



County of Fairfax, Virginia

To protect and enrich the quality of life for the people, neighborhoods and diverse communities of Fairfax County

DEC 4 - 2015

Carahsoft Technology Corp.
12369 Sunrise Valley Drive, Suite D2
Reston, VA 20191

Attention: Jack Dixon, Contracts Specialist

Reference: IT Hardware, Software, and Related Services

Dear Mr. Dixon:

Acceptance Agreement

Contract Number: 4400006323

This acceptance agreement signifies a contract award for IT Hardware, Software, and Related Services. The period of the contract shall be from Date of Award through Five Years from Date of Award, with five one-year renewal options.

The contract award shall be in accordance with:

- 1) This Acceptance Agreement;
- 2) The Attached Memorandum of Negotiations

Please note that this is not an order to proceed. A Purchase Order constituting your notice to proceed will be issued to your firm. Please provide your Insurance Certificate according to Section 17 of the Fairfax County Contract, within 10 days after receipt of this letter. All questions in regards to this contract shall be directed to the Contract Specialist, Lonnelle Robinson, at 703-324-3281 or via e-mail at Lonnelle.Robinson@fairfaxcounty.gov.

Sincerely,


Cathy A. Muse, CPPO
Director/County Purchasing Agent

Department of Purchasing & Supply Management

12000 Government Center Parkway, Suite 427

Fairfax, VA 22035-0013

Website: www.fairfaxcounty.gov/dpsm

Phone 703-324-3201, **TTY:** 1-800-828-1140, **Fax:** 703-324-3228



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MEMORANDUM OF NEGOTIATIONS RFP2000001273

The County of Fairfax (hereinafter called the County) and Carahsoft Technology Corporation (hereinafter called the "Contractor") agree to the following negotiated issues. The issues listed below shall be part of any subsequent contract.

- a. The County's Request for Proposal RFP2000001273 and all Addenda;
- b. The Contractor's Technical Proposal dated October 6, 2014;
- c. The Contractor's Best and Final Cost Proposal dated April 24, 2015;
- d. This Memorandum of Negotiation;
- e. County purchase order;
- f. Any amendments subsequently issued.

In addition, the County and the Contractor agree to the following:

1. Add the following language:

Software and/or maintenance may be purchased from the contract awarded from the Contractor's response to the RFP with the following conditions:

- i. Prior to the issuance of a Purchase Order to the Contractor by the County, the Contractor will provide all software and/or maintenance agreements to the County for review and further negotiation of the terms and conditions contained therein.
- ii. After successful negotiation of the terms and conditions the County will issue a Purchase Order to the Contractor referencing the negotiated terms and conditions and these terms and conditions shall remain the governing terms for the term of the software and/or maintenance agreement only.
- iii. Agreement of the software and/or maintenance terms and conditions do not supersede the terms and conditions of the awarded contract.

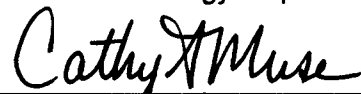
2. The Contractor accepts Fairfax County's General Conditions and Instructions to Bidders as included in the RFP with no changes.

ACCEPTED BY:



Jack Dixon, Contracts Specialist
Carahsoft Technology Corporation

September 24, 2015
Date



Cathy A. Muse, CPPO, Director
Department of Purchasing and Supply Management

12/2/15
Date

Department of Purchasing & Supply Management
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