PARTICIPATING ADDENDUM
TIPS/TAPS

Audio Visual Equipment and Supplies

Administered by the State of Texas
(hereinafter "Lead State")

Master Agreement
Contract Number: 1121914

Identification: Online Technologies, Inc.
(hereinafter "Contractor")

and

State of Arkansas
(hereinafter "Participating State/Entity")

1. SCOPE: This addendum covers the TIPS/TAPS contract for Audio Visual Equipment and Supplies by the State of Texas for use by state agencies and other entities located in the State of Arkansas as authorized by that state's statutes to utilize cooperative contracts.

2. PARTICIPATION: All eligible purchasers within the State of Arkansas including local political subdivisions are authorized to purchase products and services under the terms and conditions of this participating addendum.

3. INDIVIDUAL CUSTOMER: Each state agency and political subdivision, as a Participating Entity, that purchase Audio Visual Equipment and Supplies will be treated as if they are Individual Customers. Except to the extent modified by the State of Arkansas Participating Addendum, each agency and political subdivision will be responsible to follow the terms and conditions of the Master Agreement; and they will have the same rights and responsibilities for their purchases as the Lead State has in the Master Agreement. Each agency and political subdivision will be responsible for their own charges, fees, and liabilities. Each agency and political subdivision will have the same rights to any indemnity or to recover any costs allowed in the contract for their purchases.

4. CHANGES: The following changes to the terms and conditions are as follows:

a. Payments and Invoice Provisions: Payment will be made in accordance with applicable State of Arkansas accounting procedures upon acceptance by the Agency. The State may not be invoiced in advance of delivery and acceptance of any products or services. Payment will be made only after the contractor has successfully satisfied the ordering agency as to the goods and/or services purchased or rented. Vendors should invoice the ordering agency by an itemized list of charges. Purchase Order Number and/or Contract Number should be referenced on each invoice.

Payments shall be submitted to the contractor at the address shown on the invoice. Payment shall be tendered to the contractor within thirty (30) days of the date of invoice. After the sixtieth (60th) day from the date of the invoice, unless mutually agreed to, interest shall be paid on the unpaid balance due to the contractor at the rate of one half of one percent per month in accordance with Arkansas Code Annotated §19-11-224. The procuring agency shall make a good-faith effort to pay within thirty (30) days after date of invoice. Payments may also be made via a Purchasing Entity's "Purchasing Card."

All invoices should be forwarded to:

Agency Name
Attention: Accounts Payable
Address
City, Arkansas Zip Code

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b. Purchase Order Instructions: All purchase entities issuing valid purchase orders will be bound by the terms and conditions of the TIPS/TAPS Master Agreement including, without limitation, the obligation to pay the contractor for products and/or services provided. The parties acknowledge and agree that orders submitted to the contractor from a purchasing entity through the purchasing entity's business procurement card are authorized purchase orders under the TIPS/TAPS Master Agreement.

c. Price Agreement Number: All purchase orders issued by the purchasing entities within the jurisdiction of this Participating Addendum shall include the TIPS/TAPS Contract #1121914, agency name, address, name of contact person and phone number.

d. Reporting: The vendor agrees to provide a quarterly report to the Arkansas primary contact within thirty (30) days following the quarter being reported. Reports should include the following data: agency name and address, product description, quantity, unit and extended prices.

e. Record Retention: The contractor shall be required to maintain all pertinent financial and accounting records and evidence pertaining to the contract in accordance with generally accepted principles of accounting and other procedures specified by the State of Arkansas. Access will be granted upon request, to State or Federal Government entities or any of their duly authorized representatives.

Financial and accounting records shall be made available, upon request, to the State of Arkansas' designee at any time during the contract period and any extension thereof, and for five (5) years from expiration date and final payment on the contract or extension thereof.

f. Delivery: Free On Board Destination

g. Taxes: Personal Property tax will not be charged to Arkansas state agencies.

h. Cancellation: The State may cancel this Participating Addendum by giving the contractor and TIPS/TAPS written notice of such cancellation thirty (30) days prior to the date of cancellation.

i. Governing Law: The laws of the State of Arkansas shall govern this agreement.

j. Venue and Jurisdiction: Venue for any claim, dispute, or action concerning an order placed against the contract shall be Pulaski County, Arkansas.

k. Sovereign Immunity: Nothing under this agreement or the Master Agreement shall be deemed or construed as a waiver of the State's right to sovereign immunity.

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5. PRIMARY CONTACTS: The primary contacts for this participating addendum are as follows (or their named successors):

Lead State

Name:	Kim Thompson
Address:	4845 US Highway 271 North Pittsburg, TX 75686
Telephone:	866-839-8477
E-Mail:	bids@tips-usa.com

Contractor

Company Name:	Online Technologies, Inc.
Contact Person	Becky Dively, Vice President
Address:	10307 Maumelle Blvd. North Little Rock, AR 72113
Telephone:	501-224-3906
Fax:	501-224-3916
E-Mail:	beckyd@onltech.com

Arkansas Contact

Company Name:	Online Technologies, Inc.	
Contact Person	Becky Dively, Vice President	
Address:	10307 Maumelle Blvd. North Little Rock, AR 72113	
Telephone:	501-224-3906	
Fax:	501-224-3916	
E-Mail:	beckyd@onltech.com	

Participating Entity

Name:	Tim O'Brien
Address:	State of Arkansas DFA-Office of State Procurement 1509 W. 7th Street, Suite 300 Little Rock, AR 72201
Telephone:	501-324-9320
E-Mail:	Timothy.O'Brien@dfa.arkansas.gov

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This Participating Addendum and Contract #1121914(administered by the State of Texas) 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 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 within the Participating State.

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

Participating State: State of Arkansas	Contractor:
By:	By:
Name: Randy Wright	Name: Becky Dively
Title: Assistant Administrator, DFA, OSP	Title: Vice President
Date:	Date: