

CONTRACT AMENDMENT: 2012-01-005

Agreement number 2012-01 between SRA International Inc. (SRA or Contractor) and Western Climate Initiative, Inc. (WCI, Inc.), which was executed by the parties on May 8, 2012, amended on December 20, 2012 (Amendment 2012-01-001), on December 9, 2013 (Amendment 2012-01-002), on March 5, 2015 (Amendment 2012-01-003), and on August 4, 2015 (Amendment 2012-01-004), is hereby further amended as follows:

SUMMARY OF CHANGES

| | |
|-----------------------------------|--|
| Amendment Number | 005 |
| Effective Date for Amendment: | January 1, 2016 |
| Current Agreement Amount: | \$4,064,681 |
| Changes to the Agreement Amount: | Net increase of \$2,987,762 |
| Amended Maximum Agreement Amount: | \$7,052,443 |
| Current Agreement Term: | Beginning on May 9, 2012 and ending on December 31, 2017. (2yr extension) |
| Extension of Tasks: | CITSS application development and support |

PURPOSE OF THIS AMENDMENT

- 1) Extend the contract so SRA can provide additional tracking system services for application development and support through 2016 and 2017 for the Compliance Instrument Tracking System Service (CITSS).

SPECIFIC TERMS AND CONDITIONS WHICH CONSTITUTE THE AMENDMENT

- 1) The agreement referenced above is modified as follows:
 - a. Maximum amount of agreement: Line 3 of the Standard Agreement cover page is changed to "**\$7,052,443.**"
 - b. Attachment B, page B-2 is modified as follows: "Not-to-Exceed T&M budget for this Agreement is **\$7,052,443.** See Attachment G (Contractor's Cost Proposal), and Attachment H (Contractors Cost Proposal for Amendment **2012-01-001**), **Attachment I (Contractors Cost Proposal for Amendment 2012-01-002)**, **Attachment J (Contractors Cost Proposal for Amendment 2012-01-003)**, **Amendment K (Contractors Cost Proposal for Amendment 2012-01-004)**, and **Amendment L (Contractors Cost Proposal for Amendment 2012-01-005)** for invoice basis."
 - c. Attachment L, Contractors Cost Proposal for Amendment 2012-01-005, is appended to the existing agreement following Appendix K.

EXPLANATION OF CHANGES

- 1) SRA will provide additional CITSS application development and support during 2016 and 2017 as requested by the Participating Jurisdictions including, but not limited to:
 - Operations and maintenance of the hosting, testing, and development environments including but not limited to system security and software updates.
 - Application security and other priority updates identified by TSWG in the CITSS backlog.
 - Application updates to onboard Ontario, including:
 - Configuration updates to accommodate linked jurisdictions (i.e. California and Quebec) and unlinked jurisdictions (i.e. Ontario). Note, the configuration updates to create linked and unlinked jurisdictions will also be used when additional jurisdictions are onboarded in the future;
 - Data and content updates for Ontario (e.g., annual allowance budget, holding limits and purchase limits, jurisdiction accounts, jurisdiction-specific user and entity registration forms, jurisdiction-specific instructional content, surrender order rules); and
 - Other jurisdiction-specific functionality not yet identified.
 - Directed development from the jurisdictions, such as changes related to regulatory updates, modifications to improve user experience, or other improvements to support entity or jurisdiction business processes.
- 2) Attachment L, Contractors Cost Proposal for Amendment 2012-01-005, details the costs for the extension of these application development and support tasks.

APPROVALS

This document and any attachments described herein constitute an amendment to the above numbered agreement. All provisions of that contract, except those which are explicitly changed by this amendment, shall remain in full force and effect.

By signing, the Contractor and WCI, Inc. do hereby accept and approve this amendment.

SRA International Inc.

Signature on File

Authorized Signature

Date

Name

Title

Western Climate Initiative, Inc.

Signature on File

Authorized Signature

Date

Greg Tamblyn

Name

Executive Director

Title

**Justification for a Contract Amendment to
Contract 2012-01: Hosting and Tracking System Services for the Compliance Instrument
Tracking System Service (CITSS)**

November 20, 2015

Introduction

Most of the administrative support provided by WCI, Inc. is highly technical or specialized and has been developed through the use of contractors. In May 2012, WCI, Inc. contracted with SRA International, Inc. (SRA) to further develop the Compliance Instrument Tracking System Service (CITSS) and to provide the web hosting for its operation (Contract 201201). At its December 2013 meeting, the Board approved an amendment to the SRA contract to continue CITSS development and hosting through the end of 2015 (Contract Amendment 2012-01-002). At its December 2014 meeting, the Board approved additional funding for necessary application development in the first half of 2015 (Contract Amendment 2012-01-003). At its August 2015 meeting the Board approved additional funding for necessary application development to the end of 2015.

