

**28325**  
**City of Long Beach**

**Transaction Document No. 20 to Master Purchase Agreement No. 28325**

Xerox Corporation ("Xerox") and the City of Long Beach ("Customer") enter this Transaction Document pursuant to the terms and conditions of Master Purchase Agreement No. 28325, wherein Buyer will purchase from Xerox and Xerox will sell to Buyer printers, controllers, supplies and maintenance in an amount not to exceed \$2,750,000.00 including tax, if any, for the period March 1, 2015 to February 28, 2020.

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

February 4, 2015

XEROX CORPORATION

By David Pitt

Officer's Title VICE PRESIDENT

February 4, 2015

By Betsy Ramsey

Officer's Title Sales Director

"Xerox"

March 27, 2015

CITY OF LONG BEACH

By T. Bill Assistant City Manager  
City Manager

EXECUTED PURSUANT  
TO SECTION 301 OF  
THE CITY CHARTER.

"Buyer"

This Transaction Document No. 20 is hereby approved as to form on

March 18, 2015.

CHARLES PARKIN, City Attorney

By Kendra Carney  
Kendra Carney  
Deputy City Attorney

**SERVICES AND SOLUTIONS AGREEMENT BETWEEN  
XEROX CORPORATION AND  
CITY OF LONG BEACH**

This Services and Solutions Agreement ("SSA"), Number 7146344, is between THE CITY OF LONG BEACH ("Customer") and Xerox Corporation ("Xerox").

- SCOPE AND STRUCTURE.** This SSA sets forth the terms and conditions under which Customer may establish one or more Services Contracts for the acquisition in the U.S. of Services, Maintenance Services and Deliverables from Xerox. This SSA is subject to the The County of Los Angeles contract # MA-IS-1140174 (hereinafter "COLA") including the General Terms and Specific Terms for Services and Solutions Orders which are both part of the Xerox Additional Terms. In the event of conflict between the terms and conditions of this SSA and the COLA Contract, the order of precedence will be this SSA, the COLA Contract, the Services and Solutions Order and the Statement of Work ("SSO" or "SOW"). Each Services Contract under this SSA constitutes a separate contract and will be assigned its own Services Contract Number consisting of the above SSA number followed by a three-digit extension. Each Services Contract will be established when Customer submits and Xerox accepts the first SSO with a new Services Contract Number. Customer may add Services, Maintenance Services, or Deliverables to an existing Services Contract by issuing additional Orders referencing the applicable Services Contract Number. Each Services Contract will consist of the applicable terms and conditions of this SSA, the first SSO and each additional SSO or SOW with the same Services Contract Number. Xerox may provide Services and/or Products through its U.S. affiliates. Capitalized terms are defined in the COLA Contract.
- TERM.** This SSA shall commence on March 01, 2015 and shall continue for 60 Months.
- ENTIRE AGREEMENT.** This Agreement and the above documents constitute the entire agreement of the parties as to its subject matter, supersede all prior and contemporaneous oral and written agreements, and will be construed under the laws of the State of California (without regard to conflict-of-law principles).

The parties, by their representatives signing below, certify that their respective signatories are authorized to execute this Agreement.

<p><b>CITY OF LONG BEACH</b>     <b>Assistant City Manager</b></p> <p><u><i>[Signature]</i></u> Signature</p> <p><u>Patrick H. West</u> Name (Please Print)</p> <p><u>City Manager</u> Title</p> <p><u>4/16/15</u> Date</p>	<p>EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER.</p>	<p style="text-align: right;"><b>Xerox Corporation</b></p> <p><u><i>[Signature]</i></u> Signature</p> <p><u>DAVID PRITTS</u> Name (Please Print)</p> <p><u>VICE PRESIDENT</u> Title</p> <p><u>4/6/15</u> Date</p>
---	--	---

**APPROVED AS TO FORM**

April 13, 2015

CHARLES PARKIN, City Attorney

By *[Signature]*  
KENDRA L. CARNEY  
DEPUTY CITY ATTORNEY

**Pool Plan**  
**under Services Contract # 7146344-001**

**Customer:** LONG BEACH, CITY OF  
**Bill To:** LONG BEACH PD  
 ACCOUNTS PAYABLE  
 333 W OCEAN BLVD  
 LONG BEACH, CA 90802-4664



Pool Information						Meter Pricing Plan		
Pool Identifier	Pool Name	Pool Transaction Type	Pool Meter Type	Meter Reconciliation Period	Pool Plan Effective Date	Pooled Units (Installed or Pending Delivery)	Monthly Impressions Included in Plan	Pool Additional Impression Charge
67444	Black and white	New	Black & White	Quarterly	3/1/2015	56	390,000	\$0.0072
67443	Color	New	Color	Quarterly	3/1/2015	39	150,000	\$0.0709

The Equipment and pricing for the pool plan 'activity' identified above, are subject solely to the terms of the identified Services Contract #, and this Pool Plan

APPROVED AS TO FORM  
March 12, 2015  
 CHARLES PARKIN, City Attorney  
 By [Signature]  
 KENDRA L. CARNEY  
 DEPUTY CITY ATTORNEY

<b>Authorized Signature</b>		EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER.	Thank You for your business! This agreement is proudly presented by Xerox and <b>Dayna L. Terry</b> 714-565-1160 For information on your Xerox Account, Please see your Sales Representative
Your signature indicates your agreement to the items and pricing in this Pool Plan.	Signer: Patrick H. West Assistant City Manager Phone: 562-570-6916		
Customer Authorized Signature <u>[Signature]</u>	Date: <u>3-25-15</u>		

## Pool Plan

under Services Contract # 7146344-001

Pool Identifier: 67444

Pool Name: Black and white

Pool Meter Type: Black & White



Xerox Equipment In Pool			
Item	Description	Serial # (if installed)	Equipment Added or Changed in this Order
1.	W7855PT	Pending Delivery	Added
2.	W7855PT	Pending Delivery	Added
3.	W7855PT	Pending Delivery	Added
4.	W7855PT	Pending Delivery	Added
5.	W7855PT	Pending Delivery	Added
6.	W7970P	Pending Delivery	Added
7.	W7855PT	Pending Delivery	Added
8.	W7855PT	Pending Delivery	Added
9.	W7970P	Pending Delivery	Added
10.	W7970P	Pending Delivery	Added
11.	W7855PT	Pending Delivery	Added
12.	W7970P	Pending Delivery	Added
13.	W7855PT	Pending Delivery	Added
14.	W7855PT	Pending Delivery	Added
15.	W7855PT	Pending Delivery	Added
16.	W7855PT	Pending Delivery	Added

Xerox Equipment In Pool			
Item	Description	Serial # (if installed)	Equipment Added or Changed in this Order
17.	W7970P	Pending Delivery	Added
18.	W7970P	Pending Delivery	Added
19.	W7855PT	Pending Delivery	Added
20.	W7855PT	Pending Delivery	Added
21.	W7855PT	Pending Delivery	Added
22.	W7855PT	Pending Delivery	Added
23.	W7970P	Pending Delivery	Added
24.	W7970P	Pending Delivery	Added
25.	W7970P	Pending Delivery	Added
26.	W7970P	Pending Delivery	Added
27.	W7855PT	Pending Delivery	Added
28.	W7855PT	Pending Delivery	Added
29.	W7855PT	Pending Delivery	Added
30.	W7855PT	Pending Delivery	Added
31.	W7855PT	Pending Delivery	Added
32.	W7855PT	Pending Delivery	Added

## Pool Plan

under Services Contract # 7146344-001

Pool Identifier : 67444

Pool Name : Black and white

Pool Meter Type : Black & White



Xerox Equipment in Pool			
Item	Description	Serial # (if installed)	Equipment Added or Changed in this Order
33.	W7970P	Pending Delivery	Added
34.	W7855PT	Pending Delivery	Added
35.	W7855PT	Pending Delivery	Added
36.	D95CP	Pending Delivery	Added
37.	W7970P	Pending Delivery	Added
38.	5955APT	Pending Delivery	Added
39.	5955APT	Pending Delivery	Added
40.	5955APT	Pending Delivery	Added
41.	5955APT	Pending Delivery	Added
42.	5955APT	Pending Delivery	Added
43.	WC3655X	Pending Delivery	Added
44.	WC3655X	Pending Delivery	Added
45.	WC3655X	Pending Delivery	Added
46.	WC3655X	Pending Delivery	Added
47.	WC3655X	Pending Delivery	Added
48.	WC3655X	Pending Delivery	Added

Xerox Equipment in Pool			
Item	Description	Serial # (if installed)	Equipment Added or Changed in this Order
49.	WC3655X	Pending Delivery	Added
50.	WC3655X	Pending Delivery	Added
51.	WC3655X	Pending Delivery	Added
52.	W7830PT	Pending Delivery	Added
53.	W7830PT	Pending Delivery	Added
54.	W7830PT	Pending Delivery	Added
55.	WC4260X	MAE961380	Added
56.	WC4260X	MAE961378	Added

# Pool Plan

under Services Contract # 7146344-001

Pool Identifier: 67443

Pool Name: Color

Pool Meter Type: Color



Xerox Equipment In Pool			
Item	Description	Serial # (if installed)	Equipment Added or Changed in this Order
1.	W7855PT	Pending Delivery	Added
2.	W7855PT	Pending Delivery	Added
3.	W7855PT	Pending Delivery	Added
4.	W7855PT	Pending Delivery	Added
5.	W7855PT	Pending Delivery	Added
6.	W7970P	Pending Delivery	Added
7.	W7855PT	Pending Delivery	Added
8.	W7855PT	Pending Delivery	Added
9.	W7970P	Pending Delivery	Added
10.	W7970P	Pending Delivery	Added
11.	W7855PT	Pending Delivery	Added
12.	W7970P	Pending Delivery	Added
13.	W7855PT	Pending Delivery	Added
14.	W7855PT	Pending Delivery	Added
15.	W7855PT	Pending Delivery	Added
16.	W7855PT	Pending Delivery	Added

Xerox Equipment In Pool			
Item	Description	Serial # (if installed)	Equipment Added or Changed in this Order
17.	W7970P	Pending Delivery	Added
18.	W7970P	Pending Delivery	Added
19.	W7855PT	Pending Delivery	Added
20.	W7855PT	Pending Delivery	Added
21.	W7855PT	Pending Delivery	Added
22.	W7855PT	Pending Delivery	Added
23.	W7970P	Pending Delivery	Added
24.	W7970P	Pending Delivery	Added
25.	W7970P	Pending Delivery	Added
26.	W7970P	Pending Delivery	Added
27.	W7855PT	Pending Delivery	Added
28.	W7855PT	Pending Delivery	Added
29.	W7855PT	Pending Delivery	Added
30.	W7855PT	Pending Delivery	Added
31.	W7855PT	Pending Delivery	Added
32.	W7855PT	Pending Delivery	Added

## Pool Plan

under Services Contract # 7146344-001

Pool Identifier: 67443

Pool Name: Color

Pool Meter Type: Color



Xerox Equipment In Pool			
Item	Description	Serial # (if installed)	Equipment Added or Changed in this Order
33.	W7970P	Pending Delivery	Added
34.	W7855PT	Pending Delivery	Added
35.	W7855PT	Pending Delivery	Added
36.	W7970P	Pending Delivery	Added
37.	W7830PT	Pending Delivery	Added
38.	W7830PT	Pending Delivery	Added
39.	W7830PT	Pending Delivery	Added

## Pool Plan

under Services Contract # 7146344-001



### Pool Plan Terms & Conditions

1. **THE POOL PLAN** modifies the Services Contract, entered into between Customer and Xerox and identified by its 10-digit Services Contract number on the Pool Plan documents. This Pool Plan and the Services Contract constitute the entire agreement as to the pool(s) identified herein, and supersedes all other oral and written agreements regarding said pool(s). Except as set forth in this Pool Plan, the Services Contract will remain as stated. In the event of a conflict between the terms of the Services Contract and this Pool Plan, this Pool Plan will control.
2. **DEFINITIONS:** Any term not defined below for this Pool Plan will be as set forth in the SSA or SSO. As used herein, the following terms will have these meanings:
  - a. "Additional Impression Charge" or "AIC" means the charge for each impression above the Monthly Impressions Included in Plan.
  - b. "Meter Reconciliation Period" ("MRP") means the frequency with which the actual impressions made on Pooled Equipment are compared to the Monthly Impressions Included in Plan for invoicing purposes. Each pool may only have one MRP.
  - c. "Pool Plan" means a specific pricing arrangement for impressions for 2 or more units of Equipment, with applicable terms and conditions. Multiple Pool Identifiers may exist under a Services Contract.
  - d. "Xerox Equipment In Pool" or "Pooled Equipment" means the Equipment set forth in the Xerox Equipment In Pool table as shown in the Pool Plan documents. An updated Xerox Equipment In Pool table will be issued with each modification to a Pool Plan. Each pool will be identified by a Pool ID. Equipment with both Black & White and Color meters may contribute to more than one pool. Multiple pools may exist under a Services Contract.
  - e. "Monthly Impressions Included in Plan", as shown in the Pool Plan documents, indicates the monthly level of impressions that must be exceeded on the Pooled Equipment before the AIC becomes billable.
  - f. "SSO AIC" means the charge for each impression above the "Monthly Impressions In Plan", as shown in the SSO documents included for each unit which is outside the Pool Plan.
  - g. "Quarterly" means calendar quarters of 3 consecutive months beginning in January, April, July and October.
3. **PRICING** The MMC for each unit of Pooled Equipment will be as set forth in a Services Contract. The AIC pricing for a pool is based on Pooled Equipment that is physically installed or pending delivery. The "Monthly Impressions Included in Plan" and the AIC will be revised as Equipment is added to or removed from a pool. Unless the units' "Plan Features" indicate "Fixed Price", Xerox may annually adjust the AIC. (For state and local government customers, this adjustment will take place at the commencement of such Customer's annual contract cycles).
4. **BILLING** The unit MMCs for Pooled Equipment will be invoiced monthly. The AIC will be invoiced in arrears based on the frequency of the MRP.
5. **QUARTERLY RECONCILIATION:** If the MRP is Quarterly, Xerox will invoice the AIC at the end of each quarter for impressions in excess of 3 times the Monthly Impressions Included in Plan. Partial quarters will be invoiced on a pro rata basis, based on a 30-day billing month.
6. **POOL PLAN CREATION AND MODIFICATIONS:** The Pool Plan Effective Date will be (i) the date shown on the face of the Pool Plan documents, or (ii) the installation date of the first newly placed unit of Xerox Equipment In Pool- at the inception of a pool, whichever is later.
  - a. **NEW POOL OR ADDITIONS TO POOL:** When a pool is created or when Equipment is added to a pool the Equipment will be invoiced using its pool AIC in effect at the end of that MRP.
  - b. **REMOVALS FROM POOL:** When a unit of Equipment is removed from a pool and its SSO, the Equipment will be invoiced using its pool AIC in effect at the end of the previous MRP. When a unit of Equipment is removed from a pool and continues under its SSO, it will revert to its SSO AIC, exclusive of any Pool Plan, beginning on the first day of the MRP during which the Equipment is removed from the pool.
  - c. **TERMINATION OF A POOL:** Either party may terminate a pool upon 30 days prior written notice. A modification resulting in less than 2 units in a pool will be a termination of that pool. When a pool is terminated and the Equipment is removed from its SSO, the Equipment will be invoiced using its pool AIC in effect at the end of the previous MRP. When a pool is terminated and the Equipment continues under its SSO it will be invoiced using its then current SSO AIC.
  - d. **TRANSFERRING EQUIPMENT FROM ONE POOL TO ANOTHER POOL:** When Equipment is transferred from one pool to another pool, the Equipment will be invoiced for the entire MRP using the receiving pool's AIC in effect at the end of that MRP.
7. **EQUIPMENT TERMINATION:** When a unit of Equipment in a pool is terminated, Customer will be invoiced for that unit as set forth in this Pool Plan and for any other applicable charges as set forth in the SSA or Services Contract.



**Services & Solutions Order**

under Services Contract # 7146344-001

**Customer:** LONG BEACH, CITY OF  
**Bill To:** LONG BEACH PD  
 ACCOUNTS PAYABLE  
 333 W OCEAN BLVD  
 LONG BEACH, CA 90802-4664



Services Provided	
Service	Description
Xerox Office Services (XOS)	XOS is a managed print service that optimizes the office output infrastructure. It establishes a balanced deployment of devices providing information security, regulatory compliance, and preemptive support, while enabling continuous improvement and business process innovation.

Order Summary	
Agreement	Pricing
<b>Term</b> 3/1/2015 - 2/29/2020 (60 Months)  <b>Issued per Services and Solutions Agreement #</b> 7146344  <b>Attachments to this Order</b> • Pool Plan Document • Invoice Presentment SOW 52546 • Statement of Work 52520	<b>Total for this Order</b> Net Monthly Minimum Charge \$37,409.83 Additional Impression Charges See Meter Pricing Plan (additional to Monthly Minimum Charge)

APPROVED AS TO FORM  
March 12, 2015  
 CHARLES PARKIN, City Attorney  
 By [Signature]  
 KENDRA L. CARNEY  
 DEPUTY CITY ATTORNEY

Authorized Signature	
Your signature indicates your agreement to the items and pricing in this Order.  Signer: Patrick H. West <b>Assistant City Manager</b> Phone: 562-570-6916 Customer Authorized Signature: <u>[Signature]</u> Date: <u>3/25/15</u>	EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER.  Thank You for your business! This agreement is proudly presented by Xerox and <b>Dayna L Terry</b> 714-565-1160 For information on your Xerox Account, Please see your Sales Representative

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan			Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier				
1. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD NORTH DIVISION COPY ROOM 3891 ATLANTIC BLVD LONG BEACH, CA 90802	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
2. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD NORTH DIVISION LOBBY (OPEN AREA) 3891 ATLANTIC BLVD LONG BEACH, CA 90802	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
3. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD WEST DIVISION OFFICE LOBBY 1835 SANTA FE AVE LONG BEACH, CA 90810-4047	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
4. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD WEST DIVISION MAILROOM/COPY ROOM 1835 SANTA FE AVE LONG BEACH, CA 90810-4047	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
5. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD EAST DIVISION LOBBY DIAGONAL 4800 E LOS COYOTES LONG BEACH, CA 90815-2827	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan				Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier	Additional Impression Charge				
6. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services		1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG BASEMENT BOOKING 2 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				
7. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 1ST FL INT AFFAIRS 2 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
8. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2ND FL MCI 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
9. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services		1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2ND FL PERSONNEL 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				
10. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services		1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2ND FL REC- RPRTG/IMA 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan			Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier				
11. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2ND FL IT/VICE1 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
12. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2ND FL IT/VICE2 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
	2: Color	Per Pool Plan	67443	Per Pool Plan				
13. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 3RD FL CHIEFS OFFICE 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
14. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD/PUBLIC SAFETY BLDG / ADMIN FL3 / BUREAU COPY RM 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
15. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 3RD FL PATROL BUREAU 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan			Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier				
16. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	LONG BEACH PD PUBLIC SAFETY BLDG 3RD FL INV BUREAU 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan			
17. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services		1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	LONG BEACH PD PUBLIC SAFETY BLDG 3RD FL DETECTIVE DIV 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan			
18. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services		1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	LONG BEACH PD PUBLIC SAFETY BLDG 3RD FL ID THEFT 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan			
19. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	LONG BEACH PD PUBLIC SAFETY BLDG FL3 OFC ACT TRRORISM 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan			
20. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	LONG BEACH PD PUBLIC SAFETY BLDG 4TH FL SEX CRIMES 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan			

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan				Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier	Additional Impression Charge				
21. W7855PT (W7855PT TANDEM)	- Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 4FL DOMEST VIOLENCE 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
22. W7855PT (W7855PT TANDEM)	- Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 4TH FL WOMEN'S JAIL 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
23. W7970P (WORKCENTRE 7970)	- Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 5TH FL GANGS 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				
24. W7970P (WORKCENTRE 7970)	- Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 5TH FL NARCOTICS 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				
25. W7970P (WORKCENTRE 7970)	- Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 5TH FL HOMICIDE 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				

Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan			Plan Features	Modification to Prior Pricing	Install Location	Owner	
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier					Additional Impression Charge
26. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services		1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 5 FL VIOLENT CRIMES 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				
27. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 6TH FL MEN'S JAIL 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
28. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD FIELD SUPPORT (FSD) OFFICE 3205 N LAKEWOOD BLVD LONG BEACH, CA 90808-1733	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
29. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD FIELD SUPPORT (FSD) AIRPORT/MCI 3205 N LAKEWOOD BLVD LONG BEACH, CA 90808-1733	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
30. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services		1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PROPERTY 1400 CANAL AVE LONG BEACH, CA 90813-1219	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				

Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan			Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier				
31. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PROPERTY CRIME LAB 1400 CANAL AVE LONG BEACH, CA 90813-1219	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
32. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD COMMUNICATIONS CTR ECOC 2909 REDONDO AVE LONG BEACH, CA 90806-2415	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
33. W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD ACADEMY D BUILDING (HALLWAY) 7390 CARSON BLVD LONG BEACH, CA 90808-2360	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
34. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD YOUTH SERVICES COPY ROOM 3891 ATLANTIC BLVD LONG BEACH, CA 90802	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				
35. W7855PT (W7855PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD EAST DIVISION LOBBY DIAGONAL 4800 E LOS COYOTES LONG BEACH, CA 90815-2827	XRX
	2: COLOR	Per Pool Plan	67443	Per Pool Plan				



# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan			Plan Features	Modification to Prior Pricing	Install Location	Owner	
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier					Additional Impression Charge
36.	D95CP (D95 COPIER/PRINTER) - Customer Ed - Analyst Services	1: Meter 1	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2 FL REC-POLICE SYS 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
37.	W7970P (WORKCENTRE 7970) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD ACADEMY FIRE SIDE RM 7390 CARSON BLVD LONG BEACH, CA 90808-2360	XRX
		2: Color	Per Pool Plan	67443	Per Pool Plan				
38.	5955APT (WORKCENTRE 5955) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD WEST DIVISION MAILROOM/COPY ROOM 1835 SANTA FE AVE LONG BEACH, CA 90810-4047	XRX
39.	5955APT (WORKCENTRE 5955) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD EAST DIVISION LOBBY DIAGONAL 4800 E LOS COYOTES LONG BEACH, CA 90815-2827	XRX
40.	5955APT (WORKCENTRE 5955) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	CITY OF LONG BEACH PUBLIC SAFETY BLDG 1ST FL COURT AFFAIRS 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan			Plan Features	Modification to Prior Pricing	Install Location	Owner	
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier					Additional Impression Charge
41.	5955APT (WORKCENTRE 5955) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD YOUTH SERVICES BACK ROOM 3891 ATLANTIC BLVD LONG BEACH, CA 90802	XRX
42.	5955APT (WORKCENTRE 5955) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD YOUTH SERVICES FRONT DESK 3891 ATLANTIC BLVD LONG BEACH, CA 90802	XRX
43.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG BASEMENT BOOKING 1 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
44.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 1ST FL LIVE SCAN 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
45.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 1ST FL BUSSINESS DSK 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan				Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier	Additional Impression Charge				
46.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 1ST FL REG DESK 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
47.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2 FL REC-ADMIN AREA 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
48.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 3 FL SUPPORT BUREAU 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
49.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2ND FL REC-TELETYPE 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
50.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2 FL MEDIA REL/VICE 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan				Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier	Additional Impression Charge				
51.	WC3655X (WORKCENTRE 3655X) - Customer Ed - Analyst Services	1: BW	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PORT SECURITY UNIT PORT POLICE - LOBBY 190 S PICO AVE LONG BEACH, CA 90802-6247	XRX
52.	W7830PT (W7830PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 2ND FL MED REL/COM 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
53.	W7830PT (W7830PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 5 FL MISSING PERSONS 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
54.	W7830PT (W7830PT TANDEM) - Customer Ed - Analyst Services	1: BLACK	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	LONG BEACH PD PUBLIC SAFETY BLDG 5TH FL CCAT 400 W BROADWAY LONG BEACH, CA 90802-4401	XRX
		2: COLOR	Per Pool Plan	67443	Per Pool Plan				
55.	MAE961380: WC4260X (SOT-WC4260X PRINTER)	1: Meter 1	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	CITY OF LONG BEACH PUBLIC SAFETY BLDG FISCAL DIVISION 400 W BROADWAY LONG BEACH, CA 90802-4497	XRX

# Services & Solutions Order

under Services Contract # 7146344-001



Xerox Equipment & Software Added		Meter Pricing Plan				Plan Features	Modification to Prior Pricing	Install Location	Owner
Item	Description	Meter	Monthly Impressions In Plan	Pool Identifier	Additional Impression Charge				
56. MAE961378:	WC4260X (SOT-WC4260X PRINTER)	1: Meter 1	Per Pool Plan	67444	Per Pool Plan	- Quarterly Meter Reconciliation - Fixed Price - Consumable Supplies Included	N	CITY OF LONG BEACH PUBLIC SAFETY BLDG INTERNAL AFFAIRS 1FL 400 W BROADWAY LONG BEACH, CA 90802-4497	XRX

Staffing & Management Services Added	
Description	Plan Features
Support for Services Provided	- Fixed Price

Additional Value-Added Products or Services				
Item	Description	Type	Plan Features	Modification to Prior Pricing
1.	Blackberry	Hardware	- Fixed Price	N
2.	Laptop	Hardware	- Fixed Price	N
3.	MSBTF	Professional Services	- Fixed Price	N

## Services & Solutions Order

under Services Contract # 7146344-001



### Services Contract Terms & Conditions

The following terms and conditions are in addition to those in the SSA. In the event of a conflict between terms and conditions, the order of precedence will be the SSA, this SSO and the applicable SOW, except where expressly stated otherwise in the SSA.

**MODIFICATION OF PRIOR AGREEMENT:** This Order modifies a prior agreement between you and Xerox for one or more of the Products identified herein. You may be charged a one-time administrative/processing fee per modified unit for the modification of the prior agreement, which fee will be financed under this Order.

**QUARTERLY METER RECONCILIATION:** Each month Customer will be billed for the then-current Monthly Minimum Charge(s) under an Order. The number of "Monthly Impressions In Plan" will count towards a Quarterly Minimum Volume (calculated as three (3) times the Monthly Impressions In Plan) for Equipment installed under the SSO. At the end of each "Quarterly Period", (defined as the three (3) consecutive months beginning in January, April, July and October), Xerox will bill Customer for impressions produced in excess of the Quarterly Minimum Volume, at the Additional Impression Charge set forth in an Order. In the event that the total number of impressions produced in a quarter is less than the Quarterly Minimum Volume, Customer agrees to pay the Quarterly Minimum Volume. Xerox will bill Customer for partial quarters on a pro rata basis.

**EARLY TERMINATION:** As per the Early Termination provision in the SSA, for every Order under this Services Contract number 7146344-001, you shall pay early termination charges as noted herein. If, prior to the end of the term of an Order hereunder, you terminate Equipment, require Equipment be removed or replaced or Xerox terminates an Order due to your default, you shall pay all amounts due Xerox as of that date, together with the Xerox-calculated monthly equipment component ("MEC"), which is available upon request and includes a disengagement charge, for all affected Equipment multiplied by the number of months remaining in said Order. In addition, you shall either make the subject Equipment (in the same condition as when delivered, reasonable wear and tear excepted) and its Software available for removal by Xerox when requested to do so or purchase the subject Equipment "AS IS, WHERE IS" and WITHOUT ANY WARRANTY AS TO CONDITION OR VALUE by paying Xerox the Fair Market Value ("FMV") of the Equipment at the conclusion of its term.