

**PROJECT NUMBER 39709
AMENDMENT # 1 TO
MASTER SOFTWARE LICENSE AND SERVICES AGREEMENT
FOR OFF-THE-SHELF SOFTWARE
BETWEEN
INTERGRAPH CORPORATION
AND
MISSISSIPPI DEPARTMENT OF INFORMATION TECHNOLOGY SERVICES
AS CONTRACTING AGENT FOR THE
AGENCIES AND INSTITUTIONS OF THE STATE OF MISSISSIPPI**

This document (hereinafter referred to as "Amendment Number 1") shall serve to amend the original Master Software License and Services Agreement For Off-the-Shelf Software executed on June 4, 2007 (hereinafter referred to as "Master Agreement"), between Intergraph Corporation, a Delaware corporation having its principal place of business at 19 Interpro Road, Madison, Alabama 35749 (hereinafter referred to as "Contractor"), and the Mississippi Department of Information Technology Services having its principal place of business at 3771 Eastwood Drive, Jackson, Mississippi 39211 (hereinafter referred to as "ITS"), as contracting agent for the governmental agencies, governing authorities, and educational institutions of the State of Mississippi (hereinafter referred to as "Customer"). ITS and Customer are sometimes collectively referred to herein as "State".

WHEREAS, the Master Agreement is expiring and there is insufficient time for the parties to negotiate any modifications that either party may have; and

WHEREAS, ITS and Contractor mutually agree to enter into this short term renewal amendment in order to give both parties an opportunity to negotiate any revisions to the Master Agreement that are needed prior to entering into a subsequent long term renewal amendment;

NOW THEREFORE, ITS and Contractor, by entering into this Amendment Number 1, mutually agree that the following provisions shall modify the aforementioned Master Agreement:

- 1) Article 1 "Term of Agreement" shall be and hereby is revised so as to extend the term of this Master Agreement for a period of ninety (90) days beginning June 4, 2012 and continuing through the close of business on September 3, 2012.
- 2) The second and third sentences of Article 24 "Notice" shall be and hereby are revised to read: ITS' address for notice is: Craig P. Orgeron, Ph.D., Executive Director, Mississippi Department of Information Technology Services, 3771 Eastwood Drive, Jackson, Mississippi 39211. Contractor's address for notice is: Mr. Michael Patton, Divisional Counsel, Intergraph Corporation, 19 Interpro Road, Madison, Alabama 35749."

All other terms and conditions of the Master Agreement executed on June 4, 2007, shall remain unchanged and in full force and effect.

**State of Mississippi, Department of
Information Technology Services, on
behalf of agencies and institutions of the
State of Mississippi**

By: 
Authorized Signature

Printed Name: Craig P. Orgeron, Ph.D.

Title: Executive Director

Date: 5/31/12

Intergraph Corporation

By: 
Authorized Signature

Printed Name: Jennifer Williams

Title: Director

Date: 5-30-12