EXHIBIT 3

THE STATE OF TEXAS §
§
COUNTY OF DENTON §

FIRST AMENDMENT TO CONTRACT
BY AND BETWEEN THE CITY OF DENTON, TEXAS
AND MISSION CRITICAL PARTNERS, INC.
[CONTRACT NO. 5860]

THIS FIRST AMENDMENT TO CONTRACT 5860 ("Amendment") by and between the City of Denton, Texas ("City") and Mission Critical Partners, Inc. ("Consultant");

The CITY deems it necessary to further expand the services provided by CONSULTANT to the CITY;

NOW THEREFORE,

1. ARTICLE II SCOPE OF SERVICES of the Agreement is hereby amended to include the following:

   "D. The CONSULTANT shall perform all those services as necessary and as described in the CONSULTANT's Transmittal Letter, dated March 2, 2017 and Mission Critical Partners Payment Milestones, which are attached hereto and made a part hereof as **Attachment '1' and Attachment '2'** as if written word for word herein."

2. ARTICLE V COMPENSATION, Section A BILLING AND PAYMENT of the Agreement is hereby amended to read as follows:

   "For an in consideration of the professional services to be performed by the CONSULTANT herein, the OWNER agrees to pay, based on the cost estimate detail at an hourly rate shown in Exhibit "B" which is attached hereto and made a part of this Agreement as if written word for word herein, a total fee, including reimbursement for direct non-labor expenses not to exceed **$222,157.00**."

All other provisions of the Contract 5860, as heretofore amended, remain in full force and effect.

IN WITNESS WHEREOF, the CITY and the CONSULTANT, have each executed this Amendment, by and through their respective duly authorized representatives and officers on this date _____.

"CITY"

CITY OF DENTON, TEXAS
A Texas Municipal Corporation

By: _____
TODD HILEMAN
CITY MANAGER

ATTEST:
JENNIFER WALTERS, CITY SECRETARY

By: _____

APPROVED AS TO LEGAL FORM:
AARON LEAL, INTERIM CITY ATTORNEY

By: DocuSigned by: John Knight C821996C2A2B439... _____

"CONSULTANT"

MISSION CRITICAL PARTNERS, INC.
A Corporation

By: DocuSigned by: D71F713F54A3415... Senior Vice President
AUTHORIZED SIGNATURE, TITLE
David F. Jones, Mission Critical Partners, Inc.

TRANSMITTAL LETTER

March 2, 2017

Robin Paulsgrove, Fire Chief
City of Denton Fire Department
332 East Hickory Street
Denton, TX 76201

Re: Letter Proposal to Provide Public Safety Communications Services Scope of Work

Dear Chief Paulsgrove:

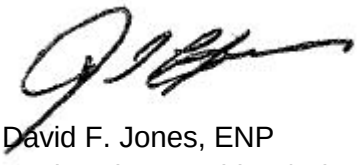
Mission Critical Partners, Inc. (MCP) is pleased to submit this proposal to provide Computer-Aided Dispatch (CAD), Police Record Management System (RMS), and Fire Department RMS software procurement and implementation oversight services to the City of Denton (City). The proposed scope of work builds upon the previous services that were provided by MCP. This letter proposal contains a description of a proposed scope of services that will support the City through the CAD/RMS software implementation process.

The proposal also describes a scope of work to support the renovation of the public safety communication center. This unique mission critical facility requires upgrades that include new console workstations and systems necessary to meet the needs of a growing municipality.

We appreciate the opportunity to present this proposal to the City, and look forward to working with you and your staff. If you have any questions and/or comments, please do not hesitate to contact me at 864-809-9911 (cell), 817-213-6919 (direct office), or via email at DavidJones@MCP911.com.

Kind regards,

MISSION CRITICAL PARTNERS, INC.



David F. Jones, ENP
Senior Vice President/Principal

BACKGROUND

Mission Critical Partners (MCP) is currently under contract with the City of Denton (City) to provide a scope of professional services to procure a computer-aided dispatch (CAD) system and public safety records management systems (RMS) for the Police and Fire Departments. The proposal describes MCP's methodology for managing the implementation of the CAD and RMS once the procurement process has concluded.

PROPOSED SCOPE OF WORK

Mission Critical Partners was asked to submit a proposed scope of work (SOW) that would provide support to the City throughout the CAD (including mobile data software) and RMS implementation process. The implementation process typically includes preparatory meetings with vendors, installation oversight, system cut-over, acceptance testing, and final approval. MCP assumes that a single vendor will be selected to provide both the CAD, mobile data software and Police RMS. While a different vendor may provide the Fire RMS, the implementation, testing and cutover will be managed concurrently with the other systems. The following sections describe the SOW that is necessary to accomplish a successful implementation for all systems.

TASK 1 – CAD, POLICE RMS, AND FIRE RMS PROCUREMENT

This phase of the project will take the City through the completion of the CAD, Police RMS, and Fire RMS procurement process. MCP will work closely with City Purchasing Department staff to develop request for proposals (RFP) and distribute them to qualified vendors within the proposed schedule for release.

MCP will provide the following services:

- Support the City throughout the competitive procurement process
  - Assist in the preparation of two RFPs
  - Prepare a list of potential vendors/respondents
  - Create a CAD, Police RMS and Fire RMS vendor proposal scoring tools
  - Facilitate a CAD and Police RMS pre-proposal vendor conference
  - Provide technical advice to City staff during the proposal evaluation process
- Support selection of vendor
  - Support on-site CAD system demonstrations for up to three vendors that currently offer the required qualifications.
  - Serve as City CAD and RMS technical adviser during vendor interviews.
  - Facilitate a workshop for the members of the City's proposal assessment team to instruct them on the use of the proposal scoring tool.
- Support the City Purchasing Department, as needed, throughout the contract negotiation process.

Milestones for Task 1 include:

1. Preparation and release of the CAD, Police and Fire RMS RFPs
2. Contract execution with selected vendors

TASK 2 - CAD AND POLICE RMS IMPLEMENTATION

The CAD system will be installed in an operating communications center. The installation of the new CAD must be done in a manner which results in minimum disruption of center activities and limited disruption of dispatching services. MCP will facilitate the vendor installation planning meetings and will periodically provide personnel on site at the City during the installation process. MCP will work with the City and the vendor to develop a punch list of issues, roadblocks, defects, and items that fail to conform to the published technical specifications. These issues must be resolved prior to MCP authorizing system acceptance and release of final payment to the vendor.

MCP will work with City Information Technology (IT) staff and the CAD and Police RMS vendor to support the development of the implementation plan to be used to deploy the selected systems. MCP will lead the project team and selected vendor in the development of a single, integrated plan that encompasses all activities required to deliver success for the CAD and Police RMS solution implementation. MCP's deployment support will focus on assisting the City in overcoming the barriers of success typically found in emerging technology installations. Our goal is to support the City during deployment ensuring compliance to contract requirements, development of test plans and scripts designed to demonstrate functional fulfillment of the technical requirements; and oversight of all activities associated with the installation of the CAD and Police RMS solutions.

Deployment plans are tailored to meet the needs of each set of stakeholders and are living documents which adapt during the execution phase. The deployment plan addresses the project management "Triple Constraint": Scope, Time, and Cost. It serves as the deployment charter (i.e. the document authorizing the next phase of the project) and documents the stakeholder's views and definitions of success. A typical deployment plan includes the following:

- Work with the selected CAD and Police RMS vendor on behalf of the City to support the development of the implementation plan to be used to deploy the selected CAD and Police RMS
- Provide overall project management
- Equipment ordering, receipt and inventorying
- Installation, integration, and data conversion
- Review of training course materials
- Review and comment on the CAD vendor's Cutover and Contingency Plan
- Review and approval Acceptance Test Plan (ATP)
- Final CAD and Police RMS testing and approval of system acceptance

Change management is a critical part of the deployment plan. A process for the identification, review, approval, and implementation of changes is documented and executed to control scope creep and to initiate the contract modification process (as necessary). MCP will be responsible for working with the selected vendor to produce the deployment plan. MCP will advise the City on the need to revise or modify the deployment plan.

Milestones for Task 2 include:

1. Vendor implementation plan approval
2. Testing of interfaces
3. Initial system testing
4. Final system acceptance

TASK 3 - VENDOR PROVIDED TRAINING

MCP will work with the City to determine the level of training that will be required for CAD and Police RMS users. MCP will review and provide comments on the training curriculum, course syllabi and courseware that the vendor(s) will utilize to provide training to the system managers, telecommunicators, police officers, firefighters, and other users. MCP consultants will participate in certain aspects of the training to assure compliance with the training plan and curriculum.

Milestone for Task 3:

1. Approval of vendor training curriculum

TASK 4 - CAD AND POLICE RMS CUTOVER

The final step in the implementation process will be the cutover from the existing CAD and Police RMS to the new systems. This is an extremely critical process, as the system will be a live system and the quality of service must be maintained for the telecommunicators to continue normal operations during the cutover process. MCP personnel will be present during the cutover process to observe and participate in the system testing to verify proper post-cutover system operation. MCP will monitor, in conjunction with City IT staff, the operation of the system throughout the prescribed acceptance and testing period. MCP will work closely with the vendor to assure that any faults or errors are corrected before final acceptance will be recommended.

Milestone for Task 4 include:

1. CAD and Police RMS system operationalization/go-live

TASK 5 - FIRE DEPARTMENT RMS IMPLEMENTATION

MCP is prepared to support the City through the implementation of the Fire Department RMS. MCP will work with City Fire personnel, IT staff, and the Fire RMS vendor to develop an implementation plan that can be executed concurrently with the CAD and Police RMS. The Fire RMS Implementation Plan addresses the following tasks:

- Project management
- Software ordering
- Conversion of existing data
- System Installation and CAD integration
- Review of training course materials
- Review and comment on the Fire RMS vendor Cutover Plan

- Review and approval Acceptance Test Plan (ATP)
- Final Fire RMS testing and approval of system acceptance

MCP consultants will be on-site during planning meetings, key steps in the installation process, and system testing. MCP will work with the City to evaluate the operational capacity of the Fire RMS before final acceptance will be recommended.

Milestones for Task 5 include:

1. Fire RMS acceptance testing
2. Fire RMS system operationalization/go-live

TASK 6 - COMMUNICATION CENTER RENOVATION SUPPORT

Mission Critical Partners understands that the City intends to renovate the existing public safety communications center that is located in the Police Department facility. The center has been in constant operation since 1992 and requires upgrades to accommodate the addition of telecommunicators and call takers. MCP understands that the City will work with an architect to redesign the current space. The design of mission critical public safety facilities requires specific expertise in the functions and systems that are unique to the environment. The installation of new dispatch console workstations will require upgrades to electrical wiring, structural network cabling, and electrical grounding. The MCP consultants assigned to this project are experienced in planning and coordinating construction and installation activities within an active communication center. MCP is prepared to provide the following services:

1. Collaborate with the City's architect to assure their understanding of the standards and unique requirements necessary to support public safety answering point (PSAP) functions, technologies, and systems.
2. Coordinate the layout of the communication center to accommodate additional console positions.
3. Provide reviews at schematic design (SD) completion, 50 percent completion of construction documents (CD), and review at 90 percent completion of CDs.
    - The reviews will include project drawings, project narratives, project specifications, project schedules and project estimates.
4. Review design plans for compliance with grounding system design based upon Motorola R56 standard and best practices for a public safety telecommunication center.
5. MCP will support the construction phase by attending on-site meetings and being present during significant stages of the renovation process.

Replacement of Dispatch Console Workstations

MCP consultants will meet with City telecommunicators to determine the desired design, function, and configuration of the dispatch furniture. MCP will conduct the research necessary to identify qualified and reputable dispatch furniture manufacturers and vendors. MCP will arrange for vendors of console furniture to demonstrate their product line to representatives of the City. This will include arranging site visits to view console products in use at other communication centers within the Dallas/Fort Worth area.

1. Manage the development of specifications, bidding, and procurement of the dispatch console workstations.
2. Work with the communication center director to develop a transition plan to assure uninterrupted operational capacity while renovations are underway.
3. Oversee the installation of the console including:
    - Scheduling installation crews
    - Verifying receipt of undamaged components
    - Staging/storing console components
    - Installation oversight
4. Coordinate planning with City IT and communication center staff to conduct the phased decommissioning of the existing console workstations and removal.
5. Coordinate with City IT staff and third-party contractors to implement the phased re-installation of systems within the new consoles including CAD, radio dispatch console, 9-1-1 system, monitors, administrative telephones, and other systems.

Milestones for Task 6 include:

1. City acceptance of the final architectural design plan
2. Renovation center oversight
3. Selection and procurement of console workstations
4. Completion of console workstation installation

RESUMES

Resumes for MCP's proposed staff can be found on the following pages.

Richard Gaston
Project Manager
Mission Critical Partners

Industry Experience
30 years

Education
B.S., Emergency Administration and Planning, University of North Texas

Certifications
Certified Emergency Manager (CEM), International Association of Emergency Managers

Texas Master Peace Officer, Texas Commission on Law Enforcement (TCOLE)

Law Enforcement Instructor, (TCOLE)

Advanced Firefighter, Texas Commission on Fire Protection

Fire Service Instructor, Texas Commission on Fire Protection

Fire and Arson Investigator, Texas Commission on Fire Protection

Emergency Medical Technician, Texas Department of Health

Emergency Medical Instructor/Examiner, Texas Department of Health

Richard Gaston is a Project Manager for Mission Critical Partners. He offers practical public safety experience spanning law enforcement, fire protection, emergency medical services, emergency management, and business continuity management. Richard has managed public safety agencies at the county and municipal level. As a consultant, he has managed client projects involving communication center assessment and renovation, radio system assessment and replacement, computer aided dispatch procurement and implementation, security assessment, continuity of operations planning, and interoperability studies.

Representative Project Experience
- East Harris County Emergency Joint Powers Board—Regional communication center feasibility study, space programming study, and construction, and facility operationalization oversight.
- Tarrant County 9-1-1 District, Texas—Radio communication interoperability study, management of interoperability initiative implementation.
- City of Highland Village, Texas—Radio system upgrade, computer-aided dispatch (CAD) replacement, communication center renovation and security enhancements.
- City of Denton, Texas—Organizational assessment and dispatch staffing study, communication center and emergency operation center space study, CAD and record management system (RMS) replacement.
- Lubbock County, Texas—Radio system study and recommendations for system improvements.
- Adams County Communication Center (ADCOM911) Colorado—Facility security vulnerability and security assessment.
- State of Arizona FirstNet—Full-scale public safety broadband (PSBN) tribal exercise conducted in coordination with the Hualapai Nation at the Grand Canyon.
- State of Kansas—Kansas State Interoperability Communication System (KSICS) radio system assessment and funding recommendations.
- North Central Texas Council of Governments (NCTCOG)—Regional 9-1-1 Emergency Number Program; threat assessment and Mission Continuity Plan development, tabletop exercise development and facilitation, network security audit.
- North Central Texas Council of Governments (NCTCOG) Dallas/Fort Worth/Arlington Urban Area Security Initiative (UASI)—2014 Threat and Hazard Identification and Risk Assessment (THIRA) update, threat identification, and impact modeling.
- North Central Texas Trauma Regional Advisory Council (NCTTRAC)—Regional hospital radio communication assessment.
- Alachua County Combined Communication Center, Florida—Call processing review and recommendations.
- Hays County, Texas—Communication center collocation study.
- Bell County, Texas—Comprehensive communication center study and needs assessment.
- Cowley County, Kansas—Radio system assessment and planning, consolidated communication center technology implementation,
- City of Dallas Fire Rescue, Texas—Analysis of Fire/EMS dispatch operations and implementation of emergency medical dispatch software.
- Federal Emergency Management Agency (FEMA)—Alert and notification systems study, findings and recommendations.
- State of Kansas—Statewide public safety radio system assessment and recommendations to enhance system governance and management.

