

State of New York Executive Department
Office Of General Services
Procurement Services Group
Corning Tower - 38th Floor
Empire State Plaza
Albany, New York 12242
<http://www.ogs.state.ny.us>

CONTRACT AWARD NOTIFICATION

Title	:	Group – 76000 Novell, Inc. - Software & Related Services Statewide Classification Code(s): 43
Award Number	:	<u>NEG-20959</u> (Replaces Award T970331)
		March 24, 2009 – March 23, 2014, with a 5 year renewal option
Bid Opening Date	:	NA
Date of Issue	:	March 25, 2009
Specification Reference	:	As Incorporated Herein
Contractor Information	:	Appears on Page 2 of this Award

Address Inquiries To:

State Agencies & Vendors	Political Subdivisions & Others
Name : James Jasiewicz Title : Senior Purchasing Agent Phone : 518-486-5238 Fax : 518-486-6867 E-mail : james.jasiewicz@ogs.state.ny.us	Customer Services Phone : 518-474-6717 Fax : 518-474-2437 E-mail : customer.services@ogs.state.ny.us

**The Procurement Services Group values your input.
Complete and return "Contract Performance Report" at end of document.**

Description

This is a comprehensive contract for the acquisition of Novell, Inc. Software, Maintenance/Support, and Training. Novell offers proprietary, mixed source and open source Linux and IT Management software on multiple platforms, including Enterprise-wide Linux, Systems Management, Identity and Security Management, and Collaboration.

PR # 20959

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<u>CONTRACT #</u>	<u>CONTRACTOR & ADDRESS</u>	<u>TELEPHONE #</u>	<u>FED.IDENT.#</u>
PT64417	Novell, Inc. 404 Wyman Street, Suite 500 Waltham, MA 02451	781-464-8000	87-0393339
	Sales/Quotes NY State & NY City		
	John Barisich	212-403-7804	
	Account Manager	908-803-2179 CELL	
	1177 Avenue of the Americas, 35 th Floor	212-403-7801 FAX	
	New York, NY 10036		
	jbarisich@novell.com		
	Order tracking number	888-321-4272	
	Maintenance/ Technical Support	24 X 7	
	http://www.novell.com/support	800-858-4000	
	NYS (Albany)		
	Chris Brown	781-464-8131	
	Renewals/Field Maintenance Specialist	801-861-6342 FAX	
	404 Wyman Street		
	Waltham, MA 02451		
	cbrown@novell.com		
	NY State Renewals/Sales Quotes		
	Danen Bateman	800-608-1800 x2326	
	NY State Renewals/Sales Quotes	801-861-2326	
	1800 South Novell Place	801-861-6342 FAX	
	Provo, UT 84032		
	dabateman@novell.com		
	NY City Renewals/Sales Quotes		
	Sharon Green	800-608-1800 x9133	
	NY City Renewals/Sales Quotes	801-861-9133	
	1800 South Novell Place	801-861-6342 FAX	
	Provo, UT 84032		
	sgreen@novell.com		

Cash Discount, If Shown, Should be Given Special Attention.

INVOICES MUST BE SENT DIRECTLY TO THE ORDERING AGENCY FOR PAYMENT.

(See "Contract Payments" and "Electronic Payments in this document.")

AGENCIES SHOULD NOTIFY THE PROCUREMENT SERVICES GROUP PROMPTLY IF THE CONTRACTOR FAILS TO MEET DELIVERY OR OTHER TERMS OF THIS CONTRACT. PRODUCTS OR SERVICES WHICH DO NOT COMPLY WITH THE SPECIFICATIONS OR ARE OTHERWISE UNSATISFACTORY TO THE AGENCY SHOULD ALSO BE REPORTED TO THE PROCUREMENT SERVICES GROUP.

SMALL, MINORITY AND WOMEN-OWNED BUSINESSES:

The letters SB listed under the Contract Number indicate the contractor is a NYS small business. Additionally, the letters MBE and WBE indicate the contractor is a Minority-owned Business Enterprise and/or Woman-owned Business Enterprise.

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RECYCLED, REMANUFACTURED AND ENERGY EFFICIENT PRODUCTS:

The Procurement Services Group supports and encourages the purchase of recycled, remanufactured, energy efficient and "energy star" products. If one of the following codes appears as a suffix in the Award Number or is noted under the individual Contract Number(s) in this Contract Award Notification, please look at the individual awarded items for more information on products meeting the suffix description.

