Comprehensive Infrastructure Agreement Amendment Approval Form

Contract Between:

Northrop Grumman Information Technology, Inc.
7575 Colshire Drive
McLean, Virginia 22109-7508

and

The Commonwealth of Virginia
110 South Seventh Street
Richmond, Virginia, 23219

Contract Number	**VA-051114-NG**
Change Control Number	**Amendment No. 38**
Section(s) of CIA Referenced – Identify section(s) of CIA modified, including Attachments and Schedules	CIA Schedule 10.1, Attachment 10.1.1 "Estimated Retained Costs" CIA Schedule 10.1 "Fees Schedule", Section 4.0 "Fees for Transition Phase"
Description of Approved Contract Change – Provide a brief description of contract change	Delete Microsoft Licensing from Estimated Retained Cost in CIA Schedule 10.1, Attachment 10.1.1. with the exception of educational licenses Add language to CIA Schedule 10.1, Section 4.0 specifying costs for Microsoft Licensing.

In accordance with Section 27.5 Amendments, and pursuant to the mutual agreement of the parties, this AGREEMENT is modified as follows:

See attached Schedule 10.1, Attachment 10.1.1 (Excel Document) deleting VITA Retained Cost for Microsoft Licensing, with the exception of Microsoft Educational Licenses.

SCHEDULE 10.1
TO THE
COMPREHENSIVE INFRASTRUCTURE AGREEMENT

FEES SCHEDULE

4.0 Fees for Transition Phase

The Fees payable to the Vendor during the Transition Phase for the Transition Services shall be equal to the amounts set forth in Attachment 10.1.2 (Transition Phase Fees and Corresponding Milestones and Expected Completion Dates) and are contingent upon the successful completion by Vendor and acceptance by the Commonwealth of the Milestone that corresponds with each such amount. The Milestones and expected completion dates that correspond to each component of these Fees are also listed in Attachment 10.1.2 (Transition Phase Fees and Corresponding Milestones and Expected Completion Dates). These Fees will be invoiced to the Commonwealth in accordance with the Agreement following successful completion by Vendor and acceptance by the Commonwealth of the corresponding Milestone(s). The "Transition Phase" shall commence upon Service Commencement Date and end upon the successful completion of the last Milestone. Following determination of the actual Service Commencement Date, the Parties shall adjust the Milestone payments in Attachment 10.1.2 (Transition Phase Fees and Corresponding Milestones and Expected Completion Dates), maintaining the total cost of Transition Services while complying with the Commonwealth's annual budget constraints.

Fees for Microsoft Licenses provided hereunder will be billed by Vendor on a monthly basis. The billing schedule is as follows:

DATE	Invoice Amount	Balance
		$12,054,814.62
July 2007	$4,000,000.00	$8,054,814.62
September	$1,000,000.00	$7,054,814.62
October 2007	$1,000,000.00	$6,054,814.62
November 2007	$1,000,000.00	$5,054,814.62
December 2008	$1,000,000.00	$4,054,814.62
February 2008	$1,500,000.00	$2,554,814.62
April 2008	$1,500,000.00	$1, 054,814.62
June 2008	$1, 054,814.62	$0

The parties have executed this Agreement on the dates indicated below.

Executed by:

The Commonwealth of Virginia

By: _____

Name: Fred Duball

Title: SMO Director

Date: 9/4/2007

Northrop Grumman Information Technologies, Inc.

