



City of Jonesboro, AR

V7 .NET Migration Agreement – 2 Year Payment Option at 0%

October 28, 2009

Customers who chose to migrate to Springbrook Software's .NET (V7) software are provided with the software at no charge in accordance with the customer's annual maintenance agreement. However, services associated with the actual upgrade, such as training and implementation management, technical services and requests by client for Springbrook Software to rewrite any custom software to operate in the .NET environment are outside the scope of the customer's annual software maintenance agreement. These services are invoiced on a time-and-material basis.

A successful migration of the Springbrook application and database to V7 requires close teamwork between each of our respective organizations. During this process you and your staff will be working with nearly every department within Springbrook's organization. Staffing resources from the following departments will play a major role in your migration:

- Sales/Marketing
- Implementations
 - Project Management
 - Training
- Programming
- Conversions
- Quality Assurance
- Technical Services

The professional service fees identified in this Agreement are described on the following pages and include:

- Migration Project Management
- Migration Training
- Custom Code Rewrite of Software (if applicable)
- Data Conversion
- Technical Service for installation of the new database release and new .NET release

Migration Management Services:

Our goal is to provide your organization with the highest quality products and services during your migration, and to ensure as little impact on your normal business operations as possible during this process.

Upgrade Services include the following:

- Project Management to plan, schedule and track the complete migration process
- Project Management to maintain communication with client, both verbally and in writing, regarding schedules, tasks and events throughout the process.
- Project Management to schedule and manage internal resources of support, programming, technical services, and training.
- Technical services to assist client in assuring they have the necessary hardware configuration for maximum performance with V7 (.NET).
- Technical services to create, ship and assist in installing the latest software application files on the server.
- Technical services to order and assist in installing the latest database manager software at the client's site.
- Technical services to copy and retrieve the existing data, migrate to .NET, then install the newly upgraded data back to the client's site.
- Scheduling and coordination of on-site, classroom, or Internet training covering the changes in the software from V6.0x to .NET.
- Scheduling and coordination of training for financial applications, utility billing applications, and ancillary applications. This training may occur on different dates and be performed by different instructors.

Migration Training:

While work behind the scenes is a critical component to a successful migration, so too is the training your organization will receive from an accredited Springbrook trainer. Each migrating client will require varying degrees of training based on which version your organization is migrating from, coupled with the collection of modules actively used within your organization.

Our experienced and accredited training staff will provide your users with the tools, knowledge and instruction on how to best utilize the new features and functionality we have introduced within V7.

Training will be conducted in a “train the trainer” approach so that your key staff members are fully versed on how to properly use the new application, which in turn will allow them to train occasional or infrequent users when the need arises. Additional refresher training and/or training on reporting tools is always welcome but must be requested in advance of the migration. Any additional sessions may require that the trainer remain onsite for longer period of time and must be a part of the bid proposal.

Custom Code Rewrite of Software (if applicable):

If your organization has any custom programs that Springbrook Software developed, our programming staff has conducted an initial high-level review of the custom code that we maintain on file for your organization. We have included budget figures as if your organization chooses to have the program(s) re-written to operate in a .NET environment. While it is our intent to continually add new standards to the application, not every piece of custom code for your organization has the potential of being eliminated.

A full, detailed custom code analysis will be conducted for your organization upon written notification to Springbrook that you would like to proceed with a migration to this new version. It is at this time that our business analysts and programming staff will be able to completely review each custom program to determine whether or not it is standard functionality in V7 or whether an alternate means exists that delivers the same, or better result.

City of Jonesboro, AR Note:

On the following table, Springbrook provided high-level ballpark estimates for a .NET rewrite of existing custom software we had programmed for V6. City staff reviewed the summarized line item description and has determined that those items marked as “no”, will not be necessary once the migration to V7 takes place. As part of the project, Springbrook still intends to provide city staff with additional information about those custom programs and if the city determines after further evaluation that any of this custom is, in fact, still required, Springbrook will provide a detail review and detail estimate for those line items. It is both parties intent to conduct due-diligence for each item listed and eliminate as much custom as possible during this project.