RS,RP,RA	Recycled
RM	Remanufactured
SW	Solid Waste Impact
EE	Energy Efficient
E*	EPA Energy Star
ES	Environmentally Sensitive

NOTE TO AUTHORIZED USERS:

When placing purchase orders under the contract(s), the authorized user should be familiar with and follow the terms and conditions governing its use which usually appears at the end of this document. The authorized user is accountable and responsible for compliance with the requirements of public procurement processes. The authorized user must periodically sample the results of its procurements to determine its compliance. In sampling its procurements, an authorized user should test for reasonableness of results to ensure that such results can withstand public scrutiny.

The authorized user, when purchasing from OGS contracts, should hold the contractor accountable for contract compliance and meeting the contract terms, conditions, specifications, and other requirements. Also, in recognition of market fluctuations over time, authorized users are encouraged to seek improved pricing whenever possible.

Authorized users have the responsibility to document purchases, particularly when using OGS multiple award contracts for the same or similar product(s)/service(s), which should include:

- a statement of need and associated requirements,
- a summary of the contract alternatives considered for the purchase,
- the reason(s) supporting the resulting purchase (e.g., show the basis for the selection among multiple contracts at the time of purchase was the most practical and economical alternative and was in the best interests of the State).

REQUEST FOR CHANGE:

Any request by the agency or contractor regarding changes in any part of the contract must be made in writing to the Office of General Services, Procurement Services Group prior to effectuation.

CONTRACT PAYMENTS:

Payments cannot be processed by State facilities until the contract products have been delivered in satisfactory condition or services have been satisfactorily performed. Payment will be based on any invoice used in the supplier's normal course of business. However, such invoice must contain sufficient data including but not limited to contract number, description of product or service, quantity, unit and price per unit as well as federal identification number.

State facilities are required to forward properly completed vouchers to the Office of the State Comptroller for audit and payment. All facilities are urged to process every completed voucher expeditiously giving particular attention to those involving cash discounts for prompt payment.

If the contract terms indicate political subdivisions and others authorized by law are allowed to participate, those entities are required to make payments directly to the contractor. Prior to processing such payment, the contractor may be required to complete the ordering non-State agency's own voucher form.

See "Contract Billings" in Appendix B, OGS General Specifications.

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ELECTRONIC PAYMENTS:

The Office of the State Comptroller (OSC) offers an "electronic payment" option in lieu of issuing checks. To obtain an electronic payment authorization form visit the OSC website at www.osc.state.ny.us or contact them by e-mail at epunit@osc.state.ny.us or by phone at 518-474-4032.

NOTE TO CONTRACTOR:

This Contract Award Notification is not an order. Do not take any action under this contract except on the basis of purchase order(s) from the agency or agencies.

OVERLAPPING CONTRACT ITEMS:

Products/services available in this contract may also be available from other New York State contracts. Agencies should select the most cost effective procurement alternative that meets their program requirements and maintain a procurement record documenting the basis for the selection.

PSG's DISPUTE RESOLUTION POLICY:

It is the policy of the Office of General Services' Procurement Services Group (PSG) to provide vendors with an opportunity to administratively resolve disputes, complaints or inquiries related to PSG bid solicitations or contract awards. PSG encourages vendors to seek resolution of disputes through consultation with PSG staff. All such matters will be accorded impartial and timely consideration. Interested parties may also file formal written disputes. A copy of PSG's Dispute Resolution Procedures for Vendors may be obtained by contacting the person shown on the front of this document or through the OGS website (www.ogs.state.ny.us).

IMPORTANT:

Appropriate clauses from the bid solicitation document (modified for the Contract Award Notification) should also be included to assist our customers in the use of the contract.

CONTRACTOR CONSULTANT LAW REQUIREMENTS:

It is the responsibility of each agency purchasing consultant services to ensure compliance with the requirements of Chapter 10 of the Laws of 2006 with respect to the Consultant Disclosure Legislation. Agencies must ensure that Disclosure Form A, a one time report of planned employment data for the entire term of the contract is submitted to OSC for contract approval. Contractors must submit the Consultant Disclosure Form B, the Contractor's **Annual** Employment Report of employment information by May 15th of each year for the fiscal year April 1st through March 31st. Form B is submitted annually to the contracting agency, the Office of the State Comptroller and the Department of Civil Service to report historical information, detailing actual employment data for each fiscal year (April 1 to March 31) the contract is in effect. For more information regarding this legislation and its requirements, please refer to the requirement "**Employee Information Required To Be Reported By Certain Consultant Contractors And Service Contractors**" contained in the original bid or contract template and the OSC G Bulletin 226:

<http://www.osc.state.ny.us/agencies/gbull/g-226.htm>.

