

Exhibit A

Engagement Model for Informix ESQL/C to Microsoft ODBC; Informix to Microsoft SQL Server Migration



Why select Ispirer for migration?

Ispirer Systems is an Independent Software Vendor (ISV) committed to automate the migration process to the highest level and help companies to modernize their database and application infrastructure at low cost, while preserving investments in the existing systems.

Ispirer specializes in the most complex and challenging but also the most valuable area of migration – automated, customized and optimized conversion of human-written programming code. We offer software solutions and services for automated cross-platform migration from legacy to the latest technologies developed by Microsoft, IBM, and EMC/Greenplum, Oracle/Sun/MySQL, Hewlett-Packard and other major vendors.

The company has been working in the field of database and application migration since 1999. Among our clients there are such companies from Fortune 500 and Global 2000 as: Barclays Capital, Barclays Wealth, Citigroup, ChevronTexaco, J.P. Morgan, EDS, Shell, Fujitsu, Thomson and many others.

Advantages of automated solution over the manual conversion:

- Automatic code transformation decreases number of errors caused by human factor and as a result higher quality of target application will be achieved
- The toolkit's flexibility and power make the migration process faster and more efficient
- Ispirer team can easily add new conversion rules into the tool according to the specific requirements of every particular project in only 1-2 business days. It allows to achieve the maximum level of automation
- Easy Re-Conversion

Project Overview

County of Sonoma is planning to migrate their Informix code base to Microsoft SQL Server and Informix ESQL/C to Microsoft ODBC. Please review the proposed engagement model for both directions below.

Informix to MS SQL Server Database Migration

Scope: 1104 tables, 1 TB, 248 025 lines of code

License option: Ispirer MnMTK 2017 Informix To Microsoft SQL Server Database Migration Professional Project License

Duration: 12 months

Extension Package: yes, 24 extensions

Product ID: ISMNMTK2017-INFORMIX-2-MICROSOFTSQLSERVER-DB-PROPRJ003T300K12M24R020055

Price: 20,055.00 USD

- Purchase of License for 12 months with 24 extension requests shall be prepaid in the amount of Twenty Thousand Fifty Five Dollars (\$20,055.00) with a duration of one year and activated at the direction of the Customer.
- License start date – per request of County

For this project part we offer **the license** as the tool is pretty mature and is capable of conversion from Informix to MS SQL Server at a high level. The license option proposed includes **24 tool extensions**. In case during the conversion with the license you will need to change some default conversion rules or want to add some more conversion rules, it can be done via the toolkit extension. Toolkit extensions allow to achieve **higher level of automation** of the migration process and meet all the project needs. Usually an extension/customization of the tool takes no more than 2-3 business days, after that we send you an updated build and you continue the migration.

The license can be used **by multiple users** (no restrictions) **on multiple machines** (no restrictions) for the same project simultaneously. The project scope can be re-converted as many times as necessary.

Set-up and product configuration support are included into the price. It involves basic technical assistance, answers to any software-related questions and expert advice on database migration issues.

Once the license is procured, our technical team who will be responsible for your support will be introduced. You are welcome to send any questions, cases etc related to the conversion and the tool to our technical team by email. Also our experts are available for webex-sessions and calls if necessary.

Informix ESQ/C to Microsoft ODBC

Scope: ~1.2 mln lines of code

Engagement model: two Extension Stage and license

First of all we will need to perform two Extension Stages to thoroughly prepare the toolkit for the entire conversion according to your project requirements.

First Extension Stage

- The First Extension Stage consists of Ispirer Migration and Modernization Toolkit (MnMTK) customization to project of the County of Sonoma and its migration to functional state. The Scope consists of ~30k LOC (TBD by County and Ispirer Technical Teams).
- Before initiation of the First Extension Stage County will prepay the amount of Thirty Thousand Dollars (\$30,000.00).
- Duration – 2-3 months (precise duration TBD after code analysis)
- Start date - TBD by County and Ispirer Technical Teams

For the first Extension Stage we will take **~30,000 lines of representative code**. Ispirer technical team will analyze the code, determine appropriate conversion rules that should be added in to the tool, implement them in order to automate the conversion of the scope of this Extension Stage as much as possible.

As a delivery we will provide **conversion results of the scope of this Extension Stage** and also will be able to show how the tool was extended within this period.

Second Extension Stage

- The Second Extension Stage consists of Ispirer Migration and Modernization Toolkit (MnMTK) customization to project of the County of Sonoma ("Migration Scope", "Scope") and its migration to functional state. The Scope consists of ~100k LOC (TBD by County and Ispirer Technical Teams).
- Before initiation of the Second Extension Stage County will prepay the amount of Sixty Thousand Dollars (\$60,000.00).
- Duration – 2-3 months (precise duration TBD after code analysis)
- Start date - TBD by County and Ispirer Technical Teams

For the second Extension Stage we will take **~100,000 lines of representative code**. Ispirer technical team will analyze the code, determine appropriate conversion rules that should be added in to the tool, implement them in order to automate the conversion of the scope of this Extension Stage as much as possible.

As a delivery we will provide **conversion results of the scope of this Extension Stage** and also will be able to show how the tool was extended within this period.

As a result of the Extension Stages, the tool will be prepared for conversion of the entire Informix ESQL/C code. To convert the entire scope, the following **license option** will be needed:

License option: Ispirer MnMTK 2017 Informix To Microsoft SQL Server for C
Embedded SQL and Database API Migration Enterprise Project License

Duration: 12 months

Extension Package: yes, 90 extensions

Product ID: ISMNMTK2017-INFORMIX-2-MICROSOFTSQLSERVER-C-ESQLDBAPI-
ENTPRJ001M12M90R090000

Price: 90,000.00 USD

- Purchase of License for 12 months with 90 extension requests shall be prepaid in the amount of Ninety Thousand Dollars (\$90,000.00) with a duration of one year and activated at the direction of the Customer.
- License start date – per request of County, but only after the Extension Stage(s)

Project Duration and Cost

Informix to Microsoft SQL Server

Total Duration: 12 months

Total Price: 20,055.00 USD

Informix ESQ/C to Microsoft ODBC

Total Duration: ~16-18 months

Total Price: 180,000.00 USD

Additional Insurance - E&O\Professional Liability

Year 1: Premium to be paid by the County (\$4,644).

Year 2: Premium to be paid by Ispirer.