NASPO ValuePoint
PARTICIPATING ADDENDUM

CLOUD SOLUTIONS 2016-2026
Led by the State of Utah

NASPO ValuePoint

Master Agreement #: AR3110

Contractor: **WELLSKY CORPORATION**

Participating Entity: **STATE OF RHODE ISLAND, EXECUTIVE OFFICE OF HEALTH AND HUMAN SERVICES**

The following products or services are included in this contract portfolio:

- *All products and accessories listed on the Contractor page of the NASPO ValuePoint website.*

The following products or services are not included in this agreement:

- *None identified.*

Master Agreement Terms and Conditions:

1. Scope: This addendum covers ***Cloud Solutions*** led by the State of *Utah* for use by state agencies and other entities located in the Participating State authorized by that State's statutes to utilize State contracts with the prior approval of the State's Chief Procurement Official.

2. Participation: This NASPO ValuePoint Master Agreement may be used by the signatory agencies of this agreement. All other state agencies, institutions of higher institution, political subdivisions and other entities authorized to use statewide contracts in the State of *Rhode Island with the written permission of the State Procurement Agent*.

3. Access to Cloud Solutions Services Requires State CIO Approval: Unless otherwise stipulated in this Participating Addendum, specific services accessed through the NASPO ValuePoint cooperative Master Agreements for Cloud Solutions by state executive branch agencies are subject to the authority and prior approval of the State Chief Information Officer's Office. The State Chief Information Officer means the individual designated by the state Governor within the Executive Branch with enterprise-wide responsibilities for leadership and management of information technology resources of a state.

4. Primary Contacts: The primary contact individuals for this Participating Addendum are as follows (or their named successors):

Contractor Contacts:

Name:	Vince Vecchiarelli
Address:	11300 Switzer Road, Overland Park, KS 66210
Telephone:	913-307-1162
Fax:	913-871-9571
Email:	Vince.vecchiarelli@wellsky.com

Participating Entity Contacts:

Agency:	RI Executive Office of Health and Human Services (Re: Person Centered Options Counseling, Advanced Reporting)
Name:	Ann Martino
Address:	RI Executive Office of Health and Human Services, 3 West Road, Cranston, RI 02920
Telephone:	401-462-0858
Fax:	n/a
Email:	ann.martino@ohhs.ri.gov

Agency:	RI Office of Healthy Aging, Department of Human Services (Re: Aging & Disability, Adult Protective Services)
Name:	Michelle Szylin
Address:	RI Office of Healthy Aging, Department of Human Services, Bldg. #57, 2nd Floor, 25 Howard Ave, Cranston, RI 02920
Telephone:	401-462-0546
Fax:	n/a
Email:	Michelle.Szylin@oha.ri.gov

5. Participating Entity Modifications Or Additions To The Master Agreement

These modifications or additions apply only to actions and relationships within the Participating Entity.
Participating Entity must check one of the boxes below.

[___] No changes to the terms and conditions of the Master Agreement are required.

[X] The following changes are modifying or supplementing the Master Agreement terms and conditions.

1. Order of Precedence: This Participating Addendum is subject to:

   a) The Rhode Island "State Purchases Act", R. I. Gen. Laws § 37-2-1, et seq., the Rhode Island Procurement Regulations and the Rhode Island General Conditions of Purchase

and Addendum A –General Insurance Requirements, incorporated herein by reference, located at https://rules.sos.ri.gov/regulations/part/220-30-00-13 and https://www.ridop.ri.gov/rules-regulations/ (General Conditions and Addendum A as revised by the parties); inclusive of State of Rhode Island Agency Requirements in Addendum F.

Addendum A – General Insurance Requirements (as modified by Addendum F)
Addendum B – Information Security Requirements not applicable
Addendum C – not applicable
Addendum D – Federal Requirements (EOHHS)
Addendum E – EOHHS BAA
Addendum F – EOHHS Supplemental Terms & Conditions

c) NASPO ValuePoint Master Agreement Terms and Conditions, including all Exhibits ("Master Agreement");

d) An Order Form issued pursuant to the Master Agreement for *Executive Office of Health and Human Services – see Exhibit D - EOHHS Order Form*

e) The Solicitation, RFP CH16012, NASPO ValuePoint Cloud Solutions;

f) The Contractor's response to the Solicitation, as revised (if permitted) and accepted by the Lead State; and,

g) The Contractor's Supplemental Documents, including all Attachments such as Leases, EULA's, Maintenance Service Level Agreements, Managed Print Services (MPS) Service Level Agreement, etc.

These documents shall be read to be consistent and complementary. Any conflict among these documents shall be resolved by giving priority to these documents in the order listed above except as set forth herein. For the avoidance of doubt, if two documents have a similar clause, but the clauses do not conflict, the clauses shall be read together. Any language that violates the State or Purchasing Entity's Constitution or law will be deemed void, and of no force and effect.

2. Rhode Island MPA 1% Administrative Fee:

In 2017 the General Assembly amended the "State Purchases Act", R. I. Gen. Laws § 37-2-12 (b) to authorize the Chief Purchasing Officer to establish, charge and collect from vendors listed on master price agreements ("MPA") a contract administrative fee not to exceed one percent (1%) of the total value of the annual spend against their MPA contracts, without affecting the approved prices or discounts specified in the approved Product or Service prices or discounts specified in the Master Agreement and this

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Participating Addendum. All contract administrative fees collected from MPA vendors shall be deposited into a restricted receipt account which shall be used for the purposes of implementing and maintaining an online eProcurement system and other costs related to State procurement. In accordance with this legislative initiative the Division of Purchases is upgrading the State procurement system through the purchase and installation of an eProcurement system. The contract administrative fee shall be applicable to all purchase orders issued relative to State MPA contracts. Therefore, effective January 1, 2020 all MPA contracts shall be assessed the 1% contract administrative fee. The fee shall be remitted to the State on a calendar quarterly basis beginning July 1, 2020. The fee must be received 30 days after a quarter concludes and inclusive of all purchases made using the contract. The quarters will be defined as: July through August, September through December, January through March, and April through June.

3. Subcontractors: All contactors, dealers, and resellers authorized in the State of *Rhode Island*, as shown on the dedicated Contractor (cooperative contract) website, are approved to provide sales and service support to participants in the NASPO ValuePoint Master Agreement. The contractor's dealer participation will be in accordance with the terms and conditions set forth in the aforementioned Master Agreement.

4. Orders: Any order placed by a Participating Entity or Purchasing Entity for a product and/or service available from this Master Agreement shall be deemed to be a sale under (and governed by the prices and other terms and conditions) of the Master Agreement unless the parties to the order agree in writing that another contract or agreement applies to such order.

5. Ownership: Notwithstanding anything to the contrary in this Participating Addendum, ownership of the Licensed Software and Services, including Updates and Upgrades thereto, and the applicable Documentation is governed by the Master Agreement, and no such right, title, or interest shall transfer to the State unless otherwise agreed upon by the parties in a separate written agreement.

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

Participating Entity: Rhode Island Executive Office of Health and Human Services 3 West Road Cranston, RI 02920	**Contractor:** WellSky Corporation 11300 Switzer Road Overland Park, Kansas 66210
Signature: Womazetta Jones Digitally signed by Womazetta Jones Date: 2022.03.02 16:30:41 -05'00'	**Signature:** Stephen Greenberg
Name: Womazetta Jones	**Name:** Stephen Greenberg
Title: Secretary	**Title:** SVP Human and Social Services
Date:	**Date:** 2/28/2022 | 1:55 PM CST

For questions on executing a participating addendum, please contact:

NASPO ValuePoint

Cooperative Development Coordinator:	
Telephone:	
Email:	

Please email fully executed PDF copy of this document to PA@naspovaluepoint.org to support documentation of participation and posting in appropriate data bases.