

30689

AGREEMENT FOR SOFTWARE MAINTENANCE RENEWAL

This Agreement for Software Maintenance Renewal ("Agreement") shall be effective as of April 1 2008, is made between Mainline Information Systems, Inc., a Florida corporation ("Mainline"), having its principal place of business at 1700 Summit Lake Drive, Tallahassee, Florida 32317 and the City of Long Beach, California ("City") having its principal place of business at 333 W. Ocean Blvd., Long Beach, CA 908802 (each a "Party").

Whereas, The City has licensed Passport Advantage Software ("Licensed Software") from International Business Machines ("IBM"), and the City current Licensed Software Maintenance ("Maintenance") is set to expire April 1, 2008; and

Whereas, Mainline is an IBM Business Partner and is authorized to remarket and sell renewal Maintenance the City;

Nowtherefore, for good and valuable consideration the City and Mainline agree to the following terms and conditions for the Maintenance renewal:

1. Mainline warrants:
 - A. that it is an IBM Business Partner and authorized value added remarketer of IBM's Passport Advantage Software Maintenance.
 - B. As the City's preferred IBM Business Partner, payment rendered to Mainline for the Maintenance will be in satisfaction of any payment obligations to IBM for the Maintenance, as set forth in IBM's Software Maintenance Renewal dated January 9, 2008 and attached hereto as Exhibit A.
2. The Parties agree and acknowledge that IBM will remain the service provider for the Maintenance, and therefore the performance of such services and any liability for IBM's failure to perform, will be governed by the applicable agreements between IBM and the City including, but not limited to Passport Advantage Agreement #: 134312 and the IBM Customer Agreement.
3. The description and quantity of Maintenance being renewed shall be that set forth in the quote provided by Mainline to the City dated March 19, 2008, attached hereto as Exhibit B. As such, the cost of the Maintenance will be one hundred nine thousand seven hundred thirty nine dollars and ninety three cents (\$109,739.93) plus applicable taxes, which result in a not to exceed price of one hundred eight teen thousand seven hundred ninety three dollars and forty seven cents (\$118,793.47).
4. Except in the event Mainline fails to remit payment to IBM as due, Mainline shall not have any liability under this Agreement or for IBM's performance, or failure to perform Maintenance services.

IN WITNESS WHEREOF, the parties have caused this document to be
duly executed with all formalities required by law as of the date first stated above.

Mainline Information Systems, Inc.
a Florida corporation

_____, 2008

May 29, _____, 2008

By _____

Officer's Title _____

By Sherrice Kuth

Officer's Title VICE PRESIDENT OF OPERATIONS

"MIS"

CITY OF LONG BEACH, a municipal
corporation

June 3 _____, 2008

By Suey Assistant City Manager

City Manager

"Client"

**EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.**

This Agreement is approved as to form on May 20, 2008.

ROBERT E. SHANNON, City Attorney

By Ray J. Anderson
Deputy

EXHIBIT A



Software Maintenance Renewal

Attn: Scott Otta
City of Long Beach California
333 W. Ocean Blvd.
12th floor, Technology Svcs Dept.
LONG BEACH CA 90802
UNITED STATES

09-Jan-2008

Passport Advantage Agreement Number: 134312
IBM Customer Number: 1785414
Relationship SVP Level: GV

Passport Advantage Site Number: 7096676
Anniversary: 01-Apr

Dear Passport Advantage customer,

Thank you for acquiring Software Maintenance through Passport Advantage. This letter is a reminder of the approaching expiration date for your Software Maintenance and details the renewal order you need to place to ensure continued Software Maintenance coverage.

Software Maintenance is the most cost effective way to protect your software investment and gain the greatest value from IBM technology solutions. Software Maintenance allows you to keep your software up-to-date by providing access to, and the right to deploy, the latest Program versions or releases and it helps you ensure that your users are kept up and running by providing your IS support personnel access to remote technical software support features such as electronic and voice support.