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PROCUREMENT PROCEDURES:

The following guidelines will assist State agencies in negotiating large purchases. State agencies should carefully consider all alternatives to determine which provides the best value.

Agencies are reminded that all software purchases greater than \$100,000 in value requires prior approval from the NYS Office for Technology. Refer to NYS Information Technology Policy Plan to Procure NYS-P08001, which is available at OFT's web site at <http://www.oft.state.ny.us/policy/index.html>

1. Determine if more than one Contractor can provide the required equipment. If only one Contractor can fulfill the requirement, negotiate the best deal with this Contractor. The following points should be considered:
 - a. When is the best time to negotiate with the Contractor (for example: market place conditions, company's fiscal year end)? Note that this may be different for each contractor. End users should seek information that enables them to properly plan the best time to negotiate.
 - b. What additional incentives would be most useful to the agency, extended warranty, training, trade in, etc. (OSC Bulletin No. G-68 is a good source for negotiation techniques.)
2. If more than one Contractor can provide the required equipment, create a short description of your requirement, being as specific as possible, and send copies to each Contractor who may be able to meet the requirements. Select the offer that provides the best value.
3. Agencies should build a procurement record that includes a memorandum "For the Record" for any order exceeding **\$150,000.00**. This record should detail the negotiating procedure used and why the equipment purchased has been determined to be the most cost-effective for current and future needs.
4. State agencies should file all orders directly with the Office of the State Comptroller in accordance with their rules and regulations. A copy of the procurement record should accompany the purchase order when forwarded to the Office of the State Comptroller for final approval.
5. No approval by the Office of General Services is required.
6. Although not under OGS purchasing authority, **political subdivisions** should exercise similar judgment when making large purchases from OGS PSG contracts.
7. These procedures may be modified in the future as needed to reflect changes in procurement law.

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Frequently Asked Questions

Q. Who is Novell?

A. Novell is a global infrastructure software and services company. It develops, implements, and supports proprietary, mixed source and open source software for use in business solutions by providing customers with enterprise infrastructure software and a full range of training and support services. Novell helps customers lower cost, manage complexity and mitigate risk, allowing them to focus on business innovation and growth. Their products enable customers to solve business challenges by maximizing the effectiveness of their information technology (“IT”) environments.

Q. What are Novell Products and what do Novell products do?

A. Product Groups:

- Open Platform Solutions. Novell delivers Linux solutions for the enterprise. The SUSE Linux Enterprise platform underpins all of these products. SUSE Linux Enterprise is a leading distribution that focuses considerable effort on interoperability and virtualization within both open source and proprietary systems and provides ease in usability and management.
- The primary open platform solutions offerings are:
 - Linux platform products:
 - SUSE Linux Enterprise Server is an enterprise-class, open source server operating system for professional deployment in heterogeneous IT environments of all sizes and sectors. This operating system integrates all server services relevant in Linux, including integrated virtualization, and constitutes a stable and secure platform for the cost-efficient operation of IT environments.
 - SUSE Linux Enterprise Desktop is a business desktop product that brings together the Linux operating environment with a complete set of office applications. Included among the more significant business applications are OpenOffice (an office productivity suite), Mozilla’s Firefox browser, and Novell Evolution TM, a collaboration client for Linux.
 - openSUSE is a reliable and secure home computing product, which includes an easy-to-install Linux operating system that lets users browse the Web, send e-mail, chat with friends, organize digital photos, play movies and songs, and create documents and spreadsheets. It also allows users to host a Web site or blog, create a home network and develop their own applications.
- Identity and Security Management. Novell’s security, identity, and access management solutions help customers integrate, secure and manage information assets as well as reduce complexity and ensure compliance. Adding intelligence to every part of a customer’s IT environment makes their systems more agile and secure. Novell’s solutions leverage automated, centrally managed policies to support the enterprise. Our partners’ expertise, experience and technology provide some of the most comprehensive information security solutions in the industry today.

