Texas Department of Motor Vehicles
Business Unit # 60800
Purchase Order # 1400359
Purchase Order Change Notice (# 1)

Texas Department
of Motor Vehicles

| Payment Terms: **NET30** | Freight Terms: **See Detail Below** | Ship Via: **NA** | PCC: **I** | Date: **12/03/13** | PO Method: **DG** | Dispatch: **Dispatch Via Print** | Rev Dt: **11/07/16** |

PLEASE NOTE: ADDITIONAL TERMS AND CONDITIONS MAY BE LISTED AT THE END OF THE PURCHASE ORDER.

Vendor: CARAHSOFT TECHNOLGY CORPORATION
1860 MICHAEL FARADAY DR STE 100
RESTON VA 201913485
United States

Ship To: See Detail Below

Bill To: 4000 Jackson Avenue
Austin TX 78731
United States

Vendor ID: 1522189693 7

Purchaser: Douglas A Leach
Phone: 512/465-4180
Fax: 512/465-5641
Email: Douglas.Leach@txdmv.gov

Fax:
Email: DMV_FIN-INVOICES@TxDMV.gov

PO Information:

Quantity(ies):
Quantities are estimated: TxDMV does not guarantee to purchase any minimum or maximum quantity. TxDMV reserves the right to increase or decrease the quantity(ies) of the purchase order at the same original terms and conditions. The vendor will be notified in writing by purchase order change notice of any requirements for any increased or decreased quantity(ies).

Change Orders:
Change orders will be allowed only if unforeseen conditions arise such as, but not limited to, increasing or decreasing quantities or if the department needs dictate changes. All changes shall be in the scope of original work. No verbal change orders shall be permitted. All change orders must be in writing with a Purchase Order Change Notice (POCN) issued by TxDMV Purchasing Section.

Payment:
Payment will be made in accordance with the Texas Prompt Payment Act, TGC, Subtitle F, Chapter 2251. Vendor shall submit one copy of a correct itemized invoice showing the purchase order number, payee ID., remit to address, and phone number on invoice. Vendors may submit an electronic invoice. All electronic invoices shall be sent to DMV_FIN-INVOICES@txdmv.gov (note: There is an underscore "_" between DMV and FIN). All invoices received at the email address will be filed for future reference and you will receive a receipt confirmation email. To avoid the confusion of duplicate invoices, please do not send other copies of this invoice via regular mail, fax or other means. On emails for electronic invoices, include the company name (as it appears on the invoice) and the purchase order number in the subject line to assist in identifying and processing your invoices in a timely manner. TxDMV will not incur any penalty for late payment if payment is made in 30 days or less from receipt of goods or services and a correct invoice, whichever is later.

Note: warrants will not be issued to a vendor without a current Texas Identification Number.

"This procurement is governed by the terms and conditions in DIR Contract Number DIR-SDD-1917".

This purchase order may be renewed with the same Terms and Conditions as long as the referenced DIR Contract remains in force, a need exists, and both parties agree.

POCN # 1 on 11/07/2016
Changed buyer from Alfred Ramos to Douglas Leach.

POCN # 2 to renew the Email and Digital Subscription Management and add line 3 for the renewal period of Year One November 11, 2014 through November 10, 2015 and to add line 4 for Year Two November 11, 2015 through November 10, 2016 to be paid monthly at $5,398.65 per month.

POCN # 3 by Douglas Leach on 11/07/2016
Added Line 5 to exercise Year Three renewal option for service period of November 11, 2016 through November 10, 2017.
Added Line 6 to exercise Year Four renewal option for service period of November 11, 2017 through November 10, 2018.
Reference Carahsoft Quote No. 8530431 dated 08/16/2016.

Authorized Signature

signature ,CTP

11/07/2016

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of Motor Vehicles

"This procurement is governed by the terms and conditions in DIR Contract Number DIR-SDD-1917".

