

ORDER FORM # 002

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 13th day of July 2012 by and between IBM Software Inc. an IBM Company ("IBM") and the State of Minnesota, acting through its Commissioner of Commerce or Commissioner of Management and Budget ("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. **In consideration of the following fees, Licensee is licensing the following Additional Users for the Software licensed pursuant to the Agreement:**

Software Product Description¹	IBM Part Number²	Quantity	Total Fees
IBM Curam Social Program Management Platform Legacy Internal user License + SW Subscription & Support 12 Months	D0QZFLL	2,000	Included
IBM Curam Evidence Broker Authorized User License + SW Subscription & Support 12 Months	D0S4HLL	2,000	Included
IBM Curam Income Support for Medical Assistance Authorized User License + SW Subscription & Support 12 Months	D0R0RLL	2,000	Included
IBM Curam Verification Engine Authorized User License + SW Subscription & Support 12 Months	D0S55LL	2,000	Included
IBM Curam Business Intelligence and Analytics Authorized User License + SW Subscription & Support 12 Months	D0QXFLL	2,000	Included
IBM Curam Health Care Reform Legacy Internal user License + SW Subscription & Support 12 Months	D0R05LL	2,000	Included
IBM Curam Evidence Broker Legacy Professional Workspace User License + SW Subscription & Support 12 Months	D0S4RLL	400	Included
IBM Curam Verification Engine Professional Authorized User License + SW Subscription & Support 12 Months	D0S5KLL	400	Included
IBM Curam Business Intelligence and Analytics Professional Authorized User License + SW Subscription & Support 12 Months	D0QXRLL	400	Included
IBM Curam Social Program Management Platform Professional Authorized User License + SW Subscription & Support 12 Months	D0QZHLL	400	Included
IBM Curam Health Care Reform Legacy Professional Workspace User License + SW Subscription & Support 12 Months	D0R08LL	400	Included
IBM Curam Income Support for Medical Assistance Professional Authorized User License + SW Subscription & Support 12 Months	D0R11LL	400	Included
Total included Software License plus Support Services Fees for the period October 2012 through October 31, 2013for			\$1,200,000.00

the above additional Users.

Licensee acknowledges and agrees that IBM will not be responsible for the implementation of the Licensed Software under this Order Form or the Agreement.

¹ 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.

² Licensor has provided updated IBM product numbers, names and nomenclature for the Software licensed pursuant to Order Form 1 and this Order Form 2. Appendix A attached provides details of such updates.

Licensee shall have an option to purchase Support Services for the above licenses subject to the following Support Services Fees schedule, provided (i) such option is exercised by the Annual Support Due Date (defined below) for each Annual Support Period and (ii) Licensee renews the Support Services for the Software licensed under Order Form 1:

<u>Annual Support Due Date</u>	<u>Annual Support Period</u>	<u>Support Services Fee</u>
October 31, 2013:	November 1, 2013 – October 31, 2014	\$252,000.00
October 31, 2014:	November 1, 2014 – October 31, 2015	\$264,600.00

3. **Specified Operating Environment.** The right to use the Software licensed under this Order Form shall be limited to the following technical environment: |

Red Hat Enterprise Linux

4. **Designated System. Address:**

85 7th Place East
Suite 500
St. Paul, MN 55101-2198 |

5. **Territory: The State of Minnesota**

6. **Payment and Terms.**

Licensee shall pay IBM all fees set forth in this Order Form in USD currency and net thirty (30) days from this Order Form's Effective Date. Unless otherwise expressly stated in this Order Form or the Agreement, all fees specified herein are non-cancelable and non-refundable. If Licensee at any time during the term of this Agreement exceeds the Scope of Use set forth in this Order Form, the applicable license fee shall be increased in accordance with IBM's then-current price list to reflect Licensee's expanded actual use of the Software.

Notwithstanding the terms of this Agreement or our prior practice, payment is not contingent upon issuance of a Purchase Order by the Licensee. All Licensee approvals required to issue payment have been obtained. The bill to, ship to addresses along with specific ordering information and amounts due under this Agreement are included herein or in other documents related hereto. This order is firm and irrevocable.

7. **Licensee Contact Information.**

Billing Information (State)	Delivery Information	Legal Notices
Contact: Barb Juelich	Contact: Peter Frank	Contact: Michael Turpin
Address: 85 7 th Place East Suite 500 St. Paul, MN 55101-2198	Address: 85 7 th Place East Suite 500 St. Paul, MN 55101-2198	Address: 85 7 th Place East Suite 500 St. Paul, MN 55101-2198
Telephone:	Telephone:	Telephone:
Email: barb.juelich@state.mn.us	Email: peter.frank@state.mn.us	Email: michael.a.turpin@state.mn.us

8. **IBM Contact Information.**

Support Services Contact	Legal Notices
Contact: Todd Heiman Client Executive	Contact: Bruce E. Frierdich, Counsel Attn: State and Local Counsel

Address: 650 3rd Avenue South Minneapolis, MN 55402	Address: 71 South Wacker Drive, Twentieth Floor Chicago, IL 60606
Telephone: (612) 397.6117	Telephone: (312) 529-1734
Email: trheiman@us.ibm.com	Email: bfried@us.ibm.com

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

1. STATE ENCUMBRANCE VERIFICATION

Individual certifies that funds have been encumbered as required by Minnesota Statute §§ 16A.15 and 16C.05.

Signed: Jennifer Hirstein

Date: 10/31/12

Contract No. PO# 2468

2. IBM

IBM certifies that the appropriate person(s) have executed the contract on behalf of IBM as required by applicable articles, bylaws, resolutions, or ordinances.

By: _____

Title: _____

Date: _____

3. STATE AGENCY

By: [Signature]
(with delegated authority)

Title: Agency Commissioner

Date: 10-31-12

[Signature]
10-30-12

**4. COMMISSIONER OF ADMINISTRATION
As delegated to Materials Management Division**

By: _____

Title: _____

Date: _____

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Agency
Contractor
State's Authorized Representative - Photo Copy

APPENDIX A

IBM Curam Legacy Product Description	IBM FCT Part Number	IBM Curam New Product Description
IBM Cúram Enterprise Framework™ Permitted Internal Named User	D0QZFLL	IBM Curam Social Program Management Platform Legacy Internal user License + SW Subscription & Support 12 Months
IBM Cúram Financial Management™ Permitted Internal Named User	Included in D0QZFLL	
IBM Cúram Funded Program Management Permitted Internal Named User	Included in D0QZFLL	
IBM Cúram Intelligent Evidence Gathering™ Permitted Internal Named User	Included in D0QZFLL	
IBM Cúram Evidence Broker™ Permitted Internal Named User	D0S4HLL	IBM Curam Evidence Broker Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Global Medical Assistance Permitted Internal Named User	D0R0RLL	IBM Curam Income Support for Medical Assistance Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Verification™ Permitted Internal Named User	D0S55LL	IBM Curam Verification Engine Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Business Intelligence and Analytics™ Permitted Internal Named User	D0QXFLL	IBM Curam Business Intelligence and Analytics Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Health Care Bundle™ Permitted Internal Named User	D0R05LL	IBM Curam Health Care Reform Legacy Internal user License + SW Subscription & Support 12 Months
IBM Cúram Enterprise Framework™ Professional Workspace Users	D0QZHLL	IBM Curam Social Program Management Platform Professional Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Financial Management™ Professional Workspace Users	Included in D0QZHLL	
IBM Cúram Funded Program Management Professional Workspace Users	Included in D0QZHLL	
IBM Cúram Intelligent Evidence Gathering™ Professional Workspace Users	Included in D0QZHLL	