**V6.05 to .NET Migration Pricing for:
City of Jonesboro, AR**

Program ID	Description of Custom Code and Estimates if it Need to be ReWritten, Tested & Documented for .NET	Ballpark Estimate	Jonesboro Apprv'd
Building Permits			
w-bp102u.w	Permit Maintenance - Allow up to 5000 character in the comment field. The database limit in V7 is 500.	\$ 225.00	no
ss-schema	Updated SQL schema to allow for 5000 characters for BP comments.	\$ 4,500.00	no
w-bpc01p.w	Montly Stats Report	\$ 1,350.00	no
w-bpc02p.w	Permit Priority Report	\$ 1,350.00	no
w-bpc601u.w	Import/Export Inspections	\$ 3,600.00	no
w-bpc602u.w	Unlinked Inspections Maintenance	\$ 1,800.00	no
BP-Maint.prl	Permit Priority Report Layout	\$ 900.00	no
BP-Monthly.prl	Montly Stats Report Layout	\$ 900.00	no
Sub-Total Building Permits		\$ 14,625.00	\$ -
Payroll			
p-pr331p.p	Back end check print procedure that introduces a prompt for a starting check number. NO LONGER NEEDED in v7.	\$ -	no
PR-Computer Check.prl	Custom printing of bank info, MICR and city logo on PR checks	\$ 1,800.00	no
PR-Accrual Register.prl + w- pr521p.w	Added a flag for 80 hours of sick balance or less	\$ 1,350.00	no
HR-Cafeteria Plan.prl + w- hrc515p.w	New custom print window and report to display selected deduction/benefits for a specific employee, or all, and their associated check history.	\$ 1,575.00	\$ 1,575.00
w-hr101u03ded_tab.w	Added employee related AP vendor number and browse button. (related to the Cafeteria Plan custom)	\$ 900.00	no
p-up-menu-HR-Reports.p	Update procedure to make the Cafeteria Plan report available in the HR Reports palette	\$ 225.00	no
w-pr301u.w	Enter Time Cards window modified to allow deduction amounts to be edited. This also creates an SS_Activity record of changes for audit purposes.	\$ 900.00	\$ 900.00
w-pr321p.w	Check proof list print - drill down is standard in v7, but would need to create SS_Activity records for audit purposes still	\$ 900.00	no
w-pr585p.w	EEOC export	\$ 1,575.00	no
w-prc550.w	New custom print payroll roster	\$ 1,350.00	\$ 1,350.00
w-prc551.w	New custom police and fire retirement report	\$ 1,575.00	no
Sub-Total Payroll		\$ 12,150.00	\$ 3,825.00
Finance			
w-apc02p.w	Custom council report that displays total AP History encumbrance, year to date totals, and month to date totals.	\$ 1,800.00	no
AP-Checks Council Report.prl	Custom council report that displays total AP History encumbrance, year to date totals, and month to date totals.	\$ 1,800.00	no
AP_Computer Checks.prl	This Report Builder library contains a custom Accounts Payable check format. It allows printing the MICR code, check numbers on pay stub, and the company seal on the check.	\$ 1,800.00	\$ 1,800.00
w-fa100s.w	Added the ability to search the content of the description field.	\$ 2,700.00	no
Sub-Total Finance		\$ 8,100.00	\$ 1,800.00
Sub-Total of Existing Custom (If Necessary)		\$ 34,875.00	\$ 5,625.00

Progress V10 – Explanation of Licensing:

Clients have shared with us that with the added functionality that has been introduced within Springbrook Software's Version 7 (V7) which utilizes .NET technology, they'd like to deploy this version of software more widely across their organizations to "Casual users" for inquiry only access, provide them the ability to run their own reports, enter their own time, PO's etc. An optional component called "Access Agents" is now available for both Progress and SQL database users in order to deploy V7 to more employees within your organization. More information about this licensing scenario is described in the last paragraph. The migration of existing database licenses to operate in Springbrook Software's V7 .NET environment is described below.

V6.00 to V6.06 Clients utilizing SQL as their database

During the migration from any Springbrook Software Versions from V6.00 through V6.06 to V7, the earlier purchased individual licenses for Dataserver for SQL licenses will be upgraded at no charge. This component will be upgraded to Progress OpenEdge 10.1B Workgroup Database. As part of the migration management service, one of the specialists from our Technical Services group will assist your organization during this process.

Processing of reports, calculations etc. in .NET no longer take place at the workstation. As a result, processing is faster because jobs run on the server and PC's are no longer "tied up" during processing of larger jobs. An additional component called "Progress OpenEdge 10.1B Application Server Enterprise" is required in V7. This is the "middle-tier" that performs all the processing that used to take place on the workstation. In other words, the Client Networking component that was required in Version 6.nn is no longer required. The licensing for this piece is required and costs an additional \$110 per SQL license and is included in the pricing.

The type of licensing described in this section is for "Heavy Users"; those using the system two or more hours per week. If your organization decides to purchase additional licenses of this type as part of migrating to V7 please discuss pricing with your Springbrook Software upgrade manager.

V6.07 Clients utilizing SQL as their database

During the migration from Springbrook Software Version V6.07 to V7, the earlier purchased Progress OpenEdge 10.1B DataServer for Microsoft SQL licenses are still utilized and there is no additional cost for this component when migrating to V7.

In V7, processing of reports, calculations etc. no longer takes place at the workstation. As a result, processing is faster because jobs run on the server and PC's are no longer "tied up" during processing of larger jobs. An additional component called "Progress OpenEdge 10.1B Application Server Enterprise" is required in V7 that is installed on the server. This is the "middle-tier" that performs all the processing that used to take place on the workstation. As part of the migration management service, one of the specialists from our Technical Services group will assist your organization during this process.

If your organization has a quantity of ten Data Server Licenses, an equal number of Application Server Enterprise license are required. The licensing for this component is required and is an additional \$110 per Application Server Enterprise license. This figure is included within the pricing.

The type of licensing described in this section is for "Heavy Users"; those using the system two or more hours per week. If your organization decides to purchase additional licenses of this type as part of migrating to V7 please discuss pricing with your Springbrook Software upgrade manager.

Access Agents for both Progress and SQL databases

For our clients who want/need them, we were able to negotiate a new offering from Progress called "Access Agents". Each Access Agent "covers" up to 100 "Casual Users" for \$2,500 plus maintenance. (A Casual User is loosely defined as someone who uses the system for less than two hours per week). For example, if, in the example in the preceding section, your organization had ten existing licenses that "ported over" to ten licenses that now operate with V7 and you'd like to provide five new "casual" users access to the system for a few hours per week, a block of 100 licenses is available for \$2,500. This is a far better value than ordering five individual "Heavy User" licenses as outlined in the preceding paragraph. Furthermore, your organization will still have 95 licenses left to distribute as you see fit. Again, this licensing structure is intended for users that require access to the system two hours or less per week whereas the licensing described in the preceding section is for "heavy" users of the system.

If your organization decides to purchase an Access Agent license as part of migrating to V7, please discuss pricing with your Springbrook Software upgrade manager.

