

# Clerk Digitization Statement of Work

This Statement of Work No 1. (the "SOW") is made as of \_\_\_\_\_, 2020 ("Effective Date"), between **HOV Services, Inc.**, an Exela Technologies company, with a principal place of business at 2701 East Grauwlyer Rd. Irving, Texas 75061 ("Exela"), and **the Clerk of the Circuit Court of the 19th Judicial Circuit, with a place of business at 18 N. County Street, 9th Floor, Waukegan, IL 60085-4350 ("Customer")**. pursuant to the terms of the Master Services Agreement between Exela and the Customer, dated as of \_\_\_\_\_, 2020 (the "Agreement"). This SOW will be governed in all respects by the terms and conditions of the Agreement; in the event of a conflict between this SOW and the Agreement, this SOW will control. Terms used but not defined herein will have the meanings assigned to such terms in the Agreement.

1. **TERM:** The Commencement Date:

The Services, as defined in Section 2 below, will commence on or about \_\_\_\_\_, 2020 and terminate on or about \_\_\_\_\_, 2023. Thereafter, this term will automatically renew for one-year periods, unless terminated by one party upon 90 days written notice prior to the end of the initial term or any renewal date.

2. **EXELA SERVICES**

During the term of this SOW, Exela will provide the following Services:

**2.1. SERVICES IMPLEMENTATION PLANNING:** Exela will work with the Customer to create a mutually acceptable Services Implementation Plan. The Services Implementation Plan may be adjusted from time to time upon mutual agreement. Notwithstanding any other term of this SOW, the County will provide Exela with not less than ninety (90) days prior written notice of the date for commencement of Onsite work not less than to the date on which Onsite commencement of services will occur (the "**Onsite Implementation Notice**")

**2.2.** This plan will include but is not limited to tasks, timeline, key milestones, and Exela and Customer responsibilities.

2.2.1. Customer will prioritize the work and furnish such information, control lists and examples as Exela may reasonably require.

2.2.2. Exela and Customer will validate the counts and volumes of items in scope, as well as the current and estimated incoming filing rates.

2.2.3. Exela will use its expertise and experience having performed approximately 70 digitization service projects with Clerks of Court in Illinois to:

2.2.3.1. Analyze the work prioritized by the Customer.

2.2.3.2. Identify the applicable technical dependencies, as well as those that may be introduced by the Customer to address Customer's technical, operational and cash management considerations.

2.2.3.3. Propose the actual workflows that will implement the services and make adjustments if any upon their review by Customer.

2.2.3.4. Propose a task plan that supports Customer's priorities, manages the dependencies effectively, uses the workflows above and provides for a resource-effective progression of work throughout the duration of the term.

2.2.3.5. Identify key milestones, monthly status report events and forecast billing.

2.2.4. With respect to image hosting services, Exela will propose, and Customer will review a Business Requirements Document (BRD). The BRD will govern the creation, use and eventual retirement of image hosting via DocDNA. Also, this document will specify:

2.2.4.1. The redundancy and disaster recovery options for both image storage, the application used to access, upload and download images.

2.2.4.2. Minimum performance indicators for accessing, uploading and downloading images by the Customer in its normal course of business.

2.2.4.3. Monitoring and if applicable, resolution requirements for Exela, in order to ensure the performance of hosting services are commensurate with the requirements of Customer at the points of use.

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2.2.5. The Services Implementation Plan will also include definitions of acceptable quality. Such definitions will encompass:

- Logistics and warehousing
  - Location inventories in real-time.
  - Incident reports.
- Paper conversion and indexing
  - Backlog transformation, e.g. size/delay of backlog, conversion velocity.
  - Higher QA for initial boxes in a cohort, then QA using statistical determination of sample sizes and schedule.
  - Acceptable resolution (technical) and readability (practical).
  - Acceptable error rates – how many images are not readable or incomplete but overall job is still acceptable.
- Film scanning and indexing
  - Acceptable resolution (technical) and readability (practical).
  - Sampling per film type, for initial validation of scope and for determining quality assurance.
  - Acceptable error rates – how many images are not readable, or incomplete, or not keyed correctly but overall job is still acceptable.

### 2.3. ONGOING SERVICES:

The table below enumerates and identifies the services Exela will provide. The table also lists additional information, monthly volume information and performance expectations.

No.	Service Description	Definition	Monthly Volume	Performance Standard
1	<b>Onsite (Paper) Record Digitization Services</b>	8:30 – 5:00 M-F local time zone	Minimum Monthly Volumes outlined in the Pricing Assumptions of 102,667 images.	<p>For this task, and for the times identified in the Services Implementation Plan, Exela will provide onsite:</p> <ul style="list-style-type: none"> <li>• Management</li> <li>• Staffing</li> <li>• Imaging Hardware</li> <li>• Imaging Software</li> </ul> <p>The scope of this service is to be confirmed in the Services Implementation Plan. The service may include onsite imaging of daily filings, pending case filings and closed case files as identified by Customer.</p>
2	<b>Paper File Offsite Record Storage and Retrieval Services</b>	Exela will provide long term storage capabilities to the Customer.	To be determined based on Customer's Requirements.	Exela will utilize its commercial box-tracking software to monitor (where requested) long term storage of paper boxes and media

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No.	Service Description	Definition	Monthly Volume	Performance Standard
				such as microfilm and digital records.
3	<b>Paper case file off-site Pick-Up, Receipt and Box Tracking</b>	Exela will be responsible to transport, monitor and reconcile boxes containing closed case files and microfilm delivered to its Rantoul Illinois facility.	To be determined based on Customer's Requirements.	In advance of scheduled pickup by the Exela Courier, Customer will prepare and manifest (prepare a listing of boxes and contents) closed case files for transport. Exela Courier will transport boxes between Customer and Exela. Upon arrival, Exela will affix tracking numbers to each box received. Exela will track box movement and processing throughout the production facility.
4	<b>On-Demand File Requests</b>		Upon Request	Exela will provide on-demand imaging and digital delivery of case files upon request via Secure File Transfer Protocol (SFTP).
5	<b>Offsite Record Digitization Services (Physical case file conversion services on Exela's premises)</b>	This includes but is not limited to image capture, image processing, indexing and data upload.	To be determined based on Customer's Requirements. Also see Section "Pricing Assumptions".	Prior to receiving offsite scanning documents, a detailed <b>Case File Setup Statement of Work</b> will be agreed upon and executed by Customer for each type of case file/s and years to be scanned. A sample of document is included as <b>SOW Attachment 1 – Sample Case File Setup Statement of Work</b>

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No.	Service Description	Definition	Monthly Volume	Performance Standard
6	<b>Document Preparation</b>	Tasks necessary to prepare documents/folders for Imaging. For onsite services, after imaging, files will be put together substantially as they were found prior to document/folder preparation.	To be determined.	<p>This includes removing staples, and fixing torn documents.</p> <p>At the beginning of each new case file, Exela personnel will insert a unique bar-code sheet separating and identifying each new case. This bar code sheet will contain the case type, year, and case number, automating the indexing process. These bar code sheets will be generated ahead of time for each case type, year and case number. If any case files appear missing Exela will contact Customer for direction.</p>
7	<b>Imaging Quality</b>	Defined level of imaging quality as proposed.	TBD	Exela will scan closed case files at standard 300 dpi.
8	<b>Indexing</b>	Defined level of indexing per case type as proposed.	<p>To be determined.</p> <p>Customer may provide metadata along with case file numbers (offsite indexing) and paper name, paper ID sorted chronologically with case file numbers (onsite indexing).</p>	<p><b>Indexing off-site:</b> Exela understands all closed case files sent offsite require less extensive indexing than onsite indexing. Exela has outlined in the pricing section two levels of offsite indexing.</p> <ul style="list-style-type: none"> <li>• First level would be bulk scanning (full case file as a single PDF).</li> <li>• The second level of indexing would include separating and indexing document sets within each file stamp date.</li> </ul> <p><b>Indexing onsite:</b> The technical and workflow details of onsite indexing will be established in the Services Implementation Plan.</p>

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No.	Service Description	Definition	Monthly Volume	Performance Standard
9	<b>Conversion to Silver/Brown Tone Rolls</b>	Exela will convert images, when required by Customer, to Silver/Brown Tone Rolls for archive purposes.	To be determined.	<p>If required, digitized images can be converted to one silver original roll of microfilm and one silver brown toned roll of microfilm per record keeping manual requirements.</p> <p>Archive microfilm produced from digital images will be delivered to the Customer via secure transportation.</p> <p>Once archive microfilm is produced and reviewed Exela will provide permanent document destruction services once images are reviewed. Exela will not destroy any document or file without written authorization from the Customer.</p>
10	<b>Monthly Status Reporting</b>	Customer visibility to key volume and performance metrics		<p>Exela Metrics web reporting tool is included, providing monthly transactional volume views and service level attainment. A maximum of 3 user licenses are included.</p> <p>Exela will also submit a status report within five business days of completing a monthly reporting period that had services activity. A status report template will be mutually agreed upon in the Implementation Services Plan.</p>

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No.	Service Description	Definition	Monthly Volume	Performance Standard
11	<b>Microfilm Scanning</b>	This includes microfilm scanning, image processing, indexing, and data upload.	To be determined based on Customer's Requirements. Also see Section "Pricing Assumptions".	This service will be performed offsite. Prior to receiving microfilm, a detailed <b>Statement of Work</b> will be agreed upon and executed by Customer for each type of film to be scanned. A sample of document in included as <b>SOW -Attachment 1</b> . Upon receipt, the film inventory will be verified against the provided manifest and inspected for common microfilm issues. Every roll will be barcoded, entered into a tracking database, scanned, and processed according to the SOW. Digital images provided will be accurate representations of the images on microfilm.
12	<b>Paper Document Destruction</b>	Exela will arrange for the secure destruction of paper documents upon Customer approval.	To be determined based on Customer's Requirements. Also see Section "Pricing Assumptions".	Exela contracts with a NAID certified 3 <sup>rd</sup> party vendor to perform this destruction. Shredding is performed at the Exela location using the vendor's truck.

### 2.4. Permanent Removal or Destruction Services

If Lake County requires the permanent removal or destruction of specified boxes or files stored at the vendor's facility and/or off site at the County's offices, vendor shall follow the certified destruction process contained hereunder. The certified destruction shall be performed by either shredding or incineration. A chain of custody must be maintained and documented at all times. The vendor must have the ability to accomplish the certified destruction of records stored at the vendor's facility and/or off site at the County's offices. The vendor must ensure that confidentiality of all destroyed records is maintained throughout the destruction process. The vendor shall provide a certificate of destruction to Lake County upon request for those records destroyed.

## 3. MORE DETAILS ON SELECT SERVICES

### 3.1. Document DNA "DocDNA"

Exela will be hosting all images scanned within its archive DocDNA repository for simple and fast case file image storage and retrieval.

After scanning case files from either the onsite or offsite service images can be uploaded into Exela's web-based Document Management solution 'DocDNA'.

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Prior to upload all case file images will be processed through an OCR process. Lake County users will be able to search, retrieve and download case images and data from DocDNA.

Exela has estimated approximately 200 users using DocDNA. A Lake County representative will be responsible for controlling and assigning each user account and level of access into DocDNA. Exela will have no liability for user access administration.

DocDNA will provide the following features and capabilities and will be configured based on the BRD.

- 24/7 secure access in a SaaS model
- Images will be displayed between 2 to 3 seconds to load the entire pdf document. (note: Viewing time will be dependent upon how large the multipage document is as well as user internet upload speed which Exela has no control over)
- Our hosting facility is currently equipped with a natural gas-powered generator that is intended to provide electricity in the event of loss of power in accordance with our disaster recovery plan.
- Our redundant hosting facility is located in Austin, Texas for high-availability and business continuity, and in the event, our Troy Michigan site is down, images will be available from our Austin Texas facility within an 8 hour time frame in accordance with our disaster recovery plan.
- Client self-administration web portal for user administration.
- Roles-based access (providing the ability to limit user functionality and access to specific documents on a need-to-know basis)
- An application programming interface (API) that can be used to connect directly to certain client line-of-business applications
  - Image Ingestion: Image upload
  - Image Retrieval: Search, advanced search meta data and document download
  - Update: Index/ metadata update, merge and split
  - To view the activity on particular document: Audit trail
  - Adding annotation on the document: Add and get notes
- Audit trail and history tracking/reporting of system events and user activity
- Ability to support management of scanned images, COLD ASCII/EBCDIC reports, Print Streams (e.g. PCL, PDF, Xerox, AFP, PS, etc.) and documents in native format
- Ability to extract Metadata from COLD reports and print streams
- Annotation capabilities (text notes, graphic annotation and rubber stamp)
- Line level indexing of COLD reports is supported
- PDF overlay supported to simulate pre-printed form for COLD reports
- Web service interface for potential integration with external applications for document storage, retrieval, and index update functions
- Web-based document upload capability for ad-hoc documents

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Exela Help Desk operates 24-hours, 7 days a week.

Category	Process with Timeline
<b>Critical:</b> Production Outages, Performance Degradation, and not able to access the site	<p><b>Response:</b> When a help desk request is submitted, a Ticket number is created. Within 15 to 30 minutes of submission, an email is sent to the requestor identifying the help desk support representative working on the problem.</p> <p><b>Resolution Response:</b> <b>Exela shall resolve critical problems within 45 minutes of submitting the request unless the outage is the result of Lake County actions.</b> In the event a Critical DocDNA outage occurring during Lake County Operating Hours (i.e., 8:00 a.m to 5:00 p.m., daily, unless during scheduled maintenance) is not resolved in less than 45 minutes and is not the result of Lake County actions, Exela shall provide Lake County a service credit as liquidated damages in the amount of 25% of the monthly DocDNA hosting fee, plus an additional 10% of the hosting fee for each additional 45-minute period beyond the first 90 minutes in which the problem remains unresolved. The foregoing penalty credits shall not exceed the monthly DocDNA hosting fee for the month in which the outages occur.</p> <p><b>Root Cause Analysis (RCA):</b> Based on the incident, an RCA will be delivered to the requestor within 24 hr. with the short- and long-term resolution explanation.</p>
<b>Medium:</b> Users can work with minimal impact on their productivity.	<p><b>Response:</b> When a help desk request is submitted, a Ticket number is created. Within 15 to 30 minutes of submission, an email is sent to the requestor identifying the help desk support representative working on the problem.</p> <p><b>Resolution Response:</b> Historically, medium problems are resolved within 60 minutes of submitting the request. If, however, the issue is not resolved within 60 minutes, the requestor will receive either an expected time of completion or the expected time of the next issue update.</p>
<b>Low:</b> Individual request or problem that does not impact business	<p><b>Response:</b> When a help desk request is submitted, a Ticket number is created. Within 15 to 30 minutes of submission, an email is sent to the requestor identifying the help desk support representative working on the problem.</p> <p><b>Resolution Response:</b> Historically, low problems are resolved within 120 minutes of submitting the request. If, however, the issue is not resolved within 120 minutes, the requestor will receive either an expected time of completion or the expected time of the next issue update.</p>

Critical Performance Areas	Performance Standard	Measurement
<b>Production system availability</b>	Production environment available 99.99% during critical windows	Total minutes of critical window during month minus minutes not available divided by total minutes of critical window.
<b>Test system availability</b>	System available 95% of time during critical window	Total minutes of critical window during month minus minutes not available divided by total minutes of critical window.

