AMENDMENT NO. 1 TO THE SERVICES AGREEMENT BETWEEN LAKE HAVASU CITY AND CHERRYROAD TECHNOLOGIES INC. DATED NOVEMBER 28, 2017

This Amendment No. 1 to Services Agreement dated November 28, 2017 ("Amendment") is entered into as of May _____, 2018 ("Effective Date") by and between Lake Havasu City ("City") and CherryRoad Technologies Inc. ("CherryRoad"), together ("the Parties").

RECITALS: the Parties entered into a Services Agreement dated November 28, 2017 ("Agreement"). The City requested additional services related to the ERP System Implementation Services and this Amendment is necessary to add those services into the Scope of Work ("SOW") contained in the Agreement. The additional services are listed on the attached "Attachment 1: Functional Requirements / Lake Havasu City" and incorporated herein.

NOW, THEREFORE, the Parties, agreeing that it is necessary to modify the Agreement, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by the Parties, hereby amend the Agreement as follows:

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DESCRIPTION OF CHANGE/JUSTIFICATION

1.   Implementation of Oracle Cloud Benefits Administration, Health & Safety, Disciplinary & Grievances is $275,000. Time and Material based on rates as per the original SOW:

   Onsite:
   • Work performed during 2018 – $176/hr. including expenses.
   • Work performed during 2019 – $178/hr. including expenses.

   Offsite/Remote:
   • Work performed during 2018 – $141/hr. including expenses.
   • Work performed during 2019 – $143/hr. including expenses.

   a. Assumption is that this is in parallel to the current Implementation.
   b. The City owns all the software except an additional module for Health & Safety that would be between $6.5K and $7.5K annually.

2.   Implementation of PPM is $154,400. Time and Material based on rates as per the original SOW:

Onsite:
- Work performed during 2018 - $176/hr. including expenses.
- Work performed during 2019 - $178/hr. including expenses.

Offsite/Remote:
- Work performed during 2018 - $141/hr. including expenses.
- Work performed during 2019 - $143/hr. including expenses.

   a. Assumption is that this is in parallel to the current Implementation.

3.   Implementation Services Estimate is revised as follows:

ID		Fees (travel inclusive)
1	Finance	(included in total)
2	Human Capital Management	(included in total)
3	Budgeting	(included in total)
4	Oracle Cloud Benefits Administration, Health & Safety, Disciplinary & Grievances	$275,000
5	Oracle PPM	$154,440
	Total	$1,629,440

DETAIL OF AMENDMENT TERMS

Change Item	Original Requirement and Scope
Change From	Removed PG and BEN requirements from Scope
Change To	Include 101 PG and BEN requirements back in Scope

IMPACT SUMMARY

	Impact
Scope	Additional 101 requirements and the Implementation of Oracle Cloud Benefits Administration, Health & Safety, Disciplinary & Grievances during the same HCM timeline detailed in Phase II, as well as adding PPM to Phase 1 Implementation.
Contingency	None
Schedule	None
Cost	$429,440 Time & Materials

APPROVALS

1.   Approval of this Amendment is an indication that CherryRoad is authorized to perform the described activities. Changes resulting from this Amendment will constitute the entire agreement between the Parties with respect to its subject matter. This Amendment is separate and independent from any other deliverables unless explicitly stated within this Amendment. This Amendment supersedes all prior or contemporaneous agreements, representations, or understandings, written or oral, explicit or implied, concerning the subject matter of this Amendment.

2.   .. Except as expressly amended herein, all other terms and conditions of the Agreement shall remain in full force and effect.

CHERRYROAD TECHNOLOGIES INC.   **LAKE HAVASU CITY**

_____   _____
Signature   *Signature*

_____   _____
Print Name & Title   *Print Name & Title*

Attachment 1: Functional Requirements / City of Lake Havasu								
Column E: Available Responses								
Y	Requirement Met and Proposed (Standard features in the generally available product)							
Y-ND	Requirement Met and Proposed (Features that are not offered as a generally available product or							
N	Requirement Not Met with Proposal							
I	Need More Information/Discussion							
O	Requirement was removed from scope by client							
IF Y-ND Selected Column J:								
F	Feature Schedule for Future Release in Generally Available Software							
E	Feature Developed as Enhancement for this Project							
Column F: Available Responses								
S	Requirement and Feature Supported by Software Developer							
TPS	Requirement and Feature Supported by Third Party							
NS	Requirement and Feature Not Supported							
NOTE: All exceptions and assumptions should be listed in Comments Field								
Req #	**Function**	**Process**	**Requirement**	**Implementation Response**	**Support Response**	**Module / System**	**Phase for Go Live**	**Comment**
219	PG	Grant Applications	Departments enter grant application into the system with the ability to attach supporting documentation	O	S	Fusion Grants Management Cloud Service	Phase I	Enter Award in a Pending status
220	PG	Grant Applications	Grant application identifies any local funding match	O	S	Fusion Grants Management Cloud Service	Phase I	
222	PG	Grant Applications	Grant applications link to capital project or capital project request (budget)	O	S	Fusion Grants Management Cloud Service	Phase I	Enter Award in a Pending status
223	PG	Project Set Up	Supports multiple-year projects and grants	O	S	Fusion Project Financials Cloud Service	Phase I	
224	PG	Project Set Up	Supports parent/child relations for projects and sub-projects (list any limitations in the comments column)	O	S	Fusion Project Financials Cloud Service	Phase I	

225	PG	Project Set Up	System has the ability to define an owner, manager or administrator	O	S	Fusion Project Financials Cloud Service	Phase I	
226	PG	Project Set Up	Ability enter description, comments/narrative for projects	O	S	Fusion Project Financials Cloud Service	Phase I	
227	PG	Project Set Up	System tracks funding Sources (multiple funding sources for each project)	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	R11 Grants Management supports one funding source per Project. Multiple grants per project can be supported with Contract Management.
228	PG	Project Set Up	System allows decentralized project set up	O	S	Fusion Project Financials Cloud Service	Phase I	
229	PG	Project Set Up	System provide workflow notification/approval for project set up	O	S	Fusion Project Financials Cloud Service	Phase I	
230	PG	Project Set Up	Project tracks start date and end date, allowing for amendments to both	O	S	Fusion Project Financials Cloud Service	Phase I	
231	PG	Project Set Up	System uses project start date and end date for determining eligible expenditures and doesn't allow transactions outside project eligibility period	O	S	Fusion Project Financials Cloud Service	Phase I	
232	PG	Project Set Up	Projects can be established across multiple funds and departments	O	S	Fusion Project Financials Cloud Service	Phase I	
233	PG	Project Set Up	System will identify and track user-defined multiple sub-levels of a project (e.g. design, pre construction, construction, post construction, completed)	O	S	Fusion Project Financials Cloud Service	Phase I	
234	PG	Project Set Up	User-defined sub-levels of project can be different for each project	O	S	Fusion Project Financials Cloud Service	Phase I	
235	PG	Project Budget	System allows creation of project budget for select projects (not required for all projects)	O	S	Fusion Project Financials Cloud Service	Phase I	
236	PG	Project Budget	Project budgets are established for entire project	O	S	Fusion Project Financials Cloud Service	Phase I	

237	PG	Project Budget	Project budgets have capability to extend 10+ years	O	S	Fusion Project Financials Cloud Service	Phase I	
238	PG	Project Budget	Project budgets identify expected ongoing operating impact	O	S	Fusion Project Financials Cloud Service	Phase I	
239	PG	Project Budget	Project budgets are established by fiscal year within multi-year project	O	S	Fusion Project Financials Cloud Service	Phase I	
240	PG	Project Budget	Project budgets populate CIP budget totals in budget module	O	S	Fusion Project Financials Cloud Service	Phase I	Manual export and load into Budget
241	PG	Project Budget	Budget control for a project can be set for calendar year	O	S	Fusion Project Financials Cloud Service	Phase I	
242	PG	Project Budget	Budget control for a project can be set for fiscal year	O	S	Fusion Project Financials Cloud Service	Phase I	
243	PG	Project Budget	Budget control for a project can be set for other organization's fiscal year (federal government)	O	S	Fusion Project Financials Cloud Service	Phase I	
244	PG	Project Budget	Budget control for a project can be set for entire Life of Project (multi-Year)	O	S	Fusion Project Financials Cloud Service	Phase I	
245	PG	Project Budget	System can control budget at project level	O	S	Fusion Project Financials Cloud Service	Phase I	
247	PG	Project Budget	System can control budget where budget equals funding source (and prevent project expenditures from exceed project funding sources)	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
249	PG	Project/Grant Tracking	System tracks project milestones	O	S	Fusion Project Financials Cloud Service	Phase I	
250	PG	Project/Grant Tracking	System allows project managers to update milestone completion status	O	S	Fusion Project Financials Cloud Service	Phase I	
251	PG	Project/Grant Tracking	System allows project managers to update project status with narrative response	O	S	Fusion Project Financials Cloud Service	Phase I	
253	PG	Project/Grant Tracking	System allows for tracking direct costs (encumbrance) to project through purchasing	O	S	Fusion Project Financials Cloud Service	Phase I	

254	PG	Project/Grant Tracking	System allows for tracking of grant eligible expenses	O	S	Fusion Project Financials Cloud Service	Phase I	
255	PG	Project/Grant Tracking	System allows for tracking direct costs (expense) to project through accounts payable	O	S	Fusion Project Financials Cloud Service	Phase I	
256	PG	Project/Grant Tracking	System allows for tracking direct costs and indirect costs (encumbrance and expense) to project through journal entries	O	S	Fusion Project Financials Cloud Service	Phase I	
257	PG	Project/Grant Tracking	System allows for tracking salary and benefit costs (expense) to project through payroll	O	S	Fusion Project Financials Cloud Service	Phase I	
258	PG	Project/Grant Tracking	System will split the cost of projects across various funding sources by Percentage (e.g. 70% grant, 30% bond)	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	Using Revenue Contracts Contribution Percentage
261	PG	Project Revenue	System allows revenue source to be split across multiple projects	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
262	PG	Project Revenue	System can assign multiple revenues sources to be used for single project	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
263	PG	Project Revenue	System allows multiple revenue sources to be split across multiple projects (each project has multiple sources)	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
264	PG	Project Revenue	System will track advance payments on projects/grants	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
265	PG	Project Revenue	Ability to track, post, and notify for interest related to projects or grants, as applicable (i.e. state or federal grants)	O	S	Fusion Project Financials Cloud Service	Phase I	Capitalizable Interest
266	PG	Project Billing	Generates revenue/receivable transactions from grants expenditure data	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
267	PG	Project Billing	Produces an invoice based on the direct and indirect costs	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	

268	PG	Project Billing	System can generate invoice to bill for any project costs (bill to contractor, citizen, other government, or grant)	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
269	PG	Project Billing	System can generate invoice for appropriate billable expenses at end of project	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
270	PG	Project Billing	System can generate invoice for appropriate billable expenses at completion of milestone / phase	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
271	PG	Project Billing	System can generate invoice for appropriate billable expenses at any point (bill current charges)	O	S	Fusion Projects Contract Billing Cloud Service	Phase I	
272	PG	Project Close	System allows closing sub-project (example: phase) separately from close of entire project	O	S	Fusion Project Financials Cloud Service	Phase I	
273	PG	Project Close	Allow soft close to project that doesn't allow new expenditures but does allow final cost adjustments	O	S	Fusion Project Financials Cloud Service	Phase I	
274	PG	Project Capitalization	Expenditures for capital project can be identified as capitalized expenses	O	S	Fusion Project Financials Cloud Service	Phase I	
275	PG	Project Capitalization	Transfers construction-in-progress accounts to fixed asset accounts at project close or completion	O	S	Fusion Project Financials Cloud Service	Phase I	
276	PG	Project Capitalization	Ability to capitalize asset prior to completion of project	O	S	Fusion Project Financials Cloud Service	Phase I	
277	PG	Project Capitalization	Ability to cancel incomplete projects that are not capitalized	O	S	Fusion Project Financials Cloud Service	Phase I	
278	PG	Project Capitalization	System allows creation of asset before project close	O	S	Fusion Project Financials Cloud Service	Phase I	
279	PG	Project Capitalization	System allows users to determine what costs should be capitalized	O	S	Fusion Project Financials Cloud Service	Phase I	
757	BEN	Benefit Set Up	System maintains multiple benefit plans each having multiple options	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	

758	BEN	Benefit Set Up	System tracks benefits and manages payroll deductions for benefits for employees	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
759	BEN	Benefit Set Up	Benefit amount differs by job classification, bargaining unit, employee, and FTE	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
760	BEN	Benefit Set Up	System will give employees discounted premiums if they meet the City's wellness goals	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
761	BEN	Benefit Set Up	System applies employer deposit for HSA periodically or lump sum	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
762	BEN	Benefit Set Up	System notifies HR of employee's eligibility for city contribution for HSA account	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Custom report may be required based on specific report format and data elements
763	BEN	Benefit Eligibility	System automatically determines employee eligibility by employee status (full time vs. not full time)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
764	BEN	Benefit Eligibility	System automatically determines employee eligibility by job class (one bargaining unit may be in different plan)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
765	BEN	Benefit Eligibility	System limits enrollment in multiple plans of the same type at the same time	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
766	BEN	Benefit Eligibility	Dependent plans are linked to employee plans	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
767	BEN	Benefit Eligibility	System tracks demographic information for dependents	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
768	BEN	Benefit Eligibility	Ability to limit enrollment eligibility based on rules (married couples can't split kids on medical, opt out, etc.)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	

