CITY OF AURORA

PURCHASING DIVISION OF FINANCE DEPARTMENT
44 E. DOWNER PLACE, P.O. BOX 2067
AURORA, ILLINOIS 60507-2067

PHONE (630) 256-3550
FAX (630) 256-3559

PURCHASE ORDER
292988
DATED: 12/26/2019

10089

VENDOR
UPLAND SOFTWARE
401 CONGRESS AVE, SUITE 1
AUSTIN, TX 78701

SHIP TO
CITY OF AURORA
IT
44 E DOWNER PLACE
SECOND FLOOR
AURORA, IL 60507

INVOICES NOT DIRECTED TO PURCHASING WILL DELAY PAYMENT

ORDER SUBJECT TO TERMS AND CONDITIONS

REQUISITION #	REQUISITION DATE	TERMS	DATE REQUIRED	IL TAX EXEMPTION #
0000147348	11/07/2019	NET	11/14/2019	E9996-0842-07
ACCOUNT #	**CUSTOMER ACCT #**	**CONTRACT #**	**PROJECT #**	**FEIN**
101-1380-419-3811				36-6005778

LINE #	QUANTITY	UOM	ITEM NUMBER AND DESCRIPTION	UNIT COST	EXTENDED COST
1	1.00	EA	FILE BOUND MIGRATION *SOW dated 10/31/2019* *email PO to krefshauge@uplandsoftware.com*	9,500.0000	9,500.00
2	1.00	EA	FILEBOUND HOSTING PERPETUAL LIC ****** *2020 EXPENSE*	6,000.0000	6,000.00

TOTAL AMOUNT: **$15,500.00**

DIRECTOR OF PURCHASING

Jolene Coulter

THE CITY OF AURORA REQUIRES THAT ALL CITY PURCHASES BE PREAUTHORIZED BY THE ISSUANCE OF PURCHASE ORDERS. IF A VENDOR DELIVERS ANY MERCHANDISE WITHOUT VALID PURCHASE ORDER, NO LIABILITY EXISTS FOR THE CITY OF AURORA. OUR PURCHASE ORDER NUMBER SHOULD BE REFLECTED ON YOUR INVOICE.

Upland Software, Inc.
401 Congress Avenue Suite 1850 Austin
TX
78701-3788
US
Phone:
www.uplandsoftware.com

Quote Number: Q-46314-1
Quote Date: 10/17/2019
Quote Expires On: 11/6/2019
Proposed By: Kelly Refshauge
Email: krefshauge@uplandsoftware.com

Customer and Billing Details

Ship To
City of Aurora
Information Services
Second Floor
44 E Downer Pl
Aurora, IL 60507-2067
United States

Bill To
City of Aurora
Purchasing Division Of Finance
Department
44 E. Downer Place
P.O. Box 2067
Aurora, Illinois 60507-2067
United States

Primary Contact:
Primary Phone:
Billing Currency: USD

License and Product Details

Start Date: 1/1/2020
End Date: 12/31/2020
Product Billing Frequency: Annually
Payment Terms: Net 30

License and Product Details

Description	Quantity Unit of Measure	Term (Months)	Extended Price for Full Term
FileBound: FileBound Hosting - Perpetual License	1 Each	12.00	$ 6,000.00
Total:			$ 6,000.00

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Additional Support Offering

Support Plan	Available Terms	Duration	Annual Fee Through Term	Please Select
GOLD	12.00	1/1/2020 - 12/31/2020	$ 0.00	
PLATINUM	12.00	1/1/2020 - 12/31/2020	$ 0.00	

Customer and Upland are entering into this sales order or quote ("**Sales Order**") pursuant to the terms of the Master Services Agreement ("**MSA**") currently in effect between the parties as of the date this Sales Order is signed. In the event there is no MSA currently in effect, then the terms and conditions hosted at www.uplandsoftware.com/terms-of-service.pdf shall control. Upon execution by the parties, this Sales Order shall be incorporated into and made a part of the MSA (collectively, the "**Agreement**"). Terms not defined in this Sales Order have the meaning ascribed to them elsewhere in the Agreement.

Upland Software, Inc.
401 Congress Avenue Suite 1850 Austin
TX
78701-3788
US
Phone:
www.uplandsoftware.com

Quote Number:	Q-46314-1
Quote Date:	10/17/2019
Quote Expires On:	11/6/2019
Proposed By:	Kelly Refshauge
Email:	krefshauge@uplandsoftware.com

BY AFFIXING THE SIGNATURE OF THE AUTHORIZED REPRESENTATIVE OF THE CUSTOMER TO THIS QUOTE, BY HAND OR ELECTRONICALLY, CUSTOMER IS AGREEING TO BE BOUND BY THE TERMS OF THE AGREEMENT

Name (Print): Jolene Coulter Date: 12-26-19

Title: Director of Purchasing Signature: Jolene Coulter

If a Purchase Order is required for the purchase or payment of the items on this Sales Order, please complete the following:

PO Number: 292988

PO Amount: $15,500.00

Upland Signature

Name (Print): Jon Eilers Date: 10/31/2019 | 3:04 PM CDT

Title: General Manager Signature: DocuSigned by: Jon Eilers 592BF5D827034A5

THANK YOU FOR YOUR BUSINESS!

Upland Software, Inc.
401 Congress Avenue Suite 1850 Austin
TX
78701-3788
US
Phone:
www.uplandsoftware.com

Quote Number: Q-46314-1
Quote Date: 10/17/2019
Quote Expires On: 11/6/2019
Proposed By: Kelly Refshauge
Email: krefshauge@uplandsoftware.com

Please verify and initial the following customer information and indicate what needs to be changed, if needed.

