

**AMENDMENT NO. 1
TO THE STANDARD CONSULTANT AGREEMENT A4020A
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND VENA SOLUTIONS USA, INC., A DELAWARE CORPORATION**

This Amendment No. 1 ("Amendment"), effective as of the date it is fully executed by the Parties, amends the terms and conditions of the Standard Consultant Agreement A4020A ("Agreement") dated September 13, 2016, between the SANTA CLARA VALLEY WATER DISTRICT (District) and VENA SOLUTIONS USA, INC., A Delaware Corporation(Consultant), collectively, the "Parties."

RECITALS

WHEREAS, Consultant is currently performing implementation of Budgeting, Financial Forecasting, and Capital Planning for the District (Project); and

WHEREAS, the Parties desire to amend the Agreement to revise the Scope of Services to add enhancement items for the budgeting module; and

WHEREAS, the Parties desire to add additional funds to the Supplemental Services; and

WHEREAS, the Parties desire to amend the Agreement to revise the expiration date for the Agreement based on the new due date for the Forecasting module's implementation; and

WHEREAS, the Parties desire to amend the Agreement to revise the Consultant key staff for the Project.

NOW, THEREFORE, in consideration of the mutual promises and agreements stated herein and notwithstanding anything to the contrary in the Agreement, Consultant and the District hereby agree to amend the Agreement as follows:

- 1 In the Agreement, delete the header: "Attachment One To Schedule 1 Fees and Payments" on **Pages 26** through **54**, and replace with: "**Schedule 1 Scope of Services**".

In the Agreement, immediately before item 1, Total Authorized Funding, insert the following header: "**Attachment One to Schedule 1 Fees and Payments**".

- 2 The Agreement, Attachment One To Schedule 1 Scope of Services, **Task 4 – Project-Specific Sub-Tasks** for budgeting module's enhancements, immediately after subtask 4.14 add the following:

4.15 Fiscal Year Rollover Enhancements and Documentations

Deliverable: Implement enhancements for rolling over the budget process for Fiscal Year 2019 and provide all documentation.

4.16 Position Configuration Improvements

Deliverable: Implement additional formulas to enhance the data refresh process, data validation process, and modified formulas for Medicare tax and EAP calculation. Add more enhancements on the Global Assumption tab.

4.17 Project Configuration Improvements

Deliverable: Implement additional formulas to enhance the data refresh process, data validation process.

4.18 Data Refresh

Deliverable: To implement the same data refresh formula as in CIP so that the data is refreshed daily for Budget module.

4.19 Reorganize Vena Information Flow

Deliverable: Move all reports to a centralized location instead of being buried in various processes.

4.20 Target Template Revision

Deliverable: Modify the template to achieve audit trail. Template should have separate columns for initial target, modifications, and revised target.

4.21 Modifications to Project Request Template

Deliverable: Modify Project request template (Tab: Project Narrative) to have the following the new information:

- Current year Budget Amount
- YTD actual
- Straight-line Projection
- PY spending rate projection
- Mgr Input Value (for projected project spending)
- The formula in the variance cell needs to be revised to use the Mgr Input value to calculate the variance for the current year (instead of the variance for prior year)
- Tab: S&S: needs to check whether we will see CY adopted budget once rolling into FY2019
- Tab: Labor: needs to check whether we will see CY adopted budget once rolling into FY2019

4.22 Streamline Capital Offset Template

Deliverable: Redesign the Capital Offset Template based on the following requirements:

- Calculate the estimated budget remaining and carryforward amount at project level.

- Calculate the amount for estimated authorized projects reserves at fund level based on the calculation above.
- Modify the publishing file to include estimated budget remaining and carryforward amount.

4.23 Performance Measurements

Deliverable: Utilize Ends/Goals – add objectives and data input for calculations, outcomes, descriptions, and variance explanations.

4.24 Budget Adjustment Process

Deliverable: Add a "layer" on top of current budget for budget improvements. This should work similar as the Current Year Pending Budget Adjustment Input Template in Process 0 for S&S budget adjustment. Labor Budget adjustment is going to be different and needs more discovery.

4.25 Performance improvements

Deliverable: Improve performance for Request/Grant Templates.

- 3 The Agreement, Schedule 1 Scope of Services, **Task 5 – Supplemental Services**, immediately after subtask 5.1.2, add the following subtasks:

5.1.3 Additional training is needed for District users and budget office staff to understand all enhancements functionalities and to be able to take over the system completely.

5.1.4 Any additional services requested by the District.

- 4 The Agreement, Schedule 1 Scope of Services, after **Task 5 – Supplemental Services**, add the following as Task 6:

Task 6—Budgeting and Capital Planning

6.1 Budgeting Module

6.1.1 Current Year Pending Budget Adjustments

Deliverables: Automation of the generation of the Proforma report needs to be implemented for current year pending budget.

6.1.2 Highlevel Target Input Template

Deliverables: Extra fund level report tab needs to be developed for the Highlevel Target Input Template.

6.1.3 Non-Expense Budget Input Template

Deliverables: A new Non-Expense Budget Input Template needs to be created for budget configuration input process.

6.1.4 Project Narrative Configurations

Deliverables: Project Narrative configurations were added to all District configuration Templates.

6.1.5 Project Narrative by Fund

Deliverables: Project Narrative configurations by Fund need to be created for all District configuration Templates.

