

Amendment Number 1
to
Contract Number DIR-TSO-3996
between
State of Texas, acting by and through the Department of Information Resources
and
International Business Machines Corporation

This Amendment Number 1 to Contract Number DIR-TSO-3996 (“Contract”) is between the Department of Information Resources (“DIR”) and International Business Machines Corporation (“Contractor”). DIR and Contractor agree to modify the terms and conditions of the Contract as follows:

- 1. Contract, Section 1, Introduction, C. Order of Precedence**, is hereby restated in its entirety as follows:

C. Order of Precedence

For purchase transactions under this Contract, the order of precedence shall be as follows: this Contract; Appendix A, Standard Terms and Conditions For Products and Related Services Contracts; Appendix B, Vendor’s Historically Underutilized Businesses Subcontracting Plan; Appendix C, Pricing Index; Appendix D, Customer Relationship Agreement; Appendix E, Cloud Services Agreement; Appendix F, International Passport Advantage Agreement; Appendix G, IBM Customer Agreement-Attachment for Multivendor; Appendix H, Master Service Attachment for ServiceElite; Appendix I, E-Rate Agreement; Appendix J, Statement of Work Template; Appendix K, Master Lease Agreement; Appendix K Exhibit A, Master Lease Agreement Schedule; Appendix K Exhibit B, Certificate of Acceptance; Appendix K Exhibit C, Opinion of Lessee’s Counsel; Exhibit 1, Vendor’s Response to RFO DIR-TSO-TMP-399, including all addenda; and Exhibit 2, RFO DIR-TSO-TMP-399, including all addenda; are incorporated by reference and constitute the entire agreement between DIR and Vendor governing purchase transactions.

For Lease transactions under this Contract the order of precedence shall be as follows: this Contract; Appendix K, Master Lease Agreement and its Exhibits; Appendix A, Standard Terms and Conditions For Products and Related Services Contracts; Appendix B, Vendor’s Historically Underutilized Businesses Subcontracting Plan; Appendix C, Pricing Index; Appendix D, Customer Relationship Agreement; Appendix E, Cloud Services Agreement; Appendix F, International Passport Advantage Agreement; Appendix G, IBM Customer Agreement–Attachment for Multivendor; Appendix H, Master Service Attachment for ServiceElite; Appendix I, E-Rate Agreement; Appendix J, Statement of Work Template; Exhibit 1, Vendor’s Response to RFO DIR-TSO-TMP-226, including all addenda; and Exhibit 2, RFO DIR-TSO-TMP-226, including all addenda; are incorporated by reference and constitute the entire agreement between DIR and Vendor governing lease transactions.

In the event of a conflict between the documents listed in this paragraph related to purchases, the controlling document shall be this Contract, then Appendix A, then Appendix B, then

Appendix C, then Appendix D, then Appendix E, then Appendix F, then Appendix G, then Appendix H, then Appendix I, then Appendix J, Statement of Work Template, then Exhibit 1, and finally Exhibit 2. In the event and to the extent any provisions contained in multiple documents address the same or substantially the same subject matter but do not actually conflict, the more recent provisions shall be deemed to have superseded earlier provisions.

2. **Appendix K, Master Lease Agreement**, is hereby added to the Contract.
3. **Appendix K Exhibit A, Master Lease Agreement Schedule**, is hereby added to the Contract.
4. **Appendix K Exhibit B, Certificate of Acceptance**, is hereby added to the Contract.
5. **Appendix K Exhibit C, Opinion of Lessee's Counsel**, is hereby added to the Contract.

All other terms and conditions of the Contract not specifically modified herein shall remain in full force and effect. In the event of a conflict among provisions, the order of precedence shall be this Amendment 1 and then the Contract.

(Remainder of Page Intentionally Left Blank)

IN WITNESS WHEREOF, the parties hereby execute this amendment to be effective as of the date of the last signature.

International Business Machines Corporation

Authorized By: Signature on File

Name: Eric Rice

Title: IBM Public Sector Contracts Manager

Date: 2/14/2019

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

Authorized By: Signature on File

Name: Hershel Becker

Title: Chief Procurement Officer

Date: 2/20/2019

Office of General Counsel: DB 2/19/2019