

City of Los Angeles, California Contract

City of Los Angeles Purchasing Agent
111 E 1ST STREET
ROOM 110
LOS ANGELES CA 90012

Vendor ID: 0000034971
COMPUCOM SYSTEMS
7171 FOREST LANE
DALLAS TX 75230

Contract ID 58636	Page 1
Contract Dates 10/01/2006 to 04/30/2015	Rate Date PO Date
Description: INTEL-BASED COMPUTER SOFTWARE	Contract Maximum 100,000,000.00
Allow Multicurrency PO	

City of Los Angeles' vendors are required to have on file an approved Affirmative Action Plan and Certification. Contact Buyer at the City Purchasing Office at (213-485-3677) for information on this requirement.

In order to receive payments from the City of Los Angeles, vendors must have a valid Business Tax Registration Certificate (BTRC) number. Contact the City Clerk's Tax and Permits Division (213-485-3916) for information on this requirement.

All shipments, shipping papers, invoices and correspondence must be identified with the City of Los Angeles' Contract Purchase Order Number.

Overshipments will not be accepted unless authorized by requestor prior to shipment.
Terms and conditions of parent contract are binding on its Contract Purchase Orders.

Procurement Analyst: Camille Carapetian
E-mail address: camille.carapetian@lacity.org

Phone Number: 213-928-9509
Fax Number: 213-928-9511

Renewal Options: 5 Option Date 1 = 04/27/11 Option Date 2 = 03/13/12 Option Date 3 = 04/5/13
Options Granted: 3 Option Date 4 = --/--/-- Option Date 5 = --/--/--

Notice of award of contract No. 58636 RFQ No.: EVENT 96 Previous Contract: 58463
Payment Terms: 3% 26 Days Delivery: 10 Days A R O

You are hereby notified of the award of this contract with the City of Los Angeles in accordance with RFQ Number EV00000096, to furnish the City's annual requirements for the items and/or services identified in this document. The entire RFQ (including Attachment A and specifications) or any items thereof, addendums, and general conditions comprise the contract. The Quotation document signed by the appropriate contractor and by duly authorized City officials is on file in the Purchasing Agent's office.

The contract is awarded for the following:
*****INTEL-BASED COMPUTER SOFTWARE AND RELATED SUPPORT*****

NOTE: SALES TAX WILL BE ADDED AT TIME OF ORDER.
The following listed item(s) cover the only product(s) or service(s) approved for purchase under this contract.

For Purchasing Agent, City of Los Angeles, California

City of Los Angeles, California Contract

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Contract Dates 10/01/2006 to 04/30/2015	Rate Date PO Date
Description: INTEL-BASED COMPUTER SOFTWARE	Contract Maximum 100,000,000.00
Allow Multicurrency PO	

Line #	Item ID	Item Desc	Item Qty	Minimum Order Amt	Order Qty	Contract Maximum Amt
1	0.00	Software Volume License and Maintenance Agreements (VLM). NOVELL PRODUCTS	0	0.00	0	

Price Agreement: Price Date: PO Date
Price Quantity: Line Quantity
Quantity Type: Current Order Quantity
Contract Base Price \$ 0.00010 LO

NOVELL PRODUCTS

Percentage discount (-) or Mark-Up (+) Contractor offers the City from the Master Licensing Agreement (MLA) List Price for Novell Products, as follows:

LICENSES/MAINTENANCE:

Percentage Discount (-): 51.08%; or
Cost plus (+) 3%

TRAINING VOUCHERS:

Percentage Discount (-): 2.15%; or
Cost plus (+) 3%

PREMIUM SERVICES (PRIMARY SUPPORT ENGINEER, ADDITIONAL 5 AND 10 INCIDENT PACKS, 4-HOUR STANDBY, ETC)

Percentage Discount (-): 2.15%; or
Cost plus (+) 3%

TITLE OR IDENTIFICATION OF THE LATEST EDITION OF THE NOVELL MLA PRICE LIST THAT INCLUDES LICENSES/MAINTENANCE (PRODUCT), AND TRAINING VOUCHER:

NOVELL Master License Agreement (MLA) Price List, March 2014 (Added per Amendment 11) supersedes:
NOVELL Master License Agreement (MLA) Price List, April 2013 (Added per Amendment 10)
NOVELL Master License Agreement (MLA) Price List, April 2007

ELECTRONIC ATTACHMENT:

NOVELL Master License Agreement (MLA) Price List, April 2013 supersedes
NOVELL Master License Agreement (MLA) Price List, April 2007

AA exp 03/01/10

CONTRACT AMENDMENT NO. 07 DATED JUNE 11, 2010:

Per Contract Amendment No. 07 dated June 11, 2010, the attached Addendum to Novell Master License Agreement (MLA) dated June 11, 2010 that allows for quarterly maintenance on GroupWise is hereby added onto the terms of this contract.