Customer Checklist			
Checklist Item	**Response**		**If there are changes,please provide details below.**
Is the company name specified on the quote the correct bill to entity?	_Yes _No	Initial _____	
Is the billing address specified on the quote up to date?	_Yes _No	Initial _____	
Is the billing contact and email address specified on the quote up to date?	_Yes _No	Initial _____	
Does your company require a PO?	_Yes _No	Initial _____	
Does your company need Upland to fill out a supplier form to properly set Upland up as a vendor? This includes setting up supplier portals.	_Yes _No	Initial _____	
Is your company a tax-exempt entity? If Yes, please provide the associated tax certificate.	_Yes _No	Initial _____	
Does your company pay withholding tax to a governmental entity? If Yes, please provide the associated tax certificate with the payment remittance.	_Yes _No	Initial _____	
Are there any additional items your company may need from us to process our invoice?	_Yes _No	Initial _____	

upland FileBound

Project Code:	City of Aurora, IL-2019-6128
Prepared On	11/6/2019
Prepared By	Donna Laforet
Reseller	FileBound by Upland Software
End User	City of Aurora, IL

STATEMENT OF WORK

PRIMARY CONTACT INFORMATION

	FileBound	City of Aurora, IL
Contact	Donna Laforet	Shanita Thompson
Role	Manager Services	
Email	dlaforet@uplandsoftware.com	sthompson@aurora-il.org
Office		
Mobile		

REVISION HISTORY

Version Number	Date	Description	Author
v.1	11/6/2019	Baseline Document	Donna Laforet
Final Draft	**11/6/2019**		Donna Laforet

upland FileBound

1. AGREEMENT TERMS

This Statement of Work ("**SOW**") is made as of **11/6/2019** ("**SOW Effective Date**") by and between Upland Software, Inc. (hereinafter referred to as "FileBound") and City of Aurora, IL, pursuant to the Reseller Agreement (the "**Agreement**") entered into by and between FileBound and City of Aurora, IL.

The terms of the Agreement are incorporated by reference herein. Except as specifically stated herein, each defined term utilized herein shall have the same meaning as is assigned to it in the Agreement.

Capitalized terms used without definition in this SOW shall have the same meaning as in the Agreement. In the event of any inconsistency or conflict between the Agreement and this SOW, the terms and conditions of this sow shall govern and control.

If not fully executed, this SOW expires 30 days after the SOW Effective Date.

2. DESCRIPTION OF WORK

City of Aurora, IL-2019-6128 (the "**Project**"). FileBound shall design, change or develop customized components (the "**Products**") detailed in section four (4) utilizing discovery information provided by City of Aurora, IL.

City of Aurora, IL has been an FileBound customer for a very long time. City of Aurora, IL is looking for budgetary pricing for a conversion from the AS400 OptiView to OptiView Windows platform premise based.

City of Aurora, IL's OptiView is currently installed on their AS400 with images being stored on their local server. All images are local and City of Aurora, IL's IT staff are backing up those images continuously. They are requesting that both server and images be converted and installed on a windows based server in their local premised based environment

CONVERSION OVERVIEW

FileBound offers a Windows based OptiView system. FileBound will convert all OptiView AS400 libraries to SQL, install the Windows based OptiView on a server located at City of Aurora, IL and provide training for the new administrator software. All OptiView applications and users will be ported over to Windows from the AS400. There is no need to recreate the applications, users or security of the current system. After the conversion, everything will be exactly the same as it was on the AS400 with the exception of Groups and Users(See section 3). If City of Aurora, IL wants to implement AD integration, this will need to be specified at the time of the change.

City of Aurora, IL will need to provide a local server along with a SQL instance for the database backend.

The following process will be utilized: This is the full conversion:

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OptiView:

Prior to final conversion

1. The AS400 OptiView must be upgraded to the newest release prior to conversion.
2. FileBound will connect remotely to the customer's AS400 and FTP the libraries over the FileBound's AS400 system.
3. FileBound will begin testing the AS400 data for conversion to windows(1 -2 weeks depending on data and schedules)

After Completion of Conversion Testing

4. Conference call scheduled to ensure City of Aurora, IL and FileBound are synced. Process explanation and discussion.
5. A date for the conversion will be agreed upon by both parties (Thursday – Monday).
6. FileBound will reconnect remotely to the customer's AS400 and FTP the newest libraries over the FileBound's AS400 system.
7. The final conversion will begin on a Thursday with FileBound taking the customer down. The OptiView Server is **stopped**
8. City of Aurora, IL's IT staff must send out an email to all users informing them that the system will be shut down during the conversion (Thursday – Monday).
9. FileBound runs the conversion over the weekend.
10. FileBound Installs OptiView Server on a server at that customer location.
11. FileBound notifies customer that Production environment is ready.
12. FileBound will notify the customer that the system is ready for them to test and verify the data.
13. FileBound will train a project manager at City of Aurora, IL on the new Windows Administration software
14. City of Aurora, IL's IT Staff with provide end users with FileBound's detailed instructions (provided by FileBound) for end users to update IP and Port information

It is the responsibility City of Aurora, IL's IT Staff to update and test all existing OptiView installations with the new IP/Port information.

The IT department needs to run a sample test on AS400 OptiView applications so that once the conversion is completed and installed on the windows based server and SQL database, the same test will be run to verify everything has been converted properly. This is to be done just prior to the databases being copied (FileBound employee can assist remotely if necessary). The IT staff will run a series of index searches and verify the documents returned.

The IT staff will need to send out an email to all users informing them that the system will either be shut down or put in read only mode for the 5 days during the conversion(usually Thursday – Monday).

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After the conversion everything moving forward will be run through the windows based system. Because the OptiView client is the same for both Windows and AS400 the end users should not notice a difference.

If the verification looks good, the users can then use the Windows based OptiView system.

Once this is completed, an FileBound representative will provide Administration training on the Windows based OptiView System.

OPTISPOOL

OptiSpool is not part of this conversion. OptiSpool is a stand along product and can continue to run as is.

OPTIVIEW WEB

OptiView Web is not part of this conversion.

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REQUIREMENTS

Customer must:

- Provide a Windows Server for OptiView Server and OptiView Images.
- Provide MS SQL 2008 database or above and SQL SA password for migration of database tables.
- Provide VPN access to the new OptiView Windows Server/SQL Server if required.
- Designate and make available a technical point of contact throughout the project.
- Make arrangements to grant remote access of their systems for verification and testing.
- Provide backups of images and database as required.
- Provide information internally for downtimes and new IP addresses for OptiView Clients.
- Determine which spool files are to be archived in OptiView for future reference.

SYSTEM REQUIREMENTS

SQL Server/OptiView Server:

Dual Xeon 2.2GHZ
4 CPU/8 GB Memory on 64bit OS
200 GB Raid 5 or better preferred (Size assumes server is only an Application Server with no databases or image repositories)
100Mbps Ethernet Card
Microsoft Windows Server 2008/2012 Standard (64 bit)

upland FileBound

FILEBOUND PROJECT TEAM

FileBound Project Team

- Ian Schwartz – Manager, Technical Support
  - ischwartz@uplandsoftware.com
- Denise Gauthier
  - dgauthier@uplandsoftware.com
- Donna Laforet – Manager of Services
  - dlaforet@uplandsoftware.com
  - 404-775-2129 (cell)

Additional internal FileBound resources will be used as necessary to support the above team.

3. PROJECT SCOPE EXCLUSIONS

All backups are the responsibility of the City of Aurora, IL. These include:

- SQL databases – OptiView/OptiView TextSearch
- Image Repository

This statement of work is for OptiView conversion only. This does not contain pricing for OptiSpool or OptiView Web conversion.

FileBound does not guarantee that all customizations will be converted to FileBound. City of Aurora, IL will be required to test the conversion to verify everything is working as expected. Most customizations were written for OptiSpool which is not part of this scope.

Windows Users and Groups

The one difference between the AS400 and Windows security is that the Windows based system's security is either group based or user based not both as on the AS400. The conversion will take into consideration all GROUP based security on the AS400. If there has been separate security added at a user level, this security will not be brought over. It will be the responsibility of the IT staff to make these changes once the conversion has been completed.

4. DELIVERABLES

FileBound shall deliver to Upland Software/City of Aurora, IL the following products:

1. OptiView AS400 -> Windows Conversion

upland FileBound

Deliverable(s) shall not include software source code unless agreed upon, at FileBound's option, by separate contract prior to, and in conjunction with, the signing of this Statement of Work. FileBound Retains all intellectual property rights to all customizations.

11. SCHEDULING

The Services shall be provided during a term commencing as of the SOW Effective Date and ending 180 calendar days thereafter, or until final delivery of all Deliverables and Services, whichever is later, unless otherwise amended or terminated as provided in the Agreement.

Estimated start date and time to completion depends upon availability of Implementation resources. City of Aurora, IL will be notified of tentative schedule and other considerations within 48 hours of FileBound receipt of signed SOW by your FileBound implementation project manager.

12. CHANGE ORDERS

All changes with respect to deliverables or scope of this project will be documented as a Change Order by the FileBound implementation team. Change orders may incur additional cost; require additional time to implement, or additional resources and skills in the development and implementation process.

After Change Order execution, the project timeline and scope will be adjusted accordingly. The Project Manager will report these adjustments to City of Aurora, IL or their agent and Services will re-commence.

13. PROJECT TESTING AND ACCEPTANCE

FileBound shall assume a ten (10) business day UAT period commencing upon deliverable(s) handoff. The FileBound implementation project manager shall contact the customer weekly during this period. At the end of the UAT period, FileBound shall contact City of Aurora, IL. SOW shall be considered complete upon confirmation of City of Aurora, IL or upon expiration of ten (10) business day's post- UAT period end date, whichever comes first. During this time frame, support will be handled via the FileBound PS Department and/or in conjunction with FileBound Support.

upland FileBound

14.COMPENSATION

FileBound shall provide all Services and Deliverables to City of Aurora, IL under this Statement of Work for the fixed price Forty Five Hundred Dollars ($4,500.00) and shall invoice City of Aurora, IL upon completion of the conversion.

FileBound Resources			Cost (USD)
Technical Resources			4,500.00
		Total	**4,500.00**

15.STATEMENT OF WORK SIGN-OFF

SOW shall be signed by City of Aurora, IL or an authorized representative of City of Aurora, IL. Technical work will be tentatively scheduled in preparation of this SOW but will not commence until this SOW is signed. All work will be performed to the specifications and outline of this document. Any work falling outside of these specifications are considered out-of-scope for this SOW. This configuration is based on discovery investigations. If additional customization is required after implementation, it shall be scoped out as a separate Professional Services engagement.

upland FileBound

16. ACCEPTANCE

IN WITNESS WHEREOF, the parties hereto, each acting with proper authority, have executed this Statement of Work.

City of Aurora, IL

Jolene Coulter
Printed Name

Signature

Director of Purchasing
Title

12-26-19
Date

Upland Software, Inc.

