

ORDERING GUIDE

FOR

***Enterprise Software Initiative /
GSA SmartBUY Enterprise Software Agreement
(ESI/SmartBUY ESA)
For Data At Rest (DAR) Products***

***Blanket Purchase Agreement (BPA)
FA8771-07-A-0312***



Merlin International ORDERING GUIDE

For orders placed against the

ESI/SmartBUY ESA

For GuardianEdge Products

ORDERING GUIDE

*For orders placed against the
ESI / SmartBUY ESA
For Data At Rest (DAR)
GuardianEdge Products*

1. **GENERAL.** Blanket Purchase Agreement (BPA) # FA8771-07-A-0312 was issued to Merlin International, Inc. (Merlin), under GSA contract, GS-35F-0783M on Jun 15, 2007. This guide is provided to assist in ordering and administration at decentralized locations and to provide basic terms of the BPA. This ESI/SmartBUY is a joint project of the DoD Enterprise Software Initiative (ESI) and the GSA SmartBUY Program. The BPA is managed by the Department of the Air Force, HQ 754 ELSG/KA, who maintains awareness of market conditions to ensure this BPA continues to deliver the highest quality products at the best possible price!
2. **TERM OF BPA.** This BPA was established on 6/15/2007 and expires 6/14/2012. Expiration is contingent upon the Contractor maintaining or renewing a GSA FSS Schedule. The BPA will be reviewed annually to ensure that it still represents a “best value”.
3. **AUTHORIZED BPA USERS.** The BPA is open for ordering by all United States Executive Agencies, Independent Establishments, Department of Defense (DoD) Components, NATO, FMS (with written authorization) and contractors authorized to order in accordance with the FAR Part 51. State & Local customers are also authorized to purchase from this BPA. State & Local must request permission and pricing before ordering from Merlin International.
4. **DELIVERY ORDERS.** The scope of this effort is worldwide. Delivery requirements will be stipulated on Delivery Orders. Ordering via this BPA is decentralized. Orders are prepared by a Government Ordering Officer (a duly warranted Contracting Officer whose warrant authorizes purchases from the GSA Schedule) in accordance with the terms and conditions of this BPA and the GSA Schedule.
5. **ORDERING METHODS:** Orders are placed directly with Merlin in accordance with published ordering procedures (reference FAR 8.4). Orders can be placed via Electronic Data Interchange (EDI), e-commerce sites, paper or facsimile, SF1449, or Department of Defense (DD) Form 1155, or by telephone using the Government Wide Credit Card. These options are subject to your local policy. DoD agencies should follow the procedures in DFARS 208.405-70(b) and (c). In addition to the use of the Government Wide Credit Card, organizations may place orders subject to invoice and payment through Government Paying Offices. Merlin has a World Wide Web (www) page for information and ordering http://www.merlin-intl.com/contracting_ESIBPA.asp. Approved pricing can be located at http://www.merlin-intl.com/contracting/DAREAttachment_1.xls
 - **GOVERNMENT WIDE CREDIT CARD ORDERS:** Contact Inside Sales POC below.
 - **SF1449 ORDERS:** Process SF1449s through the servicing base contracting office.
 - ◇ Ordering Address, Remit To and CAGE information:

- ⇒ Federal TIN: 84-1424371
- ⇒ DUNS: 07-3521101
- ⇒ CAGE Code: 1XAZ0
- ⇒ Ordering Address: See POC below
- ⇒ Remit To: See Payment below

- ◇ Place GSA contract Number GS-35F-0783M in Block 2 and a locally assigned order number in Block 4. The applicable BPA number FA8771-07-A-0312 must be shown in block 20.
- ◇ Or, place BPA number FA8771-07-A-0312 in Block 2 and a locally assigned delivery order number in Block 4.
- ◇ Assign contract accounting classification reference numbers (ACRNs) to the accounting and appropriation data in accordance with DFARS 204.7107.
- ◇ Open Market (non-contract) items may be added to a FSS BPA individual order, provided that the items are clearly labeled as such on the order, all applicable regulations have been followed, and price reasonableness has been determined by the *ordering activity* for the open market items.
- ◇ The completed SF1449 will be forwarded (fax or mail) to the contractor at the following address:
 - Fax: 303-221-0534
 - Mailing Address: See POC below. Use Inside Sales Address.
 - A copy of your SF1449 must be sent to your servicing DFAS center.

6. DELIVERY

- Merlin is required to deliver all products within 30 days of receipt of order. More expedient delivery terms may be proposed on individual orders, and are encouraged. Deliveries will be made to the address specified on the delivery orders issued against the BPA.
- Terms and conditions of the BPA and the GSA contract apply. A copy of the GSA contract and the BPA are available at the Merlin home page, www.merlin-intl.com.

7. INVOICING AND PAYMENT.

- The requirements of a proper invoice are as specified below as required by FAR 52.212-4 in the Federal Supply Schedule contract. Full text of this clause can be found on the web at URL: <http://farsite.hill.af.mil/>. The contractor shall submit an original invoice and three copies (or electronic invoice, if authorized), to the address specified on the delivery orders issued against the BPA. An invoice must include:
 - ◇ Name and address of the Contractor
 - ◇ Invoice date

- ◇ Contract number, contract line item number and, if applicable, the order number
 - ◇ Description, quantity, unit of measure, unit price and extended price of the items delivered
 - ◇ Shipping number and date of shipment, including the bill of lading number and weight of shipment if shipped on Government bill of lading
 - ◇ Terms of any prompt payment discount offered
 - ◇ Name and address of official to whom payment is to be sent
 - ◇ Name, title, and phone number of the person to be notified in event of defective invoice
- Invoices will be handled in accordance with the Prompt Payment Act (31 U.S.C. 3909) and Office of Management and Budget (OMB) Circular A-125. Prompt Payment Contractors are encouraged to assign an identification number to each invoice.

8. PAYMENTS.

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|---|--|
| <p>For Wires and EFT: Merlin International, Inc. DBA: Merlin Technical Solutions, Inc. Silicon Valley Bank ABA #121-140399</p> | <p>Payment by check submit to: Merlin International, Inc. DBA: Merlin Technical Solutions, Inc. Dept. CH17364 Palatine, IL 60055-7364</p> |
|---|--|

- **FAST PAYMENT PROCEDURE.** The provisions of FAR 52.213-1 FAST PAYMENT PROCEDURE are incorporated in this BPA by reference and pertain to Credit Card purchases or other applicable order deliveries. Fast Payment procedures may be used when the conditions of FAR 13.402 are met and the delivery order authorizes Fast Payment. Full text of this clause can be found on the web at URL: <http://farsite.hill.af.mil/>.
- **PRECEDENCE.** The terms and conditions included in this BPA apply to all purchases made pursuant to it. In the event of an inconsistency between the provisions of the BPA and the Contractor's invoice, the provisions of the BPA will take precedence.

9. POINTS OF CONTACT.

For information or questions regarding ordering, order status, delivery, warranty or maintenance, contact Inside Sales at the number below.

- Merlin points of contacts (POC):

Inside Sales:
Merlin International
4B Inverness Court East
Englewood, CO 80112
POC: Donovan Quinonez
Phone: 303-339-2211
Fax: 303-221-0534
Email: dquinonez@merlin-intl.com

Program Management:
Merlin International
8381 Old Courthouse Road, Suite 200
Vienna, VA 22182
PCO: Don Tiaga
Phone: 703-752-8369
Fax: 703-752-2928
Email: dtiaga@merlin-intl.com

- Government points of contacts (POC):

Procuring Contracting Officer (PCO):

HQ 754th Electronic Systems Group
 ESS ESI Software Team
 490 E. Moore Dr., Bldg 892 Ste 270
 Gunter Annex-MAFB, 36114

PCO: Richard Ashley
 Phone: 334-416-4198
 Fax: 334-416-5571
 Email: Richard.ashley@gunter.af.mil

ALT PCO: Maurice Griffin
 Phone: 334-416-6099
 Fax: 334-416-5571
 Email: Maurice.Griffin@Gunter.AF.Mil

Software Product Manager (SPM):

AF Information Assurance (IA) SPM:
 HQ 754th Electronic Systems Group
 ESS ESI Software Team
 490 E. Moore Dr., Bldg 892 Ste 270
 Gunter Annex-MAFB, 36114

AF IA SPM: Capt Valerie Reid
 Phone: 334-416-1074
 Fax: 334-416-5571
 Email: Valerie.Reid@Gunter.AF.Mil

Enterprise Software Initiative (ESI) SPM:
 HQ 754th Electronic Systems Group
 ESS ESI Software Team
 490 E. Moore Dr., Bldg 892 Ste 270
 Gunter Annex-MAFB, 36114

ESI SPM: Susan Kirkland
 Phone: 334-416-4169
 Fax: 334-416-5571
 Email: Susan.Kirkland@Gunter.AF.Mil

Customer Support: Jim Watkins
 Phone: 334-416-4206
 Fax: 334-416-5571
 Email: James.Watkins.ctr@Gunter.AF.Mil

GSA/SmartBUY for Civilian Federal and State/Local Agencies:

10304 Eaton Place
 Fairfax, VA 22030

GSA/SmartBUY POC: Ms Sharon Terango
 Phone: 703-306-6104
 Fax: 703-306-6816
 Email: Sharon.Terango@GSA.Gov

10. DD350 INFORMATION

| BLOCK | DESCRIPTION | CONTENTS |
|-------|---|----------|
| B5A | Contractor Identification Number | |
| B5C | Cage Code | |
| B5D | Contractor Name & Division Name | |
| B5E | Contractor Address | |
| B5F | Tin | |
| B5G | Parent Tin | |
| B5H | Parent Name | |
| B6A | City or Place Code | |
| B6B | State or Country Code | |
| B6C | City or Place and State or Country Name | |

11. LICENSE. Software licenses purchased under this BPA are perpetual software licenses subject to the licensing provisions of Vendor Product License Agreement and the terms of GSA Schedule SIN 132-33. Proof of license shall be provided to the end use customer. The product license key and delivery order invoice constitutes “proof of license”. Upon receipt of the delivery order, GuardianEdge will email the end user the software license information which contains the product license key and the applicable URL to download the software.

