

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT is made by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **ACTIVE NETWORK, LLC (successor in interest to The Active Network, Inc.)**, a Delaware corporation registered to do business in Colorado, whose primary address is 10182 Telesis Court, San Diego, California 92121 (“Vendor” or “TAN” or “Active”).

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated February 03, 2014 (the “Agreement”), to provide activity and participant management for activity registrations, facility reservations, membership management, league scheduling, point of sales, marketing, donations, reports and public access; and

WHEREAS, ACTIVE NETWORK, LLC, is the successor to THE ACTIVE NETWORK, INC.; and

WHEREAS, the Parties wish to amend the Agreement to revise Exhibit 2, Services, as follows; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth, the Parties agree as follows:

1. Exhibit 2, SERVICES, of the Agreement is revised as follows:
 - (i) Pages 5-28 are deleted in their entirety and replaced with the attached Exhibit 2A;
 - (ii) Pages 39 through 40 are deleted in their entirety and replaced with the following language: **ON-SITE SERVICE FEES**-Airfare has been approved for 10 trips with a “Not to Exceed” price of \$10,000. The City will reimburse the actual cost of airfare upon prior approval of the actual cost and not the \$10,000.
2. This First Amendatory Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.
3. The Agreement, as amended, is hereby assumed by Vendor, affirmed and ratified by the parties in each and every particular. In the event any of the terms and conditions of the Agreement conflict with the terms and conditions of this Amendatory Agreement, the terms and conditions of this Amendatory Agreement shall prevail only as to the subject matter expressly

stated herein.

EXHIBIT LIST:
EXHIBIT 2A

EXHIBIT 2A

City and County of Denver, CO – Quote 25767

Change Request Number: 1 Initiated by: Gord Boisvert Date: 2 June 2014

Description of Change: More details attached: ☐ Yes ☒ No

To reset the contract milestones so that they are in line with the deliverables of the project.
There is no change to the overall dollar value of the milestones or the agreed upon scope of the project as agreed upon in the Agreement.

The new milestone are:

Milestone	Description	Amount
1	Module configuration, Activity Data Entry	25,976
2	Initial user acceptance testing	10,696
3	Go live employee fitness center	18,336
4	Go live NW Region and Public Access	22,411
5	Go live NE Region, Permitting, Adaptive recreation & Community recreation	22,411
6	Go live SE Region, SW Region, City wide sports & Outdoor recreation	22,410
7	Museum configuration, testing and go live	7,640
8	Camps configuration, testing and go live	7,640
9	Outdoor pools configuration, testing and go live	15,280

A revised SOW for the milestones is below in Appendix A

Impact if Change is not Incorporated: More details attached: ☐ Yes ☒ No

The original contract milestones do not match up to the planned implementation and go live

Alternatives: More details attached: ☐ Yes ☒ No

Proposed Change Type (Check one :)

☐ Problem/Not following plan ☐ Improvement ☐ Change in Environment
☒ Other ☐ Scope

Documents and Deliverables (Check all that apply :)

☐ Contract Agreement ☐ Payment Schedule ☐ Delivery Schedule
☐ Project Plan ☐ Quality Plan ☐ Work Plan
☐ Functional Spec ☐ Acceptance Spec ☐ Purchase Order

For Full Evaluation:

Cost to Evaluate: 0 hours

Approved for Evaluation:

Recommended Evaluator:

☐ Notified (When?)

Cost to Implement \$0

Estimate prepared by: Gord Boisvert

Impact Summary: (Project Billing)

More details attached: ☐ Yes ☒ No

The project will be billed with the new milestones.

Decision: ☒ Approved ☐ Rejected ☐ Deferred Until (Date :)

City and County of Denver: Fred Weiss

Signed:

Active: Gordon Boisvert, Active Project Manager

Signed:

Apply to Project Plan Revision:

Applied by:

Completion Date:

Close Date:

Appendix A – Revised Statement of Work – ACTIVE Net Implementation City and County of Denver Milestones

Milestone #1 – Configuration Session Completion

Description: This milestone will involve the configuration and review sessions for all the modules. These include Facilities, Activities/Flex Registration, Memberships, POS, Equipment/Lockers, Public Access and Reporting.

Objectives:

1. Sessions with the Active consultant to review the setup and configuration required for all the modules.
2. Empower system administrators to understand and interact with configuration controls
3. Active Data entry team to enter the activities

Tasks:

In Scope:

1. Set system configuration settings
2. Guide data entry for up to 5 business units
3. Guide data audit for up to 5 business units
4. Develop data entry process for remaining business units
5. Develop data audit process for remaining business units
6. Train system administrators on system usage
7. Data entry of Activities

Out of Scope:

1. Guide data entry for remaining business units
2. Guide data auditing for remaining business units
3. End-user training beyond system administrator training
4. Develop policy and procedure documentation

Changes:

1. Detailed user documentation by the Active Network is being replaced as a task by the Active Data Entry team setting up all the Activities in the system

Milestone 1 Total	\$25,976.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #2 – Initial User Acceptance Testing

Description: This milestone will involve the review of all the modules and data that has been setup to ensure that we are ready for go live and all the necessary tasks are defined.

