



**STATE OF NEW YORK
OFFICE OF THE STATE COMPTROLLER**

August 12, 2021

Matthew R. Lederer
Senior Vice President
Topdown Systems Corporation
9210 Corporate Blvd, Suite 401
Rockville, MD 20850-6287

Re: Contract # C001105, Amendment # 1

Dear Mr. Lederer:

This Amendment # 1 modifies Contract # C001105 between the Office of the State Comptroller, by the Department of Audit and Control ("OSC") and Topdown Systems Corporation ("Topdown") as follows:

1. Section II. Merger of Documents/Conflict of Clauses is hereby deleted in its entirety and replaced with the following:

II. MERGER OF DOCUMENTS/CONFLICT OF CLAUSES

This Agreement shall be deemed inclusive of the following documents. Only documents expressly mentioned below shall be deemed a part of this Agreement. Conflicts between these documents shall be resolved in the following order of precedence:

1. Appendix A – Standard Clauses for New York State Contracts;
2. Agreement – (this document), including:
 - o Appendix B – Forms AC 3239-A, Contractor's EEO Staffing Plan of Anticipated Workforce and AC 3239-B, Contractor's/Subcontractor's EEO Workforce Utilization Report;
 - o Appendix C – OSC Policy Statement on Discrimination and Harassment, Including Sexual Harassment;
 - o Appendix D – OSC Executive Order on Procurement Integrity and OSC Procurement Integrity Procedures;
 - o Appendix E – Contractor's Acknowledgements; and
 - o Appendix F – Disclosure of Prior Non-Responsibility Determinations.
3. Exhibits, including:
 - o Exhibit A – the New York State Contract reporter advertisement dated March 11, 2020; and

- Exhibit B – letter from Topdown Systems Corporation dated May 27, 2020.

4. Attachments, including:

- Attachment A – Topdown Systems Corporation Software Pricing Proposal dated February 14, 2020 (“Software Pricing Proposal”);
- Attachment B – Contractor’s Software License and Maintenance Terms; and
- Attachment C – CLIENT LETTER v.5.6 Upgrade Consulting, SOW #: 0227-1.

2. Section III. Compensation is hereby deleted in its entirety and replaced with the following:

III. COMPENSATION

OSC shall compensate the Contractor for CLIENT LETTER software license renewal fees in accordance with the Pricing schedule set forth in Attachment A – Software Pricing Proposal. Annual fees (License and Maintenance, combined) shall be \$148,680. OSC shall compensate the Contractor for CLIENT LETTER software 5.6 upgrade consulting in accordance with the Pricing schedule set forth in Attachment C – CLIENT LETTER v.5.6 Upgrade Consulting, SOW #: 0227-1. Fees for deliverables stated in Attachment C shall be \$48,000. Total compensation under this Agreement during the Term shall not exceed \$791,400.00.

OSC will pay License and Maintenance fees due, as applicable and in accordance with the terms of this Agreement, in advance annually over the five-year term. OSC will pay for Services described in Attachment C upon completion and acceptance of the Services, including the deliverables described in Attachment C.

There shall be no rate increases permitted for the software license fees or maintenance and support fees during the Term of the contract.

3. The following language is added as the third paragraph in Section VII. Services.

As provided herein, Contractor agrees to provide the Services set forth on Attachment C, attached and incorporated herein.

All other terms and provisions of the Agreement remain in effect.

Please sign, have notarized, and return two signature pages with this document to my attention to the following address:

ATTN: Liz Carl
Office of the State Comptroller
Bureau of Finance
110 State Street, Stop 13-2
Albany, NY 12236-0001

Please address any questions to my attention at RFP@osc.ny.gov. Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Liz Carl". The signature is fluid and cursive, with the first name "Liz" and last name "Carl" clearly distinguishable.

Liz Carl
Contract Management Specialist 1

Enclosure

IN WITNESS WHEREOF, the parties hereto have executed this Amendment.

In addition to the acceptance of this Amendment, the OSC and Contractor signatures on this page certify that originals of this signature page will be attached to all other exact copies of this Amendment.

CONTRACT NUMBER: C001105, AMENDMENT NUMBER: 1

**TOPDOWN SYSTEMS CORPORATION
CONTRACTOR**

OFFICE OF THE STATE COMPTROLLER

Genevieve Go
SIGNATURE

J.R.D.
SIGNATURE

GENEVIEVE GO
PRINTED NAME

JEREMY R. DISARE
PRINTED NAME

Director, Finance + Admin
TITLE

DIRECTOR OF FINANCIAL ADMINISTRATION
TITLE

September 10, 2021
DATE

9/15/21
DATE

CONTRACTOR'S ACKNOWLEDGEMENT

STATE OF Maryland }
COUNTY OF Montgomery }

SS.:

On the 10th day of September in the year 20 21, before me personally appeared GENEVIEVE GO, known to me to be the person who executed the foregoing instrument, who, acknowledged to me that he/she maintains an office at 9210 Corporate Blvd, Suite 401 Rockville, MD 20850, and further that he/she is the Director, Finance + Admin Top Down Systems Corp, the corporation described in foregoing instrument; that, by authority of the Board of Directors of the corporation he/she is authorized to execute the foregoing instrument on behalf of the corporation for purposes set forth therein; and that, pursuant to that authority, he/she executed the foregoing instrument in the name of and on behalf of the corporation as the act and deed of the corporation.

Johny Vo 274781
Notary Public
Registration No.



Johny Vo
NOTARY PUBLIC
Montgomery County
State of Maryland
My Commission Expires
June 7, 2023

**APPROVED AS TO FORM:
NYS ATTORNEY GENERAL**

**APPROVED:
THOMAS P. DiNAPOLI, COMPTROLLER**

BY:

DATE

	APPROVED DEPT. OF AUDIT & CONTROL	
BY:	Oct 06 2021 Melanie L Young	
DATE		FOR THE STATE COMPTROLLER

From: Remo, Lorraine
To: RFP; Contract Approval
Cc: Ellen Porcari; Elizabeth Carl
Subject: RE: OSC Contract Amendment # C001105-1 Topdown Systems Corporation
Date: Friday, September 17, 2021 9:44:25 AM

Approved as to form: 9/17 /2021 by Lorraine I. Remo

Received: 9/16/2021

Reminder: Agencies must forward the contract approved by the OAG Contract Approval Section along with the email in which the OAG Contract Approval Section approved the contract, to OSC via the Comptroller's EDSS system. If you are not enrolled in the EDSS system and have not made alternative arrangements with OSC on how to submit your transaction, please contact OSC at [REDACTED] or email [REDACTED].

OAG: CAS please file and enter. p Amount 48,000