

Purchase Order



State of West Virginia
 Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

PURCHASE ORDER NO.
SELECT07

PAGE
1

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CHANGE ORDER

SEE REVERSE SIDE FOR TERMS AND CONDITIONS

INVOICE TO

ALL STATE AGENCIES
 AND POLITICAL SUBDIVISIONS
 VARIOUS LOCALES AS INDICATED
 BY ORDER

AGENCY COPY

VENDOR

*121145148 800-527-6389
 SOFTWARE HOUSE INTERNATIONAL
 2 RIVERVIEW DRIVE
 SOMERSET NJ 08873

SHIPTO

ALL STATE AGENCIES
 AND POLITICAL SUBDIVISIONS
 VARIOUS LOCALES AS INDICATED
 BY ORDER

DATE PRINTED		TERMS OF SALE		FEIN/SSN	FUND
05/06/2007		NET 30		223009648	
SHIP VIA		F.O.B		FREIGHT TERMS	ACCOUNT NUMBER
BEST WAY		DESTINATION		PREPAID	MUL-MUL
LINE	QUANTITY	UOP	VENDOR ITEM NO.	UNIT PRICE	AMOUNT
	DELIVERY DATE	CAT. NO.	ITEM NUMBER		
<p>TO PROVIDE MICROSOFT PRODUCTS THROUGH A LARGE ACCOUNT RESELLER, ALL IN ACCORDANCE WITH THE MICROSOFT SELECT AGREEMENT 6.1 BETWEEN MICROSOFT AND THE STATE OF WEST VIRGINIA.</p> <p>EFFECTIVE: 07/01/2007 THROUGH 06/30/2008</p> <p>EFFECTIVE DATES SHALL BE REVISED UPON RECEIPT OF COMPLETED, REQUIRED FORMS BETWEEN MICROSOFT AND THE RESELLER TO ALLOW ACTUAL ORDERS TO BE PLACED. AGENCIES ARE TO CONTINUE USING SELECT04 FOR ORDER PLACEMENT UNTIL THE CHANGE ORDER TO ESTABLISH THE ACTUAL EFFECTIVE DATES FOR ORDERING ON THIS CONTRACT HAS BEEN COMPLETED.</p> <p>A NEW SELECT AGREEMENT MAY BE NEGOTIATED WITH MICROSOFT DURING THE LIFE OF THIS CONTRACT. THE TERMS AND CONDITIONS OF THE NEW AGREEMENT WILL SUPERCEDE THE TERMS AND CONDITIONS OF THE 6.1 AGREEMENT UPON THE MUTUAL WRITTEN CONSENT OF THE STATE AND THE SUCCESSFUL VENDOR. SUCH CONSENT SHALL BE PROCESSED AS A CHANGE ORDER TO THIS CONTRACT.</p>					
					<p>PURCHASING DIVISION CERTIFIED ENCUMBERED</p> <p>MAY 21 2007</p> <p><i>Beverly Toler</i></p>

IF APPROVAL AS TO FORM IS REQUIRED BY ATTORNEY GENERAL, CHECK HERE

FA 5/8/07

OPEN END

TOTAL

304-558-8802

JO ANN ADKINS

BY

Loren Ruppel 5/14/07
 PURCHASING DIVISION AUTHORIZED SIGNATURE

Dwayne Whyfield
 APPROVED AS TO FORM BY
 ASSISTANT ATTORNEY GENERAL

**GENERAL TERMS & CONDITIONS
PURCHASE ORDER/CONTRACT**

1. **ACCEPTANCE:** Seller shall be bound by this order and its terms and conditions upon receipt of this order.
2. **APPLICABLE LAW:** The laws of the State of West Virginia and the *Legislative Rules* of the Purchasing Division shall govern all rights and duties under the Contract, including without limitation the validity of this Purchase Order/Contract.
3. **NON-FUNDING:** All services performed or goods delivered under State Purchase Orders/Contracts are to be continued for the terms of the Purchase Order/Contract, contingent upon funds being appropriated by the Legislature or otherwise being made available. In the event funds are not appropriated or otherwise available for these services or goods, this Purchase Order/Contract becomes void and of no effect after June 30.
4. **COMPLIANCE:** Seller shall comply with all Federal, State and local laws, regulations and ordinances including, but not limited to, the prevailing wage rates of the WV Division of Labor.
5. **MODIFICATIONS:** This writing is the parties final expression of intent. No modification of this order shall be binding unless agreed to in writing by the Buyer.
6. **ASSIGNMENT:** Neither this Order nor any monies due, or to become due hereunder may be assigned by the Seller without the Buyer's consent.
7. **WARRANTY:** The Seller expressly warrants that the goods and/or services covered by this order will: {a} conform to the specifications, drawings, samples or other description furnished or specified by the Buyer {b} be merchantable and fit for the purpose intended and/or {c} be free from defect in material and workmanship.
8. **CANCELLATION:** The Director or Purchasing may cancel any Purchase Order/Contract upon 30 days written notice to the seller.
9. **SHIPPING, BILLING & PRICES:** Prices are those stated in this order. No price increase will be accepted without written authority from the Buyer. All goods or services shall be shipped on or before the date specified in this Order.
10. **LATE PAYMENTS:** Payments may only be made after the delivery of goods or services. Interest may be paid on late payments in accordance with the *West Virginia Code*.
11. **TAXES:** The State of West Virginia is exempt from Federal and State taxes and will not pay or reimburse such taxes.
12. **RENEWAL:** Any reference to automatic renewal is hereby deleted. The Contract may be renewed only upon mutual written agreement of the parties.
13. **BANKRUPTCY:** In the event the vendor / contractor files for bankruptcy protection, this contract is automatically null and void, and is terminated without further order.
14. **HIPAA Business Associate Addendum** - The West Virginia State Government HIPAA Business Associate Addendum (BAA), approved by the Attorney General, and available online at the Purchasing Division's web site (<http://www.state.wv.us/admin/purchase/vrc/hipaa.htm>) is hereby made part of the agreement. Provided that, the Agency meets the definition of a Covered Entity (45 CFR ü160.103) and will be disclosing Protected Health Information (45 CFR ü160.103) to the vendor.

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	IF MUTUAL CONSENT CAN NOT BE REACHED, THE CONTRACT WILL BE CANCELLED AND A NEW LAR WILL BE SELECTED THROUGH THE COMPETITIVE BID PROCESS.						
	THIS BLANKET OPEN-END STATEWIDE CONTRACT IS TO SUPPLY LICENSE FOR SOFTWARE TO ALL WEST VIRGINIA STATE AGENCIES AND POLITICAL SUBDIVISIONS.						
	THIS AWARDED IS PER THE FOLLOWING: REQUEST FOR QUOTATION DATED 2/15/2007 AND ALL SPECIFICATIONS AND ADDENDA THERETO. VENDOR'S BID DATED 4/10/2007						
0001	05/03/2007	EA	099-00-01-001		0.00000		
	FEE: LICENSE FOR SOFTWARE						
	EXHIBIT 3						
	LIFE OF CONTRACT: THIS CONTRACT BECOMES EFFECTIVE ON JULY 1, 2007 AND EXTENDS FOR A PERIOD OF ONE (1) YEAR OR UNTIL SUCH "REASONABLE TIME" THEREAFTER AS IS NECESSARY TO OBTAIN A NEW CONTRACT OR RENEW THE						

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TOTAL

JO ANN ADKINS

304-558-8802

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BY _____
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	<p>ORIGINAL CONTRACT. THE "REASONABLE TIME" PERIOD SHALL NOT EXCEED TWELVE (12) MONTHS. DURING THIS "REASONABLE TIME" THE VENDOR MAY TERMINATE THIS CONTRACT FOR ANY REASON UPON GIVING THE DIRECTOR OF PURCHASING 30 DAYS WRITTEN NOTICE.</p> <p>UNLESS SPECIFIC PROVISIONS ARE STIPULATED ELSEWHERE IN THIS CONTRACT DOCUMENT, THE TERMS, CONDITIONS AND PRICING SET HEREIN ARE FIRM FOR THE LIFE OF THE CONTRACT.</p> <p>RENEWAL: THIS CONTRACT MAY BE RENEWED UPON THE MUTUAL WRITTEN CONSENT OF THE SPENDING UNIT AND VENDOR, SUBMITTED TO THE DIRECTOR OF PURCHASING THIRTY (30) DAYS PRIOR TO THE EXPIRATION DATE. SUCH RENEWAL SHALL BE IN ACCORDANCE WITH THE TERMS AND CONDITIONS OF THE ORIGINAL CONTRACT AND SHALL BE LIMITED TO TWO (2) ONE (1) YEAR PERIODS.</p> <p>CANCELLATION: THE DIRECTOR OF PURCHASING RESERVES THE RIGHT TO CANCEL THIS CONTRACT IMMEDIATELY UPON WRITTEN NOTICE TO THE VENDOR IF THE COMMODITIES AND/OR SERVICES SUPPLIED ARE OF AN INFERIOR QUALITY OR DO NOT CONFORM TO THE SPECIFICATIONS OF THE BID AND CONTRACT HEREIN.</p>						

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LINE	QUANTITY DELIVERY DATE	UOP CAT.NO	VENDOR ITEM NO. ITEMNUMBER	UNIT PRICE	AMOUNT
<p>OPEN MARKET CLAUSE: THE DIRECTOR OF PURCHASING MAY AUTHORIZE A SPENDING UNIT TO PURCHASE ON THE OPEN MARKET, WITHOUT THE FILING OF A REQUISITION OR COST ESTIMATE, ITEMS SPECIFIED ON THIS CONTRACT FOR IMMEDIATE DELIVERY IN EMERGENCIES DUE TO UNFORESEEN CAUSES (INCLUDING BUT NOT LIMITED TO DELAYS IN TRANSPORTATION OR AN UNANTICIPATED INCREASE IN THE VOLUME OF WORK.)</p> <p>QUANTITIES: QUANTITIES LISTED IN THE REQUISITION ARE APPROXIMATIONS ONLY, BASED ON ESTIMATES SUPPLIED BY THE STATE SPENDING UNIT. IT IS UNDERSTOOD AND AGREED THAT THE CONTRACT SHALL COVER THE QUANTITIES ACTUALLY ORDERED FOR DELIVERY DURING THE TERM OF THE CONTRACT, WHETHER MORE OR LESS THAN THE QUANTITIES SHOWN.</p> <p>ORDERING PROCEDURE: SPENDING UNIT(S) SHALL ISSUE A WRITTEN STATE CONTRACT ORDER (FORM NUMBER WV-39) TO THE VENDOR FOR COMMODITIES COVERED BY THIS CONTRACT. THE ORIGINAL COPY OF THE WV-39 SHALL BE MAILED TO THE VENDOR AS AUTHORIZATION FOR SHIPMENT, A SECOND COPY MAILED TO THE PURCHASING DIVISION, AND A THIRD COPY RETAINED BY THE SPENDING UNIT.</p>					

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<p>BANKRUPTCY: IN THE EVENT THE VENDOR/CONTRACTOR FILES FOR BANKRUPTCY PROTECTION, THIS CONTRACT IS AUTOMATICALLY NULL AND VOID, AND IS TERMINATED WITHOUT FURTHER ORDER.</p> <p>THE TERMS AND CONDITIONS CONTAINED IN THIS CONTRACT SHALL SUPERSEDE ANY AND ALL SUBSEQUENT TERMS AND CONDITIONS WHICH MAY APPEAR ON ANY ATTACHED PRINTED DOCUMENTS SUCH AS PRICE LISTS, ORDER FORMS, SALES AGREEMENTS OR MAINTENANCE AGREEMENTS, INCLUDING ANY ELECTRONIC MEDIUM SUCH AS CD-ROM.</p> <p>REV. 04/11/2001</p> <p>VENDOR'S CONTACT INFORMATION: ERIK SCHROEDER 2 RIVERVIEW DRIVE SOMERSET, NJ 08873 PHONE: 732-764-8888 FAX: 732-764-8889</p>					
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% Discount below Microsoft's Est. Retail	20.25%
World Wide Fulfillment Media Cost per CD	\$ 21.50
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SIGNATURE _____				DATE _____	

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