

TexasOnline 2.0 Master Agreement

Between

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

and

Texas NICUSA, LLC

Exhibit R Form of Customer Agreement

July 31, 2009

Exhibit R Form of Customer Agreement

Contents of *Exhibit R Form of Customer Agreement* follow:

Article I.	Introduction	2
Article II.	Contractual Principles	2
Article III.	Methodology for Updating Associated Exhibit Attachment	2
Article IV.	Documents Referenced in Exhibit R Form of Customer Agreement	3

Article I. Introduction

- (a) The purpose of *Exhibit R Form of Customer Agreement* is to address the agreed-upon form of the Customer Agreement for TexasOnline 2.0.

Article II. Contractual Principles

- (a) *Attachment R-1 Form of Customer Agreement* is the template for the Form of Customer Agreement among Vendor, DIR, and Customer.
- (b) *Attachment R-1 Form of Customer Agreement* is a template, which will be the basis of negotiations with Customers. The Customer Agreement Template is a starting point in the transition process, but is contemplated by the Parties to be a framework which will be adjusted as needed to accommodate the requirements of all parties to such agreement. The terms and conditions of a Customer Agreement may be negotiated to meet business needs, so long as the Customer Agreement terms and conditions do not conflict with or weaken the terms of the Master Agreement.

Article III. Methodology for Updating Associated Exhibit Attachment

Section 3.01 Recommendations

- (a) Either DIR or Vendor may submit to the other Party a recommendation for changes or additions to *Attachment R-1 Form of Customer Agreement*. Such recommendation will be in writing and will (i) specifically identify the portion or portions of the *Attachment* to be changed (ii) include the specific language to accomplish the proposed change, and (iii) identify the reasons for the proposal and anticipated improvements from the change or repercussions for failure to adopt the change. A copy of the recommendation will be provided to DIR and the Vendor.

Section 3.02 Review and Input

- (a) DIR will determine whether input on the recommendation from any other governance body and/or Customer is appropriate, and will promptly circulate the recommendation to those identified. If DIR does request input from any other governance body and/or

Customer, DIR will require any input to be provided in writing and submitted within a specified period of time, not to exceed 60 days from the date of the recommendation.

- (b) DIR and Vendor will each receive a copy of the written input from the other governance bodies and/or Customers, if applicable. The Party making the recommendation may propose adjustments to the recommendation to address any input of the other governance bodies and/or Customers.

Section 3.03 Approval

- (a) If DIR and Vendor agree upon the recommendation, the Parties will execute a revision to the *Attachment*, as applicable, which will be effective when signed by authorized representatives of both DIR and Vendor and the revised *Attachment* will be posted in a location agreed to by Vendor and DIR.

Section 3.04 Appeal

- (a) If the DIR and Vendor cannot agree on a recommendation, the recommendation may be submitted to the Executive Steering Committee for resolution.

Article IV. Documents Referenced in Exhibit R Form of Customer Agreement

Section 4.01 Attachments to Exhibit R

- (a) The following attachments are incorporated as part of *Exhibit R Form of Customer Agreement*:

Table 1: Exhibit R Form of Customer Agreement Attachments

Title	Description and Contents
<i>Attachment R-1 Form of Customer Agreement</i>	<i>Attachment R-1 Form of Customer Agreement</i> provides the Customer Agreement to be entered into by executed by authorized representatives of the Vendor, Customer, and DIR to maximize standardization of the terms and conditions, promote visibility by DIR into the project development process, and provide the opportunity for oversight of the contractual relationship.

Section 4.02 Exhibit R Associated Plans and Timelines

- (a) No plans and timelines are associated with *Exhibit R Form of Customer Agreement*.

Section 4.03 Other Referenced Documents in Exhibit R

- (a) No documents are referenced in *Exhibit R Form of Customer Agreement*.