



Department of Administration
 Purchasing Division
 2019 Washington Street East
 Post Office Box 50130
 Charleston, WV 25305-0130

State of West Virginia
Contract

Order Date: 11-08-2023

CORRECT ORDER NUMBER MUST APPEAR
 ON ALL PACKAGES, INVOICES, AND
 SHIPPING PAPERS. QUESTIONS
 CONCERNING THIS ORDER SHOULD BE
 DIRECTED TO THE DEPARTMENT
 CONTACT.

Order Number:	CCT 0705 0705 LOT1600000001 35	Procurement Folder:	12104
Document Name:	CENTRAL MANAGEMENT SYSTEM (CMS)	Reason for Modification:	Change Order 11 - To Increase Contract
Document Description:	Central Management System (CMS)		
Procurement Type:	Central Contract - Fixed Amt		
Buyer Name:	Linda B Harper		
Telephone:	(304) 558-0468		
Email:	linda.b.harper@wv.gov		
Shipping Method:	Best Way	Effective Start Date:	2016-07-01
Free on Board:	FOB Dest, Freight Prepaid	Effective End Date:	2026-06-30

VENDOR				DEPARTMENT CONTACT	
Vendor Customer Code:	00000216224			Requestor Name:	Thomas P Hymes
LIGHT AND WONDER INTERNATIONAL INC				Requestor Phone:	304-558-2350
1500 BLUEGRASS LKS PKWY				Requestor Email:	thymes@wvlottery.com
ALPHARETTA	GA	30004		<div style="font-size: 48pt; font-weight: bold;">24</div> <div style="font-weight: bold;">FILE LOCATION _____</div>	
US					
Vendor Contact Phone:	770-664-3700	Extension:			
Discount Details:					
	Discount Allowed	Discount Percentage	Discount Days		
#1	No	0.0000	0		
#2	Not Entered				
#3	Not Entered				
#4	Not Entered				

INVOICE TO	SHIP TO
ACCOUNTS PAYABLE LOTTERY PO BOX 2067 CHARLESTON WV 25327-2067 US	PURCHASING LOTTERY 900 PENNSYLVANIA AVE CHARLESTON WV 25302 US

11-9-23 Rpt 1-3024 GC
 12-11-24 GC

Total Order Amount: \$5,806,426.00

Purchasing Division's File Copy

PURCHASING DIVISION AUTHORIZATION	ATTORNEY GENERAL APPROVAL AS TO FORM	ENCUMBRANCE CERTIFICATION
DATE: <i>Mary Ann</i> 11/09/2023 ELECTRONIC SIGNATURE ON FILE	DATE: <i>John S. Gray</i> ELECTRONIC SIGNATURE ON FILE	DATE: <i>4-22-24</i> ELECTRONIC SIGNATURE ON FILE

4176004

Extended Description:

Change Order

Change Order No. 11 - is issued to increase the original contract according to all terms, conditions, prices and specifications contained in the original contract including all authorized change orders, except that the contract (unit prices, hourly rates, annual fee, etc.) is increased as defined in the attached documentation.

No other changes

All provisions of the original Contract and subsequent Change Orders not modified herein shall remain in full force and effect.

Line	Commodity Code	Quantity	Unit	Unit Price	Total Price
1	43211512	0.00000		0.000000	\$4,250,000.00
Service From	Service To	Manufacturer		Model No	
2016-07-01	2026-06-30				

Commodity Line Description: CENTRAL MANAGEMENT SYSTEM (CMS) MAINFRAME

Extended Description:

CMS MAINFRAME TO INCLUDE HARDWARE, SOFTWARE, COMMUNICATIONS, & MAINTENANCE

Line	Commodity Code	Quantity	Unit	Unit Price	Total Price
2	43211512	0.00000		0.000000	\$9,000.00
Service From	Service To	Manufacturer		Model No	
2016-07-01	2026-06-30				

Commodity Line Description: COMPLIANCE TESTING BY GLI

Extended Description:

CMS MAINFRAME TO INCLUDE HARDWARE, SOFTWARE, COMMUNICATIONS, & MAINTENANCE

Line	Commodity Code	Quantity	Unit	Unit Price	Total Price
3	43211512	0.00000		0.000000	\$1,547,426.00
Service From	Service To	Manufacturer		Model No	
2023-11-07	2026-06-30				

Commodity Line Description: CMS NEW HARDWARE MAINFRAME UPGRADE

Extended Description:

CO # 11 - CMS NEW HARDWARE MAINFRAME UPGRADE TO INCLUDE:

- 1) All system & network hardware received by L&W from vendors.
- 2) Shipment of system & network hardware, & completed software by L&W to Lottery.
- 3) Go live with new system hardware.
- 4) Completion of audit.

