AMENDMENT NO. 1
to the
MASTER SOFTWARE IMPLEMENTATION SERVICES AGREEMENT

This Amendment No. 1 is made as of the _____ day of _____, 2017, between the **CITY OF COLUMBIA** ("CLIENT"), and **N. HARRIS COMPUTER CORPORATION ON BEHALF OF ITS DIVISION, ADVANCED UTILITY SYSTEMS**, ("CONSULTANT").

RECITALS

A. WHEREAS, on August 6, 2014, CLIENT and CONSULTANT entered into a separate Master Software License Agreement ("Software Agreement"), Master Software Implementation Services Agreement ("Services Agreement"), and Master Software Support and Maintenance Agreement (the "Support and Maintenance Agreement") as part of the license of the CIS Infinity software by CONSULTANT to CLIENT; and

B. WHEREAS, as defined in Article 1.1(b) of the Services Agreement, any services that are considered to be materially out of the scope of the Services Agreement or result in an increase in the contract price shall be documented by a Change Order and approved by written amendment to the Implementation Services Agreement; and

C. WHEREAS, the Parties hereto desire to formally amend the Services Agreement with this First Amendment (hereinafter "First Amendment to the Services Agreement") and desire to be bound by the terms contained in the original Services Agreement and those contained in this First Amendment to the Services Agreement.

AMENDMENT

NOW, THEREFORE, in consideration of the mutual benefit to be derived by the parties, it is agreed to amend the Services Agreement, as follows:

1. CHANGE ORDER # 1, attached hereto as Exhibit A: Reallocation of Interface Development/ Configuration Hours to Post-Live.
2. CHANGE ORDER # 2, attached hereto as Exhibit B: Removal of subtask 2.1.2 and addition of new development requirements for HTE/Sunguard.
3. CHANGE ORDER # 4, attached hereto as Exhibit C: Add the *Infinity.Mobile* Add-On Product to the Scope of Work.
4. CHANGE ORDER # 6, attached hereto as Exhibit D: Following a meeting involving both parties, it was decided the Go-Live Date would be June 13, 2016.
5. CHANGE ORDER # 7, attached hereto as Exhibit E: Service Hours Extension for New Go-Live Date.
6. CHANGE ORDER # 8, attached hereto as Exhibit F: Reallocation of Unused Cash Register Interface Hours to post-live support.
7. Amend Schedule B of the Services Agreement ("Fee Structure and Payment Schedule") to reflect the above-noted Change Orders as outlined below:

	Description	Quantity/Hours	Cost
Services Fees	Project Management	700	$105,000
	Discovery	500	$75,000
	Data Conversion	600	$90,000
	Configuration	1180	$177,000
	Core and End user Training	800	$120,000
	Interfaces	854	$128,100
	Modifications (including Reports)	285	$42,750
	Post Live Support	160	$24,000
	CO# 4: *Infinity.Mobile* (including installation and configurations)	116	$17,400
	CO#7: Extension of 7 weeks to implementation schedule	360	$54,000
	Total Implementation Service Fees	**5,555**	**$833,250**
Estimated Travel Related Expenses			$180,000
	Total		**$1,013,250**

8. Section 7.35 of the original Services Agreement shall be replaced with the following:
"Total payment for Scope of Work and all other expenses and costs to the Client under the Services Agreement, the First Amendment to the Services Agreement, and further described herein shall not exceed one million thirteen thousand two hundred and fifty dollars ($1,013,250.00)."

9. All other terms of the Implementation Services Agreement shall remain unchanged and in full force and effect.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have duly executed this Amendment No. 1 to the Master Software Implementation Services Agreement, on the day and year first written above.

CITY OF COLUMBIA, MISSOURI

By: _____
Mike Matthes, City Manager

ATTEST:

By: _____
Sheela Amin, City Clerk

APPROVED AS TO FORM:

By: _____
Nancy Thompson, City Counselor

CERTIFICATION: I hereby certify that this contract is within the purpose of the appropriation to which it is to be charged, Account No. _____, and that there is an unencumbered balance to the credit of such appropriation sufficient to pay therefor.

By: _____
Michele Nix, Director of Finance

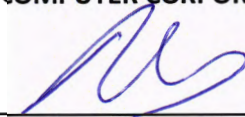**ADVANCED UTILITY SYSTEMS, A DIVISION OF N. HARRIS COMPUTER CORPORATION**

By: _____ MAR 27/17
Peter Fanous, Executive Vice President

Exhibit A

Change Order # 1

[Under Separate Cover]

CITY OF COLUMBIA

CIS Infinity Change Order
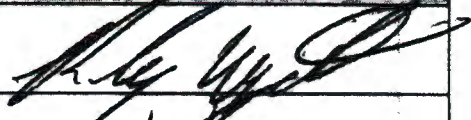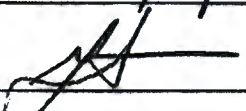
Date: Apr-09-2015

Change ID: Change Order #1

Description: Reallocation of Interface Development/Configuration Hours to Post-Live

Authorization

Advanced Utility Systems is authorized to proceed with the change for Client.

Project Role	Team Member	Signature / Date of Signature
Client Project Manager	*Randy Wyatt*	*[signature]*
		Date: *5/8/15*
Advanced Project Manager	MAXIME JACQUES	*[signature]*
		Date: *5/8/15*
(other)		
		Date:

Introduction

The City of Columbia and Advanced Utility Systems Corporation (Advanced) entered into a **Purchase License Agreement** (the Agreement) on August 6, 2014.

As defined in Article 1.1(b) of the **Master Software Implementation Services Agreement**: "Change Order" means any written documentation between the Client and Consultant evidencing their agreement to change particular aspects of this Agreement with no increase in cost. Any services that are considered to be materially out of the scope of the Agreement or result in an increase in the contract price shall only be approved by written amendment to the Agreement.

Based on this provision, Advanced presents the following Change Order to the City of Columbia.

Change Details

Many software interfaces are required as part of the City of Columbia CIS Infinity project as detailed in the original Scope of Work (SOW).

In order for the Advanced team to successfully develop those interfaces, and for the City of Columbia staff to test them, it is highly recommended that the products with which CIS Infinity is to interface with be live or in the last stages before go-live.

The Munis Work Management System Interface as detailed in subtasks 2.1.5 is already set to be a post-live item, however, through further discussions with the City of Columbia, the following interfaces will also need to be developed post-live as the software to interface with will only be ready after the CIS Infinity product is ready to go live:

Subtask #	Description	Hours
2.1.6	Tyler Cashiering	-
2.2.1	Munis Financial Management System - General Ledger	-
2.2.2	Munis Financial Management System - Refunds	-
2.2.6	ERP Document Management System	-
	Total	**171**

In order to successfully develop/configure those interfaces, 171h will be moved post-live. In addition, 30h of preparation work, analysis and documentation will be moved post-live for a total of 201h.

Estimate of Hours / Costs *

a) Requirement	b) Hours	c) Cost ($USD)
Interface development and configuration as detailed above	171	-
Preparation work, analysis and documentation	30	-
Total	**201h**	**$0**

* Net of applicable taxes and associated expenses

Please note that these hours represent an estimate to successfully complete the required configuration for the City of Columbia.

Exhibit B

Change Order # 2

[Under Separate Cover]

CITY OF COLUMBIA

CIS Infinity Change Order

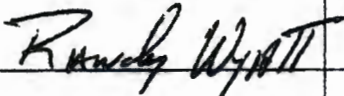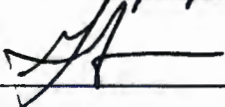**Date:**   Apr-09-2015

Change ID: Change Order #2

Description: Removal of subtask 2.1.2 and addition of new development requirements for HTE/Sunguard

Authorization

Advanced Utility Systems is authorized to proceed with the change for Client.

Project Role	Team Member	Signature / Date of Signature
Client Project Manager		
Randy Wyatt Advanced Project Manager	MAXIME JACQUES	Date: 5/8/15
		Date: 5/8/15
(other)		
		Date:

Introduction

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As defined in Article 1.1(b) of the **Master Software Implementation Services Agreement**: "Change Order" means any written documentation between the Client and Consultant evidencing their agreement to change particular aspects of this Agreement with no increase in cost. Any services that are considered to be materially out of the scope of the Agreement or result in an increase in the contract price shall only be approved by written amendment to the Agreement.

Based on this provision, Advanced presents the following Change Order to the City of Columbia.

Change Details

This change order is to address two modifications to the original Scope of Work:

1. Removal of subtask 2.1.2 "MUNIS Master Customer Database" as requested by the City of Columbia.
2. Addition of new development for an interface between CIS Infinity and HTE/Sunguard cash register software and financials

The current change order is meant to move the hours originally assigned to subtask 2.1.2 and assign them to the development of the interface with HTE/Sunguard cash register software and financials.

It has been determined that the work efforts needed for these two interfaces are equivalent and therefore, no extra hours will be required to be added to the project as a result of this change.

Since Advanced is no longer developing an interface to the MUNIS Master Customer Database, the City of Columbia is currently in talks with Advanced and other parties to evaluate if CIS Infinity can become their Master Customer Database. Advanced would therefore estimate the work efforts needed and the cost of this addition and submit a new change order to the City of Columbia should they require Advanced to handle their Master Customer Database needs.

Estimate of Hours / Costs *

a) Requirement	b) Hours	c) Cost ($USD)
Removal of subtask 2.1.2 "MUNIS Master Customer Database"	-	-
Development of an interface between CIS Infinity and HTE/Sunguard cash register software and financials	-	-
Total	-	$0

* Net of applicable taxes and associated expenses

Please note that these hours represent an estimate to successfully complete the required configuration for the City of Columbia.

Exhibit C

Change Order # 4

[Under Separate Cover]

CITY OF COLUMBIA

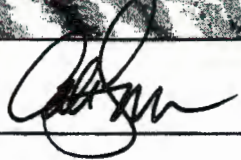# CIS Infinity Change Order

Date: Jun-01-2015

Change ID: Change Order #4

Description: Infinity.Mobile Add On

Authorization

Advanced Utility Systems is authorized to proceed with the change for Client.

Project Role	Team Member	Signature / Date of Signature
Columbia Project Manager	Cale Turner Purchasing Agent	
		Date: 6-5-15
Advanced Project Manager	MAXIME JACQUES	
		Date: JUNE 01, 2015
(other)		
		Date:

Introduction

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As defined in Article 1.1(b) of the **Master Software Implementation Services Agreement**: "Change Order" means any written documentation between the Client and Consultant evidencing their agreement to change particular aspects of this Agreement with no increase in cost. Any services that are considered to be materially out of the scope of the Agreement or result in an increase in the contract price shall only be approved by written amendment to the Agreement.

Based on this provision, Advanced presents the following Change Order to the City of Columbia.

Scope

The City of Columbia is moving forward with the Advanced Infinity.Mobile Product.

- Licence payment is due upon signing of this Change Order.
- Services and Configuration payments are due on install.
- Maintenance fees are due at go-live and will be pro-rated to coincide with the annual maintenance costs of existing products with Advanced.

Change Details

This change order adds the Infinity.Mobile Add On to the Scope of Work.

The following tasks will be completed as part of the implementation of Infinity.Mobile:

- Installation of Infinity.Mobile
- Discovery workshops (done via web and/or telephone conferencing)
- Configuration of Infinity.Mobile
  - o Prior to the start of the Infinity.Mobile workshop, Columbia will complete the Infinity.Mobile Checklist provided by Advanced.
- Configuration of CIS Infinity to link to Infinity.Mobile
- Administrator and User training (done via web and/or telephone conferencing)
- Testing support and consulting time
- Activation of Infinity.Mobile Production System
- Creation of Infinity.Mobile Test system

Estimate of Hours / Costs *

a) Requirement	b) Hours	c) Cost ($USD)
License (due upon signing this Change Order)	-	$30,000
Services and Configuration (due on install)	116	$17,400
Year 1 Maintenance (due at go-live)	-	$10,000
Total	116	$57,400

* Net of applicable taxes and associated expenses

Please note that these hours represent an estimate to successfully complete the required configuration for the City of Columbia.

Exhibit D

Change Order # 6

[Under Separate Cover]

City of Columbia
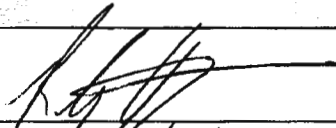
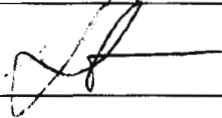# CIS Infinity Change Order

Date: April 6, 2016

Change ID: Change Order #6

Description: Go-Live Date - June 13, 2016

Authorization (Change Order #6 – Go-Live Date - June 13, 2016)

Advanced Utility Systems is authorized to proceed with the change for the City of Columbia.

Project Role	Team Member	Signature / Date of Signature
Columbia Project Manager	Randy Wyatt	
		Date: 4/6/2016
Advanced Project Manager	Maxime Jacques	
		Date: APRL 06, 2016

Introduction

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Based on this provision, Advanced presents the following Change Order to the City of Columbia.

Change Details

Following a meeting on April 6, 2016 involving both Advanced and Columbia Utilities Project Managers, it was mutually agreed that the go-live date will be June 13, 2016.