Robert P. Lafaye, PMP
Technology Specialist
Mission Critical Partners

Industry Experience
11 years

Education
B.S., Emergency Administration and Planning, University of North Texas

Associate Degree, Applied Science Logistics, Community College of the Air Force

Certifications
Project Management Professional (PMP)

National Incident Management System (NIMS) Instructor

Associations
Project Management Institute

Specialized Training and Experience
- Fire Fighter II
- Emergency Medical Technician-Defibrillator (EMT-D)
- Hazardous Materials Specialist
- Incident Command Training

Robert brings vast experience in implementing and successfully managing multi-million dollar information technology (IT) infrastructure projects related to data center migration and design, cabling, voice over internet protocol (VoIP) (Cisco), data storage, disaster recovery, audiovisual and security systems. He has created and implemented several emergency management plans and programs. Robert has demonstrated analytical skills to interpret and apply policies and ensure compliance with policy, procedures, and various laws and regulations as well as new technology.

Professional Experience
- City of Sachse, Texas—Project Manager/Emergency Management Coordinator
  - Managed IT infrastructure design, VoIP (Cisco) installation, software upgrades and security projects
  - Managed IT data center migration to the new city complexes
  - Defined scope, developed risk plans/disaster recover, negotiated vendor contracts (RFPs) and monitored process to end; briefed elected officials on processes, programs and projects requiring funding
  - Developed, maintained, and tested the Emergency Operations Plan (EOP) (Disaster Recovery/Continuity Plan), which included all-hazard response and mitigation plan
  - Created and conducted training exercises and after action/improvement plans
- City of Rowlett, Texas—Emergency Management Coordinator
  - Managed Homeland Security grants for building and equipping the new EOC and backup 9-1-1 center
  - Developed EOP
  - Established, updated, and evaluated Standard Operating Guidelines (SOGs)
  - Conducted training, exercises and after action reports
- U.S. Air Force—Chief Plans and Programs, Chief Master Sergeant
  - Served in a leadership role from joint command level to instructor of wartime operations/security
  - Supported the United States Antarctic Program in plan and program development for the Department of Defense and U.S. Transportation Command

Representative Project Experience
- Department of Homeland Security / Federal Emergency Management Agency (DHS/FEMA) Chemical Stockpile Emergency Preparedness Program (CSEPP)—
  - State of Kentucky
    - Technical consulting on CSEPP emergency communications, warning, and alert systems
    - Technology integration services for new facilities for State Emergency Operations Center (EOC), Powell County EOC, Rockcastle County EOC, Clark County EOC, Madison County EOC, Jackson County EOC, Garrard County EOC, and Lexington-Fayette Urban County Government EOC
- East Harris County Emergency Services Joint Powers Board, Texas—Regional Communications Center technology systems design, procurement and installation
- Lubbock County Emergency Communications District, Texas—Project Manager, Supported technology aspects of new PSAP project
- Utah Valley Dispatch Special Service District—Project Manager, Emergency communications facility assessment study

Maura R. Hickey, ENP
Project Manager
Mission Critical Partners

Industry Experience
20 years

Education
B.S., School of Architecture, University of Texas, Arlington

Certifications
Emergency Number Professional (ENP)

Texas Commission on Law Enforcement Officer Standards and Education (TCLEOSE)
- Basic Instructor; Advanced Telecommunicator

Associations
National Emergency Number Association (NENA)

Maura brings extensive experience in facilitating successful project/team implementation techniques. As a former PSAP Manager and Project Manager, Maura has a proven abili in project analysis, project coordination and project implementation.