October 12, 2023

West Virginia Lottery
900 Pennsylvania Avenue
Charleston, WV 25302

RE: West Virginia Lottery Connexus System Hardware Upgrade ("Letter Agreement")

Dear Director John Myers:

This Letter Agreement (hereinafter, "Agreement") is intended to memorialize commercial terms agreed upon by and between:

1. *Light and Wonder International, Inc (f/k/a Scientific Games International, Inc.)*, a Light & Wonder company ("L&W"), and
2. the *West Virginia Lottery, a West Virginia State Government Agency* ("Lottery"),

for the purposes of implementing a system hardware upgrade for Connexus video lottery operations in the state of West Virginia as regulated by the Lottery. L&W and Lottery may also be referenced herein as the "Parties."

The understanding of the Parties is as follows:

- L&W will implement a new system hardware upgrade (the "Enhancement"), per the *State of West Virginia Contract* between L&W and the Lottery dated July 1, 2016 (the "Central System Management Contract Agreement"). Other than the new equipment and service pricing and other mutually agreed terms in this Letter Agreement, the Parties agree to be bound by the same terms set forth in that certain July 1, 2016 Central System Management Contract.
- The requirements for the Enhancement will include.
 - o Primary Data Center system and network hardware,
 - o Backup Data Center system and network hardware,
 - o UAT system and network hardware,
 - o GLI system and network hardware,
 - o Updates to the Connexus system needed for new Windows and SQL versions,
 - o All services for the upgrade including procuring all hardware and software, building and configuring, testing, shipping, installing, training, and go-live activities,
 - o All L&W travel needed for install, go-live, and training,Enhancements and Updates to casino/limited video lottery site equipment or software **IS NOT** included in this Agreement.
- After the Enhancement is delivered to Lottery, L&W will be subject to a security audit on the primary and back-up systems, which will specifically include:
 - o Vulnerability Assessment (application and network)
 - o Penetration Test
 - o Security Audit
- The price for the Enhancement shall be a total of one million five hundred forty-seven thousand four hundred twenty-six dollars and zero cents (\$1,547,426.00). L&W will receive payment for all bespoke work for the Enhancement from the Lottery. Payments will be made according to the payment schedule in Appendix A.
 - o A breakdown of the total includes:
 - Hardware: \$1,212,762
 - Engineering and Services: \$284,664
 - Security Audit: \$50,000
 - o Total \$ 1,547,426
- For clarity, the Lottery shall own all hardware completely at the time of the time of deployment of the Enhancement, and ownership will continue after the expiration of the July 1, 2016 Central Management System Contract between the Parties.

- For clarity, the Lottery shall have no intellectual property rights within the Enhancement (for example, any of the software used for Connexus), other than a limited license to use it for the duration of the existing L&W/Lottery Agreement.

This Agreement is **confidential** and void if not fully executed by all parties. However, L&W acknowledges the contents of this Agreement will be disclosed to the public as a public document as a part of the public procurement process. L&W further acknowledges that all other confidentiality obligations of the Lottery as set forth in the Agreement apply to disclosure requests subsequent to, and not including, the disclosure of this Agreement as party of the mandated state procurement process. Please signify Lottery's agreement to the terms of this Letter Agreement by having an authorized representative sign and return a copy to L&W.