Brent Poppe
Printed Name

DocuSigned by:
Brent Poppe
A67823CE6862472
Signature

Professional Services Practice Director
Title

10/31/2019 | 2:39 PM CDT
Date

upland FileBound

Project Code:	City of Aurora, IL-2019-6129
Prepared On	11/6/2019
Prepared By	Donna Laforet
Reseller	Upland by FileBound
End User	City of Aurora, IL

OPTIVIEW TO FILEBOUND MIGRATION STATEMENT OF WORK

PRIMARY CONTACT INFORMATION

	FileBound	City of Aurora, IL
Contact	Donna Laforet	Shanita Thompson
Role	Manager Services	
Email	dlaforet@uplandsoftware.com	sthompson@aurora-il.org
Office		
Mobile		

REVISION HISTORY

Version Number	Date	Description	Author
v.1	11/6/2019	Baseline Document	Donna Laforet
Final Draft	11/6/2019		Donna Laforet

upland FileBound

AGREEMENT TERMS

This Statement of Work ("**SOW**") is made as of 11/6/2019 ("**SOW Effective Date**") by and between Upland Software, Inc. (hereinafter referred to as "FileBound") and City of Aurora, IL, pursuant to the Customer Agreement (the "Agreement") entered into by and between FileBound and City of Aurora, IL.

The terms of the Agreement are incorporated by reference herein. Except as specifically stated herein, each defined term utilized herein shall have the same meaning as is assigned to it in the Agreement.

Capitalized terms used without definition in this SOW shall have the same meaning as in the Agreement. In the event of any inconsistency or conflict between the Agreement and this SOW, the terms and conditions of this sow shall govern and control.

If not fully executed, this SOW expires 30 days after the SOW Effective Date.

SOLUTION AND DESIGN SUMMARY

#	Task	Hours	Notes
1	OptiView -> FileBound DM Migration		
2			
3			
4			

SCOPE OF WORK

FileBound shall provide the following Services (the "**Services**"), without limitation:

Migration from OptiView to FileBound

FileBound had determined that the City of Aurora, IL is a great candidate to migrate from OptiView to FileBound. FileBound is a very robust document management and workflow automation system that will provide you additional features our customers have been requesting.

Some of these are:

- Unlimited Tabs
- Unlimited Categories
- 20 index fields
- Text and Index search all in one
- Multiple level Security – Project Administrator/System Administrator
- File and Field level Security – where you are able to setup specific files to only be seen by specific people

Access more information from our website: https://uplandsoftware.com/FileBound/

upland FileBound

PREREQUISITES & REQUIREMENTS

- Customer must supply hardware for FileBound. (Hardware Requirements described below).
- Migration Clients will be required to complete specified FileBound University videos prior to completion of the FileBound Migration.
- The Client will be required to review the migrated cabinets/tabs/categories, groups, users, and documents once the conversion is run. The conversion utility will move files, indexing, cabinets, groups, and users.
- Some manual configuration will be required during the migration. For example, OptiView Integrations will need to be redone using the new FileBound methods.
- It will be the responsibility of the customer to make FileBound aware of any special programs or customizations that were built into OptiView specifically for them as these customizations may or may not be taken into account per the conversion tool.
- Workflows in mPower or OptiWorkFlow are not included in this migration. All workflows will have to be reviewed and if assistance is required to recreate them in FileBound there will be an additional professional services charge.

MIGRATION PROCESS

- FileBound will conduct a discovery call with the customer. During this call we will discuss;
  - Hardware Requirements
  - Set Timeline and Dates
  - FileBound University
    - 5 seats of FileBound University will be provided.
    - At least 1 person must complete FileBound Administration classes during/before migration.
  - Any questions that arise
- Determine Hardware readiness
- Set Date for FileBound Test Site Install
- Set Date for FileBound Conversion Tool Test Site install and start
- Set Date for FileBound Admin and User Training
  - Adding Users\Groups
  - FileBound Terminology compared to OptiView Terminology
  - Creating Projects, Separators, Dividers
  - Setting up FileBound Connect Integrations
- After installation and Test Migration the Test Site will remain for two weeks for customer testing.
- At conclusion of two weeks testing period the following will take place.
  - The Test Site will be removed
  - The Production FileBound Site will be installed
  - The Production OptiView to FileBound Migration will take place
- Customer may move up the Production Migration Date if Customer completes testing in less than two weeks.

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LIST OF ITEMS NOT INCLUDED DURING THE MIGRATION

- Any Workflow reworks
- Forms Processing/PDF Processing reworks
- Retention Scheduling

MIGRATION COMPLETION CALL

- Migration Completion call will take place to discuss
  - List of outstanding items if any
  - Schedule of End User Training for Production Migration
  - Discuss ongoing support for FileBound
  - Signoffs

REMOTE CONNECTION WAIVER[PREMISED BASED ONLY]

City of Aurora, IL requests that Upland Software, Inc. remotely access City of Aurora, IL's servers, databases, applications or other components of City of Aurora, IL's information technology systems as needed, from time to time, to provide maintenance, consulting, support or other services to City of Aurora, IL. City of Aurora, IL understands and acknowledges that certain risks are involved with a Remote Connection and that Upland Software, Inc. cannot guarantee that the performance of any service included in, or associated with, a Remote Connection will be successful, or that data loss or destruction of any components of City of Aurora, IL's information technology system will not occur as a result of a Remote Connection.

In consideration of Upland Software, Inc. conducting a Remote Connection, City of Aurora, IL, on behalf of itself and its affiliates, successors and assigns, hereby waives, releases and discharges Upland Software, Inc. and its board members, officers, directors, agents and employees (collectively referred to as the "Released Parties") from any and all liability that may result, directly or indirectly, from such Remote Connection, and hereby waives all right and remedies it (or its affiliates, successors or assigns) may otherwise have against the Released Parties arising out of such Remote Connection.

City of Aurora, IL requires that a representative from the City be present during every remote session. FileBound uses Screen Connect and GoToMeeting to remote into customers workstations. Both applications require a representative from the City to provide remote access to FileBound. FileBound has no VPN or direct access to the City of Aurora, IL network, hence requiring a City representative be present to provide connectivity.

City of Aurora, IL hereby acknowledges and declares that they have read and understand the statements above. City of Aurora, IL's signature on this statement of work indicates complete understanding and acceptance of this Remote Connection Waiver.

DELIVERABLES

FileBound shall deliver to City of Aurora, IL the following products:

1. FileBound WebSite Licensing
2. Documents migrated from OptiView to FileBound
3. Administrative training on FileBound

Deliverable(s) shall not include software source code unless agreed upon, at FileBound's option, by separate contract prior to, and in conjunction with, the signing of this Statement of Work. FileBound Retains all intellectual property rights to all customizations.

upland FileBound

SCHEDULING

The Services shall be provided during a term commencing as of the SOW Effective Date and ending 180 calendar days thereafter, or until final delivery of all Deliverables and Services, whichever is later, unless otherwise amended or terminated as provided in the Agreement.

Estimated start date and time to completion depends upon availability of Implementation resources. City of Aurora, IL will be notified of tentative schedule and other considerations within 48 hours of FileBound receipt of signed SOW by your FileBound implementation project manager.

CHANGE ORDERS

All changes with respect to deliverables or scope of this project will be documented as a Change Order by the FileBound implementation team. Change orders may incur additional cost; require additional time to implement, or additional resources and skills in the development and implementation process.

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PROJECT TESTING AND ACCEPTANCE

FileBound shall assume a ten (10) business day UAT period commencing upon deliverable(s) handoff. The FileBound implementation project manager shall contact the customer weekly during this period. At the end of the UAT period, FileBound shall contact City of Aurora, IL. SOW shall be considered complete upon confirmation of City of Aurora, IL or upon expiration of ten (10) business day's post- UAT period end date, whichever comes first. During this time frame, support will be handled via the FileBound PS Department and/or in conjunction with FileBound Support.

COMPENSATION

FileBound shall provide all Services and Deliverables to City of Aurora, IL under this Statement of Work for the fixed price Five Thousand Dollars ($5,000) and shall invoice City of Aurora, IL upon migration.

FileBound Resources	Qty	Unit Price	Cost (USD)
Technical Resources – Migration	1	5,000.00	5,000.00
		Total	**$5,000.00**

STATEMENT OF WORK SIGN-OFF

SOW shall be signed by City of Aurora, IL or an authorized representative of City of Aurora, IL. Technical work will be tentatively scheduled in preparation of this SOW but will not commence until this SOW is signed. All work will be performed to the specifications and outline of this document. Any work falling outside of these specifications are considered out-of-scope for this SOW. This configuration is based on discovery investigations. If additional customization is required after implementation, it shall be scoped out as a separate Professional Services engagement.

upland FileBound

ACCEPTANCE

IN WITNESS WHEREOF, the parties hereto, each acting with proper authority, have executed this Statement of Work.

City of Aurora, IL

Jolene Coulter
Printed Name

Signature

Director of Purchasing
Title

12-26-19
Date

Upland Software, Inc.

Brent Poppe
Printed Name

DocuSigned by:
Brent Poppe
AB7623CE6882472
Signature

Professional Services Practice Director
Title

10/31/2019 | 2:39 PM CDT
Date

upland FileBound

FILEBOUND V7 SERIES CLIENT AND SERVER REQUIREMENTS

MINIMUM PC REQUIREMENTS

Supported Operating Systems:

Windows 7 (32 bit and 64 bit) - End of Life: Jan 14, 2020
Windows 8.1 (32 bit and 64 bit) - End of Life: Jan 10, 2023
Windows 10 (32 bit and 64 bit)

Supported Internet Browsers:
Internet Explorer 11.x.

Microsoft Edge (current version)
Firefox (current version) Chrome
(current version)

Safari (current version)

Processor:

Minimum Requirement: 2 Ghz dual core
Recommended: 3 Ghz quad core

RAM:

Minimum Requirement: 8 GB
Recommended: 16 GB

Other Requirements:

Microsoft .NET Framework 4.5.2

upland FileBound

FILEBOUND 7 SERVER RECOMMENDATIONS [PREMISED BASED ONLY]

The Upland FileBound application is developed for implementations of all sizes, from small implementations that operate on a single server to large enterprise implementations on multi-server, multi-tier farms. The FileBound application supports scalable infrastructures that utilize industry standard practices and paradigms for horizontal, vertical, and diagonal (combination of vertical and horizontal) scaling. Such standard practices include load- balancing, clustering, and N-tier architecture.

Enterprise Installation

An enterprise installation consists of a load-balanced web farm (one or many physical servers and one or many virtual web servers), a load-balanced application server farm (one or many physical servers and one or many virtual web servers), a clustered database server, direct attached or network attached document storage, and direct attached or network attached database storage.

A highly-available enterprise installation would utilize fault-tolerant architecture, such as active-passive load- balancing, web and application pools, and clustered database and storage servers.

Load Balancer

Industry leading load-balancing equipment such as f5 Networks BigIP local or global traffic manager (LTM or GTM).

Web Servers

Physical web servers virtualized using VMWare ESX technology or Microsoft Hyper-V technology.

Application Servers

Physical web servers virtualized using VMWare ESX or Microsoft Hyper-V technology.

Note: Application Servers are not required for FileBound installations. They are illustrated for security considerations.

