

UPGRADE TO AGENDA LINK VERSION 4.3

SUPPLEMENTAL AGREEMENT TO THE MANATRON RECORDS MANAGEMENT MASTER AGREEMENT

This Supplemental Agreement to the Manatron Records Management Master Agreement is by and between Manatron, Inc., a Michigan corporation ("Manatron"), and Fort Bend County, Texas ("Fort Bend").

Fort Bend and Manatron entered into a Records Management Master Agreement and a Records Management Annual Software License and Maintenance Supplemental Agreement ("the Agreements") on October 9, 2007 pursuant to which Fort Bend engaged Manatron software and support services to operate the Fort Bend County Clerk's Official Records Imaging System.

In consideration of the covenants and agreements set forth herein, the parties agree as follows:

1. Manatron shall provide the licenses, products, and services described in the Upgrade to Agenda Link Version 4.3 Statement of Work dated February 15, 2010, attached hereto as Exhibit A.

2. This Supplemental Agreement is subject to the terms and conditions set forth in the above referenced Agreements. If any conflict exists between this Supplemental Agreement and the Agreements, the terms and conditions of the Agreements will govern.

Dated: February 18, 2010

Manatron, Inc.:

By: Janet Buis Miller

Name: Janet Buis-miller

Title: Director, Finance & Accounting

Fort Bend County:

County Judge for Fort Bend County, TX

By: Robert Hebert

Name: Robert Hebert

Date: March 2, 2010

County Clerk for Fort Bend County, TX

By: Dianne Wilson

Name: Dianne Wilson

AUDITOR'S CERTIFICATE

I hereby certify that funds are available in the amount of \$ 738.00 to accomplish and pay the obligation of Fort Bend County under this Agreement.


Robert Edward Sturdivant, County Auditor

EXHIBIT A



Change Request

February 15, 2010

Diane Shepard
First Assistant to County Clerk
Fort Bend County
301 Jackson Street
Richmond, TX 77469

RE: Change Request – TX021510FBC. This Change Request is issued in conjunction with Master Agreement No. FB0002 dated October 9, 2007 between Manatron and the County.

Dear Diane:

Thank you for giving Manatron the opportunity to offer this proposal for assisting the County with this project. Attached is a summary of the work for this Change Request, with pricing and space for an authorized signature.

The pricing and scope contained in this Change Request are valid for 90 calendar days from the date shown above. Work scheduling will commence upon receipt of an executed copy of this Change Request signed by yourself or a duly authorized representative of the County. A summary of this Change Request is as follows.

Scope Summary:

As part of moving Agenda Link to production, Manatron will upgrade Fort Bend County to Agenda Link Version 4.3. This will require an upgrade of the County's existing Cold Fusion license to Version 9.

PRODUCTS/ SERVICES	SUMMARY DESCRIPTION	ONE-TIME PRICE	ANNUAL SUPPORT
Third-Party Software	Adobe Cold Fusion License Upgrade to Std V9	\$738.00	N/A
	TOTAL ESTIMATED PRICE	\$738.00	N/A

Manatron Account Manager: Randy Ray

Sincerely,

A handwritten signature in cursive script that reads "Vicki Bishop".

Vicki Bishop
Resource Coordinator

Description of Products and Services

Purpose and Business Need for the Request:

Manatron will upgrade Fort Bend County to Agenda Link Version 4.3.

Recommended Solution:

Agenda Link 4.3 requires an upgrade to Adobe Cold Fusion V9.

Responsibilities of the Parties:

The County's responsibilities include the following:

1. Provide Manatron access to the Agenda Link server.

Manatron's responsibilities include the following:

1. Manatron will purchase and install Cold Fusion V9 into Fort Bend County's Agenda Link server as part of the Agenda Link upgrade to Version 4.3

Exceptions and Assumptions:

Should any of the below assumptions change, it may affect the schedule, scope, and pricing of this Change Request.

1. No additional software will be required for the Cold Fusion license upgrade to V9.

Acceptance of Products and Services with Deliverables:

For the purposes of this Change Request, project work shall be deemed accepted upon the completion of the listed milestones. Manatron will provide the County with an acceptance form, shown as Attachment A, as the project is completed. Upon delivery of Attachment A, the County shall have five (5) business days from the date of installation into the test environment to test and to notify Manatron in writing of any outstanding Severity Level ONE issues. At the expiration of those five (5) business days, if no Severity Level ONE issues are documented, Manatron will move the software into production and consider the software installment a completed deliverable.