WCI, Inc. proposes to further increase the budget of its contract with SRA in order to provide additional funding for necessary application development during 2016 and 2017 while continuing to provide ongoing hosting services for the CITSS through December 31, 2017.

In their proposal for this two year contract extension SRA commit to maintaining hourly billing rates at the same level as the original contract signed in May 2012.

Description of Services

- The additional services being procured through the proposed amendment are for the completion of priority application development and administrative support requested by the Participating Jurisdictions including, but not limited to:
 - Operations and maintenance of the hosting, testing, and development environments.
 - Application security and other priority updates in the CITSS backlog.
 - Application updates to onboard Ontario, including:
 - Configuration updates to accommodate linked jurisdictions (i.e. California and Quebec) and unlinked jurisdictions (i.e. Ontario);
 - Data and content updates for Ontario; and
 - Other jurisdiction-specific functionality not yet identified.
 - Directed development from the jurisdictions to support entity or jurisdiction business processes

Procurement Approach

The competitive procurement process that resulted in the initial selection of SRA to provide tracking system services has been described previously and approved by the WCI, Inc. Board of Directors.

SRA has demonstrated its qualifications to provide the services described above through its performance under the existing WCI, Inc. and previous California contracts. SRA was recently awarded the contract for Auction Services in a competitively bid RFP. This contract includes modifications to the CITSS to streamline the Auction registration process.

The tracking system services need to continue uninterrupted and on schedule in order to bring the CITSS to a stable operation and maintenance mode.

A contract modification is being proposed as the procurement vehicle to retain these required services. Continuing to work with the existing service provider for the additional application development will best enable WCI, Inc. to maintain the stability of the program while taking advantage of the significant investments that have already been made in the programmatic infrastructure.

WCI, Inc. and Participating Jurisdiction staff approached SRA to confirm their interest in and availability to continue this work. The contract amendment with SRA was developed by WCI, Inc. staff based on technical requirements provided by the Participating Jurisdictions. SRA finalized the attached technical and cost proposal, which has been reviewed and agreed to by WCI, Inc. and jurisdictional staff.

No additional steps have been taken to tender ongoing development and maintenance of CITSS, and hosting services.

Justification for a Non-Competitive Procurement

WCI, Inc.'s Procurement Policy provides for non-competitive procurement in certain instances. In this case, the non-competitive procurement is justified based on the following two allowable exemptions:

- Contracts for services provided by contractors that have been selected by a federal, state, city, county, provincial, or other regulatory entity, usually through a competitive process.
- Contract amendments to extend the original term for services and to add additional funding

COST PROPOSAL

HOSTING OPERATIONS AND TRACKING SYSTEM SERVICES FOR THE COMPLIANCE INSTRUMENT TRACKING SYSTEM SERVICE (CITSS)

Submitted to:

Western Climate Initiative, Incorporated (WCI, Inc.)

Submitted by:

SRA

Enduring Values. Inspired Performance.™

SRA International, Inc.
4300 Fair Lakes Court
Fairfax, Virginia 22033

Version 3.0

October 16, 2015

NOTICE OF RESTRICTIONS

This proposal or quotation includes data that shall not be disclosed outside of WCI, Inc. and shall not be duplicated, used, or disclosed -- in whole or in part— for any purpose other than to evaluate this proposal or quotation. If, however, a contract is awarded to SRA International, Inc. as a result of— or in connection with— the submission of this data, WCI, Inc. shall have the right to duplicate, use, or disclose the data to the extent provided in the resultant contract to the extent permitted by under the California Public Records Act (Government Code Section 6250 et seq.). This restriction does not limit WCI, Inc.'s right to use information contained in this data if it is obtained from another legitimate source without restriction. The data subject to this restriction are contained in all sheets marked with the following legend: "Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this proposal or quotation."

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1 INTRODUCTION

SRA International, Inc. (SRA) is pleased to provide this proposal for the extension of hosting and tracking system services for the Compliance Instrument Tracking System Service (CITSS). This proposal covers work defined in coordination with WCI, Inc. and participating jurisdiction staff. The costs presented in this proposal cover the additional labor hours and other direct costs to support CITSS operations, priority items in the CITSS backlog, jurisdiction onboarding, and other directed development through 2017 with the option to extend the contract through 2018 and again through 2019.

2 APPROACH

SRA staff worked with WCI, Inc. and participating jurisdiction staff to understand program milestones, functional needs, and desired release timelines for 2016 - 2019. Based on this information, SRA defined the specific hosting and tracking system requirements and estimated rough levels of effort to accomplish the program goals. Specifically, continued CITSS support includes the following areas:

- Operations and maintenance of the hosting, testing, and development environments, including but not limited to system security and software updates. (Appendix A)
- Application security and other priority updates identified by TSWG in the CITSS backlog. (Appendix B)
- Application updates to onboard Ontario (Appendix C), including:

[REDACTED]

[REDACTED]

- Other jurisdiction-specific functionality not yet identified.
- Directed development from the jurisdictions, such as changes related to regulatory updates, modifications to improve user experience, or other improvements to support entity or jurisdiction business processes.

Consistent with how CITSS has been developed and maintained from the beginning, features will be regularly reviewed and reprioritized to ensure that development remains aligned with changing business needs. The requirements and release plans will be updated regularly to reflect these changes. The full scope of hosting and tracking system services have been defined as part of the current contract and remain the same for this extension.

3 COST PROPOSAL

This section provides SRA's Time and Materials cost proposal for work as discussed in this proposal. All prices are quoted in US Dollars. Payment terms are NET30 with a 10% withholding on SRA labor. SRA will separately invoice for the withheld amount before the beginning of any six (6) month period of work (to be invoiced at the end of June and December), or the earlier termination of this Agreement.

The following sections describe the proposed tasks, timeframe, and assumptions.

3.1 Overview

3.1.1 Tracking System Services

Tracking system services will focus on the following areas within the scope of the work plan submitted by SRA in March 2013:

- Project Administration for the tracking system services
- Documentation
- Tracking System application development and enhancements for the following modules:
 - Jurisdiction Management
 - User Registration
 - Entities/Accounts
 - Compliance Instrument Management
 - Instrument Transfer
 - Auction Improvements and Integration*
 - Market Monitoring Integration
 - Offset Project Tracking
 - Emissions Compliance
 - Data Reporting
 - Jurisdiction Functionality
 - Application Security
- Tracking System operations and maintenance

* Note: The tracking system services task under this contract will cover changes, improvements, or updates to the auction application process in CITSS after the initial development effort is complete.

3.1.2 Hosting

Hosting services will continue to provide the following:

- Project Administration for hosting services
- Monitoring of the application and backup jobs
- Maintenance of the hosting environment under an ongoing operations and continual improvement approach to improve or update the use of the cloud hosting provider, security services, logging services, and the technology used to execute the build

3.1.3 Team Size and Costs

Details have been removed from the public document for business confidentiality and competitiveness reasons.

3.2 Timeframe

3.2.1 Project Timeframe

SRA has assumed a contract extension start date of January 1, 2016 and an end date of December 31, 2017 for tracking system services and hosting support.

The modification includes the option to extend the contract from January 1, 2018 through December 31, 2018 and again from January 1, 2019 through December 31, 2019.

3.2.2 Production Releases of CITSS

Details have been removed from the public document for business confidentiality and competitiveness reasons.

3.3 Assumptions and Risks

Details have been removed from the public document for business confidentiality and competitiveness reasons.

3.4 Cost Detail Sheet

Details have been removed from the public document for business confidentiality and competitiveness reasons

| TABLE 1 – 2016-2017 CONTRACTOR'S COST DETAIL SHEET (U.S. Dollars, \$) Includes all costs including subcontractors | | | | | |
|--|---------------------------------|------------|--------------------------|--|-------|
| Costs | | | | | |
| | Personnel Costs | | | | Total |
| | 2016 Hours | 2017 Hours | 2016-2017 Rate (\$/hour) | | |
| Labor | [Hours] x [Rate] = [Total] | | | | |
| Program Manager | | | | | |
| Project Manager 3 | | | | | |
| Project Manager 2 | | | | | |
| Software Engineer 4 | | | | | |
| Software Engineer 3 | | | | | |
| Software Engineer 2 | | | | | |
| Business Systems Analyst2 | | | | | |
| QA Specialist | | | | | |
| Project Administration Analyst2 | | | | | |
| | Labor Total | | | | |
| Other Direct Costs | 2016 Unit | 2017 Unit | Rate | | Total |
| Atlassian | | | | | |
| Performance Monitoring | | | | | |
| Hosting Environment | | | | | |
| Testing Environments | | | | | |
| Penetration Testing | | | | | |
| Production Log Management | | | | | |
| Testing Log Management | | | | | |
| Production Security, Intrusion Detection | | | | | |
| Encryption Annual Maintenance | | | | | |
| Testing Domain and Certificates | | | | | |
| Travel | | | | | |
| | Other Direct Costs Total | | | | |
| | Total Estimated Cost | | | | |

| TABLE 2 – 2018 CONTRACTOR'S COST DETAIL SHEET (U.S. Dollars, \$) Includes all costs including subcontractors | | | | |
|---|---------------------------------|---------------------|--|-------|
| Costs | | | | |
| | Personnel Costs | | | Total |
| | 2018 Hours | 2018 Rate (\$/hour) | | |
| Labor | [Hours] x [Rate] = [Total] | | | |
| Program Manager | | | | |
| Project Manager 3 | | | | |
| Project Manager 2 | | | | |
| Software Engineer 4 | | | | |
| Software Engineer 3 | | | | |
| Software Engineer 2 | | | | |
| Business Systems Analyst 2 | | | | |
| QA Specialist | | | | |
| Project Administration Analyst 2 | | | | |
| | Labor Total | | | |
| Other Direct Costs | 2018 Unit | Rate | | Total |
| Atlassian | | | | |
| Performance Monitoring | | | | |
| Hosting Environment | | | | |
| Testing Environments | | | | |
| Penetration Testing | | | | |
| Production Log Management | | | | |
| Testing Log Management | | | | |
| Production Security, Intrusion Detection | | | | |
| Encryption Annual Maintenance | | | | |
| Testing Domain and Certificates | | | | |
| Travel | | | | |
| | Other Direct Costs Total | | | |
| | Total Estimated Cost | | | |

| TABLE 3 – 2019 CONTRACTOR'S COST DETAIL SHEET (U.S. Dollars, \$) Includes all costs including subcontractors | | | | |
|---|---------------------------------|---------------------|--|-------|
| Costs | | | | |
| | Personnel Costs | | | Total |
| | 2019 Hours | 2019 Rate (\$/hour) | | |
| Labor | [Hours] x [Rate] = [Total] | | | |
| Program Manager | | | | |
| Project Manager 3 | | | | |
| Project Manager 2 | | | | |
| Software Engineer 4 | | | | |
| Software Engineer 3 | | | | |
| Software Engineer 2 | | | | |
| Business Systems Analyst 2 | | | | |
| QA Specialist | | | | |
| Project Administration Analyst 2 | | | | |
| | Labor Total | | | |
| Other Direct Costs | 2019 Unit | Rate | | Total |
| Atlassian | | | | |
| Performance Monitoring | | | | |
| Hosting Environment | | | | |
| Testing Environments | | | | |
| Penetration Testing | | | | |
| Production Log Management | | | | |
| Testing Log Management | | | | |
| Production Security, Intrusion Detection | | | | |
| Encryption Annual Maintenance | | | | |
| Testing Domain and Certificates | | | | |
| Travel | | | | |
| | Other Direct Costs Total | | | |
| | Total Estimated Cost | | | |

3.5 Labor Categories

Details have been removed from the public document for business confidentiality and competitiveness reasons

4 ADDITIONAL INFORMATION

SRA will continue using a cloud hosting environment for the development environment, testing environment, UAT environment, training environment, and load testing environment. SRA will configure, deploy, and enhance the SRA application in the cloud environment.

Remaining details have been removed from the public document for business confidentiality and competitiveness reasons

APPENDIX A: OPERATIONS AND MAINTENANCE

Details have been removed from the public document for business confidentiality and competitiveness reasons.

APPENDIX B: PRIORITY BACKLOG ITEMS

Details have been removed from the public document for business confidentiality and competitiveness reasons.

APPENDIX C: ONTARIO ONBOARDING

Details have been removed from the public document for business confidentiality and competitiveness reasons.

APPENDIX D: SUPPORT BUDGETS AND 2016 RELEASE SCHEDULE

Details have been removed from the public document for business confidentiality and competitiveness reasons.