



Appendix D to DIR Contract No. DIR-SDD-2065

SAMPLE SUPPLEMENTAL AGREEMENT NO. _____

THIS SAMPLE SUPPLEMENTAL AGREEMENT NO. : _____ (the "Sample Supplemental Agreement") is made and entered into this _____ day of _____, between _____, ("Customer"), and _____ [Name of applicable AT&T entity to be inserted when Sample Supplemental Agreement is developed] ("Vendor" or "AT&T").

This Sample Supplemental Agreement is entered into between Customer and AT&T pursuant to the DIR Contract No. DIR-SDD-2065 ("Contract"). Customer and AT&T agree that: (i) except to the extent expressly provided otherwise in this Sample Supplemental Agreement, all the terms and definitions of the Contract are incorporated by reference into this Sample Supplemental Agreement, (ii) the schedules and exhibits attached hereto are incorporated by this reference, and (iii) in the event of any inconsistent or contradictory terms between the Contract and the Sample Supplemental Agreement, the terms of the Contract shall control. This Sample Supplemental Agreement is effective on the date of last execution ("Effective Date").

Customer and Vendor hereby agree as follows:

1. DEFINITIONS

All defined terms that are used in the Contract will have the same meaning in this Sample Supplemental Agreement. In addition, for purposes of this Sample Supplemental Agreement, the following terms shall have the indicated meanings:

"Service Commencement Date" means the date AT&T and Customer agree specified contracted Services are operational and AT&T begins to take the first help desk calls for Services pursuant to the Operations Plan Outline.

[additional definitions to be inserted here as appropriate when Sample Supplemental Agreement developed for Customer]

2. TERM

The term for Service provided under this Sample Supplemental Agreement (the "Term") shall begin as of the Service Commencement Date and shall continue until _____, unless earlier terminated or renewed in accordance with the provisions of this Sample Supplemental Agreement or Section 2 of DIR Contract No. DIR-SDD-2065.



3. TERMINATION

3.1 TERMINATION. Customer may terminate this Sample Supplemental Agreement in accordance with Section 9.B of Appendix A of the Contract and this Section 3.

3.2 CONVENIENCE TERMINATION FEE. If Customer terminates this Sample Supplemental Agreement for convenience in accordance with Section 9.B.3 of Appendix A, DIR Contract No. DIR-SDD-2065, the following termination charges shall apply: [Termination fee formula will be referenced as agreed upon in the DIR contract.]

4. SERVICE ELEMENTS

[Description of service elements to be added at the time the Sample Supplemental Agreement is developed.]

5. PRICING

5.1 [Pricing to be inserted at the time the Sample Supplemental Agreement is developed. All Pricing shall be in accordance with Appendix C Pricing Index.]

5.2 INVOICES FOR CHARGES AND EXPENSES.

Invoice submission and payment shall be in accordance with the Contract.

6. PERFORMANCE STANDARDS

[To be added at the time the Sample Supplemental Agreement is developed.]

7. CUSTOMER SITES

[To be added at the time the Sample Supplemental Agreement is developed.]

8. TRANSITION PLAN

[To be added at the time the Sample Supplemental Agreement is developed.]

9. CUSTOMER HISTORICAL SERVICE BASELINE

[To be added at the time the Sample Supplemental Agreement is developed.]

10. AFFECTED EMPLOYEES

[To be added at the time the Sample Supplemental Agreement is developed.]

11. THIRD PARTY AGREEMENTS

[To be added at the time the Sample Supplemental Agreement is developed. DIR must pre-approve any Third Party Agreements that require customer signature.]

12. PURCHASED EQUIPMENT

If Customer must purchase equipment, the equipment must be purchases from a DIR contract as required by statute or Customer must receive an exemption approval.



13. OPERATIONS PLAN OUTLINE

[To be added at the time the Sample Supplemental Agreement is developed.]

14. OTHER

[To be added at the time the Sample Supplemental Agreement is developed.]

IN WITNESS WHEREOF the Parties have executed this Sample Supplemental Agreement as of the day and year first above written.

CUSTOMER

[Name of applicable AT&T entity
to be inserted when Service
Agreement developed.]

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____