

Amendment 1 to Change Order #1

Phase I PeopleSoft Implementation Transition and Support

November 10, 2006



This is Amendment 1 to Change Order #1 dated September 18, 2006 ("Change Order #1) between eVerge Group, Inc. ("eVerge") and The School Board of Palm Beach County, Florida ("District") under the Consulting Services Agreement dated December 21, 2004 between the parties (the "Consulting Services Agreement") for PeopleSoft software implementation and business process redesign is presented to the District at the District's request to provide transitional and short term post production support for the PeopleSoft modules implemented in Phase I. The PeopleSoft System release is 8.9, the latest available release.

The purpose of this Amendment 1 is to provide for the continuation of the services described in Change Order #1 to Statement of Work 2 dated March 28, 2005 for an additional period of time or budgeted dollars in the amount not to exceed \$200,000. Change Order #1 and the terms and conditions thereof shall remain in effect as amended by this Amendment 1.

eVerge Consulting Services Support Personnel Support Matrix

The following Matrix represents staff allocation and support areas for post production support.

	Function	Rate	3-Nov	10-Nov	17-Nov	24-Nov	1-Dec	8-Dec	15-Dec	22-Dec	Total
eVerge											
Bob Lewis	Technical	\$ 143.00	24	40	40	16	40	40	40	40	280
Brandon Johnson	Technical	\$ 141.00	16	20	20	8	20	20	20	20	144
Chuddie Jones	Technical	\$ 125.00	24	40	40	16	40	40	40	40	280
Harish Bejjinki	Payroll	\$ 80.00	24	40	40	16	40	40	40	40	280
Holly Hall-Perry	HR	\$ 132.00	24	40	40	16	40	40	40	40	280
Karthik Alamelala	Technical	\$ 105.50	24	40	40	16	40	40	40	40	280
Kim Gulka	Payroll	\$ 165.00	24	40	40	16	40	40	40	40	280
Koti Kalagara	Technical	\$ 141.00	24	40	40	16	40	40	40	40	280
Martha Thompson	Finance	\$ 141.00	24	40	40	16	40	40	40	40	280
Matt Culp	Purchasing	\$ 132.00	24	40	40	16	40	40	40	40	280
Matt Knoepke	Payroll HR	\$ 194.75	24	40	40	16	40	40	40	40	280
Randy Colley	Finance	\$ 194.75	24	40	40	16	40	40	40	40	280
Rena Martin	AP	\$ 138.00	24	40	40	16	40	40	40	40	280
Tessie Gabay	Payroll	\$ 125.00	24	40	40	16	40	40	40	40	280
Total Hours			328	540	540	216	540	540	540	540	3,784
eVerge											
Bob Lewis	Technical	\$ 143.00	\$ 3,432	\$ 5,720	\$ 5,720	\$ 2,288	\$ 5,720	\$ 5,720	\$ 5,720	\$ 5,720	\$ 40,040
Brandon Johnson	Technical	\$ 141.00	\$ 2,256	\$ 2,820	\$ 2,820	\$ 1,128	\$ 2,820	\$ 2,820	\$ 2,820	\$ 2,820	\$ 20,304
Chuddie Jones	Technical	\$ 125.00	\$ 3,000	\$ 5,000	\$ 5,000	\$ 2,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 35,000
Harish Bejjinki	Payroll	\$ 80.00	\$ 1,920	\$ 3,200	\$ 3,200	\$ 1,280	\$ 3,200	\$ 3,200	\$ 3,200	\$ 3,200	\$ 22,400
Holly Hall-Perry	HR	\$ 132.00	\$ 3,168	\$ 5,280	\$ 5,280	\$ 2,112	\$ 5,280	\$ 5,280	\$ 5,280	\$ 5,280	\$ 36,960
Karthik Alamelala	Technical	\$ 105.50	\$ 2,532	\$ 4,220	\$ 4,220	\$ 1,688	\$ 4,220	\$ 4,220	\$ 4,220	\$ 4,220	\$ 29,540
Kim Gulka	Payroll	\$ 165.00	\$ 3,960	\$ 6,600	\$ 6,600	\$ 2,640	\$ 6,600	\$ 6,600	\$ 6,600	\$ 6,600	\$ 46,200
Koti Kalagara	Technical	\$ 141.00	\$ 3,384	\$ 5,640	\$ 5,640	\$ 2,256	\$ 5,640	\$ 5,640	\$ 5,640	\$ 5,640	\$ 39,480
Martha Thompson	Finance	\$ 141.00	\$ 3,384	\$ 5,640	\$ 5,640	\$ 2,256	\$ 5,640	\$ 5,640	\$ 5,640	\$ 5,640	\$ 39,480

eVerge		Rate	3-Nov	10-Nov	17-Nov	24-Nov	1-Dec	8-Dec	15-Dec	22-Dec	Total
Matt Culp	Purchasing	\$ 132.00	\$ 3,168	\$ 5,280	\$ 5,280	\$ 2,112	\$ 5,280	\$ 5,280	\$ 5,280	\$ 5,280	\$ 36,960
Matt Knoepke	Payroll HR	\$ 194.75	\$ 4,674	\$ 7,790	\$ 7,790	\$ 3,116	\$ 7,790	\$ 7,790	\$ 7,790	\$ 7,790	\$ 54,530
Randy Colley	Finance	\$ 194.75	\$ 4,674	\$ 7,790	\$ 7,790	\$ 3,116	\$ 7,790	\$ 7,790	\$ 7,790	\$ 7,790	\$ 54,530
Rena Martin	AP	\$ 138.00	\$ 3,312	\$ 5,520	\$ 5,520	\$ 2,208	\$ 5,520	\$ 5,520	\$ 5,520	\$ 5,520	\$ 38,640
Tessie Gabay	Payroll	\$ 125.00	\$ 3,000	\$ 5,000	\$ 5,000	\$ 2,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 35,000
Total Dollars			\$ 45,864	\$ 75,500	\$ 75,500	\$ 30,200	\$ 75,500	\$ 75,500	\$ 75,500	\$ 75,500	\$ 529,064

Additional resources or changes to the above Matrix of staff may be made upon mutual agreement between eVerge and the District

Cost of Services

Unless otherwise requested or noted, the above staff will be allocated through December 30, 2006 or until the dollars totaling an additional \$200,000 are exhausted. School Board approval will be requested to increase this amount to the projected amount of \$475,968 and if approved will adjust this amount to the projected amount or actual amount approved by the School Board, if any.

The cost (hourly rate as described above) will be paid based upon the effort needed. No single week of support and transition services shall **exceed the amount indicated above without prior written approval by Michael Guay.**

No hours for any consultant indicated above may exceed the planned amount without prior written approval by Michael Guay.

No consultant listed above in the support matrix shall be required to work more than the hours specified above in the support matrix during the time periods specified, and eVerge shall not be required to provide any consultants or support services after the earlier to occur of (i) December 30, 2006 or (ii) the date the budgeted dollars approved by the School Board have been exhausted.

IN WITNESS WHEREOF, each of the Parties has caused this Amendment 1 to Change Order #1 to be duly executed by its authorized officer or representative whose signature appears below, effective as of November 2, 2006.

eVerge Group, Inc.

By: _____

Name: _____

Title: _____

Date: _____

The School Board of Palm Beach County, Florida

By: _____

Name: _____

Title: _____

Date: _____

Attest By: _____
Superintendent of Schools

Reviewed to form and legal sufficiency:

By: _____

Name: Blair Littlejohn III _____

Amendment 2 to Change Order #1

Phase I PeopleSoft Implementation Transition and Support

November 10, 2006



This is Amendment 2 to Change Order #1 dated September 18, 2006 (“Change Order #2) between eVerge Group, Inc. (“eVerge”) and The School Board of Palm Beach County, Florida (“District”) under the Consulting Services Agreement dated December 21, 2004 between the parties (the “Consulting Services Agreement”) for PeopleSoft software implementation and business process redesign is presented to the District at the District’s request to provide transitional and short term post production support for the PeopleSoft modules implemented in Phase I. The PeopleSoft System release is 8.9, the latest available release.

The purpose of this Amendment 2 is to provide for the continuation of the services described in Change Order #1 to Statement of Work 2 dated March 28, 2005 for an additional period of time or budgeted dollars in the amount not to exceed \$329,064. Change Order #1 with Amendment #1 and the terms and conditions thereof shall remain in effect as amended by this Amendment 2.

eVerge Consulting Services Support Personnel Support Matrix

The following Matrix represents staff allocation and support areas for post production support.

