

Amendment Number 4
to
Contract Number DIR-TSO-4099
between
State of Texas, acting by and through the Department of Information Resources
and
Gartner, Inc.

This Amendment Number 4 to Contract Number DIR-TSO-4099 (“Contract”) is between the Department of Information Resources (“DIR”) and Gartner, Inc. (“Vendor”). DIR and Vendor agree to modify the terms and conditions of the Contract as follows:

1. **Appendix A. Standard Terms and Conditions for Product and Related Services Contracts** dated 09/29/2017, is hereby deleted and replaced in its entirety with the attached **Appendix A. Standard Terms and Conditions** dated 12/1/2021.
2. **Appendix C, Pricing Index (per Amendment 3)**, is hereby deleted and replaced in its entirety with **Appendix C. Pricing Index (per Amendment 4)**.
3. **Contract, Section 4. Pricing** is hereby deleted and replaced in its entirety with the following:

4 Pricing

4.1 Pricing Index

Pricing to Customers shall be as set forth in Appendix C, Pricing Index, and shall include the DIR Administrative Fee (as defined below).

4.2 Customer Discount

- a) The minimum Customer discount for all products and services will be the percentage off List Price (as defined below) or MSRP (as defined below), as applicable, as specified in Appendix C, Pricing Index. Vendor shall not establish a List Price or MSRP for a particular solicitation. For purposes of this Section, “List Price” is the price for a product or service published in Vendor’s price catalog (or similar document) before any discounts or price allowances are applied. For purposes of this Section, “MSRP,” or manufacturer’s suggested retail price, is the price list published by the manufacturer or publisher of a product and available to and recognized by the trade.

- b) Customers purchasing products or services under this Contract may negotiate additional discounts with Vendor. Vendor and Customer shall provide the details of such additional discounts to DIR upon request.
- c) If products or services available under this Contract are provided at a lower price to: (i) an eligible Customer who is not purchasing those products or services under this Contract, or (ii) to any other customer under the same terms and conditions provided for the State for the same products and services under this contract, then the price of such products and services under this Contract shall be adjusted to that lower price. This requirement applies to products or services quoted by Vendor for a quantity of one (1), but does not apply to volume or special pricing purchases. Vendor shall notify DIR within ten (10) days of providing a lower price as described in this Section, and this Contract shall be amended within ten (10) days to reflect such lower price.

4.3 Changes to Prices

- a) Subject to the requirements of this section, Vendor may change the price of any product or service upon changes to the List Price or MSRP, as applicable. Discount levels shall not be subject to such changes, and will remain consistent with the discount levels specified in this Contract.
- b) Vendor may revise its pricing by publishing a revised pricing list, subject to review and approval by DIR. If DIR, in its sole discretion, finds that the price of a product or service has been increased unreasonably, DIR may request that Vendor reduce the pricing for the product or service to the level published before such revision. Upon such request, Vendor shall either reduce the pricing as requested, or shall remove the product or service from the pricing list for this Contract. Failure to do so will constitute an act of default by Vendor.

4.4 Shipping and Handling

Prices to Customers shall include all shipping and handling fees. Shipments will be Free On Board Customer's Destination. No additional fees may be charged to Customers for standard shipping and handling. If a Customer requests expedited or special delivery, Customer will be responsible for any additional charges for expedited or special delivery.

4. **Contract, Section 9. Internet Access to Contract and Pricing Information** is hereby inserted immediately after Section 8 as follows:

9 Internet Access to Contract and Pricing Information

In addition to the requirements listed in Appendix A, Section 7.2, Internet Access to Contract and Pricing Information, Vendor shall include the following with its webpage:

- a) A current price list or mechanism to obtain specific contract pricing;
- b) MSRP/list price or DIR Customer price;
- c) Discount percentage (%) off MSRP or List Price;
- d) Warranty policies; and
- e) Return policies.

5. **Reserved.**

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IN WITNESS WHEREOF, the parties hereby execute this amendment to be effective as of the date of the last signature.

Gartner, Inc.

Authorized By: Signature on File

Name: Scott Lyon

Title: Director Contracts

Date: 6/7/2022

The State of Texas, acting by and through the Department of Information Resources

Authorized By: Signature on File

Name: Hershel Becker

Title: Chief Procurement Officer

Date: 6/24/2022

Office of General Counsel: J.G. 6/23/2022