



August 13, 2021

Matthew Mackel
Director, Business Development
National Cooperative Purchasing Alliance
(832) 331-2985
mmackel@ncpa.us

Subject: Transition of Infrastructure as a Service (IaaS) from IBM to Kyndryl Inc.

Dear Matthew:

On October 8, 2020, International Business Machines Corporation (“IBM”) announced it will separate its Managed Infrastructure Services unit of its Global Technology Services division into a new public company, later announced as Kyndryl Inc. The transaction will close in the United States on September 1, 2021 (herein referred to as the “Spin-off Date”). Given that this is a global business, there are dates for other countries around the world. Additional information about the transaction may be found at www.kyndryl.com.

We hereby request your consent to transfer (“Transfer”) your contract NCPA 01-67 for the In-scope Services which includes your IBM Customer Relationship Agreement or similar base agreement and any applicable attachments, transaction documents, and/or confidentiality agreements (collectively, your “Original Contract”) effective as of the Spin-off Date from IBM to Kyndryl but only to the extent it relates to the In-scope Services, IaaS and associated IT Professional Services – fixed price and hourly rate services. This will result in the creation of a new contract (the “Assigned Contract”) between you and Kyndryl with respect to only the In-scope Services that replicates the terms of your Original Contract. Your Original Contract will remain in full force and effect with IBM with respect to all other transactions.

As of the Spin-off Date, Kyndryl will be deemed to assume all rights and obligations under your Assigned Contract as it relates to the In-scope Services in place of IBM and IBM will be released from such obligations. This includes any remaining IaaS services, and/or any active professional services statements of work not completed as of the Spin-off Date. All references to IBM in your Assigned Contract shall be deemed to be references to Kyndryl and your ongoing contractual relationship for In-scope Services will be between you and Kyndryl instead of IBM.


With regard to all payments, all invoices issued by IBM should be paid to IBM and all invoices issued by Kyndryl should be paid to such entity, referencing the appropriate remit to address.

If you have questions about the Products and Services affected by this Transfer or whether a particular contract is part of this Transfer, please contact your IBM Representative (Eric Rice).

IBM and Kyndryl thank you for giving us the opportunity to help your business continue to succeed, and we look forward to serving you in the future.


We would appreciate if you could sign below and return to us a copy of this letter confirming your consent to this Transfer within 15 days of the date of this letter to the following IBM contact: Eric Rice at erice2@us.ibm.com. Please retain a copy of this letter for your files.

Sincerely,


Eric Rice
IBM Global Markets, Public Sector

Customer Acceptance:

National Cooperative Purchasing Alliance

By: 
Authorized Signatory

Name: Matthew Mackel

Title: Director, Business Development

Date: August 16, 2021