

**AMENDMENT NO. 8
TO SOFTWARE LICENSING, SOFTWARE SUBSCRIPTION AND SUPPORT, AND
MONTHLY LICENSE CHARGE SOFTWARE
AGREEMENT NO. 47553-7
BETWEEN
THE LOS ANGELES DEPARTMENT OF WATER AND POWER
AND
INTERNATIONAL BUSINESS MACHINES CORPORATION**

AMENDMENT NO. 8 to Agreement No. 47553-7 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and IBM Corporation (hereinafter referred to as "IBM").

WITNESSETH

WHEREAS, LADWP and IBM entered into an agreement wherein IBM agreed to extend their Software Subscription and Support of IBM Products Agreement (Agreement No. 47553-7) for an additional five (5) years, which together with all Amendments and supplements thereto hereinafter shall be referred to as the Agreement; and

WHEREAS, the Agreement provides for Amendments; and

WHEREAS, LADWP and IBM are desirous of amending the Agreement for the purpose of increasing the total agreement amount by \$27,219,000.00 for a new not-to-exceed limit of \$79,428,463.91 and extending the term of the Agreement to December 31, 2023; and

WHEREAS, the Amendment is necessary and proper to continue or complete certain activities authorized under the Agreement;

NOW, THEREFORE, LADWP and IBM agree that the Agreement be amended as follows:

1. Section 13. TERM AND TERMINATION (Agreement No. 47553-7 page 09 of 59, item a, *Term*, is amended to read as follows:

"Unless terminated earlier, the term of this Agreement ("Term") shall commence upon the Effective Date and shall expire October 31, 2007. Notwithstanding the foregoing, LADWP may extend the Term to a maximum expiration date of December 31, 2023, by utilizing nine (9) one-year renewal options, one (1) two (2) year two (2) month term, and one (1) additional five (5) year term which shall be exercised on the same terms and conditions at the sole option of the Board of Water and Power Commissioners."

2. Section 24. GENERAL (Master Agreement page 19 of 59), item e, *Notices*, contact information is amended to read as follows:

“LOS ANGELES DEPARTMENT OF WATER AND POWER
Admin Services, c/o Contract Administrator
Mr. Lonnie Drew
111 North Hope Street, Room 266
Los Angeles, California 90012-2694”

3. EXHIBIT A of Agreement No. 47553-7 pages 23 through 25, Attachment I Statement of Work of Change Order No. 1, Change Order No. 2, Change Order No. 3, is replaced in its entirety with the attached Exhibit A, dated March 8, 2018.
4. EXHIBIT M Agreement No. 47553-7 is replaced in its entirety with the attached Exhibit M, dated March 8, 2018.
5. Except as herein amended, all other terms and conditions shall remain in full force and effect.
6. This Amendment is executed in three (3) duplicate originals, each of which is deemed to be an original. This Amendment consists of three (3) pages.

IN WITNESS THEREOF, the parties hereto have executed this Amendment No. 8 to Agreement No. 47553-7 on the date indicated.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER COMMISSIONERS

By:

DAVID H. WRIGHT
General Manager

Date:

And:

BARBARA E. MOSCHOS
Secretary

APPROVED AS TO FORM AND LEGALITY
MICHAEL N. FEUER, CITY ATTORNEY

DEC 17 2018

BY

DIRK BROERSMA
DEPUTY CITY ATTORNEY

INTERNATIONAL BUSINESS MACHINES
CORPORATION

By:

Alana Muntz

Date:

1/14/2019

APPROVED AS TO FORM
Alana Muntz, Client Executive

By:

Date: