

**MASTER SERVICES AGREEMENT**

between

**THE STATE OF TEXAS, ACTING BY AND THROUGH  
THE TEXAS DEPARTMENT OF INFORMATION RESOURCES**

and

**INTERNATIONAL BUSINESS MACHINES CORPORATION**

**DATED NOVEMBER 22, 2006**

**EXHIBIT 19 – PART A**

**TRANSITION PLAN - ENTERPRISE**

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## 1.0 TRANSITION MANAGEMENT

### 1.1 Introduction

In accordance with Section 4.2 of the Agreement, this Exhibit 19 – Part A, the attached Attachment 19 – Part A, each Exhibit 19 – Part B and each Attachment 19 – Part B, all of which are incorporated herein by this reference, collectively constitute the Transition Plan, and references to the Transition Plan in this Agreement (including this Exhibit) shall be read and understood to collectively mean this Exhibit 19 – Part A, the attached Attachment 19 – Part A, each Exhibit 19 – Part B and each Attachment 19 – Part B. Service Provider shall maintain and implement the Transition Plan, and any modifications to the Transition Plan shall be subject to DIR's review and approval in accordance with Section 4.2 of the Agreement.

The provisions of the Transition Plan are in addition to, and not in lieu of, the terms and conditions contained in the body of the Agreement and the other Exhibits and Attachments thereto; provided however, unless otherwise expressly stated, the provisions of this Transition Plan shall not control over conflicting provisions of the Agreement. Unless otherwise expressly defined in the Transition Plan, capitalized terms used in the Transition Plan shall have the meaning assigned to them elsewhere in the Agreement.

### 1.2 Transition Overview

Transition will consist of those standard activities necessary for the Service Provider to assume responsibility service delivery responsibility from the State beginning on Commencement Date. These activities include the transfer of staff, establishment of the IT environment, setup of the program management system, implementing workplace logistics, and deploying any necessary interim processes and tools.

Transition consists of the following work streams and projects described in Section 1.5:

- Human Resources Transition Work Stream
  - Employee transfer
  - Workplace services
  - People cultural change
- Services Transition Work Stream
  - Program management office (PMO) setup
  - Communication
  - Conduct IT security baseline using the ISeC process
  - Service commencement readiness
  - DIR Customer environment analysis
  - Supplier management

## 2.0 TRANSITION GUIDING PRINCIPLES

The Service Provider will:

Provide a customized approach to meet the needs of the DIR which includes:

- ◆ DIR and DIR Customer transition model
- ◆ Experienced transition project managers
- ◆ Leverage Service Provider's tools and templates customized to the DIR and DIR Customer environments
- ◆ Aligns with the Texas Project Delivery Framework

Establish strong governance

- ◆ Clearly defined roles and responsibilities
- ◆ Jointly developed governance processes leveraging Service Provider's Program Management System (PgMS) framework, procedures and tools
- ◆ Meetings and reporting framework are effective at minimizing resource requirements while achieving goals
- ◆ Mechanisms in place to identify and address risks and issues early

Maintain effective communications

- ◆ Consistent delivery of key messages through well-defined communication plans
- ◆ Tailored communications to target audiences and stakeholders
- ◆ Mutually agreed frequency of communications to meet the needs of the stakeholders
- ◆ Utilize Client Service Advocates to review transition status as needed with DIR and DIR Customer

Promote collaboration and teamwork

- ◆ Detailed upfront project planning and feedback
- ◆ Joint agreement on Tower status for reporting purposes
- ◆ Plans will be adjusted to address DIR Customer differences in size and complexity
- ◆ Feedback on deliverables will be solicited throughout the life of the project.

The following transition and transformation components will be developed and approved by December 22, 2006 and will continue to be developed according to the project and critical deliverable schedule:

Microsoft Project Plan for transition

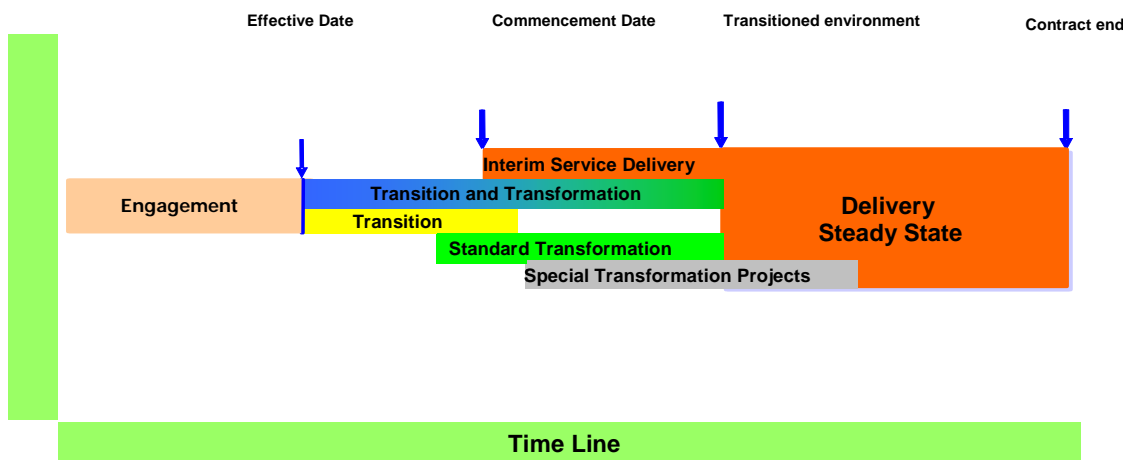
Microsoft Project Plan for transformation

Acceptance Criteria and Acceptance Criteria approval processes

DIR and DIR Customer tasks and dependencies

Transition and transformation will be initiated concurrently at the Effective Date. The Transition and Transformation Plans for DIR enterprise and each DIR Customer will be closely coordinated in order to effectively utilize Service Provider interactions with DIR Customers.

The following diagram illustrates the project phases in relation to each other from project initiation through contract end. Service Provider will initiate transition and transformation activities concurrently at Effective Date. Service Provider will begin delivering Services at Commencement Date. Delivery of steady state Services will begin at the conclusion of standard transformation activities and Service Provider delivery of Services will conclude at contract end.



*Transition and Transformation timeline*

Transition Services includes but is not limited to the solution functions include in Section 10.0 Solution Summary

### 3.0 HUMAN RESOURCES TRANSITION

Employee Transfer: transfer the Affected Employees from DIR and DIR Customer to Service Provider and assimilate these employees into Service Provider organization.

- ◆ Develop a employee transfer transition plan
- ◆ Conduct employee kickoff and information sessions
- ◆ Transfer employees to Service Provider payrolls and conduct orientation sessions
- ◆ Provide benefits and employee tools training to Transitioned Personnel

Workplace Services: establish productive working environments at the various facilities for Service Provider to deliver services.

- ◆ Develop workplace services Transition Plans
- ◆ Evaluate each Affected Personnel's workspace
- ◆ Validate Affected Personnel's workspace, supplies, and tools
- ◆ Provide for appropriate physical and logical security access for Affected Personnel

People Cultural Change: provision an environment where the Affected Employees feel welcome, valuable, and productive as they transition to Service Provider.

- ◆ Develop a people cultural change plan
- ◆ Conduct surveys, roundtables, and focus groups with Affected Employees to understand differences in work related cultures
- ◆ Identify any work related cultural issues and create action plans for resolution

#### **4.0 SERVICES TRANSITION**

Program Management Office (PMO) Setup: establish the necessary management system and internal controls to enable the Service Provider and DIR to effectively interface and manage delivery of the data center Services.

- ◆ Develop a PMO Setup transition plan
- ◆ Develop the PgMS governance processes including request for New Service, issue management, contract change management, deliverables management, and correspondance management.
- ◆ Conduct a risk identification workshop
- ◆ Evaluate the Agreement and document the key dates and deliverables
- ◆ Coordinate the development of the Policies and Procedures Manual per the Agreement
- ◆ Assist transition and transformation teams in understanding the existing environment

Web Portal will be deployed in the following stages:

- ◆ Planning: Service Provider will collect and define the requirements for the Web Portal, and develop an implementation plan for deployment of the portal.
- ◆ Initial functionality: Portal will be on-line with invoice and chargeback modules operational.

- ◆ Basic functionality: Portal will have basic functionality on-line. Basic requirements will be documented in the implementation plan.
- ◆ Full production functionality: Required modules as described in the implementation plan will be available.

Web Portal deployment and related communication activities, tasks and DIR roles and responsibilities are further described in Exhibit 20A.

Communications: create and disseminate vital information between the project team and other stakeholders.

- ◆ Develop a communications plan
- ◆ Create key messages, define target audiences, and utilize multiple communications methods
- ◆ Actively involve Service Provider, DIR, and DIR Customer Representatives in early contract start up communications
- ◆ Establish guidelines for ongoing communications
- ◆ IT security baseline: analyze the applicable State of Texas' existing security policies and procedures and create initial Information Security Controls (ISec) Document
- ◆ Develop an IT security baseline transition plan
- ◆ Review the existing security policies and procedures
- ◆ Document any security findings for future consideration by DIR and/or DIR Customers

Service Commencement Readiness: enable Service Provider to provide and manage the Services as of the Commencement Date until completion of transformation, with minimal disruption to the DIR and DIR Customer business operations.

- ◆ Develop service commencement readiness transition plans
- ◆ For the purpose of preparing to deliver the Services, assessing the existing facilities, data center operations, remote server support, mainframe, server, storage, network and print/mail environments and define mitigation strategies for service readiness on Commencement Date
- ◆ Assess the statewide staffing skill sets and define mitigations strategies for service readiness on Commencement Date.
- ◆ Utilize a detailed Day 1 readiness checklist to assist in the readiness decision
- ◆ Conduct Day 1 readiness meetings prior to Commencement Date

DIR Customer Environment Analysis: address the data gathering and review of the current in-scope environment to manage the existing services and prepare for future transformation activities.

- ◆ Develop DIR Customer environment analysis transition plans

- ◆ Utilize the hardware and software assets provided in Exhibits 10 and 12 of the Agreement as a baseline
- ◆ Conduct a new asset inventory and deposit results in a data repository
- ◆ Gather and evaluate the existing policies and procedures per the Agreement
- ◆ Develop interim procedures, as required

Supplier Management: address Service Provider's initial responsibilities for the Third Party Contracts set forth in the Agreement.

- ◆ Develop a supplier management transition plan
- ◆ Gather and evaluate Third Party Contracts listed in the Agreement
- ◆ Execute the agreed disposition for each Third Party Contract

## **5.0 TRANSITION OBJECTIVES**

Service Provider shall execute the Transition Plan to deliver the Transition Services in accordance with the requirements and intent of the Agreement. The main objectives of the Transition Services include:

- ◆ To transition the Services in a timely, cost effective manner ensuring high quality results and with no impact to Retained Systems and Processes;
- ◆ To transition all Affected Employees in a timely, cost effective manner ensuring high quality results with no impact to the delivery of the Services;
- ◆ To accomplish the assignment of Third Party Materials licenses, Equipment Leases and Third Party Contracts in a timely manner;
- ◆ Enable Affected Personnel to contribute their knowledge to the performance of the Services and associated risk management planning;
- ◆ Align with and support agreed-upon decisions and processes, and in the case of disagreement adhere to the agreed-to solution, once determined;
- ◆ Ensure issues are managed, tracked, and closed professionally;
- ◆ Communicate truthfully, candidly, and openly;
- ◆ Honor commitments and communicate shortfalls early;
- ◆ Encourage teamwork and hold team and sub-team meetings frequently; and
- ◆ Value the opinions of team members.

### **5.1 Transition Approach**

Service Provider will provide Transition Services utilizing the approach described in the following sections.

**5.1.1 Human Resources Transition**

Service Provider shall manage and perform its obligations under **Section 8** of the Agreement in accordance with the terms of this Exhibit and, with respect to each DIR Customer, the additional terms contained in the **Exhibit 19 – Part B** that is applicable to each DIR Customer.

**5.1.2 Services Transition**

Service Provider shall transition the Services from DIR to Service Provider in accordance with the timetable and the Transition Milestones set forth in this Exhibit and, with respect to each DIR Customer, the particular **Exhibit 19 – Part B** that is applicable to that DIR Customer. The attached **Attachment 19 – Part A** identifies the Transition Milestones and deliverables (including the Critical Deliverables) that Service Provider shall meet and/or provide as part of its performance of the Transition Services in respect of all DIR Customers, and each **Attachment 19 – Part B** identifies the Transition Milestones and deliverables that Service Provider shall meet and/or provide as part of its performance of the Transition Services in respect of the applicable DIR Customer. The Acceptance Criteria for such Transition Milestones and deliverables are also described in **Attachment 19 – Part A** or the relevant **Attachment 19 – Part B**, as applicable. Acceptance by DIR and DIR Customers of such Transition Milestones and deliverables shall be in accordance with **Section 4.6** of the Agreement.

**5.2 Overall Transition Schedule**

Service Provider shall perform the Transition Services in accordance with the following overall project schedule that begins upon contract signing and iteratively progress to completion:

Transition Milestone and/or Deliverable	Completion Date
<b>Human Resources Transition</b>	October 1, 2007
- <b>Employee Transfer:</b> transfer the Affected Employees to Service Provider on Commencement Date and integrate these employees into Service Provider organization. Allow staggered hire dates beyond July 1, 2007 in accommodation of up to 10 (ten) delayed transitioned Affected Employees.	July 1, 2007
- <b>Workplace Services:</b> establish productive working environments at the various facilities for Service Provider to deliver services.	October 1, 2007

Transition Milestone and/or Deliverable	Completion Date
- <b>People Cultural Change:</b> provide an environment where the Affected Employees feel welcome, valuable, and productive as they transition to Service Provider.	October 1, 2007
<b>Services Transition</b>	January 1, 2008
- <b>Program Management Office (PMO) Setup:</b> establish the necessary management system and internal controls to enable the Service Provider and DIR to effectively interface and manage delivery of the data center services.	October 1, 2007
- <b>Communications:</b> create and disseminate vital information between the project team and other stakeholders.	October 1, 2007
- <b>Conduct IT Security Baseline:</b> analyze the applicable State of Texas' existing security policies and procedures.	October 1, 2007
- <b>Service Commencement Readiness:</b> enable Service Provider to provide and manage the Services as of the Commencement Date until completion of transformation, with minimal disruption to the DIR and DIR Customer business operations.	October 1, 2007
- <b>DIR Customer Environment Analysis:</b> address the data gathering and review of the current in-scope environment to manage the existing services and prepare for future transformation activities.	October 1, 2007
- <b>Supplier Management:</b> address Service Provider's initial responsibilities for the third party contracts set forth in the Agreement.	January 1, 2008

In addition, Service Provider shall perform the Transition Services in accordance with the detailed schedules set forth in **Attachment 19 – Part A** and **Attachment 19 – Part B** with respect to the activities described therein.

### 5.3 Transition Lifecycle/Phases

Service Provider shall structure each work stream of the Transition Services into the following phases:

- ◆ Preparation and Planning

- ◆ Startup
- ◆ Implementation
- ◆ Control
- ◆ Close

The phase timings are represented in the following table.

Transition Phase	HR Work Stream	Service Work Stream
Planning & Preparation	(Effective Date ED) through ED+30	ED through ED+30
Startup	ED through ED+30	ED through ED+60
Implementation	ED+30 through Commencement Date (CD)+261	ED+30 through CD+261
Control	ED+30 through CD+261	ED+30 through CD+261
Close	CD+30 through CD+261	CD+30 through CD+261

Section 5.3.1 through Section 5.4.2 describe the major activities that Service Provider shall accomplish during each phase of the Transition Services.

Service Provider will assign a Transition/Transformation Manager to coordinate the overall project planning activities.

Service Provider will leverage the Texas Project Delivery Framework, IBM's Worldwide Project Management Methodology (WWPMM), IBM's Program Management System (PgMS), and PMI's Knowledge Areas as the basis for overall project management during the transition period. Specifically, for this section the Project Plan Instructions and Templates from the Texas Project Delivery Framework will be given initial consideration.

### 5.3.1 Preparation and Planning

The preparation and planning activities that are common for all transition projects include the following:

- Review the Agreement and due diligence documentation
- Validate and assess project's scope, timeline, assumptions, and constraints

- Plan the project's organization including internal structure, external interfaces, and roles and responsibilities
- Define the overall project infrastructure, including methodology, processes, and tools
- Prepare for the startup phase of transition

### **5.3.2 Startup**

The Startup activities that are common for all transition projects include the following:

- Acquire required transition resources
- Establish internal structure, external interfaces, and roles and responsibilities
- Conduct appropriate project kickoff meetings
- Create detailed plans for scope, timeline, assumptions, and constraints
- Deploy the overall project infrastructure including methodology, processes, and tools

### **5.3.3 Implementation**

The Implementation activities that are common for all transition projects include the following:

- Execute projects per the MS Project schedule
- Collaborate with DIR Customer

### **5.3.4 Control**

The Control activities that are common for all transition projects include the following:

- Manage issues
- Track schedule progress
- Monitor and manage risks
- Manage change control process
- Report weekly transition status

### 5.3.5 Close, Cut-Over and Steady State Operations

The close, cut-over and steady state operations activities that are common for all transition projects include the following:

- Analyze lessons learned
- Create a lessons learned report
- Generate a project closeout report
- Document any open items
- Transfer service responsibility to the steady state team
- Release transition resources

## 5.4 Transition Controls

### 5.4.1 Introduction

Service Provider shall use the processes and controls described in this Section 5.4 to manage its performance of the Transition Services.

### 5.4.2 Transition Processes

Project Management Methodology Procedure	Description
Progress Tracking	Weekly progress tracking will commence upon mutual agreement on the Transition Plan and schedule and will continue until the end of transition.
Progress Reporting	Weekly progress reporting will commence upon contract Effective Date and continue until the end of transition.
Change Management	In making any change to the Transition Services (including any Transition Milestones and any deliverables), Service Provider shall comply with the change control procedures specified in the Policies and Procedures Manual.
Issue Management	Issue management will commence at contract Effective Date and the Service Provider shall comply with the issue management procedures

Project Management Methodology Procedure	Description
	specified in the Policies and Procedures Manual.
Risk Management	Risk management will commence at contract Effective Date and the Service Provider shall comply with the risk management procedures specified in the Policies and Procedures Manual.

### 5.4.3 Risk Management and Mitigation

The risk management process is deployed to anticipate, identify, and address events or occurrences that could potentially negatively impact the overall transition project. The process includes:

- Risk assessment, which comprises identifying, classifying, analyzing, and prioritizing risks
- Risk control, which comprises planning, tracking and repairing, reducing, and resolving risk

Service Provider will assign a risk coordinator to create and facilitate the risk management process.

Service Provider will leverage the Texas Project Delivery Framework, IBM's Worldwide Project Management Methodology (WWPMM), IBM's Program Management System (PgMS), and PMI's Knowledge Areas as the basis for project management during the transition period. Specifically for this section, the Risk Management Plan Instructions and Templates from the Texas Project Delivery Framework will be analyzed for usage if appropriate.

A risk identification workshop will be conducted early in the transition to identify potential risks and to assign owners who are responsible for developing mitigation plans. DIR, the DIR Customer, and Service Provider will work together to develop risk mitigation plans for identified risks. The Service Provider Transition/Transformation Manager will track risks, mitigation strategies, and contingency plans, and will hold scheduled, formal reviews. The timing of and expected attendees at these reviews will be documented in the formal communications plan. Some examples of common transition risks are:

- Key individuals from DIR and the DIR Customer who are required to participate in specific activities may not be available at the time they are needed. The risk mitigation action is collaboration with DIR and the DIR Customers to establish clear expectations at the beginning of the transition, as

well as creating contingency plans in the event that the resources are not available.

- Loss of critical skills employees. The risk mitigation action is an aggressive retention plan for the critical skilled Transitioned Personnel.

#### **5.4.4 Quality Management**

The quality management process is deployed to assist in delivering the highest quality of services and is comprised of the following key areas:

- Quality planning includes identifying which quality standards are relevant and determining how to satisfy them
- Quality assurance includes the evaluation of overall project performance on a regular basis to gain confidence that the quality standards will be met
- Quality control includes the monitoring of specific project results to determine compliance with their relevant quality standards

Service Provider will assign a quality manager to coordinate quality activities, including quality standards, project review/assessments, deliverables acceptance, and process improvement activities.

Service Provider will leverage the Texas Project Delivery Framework, IBM's Worldwide Project Management Methodology (WWPMM), IBM's Program Management System (PgMS), and PMI's Knowledge Areas as the basis for project management during the transition period. Specifically for this section, the Project Plan – Quality Management Instructions and Templates from the Texas Project Delivery Framework will be analyzed for usage if appropriate.

#### **5.4.5 Schedule Management**

The schedule management process is deployed to assist in maintaining the various project timelines that were established for each project and includes the following:

- Monitoring the project timeline progress and reporting status on a regular basis
- Controlling the project issues, changes, and risks and adjusting the project timelines, as appropriate

Service Provider will assign a Service Provider Transition/Transformation Manager to coordinate schedule development, base lining, implementation, and tracking.

Service Provider will leverage the Texas Project Delivery Framework, IBM's Worldwide Project Management Methodology (WWPMM), IBM's Program Management System (PgMS), and PMI's Knowledge Areas as the basis for project management during the transition period. Specifically for this section, the Project

Plan - Monitoring and Control Instructions and Templates from the Texas Project Delivery Framework will be analyzed for usage if appropriate.

## 6.0 COMMUNICATIONS

### 6.1 Introduction

Service Provider shall will provide the communications described in this Section 6 in connection with the Transition Services.

### 6.2 Process and Standards

Service Provider shall comply with the following processes and standards when issuing any communications in connection with the Transition Services.

The communications management process is deployed to assist in the exchange of vital information between the project team and other key stakeholders, including the following:

- Collection of data
- Generation of key messages
- Obtain DIR approval of key messages
- Dissemination of information
- Storage and final disposition of information

Service Provider will assign a communication manager who will coordinate with DIR to develop the communications management plan, which will include stakeholder roles and responsibilities and contact information along with information management including data collection and reporting to targeted audiences. Service Provider will leverage the Texas Project Delivery Framework, IBM's Worldwide Project Management Methodology (WWPMM), IBM's Program Management System (PgMS), and PMI's Knowledge Areas as the basis for project management during the Transition period. Specifically for this section, the communications plan instructions and templates from the Texas Project Delivery Framework will be analyzed for usage if appropriate.

### 6.3 Certain Communications

#### 6.3.1 General Communications

Service Provider shall issue the following communications in connection with the provision of Transition Services:

<b>Communications Activity Chart</b>			
<b>Transition Milestone</b>	<b>Proposed Timing</b>	<b>Type and Nature of Communication</b>	<b>Message and Target Audience</b>
External Press	ED + 14	Media release handled by Corporate	Agreement overview to

<b>Communications Activity Chart</b>			
<b>Transition Milestone</b>	<b>Proposed Timing</b>	<b>Type and Nature of Communication</b>	<b>Message and Target Audience</b>
Release	days	Communications staff in cooperation with DIR	external media
Internal Announcement	ED + 14 days	Presentations and email distribution	Update on transition with minimal impacts on existing operations to DIR Personnel
Overall Communications Plan	ED + 45 days	Document and timeline	Comprehensive communications approach for the transition project

### 6.3.2 **Communications Support**

Service Provider shall issue the following communications in preparation for or on the Commencement Date (as indicated in the following chart) in connection with the provision of Transition Services:

<b>Communications Activity Chart</b>			
<b>Transition Milestone</b>	<b>Proposed Timing</b>	<b>Type and Nature of Communication</b>	<b>Message and Target Audience</b>
Internal Update	CD – 30 days	Presentations and email distribution	Internal update on transition with minimal impacts on existing operations to DIR Personnel and Service Provider Personnel
Internal Announcement II	CD	Presentations and email distribution	Internal announcement of transition with minimal impacts on existing operations to DIR and Service Provider Personnel
Monthly Newsletter	CD + Ongoing	Monthly email communiqué	Overall deal update to Service Provider Personnel

### 6.3.3 HR Communications

Service Provider shall issue the following communications to all Affected Employees in connection with transitioning the Affected Employees to Service Provider's organization:

<b>Communications Activity Chart</b>			
<b>Transition Milestone</b>	<b>Proposed Timing</b>	<b>Type and Nature of Communication</b>	<b>Message and Target Audience</b>
Conduct Affected Employee announcements / introductions meetings	ED + 14 days	IBM / Unisys / Xerox / Pitney Bowes employee information meetings	Affected Employees: Overview of company's employee benefit plans; timeline of events; and process leading to their employment with subsequent employer
	ED through ED + 90 days	General communications update, as required: Employee meetings, written memos, transition web site, and HR transition manager available for one-on-one meetings	Affected Employees: Keep employees advised as to transition progress
Employees on Service Provider's payroll	CD	Welcome event meetings	Transitioned Personnel: Welcome to their new employer
Conduct new employee orientation sessions	CD through CD + 60 days	New employee orientation: Computer-based material, coupled with learning lab	Transitioned Personnel: Learn about company procedures, policies, and practices

## **7.0 HUMAN RESOURCES**

### **7.1 Introduction**

Service Provider shall manage and perform its obligations under **Section 8** of the Agreement in accordance with the provisions of this Section 7.

### **7.2 Critical Success Factors**

The following are critical success factors for transitioning personnel to Service Provider organization:

- Employee availability to participate in pre-employment activities
- DIR and DIR Customer support of Service Provider communication activities
- High acceptance rate of Service Provider job offers
- Identification and handling of Critical Affected Personnel
- Availability of Retained Employees for knowledge transfer

### **7.3 Transition Methodology**

Service Provider will develop, and provide an employee transition plan for DIR's review, comment and approval that will specify the schedule and timing of all informational meetings and programs as described in Attachment A of this Exhibit.

Guiding the Affected Employees through transition is accomplished by planning and executing a comprehensive transition plan. Service Provider approach to human resources transition combines information delivery to Affected Employees with standard employment procedures.

The Transition Plan is developed with DIR so that Affected Employees receive the necessary support. The Service Provider will assign a human resources executive team to develop and manage the project. Experienced human resources professionals design and deliver a series of information sessions and materials to Affected Employees as an introduction to the Service Provider companies (IBM, Unisys, Xerox and Pitney Bowes). These meetings present company overviews, organizations and missions, employee benefits, and other personnel program information. The on-site delivery and availability of this information and direct access to human resources professionals provides an orderly and informative pathway to employment with the Service Provider companies.

This process is designed to build trust and confidence between the Affected Employees and potential employers, while yielding a smooth, effective personnel transition.

## 7.4 Preparation, Planning and Execution

The Service Provider will utilize a comprehensive human resource transition plan. The plan will consist of four major phases, which are designed to achieve the short-term and long-term goals necessary for success. These phases are: preparation, implementation, transformation, and professional development.