Database Servers

Clustered physical servers using 64bit server OS and 64bit SQL Server, fiber-channel connected to fast SAN storage.

Document Storage

Physical servers providing low-latency, high IOPs NAS/SAN storage in a RAID 6 configuration.

Database Storage

Physical servers providing low-latency, high IOPs (RAID 10) SAN storage, fiber-channel connected to database servers.

upland FileBound

MINIMUM SERVER RECOMMENDATIONS FOR FILEBOUND INSTALLATIONS [PREMISED BASED ONLY]

When setting up a FileBound installation there are many variables that must be considered when determining the proper hardware. FileBound is a scalable solution that can grow as the organization's needs grow. This scalability can allow FileBound to fit into solutions of different sizes by merely adjusting the hardware that is used to host FileBound.

For these reasons, there are no set requirements for servers that are running FileBound, only server recommendations. FileBound is a web application comprised of Internet Information Services (IIS), SQL Database, and File Servers. Microsoft's requirements for servers running these components will determine the minimum requirements. Below is the information to determine the server recommendations for a FileBound system.

FILEBOUND INSTALLATION LEVELS [PREMISED BASED ONLY]

Below are installation levels based on the expected usage of FileBound:

SMALL - Installations

S1 - Less than 1 Million documents and/or 5 concurrent users S2 - Less than 5 Million documents and/or 15 concurrent users

MEDIUM - Installations

M1 - Less than 1 Million documents and/or 25 concurrent users M2 - Less than 5 Million documents and/or 50 concurrent users M3 - Less than 10 Million documents and/or 100 concurrent users

LARGE - Installations

L1 - Less than 1 Million documents and/or 100 concurrent users L2 - More than 1 Million documents and/or 200+ concurrent users L3 - More than 5 Million documents and/or 200+ concurrent users

Note: If utilizing workflow, double the number of expected concurrent users to accurately estimate the installation level.

FILEBOUND SERVER CLASSIFICATIONS [PREMISED BASED ONLY]

Below are Classification levels based on the servers that can be utilized by FileBound:

Class	Recommendation
C1	Dual-Processor Xeon, 64bit, .NET Framework4.5.2

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C2 Dual-Processor, Dual-Core Xeon, 64bit, .NET Framework 4.5.2
C3 Dual Processor, Quad Core Xeon, 64bit, .NET Framework 4.5.2

CONCURRENT USER LICENSED INSTALLATIONS [PREMISED BASED ONLY]

A single web server and up to 50 concurrent users are allowed with a concurrent license. For more than one web server or more than 50 concurrent users, please contact your FileBound representative.

FILEBOUND SERVER OPERATING SYSTEM RECOMMENDATIONS [PREMISED BASED ONLY]

It is recommended that all servers run a minimum of the 64bit version of Windows Server® 2008 or later.

Windows Server® 2008
(End of Life: Jan 14, 2020)

Windows Server 2008 Standard Edition supports up to 32 GB of RAM.*

Windows Server 2008 Enterprise Edition supports up to 2 TB of RAM and virtually unlimited network connections, allowing the ability to upgrade memory as needed.

Windows Server 2008 Datacenter Edition supports up to 2 TB of RAM. Using this operating system allows for flexibility with virtualization and scalability.

Windows Server® 2012
(End of Life: Jan 10, 2023)

Windows Server 2012 Standard Edition supports up to 4 TB of RAM.* Enterprise Edition is not offered with Windows Server 2012.

Windows Server 2012 Datacenter Edition supports up to 4 TB of RAM. Using this operating system allows for flexibility with virtualization and scalability.

Windows Server® 2016

Windows Server 2016 Standard Edition supports up to 24 TB of RAM.* Enterprise Edition is not offered with Windows Server 2016.

Windows Server 2016 Datacenter Edition supports up to 24 TB of RAM. Using this operating system allows for flexibility with virtualization and scalability.

* Please reference the table found in the "What Configuration Type Will Be Used?" section to determine specific needs. Note: The FileBound 7 series is only supported on 64bit operating systems.

Large FileBound installations can utilize more than one web server. The amount of concurrent users expected on the FileBound system will determine the number of web servers deployed in the server environment. Under nominal load, a single web server can serve content for about 50 simultaneous user sessions before experiencing significant performance degradation. User sessions include sessions

initiated by Importer and Capture utilities. Typical recommended web servers are multi-core machines running 64bit Microsoft 2012/2016 Server and configured with a minimum 16 GB installed RAM for 64bit systems. The use of virtualization substantially increases the number of web servers available per unit of physicalhardware.

A load-balancing solution can be implemented to share the load across the servers and create a fault-tolerant, highly available web system. This can be done with DNS, URL redirection or through the use of a hardware appliance.

Microsoft offers a free software-based balancer with Windows called Microsoft Network Load Balancing. This software adds additional load on the web servers but is a reliable load balancer. The Microsoft NLB solution is fairly easy to install and configure and can be installed to existing servers. A hardware based load balancer is recommended for increased performance and fault tolerance. FileBound On-Demand utilizes f5 LTMs for a hardware load-balancing solution.

More information regarding load balancing and load-balancing techniques can be found at the following

web sites: https://docs.microsoft.com/en-us/windows-server/windows-server-versions

http://www.f5.com

Note: When operating FileBound in a load-balanced environment, the server affinity must be configured so that a user continues to use the server they first logged into, for the duration of their session. Subsequent sessions can be redirected to another server as desired by the load balancing methodology.

