

Amendment Number 1
to
Contract Number DIR-TSO-2534
between
State of Texas, acting by and through the Department of Information Resources
and
The Corporate Executive Board Company

This Amendment Number 1 to Contract Number DIR-TSO-2534 is between the Department of Information Resources (“DIR”) and The Corporate Executive Board Company. (“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 February 27, 2017, 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) addition one-year term.

2. **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:

Ashley Beluch
The Corporate Executive Board Company
1777 North Kent Street
Arlington, Virginia 22209
Phone: (571) 458-3017
Facsimile: (571) 303-3100
Email: abeluch@cebglobal.com

3. **Contract, Section 7. Service Agreement** is hereby renumbered and amended by adding **B. Conflicting or Additional Terms** as follows:

A) Services provided under this Contract shall be in accordance with the Service Agreement as set forth in Appendix D of this Contract. No changes to the Service Agreement terms and conditions may be made unless previously agreed to by Vendor and DIR.

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.

4. **Appendix A, Standard Terms and Conditions for Services Contracts dated 02/05/14**, is hereby replaced in its entirety with **Appendix A, Standard Terms and Conditions for Services Contracts dated 09/24/15**, as attached.

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 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 February 27, 2016.

The Corporate Executive Board Company

Authorized By: Signature on file

Name: Ashley Beluch

Title: Contracts Specialist

Date: 2/25/16

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: 2/25/16

Office of General Counsel: D.R. Brown 2/26/16