Consequently, no penalties are to be incurred by Advanced as indicated in the Liquidated Damages Clause defined in Article 2, Section 2.2, Sub-section (k) "Liquidated Damages" of the Master Software Implementation Services Agreement until 30 days after June 13, 2016.

Estimate of Hours / Costs *

Requirements	Cost $ (USD)
N/A	-
Total	-

* Net of applicable taxes and associated expenses

Exhibit E

Change Order # 7

[Under Separate Cover]

City of Columbia

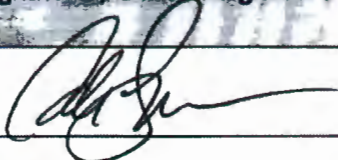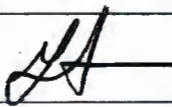# CIS Infinity Change Order

Date: April 19, 2016

Change ID: Change Order #7

Description: Service Hours Extension for New Go-Live Date

Authorization (CO #7 – Service Hours Extension for New Go-Live Date)

Advanced Utility Systems is authorized to proceed with the change for the City of Columbia.

Project Role	Team Member	Signature / Date of Signature
Columbia ~~Project Manager~~ *Purchasing Agent*	~~Randy Wyatt~~ *Cale Turner*	
		Date: 5-2-16
Advanced Project Manager	Maxime Jacques	
		Date: April 19, 2016
Other Signing Authority		
		Date:

Introduction

The City of Columbia and Advanced Utility Systems Corporation (Advanced) entered into a **Purchase License Agreement** (the Agreement) on August 6, 2014.

As defined in Article 1.1(b) of the **Master Software Implementation Services Agreement**: "Change Order" means any written documentation between the Client and Consultant evidencing their agreement to change particular aspects of this Agreement with no increase in cost. Any services that are considered to be materially out of the scope of the Agreement or result in an increase in the contract price shall only be approved by written amendment to the Agreement.

Based on this provision, Advanced presents the following Change Order to the City of Columbia.

Change Details

Columbia Utilities has requested an extension of seven weeks to the implementation schedule

In order to satisfy this, Advanced proposes the following change order:

- Push the go-live date as requested by Columbia Utilities without any penalties to Advanced
- Add 360 work hours to the project as recommended by Advanced to cover a 7-week extension from May 1, 2016 to June 19, 2016
- Additional conversion support and provide an additional Refresh of Data and Validation
- Additional technical and testing support during the extended period
- Post-Live support following the June 19th proposed go-live date as stated in the original Scope of Work

Estimate of Hours / Costs *

Requirements	Cost $ (USD)
360 additional work hours @ $150/h	$54,000
Total	$54,000

* Net of applicable taxes and associated expenses

Exhibit F

Change Order # 8

[Under Separate Cover]

City of Columbia

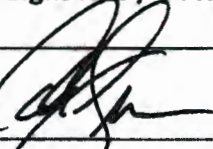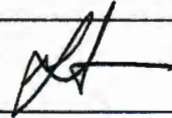# CIS Infinity Change Order

Date: May 30, 2016

Change ID: Change Order #8

Description: Reallocation of Unused Cash Register Interface Hours

Authorization (CO #8 – Reallocation of Unused Cash Register Interface Hours)

Advanced Utility Systems is authorized to proceed with the change for the City of Columbia.

Project Role	Team Member	Signature / Date of Signature
Columbia Project Manager ~~Purchasing Agent~~	Randy Wyatt *Cale Turner*	Date: 6-1-16
Advanced Project Manager	Maxime Jacques	Date: MAY 30, 2016
Other Signing Authority		Date:

Introduction

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Based on this provision, Advanced presents the following Change Order to the City of Columbia.

Change Details

As part of the original Scope of Work, Advanced was to create an HTE/Sunguard cash register and financials interface, however, the Cash Register portion of the work is no longer required.

This portion was for 20 hours of work effort and those hours are now being reallocated to post-live support for Columbia.

As part of this change, the following payment milestones will be changed:

Current:

Reference	Current License Milestone	Invoice Amount
MP42	Completion of HTE/Sunguard cash register and financials interface	$8,775.00
MP41	Completion of Month 1 Post Live Support	$21,600.00
	Total	$30,375.00

New:

Reference	New License Milestone	Invoice Amount
MP42	Completion of HTE/Sunguard financials interface	$5,775.00
MP41	Completion of Month 1 Post Live Support	$24,600.00
	Total	$30,375.00

Estimate of Hours / Costs *

Requirements	Cost $ (USD)
Reallocation of Unused Cash Register Interface Hours	-
Total	-

* Net of applicable taxes and associated expenses