

Change Authorisation Note

CR NO	TITLE	DATE RAISED
C33251	Software Support, Maintenance and Development Agreement relating to Compass Software (the Agreement)	21 June 2023
PROJECT	TYPES OF CHANGES	REQUIRED BY DATE
Future of Compass	Changes to the drafting of: <ul style="list-style-type: none"> the Initial Term set out in clause 26; the termination provisions set out in clause 27; and the Charges set out in Part 2 of Schedule 2 	31 December 2023

DETAILED DESCRIPTION OF CONTRACT CHANGES FOR WHICH IMPACT ASSESSMENT IS BEING PREPARED AND DETAILS OF ANY RELATED CONTRACT CHANGES

Customer requires the ability to extend the current Agreement by a further 12-month period including options for a further two 6-month extensions. Change to include associated amendments to the Initial Term and Termination provisions.

FULL DESCRIPTION OF REQUESTED CONTRACT CHANGES

INITIAL TERM

Clause 26 (Duration) will be deleted in its entirety and replaced with the following drafting:

“26.1 Supply of the Services by CIBS to the Authority shall commence on the 1st January 2020 and, subject to termination in accordance with the provisions of this Agreement, shall continue for an initial term of four (4) years (Initial Term) when it shall terminate automatically without notice unless the parties agree in writing no less than 90 days before the end of the Initial Term or any Extended Term (as defined below) that the term of the Agreement shall be extended. The Agreement may be extended on no more than three occasions:

26.1.1 a first extension for a term of 12 months (First Extended Term);

26.1.2 a second extension for a term of 6 months (Second Extended Term); and

26.1.3 a third extension for a term of 6 months (Third Extended Term).

26.2 The First Extended Term, Second Extended Term and Third Extended Term shall each be known as an Extended Term.

26.3 Unless it is extended under this clause or terminated earlier in accordance with the provisions of this Agreement, it shall terminate automatically without notice at the end of each Extended Term.

TERMINATION PROVISIONS

Clause 27.6 will be deleted in its entirety and replaced with the following drafting:

“27.6. The Authority may terminate this Agreement for convenience:

27.6.1 at any time during the Initial Term on giving not less than 180 days' notice in writing to CIBS; and

27.6.2 at any time during the Second Extended Term and Third Extended Term on giving not less than 90 days' notice in writing to CIBS. Any such notice of termination relating to the Second Extended Term shall be effective from the end of the Second Extended Term. Any such notice of termination relating to the Third Extended Term shall be effective from the end of the 90-day notice period, whenever that shall fall.

In the event that the Authority terminates this Agreement pursuant to this clause it shall pay to CIBS by way of compensation for early termination the amount of any reasonable, stranded irrecoverable costs that CIBS can demonstrate that it will incur and which are caused by the Authority's exercise of its right to terminate this Agreement in accordance with this clause."

REASONS FOR REQUESTED CONTRACT CHANGES

- Clause 26 (Duration) has been amended to extend the term of the Agreement. Both parties have agreed to this extension on the existing terms of the Agreement. The Services have been Supplied by the Supplier to the Authority under the terms of the Agreement during the Initial Term.
- Clause 27.6 has been amended to remove the right for the Authority to terminate the contract for convenience during any of the Extended Terms. The Supplier has requested this Contract Change to provide comfort and plan its workstreams, taking into account the significant Services Supplied under the Agreement.
- Part 2B (Charges applicable to the Extended Terms) has been added to reflect the changes in Charges for the new Extended Terms to reflect the Supplier's supply-chain requirements.

CHARGES

Part 2B (Charges applicable to the Extended Terms) is inserted into Schedule 2, following Part 2 (Charges) in the form appended to this Change Authorisation Note.

PROPOSED ADJUSTMENT TO THE CHARGES RESULTING FROM THE CONTRACT CHANGES

[REDACTED]

DETAILS OF PROPOSED ONE-OFF ADDITIONAL CHARGES AND MEANS FOR DETERMINING THESE (E.G. FIXED PRICE OR COST-PLUS BASIS)

[REDACTED]

Appendix to Change Authorisation Note

Part 2B – Charges applicable to the Extended Terms

Support Contract Extension

The table below shows the revised support contract costings –

Description	Support Period	Costings / Invoicing
First Extension Term	01/01/2024 To 31/12/2024	<div></div> <div></div>
Second Extension Term	01/01/2025 To 30/06/2025	<div></div> <div></div>
Third Extension Term	01/07/2025 To 31/12/2025	<div></div> <div></div>

Man Day Rates

The 2024 day rates are shown in the table below -

Signed on behalf of the Authority:

Signed on behalf of the Supplier:

