

12b

Agreement for Software Services

THIS AGREEMENT ("Agreement") is entered into as of June 7, 2022 ("Effective Date"), between InTech Software Solutions Inc, with an office at 5881 Pagenkopf Rd, Maple Plain, MN, 55359 ("InTech"), and the County of WOODBURY, IOWA a government entity with its principal office located at 620 Douglas St, RM 103, Sioux City, IA 51101 ("County").

- 1. The Service.** InTech has developed an online service known as Modus Elections Manager which allows governmental entities to help better manage elections ("Modus"). The County wishes to use Modus to manage elections. The Parties have agreed upon the details of the Modus service, the details of which are found in Exhibit B (the "Proposal").
- 2. Term.** The term of this Agreement begins on the Effective Date and continues through June 7, 2023 ("Term"). At the end of the Term, this Agreement will renew on a year to year basis unless either party notifies the other of its intention not to renew thirty (30) days prior to the renewal of the Agreement. Upon expiration or termination of this Agreement, InTech will make the County Data available to County, and County will no longer have access to Modus.
- 3. Fees.** Within thirty days of invoice, County will pay to InTech the fees for use of Modus as stated in Exhibit B. The fees do not include any taxes, whether federal, state, local or otherwise.
- 4. Subscription.** During the Term, InTech grants to County the nontransferable and nonexclusive right to use Modus in managing its elections. Only permanent or temporary employees of County may use Modus. Each user must have a user ID, which consists of a valid email address. Subscription includes SMS texting capabilities for the first 5,000 individual texts per year. Additional texts may be purchased at a price of \$100 per package of 2,500 texts.
- 5. Technology.** County understands that Modus requires Internet access, which is the responsibility of County to provide. InTech plans to make upgrades to Modus over time. InTech will notify County of any important changes to Modus and design such changes to permit continued use of Modus by the County.
- 6. Support and Security.** InTech will provide support, set-up, and training so that County can use Modus, including relevant documentation and specifications. InTech will use commercially reasonable security technologies (such as encryption, password protection and firewall protection). InTech cannot promise that such security technologies will be able to prevent all third-party disruptions or interception of any data.
- 7. Back-Up.** InTech is responsible for performing and storing backups of County Data on a regular basis. In the event County requires restoration of any back-up of its data, other than due to the fault of InTech, County may be charged on a time-and-material basis for such restoration.
- 8. Use of Data.** County grants to InTech the right to use any data provided or inputted by County into Modus ("County Data") as is necessary for InTech to perform under this Agreement. With

respect to the County Data, InTech specifically agrees to abide by Minnesota Data Practices Act (Chapter 13) and will keep County Data covered by the Act confidential. Other than such use, InTech acquires no rights to County Data, including any intellectual property rights.

9. **Warranty, Indemnity and Damages.** InTech warrants that Modus will perform as outlined in Exhibit B. There are no other warranties. InTech agrees to indemnify County against all claims brought by any third party against County related to Modus or alleging that InTech violated this Agreement. Under no circumstances will either party be liable to the other party for punitive damages.

10. **Governing Law.** This Agreement shall be governed by and construed under the laws of the State of Iowa.

11. **Compliance with Laws.** InTech will follow all applicable local, state, and governmental laws.

12. **Force Majeure.** If either party is unable to perform under this Agreement due to circumstances beyond its reasonable control, including without limitation natural disaster, act of War, terrorism, or other similar cause, then such non-performance shall not be a violation of this Agreement, but the time for performance shall be extended for a period equal to the duration of the conditions preventing performance.

13. **Complete Agreement and Conflicts.** This Agreement constitutes the complete and exclusive agreement between InTech and County, and all previous discussions and writings shall have no force or effect. This Agreement may only be modified in a written agreement by the parties.

County of Woodbury, Iowa

InTech Software Solutions Inc

DATE: 6-7-22

DATE: 6/13/2022

BY: [Signature]

BY: [Signature]

Title: Chair Woodbury

Title: CEO

County Supervisors

Exhibit A – InTech Support

Support Options: InTech Software Solutions, Inc will provide several options for support, as follows:

- **Email Support:** Support is available via email at: support@moduselections.com. This email will be monitored by support staff during normal business hours (9:00am – 5:00pm CST). In the 7 days prior to and including the day of any state-wide election, support will be expanded to include the hours between 7:00am and 10:00pm.
- **Phone Support:** Phone support is available during normal business hours, as defined above.
- **Online Forum:** This software forum will be available to Modus users on a 24/7 basis. The forum will be monitored and updated by InTech support staff. This site will include online documentation, a searchable knowledge base, and a shared source of information for common questions asked by other users.

