

CONTRACT NUMBER: DMS (DEL-F2) FY12-12442

FIRST AMENDMENT TO AMENDED AND RESTATED CONTRACT
BETWEEN
THE DEPARTMENT OF SERVICES FOR CHILDREN, YOUTH AND THEIR FAMILIES
AND
DELOITTE CONSULTING LLP

THIS FIRST AMENDMENT (“Amendment”), entered into on April 22, 2016, and effective retroactively to the Effective Date, between the State of Delaware, Department of Services for Children, Youth and their Families (the “**Department**”), and Deloitte Consulting LLP (the “**Contractor**”), is an amendment to the Amended and Restated Contract, dated as of March 29, 2016, between the Parties (the “**Agreement**”). Unless otherwise specifically defined herein, each term used herein shall have the meaning ascribed to such term in the Agreement.

WHEREAS, the Parties wish to amend the Agreement to comply with certain Federal requirements set forth in 45 CFR 95.617 and to clarify certain rights in and to the Product;

NOW, THEREFORE, in consideration of the foregoing recitals and mutual covenants contained herein, the Parties hereby agree as follows:

ARTICLE I: AMENDMENT

A. Exhibit B, Article IV is hereby amended by adding the following as new Section H:

The Department will have all ownership rights in the software or modifications thereof and associated documentation designed, developed or installed with Federal financial participation under Subpart F of 45 CFR Part 95, as specified in Article IV, Section F, above. The United States Department of Health and Human Services reserves a royalty-free, nonexclusive, and irrevocable license to reproduce, publish, or otherwise use and to authorize others to use for Federal Government purposes, such software, modifications, and documentation.

B. Exhibit B, Article IV is hereby amended by adding the following as new Section I:

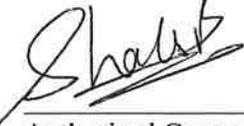
Proprietary operating/vendor software packages (e.g., ADABAS or TOTAL) which are provided at established catalog or market prices and sold or leased to the general public shall not be subject to the ownership provisions in paragraphs Article IV, Section H, above. The Department acknowledges that Federal financial participation is not available for proprietary applications software developed specifically for the public assistance programs covered under Subpart F of 45 CFR Part 95.

ARTICLE II: MISCELLANEOUS

A. No Further Amendment. Except as otherwise provided herein, the Agreement shall remain unchanged and in full force and effect. In the event of any inconsistency between the terms and conditions of this Amendment and the terms and conditions of the

IN WITNESS THEREOF, the Parties hereto have caused this Amendment to be executed by their duly authorized officials as of the date first above written.

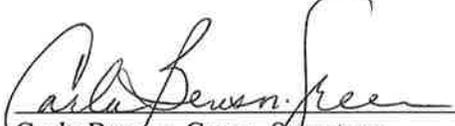
FOR THE CONTRACTOR



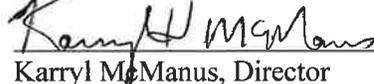
Authorized Contractor Signatory
Sanjay B. Shah, Principal
Deloitte

Authorized Contractor Signatory

FOR THE DEPARTMENT

 4/26/14

Carla Benson-Green, Secretary
Department of Services for Children,
Youth and Their Families

 4/26/14

Karryl McManus, Director
Division of Management Support Services