

APPENDIX C

CONTRACT MODIFICATION PROCEDURE

The following procedure only applies to Contract modification requests submitted by the Contractor and is subject to change at the discretion of OGS.

- (1) **TYPES OF CONTRACT MODIFICATIONS:** In order to expedite processing of a Contract Modification, where proposed changes involve more than one category below, changes for each category shall be submitted to OGS as separate requests.
- a). **UPDATES:** “Updates” are changes that do not require a change to the established Centralized Contract terms and conditions. Updates require only the submission and approval of the Contract Modification Form and any requested supporting documents. Updates include: Contact information updates; Centralized Contract changes made in accordance with the previously approved pricing formula (e.g., price changes that result from a change in Net Reseller Cost or a decrease in pricing); adding new Microsoft Products within scope and within the established, previously approved pricing structure; lowering pricing of Products already on Contract; and deleting Products on Contract. Price increases are required to be certified by the Contractor via Appendix G - Contractor Attestation and may only take effect upon OGS approval and posting to the OGS website. All pricing update requests must include a fully revised NYS Price List that reflects those updates. All Updates must be submitted to OGS for review and approval. Per the terms of the Centralized Contract, Cost-Plus/Cost-Minus Percentages quoted by the Contractor are to be firm for the entire period of the Contract; however, Contractor may submit a request for Contract modification for price decreases per Contractor SKU, Cost-Minus Percentage increases, or Cost-Plus Percentage decreases at any time. OGS will notify Contractor in writing of approval or denial of any Contract update requests.
- b). **AMENDMENTS:** “Amendments” are changes that are not specifically covered by the terms and conditions of the Centralized Contract but inclusion is found to be in the best interest of the State. Amendments are required for changes to the terms and conditions of the Centralized Contract that do not fall under the category of Updates. Contractor must provide a written justification of reasonableness of the prices offered as required in (3) below and a statement explaining why it is in the best interest of the State to approve the requested Amendment. Amendments may require negotiation between OGS and the Contractor. A Contract Amendment requires a mutually agreed upon and formally executed document to be provided by the OGS Contract Administrator, after submission and approval of the Contract Amendment request. OGS will work directly with the Contractor to obtain the required documentation for each requested Amendment and notify Contractor in writing of approval or denial of any Contract Amendment requests.
- (2) **CONTRACTOR'S SUBMISSION OF CONTRACT MODIFICATION REQUEST:** In connection with any Contract modification request, OGS reserves the right to:
- Request additional information
 - Accept or reject Contract modifications, in whole or in part
 - Remove Products from the Contract
 - Remove Products from Contract modification requests
 - Request additional discounts for new or existing Products
 - Request an updated “How to Use the Microsoft Reseller Contract and Frequently Asked Questions” document.

- (3) **PRICE LIST UPDATE - FORMAT:** Contractor is required to submit detailed Product and price information for the modification in an Excel spreadsheet in accordance with the pricing structure set forth in the Contract. This must be submitted electronically via e-mail to the OGS Contract Administrator. The price list must be dated and the format should be consistent with the format of the price list(s) included in the Centralized Contract. The price list shall include and identify:
- Price increases
 - Price decreases
 - Products being added
 - Products being deleted

Contractor shall use the existing NYS Price List approved by OGS as the price list format with columns added for Contract Modification type (add, delete, and/or price change) and comment.

The State reserves the right to require a revised NYS Price List at any time during the Centralized Contract period to support any requested Contract modifications. Each updated price list must include the date the price list was prepared.

- (4) **SUPPORTING DOCUMENTATION:** Each pricing modification request must include:
- Appendix G - Contractor Attestation (required for price increases)
 - Price Justification as described in section (3) above
 - Revised NYS Price List.
- (5) **SUBMITTAL OF MODIFICATION REQUESTS:** A Contract modification request must be accompanied by a completed Contract Modification Form (attached). Contractor shall briefly describe the nature and purpose of the update (e.g., to increase the discount to its customers generally, and/or for new Products which fall into a group or category that existed at the time of approval of the Contract by the Office of General Services). The Contract Modification Form must contain original signatures by an individual authorized to sign on behalf of Contractor and must be notarized.
- (6) **OGS APPROVAL:** OGS will approve or disapprove, in whole or in part, all modification requests and will notify Contractor accordingly.

