

**SIDE LETTER AGREEMENT
EZIQC PROGRAM**

(Member Name and Address)

Re: Agreement concerning the EZIQC® program to be administered by the Capitol Region Council of Governments (“CRCOG”); and supplied by The Gordian Group.

This letter (“Letter Agreement”) is intended to confirm the agreement of The Gordian Group, CRCOG and the Town/Agency of _____ (the “Member”).

Member hereby acknowledges that CRCOG conducted a bidding process for a supplier of the EZIQC® program and made an award on the Member’s behalf.

To that end, the parties agree that The Gordian Group, as the chosen supplier, will provide the goods and services required by the Member listed in the EZIQC® Agreement and any and all attachments thereto (the “Agreement”), during the term of the Agreement and under the terms and conditions contained in the Agreement to be attached to this Letter Agreement and incorporated herein as Exhibit A.

Member hereby agrees to join the EZIQC® program and is therefore eligible to purchase goods and services at the agreed-to prices subject to and in accordance with the terms and conditions of the Agreement for the period commencing June 22, 2009 and ending the later of twenty four months after the award of the first EZIQC® contract or the expiration of any extension term of the Agreement. Member, at its sole discretion, reserves the right to determine which of its projects, if any, shall be subject to the EZIQC® process and if such projects shall result in the issuance of a Purchase Order.

The parties acknowledge that CRCOG’s role under the Agreement is limited to acting as the administrator of the Agreement with The Gordian Group. Such administrative tasks include the duties to manage any renewal options or other ministerial tasks that exist under the terms of the Agreement. Acting as the administrator does not include any project or job management tasks including but not limited to: purchase order development, delivery schedules, billing arrangements, or responsibility for any payments owed to The Gordian Group under the Agreement.

If Member fails to meet its obligations under this Letter Agreement or the Agreement, the parties acknowledge that The Gordian Group shall pursue its legal and equitable remedies against the Member and shall have no legal or equitable remedies whatsoever against CRCOG.

Please acknowledge your acceptance of the terms contained in this Letter Agreement by **signing three copies** of this letter where indicated below, **retaining one original for your file, and returning two to my attention.**

Sincerely,



Lyle D. Wray
Executive Director, CRCOG

Accepted and agreed to:

The Gordian Group

By: PRS

Name: PAUL R. SCHREYER

Date: 7/13/09

Accepted and agreed to:

Member Organization: _____

Signature: _____

Printed Name: _____

Date: _____