

**ORDER FORM # 001**

**TO SOFTWARE LICENCE AND SUPPORT SERVICES AGREEMENT**

Following are the commercial terms and conditions incorporated into the Software Licence and Support Services Agreement having the effective date of the \_\_\_\_\_ day of \_\_\_\_\_ 2012 by and between IBM Software Inc. an IBM Company("IBM") and the State of Minnesota, acting through its Commissioner of Commerce ("Licensee") (the "Agreement"). The terms and conditions contained herein are subject in all respects to the terms and conditions of the Agreement, except that in the event of a conflict between the terms of this Order Form and the Agreement, the terms of this Order Form shall govern. This Order Form shall not be effective until executed by Licensee and accepted by an authorized representative of IBM.

1. **Purpose:** Use of the Software licensed pursuant to this Order Form is limited to use as a Health Benefits Exchange for the State of Minnesota, acting through its Commissioner of Commerce and for the Medicaid Eligibility replacement of MAXIS for the Department of Human Services.
2. **Licensed Software and associated Scope of Use, Services and Fees:**

<b>SOFTWARE<sup>1</sup></b>	<b>Permitted Internal Named Users</b>	<b>Professional Workspace Users</b>	<b>Public Access Users</b>	<b>Total Fees</b>
IBM Cúram Enterprise Framework™	4000	1600	Yes	Included
IBM Cúram Evidence Broker™	4000	1600	Yes	Included
IBM Cúram Financial Management™	4000	1600	Yes	Included
IBM Cúram Global Medical Assistance	4000	1600	Yes	Included
IBM Cúram Funded Program Management	4000	1600	Yes	Included
IBM Cúram Intelligent Evidence Gathering™	4000	1600	Yes	Included
IBM Cúram Verification™	4000	1600	Yes	Included
IBM Cúram Business Intelligence and Analytics™	4000	1600	Yes	Included
IBM Cúram Citizen Portal™	4000	1600	Yes	Included
IBM Cúram Health Care Bundle™	4000	1600	Yes	Included
Developer Licenses for all products purchased	10	N/A	N/A	Included
<b>Total Software License Fees</b>				\$3,300,000.00
<b>IBM SOFTWARE SUPPORT SERVICES</b>				
IBM Standard Support Services (for one (1) year following Order Form Effective Date)				\$660,000.00
<b>TOTAL FEES</b>				\$3,960,000.00

Licensee agrees and understands that for administrative purposes, Licensor will supply updated IBM product numbers, names and nomenclature for the Software licensed pursuant to this Order Form.

On or before October 31, 2012, and for the Software configuration set forth in paragraph 2 of this Order Form # 001 Licensee may license an additional 1000 Permitted Internal Users and 400 Professional Workspace Users for an incremental Total Fee of \$642,000 comprising an additional one time Software License Fee of \$535,000 and an annual Software Support Services fee of \$107,000 respectively.

<sup>1</sup> Unless otherwise provided herein, all Software shall be limited to the English language version generally available on the Order Form Effective Date and is licensed for use with English language data.

IN WITNESS WHEREOF, the parties hereto have entered into this Attachment as of the date of last signature below

Accepted and agreed by Licensee;

Accepted and agreed by IBM

*[Handwritten Signature]*  
(Signature)

\_\_\_\_\_  
(Signature)

*Steven E. Carlson*  
(Printed Name)

Pam Woehrle  
(Printed Name)

*Agency Consultant -*  
(Title in Company) *Comcast*

Vice President, SWG Industry Solutions  
(Title in Company)

Date: July 13, 2012

Date: \_\_\_\_\_

Department of Administration

(Pursuant to Minn. Stat. § 16C.05, subd. 2)

By: \_\_\_\_\_

Date: \_\_\_\_\_

IN WITNESS WHEREOF, the parties hereto have entered into this Attachment as of the date of last signature below

Accepted and agreed by Licensees

Accepted and agreed by IBM

Steven E. Carlson  
(Signature)

Meenakshi Indaram V  
(Signature)

Steven E. Carlson  
(Printed Name)

for  
Pam Woehle  
(Printed Name)

Deputy Commissioner  
(Title in Company)

Vice President, SWG Industry Solutions  
(Title in Company)

Date: July 13, 2012

Date: 13-July-2012

Department of Administration  
(Pursuant to Minn. Stat. § 16C.05, subd. 2)

By: \_\_\_\_\_

Date: \_\_\_\_\_

Jul. 10. 2012 2:11pm

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Accepted and agreed by Licensees

Accepted and agreed by IBM

Steven E. Carlson  
(Signature)

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(Signature)

Steven E. Carlson  
(Printed Name)

for  
Pam Wehrle  
(Printed Name)

Deputy Commissioner  
(Title in Company)

Vice President, SWO Industry Solutions  
(Title in Company)

Date: July 13, 2012

Date: July 13, 2012

Department of Administration

(Pursuant to Admin. Stat. § 16C.03, subd. 2)

By: [Signature]  
Negotiations Manager

Date: 7/14/12