



Prince William County

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CONTRACT RENEWAL

October 4, 2021

Amazon.com Services LLC
(Amazon Business)
Mike Kernish, Director
410 Terry Avenue North,
Seattle, WA 98109-5210

Re: Contract Renewal #1
Contract # R-TC-17006 – On-line Marketplace for Purchases of Products and Services

Dear Mr. Kernish:

This is to advise you that Prince William County Public Schools (PWCS) desires to renew the referenced contract for an additional two-year period in accordance with Section 3. CONTRACT TERM AND RENEWAL clause in the Contract. We will be exercising the first renewal of three renewals, each of the renewals to be an additional two (2) year period. The current contract term will expire on January 18, 2022.

Please advise me if you desire to renew the contract and prices in accordance with the terms of the contract by signing and returning this **Contract Renewal** form no later than December 10, 2021. In addition to this renewal, you must also provide an updated copy of your **Certificate of Insurance (COI)** with the **Prince William County School Board** listed as an **Additional Insured** as well as the Certificate Holder. The Certificate Holder address can be added to the COI as follows: *P.O. Box 389, Manassas VA 20108*.

If you have any questions on this matter, please contact me by phone at (703) 791-8096 or via email at FredriAM@pwcs.edu.

Sincerely,

Angela M. Fredrickson
Buyer

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Acceptance Agreement

It is mutually agreed that the above-mentioned contract is renewed for the period of January 19, 2022 to January 18, 2024 and all terms and conditions in the original solicitation and contract shall remain the same.

Renew Contract: Yes: X No: _____

Prices and/or Discounts to Remain the Same: Yes: X No: _____ If no, explain under separate cover.

DocuSigned by:
Vendor: Mike Kernish
Legally Authorized Signature

Purchasing: Anthony E. Crosby
Legally Authorized Signature

Mike Kernish Authorized Signatory
Print Name & Title

Anthony Crosby, CPPO
Supervisor of Purchasing, Acting

Date: December 1, 2021

Date: 11/1/21

PURCHASING OFFICE



Prince William County

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CONTRACT NUMBER: R-TC-17006

This Contract entered into this 19th day of January 2017 by, **Amazon Services, LLC, Amazon Business, 325 9th Avenue N., Seattle, WA 98109**, hereinafter referred to as the "Contractor" and **Prince William County School Board, P.O. Box 389, Manassas, VA 20108**, hereinafter referred to as the "Prince William County Public Schools", "Purchasing Agency" or "PWCS".

WITNESSETH that the Contractor and PWCS, in consideration of the mutual covenants, promises and agreements herein contained, agree as follows:

1. **SCOPE OF CONTRACT:** Contractor shall provide an On-Line Marketplace for the Purchase of Products and Services in accordance with the Statement of Needs, General Terms and Conditions and Special Terms and Conditions stated herein.
2. **CONTRACT DOCUMENTS:** The contract documents shall consist of the following:
 - 2.1. This signed Contract document;
 - 2.2. Memorandum of Negotiations dated January 19, 2017.
3. **CONTRACT TERM AND RENEWAL:**
 - 3.1. The initial term of this contract shall be from the date of award, January 19, 2017 to January 18, 2022, with the option to renew for three (3) additional two (2)-one-year periods, upon mutual written consent of the parties to the contract. Proposed prices shall remain firm for the initial term of the contract.
4. **CONTRACT ADMINISTRATOR/PROJECT MANAGER:** The following PWCS employees are identified to use all powers under the contract to enforce its faithful performance:
 - 4.1. **CONTRACT ADMINISTRATOR:** As the Contract Administrator, the following individual, or his/her designee, shall serve as the interpreter of the conditions of the contract and shall use all powers under the contract to enforce its faithful performance.



- 4.2. **PROJECT MANAGER:** The following individuals shall work directly with the Contractor in scheduling and coordinating work, answering questions in connection with the scope of work, and providing general direction under the resulting contract:
5. **TIME OF PERFORMANCE:** In accordance with Contractor's proposal, Section 4.2.2. and 5.3.2.
6. **PRICING:** In accordance with Contractor's proposal, Section 4.2.1.
7. **PAYMENT TERMS:** In accordance with Contractor's proposal, Section 5.3.6.

Prince William County does not discriminate against faith-based organizations in accordance with the *Code of Virginia*, §2.2-4343.1 or against a bidder or offeror because of race, religion, color, sex, national origin, age, disability, or any other basis prohibited by state law relating to discrimination in employment.

This contract shall constitute the whole agreement between the parties. There are no promises, terms and conditions, or obligations other than those contained herein, and this contract shall supersede all previous communications, representations, or agreements, written or verbal, between the parties hereto related to the provision of goods (including leases thereof), services and/or insurances described herein.

IN WITNESS THEREOF, the parties have caused this Contract to be executed by the following duly authorized officials:

CONTRACTOR:

Prentis D. Wilson, Jr.
 Authorized Signature
Prentis D. Wilson, Jr.
 Type Name
Vice President
 Title
Jan 27, 2017
 Date

PURCHASING AGENCY:

Jim Totty
 Authorized Signature
Jim Totty, CPPO, C.P.M.
 Type Name
Supervisor of Purchasing
 Title
1-31-17
 Date





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MEMORANDUM OF NEGOTIATIONS

R-TC-17006

Dated: January 19, 2017

Prince William County Schools (hereinafter called PWCS) and Amazon Services, LLC (hereinafter called the Contractor) hereby agree to the following in the execution of Contract R-TC-17006 for On-Line Marketplace for the Purchases of Products and Services. The final Contract contains the following documents listed in the order of precedence:

- a. Contractor's proposal dated October 14, 2016;
 - b. Contractor's response to Clarification Questions dated October 31, 2016, attached;
 - c. PWCS's Request for Proposal, R-TC-17006 and all Addendum #1;
 - d. Contractor's Business Accounts Terms and Conditions (currently available at <https://www.amazon.com/gp/help/customer/display.html?nodeId=201613180>), attached;
 - e. PWCS's General Terms and Conditions, Section 11 (RFP – Revised 12/16/16), attached;
 - f. This Memorandum of Negotiations;
 - g. Any subsequent modifications to the Contract.
1. The contract term shall remain as originally issued in the RFP, as follows:
 - 9.1. The initial term of this contract shall be five years (5) from the date of award to **December 30, 2021**, with the option to renew for three-two (2) year periods, upon mutual written consent of the parties to the contract.
 2. Amazon Whispercast is not being offered upon award but will remain in scope for future offerings by the Contractor. In addition, all new Amazon business opportunities may be modified to the Contract by mutual agreement between the Contractor and PWCS.



3. The following provision is added to PWCS Special Terms and Conditions:

10.7 NOTICE OF DEFERRAL UNDER FEDERAL GRANT UNIFORM GUIDANCE:
As permitted under the rule published at 80 FR 54407, Prince William County Schools is electing to defer until July 1, 2017, the implementation of the procurement provisions of the Uniform Guidance, as detailed in 2 CFR 200 subsections .317 through .326. During this period, we will continue to operate under the guidance of 44 C.F.R. § 13.36(a)-(i) (States, Local and Tribal governments) and 2 C.F.R. 215.40-48 (Institutions of Higher Education, Hospitals, and Private Non-Profits). This provision shall constitute the documentation of this decision as required, and shall be deemed incorporated into our internal procurement policies.

4. Contractor's response to Clarification Questions dated October 31, 2016, Question #1: The State of Iowa is hereby removed as an excluded state and allowed use of the Master Agreement award.

ACCEPTED BY:

 Rune D. Wilson
Contractor Authorized Signature

 Jan 27, 2017
Date

 Vice President
Title

 Jim Totty
Jim Totty, C.P.M., CPPO
Supervisor of Purchasing

 1/31/17
Date