Change Management Process:

This Change Request is offered and priced within the express scope of the Manatron-recommended solution and the listed payment milestones. The County may make additional scope requests at any time. These requests will result in the completion of additional Change Requests.

Services rendered by Manatron under the terms of this Change Request which exceed the scope of the estimated hours or other items set forth in this Change Request will be billed to the County at the standard hourly rate (minimum one hour). Hourly rates are subject to change.

Severity Level Definitions:

Manatron shall respond to any errors reported by the County based on the priority code assigned to such error. The County shall identify the priority code when it initially reports the error to Manatron. Manatron may, in its reasonable discretion, re-classify the error after its initial investigation. If the

County requests, in writing, that the error be resolved with a priority code higher than the assigned level, the County will pay Manatron for that support on a time and materials basis at Manatron's then-current rates. The priority codes and responses are as follows:


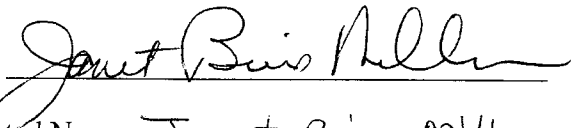
Priority	Definition/Impact
1/Critical	A system-wide problem; one that prevents the County from continuing fundamental business processes and causes an immediate impact on the County's business. No timely workaround exists.
2/High	A problem that affects one or more modules of the Manatron system; a problem that prevents the County from performing an important function of the County's normal business process. A workaround is not available.
3/Medium	System feature or peripheral hardware purchased by Manatron is malfunctioning or inoperative, but an alternative procedure exists to achieve business needs; a problem that impacts individual users or workstations (not system-wide). The problem does not prevent operation of the software.
4/Low	Includes cosmetic issues such as misspellings, part of letters falling off the screen or report print-outs, incorrect punctuations, etc.; also includes problems that happen intermittently, for which root causes are being determined or which cannot be reproduced. This category is also used to characterize information requests. The problem has no business impact.

Agreement to this Change Request:

Execution of this Change Request will confirm the County's request for third-party software as outlined within this document. Manatron will bill the County 100% of the price of the third-party software (**\$738.00**) upon signature approval of this Change Request. This Change Request will serve as an addendum to the existing agreement with Manatron referenced previously. Except as modified hereunder, all the terms and conditions of that agreement will remain in full force and effect.

We, the undersigned, accept this document as a stable work product to be used in the delivery of the project described herein. Any deviation from this Statement of Work is to be handled through Manatron's Change Management Process.

This agreement is not effective until executed by both parties.

Fort Bend County	Manatron
<p>Diane Shepard 301 Jackson Street Richmond, Texas 77469 281-342-3411</p>	<p>Manatron, Inc. 1807 West Braker #400 Austin, Texas 78758 866-471-2900</p>
<p>By: </p>	<p>By: </p>
<p>Grady Prestage, Commissioner Precinct 2 Presiding Officer, Commissioners Court, March 23, 2010</p>	<p>Printed Name: <u>Janet Buis-Miller</u></p>
<p>Title: _____</p>	<p>Title: <u>Director, Finance & Accounting</u></p>
<p>Date: <u>3-23-2010</u></p>	<p>Date: <u>2/18/10</u></p>

ATTACHMENT A

Purpose:

The purpose of this Attachment A is for the County to confirm completion of Change Request No. TX021510FBC.

Final Acceptance:

We, the undersigned, agree that the custom software, application software, hardware, and/or all third-party software have been moved into production, that there are no Severity Level ONE issues, and that Manatron has performed any professional services outlined in this CR. If the County does not take action to approve or reject this Attachment A, it is deemed accepted after five (5) business days have elapsed since the date of delivery.

We, the undersigned, agree that all work for this CR is complete.

Fort Bend County	Manatron
Diane Shepard 301 Jackson Street Richmond, Texas 77469 281-342-3411	Manatron, Inc. 1807 West Braker #400 Austin, Texas 78758 866-471-2900
By: _____	By: _____
Printed Name: _____	Printed Name: _____
Title: _____	Title: _____
Date: _____	Date: _____