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- The primary identity and security management offerings are:
 - Identity and access management products:
 - Identity Manager is a powerful data-sharing and synchronization solution, often referred to as a metadirectory solution, which automatically distributes new and updated information across every designated application and directory on a network. This ensures that trusted customers, partners, and suppliers are accessing consistent information, regardless of the applications and directories to which they have access.
 - Access Manager helps customers maximize access without limiting security or control. It simplifies and safeguards online asset-sharing, allowing customers to control access to Web-based and traditional business applications. Trusted users gain secure authentication and access to portals, Web-based content and enterprise applications while IT administrators gain centralized policy-based management of authentication and access privileges for Web-based environments and enterprise applications. Access Manager supports a broad range of platforms and directory services.
 - SecureLogin is a directory-integrated authentication solution that delivers reliable, single sign-on access across multi-platform networks, simplifying password management by eliminating the need for users to remember more than one password.
 - Sentinel automates the monitoring of IT for effectiveness allowing users to detect and resolve threats in real-time. Sentinel also provides documented evidence needed by some users to comply with regulatory and industry compliance requirements.
 - eDirectory is a full-service, platform-independent directory that significantly simplifies the complexities of managing users and resources in a mixed Linux, NetWare, UNIX, and Windows environment. It is a secure, scalable, directory service that allows organizations to centrally store and manage information across all networks and operating systems and leverage existing IT investments.
 - Systems and Resource Management. Using Novell's resource management solution, customers can define business and IT policies to automate the management of multiple IT resources, including the emerging challenge of managing virtual environments. As a result, customers reduce IT effort, control IT costs, and reduce IT skill requirements to fully manage and leverage their IT investment.
 - The primary systems and resource management offerings are ZENworks management products. ZENworks management products protect the integrity of networks by centralizing, automating, and simplifying every aspect of network management, from distributing vital information across the enterprise to maintaining consistent policies on desktops, servers, and devices on Linux, NetWare, and Windows environments. ZENworks management products include:
 - ZENworks Suite
 - ZENworks Patch Management
 - ZENworks Asset Management
 - ZENworks Linux Management
 - ZENworks Configuration Management
 - ZENworks Orchestrator
 - ZENworks Security Management
 - Workgroup. Novell provides comprehensive and adaptable workgroup solutions that provide all the infrastructure, services and tools customers require to effectively and securely collaborate across a myriad of devices. Novell offers the security, reliability, and manageability our customers' employees need to efficiently get their jobs done at lower cost.

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- Primary workgroup products are:
 - Open Enterprise Server (“OES”) is a secure, highly available suite of services that provides proven networking, communication, collaboration and application services in an open, easy-to-deploy environment. OES provides customers the choice of deploying on either NetWare or SUSE Linux Enterprise Server and provides common management tools, identity-based services and support backed by Novell.
 - NetWare & NetWare-related products:
 - NetWare is Novell’s proprietary operating system platform that offers secure continuous access to core network resources such as files, printers, directories, e-mail and databases seamlessly across all types of networks, storage platforms and client desktops.
 - Novell Cluster Services is a scalable, highly available Storage Area Network resource management tool that reduces administrative costs and complexity of delivering uninterrupted access to information and resources.
 - Collaboration products:
 - GroupWise collaboration products offer both traditional and mobile users solutions for communication over intranets, extranets and the Internet.
 - Teaming + Conferencing allows for social networking within an enterprise where subject matter experts are easily identified and where new team workspaces can be easily formed.
 - BorderManager is a suite of network services used to connect a network securely to the Internet or any other network, allowing outside access to intranets and user access to the Internet.
 - Novell OpenWorkgroup Suite provides organizations of all sizes with a secure, flexible and cost-effective IT infrastructure and a proven set of workgroup services. Unlike a proprietary, Windows-centric solution, the Novell Open Workgroup Suite is comprised of a package of open, standards-based software from all business segments. This suite offers a low-cost, open alternative to Microsoft and includes a complete infrastructure and productivity solution from the desktop to the server and includes the following components:
 - Open Enterprise Server
 - GroupWise
 - ZENworks Suite
 - SUSE Linux Enterprise Desktop— open source desktop
 - OpenOffice.org for Linux and Windows— open source productivity suite

Q. How is licensed software delivered?

A. Upon Receipt of an order from Authorized User, an email from Novell systems is generated and sent to the Authorized User’s main contact. This main contact is automatically given full administration rights to the Novell Customer Center portal. Installation process for the product on the Purchase Order is there provided. Novell has made available to the Authorized User for electronic download, the electronic delivery web site located at the following Internet URL: www.novell.com/center. Through the Internet URL, the Authorized User can access and electronically download the Licensed Software and related Documentation for each Product listed in Appendix 3; not all Products are available on all hardware/operating system combinations. The Contractor's delivery obligation under this Contract is met by the provision of the electronic delivery web site URL. Unless otherwise agreed to by the Authorized User and the Contractor, the Authorized User shall be responsible for installation of the Licensed Software.

Q. If I am unsure about committing to a Device or User license model what should I know?

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A. In the case where an Authorized User may select from two or more licensing models for a specific Product, Novell's sales personnel will provide information to assist the Authorized User in determining which licensing model is the most advantageous for the Authorized User. The license model chosen for a specific Product shall be consistent throughout the Authorized User's environment for such Product. If at a later date, it becomes more advantageous for the Authorized User to change its license model for a specific Product, then the Authorized User may do so at a conversion ratio of 1:1, upon written notice to Contractor, for all licenses of the specific Product in use.

Q. What is Novell Premium Support Programs?

A. Premium Support is more than maintenance and update rights. It includes service features and components for each level of support offered. Customers qualify for specific levels of support based on their annual maintenance spending (in US\$) and may purchase additional support features to fit their needs. Some limited training services are also available through the Premium Support Program.

Q. How many levels of support are there?

A. There are 5 levels of support outlined in the Premium Support Package Benefits Chart.

Q. Where can I find more information on Premium Support?

A. Additional information can be found in the Appendix E Submission 5.

Q. Does the 20% rule apply to the purchase Premium Support benefits?

A. Yes, the 20% rule does apply to optional purchases.

Q. Is maintenance required for all my software license purchases?

A. No, maintenance is optional. However, Maintenance is an integral benefit of the MLA program; offering Upgrade Protection, technical support, and unlimited electronic training.

Q. What are some of the benefits of having maintenance?

A. Under maintenance, Authorized Users are guaranteed the latest version of Novell product. A Maintenance purchase provides Priority level Maintenance. An exception to this rule is the SUSE Linux Enterprise Server ("SLES") product line, as Authorized Users may choose between purchasing Standard or Priority Maintenance, according to the support coverage needed for specific SLES servers. To receive maintenance services for a product, maintenance fees must be paid for and are outlined in Appendix E Submissions 4 & 5.

Q. How can I find out more information about this contract and Novell in general?

A. You can contact the Novell reps. listed under the Contractor Information link on the Contract Award page on the OGS website and you can go to Novell's website at <http://www.novell.com/home/index.html> for more information about Novell.

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**State of New York
 Office of General Services
 PROCUREMENT SERVICES GROUP
 Contract Performance Report**

Please take a moment to let us know how this contract award has measured up to your expectations. If reporting on more than one contractor or product, please make copies as needed. This office will use the information to improve our contract award, where appropriate. **Comments should include those of the product's end user.**

Contract No.: _____ **Contractor:** _____

Describe Product* Provided (Include Item No., if available): _____

***Note:** "Product" is defined as a deliverable under any Bid or Contract, which may include commodities (including printing), services and/or technology. The term "Product" includes Licensed Software.

	Excellent	Good	Acceptable	Unacceptable
• Product meets your needs				
• Product meets contract specifications				
• Pricing				

CONTRACTOR

	Excellent	Good	Acceptable	Unacceptable
• Timeliness of delivery				
• Completeness of order (fill rate)				
• Responsiveness to inquiries				
• Employee courtesy				
• Problem resolution				

Comments: _____

 _____ (over)

Agency: _____ Prepared by: _____
 Address: _____ Title: _____
 _____ Date: _____
 _____ Phone: _____
 _____ E-mail: _____

Please detach or photocopy this form & return by FAX to 518/474-2437 or mail to:

OGS PROCUREMENT SERVICES GROUP
 Customer Services, 37th Floor
 Corning Tower - Empire State Plaza
 Albany, New York 12242
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EXHIBIT A

(ACTUAL CONTRACT BETWEEN THE STATE OF NEW YORK AND NOVELL, INC.)

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