MEDIA. This software is not currently available on hard copy media. Software must be downloaded from <http://downloads.guardianedge.com>. Upon Credit Card or Purchase Order Approval, the end-users will be sent an email confirmation providing instructions to download software. The e-mail provides the following items:

- 1.- Product Name:
- 2.- Customer/end-user is directed to a Download Site
- 3.- Password

For each product that is purchased, a Service Agreement # is provided to the key person. Customers must remember this Service Agreement # when logging cases in our Customer Support Portal, or when using our Stand-by Tech Support live phone assistance, provided that 12 months of support services were also purchased at the time the licenses were acquired.

12. MAINTENANCE. Support services are subject to the terms and conditions of SIN 132-34 of GSA Schedule GS-35F-0783M and the special Support Services terms in effect on the date Support Services are ordered. GuardianEdge’s Support Services policies currently in effect are set forth in Exhibit B of the BPA.

13. E-COMMERCE SITE. DFARS Section 208.74 directs software buyers and requiring officials to check the DoD ESI website for DoD inventory or an ESA before using another method of acquisition. These steps for the buyer are summarized below:

- a. Check the Enterprise Agreement Summary Table to determine if software rights or maintenance have already been purchased and are available from DoD inventory. If they are available, purchase the designated software from DoD inventory and reimburse the SPM.
- b. If the required software rights or maintenance are not available from inventory or from an ESA, you may use an alternate method of acquisition, subject to laws and policy.
- c. If the required software rights or maintenance are not available from inventory but are available from an ESA, you must follow the procedure in the DoD ESI Policy, Section 6.2.3.
- d. If you must obtain the software or software maintenance outside the DoD ESA, you may seek a waiver from a management official designated by your DoD Component.

The web site can be viewed at <http://www.esi.mil/>.

14. PRICE REDUCTION (Most Favored Customer Prices). The prices under this BPA shall be at least as low as the prices that the contractor has under any other contract instrument under like terms and conditions. If at any time the prices under any other contract instrument become lower than the prices in this BPA, this BPA will be modified to include the lower prices.

15. PRICING LIST/TERMS. Attachment 1 of the BPA provides all applicable prices. Prices shall not escalate and are not subject to upward adjustment during the term of the BPA. Spot discounting is encouraged and all promotions shall be offered to the individual customers. The prices on the BPA will be reviewed annually, or as required to determine whether a reduction is appropriate in accordance with the price reduction provisions of the agreement. Please contact Merlin International for a current price quote or view the current price list at http://www.merlin-intl.com/contracting/DAREAttachment_1.xls.

A 2% Acquisition, Contracting, and Technical (ACT) Fee is included in the prices. Merlin is responsible for the payment of all fees that are included in the product pricing (i.e. GSA, ACT).

16. PROFESSIONAL SERVICES. Both Merlin International & GuardianEdge offer a variety of consulting and training services to ensure client success. Each engagement is tailored specifically to the needs of our clients.

Deployment Services

Merlin International, Inc. along with GuardianEdge's Professional Services staff works closely with you to fully understand your operational and security requirements. We can assist you in preparing a plan to effectively integrate and deploy Encryption Plus security solutions into your organization. Clients are provided the following services upon request:

Project Management – Merlin's Professional Services Organization can provide guidance in best-practice deployment methods, and develop a custom project plan and coordinate the work of team members throughout your organization to facilitate the deployment or upgrade of your security solution. We offer the expertise and skills gained through years of encryption software delivery for hundreds of companies. Deployment project management services are tailored to your specific needs.

On-Site Installation Support – Clients needing additional assistance with deployment or upgrade may request on-site services to work with your deployment team from project initiation to project close.

Training. Training programs for administrators, helpdesk staff, and end users are available to ensure that your staff gains the product knowledge necessary to seamlessly integrate Encryption Plus security solutions into your organization.

On-Site - This may be the most convenient solution for you. Merlin's and GuardianEdge Subject Matter Experts are fully trained and capable of providing our customers with real-time training at their facility. All you need is a good training facility on or near your site. No distance traveling is required by your staff. If additional paid consulting is needed, this may be combined with the training visit. The Contractor may be required to travel in performance

of orders issued under this contract. For those courses conducted at the ordering activity's location, instructor travel charges (if applicable), including mileage and daily living expenses, must comply with the Federal Travel Regulation or Joint Travel Regulations, as applicable, in effect on the date(s) the travel is performed. Contractors cannot use GSA city pair contracts.

GuardianEdge Facilities - GuardianEdge also conducts training sessions in its San Francisco, CA, facility. GuardianEdge's experienced, professional trainers deliver hands-on classes about our products for Encryption Administrators and their staff.

On-Line Seminars – Through Merlin, GuardianEdge can also conduct training sessions through conferencing and the internet, enabling personalized training for client organizations without travel.