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Note: Scheduled Maintenance. "Scheduled Maintenance" means any scheduled outages or down-time for maintenance, upgrades, enhancements or changes to the system, application, software or hardware. Exela shall provide at least 2 days notice of any Scheduled Maintenance. Scheduled Maintenance shall be performed during a 4 hour maintenance window starting Sunday at 7:00 AM through 11:00 a.m. Central Standard Time. (Exela may reasonably modify such maintenance window, each on a one-time basis, upon fourteen (14) days prior written notice to Clerk).

### 4. SERVICES SITES

Services will be provided in the sites listed in this SOW, unless otherwise authorized by the Customer. The following table shows which services will be provided where, as indicated by an "X" mark.

Location	Microfilm Conversion	Closed Case Conversion	Active Case Conversion
<b>Rantoul IL Exela Production Facility</b>	X	X	
<b>Customer</b>		X	X

- 4.1. Exela will designate a "Customer Manager/Supervisor". This person will be accountable for the day-to-day delivery of Services.
- 4.2. Exela will staff the Site(s) with sufficient personnel to provide the Services in accordance with this SOW and the subsequent Services Implementation Plan. Exela may vary staffing as it deems appropriate (without any resultant changes to the fees, except for changes to scope in Services/volumes agreed upon between the parties) so long as it meets the Standards of Performance and the milestones and tasks of the Implementation Plan.

### 5. EXELA PROVIDED EQUIPMENT/SOFTWARE/SUPPLIES:

- 5.1. **Equipment:** Exela will provide the following Equipment to perform the Onsite Services<sup>1</sup>:

Type of Equipment	Quantity	Model No.	Serial No.	Location Convenience or Center
<b>Low Volume Digital Mail Scanner*</b>	2	Kodak i4850 or similar	TBD	Clerk's Office
<b>Scan/Indexing PC</b>	4	TBD	TBD	Clerk's Office
<b>PodTracker</b>	4	N/A		Clerk's Office
<b>Storage Racks</b>	4	TBD	N/A	Clerk's Office

Customer shall have no ownership rights to the above equipment, except as set forth in the Agreement.

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<sup>1</sup> Any leased equipment will be subject to the terms and conditions of the leasing company.

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**5.2. Software/Systems:** Exela will provide the following Software/Systems to perform the services:

Type of Software/ Systems	Quantity	Location
<b>PodTracker Chain of Custody System</b>	1 Enterprise License	Hosted application
<b>ExelaMetrics</b>	1 License with 3 admin logins	Hosted application
<b>DocDNA – Managed SaaS Image Hosting</b>	1 License with up to 200 users	Hosted Application

**5.3. Supplies:** Exela will provide the following Supplies to perform the Services.

Type of Supplies	Quantity	Location
<b>N/A Supplies not provided</b>		

## 6. FEES

The price proposal includes a total price as a fixed fee for all services delineated in this SOW. This pricing schedule considers all costs (labor, overhead, administration, profit, travel, etc.) that are associated with providing the services listed in this SOW. Any hourly rates for services that are not included are provided with the corresponding service and rate. All additional services beyond the initial scope of the project, identified as beneficial to the County, are delineated separately for the County to consider. Notations within the extended pricing column refer to the corresponding assumptions.

If Lake County elects to terminate the Onsite Services for convenience after providing the Onsite Implementation Notice, Lake County shall pay an early Termination Fee based on the month of the termination, as follows:

Month of Termination:	Fee:
Notice + 1 <sup>st</sup> month	\$ 60,000.00
2	\$ 55,000.00
3	\$ 50,000.00
4	\$ 45,000.00
5	\$ 40,000.00
6	\$ 35,000.00
7	\$ 30,000.00
8	\$ 25,000.00
9	\$ 20,000.00
10	\$ 15,000.00
11	\$ 10,000.00

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\$ 5,000.00

## 6.1. CONTRACT ESTIMATES:

DESCRIPTION OF SERVICE	AMOUNT
Storage Box Moving/Transportation and Storage	\$ 170,000.00
Paper Scanning On-site and Off-site	\$ 1,344,114.00
Film Scanning New and Old @ Image Film Archive	\$ 676,286.00
Image Hosting DocDNA	\$ 250,000.00
Film Storage	\$ 36,871.00
Indexing of Active Open Case Files	\$ 168,000.00
<b>TOTAL CONTRACT:</b>	<b>\$ 2,645,271.00</b>

