NOTICE OF AWARD OF AMENDMENT

TO: DATAPROSE, LLC  
1122 W. BETHEL ROAD  
COPPELL, TX 75019

DATE ISSUED: November 24, 2014

CURRENT REFERENCE NO: 656-13

DES - UTILITY BILLING SERVICES

PRIOR REFERENCE NO: 131-11

THIS IS A NOTICE OF AWARD OF CONTRACT AMENDMENT AND NOT AN ORDER. NO WORK IS AUTHORIZED UNTIL THE VENDOR RECEIVES A VALID COUNTY PURCHASE ORDER ENCUMBERING CONTRACT FUNDS.

The above referenced contract is amended as follows:

1. REFER TO THE ATTACHED AMENDMENT NO. 1 TO THE AGREEMENT

VENDOR CONTACT: RACHEL ALANIS

VENDOR PAYMENT TERMS: NET 30 DAYS

EMAIL ADDRESS: RACHEL.ALANIS@DATAPROSE.COM

COUNTY CONTACT: BARBARA FORBES

VENDOR TEL. NO.: 972-462-5405

VENDOR FAX. NO.: 972-462-5428

COUNTY TEL. NO.: 703-228-3615

KryLynda Hepler, CPPB
Procurement Officer

DATE: 11/24/2014

DISTRIBUTION

VENDOR: 1

BID FOLDER: 2
ARLINGTON COUNTY, VIRGINIA
AGREEMENT NO. 656-13

AMENDMENT NUMBER 1

This Amendment Number 1 ("Amendment") is made on the date of execution of the Amendment by the County and amends Agreement Number 656-13, also described historically as Contract 228-10, Contract No. 207-09 dated June 1, 2009, Invitation to Bid No. 88-03 and Contract No. 207-09LW dated on or around June 1, 2003 ("Main Agreement, as amended or "Contract") made between CSG Systems, Inc., 9555 Maroon Circle, Englewood, CO 80112 ("Contractor"), and the County Board of Arlington County, Virginia ("County").

WHEREAS, CSG Systems, Inc. and the County entered into the Main Agreement for CSG to provide Utility Billing Services; and

WHEREAS, CSG Systems, Inc. has transferred all the terms, conditions, and Scope of Work as contained in the Contract to DP2 Billing Solution, LLC, now known as DataProse, LLC pursuant to the General Assignment and Assumption Agreement ("Assignment Agreement") dated July 1, 2013, a portion of which is attached hereto; and

WHEREAS, under the Assignment Agreement DataProse, LLC has assumed all obligations and liabilities of CSG Systems, Inc. under this Contract by virtue of the above transfer; and

WHEREAS, the County consents to the assignment of this Contract to DataProse, LLC beginning upon July 1, 2013 ("Effective Date"); and

WHEREAS, in consideration of the promises and other good and valuable consideration specified in this Amendment, Main Agreement is amended as follows:

1. In place of CSG Systems, Inc. the County agrees that DataProse, LLC shall be the contracting party, and DataProse, LLC shall provide the services under the Agreement;

2. CSG Systems, Inc. confirms this transfer and waives any claims and rights against the County that it now has or may have in the future in connection with this Contract; and

3. DataProse, LLC agrees to be bound by and to perform this Contract in accordance with the conditions contained in the Contract Documents; and

4. The term "Contractor" in the Contract shall hereinafter mean DataProse, LLC.
NOW THEREFORE,

All other terms and conditions of the Main Agreement shall remain in full force and effect.

WITNESS these signatures:

The County Board of Arlington County, Virginia

[Signature]
NAME: Lynne Hughes
TITLE: Authorized Signature
DATE: 11/24/2014

CSG Systems, Inc.

[Signature]
NAME AND TITLE: Gregory L. Cannon
ASSOCIATE GENERAL COUNSEL & CHIEF COMPLIANCE OFFICER
DATE: 11/5/14

DataProse, LLC

[Signature]
NAME AND TITLE: Carys Nelson, COO
DATE: 11/12/14