

12-382

**Contract Addendum
Summit County Broadband Initiative
HTEx & Sourcing Office Scope of Work**

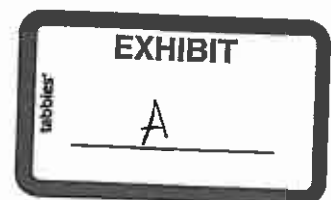
THIS ADDENDUM (this "Addendum") is entered into by and between The County of Summit a charter County organized under the laws of the State of Ohio and its Charter, with its principal place of business at 175 South Main Street, 8th Floor, Akron, Ohio 44308 (Summit County), Hosted Technology Exchange, LLC, an Ohio Limited Liability Company, with its principal place of business at 571 Boston Mills Road, Suite 500, Hudson, Ohio 44236 ("HTEx"), and Sourcing Office, an Ohio 501 (c)(3) not-for-profit corporation organized as a regional council of governments under Section 167 of the Ohio Revised Code, with its principal place of business at 5422 East 96th Street, Suite 120, Cleveland, Ohio 44125 ("Sourcing Office"). Throughout this Addendum, Summit County, HTEx, and Sourcing Office will be referred to interchangeably in the singular as "Party" or in the plural "Parties."

This Addendum is hereby incorporated within and attached to that certain Member Services Agreement executed as of March 12, 2012 by and between Summit County and HTEx (the "HTEx Membership Agreement") with respect to the services to be provided by HTEx as defined herein as part of the implementation of the Summit County Broadband Initiative project (the "Project") funded by the Local Government Innovation Fund ("LGIF") grant awarded to Summit County by the Ohio Department of Development in June 2012 and approved by the Ohio Controlling Board on July 9, 2012 (the "Grant").

This Addendum is hereby incorporated within and attached to that certain Membership Agreement executed as of March 3, 2007 by and between Summit County and Sourcing Office (at the time, The Northeast Ohio Sourcing Office) with respect to the services to be provided by Sourcing Office as defined herein as part of the Project funded by the LGIF Grant.

1. **Project Description.** The LGIF grant application (the "Application") submitted by Summit County on March 1, 2012 included the following Project Description (page 12 of the Application): This feasibility and cost benchmarking study will consist of the following steps (the "Steps"):

1. Obtain baseline information from the participants for each participant's locations, including the total annual telecom/data costs by cost category, the internal telecom/Local Area Network (LAN) infrastructure by site, the external Wide Area Network (WAN) infrastructure by site, and any in-place fiber/broadband assets.
2. Research the existing fiber or broadband assets within the geographical footprint of the participants that can be utilized to achieve the desired individual and collective cost savings and other service level and collaborative benefits.
3. Research additional fiber or broadband assets, such as those operated by Information Technology Centers, which may be utilized as an inter-connectivity platform between participants to achieve the desired individual and collective cost savings.
4. Inventory and assess the in-place telecom/IT-related contracts to ensure these contracts do not inhibit any participant's opportunity to access and benefit from the shared broadband network when it is deployed. Additionally, develop the required telecom/IT contracts that will facilitate and support each participant's participation going forward.



5. Conduct a high level assessment to determine the cost savings, communications applications, and other collaboration benefits that the participants may achieve by leveraging a shared broadband network throughout Summit County.
6. Research which vendors can provide cost effective fiber or broadband services throughout Summit County to fill gaps in current coverage, thereby achieving individual and collective cost savings, service levels, and other collaborative benefits.
7. Negotiate prospective service level agreements and pricing using the combined purchasing power of the participants in conjunction with the existing HTEEx purchasing cooperative that is available to Ohio public sector entities through Sourcing Office.
8. Prepare a recommended shared broadband network design for the participants that can further be leveraged and replicated for additional public sector, not-for-profit, and private sector participation throughout Summit County.
9. Project cost savings vs. cost benchmarks developed, impact of improved service levels, and collaboration benefits that will be enabled by the shared broadband network.
10. Recommend internal telecom/LAN infrastructure and network services changes to be either upgraded or replaced by individual participants to enable their access to and participation in the shared broadband network.
11. Identify potential governance challenges and related issues that the participating institutions may encounter when sharing services across the broadband network.