The attached forms show the Programs for which Software Maintenance coverage should be renewed in order to ensure continued access to the above-mentioned Software Maintenance benefits. Software Maintenance coverage for some or all of your licenses may now be offered using a different measure of level of your authorized use - 'value units'. You will be able to recognize renewal of Software Maintenance coverage now offered using 'value units' by reviewing the part descriptions on the Software Maintenance Renewal Order Form. We recommend that you renew Software Maintenance coverage for **all** licenses, in order to provide *all* of your users with the most up-to-date software versions or releases and to simplify license management and tracking.

To maintain uninterrupted Software Maintenance coverage, please make sure you submit payment to your preferred Business Partner or IBM prior to your Software Maintenance expiration date. IBM wants to make sure it is easy for you to continue your access to our world class Software Maintenance. If you allow your Software Maintenance coverage to expire, and, at a later date wish to reinstate Software Maintenance coverage, that reinstatement will be subject to higher prices.

The **Software Maintenance Renewal Order Form** is designed to simplify the renewal order process. If you will be placing your renewal order with a Business Partner, simply provide your Business Partner with a copy of the Software Maintenance Renewal Order Form to obtain final pricing and then submit your renewal order to your Business Partner referencing the Quotation Number.

The **Software Maintenance Renewal Detail Information Form** is designed to provide a more detailed understanding of each item on the Software Maintenance Renewal Order Form regarding calculation of points,

Reseller of Transaction (if available), and, if applicable, pro-rated Suggested Volume Price (SVP). Additionally, the IBM Order Reference Number shown on the Proof of Entitlement(s) issued for your software license acquisitions is referenced to allow you to relate specific pro-rated Software Maintenance renewal amounts to the applicable software licenses. (e.g., for your internal budgeting and cost allocation.)

Useful/Important Web resources:

Passport Advantage information, customer secure site access, training, etc.:
ibm.com/software/passportadvantage IBM's International Program License Agreement and product License Information documents: ibm.com/software/sla IBM Software Support Web site: ibm.com/software/support IBM Customer Number: 1785414



EXHIBIT B

Mainline Information systems, Inc. 18119
 Flatteras Street
 Tarzana, CA 91356-1709

(818)344-4063 phone
 (888)346-9287 fax
 March 19, 2008

<http://www.mainline.com>

Howard Ross
 City of Long Beach
 333 W. Ocean Blvd. Long
 Beach, CA 90802

Dear Howard,

Your IBM Lotus Domino and IBM Lotus Notes Passport Advantage annual software maintenance will be expiring on April 1, 2008. Mainline will be pleased to renew your coverage for the period of April 1, 2008 through March 31, 2009 with your approval and we will provide you with a renewal quote in subsequent years. Although your renewal will be ordered through Mainline, the support will continue to be provided by IBM.

Software maintenance is the most cost effective way to protect your software investment and gain the greatest value from IBM technology solutions. Software maintenance allows you to keep your software up-to-date by providing access to, and the right to deploy, the latest program versions and releases and it helps to ensure that your users are kept up and running by providing your IS support personnel access to remote technical software support features, including electronic and voice support.

The products and pricing for your continued support are indicated in the table below.

Product	Description	QTY	Unit Price	Extended Price
E1 CSFLL	IBM LOTUS DOMINO DESIGNER USER ANNUAL SW MAINTENANCE RENEWAL	5	\$163.11	\$815.55
E00MBLL	IBM LOTUS DOMINO EVERYPLACE USER ANNUAL SW MAINTENANCE RENEWAL	10	\$16.31	\$163.10
E1D5KLL	IBM LOTUS DOMINO WEB ACCESS MESSAGING USER ANNUAL SW MAINTENANCE RENEWAL	1962	\$15.14	\$29,704.68
E020KLL	IBM LOTUS DOMINO ENTERPRISE SERVER PROCESSOR VALUE UNIT (PVU) ANNUAL SW MAINTENANCE RENEWAL	1900	\$7.99	\$15,181.00
E1CS6LL	IBM LOTUS NOTES WITH COLLABORATION USER ANNUAL SW MAINTENANCE RENEWAL	2120	\$30.13	\$63,875.60
	TOTAL			\$109,739.93

Please let me know if you have any questions pertaining to this quote.

Sincerely,

Mel Kaluzny
 Regional Account Executive