AMENDMENT NUMBER ONE
TO A CONTRACTUAL AGREEMENT
BETWEEN
THE ILLINOIS STATE BOARD OF EDUCATION ("ISBE")
AND
HUPP INFORMATION TECHNOLOGIES ("CONTRACTOR")

THIS AMENDMENT NUMBER ONE TO A CONTRACTUAL AGREEMENT (this "Amendment") is entered into by and between ISBE and the Contractor (collectively, the "Parties", and each, a "Party") under the authority of the Illinois Procurement Code, 30 ILCS 500 et seq. In view of the mutual covenants herewith contained, the Parties hereby agree as follows:

WHEREAS, the parties entered into a Contractual Agreement (the "Agreement") effective August 11, 2011, for the purposes of redesign of the ISBE Teacher Certification Information System and Teacher Service Record;

WHEREAS, through June 30, 2013, the Contractor has submitted certain deliverables to ISBE in the amount of $2,486,346 and ISBE has paid Contractor $2,486,346 for those deliverables, leaving an outstanding balance of $753,654;

WHEREAS, the Parties agree that certain deliverables worth $753,654 are still outstanding and owed to ISBE;

WHEREAS, the Parties stated in the Agreement that a $20,000 annual licensure fee would be paid to Contractor if the Contractor's programmers were on site;

WHEREAS, the Parties wish to have the services of two Hupp support personnel to be paid at a rate of $80 per hour on site;

WHEREAS, the Parties wish to amend the Agreement for the purpose of reallocating the total Agreement sum of $3,240,000 by reducing the amount payable under the Agreement for the Term of July 1, 2012, through June 30, 2013, by $753,654, increasing the amount payable during the term July 1, 2013 through June 30, 2014, by a corresponding amount of $753,654; and further increasing the amount payable under the Agreement by $338,720 (with a maximum amount of $1,092,374 payable during the Term July 1, 2013 through June 30, 2014);

WHEREAS, there was a Business Enterprise Program (BEP) goal of 20% on the request for proposal (RFSP) that resulted in the Agreement that also applies to this Amendment; and

WHEREAS, the Parties agree that this Amendment is in the best interest of ISBE and authorized by law.

NOW THEREFORE, BE IT RESOLVED:
1. Pursuant to Paragraph 20 (b) of the Agreement, the Parties hereby amend the Agreement as follows:

- Paragraph 2 is amended to extend the Term from July 1, 2013 through June 30, 2014 subject to any earlier termination as provided in the Agreement.
- Paragraph 3(a) is amended so as to increase the maximum amount payable under the Agreement by $338,720 (with a maximum amount of $1,092,374 payable during the Term July 1, 2013 through June 30, 2014) for a total maximum payable under the Agreement of $3,578,720.
- Paragraph 4 is amended so as to increase the anticipated amount to paid to Alice Campbell Staffing, Inc. for personnel to scan records into ISBE’s ELIS system by $67,744 to a total of $387,444.
- Paragraph 25a is amended and replaced with the following:

Illinois State Board of Education
Kellee Sullivan, Division Administrator
100 N. 1st Street
Springfield, IL 62777

Hupp Information Technologies
Dean Hupp, President
2021 Timberbrook Drive
Springfield, IL 62704

- Exhibit B of the Agreement shall be amended and replaced with Exhibit B-1, below, which is hereby incorporated into the Agreement.

2. By signing this amendment, the undersigned, as legal representative of the Contractor, hereby certifies that it, and any subcontractors, if applicable, continue to satisfy the requirements of Article 50 of the Procurement Code (30 ILCS 500/50-1 - 50-75), pertaining to eligibility for a contract award. Further, if Contractor is not able to truthfully certify that it, and any subcontractors, if applicable, continue to meet all requirements, the Contractor shall provide ISBE with a detailed explanation of the circumstances leading to the change in certification status, which shall be appended to this Amendment as an Exhibit. A Contractor that makes a false statement material to any given certification required under Article 50 of the Procurement Code, is, in addition to any other penalties or consequences prescribed by law, subject to liability under the Illinois False Claims Act for submission of a false claim.

3. Except as otherwise specifically set forth in this Amendment, all other terms and provisions of the Agreement shall remain the same and continue in full force and effect. The Parties agree upon execution of this Amendment, it shall become a binding and integral part of the Agreement.
IN WITNESS WHEREOF, the Parties have executed this Amendment on the date set forth below.

Illinois State Board of Education
Christopher A. Koch, Ed.D. Date 6/20/13
State Superintendent of Education

Robert Wolfe, CPA Date 6/24/13
Chief Financial Officer

Nicki Bazer Date 6/27/13
General Counsel

Hupp Information Technologies
Dean Hupp Date 6/20/2013
President
**EXHIBIT B-1: PAYMENT SCHEDULE**

<table>
<thead>
<tr>
<th>Deliverable or Service</th>
<th>Invoice Date</th>
<th>Amount Due to Contractor</th>
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</thead>
<tbody>
<tr>
<td>License Fee</td>
<td>Upon Execution of Amendment Number One</td>
<td>$20,000</td>
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<tr>
<td>Time and Material Programmers</td>
<td>Last Day of Each Month between July 2013 and June 2014</td>
<td>$80/hour for services of two Hupp support personnel: Tom Seest and Dean Hupp, not to exceed $318,720</td>
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<tr>
<td>Final Status Report*</td>
<td>June 30, 2014</td>
<td>$202,852</td>
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<tr>
<td>Unit Test Plan, and Software and Unit Testing Results</td>
<td>Upon completion of deliverable</td>
<td>$64,800</td>
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<tr>
<td>System Test Plan, System Test Scripts, and System Testing Results</td>
<td>Upon completion of deliverable</td>
<td>$64,800</td>
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<td>Acceptance Test Plan, Acceptance Test Scripts, and Acceptance Testing Results</td>
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<td>Operations Training Materials and Operations Training Results</td>
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<tr>
<td>Pilot Implementation and Recommendations</td>
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<td>Training and Support Materials</td>
<td>Upon completion of deliverable</td>
<td>$129,600</td>
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<td>Implementation Memo, Training and Support Memo, and Completion and Ongoing Support Memo</td>
<td>Upon completion of deliverable</td>
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</table>

- The Final Status Report shall detail that Contractor has performed each of the Services listed in Exhibit C. Once ISBE has accepted the Services listed in Exhibit C, payment shall be made.
<table>
<thead>
<tr>
<th>grouped Requirement</th>
<th>Feature-General</th>
<th>Feature-Roles</th>
<th>written description of requirement</th>
<th>Feature - Roles</th>
<th>description of requirement</th>
<th>Status</th>
<th>Date</th>
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<tbody>
<tr>
<td>RFP</td>
<td></td>
<td></td>
<td>IAS-1.1.3.</td>
<td></td>
<td>provided a user-friendly, intuitive layout that minimizes the need for user training and support.</td>
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<td>Supports role-based access.</td>
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<td>IAS-1.2.</td>
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<td>Convert existing IWAS system to .NET 2010 and SQL Server 2008</td>
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<td>2/01/2011</td>
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<td>Modify IWAS to allow multiple roles per system.</td>
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<td>Educator and district administrator role that allows access to the private credential accounts of individual educators.</td>
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<td>Technical role that allows authorized ISBE users to author, stage, and schedule the display of reports and other information.</td>
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**Source:** RFP, Proposal, Meeting
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<th>Requirements Title</th>
<th>Description</th>
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<th>Comments</th>
<th>Group</th>
<th>RFP Req Number</th>
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<td>Feature-Roles</td>
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<td>AP</td>
<td>Feature-Roles</td>
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<td>Meeting</td>
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</table>

**Requirements Title:** Feature-Roles

**Description:**

- **IWAS-4.4:** Audit Support
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.9:** Feature-Roles
- **IWAS-4.1:** Feature-Roles
- **IWAS-3.4:** Feature-Roles
- **IWAS-3.3:** Feature-Roles
- **IWAS-3.2:** Feature-Roles
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.10:** Feature-Roles
- **IWAS-2.7:** Feature-Roles
- **IWAS-2.6:** Feature-Roles
- **IWAS-2.5:** Feature-Roles
- **IWAS-2.4:** Feature-Roles
- **IWAS-2.3:** Feature-Roles
- **IWAS-2.2:** Feature-Roles
- **IWAS-2.1:** Feature-Roles

**Source:** RFP, Meeting, System

**Status:** APPROVED

**Comments:**

- **IWAS-4.4:** Audit Support
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.9:** Feature-Roles
- **IWAS-4.1:** Feature-Roles
- **IWAS-3.4:** Feature-Roles
- **IWAS-3.3:** Feature-Roles
- **IWAS-3.2:** Feature-Roles
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.10:** Feature-Roles
- **IWAS-2.7:** Feature-Roles
- **IWAS-2.6:** Feature-Roles
- **IWAS-2.5:** Feature-Roles
- **IWAS-2.4:** Feature-Roles
- **IWAS-2.3:** Feature-Roles
- **IWAS-2.2:** Feature-Roles
- **IWAS-2.1:** Feature-Roles

**Group:**

- **RFP**
- **Meeting**
- **System**

**RFP Req Number:**

- **IWAS-4.4**
- **IWAS-3.1**
- **IWAS-2.9**
- **IWAS-4.1**
- **IWAS-3.4**
- **IWAS-3.3**
- **IWAS-3.2**
- **IWAS-3.1**
- **IWAS-2.10**
- **IWAS-2.7**
- **IWAS-2.6**
- **IWAS-2.5**
- **IWAS-2.4**
- **IWAS-2.3**
- **IWAS-2.2**
- **IWAS-2.1**

**Requirements Title:** Feature-Roles

**Description:**

- **IWAS-4.4:** Audit Support
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.9:** Feature-Roles
- **IWAS-4.1:** Feature-Roles
- **IWAS-3.4:** Feature-Roles
- **IWAS-3.3:** Feature-Roles
- **IWAS-3.2:** Feature-Roles
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.10:** Feature-Roles
- **IWAS-2.7:** Feature-Roles
- **IWAS-2.6:** Feature-Roles
- **IWAS-2.5:** Feature-Roles
- **IWAS-2.4:** Feature-Roles
- **IWAS-2.3:** Feature-Roles
- **IWAS-2.2:** Feature-Roles
- **IWAS-2.1:** Feature-Roles

**Source:** RFP, Meeting, System

**Status:** APPROVED

**Comments:**

- **IWAS-4.4:** Audit Support
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.9:** Feature-Roles
- **IWAS-4.1:** Feature-Roles
- **IWAS-3.4:** Feature-Roles
- **IWAS-3.3:** Feature-Roles
- **IWAS-3.2:** Feature-Roles
- **IWAS-3.1:** Feature-Roles
- **IWAS-2.10:** Feature-Roles
- **IWAS-2.7:** Feature-Roles
- **IWAS-2.6:** Feature-Roles
- **IWAS-2.5:** Feature-Roles
- **IWAS-2.4:** Feature-Roles
- **IWAS-2.3:** Feature-Roles
- **IWAS-2.2:** Feature-Roles
- **IWAS-2.1:** Feature-Roles

**Group:**

- **RFP**
- **Meeting**
- **System**

**RFP Req Number:**

- **IWAS-4.4**
- **IWAS-3.1**
- **IWAS-2.9**
- **IWAS-4.1**
- **IWAS-3.4**
- **IWAS-3.3**
- **IWAS-3.2**
- **IWAS-3.1**
- **IWAS-2.10**
- **IWAS-2.7**
- **IWAS-2.6**
- **IWAS-2.5**
- **IWAS-2.4**
- **IWAS-2.3**
- **IWAS-2.2**
- **IWAS-2.1**
<table>
<thead>
<tr>
<th>IWAS</th>
<th>Description</th>
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<tbody>
<tr>
<td>6.1</td>
<td>Change wording and display of security legal message.</td>
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<td>5.1</td>
<td>Legal Statements to be modeled by users with the appropriate security role.</td>
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<tr>
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<td>Audit Support</td>
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<tr>
<td>4.1</td>
<td>ELIS, IWIS, and ESR must include data structures and processing for the capture of audit information and trails. The requirements is for the recording of screen accessed (i.e., log of user actions).</td>
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<tr>
<td>3.1</td>
<td>Legal Statements to the user as they create their account and store which statement was shown.</td>
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<td>2.1</td>
<td>Legal Statements for the most recent legal statement to the user as they create their account and store which statement was shown.</td>
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<td>Legal Statements to the user as they create their account and store which statement was shown.</td>
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<td>Legal Statements to be modeled by users with the appropriate security role.</td>
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<td>IWIS Requirement</td>
<td>Description</td>
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<tr>
<td>IWAS-12</td>
<td>Present the list of defined stored procedures from the maintenance screen in IWAS-6.</td>
</tr>
<tr>
<td>IWAS-11</td>
<td>IWIS preference is for IWIS to include an application.</td>
</tr>
<tr>
<td>IWAS-10</td>
<td>Display options like radio buttons or drop down lists.</td>
</tr>
<tr>
<td>IWAS-9</td>
<td>Allow secret questions to be presented by a system administrator.</td>
</tr>
<tr>
<td>IWAS-8</td>
<td>Standardize sending email, it is a system generated and does not contain any customization.</td>
</tr>
<tr>
<td>IWAS-7</td>
<td>Enhance Misc. Fields available to individual systems.</td>
</tr>
<tr>
<td>IWAS-6.2</td>
<td>Warn administrators when changing security for a role that has pending documents waiting for approval.</td>
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</tbody>
</table>

**Rows:**
- **IWAS-12:** Present the list of defined stored procedures from the maintenance screen in IWAS-6.  
- **IWAS-11:** IWIS preference is for IWIS to include an application.  
- **IWAS-10:** Display options like radio buttons or drop down lists.  
- **IWAS-9:** Allow secret questions to be presented by a system administrator.  
- **IWAS-8:** Standardize sending email, it is a system generated and does not contain any customization.  
- **IWAS-7:** Enhance Misc. Fields available to individual systems.  
- **IWAS-6.2:** Warn administrators when changing security for a role that has pending documents waiting for approval.

**Source:** RFP

**Comments:**
- Most phones web enabled already - little benefit to partial into mobile - little changed web enabled

**Status:** APPROVED | REMOVE | APPROVED | APPROVED | APPROVED | APPROVED

**Group:** Feature - General

**Source:** RFP

**Meeting:**
- IWAS-12: Present the list of defined stored procedures from the maintenance screen in IWAS-6.
- IWAS-11: IWIS preference is for IWIS to include an application.
- IWAS-10: Display options like radio buttons or drop down lists.
- IWAS-9: Allow secret questions to be presented by a system administrator.
- IWAS-8: Standardize sending email, it is a system generated and does not contain any customization.
- IWAS-7: Enhance Misc. Fields available to individual systems.
- IWAS-6.2: Warn administrators when changing security for a role that has pending documents waiting for approval.