

PARTICIPATING ADDENDUM
NASPO ValuePoint COOPERATIVE PURCHASING PROGRAM
Computer Equipment
Administered by the State of Minnesota (hereinafter "Lead State")

MASTER AGREEMENT
Master Agreement No: MNWNC-122
Nimble Storage, Inc.
(hereinafter "Contractor")
And
City of Aurora
(hereinafter "Participating State/Entity")

Page 1 of 3

1. **Scope:** This addendum allows for purchase of the following Computer Equipment/Services: Nimble Storage Products and Services led by the State of Minnesota along with a multi-state sourcing team for use by state agencies and other entities located in the Participating State/Entity that is authorized by that state's statutes to utilize state /entity contracts, and which receives prior written approval of the state's chief procurement official.

The original solicitation contains the requirements and definitions establishing the following Product Bands allowed on the Master Agreement Award, along with all of its Exhibits ("Master Agreement" or "Minnesota NASPO ValuePoint Master Agreement"). The Master Agreement identifies the bands awarded to the Contract Vendor. The configuration limits and restrictions for the Master Agreement are provided with revisions identified by the Participating State in this Participating Addendum.

2. **Participation:** Use of specific NASPO ValuePoint cooperative contracts by agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use **state/entity** contracts are subject to the prior approval of the respective State Chief Procurement Official. Issues of interpretation and eligibility for participation are solely within the authority of the State Chief Procurement Official.

3. **Order of Precedence:**

1. A Participating Entity's Participating Addendum ("PA"); A Participating Entity's Participating Addendum shall not diminish, change, or impact the rights of the Lead State with regard to the Lead State's contractual relationship with the Contract Vendor under the Terms of Minnesota NASPO ValuePoint Master Agreement
2. Minnesota NASPO ValuePoint Master Agreement (includes negotiated Terms & Conditions)
3. The Solicitation including all Addendums; and
4. Contract Vendor's response to the Solicitation

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. Contract Vendor terms and conditions that apply to this Master Agreement are only those that are expressly accepted by the Lead State and must be in writing and attached to the Master Agreement as an

PARTICIPATING ADDENDUM
NASPO ValuePoint COOPERATIVE PURCHASING PROGRAM
Computer Equipment
Administered by the State of Minnesota (hereinafter "Lead State")

MASTER AGREEMENT
Master Agreement No: MNWNC-122
Nimble Storage, Inc.
(hereinafter "Contractor")
And
City of Aurora
(hereinafter "Participating State/Entity")

Page 2 of 3

Exhibit or Attachment. No other terms and conditions shall apply, including terms and conditions listed in the Contract Vendor's response to the Solicitation, or terms listed or referenced on the Contract Vendor's website, in the Contract Vendor quotation/sales order or in similar documents subsequently provided by the Contract Vendor, unless such terms are referenced in the Master Agreement or otherwise agreed to by the parties in separate amendment. The solicitation language prevails unless a mutually agreed exception has been negotiated.

4. Participating State Modifications or Additions to Master Agreement:

To the greatest extent possible, Illinois law and statutes shall govern transactions of the City of Aurora and Nimble Storage, Inc. conducted pursuant to the Master Agreement irrespective of references to other participating state laws.

(Other modifications or additions apply only to actions and relationships within the Participating Entity.)

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

Contractor

Name	Mary Reuss
Address	211 River Oaks Parkway, San Jose, CA 95134
Telephone	612-849-2548
Fax	408-899-5158
E-mail	mary.reuss@nimblestorage.com

Name	Ted Beck
Address	44 E. Downer Place, Aurora, IL 60507
Telephone	630-256-3471
Fax	630-256--3469
E-mail	tbeck@aurora-il.org

PARTICIPATING ADDENDUM
NASPO ValuePoint COOPERATIVE PURCHASING PROGRAM
Computer Equipment
Administered by the State of Minnesota (hereinafter "Lead State")

MASTER AGREEMENT
Master Agreement No: MNWNC-122
Nimble Storage, Inc.
(hereinafter "Contractor")
And
City of Aurora
(hereinafter "Participating State/Entity")

Page 3 of 3

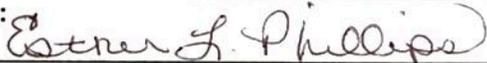
6. Partner Utilization: Each state represented by NASPO ValuePoint participating in this Master Agreement independently have the option of utilizing partners. Only partners approved by this Participating State may be deployed. The participating State will define the process to add and remove partners and may define the partner's role in their participating addendum. The Contractor's partners' participation will be in accordance with the terms and conditions set forth in the aforementioned Master Agreement. Approved partners are:

Nimble Storage will be utilizing certain approved partners under this Participating Addendum. Nimble Storage will separately provide the City with a list of approved partners.

7. Terms. The Participating State/Entity is agreeing to the terms of the Master Agreement only to the extent the terms are not in conflict with applicable law.

8. 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.

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

Participating State: Illinois	Contractor: Nimble Storage, Inc.
By: 	By:
Name: Esther L. Phillips	Name:
Title: Director of Purchasing	Title:
Date: February 19, 2016	Date:

For questions on executing a participating addendum, please contact:

NASPO ValuePoint	
Cooperative Development Coordinator	Tim Hay
Telephone	503-428-5705
E-mail	thay@naspovaluepoint.org