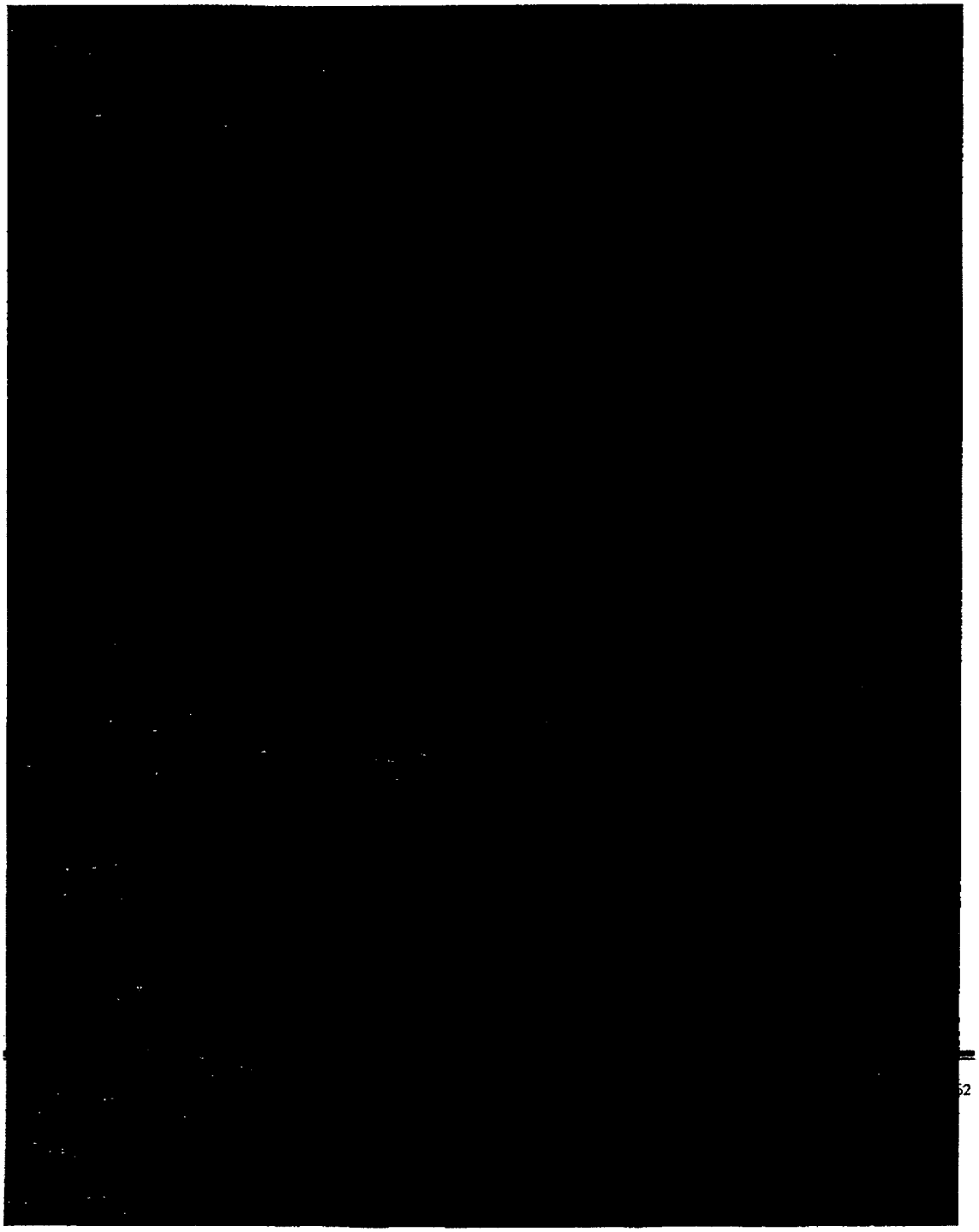
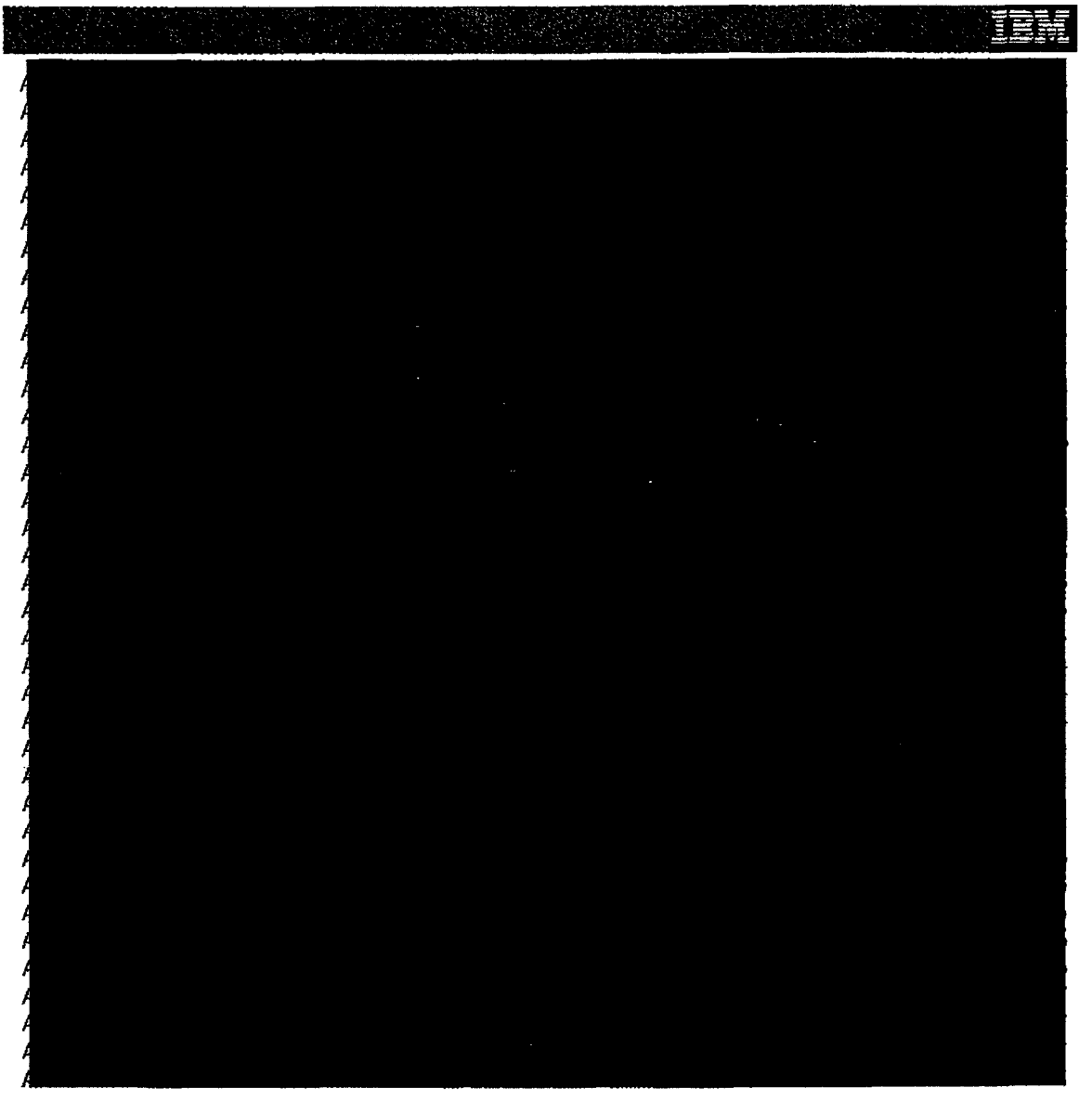
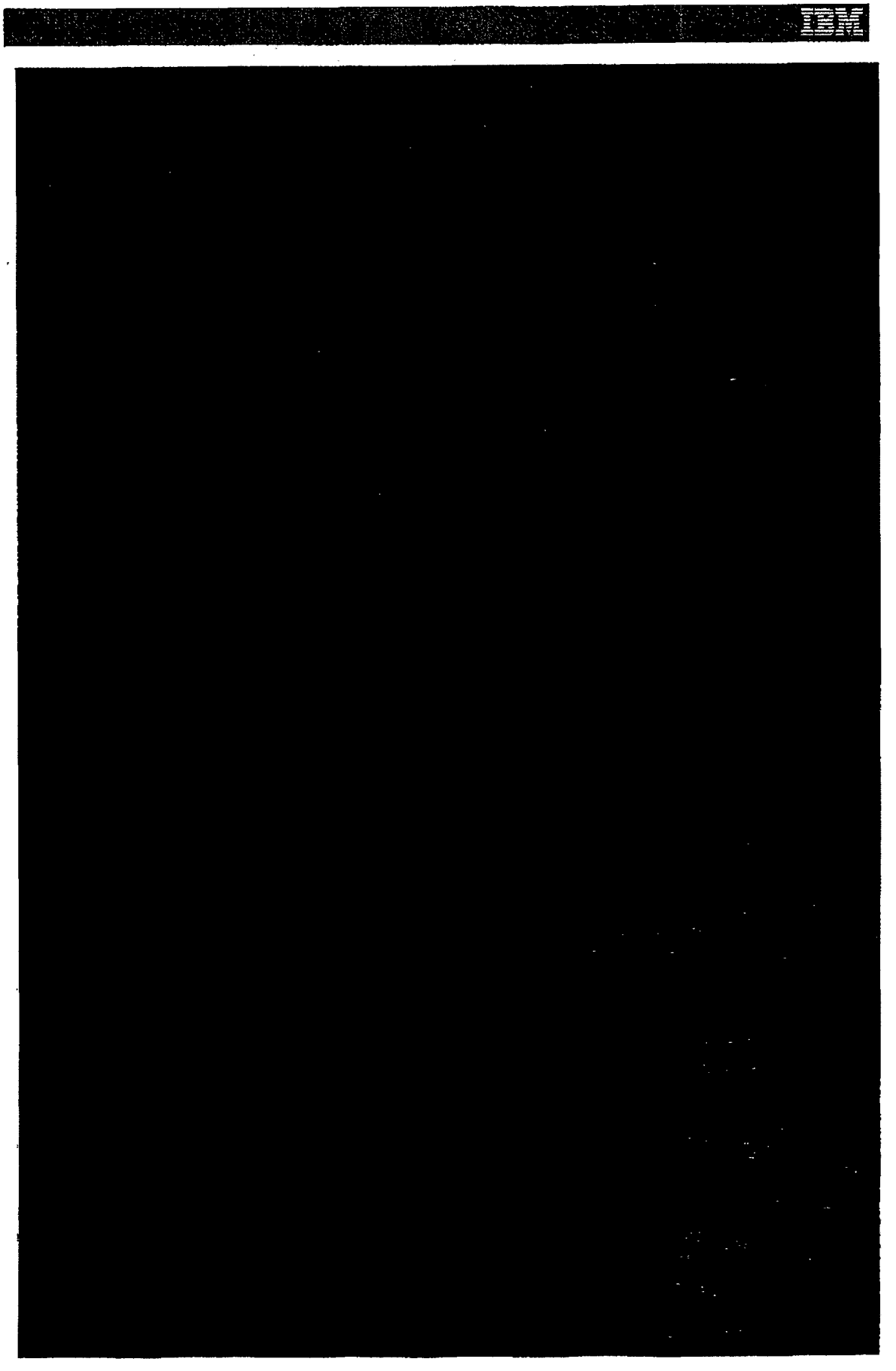
