



CHANGE ORDER NO. 1
to
CGI ADVANTAGE® CLOUD AGREEMENT

This Change Order #1 (the “**Change Order**”) made effective as of the last date signed below (the “**Effective Date**”), amends the CGI Advantage® Cloud Agreement dated July 24, 2023 (the “**Agreement**”) by and between County of Ventura (“**Client**” or “**County**”) and CGI Technologies and Solutions Inc. (“**CGI**”). This Change Order incorporates the terms and conditions of the Agreement as if the Agreement were fully set forth in the text of this Change Order. Capitalized terms used in the body of this Change Order have the meanings, if any, ascribed to them in the Agreement, unless otherwise specified in this Change Order. Except as amended herein, all other provisions of the Agreement are unchanged and remain in effect.

1. AMENDED TERMS

A. Exhibit B (Restated License and Maintenance Agreement)

(i) **Section 5 (Maintenance Payment Terms)** of Schedule A is deleted and replaced in its entirety with the table below to account for the County’s Go-Live to CGI Advantage® 4.

Additionally, and in accordance with Section 2 (Exhibits to this Agreement) of the Agreement, given the County is now live with CGI Advantage 4, the amount in the table below represents the final payment for the County’s on-premise Advantage license and maintenance deployment. Please refer to the CGI Advantage® Order for applicable Fees regarding the County’s Advantage Cloud deployment.

Milestone	Due Date	CGI Advantage Software	Third Party Software	Oracle Software	Deliverable Amount
Year 1	1/2/2013		\$51,663.00		\$51,663.00 (paid)
Year 2	7/1/2013		\$141,087.00	\$12,913.00	\$154,000.00 (paid)
Year 3	7/1/2014		\$145,319.00	\$12,665.00	\$174,237.00 (paid)
	Upon Delivery of Software & Approval of Amendment 4			\$16,253.00	
Year 4	7/1/2015	\$689,580.00	\$149,679.00	\$29,785.00	\$869,044.00 (paid)
Year 5	7/1/2016	\$295,504.00	\$154,169.00	\$30,678.00	\$480,351.00 (paid)
Year 6	7/1/2017	\$304,369.00	\$180,311.00	\$31,598.00	\$516,278.00 (paid)
Year 7	7/1/2018	\$313,500.00	\$181,858.00	\$32,546.00	\$527,904.00 (paid)
Year 8	7/1/2019	\$322,905.00	\$187,314.00	\$33,522.00	\$558,421.00



Milestone	Due Date	CGI Advantage Software	Third Party Software	Oracle Software	Deliverable Amount
	1/6/2020	\$14,680.00			(paid)
Year 9	7/1/2020	\$362,833.00	\$192,934.00	\$34,526.00	\$590,293.00 (paid)
Year 10	7/1/2021	\$373,718.00	\$198,723.00	\$33,082.00	\$605,523.00 (paid)
Year 11	7/1/2022	\$292,726.00	\$203,436.00	\$28,582.00	\$524,744.00 (paid)
Year 12	7/1/2023	\$301,508.00	\$209,540.00	\$29,441.00	\$540,489.00 (paid)
Year 13	12/9/2024	\$129,397.00 (7/1/24 – 12/9/24)	\$215,826.00 (7/1/24 – 12/9/24)	\$12,635.00 (7/1/24 – 12/9/24)	\$357,858.00 (7/1/24 – 12/9/24)
Total Maintenance		\$3,400,720.00	\$2,211,859.00	\$338,226.00	\$5,950,805.00

B. CGI Advantage® Order, Section 3 (Contract Term Information) is hereby deleted in its entirety and replaced with the following:

Contract Start Date	July 17, 2023
Contract Expiration Date	November 30, 2033
Contract Term (e.g., 5 years, 10 years)	10 years and 5 months
Contract Extension / Renewal Options	No extension / renewal options
Cloud Services Period	See Order Section 5.2 (Recurring Cloud Services Fees)
Go-Live Date	December 9, 2024