## 6.2. TOTAL ESTIMATED UNITS, QUANTITIES, UNIT PRICE AND EXTENSION

	Unit of Measure	Estimated Qty	Unit Price	Extension
<b>Warehouse Solution</b>				
Storage	1.2 Cubic Feet	10,207	\$ 2.64	\$ TBD see chart (1)
Transportation	Trip Charge	Daily/OnDemand	\$ 600.00	\$ TBD (2)
<b>Scanning Solution</b>				
On-Site Conversion	Per Image	3,696,000	\$ 0.165	\$ 609,840.00 chart (3)
Off-Site Conversion	Per Image	12,996,000	\$ 0.0565	\$ 734,274.00 chart (4)
<b>Microfilm Solution</b>				
Digital to Microfilm	Per Image	16,692,000	\$ 0.009	\$ 150,228.00 (5)
Microfilm to Digital	Rolls	11,801	See Chart	\$ 526,058.00 chart (6)
<b>Destruction Services</b>				
Shredding	Per Pound	15,000	\$ 0.08	\$ 1,200.00 (7)
<b>Hosting Solution</b>				
Monthly Service Fee	Monthly	12	\$ 2,000.00	\$ 24,000.00 (8)
Monthly Image Storage Fee	Per Image	Incremental	\$ 0.0003	\$ 250,000.00 Estimate
User License	Per License	-	Exception	\$ N/A (9)
<b>Total Annual Cost</b>				<b>\$ See following pages</b>

## 6.3. Pricing Assumptions From 9.2.

SPECIAL NOTE: All pricing assumes that Lake County will be able to supply data from the current CRIMS CMS system containing all Case numbers, Plaintiff and Defendant names in order reduce costs and keep data accurate and consistent across all platforms existing and future.

- Storage 1 Box will be in the size of 1.2 Cubic feet. Dimensions of the box will be 15" \* 12" \* 10" Box Storage price \$2.64 is *per annum*. Box Storage price \$2.64 is *per annum*. Exela will invoice \$0.22 per box per month
- Price for Pickup / Delivery < 100 Boxes. Frequency of trips TBD

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3. Pricing assumes scanning of an estimated 3,696,000 on-site images with a monthly minimum of 102,667 On-Site images provided by Lake County per month. This includes scanning active case files as well as incoming daily filings from court and counter. After all onsite active cases have been scanned to the parties will negotiate whether to continue scanning any additional closed or active and incoming daily filings. Monthly minimum billing of 102,667 On-Site images provided by Lake County per month in order to cover Exela's fixed costs.
4. Bulk file conversion assumes we will capture the (Case number and pdf of entire case). Example 1989CH0000001.PDF Note: cases exceeding 999 images will broken down into volumes
5. Pricing includes 1 silver original & 1 brown toned silver duplicate rolls as required
6. \*See below in "Additional Services" for other options applicable to film type
7. Fee for destruction or permanent removal set forth below
8. Annual price is based upon ingesting and storing up to 17MM images
9. Exela does not provide an on-site document management solution--only the hosted solution.

### 6.4. Paper Conversion Pricing Assumptions

1. Documents will be couriered to Exela's Rantoul IL facility for conversion.
2. Lake County will provide a manifest for each shipment. Manifest will be verified upon receipt in Rantoul. Lake County will be notified of any manifest discrepancies.
3. Scanning in 300 dpi b/w.
4. Paper scan price assumes flat files. If needed, trifold cases will have a different scan price.
5. 100% image review for offsite scanning is not included in the price.
6. Paper-to-Image quality audit is not industry standard and is not included in the price. Conversion quality will be defined in the Implementation Plan. The Implementation Plan will also define this work's quality assurance process.
7. Off-site indexing requirements are not known. Actual keystroke counts will be used for billing.
8. All images are delivered in multi-page PDF format.
9. Full-text OCR included. Exela does not offer an OCR success rate guarantee.
10. Images will be delivered to hosted image solution or via SFTP or encrypted hard drive.
11. Retrievals during production are billed at \$30.00 per hour. Each retrieval request will have a 15 minute minimum charge. Retrievals will be scanned and returned as PDF via SFTP.
12. Scan quality is assessed at 98% accuracy assuming the original document is of good quality with no light or non-readable text. The BRD will set the expectation of the scanning quality.
13. Domestic data entry specified in Added Services
14. Case file Statement of Work must be provided by customer to Exela 30 days prior to production.

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## 6.5. Film Conversion Pricing Per Film Type and Format

Service	Unit of Measure	Unit Price
Captured Image from 24X Simplex Roll Film	Image	\$ 0.0041
Captured Image from 40X Duplex Roll Film	Image	\$ 0.0027
Captured Image from 35 mm simplex Roll Film	Image	\$ 0.0574
Indexing per Keystroke	Keystroke (Domestic)	\$ 0.0092
Manual Doc Break per Image (for film containing no identifiable case breaks separated by two level image marks)	Image (Domestic)	\$ 0.0150

## 6.6. Film Conversion Total Estimated Quantities and Extension

### Domestic Indexing / Manual Case Breaks

Multiple Types	Type	Rolls	Images	Cases	Total Estimate
6,035 Rolls of Imagelink 16mm film	2 level breaks	6,035	48,280,000	355,000	\$ 169,548.00
3,165 Rolls of Oracle 16mm film	No case breaks	3,165	7,912,500	116,360	\$ 163,974.93
2,601 Rolls of 35mm film	No case breaks	<u>2,601</u>	<u>2,601,000</u>	<u>38,250</u>	<u>\$ 192,535.20</u>
		11,801	58,793,500	509,610	\$ 526,058.13

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## 6.7. Film Conversion Assumptions

1. NOTE: All numbers above are estimates only, based upon assumptions listed herein. Actual amounts will vary.
2. Number of the Kodak Imagelink and Oracle rolls estimate is based upon information gathered May 2017 at Lake County Circuit Clerks Office.
3. Images per roll of the Kodak Imagelink and Oracle is based on information gathered May 2017 at Lake County Circuit Clerks Office.
4. All Imagelink film having 2 level blips between each case on film.
5. Domestic indexing is based upon indexing case number only (Example 1998LM000001). Indexing Plaintiff and Defendant name is priced at \$ 0.0092 per keystroke except where existing County metadata can be matched against the case number and auto populated.
6. Number of 35mm rolls of film is based upon assumption of the difference between the total of known 16mm rolls of film less the 11,801 rolls outlined in the table above.
7. Offshore Indexing is based upon indexing case number only (Example 1998LM000001). Indexing Plaintiff and Defendant name is priced at \$ 0.0020 per keystroke except where existing County Meta data can be matched against the case number and auto populated. No off-shore indexing is contemplated at the time of drafting this SOW.
8. Each Film roll will be scanned using settings determined from the sample conversion testing.
9. Image processing includes de-skew, black border removal and crop, as allowed by the quality of film.
10. After scanning, the batch of images is sent to the Image QC Queue for review of 10% of the images for quality. If discrepancies are found within a batch, then the entire batch is directed to a rescan area for correction. Images that require rework are reprocessed to correct any identified issues. After final acceptance by the Quality Control Staff, images are moved into the formatting process.
11. Quality Control: 98% of the images scanned will be of acceptable image quality to allow reading of the text information on the document. If Company falls below the 98% success threshold, the additional scanning required to achieve the 98% success threshold will be provided by Company at no cost.
12. Images that are illegible (defined as not able to be read by naked human eye) due to damage on the film or in the original filming process do not apply and are not included when calculating the 98% quality threshold.
13. Scan settings are based on the best average quality for the roll. Individual images on film whose density falls outside of the normal range for the roll will be considered poor quality original images and also will not be included in the calculation of the 98% quality threshold

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## 6.8. Film Storage Pricing and Summary

Multiple Types	Type	Rolls	Boxes	Per Box Cost	Annual Cost 12 months
1,284 Rolls of New Film Produced	2 level case breaks	1,284	15	\$ 3.77	\$ 678.60
6,035 Rolls of Imagelink 16mm film	2 level case breaks	6,035	68	\$ 3.77	\$ 3,076.32
3,165 Rolls of Oracle 16mm film	No case breaks	3,165	36	\$ 3.77	\$ 1,628.64
2,601 Rolls of 35mm film	No case breaks	<u>2,601</u>	<u>44</u>	\$ 3.77	<u>\$ 1,990.56</u>
		13,085	160	Annual:	\$ 7,374.12

## 6.9. Film Storage Assumptions

1. All numbers above are estimates only. Actual amounts will vary.
2. Film will be stored in 1 cubic foot boxes in temperature and humidity-controlled rooms.
3. It is estimated that 90 rolls of 16mm film are stored in a 1 cubic foot box.
4. It is estimated that 60 rolls of 35mm film are stored in a 1 cubic foot box.
5. Exela assumes all film will be inactive with very few retrievals anticipated. Retrievals may be subject to the file pull/refile charges.
6. 1,284 new estimated rolls of film will be produced from future case file scanning.  
(13,000 images per roll @ 16,692,000 new offsite and onsite scanning)

## 6.10. Additional Pricing

Service	Unit of Measure	Unit Price
Printing Barcode sheets	Page	\$ 0.0308
Indexing (offsite conversion with domestic keying)	Keystroke	\$ 0.0092
Pickup / Delivery > 100 but < 240 Boxes	Trip	\$ 850.00
Off-site File Pull (Standard Box Storage Retrieval)	Each	\$ 2.25
Off-site File Refile (Standard Box Storage Retrieval)	Each	\$ 2.25
Off-site File Pull (Box Storage Rush Retrieval)	Each	\$ 5.50
Off-site Box Storage Intake	Box	\$ 1.55
Off-site Box Permanent Removal per Box	Box	\$ 2.75
Off-site Hourly Labor Costs (any tasks not identified in the above services)	Hour	\$ 30.00
Retrievals During Production (15-minute minimum per retrieval)	Hour	\$ 30.00
Post Scan Storage Per Month > 60 Days (After offsite scanning conversion)	Box	\$ 5.00
DVD Master	DVD	\$ 35.00
DVD Duplicate	DVD	\$ 30.00
Hard Drive (portable hard drive)	Drive	\$ 100.00
<b>DocDNA – Electronic hosted storage</b>		
Image extraction	Image	\$ 0.003
Hourly Rate ( for services not foreseen in this SOW )	Hour	\$ 125.00
<b>Offsite Indexing of File Stamp Date for closed case files</b>		
Manual Doc Breaking (Offshore)	Document Break	\$ 0.02
Indexing (Offshore – not applicable in this SOW)	Keystroke	\$ 0.002

