

EXHIBIT 12.03  
Key Employees

	Change Order #	Effective Date

Mr. Richard K. deSante, Jr., Senior Account Executive, will be the Commonwealth's point of contact for all contract requirements or issues and will be available to respond promptly and fully to all contract requirements.

Mr. deSante will be responsible for technical direction, service level commitments, contract performance, coordination and resolution of contract problems and escalation, and management of staff, resources, and administration.

Other key project employees:

- Charles Watts, Service Delivery Director, Data PowerHouse
- John MacMillan – Project Executive (IBM Environment)
- Brian Maydick–Transformation Project Manager, Project Management and Implementation Lead (Unisys Environment)
- Robert Beyer – Delivery Project Executive (IBM Environment)
- Christopher Holladay – Deputy Program Manager and Security Manager

**EXHIBIT 12.06**  
**Vendor Agents**

	Change Order #	Effective Date
1		

The following Vendor Agents have been approved by the Commonwealth to provide support of Designated Services.

**1.2.1 International Business Machines, Inc. ("IBM")**

During the implementation of the Transformation Plan, IBM will provide transformational planning, consulting, and implementation services in support of the transformation of Commonwealth's existing IBM platform infrastructure to the consolidated environment. IBM will play an active role in coordinating the transformation of Commonwealth Agencies per the transformation plan associated with Commonwealth's IBM platforms.

Upon the conclusion of the Transformation Plan, and until the expiration of the Outsource Term, unless earlier terminated in accordance with the Amendment, IBM will provide computer processing services, including operations support for the consolidated S/390 Enterprise Server and AS/400 Server environments, ongoing maintenance, hardware and systems software provisioning, ongoing technical support and Level 2 Help Desk support for the IBM hardware and operating system software product. (Revised 09/19/02)

**1.2.2 Verizon Network Integration, Inc.**

Vendor will no longer subcontract this service; however, Vendor may have need of this service in the future.

Verizon Network Integration, Inc. will provide networking support for the outsourcing engagement, and during the transition phase will provide network design, migration and implementation services while the networks of the current Commonwealth Agency environment are transitioned to the Vendor Service Location (Systems). (Revised 08/15/01)

During the operational phase of the engagement, Verizon Network Integration, Inc. will (i) provide network management and monitoring services for the network that will be implemented in support of the consolidated hardware platforms, (ii) provide the design and implementation of Commonwealth's dial-in capabilities, and (iii) will provide the FDDI extension to the Disaster Recovery facility. (Revised 08/15/01)

**1.2.3 SunGard Availability Services L.P. ("SunGard")**

SunGard will provide disaster recovery facilities for both the Vendor and IBM systems in accordance with Article 19 of the Amendment through August 2009. After that, IBM will provide disaster recovery services for IBM systems at their Sterling Forest facility in New York and Vendor will provide disaster recovery services at a mutually agreed upon location, which could include SunGard. (Revised xx/xx/xx)

**1.2.4 Innovative Business Concepts ("IBC")**

IBC will provide end-user and staff training and will provide customer service representative support for the Level 2 Help Desk to be located at the Vendor Service Location (Systems). Services will be provided by IBC during both the transition and operational phases of the engagement.

## **EXHIBIT 12.06**

### **Vendor Agents**

#### **1.2.5 TYCO Electronics**

TYCO Electronics is a subcontractor to Pierson that will provide cabling and fittings for the Vendor Service Location (Systems), including the installation of bus and tag parallel cables, ESCON cables, Category 5 cabling to support Data PowerHouse staff, and coaxial cabling for the system consoles. TYCO Electronics will provide these services during both the transition and operational phases of the engagement. (Revised 01/08/01, 09/19/02)

#### **1.2.6 Pierson Consulting ("Pierson")**

Pierson is a subcontractor to IBM that will provide Data PowerHouse reclamation services after transitioned equipment has been removed. This service includes replacement of cut floor tiles, removal of extraneous non-computer equipment and furniture, and general area cleanup. At the direction of Data PowerHouse personnel, Pierson also will remove any cabling that is not needed by Commonwealth. (Revised 08/15/01, 09/19/02)

#### **1.2.7 OAO Technology Solutions, Inc. ("OAO")**

OAO is an IBM subcontractor that will provide staffing services for the IBM platform environments to include technical and operations personnel required to support the IBM S/390 and AS/400 environments.