Professional Experience
- Computer Aided Dispatch (CAD) Administrator
- Project Management Fundamentals
- Record Management System (RMS) Administrator
- Radio System Administration
- PSAP Management

Representative Project Experience
- Shelby County, Tennessee 9-1-1 District—Project Manager—Memphis Police Department CAD RFP development
  - Shelby County Sheriff and Shelby County Fire CAD RFP development
  - Memphis Police Department CAD upgrade RFP development
  - Shelby County Sheriff and Shelby County fire CAD implementation
  - Memphis Police Department CAD upgrade implementation
- Memphis Police Department, Tennessee—Law Enforcement Event Video Documentation System—Project Manager for Memphis Police Department LEEVD RFP development and procurement assistance
- North Central Texas Council of Governments (NCTCOG)
  - Feasibility study of a regional backup PSAP facility
  - NCTCOG COOP Table Top Exercise Evaluator
- DuPage Emergency Telephone Service Board (ETSB), Illinois—Consolidation study assessment and recommendations
- Cities of Fairview Heights/O'Fallon, Illinois–Technical support for PSAP consolidation study
- City of Denton, Texas—Organizational assessment; CAD and Law RMS specifications for RFP development
- Hays County, Texas—Development of implementation plans for countywide 9-1-1 center collocation
- Wake County, North Carolina—Replacement of CAD and Mobile Data Systems
- City of Dallas, Texas—Assistance with due diligence for Emergency Medical Dispatch protocol solution
- State of Tennessee Emergency Communications Board—Training and career path assessment and recommendations
- State of Nebraska—Statewide emergency telephone communications infrastructure assessment

PROJECT PRICING

Mission Critical Partners proposes to deliver services on a per hour basis based on H-GAC Purchase Contract #HP07-13. Services, as defined in the scope of work (SOW) for the project are proposed as a not-to-exceed fee of $122,161 with labor effort, as defined above. Prior to initiating such additional work, Mission Critical Partners would require a formal letter of authorization from the City of Denton.

Table 1: Pricing Table

Task	Proposed Fee
Tasks 1 through 5	$77,140
Task 6	$45,021
Total	**$122,161**

Please know, above all else, MCP is flexible and agreeable to negotiate any pricing established herein as our current understanding of the effort may not be yours. Our priority is for this project to be successful for the City of Denton, and we stand ready to adjust the level of support deemed necessary for success to occur.

ATTACHMENT 2

Mission Critical Partners Payment Milestones	
Condition to Payment	**Percentage of Fee for Task to be Paid**
Task 1 - CAD LE and Fire RMS Procurement	**Labor Budget - $20,856.00**
1. Preparation and release of RFPs	50%
2. Contract execution with vendor(s)	50%
Task 2 - CAD and LE RMS Implementation	**Labor Budget - $29,084.00**
1. Vendor implementation plan approval	25%
2. Interface testing	25%
3. Initial system testing	25%
4. Final system acceptance	25%
Task 3 - Vendor Training	**Labor Budget - $4,268.00**
1. Approval of training curriculum	100%
Task 4 - CAD and LE RMS Cutover	**Labor Budget - $7,128.00**
1. CAD/RMS system operationalization/go-live	100%
Task 5 - Fire Department RMS Implementation	**Labor Budget - $10,608.00**
1. System acceptance testing	50%
2. Fire RMS Operationalization/Go-live	50%
Task 6 – Communication Center Renovation	**Labor Budget - $44,704**
1. City acceptance of final design plan	25%
2. Renovation oversight	25%
3. Console workstation procurement	25%
4. Completion of workstation installation	25%
Expenses* (Task 1-6)	**$5,513**
Total Project Budget	**$122,161**

* Travel, per diem, printing, etc.

Task	Gross Hours
Task 1 - CAD LE and Fire RMS Procurement	116
Task 2 - CAD and LE RMS Implementation	164
Task 3 - Vendor Training	24
Task 4 - CAD and LE RMS Cutover	40
Task 5 - Fire Department RMS Implementation	70
Task 6 – Communication Center Renovation	248