

FIFTH AMENDATORY AGREEMENT

This **FIFTH AMENDATORY AGREEMENT** is made and entered into by and between the **CITY AND COUNTY OF DENVER**, by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **CI TECHNOLOGIES INC**, a Florida corporation registered to do business in Colorado, whose address is 65 Seaside Capers Road, St. Augustine, Florida 32084 (“Contractor”) collectively (the “Parties”).

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated December 21, 2012, an Amendatory Agreement on May 1, 2013, a Second Amendatory Agreement on December 2, 2013, a Third Amendatory Agreement on August 29, 2016, and a Fourth Amendatory Agreement on May 2, 2018 (the “Agreement”), relating to installing an automated case management system for the Denver Department of Safety, DPD; and

WHEREAS, the Parties wish to amend the Agreement to amend the statement of work and increase the Maximum Contract Amount.

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

1. All references to “...Exhibits A, A-1 and A-2...” in the existing Agreement shall be amended to read: “...Exhibits A, A-1, A-2, and A-3, as applicable...”. The additional statement of work marked as Exhibit A-3 is attached and incorporated by reference.

2. Articles 4. A. and 4. D. (i) of the Agreement entitled “**Fee**” and “**Maximum Contract Liability**” are amended to read as follows:

“4. COMPENSATION AND PAYMENT:

A. Fee: The fee for the services described in the SOWs is **SIX HUNDRED THREE THOUSAND SIX HUNDRED FIFTY DOLLARS AND ZERO CENTS (\$603,650.00)**, (the “Fee”). The Fee shall be paid pursuant to the City’s Prompt Payment Ordinance and in accordance with the SOWs.

D. Maximum Contract Liability:

(i) Any other provision of this Agreement notwithstanding, in no event shall the City be liable for payment for services rendered and expenses incurred by Contractor under the terms of this Agreement for any amount in excess of the sum of **SIX HUNDRED THREE THOUSAND SIX HUNDRED FIFTY DOLLARS AND ZERO CENTS (\$603,650.00)**. Contractor acknowledges that any work performed by Contractor beyond that specifically authorized by the City is performed at Contractor's risk and without authorization under this Agreement."

3. This Fifth 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.

4. Except as herein amended, the Agreement is affirmed and ratified in each and every particular.

[SIGNATURE PAGES FOLLOW]

Contract Control Number: TECHS-201951503-05; Alfresco No. 201208585-05
Contractor Name: CI TECHNOLOGIES INC

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:

Attorney for the City and County of Denver

By:

By:

By:

Contract Control Number:
Contractor Name:

TECHS-201951503-05; Alfresco No. 201208585-05
CI TECHNOLOGIES INC

By: DocuSigned by:
Timothy J. Conner or "Authorized Signatory"
7C213BCC6B894DD...

Name: Timothy J. Conner or "Authorized Signatory"
(please print)

Title: Vice President
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

Exhibit A-3

IAPro Statement of Work for Denver Fire Department

Revision History

Date	Modified By	Version	Revision Comments
2/15/19	IAPro	1.0	Initial draft
7/22/19	Wesley Simonsen/Chanee Cummings	2.0	Included Timeline

IAPro Price Quote

Item	Purchase costs
IAPro Professional Standards software <ul style="list-style-type: none"> • Unlimited number of users • Installation • Pre-Load of employee information 	\$ 20,000.00
Discount in consideration of prior purchase of a reporting/EI instance for IAPro for the Denver Sheriff's	\$ 5,000.00
3 Days On-Site Training <ul style="list-style-type: none"> • IAPro User training • System Configuration with core users 	\$ 3,500.00
Travel Expenses for Trainer	\$ Included
Total for IAPro Software and Services	\$ 18,500.00
BlueTeam Field Support Web application <ul style="list-style-type: none"> • Unlimited number of users • Installation Note: Requires purchase of IAPro software	\$ 10,000.00
2 Days On-Site Training <ul style="list-style-type: none"> • IAPro User training System Configuration with core users	\$ 2,500.00
Travel Expenses for Trainer	\$ Included

Exhibit A-3

Total with BlueTeam software	\$ 31,000.00
HR Integration process – Developed off-site - Designed to keep the IPro employee file up to date with data integrated from your HR database.	
<ul style="list-style-type: none"> • Stored procedure/ODBC connection with HR data • Essential to be completed prior to production use of IPro/BlueTeam • Scheduled recurring process • Off-site development – remote deployment 	
	\$ 4,000.00
Total IPro, BlueTeam and HR Integration	\$ 35,000.00

<i>Annual Maintenance Commencing the 2nd Year of Ownership</i>	
<i>IPro</i>	\$ 3,000.00
<i>BlueTeam</i>	\$ 2,000.00
Maintenance Totals	\$ 5,000.00

Annual Maintenance

The first year of annual maintenance is provided free of charge. Thereafter annual maintenance is provided on a year-to-year basis and can be discontinued at any time.

The agency's annual maintenance cycle will not commence until training occurs. The first twelve (12) months of annual maintenance is provided free of charge.

Unless requested otherwise by the agency, the first maintenance invoice will be prorated to bring the agency's invoice cycle up to a January thru December calendar year. Thereafter, annual maintenance is invoiced on a calendar year basis, and will be disseminated each year in January.

Annual maintenance includes all end user and technical support via our 800 # and our online support website as well as any associated technical or user documentation. Annual maintenance also includes all new versions of the IPro software and if purchased BlueTeam.

Exhibit A-3

Important Note

The purchase of the IAPro system does not include hardware, OS licensing or SQL Server licensing. Most agencies that purchase IAPro have an existing server with existing Microsoft SQL Server licensing. IAPro can be installed on your existing hardware and within your existing SQL Server instance.

BlueTeam Field Support Service application

The BlueTeam Field Support Service application is an adjunct application that is used by some IAPro customers. It is designed for entry of use-of-force, complaint, vehicle accident and pursuit incident types by field and supervisory level personnel. It supports the review and approval process with routing up the chain of command. **Note: BlueTeam software is a separate and additional cost.*

Officer Preload

CI Technologies offers a free service whereby we will import your employee information into the IAPro database, prior to installing IAPro at your agency. This is a one-time service offered at no additional cost.

Training

IAPro training is conducted by an IAPro training specialists...each IAPro training specialist is a current or former law enforcement Detective with extensive investigative experience.

IAPro training is heavily oriented towards hands-on usage. To this end, a special "training" version of IAPro is installed on each workstation used for training. This is a full-featured version of IAPro with demo/training database installed on the workstation hard drive. It is strongly recommended that there be one trainee per training workstation. An LCD projector is also needed for training.

If the BlueTeam software is purchased, training is typically coordinated subsequent to the IAPro training to allow agency staff ample time to become familiar with IAPro prior to deploying BlueTeam for agency wide use.

HR Integration

If quoted in this proposal, the HR Integration process will be written as a SQL Stored procedure and will integrate data from an existing SQL Server data source containing the needed employee data elements.

**The integration process will bring in data elements that map to existing data elements within IAPro. New data elements will not be added.*

See the "HR Integration Overview" document for details on this process.

Exhibit A-3

Optional Data Migration Services

CI Technologies offers a data migration service whereby we will obtain data from your Department's existing internal affairs database and CI Technologies will convert that data into the IAPro database prior to the installation of IAPro at your agency. If you are interested in this option, please contact us so that we can evaluate your existing database data and provide you with a price.

Pricing for this service can **only** be provided after an analysis of your existing database.

Considerations Regarding our Solution

Three aspects of our solution are distinctive, and set us apart from our competitors. They are:

- Unlimited use licensing – there are no additional or hidden additional licensing costs: IAPro and BlueTeam pricing is for unlimited use licensing in terms of both the number of users that can run the software concurrently, and the number of workstations the applications can be run on. Our pricing model ensures maximum flexibility for the customer, with all licensing costs paid at point of initial purchase. The customers will never have to purchase additional licensing based on increased or unforeseen future usage requirements. This is important since the participation of front-line personnel – especially supervisors – is crucial in upholding the integrity of the organization, and to constrain their use of the software would greatly limit, if not cripple, its effectiveness.
- A three-day annual user's conference is offered to our customers: Each year since 2004, CI Technologies has hosted an Annual Users Conference for our IAPro and BlueTeam customers. Our most recent conference, held San Diego, CA. saw over 450 attendees. Each conference consists of a multi-track format that, includes tracks for beginner-level users, advanced users, and users with specialized interests such as designing early intervention programs. The 2019 conference will be held in Nashville, TN.; please visit our website for further details.

These conferences are a key part of the support services offered to our customers, and meet the following needs:

- Training of new customer staff based on turnover - Inevitably over time our customers will experience turnover in staff, which requires that training be available on an ongoing basis.
- Advanced training - Many customers benefit from advanced training, especially in-depth coverage of features found in new releases of the software.
- Networking with peers - In order to share ideas and approaches to utilizing our software.

Exhibit A-3

- Providing feedback directly to the vendor's staff - The opportunity to provide feedback and suggestions directly to our staff is highly valuable to both our customers and our company. This ensures that we have up-to-date information on how best to improve our software and services.

- Our Growing Customer Base: Over 750 public safety agencies in the US, Canada, Australia and New Zealand currently run IAPro and IAPro with BlueTeam. These agencies range in size from major customers such as NYPD, Toronto Police Service, and Western Australia Police, down to one person IA Units in smaller departments. The size and breadth of our customer base reflects our leading position in the Professional Standards software marketplace.

Purchase Orders

Training and installation are scheduled on a first-come-first-served basis.

Due to our current sales backlog, we request to be notified as soon as possible once a purchase decision has been made. Please be sure to fax any purchase orders to us at 800.620.8504 for expeditious handling of your order.

Timeline

Project should be completed within 90 days of contract execution.

Proposed schedule:

- ⌚ Week One - Conference call planning session with CI Technologies staff, Denver Fire Department, and CCD IT Staff to plan implementation and training
- ⌚ Weeks Two and Three –
 - CCD Testing and Production environment setup, e.g. AD, License Key
 - HR Integration process setup
- ⌚ Week Four and Five – Training, configuration, and User Acceptance Testing of IAPro and BlueTeam
- ⌚ Week Six – Go Live