Summary of Project Costs

V6.05 to .NET Migration Pricing for: City of Jonesboro, AR

Application/Products	Bdgt for Custom Code Rewrite	Training & Consulting
Finance Suite (GL, AP, ACH, Bank Rec, Bdgt)	\$8,100	\$7,200
Extended Budgeting & Forecasting		
Standard Federal/State Reporting		
AP Electronic Check Signature		
Purchase Orders	\$0	\$1,200
Requisitions	\$0	\$1,200
Payroll	\$12,150	\$5,400
Decentralized Time Entry with Elec. Approval		
PR Electronic Check Signature		
Human Resources	\$0	\$2,400
Project/Grant Accounting	\$0	included in GL
Fixed Assets	\$0	included in GL
Miscellaneous Accounts Receivable	\$0	\$1,200
Central Cash Management/Point Of Sale	\$0	included in GL
Licenses and Miscellaneous Permits	\$0	\$1,200
Building Permits and Inspections	\$14,625	\$2,400
Sub-Total Trng & Custom ReWrite (if necessary)	\$34,875	\$22,200
Less: Client Est. Custom that will be eliminated	-\$29,250	n/a
Total Trng & Custom ReWrite (if necessary)	\$5,625	\$22,200
Migration Management Services	\$14,400	
Sub-Total Migration Mgt.	\$14,400	
Access Agent	\$2,500	
Access Agent - Annual Maintenance	\$625	
SQL-Progress OpenEdge 10.1B App Server Enterprise	\$2,200	
SQL-Progress OpenEdge 10.1B App Server Ent - Maint	\$550	
Sub-Total Database Related Fees	\$5,875	
	\$0	
Total Estimated Project Costs	\$48,100	

Prices Valid for 180 Days from: 9/15/2009

20 - Named Users (Application Server)

100 - Casual Users via Access Agents

Optional Pricing Proposal for: City of Jonesboro, AR

Application/Products	Application License Fees	Training & Consulting	Project Management
Advanced Query/Reporting Training (Web)			\$100/hr.
Add'l Onsite Training		\$150/hr	
Workflow Requirement Analysis - 30 hours		\$4,500	
Individual Workflow Setup, \$150.00 Per/Hour		\$150/hr.	
Contingency Budget for Add'l Training		\$150/hr.	
Add'l App. Server Tier Licenses - "Heavy" Users	\$600/ea. + Maint.		

Prices valid for 180 days

Additional Migration Information:

- The above costs do not include travel expenses for Springbrook staff members. These are typically bid approximately 3 to 6 weeks prior to the scheduled migration date.
- The training for each application is our best estimate. Actual costs will be based on \$150 per hour.
- Migrating to V7 of the application and database will allow the use of Microsoft Windows Vista operating system.
- When migrating to V7, it may be necessary for us to re-write, test and review custom code currently on file for your organization for this new environment. However, in many cases some or even all custom code can be eliminated because it may now be part of the standard base application. A full review of your custom code will be conducted and documented by our Programming Dept., and a final cost estimate will be provided for any custom item(s) that need to be rewritten for V7. This will typically take place several months in advance of the migration.
- There will be no increase in annual maintenance costs for the products/modules licensed to the organization when migrating to this new version of the application. However, standard increases may apply as normal in future years.
- Migrations are managed by a Project Manager. He/she will act as your main point of contact for all scheduling and questions.

Standard Payment Terms

****NOT APPLICABLE – SEE NEXT PAGE ****

- Once we receive this signed authorization, we will generate an invoice for a 25% deposit (\$x,xxx) for the Training, Consulting and Migration Management services outlined herein. (If there is a budget amount to rewrite custom, no portion of that amount is factored into the down payment amount). Upon receipt of deposit, a Springbrook Software Project Manager in our Implementations Department will be assigned who will work with your agency to schedule and oversee the entire project.
- An additional 25% of the Training, Consulting and Migration Management services will be invoiced upon project “kick-off”. Project kick-off will normally take place twelve weeks prior to the actual trainer arriving onsite and may involve, but is not limited to, review of any custom software we have written, securing copies of your files for review, and ongoing communication with your Project Manager.
- The final 50% of the Training, Consulting and Migration Management services will be invoiced upon project completion.
- Software Customization. Once the project is underway, if it is determined that a rewrite of existing custom is required, a detailed statement of work and quote is completed and will be presented for approval. If approved, 50% of the bid amount will be invoiced upon customer sign-off. The final 50% will be invoiced upon delivery and customer acceptance.

City of Jonesboro, AR - Payment Terms
2 Years @ 0% Interest

- Once we receive this signed authorization, we will generate an invoice for a 10% deposit (\$3,660) for the Training, Consulting and Migration Management services outlined herein. (If there is a budget amount to rewrite custom, no portion of that amount is factored into the down payment amount). Upon receipt of deposit, a Springbrook Software Project Manager in our Implementations Department will be assigned who will work with your agency to schedule and oversee the entire project.
- An additional 15% of the Training, Consulting and Migration Management services will be due the first month of your agency's fiscal year.
- An additional 25% of the Training, Consulting and Migration Management services will be invoiced upon project "kick-off". Project kick-off will normally take place twelve weeks prior to the actual trainer arriving onsite and may involve, but is not limited to, review of any custom software we have written, securing copies of your files for review, and ongoing communication with your Project Manager.
- The final 50% of the Training, Consulting and Migration Management services will be due in January 2011 or upon project completion if the project is not entirely complete by then.
- Software Customization. Once the project is underway, if it is determined that a rewrite of existing custom is required, a detailed statement of work and quote is completed and will be presented for approval. If approved, 50% of the bid amount will be invoiced upon customer sign-off. The final 50% will be due in January 2011 or upon project completion if the project is not entirely complete by then.
- Access Agents and SQL –Progress Open Edge Licenses. These components will be ordered shortly before the scheduled migration takes place. 100% of the license amount is due upon invoice.
- Access Agents and SQL –Progress Open Edge Maintenance. When the Licenses are invoiced, we will also invoice the prorated annual amount for maintenance. The prorated amount will align with your agency's fiscal-year end.

City of Jonesboro, AR
2 Year - 0% Payment Option

Amount Due Budget Yr

Training, Consulting & Migration Management Services

10% Trng/Migration Mgt. Downpayment prior to January 1, 2010	\$	3,660	FY 2009
15% Trng/Migration Mgt. Due in January 2010	\$	5,490	FY 2010
25% Trng/Migration Mgt at Project Start in 2010	\$	9,150	FY 2010
100% Progress Access Agent & OpenEdge when ordered in 2010	\$	5,875	FY 2010
50% Rem Balance of Trng/Migration Management due in January 2011	\$	18,300	FY 2011
Sub-Total Training, Consulting, Migration Mgt, DB Licenses:	\$	<u>42,475</u>	

Budget for Custom ReWrite - If Req'd

50% Custom (if Req'd) due at Signoff	\$	2,813	FY 2010
50% Custom (If Req'd)- Rem Bal due on Delivery	\$	2,813	FY 2011
Sub-Total Custom	\$	<u>5,625</u>	
 GRAND TOTAL:	\$	<u><u>48,100</u></u>	

Acceptance of Migration Agreement

By signature below, you are accepting the terms of this proposal in its entirety and have authorization rights for entering into such an agreement on behalf of the City of Jonesboro, AR. For immediate processing, please fax this signed page back to Char Baumgardner within Springbrook at the following number: 503-820-4537.

_____	_____	_____
Client Signature	Printed Name	Date
_____	_____	_____
Client Signature	Printed Name	Date
_____	Char Baumgardner _____	
Springbrook Software	Printed Name	Date



Date _____

Number of pages including cover sheet 6

To: Char Baumgardner - Springbrook

From: Jim Barksdale – Finance Director

City of Jonesboro, AR

Email char.baumgardner@sprbrk.com

Phone 503-820-2241

Fax Phone 503-820-4537

CC: _____

Email jbarksdale@jonesboro.org

Phone (870) 932-1052

Fax Phone _____

REMARKS:

- Process For your review Reply ASAP Please comment

Jim,

When the agreement is approved, please fax this cover page along with pages 7-11 to Char’s attention at the number highlighted above.

If you have not received confirmation from Springbrook Software of receipt of this facsimile within 3-business days, please phone Char at the number above to ensure there was not a problem with the transmission.

Thank you for your continued business!

Jim Nelson

Territory and Upgrade/Migration Manager

jim.nelson@sprbrk.com

320.229.3907 – Direct Line