2	0.00	Software Volume License and Maintenance Agreements (VLM) MICROSOFT SELECT LEVEL D	0	0.00	0	
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Line #	Item ID	Item Desc	Item Qty	Minimum Order Amt	Contract Qty	Maximum Amt
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Price Agreement:	Price Date:	PO Date
	Price Quantity:	Line Quantity
	Quantity Type:	Current Order Quantity
Contract Base Price	\$ 0.00100	LO

MICROSOFT SELECT LEVEL D
Percentage Mark-Up to Reseller's Price List from the Manufacturer: + 0% Mark-Up

TITLE OR IDENTIFICATION OF THE RESELLER'S PRICE LIST effective April 1, 2007
Microsoft Select Level-D Price List, April 2007
MICROSOFT CD Kits and Documentation Sets, April 2007

The following price lists were superseded by November 2006 price lists.

TITLE OR IDENTIFICATION OF THE RESELLER'S PRICE LIST:
Microsoft Select Level-D Price List, October 2006
MICROSOFT CD Kits and Documentation Sets, October 2006

TITLE OR IDENTIFICATION OF THE RESELLER'S PRICE LIST:
Microsoft Select Level-D Price List, June 2006

ELECTRONIC ATTACHMENT:

Microsoft Select Plus Level-D Price List, March 2014 (Added Per Amendment 11) supersedes:
Microsoft Select Level-D Price List, April 2013
MICROSOFT SELECT-D Licenses and Software Assurance, April 2007
Microsoft Select Level-D Price List, April 2007

ELECTRONIC ATTACHMENT:

MICROSOFT CD Kits and Documentation Sets, April 2007

ELECTRONIC ATTACHMENT:

MICROSOFT Academic Select Licenses and Software Assurance (Zoo and Library Only), June 2005

3	0.00	Software Volume License and Maintenance Agreements (VLM). COREL PRODUCTS	0	0.00	0
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Price Agreement:	Price Date:	PO Date
	Price Quantity:	Line Quantity
	Quantity Type:	Current Order Quantity
Contract Base Price	\$ 0.00100	LO

COREL PRODUCTS
Percentage Mark-up from the Corel Government Pricing: Cost + 4%

TITLE OR IDENTIFICATION OF COREL GOVERNMENT PRICE LIST
COREL US Master Price List, October 2006

Per Contract Amendment #1, effective October 6, 2006, the following price list was superseded by
COREL US Master Price List, October 2006
TITLE OR IDENTIFICATION OF COREL GOVERNMENT PRICE LIST
COREL US Master Price List, June 2006

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Allow Multicurrency PO	

Line #	Item ID	Item Desc	Item Qty	Minimum Order Amt	Item Qty	Contract Maximum Amt
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ELECTRONIC ATTACHMENT:

COREL US Master Price List, March 2014 (Added Per Amendment 11) supersedes:
COREL US Master Price List, April 2013
COREL US Master Price List, October 2006

4	0.00	Software Volume License and Maintenance Agreements (VLM). ADOBE PRODUCTS	0	0.00	0	
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Price Agreement: Price Date: PO Date
 Price Quantity: Line Quantity
 Quantity Type: Current Order Quantity
Contract Base Price \$ 0.00100 LO

ADOBE PRODUCTS
Percentage Mark-Up to the Reseller's Price List from the Manufacturer: Cost + 4%

TITLE OR IDENTIFICATION OF THE RESELLER'S PRICE LIST:
ADOBE TLP Government License Price List, October 2006

Per Contract Amendment #1, effective October 6, 2006, the following price list was superseded by
ADOBE TLP Government License Price List, October 2006

TITLE OR IDENTIFICATION OF THE RESELLER'S PRICE LIST:
ADOBE TLP Government License Price List, June 2006

ELECTRONIC ATTACHMENT:
MACROMEDIA GOVERNMENT BREEZE Price List (Distributor Price List), June 2006
(See Adobe Price List for all other legacy Macromedia products.)

ELECTRONIC ATTACHMENT:

ADOBE CLP 5.0 Government License Price List, March 2014 (Added Per Amendment 11) supersedes:
ADOBE CLP 5.0 Government License Price List, April 2013
ADOBE TLP Government License Price List, October 2006

ELECTRONIC ATTACHMENT:
ADOBE TLP Government Media Price List (CDs and Docs), June 2006

5	0.00	Software Volume License and Maintenance Agreements (VLM). SYMANTEC PRODUCTS	0	0.00	0	
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Price Agreement: Price Date: PO Date
 Price Quantity: Line Quantity
 Quantity Type: Current Order Quantity
Contract Base Price \$ 0.00100 LO

SYMANTEC PRODUCTS

ANTI-VIRUS PRODUCTS AND OTHER SYMANTEC PRODUCTS:
Percentage Mark-Up to the Reseller's Price List from the Value Government Price List. Cost +3%

TITLE OR IDENTIFICATION OF THE VALUE GOVERNMENT PRICE LIST:
SYMANTEC Value Government Price List, June 2006

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Allow Multicurrency PO	

Line #	Item ID	Item Desc	Item Qty	Minimum Order Amt	Contract Qty	Maximum Amt
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ELECTRONIC ATTACHMENT:
 SYMANTEC Reward Level E Price List, March 2014 (Added Per Amendment 11) supersedes:
 SYMANTEC Reward Level E Price List, April 2013
 SYMANTEC Value Government Price List, June 2006

6	152.168.13	Software Volume License and Maintenance Agreements (VLM). VERITAS PRODUCTS	0	0.00	316	
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Price Agreement:	Price Date:	PO Date
	Price Quantity:	Line Quantity
	Quantity Type:	Current Order Quantity
Contract Base Price	\$ 0.00100	LO

****Deleted per Amendment # 10 dated April 5, 2013, Symantec bought Veritas, use Line Item # 5****

VERITAS PRODUCTS

VERITAS LEVEL E

Percentage mark-Up to the Reseller's Price List from the Manufacturer: Cost + 3%

TITLE OR IDENTIFICATION OF THE RESELLER'S PRICE LIST:
 SYMANTEC (Veritas Backup Exec + Storage Exec) Price List, June 2006

VERITAS ENTERPRISE (NET BACK-UP)

Percentage mark-Up to the Reseller's Price List from the Manufacturer: Cost + 3%

TITLE OR IDENTIFICATION OF THE RESELLER'S PRICE LIST:
 SYMANTEC (Veritas Enterprise) Price List - Data Protection (Net Backup), June 2006

ELECTRONIC ATTACHMENT:
 SYMANTEC (VERITAS ENTERPRISE) Price List - Data Protection (Net Backup), June 2006

ELECTRONIC ATTACHMENT:
 SYMANTEC (VERITAS BACKUP EXEC + STORAGE EXEC) Price List, June 2006

7	0.00	MISCELLANEOUS COMPUTER SOFTWARE (Not included in Lines 1 through 6 herein.)	0	0.00	0	
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Price Agreement:	Price Date:	PO Date
	Price Quantity:	Line Quantity
	Quantity Type:	Current Order Quantity
Contract Base Price	\$ 0.00100	LO

THIS LINE ITEM IS FOR INTEL-BASED MISCELLANEOUS COMPUTER SOFTWARE

COMPUTER SOFTWARE NOT COVERED BY VLM AGREEMENTS.
 Percentage Mark-Up over Government Band Reseller's Cost: Cost +4%

When manufacturer's price lists do not exist or are not otherwise available for Cost Plus Mark Up contracts, the following shall apply:

Prices charged the City are based on a Cost Plus Percentage Mark Up to the supplier's net/cost price, as indicated on invoices from the manufacturer, distributor, sub-supplier, or other supply chain source. Percentage mark up is to remain firm for the duration of the contract, subject to "Threshold Amount Level Volume Percentage Adjustments".

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Line #	Item ID	Item Desc	Item Minimum Order Qty	Item Contract Maximum Amt	Item Contract Maximum Qty	Item Contract Maximum Amt
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A copy of each manufacturer's, distributor's, sub-supplier's, or other supply chain source's invoice pertaining to the specific City Contract Purchase Order shall be submitted with the supplier's invoice to the City's Payment Services Division (SMS Accounts Payable). Failure to submit invoice copies may be considered a Breach of Contract, and will result in payment delays, or non-payment of the supplier's invoice.

ELECTRONIC ATTACHMENT:
 ACRONIS Channel Price List, June 2006

ELECTRONIC ATTACHMENT:
 ALTIRIS Price List, June 2006

ELECTRONIC ATTACHMENT:
 ATTACHMATE Price List, June 2006

ELECTRONIC ATTACHMENT:
 BUSINESS OBJECTS (Crystal Decisions) Price List, June 2006

ELECTRONIC ATTACHMENT:
 CHECKPOINT (Zone Labs) Price List, June 2006

ELECTRONIC ATTACHMENT:
 HUMMINGBIRD Master Channel Price List (Connectivity) USA Government Pricing, June 2006

ELECTRONIC ATTACHMENT:
 NETVISION INC Price List, Effective June 12, 2006

ELECTRONIC ATTACHMENT:
 PATCHLINK SOLUTION PROVIDER Price List, June 2006

ELECTRONIC ATTACHMENT:
 PATCHLINK Supplement, June 2006

ELECTRONIC ATTACHMENT:
 MC AFEE Reseller's Price List, October 2006

ELECTRONIC ATTACHMENT:
 NETMOTION Wireless Price List, April 27, 2006

8	0.00	0	0.00	0
	ADOBE BREEZE PRESENTER- Presenter - AOO - LIC, Mfg Part # 38019169JA (formerly Adobe Breeze Presenter Named Author) Bundle Price is good for the first 5 years of the life of this contract.			

Price Agreement:	Price Date:	PO Date
	Price Quantity:	Line Quantity
	Quantity Type:	Current Order Quantity
Contract Base Price	\$ 298.79000	EA

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Line #	Item ID	Item Desc	Item Minimum Order Qty	Item Contract Maximum Amt	Item Contract Maximum Qty	Item Contract Maximum Amt
9	0.00	END-USER DESKTOP SUPPORT REGULAR RATE Regular Service Hours: 8:00 A.M. to 5:00 P.M.	0	0.00	0	
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 88.00000 HUR						
End-User Desktop Support provides end-users' desktop computing needs in the area of desktop products at a minimum: - Microsoft Office - Corel Office - Groupwise - Windows XP - Netware						
10	0.00	END-USER DESKTOP SUPPORT OVERTIME RATE Overtime Service Hours: Before 8:00 A.M. and After 5:00 P.M.	0	0.00	0	
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 94.00000 HUR						
11	0.00	HELP DESK SUPPORT REGULAR RATE Regular Service Hours: 8:00 A.M. to 5:00 P.M.	0	0.00	0	
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 49.00000 HUR						
HELP DESK provides a single point of contact for all (and) users, IT-related inquiries and problems. Help Desk staff handles questions, diagnosis problems and provides solutions at a minimum: - Microsoft Office - Corel Office - Groupwise - Windows XP - Netware - Microsoft NT Server - Microsoft SQL Server						
12	0.00	HELP DESK SUPPORT OVERTIME RATE Overtime Service Hours: Before 8:00 A.M. and After 5:00 P.M.	0	0.00	0	

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Contract ID 58638	Page 8
Contract Dates 10/01/2005 to 04/30/2015	Rate Date PO Date
Description: INTEL-BASED COMPUTER SOFTWARE	Contract Maximum 100,000,000.00
Allow Multicurrency PO	

Line #	Item ID	Item Desc	Item Minimum Order Qty	Order Amt	Item Contract Maximum Qty	Contract Maximum Amt
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 65.00000 HUR						
13	0.00	DEVELOPER SUPPORT REGULAR RATE Regular Service Hours: 8:00 A.M. to 5:00 P.M.	0	0.00	0	
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 139.00000 HUR						
DEVELOPER SUPPORT provides technical support in the area of developing applications for the following software at a minimum: - Java - Cold Fusion - Jbuilder - Microsoft Access						
14	0.00	DEVELOPER SUPPORT OVERTIME RATE Overtime Service Hours: Before 8:00 A.M. and After 5:00 P.M.	0	0.00	0	
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 200.00000 HUR						
15	0.00	INSTALLATION/IMPLEMENTATION SUPPORT REGULAR RATE Regular Service Hours: 8:00 A.M. to 5:00 P.M.	0	0.00	0	
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 99.00000 HUR						
The City requires implementation/installation support for all products purchased thru this contract. This support is required for the following software, at a minimum: NOVELL PRODUCTS: Cluster Solution, E Directory, Extend, IDM, OES, Zenworks. MICROSOFT PRODUCTS: Active Directory OTHER PRODUCTS (purchased thru this contract): Netbackup, VMWare, Cold Fusion, Crystal Reports						

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Description: INTEL-BASED COMPUTER SOFTWARE		Contract Maximum 100,000,000.00
Allow Multicurrency PO		

Line #	Item ID	Item Desc	Item Minimum Order Qty	Amt	Item Contract Maximum Qty	Maximum Amt
16	0.00	INSTALLATION/IMPLEMENTATION SUPPORT OVERTIME RATE Overtime Service Hours: Before 8:00 A.M. and After 5:00 P.M	0	0.00	0	

Price Agreement: Price Date: PO Date
Price Quantity: Line Quantity
Quantity Type: Current Order Quantity
Contract Base Price \$ 125.00000 HUR

17	6,092,091.07	Additional Microsoft Enterprise Agreement (EA) Products available to California County Information Services Directors Association / Municipal Information Systems Association of California (CCISDA/MISAC) members in accordance with the County of Riverside.	0	0.00	76856.01	
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Price Agreement: Price Date: PO Date
Price Quantity: Line Quantity
Quantity Type: Current Order Quantity
Contract Base Price \$ 0.01000 LO

****Deleted per Amendment # 10 dated April 5, 2013****

PRICE:

1.25% below the Current Net Price available on the EA 6 Agreement and in accordance with the County of Riverside Contract ID PUARC-20800-012-004-06/08 dated September 24, 2003. The current NET Price for year one is Level D - 7.5%, and follows the following discount levels for follow-on years.

EA Seat Count	Current NET Price Level
120,000-299,999	D -7.5%
80,000-119,999	D -6%
60,000-79,999	C -4%
40,000-59,999	D -2%
15,000-39,999	D
6,000-14,999	C
2,400-5,999	B
250-2,399	A

An example of EA Additional products include: Exchange Server Enterprise Edition; MOM Operations Manager Base Enterprise 1 Processor; MSON Universal.

If at any time during the contract period Microsoft revises their incentive programs for products, CompuCom shall have the right to revise pricing subject to the Price Agreement Conditions clause mentioned herein.

Supplier requests for price adjustments must include a cover letter and price list(s) from the manufacturer, wholesaler or distributor, and show new price and percentage adjustment for each contract line item or product group. No increases

will be granted without prior approval of the City Purchasing Agent. Any increases granted are effective on the date of

the City Purchasing Agent's approval

PRICE LIST TITLE/IDENTIFICATION:
Microsoft Enterprise Agreement
April 1 2007

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Line #	Item ID	Item Desc	Item Minimum Qty	Order Amt	Item Contract Qty	Maximum Amt
INVOICING: The Contractor shall issue a separate invoice for this line item only specifying that this line item is not subject to the 3% prompt payment discount; make reference to the City contract number.						
18	0.00	RSA Tokens	0	0.00	0	
Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 0.00100 LO PRICE: Cost Plus 4% Price List Identification/Title: RSA Price List dated May 2007 ELECTRONIC ATTACHMENT: RSA Price List dated May 2007 (For RSA Tokens & 10 line items)						
19	0.00	Additional Microsoft Enterprise Agreement (EA) software licenses for Riverside County and surrounding Government Agencies within the state of California in accordance with Microsoft Master Agreement Number 01E69833.	0	0.00	0	
PRICE: 1.50% below the Current Ne Price Agreement: Price Date: PO Date Price Quantity: Line Quantity Quantity Type: Current Order Quantity Contract Base Price \$ 0.01000 LO PRICE LIST TITLE/IDENTIFICATION: Microsoft Enterprise Agreement Price List: December 2009 Invoicing: The Contractor shall issue a separate invoice for this line item only specifying that this line item is not subject to the 3% prompt payment discount; make reference to the City contract number. (Added per Amendment 10 dated April 5, 2013)						
20	0.00	Additional Microsoft Enterprise Agreement (EA) software licenses for Riverside County and surrounding Government Agencies within the state of California in accordance with Microsoft Master Agreement Number 01E73134.	0	0.00	0	

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Description:	Contract Maximum	
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Allow Multicurrency PO		

Line #	Item ID	Item Desc	Item Minimum Order Qty	Item Contract Maximum Amt
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Price Agreement:	Price Date:	PO Date
	Price Quantity:	Line Quantity
	Quantity Type:	Current Order Quantity
Contract Base Price	\$ 0.01000	LO

City of Riverside Contract RIVCO-20800-002-12/12
 Period of Performance: From January 1, 2012 through December 31, 2012
 Year: 1 of 5, final and date of December 31, 2016

PRICE LIST TITLE/IDENTIFICATION:
 Microsoft Enterprise Agreement Price List:
 Dated: March 2012

Invoicing: The Contractor shall issue a separate invoice for this line item only specifying that this line item is not subject to the 3% prompt payment discount; make reference to the City contract number. (Added per Amendment 10 dated April 5, 2013)

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Description:	Contract Maximum	
INTEL-BASED COMPUTER SOFTWARE	100,000,000.00	
Allow Multicurrency PO		

Line #	Item ID	Item Desc	Item Qty	Minimum Order Amt	Contract Qty	Maximum Amt
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SUPPLIER CONTACT:

Contact Person: SAM ANDREWS
Title: ITQ Software Consultant
Telephone No.: 818-988-2195
Fax No.: 800-386-9994
E-Mail Address: sam.andrews@compucom.com
24 Hour Contact No.: 323-428-8121

CONTRACT PURCHASE ORDERS:

Contract Purchase Orders will be issued during the contract period for materials or services as required. Supplier shall deliver no goods or services until a City department issues a Contract Purchase Order.

APPROVED CONTRACT ITEM PURCHASES:

The listed items cover the only products approved for purchase under this contract.

The City of Los Angeles will not pay any invoice covering the delivery of any merchandise that is not explicitly authorized by this contract. Any products requested by the City not listed in the contract require a separate City Purchase Order in order for the supplier to receive payment.

RENEWAL OPTION:

The City reserves the right to renew this contract for FIVE (5) additional one(1) year period(s). All renewals shall be on an annual basis and under the same terms and conditions of the original contract.

ESTIMATED EXPENDITURES AND THRESHOLD ADJUSTMENT:

Total expenditures for the life of this contract are estimated to be \$100,000,000.00. No guarantee can be given that this total will be reached or that it will not be exceeded. Supplier agrees to furnish more or less in accordance with actual contract requirements.

Based on the City's contract term estimate, the supplier will provide an additional volume percentage adjustment if the City exceeds the following threshold amount levels:

Threshold Amount Level: Volume Percent Adjustment:
\$100,000,000.00 — If thresholds are met CompuCom is willing to negotiate pricing.

The volume percent adjustments shall be made to the base discount/mark up as each threshold is met. The City shall notify the supplier in writing of the applicable adjustment and the effective date.

PRICE AGREEMENT CONDITIONS:

Prices charged the City are based on a percentage discount/mark up from/to the manufacturer's published price list. Percentage discount/mark up is to remain firm for the duration of the contract, subject to "Threshold Amount Level Volume Percentage Adjustments". However, manufacturer's price lists are subject to change in accordance with price adjustments made by the manufacturer.

The City is to be given benefit of any decline in prices immediately upon the manufacturer's effective date of such decline.

The Request for Quotation specifications, requirements, terms and conditions shall supersede and take precedence over any conflicting conditions in manufacturer's price lists.

Subsequent price list updates shall be submitted to the Purchasing Agent by the supplier in accordance to the following:

1. A letter requesting price list updates shall indicate supplier's name, contract number and published price list(s) date and number.
2. All new price lists shall show supplier's name and contract number and shall be submitted with the request to the

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City of Los Angeles Purchasing Agent
111 E 1ST STREET
ROOM 110
LOS ANGELES CA 90012

Vendor ID: 0000034971
COMPUCOM SYSTEMS
7171 FOREST LANE
DALLAS TX 75230

Contract ID	58636	Page	13
Contract Dates	10/01/2006 to 04/30/2015	Rate Date	PO Date
Description:	INTEL-BASED COMPUTER SOFTWARE	Contract Maximum	100,000,000.00
Allow Multicurrency PO			

Line #	Item ID	Item Desc	Item Qty	Minimum Order Amt	Contract Qty	Maximum Amt
City of Los Angeles Purchasing Agent. Price list updates will become effective only upon approval by the Purchasing Agent. If approved, a contract amendment letter will be mailed to the supplier identifying the price list and its effective date or any other price changes.						

3. Purchasing Agent approved price lists may be requested from the supplier by each City Department that uses the contract. The price lists may be shipped directly from the supplier to the City department.

INVOICES:

Invoices shall show the City Contract Purchase Order number and contract number, serial number if any, Bidder's State of California Sales and Use Tax Permit Number and City of Los Angeles Business Tax Registration Certificate Number. Invoices shall be submitted in triplicate to the address shown on the specific Contract Purchase Order.

SUPPLIER PERFORMANCE REVIEWS:

The supplier agrees to attend periodic performance reviews, facilitated by the City's Contract Manager. Reviews will be held a minimum of once per calendar quarter and will focus on the supplier's and the City's meeting product and service quality levels stated in the contract, adherence to the contract terms and conditions, and will provide a forum to informally discuss opportunities for improving products, services, contract terms and conditions, and other related issues in an effort to create economies and cost reductions for the supplier and the City.

INSURANCE:

The supplier's General Liability and Worker's Compensation Insurance Certificates are on file in the Purchasing Agent's office.

SUBCONTRACTORS:

All subcontractors shall be approved by the City Purchasing Agent prior to working on City projects. A subcontractor is defined as a person, partnership, corporation or other entity, which enters into a contract with a contractor for performance of some or all of the City contracted work.

The Contractor shall identify subcontracted work by subcontractor name and dollar amount subcontracted on all monthly/quarterly reports. Wholly owned subsidiaries of the contractor shall not be considered as subcontractors, but the City shall be notified in advance of their usage. The Contractor shall not change any of the approved subcontractors or reduce their level of work without the City Purchasing Agent's written approval. City approval shall not be unreasonably withheld.

All procurement agreements with a value in excess of \$25,000 and having a term in excess of three (3) months are subject to the Sweat-Free Procurement Ordinance. Subcontractor information for these agreements shall be provided in both hardcopy and electronic versions. Information for these contractors/subcontractors will be posted on the City Purchasing Agent's Internet website.

PRICE REDUCTIONS:

After the award of a contract, or during the term of the contract, any reduction in cost of product to the Bidder shall be automatically reflected in the next weekly electronic data file following the price reduction. The City reserves the right to audit as necessary to ensure that any and all reductions in product costs to the Bidder are reflected in the pricing set for the City.

STANDARD PRODUCT WARRANTY:

The manufacturer's standard warranty shall be included with all products delivered to the City of Los Angeles. If an express warranty does not exist for the products delivered, the supplier provides the following warranty for defects in material and labor/workmanship.

Warranty for material defects: OEM Warranty applies

Warranty for labor/workmanship defects: OEM Warranty applies

In no case shall the supplier's warranty period be less than, but may be longer than any express warranty or implied warranty of merchantability or fitness for use.

RECYCLED CONTENT PRODUCTS:

City of Los Angeles, California Contract

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Contract Dates 10/01/2008 to 04/30/2015	Rate Date PO Date
Description: INTEL-BASED COMPUTER SOFTWARE	Contract Maximum 100,000,000.00
Allow Multicurrency PO	

Line #	Item ID	Item Desc	Item Minimum Order Qty	Item Minimum Order Amt	Item Contract Maximum Qty	Item Contract Maximum Amt
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As an essential part of the City of Los Angeles' comprehensive program for solid waste management, it is in the public interest to purchase recycled products with the highest recycled material content feasible in the City's procurement of goods and equipment. (City of Los Angeles Administrative Code Division 10, Chapter 1, Article 6, Section 10.32)

City employees are required to purchase recycled content products from this contract whenever feasible, consistent with the City's Recycled Products Purchasing Program.

Contractor is required to identify recycled products that may be suitable for inclusion under this contract to the City of Los Angeles, if such products become available during the contract term.

LIQUIDATED DAMAGES FOR LATE DELIVERY:

Delivery delays beyond the Contract/Purchase Order delivery date will result in added expense to the City. The City of Los Angeles shall be paid damages for such delay. Inasmuch as the amount of damage is extremely difficult to ascertain, the supplier agrees to compensate the City in the amount of \$100.00 per calendar day beyond the delivery date specified. This amount shall be fixed as liquidated damages that the City will suffer by reason of such delay, and not as a penalty. The City shall have the right to deduct and retain the amount of such liquidated damages from any monies due the supplier.

The supplier shall be entitled to a reasonable extension of time for unavoidable delay in delivery due to causes not reasonably foreseeable by the parties at the time of the Contract/Purchase Order execution, and that are entirely beyond the control and without the fault or negligence of the supplier, including, but not limited to, acts of God or the public enemy, war or other national emergency making delivery temporarily impossible or illegal, acts or omissions of other suppliers, strikes and labor disputes not brought on by any act or omission of the supplier, fire, flood, epidemics, quarantines, or freight embargoes.

QUARTERLY REPORTS:

The Bidder must provide regular purchase activity information in the format described below. These reports, sorted by City department and summarized, should be available monthly, quarterly and annually. This information should be provided in both hard copy reports, MS/Excel 2000 spreadsheet, or as directed by City, available for secure download from vendor web site.

CPO#
CPO Date:
Contact Name:
City Department:
Invoice#:
Invoice Date:
MFG:
Description:
Serial#: (If any)
Qty:
Price (1):
Price (qty):
Ship Date:
Ship Address:

City may also periodically request ad hoc or specialized reports.

The supplier shall provide the City Purchasing Agent with quarterly reports, to include the following:

- 1) Expenditure Report as stated above.
- 2) Recycled Material/Product Report that indicates the quantity and description of products sold to the City that have recycled material content. This information may be included in the Expenditure Report.
- 3) MBE/WBE/OBE Report that indicates the quantity and description of products sold to the City that were manufactured by or obtained from Minority, Women, or Other Business Enterprise sub-suppliers. This information may be included in the Expenditure Report.

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Contract Dates 10/01/2006 to 04/30/2015	Rate Date PO Date
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Allow Multicurrency PO	

Line #	Item ID	Item Desc	Item Minimum Order Qty	Item Contract Maximum Amt
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Reports shall be created in a MS/Excel spreadsheet format as provided by the Purchasing Agent, and delivered by the 10th of the month following contract quarter end to City of Los Angeles Purchasing Agent, 111 E. First St., Attn: Procurement Analyst, Room 110, City Hall South, Los Angeles, California, 90012-4111. The supplier shall reference the City's contract number on all reports.