Sincerely yours,

Robert J. Parente 10/25/2023

Bob Parente
Executive Vice President & Chief Revenue Officer
LNW Gaming Inc

Agreed on behalf of West Virginia Lottery:

Signature

John A. Myers 10/26/23

John A. Myers, Director
West Virginia Lottery

Appendix A – Payment Schedule

L&W shall invoice the Lottery after each of these benchmarks:

Invoice	Benchmark	Amount of Invoice
1	All system & network hardware received by L&W from vendors	\$ 898,000
2	Shipment of system & network hardware, & completed software by L&W to Lottery	\$ 300,000
3	go live with new system hardware	\$ 299,426
4	completion of audit	\$ 50,000
	TOTAL	\$ 1,547,426

APPROVED
[Signature]
11/9/23



MEMORANDUM

To: Toby Welch, Senior Buyer, West Virginia Purchasing Division

From: W. Brian Nickerson, Esq., General Counsel, West Virginia Lottery *WBN*

Date: November 7, 2023

Re: Change Order # 11 – CCT LOT16*01 - NEW HARDWARE MAINFRAME UPGRADE

Mr. Welch,

Section 4.1.7.1.3 of CCT LOT16*01 states, “CMS hardware will be replaced by new equipment of then-current model or version every five (5) years, or as specified during the business requirements process with those costs being the responsibility of the Lottery.”

The attached changed order, which is a letter agreement dated October 12, 2023, by and between the Lottery and Light & Wonder (f/k/a Scientific Games), its central management system (“CSM”) vendor, contemplates a hardware and software replacement pursuant to 4.1.7.1.3. All of the costs set forth therein are for the acquisition of additional hardware and software and related equipment and services.

Please do not hesitate to contact me should you have any questions or concerns regarding this letter or the attached agreement and request for change order.

REQUEST FOR PROPOSAL

West Virginia Lottery CRFP LOT1500000001

4.1.7 Hardware and Software Specifications (Systems Design)

4.1.7.1 All CMS hardware and software components include the following features:

4.1.7.1.1 Standardized fault tolerant and redundant with no single point of failure. All components to be configured/setup by the Vendor;

4.1.7.1.2 Tested by the independent testing lab before installed. Vendor will configure, support, and maintain CMS for the life of the contract;

4.1.7.1.3 CMS hardware will be replaced by new equipment of then-current model or version every five (5) years, or as specified during the business requirements process with those costs being the responsibility of the Lottery; and,

4.1.7.1.4 Fully supported by respective manufacturer or supplier at all times during the contract through maintenance agreements acquired and maintained by the Vendor subject to Lottery approval. All maintenance agreements require a twenty-four hour on-site response time from all manufacturers.

4.1.7.1.4.1 If support for any hardware module, component, or software is discontinued by the manufacturer or supplier then the Vendor is to replace the respective hardware modules, component, or software modules at its own cost prior to the support being discontinued. Vendor is to immediately inform the Lottery of any support discontinuation.

4.1.7.1.4.2 If any hardware module, component or software is declared 'end of life' by the manufacturer the Vendor is to immediately inform the Lottery and a mutually agreeable schedule for replacement will be developed.

4.1.7.1.4.3 The Lottery expects the Vendor to be the sole contact and responsible party for any third party hardware/software solution utilized by the Vendor during problem determination and remediation.

4.1.7.2 The Vendor shall obtain prior written approval from the Lottery before making any enhancement or modification to the hardware or software configuration and procedures.

4.1.8 Management Terminals: Vendor is not required to furnish the casino management terminals but is required to provide any special application software required for their operation. Vendor is responsible for providing software and hardware specifications for optimum performance at casinos utilizing management terminals.

4.1.8.1 Web Portals: The Vendor design includes providing a web portal to be able to access the functionality provided by a management terminal at the casinos as well as LVL locations, including the same operational functions, printing capabilities, and security requirements. The Web Portal shall operate under industry standard web browsers, including Internet Explorer Version 8 and higher, Firefox, and Safari among others. The Vendor is to identify any functions known to cause compatibility issues with specific versions.



