

STATE OF MICHIGAN
 DEPARTMENT OF TECHNOLOGY, MANAGEMENT AND BUDGET
 PROCUREMENT
 P.O. BOX 30026, LANSING, MI 48909
 OR
 530 W. ALLEGAN, LANSING, MI 48933

June 28, 2013

CHANGE NOTICE NO. 3
 to
CONTRACT NO. 071B1300071
 between
THE STATE OF MICHIGAN
 and

NAME & ADDRESS OF CONTRACTOR:	PRIMARY CONTACT	EMAIL
IBM Corporation New Orchard Drive Armonk, NY 10504-1722	Bill Crocker	crockerw@us.ibm.com
	TELEPHONE	CONTRACTOR #, MAIL CODE
	(248) 552-6896	

STATE CONTACTS	AGENCY	NAME	PHONE	EMAIL
CONTRACT COMPLIANCE INSPECTOR	DTMB	Ken Crawford	(517) 241-3472	crawfordk3@michigan.gov
BUYER	DTMB	Reid Sisson	(517) 241- 1638	sissonr@michigan.gov

CONTRACT SUMMARY:			
DESCRIPTION: Software Maintenance and Support			
INITIAL EFFECTIVE DATE	INITIAL EXPIRATION DATE	INITIAL AVAILABLE OPTIONS	EXPIRATION DATE BEFORE CHANGE(S) NOTED BELOW
October 1, 2010	September 30, 2013	5, 1 Yr. Options	September 30, 2013
PAYMENT TERMS	F.O.B	SHIPPED	SHIPPED FROM
N/A	N/A	N/A	N/A
ALTERNATE PAYMENT OPTIONS:			AVAILABLE TO MiDEAL PARTICIPANTS
<input type="checkbox"/> P-card <input type="checkbox"/> Direct Voucher (DV) <input type="checkbox"/> Other			<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
MINIMUM DELIVERY REQUIREMENTS:			
N/A			

DESCRIPTION OF CHANGE NOTICE:				
EXTEND CONTRACT EXPIRATION DATE	EXERCISE CONTRACT OPTION YEAR(S)	EXTENSION BEYOND CONTRACT OPTION YEARS	LENGTH OF OPTION/EXTENSION	EXPIRATION DATE AFTER CHANGE
<input type="checkbox"/> No <input checked="" type="checkbox"/> Yes	<input checked="" type="checkbox"/>	<input type="checkbox"/>	3 year	Sept. 30, 2016
VALUE/COST OF CHANGE NOTICE:		ESTIMATED REVISED AGGREGATE CONTRACT VALUE:		
\$24,800,000.00		\$42,116,450.00		
Effective June 26, 2013, per vendor agreement, DTMB Procurement approval, and State Administrative approvals dated December 18 2012 and June 18 2013, this contract is hereby INCREASED by \$24,800,000.00 and exercises three option years, with new contract end date is September 30, 2016. The attached SSSO Amendment No.4 is hereby incorporated into the Contract. All other terms, conditions, specifications, and pricing remain the same.				