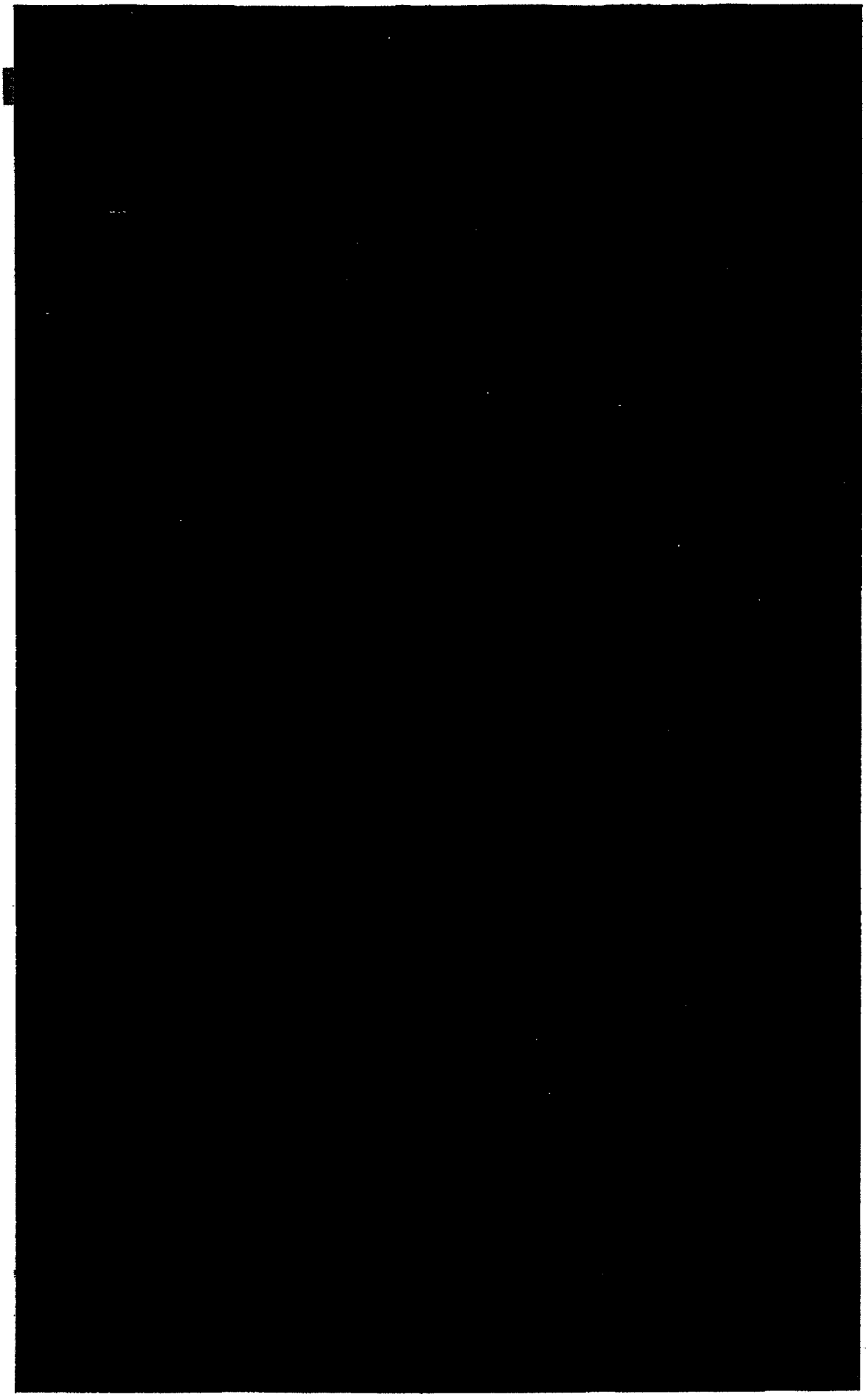
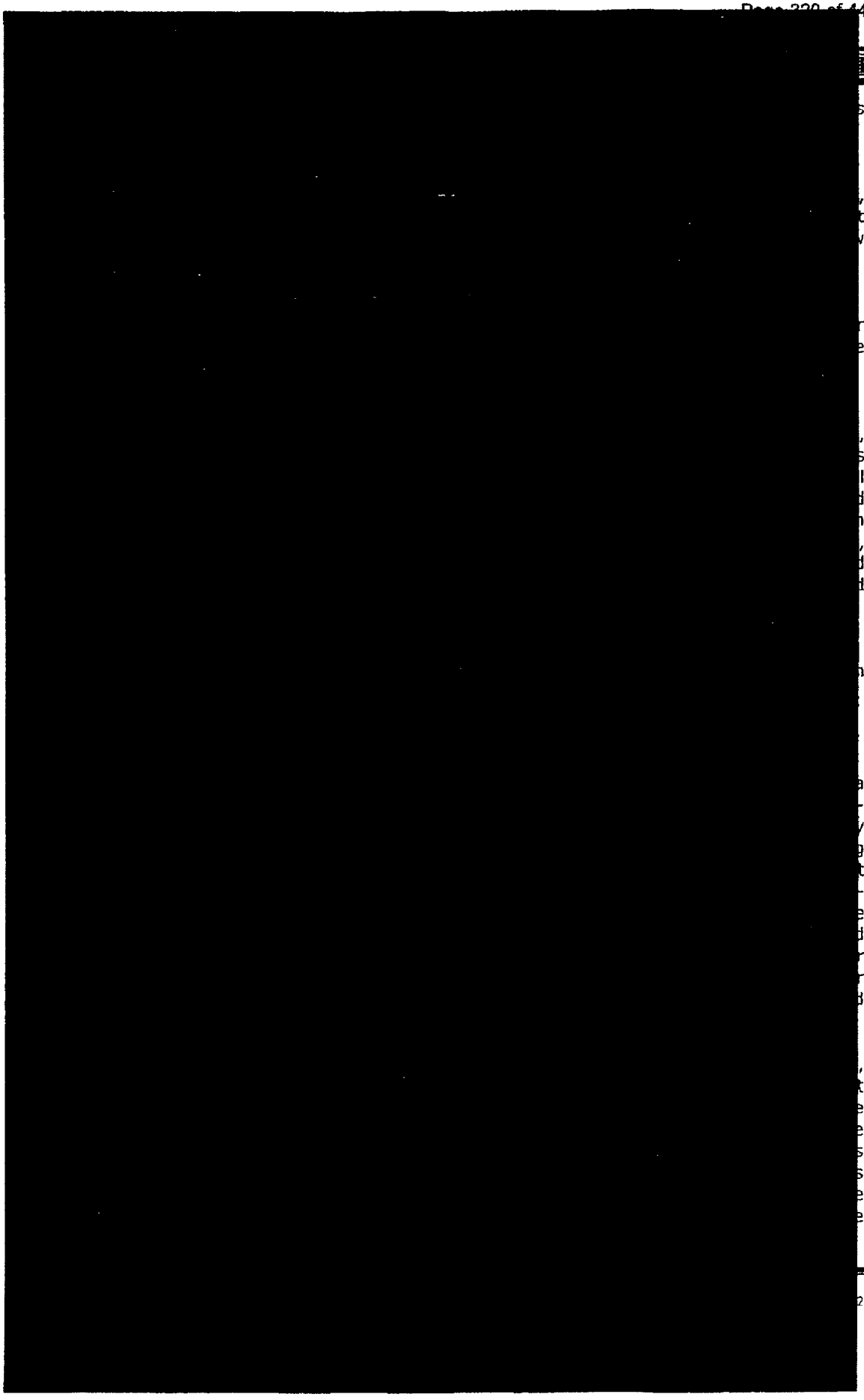
18Attachment C: eMeter Software License & Maintenance Agreement

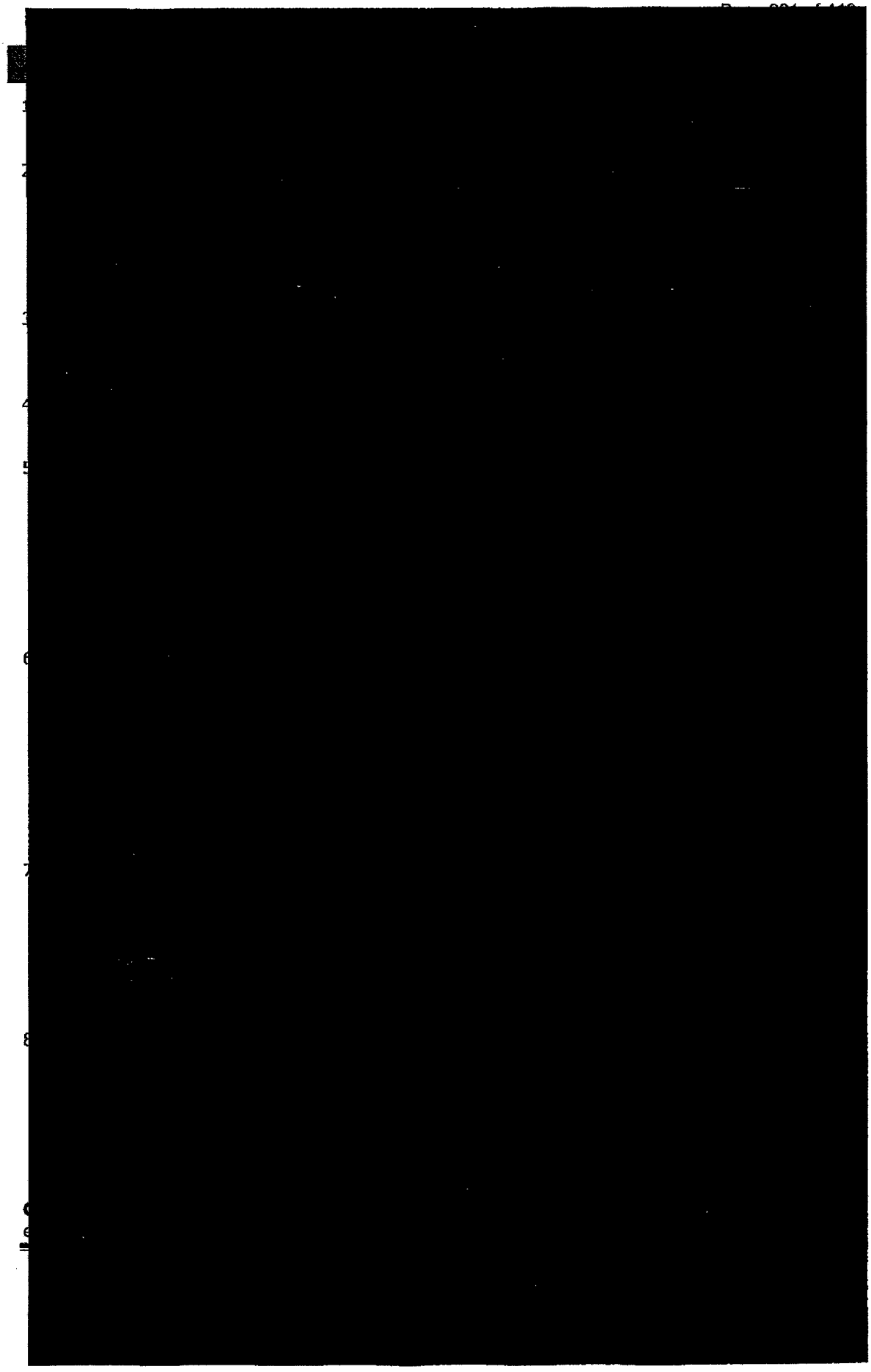


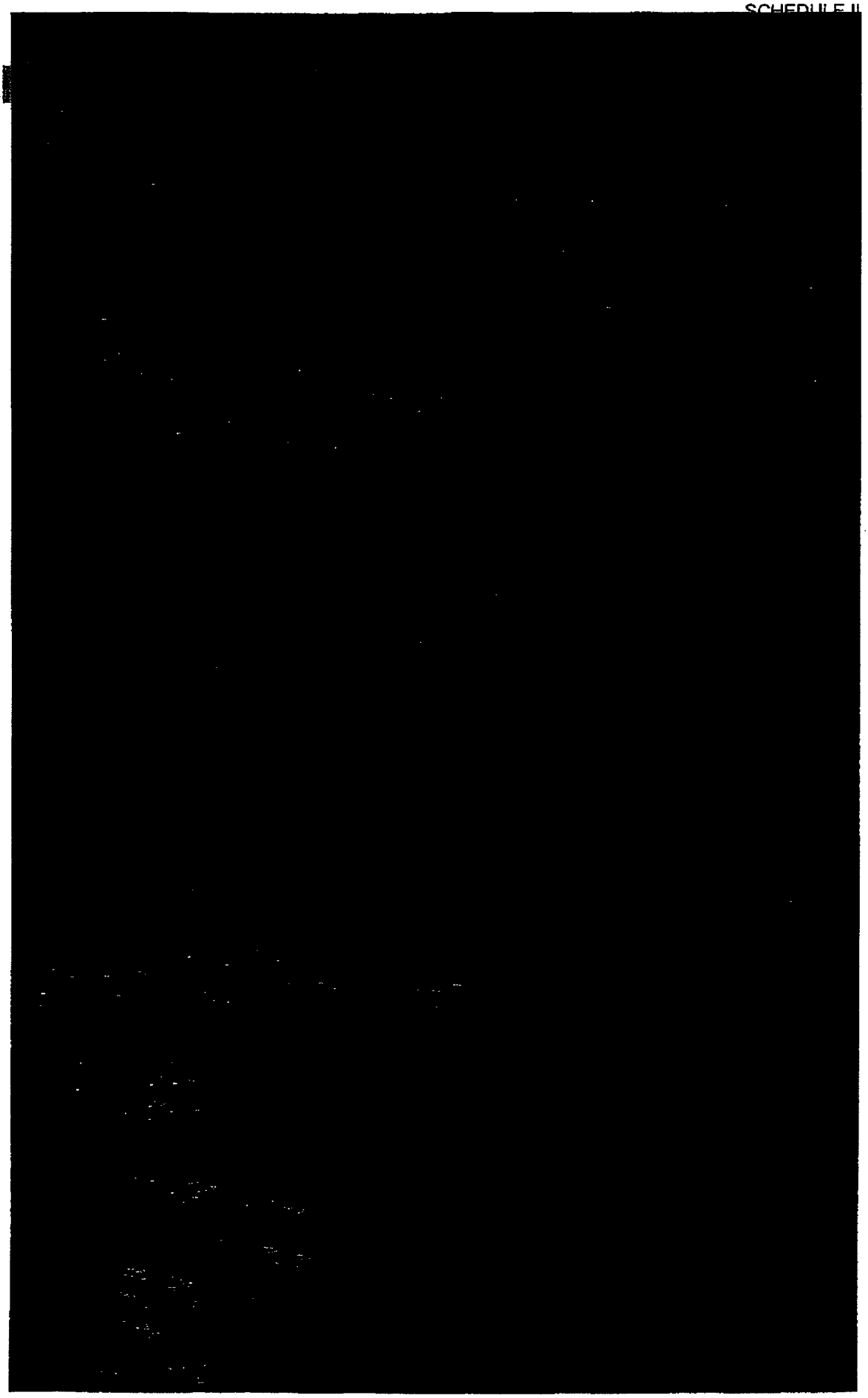


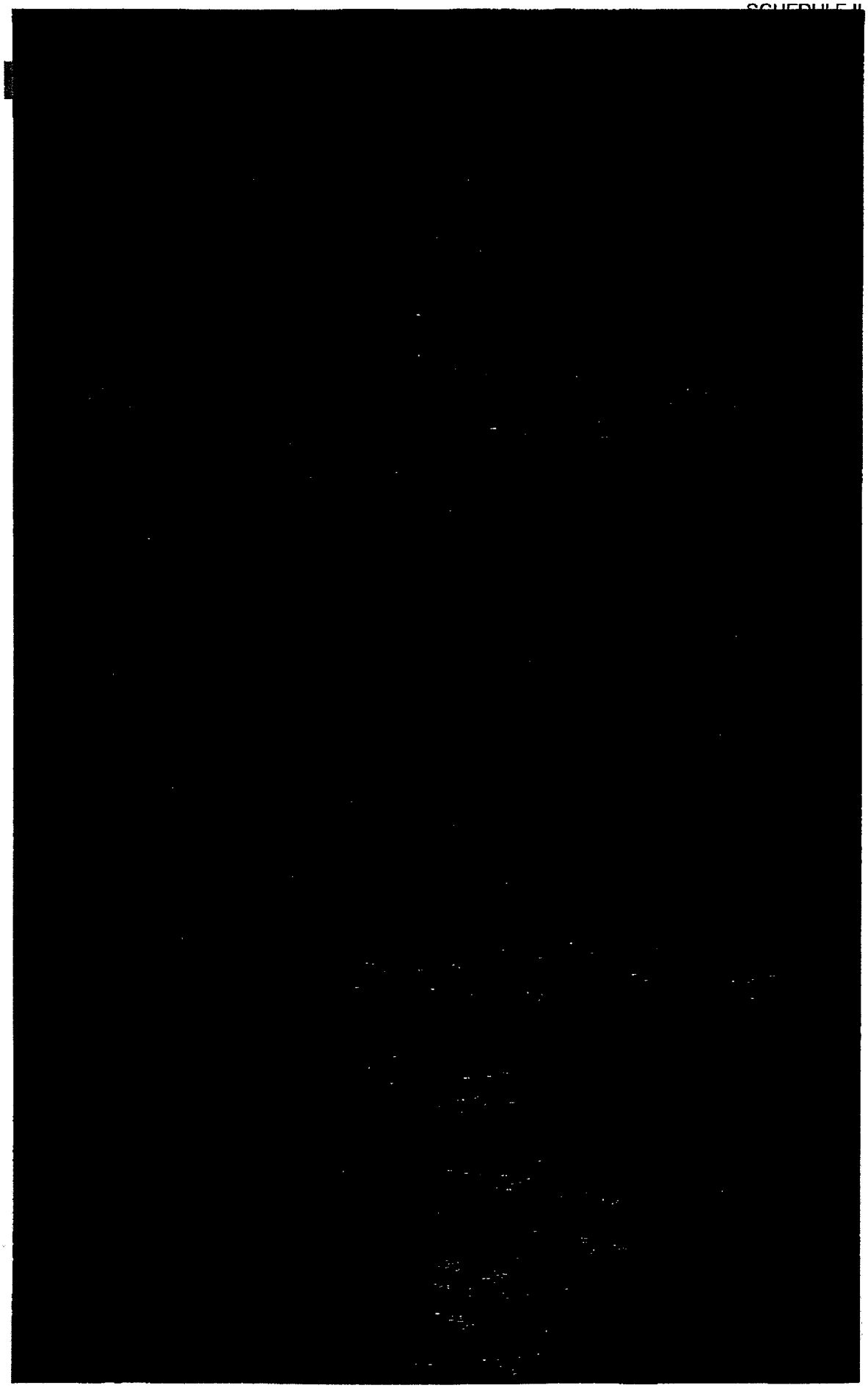


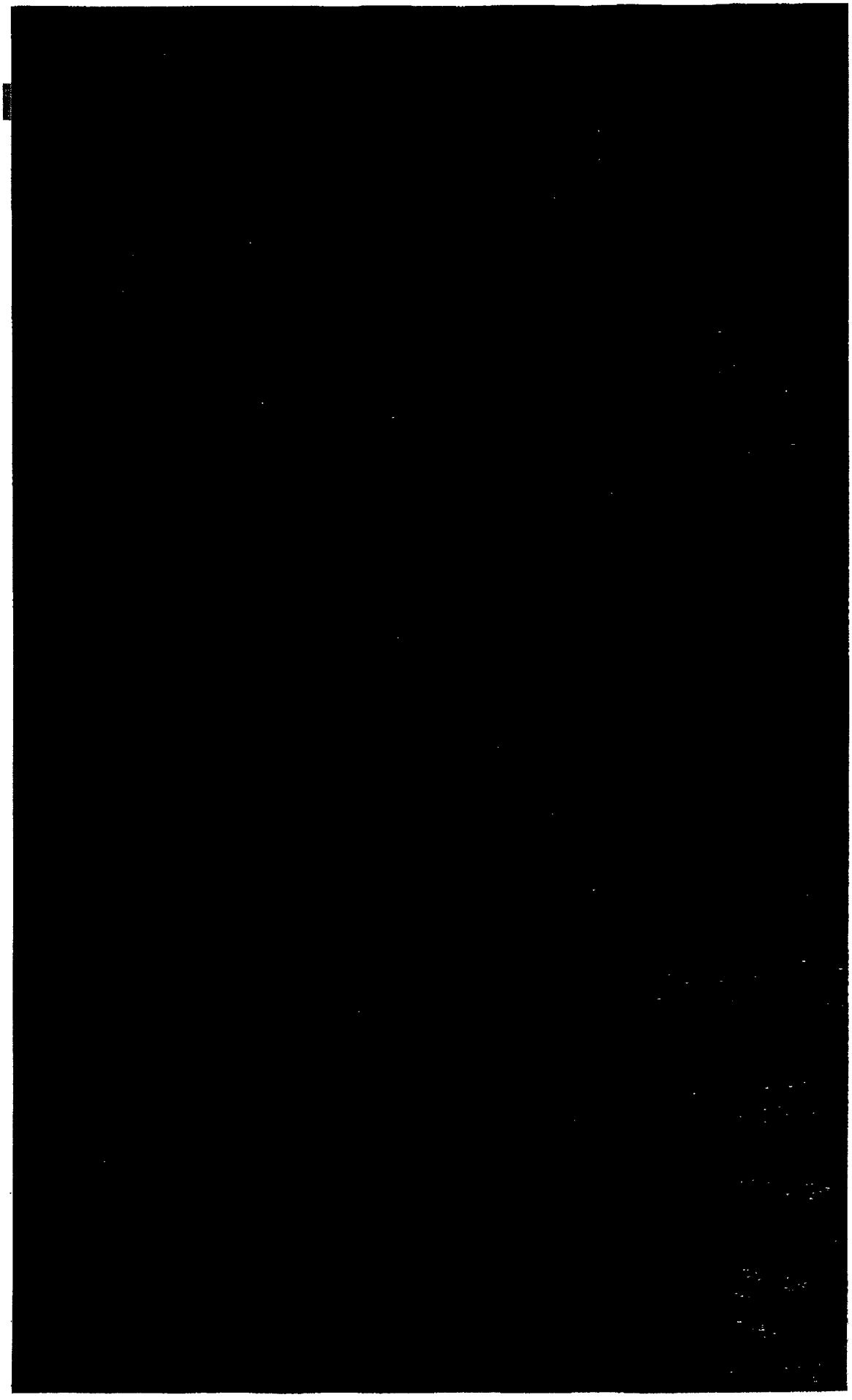


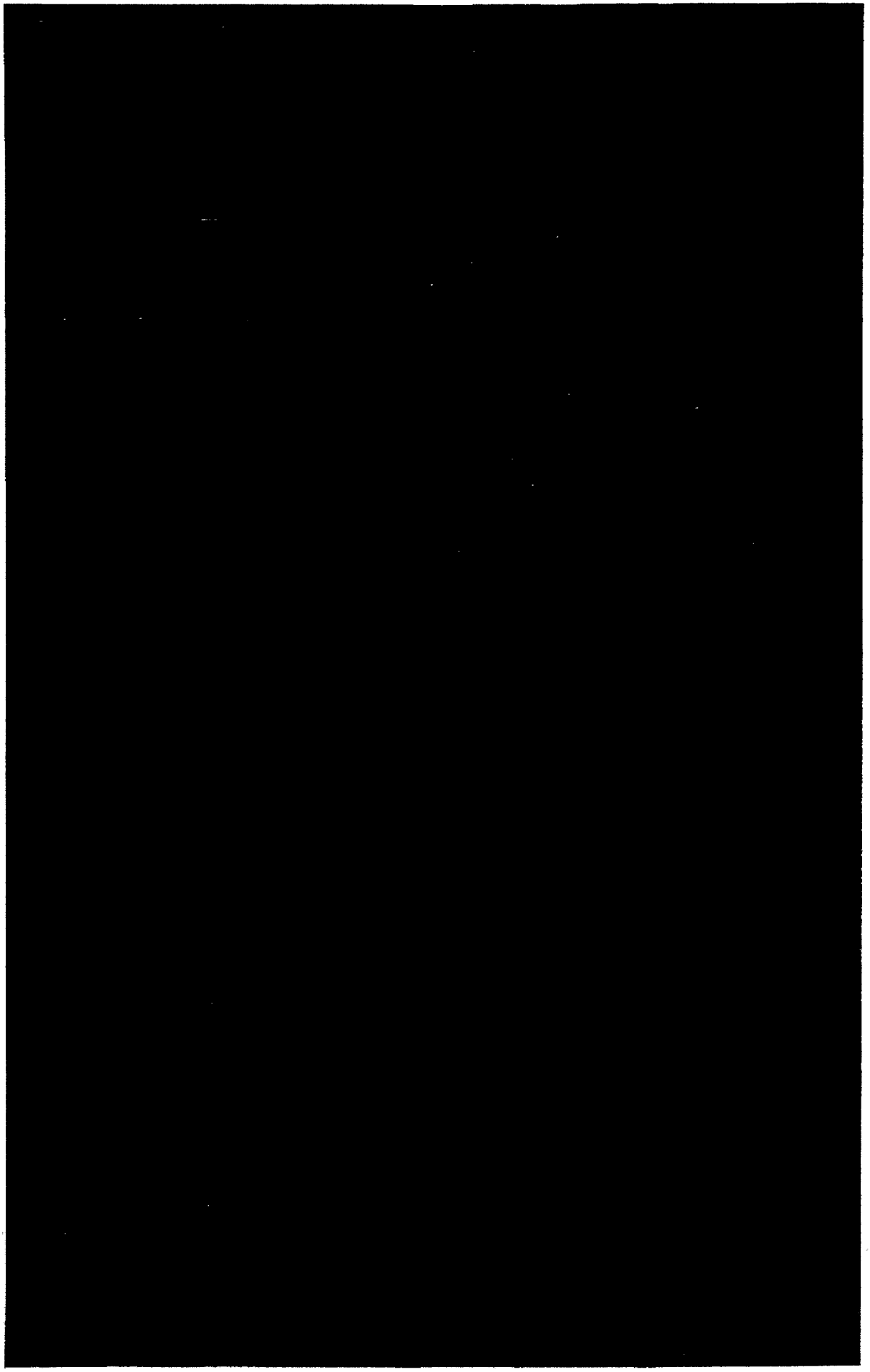


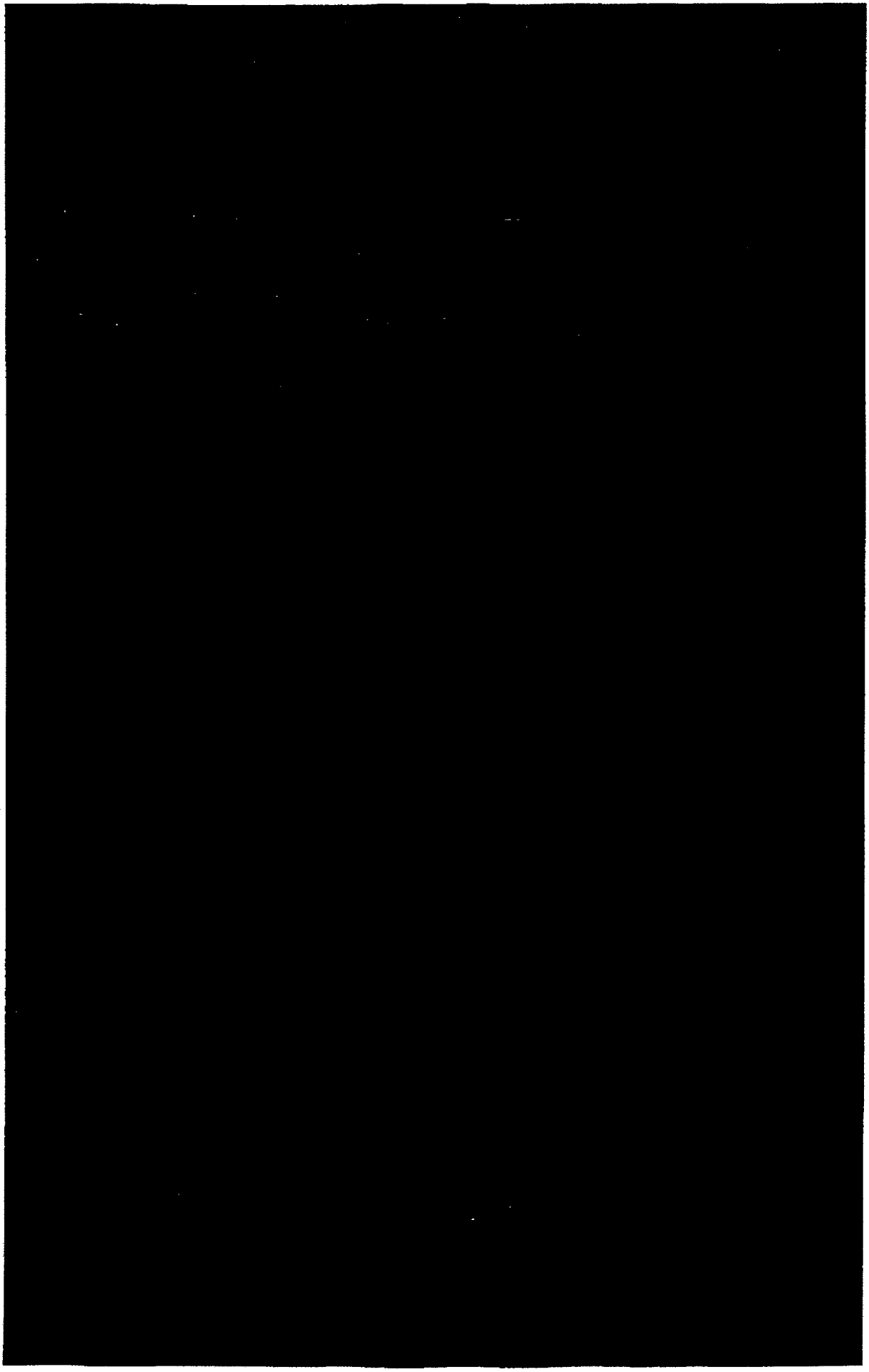


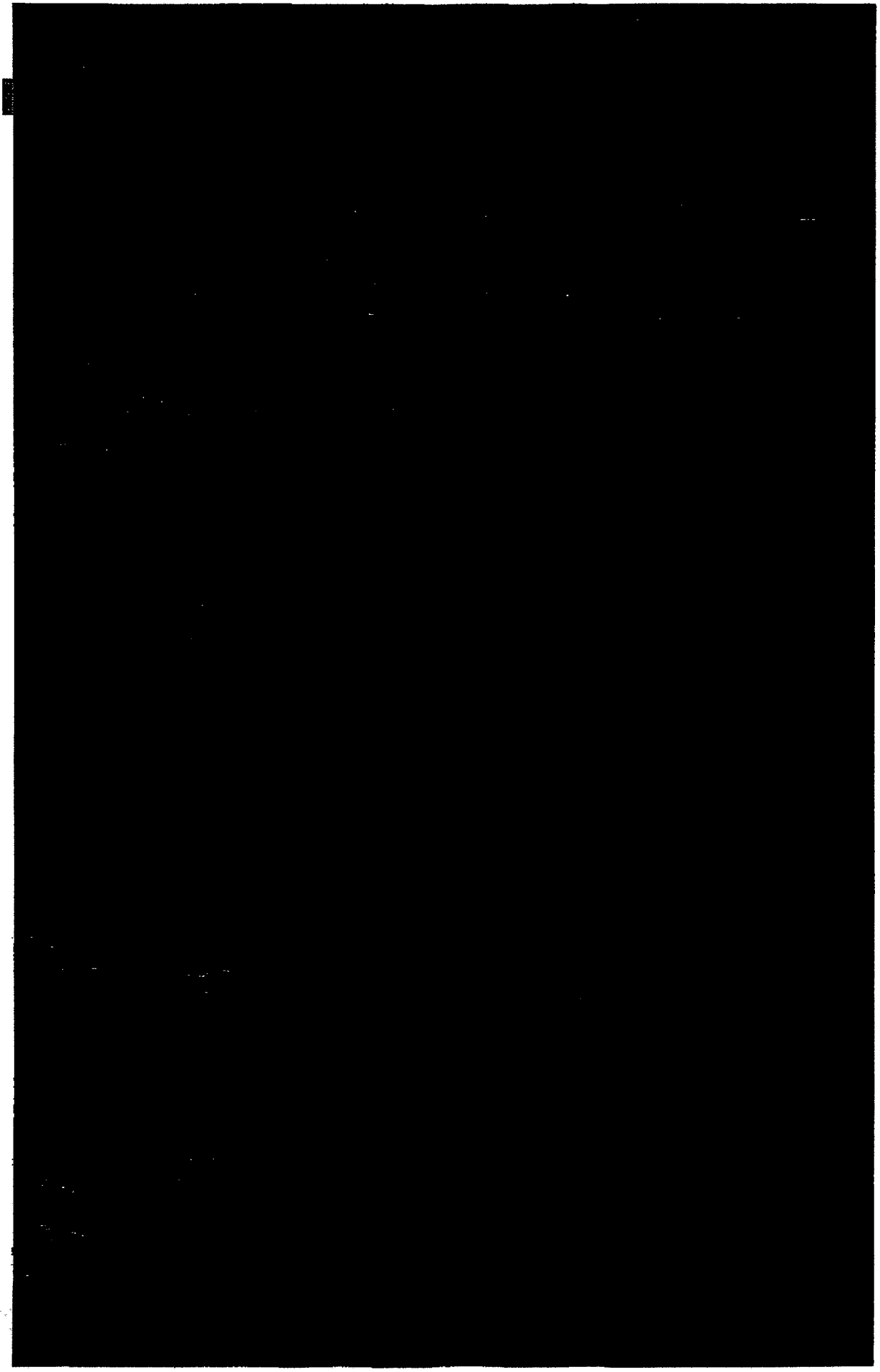


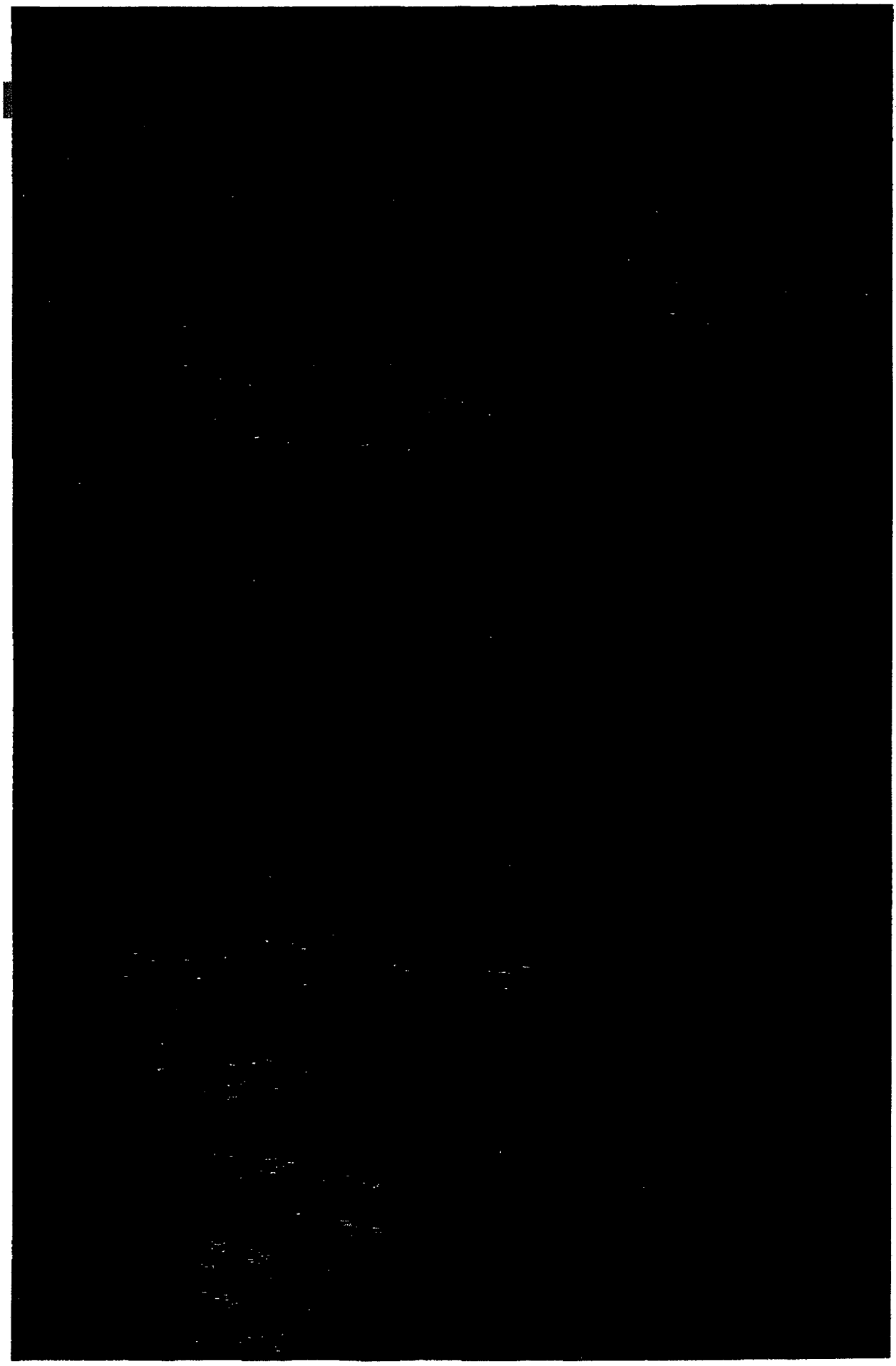


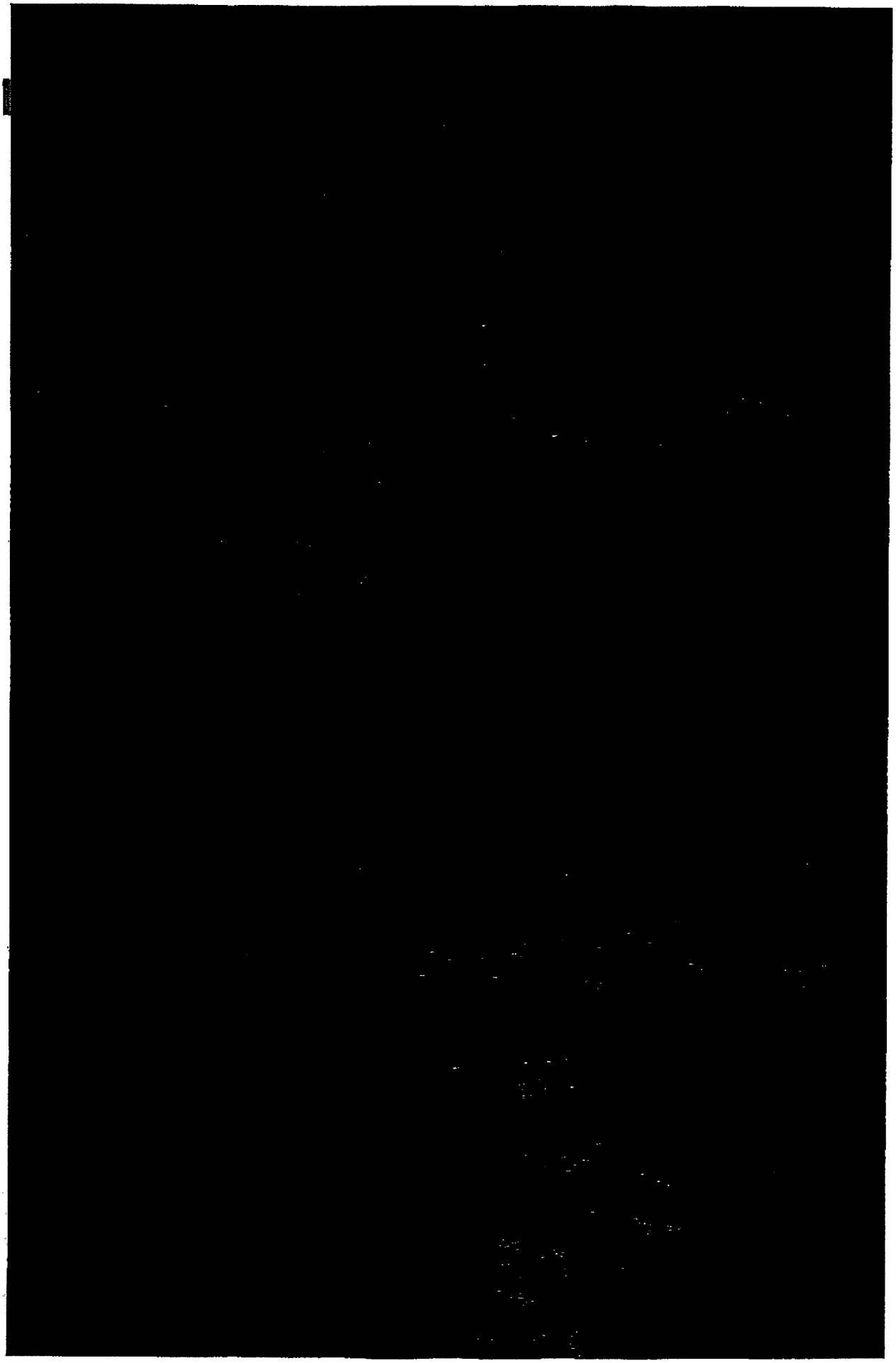


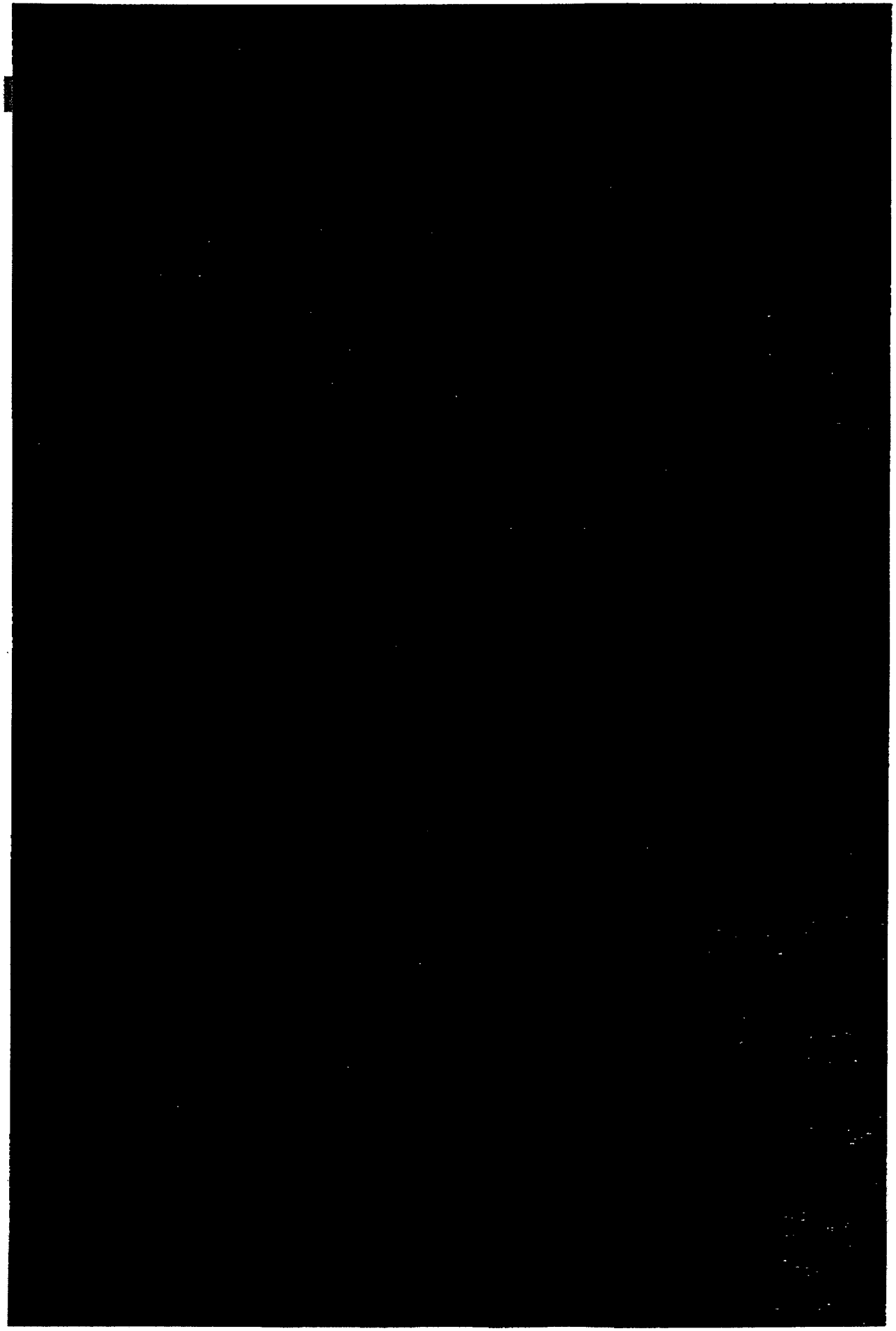


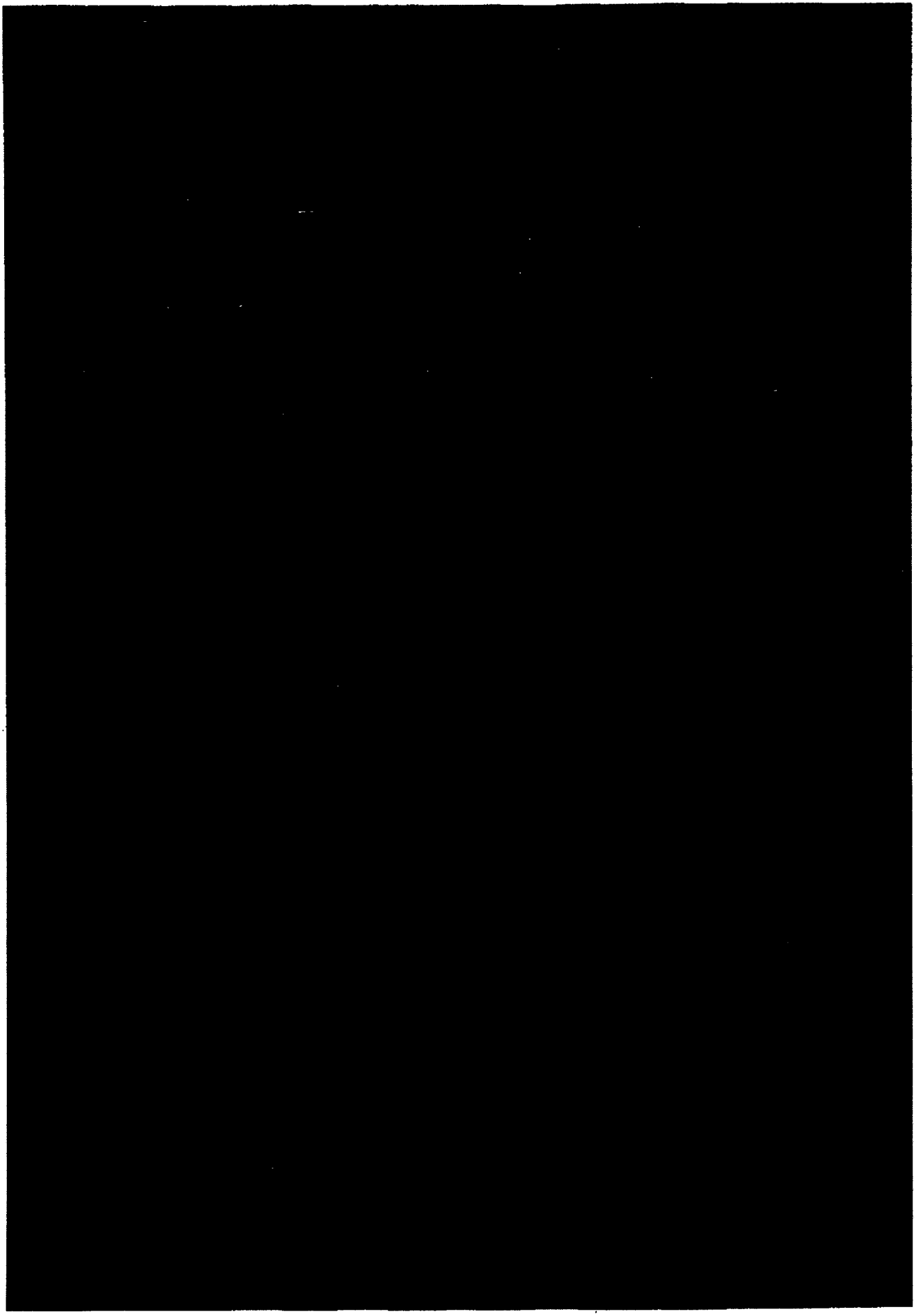


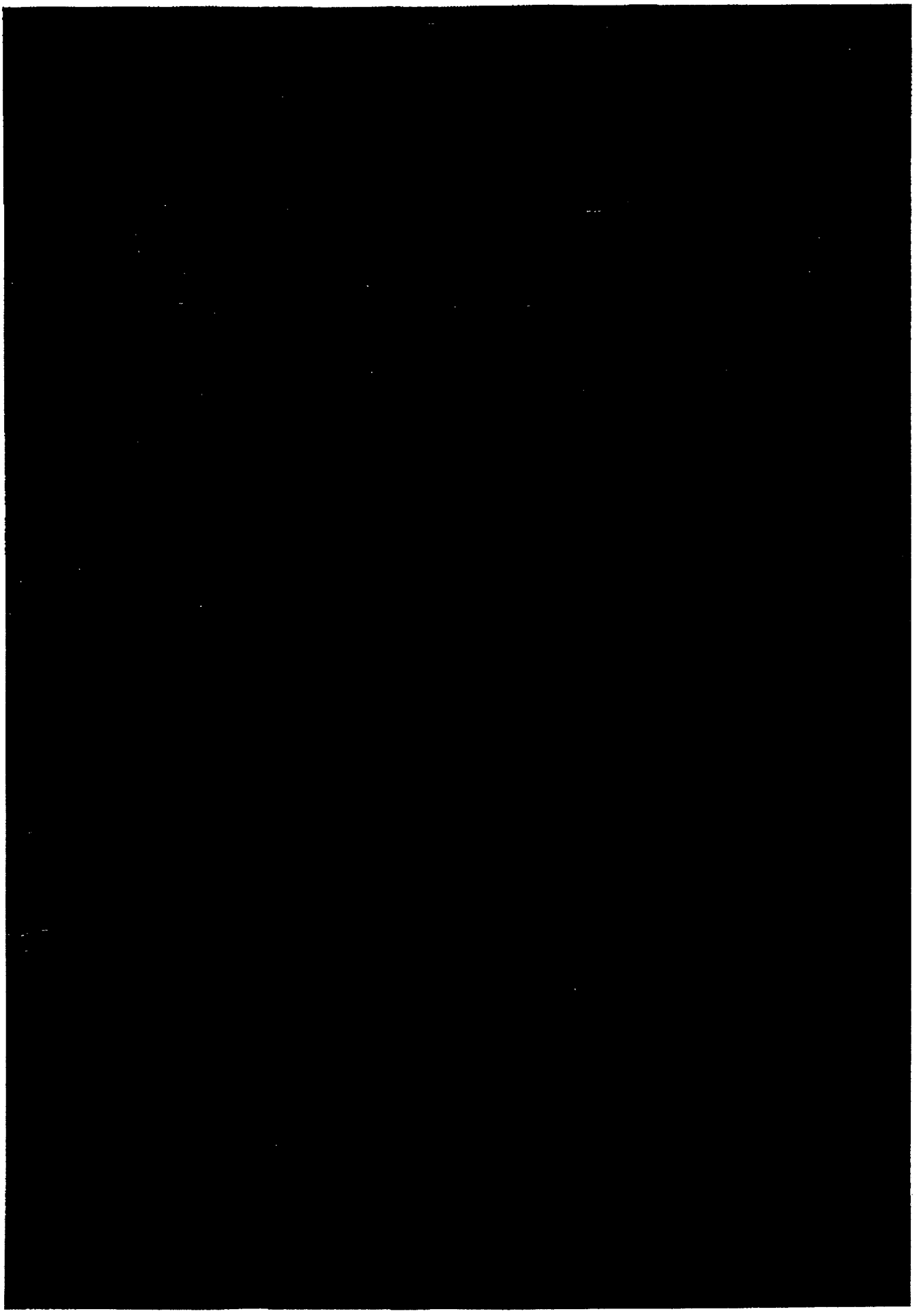


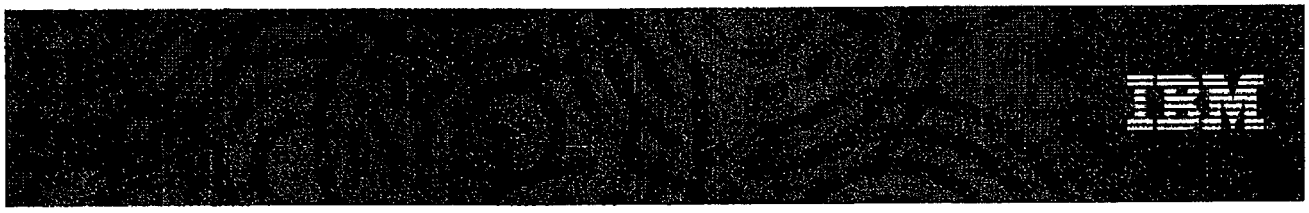








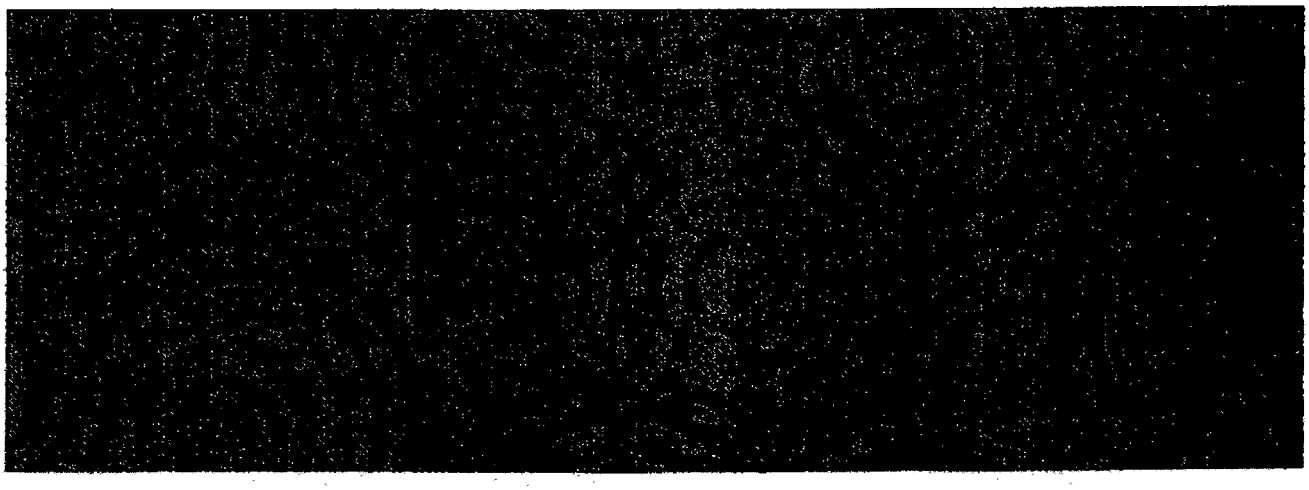




CenterPoint Energy (CNP)
Statement of Work (SOW) #07
Enterprise Services Framework (ESF)

May 1, 2008

CenterPoint Energy



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1 IBM Statement of Work

This Statement of Work defines the scope of work to be accomplished by IBM under the terms and conditions of the Master Agreement: Intelligent Utility Network, CNP #4600022270, dated March 24, 2008, between CNP and IBM.

Changes to this SOW will be processed in accordance with the procedure described in Project Change Control Procedure of the Master Agreement. The following are incorporated in and made part of the SOW:

- SOW Appendix A – Deliverables
- SOW Appendix B – Project Change Control Procedure
- SOW Appendix C - Deliverables from Prior Work
- SOW Appendix Z – Signature Document

1.1 Modifications/Deletions to the Master Agreement

The scope of this Statement of Work modifies and or deletes the following provisions of the Master Agreement:

- None

Check List Items

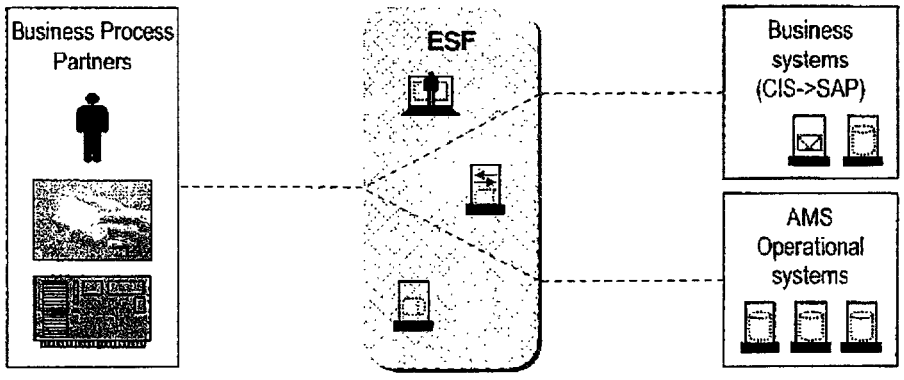
- This checklist is used to identify specific material included within the attached SOW
-

Material Type I	☑	Third Party Contracts Attached	☐
Material Type II	☐		☐
Rate Card Included	☑		☐

2 Project Scope

The Enterprise Services Framework (ESF) will provide a business integration framework enabling CNP's IT to integrate systems, business processes and people using common platform architecture for the enterprise. IBM's approach for the platform architecture is based on Services-oriented Architecture (SOA), a flexible, secure, open standards approach to building robust, business services that can be shared across CNP's enterprise and business partners. IBM will take a prescriptive approach which preserves the integration technology currently in place, while implementing a more robust framework to meet the unique challenges of IUN.

The scope of the ESF is depicted in diagram below at a high-level.



The following IBM Independent IP tools will be used for this SOW:

- Rational Tool Suite

2.1 Project Management Scope

IBM will provide Project Management for the Work identified in this SOW.

2.2 Business Process Scope

2.3 This section is intentionally left blank.

2.4 Software Scope

CNP will provide all software listed below:

1. IBM DB2 Enterprise Server Edition Value Unit License + SW Maintenance 12 Months
2. IBM DB2 pureXML Feature for Enterprise Server Edition Value Unit License + SW Maintenance 12 Months
3. IBM Tivoli Provisioning Manager 10 Value Units License + SW Maintenance 12 months
4. IBM WebSphere Process Server Value Unit License + SW Maintenance 12 Months

5. IBM WebSphere Integration Developer Authorized User License + SW Maintenance 12
6. IBM Tivoli Composite Application Manager for SOA Value Unit License + SW Maintenance 12 Months
7. IBM WebSphere Business Modeler Advanced User License + SW Maintenance 12 Months
8. IBM WebSphere DataPower Integration Appliance XI50