C. CGI Advantage® Order, Section 5.1 (One Time Fees) is hereby deleted in its entirety and replaced with the following:

Service Description	One-Time Fee	Invoice Date
Advantage 4 Cloud Transition Services	\$1,619,200 (paid)	Upon Signature of Agreement
VCFMS / VCMS Fit-Gap	\$395,000 (paid)	See SOW #1
Advantage 4 Implementation Services	\$3,376,000	See Annual Planning Document
Advantage 4 Go-Live Extension	\$560,351	9/23/2024 – 12/8/2024

D. CGI Advantage® Order, Section 5.2 (Recurring Cloud Services – Subscription Fees) is hereby deleted in its entirety and replaced with the following:

Cloud Services Period	Invoice Date	Subscription Fee
Dec 9, 2024 - June 30, 2025	December 9, 2024	\$773,265
July 1, 2025 - June 30, 2026	July 1, 2025	\$1,325,600



July 1, 2026 - June 30, 2027	July 1, 2026	\$1,325,600
July 1, 2027 - June 30, 2028	July 1, 2027	\$1,325,600
July 1, 2028 - June 30, 2029	July 1, 2028	\$1,325,600
July 1, 2029 - June 30, 2030	July 1, 2029	\$1,325,600
July 1, 2030 - June 30, 2031	July 1, 2030	\$1,325,600
July 1, 2031 - June 30, 2032	July 1, 2031	\$1,325,600
July 1, 2032 - June 30, 2033	July 1, 2032	\$1,325,600
July 1, 2033 – November 30, 2033	July 1, 2033	\$552,335
Total Cloud Services Fee		\$11,930,400

E. **CGI Advantage® Order, Section 5.4 (Payment Schedule)** is hereby deleted in its entirety and replaced with the following:

Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 24	Upon Signature Agreement	<u>One-Time Fee(s)</u> Advantage 4 Cloud Transition Services	\$1,619,200 (paid)
FY 24	See Statement of Work #1	<u>One-Time Fee(s)</u> VCFMS / VCMS Fit-Gap	\$395,000 (paid)
FY 24	See Annual Planning Document	<u>One-Time Fee(s)</u> Advantage 4 Implementation Services	\$3,376,000
FY 24 Total			\$5,390,200
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 25	12/9/2024	Advantage 4 Go-Live Extension	\$560,351
FY 25	12/9/2024	Cloud Services Subscription	\$773,265
FY 25 Total			\$1,333,616
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 26	7/1/2025	Cloud Services Subscription	\$1,325,600
FY 26 Total			\$1,325,600
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 27	7/1/2026	Cloud Services Subscription	\$1,325,600
FY 27 Total			\$1,325,600
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 28	7/1/2027	Cloud Services Subscription	\$1,325,600
FY 28 Total			\$1,325,600
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 29	7/1/2028	Cloud Services Subscription	\$1,325,600
FY 29 Total			\$1,325,600



Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 30	7/1/2029	Cloud Services Subscription	\$1,325,600
FY 30 Total			\$1,325,600
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 31	7/1/2030	Cloud Services Subscription	\$1,325,600
FY 31 Total			\$1,325,600
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 32	7/1/2031	Cloud Services Subscription	\$1,325,600
FY 32 Total			\$1,325,600
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 33	7/1/2032	Cloud Services Subscription	\$1,325,600
FY 33 Total			\$1,325,600
Fiscal Year	Invoice Date	Service Description	Invoice Amount
FY 34	7/1/2033	Cloud Services Subscription July 1, 2033 – November 30, 2033	\$552,335
FY 34 Total			\$552,335

2. OTHER PROVISIONS

A. None

This Change Order has been executed in duplicate by an authorized representative of each party as of the Effective Date and each of the parties has taken one signed original copy.

CGI Technologies and Solutions Inc.
(CGI)

Ventura County
(Client)

By: _____

By: _____

Name: _____

Name: _____

Title: _____

Title: _____

Date: _____

Date: _____