2. **HTEEx Scope of Work.** HTEEx will be responsible for completing Steps 1 through 10 listed in Section 1 of this Addendum (the "HTEEx Scope of Work"). The estimated timeline for the completion of each Step assigned to HTEEx is:

Description of Action Steps	Step #*	Draft Report Phase			Final Report Phase			Notes
		Duration (Weeks)	Start Date (Weeks)	End Date (Weeks)	Duration (Weeks)	Start Date (Weeks)	End Date (Weeks)	
Gather Baseline Information	1	8	1	9	8	1	9	
Research Fiber Assets	2, 3	10	1	11	13	1	14	There are no dependent/parallel Steps.
Conduct Contract Review and Oppty. Analysis	4	4	9	13	4	9	13	Starts when Gathering Baseline Info completed.
Research Vendors	6	4	6	10	7	6	13	Starts halfway through Fiber Research.
Project Cost Savings	5, 9	2	13	15	6	13	19	Draft phase begins upon completion of Vendor Research and Gathering Baseline Info; final phase begins upon completion Network Recommendations.
Design Network	8	4	6	10	7	6	13	Starts halfway through Fiber Research.
Negotiate Contracts	7	4	10	14	4	13	17	Starts upon completion of Network Design.
Develop LAN and Network Recommendations	10	4	10	14	4	10	14	Starts upon completion of Network Design.

* Corresponds to the steps outlined in the Project Description portion of the LGIF Grant Application on page 12.

The Parties will identify a mutually agreeable Project start date (the "Start Date"). The Parties' intention is to initiate the project as quickly as reasonably possible following the execution of the corresponding Grant agreement between Summit County and the Ohio Department of Development. For the purposes of the HTEEx Scope of Work and project timeline, the Start Date is considered the first day of Week 1. The HTEEx Scope of Work estimates which week HTEEx will initiate work on each Step and how many weeks it will take for HTEEx to complete that Step. For example, HTEEx will begin Researching Fiber Assets (Steps 2 and 3) during the first week off the Project and anticipates completing Steps 2 and 3 in 10 weeks.

HTEEx is not responsible for incomplete data or analysis resulting from Collaborative Partners (as listed in the LGIF Grant application) failing to provide complete data on a timely basis in accordance with the HTEEx Scope of Work timeline. HTEEx is also not responsible for incomplete data or analysis resulting from third party vendors failing to provide complete data on a timely basis in accordance with the HTEEx Scope of Work timeline. HTEEx will use reasonable efforts to identify the information required by Collaborative Partners and third party vendors and communicate those information requests on a timely basis.

HTEEx will develop and submit to Summit County the draft and final reports described in this Addendum with the data that is provided by the Collaborative Partners and third party vendors on a timely basis. The reports will identify any information that was not received and therefore not included in either the analysis or the reports.

3. **Sourcing Office Scope of Work.** Sourcing Office will be responsible for completing Step 11 (the review of legal and governance issues) and for project management and grant administration (the "Sourcing Office Scope of Work"), including compiling and submitting on behalf of the County all necessary reports records, pay requests, and similar documents required by the terms of the Grant Agreement between Summit and the Ohio Department of Development. The estimated timeline for each Step assigned to Sourcing Office is:

Description of Action Steps	Step #*	Draft Report Phase			Final Report Phase			Notes
		Duration (Weeks)	Start Date (Weeks)	End Date (Weeks)	Duration (Weeks)	Start Date (Weeks)	End Date (Weeks)	
Review Legal and Governance Issues	11	4	8	12	8	12	20	Starts when HTEEx substantially completes the draft phase of Steps 1, 2, 3, 4, and 6; final phase is completed after HTEEx Scope of Work is completed.
Project Management and Grant Administration	N/A	12	1	13	9	13	22	Ongoing through entire Project.

* Corresponds to the steps outlined in the Project Description portion of the LGIF Grant Application on page 12.

The timeline for the Sourcing Office Scope of Work will begin in conjunction with the Start Date.

Sourcing Office is not responsible for incomplete data or analysis resulting from Collaborative Partners (as listed in the LGIF Grant application) failing to provide complete data on a timely basis in accordance with the Sourcing Office Scope of Work timeline. Sourcing Office is also not responsible for incomplete data or analysis resulting from third party vendors failing to provide complete data on a timely basis in accordance with the Sourcing Office Scope of Work timeline. Sourcing Office will use reasonable efforts to identify the information required by Collaborative Partners and third party vendors and communicate those information requests on a timely basis.

Sourcing Office will develop and submit to Summit County the draft and final report described in this Addendum with the data that is provided by the Collaborative Partners and third party vendors on a timely basis. The report will identify any information that was not received and therefore not included in either the analysis or the report.

4. **Draft and Final Reports.** HTEEx and Sourcing Office will provide a series of draft and final reports to Summit County. The following table summarizes the Steps that will be included in each of the reports; the estimated timing in weeks after the Start Date of the initiation, draft report submission, and final report submission; and the LGIF grants dollars allocated to each report. HTEEx and Sourcing Office will invoice Summit County for each organization's respective Scope of Work; Summit County will pay HTEEx and Sourcing Office directly within ten (10)

business days of Summit County receiving the corresponding Grant dollars from the State of Ohio pursuant to the terms of the Grant agreement between Summit County and the Ohio Department of Development.

Report	Steps Included	Grant \$ Allocation	Project Dates (in weeks)			Payment Dates (in weeks)		
			Project Initiation	Draft Report	Final Report	20%	50%	30%
Report 1: Initial Research								
	1. Gather Baseline Information	\$ 9,500	1	9	9	1	9	14
	2 & 3. Research Fiber Assets	\$ 18,000	1	11	14	1	9	14
	4. Conduct Contract Review & Opportunity Analysis	\$ 14,250	9	13	13	1	9	14
TOTALS		\$ 41,750				\$ 8,350	\$ 20,875	\$ 12,525
Report 2: Solution Design								
	6. Research Vendors	\$ 4,250	6	10	13	1	14	19
	5 & 9. Project Cost Savings	\$ 9,500	13	15	19	1	14	19
	8. Design Network	\$ 5,000	6	10	13	1	14	19
	7. Negotiate Contracts	\$ 5,000	10	14	17	1	14	19
	10. Develop LAN & Network Recommendations	\$ 9,500	10	14	14	1	14	19
TOTALS		\$ 33,250				\$ 6,650	\$ 16,625	\$ 9,975
Report 3: Legal & Governance Issues								
	11. Review Legal & Governance Issues	\$ 15,000	8	12	20	1	14	20
	Project Management & Grant Administration	\$ 10,000	1	14	20	1	14	20
TOTALS		\$ 25,000				\$ 5,000	\$ 12,500	\$ 7,500

Estimated HTEEx invoicing schedule:

- Week 1: 20% of Reports 1 & 2 Scope of Work or \$15,000
- Week 9: 50% of Report 1 Scope of Work or \$20,875
- Week 14: 30% of Report 1 Scope of Work or \$12,525 plus
50% of Report 2 Scope of Work or \$16,625 for a total of \$29,150
- Week 19: 30% of Report 2 Scope of Work or \$9,975

Total Project payments to HTEEx: \$75,000

Estimated Sourcing Office invoicing schedule:

- Week 1: 20% of Report 3 Scope of Work or \$5,000
- Week 14: 50% of Report 3 Scope of Work or \$12,500
- Week 20: 30% of Report 3 Scope of Work or \$7,500

Total Project payments to Sourcing Office: \$25,000

IN WITNESS WHEREOF, the Parties hereto have caused this Addendum to be executed by their duly authorized representatives as of September __, 2012.

SOURCING OFFICE

**HOSTED TECHNOLOGY EXCHANGE,
LLC**

By: _____

By: _____

Printed Name: Don T. Iannone

Printed Name: Dan Quigg

Title: Executive Director

Title: Chief Executive Officer

Date: _____

Date: _____

COUNTY OF SUMMIT

By: _____

Printed Name: Jason Dodson

Title: Chief of Staff, Summit County Executive, Russell M. Pry

Date: _____