9. IBM WebSphere DataPower Integration Appliance XI50 Maintenance 7x24x1 Day Replacement

2.5 Infrastructure & Architecture Scope

2.5.1 Infrastructure Scope

The Infrastructure Scope defines the infrastructure needed to support the delivery of the project and includes: infrastructure scope (hardware, software), operating system upgrades, architecture scope, environment scope and project team infrastructure and tools.

1. Hardware and software will be provided by CNP and is referenced as set forth in the attached Appendix D
2. Hardware and software will be located at CNP facilities.
3. Design, installation and configuration of hardware and software will be provided by IBM as indicated in this SOW.

2.5.2 Architecture Scope

ESF Architecture Scope addresses the overall solution design created through the project. Scope includes ESF Design, the ESF Information Model, Service Identification, Proof of Concepts, Environment Installation, and Training on the framework.

Assumptions

1. This SOW includes delivery of a design for an Enterprise Services Framework based on Services-oriented Architecture (SOA).
2. The purpose of this project is to provide CNP with a flexible, robust, open standards framework to expose interoperable business services between CNP business and operational systems. This means that business functions can be made available to multiple systems involved in a business process execution.

2.5.3 System Migration Scope

This section is intentionally left blank.

2.5.4 Environment Scope

The Environment Scope defines the number of ESF environments that will be needed by the project team throughout the project lifecycle to deliver the project. The number of environments defines preliminary estimates for hardware, software and infrastructure support to maintain the environments during the lifecycle. Not all of the environments will be

