

TERMS AND CONDITIONS APPLICABLE TO ALL PURCHASE ORDERS

No contract shall result from this order unless the Seller sends the Buyer a written acknowledgement accepting the order without deviations from its terms. If the Seller requests deviations from the terms hereof, no contract will result unless the Buyer agrees in writing to such deviations.

All goods provided hereunder shall in all respects comply with the description contained herein and with the warranties of title, merchantability and fitness as defined in the Uniform Commercial Code.

Purchaser shall have the right to inspect all goods before accepting or making payment therefore and no goods shall be deemed to have been accepted until Purchaser has been furnished an opportunity to make a thorough inspection after arrival of the goods at destination.

If this order involves rendition of personal services, vendor warrants that such services will be rendered in a good and workmanlike manner in conformity with all Applicable laws, rules, ordinances and regulations, and, if applicable, that vendor possess all legally necessary licenses or permits to perform such work.

This transaction shall in all respects be construed under and consistent with the laws of the State of New York.

Unless this order is exempt under the Code of Federal Regulations (CFR) 41 CFR 60-1.5, or any other rules, regulations and relevant orders of the Secretary of Labor issued pursuant to Executive Order 11246 of September 24, 1965, as amended by Executive Order 11375 of October 13, 1967 the equal Opportunity Clause set forth in 41 CFR 60-1.4 is applicable.

If this order exceeds \$50,000 and the Seller has 50 or more employees, the Seller agrees to implement an Affirmative Action program in accordance with the 41 CFR 60-2 and to comply with reporting requirements of 41 CFR 60-1.7.

Seller agrees to comply with all applicable provisions, rules and regulations of the Vietnam Era Veteran's Readjustment Assistant Act of 1972, as amended and the Rehabilitation Act of 1973 (Public Law-93-516) as amended, and 41 CFR 60-250 and 38 U.S.C. 2012 (a), as applicable.

Seller agrees by acceptance of this order that Seller is in compliance with the 41CFR 60-1.8 prohibiting the maintenance of segregated facilities.

Seller agrees to make a good faith effort to utilize "Labor Surplus Area Concerns", "Small Business Concerns" and "Minority Business Enterprises", as defined under Federal and New York State laws and regulations, to acquire goods and services necessary to fulfill this order.

**SPECIAL TERMS AND CONDITIONS APPLICABLE TO PURCHASE ORDERS
ISSUED UNDER FEDERAL GOVERNMENT GRANTS AND CONTRACTS**

When the value of the order exceeds \$2,500 and involves the employment of mechanics or laborers, the Seller agrees to comply with Sections 103 and 107 of the Contract Work Hours and Safety Standards Act (40USC327-330) as supplemented by U.S. Department of Labor regulations (29 CFR, Part 5). When the value of the order exceeds \$10,000, the Seller agrees that the Buyer, the Federal sponsoring agency or any of their duly authorized representatives shall have access to any of its books, documents, papers and records which are directly related to this transaction for the purpose of making audits, examinations, excerpts and transcriptions.

When the value of the order exceeds \$100,000, the Seller agrees to comply with all applicable standards, orders or regulations issued pursuant to the Clean Air Act of 1970 (42U.S.C1857 et seq.) and the Federal Water Pollution Control Act (33U.S.C.1251 et seq.) as amended. Violations shall be reported to the Federal sponsoring agency and the Regional Office of the Environmental Protection Agency.

STATE OF NEW YORK – DEPARTMENT OF TAXATION AND FINANCE – SALES TAX BUREAU
NEW YORK STATE AND LOCAL SALES AND USE TAX

EXEMPT ORGANIZATION CERTIFICATION

EXEMPT ORGANIZATION
RESEARCH FOUNDATION FOR MENTAL HYGIENE, INC. 150 BROADWAY, SUITE 301 MENANDS, NEW YORK 12204

THIS CERTIFICATION IS ACCEPTABLE IF THE PURCHASER HAS ENTERED ALL INFORMATION REQUIRED.	CERTIFICATE NUMBER EX-127937
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**THE BOARD OF DIRECTORS OF THE RESEARCH FOUNDATION FOR MENTAL HYGIENE, INC. CERTIFIES THAT IT
HAS RECEIVED AN EXEMPT ORGANIZATION CERTIFICATE AND IS EXEMPT FROM NEW YORK STATE AND
LOCAL TAXES ON ALL ITS PURCHASES.**