

**AMENDMENT NUMBER 2
TO
CONTRACT NUMBER DIR-SDD-1976
BETWEEN
STATE OF TEXAS, ACTING BY AND THROUGH THE DEPARTMENT OF
INFORMATION RESOURCES
AND
NTT DATA, INC.**

This Amendment Number 2 to Contract Number DIR-SDD-1976 (“Contract”) is between the Department of Information Resources (“DIR”) and NTT Data, Inc. (“Vendor”). DIR and Vendor agree to modify the terms and conditions of the Contract as follows:

1. **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 January 15, 2016 or until terminated pursuant to the termination clauses contained in the Contract. Prior to expiration of the term, DIR and Vendor may extend the Contract, upon mutual agreement, for one (1) additional one-year term.
2. **Contract, Section 4. Pricing**, is hereby removed from the Contract and transitioned in its entirety to Appendix A, Standard Terms and Conditions for Deliverables Based Information Technology Services (DBITS) Contracts, **Section 7. Pricing, Purchase Orders, Invoices and Payments**.
3. **Contract, Section 9. Intellectual Property Matters**, is hereby removed from the Contract and transitioned in its entirety to Appendix A, Standard Terms and Conditions for Deliverables Based Information Technology Services (DBITS) Contracts, **Section 4. Intellectual Property Matters**.
4. **Contract, Sections 5 - 10** are hereby re-numbered **Sections 4 – 8**, as follows:
 - A. Section 5. DIR Administrative Fee is re-numbered as **Section 4. DIR Administrative Fee**;
 - B. Section 6. Notification is re-numbered as **Section 5. Notification**;
 - C. Section 7. Statement of Work is re-numbered as **Section 6. Statement of Work**;
 - D. Section 8. Customer Satisfaction Metrics is re-numbered as **Section 7. Customer Satisfaction Metrics**;
 - E. Section 10. Authorized Exceptions to Appendix A, Standard Terms and Conditions for Services Contracts is re-numbered **Section 8. Authorized Exceptions to Appendix A, Standard Terms and Conditions for Services Contracts**.

5. **Appendix A, Standard Terms and Conditions for Deliverables Based Information Technology Services (DBITS) Contracts dated 12/16/12**, is hereby replaced in its entirety with **Appendix A, Standard Terms and Conditions for Deliverables Based Information Technology Services (DBITS) Contracts dated 02/04/15**, as attached.

All other terms and conditions of the Contract as amended, not specifically modified herein, shall remain in full force and effect. DIR retains the right to require further amendment to the Contract to update its terms and conditions as may be reasonable, necessary or required. In the event of conflict among the 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 February 16, 2015.

NTT Data, Inc.

Authorized By: /Signature on File/ _____

Name: Tim J. Morton _____

Title: SVP, Account Executive _____

Date: 02/12/15 _____

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: 02/18/15 _____

Legal: /Signature on File/ 02/17/15 _____