FileNet Products		
E04XTLL	NA	IBM FileNet Application Connector for Siebel IDL Non-Prod Server
E04YQLL	D0489LL	IBM FileNet Capture Professional – Personal Edition Client Device
E04YWLL	D048NLL	IBM FileNet Capture Desktop - Personal Edition Client Device
E04YYLL	D048RLL	IBM FileNet Capture Professional – Low Volume Edition Client Device
E04Z1LL	D048WLL	IBM FileNet Capture Professional – Additional Document Entry Client Device
E04Z2LL	D048YLL	IBM FileNet Capture Professional - File Import Client Device
E04ZNLL	D04A5LL	IBM FileNet Capture Toolkit Client Device
E04ZSLL	D04ADLL	IBM FileNet Capture - Document Processing Client Device
E0501LL	D04AWLL	IBM FileNet Content Manager Authorized User Value Unit (3,139 users)
E0503LL	D04B0LL	IBM FileNet Content Manager External User Value Unit (368,500 users)
E050JLL	D04C7LL	IBM FileNet Image Services Resource Adapter Professional Edition Server
E050MLL	D04CDLL	IBM FileNet Image Services Web Services/IDM Toolkit Client Device
E050WLL	D04CWLL	IBM FileNet Image Services Resource Adapter Professional Edition Non-Prod Server
E052MLL	D04GELL	IBM FileNet Print Printer
E0530LL	D04H5LL	IBM FileNet Image Services Connector to Magnetic Storage & Retrieval Resource Value Unit
E0532LL	D04H9LL	IBM FileNet Image Services Integral SDS Connector to Centra Resource Value Unit
E0545LL	D04JBLL	IBM FileNet Image Manager Active Edition Add-on Authorized User Value Unit
Tivoli Products		
E07BULL	D0A1VLL	IBM Tivoli Asset Discovery for Distributed 10 Processor Value Units (PVUS)

Prices are based on the IBM prices available in the country in which you acquire the Programs.

7. Option to Acquire Additional IBM S&S

Provided (i) your S&S has not lapsed;(ii) S&S is made generally available for the affected Program(s) (e.g., S&S has not been withdrawn); and (iii) you renew S&S for Eligible Programs on Table 1 and Schedule A4 prior to the beginning of the S&S Coverage Period below. For each S&S renewal order IBM receives from you, you shall be entitled to receive the pricing listed below for acquisitions of S&S for the quantities of Eligible Programs listed in Table 1 and **Schedule A4** herein. S&S must be ordered directly from IBM by providing written authorization to IBM (e.g., order form, order letter, purchase order) at least 30 days prior to the beginning of the S&S Coverage Period below to qualify for the pricing set forth in this paragraph,

S&S Coverage Period	Discount Off Then Current Passport Advantage RSVP level GV
October 30, 2016-October 30, 2017	15%

Prices are based on the IBM prices available in the country in which you acquire the Programs.

For example, in the event you acquire WebSphere S&S with a current RSVP Level GV price of \$32.30, the reduced GV- 15% RSVP level would be \$27.46 as shown in the chart below.

E Part Number	Description	Quantity	Current RSVP Level GV Price	GV-15% Price
E025SLL	IBM WEBSHERE APPLICATION SERVER NETWORK DEPLOYMENT PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL 12 MONTHS	1	\$32.30	\$27.46

8. "General" section is amended to add the following:

a.) Notwithstanding the terms of this Agreement or our prior practice, payment is not contingent upon issuance of a Purchase Order. All approvals required to issue payment have been obtained. Payment in full is due upon receipt of invoice and payable within 45 days. The bill to, ship to addresses along with specific ordering information and amounts due under this Agreement are included herein or in other documents related hereto. Subject to your termination rights in the Agreement, this order is firm and irrevocable.

The prices and terms of this Amendment must be agreed to and signed by you by June 30, 2013 or it is void.

The parties agree that this Amendment, including all Associated Documents, is the complete agreement between us and replaces any prior oral and/or written communications between us concerning this subject matter. By signing below, the parties agree to the terms of this Amendment and the Associated Documents. If there is a conflict among terms of this Amendment and those of the Associated Documents, for the purposes of this Agreement, those of this Agreement prevail.

Agreed to:
State of Michigan

Agreed to:
International Business Machines Corporation

By _____
Authorized Signature

By William S. Crocker
Authorized Signature

Name (type or print):
Date:

Name (type or print): BILL CROCKER
Date: 6/27/2013

Customer number: 7840125

Customer address: 530 W. Allegan
Lansing, MI 48933

Schedule A4: Attachment for Eligible Programs

Category A. New Licenses

Table A1. IPAA Programs – Subscription and Support Coverage Through 09/30/2016

Part Number	Description	Quantity	S&S Coverage From	S&S Coverage To
D0GVRLL	IBM PRODUCTION IMAGING EDITION ADD-ON FOR FILENET CONTENT MANAGER AUTHORIZED USER VALUE UNIT LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	755	6/30/2013	9/30/2016
D0GV4LL	IBM PRODUCTION IMAGING EDITION ADD-ON FOR FILENET BUSINESS PROCESS MANAGER AUTHORIZED USER VALUE UNIT LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	192	6/30/2013	9/30/2016
D04GJLL	IBM ENTERPRISE RECORDS ADD-ON AUTHORIZED USER VALUE UNIT LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	3815	6/30/2013	9/30/2016
D0GN4LL	IBM RATIONAL TEAM CONCERT DEVELOPER FLOATING USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	30	6/30/2013	9/30/2016
D0GMULL	IBM RATIONAL TEAM CONCERT CONTRIBUTOR FLOATING USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	14	6/30/2013	9/30/2016
D0VBBLL	APPLICATION OPTIMIZATION FOR IBM WEBSHERE DATAPOWER INTEGRATION APPLIANCE XI52 VIRTUAL EDITION PROCESSOR VALUE UNIT (PVU) LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	280	6/30/2013	9/30/2016
D56P3LL	IBM INTEGRATION BUS PROCESSOR VALUE UNIT (PVU) LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	560	6/30/2013	9/30/2016
D56P3LL	IBM INTEGRATION BUS PROCESSOR VALUE UNIT (PVU) LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	420	6/30/2013	9/30/2016
D0NUNLL	IBM INFOSPHERE MASTER DATA MANAGEMENT PROVIDER HUB - STANDARD EDITION RESOURCE VALUE UNIT LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	2250	6/30/2013	9/30/2016
D087WLL	IBM RATIONAL QUALITY MANAGER QUALITY PROFESSIONAL FLOATING USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	25	6/30/2013	9/30/2016
D0C29LL	IBM RATIONAL REQUIREMENTS COMPOSER ANALYST FLOATING USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	2	6/30/2013	9/30/2016
D09JTLL	IBM RATIONAL PUBLISHING ENGINE FLOATING USER LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	2	6/30/2013	9/30/2016
D0DGULL	IBM WEBSHERE MQ ADVANCED MESSAGE SECURITY PROCESSOR VALUE UNIT (PVU) LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	700	6/30/2013	9/30/2016
D0GMDLL	IBM RATIONAL TEAM CONCERT DEVELOPER AUTHORIZED USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	16	6/30/2013	9/30/2016
D05T5LL	IBM RATIONAL QUALITY MANAGER QUALITY PROFESSIONAL AUTHORIZED USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	58	6/30/2013	9/30/2016
D0GMULL	IBM RATIONAL TEAM CONCERT CONTRIBUTOR FLOATING USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	4	6/30/2013	9/30/2016
D0GPCLL	IBM RATIONAL TEAM CONCERT STAKEHOLDER FLOATING USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	3	6/30/2013	9/30/2016
D0PRPLL	IBM RATIONAL TEST WORKBENCH FLOATING USER SINGLE INSTALL LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	5	6/30/2013	9/30/2016
D0PTZLL	IBM RATIONAL TEST VIRTUALIZATION SERVER PROCESSOR VALUE UNIT (PVU) LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	280	6/30/2013	9/30/2016
D048TLL	IBM FILENET CAPTURE PROFESSIONAL - HIGH VOLUME EDITION CLIENT DEVICE LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	1	6/30/2013	9/30/2016
D049XLL	IBM FILENET CAPTURE PROFESSIONAL - MEDIUM VOLUME EDITION CLIENT DEVICE LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	13	6/30/2013	9/30/2016
D54LILL	IBM RATIONAL SOFTWARE ARCHITECT FOR WEBSHERE AUTHORIZED USER LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	12	6/30/2013	9/30/2016

