



Trilliant Networks Inc.  
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## EXHIBIT 1

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09/05/2014 08:08:09

# Proforma Invoice

### Bill-To-Party

City of Denton  
Accounts Payable  
215 E McKinney St.  
Denton TX 76201

### Ship-To-Party

City of Denton  
1701 C Spencer Road  
Denton TX 76205

### Information

<b>Invoice No.</b>	MS 2014-2015
<b>Invoice Date</b>	09/05/2014
<b>Customer PO No. (Date)</b>	
<b>Customer No.</b>	100446
<b>Currency</b>	USD
<b>Term of Payment</b>	Net due in 30 days

Item	Material/Description	Quantity	Unit Price	Value
10	TNI-MAINTENANCE UnitySuite Software Maintenance and Support no DSM (Oct 1, 2014 - Sept 30, 2015) Operating Budget	1 EA	46,453.00	46,453.00
----- <b>Total Amount</b>				46,453.00
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----- <b>Amount to Remit</b>				46,453.00
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EXHIBIT 1

Statement of WORK No. DME 2014 -01

STATEMENT OF WORK (“SOW”) NO. 00-01

This Statement of Work (SOW) defines a Statement of Services, Schedule and Price for work to be completed by Trilliant Networks, Inc. (“Trilliant”) for **Denton Municipal Electric** (“Customer”).

Unless specified otherwise within this SOW all work completed under this Statement of Work will be in accordance with the terms of the **AGREEMENT FOR SMART GRID INFRASTRUCTURE (“SGI”) PROJECT** dated June 30, 2010.

AUTHORIZATION

This Statement of Work is authorized and made an attachment to the above-identified Agreement.

Authorized by:	Accepted by:
Customer	Trilliant

By: _____	By: _____
(Signature)	(Signature)

Name: _____	Name: _____
(Please print)	(Please print)

Title: _____	Title: _____
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Date:	Date:
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EXHIBIT 1

STATEMENT OF WORK (“SOW”)

This document provides the Statement of Work (“SOW”) for the Sustainment Phase of the Customer Smart Grid communications infrastructure deployment project. The Sustainment Phase shall be defined as period beginning with “Systems Acceptance” as per the deployment agreement. The document includes responsibilities for both Trilliant and Customer. Any exceptions outside of this SOW require Change Order Procedure established in the Master Agreement.

Project Objective

After successful deployment completion and systems acceptance, Denton Municipal Electric (DME) have transitioned into the Sustainment Phase of the Smart Grid Infrastructure project. Key to this Phase, is ensuring continuity of service and maintained high performance and availability of the system. As part of that ongoing objective DME has requested and Trilliant has agreed to provide augmented operational and support capabilities as defined in this SOW.

Scope of Work Overview

Professional Sustainment Services	
Head-End System (HES) Operations and Performance Management	Quoted as per DME Request
Daily Verification of HES Operations (Verification, Resolution, Optimization)	YES
Daily HES Task Maintenance (Device Commissioning, change outs, new customers)	NO
HES Performance Reporting, Analysis, Investigation & Resolution	YES
Monthly analysis and improvement recommendations	YES
SecureMesh WAN Operations and Performance Management	
Commission, Update and decommission WAN Devices	NO
Monitoring of Alarms and Device Status	NO
Create trouble tickets for field investigations	NO
Monthly Performance Reporting	YES
Monthly Performance Improvement Plan	YES
Quarterly Network Audit	YES
SecureMesh NAN Operations and Performance Management	
Commission, Update and decommission Extender Bridges	NO
Investigate non-reporting meters (after 72 hours)	NO
Create trouble tickets for field investigations	NO
Monthly NAN Performance Reporting	YES
Monthly Performance improvement Plan	YES
Quarterly network audit	YES
Upgrade Services – Priced per Release	T&M Basis
Head-End System (HES) Upgrades	
Testing and Implementation Support of Hot Fix, Patch and New HES Releases	YES
Trilliant and Third Party Upgrade Testing and Deployment Planning	YES
SecureMesh WAN and NAN Upgrades	
Upgrade Testing and Firmware Deployment Planning	YES
Incident/Issue Management	T&M Basis*

As per DME’s request, Trilliant proposes to deliver performance and improvement reports on a monthly schedule, with the exception of the quarterly network audit. \*Pricing to deliver items quoted on a T&M Basis will be as per the daily rates shown in the pricing section of this SOW.

Project Deliverables

To meet the above objectives Trilliant shall provide the following deliverables:

1. Professional Sustainment Services

HES Operations and Performance Management

The HES Operations and Performance Management packages are provided to ensure the HES application is run and maintained for the highest level of performance. The System Operators will conduct daily analysis and investigation maximizing HES performance and uptime.

- **HES Operations**
  - **Verification of HES Operations (Verification, Resolution, Optimization)**
    - Daily verification of operations for production systems
    - Providing resolution or mitigation of operational issues
      - Including implementation of necessary “hot fixes” and/or instrumentation
    - Periodic verification for test server operation
- **HES Performance Management**
  - **HES Performance Reporting, Analysis, Investigation & Resolution**
    - Prepare reports on system performance metrics
    - Identify issues requiring further investigation
    - Schedule optimization and/or remediation
    - Task success review and enhancement
    - Document and publish monthly HES activity report
  - **Monthly analysis and improvement recommendations**
    - Initiate investigations on HES Related issues
    - Issue and manage trouble tickets with appropriate resources
    - Provide reports on root cause analysis (RCA) for P1 HES issues

EXHIBIT 1

SecureMesh WAN Operations and Performance Management

WAN Operations and Performance Management packages are offered to provide WAN operations and performance monitoring services. The packages provide customized network monitoring reports and report analysis to identify and solve network performance problems in real time and to monitor the performance indicators that ensure a reliable network.

- SecureMesh WAN Operations
  - None Included
- SecureMesh WAN Performance Management
  - Monthly WAN Performance Report
    - Prepare system performance reporting on key metrics
    - Identify issues requiring further investigation
    - Publish monthly network performance report and key actions
  - Monthly Performance Improvement Plan
    - Initiate remote investigations on Network Related issues
    - Locating network problems
    - Suggest optimization techniques to improve system performance
  - Quarterly Network Audit

The Network Audit is a suggested service for all SecureMesh systems. The study is a thorough review of the network with the intent of identifying any changes within the networks performance and/or architecture that may have resulted over time since final acceptance. It is suggest that this service be conducted as part of a Utilities proactive network maintenance framework.

    - SecureMesh WAN Benchmark Analysis
      - Hop Count
      - Loading
      - Redundancy
      - Reliability
      - Link Strength
      - Channel Planning/Utilization
    - Device Configuration Analysis
      - FW Penetration
      - Report on firmware versions active in the network
    - Conclusions and Recommendations
      - Suggested repairs
      - Suggested upgrade paths

SecureMesh NAN Operations and Performance Management

Network Operations and Performance Management packages are offered to provide NAN network operations and performance monitoring services. The packages provide customized network monitoring reports and report analysis to identify and solve network performance problems in real time and to monitor the performance indicators that ensure a reliable network.

- SecureMesh NAN Operations
  - None Included
- SecureMesh NAN Performance Management
  - Monthly NAN Performance Report
    - Prepare system performance reporting on key metrics
    - Identify issues requiring further investigation
    - Publish Monthly network performance report and key actions
  - Monthly Performance Improvement Plan
    - Initiate remote investigations on Network Related issues
    - Locating network problems
    - Suggest optimization techniques to improve system performance
  - Quarterly Network Audit
    - The Network Audit is a suggested service for all SecureMesh systems. The study is a thorough review of the network with the intent of identifying any changes within the networks performance and/or architecture that may have resulted over time since final acceptance. It is suggest that this service be conducted as part of a Utilities proactive network maintenance framework.
  - SecureMesh NAN benchmark Analysis
    - Hop Count
    - Loading
    - Redundancy
    - Reliability
    - Link Strength
    - Channel Planning/Utilization
  - Device Configuration Analysis
    - FW Penetration
    - Report on firmware versions active in the network
  - Conclusions and Recommendations
    - Suggested repairs
    - Suggested upgrade paths

2. Upgrade Services – Priced per Release

Head-End System (HES) Upgrades

- Testing and Implementation Support of Patch and New HES Releases
  - Installation and Validation of Patches and New HES releases on test environment
  - Deployment planning and execution for Patches and New HES releases into production environment
- Trilliant and third party upgrade testing and deployment planning
  - Support for testing new Trilliant software releases against existing integrated third party systems (e.g. MDM)
  - Support for testing Trilliant HES with new software releases of existing integrated third party systems (e.g. MDM)
  - Deployment planning and execution

SecureMesh WAN and NAN Firmware Upgrades

- Upgrade Testing and Firmware Deployment Planning
  - Deployment planning for new firmware releases for test and production networks
  - Execution and Testing of new network device firmware releases in test environment
  - Deployment of new firmware release via Unity suite FW packages to Production Network
  - Deployment of new firmware release via NEMS to Production network
- Incident/Issue Management - (Available on a T&M Basis)
  - Single Point of Contact (SPOC) to manage resolution of end to end issues, including management of customer’s 3<sup>rd</sup> party vendors applicable to the investigation.
  - Provide regular and informative reporting on status of open investigations, issue resolutions, general and specific ticket statuses and volumes, and RMA status
  - Document and report out to customer on RCA of high priority/impact customer-identified issues
  - Escalation Path – The Issue Manager will escalate issues as appropriate within Trilliant and the customer’s organization to achieve targets and ensure customer satisfaction with the account services. This will cover technical as well as commercial escalations.

Mission Critical Support Task Force Lead (only available if subscribed to Mission Critical Support)– If a mission critical event should arise based on the conditions defined, the SPOC will actively engage all relevant stakeholders, internal and external to Trilliant to provide issue management and, more importantly, deep analysis and time-sensitive resolution.

3. Customer Responsibilities

- All Field activities
- All operations and maintenance associated with managing the SecureMesh WAN in Unity Suite and in the field
- Creation of trouble tickets, and conducting in field investigations for all non-reporting devices
- Maintaining inventory for appropriate spares
- Provide current and accurate network and meter forecasts for future 12 month rolling window
- Informing Trilliant of RMA activity for incoming or outgoing devices and warehouse additions
- Regular updates in installed customer base
- Advanced notice of any and all impacting changes to be made to the system or 3<sup>rd</sup> party interfaces – minimum 2 months
- Manage and maintain all backhaul, IT and DB (database) infrastructure.
- IT resource availability to maintain and optimize for remote connectivity, VPN and other Networking issues
- Maintain and Publish current organizational charts with identified single point of contact

4. Deliverables

As a component of the Trilliant operational services, Trilliant will provide the following report deliverables.

- HES Operations and Performance Management Report
  - Monthly HES Activity Report, including Analysis and recommendations
- WAN/NAN Network Operations and Performance Management Report
  - Monthly network performance report, including analysis and recommendations
  - Quarterly Network Performance Audit

4. Price and Payment Terms

Denton Professional Sustainment Services		
Head End System – Operations	Annual Fee	
Verification of HES Operations (Verification, Resolution, Optimization)	Included	
Monthly analysis and improvement recommendations		
SecureMesh WAN Operations and Performance Management		
Monthly Performance Reporting	Included	
Monthly Performance Improvement Plan		
Quarterly network audit		
SecureMesh NAN Operations and Performance Management		
Monthly Meter Performance Reporting	Included	
Monthly Performance Improvement Plan		
Quarterly network audit		
Total Annual Operations		

Note 1 – Invoicing shall be at the beginning of each annualized Term, Price subject to change year over year based upon CPI and Trilliant’s cost of business.

Upgrade Services – Priced per Release		
Head End System (HES) Upgrades	Annual Fee	
Testing and Implementation Support of Patch and New HES Releases	Priced Per Release	
Trilliant and Third Party Upgrade Testing and Deployment Planning		
SecureMesh WAN and NAN Upgrades		
Upgrade, Testing and Firmware Deployment Planning and Implementation	Priced Per Release	Note 2

Note 2 – Excludes devices that are not reachable OTA

EXHIBIT 1

Service rate table including discount for SOW. Rates and discount shall be valid through contracted period.

Title	Daily Rate	Discount	Discounted Rate
Project Director	\$2,000.00	15%	\$1,700.00
Sr. Architect/Subject Matter Expert	\$2,000.00	15%	\$1,700.00
Network Architect	\$2,000.00	15%	\$1,700.00
Network Planner	\$1,350.00	15%	\$1,147.00
Systems Integration Lead	\$1,500.00	15%	\$1,275.00
Systems Integration Analyst	\$1,350.00	15%	\$1,147.50
Training Technical Consultant	\$1,350.00	15%	\$1,147.50
Service Assurance Analyst	\$1,200.00	15%	\$1,020.00
Data Base Analyst	\$1,500.00	15%	\$1,275.00

Term

The term of this Agreement shall be X years from the date of execution. Not less than ninety (90) days prior to expiration the Parties shall meet to review scope and associated pricing adjustments that may be appropriate. The Agreement shall automatically renew each year for an additional one-year term unless either Party gives written notice to the other of its intent not to renew not less than ninety (90) days before the expiration of the then-current term.

Invoicing and other pricing terms

Invoices shall be submitted to:

Denton Municipal Utilities  
ATTN: Kyle Tunnel  
1701 Spencer Road  
Denton, TX, 76205