



**Exhibit to Managed Security Services
Service Component Provider
Master Services Agreement
DIR Contract No. DIR-MSS-SCP-001**

Between

**The State of Texas, acting by and through
the Texas Department of Information Resources**

and

AT&T Corp.

**Exhibit 29
Form of Operating Level Agreement**

October 26, 2017

EXHIBIT 29

FORM OF OPERATING LEVEL AGREEMENT

Update Methodology for Exhibit 29

The following update methodology is incorporated as part of Exhibit 29:

Title	Methodology for Updating Exhibit
<u>Exhibit 29</u> Form of Operating Level Agreement	<u>Exhibit 29</u> may only be modified by formal amendment, in accordance with <u>Section 21.7</u> of the MSA.

FORM OF OPERATING LEVEL AGREEMENT

This OPERATING LEVEL AGREEMENT (this "OLA") is dated [_____] (the "**OLA Effective Date**"), by and between [_____] (the "**MSI**") and [_____] ("**Service Component Provider**") (each a "**Party**" and together, the "**Parties**").

RECITALS

WHEREAS, [DIR] and [MSI] have entered into that certain Master Services Agreement, dated [_____] ("**MSI MSA**"), pursuant to which certain services are to be provided by [MSI] to DIR and Customers;

WHEREAS, [DIR] and the [Service Component Provider] have entered into that certain Master Services Agreement, dated [_____] ("**SCP MSA**"), pursuant to which certain services are to be provided by the [Service Component Provider] to DIR and Customers;

WHEREAS, the services provided by the MSI under the MSI MSA and the services provided by the Service Component Provider under the SCP MSA (collectively, the "MSA Services") are intended to be delivered in an integrated and seamless manner to DIR and the Customers;

WHEREAS, in order to ensure the integrated and seamless delivery of the MSA Services, pursuant to **Section 9.15**, Multi-Supplier Integration and Cooperation, of the MSI MSA, the MSI is required to enter into an agreement with each of the other Service Component Providers to address the joint operation, issue resolution and joint governance of the performance and delivery of the MSA Services;

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, and for other good and valid consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

OLA Framework

- **Document Control and Version Information:** The OLA should be under Change Management Control, and reside on the portal.
- **Authorizations, Dates and Signatures:** The OLA must have the authority to allow enforcement. This must be signed by representatives from both Parties authorized to contractually bind the Service Provider.
- **Objectives:** Clearly state the purpose of the OLA, to support and deliver the Services.
- **Obligations:** State specifically the obligations of each party by Service Component, listing the deliverables for each party. This is not the same as the Services covered under the Statement of Work, but rather the obligations of each party to the other with respect to delivery of the Services.
- **Governance:** Approach to managing the OLA that includes managing and coordinating issues, communications and oversight responsibility.
- **Issue Escalation and Resolution:** The OLA must include procedures to resolve any problems or complaints between the parties regarding the delivery of the Services. The procedures should be focused on resolution of problems, assurance of prompt service delivery and the acceleration of support for high priority issues.
- **Reporting, Reviewing and Auditing:** The OLA must include procedures for oversight reporting and quality review. This section defines under what conditions to review the OLA, and when, what and to whom to report. Include approach to updating Interdependency Commitments, including alignment and dependencies with the SMM.

- **Dependencies:** Describe solution-based dependencies related to shared use of facilities, equipment, licenses, tools, systems, materials, staffing and other resources including any financial agreements or implications.

Interdependency Commitments

For the agreed shared services, and in alignment to the processes defined in the SMM, identify the interdependencies and document the commitments, between the MSI and the Service Component Providers and between the Service Components, needed to deliver the shared services. Include the elements described below for each commitment.

- **Description:** Explain the interdependency and specifications of interfaces including the relationships between providers.
- **Shared Roles and Responsibilities:** Document who has responsibility in delivering the shared services.
- **Qualitative Standard:** Describe the distinguishing characteristics that satisfy the expected interaction.
- **Quantitative Measures:** Define measures that are reflective or indicative of the expected performance. For example, this section might include the definition of initial response to inquiry, time to review and evaluate, time to perform diagnostics, etc. These times must align with the escalation times.
- **Dependencies:** List specific dependencies related to the process or other operating procedure. These may include related inputs or outputs to process or procedure.
- **References:** Include references to related documentation, procedures, definitions, SMM procedures and any other resource that make it easier to follow, understand or maintain the OLA.