Issue Response: InTech will make it a priority to respond to County support queries as quickly as possible and will be able to respond in most cases within hours of the submitted request for support services. InTech guarantees it will provide a response to support questions and issues by the next business day.

Issue Resolution / Rollout Policy: InTech's response to support issues will depend on the type and severity of the issue the user is encountering, as follows:

- **User Training or Business Process Help:** InTech offers onsite training services, as indicated in the County's proposal. Online documentation and training videos are also available to users. InTech will provide a response to County requests for business process help or training requests within 1 business day.
- **Non-critical Bug Fixes.** A non-critical bug is defined by InTech as any user-experienced issue that does not block the user's ability to utilize system functions. Non-critical bug fixes or usability enhancements will be assessed, scheduled, and rolled out in the next regular system release. Regular system releases are defined in the "Software Upgrades" section below.
- **Critical Bug Fixes.** A critical bug is defined by InTech as any bug that inhibits the user's ability to utilize the functions of the system. InTech has multiple levels of testing in place to help ensure that these bugs never make it into our productions system. (*See Software Updates below.*) In the case that a critical bug is encountered in the system, InTech will provide an update to the system as quickly as is possible. InTech will typically be able to implement critical fixes within 3 to 5 business days.

Service Availability: Service is intended to be available for use at all times, except for scheduled downtime, InTech warrants availability of Service during business hours (M-F 8am-5pm) to 97% monthly uptime. Scheduled maintenance downtime will occur after business hours: typically, between 10pm and 5am.

Software Maintenance and Support Costs: As the Modus Elections Manager is a subscription service, software maintenance and support are provided without any additional cost or subscription fee. InTech's mission is to keep the Service current to ensure compliance with relevant state election laws. Many of these state-wide improvements to the system will be made available free of charge. In the event that the County is requesting additional new functionality (not included in the agreed upon requirements documents), this functionality can be custom-coded and provided on a time-and-material basis.

Software Updates: Scheduled rollouts will occur between the hours of 10pm and 5am. Because Modus Elections Manager is a web-based system, rollouts only occur on InTech's servers. Client software will be automatically updated the next time the user accesses the system.

Custom-coded Features: The Modus Elections Manager system was designed by a consortium of users from cities and counties of different sizes and differing business practices. As a result, the system is quite flexible and will accommodate the needs and business requirements of most, if not all, jurisdictions.

In the event a jurisdiction has a requirement for new functionality not provided in the system, InTech will work to try to ensure that this functionality can be included in the next state-wide release of the system to all users. This approach has at least 2 significant benefits: (1) it will improve the Modus Elections Manager system for the greater user community; and (2) it will provide a significant support cost savings to the County.

Training: With each new customer, InTech includes installation and configuration services. Elections staff will be personally trained and well acquainted with the system upon completion of these configuration activities. InTech can provide training in any of the following ways:

- **Train the Trainer:** County staff may be trained and provided with the knowledge needed to conduct training sessions with the elections staff in its cities and townships.
- **Group Training:** InTech will provide on-site group training sessions conducted by an InTech trainer, as indicated in the proposal. (*Recommended*)
- **Virtual Training:** When new features are added to the Modus Elections Manager, InTech will provide online training conferences and invite its clients to attend. In addition, the County may choose to schedule one-on-one training using online virtual conferencing software.
- **Online User Documentation.** Includes written documentation, training videos, and knowledge base.

System Technology: The Modus Elections Manager is a web-based, platform-independent system. Its applications utilize standard secure HTTPS protocol (TCP/IP port 443) browser-based communication. The system is accessible from any location where internet services and the secured HTTPS protocol are available.

