act on behalf of Contractor and that Contractor is, to the best of the undersigned's knowledge, not in violation of any Oregon Tax Laws. For purposes of this certification, "Oregon Tax Laws" means a state tax imposed by ORS 305.380(4), ORS 320.005 to 320.150 and 403.200 to 403.250 and ORS chapters 118, 314, 316, 317, 318, 321 and 323 and the elderly rental assistance program under ORS 310.630 to 310.706 and local taxes administered by the Department of Revenue under ORS 305.620.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives as of the day and year last written below.

Approval Signatures:

ODP Business Solutions, LLC
Federal Tax ID: 86-2161688

Signature and Date: Brian Abromovage 3/20/2023

Printed Name and Title: Brian Abromovage VP, BSD



The State of Oregon, acting by and through its Department of Administrative Services, Enterprise Goods and Services, Procurement Services

Signature and Date: Keri Ashford 3/20/2023

Printed Name and Title: Keri Ashford, State Procurement Analyst

Approved for Legal Sufficiency Pursuant to ORS 291-047: N/A