By: _____

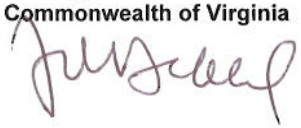
Name: Julia Carrier Donley

Title: Contracts Director

Date: 4Sep07

Attachment 10.1.1 -- Estimated Retained Costs						
	Unit	Year 1	Year 2	Year 3	Year 4	Year 5
VITA Retained Costs						
Microsoft Licensing	Estimated	$ 3,879,108	$ 424,975	$ 424,975	$ 424,975	$ 424,975
Voice Network Charges						
Alltel	Estimated	$ 3,600,000	$ 3,600,000	$ 3,600,000	$ 3,600,000	$ 3,600,000
Banc of America	Estimated	$ 2,400,000	$ 2,400,000	$ 2,400,000	$ 2,400,000	$ 2,400,000
MCI	Estimated	$ 8,200,000	$ 7,300,000	$ -	$ -	$ -
Nextel	Estimated	$ 380,000	$ 380,000	$ 380,000	$ 380,000	$ 380,000
Sprint	Estimated	$ 2,600,000	$ 2,600,000	$ 2,600,000	$ 2,600,000	$ 2,600,000
Verizon	Estimated	$ 18,920,000	$ 18,920,000	$ 18,920,000	$ 17,028,000	$ 11,162,800
Other	Estimated	$ 4,057,969	$ 4,057,969	$ 4,058,398	$ 4,058,696	$ 4,059,620
Data Network Charge						
MCI COVANET	Estimated	$ 11,700,000	$ 11,700,000	$ -	$ -	$ -
Department of Corrections Network	Estimated	$ 2,165,000	$ 2,165,000	$ -	$ -	$ -
Virginia Employment Services	Estimated	$ 318,000	$ 318,000	$ -	$ -	$ -
Richmond Plaza Building	Estimated	$ 2,394,436	$ -	$ -	$ -	$ -
Total VITA Retained Costs	**Estimated**	**$ 60,614,514**	**$ 53,865,944**	**$ 32,383,373**	**$ 30,491,671**	**$ 24,627,395**

Executed by:
The Commonwealth of Virginia

By: 

Name: Fred Duball
Title: SMO Director

Date: 9/4/2007

Northrop Grumman Information Technologies, Inc.

By:

Name: Julia Donley
Title: Contracts Director

Date: 4 sep 07

Attachment 10.1.1 -- Estimated Retained Costs						
	Unit	Year 6	Year 7	Year 8	Year 9	Year 10
VITA Retained Costs						
Microsoft Licensing	Estimated	$ 424,975	$ 424,975	$ 424,975	$ 424,975	$ 424,975
Voice Network Charges						
Alltel	Estimated	$ 3,600,000	$ 3,600,000	$ 3,600,000	$ 3,600,000	$ 3,600,000
Banc of America	Estimated	$ 2,400,000	$ 2,400,000	$ 2,400,000	$ 2,400,000	$ 2,400,000
MCI	Estimated	$ -	$ -	$ -	$ -	$ -
Nextel	Estimated	$ 380,000	$ 380,000	$ 380,000	$ 380,000	$ 380,000
Sprint	Estimated	$ 2,600,000	$ 2,600,000	$ 2,600,000	$ 2,600,000	$ 2,600,000
Verizon	Estimated	$ 3,405,600	$ 3,405,600	$ 3,405,600	$ 3,405,600	$ 3,405,600
Other	Estimated	$ 4,060,842	$ 4,060,842	$ 4,060,842	$ 4,060,842	$ 4,060,842
Data Network Charge						
MCI COVANET	Estimated	$ -	$ -	$ -	$ -	$ -
Department of Corrections Network	Estimated	$ -	$ -	$ -	$ -	$ -
Virginia Employment Services	Estimated	$ -	$ -	$ -	$ -	$ -
Richmond Plaza Building	Estimated	$ -	$ -	$ -	$ -	$ -
Total VITA Retained Costs	**Estimated**	**$ 16,871,417**	**$ 16,871,417**	**$ 16,871,417**	**$ 16,871,417**	**$ 16,871,417**

Executed by:
The Commonwealth of Virginia

By:

Name: Fred Duball
Title: SMO Director

Date:

Attachment 10.1.1 -- Estimated Retained Costs				
	Unit	Year 11	Year 12	Year 13
VITA Retained Costs				
Microsoft Licensing	Estimated	$ 424,975	$ 424,975	$ 424,975
Voice Network Charges				
Alltel	Estimated	$ 3,600,000	$ 3,600,000	$ 3,600,000
Banc of America	Estimated	$ 2,400,000	$ 2,400,000	$ 2,400,000
MCI	Estimated	$ -	$ -	$ -
Nextel	Estimated	$ 380,000	$ 380,000	$ 380,000
Sprint	Estimated	$ 2,600,000	$ 2,600,000	$ 2,600,000
Verizon	Estimated	$ 3,405,600	$ 3,405,600	$ 3,405,600
Other	Estimated	$ 4,060,842	$ 4,060,842	$ 4,060,842
Data Network Charge				
MCI COVANET	Estimated	$ -	$ -	$ -
Department of Corrections Network	Estimated	$ -	$ -	$ -
Virginia Employment Services	Estimated	$ -	$ -	$ -
Richmond Plaza Building	Estimated	$ -	$ -	$ -
Total VITA Retained Costs	**Estimated**	**$ 16,871,417**	**$ 16,871,417**	**$ 16,871,417**

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Name: Fred Duball
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Date: