

Exhibit A-7

Change Control Procedures

The APAS Agreement between County and Contractor issued thereunder sets forth the scope, resources and schedule of the Project. Any Changes to such scope, resources and schedule must be processed through the Change Control Procedures.

The County will have the right to solely authorize necessary change requests to ensure the County's Continuity of Operations Plan (COOP). All such Changes will be processed through the Change Control process.

The Change Control process is the sole vehicle for determining the disposition of a requested Change.

The Change Control Procedures is the process for assessing and reviewing any Change or correction, including without limitation, any Changes to:

1. Project Scope: including additions, changes, deletions or clarifications;
2. Project Deliverables: including additions, changes, deletions, to the scope or content;
3. Project Timelines: including changes to projected Key Milestone dates;
4. Key Roles and Responsibilities (Key Personnel): including additions, terminations, roll-offs, or substitution of resources;
5. Approved Architecture, Design and Development Changes: County will not incur any liability for financial costs for corrections due to architecture, design and development flaws;
6. Project Cost: including any and all Changes that will impact APAS Project Fee Methodology and Payments (Exhibit B) schedule.

A Change Request is a formal written request to add, delete, or modify any material changes to the Project scope, functionality, work plan, or budget from that which is established in the Exhibit A (SOW #1) and its associated Exhibits and Attachments, Exhibit B (Fee Methodology and Payments) or to make any Changes ("Change Request"). The Change Request will be documented in a form to be mutually agreed to between County and Contractor. A Change Request Log shall be used to document any requested Change to the Project scope, as well as the subsequent approval or non-approval of the requested Changes. Each approved Change must then be set forth in a written amendment to the Contract or applicable SOW and the Fees applicable thereunder budgeted and an impact analysis of such Change performed.

Set forth below is the process for the Change Control Procedures:

a) Dependencies

(i) Predecessor Activities / Deliverables

During the course of the Project, changes in circumstances may occur that affect the scope, resource assignments, and timeframes set forth in the SOW and/or the Project Plan. All Changes to the scope, resources (Key Personnel) or timeframes must be

approved through the Change Control Procedures and incorporated into the SOW and/or the Project Plan through an amendment to same, as applicable.

Change Requests are often, but not always, the outcome of issue resolutions. However, any adjustments to the SOW or Project Plan must be submitted through the Change Control Procedures set forth herein.

(ii) Worksteps

The Change Request Initiator Describes the Requested Change

Either Contractor Personnel or County personnel can initiate a Change Request. The Change Request initiator will describe the potential Change in the Change Request Form and submit it to the his/her Team Lead for logging in the Change Request Log.

The Change Request initiator proceeds with performing an impact assessment of the requested Change. It is the responsibility of the Change Request initiator to investigate and confirm the Change impact on the Project with his or her Team Lead. This should include a detailed analysis of the costs (Contractor shall perform same if requested by County or if Contractor initiated the Change Request or County will work in conjunction with Contractor to perform same) and associated benefits resulting from this Change. Cost incurred by Contractor in assessing the impact of the requested Change will not be billable to the County unless the impact assessment has a material impact on the project schedule and resources. If an impact assessment requested by County involves significant costs for Contractor, then Contractor will disclose the cost of the impact assessment and County and Contractor will discuss whether such an impact assessment is considered a Change. Once the analysis is complete, the Change Request initiator should be prepared to present this Change Request at the next Change Control Board ("CCB") meeting. The Change Request initiator will provide handouts that detail the impacts, costs, benefits and the assumptions used to determine the impact of the Change. Incomplete Change Requests will not be reviewed by the CCB.

Team Lead Monitors CR Assessments and Adds to CCB Meeting Agenda

Each Party's Team Leads will be responsible for checking the completion of the CR assessments being authored by their team members. If a Change Request is urgent, it is the responsibility of the initiator to notify the Team Lead. When a Team Lead approves the completion of the Change Request assessment, the Team Lead coordinates with the APAS Program Manager to ensure that the CR is included in the next CCB meeting agenda.

CCB Review

County has the majority decision making authority on the CCB and its decision is final and binding. The CCB will meet to review Change Requests at least weekly. CCB will make reasonable efforts to approve or reject Change Requests within fifteen (15) calendar days after CCB is in receipt of the Change Request. If the Parties are unable to agree on the impact on the Agreement or applicable SOW within such period either Party may escalate such dispute to the APAS Executive Sponsors for resolution in accordance with the Agreement. If review of a Change Request is urgent, it is the responsibility of the Team Lead to notify the APAS Program Manager. The CCB has the authority to approve or reject Change Requests within certain guidelines to be determined by County ("Authority

Guidelines”). The CCB and the ATS Steering Committee will be the only 2 committees that can determine whether a Change Request is “complete” or “approved.” Once it has been reviewed and accepted, the CCB Status, Reviewed By Date, Date Reviewed, Decision Status and Impact to the Statement of Work fields in the Change Request Log will be filled in by the Change Request initiator.