- **Preparation:** During this phase, Service Providers will provide experienced human resource executives to work with DIR and DIR Customer counterparts to refine the many elements necessary to announce and implement the human resource transition.
- **Implementation:** This phase begins with the formal announcement of vendor selection, followed by employee information sessions, individual employee meetings with Service Provider managers, and employee seminars. Implementation includes the employment and transfer process in accordance with **Section 8** of the Agreement.
- **Transformation:** This phase includes the process of building the new team that is to deliver the committed Services to DIR. During this critical phase, Service Provider will introduce and establish new management structures and processes, and familiarize employees with their new roles and directions.

At this time, management and employees turn their attention to achieving the earliest milestones of the Transition Plan. Initial education on policy, practice, and communication is accomplished. Training is provided and employees are involved in the self-directed work team process. Individual employee development programs are established.

- **Professional Development:** This phase is continuous and ongoing and includes continued training and development for each employee. Continuous professional development will enable Service Provider employees to be updated with the latest technical education, as well as personal development training on topics that contribute to efficiency and improved productivity.

This human resource transition plan will provide for an efficient transfer of technical responsibility, eliminate disruption to the user community, and quickly dissipate the concerns of the Affected Employees. Service Provider HR staff will work together with DIR or designee to develop further detail for the Transition Plan based on DIR Customer requirements.

## 8.0 DIR AND DIR CUSTOMER TASKS

### 8.1 Introduction

DIR and DIR Customers shall perform the tasks set forth in this Section 8 in connection with Service Provider's performance of the Transition Services.

## 8.2 Tasks

The following chart identifies a preliminary list of tasks performed by DIR and DIR Customers in relationship to Service Provider tasks in connection with the Transition Services. Reference numbers (Ref#) refer to Service Provider tasks, milestones and deliverables identified in Attachment 19 – Part A. All tasks are performed by DIR unless DIR Customer is specifically identified as the responsible party. DIR and DIR Customer tasks will be completed according to the Transition Plan.

<b>Ref#</b>	<b>Transition Milestone and/or Deliverable</b>	<b>Enterprise Tasks</b>
E01	<b>Employee Transfer</b>	
E02	Deliver offer letters.	Provide names and current addresses of Affected Employees.
E03	Conduct Affected Employee announcements / introduction meetings.	Assist in coordinating communications. Reserve conference rooms. Affected Employees attend meetings.
E04	Receive employment offer acceptances.	Affected Employees accept offers.
E05	Validate staffing levels.	Evaluate staffing plan.
E06	Identify resources for pre-transfer HR communication - website.	Provide names and current addresses of Affected Employees.
E07	Conduct the Day One / Welcome Event.	Transitioned Personnel attend event.
E08	Conduct new employee orientation sessions.	Transitioned Personnel attend sessions.
E09	Deliver employee's first pay check.	Provide names and current addresses of Transitioned Personnel
E10	Provide training for new Service Provider tools for labor claiming, email, etc.	Provide local site conference rooms in DIR Customer locations
E11	<b>Workplace Services</b>	
E12	Workplace Services project	DIR Customer Representative to provide inputs,

<b>Ref#</b>	<b>Transition Milestone and/or Deliverable</b>	<b>Enterprise Tasks</b>
	commences	review, and accept initial plan.
E13	Workplace Services project closure.	Provide DIR Customer Representative to provide review and approval.
E14	<b>People Cultural Change</b>	
E15	Assess communications effectiveness.	Affected Employees respond to survey. Provide input and review results.
E16	Assess communications effectiveness.	Provide input and review results.
E17	Conduct a cultural integration review.	Provide local site conference rooms at DIR Customer locations.
E18	Measure new employee satisfaction via surveys, focus groups, roundtables, etc.	Provide local site conference rooms at DIR Customer locations.
E19	<b>Program Management Office Setup</b>	
E20	Execute transition start up activities.	Attend Kick-off Meetings. Provide conference room for meeting. Provide input on critical dates, timeframes and planning. Identify project resources. Assist in establishing project reporting guidelines. Attend risk management workshop.
E21	Document the governance plan.	Review and accept plan.
E22	Document service risk and gap mitigation plans.	Provide input to risk identification workshop. Provide input, review and approve risk mitigation plans.
E23	Transition readiness plan	Review and confirm compliance with Critical Deliverables Acceptance Criteria
E24	Enterprise transition - initial plan	Request modifications, additions or deletions. Review and confirm compliance with Critical Deliverables Acceptance Criteria
E25	Contract calendar	Provide input on calendar availability and key

<b>Ref#</b>	<b>Transition Milestone and/or Deliverable</b>	<b>Enterprise Tasks</b>
		dates for DIR and the DIR Customers.
E26	First monthly service report	Review report.
E26.1	Conduct weekly meetings to review status reports	Attend and participate in meeting. Approve measures to address delays and mitigate risks.
E27	Implement initial invoicing/billing and chargeback process.	Input, review and accept requirements for chargeback / invoice billing process.
E28	Conduct initial monthly financial reports / meetings.	Input, review and participate in monthly meeting.
E29	Program management system (PgMS) deployment	Provide input, review, and accept the processes.
E30	Create the request for service process.	Provide input, review and accept the process.
E31	Create the issues management process.	Provide input, review and accept the process.
E32	Create the contract change management process.	Provide input, review and accept the process.
E33	Create the deliverables management process.	Provide input, review and accept the process.
E34	Create the correspondence management process.	Provide input, review and accept the process.
E35	Enterprise transition - final plan	Review and confirm compliance with Critical Deliverables Acceptance Criteria
E36	New customer integration plan	Review and confirm compliance with Critical Deliverables Acceptance Criteria
E37	Establish Service Provider financial processes and procedures.	Provide input as required.
E38	Conduct customer satisfaction surveys	Review and confirm compliance with Critical Deliverable Acceptance Criteria

<b>Ref#</b>	<b>Transition Milestone and/or Deliverable</b>	<b>Enterprise Tasks</b>
E39	Project closure report	Review and approve report.
E40	Transition complete	DIR and the DIR Customers evaluate and/or test deliverables. Accept transition activities and deliverables based Acceptance Criteria.
E41	<b>Communications</b>	
E42	Assist with initial announcement.	Make initial announcement regarding the kick-off of the engagement.
E43	Conduct kick-off meeting with DIR and DIR Customer Representatives.	Attend kick-off meetings. Provide conference room for meeting.
E44	Create the communication plan (internal / external).	Input to the development of the communication plan by outlining the DIR's desired communication strategy as well as any additional requirements. Accept the communication plan. Participate in communication plan implementation, such as attending kick-off meetings, as well as other pertinent project meetings. Participate in executive presentations where applicable, and make announcements when necessary.
E45	Conduct contract commencement communication activities.	Jointly prepare and execute announcement package.
E46	Formalize executive management communication process.	Provide input, review and accept the process with DIR executive team
E47	Formalize operational, employee, and external/public communication process.	Provide input, review and accept the process.
E48	Set up communication management archive system.	Provide DIR requirements as input.
E49	Create joint executive presentations.	Participate in DIR and DIR Customer presentations, when applicable.
E50	Conduct ongoing Service Provider sessions to keep	Provide local site conference rooms at DIR Customer locations.

<b>Ref#</b>	<b>Transition Milestone and/or Deliverable</b>	<b>Enterprise Tasks</b>
	employees informed.	
E51	<b>Security</b>	
E52	Conduct IT security baseline using ISeC	Review and confirm compliance with Critical Deliverables Acceptance Criteria
E53	<b>Service Commencement Readiness</b>	
E54	Conduct a service readiness review.	Attend review session.
E55	Go / no go decision reached.	Agree to proceed.
E56	Document handover procedures with DIR	Provide input, review and accept the procedures.
E57	<b>DIR Customer environment analysis</b>	
E58	Begin knowledge transfer	Provide input, review and accept the plan.
E59	Begin asset inventory	Provide input, review and accept the asset inventory plan.
E60	Assess DIR Customers' data centers LANs for network requirements and network operating current state (processes, tools)	Provide physical access and documentation for LANs.
E61	Assess DIR Customers' data centers for operations requirements and operations current state (processes, tools)	Provide physical access and documentation for data center operations.
E62	Assess DIR Customers' data centers mainframe environments and current state (processes, tools)	Provide physical access and documentation for mainframe environment.
E62.1	Assess functional impact on DIR	Provide physical assess to and documentation

<b>Ref#</b>	<b>Transition Milestone and/or Deliverable</b>	<b>Enterprise Tasks</b>
	Customer operations in consideration of server consolidation plans and activities (e.g. remote, centralized and/or consolidation target implementation recommendations)	for server's environments.
E63	Assess DIR Customers' data centers server environments and current state (processes, tools)	Provide physical access and documentation for server environment.
E64	Assess DIR Customers' data centers print and mail environments and current state (processes, tools)	Provide physical access and documentation for print and mail environment.
E65	Baseline reports for data centers LAN, server, mainframe, print & mail, and data center operations submitted to DIR	DIR to review DIR Customer baseline reports.
E66	Complete knowledge transfer	Provide DIR Customer Representatives to provide review and approval.
E67	Present asset inventory final deliverable.	Review and confirm compliance with Critical Deliverable Acceptance Criteria
E68	Draft policies & procedures for in-scope services.	Review and confirm compliance with Critical Deliverable Acceptance Criteria
E69	Train Service Provider Personnel and DIR Personnel on draft policies and procedures and contact and escalation process.	Provide list of DIR Personnel who need to be trained on the contents and responsibilities of the Policies and Procedures Manual. Attend training.
E70	Publish phase 1 policies & procedures for in-scope services.	Review and confirm compliance with Critical Deliverable Acceptance Criteria
E71	Train Service Provider and DIR Personnel on phase 1 Policies and Procedures Manual and contact and escalation process.	Provide list DIR Personnel who need to be trained on the contents and responsibilities of the Policies and Procedures Manual. Attend training.

Ref#	Transition Milestone and/or Deliverable	Enterprise Tasks
E72	Publish phase 2 Policies & Procedures for in-scope services.	Review and confirm compliance with Critical Deliverable Acceptance Criteria
E73	Train Service Provider and DIR Personnel on Phase 2 policies and procedures and contact and escalation process.	Provide list of DIR Personnel who need to be trained on the contents and responsibilities of the Policies and Procedures Manual. Attend training.
E74	Publish Final Policies & Procedures for in-scope services.	Review and confirm compliance with Critical Deliverable Acceptance Criteria
E75	Train Service Provider Personnel and DIR Personnel on final policies and procedures and contact and escalation process.	Provide list of DIR Personnel who need to be trained on the contents and responsibilities of the Policies and Procedures Manual. Attend training.
E76	<b>Supplier Management</b>	
E77	Collect DIR Customers' policies and procedures for in-scope services.	DIR Customers provide or provide access to existing policies and procedures.
E78	Establish high priority procurement process.	Input, review and accept the process.
E79	Transition network services.	Provide copies of Exhibit 12 contracts applicable to network services  Participate in network planning and communications activities. Make changes (e.g. WAN connections, IP addresses) in DIR and DIR Customer network as required to enable security for connectivity and access to Service Provider support center systems (e.g. BMC <sup>®</sup> Remedy <sup>®</sup> ).
E80	Transition Third Party (tech services) Agreements.	Provide copies of Exhibit 12 contracts applicable to Third Party Service contracts to Service Provider. Review Service Provider proposed disposition for each contract, provide input and provide concurrence on the disposition for each contract. DIR and DIR Customer cooperate with Service Provider in obtaining consents including providing vendors with letter of agency per <b>Section 5.0</b> of the Agreement

Ref#	Transition Milestone and/or Deliverable	Enterprise Tasks
		“Required Consents”
E81	Transition HW maintenance.	Provide copies of Exhibit 12 Third Party Equipment maintenance contracts to Service Provider. Review Service Provider proposed disposition for each contract, provide input and provide concurrence. DIR and DIR Customer cooperate with Service Provider in obtaining consents including providing vendors with letter of agency per <b>Section 5.0</b> of the Agreement “Required Consents”
E82	Develop detailed supplier transition plan.	Provide Exhibit 12 contracts applicable to in-scope Third Party suppliers and current invoice data.
E83	Establish procurement process and support for steady state operations.	Provide input, review and accept the process.
E84	Transition Third Party (Vendor) Software contracts.	Provide copies of Exhibit 12 Third Party Software contracts. Review Service Provider proposed disposition for each contract, provide input and provide concurrence. DIR and DIR Customer cooperate with Service Provider in obtaining consents including providing vendors with letter of agency per <b>Section 5.0</b> of the Agreement “Required Consents”

## **9.0 GOVERNANCE TEAM TRANSITION SUPPORT**

### **9.1 Introduction**

The Parties shall comply with the governance and account management provisions set forth this Section 9 in connection with Service Provider's performance of the Transition Services.

### **9.2 Approach**

Transition governance is described in section **9.4 - Transition Management** below and feeds into the overall Program Governance as described in **Exhibit 6 - Governance Model**.

#### **9.2.1 Transitioned Personnel Payroll Establishment**

The Transitioned Personnel's payroll will be established as part of the employee transfer project. Transition governance will include initial project review and periodic monitoring of issues, risk, and changes, with escalations as required. Service Provider will obtain Acceptance from DIR for each Critical Testing Deliverable associated with the employee transfer project.

#### **9.2.2 Assignment of Third Party Materials licenses, Equipment Leases and Third Party Contracts**

As part of the supplier management project, the Third Party Materials licenses, Equipment leases, and Third Party Contracts will be analyzed and the appropriate assignments established. Transition governance will include initial project review and periodic monitoring of issues, risk, and changes, with escalations as required. Service Provider will obtain Acceptance from DIR for each Critical Testing Deliverable associated with this project.

#### **9.2.3 Charges Invoicing**

The process and procedures for Charges invoicing will be established as part of the Transformation Plan outlined in Exhibit 20A. Governance for Charges invoicing will include initial project review and periodic monitoring of issues, risk, and changes, with escalations as required. Service Provider will obtain Acceptance from DIR for each Critical Testing Deliverable associated with this project.

## 9.2.4 Service Level Reporting

The process and procedures for existing Service Level reporting will be established as part of the program management office set-up project. Governance will include initial project review and periodic monitoring of issues, risk, and changes, with escalations as required. Service Provider will obtain Acceptance from DIR for each Critical Testing Deliverable associated with this project.

## 9.2.5 Management Tools and Processes

As part of the transformation startup phase, Service Provider will establish the Management Tools and processes for the project. In addition to the plans and documents described in sections 5.3 and 5.4, the following methods and tools will be used:

- IBM's Worldwide Project Management Methodology for delivering projects.
- Texas Project Delivery Framework
- Program management system (PgMS) will be Service Provider, DIR and DIR Customers' source for policies, processes and procedures, plans, contract governance, contract management, business management, and delivery management.

As part of the Services transition's program management office setup project, the management tools and processes will be established. Transition governance will include initial project review and periodic monitoring of issues, risk, and changes, with escalations as required.

## 9.2.6 Transition Administration Support

The program management office will provide administrative support for both the transformation and transition projects. Key functions will be to oversee the use of consistent methods across the project such as prioritization of work, change control, issue management, risk management and management reporting. The program management office will review and analyze DIR and DIR Customer requirements. Using project management tools and methodologies, integrated project plans will be developed which specify the timelines and resource requirements that are required to execute the overall plan and its projects.

Project management office will oversee that the projects are managed correctly and provide regular status updates to DIR as the project progresses through each stage of closure. Direct support will be provided to the transition project by several Service Provider specialists including the:

- Risk coordinator
- Quality manager and
- Communications manager

Transition administration support will be established as part of the Services transition’s program management office setup project. Transition governance will include initial project review and periodic monitoring of issues, risk, and changes, with escalations as required.

### 9.3 Organizational Structure

#### 9.3.1 Key Roles

The following chart identifies the Service Provider Personnel and the employees of DIR or DIR Customers that shall manage and oversee the performance of the Transition Services and their respective roles and responsibilities.

<b>Key Roles Chart</b>	
<b>Title</b>	<b>Roles and responsibilities</b>
Service Provider Account Executive	Responsible for the overall success of Service Provider’s performance and delivery, which includes the transition and transformation projects.
DIR Data Center Services Manager	Works closely with Service Provider Account Executive to review project status, to coordinate resources required for transition and transformation, and to communicate to DIR and DIR Customers.
Service Provider Transition/Transformation Manager	Responsible for the integration and overall management of the Transition Plan and Transformation Plan; as well as managing the overall program so that project deliverables, schedule, cost, and quality satisfy the requirements. Responsibilities include status reporting, risk and issue management, dependency management, and project change management.
DIR Transition/Transformation Manager	Works closely with Service Provider’s transition/transformation manager to review project status and to assist in management of transition and transformation project risks, issues, dependencies, change requests, and customer-owned project tasks.
Service Provider Transition	Responsible for leading day-to-day project activities and

<b>Key Roles Chart</b>	
<b>Title</b>	<b>Roles and responsibilities</b>
Leads	project management, including status reporting, risk and issue management, dependency management, and project scope controls, along with coordinating the activities of their working team.
DIR and DIR Customer Transition/Transformation Specialist, DIR Service Representatives, DIR Customer Representatives	Work closely with Service Provider’s transition leads to review project status and to assist in management of transition project risks, issues, dependencies, change requests, and customer-owned project tasks.
Client Services Advocates (CSAs)	Assist DIR in serving DIR Customers with transition activities including planning, issue resolution, communications and reporting. Will be aligned to groups of agencies in order to facilitate Transition Services.

**9.3.2 Service Provider Transition Team Structure and Responsibilities**

Service Provider will provide a Service Provider Transition/Transformation Manager to oversee both transition and transformation related activities, due to the interdependencies between the two phases. The Service Provider Transition/Transformation Manager will report directly to the Service Provider Account Executive and oversee a team of transition leads assigned to manage specific projects.

The transition leads will be responsible, and accountable while working with DIR and DIR Customer Representatives, to deploy the services, policies, procedures, and tool sets. The transition leads will establish projects within the overall transition schedule each focusing on a specific service element. This approach will allow the Service Provider to conduct the transition with a specialized and experienced team, who will collaborate closely with DIR and DIR Customer Representatives to achieve the Transition objectives.

**9.4 Transition Management**

A critical objective for the transition implementation will be to “do no harm”. Service Provider will utilize an integrated approach that defines and manages the overall technology transition process according to requirements, while enabling the flexibility to address changing business demands. This integrated approach will:

- Minimize disruptions to ongoing business operations through careful planning and task management by experienced project management specialists, and through the use of automated tools and methodologies to make and track changes.

- Enhance identification and management of operational risks by supporting multi-threaded lines of communication within Service Provider's transition team and among DIR, DIR Customer and Service Provider transition focal points.
- Complete transition objectives successfully within the scheduled timeframe by planning realistically, using experienced managers, and supporting the effort with proven tools and methodologies.

Service Provider will utilize a proven organizational structure, existing processes, and the development and maintenance of relationships that represent DIR, the DIR Customer and Service Provider's resources and organizations that are involved in these projects. The result will be a structured working relationship between DIR, DIR Customer and Service Provider that promotes effective communication and collaboration so that the scope, schedule, and quality of the project meet requirements. Transition management governance is a project level structure, intended to operate only for project duration during contract startup through the transition period.

The Transition governance structure will be comprised of three levels: Transition/Transformation Executive Steering Committee, Transition/ Transformation Management Committee, and working teams, each staffed with personnel from Service Provider, DIR, and DIR Customers. This structure provides a mechanism for project level management of project requirements and deliverables, up through executive oversight of overall project progress, contractual commitments, and business objectives:

- **Transition/Transformation Executive Steering Committee:** This committee guides the transition and transformation projects; reviews progress and project health; commits resources; resolves any cross-organizational issues not resolved at lower levels; and approves any significant changes to the schedule, scope, requirements, or cost.

Members from DIR include the Data Center Services Manager, Transition/Transformation Manager, and the Financial Contract Manager. Members from the Service Provider include the Account Executive, Account Manager, Transition/Transformation Manager, and Account Finance Manager.

This committee will meet monthly with a provision for a special session via conference call and will report jointly agreed transition and transformation status to the Transition/Transformation Executive Steering Committee.

- **Transition/Transformation Management Committee:** Manages the development of project plans, schedules, and budgets; integrates plans across projects and organizations; tracks progress of projects; promotes smooth integration and communication of project plans, activities, and communications; reviews and consolidates status reporting; and resolves cross-organizational and cross-project issues, where applicable.

Members from DIR include the Transition/Transformation Manager, Transition/Transformation Specialist, DIR Service Representatives, and

representatives from DIR Customers. Members from the Service Provider include the Transition/Transformation Manager, transition/transformation leads, and the Client Services Advocates.

This committee will meet weekly and will report joint transition and transformation status to the Data Center Services Management Committee and the Transition/Transformation Executive Steering Committee. The committee leaders will also communicate status and receive information from the Data Center Services Advisory Council.

- **Transition/transformation working teams:** These teams gather project requirements; identify cross-organizational dependencies and risk items; develop and manage the detailed project plans and schedules; staff the project team; report weekly status; and manage risks and issues.

Members from DIR include the Transition/Transformation specialists, DIR Service Representatives, and representatives from DIR Customers. Members from the Service Provider include transition/transformation leads, transition/transformation project managers, and the Client Services Advocates.

Service Provider staff on the working teams will meet as required and will execute the activities for transition and transformation along with status reporting, to the Transition/Transformation Management Committee. DIR and DIR Customer team members will participate in status meetings weekly or as needed and will assist in executing transition and transformation activities.

## 10.0 SOLUTION SUMMARY

### 10.1 Facilities Management & Support

#### 10.1.1 Commencement Date through transformation:

- Monitor existing DIR Customer data centers and coordinate with Texas Building and Procurement Commission (TBPC) and Angelo State University (ASU) on changes and maintenance to those existing data centers and responding to problems in those facilities.

#### 10.1.2 Transformed Environment:

- Provide build out of two data centers that will house and support the consolidated IT environment
- Utilize existing DIR Consolidated Data Center at Angelo State University, Texas State Data Center (TxSDC), and a commercial facility in Austin, Metric 12

- Metric 12 will be a build out of a 72,000 square foot facility that will house 15,000 square foot data center along with the Program Management Office (PMO), command and support center, and the consolidated print/mail operations
- TxSDC will be expanded to 13,000 square feet of conditioned, raised floor and the facility will be enhanced

### **10.1.3 Tools/Technology to be utilized:**

- Building management system to assist in monitoring and alerting on the building infrastructure

## **10.2 Physical Security Administration**

### **10.2.1 Commencement Date through transformed environment:**

- No new physical security systems will be installed in existing DIR Customer Data Centers
- Service Provider will monitor existing physical security systems
- Service Provider will perform an IT security baseline of the current environments, document the requirement gaps and develop plans for resolution for IBM Information Security Controls (ISec)

### **10.2.2 Transformed Environment:**

- Service Provider will install physical security system at Metric 12
- Site specific security information, a subset of the Policies and Procedures Manual, will be established, that reflect the appropriate policy, procedures, and standards
- Computer-controlled card access system
- Stringent requirements on badge issuance and usage
- Frequent reconciliation of badge database to verify only approved individuals have access
- Archived transactions for investigative purposes
- Perform quarterly revalidation of physical access to the locations secured by Service Provider and provide access to authorized DIR employees or designees to DIR assets on Service Provider's sites for investigations, compliance and audit reviews
- Perform annual physical risk reviews

### **10.2.3 Tools/Technology to be utilized:**

- Physical security system
- Computer-controlled card access system
- Badge database

## 10.3 Support Center

### 10.3.1 Commencement Date:

- Establish 24 hour/seven days a week support center operation for Level 2 /Level 3 incident resolution and problem reporting for Authorized Users
- Implement access to Authorized Users via toll-free telephone number, e-mail, or the Web Portal
- Documented operational procedures define Support Center interaction with DIR Customer Level 1 Help Desk
- Support Center staff will be located at and will be operational from Metric 12
- The interfaces to the DIR Customer commercial off the shelf service desk tools completed June 1, 2007

### 10.3.2 Transformed Environment:

- Service Provider Support Center staff will be located at Metric 12

### 10.3.3 Tools/Technology to be utilized:

- BMC® Remedy® Service Desk automates incident and problem management processes, BMC® Remedy® Service Level Management collects data from infrastructure management data sources, including BMC® Performance Manager, BMC® Transaction Management, and SNMP
- The Nortel Symposium Automatic Call Distributor (ACD) call handling provides skill-based routing, call treatment flexibility, real time displays, multimedia routing, and comprehensive management and reporting functionality

## 10.4 Chargeback

### 10.4.1 Effective Date through transformation:

- Prioritize DIR Customer chargeback deployment based on evaluation of federal funding reporting requirements
- Develop chargeback alternatives to include justifiable resource allocations where actual resource metrics are not available
- Identify interim chargeback solution
- Chargeback will be implemented in a phased approach; the initial phase will provide an invoice based upon an interim method for collecting volumes
- IBM Tivoli Usage and Accounting Manager (ITUAM) available on-line April 1, 2007
- April 1, 2007 invoice generated by May 5, 2007 using the interim chargeback solution
  - Manual entry of the Resource Charges as defined in Exhibit 4 of the Agreement

- Web Portal drill down capabilities at the agency level on April 1, 2007 will correspond to the breakdown of the major account code and Resource Unit combinations
- Web Portal drill down information will be by DIR Customer, by project, by Resource Unit, by major account code and Authorized User as information is available based on the current DIR Customer environment
- As server tools for collection are deployed, chargeback testing will be performed with each DIR Customer making the server go/no-go decision in a staggered schedule with federally funded DIR Customers prioritized prior to Commencement Date
- Automated feed of the invoice information provided to the NetPlus Billing system
- Detail design of final chargeback solution completed
- Deploy the phase 1 of the mainframe chargeback solution for TWC, TYC, OAG, and RRC
  - Automated interface will be available for May 2007 invoices
  - Web Portal drill down information will be by DIR Customer, by project, by Resource Unit, by major account code and Authorized User
- Implement server data collection based on DIR Customer priorities
- Deploy mainframe chargeback phase 2 for DIR Customers being supported as of September 1, 2007
  - Automated interface will be available for test no later than August 2007 with a go/no decisions for September 2007 chargeback
- As the automated chargeback consumption collection components are implemented for each agency with federal funding, an analysis will be performed of the reasonableness of the interim allocation methodology

#### **10.4.2 Transformed Environment**

- Chargeback in place or consumption-based collection and invoicing
- On-line detail reports with drill-down and export capability
- Chargeback data stored in a database for subsequent retrieval
- Support allocation for fixed cost and one-time charges on a weighted average
- Capability for account code mapping
- Support manual feed as well as adjustments
- Provide the ability to prorate costs across multiple account codes where resource identifiers are not available
- Support application of cost recovery fees

#### **10.4.3 Tools/Technology to be utilized:**

- ITUAM

## 10.5 Mainframe - IBM

### 10.5.1 Commencement Date through transformation:

- 14 mainframes are housed in 5 locations (TxSDC and DIR Customer Data Center locations)
- Mainframe Operating System Environments are z/OS, OS/390 and DOS/VSE at various version levels of support
- Each environment consists of its own, but not necessarily unique, system program products at various levels of support
- Leverage existing tools and process at current locations, operate in business as usual manner until transformed
- DIR Customer mainframe environments in TxSDC will continue to be supported by Northrop Grumman until September 1, 2007
- DIR Customer mainframes not housed in TxSDC will be supported in current location as of April 1, 2007
- Leverage existing disaster recovery agreements and related off-site tape storage in a business as usual manner
- Leverage existing DASD and Tape storage facilities until transformed

### 10.5.2 Transformed Environment:

- Consolidate mainframe processing into two Metric 12 and TxSDC
- Replace mainframe CPUs with 6 z9 technology mainframes, 3 in each location with CPU capacity backup on demand (CBU) sufficient for TxSDC and Metric 12 to back up the other for disaster recovery requirements
- Upgrade OS/390 systems to the then N-1 version of z/OS
- Upgrade related system program products to the then N-1 version required for that version of the OS
- Replace the various storage subsystems with shared DS8100 subsystems at TxSDC and Metric 12
- Replace older tape technology with IBM VTS/ATL at TxSDC and Metric 12
- Retain some 34x0 tapes needed for data interchange between DIR Customers and their external business interfaces
- Provide data replication in TxSDC and Metric 12 for D0 application requirements
- Provide tape backup and offsite storage for D1, D2, D3 and D4 application disaster recovery requirements
- Provide operational monitoring and support of both TxSDC and Metric 12 mainframe environments at Metric 12
- Provide continuous improvement to operational procedures by exploiting additional support automation where appropriate and applicable
- Maintain the hardware and software environment at N or N-1, as applicable and appropriate
- Provide network connectivity between Metric 12 and TxSDC

### 10.5.3 Tools/Technology to be utilized:

- Remote monitoring of the TxSDC data center
- Replace existing system monitoring tools with Tivoli Omegamon suite
- Replace BMC® database management tool set with IBM's functionally equivalent products
- Replace Compuware program products with IBM's functionally equivalent products
- One (1) SYSPLEX environment in Metric 12 and three (3) SYSPLEX environments in TxSDC
- DOS/VSE environments will share the CPU processors but are not able to participate in the SYSPLEX environment
- CPU capacity backup on demand (CBU) for backup and recovery
- Shared storage and tape at TxSDC and Metric 12
- DS8100 "peer-to-peer" asynchronous DASD replication for disaster recovery between TxSDC and Metric 12

## 10.6 Mainframe - Unisys

### 10.6.1 Commencement Date through transformation:

- As of September 1, 2007, operate the Unisys mainframe in a business as usual manner

### 10.6.2 Transformed Environment :

- Operate the Unisys mainframe in the Winters facility
- Utilize standardized policies and procedures for support
- Implement continuous improvement activities where possible
- Decommission the Unisys mainframe after workload is removed

### 10.6.3 Tools/Technology to be utilized:

- Utilize standard Service Provider tool environment and integrate the Unisys mainframe into the overall Service Provider solution

## 10.7 Server

### 10.7.1 Commencement Date through transformation:

- 31 State Data Centers and DIR Customer Remote Facilities
- April 1, 2007 - BAU Support of non-Northrop Grumman supported servers
- September 1, 2007 - BAU Support of Northrop Grumman supported servers
- Utilize current tools to support the environment

- Displace a subset of current tools with target environment toolset
  - Non-Northrop Grumman supported servers target completion of August 31, 2007
  - Northrop Grumman supported servers target completion of December 31, 2007
- Upon expiration of DR Customer Software contracts, extend/replace those which will continue to utilize, such as Veritas, Zenworks, Novell
- Implement File/Print migration to appliances in remote locations to provide standardization and consolidation benefits
- Perform server consolidation analysis to determine which Servers are candidates to be physically centralized and consolidated
- Perform gap analysis regarding resource availability to support remote servers
- Consolidate remote file services to NAS (Network Attached Storage) storage located at Metric 12 and TxSDC
- Collaborate with DIR Customers to identify remote location site contacts
- Create Policies and Procedures Manual information
- Procure/provision hardware
- Implement Storage Area Network (SAN) storage in Metric 12 and TxSDC
- Perform server consolidation inventory analysis, design / planning and implementation phases

### **10.7.2 Data Center Environment – 24 months:**

- 31 State data centers consolidated to Metric 12 and TxSDC
- Steady state support
- Ongoing Hardware/Software (HW/SW) maintenance
- Provide HW/SW refresh
- Maintain toolsets to support the environment
- Maintain policy and procedures manual information
- Provide continuous improvement

### **10.7.3 Remote Server Environment –36 months:**

- Remote server consolidation complete
- File/Print migration to appliances to provide standardization and consolidation benefits complete
- Consolidation of remote file services to NAS storage located at Metric 12 and TxSDC
- Steady state support
- Ongoing HW/SW maintenance
- Provide HW/SW refresh
- Maintain toolsets to support the environment
- Maintain policy and procedures manual information
- Provide continuous improvement

#### **10.7.4 Tools/Technology to be utilized:**

- WAAS (Wide Area Application Services)
- Tivoli Enterprise Console (TEC)
- Tivoli Monitoring
- Tivoli Configuration Manager (TCM)
- Tivoli Storage Manager (TSM)
- Tivoli Workload Scheduler (TWS)
- Tivoli NetView Enterprise
- Server Resource Management (SRM)
- Remotely Anywhere / CA vShell
- Snapshot
- Tivoli Application Dependency Discovery Manager (TADDM)

### **10.8 Information Security**

#### **10.8.1 Commencement Date through Transformation:**

- Operate DIR Customers existing data centers in a business as usual manner
- Install Network Intrusion Detection System (NIDS) behind data center firewalls
- Identify systems and implement Host Intrusion Detection System (HIDS)
- Implement vulnerability scanning toolset and identify target systems
- Implement Symantec Anti Virus (AV) Solution
- Continue customization of ISeC to implement applicable State of Texas security policies
- Implement toolsets for server health checking and security compliance support

#### **10.8.2 Transformed Environment:**

- Implement HIDS
- Operate the environment in section 10.8.1 in steady state support mode
- Perform vulnerability assessments
- Active monitoring of intrusion detection system with event correlation
- Ongoing maintenance of Anti Virus client Server software and signature files
- Development of Security Design Document within the Transformation Plan
- Ongoing maintenance of ISeC documentation

#### **10.8.3 Tools/Technology to be utilized:**

- Anti Virus - Symantec AV central console
- HIDS - Symantec Intruder Alert
- NIDS - Cisco 4255
- Health Checking – Virtual System Admin

- Vulnerability Scanning - Qualys

## 10.9 Disaster Recovery

### 10.9.1 Commencement Date through transformation:

- Utilize existing disaster recovery agreements for servers located in DIR Customer Data Centers
- Determine DIR Customer Server critical systems, applications and disaster recovery priorities
- Determine e-mail servers disaster recovery priority and provide applicable plans and services
- E-mail /collaboration services which will occur as determined in the transition planning process
  - Provide send/receive capability within 72 hours
  - Provide full user account information recovery within 14 days
- Develop disaster recovery plans for DIR Customers applications which do not currently have disaster recovery plans
- Maintain and update existing DIR Customer disaster recovery plans
- As existing third party disaster recovery agreements expire, continue services through IBM Business Continuity and Recovery Services agreements which will provide disaster recovery services until the D0 and D1 applications are migrated to TxSDC and Metric 12 support operations
- At the end of the 24 month transformation period, DIR Customers' server Applications will receive D category disaster recovery priorities with corresponding service
- D2, D3 and D4 applications with IBM Business Continuity and Recovery Services (BCRS) agreement
- Existing third party disaster recovery agreements will be displaced as DIR Customers are transformed and new disaster recovery plans created and implemented in parallel with the specific waves of DIR Customer transformation
- Development of Service Provider business continuity plans

### 10.9.2 Transformed Environment:

- Mainframe/Server Common
  - T1-T4 application plans ended with DIR Customers receiving D0-D4 application disaster recovery services
  - D2, D3 and D4 additional server, mainframe and storage capacity will be procured at the Time of Disaster (ATOD) and the respective image and data restored at the recovery site. Data restoration will be from tape
  - Maintain and implement comprehensive disaster recovery plans
  - Perform disaster recovery testing
  - Testing of TxSDC and Metric 12 facilities and operations as part of a regular facilities disaster recovery planning
- Mainframe

- D0, D1, D2, D3 and D4 utilizes CPU Capacity Back Up on Demand (CBU), available on the z9 processors, to provide the needed capacity for one data center infrastructure to backup the other. MIPS capacity will be adjusted to accommodate the workload of the failed environment in a disaster recovery event at either TxSDC or Metric 12. Additional data storage capacity will be added to support the recovery of the D0 Applications utilizing Peer-to-Peer Remote Copy (PPRC)
- D1, D2, D3 and D4 Applications will utilize tape backups for data recovery
- Server
  - D0 Applications will utilize high availability servers and clustering capabilities to fail-over between TxSDC and Metric 12
  - D1 Applications will utilize the integration lab in either TxSDC and Metric 12 as the recovery site for the D1 applications in the other site, in the event of disaster declaration, test and development servers will be used as the recovery site
  - D1 applications will utilize tape backup for data recovery
  - D2 application capacity will be allocated at the warm site recovery center time of disaster
  - D3 application capacity will be made available at the recovery location (Metric 12 or TxSDC) at the time of disaster
  - D4 application capacity will be made available at the recovery location (Metric 12 or TxSDC) at the time of disaster
  - E-mail/collaboration services
    - Provide send/receive capability within 48 hours
    - Provide full user account information recovery within 14 days

## **10.10 Print and Mail**

### **10.11 Commencement Date through transformation:**

- Assess the DIR Customer print and mail environment to determine operations to be transformed to the consolidated print and mail environment
- Operate DIR Customers in stand-alone/remote environments in a continued business as usual manner; provide disaster recovery capabilities on September 1, 2007
- Establish disaster recovery services at the Shelton Business Recovery Services center in Connecticut

#### **10.11.1 Transformed environment:**

- Consolidated print and mail operation at Metric 12

- Production management system will manage print file application workflows from print stream input to mailed output
- Consolidated production print and mail facility will be part of the Service Provider WAN environment for connection to the Service Provider Services delivery solution
- On-line Quality Assurance feature for remote DIR Customer quality acceptance reviews of printed documents

### **10.11.2 Tools/Technology to be utilized:**

- NearStar DataServer and StreamWeaver for architect print and mail rules
- NearStar DataServer resource management capabilities to load balance print jobs, provide data stream security, encrypt job spooling and secure transmission
- StreamWeaver for finishing controls to add, delete, modify or reposition mailer driven marks
- DFWorks to capture mail volumes, produce reports, and track postage usage by DIR Customer
- VeriMove and CODE 1 Plus, including CASS for standardized address change and correction

### **10.11.3 Print Mail Disaster Recovery:**

- DIR Customers with remote stand-alone production print will have backup services for print and mail at the Business Recovery Services Center in Sheldon, CT
- Disaster recovery services for print and mail at the Business Recovery Services Center in Sheldon, CT
- Real-time backup to the Business Recovery Services Center by NearStar DataServer for DIR Customer print files

## **10.12 Asset Management**

### **10.12.1 Effective Date through transformation:**

- Implement asset inventory systems and databases
- Conduct initial wall-to-wall inventory of existing equipment, peripherals, devices and software supported by the Service Provider and deployed at DIR Customer facilities, Service Provider facilities and other Service Provider locations
- Conduct automated inventory scans
- Reconcile wall to wall inventory with automated inventory scan results for combined inventory

- Import asset inventory into asset management tool
- Reconcile asset inventory with DIR Customer baselines, hardware and software information

#### **10.12.2 Transitioned environment:**

- Update Asset Inventory and Management System tool with periodic electronic and manual data collection
- Maintain asset financials, order and disposal status, lease information, user, location, configuration and network connectivity information for asset lifecycle
- Conduct and participate in periodic electronic and manual asset audits
- Prepare and deliver periodic reporting of asset transaction and inventory status
- Asset information is available for access by Authorized User via the Web Portal

#### **10.12.3 Tools/Technology to be utilized:**

- BMC© Remedy Asset Manager
- Snapshot
- Tivoli Application Dependency Discovery Manager (TADDM)

### **10.13 Web Portal**

#### **10.13.1 Effective Date through transformation:**

- Web Portal production environment established and initial functionality developed prior to Commencement Date
- Web Portal functionality and availability available to Authorized Users in phases as defined per Critical Deliverables
- Web Portal provides Authorized Users with a centralized access point to documentation and information including Policy and Procedures Manual, SLA reporting, problem tickets, chargeback data and program management tools
- Web Portal Disaster Recovery environment established at TxSDC after September 1, 2007

#### **10.13.2 Transformed environment:**

- Web Portal implemented

- Secure access provided to Service Provider, DIR, DIR Customers, Authorized Users and DIR designees based on profiles and roles and responsibilities

**10.13.3 Tools/Technology to be utilized:**

- BMC® Remedy® Web Portal

**10.14 Change Management**

**10.14.1 Commencement Date through transformation:**

- Support Center operational and BMC® Remedy© tool set utilized for tracking and managing change and service requests
- Change and service request process agreed to with DIR and DIR Customers and process documented in Policy and Procedures Manual
- Change or service requests pertaining to TxSDC facility or Unisys mainframe environment managed through BMC® Remedy® system effective September 1, 2007

**10.14.2 Transformed environment:**

- Support Center BMC® Remedy® tool set used as centralized point to enter, track and manage change and new service requests.
- Change and service requests status and tracking information available to Service Provider, DIR, DIR Customers and Authorized Users via the Web Portal

**10.14.3 Tools/Technology to be utilized:**

- BMC® Remedy® Service Desk
- BMC® Remedy® Web Portal

## **10.15 Problem Management**

### **10.15.1 Commencement Date through transformation:**

- Level 2/3 Support Center operational as of Commencement Date to provide designated Authorized Users with single point of contact on 7X24 basis
- Reported incidents tracked and managed through Remedy tool set
- Designated Authorized Users provided access to Service Provider Remedy Tool set

### **10.15.2 Transformed environment:**

- Support Center provides centralized single point of contact to Authorized Users for Level 2/3 problem management
- Support Center manages reported incident from the point a ticket is opened to incident resolution
- Problem ticket closure verified with Authorized User
- Authorized Users contact Support Center through multiple interfaces including direct interface, e-mail, telephone or Web Portal
- Service Provider Remedy tool integrated with specific DIR Customer commercial off the shelf software problem management tools for automated system interface

### **10.15.3 Tools/Technology to be utilized:**

- BMC® Remedy® Service Desk
- BMC® Remedy® Web Portal

## **11.0 KEY SOFTWARE TO BE PROVIDED**

### **11.1 Support Center**

- BMC® Remedy® Service Desk
- BMC® Remedy® Service Level Management
- The Nortel Symposium Automatic Call Distribution (ACD)

### **11.2 Chargeback**

- IBM Tivoli Usage and Accounting Manager (ITUAM)
- Leverage server tools including Server Resource Manager

### 11.3 Mainframe - IBM

- Activity Monitor for DB2
- Auto Ops Tool
- Change Manager for DB2
- CICS Monitor
- Central Monitoring Facility (CMF) Monitor MVS/ESA
- Copy Plus for DB2
- DASD MANAGER PLUS
- DB2 Cat. Tool
- DB2 Monitor
- Fulfillment for CICS-MV Auto operator for CICS
- Fulfillment for CICS-MV for CICS
- Fulfillment for DB2-MV for DB2
- INTUNE
- Log Master for DB2
- Mainview Automation Base-MV Auto operator for OS/390
- Mainview Automation Base-MV Focal Point
- Mainview DB2
- Mainview for DB2
- Mainview for Z/OS
- Mainview Infra.
- Mainview Manager for MVS-MV Auto operator Access
- Mainview Manager for MVS-MV for OS/390
- Mainview Predict
- Mainview Focal Point
- Mainview System Program
- MVS Monitor
- REORG Plus for DB2
- Secondary Index Utility/EP
- SUPEROPTIMIZER
- TMON (the Monitor) for CICS
- TMON (the Monitor) for DB2
- TMON (the Monitor) for MVS
- TMON (the Monitor) for TCP/IP
- TMON (the Monitor) for VTAM
- UNLOAD Plus for DB2 .

### 11.4 Mainframe - Unisys

- Current toolsets used to manage the Unisys mainframe environment

### 11.5 Server

- Remotely Anywhere / CA vShell

- Server Resource Management (SRM)
- Snapshot
- Tivoli Application Dependency Discovery Manager (TADDM)
- Tivoli Configuration Manager (TCM)
- Tivoli Enterprise Console (TEC)
- Tivoli Monitoring
- Tivoli NetView Enterprise
- Tivoli Storage Manager (TSM)
- Tivoli Workload Scheduler (TWS)
- WAAS (Wide Area Application Services)
- Zenworks

## **11.6 Security**

- Anti Virus - Symantec AV central console
- Health Checking – Virtual System Admin
- Host Intrusion Detection Server (HIDS) - Symantec Intruder Alert
- Network Intrusion Detection Server (NIDS) - Cisco 4255
- Vulnerability Scanning – Qualsys

## **11.7 Print/Mail**

- DFWorks
- DPV™ (Delivery Point Validation)
- Living Disaster Recovery Plan Software (LDRPS)
- Pre-Sort - CODE 1 Plus including CASS
- The NearStar DataServer 6.0
- The Stream Weaver Engine TM
- VeriMove™

## **11.8 Asset Management**

- BMC® Remedy® Asset Management

## **11.9 Web Portal**

- BMC® Remedy® Web Portal

## **11.10 Change Management**

- BMC® Remedy® Service Desk

## **11.11 Problem Management**

- BMC® Remedy® Service Desk