Modus Elections Manager is accessible from any modern browser. For the best user experience, we recommend the following fully tested and supported browsers:

- Google Chrome
- Microsoft Edge Chromium
- Safari (Mac or iOS versions)



Exhibit B

Project Description for Woodbury County, Iowa

Modus Elections Manager

May 6, 2022

Modus Elections Manager

The system is designed to save significant time and resources for Woodbury County, by delivering a customized, integrated system to plan and administer elections.

Modus Elections Manager is being proposed to Woodbury County, Iowa for managing all upcoming elections. InTech Software Solutions, Inc. will assist with importing existing elections data to the Modus Elections Manager system.

System Benefits and Capabilities

Designed by elections officials for election officials, key benefits include:

- **Unified Database.** Modus replaces hours of repetitive data entry by managing all paperwork and details for Polling Places, Workers and Equipment in one place
- **Communications Simplified.** Letters, texts, or emails are sent with a few mouse clicks. Write and send a message to all your of workers and polling places in less than 10 minutes
- **Payroll Automated.** The system automatically calculates the hours and wages owed with almost no data entry
- **Staffing Streamlined.** Changes to worker hours are simple and require no juggling. Includes meeting party balance requirements at polling locations
- **Election Equipment Tracked.** All supplies and equipment are accounted for. Delivery and set up are fast and accurate
- **Legal Defensibility.** All forms and paperwork are tracked in the system, for a clear audit trail
- **Succession Plan.** The Business Knowledge Tool greatly simplifies employee transitions



Scope of Project

InTech will:

- Install the Modus Elections Manager system and ensure it is accessible to all users that have minimum client software and internet services.
- Make available consulting services for data collection, conversion, and training.
- Provide support for elections staff directly employed by Woodbury County.
- Ensure that the remote databases are secure, with proper backup and recovery procedures in place.

Woodbury County will:

- Promptly notify InTech via email and provide necessary documentation for any encountered issues in the Modus software environment.
- Only distribute user IDs and passwords to authorized staff.
- Be responsible for creating, updating, and reviewing election data for its own jurisdiction.

Additional Services:

- InTech custom coding for unique requirements or features.
- Additional consulting services or custom coding can be provided at a discounted rate of \$145 per hour.

Data Conversion & Training

InTech provides data conversion, onsite training, and implementation services to assist our customers in a smooth transition to Modus Elections Manager. This consists of the following:

- One day on-site to collect election configuration parameters and data for the jurisdiction.
- A one-time data import of election worker, polling place, and equipment data.
- On-site training and implementation assistance designed to get users started with the system.
- A second 2-3 hour training session completed near the election which trains users in more advanced features of the system.

These activities will be scheduled upon customer acceptance of this project description.



Software License

System Components

The following is a list of the components included with the Modus Elections Manager. To help our clients address the realities of limited budgets, we have an annual-cost licensing based on population. This license includes access to the Modus Elections Manager system with no restrictions on the number of users. This structure eliminates unforeseen fees or unpredictable licensing increases.

ANNUAL SUBSCRIPTION	
Modus Elections Manager Base Software License Includes unlimited user access, support, system servers, etc.	\$6,081
Election Worker ¹ & Polling Place Management	Included
Election Worker Online Information Portal	\$1,296
Online Election Worker Training	\$1,296
Equipment Management	\$1,296

¹ SMS Texting is included in the above price for the first 5,000 individual texts sent per year. Additional texts may be purchased at a price of \$100 per package of 2,500 texts.

Payment Schedule

The Modus Elections Manager is licensed annually. To reduce costs, we charge minimal up-front installation fees. The proposed subscription (below) is based on the needs indicated by the client during our discussions. If any changes to included components are requested, the following project scope may be updated to meet the needs of Woodbury County.

ANNUAL SUBSCRIPTION –	
2023	
12-month Software Subscription for Woodbury County (Base software, Election Worker ¹ & Polling Place Management, Online Information Portal, Online Training, & Equipment Management)	\$9,969
2024	
12-month Software Subscription for Woodbury County (Base software, Election Worker ¹ & Polling Place Management, Online Information Portal, Online Training, & Equipment Management)	\$9,969



Installation and Training

INSTALLATION AND TRAINING – One Time Fee	
Woodbury County Training/Data Import One-Time Service Fee. (Data conversion, Onsite implementation meeting, Two onsite training sessions.)	\$3,500

Pricing does not include sales tax.