STATE OF NEW YORK
EXECUTIVE DEPARTMENT - OFFICE OF GENERAL SERVICES
Corning Tower – 38th Floor
Empire State Plaza
Albany, New York 12242

CONTRACT MODIFICATION FORM

OGS CONTRACT NO.:	DATE OF SUBMISSION:_____
CONTRACT DESCRIPTION: _____	_____
CONTRACT PERIOD: From: _____ To: _____	CONTRACTOR CONTACT: NAME: _____ PHONE NO: _____ E-MAIL: _____
NOTE: Submission of this FORM does not constitute acceptance by the State of New York until approved by the appropriate New York State representative(s).	

INSTRUCTIONS:

1. This form is to be used for all Contract modifications. The form is to be completed in full, signed and submitted to OGS for final approval. Any submission that is not completed and signed will be rejected.
2. Contractor is required to submit the Product and price information for a pricing update electronically via e-mail in an Excel spreadsheet to the OGS Contract Administrator for this Contract.
3. Price increase requests must be submitted using the same document structure established in the NYS Price List.
4. The price list must be dated and the format should be consistent with the format of the price list(s) included in the Pricing Attachment for this Contract.
5. If the modification(s) being requested includes more than one (1) category (update or amendment) change, each category's modification must be submitted as a separate request.
6. A Contract modification request related to pricing must be accompanied by a revised NYS Price List.

COMPLETE STATEMENTS 1 THROUGH 5 BELOW:

<p>1. This request is for an: <input type="checkbox"/> Update <input type="checkbox"/> Amendment</p> <p>See Contract Modification Procedure for an explanation of these terms.</p>	<p>2. The intent of this submittal is to request: <input type="checkbox"/> Updated Contact Information <input type="checkbox"/> Addition of new Products <input type="checkbox"/> Deletion of Products <input type="checkbox"/> Reduced pricing <input type="checkbox"/> Increased net pricing (as a result of Microsoft Net Reseller Cost increase) <input type="checkbox"/> Other Update <input type="checkbox"/> Other Amendment</p>
<p>3. All discounts are: <input type="checkbox"/> GSA <input type="checkbox"/> Best Pricing* <input type="checkbox"/> Other (provide explanation)</p> <hr/> <input type="checkbox"/> N/A <p>*Prices offered are the lowest offered to any federal, state or local governmental entity.</p>	<p>4. Attached documentation includes: <input type="checkbox"/> Revised Reseller Information document <input type="checkbox"/> Current GSA price list <input type="checkbox"/> Current Microsoft Price List (labeled "For information only") <input type="checkbox"/> Revised NYS Price List <input type="checkbox"/> Appendix G Contractor Attestation</p>
<p>5. Describe the Nature and Purpose of the modification. If applicable, please explain how pricing has been structured to customers, and/or identify and describe new Products which fall into a new group or category that did not exist at the time of approval of the Contract by the Office of General Services.</p>	

An individual authorized to sign on behalf of Contractor for the modification being requested must sign below and the signature must be notarized.

Signature of Authorized Vendor Representative

ACKNOWLEDGEMENT
INDIVIDUAL, CORPORATION, PARTNERSHIP, OR LLC ACKNOWLEDGMENT

STATE OF _____ }
 } **SS.:**
COUNTY OF _____ }

On the _____ day of _____ in the year 20____, before me personally appeared _____, known to me to be the person who executed the foregoing instrument, who, being duly sworn by me did depose and say that he maintains an office in _____, and further that:

[Check One]

- If an individual):** he executed the foregoing instrument in his/her name and on his/her own behalf.
- If a corporation):** _____ is the _____ of _____, the corporation described in said instrument; that, by authority of the Board of Directors of said corporation, _____ is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, _____ executed the foregoing instrument in the name of and on behalf of said corporation as the act and deed of said corporation.
- If a partnership):** _____ is the _____ of _____, the partnership described in said instrument; that, by the terms of said partnership, _____ is authorized to execute the foregoing instrument on behalf of the partnership for purposes set forth therein; and that, pursuant to that authority, _____ executed the foregoing instrument in the name of and on behalf of said partnership as the act and deed of said partnership.
- If a limited liability company):** _____ is a duly authorized member of _____ LLC, the limited liability company described in said instrument; that _____ is authorized to execute the foregoing instrument on behalf of the limited liability company for purposes set forth therein; and that, pursuant to that authority, _____ executed the foregoing instrument in the name of and on behalf of said limited liability company as the act and deed of said limited liability company.

Notary Public
Registration No.

OGS ACTION:
Approved _____ Approved as amended _____ Disapproved _____

Name: _____

Title: _____ Date _____