#### **1.2.8 Vital Records Inc. ("VRI")**

VRI will provide off-site media storage services for the Vendor Service Location (Systems). During the transition, the Commonwealth's media library records will be moved from existing off-site storage facilities to the VRI facility.

#### **1.2.9 Iron Mountain Off-Site Data Protection ("Iron Mountain")**

Iron Mountain will provide off-site media storage services for the Vendor Service Location (Systems). During the transition, the Commonwealth's media library records will be moved from existing off-site storage facilities to the Iron Mountain facility. (Revised 08/15/01, 09/19/02, 05/14/04)

#### **1.2.10 American Personnel Managers and Consultants Inc. ("APMC")**

APMC will provide staffing support for the Vendor and IBM platform media services (tape operations and tape library functions). (Revised 12/11/00)

#### **1.2.11 American Eagle Systems, Inc.**

American Eagle Systems Inc. is an IBM sub-contractor and will be used to pack and transport agencies tapes to the Commonwealth of Pennsylvania's central site (Data PowerHouse) where the tapes will be unpacked and placed in the tape room. (Revised 01/10/00, 02/09/05)

#### **1.2.12 American Telephone and Telegraph (AT&T)**

AT&T is an IBM sub-contractor and will be used for network (Host SNA and TCP/IP) management and delivery services responsibility for the Vendor platform environments to the Commonwealth of Pennsylvania's central site (DataPowerHouse). They will be responsible for disaster recovery management of circuit and host network systems.

**EXHIBIT 13.00**  
**Governance**

	Change Order #	Effective Date
1		

1. **Management Meetings.** There shall be monthly meetings of the Management Committee during the Transformation Period and quarterly meetings thereafter. The purpose of such meetings shall be to (1) track the progress of the Transformation Plan, (2) review Vendor's performance of the Services Levels, (3) resolve disputes, (4) track the progress of the Additional Services and other projects, (5) coordinate and plan for any new hardware or software acquisitions and service deployments, and (6) address any other matters properly brought before the Management Committee. Members of the Management Committee may participate in such meetings by telephone conference call if desired.

2. **Management Committee.** "*Management Committee*" shall be a committee comprised of ten members, five of whom shall be appointed by Commonwealth and five of whom shall be appointed by Vendor from Vendor's executive management staff. Commonwealth and Vendor shall each have one (1) vote with respect to matters that are brought before the Management Committee for resolution. Commonwealth shall designate one of its members on the Management Committee to act as the chairperson of the Management Committee. Both Commonwealth and Vendor can change the individuals on the Management Committee on an as-needed basis. The Management Committee shall be authorized and responsible for (1) generally overseeing the performance of this Agreement, (2) providing input and advise to the Governor's Office of Administration regarding Commonwealth's strategic and tactical decisions in respect of the Services, the Systems and any other aspect of the business relationship between Commonwealth and Vendor under this Agreement,, and (3) monitoring and attempting to resolve disagreements regarding the provision of the Services and the Services Levels.

3. **Management Procedures Manual.** For each Commonwealth Agency and as part of the Designated Services, Vendor shall establish procedures pursuant to which Vendor proposes that policies of Commonwealth and Vendor will be adhered to during the Outsource Term for that Commonwealth Agency, and shall deliver to Commonwealth, not later than thirty (30) days prior to the commencement of the activities contemplated under the Transformation Plan for that Commonwealth Agency, for Commonwealth's approval or comment, a draft Management Procedures Manual for that Commonwealth Agency generally summarizing (1) the Designated Services, (2) the computer hardware and software environments in which, and the various Services Locations at which, the Services will be performed, (3) the documentation, if any, which provides further details regarding the Services, (4) the procedures Vendor intends to use, and the activities Vendor proposes to undertake, in order to manage the Services, and (5) the procedures of a management reporting system that Vendor will use to manage this Agreement and communicate to and with Commonwealth. Commonwealth may, at its request, participate to whatever degree it desires in the preparation of the draft Management Procedures Manual. Vendor may periodically propose and, at the request of Commonwealth, shall promptly propose updates of the Management Procedures Manual to reflect any changes in the operations or procedures described therein, all of which proposed changes shall be subject to Commonwealth's approval or comment.

**EXHIBIT 15**  
**Asset Purchase**

	Change Order #	Effective Date

During the term of the Agreement, Vendor or its designee will purchase from Commonwealth a variety of existing Commonwealth assets at Fair Market Value (FMV). Vendor will compensate Commonwealth for these assets via cash payment directly to the Commonwealth or the Commonwealth agency selling the asset. Vendor will make payment upon transition of the Commonwealth Asset to Vendor at the Data PowerHouse.

**Asset Fair Market Value Payments by Agency**

Commonwealth Agency	System	FMV
Aging	Mid-range	\$31,600
BMIS	Mainframe & Equipment	\$469,484
BOIS	Mid-range	\$84,900
CSC	Mid-range	\$175,000
DOT	Equipment	\$322,450
DOH	Mainframe & Equipment	\$500
DOE	Equipment	\$29,950
DOR	Mainframe & Equipment	\$969,875
LCB	Equipment	\$145,690
SWIF	Equipment	\$75,150
<b>Total</b>		<b>\$2,304,599</b>

Commonwealth Agency	System	FMV
CTC	Mainframe & Equipment	\$200,000
CTC	Silo	\$749,000
DPW	Mainframe & Equipment	\$300,000
DPW-System F	Mainframe & Equipment	\$7,113,967
Game	Mainframe & Equipment	\$25,000
PSERS	Mainframe & Equipment	\$150,000
PSP	Mainframe & Equipment	\$300,000
PUC	Mainframe & Equipment	\$25,000
<b>Sub-Total</b>		<b>\$8,862,967</b>

A listing of the assets to be purchased from the Commonwealth at Fair Market Value is provided below by agency.

**EXHIBIT 15**  
**Asset Purchase**

**Department of Revenue**

Quantity	Model Number	Description
1	9672 R75	Mainframe
4	3480 B22	Tape
1	3475 A21	FEP
1	3746 900	FEP
2	3490 A20	Tape
4	3490 B40	Tape
2	3480 A22	Tape
2	3803 002	Tape
3	3420 008	Tape
5	NA	Tape Racks
5	NA	Tape Carts

**Department of Transportation**

Quantity	Model Number	Description
1	3803 002	Tape Control
2	3420 008	Tape Unit
1	3475 31 A	FEP
1	3746 900	FEP
2	7507	Cisco Routers

**Department of Health**

Quantity	Model Number	Description
6	3420 008	Tape Drives
2	9394 002	DASD
1	3803 002	Tape Control
2	3745 170	FEP
16	9395 B13	Drawer Arrays
8	9395 B23	Drawer Arrays
29	N/A	Tape Racks

**Department of Education**

Quantity	Model Number	Description
1	3390 A28	DASD
5	3380 BK4	DASD
1	3745 170	FEP
1	3803 002	Tape Control
1	3420 008	Tape Unit

**EXHIBIT 15  
Asset Purchase**

Quantity	Model Number	Description
1	9672 R35	Mainframe
4	3490 B40	Tape Unit
2	3490 A20	Tape Unit
1	3480 A22	Tape Unit
4	3480 B22	Tape Unit
1	3746 L13	FEP
1	3746 A11	FEP
1	3725 001	FEP
1	3745 410	FEP
9	3179 100	Color Display Stations
1	3472 FCI	Info Window Terminal

**SWIF**

Quantity	Model Number	Description
1	3745 170	FEP
1	3490 A02	Tape Units
2	3490 B04	Tape Units

**Liquor Control Board**

Quantity	Model Number	Description
1	9672 R21	Mainframe
1	3725 001	FEP

**Civil Service Commission**

Quantity	Model Number	Description
1	9406 500-2142	Mid-range CPU
2	7208-012	Tape Drives
1	3197-001	System Console

**Department of Aging**

Quantity	Model Number	Description
1	9406-300-2042	Mid-range CPU
2	9348-001	Tape Drives
1	7208-234	Tape Drive
1	3477-FC1	System Console
1	5853-001	Modem
1	7857-01Z	Modem
3	7855-010	Modems

**EXHIBIT 15  
Asset Purchase**

Quantity	Model Number	Description
1	9406 620-218	Mid-range CPU
1	7208 012	Tape Drive
1	3570-B01	Tape Drive
1	9348-001	Tape Drive
1	3995-123	Optical Drive
1	9337-120	Disk Drive
1	7857-017	Modem
1	5812-001	Modem
1	3476-EG1	System Console

**Pennsylvania State Police (PSP)**

Quantity	Model Number	Description
1	22/5433	Mainframe
1	DCP624	FEP
2	USP5104-S08	Disk
1	USP5104-S12	Disk
1	CLU6000 - LMU	Tape Silo
2	5042-91	Tape Drive
2	CTS5136-M30	Tape Controller
3	CTS5136-M34	Quad Drives
1	UN6420-MOD	SPO

**Public Utility Commission (PUC)**

Quantity	Model Number	Description
1	ICP	Communication Processor
1	ECDLP	Datalink Processor
2	5073	Tape Drive
1	USR2145	Tape Drive
3		Cartridge Tape Racks

**Game Commission**

Quantity	Model Number	Description
1	A11	Mainframe
1	USR3100	PDU
10	USR3000	Disk
2	5073	Tape Drive
1	2145	Tape Drive

**Public School Employees Retirement System (PSERS)**

Quantity	Model Number	Description
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**EXHIBIT 15  
Asset Purchase**

1	A16	Mainframe
1	BT3202	Tape Controller
2	BT3288	Tape Drive
1	2145	Tape Drive
4	ESD3-CDR	CDR
1	CP2000-P	Data Comm Controller

**Commonwealth Technology Center (CTC)**

Quantity	Model Number	Description
1	22/9222	Mainframe
4	M9760-A16	Disk
1	M9760-C12	Disk
1	OM33036-DG	Disk
12	0874-22	Tape Uniservo 36-II
2	5042-91	Tape Controller – Uniservo 36-II
1	CLU6000-10P	Cartridge Library 350 EPH

**Department of Public Welfare (DPW)**

Quantity	Model Number	Description
1	22/9444	Mainframe
2	USR31	PDU
14	USP21	Disk
4	M9760	Disk
1	Zitel	SSD
2	CLU6000	Tape Silo
18	874	Tape Drive
8	5073	Tape Drive
4	5042	Tape Drive

**EXHIBIT 15**  
**Asset Purchase**

**Department of Public Welfare – System F**  
**(DPW – System F)**

<b>Quantity</b>	<b>Model Number</b>	<b>Description</b>
1	IX5802-8	SYS:CLEARPATH IX5802 8X2
6	MS2-64M	MEM:64MW Expansion
4	RM5-CA4	INSTL Channel Adptr Mod
3	2200-MOD	COMM HW: 22DO Modem
1	IX4000-LC	Console:SPO Additional
2	RM36-AUX	Cabinet:Auxiliary
1	IX4011-SPO	Console:SPO/HMP Legacy D
1	LT501-SPO	Console:X-Term
2	AP1371	Printer: 600CPS DOT Matrix
1	VX1405-BSE	SVR:Basic Server NT
1	PIX4512-XP2	Proc:XPC Promo Pkg 512MB
3	XPS1-512	MEM: 2X128 MW (512MB Exp)
1	DSD401-C19	Disk:8GB Datasave w/CAB

The Commonwealth of Pennsylvania will need to retain any (outbound) equipment that is attached to the Front End Processors (FEPs).

**EXHIBIT 18.02**  
**Data PowerHouse and Operational Reports**

	Change Order #	Effective Date

**System Management Reports**

Reports will be provided to BIO-DPH on a monthly basis using the report capabilities in the automated system management tools that will be provided by Vendor. Vendor will provide reports from the following automated systems and will work with BIO-DPH to develop a mutually agreeable format and content:

- Help Desk (Remedy & Crystal Reports)
- Problem Management (Remedy & Crystal Reports)
- Change Management (Information Management)

**Security Report**

In addition, each month Vendor will provide the BIO-DPH Security officer a written report detailing the Vendor Security Officer's activity. The report will document:

- any significant actions
- attempts to breach security
- knowledge of known threats
- granting or revoking of data center access privileges
- violations reported/corrected
- status of ongoing audits
- response to audit findings.

**Current Commonwealth Agency Reports**

BIO-DPH will have the ability to execute the following reports on behalf of the Commonwealth Agencies on an as needed basis. This will be done with Vendor's knowledge and concurrence, during off-peak periods whenever possible. Commonwealth will work with Commonwealth Agencies and Vendor to standardize reports and software tools used for availability, problem determination and resolution, and performance monitoring and reporting.

Commonwealth Agencies who currently run the reports identified as part of their normal batch processing, will continue to do so.

**IBM**

**SLR (Service Level Reporter)**

- CPU Time (Total and Lost CPU Hours)
- All Jobs – Yearly Load
- TSO-Class 1 Transaction Avg. Response Time per month
- TSO Statistics
- MVS/ESA Statistics per Subsystem and Project (Jes2, STC)
- Average CPU Load
- MVS System Availability per Month
- Printer Load Statistics
- Average Disk Channel Path Load

## **EXHIBIT 18.02**

### **Data PowerHouse and Operational Reports**

#### **IMSPARS (IMS Performance and Analysis Reporting System)**

- CPU Usage Report
- Transit Time Analysis by Lterm, Transid
- Internal Response Time by Transaction

#### **IMS Performance Analyzer (replaces IMSPARS)**

- CPU Usage Report
- Transit Time Analysis by Lterm, Transid
- Internal Response Time by Transaction

#### **CA JARS/CICS (used for chargeback)**

- Transaction Report
- Daily Response Time Report
- CICS utilization Report by Project Code (monthly)

#### **Omegamon for CICS/ESA**

- Transaction Summary Report

#### **VMPRF and RTMESA for VM, VM/VSE**

- CPU and I/O Statistics by VSE Job and CMS User
- CPU and I/O Statistics for CICS transactions
- Tape Activity
- DASD Utilization
- VM Minidisk Usage Report

#### **Performance Tools/400**

- Executive Summary Report on Processor, Disk Space Utilization
- Response Time Report of Average Response Time per Day
- Response Time Report of Average Response Time By the Hour
- Transaction Volumes per Hour
- Transaction Volumes – Historical and 3 Month Trend
- Transaction Analysis – Transactions per Hour
- Transaction Analysis – I/O and CPU Usage for the Average Transaction
- Number of Jobs per Measured Day
- I/O and CPU Usage for Batch Jobs
- Processor Utilization (Usage by the Hour and Average During the Period)
- Processor Utilization Trend
- Disk Space Usage

#### **Unisys**

##### **Torch 2200 M Series**

- Management Report of CPU by Component
- Management Report of I/O Averages
- Management Report of TIP Rate, Batch & Demand Operation
- TIP Log Report
- Check SUPS Report (Breakdown of SUP Usage)Mapper Summary Report of Mapper Activity
- Host Lan Controllers IO's – IO's to each HLC
- Transaction Profile of Heavy Transactions
- Volume and Response Times for TIP, Mapper, Demand
- Memory Utilization on the 2200
- Mapper Performance
- Batch – Demand Performance

##### **Unisys Log Analyzer**

- File Report Access
- Program Report Summary of Most Active Programs by SUP and Frequency
- Program Report Detail by Runids
- TIP Detail Report
- TIP Volume and Response Time by Requester and Transaction

## EXHIBIT 18.02 Data PowerHouse and Operational Reports

- TIP Summary Report of the most Active TIP Programs by SUP Usage and Frequency

### Unisys PAR (Performance Analysis Routines)

- I/O Report by Date/Time
- System Performance Summary
- IP (Instruction Processor) or CPU Report
- Executive Request Report

### Unisys A-Series Quest Transaction Process Analyzer

- Transaction Response Times

### Unisys A-Series Affinite Corp. – GPM (Graphic Performance Monitor)

- Online Availability
- I/O Statistics
- System Performance

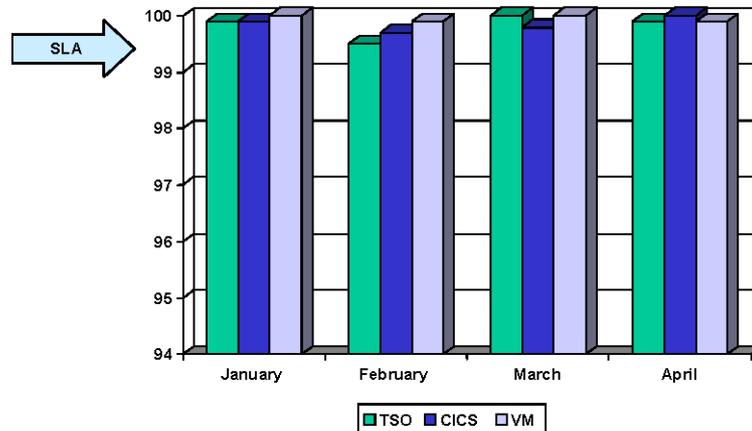
### Executive Reports

Commonwealth IT Managers and other Executive level managers often request graphical summary reports on an ad hoc basis.

The following are examples of management level reports that Vendor will produce to satisfy these requests:

### Commonwealth of Pennsylvania

■ Production Online Availability (Sample)  
SLA - 99.5% Availability



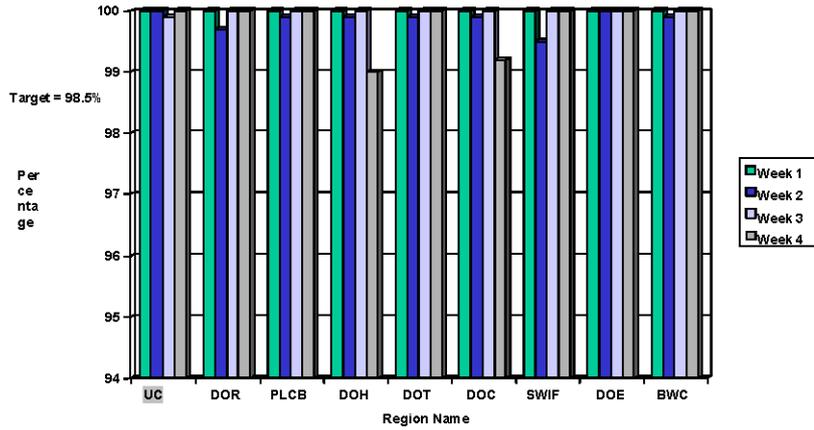
	January	February	March	April
TSO	99.9	99.5	100	99.9
CICS	99.9	99.7	99.8	100
VM	100	99.9	100	99.9

## EXHIBIT 18.02 Data PowerHouse and Operational Reports

### Production Online Availability Monthly Report

#### Commonwealth of Pennsylvania

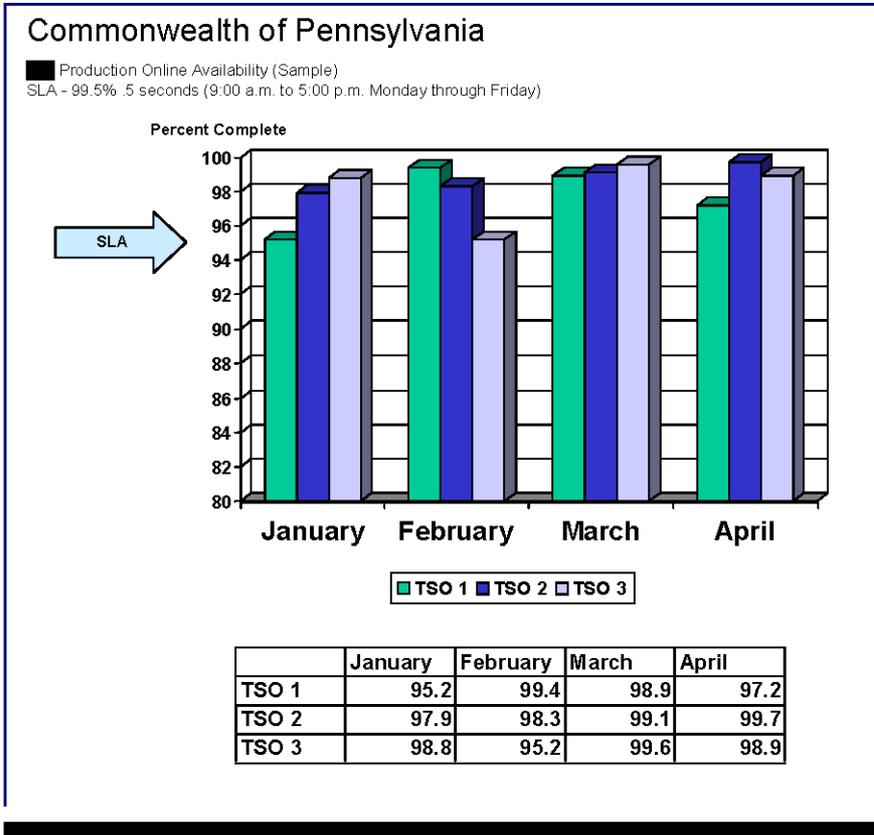
Production Online Availability (Sample)  
April 1998



	UC	DOR	PLCB	DOH	DOT	DOC	SWIF	DOE	BWC
Week 1	100	100	100	100	100	100	100	100	100
Week 2	100	99.7	99.9	99.9	99.9	99.9	99.5	100	99.9
Week 3	99.9	100	100	100	100	100	100	100	100
Week 4	100	100	100	99	100	99.2	100	100	100

**EXHIBIT 18.02**  
**Data PowerHouse and Operational Reports**

**Production Online Availability Report By Commonwealth Agency**



**EXHIBIT 19.01**  
**Critical Services (Applications)**  
**[Relevant to Disaster Recovery]**

	Change Order #	Effective Date

From a Disaster Recovery perspective, the following applications have been identified by Commonwealth as the most critical and would be restored before other applications in the event of a disaster.

Disaster recovery services, including system hardware configurations, consisting of MIPS, disk and tape storage, at the Unisys Disaster Recovery site, are to provide 40% (60% for Unisys 2200 systems) of the installed capacity as of July 13, 1998 (Proposal due date) for each platform. Exceptions to this are agencies whose DR capacity was increased via a change order (██████████) or agencies who obtained DR services via a change order and were added to this list after the original contract was signed.

Unisys has deployed standby hardware at the Unisys Disaster Recovery site for ██████, ██████, and ██████ mainframe applications. Since this is a dedicated resource rather than unguaranteed service, the DR capacity for ██████ System A, System C, and System F, ██████, and ██████ System A will now be listed in Exhibit 3.03 – Headroom Assumptions.

**EXHIBIT 19.01**  
**Critical Services (Applications)**  
**[Relevant to Disaster Recovery]**

[REDACTED]

The Commonwealth, at its discretion, can add, delete, or expand application systems to utilize available DR capacity in the most effective way. Whenever this list of critical applications is changed, the associated configurations for disaster recovery services will need to be reviewed by BIO-DPH and Unisys to determine if DR capacity needs have changed. Established Change Order procedures will be used whenever it is determined that DR capacity requirements need to be increased or decreased.

**Critical Services Supported by Non-Dedicated Hardware**

The following Critical Services will be restored at the designated business recovery center within 72 hours after the occurrence of a disaster, subject to availability of the designated business recovery center and applicable hardware.

**IBM Mainframe Applications – MVS**

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

**EXHIBIT 19.01**  
**Critical Services (Applications)**  
**[Relevant to Disaster Recovery]**

**IBM Mainframe Applications – VM/VSE**

[REDACTED]

[REDACTED]

**IBM Midrange Applications – AS/400**

[REDACTED]

**NT Server**

[REDACTED]

[REDACTED]

[REDACTED]

**EXHIBIT 19.01**  
**Critical Services (Applications)**  
**[Relevant to Disaster Recovery]**

**Critical Services Supported by Dedicated Hardware**

The following Critical Services will be restored on dedicated equipment per Exhibit 19.02 at the designated business recovery center within 24 hours after the occurrence of a disaster.

**Unisys Mainframe – Dorado 380**

[Redacted]

[Redacted]

**Unisys Mainframe – Libra 400**

[Redacted]

**EXHIBIT 19.02**  
**Dedicated Equipment – SunGard**  
**[Relevant to Disaster Recovery]**

	Change Order #	Effective Date

**Dedicated Equipment Disaster Recovery Requirements**

The [REDACTED] disaster recovery site has dedicated floor space and hardware specifically dedicated for the [REDACTED]. This dedicated disaster recovery hardware is specified in Exhibit 3.09(VM) – Vendor Machines.

With regard to [REDACTED], the dedicated floor space as [REDACTED] serves two (2) distinct disaster recovery functions as follows:

[REDACTED]

[REDACTED]

[REDACTED]

