

AMENDMENT 2 STATE OF UTAH COOPERATIVE CONTRACT

This Amendment 2 to State of Utah Cooperative Contract ("**Amendment 2**") is made and entered into as of May 1, 2022 ("**Amendment 2 Effective Date**") between ODP Business Solutions, LLC, a Delaware limited liability company ("**ODP BSD**"), as successor-in-interest to Office Depot, LLC, and State of Utah Division of Purchasing ("**Customer**").

WHEREAS ODP BSD and Customer are parties to that certain State of Utah Cooperative Contract #PD2454, dated as of December 21, 2021 (the "**Agreement**"); and

WHEREAS, ODP BSD and Customer desire to amend the Agreement on the terms and conditions as provided herein; and

WHEREAS, the parties hereto agree that the Agreement is amended as stated herein and that this Amendment 2 shall be incorporated into the Agreement and made a part thereof.

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

1. The following terms and conditions of the Agreement shall be amended:
 - a. All references in the Agreement to "SPC" or "Store Purchasing Card" shall be deleted.
 - b. In Attachment B of the Agreement, Section A, Subsection 2.b Ordering, and Section A, Subsection 3.a.vi Delivery shall be deleted in their entirety.
 - c. The following shall be added to the Agreement:

"RETAIL LOCATIONS. Purchasing State's selected employees will be eligible to purchase or pick up, where available, products for business use in U.S.-based retail locations of Office Depot, Inc. (the "Retail Locations"). The terms and conditions in connection therewith are as follows:

- a. If Purchasing State and/or its employees place the order(s) on www.odpbusiness.com, and elect to pick up the order at the Retail Location, then the price charged for the product(s) within such order shall be in accordance with the pricing terms and conditions set forth in this Agreement. Purchases will be invoiced and submitted to Purchasing State in accordance with the invoicing and payment terms set forth herein.
- b. For purchases made within the Retail Location, Purchasing State and/or its employees may receive a discount off the price of the product(s) as set forth in the applicable Retail Location. Purchases must be paid for at the time of purchase and will not be priced in accordance with the terms of this Agreement.

In connection with purchases made via (a) or (b) above, coupons may not be used."

2. Capitalized terms not otherwise defined in this Amendment 2 shall have the same meaning as set forth in the Agreement. This Amendment 2 may be executed in any number of multiple counterparts, each of which shall be deemed an original, but all of which together constitute one and the same instrument. Facsimile signatures will be considered original signatures. Any provision not specifically modified by this Amendment 2 shall remain in full force and effect. If any provision of this Amendment 2 conflicts with any of the provisions of the Agreement, then the provisions of this Amendment 2 shall govern and control.

IN WITNESS WHEREOF, the undersigned have executed this Amendment 2 as of the Amendment 2 Effective Date.

OFFICE DEPOT, LLC

By: Elizabeth Gray
Name: Elizabeth Gray
Title: Vice President
Date: 9/13/2022

DIVISION OF PURCHASING

By: Nick Hughes
Name: Nick Hughes
Title: Assistant Director
Date: 10/26/2022

ODP BUSINESS SOLUTIONS, LLC

By: Elizabeth Gray
Name: Elizabeth Gray
Title: Vice President
Date: 9/13/2022



Signature: Nick Hughes
Nick Hughes (Oct 26, 2022 14:22 MDT)
Email: nhughes@utah.gov