STATE OF WEST VIRGINIA
DEPARTMENT OF ADMINISTRATION
OFFICE OF TECHNOLOGY
State Capitol
Charleston, West Virginia 25305

Mark D. Scott
Cabinet Secretary

Heather D. Abbott
Chief Information Officer

**TO: Thomas Hymes
Lottery Commission**

**FROM: Heather D. Abbott, Chief Information Officer
Office of Technology**

**SUBJECT: INFORMATION TECHNOLOGY PROCUREMENT
CRFP Lot15*01 IS&C NUMBER: 2024-8087**

DATE: August 31, 2023

West Virginia Code §5A-6-4(a)(3) permits the Chief Technology Officer to "evaluate the economic justification, system design and suitability of information equipment and related services, and review and make recommendations on the purchase, lease or acquisition of information equipment and contracts for related services by the state spending units."

West Virginia Code §5A-6-4c requires that the Chief Technology Officer review and approve "a major information technology project."

West Virginia Code §5A-6-5 requires that "any state spending unit that pursues an information technology purchase that does not meet the definition of a 'major technology project' and that is required to submit a request for proposal to the State Purchasing Division prior to purchasing goods or services shall obtain the approval of the Chief Technology Officer, in writing, of any proposed purchase of goods or services related to its information technology and telecommunication systems."

After conducting a review of your request for CMS Hardware Replacement, the Office of Technology has determined:

That your request is approved.

That your request is not subject to the review and approval provisions contained in Chapter 5A, Article 6 of the Code, therefore, it does not need approval by the Office of Technology.

This memorandum constitutes this office's official review and a copy should be attached to your purchase order and any other correspondence related to this request.

If you have questions, or need additional information, please contact Consulting Services at Consulting.Services@wv.gov.

COMPLIANCE VERIFICATION CHECKLIST FOR REQUISITION SUBMISSION

<i>Purchasing Division Use:</i> Buyer: <u>TW-98</u> Date: <u>11/8/23</u> Solicitation No. <u>CCT LOT 16*01</u>	Agency: <u>WV Lottery</u> Procurement Officer Submitting Requisition: <u>Thomas Hymes</u> Requisition No. <u>CCT LOT 16*01</u> PF No.: <u>12104</u>
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This checklist **MUST** be completed by a state agency's designated procurement officer and submitted with the Purchase Requisition to the Purchasing Division. The purpose of the checklist is to verify that an agency procurement officer has obtained and included required documentation necessary for the Purchasing Division to process the requisition without future processing disruptions. At the agency's preference, the agency **MUST** either submit the checklist by attaching it to the requisition's Header **OR** by placing it in the requisition's Procurement Folder.

FOR ALL SOLICITATION TYPES:

	Compliance Check Type	Required	Provided, if Required	Not Required	Purch. Div. Confirmation
1	Specifications and Pricing Page included	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Use of correct specification template	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Use of correct requisition type [CRQS → CCT or CPO] or [CRQM → CMA]	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Use of most current terms and conditions www.state.wv.us/admin/purchase/TCP.pdf	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Maximum budgeted amount in wvoasis	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Suggested vendors in wvoasis	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Capitol Building Commission pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8	Financing (Governor's Office) pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9	Fleet Management Division pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Compliance Check Type	Required	Provided, if Required	Not Required	Purch. Div. Confirmation
10	Insurance requirements				
	Commercial General Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Automobile Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Workers' Compensation/Employer's Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Cyber Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Builder's Risk/Installation Floater	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Professional Liability	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Other (specify)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11	Office of Technology CIO pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12	Treasurer's Office (banking) pre-approval	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

FOR CHANGE ORDERS/RENEWALS:

1	Two-party agreement	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
2	Standard change order language	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
3	Office of Technology CIO approval	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
4	Justification for price increases/backdating/other	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
5	Bond Rider (Construction)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
6	Secretary of State Verification	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
7	State debarment verification	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
8	Federal debarment verification	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**The items pre-checked are required before a Purchase Requisition may be submitted to the Purchasing Division. Failure to complete and verify this documentation may result in rejection of the requisition back to the agency. It is up to the agency procurement officer to determine if pre-approvals, insurance, or other documentation is needed for the purchase. The referenced information below may be used to make this determination.*

For Purchasing Division Use Only:

I have reviewed the requisition identified above and find that it is sufficient to advertise publicly to the vendor community. My review does not preclude the possibility that the vendor community, or some other entity, will identify an area of concern; however, should such issues or concerns arise, they will be reviewed and addressed as may be appropriate.

Signature: _____