

Agreement No. 1

Statement of Work No. 001, Amendment No. 1

In accordance with the terms and conditions of the above-referenced Agreement between “Company” and “Customer XYZ” this Statement of Work (SOW) is amended to expand the scope of work for additional users and increase the price as more fully described below.

1. Section 1. Statement of Work: Exhibit 1 is deleted in its entirety and replaced with Exhibit 1 to this SOW1, Amendment No. 1 dated 11/20/12, which is attached hereto and incorporated herein by this reference.
2. Section 3. Total Statement of Work Value: This section is deleted in its entirety and replaced with the following:

The firm fixed price for the Software, Data, and Managed Services and Deliverables defined in the Statement of Work in Exhibit 1 is set forth in Table 1 below.

Table 1: Software, Data, Managed Services and Professional Services Pricing

Description	Year 1	Year 2	Year 3	Invoicing Terms
Software Licenses	\$224,000	\$116,000	\$116,000	Annual
Data Licenses	\$256,420	\$244,939	\$246,109	Annual
Managed Services	\$36,100	\$89,200	\$90,400	Initial setup and monthly fee
Professional Services	\$279,090	\$92,629	\$62,816	Monthly invoicing based on percent complete
Total Firm Fixed Price:	\$795,610	\$542,768	\$515,325	

All other terms and conditions remain the same.

ACCEPTED AND AGREED:

Customer XYZ

Signature: _____

Printed Name: _____

Title: _____

Date: _____

Company

Signature: _____

Printed Name: _____

Title: _____

Date: _____

**Exhibit 1 to
Agreement No. 1
Statement of Work No. 001 Amendment No. 1
Dated: 11/20/12**

1.0 Introduction

"Site-Pick" is a Company web-based decision-support application for site selection and analysis. The Site-Pick application will be used by Customer XYZ to evaluate existing store locations and to assist in the selection of new store locations in Ohio. Under this Statement of Work, the Company will provide the following products and services in support of the implementation and operation of the Site-Pick application for Customer XYZ related to its real estate site selection operations in Ohio:

- Base Components:
 - Software licenses
 - Data licenses
- Managed Services for hosting the Site-Pick application
- Professional Services for data preparation and loading, Site-Pick configuration and setup, and training.

2.0 Software Licenses

The Company will provide the software licenses required for hosting the Site-Pick application. This includes servers for use in both the staging and production environment.

3.0 Data Licenses

The Company will provide the Base Map, Map Services, and Data specified in Table 2 for use in the Site-Pick application for Customer XYZ's Ohio real estate site selection operations.

Table 2: Data Licenses

Data Type	Description
Base Map	The Site-Pick application includes a streets base map to serve as a background and geographic reference for other data. The Company will use their base street map for Ohio or maps from another third party source provider.
Geocoding Service	The Company will provide access to a geocoding service for 370+ cities in Ohio based on available data.
Demographic Data	The Site-Pick application includes demographic data from Vendor XYZ. The demographic data will be available in several geographic levels including: City, Township, County, Province, and Country. These geographies contain variables in the following categories: Base counts, Births and Deaths, Education and literacy, Employment, Household Characteristics, Housing, Migration, Place of Registration, and Race/Ethnicity. A one by one mile grid with population data will also be provided. The data are based on the census from 2000.

Assumptions

- Customer XYZ will be responsible for procuring and maintaining the appropriate licensing for utilizing third party and Company data content beyond the data listed above, if any, that will be used in the hosting environment. Customer XYZ will provide Customer Content in the agreed upon format.
- The number of users for the demographic dataset specified in Table 2 above is less than or equal to 150 Named Users. Additional Named Users can be added to the 150 by contacting the Company and requesting a quote. The 150 Named Users may include up to ten desktop users. These ten users will have access to the demographic data from desktop applications.
- "Named Users" means the number of individuals authorized to access Site-Pick on the Customer XYZ Ohio network. It is expected that each person accessing the Site-Pick application is using a unique username.
- The demographic data specified in Table 2 above will be provided to Customer XYZ for installation on a server available only on the protected Customer XYZ network. The data may not be provided to any third party without the Company's prior written authorization.
- The number of expected requests against the geocoding service is less than 10,000 per day.

4.0 Scope of Managed Services

The Company will host the Site-Pick application through Managed Services. The Company will provide an infrastructure for hosting the Site-Pick application and data and will provide support including operational updates and system monitoring as described in the Table 3 below.

Table 3: Managed Services and Base Services

Item	Unit	Description
Hosting Period	36 months	Duration of the period in which the Site-Pick application will be hosted for Customer XYZ, beginning when the application is deployed into the production environment.
System Availability Target	95%	Targeted annual uptime percentage of the Site-Pick application in the hosted production environment.
Application Deployment	1 initial and 2 updated application deployments	Two separate deployments of the hosted Site-Pick application will be performed during the hosting period. The initial deployment will be an English language version of Site-Pick. The second (updated) deployment will be the finalized version of Site-Pick in English. The third (updated) deployment will be a localized version in Ohio State language.
Usage	Up to 150 Named Users	Number of Named Users accessing the Site-Pick application.
Data Storage	500 GB	Storage allocation available for all data content associated with the hosted Site-Pick application.
Map Services	4	Up to 4 dynamic or cached map services.
Data Updates	1 single data update	A single annual update of the demographic data during the hosting update period.
Data Backup	Daily incremental, weekly full	Daily incremental and weekly full backups of the Site-Pick database during weekly full the hosting period.
System Monitoring and Support	24/7	System monitoring of the hosted Site-Pick application and troubleshooting and resolving incidents associated with the hosting environment.

Assumptions

- System monitoring and support does not include support for making changes, enhancements or fixes to software applications.
- System availability percentages are targets only. Pricing does not incorporate a formal service level agreement. Targeted system availability for the Managed Services excludes scheduled downtime or interruption due to causes beyond the direct control of the Company.
- Pricing does not include services associated with certifying that the Managed Services comply with Customer XYZ specific information systems security requirements.
- Licenses for SQL Server will be provided by Customer XYZ.
- Customer XYZ staff will not require access to the Managed Services via remote desktop, VPN or other method.

5.0 Scope of Professional Services

The Company will provide the following Professional Services to implement the Site-Pick application for Customer XYZ:

Task 1 Demographic Data Loading

The Site-Pick application comes preconfigured with demographic data provided by Vendor XYZ. (VXYZ). Under this task the Company will receive the data from VXYZ and convert it into the internal Site-Pick formats.

The yearly demographic data update from VXYZ is expected to be ready in August 2012, after the initial release of Site-Pick is deployed in the hosted production environment. The initial release of Site-Pick (version X) will be deployed with a subset of the dataset from 2011 enabling search, reporting, and demographic analysis. This data will be used until Site-Pick Y is deployed. The final version of Site-Pick (version Y) will be delivered with the full, updated VXYZ dataset (2012).

After each deployment of the Site-Pick application into production environment, the Company will notify Customer XYZ that the application is available for use. Within three business days from the Company's notification Customer XYZ will confirm that the Site-Pick application is available for use.

Company Deliverables

- See Application Deployment in Table 3 above.

Customer XYZ Responsibilities

- Provide written verification (via e-mail) that the Site-Pick application including demographic data is available within three business days after the Company has provided Customer XYZ with notification that application has been deployed into the production hosting environment.

Assumptions

- The Company is not responsible for the accuracy or correctness of the VXYZ data.

Task 2 Localization

Site-Pick version X will be provided in the English language. The Company will translate the user interface of the Site-Pick version Y to Ohio State. Data in the application is not translated and will be presented as it is delivered from VXYZ.

Company Deliverables

- See Application Deployment in Table 3 above.

Customer XYZ Responsibilities

- None.

Task 3 Training

The Company will provide a two-day on-premises training session at Customer XYZ's facilities in Ohio. The training session will cover the use and functionality of the Site-Pick application (version X) for up to 25 participants. The Company will provide training materials and a training checklist to Customer XYZ prior to the training session.

The training materials will address user instructions and functionality of the Site-Pick application (version X).

Company Deliverables

- Training materials and a training checklist to Customer XYZ.
- Two consecutive days of training at Customer XYZ's location in Ohio.
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Customer XYZ Responsibilities

- Provide room to accommodate training which will include a SVGA LCD projector and whiteboard.
- Provide all Customer XYZ training participants with access to a PC or laptop throughout the training session with the software and hardware specified in the training checklist.
- Participant travel expenses will be paid directly by Customer XYZ.

Task 4 Ohio Setup Enhancement

The Company will update the table used in the early release of the Site-Pick Ohio deployment to reflect the added attributes of a survey date related to the competitor table.

Company Deliverables

- Updated table for competitors with survey date.

Customer XYZ Responsibilities

- None.

Project Management

During the Scope of Professional Services, the Company will host a status meeting with the Customer XYZ Ohio office every other week, up to five meetings. These meetings will be conducted remotely via telephone. Following each telephone meeting, the Company will provide a written status report that will address overall status of activities and deliverables.