Line-Sch	Line Description	Class/Item	Quantity	UOM	Unit Price	Extended Amt	Due Date
1- 1	Email and Digital Subscription Management - Setup charge (Onetime Fee)	956/35	0.0001	EA	$7,500.00	$0.75	08/31/2014

Ship To: 1P12

4000 Jackson
Avenue
Austin TX 78731
United States

Schedule Total: $0.75

Contract ID:
1400359

Item Total for Line # 1: $0.75

Line-Sch	Line Description	Class/Item	Quantity	UOM	Unit Price	Extended Amt	Due Date
2- 1	Email and Digital Subscription Management - Annual subscription - Total Discount: 18%Period of Service 11-11-2013 through 11-10-2014.	956/35	0.0001	YR	$61,500.00	$6.15	08/31/2014

Ship To: 1P12

4000 Jackson
Avenue
Austin TX 78731
United States

Schedule Total: $6.15

Contract ID:
1400359

Item Total for Line # 2: $6.15

Authorized Signature

signature ,CTP

11/07/2016

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Texas Department
of Motor Vehicles

Line-Sch	Line Description	Class/Item	Quantity	UOM	Unit Price	Extended Amt	Due Date
3- 1	Part #: EDSM-GD-251B - Email and Digital Subscription Management - Annual subscription Year One Start Date: 11/11/2014 End Date: 11/10/2015	956/35	12.0000	MO	$5,398.65	$64,783.80	09/26/2014
	Ship To: 1P12						
	4000 Jackson Avenue Austin TX 78731 United States						
					Schedule Total	$64,783.80	
Contract ID: 1400359							
					Item Total for Line # 3	$64,783.80	
4- 1	Part #: EDSM-GD-251B - Email and Digital Subscription Management - Annual subscription Year Two Start Date: 11/11/2015 End Date: 11/10/2016	956/35	12.0000	MO	$5,398.65	$64,783.80	09/26/2014
	Ship To: 1P12						
	4000 Jackson Avenue Austin TX 78731 United States						
					Schedule Total	$64,783.80	
Contract ID: 1400359							
					Item Total for Line # 4	$64,783.80	

Authorized Signature
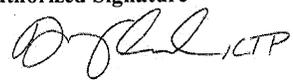
(signature) ICTP

11/07/2016

![Texas Department of Motor Vehicles logo] **Texas Department of Motor Vehicles**
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Line-Sch	Line Description	Class/Item	Quantity	UOM	Unit Price	Extended Amt	Due Date
5- 1	Part #: 607-EDSM-GD-251B Digital Communication Management (DCM) 2,000,000-2,999,999 Potential Users (Annual Subscription Fee) Start Date: 11/11/2016 End Date: 11/10/2017	956/35	1.0000	YR	71269.68000 $	71269.680 $	11/11/2016

Ship To: 1P00

4000 Jackson
Avenue
Austin TX 78731
United States

						Schedule Total	$71,269.68

Contract ID:
1400359

ReqID:
0000003709

						Item Total for Line # 5	$71,269.68

Line-Sch	Line Description	Class/Item	Quantity	UOM	Unit Price	Extended Amt	Due Date
6- 1	PArt #: 607-EDSM-GD-251B Digital Communication Management (DCM) 2,000,000-2,999,999 Potential Users (Annual Subscription Fee) Start Date: 11/11/2017 End Date: 11/10/2018	956/35	1.0000	YR	78396.57000 $	78396.570 $	11/11/2016

Ship To: 1P00

4000 Jackson
Avenue
Austin TX 78731
United States

						Schedule Total	$78,396.57

Contract ID:
1400359

ReqID:
0000003709

						Item Total for Line # 6	$78,396.57

						Total PO Amount	$279,240.75

All Shipments, Shipping papers, invoices and correspondence must be identified with our Purchase Order Number. Over shipments will not be accepted

Authorized Signature

signature /CTP

11/07/2016

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of Motor Vehicles

unless authorized by Purchaser prior to Shipment.

Authorized Signature

/CTP

11/07/2016

GOVERNMENT- PRICE QUOTATION

carahsoft

GovDelivery at Carahsoft

GOVDELIVERY
get the word out.

1860 MICHAEL FARADAY DRIVE | SUITE 100 | RESTON, VIRGINIA 20190
PHONE (703) 871-8500 | FAX (703) 871-8505 | TOLL FREE (888) 66CARAH
WWW.CARAHSOFT.COM | SALES@CARAHSOFT.COM

TO: Caroline Love Director of Government and Strategic Communications Div Texas Dept of Motor Vehicles 4000 Jackson Ave Austin, TX 78731	**FROM:** Casey Stengel GovDelivery Government at Carahsoft 1860 Michael Faraday Drive Suite 100 Reston, Virginia 20190
EMAIL: caroline.love@txdmv.gov	**EMAIL:** Casey.Stengel@carahsoft.com
PHONE: (512) 465-1443 **FAX:**	**PHONE:** (703) 673-3519 **FAX:** (703) 871-8505

TERMS: DIR Contract No. DIR-SDD-1917
Expiration: January 1, 2017
FTIN: 52-2189693
Shipping Point: FOB Destination
Credit Cards: VISA/MasterCard/AMEX
Remit To: Same as Above
Payment Terms: Net 30 (On Approved Credit)
Texas VID#: 1522189693700
Sales Tax May Apply

QUOTE NO:	8530431
QUOTE DATE:	08/16/2016
QUOTE EXPIRES:	11/10/2016
RFQ NO:	
SHIPPING:	GROUND
TOTAL PRICE:	$71,269.61
TOTAL QUOTE:	$71,269.61

LINE NO.	PART NO.	DESCRIPTION	-	QUOTE PRICE	QTY	EXTENDED PRICE
1	607-EDSM-GD-251B	Digital Communication Management (DCM) 2000000-2999999 Potential Users (Annual Subscription Fee) Start Date: 11/11/2016 End Date: 11/10/2017		$71,269.61 TX DIR	1	$71,269.61
		SUBTOTAL:				$71,269.61
				TOTAL PRICE:		**$71,269.61**
				TOTAL QUOTE:		**$71,269.61**

SUGGESTED OPTIONS

LINE NO.	PART NO.	DESCRIPTION	-	QUOTE PRICE	QTY	EXTENDED PRICE
		OPTION YEAR				
2	607-EDSM-GD-251B	Digital Communication Management (DCM) 2000000-2999999 Potential Users (Annual Subscription Fee) Start Date: 11/11/2017 End Date: 11/10/2018		$78,396.57 TX DIR	1	$78,396.57
		SUGGESTED SUBTOTAL:				$78,396.57

QUOTE DATE:	08/16/2016
QUOTE NO:	8530431

GovDelivery Renewal Proposal to Carahsoft for the Texas Department of Motor Vehicles (DMV)

GovDelivery, Inc. serves public sector organizations around the world, helping them build and nurture digital relationships with the people in their communities. GovDelivery's full range of capabilities, including email, SMS messages, and social media enable the DMV to accomplish its goals and objectives. As shown in the chart below, GovDelivery employs a number of effective strategies needed in order for the DMV to inform and engage its audiences.

GovDelivery is the only digital communications platform exclusively for government.

| Promote & Transform Services	Enhance Public Awareness	Improve Citizen Involvement
Accelerate and streamline usage of your services. More purchases, enrollments and attendees require embracing the digital world. Communications form an essential part of a winning strategy.	Inform and engage your audience to drive changes in behavior. Public awareness is about more than just distributing news. It's about getting the right information to the right audience at the right time.	People volunteer, participate and donate. It's not just about more involvement, it's about involving people in a way that improves the work you do for citizens.
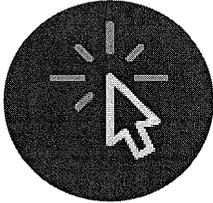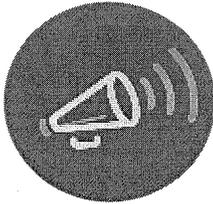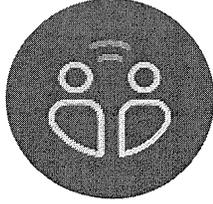
GovDelivery manages billions of communications every quarter on behalf of clients ranging from the largest national agencies to small local parks. More than 25 state and local governments in Texas utilize GovDelivery to deliver reliable communications to their audiences.

Every level of government succeeds with GovDelivery.
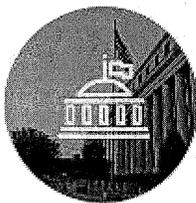
Federal Government

GovDelivery serves more than half of the United States Federal Agencies, along with nearly all Federal Cabinet departments.
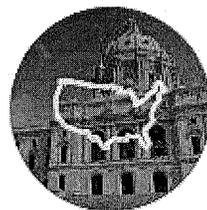
State Government

More than 40 states across the United States rely on GovDelivery's technology, services, and solutions to share information with local citizens.
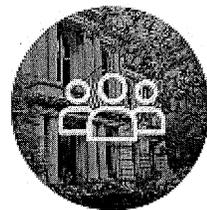
Local Government

GovDelivery works with hundreds of local governments to help them improve communications and engagements in their communities.
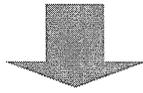
In a fast-paced, digital world, the DMV can only change behavior if it reaches people at the scale and time that matter. Done correctly, the DMV can impact how people respond to information and make a difference in their lives. GovDelivery offers a number of solutions that, when executed in tandem, allow agencies to reach more people with an impactful message. The ideal solution for the DMV is two-fold: leveraging both the GovDelivery Network and the GovDelivery Platform to increase outreach and drive action.
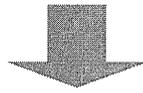
GovDelivery has all the tools the DMV needs to effectively inform and engage its audience.

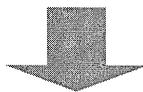| The GovDelivery Network	The GovDelivery Platform
When an agency chooses to partner with GovDelivery, it is able to participate in the Network, a unique way for agencies to grow their audiences.	The Platform empowers the DMV to efficiently connect with more people and to get those people to take action. Comprehensive features and easy access to numerous channels enable the DMV to elevate, streamline, and track its communication efforts. Email Mobile Social Web
The Network promotes an agency's content beyond the walls of its website, giving the agency access to more than 120 million people who are already digitally engaged with government.	The services the DMV delivers are only as effective as its reach. Gain access to new inbound growth channels and potentially grow the DMV's audience by 100-300%. Some of the unique ways GovDelivery can help the DMV reach more people include: ✓ Web and Form Capture ✓ Mobile Capture ✓ Social Capture ✓ Landing Pages ✓ Audience Insight
Each agency has the ability to leverage traffic from hundreds of government organizations, based on criteria such as the agency's relevance to subscriber interests.	The DMV's audiences live in a multi-channel world, be there on their terms. Get the right information, to the right audience at the right time. GovDelivery helps engage the DMV's audiences through industry-leading channels, including: ✓ Email Marketing ✓ Mobile Marketing ✓ Social Marketing ✓ Web Content Automation ✓ RSS Content Automation ✓ Targeting and Personalization
With more than 30,000 subscribers joining daily, the Network drives massive audience growth for organizations across all levels of government.	
For more information on the GovDelivery Network, including a video, please click the following link: http://www.govdelivery.com/solutions/network/	

Period of Performance
Current subscription ends: 11/10/2016
Renewal period: 11/11/2016 - 11/10/2017
The subscription will automatically renew at the end of the term for another period of twelve months. Either party may notify the other in writing at least 30 days prior to renewal that it does not wish to renew.

Procurement Method
Procurement method: Carahsoft

Scope and Terms
The subscription includes the following domain(s) and sub-domain(s): www.txdmv.gov

Communications Cloud
GovDelivery's Communications Cloud (the Cloud) is a Software as a Service (SaaS) solution that enables government organizations to connect with more people. By leveraging the Cloud, the DMV is able to utilize a number of different outreach mediums, including email, SMS/text messages, RSS feeds, and social media integration to connect with its target audiences. The DMV will have access to a Client Success Consultant and will be able to have an active partnership with the GovDelivery Network.

Fully customizable signup and email templates, which adopt the DMV's look and feel, come standard with the Cloud, ensuring seamless integration with the DMV's website. The Cloud also has robust reporting capabilities that will give the DMV access to thorough metrics and analytics. Additionally, the Cloud has industry-leading delivery standards and manages all bounces.

Communications Cloud	
Inclusion	**Level of Support**
Subscribers	Unlimited
Upload and migrate existing email lists to GovDelivery	Unlimited
SMS messages per year from a short code within the U.S. (international numbers not supported)	100,000
Web-based recorded trainings on Standard Messaging, the GovDelivery Network, Automation, Mobile, and Analytics	Unlimited
Web-hosted trainings per year	2
Active administrators	100
GovDelivery Accounts	1
Access to a complete archive of all data created by the DMV	18 months (rolling)
Template and Integration Development	Up to 3 hours
Topics	150
System monitoring, email and phone support during business hours, auto response to inbound messages from end users, and emergency support	24/7

Advanced Network

GovDelivery is highly effective in helping organizations work together to reach more people. Organizations expect the data obtained through this network to be protected and used for public sector purposes; therefore, transferring this data outside of GovDelivery is an unappealing risk that limits participation in the GovDelivery Network.

To maintain the integrity of the Advanced Network, subscribers added to the DMV's audience via the GovDelivery Advanced Network ("Network Subscribers") are available for use only while the DMV is under an active subscription with GovDelivery. Network Subscribers will not transfer to the DMV upon termination of any GovDelivery agreement. the DMV shall not use or transfer any of the Network Subscribers after termination of its contract with GovDelivery. All information related to Network Subscribers must be destroyed by the DMV within 15 calendar days of the contract with GovDelivery terminating.

During the last 10 calendar days of the DMV's contract with GovDelivery, the DMV may send an opt-in email to Network Subscribers that shall include an explanation of the DMV's relationship with GovDelivery terminating and that the Network Subscribers may visit the DMV's website to subscribe to further updates from the the DMV in the future. Any Network Subscriber that does not opt-in will not be transferred with the subscriber list provided to the DMV upon termination.

Data Sources

Data uploaded into GovDelivery must be brought in from the DMV sources (interactions with end users and opt-in contact lists). The DMV cannot upload purchased contact information into GovDelivery without GovDelivery's written permission and professional services support for "list cleansing". GovDelivery may require that any subset of data go through a cleansing process to support end users re-confirmation of data and contact interests. This typically occurs with large data sets and old data sets where contact information is not recently verified.

Content

The DMV can only use GovDelivery to share content that is created by and owned by the DMV and/or content for related organizations provided that it is in support of other organizations but not as a primary communication vehicle for other organizations that do not have a GovDelivery license. Any content deemed inappropriate for a public audience or in support of programs or topics that are unrelated to the DMV, can be removed or limited by GovDelivery.

Subscriber Information

Data provided by the DMV and contact information gathered through the DMV's own Web properties or activities will remain the property of the DMV, including any and all personally identifiable information (PII). GovDelivery will not release the data without the express written permission of the DMV, unless required by law.

GovDelivery Solutions

GovDelivery shall maintain sole ownership of the GovDelivery system and all modifications made to the system, regardless of whether these modifications are made specifically to accommodate the DMV's content within GovDelivery.

Advertising

GovDelivery's Solutions shall not be used for any product sales or advertising unless approved in writing, in advance, by GovDelivery. GovDelivery's financial viability depends on its ability to charge users for access to the GovDelivery Network for building digital audiences, GovDelivery reserves the right to request the details of any agreement between the DMV and a third party that compensates the DMV for the right to have information included in messages sent through the Solution prior to approving the presence of Advertising within GovDelivery.

Pricing and Payment Information

	Price
Total Annual Price:	$71,269.61
Period of Performance of 11/11/2016 – 11/10/2017	
Total Period of Performance Price:	**$71,269.61**

Option Years	Price
Total Annual Price Option Year One:	$78,396.57
Period of Performance of 11/11/2017 – 11/10/2018	
Total Period of Performance Price:	**$78,396.57**

- All fees are due at the beginning of the Period of Performance. Any lapse in payment may result in suspension of service and will require the payment of a setup fee to reinstate the subscription.
- SMS messages not used in the Period of Performance will not carry over to the following year.
- This proposal is exclusive of applicable state, local, and federal taxes, which, if any, will be included in the invoice. It is the DMV's responsibility to provide applicable exemption certificate(s).
- The pricing and terms of this proposal are valid through November 11, 2016.
- Annual increases for the same services shall not exceed ten percent (10%).

Point of Contact

Erin Martin | Client Success Consultant | e: erin.martin@govdelivery.com | p: 651-492-9844