

DEPARTMENT OF CORRECTIONS
6900 ATMORE DRIVE
RICHMOND, VIRGINIA 23225

CONTRACT DOC-13-011

This contract entered into this 1st day of November 2012, by JPay Inc. hereinafter called the "Contractor" and the Commonwealth of Virginia, on behalf of the Virginia Department of Corrections, hereinafter called the "Department."

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

SCOPE OF CONTRACT: The Contractor shall provide *MP3 Players and Digital Media* to the Department as set forth in the Contract Documents.

PERIOD OF PERFORMANCE: November 1, 2012 through October 31, 2013 and renewable in accordance with Memorandum of Understanding, Attachment II., paragraph R. of the Special Terms and Conditions.

The contract documents shall consist of:

1. This signed Contract and the Memorandum of Understanding;
2. The following portions of the Request for Proposals dated April 2, 2012:
 - a. The Statement of Needs,
 - b. The General Terms and Conditions,
 - c. The Special Terms and Conditions, and
3. The attached negotiated modifications to the Proposal: The Contractor's email from Lee Posner to Mark Moss dated June 15, 2012 and The Contractor's email from Lee Posner to Mark Moss dated July 16, 2012.
4. The Contractor's Proposal dated April 30, 2012, all of which documents are incorporated herein.

To the extent that the terms of the contract documents as listed above are in conflict, the specific provisions as stated in this Contract and Memorandum of Understanding shall prevail. Other contract documents listed in #2 through #4 above shall take precedence based upon the order in which they are listed.

IN WITNESS WHEREOF, the parties have caused this Contract to be duly executed intending to be bound thereby.

CONTRACTOR:		PURCHASING AGENCY:	
BY: <i>RJS</i>		BY: <i>Hw. Clarke</i>	
PRINTED NAME: <i>Ryan Shapiro</i>		PRINTED NAME: <i>Harold Clarke</i>	
TITLE: <i>CEO</i>		TITLE: <i>DIRECTOR</i>	
DATE: <i>10/25/12</i>		DATE: <i>10-30-12</i>	

Note: This public body 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.