

## **Amendment No. 1 to the NJEDGE – VMware Inc. Master Agreement for Products and Services**

This Amendment No. 1 (the “Amendment”) extends the term and updates Exhibit 1 of the Master Agreement for Products and Services (the “Agreement,” VMware Agreement No. 00278834), dated July 25, 2017, by and between Supplier (“VMware, Inc.” or “Supplier” or “Contractor”), a Delaware Company, having its primary office at 3401 Hillview Avenue, Palo Alto, CA 94304, and the NJEDGE.NET, Inc. (“NJEDGE”), a New Jersey corporation, located at 625 Broad Street, Newark, NJ 07102. Supplier and NJEDGE may be referred to in this Amendment individually as a “Party” or collectively as “Parties.”

Whereas the parties agree to replace the entirety of Section 1 a), Section 10 a) and Exhibit 1 of the Agreement as follows:

### **“ 1) SCOPE OF AGREEMENT**

- a) Supplier (including via its authorized third party resellers) offers to provide to NJEDGE Members defined as: (i) a NJEDGE Member Organization or institution, campus or site of a NJEDGE Member Organization; (ii) any health care clinic or organization, governmental institution, museum, educational entity, or other publicly funded institution located in New Jersey; and, (iv) any other entity agreed upon in writing by both Parties which has contracted with Supplier under this Agreement; and includes the NJEDGE organization itself, the Products and Services which are defined as the products and services listed and described at <https://www.vmware.com/download/eula.html>. For clarity, the current list of NJEDGE Members may be accessed at: <https://njedge.net/membership/current-members/>. NJEDGE Members wishing to purchase such Products and Services shall execute a Purchase Order (“PO”) and/or mutually agreeable Statement of Work (“SOW”) and/or Enterprise License Agreement (“ELA”) with Supplier and/or authorized reseller as described in Section 9.

### **10) TERM AND TERMINATION; DEFAULT**

- a) The term of this Agreement (“Term”) shall be three (3) years from July 25, 2020; provided, that notwithstanding the expiration of the Term, the terms and conditions of this Agreement shall remain in effect and continue to apply to the parties’ respective rights and obligations for performance under any Purchase Order or SOW. No new Purchase Orders or SOWs shall be placed under this Agreement after the expiration or termination of this Agreement.”


**Exhibit 1 to the Agreement follows after the next page.**

Except as set forth herein, all other terms and conditions of the Agreement remain unchanged.

Each Party represents to the other Party that its signatory is authorized to bind the representing Party.

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This Agreement shall be binding when signed by the authorized signatories of both Parties.

<b>NJ EDGE.NET, Inc.</b>  By:  Name: <u>Samuel S. Conn, Ph.D.</u> Title: <u>President and Chief Executive Officer</u> Date: <u>July 22, 2020</u>	<b>VMware, Inc.</b>  By: _____ Name: <u>Amy Mendez</u> Title: <u>Contracts Specialist, U.S. Public Sector</u> Date: <u>07/22/2020</u>
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**Exhibits:** Exhibit 1 – Links to Applicable VMware EULAs, Terms and Conditions, and Policies

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## **EXHIBIT 1 – Links to applicable EULAs, Policies, Terms & Conditions**

- **Links to applicable EULAs, Terms of Service, Terms & Conditions, and Policies are maintained at:** <https://www.vmware.com/download/eula.html>
- **The documentation referenced above includes the following:**
  - VMware End User License Agreements (EULAs)
  - VMware Product Guide
  - VMware Cloud Services Terms of Service
  - VMware Data Processing Addendum
  - Cloud Service Offerings Ancillary Terms, to include applicable Service Descriptions, Service Level Agreements (SLAs) and Sub-processors lists
  - Support Offerings
  - Third-Party Software Services
- **Professional Consulting Services (PSO) Terms and Conditions are maintained at:** <https://www.vmware.com/professional-services.html>
- **VMware Voluntary Product Accessibility Templates (VPATs):** <https://www.vmware.com/help/accessibility.html>