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**AMENDMENT No. 1 OF
PROFESSIONAL SERVICES CONTRACT**

THIS AMENDMENT made as of the 30th day of March, 2023 in the Territory of the Virgin Islands, by and between the Government of the Virgin Islands Department of Property and Procurement, on behalf of the Department of Human Services (hereinafter referred to as "Government") and RedMane Technology LLC whose address is 8614 W. Catalpa Avenue, Suite 1001, Chicago, Illinois 60656 (hereinafter referred to as "Contractor").

Both parties witness to being duly authorized to execute this agreement and will attest accordingly when and where necessary.

WITNESSETH

WHEREAS, pursuant to Contract No. PC096DHS15 approved by the Governor on September 30, 2015, as renewed by Contract No. P062DHST21 which was approved by the Commissioner of the Department of Property and Procurement on March 17, 2021, and as further renewed by Contract No. P072DHST22, which was approved by the Commissioner of the Department of Property and Procurement on March 24, 2022 (which constitute and are hereinafter referred to as the "Contract"), the Government contracted with Contractor to provide and implement an ongoing, fully integrated, state-of-the-art automated human services Integration Eligibility and Enrollment (IE&E) System for the territory of the United States Virgin Islands and to provide maintenance and operations thereafter; and

WHEREAS, the Contract expires pursuant to its terms on **March 30, 2023**; and

WHEREAS, the parties desire to amend the Contract to extend its term by one (1) year and six (6) months to September 30, 2024, and to increase the compensation by Seven Million Nine Hundred Twelve Thousand Five Hundred Sixty-Three and 20/100 Dollars (\$7,912,563.20);

NOW THEREFORE, for mutual and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

TERMS AND CONDITIONS

1. The Contract, is hereby amended and its term extended by (1) year and six (6) months by deleting all existing language contained in Paragraph 2, Term, and replacing it with language as follows:

"The Term of this Contract shall be from September 30, 2015 to September 30, 2024. Upon the execution of this Contract by the Governor of the U.S. Virgin Islands, this Contract shall be effective for the Term set out herein. The Government in its sole discretion will have the option to renew this Contract for one (1) additional period of one (1) year upon

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the same terms by providing the Contractor with sixty (60) days written notice of the Government's election to renew the Contract."

2. Paragraph No. 3- Compensation is hereby amended to increase the compensation by Seven Million Nine Hundred Twelve Thousand Five Hundred Sixty-Three and 20/100 Dollars (\$7,912,563.20) for a total amount not to exceed Forty-Nine Million One Hundred Four Thousand Eight Hundred Forty-Five and 20/100 Dollars (\$49,104,845.20) by deleting the existing language contained therein and replacing it with new language as follows:

"The Government, in consideration of the satisfactory performance of the services described in Addendum I (Scope of Services) agrees to pay Contractor a sum not to exceed Forty-Nine Million One Hundred Four Thousand Eight Hundred Forty-Five and 20/100 Dollars (\$49,104,845.20) in accordance with the provisions set forth in the Contract including Addendum II (Compensation) attached hereto and made a part of this Contract."

3. Addendum II, Terms of Compensation of the Contract is amended by replacing the introductory paragraph with the new language as follows:

"The Government, in consideration of the satisfactory performance of the services described in Addendum I (Scope of Services) agrees to pay Contractor a sum not to exceed Forty-Nine Million One Hundred Four Thousand Eight Hundred Forty-Five and 20/100 Dollars (\$49,104,845.20) in accordance with the following terms and conditions specified in this Addendum II."

4. Addendum II, Terms of Compensation is further amended by replacing the Pricing Summary Chart 1.1 on page thirty-six (36) with the following chart:

Description	Total Price
Implementation costs (Months 1-24)	
Construction	
• Project Deliverables	\$19,873,739.00
• Hardware	\$120,440.00
• Software Acquisition	\$2,815,629.00
• Software Upgrades	\$450,000.00
• Implementation	\$3,297,690.20
Total Construction Costs	\$26,557,498.20
Year 2	
• Software Support Year 2	\$658,693.00

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• Maintenance and Operation Year 2	\$1,398,802.00
Year 2 Support Costs	\$2,057,495.00
Total Implementation Costs	\$28,614,993.20
Ongoing Costs	
September 30, 2017- September 30, 2018	
• Software Support	\$658,693.00
• Maintenance and Operation	\$2,797,604.00
October 1, 2018 - September 30, 2019	
• Software Support	\$658,693.00
• Maintenance and Operation	\$2,797,604.00
October 1, 2019 - September 30, 2020	
• Software Support	\$658,693.00
• Maintenance and Operation	\$2,797,604.00
October 1, 2020- March 30, 2021	
• Software Support	\$329,347.00
• Maintenance and Operation	No charge
March 31, 2021 - March 30, 2022	
• Maintenance and Operation	\$2,797,604.00
March 31, 2022 - March 30, 2023	
• Maintenance and Operation	\$2,797,604.00
March 31, 2023 - September 30, 2023	
• Maintenance and Operation	\$1,398,802.00
October 1, 2023 - September 30, 2024	
• Maintenance and Operation	\$2,797,604.00
Total Ongoing Costs	\$20,489,852.00
Contract Total	\$49,104,845.20
Optional Renewal Year	
• Maintenance and Operation	\$2,797,604.00

5. Addendum II, Terms of Compensation is further amended by inserting the following to clause 15 immediately after the Software Acquisition table that begins on page 39.

Software Upgrade Analysis- Contractor shall invoice the Government upon completion of each of the following tasks.

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Milestone	Amount
Virtual Kickoff Meeting	\$112,500
Set up development environment with Cúram V8, DB2, and WebSphere	\$112,500
Project Schedule	\$112,500
Design Document	\$112,500
TOTAL	\$450,000

6. Addendum II, Terms of Compensation is further amended by replacing the Implementation Costs table on page 47 with the table below:

Milestone	Amount
T-MAGI and Non-MAGI Medicaid-start UAT	\$236,287.00
T-MAGI and Non-MAGI Medicaid-production deployment ready	\$236,287.00
TANF- start UAT	\$236,287.00
TANF- production deployment ready	\$236,287.00
SNAP start UAT	\$236,287.00
SNAP-production deployment ready	\$236,287.00
Child Care- start UAT	\$236,287.00
Child Care- production deployment ready	\$236,287.00
LIHEAP-start UAT	\$236,287.00
LIHEAP production deployment ready	\$236,286.00
CR6 a Organization Change Mgt Consulting start	\$139,120.00
CR7 a1 Security/Privacy Consulting	\$208,980.00
CR 7 b1 CMS Gate Review Mgt Complete FDDR	\$98,439.00
CR 7 b2 CMS Gate Review Mgt Complete ORR	\$98,439.00
CR8 a Three Release Timeframe Extension	\$96,813.00
CR8 c Three Release Timeframe Extension	\$3,489.24
CR8 d Three Release Timeframe Extension	\$3,489.24
CR8 d Three Release Timeframe Extension	\$3,489.24
CR8 e Three Release Timeframe Extension	\$3,489.24
CR8 e Three Release Timeframe Extension	\$3,489.24
CR33 CHIP enhancement	\$275,584.00
TOTAL	\$3,297,690.20

7. This Amendment is subject to the approval of the Governor of the Virgin Islands and to the appropriation and availability of funds.
8. Except as expressly amended in this Amendment No 1, all terms of the Contract remain in full force and effect.



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9. FASCIMILE, ELECTRONIC & DIGITAL SIGNATURES

A facsimile, electronic or digital signature on this Contract shall be deemed an original and binding upon the Parties hereto.

IN WITNESS WHEREOF, the Parties have herunto set their hands on the day and year first above written.

GOVERNMENT OF THE VIRGIN ISLANDS


Kimberley Causey-Gomez, Commissioner
Department of Human Services

Date: 3/29/2023

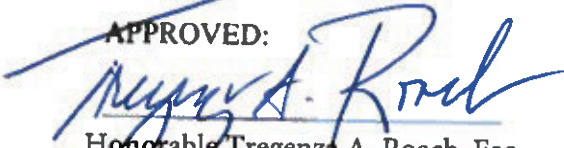

Lisa M. Alejandro, Acting Commissioner
Department of Property & Procurement

Date: 3/29/2023

CONTRACTOR


Tony Lallier, President
RedMane Technology LLC

Date: 3/29/2023

APPROVED:

Honorable Tregenza A. Roach, Esq.
Acting Governor

Date: 3/30/2023

APPROVED AS TO LEGAL SUFFICIENCY
DEPARTMENT OF JUSTICE BY:  Date 3/30/2023
Assistant Attorney General

PURCHASE ORDER NO. _____

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