769	BEN	Benefit Eligibility	Track % of benefits by employee type (regular, 1000 hr temporary, etc.)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Custom report may be required based on specific report format and data elements
770	BEN	Benefit Eligibility	Track % of benefits for 10 month employees (contract employees, similar to teachers)(different rules)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Custom report may be required based on specific report format and data elements
771	BEN	Beneficiaries/Dependents	System tracks history of all dependents changes	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
772	BEN	Beneficiaries/Dependents	System notifies employee and HR when dependents are no longer eligible for benefits based on age	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Custom report may be required based on specific report format and data elements
773	BEN	Benefit Administration	Benefit deductions to occur for each pay period	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
774	BEN	Benefit Administration	Benefit deductions to occur for 1st pay period of the month	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
775	BEN	Benefit Administration	Benefit deductions to occur for 2nd pay period of the month	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
776	BEN	Benefit Administration	Benefit deductions to occur for 3rd pay period of the month	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
777	BEN	Benefit Administration	Benefit deductions to occur once per year	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
778	BEN	Benefit Administration	Benefit deductions to occur for off cycle pay cycles	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
779	BEN	Benefit Administration	System allows user to select each period individually (example: 1st and 2nd of month, but not 3rd.)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Assuming "users" refers to administrative users.

780	BEN	Benefit Administration	System deducts employer/employee paid amount and transfers funds to internal service funds	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Assuming internal service funds refers to the general ledger Fund code in Chart of Account
781	BEN	Benefit Administration	Deduction rate can be set as a flat amount	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
782	BEN	Benefit Administration	Deduction amount/rate can be set as a percentage of eligible pay (could be limited pay code types)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
783	BEN	Benefit Administration	System tracks maximum deduction amounts and tracks deduction totals against maximum allowed per pay period	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
784	BEN	Benefit Administration	System tracks maximum deduction amounts and tracks deduction totals against maximum allowed per year	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
785	BEN	Benefit Administration	System tracks accumulated payments across multiple plans when comparing against a maximum amount	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
786	BEN	Benefit Administration	Track multiple payroll and benefit effective dates	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
787	BEN	Benefit Plan Administration	System allows all changes to benefit plans, rates, and eligibility be made through effective dating	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
788	BEN	Benefit Plan Administration	System allows changes in premium amounts to be made with effective dating	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
789	BEN	Benefit Self Service	System allows employees to view the benefit elections, including cafeteria plans	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
790	BEN	Benefit Self Service	System allows web portal for employees to select benefit options for initial and open enrollment	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Assumes portal refers to ability for employees to have on-line access

791	BEN	Benefit Self Service	System provides web portal for employees to update benefit elections for qualifying life events	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Assumes portal refers to ability for employees to have on-line access
792	BEN	Benefit Self Service	When qualified for a life event, system calculates premium owed or refunded to employee based on effective date	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
793	BEN	Benefit Self Service	System allows employee to view changes to premium calculations	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Assumes report/document could be used and added as a URL for employees to view during enrollment
794	BEN	Benefit Self Service	System determines employee eligibility and only offers eligible benefit packages to employees through self service	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
795	BEN	Benefit Self Service	Employees using self service for open enrollment can re-select all benefit elections	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
796	BEN	Benefit Self Service	Employees using self service for open enrollment can confirm existing benefit elections (selections from previous year are carried over)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
797	BEN	Benefit Self Service	Employees not entering self service for open enrollment have previous selections applied to next year	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
798	BEN	Benefit Self Service	System identifies employees that have not yet re-enrolled and provides notification to HR and/or employee	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Custom report may be required based on specific report format and data elements
799	BEN	Benefit Self Service	System capable of alerting employees that they need to re-enroll during open enrollment	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	Custom report may be required based on specific report format and data elements
800	BEN	Benefit Self Service	Employees can make changes to dependents through self service:	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	

802	BEN	Benefit Self Service	Employees are able to attach documentation if necessary to benefit elections, dependent information, or qualifying life events (example: birth certificate)	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	
803	BEN	Benefit Self Service	System to allow checklists be used to tracked required documents for benefit plan enrollment and changes	O	S	Fusion Human Capital Management Base Cloud Service	Phase II	