

MA 18P 17071300000000000002
MODIFICATION

State of Maine



Master Agreement

Effective Date: 07/13/17

Expiration Date: 07/31/21

Master Agreement Description: HPE Servers and Storage

Buyer Information

Justin Franzose 207-624-7337 ext. justin.franzose@maine.gov

Issuer Information

Thomas Howker 207-624-8878 ext. Thomas.n.howker@maine.gov

Requestor Information

Joan Bolduc 207-624-9904 ext. JOAN.BOLDUC@MAINE.GOV

Agreement Reporting Categories

Reason For Modification: Extension to 7/31/2021.

Authorized Departments

ALL

Vendor Information

Vendor Line #: 1

Vendor ID

VS0000019711

Vendor Name

Hewlett-Packard Enterprise Company

Alias/DBA

Vendor Address Information

6280 America Center Drive

San Jose, CA 95002

US

RIDERS

| | |
|-------------------------------------|--|
| <input checked="" type="checkbox"/> | The following riders are hereby incorporated into this Contract and made part of it by reference: (check all that apply) |
| <input checked="" type="checkbox"/> | Rider A – Scope of Work and/or Specifications |
| <input type="checkbox"/> | Rider B – Terms and Conditions |
| <input type="checkbox"/> | Rider C - Exceptions |
| <input type="checkbox"/> | Bid Cover Page and Debarment Form |
| <input type="checkbox"/> | Debarment, Performance, and Non-Collusion Certification |
| <input type="checkbox"/> | Price sheet (attach excel spreadsheet to post on website) |
| <input checked="" type="checkbox"/> | Other – Included at Department's Discretion |

RIDER A
Scope of Work and/or Specifications

This master agreement is for computer equipment, peripherals and related services. All purchases are subject to master agreement number MNNVP-134, bands 4 and 5 through NASPO ValuePoint, which is attached and hereby incorporated into this contract. Orders may be placed using a procurement card or delivery order.

Link to NASPO ValuePoint master agreement: <https://www.naspovaluepoint.org/portfolio/computer-equipment-peripherals-related-services-2015-2020/hewlett-packard-enterprise/>

RIDER C

NA

PARTICIPATING ADDENDUM
NASPO ValuePoint COOPERATIVE PURCHASING PROGRAM
Computer Equipment
Administered by the State of Minnesota (hereinafter "Lead State")

MASTER AGREEMENT

Master Agreement No: MNNVP-134 and MNWNC-115

Hewlett Packard Enterprise
(hereinafter "Contractor")

And

The State of Maine
(hereinafter "Participating State/Entity")

1. Scope: This addendum allows for purchase from the Computer Equipment, Peripherals and Related Services cooperative purchasing program, led by the State of Minnesota along with a multi-state sourcing team for use by state agencies and other entities located in the Participating State/Entity that is authorized by that state's statutes to utilize Participating State /Entity contracts, and which receives prior written approval of the state's chief procurement official.

The original solicitation contains the requirements and definitions establishing the Product Bands allowed on the Master Agreement. The Master Agreement identifies the bands awarded to the Contract Vendor, eligible for purchase under this Addendum to include: Band 4- Server; and, Band 5 - Storage. The configuration limits and restrictions for the Master Agreement are provided with revisions identified by the Participating State in this Participating Addendum, increasing Peripherals threshold to \$30,000.

2. Participation: Use of specific NASPO ValuePoint cooperative contracts by agencies, political subdivisions and other entities (including cooperatives) authorized by an individual state's statutes to use **state/entity** contracts are subject to the prior approval of the respective State Chief Procurement Official. Issues of interpretation and eligibility for participation are solely within the authority of the State Chief Procurement Official.

3. Order of Precedence:

1. A Participating Entity's Participating Addendum ("PA"); A Participating Entity's Participating Addendum shall not diminish, change, or impact the rights of the Lead State with regard to the Lead State's contractual relationship with the Contract Vendor under the Terms of Minnesota WSCA-NASPO Master Agreement

2. Minnesota WSCA-NASPO Master Agreement (includes negotiated Terms & Conditions)

3. The Solicitation including all Addendums; and

4. Contract Vendor's response to the Solicitation

These documents shall be read to be consistent and complementary. Any conflict among these documents shall be resolved by giving priority to these documents in the order listed above. Contract Vendor terms and conditions that apply to this Master Agreement are only those that are expressly accepted by the Lead State and must be in writing and attached to the Master Agreement as an Exhibit or Attachment. No other terms and

conditions shall apply, including terms and conditions listed in the Contract Vendor's response to the Solicitation, or terms listed or referenced on the Contract Vendor's website, in the Contract Vendor quotation/sales order or in similar documents subsequently provided by the Contract Vendor. The solicitation language prevails unless a mutually agreed exception has been negotiated.

4. Participating State/Entity Modifications or Additions to Master Agreement:
CONSTRUCTION OF AGREEMENT AND TERMS -This agreement shall be construed in accordance with the laws of the State of Maine, and is binding upon and inures to the benefit of the parties and their respective successors and assigns.

5. Primary Contacts: The primary contact individuals for this Participating Addendum are as follows (or their named successors):

Contractor

| | |
|-----------|--------------------------------------|
| Name | Stacey Kearns |
| Address | 355 Ledgeawn Drive, Conway, AR 72204 |
| Telephone | 512-319-3018 |
| Fax | 501-339-2377 |
| E-mail | Stacey.lyn.kearns@hpe.com |

Participating Entity

| | |
|-----------|--|
| Name | Justin Franzose |
| Address | State of Maine Division of Purchases 9 State House Station Augusta, ME 04333-0009 |
| Telephone | Ph: 207-624-7337 |
| Fax | FX: 207-287-6578 |
| E-mail | Justin.Franzose@maine.gov |

6. Partner Utilization: Each Participating State/Entity represented by NASPO ValuePoint participating in this Master Agreement independently have the option of utilizing partners. Only partners approved by this Participating State/Entity may be deployed. The Participating State/Entity may define the process to add and remove partners and may define the partner's role in this Participating Addendum. The Contractors partners' participation will be in accordance with the terms and conditions set forth in the aforementioned Master Agreement and this Participating Addendum. Approved partners are shown on the Contractor's dedicated website for the Participating Entity and its respective eligible Purchase Entities.

Contractor has two (2) distinct Servicing Subcontractor Programs: (1) the Reseller Agent Program; and (2) the Fulfillment Subcontractor Program. Both are available to authorized Purchasing Entities to select from under this Participating Addendum.

A. Reseller Agent Program:

Under the Reseller Agent Program the purchase order ("Order") is made out to Hewlett Packard Enterprise ("HPE"). HPE fulfills and ships the Order to the Purchasing Entity and invoices the Purchasing Entity directly. The Reseller Agents provides pre- and post-sales support. Pre- and post-sales support includes, but is not limited to, providing advice on specifications, quotes, assist in escalation of order(s), and returns. The authorized Reseller Agent(s) under this Contract are listed on the HPE Participating State/Entity landing page at www.hp.com/buy/NASPOVP-PC4E.

Orders and payment are issued by the Purchasing Entity direct to HPE under the Reseller Agent Program. The Reseller Agent HPE Authorization Number must be listed in all quotes and related Order activities for sales and tracking purposes. Orders must include the Participating State/Entity Contract Number. HPE Order information, including the HPE remittance address, is available in the Information Center located at the HPE website www.hp.com/buy/NASPOVP-PC4E.

B. Fulfillment Subcontractor Program:

Under this Fulfillment Subcontractor Program the purchase order ("Order") is made out to the named Fulfillment Subcontractor. The Fulfillment Subcontractor receives the Order(s) and invoices the Purchasing Entity directly, in addition to handling all Order tracking and escalations and offering pre- and post-sales support. The authorized Fulfillment Subcontractor(s) for receipt of Orders from Participating Entities under this Contract are listed on the HPE Participating State/Entity landing page at www.hp.com/buy/NASPOVP-PC4E.

Orders and payment are issued by the Purchasing Entity direct to the named Fulfillment Subcontractor under the Fulfillment Subcontractor Program. Orders must include the Participating State/Entity Contract Number.

7. **Terms:** The Participating State/Entity is agreeing to the terms of the Master Agreement only to the extent the terms are not in conflict with applicable law.

8. **Orders:** Any Order placed by a Participating Entity or Purchasing Entity for a Product and/or Service available from this Master Agreement shall be deemed to be a sale under (and governed by the prices and other terms and conditions) of the Master Agreement unless the parties to the Order agree in writing that another contract or agreement applies to such Order.

9. **Separation:** This Participating Addendum is based on Master Agreement No. MNWNC-115 until November 1, 2015. Neither Party may, nor will it have the power to, assign or novate this Participating Addendum without the consent of the other, provided that in accordance with the Assignment Agreement, as of November 1, 2015, this Participating Addendum is assigned to Master Agreement No. MNNVP-134.

10. **Participating Addendum:** To the extent applicable, this Addendum is effective and will replace and supersede the existing Participating Addendum between Contractor and Participating State/Entity under the WSCA Master Price Agreement Number B27164, as of the first business day of the month following the full execution of this Participating

Addendum below.

IN WITNESS WHEREOF, the parties have executed this Addendum as of the date of execution by both parties below.

| | |
|---|----------------------------|
| Participating State: State of Maine | Contractor: |
| By: <i>Kevin Scheiner for</i> | By: <i>Matthew C. Keck</i> |
| Name: Mark W. Lutte | Name: Matthew C. Keck |
| Title: Director, Division of Purchases | Title: Senior Counsel |
| Date: <i>7/24/15</i> | Date: July 24, 2015 |

For questions on executing a participating addendum, please contact:

NASPO ValuePoint

| | |
|-------------------------------------|--|
| Cooperative Development Coordinator | Tim Hay |
| Telephone | 503-428-5705 |
| E-mail | thay@naspovaluepoint.org |

[Please email fully executed PDF copy of this document to PA@naspovaluepoint.org to support documentation of participation and posting in appropriate data bases]

Maine Approved Fulfillment Subcontractors - Hewlett Packard Enterprise

February 14, 2018

Fulfillment Subcontractor Program

Band 4 - Servers

Band 5 - Storage

Related Options and Accessories

Under the Fulfillment Subcontractor Program the Purchase Order ("Order") is made out to one of the approved Fulfillment Subcontractors listed below. Order and payment are issued by the Purchasing Entity directly to the Fulfillment Subcontractor.

The Fulfillment Subcontractor receives the Order(s), provides Order tracking and escalation, invoices the Purchasing Entity and provides pre- and post-sales support.

| Subcontractor ID | Subcontractor Legal Name | Branch ID | Subcontractor DBA Name | Address | City | State | Zip Code |
|------------------|--------------------------|-----------|--------------------------|--------------------------------|----------------|-------|----------|
| 10059116 | AdvizeX Technologies LLC | 10059116 | AdvizeX Technologies LLC | 1103 Schrock Suite 100 | Columbus | OH | 44131 |
| 10025564 | Pomeroy IT Solutions Inc | 10025564 | Pomeroy IT Solutions Inc | 1020 PETERSBURG RD | HEBRON | KY | 41048 |
| 10020546 | GovConnection Inc | 10020546 | GovConnection | 7503 STANDISH PL | ROCKVILLE | MD | 20855 |
| 10032359 | CDW Logistics Inc | 10062579 | CDW-G | 230 N Milwaukee Avenue | Vernon Hills | IL | 60061 |
| 10014175 | Insight Direct USA Inc | 10014175 | Insight Direct | 6820 S HARL AVE | TEMPE | AZ | 85283 |
| 10014853 | NWN Corporation | 10014853 | NWN Corporation | 303 Fellowship Road, Suite 110 | Mount Laurel | NJ | 8054 |
| 10026059 | SHI International Corp | 10026059 | SHI International Corp | 290 Davidson Avenue | Somerset | NJ | 8873 |
| 100324997 | CyberNorth LLC | 100324997 | CyberNorth | 15 Cottage Road, Unit 2433 | South Portland | ME | 04116 |

AMENDMENT NO. 3 TO CONTRACT MNNVP-134

THIS AMENDMENT is by and between the State of Minnesota, acting through its commissioner of Administration ("State"), and Hewlett Packard Enterprise, 6280 America Center Drive, San Jose, CA 95002 ("Contract Vendor").

WHEREAS, the State has a Contract with the Contract Vendor identified as Contract No. MNNVP-134, April 1, 2015 through March 31, 2020 ("Contract"), to provide Computer Equipment: Servers and Storage, including Related Peripherals and Services; and

WHEREAS, Minn. Stat. § 16C.03, subd. 5, affords the commissioner of Administration, or delegate pursuant to Minn. Stat. § 16C.03, subd. 16, the authority to amend contracts; and

WHEREAS, the terms of the Contract allow the State to amend the Contract as specified herein, upon the mutual agreement of the Office of State Procurement and the Contract Vendor in a fully executed amendment to the Contract.

NOW, THEREFORE, it is agreed by the parties to amend the Contract as follows:

1. That Contract No. MNNVP-134 is extended through July 31, 2021, at the same terms, conditions, and prices.

This Amendment is effective beginning April 1, 2020, or upon the date that the final required signatures are obtained, whichever occurs later, and shall remain in effect through contract expiration, or until the Contract is canceled, whichever occurs first.

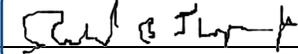
Except as herein amended, the provisions of the Contract between the parties hereto are expressly reaffirmed and remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed intending to be bound thereby.

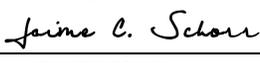
| | |
|---|--|
| <p>1. HEWLETT PACKARD ENTERPRISE The Contractor certifies that the appropriate person(s) have executed this Amendment on behalf of the Contractor as required by applicable articles, bylaws, resolutions, or ordinances.</p> <p>By: <u></u> <small>Signature</small> <u>Mary A. Reuss</u> <small>Printed Name</small></p> <p>Title: <u>Contract Negotiator</u></p> <p>Date: <u>November 12, 2019</u></p> <p>By: _____ <small>Signature</small></p> <p>_____ <small>Printed Name</small></p> <p>Title: _____</p> <p>Date: _____</p> | <p>2. OFFICE OF STATE PROCUREMENT In accordance with Minn. Stat. § 16C.03, subd. 3.</p> <p>By: <u></u></p> <p>Title: <u>Acquisition Management Specialist</u></p> <p>Date: <u>11/14/2019</u></p> <p>3. COMMISSIONER OF ADMINISTRATION Or delegated representative.</p> <p>By: <u></u></p> <p>Date: <u>11/14/2019</u></p> |
|---|--|

Division of Procurement Services Participating Addendum - Authorization Form

INSTRUCTIONS: This form must accompany contracts being proposed for approval that are the result of competitive awards which included the State of Maine as a participating entity.

| Cooperative Procurement Information | | | |
|---|--|-----------------------------|-----------|
| Name of organization that facilitated the public procurement solicitation: | NASPO Valuepoint | | |
| Contact Name: | Andy Doran | Lead State: | Minnesota |
| Phone Number: | 651-201-2459 | Solicitation Number: | 2014-0122 |
| Email Address: | Andy.doran@state.mn.us | | |
| Information for the State of Maine's Anticipated Participating Addendum | | | |
| Contract Administrator: | J. Franzose | Agreement Amount: | \$ 0.00 |
| Office/Division/Program: | DAFS/Procurement Svcs | Contract Start Date: | 10-6-2015 |
| Vendor Business Name: | Lenovo Global 190214-099 Lenovo US 150916-046 Dell Marketing 150922-058 HP Inc. 1511190-078 HP Enterprise 170713-002 | Contract End Date: | 7-31-2021 |
| Type of Service/Commodity: | Computer Equipment/Hardware, Servers/Storage | | |
| 1. Describe the service or commodity requested: | | | |
| COMPUTER EQUIPMENT: (DESKTOPS, LAPTOPS, TABLETS, SERVERS, STORAGE, RUGGEDIZED DEVICES INCLUDING RELATED PERIPHERALS & SERVICES). | | | |
| NASPO has extended contract dates from 3-31-2020 to 7-31-2021 to complete the RFP and contract process. | | | |
| Procurement Services is extending the participating addenda end-date to 7-31-2021 while the State of Maine participates in NASPO and Massachusetts RFPs in 2020. | | | |
| 2. Was Maine listed as a participating state in the original procurement Request for Proposals (RFP)? | | | |
| <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (see page 6 of NASPO RFP for participating states) | | | |
| 3. Per Chapter 110, cost of the contract must be included in the evaluation criteria and must receive a minimum of 25% of the total weight of all criteria. Was this criteria satisfied? | | | |
| <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (50%, 500 out of 1,000 points per page 77 of NASPO RFP) | | | |
| 4. Per Chapter 110, RFPs must be advertised for a minimum of three consecutive days in the <i>Kennebec Journal of Augusta</i>. Was this criteria satisfied? | | | |
| <input type="checkbox"/> Yes, provide advertising dates: | | | |
| <input checked="" type="checkbox"/> No | | | |
| Approvals | | | |
| Signature of requesting Department's Commissioner (or designee): | By signing below, I signify that my Department requests, and I approve of this Cooperative Agreement. | | |
| | <div style="border: 1px solid black; padding: 2px; display: inline-block;">  </div> | | |
| Printed Name: | Richard B. Thompson | Date: | 2/24/2020 |

Division of Procurement Services Participating Addendum - Authorization Form

| | | | |
|--|---|--------------|-----------|
| Signature of Chief Procurement Officer (CPO): | DocuSigned by:  | | |
| Printed Name: | Jaime C. Schorr | Date: | 2/24/2020 |

DocuSigned by:



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Frederick Brittain

2/24/2020