

# MASTER AGREEMENTS FOR SOFTWARE LICENSES

## BACKGROUND

Software publishers require purchasers agree to their terms and conditions using a variety of methods such as click wrap, read me, shrink wrap, etc. These usually can be classified as End User License Agreements (EULAs). Some publishers have more formal agreements. Most of these agreements have terms and conditions that cannot legally be agreed to by the State.

Some of those terms are:

- Illicit Code
- Disabling Devices
- Audit Terms
- Patent Infringement
- Applicable Law
- Assignment
- Indemnity and Hold Harmless
- Virus Warranty
- Limits of Liability

The State Bureau of Procurement has negotiated and signed several Master Agreements with software publishers ensuring that the terms and conditions are legal and acceptable to the State. This web site lists the Master Agreements that have been negotiated and provides the location of the Master Agreement document on VendorNet as well as the complete terms and conditions of the Agreement.

## MASTER AGREEMENTS DO NOT PROVIDE PROCUREMENT AUTHORITY

These Master Agreements do **not** give agencies any authority to purchase products directly from the publisher.

These Master Agreements do **not** replace the competitive procurement process or any policy or procedure in the Procurement Manual. The Agreements are negotiated in order to save time if and when, an Agency awards, as a result of a Request for Bid (RFB), Request for Proposal (RFP), etc., a contract to one of the publishers or the product awarded to a reseller is from one of the publishers with whom we have a Master Agreement.

For example, the State issued an RFP for Microcomputer Software listing Microsoft as one of the publishers. Awards were issued to resellers based on the Master Agreements signed by the State with Microsoft. The Microsoft Master Agreement's does NOT allow us purchase directly from Microsoft. It also does **not** include professional services.

Another example is HP. Currently Agencies can purchase some software and support/maintenance off the Microcomputer Software Contract from resellers. Agencies can purchase PCs off the WSCA Contract from resellers. The [HP Master Agreement](#) terms and conditions covers software, maintenance/support, and hardware for both of these Contracts. The Master Agreement does **not** allow purchases directly from HP (or their partners) unless they are awarded a contract as a result of a solicitation.

The HP agreement also includes professional services. However, professional services **cannot** be purchased unless all the policies and procedures outlined in the Procurement Manual regarding the purchase of services is followed and a procurement solicitation has been completed.

Users of of Master Agreements must be sure to use the Master Agreements appropriately. Each of the Master Agreements is different. Users must read the Agreement to fully understand the terms and conditions.

The Agreements do **not** cover any third party products that could be sold by one of the publishers with whom we have a Master Agreement (e.g., HP resells other publisher's products that are **not** covered by the Agreement).

#### **WHEN CAN A MASTER AGREEMENT BE USED BUY A STATE AGENCY?**

- When the publisher's product can be purchased using a current State-wide contract such as the Microcomputer Software Contract. There is no need for further negotiations regarding the "legal" terms and conditions of the software license.
- When an Agency awards a contract based on a solicitation, for products or services included in the Master Agreement, to a reseller or the publisher. (Note: not all Agreements cover everything the publisher sells.)
- When an Agency issues an RFB for products or services that require that the publisher's products or services be used. Example—if an agency has HP printers and servers, only an HP authorized vendor can provide the maintenance service. Competition exists, therefore an RFB is required. However, the HP Master Agreement terms and conditions can replace most of the State's Standard Terms and Conditions in the solicitation document. Agencies may add terms to the RFB that apply to their special needs.

#### **MASTER AGREEMENT DOES NOT ALWAYS COVER THE USE OF THE PRODUCT**

Software use is often restricted by the publisher. The use rights usually are **not** in the Master Agreement since the use restrictions may apply to a specific product. Users are required to find and adhere to any and all usage terms and conditions of the software. The use of the software is often in a EULA or Software Information document. Microsoft has an entire website called Product Use Rights.

The publisher's documents and web sites describing the use restrictions may also include "legal" terms and conditions. They have **no force of law when a Master Agreement has been signed**. However, the user of the software must use the software only as allowed in the documents.

#### **LIST OF MASTER AGREEMENTS (with Contract term dates)**

##### **ATTACHED HERE**

<a href="#">AvePoint</a>	(09/29/2009 – indefinite)
<a href="#">Hewlett Packard (HP)</a>	(07/24/2009 – until terminated)
<a href="#">Trend Micro</a>	(09/29/2009 – 09/28/2010 with automatic renewals, unless terminated by one party in writing)
<a href="#">LANDesk</a>	(07/24/2009 - 07/23/2010 with automatic renewals, unless terminated by one party in writing)

##### **ATTACHED to MICROCOMPUTER CONTRACT #15-20800-X01**

<b>McAfee</b> Master Agreement:	(09/01/2005 – 08/31/2014)
<b>Microsoft Enterprise (EA)</b> Agreement:	(03/01/2004 – unless terminated)
<b>Microsoft Select Plus</b> Agreement:	(10/01/2012 – unless terminated)
<b>Symantec</b> Master Agreement:	(03/02/2006 – indefinite)
<b>Adobe CLP Program Level 2</b>	(09/20/2012 – 09/19/2014)
<b>Adobe CLP Program Level 2</b>	(09/20/2014 – 09/19/2016)
<b>VMware</b>	(06/24/2014 – indefinite)

**SEE ALSO CONTRACTS FOR**

<b>ESRI</b> Master License Agreement:	(05/01/2004 – 03/05/2015) Contract <a href="#">18-92045-701</a>
<b>Novell</b> Master License Agreement:	(07/01/2004 – 06/30/2016) Contract <a href="#">18-20837-002</a>
<b>Oracle</b> Master Agreement:	(12/01/2007 – 06/01/2015) Contract <a href="#">18-20837-101</a>
<b>EIS/SAS</b> Master Agreement	(01/12/2011 – 12/31/2014) Contract <a href="#">18-39780-201</a>

Microsoft K-12 Academic Agreements developed for Statewide Use—Contact DPI for details

Microsoft Campus and School Agreement

Enrollment form is labeled as Enrollment for Education Solutions;  
(EES). EES is also the name that Microsoft often calls the program  
(08/29/2013 – 08/28/2017) Contract 01C36238

Microsoft Select Plus Agreement

(Replaces the Select Agreement (05/01/2004-05/31/2014)

000-jesseF-E-1140A; signed 2014, start date June 1, 2014; end date — until terminated