IBM Cúram Evidence Broker™ Professional Workspace Users	D0S4RLL	IBM Curam Evidence Broker Legacy Professional Workspace User License + SW Subscription & Support 12 Months
IBM Cúram Global Medical Assistance Professional Workspace Users	D0R1ILL	IBM Curam Income Support for Medical Assistance Professional Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Verification™ Professional Workspace Users	D0S5KLL	IBM Curam Verification Engine Professional Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Business Intelligence and Analytics™ Professional Workspace Users	D0QXRLL	IBM Curam Business Intelligence and Analytics Professional Authorized User License + SW Subscription & Support 12 Months
IBM Cúram Health Care Bundle™ Professional Workspace Users	D0R08LL	IBM Curam Health Care Reform Legacy Professional Workspace User License + SW Subscription & Support 12 Months

Address: 650 3rd Avenue South Minneapolis, MN 55402	Address: 71 South Wacker Drive, Twentieth Floor Chicago, IL 60606
Telephone: (612) 397.6117	Telephone: (312) 529-1734
Email: trheiman@us.ibm.com	Email: bfried@us.ibm.com

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

1. STATE ENCUMBRANCE VERIFICATION
Individual certifies that funds have been encumbered as required by Minnesota Statute §§ 16A.15 and 16C.05.

Signed: Jennifer Hartman
Date: 10/31/12
Contract No. PO# 2468

2. IBM
IBM certifies that the appropriate person(s) have executed the contract on behalf of IBM as required by applicable articles, bylaws, resolutions, or ordinances.

By: Marshall
Title: VP, Smartest Cities, SVA
Date: 10/31/12

3. STATE AGENCY

By: [Signature]
(with delegated authority)
Title: Deputy Commissioner
Date: 10-31-12

*SB
10-30-12*

4. COMMISSIONER OF ADMINISTRATION
As delegated to Materials Management Division

By: _____
Title: _____
Date: _____

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The first part of the document discusses the importance of maintaining accurate records of all transactions. It emphasizes that every entry should be supported by a valid receipt or invoice. This ensures transparency and allows for easy verification of the data.

Additionally, it is noted that regular audits are essential to identify any discrepancies or errors early on. This proactive approach helps in maintaining the integrity of the financial statements and prevents any potential issues from escalating.

In the second section, the focus is on the role of technology in modern accounting. The use of cloud-based software is highlighted as a significant advancement, offering real-time access to financial data and improved collaboration between team members.

However, it is also pointed out that while technology can streamline many processes, it does not eliminate the need for human oversight. Accountants must remain vigilant in reviewing the system's output and ensuring that all data is entered correctly.

Finally, the document concludes by stressing the importance of staying up-to-date with the latest regulations and tax laws. The accounting profession is constantly evolving, and professionals must adapt to these changes to remain effective in their roles.

In summary, the document provides a comprehensive overview of key accounting practices and challenges. It serves as a valuable resource for anyone looking to improve their financial management skills and ensure the accuracy of their records.

Address: 650 3rd Avenue South Minneapolis, MN 55402	Address: 71 South Wacker Drive, Twentieth Floor Chicago, IL 60606
Telephone: (612) 397-6117	Telephone: (312) 529-1734
Email: fheiman@us.ibm.com	Email: bfried@us.ibm.com

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

1. STATE ENCUMBRANCE VERIFICATION
Individual certifies that funds have been encumbered as required by Minnesota Statute §§ 16A.15 and 16C.05.

Signed: Jennifer Anderson
Date: 10/31/12
Contract No. W# 2468

2. IBM
IBM certifies that the appropriate person(s) have executed the contract on behalf of IBM as required by applicable articles, bylaws, resolutions, or ordinances.

By: Harold Lund
Title: VP. Smartex Cities, SWA
Date: 10/31/12

3. STATE AGENCY

By: [Signature]
(with delegated authority)
Title: Deputy Commissioner
Date: 10.31.12

SB
10.30.12

4. COMMISSIONER OF ADMINISTRATION
As delegated to Materials Management Division

By: [Signature]
Title: Negotiations Mgr
Date: 10/31/12

Distribution
Agency
Contractor
State's Authorized Representative - Photo Copy

