

**AMENDMENT NO. 1**

**To The**

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**HUMAN RESOURCES, BENEFITS AND PAYROLL ADMINISTRATION SERVICES  
CONTRACT BY AND BETWEEN CONVERGYS CUSTOMER  
MANAGEMENT GROUP, INC. AND THE STATE OF FLORIDA,  
DEPARTMENT OF MANAGEMENT SERVICES**

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**Whereas**, Convergys Customer Management Group Inc., (the "Service Provider") and the Department of Management Services, State of Florida, (the "State") have entered into a contract as of August 21, 2002 for Human Resources, Benefits and Payroll Administration Services, ITN# 32-973-400-Z, ("Contract"), for the purpose of providing an enterprise-wide suite of services to manage human capital all in accordance with and pursuant to the terms and conditions of the Contract; and,

**Whereas**, Section 2.3 Services, Activities and Tasks - Global Services – Global Activities of the Contract provides that the Service Provider will deploy a Virtual Center of Excellence (i.e., expert human capital knowledge) for a not to exceed total of 8,300 consulting hours over the term of the Contract to oversee program design and ensure exploration and reasonable consideration of best practices in Service delivery; and,

**Whereas**, the parties have determined that a need presently exists to draw upon the expertise of the Virtual Center of Excellence; and

**Now, therefore**, for valuable consideration, the adequacy and receipt of which are hereby acknowledged, the parties agree to amend the Contract as follows:

1. Section 2.3 Services, Activities and Tasks – Global Services – Global Activities in the Contract shall be modified to add the following in the first row on page 9 of the Contract:

State hereby authorizes Service Provider to use no more than 2,715 hours of the 8,300 Virtual Center of Excellence consulting hours allowed to the State, the monetary equivalent of which shall be used by Service Provider to compensate BAE SYSTEMS Analytical Solutions Inc. (hereinafter "BAE Systems") for performing independent User Acceptance Testing and other implementation consulting services for the Contract's Human Resource and Payroll Preparation Deliverables under separate contract with the Department.

2. The Service Provider hereby expressly agrees to compensate BAE Systems for testing and consulting services for the Contract's Human Resource and Payroll Preparation Deliverables. Notwithstanding this obligation to pay BAE Systems, the Department shall have the sole right to direct BAE System's testing and consulting activities. Such services are detailed in a contract between the Department and BAE Systems (as amended), which is attached hereto as Exhibit 1. For purposes of this agreement between the Department and the Service Provider, the work provider by BAE Systems for the work detailed in Exhibit 1 will be extended as detailed in the attached Exhibit 2.

3. The value of the 2715 drawn hours shall be \$543,000.

All terms and conditions of the Contract remain in full force and effect and apply to this Contract, unless specifically modified above.

In Witness Whereof, the parties hereto have executed this Amendment effective July 31<sup>st</sup>, 2003.

Department of Management Services

Convergys Customer Management Group, Inc.

By: Paola Pfeifer

By: Christopher Emerick

Name: Paola Pfeifer

Name: Christopher Emerick

Title: Chief of Staff

Title: Vice President, Operations

Date: 7/31/03

Date: 7/31/03

APPROVED AS TO FORM AND LEGALITY  
OFFICE OF THE GENERAL COUNSEL  
DEPARTMENT OF MANAGEMENT SERVICES  
BY RB 7/31

BAE Systems  
Exhibit 2

SEPARATE CONVERGYS CONTRACT

BAE-Systems - People First-Contract

Role	Name	Bill Rate	Hours	Fees	Start	End
Engagement Manager	Scot Armstrong	\$214	360	\$77,040	8/1/2003	10/3/2003
Payroll Lead	David Faulkenberry	\$214	417	\$89,208	7/24/2003	10/3/2003
Training/HR Learning Lead	John Cleary	\$167	360	\$60,120	8/1/2003	10/3/2003
HR Administration Lead	Karen Harmon-Smith	\$167	552	\$92,184	7/1/2003	10/3/2003
Benefits Administration Lead	John Rossiter	\$167	872	\$145,624	7/1/2003	10/3/2003
UAT Support Resource	Donna Goodrich	\$167	472	\$78,824	7/1/2003	9/19/2003
Totals- Separate Convergys Contract			3,033	\$543,000		