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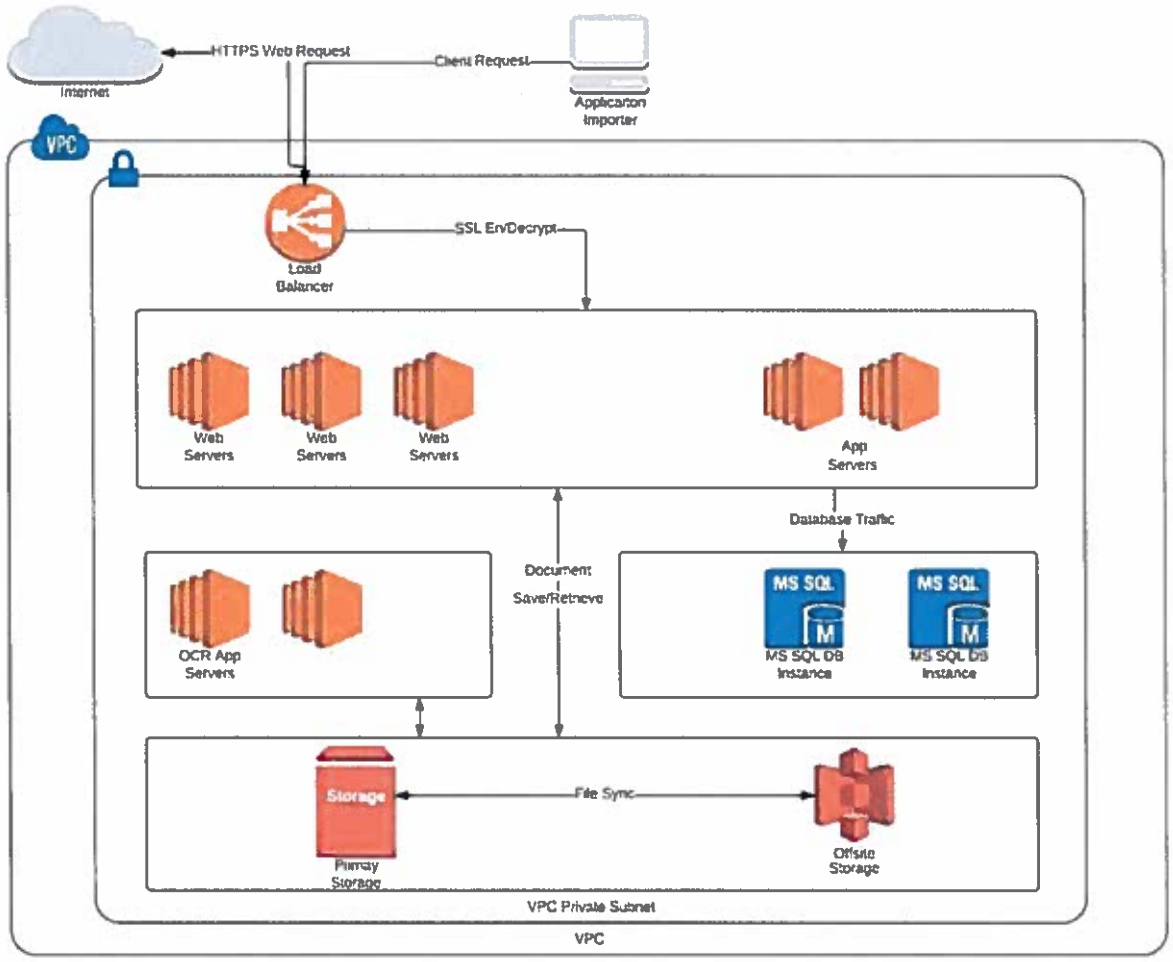
SUGGESTED IMPLEMENTATION DESIGN [PREMISED BASED ONLY]

The following implementation design is used to describe the high-level requirements for a FileBound implementation. Each environment, use case, and customer preference (e.g. type of storage, type of computer, etc.) can be accommodated in this design, and therefore should be used as a guideline. Further, the assumptions should be validated, since they drive the sizing of the environment. The Upland team can be engaged to review the specific proposed customer implementation and equipment if desired. Lastly, the implementation design assumes a co- location or managed service type provider, and not a Cloud provider such as AWS or Azure. If required, a suggested implementation design can be provided for AWS.



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ASSUMPTIONS [PREMISED BASED ONLY]

1. Maximum 200 concurrent users
2. Maximum Document Storage 2 TB

RECOMMENDED INFRSTRUCTURE [PREMISED BASED ONLY]

1. Load Balancer – redundant industry leading load-balancing equipment such as f5 Networks BigIP local or global traffic manager (LTM or GTM).
   Note: When operating FileBound in a load-balanced environment, the server affinity must be configured so that a user continues to use the server they first logged into, for the duration of their session. Subsequent sessions can be redirected to another server as desired by the load balancing methodology.
2. Web Servers (physical or virtual)
   a. 8 Dual-Processor, Dual-Core Xeon, 64bit or similar, running Windows Server 2016 Standard Edition
3. Application (Automation pool - Import, OCR and Enterprise Services) Servers (physical or virtual)
   a. 2 Dual-Processor, Dual-Core Xeon, 64bit or similar, running Windows Server 2016 Standard Edition
      i. Windows 10 or greater
      ii. 64 GB Memory
      iii. 1 TB storage
4. Database Server
   a. 1 Clustered Dual Processor, Quad Core Xeon, 64bit physical server using 64bit server OS and 64bit SQL Server, fiber-channel connected to fast SAN storage or something similar.
      i. SQL Server 2012 64bit or greater
      ii. Windows Server 2012 or greater
      iii. 16 GB Memory
      iv. Named instance recommended for FileBound
      v. Data files (.mdf) and Log Files (.ldf) stored on separate drives
5. Document Storage
   a. Physical servers providing low-latency, high IOPs NAS/SAN storage in a RAID 6 configuration supporting a minimum of 2TB.

