

EXHIBIT A-2

Form of Fixed Price Task Order

Task Order No. []

Fixed Price Task Order

[TITLE]

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Task Order No. []

Fixed Price Task Order

[TITLE]

This Task Order No. [] (this “Task Order”) is entered into as of [____], 20__ (the “Effective Date”) under that certain Master Services Agreement between Client and Contractor dated as of [____], 20__ (the “MSA”), and describes certain Services to be performed under the MSA. Capitalized terms used herein but not defined shall have the meanings set forth in the MSA.

I. Summary

This is an FP Task Order. This Task Order describes FP Services in relation to [____].

The term of this Task Order is [____].

II. Services

A. Description of Services

The following Services are provided under this Task Order: [____]. The Requirements applicable to this Task Order are set forth in Exhibit [____].

B. Deliverables

The Deliverables for this Task Order are set forth in Exhibit [____]. Exhibit [____] sets forth the Acceptance Criteria for each Deliverable [and the applicable Acceptance Process]. Exhibit [____] sets forth Acceptance Criteria for Final Acceptance of the System developed under this Task Order.

C. Assumptions

The following Assumptions apply to this Task Order: [____].

D. Client Responsibilities

The following are Client Responsibilities under this Task Order: [____].

III. Payment Schedule and Repayment of Holdback Amount Payment Schedule

The Fixed Price for this Task Order is \$[____]. Client shall pay the Fixed Price in accordance with the payment schedule set forth in Exhibit [____].

A. Holdback

The payments under this Task Order are subject to Holdback as set forth in Exhibit [____].

B. Liquidated Damages

Client will have the right to assess liquidated damages in the amounts set forth below for [_____].

Liquidated damages amounts shall be as follows: [_____] per Deliverable per day until the Deliverable is submitted to Client, and up to a maximum of [_____] per Deliverable. Liquidated damages shall have an aggregated cap of [_____].

IV. Warranty Support Obligations

The Warranty Period for [_____] is the period commencing on [_____] and expiring on [_____].

Contractor will provide the Warranty Support Obligations set forth in Exhibit [___] for the duration of the Warranty Period.

V. Post Warranty Support Obligations

Contractor will provide the Post Warranty Support Obligations set forth in Exhibit [___] for the duration of the Post Warranty Period.

VI. Project Management

A. Project Managers

The Project Managers for Contractor and Client for this Task Order are set forth below:

Contractor: [_____]

Client: [_____]

B. Key Personnel

The Key Personnel for this Task Order are set forth below:

[_____]

C. Core Project Team

The Core Project Team for this Task Order is set forth below:

[_____]

D. Key Subcontractors

The Key Subcontractors for this Task Order are set forth below:

[_____]

VII. Facility Resources and Technology Resources

A. Client Provided Facility Resources

Client will provide the following Facility Resources to Contractor for the performance of the Services under this Task Order: [_____].

B. Client Provided Technology Resources

Client will provide the following Technology Resources to Contractor for the performance of the Services under this Task Order: [_____].

VIII. Source Materials; Escrow

Contractor shall deposit the Software listed on Exhibit [__] to this Task Order in the Escrow Account in accordance with the provisions of Section 13.8 of the MSA.

IX. Exhibits

- | | |
|--------------|---|
| Exhibit [__] | Requirements |
| Exhibit [__] | Deliverables; Acceptance Criteria; [Acceptance Process] |
| Exhibit [__] | Final Acceptance |
| Exhibit [__] | Payment Schedule and Holdback |
| Exhibit [__] | Warranty Support |
| Exhibit [__] | Post Warranty Support |