Part Number	Description	Quantity	S&S Coverage From	S&S Coverage To
D0HSKLL	IBM ENDPOINT MANAGER FOR SOFTWARE USE ANALYSIS RESOURCE VALUE UNIT LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	13,300	6/30/2013	9/30/2016
D0HSMLL	IBM ENDPOINT MANAGER FOR SOFTWARE USE ANALYSIS CLIENT DEVICE LICENSE + SW SUBSCRIPTION & SUPPORT 12 MONTHS	4,750	6/30/2013	9/30/2016

Category B. Subscription & Support for Installed Licenses

Table B1. IPAA Program Subscription & Support - Subscription and Support Coverage Through 09/30/2016

Part Number	Description	Quantity	S&S Coverage From	S&S Coverage To
E046DLL	IBM SECURITY APPSCAN STANDARD FLOATING USER SINGLE INSTALL ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL 12 MONTHS	2	10/1/2013	9/30/2016
E04PLLL	IBM INFOSPHERE DATASTAGE FOR NON-PRODUCTION ENVIRONMENTS PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	400	10/1/2013	9/30/2016
E04PSLL	IBM INFOSPHERE INFORMATION ANALYZER PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	400	10/1/2013	9/30/2016
E04PYLL	IBM INFOSPHERE QUALITYSTAGE FOR NON-PRODUCTION ENVIRONMENTS PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	400	10/1/2013	9/30/2016
E025SLL	IBM WEBSHERE APPLICATION SERVER NETWORK DEPLOYMENT PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL 12 MONTHS	500	10/1/2013	9/30/2016
E025SLL	IBM WEBSHERE APPLICATION SERVER NETWORK DEPLOYMENT PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL 12 MONTHS	400	10/1/2013	9/30/2016
E02QILL	IBM WEBSHERE TRANSFORMATION EXTENDER PACK FOR X12 APPLICATION INSTANCE ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	1	10/1/2013	9/30/2016
E02RZLL	IBM WEBSHERE TRANSFORMATION EXTENDER DESIGN STUDIO AUTHORIZED USER ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	5	10/1/2013	9/30/2016
E02URLL	IBM WEBSHERE TRANSFORMATION EXTENDER WITH LAUNCHER PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	200	10/1/2013	9/30/2016
E0225LL	IBM DOMINO UTILITY SERVER PROCESSOR VALUE UNIT (PVU) ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	100	10/1/2013	9/30/2016
E07UMLL	IBM DOMINO ENTERPRISE CLIENT ACCESS LICENSE AUTHORIZED USER ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	4	10/1/2013	9/30/2016
E04NFL	IBM SECURITY ACCESS MANAGER FOR WEB USER VALUE UNIT ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL 12 MONTHS	250	10/1/2013	9/30/2016
E01MZLL	IBM TIVOLI DIRECTORY INTEGRATOR IDENTITY EDITION USER VALUE UNIT SW SUBSCRIPTION & SUPPORT RENEWAL	2000	10/1/2013	9/30/2016
E01MJLL	IBM RATIONAL APPLICATION DEVELOPER FOR WEBSHERE SOFTWARE AUTHORIZED USER ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	3	10/1/2013	9/30/2016
E01MJLL	IBM RATIONAL APPLICATION DEVELOPER FOR WEBSHERE SOFTWARE AUTHORIZED USER ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	2	10/1/2013	9/30/2016
E01MJLL	IBM RATIONAL APPLICATION DEVELOPER FOR WEBSHERE SOFTWARE AUTHORIZED USER ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	2	10/1/2013	9/30/2016
E01MJLL	IBM RATIONAL APPLICATION DEVELOPER FOR WEBSHERE SOFTWARE AUTHORIZED USER ANNUAL SW SUBSCRIPTION & SUPPORT RENEWAL	5	10/1/2013	9/30/2016
E04PJLL	IBM INFOSPHERE DATASTAGE PROCESSOR VALUE UNIT (PVU)	400	10/1/2013	9/30/2016