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## BASIC ORDERING AGREEMENT

Agreement No. ICPTBOA-13-A0527

This Basic Ordering Agreement ("BOA") between Elsevier B.V. (hereinafter "Seller") and Jefferson Science Associates, LLC, on behalf of the US Department of Energy ("DOE") Integrated Contractor Purchasing Team (hereinafter "DOE ICPT") is entered into to provide products and services to DOE Contractors and authorized subcontractors in accordance with the following:

1. This Agreement includes the Elsevier Subscription Agreement 1-3148047176. The Elsevier Subscription Agreement, dated 23 January 2013 is attached hereto and incorporated herein by reference.
2. This BOA is for the DOE Contractors having a prime contract with the DOE. A current list is available at <https://icpt.llnl.gov/>, Contacts- ICPT Council Member & Constituent List and authorized subcontractors (providing supplies are in direct support of a prime contract) collectively herein after called "Contractors".
3. General Terms and Conditions (06/2012) are included in Attachment C, and made a part herein.

Notwithstanding anything to the contrary contained in this BOA, the parties agree that only Contractors identified in Schedule 1 of Attachment B ("Participating Contractors"), may place orders under this BOA (each, an "Order") and receive the appropriate, discounted price. Each Participating Contractor shall place its own Order, which shall incorporate by reference this BOA, and shall be direct-billed accordingly. No other Contractors will receive the benefit of or be obligated by another Participating Contractor's Order.

### ARTICLE 1 - SCOPE OF WORK

All Orders placed hereunder shall reference the number of this BOA (ICPTBOA-13-A0527.) The term of this BOA is 1 January 2013 through 31 December 2013, with four (4) one-year options to renew. Each Order will have a term of a period of one year. Participating Contractors may renew their Order under the terms of the BOA provided that all Participating Contractors also renew.

The Seller agrees to furnish such quantities of products or services described in Attachment B as Contractor may order during the term of this Agreement. The Seller's obligation to each Contractor shall become effective upon acceptance of particular orders issued under the BOA.

- Attachment A: Pricing – aggregated fees table
- Attachment B: Elsevier Subscription Agreement – Seller's terms and conditions and individual Participants fees tables and title lists
- Attachment C: General Terms and Conditions

### ARTICLE 2 - DELIVERY/PAYMENT

The work specified in Article 1 shall be completed and delivered as follows:

- F.O.B. Point (point of delivery): Destination
- Payment Terms: Net 60 days from receipt of a proper invoice in 2013; Net 30 days from receipt of a proper invoice 2014 – 2017
- Delivery location and schedule shall be negotiated for each order under this BOA.

### ARTICLE 3 - FIXED PRICES

The Contractor shall be entitled to purchase goods and services listed in Schedule 1 of Attachment B at the fixed prices identified in Schedule 1 of Attachment B, provided that each Contractor identified in Schedule 1 of Attachment B places an

order under this BOA annually; the prices identified in **Schedule 1 of Attachment B** are only fixed to the extent that each Contractor **identified in Schedule 1 of Attachment B** places an order under this BOA annually. The prices identified in Attachment B are firm for the effective period of this Agreement, described in Article 1, Scope of Work, subject to the terms and conditions of this BOA unless the Contractor is otherwise notified. The Seller reserves the right to change any price reflected in Schedule 1 of Attachment B after the first effective term of January 01, 2013 – December 31, 2013 provided that such change is consistent with the General Terms and Conditions, Clause 16 – Changes.

**ARTICLE 4 - ADMINISTRATIVE**

BOA Procurement Administrator's Address is as follows:  
 [Insert Administrator's Address]

BOA Sellers Administrator's Address is as follows:  
 [Insert Administrator's Address]

**ARTICLE 5 - SITE-SPECIFIC TERMS AND CONDITIONS**

The Seller acknowledges that the Contractor may have requirements unique to its post, mission, and/or geographic location. Therefore, the Seller agrees that the Contractor placing an order under this BOA reserves the right to incorporate its own Site-Specific Terms & Conditions relative to Environmental Safety and Health considerations as well as FAR, DEAR, or other applicable regulations and laws.

Seller's Contractor specific pricing shall be included under Schedule 1 of Attachment B.

IN WITNESS WHEREOF, the parties hereto have executed this document as of the day and year of DOE's signature date.

ACKNOWLEDGED AND CONFIRMED;

ELSEVIER B.V. <i>AR R...</i>	JEFFERSON SCIENCE ASSOCIATES, LLC ON BEHALF OF THE U.S. DEPARTMENT OF ENERGY INTERGRATED CONTRACTOR PURCHASING TEAM <i>Danny L. Lloyd</i>
BY: <i>MARTIN O'HALEY</i>	BY: Danny L. Lloyd
TITLE: <i>M.D. SAT SALES</i>	TITLE: Subcontracting Officer
DATE: <i>01-17-2013</i>	DATE: January 25, 2013