

Principal Procurement Agency Rebate Agreement

This Principal Procurement Agency Rebate Agreement (this “**Rebate Agreement**”) is hereby entered into by and between OMNIA Partners, Public Sector, Inc., a Delaware corporation (“**OMNIA Partners**”) and The county of DuPage, IL (herein, “**Principal Procurement Agency**”). Principal Procurement Agency has entered into that certain Master Agreements dated _____, Agreement Nos. _____, by and between the Principal Procurement Agency and _____ (herein, “**Suppliers**”) (as may be amended from time to time in accordance with the terms thereof, the “**Master Agreements**”) for the purchase of Trenchless Rehabilitation and Maintenance of Pipeline Infrastructure (herein, “**Product**”).

In connection with its collection of an administrative fee attributable to the marketing of the Master Agreements, OMNIA Partners shall make an annual rebate payment (“**PPA Rebate**”) to Principal Procurement Agency in the amount of 5.0% of OMNIA Partners’ administrative fees actually received with respect to the Master Agreements during the contract year for such Master Agreements. Each PPA Rebate payment from OMNIA Partners shall include a remittance report, Exhibit A, detailing the calculation for the applicable contract year’s PPA Rebate and shall be remitted to the Principal Procurement Agency as shown on Exhibit B – PPA Rebate Remittance Form.

The PPA Rebate payment is hereby mutually agreed upon and shall be remitted to Principal Procurement Agency no later than 45 days after the end of the respective Master Agreements contract year for which a PPA Rebate is required or 45 days after OMNIA Partners actually receives, from the respective Supplier(s), all administrative fees due for the respective Master Agreements contract year, whichever is later. This PPA Rebate shall remain in effect for the complete term and renewal period(s), where applicable, of the Master Agreements.

Principal Procurement Agency represents and warrants that its receipt of the PPA Rebate complies with federal, state and local law, including but not limited to any and all state-specific procurement laws and that it has made any and all disclosures required by law, has duly authorized this Rebate Agreement and has full legal power and authority to enter into this Rebate Agreement.

The Principal Procurement Agency agrees to allow OMNIA Partners to utilize its name in promotional and marketing materials for OMNIA Partners and for the Master Agreements to Participating Public Agencies and Suppliers. OMNIA Partners agrees that all Master Agreements marketing materials are subject to review by the Principal Procurement Agency.

The COUNTY OF DUPAGE, IL

OMNIA PARTNERS, PUBLIC SECTOR, INC.

Signature

Name

Title

Date

Signature
Sarah E. Vavra

Name
Sr. Vice President, Public Sector Contracting

Title

Date

EXHIBIT A

PPA Rebate Remittance Report
Master Agreement

For the Contract Year _____ through _____

Administrative Fees attributable to
Master Agreement Received:
PPA Rebate % of Administrative Fee: 5.0%
PPA Rebate Paid This Remittance:

EXAMPLE

EXHIBIT B

PPA Rebate Remittance Form

OMNIA Partners' preferred payment method is via Automated Clearing House ("ACH"). Please complete the following information. Remittance detail will be sent to the email address indicated.

Agency Information:

Agency Name As It
Appears On Remittance: _____

Remittance Address: _____

Remittance City: _____ State: _____ Zip Code: _____

Contact Name: _____ Phone #: () _____

E-Mail Address: _____

Banking Information:

Agency's Bank Name: _____

Bank Address: _____

Bank's City: _____ State: _____ Zip Code: _____

Bank Contact Name: _____ Phone #: () _____

ABA Routing #: _____ Account #: _____

Account Type
(please check only one) Checking Savings

Agency's Authorization:

Please sign below to confirm that you are authorizing OMNIA Partners to begin transferring PPA Rebate payments to the account mentioned above.

Signature

Title

()

Phone Number

Date