**Third Party Terms Indemnification Agreement**

Pursuant to this Third Party Terms Indemnification Agreement, (Vendor Name) and the State of West Virginia (“State”) agree that the contract resulting from the solicitation identified as: (Award Document Number) for software, shall be modified as follows to include an indemnification obligation on the part of (Vendor) for third party terms and conditions.

**Third Party Terms and Conditions Indemnification:** The Parties agree that all third party terms and conditions are modified by the terms of the WV-96 Agreement Addendum for Software and services, both signed by (Vendor) (the “WV-96 Addendum”). The intent of the parties is that the WV-96 Addendum will prevail in the event of any conflicts. (Vendor) shall indemnify the State for claims brought by a vendor asserting third party terms and conditions prevail over the WV-96 Addendum.

**(Vendor) State Agency: (Agency Name)**

**By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**West Virginia Purchasing Division Attorney General Approved As To Form**

**By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

**Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

EXHIBIT A – WV-96