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MICROSOFT SQL SERVER® RECOMMENDATIONS [PREMISED BASED ONLY]

Recommended

SQL Server 2012
64bit Windows
Server 2012 16
GB Memory

Named instance recommended for FileBound

Data files (.mdf) and Log Files (.ldf) stored on separate drives

Supported SQL Server
Versions SQL Server
2012 64bit

SQL Server 2014
64bit SQL Server
2016 64bit

Minimum
Requirements * SQL
Server 2008 64bit
SP3

Windows Server 2008 R2
64bit 12 GB Memory

*FileBound should be the only database using these resources.

Recommended memory for 64bit systems is 16 GB. Typically 4 GB is reserved for the operating system, and the remainder for SQL Server. For recommended installs, set the minimum memory value to 8 GB for 64bit systems to maximum for server capacity.

Database backups should be performed daily and index maintenance should be done weekly.

More information regarding SQL Server configuration and best practices can be found at the

following web site: https://technet.microsoft.com/en-us/library/mt803150(v=sql.1).aspx.

DOCUMENT STORAGE SERVER CONSIDERATIONS [PREMISED BASED ONLY]

Special consideration should be used when planning storage for large FileBound installations utilizing more than one web server. The document storage path is stored in the FileBound database and therefore is the same path for all web servers. Each web server must have read/write access to this

particular document storage location. The storage technology that meets these requirements completely is Network Attached Storage (NAS).

FILEBOUND WINDOWS ENTERPRISE SERVICE HARDWARE RECOMMENDATIONS

Minimum Requirements	Recommended
Windows 7	Windows 10
8 GB RAM	16 GB RAM
250 GB hard drive	1 TB hard drive
Dual core processor	Quad core processor

A FileBound Windows Enterprise Service should not be hosted on the same hardware as the FileBound application or database server. An Enterprise Service should be installed on a separate workstation with the following minimum requirements.

If additional Enterprise Service processing is required, options include adding processing workstations or a virtualized server.

WHAT CONFIGURATION TYPE WILL BE USED? [PREMISED BASED ONLY]

Each Installation Level can have different configuration types. The different types take into consideration the number of servers that will be used to handle the three major components of FileBound: Web Server, Document Storage, and SQL Database. For help in determining the components to be used see the matrix below.

Type A - Single Server for FileBound, SQL Database, and Document Storage Type B - Two Servers, 1 - FileBound/Document Storage, 1 - SQL Database Type C - Three Servers, 1 - FileBound, 1 - Document Storage, 1 - SQL Database

TYPE	A		B		C	
OS	Enterprise	Standard	Enterprise	Standard	Storage	Enterprise
USE	All	Web/Doc	SQL	Web	Doc Storage	SQL
LEVEL S1	Server Class CT RAM 12 GB HD Space 100 GB	Server Class CT RAM 8 GB HD Space 100 GB	Server Class CT RAM 8 GB HD Space 72 GB RAID Configuration			

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S2	Server Class: C1 RAM: 16 GB HD Space: 500 GB	Server Class: C1 RAM: 8 GB HD Space: 500 GB	Server Class: C1 RAM: 16 GB HD Space: 146 GB RAID Configuration			
M1	Server Class: C2 RAM: 24 GB HD Space: 500 GB	Server Class: C1 RAM: 12 GB HD Space: 500 GB	Server Class: C2 RAM: 16 GB HD Space: 72 GB RAID Configuration	Server Class: C1 RAM: 8 GB HD Space: 36 GB RAID Configuration	Server Class: C1 RAM: 8 GB HD Space: 500 GB	Server Class: C2 RAM: 16 GB HD Space: 72 GB RAID Configuration
M2	Server Class: C2 RAM: 32 GB HD Space: 500 GB	Server Class: C1 RAM: 16 GB HD Space: 500 GB	Server Class: C2 RAM: 16 GB HD Space: 146 GB RAID Configuration	Server Class: G1 RAM: 12 GB HD Space: 36 GB RAID Configuration	Server Class: C1 RAM: 8 GB HD Space: 500 GB	Server Class: C1 RAM: 16 GB HD Space: 146 GB RAID Configuration
M3		Server Class: C1 RAM: 24 GB HD Space: 500 GB	Server Class: C2 RAM: 16 GB HD Space: 300 GB RAID Configuration	Server Class: C1 RAM: 16 GB HD Space: 36 GB RAID Configuration	Server Class: C1 RAM: 8 GB HD Space: 1 TB	Server Class: C1 RAM: 16 GB HD Space: 300 GB RAID Configuration
L1		Server Class: C2 RAM: 24 GB HD Space: 500 GB	Server Class: C2 RAM: 32 GB HD Space: 146 GB RAID Configuration	Server Class: C2 Web-Farm Recommended RAM: 12 GB HD Space: 36 GB	Server Class: G1 RAM: 8 GB HD Space: 500 GB	Server Class: C2 RAM: 32 GB HD Space: 146 GB RAID Configuration

*All specifications listed in matrix above are minimum recommended

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				RAID Configuration		
L2				Server Class: C2 Web-Farm Recommended RAM: 16 GB HD Space: 36 GB RAID Configuration	Server Class: C1 RAM: 8 GB HD Space: 1 TB	Server Class: C3 RAM: 32 GB HD Space: 146 GB RAID Configuration
L3				Server Class: C2 Web-Farm Recommended RAM: 16 GB HD Space: 36 GB RAID Configuration	Server Class: C1 RAM: 8 GB HD Space: 1 TB +	Server Class: C3 RAM: 64 GB HD Space: 300 GB RAID Configuration