available at all times during the project lifecycle. The table below defines the estimated project environments included in this Statement of Work:

	Environment Name	Description
1	POC	Hardware and Software environment for Proof of Concept
2	Design	N/A
3	Development	Hardware and Software environment for development
4	System Integration Testing	Hardware and Software environment for POC
5	User Acceptance Testing	N/A
6	Training	Hardware and Software environment for Training
7	Production	N/A

2.5.5 Project Team Tools and Infrastructure

This section is intentionally left blank.

2.6 Interface Scope

This section is intentionally left blank.

2.7 Reports Scope

This section is intentionally left blank.

2.8 Application Enhancement Scope

This section is intentionally left blank.

2.9 Organizational Impact Scope

This section is intentionally left blank.

2.10 Change Management Scope

This section is intentionally left blank.

2.11 Training Scope

This section is intentionally left blank.

2.12 Implementation Scope

ESF implementation scope is limited to Development, Test and Proof of Concept.

2.13 Maintenance and Operations Scope

Maintenance and Operations is a CNP responsibility.

2.14 Project Assumptions

This Statement of Work and IBM's estimates to perform the Statement of Work are based on Section 3. IBM and CNP Responsibilities, the Master Agreement and the following assumptions:

1. The IBM team will provide hardware and software sizing and requirements to CNP for procurement by CNP.
2. CNP is responsible for maintaining and monitoring the ESF environment.
3. Application maintenance and upgrades for the ESF system during the term of this Statement of Work will be provided by CNP.

3 IBM and CNP Responsibilities

3.1 IBM Project Management Responsibilities and Key Personnel

3.1.1 IBM Project Management Responsibilities

IBM will provide ongoing project management across all phases and releases of the project for the IBM responsibilities in this SOW. The purpose of this activity is to provide technical direction and control of IBM project personnel and to provide a framework for project planning, communications, reporting, procedural and contractual activity. Appendix C, Section 2.0 of the Master Agreement defines the IBM Project Management Roles and Responsibilities to be performed under this Statement of Work.
The following additions or modification to Appendix C are identified below:

- At the start of this project, IBM shall be allocated 40 hours during which time the IBM and CNP Project Managers will develop a work plan including, but not limited to a project plan with projected start and end dates, deployment plan, resource allocation, MS Project plan, Deliverables, completion dates, coordination effort, and estimated costs tied to milestones and Deliverables. The IBM Project Manager will review and obtain written approval from the CNP Executive Sponsor prior to proceeding with the Work.

- At the end of each phase, the IBM Project Manager and the CNP Project Manager (if applicable) will conduct a Phase Review which will include validation of exit criteria for the phase, and lessons learned. In addition, the exit criteria for each phase will include a requirement for the IBM Project Manager to develop the work plan, resources and effort estimate for the next phase and gain their approval from the CNP Executive Sponsor.

3.1.2 IBM Key Personnel

The following personnel are designated as Key Personnel for this SOW, subject to the provisions of Section 20.2 of the Master Agreement:

- To be identified prior to signature.

3.2 CNP Responsibilities

The responsibilities listed in this section are in addition to those responsibilities specified in the Master Agreement, and are to be provided at no charge to IBM.

3.2.1 CNP Project Management Responsibilities

Prior to the start of this project, CNP will designate a person called the CNP Project Manager who will be the focal point for IBM communications relative to this project. Appendix C,

Section 2.0 of the Master Agreement defines the CNP Project Manager Roles and Responsibilities to be performed under this Statement of Work,

The following additions or modification to Appendix C are identified below:

- None.

3.2.2 Other CNP Responsibilities

Appendix C, Section 2.4.2 of the Master Agreement defines Other CNP responsibilities to be performed under this Statement of Work. The following additions or modifications to Appendix C for this Statement of Work are identified below:

- Any modifications or enhancements to external systems that interface with the ESF system described in this SOW are the responsibility of CNP.

4 IBM Delivery Approach and Method

IBM will develop a solution driven by an integrated methodology offering well-established project management and technical delivery methods as defined in Appendix C of the Master Agreement.

- Follow current documented CNP policies, standards, and procedures

The following sections provide details on each of the phases by the major tracks within each phase of the delivery lifecycle. The ESF project will utilize the Plan and Analyze Phases only. Deliverables for this SOW are defined in Section 5 and SOW Appendix A [redacted]

4.1 Plan Phase

4.1.1 Business Process

This section is intentionally left blank.

4.1.2 Governance

IBM will conduct a series of up to 3, Workshops with CNP to document CNP's current Enterprise IT Governance policies. IBM will use these as baseline inputs for the Design time and Runtime Governance Model for the ESF. The Governance document created will address governance issues and requirements for the ESF.

Deliverables

- ESF Governance Document.

The content of this Deliverable is described in Section 5 and Appendix A, Deliverables.

4.1.3 Change Management

This section is intentionally left blank.

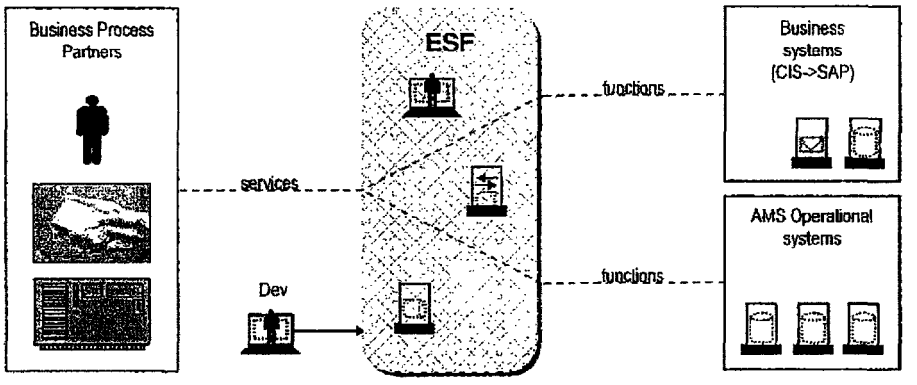
4.2 Analyze Phase

4.2.1 Business Process

This section is intentionally left blank.

4.2.2 Program Architecture

Below is a high-level view of the relationship of the ESF to the CNP Enterprise Architecture.



IBM's architecture approach is based on Services-oriented Architecture (SOA), a flexible, secure, open standards approach to building robust, business services that can be shared across CNP's enterprise and business partners. The ESF will provide a framework enabling CNP IT to open up any system function in Business and Operations and present them as services for sharing across the enterprise.

Any credentialed process partner (person, machine, or business process) may access--through a common framework--business functions and information from registered services linked to CNP business and operational systems.

IBM will document the high-level Architecture of the ESF in the ESF Architecture document. This document will contain a high-level description of the contents and structure of the ESF. As part of the overall ESF system architecture design, IBM will identify services candidates for Proofs of Concept (POCs) using its Service-oriented Modeling Architecture method (SOMA). Workshops and design review sessions will be utilized to complete the system architecture. IBM will produce both logical and physical representations of the hardware, software and database components, functionality, interface/network connectivity, and technical architecture. Capacity assessment, performance requirements and disaster recovery planning will be addressed as recommended by IBM and in accordance with CNP's IT standards and governance.

Areas addressed in the ESF Architecture include:

- To-be Architecture.
- Architecture Overview Diagram.
- Architectural Model.
- Architectural Decisions.
- Software components.
- Integration patterns.
- Integration methods.
- ESF system monitoring Model.

This task will be accomplished through on-site workshops and post workshop document generation per the mutually agreed upon schedule.

This activity is composed of the following tasks:

- Conduct Workshops.
- Identify candidate services and key interfaces between target systems.
- Determine any business impacts related to the POCs.
- Create the Architecture Document.

Deliverables:

- ESF Architecture Document.

Deliverables for this SOW are defined in Section 5 and SOW Appendix A. In addition, the specific acceptance criteria and additional performance guarantees are defined for each Deliverable in Appendix A.

4.2.3 ESF Information Model

IBM will use the International Electro-technical Commission Common Information Model (IEC CIM) standards specifications to document the common set of data attributes for CNP Applications that will be using the ESF. These data attributes will be defined in the CNP ESF Information Model Document.

- Key Business terms
- Subject data areas
- Conceptual Data Model based on CIM
- Information flow

Deliverables:

CNP ESF Information Model Document which will include but is not limited to the following: key business terms; subject data areas, conceptual data model based on CIM and information flow.

The content of this Deliverable is described in Section 5 and Appendix A, Deliverables.

4.2.4 Service Identification Blueprint

IBM will assist CNP with defining the services that the ESF will support through the creation of the Services Identification Blueprint (SIB). Areas addressed in the SIB consist of:

- Service definitions composed of a service name, description, preconditions, input data (elements of the information model), synchronous and asynchronous results
- Data structure for each service
- Business Processes that use each service
- Contract between the service provider and the consumer of the services

Deliverables:

- Services Identification Blueprint (SIB).

The content of this Deliverable is described in Section 5 and Appendix A, Deliverables.

4.2.5 Environment Design, Install, and Configuration

IBM will define the ESF infrastructure in the Environment Design, Install & Configuration Document. This document will define the servers that are in the ESF environments and the physical layout of software deployment units in these environments. The document will address the following areas as appropriate:

- Define the hardware layout of the ESF development, test, and production environments
- Define the ESF Operational Model

Deliverables:

- ESF Operational Model Documentation

The content of this Deliverable is described in Section 5 and Appendix A, Deliverables.

4.2.6 ESF Proof of Concept Design

IBM will work with CNP to identify a business process that can be implemented to display the capabilities of the ESF. This business process will be implemented using services during a Proof of Concept. The detailed design for the services that will be developed during the Proof of Concepts will be documented in the ESF Proof of Concept Design Document. Areas addressed consist of the following:

- Scope of the proof of concept
- Detail design for the ESF software components
- Detailed Data Model
- Integration Data Maps
- Business Process Orchestration
- Project Plan for the Proof of Concept

Deliverables:

- ESF Proof of Concept Design

The content of this Deliverable is described in Section 5 and Appendix A, Deliverables.

4.3 The ESF Test Plan

IBM will define the approach for testing ESF services in the ESF Test Plan Document. This document will contain a high-level description of major activities that collectively achieve the overall desired result, as expressed by the testing objectives. It also outlines the approach to be used to ensure that the critical attributes of the ESF are tested adequately. The ESF Test will address the following areas:

- Testing objectives
- Risk assessment for each level of testing
- Test Focus Areas
- Levels of testing
- Types of test
- Organizational responsibility
- Entry/Exit Criteria
- Tools

Deliverables:

- ESF Test Plan

The content of this Deliverable is described in Section 5 and Appendix A, Deliverables.

4.3.1 Proof of Concept

IBM will, in collaboration with CNP, develop and deliver up to 5 services to CNP during an ESF Proof of Concept (POC). In concert with CNP developers, IBM will deposit POC code into the CNP Code repository.

4.3.2 Create the ESF Training Plan and Conduct Training

IBM will define a recommended plan and conduct training for CNP Architects and Developers in the technologies that make up the CNP ESF. Upon completion of this project, the ESF environment will be transitioned to CNP personnel to run and manage. Training recommendations will be defined in the ESF Training Plan and conducted by IBM. The Training plan will address the following areas as appropriate:

- Training roadmaps for ESF Architects and ESF Developers
- Courses that are in needed for each role
- Objectives for each course
- Skills that will be acquired in each course
- Mechanism and plan for delivering the training to CNP Architects and Developers
- Conduct knowledge transfer and basic training for CNP Architects and Developers

Deliverables:

- ESF Training Plan

The content of this Deliverable is described in Section 5 and Appendix A, Deliverables.

4.3.3 Change Management

This section is intentionally left blank.

4.4 Design/Build Phase

This section is intentionally left blank.

4.5 Test Phase

This section is intentionally left blank.

4.6 Deploy Phase

This section is intentionally left blank.

4.7 Maintenance and Operations Phase

This section is intentionally left blank.

5 Deliverables

Appendix A of the Statement of Work defines each Deliverable, its contents, delivery method. Deliverable Acceptance will comply with the Master Agreement. A summary of the Deliverables by the Phase of the Project is listed below.

The following table outlines IBM's Deliverables for this SOW. The descriptions of the Deliverables are contained within the SOW Appendix A. Deliverables that can be delivered electronically to CNP in a CNP-editable format, i.e., MS Word, MS Excel, MS PowerPoint, MS Visio, and code packages, shall be delivered by IBM in such format, provided however that source code deliverables are delivered in source code and that object code deliverables are delivered only in object code. Unless specifically identified otherwise in an SOW, any code developed by IBM for CNP will be provided to CNP in source and object code format.

Unless otherwise stipulated in the SOW, all Materials under this Statement of Work are considered Type I Materials.

Phase	Deliverable name and Appendix A Reference
Project Management (All Phases)	Project Implementation Plan) Weekly Status Reports
Plan Phase	ESF Governance Document
Analyze Phase	ESF Architecture Document ESF Information Model Document ESF Service Identification Blueprint Document ESF Environment Design, Install and Configuration Document ESF Proof of Concept Design Document ESF Test Approach Document ESF Proof of Concept Services ESF Training Plan and Training Document
Design/Build Phase	None
Test Phase	None
Deploy Phase	None
Maintenance & Operations	None

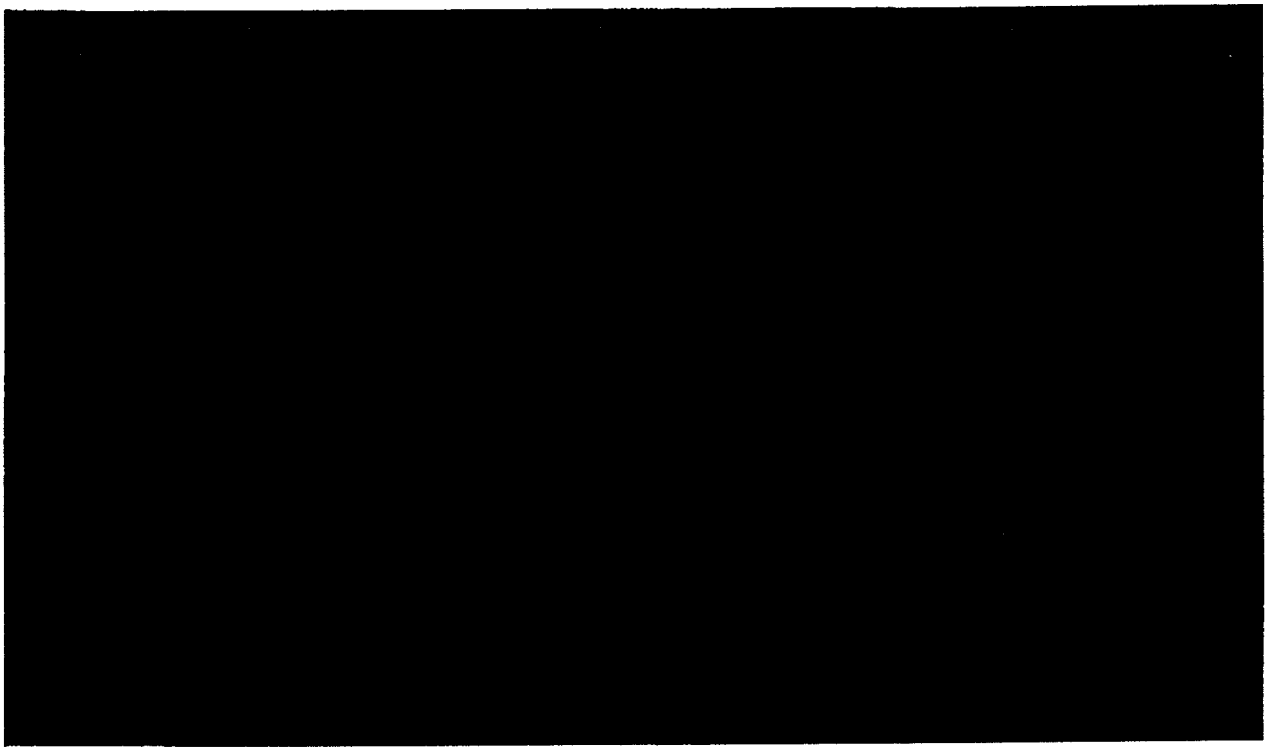
The parties agree that Deliverables will be completed through the execution of SOW tasks. Within the tasks to complete a Deliverable, IBM will include a review task with a designated CNP representative to review the first draft of the Deliverable and/or a Deliverable template no later than 10 business days after the activity to complete the Deliverable has begun. The purpose of this review is to gain alignment on the approach with a draft beyond the contents included in Appendix A of the SOW. Prior to the move from Design to Build, IBM will present a review of all defined requirements (Project Requirements, Functional Design Specification, Technical Design Specifications, Reports, Interfaces, Conversions and Enhancements at the Executive Sponsor level or his designee as communicated in writing by the Executive Sponsor.

6 Estimated Schedule

The Services for the original scope and Deliverables in this SOW are estimated to be performed in a period of up to 7 months from the agreed upon start date ("Period of Performance").

6.1 Project Schedule

The following is the overall project schedule that balances the resources, scope and timeline to achieve CNP's Objectives. The ESF project is one component in the schedule below:



6.2 Program Milestones

The following Key Milestones will be incorporated into the Integrated Program Plan:

1. ESF Design Complete – the Architecture for the ESF, which is the reference document

2. Governance Complete – establishes the Designtime and Runtime principles and methods for the ESF

3. Service Identification – Defines service candidates, implementation, and data mappings

4. ESF Information Model Complete – Defines the common information model for the ESF and is based on the Industry open standard IEC CIM.

5. Environment Design Complete – defines the hardware and software configuration and design for the ESF environment

6. Test Plan Complete – establishes the method for Testing in the ESF

7. POC Design Complete – defines approach for Proof of concept exercises for services in the ESF

8. POC Exercises complete – proof points exercised and completed, and which establish the capabilities of the ESF

9. Training Plan Complete – training plan for the development organization for ESF development and test

10. Project Review – establishes and documents goals met during the engagement

Milestones may be adjusted during the different phases of the project as a result of approved changes to the schedule.

7 Charges

This Statement of Work is one component of the overall program. The table below summarizes the total charges for this SOW:

Charges Category	SOW Charges
Services	$7,062,444.00
Software	N/A
Hardware & Equipment	N/A
Travel and Other Defined Reasonable Expenses	Note A
Total Charges	$7,062,444.00

[redacted]

7.1 Solution Charges

[redacted]

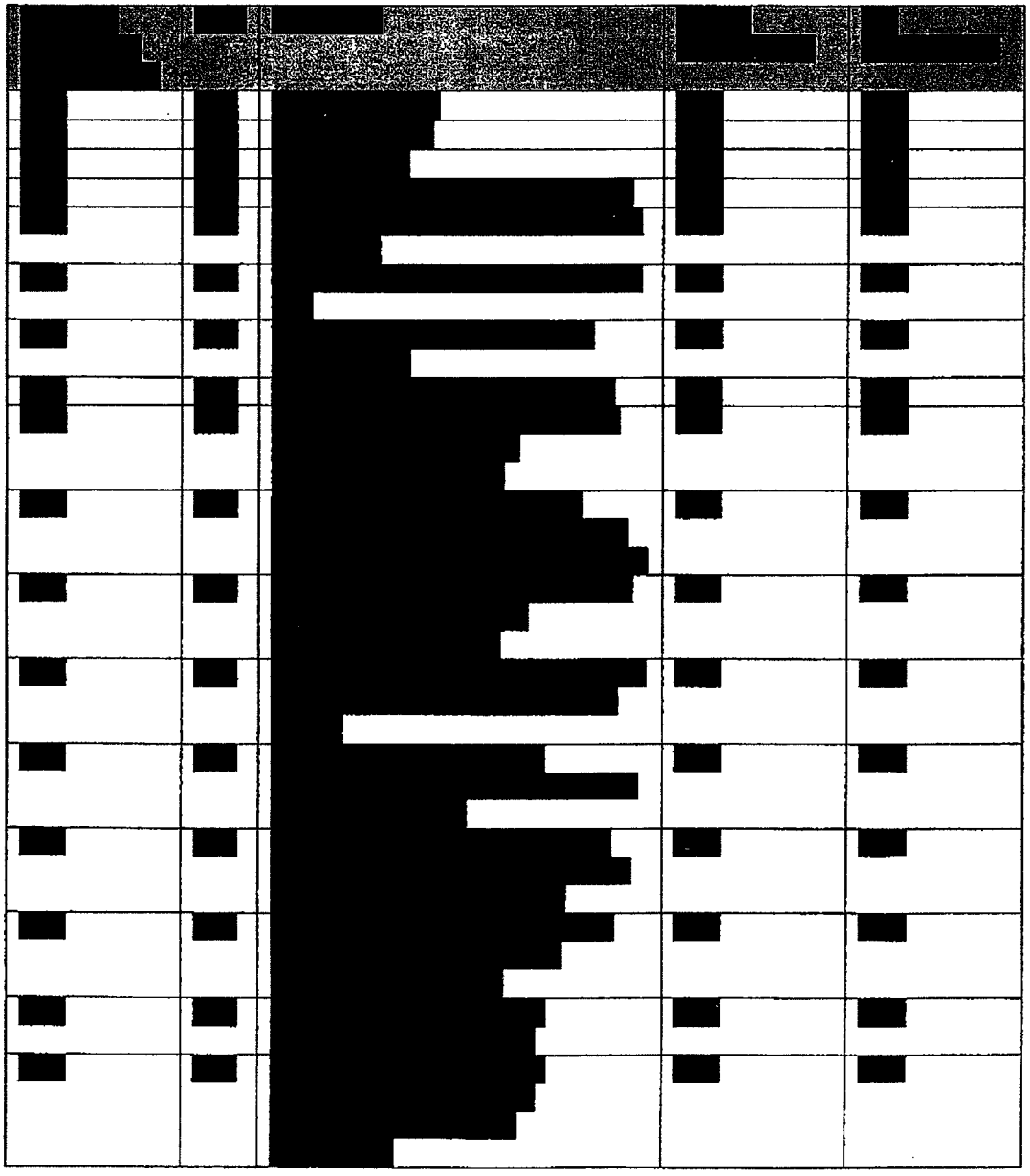
7.2 Billing Schedule

[redacted]

8 Third Party Vendors

This section lists the Hardware and Software needed for this engagement.

8.1 Third Party Responsibility Matrix



9 Statement of Work Completion

9.1 Fixed Price SOW Completion Criteria

Subject to the Master Agreement, IBM will have completed this SOW when one of the following first occurs:

- IBM completes its Responsibilities and completes the Deliverable Acceptance Procedures for Deliverables included in Section 5 and Appendix A; or,
- The Period of Performance in Section 6 Estimated Schedule, or in any subsequent change authorization, has elapsed; or,
- CNP or IBM terminates the Services in accordance with the provisions of the Master Agreement.

Throughout the term of this SOW, IBM and CNP agree to monitor and manage the scope, resources and timeline for this SOW to address variances in the Work through project governance and leveraging project change control to minimize the potential that the total quantities for this SOW *are not* consumed prior to the completion of the SOW responsibilities and Deliverables including a weekly chart detailing the effort expended, the % completion of the Deliverables, and the originally planned resources for the effort by dollars and time budget (actual v. budget).

10 Appendix A – Deliverables

The purpose of Appendix A is to define the Deliverables for this SOW and the Deliverables key attributes.
A Deliverable is complete when it has been accepted through the defined Deliverable Acceptance Procedure in the Master Agreement, except for status reports and project plans which are completed upon delivery to CNP.

Appendix A of the SOW defines each Deliverable, its contents, delivery method. Deliverable Acceptance will comply with the Master Agreement. Deliverables that can be delivered electronically to CNP in a CNP-editable format, i.e., MS Word, MS Excel, MS PowerPoint, MS Visio, and code packages, shall be delivered by IBM in such format, provided however that source code deliverables are delivered in source code and that object code deliverables are delivered only in object code. Unless specifically identified otherwise in an SOW, any code developed by IBM for CNP will be provided to CNP in source and object code format.

Except as specified in the Master Agreement, all Deliverables herein shall be Type I Deliverables or Type II Deliverables as specified below:

The following Deliverables are Type I:

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
CO7-01	Plan	Status Reports	IBM will provide Status Reports, advising the CNP Project Manager of the progress and status of IBM activities worked on during that period, accomplishments, milestones, and issues/problems will be	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
			identified.	[redacted]	[redacted]	[redacted]		

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
CO7-02	Plan	Project Implementation Plan	The Project Implementation Plan document details the processes and steps required to configure, integrate, and implement the application functionality to meet CNP requirements.	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
					[redacted]			
CO7-03	Plan	ESF Governance Document	The ESF Governance document details the Design time and Runtime governance procedures and policies for Enterprise Services development and execution	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
				[redacted]	[redacted]			
CO7-04	Analyze	ESF Architecture	This document will contain a high-level description of the contents and structure of the ESF.	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
				[redacted]				
CO7-05	Analyze	ESF Information Model	To provide a common information model for the ESF. IBM will use the IEC Common Information Model (CIM) specification as the	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
			basis for data attributes for CNP applications that will be using the ESF.	[redacted]	[redacted]			
CO7-06	Analyze	ESF Services Identification Blueprint	To define the candidate services and their data sources for the ESF.	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
				[redacted]				
CO7-07	Analyze	ESF Environment Design, Install and Configuration Document	Purpose: IBM will define the ESF infrastructure in the Environment Design, Install & Configuration Document. This document will define the servers that are in the ESF environments and the physical layout of software deployment units in these environments.	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
CO7-08	Analyze	ESF Proof of Concept Design Document	IBM will work with CNP to identify a business process that can be implementec to display the capabilities of the ESF ESB. This business process will be implemented using services during a Proof of Concept. The detailed design for the services that will be developed during the Proof of Concepts will be documented in the ESF	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]

ID	Method Phase	Deliverable	Purpose	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
			Proof of Concept Design Document.	[redacted]	[redacted]			
CO7-09	Analyze	ESF Test Approach Document	IBM will define the approach for testing ESF services in the ESF Test Plan Document. This document will contain a high-level description of major activities that collectively achieve the overall desired result, as expressed by the testing objectives. It also outlines the approach to be used to ensure that the critical attributes of the ESF are tested adequately.	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
CO7-10	Analyze	ESF Proof of Concept Services	IBM will develop executable modules based on the ESF	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]