Planned Support Hours and Dollars

	Function	Rate	3-Nov	10-Nov	17-Nov	24-Nov	1-Dec	8-Dec	15-Dec	22-Dec	Total
eVerge											
Bob Lewis	Technical	\$ 143.00	24	40	40	16	40	40	40	40	280
Brandon Johnson	Technical	\$ 141.00	16	20	20	8	20	20	20	20	144
Chuddie Jones	Technical	\$ 125.00	24	40	40	16	40	40	40	40	280
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Karthik Alamelala	Technical	\$ 105.50	24	40	40	16	40	40	40	40	280
Kim Gulka	Payroll	\$ 165.00	24	40	40	16	40	40	40	40	280
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Martha Thompson	Finance	\$ 141.00	24	40	40	16	40	40	40	40	280
Matt Culp	Purchasing	\$ 132.00	24	40	40	16	40	40	40	40	280
Matt Knoepke	Payroll HR	\$ 194.75	24	40	40	16	40	40	40	40	280
Randy Colley	Finance	\$ 194.75	24	40	40	16	40	40	40	40	280
Rena Martin	AP	\$ 138.00	24	40	40	16	40	40	40	40	280
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Chuddie Jones	Technical	\$ 125.00	\$ 3,000	\$ 5,000	\$ 5,000	\$ 2,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 35,000
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Holly Hall-Perry	HR	\$ 132.00	\$ 3,168	\$ 5,280	\$ 5,280	\$ 2,112	\$ 5,280	\$ 5,280	\$ 5,280	\$ 5,280	\$ 36,960
Karthik Alamelala	Technical	\$ 105.50	\$ 2,532	\$ 4,220	\$ 4,220	\$ 1,688	\$ 4,220	\$ 4,220	\$ 4,220	\$ 4,220	\$ 29,540
Kim Gulka	Payroll	\$ 165.00	\$ 3,960	\$ 6,600	\$ 6,600	\$ 2,640	\$ 6,600	\$ 6,600	\$ 6,600	\$ 6,600	\$ 46,200

	Function	Rate	3-Nov	10-Nov	17-Nov	24-Nov	1-Dec	8-Dec	15-Dec	22-Dec	Total
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Martha Thompson	Finance	\$ 141.00	\$ 3,384	\$ 5,640	\$ 5,640	\$ 2,256	\$ 5,640	\$ 5,640	\$ 5,640	\$ 5,640	\$ 39,480
Matt Culp	Purchasing	\$ 132.00	\$ 3,168	\$ 5,280	\$ 5,280	\$ 2,112	\$ 5,280	\$ 5,280	\$ 5,280	\$ 5,280	\$ 36,960
Matt Knoepke	Payroll HR	\$ 194.75	\$ 4,674	\$ 7,790	\$ 7,790	\$ 3,116	\$ 7,790	\$ 7,790	\$ 7,790	\$ 7,790	\$ 54,530
Randy Colley	Finance	\$ 194.75	\$ 4,674	\$ 7,790	\$ 7,790	\$ 3,116	\$ 7,790	\$ 7,790	\$ 7,790	\$ 7,790	\$ 54,530
Rena Martin	AP	\$ 138.00	\$ 3,312	\$ 5,520	\$ 5,520	\$ 2,208	\$ 5,520	\$ 5,520	\$ 5,520	\$ 5,520	\$ 38,640
Tessie Gabay	Payroll	\$ 125.00	\$ 3,000	\$ 5,000	\$ 5,000	\$ 2,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 5,000	\$ 35,000
Total Dollars			\$ 45,864	\$ 75,500	\$ 75,500	\$ 30,200	\$ 75,500	\$ 75,500	\$ 75,500	\$ 75,500	\$ 529,064

Additional resources or changes to the above Matrix of staff may be made upon mutual agreement between eVerge and the District

Cost of Services

Unless otherwise requested or noted, the above staff will be allocated through December 30, 2006 or until the dollars totaling an additional \$329,064, (\$529,064 with Amendment #1 to Change Order 1) are exhausted.

The cost (hourly rate as described above) will be paid based upon the effort needed. No single week of support and transition services shall **exceed the amount indicated above without prior written approval by Michael Guay.**

No hours for any consultant indicated above may exceed the planned amount without prior written approval by Michael Guay.

No consultant listed above in the support matrix shall be required to work more than the hours specified above in the support matrix during the time periods specified, and eVerge shall not be required to provide any consultants or support services after the earlier to occur of (i) December 30, 2006 or (ii) the date the budgeted dollars approved by the School Board have been exhausted.

IN WITNESS WHEREOF, each of the Parties has caused this Amendment 1 to Change Order #1 to be duly executed by its authorized officer or representative whose signature appears below, effective as of November 15, 2006.

eVerge Group, Inc.

By: _____

Name: _____

Title: _____

Date: _____

The School Board of Palm Beach County, Florida

By: _____

Name: _____

Title: _____

Date: _____

Attest By: _____
Superintendent of Schools

Reviewed to form and legal sufficiency:

By: _____
Name: Blair Littlejohn III _____