If the Change Request is not approved, the CCB must update the Change Request Log and notify the Change Request initiator and relevant Team Lead that the Change Request has been disapproved.

If the CCB is unable to resolve or approve a Change Request, the Parties cannot agree on a Change Request, or if the Change Request exceeds the Authority Guidelines, then the Change Request must be escalated to the APAS Executive Sponsors for resolution.

ATS Steering Committee Review

The ATS Steering Committee will be engaged as needed to approve or disapprove a Change Request impacting the interfaces between the Assessor, Controller and Tax Collector. The ISD ATS Project Manager will record all actions taken by the ATS Steering Committee.

Update Statement of Work or Agreement

In the event that Change Request requires material Changes to the SOW or the Agreement document, then the ACRE IT Director will prepare the amendment to such SOW or Agreement document in collaboration with the Contractor. Such mutually agreed to amendment(s) are then sent to the appropriate parties for approval.

County and Contractor Sign Amendment

A CR must be approved by both Parties to authorize implementation of the Change(s). If a Change Request is approved, the duly-appointed representatives of both the County and Contractor will sign a written amendment to the SOW or the relevant impacted Agreement document. The County and Contractor will each receive an original executed copy of such amendment. Once documented and executed by both Parties, the CR shall become effective and become part of the Agreement.

Responsible Team Implements Change

Once a Change Request has been reviewed and approved, Contractor will provide the Services in accordance with the executed Change Request and will assign resources as needed to execute and complete the Change documented therein and any open action items. These action items and Changes should be effectuated and completed in a timely fashion. All services to be performed by Contractor added or modified by a Change Request will be deemed to be “Services” under the Agreement, and the performance of Change Request will in all respects be governed by the Agreement as amended by the Change Request. Neither Party will have any obligation to commence or comply with any Change, perform services that would be covered by any Change, or pay any additional Fees that would be covered by any Change, until such time as each Parties’ duly authorized representatives have signed the appropriate Change Request. Contractor may not unreasonably refuse or delay the processing or execution of any Change Request.

If the Change Request is approved, the Change Request initiator shall coordinate with the responsible parties to update all documentation impacted by the Change including, but

not limited to, the Project Plan, Scope Matrix, the Software Requirements Specifications, the high-level design, the detailed design and the test cases.

Notify CCB of Change Request Completion

Once all required decisions have been made and action items have been completed, the CCB must be notified of the completion of the Change Request. ACRE Program Manager should notify the Change Request initiator and adjust the status field on the Change Request Log.

Emergency Changes

In the event that either Party requires a Change in order to respond to an emergency and such Change would, in the reasonable opinion of the requesting Party, if it were not implemented until Change Control Procedures had been followed, have a detrimental effect generally on County's, including County's financial interests, welfare or public safety, or specifically impacting Contractor' ability to meet its obligations pursuant to the Agreement, the requesting Party will make all reasonable efforts to contact the other Party's Program/Project Manager, and, if the requesting Party is unable to contact the other Party's Program/Project Manager after reasonable efforts, the requesting Party may make temporary Changes to the Services required by the emergency. The Party initiating the Change shall document and promptly report such emergency Changes to the other Party, which Changes then shall be subject to County's approval hereunder. Emergency Changes will not be implemented on a permanent basis unless and until approved by County.

Mandatory Changes

Notwithstanding the Change consideration and implementation process outlined above in this Exhibit, if a Change requested by County is a Mandatory Change, County will promptly prepare and deliver to Contractor a Change Request related to the Mandatory Change and begin performing such Change as requested by County in accordance with this Section. The Parties will work together in good faith to determine the impact on the Contract (including any impact on the Fees) as a result of implementing the Mandatory Change. If the Parties are unable to agree on the impact on the Contract or applicable SOW within fifteen (15) calendar days after County has sent the Change Request to Contractor, either Party may escalate such dispute to the APAS Executive Committee for resolution in accordance with the Contract.

Non-Chargeable and Chargeable Change Orders.

All material Changes will be documented through the Change Control Procedures. The Parties anticipate that not all Changes will result in additional Fees. Changes that reduce the Services will equitably reduce the then current fixed Fees based on the proportion of Services reduced. Any approved change request will utilize the appropriate rate card as defined in Section 15.4 of the Statement of Work.