



Solutions that Perform

Contract No.: 163270-011-000

SCHEDULE A

SOW NO. 11

This SOW, No. 11, is issued under and shall be governed by the terms of the Master Consulting Services Agreement (no. 163270-000-000) dated June 14, 2007, (the "Agreement") between RWD Technologies, Inc. and Peralta Community College District ("Client" or "Peralta"). This SOW shall be effective as of October 01, 2008 (the "Effective Date").

DESCRIPTION OF SERVICES - STATEMENT OF WORK:

PLACE OF PERFORMANCE, PROJECT DURATION, PHASES, AND PAYMENT

Location where the services are to be performed: Oakland, CA

Project Duration: Term of Project:

- Number of Weeks:
- Specific Period: From: October 1, 2008 To: June 30, 2009
- Other: _____

Project: The Project will be developed in accordance with the work schedule as specified below:

STATEMENT OF WORK:

RWD will provide senior-level Change Management consultants to assist Peralta with IT Organizational Optimization and Project Organizational Change Management.

This statement of work is divided into three components:

1. IT Organizational Optimization and Implementation

RWD will assist Peralta senior management in developing an IT organizational strategy that will include the following elements:

- High level stakeholder assessment and needs analysis
- New IT organizational structure development and implementation
- Five-year IT strategy

2. Project OCM for Business Intelligence and Peralta Web Site

RWD will assist Peralta project leadership to develop and execute OCM plans for the following projects currently being implemented: Business Intelligence and the New

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Solutions that Perform

Contract No.: 163270-011-000

Peralta Web Site. OCM actions and deliverables will be focused on the following key areas (see Appendix 1 for more detail):

- Development of a Change Management Plan
- Leadership and Stakeholder Alignment
- Development of a Communications Plan, Content, and Coaching
- Key Stakeholder Management
- Business Readiness Process
- Organizational Alignment

3. Project OCM for Academic Advising, Outreach/CRM, E-Employment, and Time and Labor

RWD will assist Peralta project leadership to develop and execute OCM plans for the following functionality implementations planned: Academic Advising, Outreach/CRM, E-Employment, and Time and Labor. OCM actions and deliverables will be focused on the following key areas (see Appendix 1 for more detail):

- Development of a Change Management Plan
- Leadership and Stakeholder Alignment
- Development of a Communications Plan, Content, and Coaching
- Key Stakeholder Management
- Business Readiness Process
- Organizational Alignment

PROJECT MANAGEMENT

Project Managers: The project managers for the Project are:

For Client: Tom Smith

For RWD: Steve Salisbury

COST AND PAYMENT TERMS

a. Compensation Arrangements:

- Compensation for work described in the SOW will be \$ 576,000 for labor on a time and materials basis, and \$115,000 for travel and expenses, resulting in a total of \$691,000. RWD must receive Client's approval prior to proceeding with any labor or travel that would result in exceeding the above.

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Solutions that Perform

Contract No.: 163270-011-000

Costs

The proposed project cost is based on the following labor rates for the required RWD personnel:

RWD Personnel Costs

Role	Daily/Hourly Rate
Senior Change Consultant resources	\$1,800 (\$225.00/hr)

Project Costs

Project	Effort	Cost
1. IT Performance Optimization and Implementation	8 Weeks	\$72,000
2. Project Organizational Change Management (OCM) for projects currently underway (Business Intelligence and New Web Site)	20 Weeks	\$180,000
3. Project OCM for projects which will be started in the next few months (Academic Advising, Outreach, E-Employment, Time and Labor)	36 Weeks	\$324,000
Sub-Total Labor	64 Weeks	\$ 576,000
Travel estimated at 20% of Labor		\$ 115,000
Grand Total		\$ 691,000

b. Payment Terms.

RWD will submit invoices in accordance with this SOW. Client agrees to pay invoices within thirty (30) days of invoice date. If any invoices submitted under this SOW are past due, RWD has the right to cease work until all past due invoices are paid by Client.

ACCEPTANCE CRITERIA:

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Solutions that Perform

Contract No.: 163270-011-000

After RWD has delivered any Work Product, deliverables, or the other materials to Client, Client shall review the deliverable for acceptance in accordance with the criteria mutually agreed upon and set forth in the applicable project plan ("Acceptance Test Plan"). If the deliverable does not pass the Acceptance Test Plan, Client will advise RWD promptly and provide RWD with a written description of any defects and nonconformities. RWD will correct any defect or nonconformities within ten (10) days and resubmit deliverable to Client. If the deliverable still does not meet the Acceptance Test Plan, RWD will attempt to correct any remaining defects or nonconformities until the work complies with the agreed upon specifications.

ASSUMPTIONS:

To support this project schedule, RWD will need to work closely with key Client personnel. The effort estimates and pricing are based on the following assumptions:

- A. The estimated pricing is based on the assumption that the project duration (requiring coverage) in 9 months (October 2008 – June 2009).
- B. Peralta will provide the following to RWD at the project start:
 - Change history within PCCD
 - Information about other stakeholders to the Student Administration organization (e.g. student and faculty population, geographies, current interfaces with Peralta systems, etc.)
 - Existing business case and documentation that supports this change effort
 - Access to representatives from the colleges and district office and other stakeholder for information gathering (survey and/or short interviews, as required)
 - A resource assigned the collateral role of internal change lead from Peralta available for knowledge transfer, introductions and contracts for change and training team, organizational insight and participation planning, facilitation and activity development
 - Access to the approved business case for the project initiative
 - Any communications to-date that justify changes to key stakeholders or constituents
 - Available impact analysis documents including process, role, or responsibility changes

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Solutions that Perform

Contract No.: 163270-011-000

- Copies of any past change and/or training intervention materials
 - Organization and location maps
 - Project organization chart
 - Copies of, or relevant examples of, existing deployment plans
 - Documentation for all relevant policies/procedures
- C. RWD will have access to those individuals designated as project sponsors for the purpose of data gathering, validation, assessment, and project leadership vision.
- D. The RWD change management consultant will participate as a key member of the PeopleSoft implementation project team.
- E. All project work will be completed in a timely manner. Once initiated, the work will proceed in an orderly fashion until all required work is completed. All parties will comply with the schedule outlined in the Change Management Plan.
- F. RWD will provide electronic files of all support materials. Client is responsible for the production and duplication of materials identified for training or reference. RWD can assist Client with developing a strategy for making the support materials easily available for end users.
- G. Client will provide the RWD training team with access to all buildings, personnel, information, and systems needed to validate the documentation and support needs, and to develop and deliver the materials.

Peralta recognizes that adherence to these Assumptions is critical to maintaining the budget outlined in this SOW. If any of the Assumptions in this SOW involving Peralta's obligations are not met materially during the course of this project, RWD will immediately bring the matter to the attention of Peralta and develop a budget and schedule impact document. The budget and schedule for this project may be impacted by a material lack of adherence to any of the Assumptions listed in this SOW by Peralta and a scope increase beyond what is set forth in this SOW may be required in order to complete the agreed upon deliverables for this project as a result. All budget or schedule related issues will be documented by RWD for Peralta and a corresponding agreement of resolution will be developed. In the event that RWD and Peralta agree on a scope increase as a result of a resolution agreement, a Change Order to this SOW will be issued and executed. Any delay or non-adherence to the Assumptions in this SOW will be measured to determine the potential impact to RWD's ability to complete a given deliverable, meet the project schedule, or maintain the budget. This determination will be made in

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Solutions that Perform

Contract No.: 163270-011-000

conjunction with Peralta and scope impact agreement and resolution will be determined at that time.

This SOW shall become effective as of the date first written, subject to signature by authorized representatives of each party and may not be changed except as mutually agreed upon in writing by the Parties.

IN WITNESS WHEREOF, the Parties hereto have executed this SOW intending to be legally bound.

**PERALTA COMMUNITY COLLEGE
DISTRICT**

RWD TECHNOLOGIES, INC.

By: _____

By: _____

Name:

Name: Brian Laphorn

Title:

Title: Division Director

Date:

Date:

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Solutions that Perform

Contract No.: 163270-011-000

APPENDIX 1

Explanation of OCM Actions and Deliverables

Change Management Plan

RWD will create a change management plan and schedule to be reviewed and approved by Peralta. The plan will reflect the following:

- Review of current analysis, plans, and activities
- High-level organization and stakeholder assessment
- Recommended approach
- High-level change strategy incorporated into the implementation project plan to guide change activities

Leadership and Stakeholder Alignment

RWD will conduct activities, such as workshops, at the district and colleges to help identify, prepare, and coach leaders and stakeholder to be effective in their leadership and sponsorship role. Activities will focus on:

- The business case and governance of change
- Leading change and business readiness at PCCD

Communications Plan, Content, and Coaching

RWD will lead the effort to develop a communications plan and work directly with the Peralta management team to develop communication content and delivery approach.

Key Stakeholder Management

RWD will identify and engage stakeholders critical to the implementation. Through the use of stakeholder engagement plans, RWD will assist in delivering stakeholder interventions that advocates for the change, addresses resistance effectively, and sustains momentum toward improvement.

Business Readiness Process

It is critical to engage and prepare users from each of the colleges and district office in a more global implementation that crosses over each of the college's unique cultures. RWD will guide Peralta in developing business readiness teams that will modify, customize, and deploy the

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Solutions that Perform

Contract No.: 163270-011-000

project change plan in a way that makes sense to their constituencies, and in a way that they are prepared to deploy.

Organization Alignment

As needed, RWD will engage members of the colleges and district office to review the business process maps for the new structure and help in aligning the different stakeholder groups affected. The impact on the local organizations must be understood and the issues resulting from the changes must be resolved before the system goes into operation.

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