# Clerk Digitization Statement of Work

## 6.11. Other Support

In order to facilitate the Scope of Work, the Clerk and/or County agree to undertake the following:

- a) provide network access (if applicable) and reasonably ensure the security of that network. This access should include both wired and wireless if available;
- b) provide employee directories, as needed including prompt updates to such directories;
- c) make available all resources needed to integrate systems into the Clerk's environment;
- d) make Personnel, Facilities, Equipment, Software/Systems, data and Supplies available as outlined in the Implementation Plan, including appropriate rights and consents therefor;
- e) provide telephonic phone lines and phone devices as needed;
- f) provide an appropriate, safe and secure location from which Vendor will provide necessary on-site Services.

7. **EXHIBITS:** The following Exhibits form part of this SOW if checked below:

7.1. ☐ Attachment 1 – Sample Case File Setup Statement of Work

**IN WITNESS WHEREOF**, the parties hereto have caused this SOW to be executed by their duly authorized representatives.

**CUSTOMER:**

\_\_\_\_\_

By: \_\_\_\_\_  
Name:  
Title:  
Date:

**Exela.:**

HOV Services Inc.

By: \_\_\_\_\_  
Name:  
Title:  
Date:

## Clerk Digitization Statement of Work

# Attachment 1

## Sample Case File Setup Statement of Work

This sample will apply to standard court case file scanning only. For other types of non-case file projects for the Circuit Clerk's Office or other Lake County offices a different Statement of Work may apply.

1.0 *Conversion/Capture Task Definition: Court case files document scanning and, if required, Archive Microfilm Output*

2.0 *Conversion/Capture Location and Transportation: Offsite services will be conducted at Company's Rantoul, Illinois office or another agreed upon location. Court case files will be picked up from Customer site with a recommend minimum of 100 boxes per pick up.*

3.0 *Preproduction Activities and Responsibilities*

A. Document Description: Flat folder court case files and flat documents within that are in Case Type, Case Year and Case number order. Note: Documents within case file folders are in the correct order for scanning. Docket sheets may be moved forward but the files will not be sorted in any other fashion.

B. Document Preparation: Sample of additional services options to be selected and agreed upon

Docket Sheet  
Handling:

- ☐ Insert docket sheet missing target if not found
- ☐ No target needed if docket sheet is not found

Sealed Envelope  
Handling:

- ☐ Scan sealed envelope contents, and index images as sealed for image upload and placed on a sealed roll of microfilm if required
- ☐ Pull and return to Customer, insert sealed envelope removed target
- ☐ Pull and return to Customer, no target needed

Exhibit Handling:

- ☐ Pull and return to Customer, insert exhibit removed target
- ☐ Pull and return to Customer, no target needed

## Attachment 1

### Sample Case File Setup Statement of Work

Judges Notes  
Handling:

- ☐ Scan Judges notes, and index images as sealed for image upload and placed on a sealed roll of microfilm if required.
- ☐ Pull and return to Customer, insert notes removed target
- ☐ Pull and return to Customer, no target needed

**Poor Quality Documents:** Some documents may be scanned with very light print or very dark paper. The final image may be missing some information due to the quality of the documents provided. When trying to make all images darker to help a few lighter documents, it is possible to lose the quality of darker documents and vice versa.

Poor Quality Document  
Handling:

- ☐ No special handling needed, scan under normal settings
- ☐ Stamp poor quality documents with a poor quality stamp

**DOCUMENTS OVER 9 INCHES WIDE:** Documents wider than 9 ½ inches cannot be converted to archive microfilm at 40x duplex if needed. Documents wider than 12 inches cannot be scanned with production scanners without being cut. Company will take every precaution to cut documents in a way so that the document is still readable (horizontally or if room on right or left margin vertically)

Oversize Documents:

- ☐ Cut Oversize Documents and Scan (i.e. drawings, plans)
- ☐ Do Not Cut Oversize Documents, Pull and Return to Customer

Prior to scanning, Company will produce bar coded case header sheets containing the case number barcode. This barcoded header sheet will be inserted in front of each new case. The patch case header sheet will be kept and will become the first image in the case. If a case number is missing, the header sheet will be marked as missing and scanned. If the case is missing Company can delete or keep the bar code header sheet per customer request and deliver an Excel file of case files not scanned.

Lake County may choose to provide an Excel listing of case numbers for each shipment. This would allow Exela to audit the case numbers captured. Any discrepancies will be reported back to Customer. This listing may also include additional fields such as Plaintiff name, Defendant name, etc. These values can be matched to the file and uploaded with the images.

The following Offsite Paper Case Files Sample Statement of Work are the assumptions and dependencies which form the basis for the Statement of Work and Pricing Schedule. Company reserves the right to increase the fees set forth in the Pricing Schedule if the assumptions or dependencies are materially different than the actual operating circumstances.

# Attachment 1

## Sample Case File Setup Statement of Work

- 1.0 *Case files are in case folders and properly boxed in case number order. Customer to provide a recommended manifest per shipment. Manifest will be verified upon receipt to Company and Customer to be notified of any discrepancies.*
- 2.0 *Boxes are in good condition and clearly labeled with case type and case number.*

Prior to scanning, Exela will produce barcoded header sheets containing the case number barcode. This header sheet will be verified and inserted in front of each new case. The bar-coded patch image will be kept and will become the first image in the case. Bar-coded header image sheet can be discarded at customer request.

### **Special Case Verification Program if needed:**

For case file groups with minimal missing cases, Exela provides an audit process to ensure that all missing case files are checked and matched against a list provided by Customer. If Exela discovers a case missing from the list, Exela will contact Customer immediately to report the discrepancy. Below is a sample of the Statement of Work option available.

- ☐ YES (I will be sending a list)
  - ☐ I will include a list when they pick up my boxes
  - ☐ I will email my list to Kevin Bormet

**SPECIAL NOTE:** (ONLY IF NEEDED) Customer WILL SEND A LIST OF CASE FILES SENT. Cases will span a box or more. Please include volume numbers and if volume spans over 999 images break if needed in sub volumes.

Sample of patch sheet below:

- 3.0 *Index Description: Exela will index each case file with the following fields with preprinted bar codes (if files are not missing many case files between each case) or single hand key case number (if many files are missing with a case set). Additional metadata fields if needed TBD.*

# Attachment 1

## Sample Case File Setup Statement of Work

Field #	Field Name/Title	Field Length	Field Type	Capture Method
1	Year	4	Numeric	Barcode or Hand Key or Import
2	Case Type	2	Alpha	Barcode or Hand Key or Import
3	Case Number	6	Numeric	Barcode or Hand Key or Import
4	Import Field	TBD	TBD	Match and Import
5	Import Field	TBD	TBD	Match and Import

**If Microfilm Output Is Needed Exela Can Supply a Special Microfilm Index Book Report Option:** This Excel file will contain, at a minimum, the case number, roll number, and frame number. This list can be printed and placed in Customer's microfilm index book.

- ☐ YES (send index list) Note: (Already sent)
- ☐ NO (I do not need a list)
- ☐ EXCEL FORMAT (can be printed out for your microfilm index book)
- ☐ IDX FILE FORMAT (used to upload into data system)

### 4.0 *Conversion/Capture Schedule:*

- Customer will notify Exela when documents are ready to be picked up.
- If needed, a statement of work will be provided by Exela to be reviewed and signed by customer prior to pick up.
- Once the pickup date is mutually agreed upon, files will be picked up.
- Exela will not begin production until an image test is performed and approved by Customer that images from the test are acceptable.
- Once approval is completed, production will begin.

### 5.0 *Scanning Requirements:*

- All case files are scanned at a 300 dpi in a multi-page PDF or Tiff format.

### 6.0 *Output Specifications:*

- Each case file will be run through a complete text OCR process prior to

# Attachment 1

## Sample Case File Setup Statement of Work

upload into 'DocDNA' as required.

- 300 dpi a multi-page PDF or Tiff (entire case) in groups no larger than 999 images per PDF or Tiff. If the case contains more than 999 images, it will be separated into volumes.
- Case files and any supplied metadata to be uploaded into Exela's hosted document management solution 'DocDNA' after scanning is complete.

### 7.0 *Image Pick up Delivery Recommendation*

- Pick-up of 100 or more boxes per pick up is recommended. During pick up scheduling, Customer will provide Exela with number of boxes ready to send in order to provide proper vehicle to pick up boxes.
- Upon completion Exela will upload images into Exela's hosted document management solution 'DocDNA'. If requested, one original roll of archive microfilm and one brown-toned silver duplicate will also be produced.

### 8.0 *Storage/Destruction/Return Schedule for Documents:*

- After completion, files will be stored, returned or held for destruction.
  - If case files need long term storage after scanning, Exela will intake box information and place boxes into high bay box storage.
  - If boxes are to be returned, arrangements will be made for the return of the files.
  - If destruction is needed after completion, a destruction notice will be delivered to Customer.
  - No file will be destroyed until a signed destruction notice is received.
  - Once Exela receives the signed destruction notice, the files will be professionally destroyed.

**IN WITNESS WHEREOF**, the parties hereto have caused this SOW to be executed by their duly authorized representatives.

**CUSTOMER:**

\_\_\_\_\_

**Exela.:**

HOV Services Inc.

By: \_\_\_\_\_

By: \_\_\_\_\_

# Attachment 1

## Sample Case File Setup Statement of Work

Name:  
Title:  
Date:

Name:  
Title:  
Date: