

AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT				1. CONTRACT ID CODE	Page 1 of 6
2. AMENDMENT/MODIFICATION NO. 0001	3. EFFECTIVE DATE 02/19/2010	4. REQUISITION/PURCHASE REQ. NO. See Lines	5. PROJECT NO. (If applicable)		
6. ISSUED BY DOT/Maritime Administration, MAR-380 1200 New Jersey Ave SE, MAR380 W26-429 Washington, DC 20590		CODE 00091	7. ADMINISTERED BY (If other than Item 6)		CODE
8. NAME AND ADDRESS OF CONTRACTOR (No., street, county, State and Zip Code) Ola Sage/Pres/CEO/301-565-2988 e-Management Consultants, Inc. 1010 Wayne Ave Ste 1150 Silver Spring, MD 20910-5615			9A. AMENDMENT OF SOLICITATION NO.		
			9B. DATED (SEE ITEM 11)		
			(X) 10A. MODIFICATION OF CONTRACT/ORDER NO. GS-06F-0081Z / DTMA1F10030		
			(X) 10B. DATED (SEE ITEM 13) 02/04/2010		
CODE *			FACILITY CODE		

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

The above numbered solicitation is amended as set forth in Item 14. The hour and date specified for receipt of Offers is extended, is not extended.

Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended, by one of the following methods:

(a) By completing Items 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPECIFIED MAY RESULT IN REJECTION OF YOUR OFFER. If by virtue of this amendment you desire to change an offer already submitted, such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNTING AND APPROPRIATION DATA (If required)

See Line Item Detail

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS.

IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: (Specify authority) THE CHANGES SET FORTH IN ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
<input type="checkbox"/>	
<input type="checkbox"/>	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADMINISTRATIVE CHANGES (such as changes in paying office, appropriation date, etc.) SET FORTH IN ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
<input type="checkbox"/>	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF:
<input checked="" type="checkbox"/>	D. OTHER (Specify type of modification and authority) Mutual Agreement

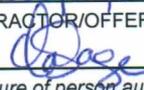
E. IMPORTANT: Contractor is not, is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION (Organized by UCF section headings, including solicitation/contract subject matter where feasible.)

The purpose of this modification is to include the following:

- CLIN 0001: The Period of Performance shall change from 05 Feb 2010 through 04 Feb 2011 to read: 19 Feb 2010 through 18 Feb 2011;
- CLIN 0002 Contingent upon exercising the Option for this CLIN, the Period of Performance shall change from 05 Feb 2011 through 04 Feb 2012 to read: 19 Feb 2011 through 18 Feb 2012;
- SEE SUMMARY FOR ADDITIONAL INFORMATION.

Except as provided herein, all terms and conditions of the document referenced in Item 9A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER (Type or print) Ola Sage, President & CEO		16A. NAME AND TITLE OF CONTRACTING OFFICER (Type or print) Alfredia Rich-Murphy	
15B. CONTRACTOR/OFFEROR  (Signature of person authorized to sign)	15C. DATE SIGNED 3/22/10	16B. United States of America BY  (Signature of Contracting Officer)	16C. DATE SIGNED 03/15/2010

Line Item Summary	Document Number DTMA1F10030/0001	Title Technology Enterprise	Page 2 of 6
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Total Funding: \$343,678.16

FYs	Fund	Budget Org	Sub	Object Class	Sub	Program	Cost Org	Sub	Proj/Job No.	Sub	Reporting Category
See Line Item(s)											
Division	Closed FYs	Cancelled Fund									

Line Item Number	Description	Delivery Date (Start date to End date)	Quantity	Unit of Issue	Unit Price	Total Cost
0001	Base Year - Technology Enterprise	(02/19/2010 to 02/18/2011)	0.00	LOT	\$0.00	\$0.00
	<p>Change in Extended Description, Performance Period This is a Firm-Fixed price contract issued under the General Services Administration Service (GSA), Federal Acquisition Service (FAS), Small Business Governmentwide Acquisition Contracts Center (SBGWACC) 8(a) Stars GWAC Contract Vehicle of which the TERMS AND CONDITIONS are incorporated.</p> <p>The contractor shall perform Enterprise Architecture and Business Transformation services for the US Department of Transportation/Maritime Administration located at 1200 New Jersey Avenue, SE Washington, DC 20590 in accordance with the attached Performance Based Statement of Work.</p> <p>The period of performance shall be from February 19, 2010 through February 18, 2011 with one (1) Option Year.</p> <p>The contractor shall coordinate working hours with the designated Contracting Officer's Technical Representative (COTR) for this contract.</p>					
Ref Req No: PR300100031						
0002	1st Option Year	(02/19/2011 to 02/18/2012)	0.00	LOT	\$0.00	\$0.00
	<p>Change in Extended Description, Performance Period This is a Firm-Fixed price contract issued under the General Services Administration Service (GSA), Federal Acquisition Service (FAS), Small Business Governmentwide Acquisition Contracts Center (SBGWACC) 8(a) Stars GWAC Contract Vehicle of which the TERMS AND CONDITIONS are incorporated.</p> <p>The contractor shall perform Enterprise Architecture and Business Transformation services for the US Department of Transportation/Maritime Administration located at 1200 New Jersey Avenue, SE Washington, DC 20590 in accordance with the attached Performance Based Statement of Work.</p> <p>If this Option is exercised the period of performance shall be from February 19, 2011 through February 18, 2012 with one (1) Option Year.</p> <p>The contractor shall coordinate working hours with the designated Contracting Officer's Technical Representative (COTR) for this contract.</p>					
<p>Previous Total: \$343,678.16 Modification Total: \$0.00 Grand Total: \$343,678.16 (Includes Discounts)</p>						<p>OPTION PERIOD</p>

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SECTION A -- SOLICITATION/CONTRACT FORM

A.1 SUMMARY OF CHANGES

The free form item 'Cont'd of Block 14 has been added.
The free form item 'Subpart 32.10 - Performance-Based Payments has been added.

A.2 CONT'D OF BLOCK 14

4. In accordance with FAR Subpart 32.10 - Performance-Based Payments (See attached complete FAR instructions). In accordance with FAR Subpart 32.1004 - Procedures (a)(2)(i) The contract shall not permit payment for a cumulative event or criterion until the dependent event or criterion has been successfully completed (the cumulative event or criterion shall be established during weekly status meetings).
5. The contractor shall bill in equal monthly installments. Payments will be made in equal monthly installments based on the Government's acceptance of the contractor's Monthly Status Reports. NOTE: Performance-based payment amounts are commensurate with the value of the performance event or performance criterion, and are not expected to result in an unreasonably low or negative level of contractor investment in the contract.
6. The contractor shall submit invoices to: Tammy.Curnett@faa.gov or mail invoices to the address in block 21 of the Contract.
7. All other terms and conditions shall remain unchanged.

A.3 SUBPART 32.10 - PERFORMANCE-BASED PAYMENTS

Subpart 32.10 -- Performance-Based Payments

32.1000 -- Scope of Subpart.

This subpart provides policy and procedures for performance-based payments under noncommercial purchases pursuant to Subpart 32.1.

32.1001 -- Policy.

- (a) Performance-based payments are the preferred Government financing method when the contracting officer finds them practical, and the contractor agrees to their use.
- (b) Performance-based payments are contract financing payments that are not payment for accepted items.
- (c) Performance-based payments are fully recoverable, in the same manner as progress payments, in the event of default.
- (d) Performance-based payments are contract financing payments and, therefore, are not subject to the interest-penalty provisions of prompt payment (see Subpart 32.9). These payments shall be made in accordance with the agency policy.
- (e) Performance-based payments shall not be used for-
 - (1) Payments under cost-reimbursement line items;
 - (2) Contracts for architect-engineer services or construction, or for shipbuilding or ship conversion, alteration, or repair, when the contracts provide for progress payments based upon a percentage or stage of completion; or
 - (3) Contracts awarded through sealed bid procedures.

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32.1002 -- Bases for Performance-Based Payments.

Performance-based payments may be made on any of the following bases:

- (a) Performance measured by objective, quantifiable methods.
- (b) Accomplishment of defined events.
- (c) Other quantifiable measures of results.

32.1003 -- Criteria for Use.

The contracting officer may use performance-based payments for individual orders and contracts provided-

- (a) The contracting officer and offeror agree on the performance-based payment terms;
- (b) The contract, individual order, or line item is a fixed-price type;
- (c) For indefinite delivery contracts, the individual order does not provide for progress payments; and
- (d) For other than indefinite delivery contracts, the contract does not provide for progress payments.

32.1004 -- Procedures.

Performance-based payments may be made either on a whole contract or on a deliverable item basis, unless otherwise prescribed by agency regulations. Financing payments to be made on a whole contract basis are applicable to the entire contract, and not to specific deliverable items. Financing payments to be made on a deliverable item basis are applicable to a specific individual deliverable item. (A deliverable item for these purposes is a separate item with a distinct unit price. Thus, a contract line item for 10 airplanes, with a unit price of \$1,000,000 each, has 10 deliverable items -- the separate planes. A contract line item for 1 lot of 10 airplanes, with a lot price of \$10,000,000, has only one deliverable item -- the lot.)

(a) Establishing performance bases.

(1) The basis for performance-based payments may be either specifically described events (e.g., milestones) or some measurable criterion of performance. Each event or performance criterion that will trigger a finance payment shall be an integral and necessary part of contract performance and shall be identified in the contract, along with a description of what constitutes successful performance of the event or attainment of the performance criterion. The signing of contracts or modifications, the exercise of options, the passage of time, or other such occurrences do not represent meaningful efforts or actions and shall not be identified as events or criteria for performance-based payments. An event need not be a critical event in order to trigger a payment, but the Government must be able to readily verify successful performance of each such event or performance criterion.

(2) Events or criteria may be either severable or cumulative. The successful completion of a severable event or criterion is independent of the accomplishment of any other event or criterion. Conversely, the successful accomplishment of a cumulative event or criterion is dependent upon the previous accomplishment of another event. A contract may provide for more than one series of severable and/or cumulative performance events or criteria performed in parallel. The contracting officer shall include the following in the contract:

- (i) The contract shall not permit payment for a cumulative event or criterion until the dependent event or criterion has been successfully completed.
- (ii) The contract shall specifically identify severable events or criteria.
- (iii) The contract shall specifically identify cumulative events or criteria and identify which events or criteria are preconditions for the successful achievement of each event or criterion.
- (iv) Because performance-based payments are contract financing, events or criteria shall not serve as a vehicle to reward the contractor for completion of performance levels over and above what is required for successful completion of the contract.
- (v) If payment of performance-based finance amounts is on a deliverable item basis, each event or performance criterion shall be part of the performance necessary for that deliverable item and shall be identified to a specific contract line item or subline item.

(b) Establishing performance-based finance payment amounts.

(1) The contracting officer shall establish a complete, fully defined schedule of events or performance criteria and payment amounts when negotiating contract terms. If a contract action significantly affects the price, or event or performance criterion, the contracting officer responsible for pricing the contract modification must adjust the performance-based payment schedule appropriately.

(2) Total performance-based payments shall-

- (i) Reflect prudent contract financing provided only to the extent needed for contract performance (see 32.104(a)); and
- (ii) Not exceed 90 percent of the contract price if on a whole contract basis, or 90 percent of the delivery item price if on a delivery item basis.

(3) The contract shall specifically state the amount of each performance-based payment either as a dollar amount or as a percentage of a specifically identified price (e.g., contract price, or unit price of the deliverable item). The payment of contract

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financing has a cost to the Government in terms of interest paid by the Treasury to borrow funds to make the payment. Because the contracting officer has wide discretion as to the timing and amount of the performance-based payments, the contracting officer shall ensure that-

- (i) The total contract price is fair and reasonable, all factors considered; and
 - (ii) Performance-based payment amounts are commensurate with the value of the performance event or performance criterion, and are not expected to result in an unreasonably low or negative level of contractor investment in the contract. To confirm sufficient investment, the contracting officer may request expenditure profile information from offerors, but only if other information in the proposal, or information otherwise available to the contracting officer, is expected to be insufficient.
- (4) Unless agency procedures prescribe the bases for establishing performance-based payment amounts, contracting officers may establish them on any rational basis, including (but not limited to)-
- (i) Engineering estimates of stages of completion;
 - (ii) Engineering estimates of hours or other measures of effort to be expended in performance of an event or achievement of a performance criterion; or
 - (iii) The estimated projected cost of performance of particular events.
- (5) When subsequent contract modifications are issued, the contracting officer shall adjust the performance-based payment schedule as necessary to reflect the actions required by those contract modifications.
- (c) Instructions for multiple appropriations. If there is more than one appropriation account (or subaccount) funding payments on the contract, the contracting officer shall provide instructions to the Government payment office for distribution of financing payments to the respective funds accounts. Distribution instructions shall be consistent with the contract's liquidation provisions.
- (d) Liquidating performance-based finance payments. Performance-based amounts shall be liquidated by deducting a percentage or a designated dollar amount from the delivery payments. The contracting officer must specify the liquidation rate or designated dollar amount in the contract. The method of liquidation must ensure complete liquidation no later than final payment.
- (1) If the contracting officer establishes the performance-based payments on a delivery item basis, the liquidation amount for each line item is the percent of that delivery item price that was previously paid under performance-based finance payments or the designated dollar amount.
- (2) If the performance-based finance payments are on a whole contract basis, liquidation is by predesignated liquidation amounts or liquidation percentages.
- (e) Competitive negotiated solicitations.
- (1) If a solicitation requests offerors to propose performance-based payments, the solicitation shall specify-
- (i) What, if any, terms must be included in all offers; and
 - (ii) The extent to which and how offeror-proposed performance-based payment terms will be evaluated. Unless agencies prescribe other evaluation procedures, if the contracting officer anticipates that the cost of providing performance-based payments would have a significant impact on determining the best value offer, the solicitation should state that the evaluation of the offeror's proposed prices will include an adjustment to reflect the estimated cost to the Government of providing each offeror's proposed performance-based payments (see Alternate I to the provision at 52.232-28).
- (2) The contracting officer shall-
- (i) Review the proposed terms to ensure they comply with this section; and
 - (ii) Use the adjustment method at 32.205(c) if the price is to be adjusted for evaluation purposes in accordance with paragraph (e)(1)(ii) of this section.