6.1.6 Division Report

Deliverables: An extra tab needs to be added for fund level target comparisons.

6.1.7 Unfunded Needs Process

Deliverables: A new Unfunded Request Form needs to be created. Extra report tabs also need to be created for situations such as: Approved by Deputy, Approved by Chief, and Approved by CEO.

6.1.8 District Fund Report

Deliverables: A new District Fund Report needs to be created to capture data for fund level budget details.

6.1.9 District Variance Report

Deliverables: A new District Variance Report needs to be created to capture District budget variances.

6.1.10 M/R Allocations

Deliverables: Implemented Master to Recipient (M/R) hour allocations for current year actual hours.

6.2 Capital Planning Module:

6.2.1 Workflows

Deliverables: Configure and set up workflows for Capital Improvement Program (CIP) input and review.

6.2.2 Templates

Deliverables: Configure the Project Scoring Sheet based on the following criteria:

- Flood Protection
- IT
- Water Supply
- Water Stewardship

6.2.3 Reports

Deliverables:

1) Project Plan Report including:

- Project Schedule
- Expenditure Summary
- Expenditure by:
 - Dept
 - Tasks
 - Account
 - Tasks & Dept
- Labor by:
 - Summary

- Details
- Dept
- Task
- Month
- Status Summary Report

2) CIP Page Development

- Single Picture Report Format
- Double Picture Report Format
- CIP Page 2 Development

- 5 In the Agreement, Attachment One To Schedule 1, Fees and Payments, Section 1, delete the first sentence and replace with "Total payment for Services performed, to the satisfaction of the District, as described in the Schedule(s) will not exceed a total amount of \$558,304 (Not-to-Exceed Fees or NTE)."
- 6 In the Agreement, Attachment One To Schedule 1, Fees and Payments, Section 2, delete the **Cost Breakdown** table, and replace with the following:

REVISED COST BREAKDOWN

Task	Description	Original Agreement	Amendment No. 1	Total
1	Project Planning Work Plan	\$7,600 (not-to-exceed fee)	\$0	\$7,600
2	Project Management (and Training)	\$78,400 (not-to-exceed fee)	\$0	\$78,400
3	Data Collection and Investigation	\$30,400 (not-to-exceed fee)	\$0	\$30,400
4	Project-Specific Sub-Tasks	\$186,960 (not-to-exceed fee)	\$107,000 (not-to-exceed fee)	\$293,960 (not-to-exceed fee)
5	Supplemental Services	\$45,600 (Paid on an hourly basis)	\$50,000 (Paid on an hourly basis)	\$95,600 (Paid on an hourly basis)
6	Budgeting and Capital Planning	\$0	\$52,344 (not-to-exceed fee)	\$52,344 (not-to-exceed fee)
Total Not-to-Exceed Amount for Scope of Services		\$348,960	\$209,344	\$558,304

- 7 The Agreement, Attachment Two To Schedule 1, Schedule of Completion, delete Section 2, and replace, in its entirety, with the following Section 2:

“This Agreement expires on the later of: the completion of the scope of services or **December 31st, 2018**, unless, prior to its expiration, its term is modified by a written amendment hereto, signed by both Parties.”

- 8 The Agreement, Attachment Two To Schedule 1, Schedule of Completion, Section 3, delete the project schedule table, and replace with the following:

Task	Description	Duration From Notice to Proceed
1	Project Planning Work Plan	2 weeks
2	Project Management (and Training)	On-Going
3	Data Collection and Investigation	Sept 2016 – Oct 2016
4	Project-Specific Sub-Tasks	Budget: Oct 2016 – Jan 2017 Capital: Nov 2016 – Jan 2017 Forecasting: May 2018 – Dec 2018
5	Supplemental Services	On-Going
6	Budgeting and Capital Planning	July, 2017

- 9 The Agreement, Attachment Three To Schedule 1, Consultant's Key Staff and Subconsultants, delete Section 1, and replace with the following:

“Consultant's key staff assigned to the Project are as follows:

The Consultant will obtain the District's Project Manager's approval for any resource changes.”

Team Member	Project Role	Contact Information
Justin Chiu	Practice Manager	(647) 403-4331
Andrew McDonald	Director	(647) 280-9504
Eugene Cheng	Principle Consultant	(647) 618-4017
Peter Langer	Principle Consultant	(416) 207-1770 Ext. 303
Dale Poustie	Project Manager	(647) 285-8146

- 10 All other terms and conditions stated in Agreement A4020A not amended herein remain in full force and effect.

IN WITNESS WHEREOF, THE PARTIES HAVE SET FORTH BELOW THEIR CONSENT TO THE TERMS AND CONDITIONS OF THIS AMENDMENT NO. 1 TO AGREEMENT #A4020A THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.

SANTA CLARA VALLEY WATER
DISTRICT
"District"

VENA SOLUTIONS USA, INC., A
Delaware Corporation

"Consultant"

By: _____
Norma Camacho
Chief Executive Officer

By: _____

Date: _____

Date: _____

Firm Address:

1971 Western Ave, #1125
Albany, NY 12203

"The official signing for Consultant certifies, to the best of his or her knowledge and belief, that neither Consultant nor its principals is presently debarred, suspended, proposed for debarment, declared ineligible, or voluntarily excluded from participation in this transaction by any federal department or agency."

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