

May 14, 2020

By Electronic Mail

Reference: Request for Proposals No. SK18001 ("RFP") for NASPO Data Communications Products and Services  
Subject: Notice to Proceed and Letter Contract

Dear Ms. Acheampong,

We refer to the offer submitted by Palo Alto Networks (the "Contractor") in response to the above referenced RFP. We are pleased to inform you that the State of Colorado intends to enter into a Participating Addendum pursuant to the NASPO Master Agreement No. 3229 ("Master Agreement") with Palo Alto Networks. If this letter contract is signed by Palo Alto Networks, it will serve as a notice to proceed for the contract described below. This notice to proceed is subject to the following terms:

1. Letter Contract. This is a Letter Contract between Palo Alto Networks, and the State of Colorado Department of Personnel and Administration and shall govern our relationship until such time as the Participating Addendum ("PA") to the referenced Master Agreement is fully executed.
2. Governing Terms & Conditions. To the extent an issue arises prior to the execution of the PA, the terms and conditions of the Master Agreement shall govern.
3. Term. This Letter Contract shall be effective on the date of signature by the Parties. This Letter Contract shall automatically terminate upon full execution of the referenced NASPO Participating Addendum by the State of Colorado and Palo Alto Networks.
4. Terms not Retrospective: The terms of the NASPO Participating Addendum shall not be retrospective to any procurements made under the terms of this letter. To the extent any terms of the NASPO Master Agreement are contravened by Colorado law, Colorado law shall apply.
5. Scope of Work. Palo Alto Networks is hereby authorized to proceed with providing all hardware, software, support and professional services to authorized Colorado agencies pursuant to Attachment B - Scope Awarded to the Contractor under the Master Agreement.

Signed:

<p>Palo Alto Networks, Inc.:</p> <p>DocuSigned by: <i>Melinda Thompson</i> 078D11B782F74FD...</p> <p><i>Melinda Thompson</i></p> <p>Printed Name: _____ Title: VP, Deputy GC</p>	<p>State of Colorado:</p> <p><i>John Chapman</i></p> <p>Printed Name: <u>John Chapman</u> Title: <u>State Purchasing manager</u></p>
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<p>Date: <u>May 29 2020   1:36:14 PM PDT</u></p>	<p>Date: <u>May 29, 2020</u></p> <p>Printed Name: <u><i>Nathan Weatherford</i></u></p> <p>Title: <u>Nathan Weatherford, Controller Delegate</u></p> <p>Date: <u>5/29/2020</u></p> <p>Printed Name: _____</p> <p>Title: _____</p> <p>Date: _____</p> <p>Printed Name: _____</p> <p>Title: _____</p> <p>Date: _____</p>
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