Objectives:

1. Sessions with the Active consultant to test the setup and configuration of all modules.
2. Confirm any tasks/setup that will need to be completed prior to go live

Tasks:

In Scope:

1. Testing of all modules and scenarios
2. Final testing of peripherals
3. Final testing of financial export and credit card processing
4. Review training plans
5. Review pre go live data entry tasks
6. Remote session to setup and test on set of peripherals
7. Go live readiness

Out of Scope:

1. Creation of the test and training plans
2. Setup of the testing facility and peripherals

Milestone 2 Total	\$10,696.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #3 – Employee Fitness Center Go Live

Description: This milestone will involve going live with the ACTIVE Net software at the employee fitness center.

Objectives:

1. End user training.
2. Go live over the counter at the location
3. Go live support processes defined

Tasks:

In Scope:

1. Remote go live support
2. Hand over process to Active support team and processes

Out of Scope:

1. End user training
2. Hardware and software deployment

Milestone 3 Total	\$18,336.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #4 – North West Region & Public Access Go Live

Description: This milestone will involve going live with the ACTIVE Net software at the North West Region and for Public Access.

Objectives:

1. End user training.
2. Go live over the counter at the location
3. Customers using ACTIVE Net public access modules

Tasks:

In Scope:

1. On site go live support
2. Hand over process to Active support team and processes
3. Review training documentation and policy guides

Out of Scope:

1. End user training
2. City web site setup to direct customers to ACTIVE Net portal
3. Training documentation and policy guides prepared
4. Software and hardware deployment

Milestone 4 Total	\$22,411.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #5 – North East Region, Permitting, Adaptive Recreation & Community Recreation Go Live

Description: This milestone will involve going live with the ACTIVE Net software at the North East Region, Permitting, Adaptive Recreation & Community Recreation locations.

Objectives:

1. End user training.
2. Go live over the counter at the location

Tasks:

In Scope:

1. On site go live support

Out of Scope:

1. End user training
2. Hardware and software deployment

Milestone 5 Total	\$22,411.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #6 – South East Region, South West Region, City Wide Sports & Outdoor Recreation Go Live

Description: This milestone will involve going live with the ACTIVE Net software at the South East Region, South West Region, City Wide Sports & Outdoor Recreation locations.

Objectives:

1. End user training.
2. Go live over the counter at the location

Tasks:

In Scope:

1. Remote go live support

Out of Scope:

1. End user training
2. On site go live support
3. Hardware and software deployment

Milestone 6 Total	\$22,410.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #7 – Museum Configuration, Testing & Go Live

Description: This milestone will involve the Museum location configuration, testing and go live with the ACTIVE Net software.

Objectives:

1. Configuration of the ACTIVE Net modules for the Museum
2. End user training.
3. Go live over the counter at the Museum

Tasks:

In Scope:

1. Remote go live support

Out of Scope:

1. Configuration
2. Testing
3. End user training
4. Hardware and software deployment
5. On site go live support

Milestone 7 Total	\$7,640.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #8 – Camps Configuration, Testing & Go Live

Description: This milestone will involve the Camps configuration, testing and go live with the ACTIVE Net software.

Objectives:

1. Configuration of the ACTIVE Net modules for the Camps
2. End user training.
3. Go live over the counter at the Museum

Tasks:

In Scope:

1. Remote go live support

Out of Scope:

1. Configuration
2. Testing
3. End user training
4. Hardware and software deployment
5. On site go live support

Milestone 8 Total	\$7,640.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Milestone #9 – Outdoor Pools Configuration, Testing, Go Live and Project Wrap Up.

Description: This milestone will involve the outdoor pool locations configuration, testing and go live with the ACTIVE Net software, plus the project wrap up.

Objectives:

1. Configuration of the activities and memberships for the outdoor pools
2. End user training.
3. Go live over the counter at the outdoor pools
4. Remote project wrap up session

Tasks:

In Scope:

1. Remote go live support
2. Remote meeting to wrap up the project

Out of Scope:

1. Configuration
2. Testing
3. End user training
4. On site go live support
5. Hardware and software deployment

Milestone 9 Total	\$15,280.00
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The above Milestone satisfies all related requirements outlined in the requirements exhibit and has been reviewed by the City of Denver and meets the objectives for payment to ACTIVE.

City of Denver Representative/Fred Weiss

Date

ACTIVE Project Manager/Gordon Boisvert

Date

Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at
Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By_____

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

By_____

By_____

By_____



Contract Control Number: TECHS-201314203-01

Contractor Name: ACTIVE NETWORK, LLC

By: Sheryl D. Hoskins 09/16/2014

Name: Sheryl D. Hoskins
(please print)

Title: GM of Communities
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

