PB# 21015

Contract Requisition: CR052767 Contract Number: B0001472 Vendor Number: V009958



AGREEMENT

COMMODITY OR SERVICE: Office Supplies and Other Supplies

PERIOD OF CONTRACT: March 1, 2022 through September 30, 2023

This contract is entered into by and between the Milwaukee Board of School Directors ("MPS") and Office Depot, LLC. ("Contractor").

Whereby, MPS agrees to direct the purchase and Contractor agrees to supply such requirements of the commodity or service cited above in accordance with the MPS's Purchase Order Terms and Conditions and the America Saves Cooperative Agreement. This Contract is subject to any amendments to the America Saves Cooperative Agreement executed in the future.

In accordance with MPS Administrative Policy 3.10, which is hereby incorporated by reference, the following requirements have been assigned to this Agreement: the HUB requirement on this Contract is 0% per 12-month term; the student engagement requirement of this Contract is 0 hours per 12-month term; and the Career Education requirement for this Contract is 0 hours per 12-month term. Failure to achieve these requirements may result in the application of some or all of the sanctions set forth in Policy 3.10.

Contractor acknowledges and agrees that the relationship with MPS is non-exclusive and MPS may contract with as many additional entities as MPS, in MPS's sole discretion, sees fit.

This Contract, along with the America Saves Participation Agreement, constitutes the entire agreement between the parties relating to the subject matter of this contract. All prior understandings, agreements, correspondence and discussions of the parties are merged into and made a part of this Contract.

No amendment or modification of any provision of this Contract shall be effective unless the same shall be in writing and signed by authorized signatories of both parties.

[signature page follows]

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Office Depot, LLC. MILWAUKEE BOARD OF SCHOOL DIRECTORS Authorized Representative Janine Adamczyk, Director Procurement & Risk Management Office Depot, LLC. 6600 North Military Trail By: _____ Boca Raton, FL 33496 Keith P. Posley, Ed.D., Tax ID: Superintendent of Schools By: _ Robert E. Peterson, President Milwaukee Board of School Directors Date:

EXECUTION COPY
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PARTICIPATION AGREEMENT

This Participation Agreement (this "Agreement"), effective March 1, 2022 ("Effective Date"), is made by and between Milwaukee Board of Schools Directors ("Participating Agency"), and Office Depot, LLC, successor- in-interest by merger" to Office Depot, Inc. ("Contractor").

RECITALS

- A. Oakland County, Michigan and Contractor entered into that certain Contract Number 005489, dated September 24, 2018, ("Master Agreement"), pursuant to which Contractor offers its America Saves program. Participating Agency may participate in such America Saves program and Participating Agency and Contractor enter into this Agreement for the purpose of agreeing to additional terms and conditions that reflect the individual needs of Participating Agency.
- B. Participating Agency and Contractor desire to enter into this Agreement upon the terms and conditions contained herein.

NOW, THEREFORE, in consideration for the mutual covenants herein contained and other good and valuable consideration, the receipt, adequacy and sufficiency of which is hereby acknowledged, Participating Agency and Contractor, intending legally to be bound, hereby agree as follows:

AGREEMENT

- **1. Definitions.** Capitalized terms used but not defined herein have the meanings specified in the Master Agreement.
- **2. Incorporation**. This Agreement incorporates herein by reference the Master Agreement and any future amendments thereto as if fully set forth herein and gives the Master Agreement and any amendments thereto full force and effect as between Participating Agency and Contractor.
- **3. Term and Termination**. This Agreement shall commence on the Effective Date and run coterminous with the Initial Term and any Renewal Term of the Master Agreement. Either party may terminate this Agreement at any time for convenience upon providing thirty (30) days prior written notice to the other party.
 - 4. Prices. Prices for Products are as specified under the America Saves program.
- **5. Incentives.** Participating Agency is eligible to begin earning all rebates and incentives available under the America Saves program. Rebates/Incentives: (i) are conditional on Participating Agency paying ninety percent (90%) of all invoices within the agreed upon terms; and (ii) will be paid against total paid invoices on Participating Agency's Spend occurring while this Agreement is in full force and effect. Should outstanding invoices exist, Contractor reserves the right to issue payment for rebates/incentives against outstanding invoices in lieu of payment directly to Participating Agency.
- **6. Notices.** Any notice or demand required or permitted to be given under the terms of this Agreement shall be deemed to have been duly given or made if given by any of the following methods:
- (a) Sent via registered or certified United States mail, return receipt requested, or hand delivered, or
- (b) Sent via an established national overnight delivery service (such as Federal Express), charges prepaid, each respectively addressed as follows:

To Office Depot, LLC

Attention: Vice President 6600 N. Military Trail Boca Raton, FL 33496

With a copy to: Office Depot, LLC

Attention: Office of the General Counsel

6600 N. Military Trail Boca Raton. FL 33496

To Participating Agency: Milwaukee Board of School Directors

5225 W. Vliet Street Milwaukee, WI 53208

With a copy to: Milwaukee Public Schools

5225 W. Vliet Street Milwaukee, WI 53208

Attention: Director of Procurement & Risk Management

Notices shall be effective on the third day after posting if sent by mail, on the next day after posting if sent by overnight mail, and on the day of dispatch if manually delivered within regular business hours.

The undersigned representatives of Participating Agency and Contractor have executed this Agreement as of the Effective Date.

MILWAUKEE BOARD OF SCHOOL DIRECTORS **OFFICE DEPOT, LLC** Ву: ____ By:_____ Print Name: Matthew Shedlock Print Name: Janine Adamczyk Title: Director Title: Vice President, Business Solutions Division: Procurement & Risk Management Date Signed Date Signed Print Name: Keith P. Posley, Ed.D. Title: Superintendent of Schools Date Signed By: Print Name: Robert E. Peterson Title: President, Milwaukee Board of School Directors Date Signed