

SECOND AMENDATORY AGREEMENT

This **SECOND AMENDATORY AGREEMENT** is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the "City") and **THE ACTIVE NETWORK, INC.**, a Delaware corporation registered to do business in Colorado, whose primary address is 10182 Telesis Court, San Diego, CA 92121 (the "Vendor") collectively referred to as the "Parties".

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated August 24, 2010 and amended the Agreement on October 8, 2012, to provide an Enterprise Class Cashiering system intended for City departments, agencies, and constituents involving the acquisition, purchase, and installation of various software/hardware components as well as significant business process re-engineering (the "Agreement"); and

WHEREAS, the Parties wish to amend the Agreement to update the scope of work, replacing the scope of work provided in the First Amendment which was missing Milestone #1 from the Exhibit: and

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

1. The existing Exhibit A-1 is hereby replaced by the attached Exhibit A-1.
2. This 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. Except as herein amended, the Agreement is affirmed and ratified in each and every particular.

EXHIBIT LIST:

EXHIBIT A-1 – SCOPE OF WORK

EXHIBIT A-1
SCOPE OF WORK
Statement of Work - Enterprise Cashiering Solution Program

Project Objectives:

This section will have the objectives for this specific SOW.

Milestone #1 ~ Project Initiation, Planning and Specification Review

Description:

This milestone will entail project team meetings with key stakeholders and business users to document their existing processes, develop specifications and advise CCD agencies on the best practices to deploy Active Network products for each individual agency integration. It also includes the development of a detailed project plan.

Responsibilities:

Active Network:

1. Attend the project meetings (may be remote)
2. Interview CCD department business representatives regarding current business and system processes as part of the Business Process Review (BPR). The BPR's will cover each of the interfaces, but from a high level technically and an initial pass of the business needs.
3. Advise CCD staff on best practices to deploy Active Network products
4. Create a BPR documents and integration specifications that summarize all information and recommendations.
5. Create a draft detailed project plan.

CCD:

1. Schedule and coordinate staff and facilities for all meetings
2. Provide appropriate subject matter experts for all sessions
3. Provide documentation for existing processes including forms and invoices
4. Arrange stakeholder review and approval of all documents

Deliverables:

Active Network:

1. Business Process Review Agenda
2. Business Process Review Documents outlining current system processes and workflow and recommended future system processes and workflow. Fit/Gaps will be documented in the BPR documents.
3. Draft detailed project plan..

CCD:

1. Timely review and comments on all deliverables
2. Sign off of the BPR documents
3. Sign off of the Project Plan.

ACCEPTANCE CRITERIA

Active and CCD will mutually agree that MILESTONE 1 has been completed when CCD has signed the acceptance certificate indicating that the deliverables are satisfactory for each individual agency integration. The Signoff Process will be executed and a copy maintained by both parties.

<i>Payment Details</i>			
Professional Services (Project Management)			Milestone Total
\$4,320 (24hrs)			\$4,320
Professional Services (Business Process Reviews)	Onsite Fee (\$500 per day - 2 days per integration)	Travel	
\$2,880 (16hrs)	\$1,000	\$1,000	\$4,880

Milestone #2 ~ Connector Software Delivery and Installation

Description:

This milestone will encompass the installation, configuration and licensing of the Payment Manager software for each individual agency integration. The following high level tasks make up this milestone:

1. Creation of the integration specifications
2. Install required licenses in all environments and ensure the software is working properly

Responsibilities:

Active Network:

1. Create detailed integration specification with test cases
2. Provide and install the Payment Manager and other required software license that includes the modules purchased in all environments
3. Verify software & licenses operate as specified in the test plan

CCD:

1. Provide remote access to the environments to Active staff (dependent on background check and Acceptable Use/VPN Agreements)
2. Provide development, test, and production RDBMS services for payment manager
3. Sign off of the integration specification

Deliverables

Active Network:

1. Software license(s)
2. Software test plan
3. Verify functionality by providing completed configuration test plan

CCD:

1. Necessary servers and database environment
2. A copy of the production Payment Manager database to be used for testing

ACCEPTANCE CRITERIA

Active and CCD will mutually agree that MILESTONE 2 has been completed when CCD has signed the acceptance certificate, indicating that the deliverables have been satisfactorily met for each individual agency integration. The Signoff Process will be executed and a copy maintained by both parties.

<i>Payment Details</i>			
Hardware	Software per connector	Services	Milestone Total
\$0	\$8,440	\$0	\$8,440

Milestone #3: POS HARDWARE and SOFTWARE DELIVERY, INSTALLATION AND CONFIGURATION

Description:

This milestone will entail the procurement and installation of additional POS peripheral hardware and Payment Manager licenses to support each individual agency to the POS application on the production Payment Manager database. The POS hardware and software quantity and type for each agency will be subject to the specific requirements of that particular agency and will be ordered accordingly.

Responsibilities:

Active Network:

1. Provide best practices and assistance for hardware and software configuration.
2. Provide written quotes based on the hardware orders that are provided by CCD
3. Order and deliver the appropriate POS hardware

4. Update the Payment Manager licenses with new licenses.

CCD:

1. Provide written requests for quote for additional hardware and software to support agency integrations.
2. The desktop group will create documentation on how they will install the Payment Manager application and POS hardware
3. Configure appropriate software components (i.e. Payment Manager)
4. Test POS hardware

Deliverables

Active Network:

1. Delivery of requested POS hardware.
2. Configuration Specification (if needed).
3. POS Configuration Templates (if needed)

CCD:

1. Final documentation for POS hardware set up
2. Desktop staff to install the POS hardware

ACCEPTANCE CRITERIA

Active and CCD will mutually agree that MILESTONE 3 has been completed when CCD has signed the acceptance certificate, indicating that the deliverables are satisfactory for each individual agency integration. The Signoff Process will be executed and a copy maintained by both parties.

<i>Payment Details –</i>			
<i>*** The quantity of hardware and software ordered will be subject to the needs of each agency.</i>			
Hardware (per POS Station)	Software (per POS Station)	Services	Milestone Total
\$3,100	\$3,000	\$0	***

Milestone #4 ~ Individual Agency Integration

Description:

This milestone will entail the development of an integration (which includes POS and online payment functionality) to each individual agency’s backend system. The integration will include the installation and configuration of the interface component and system integration testing in the test environment for each individual agency’s integration. Upon successful completion of the testing the components will be set up in the production environment for each individual agency integration.

Responsibilities:

Active Network:

1. The Active Integration Analyst will work with CCD Personnel to define an interface specification detailing how the interface will function and what data will be transferred between systems.
2. Working with the business users to define the data elements & business process required to validate the integration.
3. Creation of the Payment Manager and POS Web integration components to support implementation of the integration. POS web integration may not be required for all integrations, but will be determined as part of the integration specifications.
4. Work with CCD personal for creation of and integration test plan, cases, and scripts
5. Provide test script templates to the business users
6. Working with the users to teach, test and review the processes

CCD:

1. The CCD project staff will guide, review, and approve the integration design specifications.
2. Creation of any required configurations, customizations and scripts to support the integration within the CCD environment and more specifically the CCD ESB Layer.
3. POS Administrator to create the items and GL codes in the Payment Manager database for testing
4. Business user to complete the test scripts and create necessary test data
5. Business user to help with the testing of the interface once created
 - a. Any variance in the working of the interface that is a contrary to the interface specification will be remedied. There will be no limits to these.
 - b. If there are amendments/changes to the interface specification that arise out of testing that are not errors or bugs, these changes will be approved through the change control process. CCD and Active can monitor these to ensure that there is a reasonable balance between business user requirements and uncontrolled scope creep.
6. DBA resource to make any required changes/backups/restores to the system RDBMS services.

Deliverables:

Active Network:

1. Detailed interface design specification document, which includes integration test plan, test cases and executed scripts
2. Ensure functional integration to each individual agency’s back end system.
3. Documented results of the integration tests.
4. Ensure timely correction of errors or defects in the system function.

CCD:

1. Creation of the necessary integration configurations/customizations to support the integration

ACCEPTANCE CRITERIA

Active and CCD will mutually agree that MILESTONE 4 has been completed when CCD has signed the acceptance certificate, indicating that the deliverables are satisfactory. The Signoff Process will be executed and a copy maintained by both parties.

<i>Payment Details</i>			
Hardware	Software	Services per connector	Milestone Total
\$0	\$0	\$10,560 (80hrs)	\$10,560

Milestone #5 ~ Acceptance Test Complete

Description:

The CCD will coordinate a final project meeting between the CCD and Active Network within 10 business days after completion of MILESTONE #5 to review the results of all previously completed phases to assess the functional operation of the installed Payment Manager system; to determine if there are any outstanding Open Items; and to provide feedback regarding system performance.

Responsibilities:

Active Network:

1. Availability of Active Project Manager or designate to participate in final project meeting (may be remote).
2. Provide feedback, support and/or, if applicable, in response to any reported system errors

CCD:

1. Coordinate the availability of subject matter experts to review submitted documentation
2. Ensure availability of staff for meeting

Deliverable:

Active Network:

1. Final sign off document

CCD:

1. Sign off on issues and risks document
2. Sign off of final acceptance of this SOW

ACCEPTANCE CRITERIA

Active and CCD will mutually agree that Milestone 5 has been completed when CCD has signed the acceptance certificate, indicating that the deliverables are satisfactory. The Signoff Process will be executed and a copy maintained by both parties.

<i>Payment Details</i>			
Hardware	Software	Service	Milestone Total
\$0	\$0	\$0	\$0

Acceptance of the SOW

Signatures:

Stakeholder Caroline Hendrickson _____
Date

Technology Services Executive Sponsor Cindy Zec _____
Date

Active Project Manager Gord 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 _____

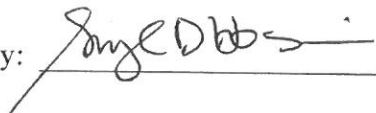
By _____

By _____



Contract Control Number: TECHS-CE05035-02

Contractor Name: THE ACTIVE NETWORK INC

By: 

Name: SHERYL D. HOSKINS
(please print)

Title: GENERAL MANAGER
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