OTHER GOVERNMENT AGENCY PURCHASES:

Other government agencies may make purchases using the prices, terms and conditions of this contract. Any purchases made pursuant to this clause shall be included in the Threshold Amount Level for calculating the Volume Percent Adjustment in the ESTIMATED EXPENDITURES AND THRESHOLD ADJUSTMENT clause. Supplier shall provide quarterly reports to the City Purchasing Agent identifying purchases by Agency and total dollar volume for the quarter.

VLM REPORT:

The Bidder must adhere to reporting requirements as stipulated in each VLM Agreement.

QUANTITIES:

The Bidder will not place a limit (maximum or minimum) on the quantity of products ordered.

OPTIONS AND FEATURES:

The City reserves the right to acquire all product updates, and replacement products during the term of the contract.

ANNUAL PRICE ADJUSTMENT FOR LONG TERM FIXED PRICE CONTRACTS:

Unit Prices for each line item shall be fixed for one year from the contract start date. On contract anniversaries and renewals, unit prices may be adjusted for the next year in accordance with manufacturer's published price adjustments. Any price adjustments shall be mutually agreed upon by the City Purchasing Agent and the supplier. Price increases will not exceed a reasonable amount, supported by written documentation as indicated in the paragraph below and as determined by the City Purchasing Agent, for any price adjustment. Price reductions may be issued at any time.

The City reserves the right to terminate contract without further obligation by either party in event price increases are not acceptable. Escalating factors will not be automatically granted. Requests for price increases shall be in writing and accompanied by each manufacturer(s) price list(s) with appropriate supporting documents acceptable to the City. Such documents shall include, but not be limited to manufacturer/distributor/dealer invoices, insurance bills, utility bills, freight bills, payroll records, etc. The request shall state the percentage increase and the revised price for each affected contract item.

Supplier requests for price adjustments must include a cover letter and price list(s) from the manufacturer, wholesaler or distributor, and show new price and percentage adjustment for each contract line item or product group. No increases will be granted without prior approval of the City Purchasing Agent. Any increases granted are effective on the date of the City Purchasing Agent's approval.

No increases will be granted without prior approval of the City Purchasing Agent.

AMENDMENT NO. 1 – REVISED PRICE LISTS FOR ADOBE, COREL AND MICROSOFT. Price Lists are dated October 2006. Per CompuCom (Sam Andrews) revised price lists reflect deletion and addition of products. Pricing normally remains the same.

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October 6, 2006
COMPUCOM SYSTEMS
3320 Data Dr., Ste 100
Rancho Cordova, CA 95670
SUBJECT: CITY OF LOS ANGELES SUPPLY CONTRACT 58636 & AMENDMENT 01
COMPUTER SOFTWARE AND RELATED SUPPORT

The following Reseller's Price Lists have been received and approved by the City Purchasing Agent effective October 6, 2006:

Line
Item No. New Price List

City of Los Angeles, California Contract

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Contract Dates	Rate Date
10/01/2006 to 04/30/2015	PO Date
Description:	Contract Maximum
INTEL-BASED COMPUTER SOFTWARE	100,000,000.00
Allow Multicurrency PO	

Line #	Item ID	Item Desc	Item Qty	Minimum Order Amt	Contract Qty	Maximum Amt
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2 MICROSOFT SELECT D Licenses and Software Assurance, October 2006
MICROSOFT CD Kits and Documentation, October 2006

3 COREL US Master Price List, October 2006

4 ADOBE TLP Government Media and Documentation, October 2006
ADOBE TLP Government Licenses/Maintenance, October 2006

All terms, conditions, and specifications of this contract remain unchanged. Questions regarding this modification should be addressed to Carmelita Legaspi, Procurement Supervisor at 213-928-9529 or via e-mail at carmelita.legaspi@lacity.org.

Alvin Y. Blain
General Manager and
City Purchasing Agent

ELECTRONIC ATTACHMENT: Amendment 08 for renewal option #1

Electronic Attachment - Contract 58636 - Amendment 06 for Riverside ELA

ELECTRONIC ATTACHMENT: Purchasing Award Approval

ELECTRONIC ATTACHMENT: Amendment 09 - Complete Package
1) Amendment 09 for renewal option #2 & Line item #20 Riverside EA
2) PAA and City Attorney approval as to form
3) Microsoft / Riverside agreement
4) Riverside Contract

ELECTRONIC ATTACHMENT: Amendment 10 for renewal option #3

ELECTRONIC ATTACHMENT: Amendment 11, Renewal Option 4 dated 03-19-2014