

Amendment Number 2
to
Contract Number DIR-SDD-1850
between
State of Texas, acting by and through the Department of Information Resources
and
Denim Group, Ltd.

This Amendment Number 2 to Contract Number DIR-SDD-1850 is between the Department of Information Resources (“DIR”) and Denim Group, Ltd. (“Vendor”). DIR and Vendor agree to modify the terms and conditions of the Contract as follows:

1. **Contract, Section 1. Introduction, A. Parties** is hereby restated in its entirety as follows:

A. Parties

This Contract for Services is entered into between the State of Texas, acting by and through the Department of Information Resources (hereinafter “DIR”) with its principal place of business at 300 West 15th Street, Suite 1300, Austin, Texas 78701, and Denim Group, Ltd. (hereinafter “Vendor”), with its principal place of business at 1354 North Loop 1604 E., Suite 110, San Antonio, Texas 78232.

2. **Contract, Section 2. Term of Contract** is hereby amended as follows:

DIR and Vendor hereby agree to extend the term of the Contract for one (1) year through June 6, 2016, or until terminated pursuant to the termination clauses contained in the Contract, completing all renewal options. No additional renewal options remain. The contract will expire June 6, 2016.

3. **Contract, Section 4. Pricing A - G** is deleted and is hereby restated in its entirety in Appendix A, Standard Terms and Conditions For Services Contracts, Section 7, Pricing, Purchase Orders, Invoices and Payment dated 02/04/15 as attached hereto.

4. **Contract, Section 6. Notification** is hereby restated in its entirety as follows:

6. Notification

All notices under this Contract shall be sent to a party at the respective address indicated below.

If sent to the State:

Dana L. Collins, CTPM, CTCM
Manager, Contract and Vendor Management
Department of Information Resources
300 W. 15th St., Suite 1300
Austin, Texas 78701
Phone: (512) 936-2233

Facsimile: (512) 475-4759
Email: dana.collins@dir.texas.gov

If sent to the Vendor:

Sheridan Chambers
Denim Group, Ltd.
1354 North Loop 1604 E., Suite 110
San Antonio, Texas 78232
Phone: (210) 572-4400
Facsimile: (210) 572-4401
Email: Sheridan@denimgroup.com

5. **Contract, Section 7. Service Agreements** is hereby amended by adding **B. Conflicting or Additional Terms** stated as follows:

B. Conflicting or Additional Terms

In the event that conflicting or additional terms in Vendor Software License Agreements, Shrink/Click Wrap License Agreements, Service Agreements or linked or supplemental documents amend or diminish the rights of DIR Customers or the State, such conflicting or additional terms shall not take precedence over the terms of this Contract.

6. **Contract, Section 8. Intellectual Property Matters, A - L** is deleted and is hereby restated in its entirety in Appendix A, Standard Terms and Conditions For Services Contracts, Section 4, A - L dated 02/04/15 as attached hereto.
7. **Appendix A. Standard Terms and Conditions For Services Contracts** dated 05/02/14, is hereby restated in its entirety and replaced with the attached **Appendix A. Standard Terms and Conditions For Services Contracts** dated 02/04/2015.

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 Number 2, then Amendment Number 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, but in all events, no later than June 6, 2015.

Denim Group, Ltd.

Authorized By: Signature on file

Name: Sheridan Chambers

Title: Manager Of The General Partner

Date: 4/24/15

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

Authorized By: Signature on file

Name: Dale Richardson

Title: Chief Operations Officer

Date: 5/12/15

Office of General Counsel: D.R. Brown 5/7/15