AMENDMENT OF SOLICITATION/MODIFICATION OF CONTRACT

1. CONTRACT D CODE	PAGE OF PAGES
	1 5

2. AMENDMENT/MOD FICATION NO.	3. EFFECTIVE DATE	4. REQUISITION/PURCHASE REQ. NO.	5. PROJECT NO. *(If applicable)*
P00003	See Block 16C	0700050EQ0029B	

6. ISSUED BY	CODE	7. ADM NISTERED BY *(If other than Item 6)*	CODE
Denver Acquisition Office for SBA Denver Finance Center 721 19th Street Suite 301 Denver CO 80202	208050	Denver Acquisition Office for SBA Denver Finance Center 721 19th Street Suite 300 Denver CO 80202	208050

8. NAME AND ADDRESS OF CONTRACTOR *(No., street, county, State and ZIP Code)*

RER SOLUTIONS, INC.
Attn: Errin Green
950 HERNDON PARKWAY, SUITE 200
HERNDON VA 201705548

CODE 609890819 FAC LITY CODE

(x) 9A. AMENDMENT OF SOLICITATION NO.

9B. DATED *(SEE ITEM 11)*

X 10A. MODIFICATION OF CONTRACT/ORDER NO.
73351019D0001
73351020F0071

10B. DATED *(SEE ITEM 13)*
03/29/2020

11. THIS ITEM ONLY APPLIES TO AMENDMENTS OF SOLICITATIONS

☐ The above numbered solicitation is amended as set forth in tem 14. The hour and date specified for receipt of Offers ☐ is extended, ☐ is not extended.
Offers must acknowledge receipt of this amendment prior to the hour and date specified in the solicitation or as amended , by one of the following methods: (a) By completing tems 8 and 15, and returning _____ copies of the amendment; (b) By acknowledging receipt of this amendment on each copy of the offer submitted ; or (c) By separate letter or telegram which includes a reference to the solicitation and amendment numbers. FAILURE OF YOUR ACKNOWLEDGEMENT TO BE RECEIVED AT THE PLACE DESIGNATED FOR THE RECEIPT OF OFFERS PRIOR TO THE HOUR AND DATE SPEC FIED MAY RESULT IN REJECTION OF YOUR OFFER If by virtue of this amendment you desire to change an offer already submitted , such change may be made by telegram or letter, provided each telegram or letter makes reference to the solicitation and this amendment, and is received prior to the opening hour and date specified.

12. ACCOUNT NG AND APPROPRIATION DATA *(If required)*
See Schedule

Net Increase: $150,000,000.00

13. THIS ITEM ONLY APPLIES TO MODIFICATION OF CONTRACTS/ORDERS. IT MODIFIES THE CONTRACT/ORDER NO. AS DESCRIBED IN ITEM 14.

CHECK ONE	
	A. THIS CHANGE ORDER IS ISSUED PURSUANT TO: *(Specify authority)* THE CHANGES SET FORTH N ITEM 14 ARE MADE IN THE CONTRACT ORDER NO. IN ITEM 10A.
	B. THE ABOVE NUMBERED CONTRACT/ORDER IS MODIFIED TO REFLECT THE ADM NISTRATIVE CHANGES *(such as changes in paying office, appropriation date, etc.)* SET FORTH N ITEM 14, PURSUANT TO THE AUTHORITY OF FAR 43.103(b).
X	C. THIS SUPPLEMENTAL AGREEMENT IS ENTERED INTO PURSUANT TO AUTHORITY OF: FAR 52.212-4(c) Changes and FAR 52.217-7 Option for Increased Quantity - Separately Priced Line Item
	D. OTHER *(Specify type of modification and authority)*

E. IMPORTANT Contractor ☐ is not, ☒ is required to sign this document and return 1 copies to the issuing office.

14. DESCRIPTION OF AMENDMENT/MODIFICATION *(Organized by UCF section headings, including solicitation/contract subject matter where feasible.)*

Tax ID Number: 54-1497608
DUNS Number: 609890819
TO-2 Data Analysis and Loan Recommendation Services in support of COVID-19

The purpose of this modification is to exercise and fund FAR 52.217-7 Option for Increased Quantity - Separately Priced Line Item and to incorporate a revised quote.

The government is hereby exercising FAR 52.217-7 Option for Increased Quantity - Separately Priced Line Item in the amount of $150,000,000.00.

The government is hereby incorporating RER Solution's quote dated April 29, 2020 into this

Continued ...

Except as provided herein, all terms and conditions of the document referenced in Item 9 A or 10A, as heretofore changed, remains unchanged and in full force and effect.

15A. NAME AND TITLE OF SIGNER *(Type or print)*	16A. NAME AND TITLE OF CONTRACT NG OFFICER *(Type or print)*
Errin E. Green, CEO	[redacted]
15B. CO [redacted] *(Signature of person authorized to sign)*	15C. DATE SIGNED 5/15/2020
16B. UNITED STATES OF AMERICA [redacted] *(Signature of Contracting Officer)* Date: 2020.05.15 16:36:02 -04'00'	16C. DATE SIGNED 05/15/2020

NAME OF OFFEROR OR CONTRACTOR
RER SOLUTIONS, INC.

ITEM NO. (A)	SUPPL ES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	order. In the event of an inconsistency between documents, the following order of precedence shall apply SBA IDIQ Contract, SBA Task Order and then contractor's proposal. The total task order funded amount is hereby increased from the not to exceed amount (NTE) of $350,000,000.00by $150,000,000.00 to $500,000,000.00. The Government shall not be obligated to reimburse the Contractor for costs in excess of the current allotment of $500,000,000.00, nor will the Contractor be obligated to continue performance and incur costs in excess of the amount allotted. The $500,000,000.00 will cover up to 7,500,000 EIDL Loan Recommendations, up to 7,500,000 Advance Recommendations and the Technology Support, Loan Processing Staffing and Technology/Data Access Fee through December 31, 2020. The total order value (base and all options combined) is unchanged in the not-to-exceed value of $500,000,000.00. SBA will pay the monthly fixed fee and per loan and per advance recommendation rate until RER has provided 7.5 million EIDL recommendations and loan advance recommendations each. The minimum performance standard are increased for this task order from the standard that is included in the IDIQ of providing 1 million recommendations in 60 days to providing at least 2 million recommendations in 60 days. In the event that ODA requires recommendations beyond the 7,500,000 EIDL Loan Recommendations or the 7,500,000 Advance Recommendations SBA will pay the following rates for additional applications processed: $66.67 per Advance Recommendation $66.67 per EIDL Loan Recommendation with an Advance Recommendation $66.67 per EIDL Loan Recommendation without an Advance Recommendation $20.00 per Joint Applicant/Co-Borrower Continued ...				

NAME OF OFFEROR OR CONTRACTOR
RER SOLUTIONS, INC.

ITEM NO. (A)	SUPPL ES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	The period of performance is unchanged from March 29, 2020 to December 31, 2020. Delivery: 12/31/2020 Discount Terms: NET 30 Delivery Location Code: 700050 Small Business Administration Office of Disaster Assistance 409 3rd St., S.W. Washington DC 20416 USA Payment: Small Business Administration Attn: Accounts Payable **Invoices for this contract will only be accepted via Invoice Processing Platform, (IPP). Enroll Denver CO 80259 Period of Performance: 03/29/2020 to 12/31/2020 Change Item 0002 to read as follows(amount shown is the total amount):				
0002	Optional CLINS for the Technology Support, Loan Processing Staffing and Technology/Data Access Monthly Fixed Price fee. This line item is hereby exercised in accordance with Optional CLIN under FAR 52.217-7 Option for Increased Quantity - Separately Priced Line Item. The Optional Monthly Fixed Price CLIN maximum value is $7,120,483.20. The monthly fixed amount is $2,373,494.40 a month from the period of October 1, 2020 to December 31, 2020. The Monthly Fixed Price Amounts are as follows: Month 7: $2,373,494.40 Month 8: $2,373,494.40 Month 9: $2,373,494.40 Maximum Value: $7,120,483.20 Product/Service Code: R710 Product/Service Description: SUPPORT- MANAGEMENT: FINANCIAL Accounting Info: Continued ...				7,120,483.20

NAME OF OFFEROR OR CONTRACTOR
RER SOLUTIONS, INC.

ITEM NO. (A)	SUPPL ES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)
	2020.X0100RB.700050.30081.2523.610001.7000001 Funded: $2,932,214.98 Accounting Info: 2020.010100DB.900400.10080.2523.610001.0000000 Funded: $4,188,268.22 Change Item 0005 to read as follows(amount shown is the total amount):				
0005	Optional CLIN for Data Analysis and Loan Recommendation Services This line item is hereby exercised in accordance with Optional CLIN under FAR 52.217-7 Option for Increased Quantity - Separately Priced Line Item. The Optional CLIN for Loan Recommendations maximum not to exceed amount is $142,879,516.80. The Approved Rates for the Not-to-Exceed Amount are as Follows: Tier 1 from 0 to 66,000 $169.95 Per Loan Recommendation, Tier 2 from 66,001 to 150,000 $169.95 Per Loan Recommendation, Tier 3 from 150,001 and above $169.95 Per Loan Recommendation, Joint Applicant/Co-Borrower $20.00 each				142,879,516.80
	Product/Service Code: R710 Product/Service Description: SUPPORT- MANAGEMENT: FINANCIAL Accounting Info: 2020.X0100RB.700050.30081.2523.610001.7000001 Funded: $58,837,785.02 Accounting Info: 2020.010100DB.900400.10080.2523.610001.0000000 Funded: $84,041,731.78 All other terms and conditions remain unchanged. Continued ...				

NAME OF OFFEROR OR CONTRACTOR
RER SOLUTIONS, INC.

ITEM NO. (A)	SUPPL ES/SERVICES (B)	QUANTITY (C)	UNIT (D)	UNIT PRICE (E)	AMOUNT (F)

The contractor shall not react to requests for changes nor shall it be paid for any work performed or expenses incurred that are not the subject of either a contracting officer's notice to proceed or a formal written task order or modification to a task order. The COR may provide technical direction only. Changes to the requirement and obligation can only be authorized and made by the Contracting Officer.

Vendors must enroll at https://www.ipp.gov/. Invoices for this contract will only be accepted through https://www.ipp.gov/ with a copy emailed to the CO and the COR: Tracy Lambert and Eric Wall

Invoices must contain the following information:
Contract/Purchase Order Number: 73351019D0001
Task Order Number: 73351020F0071
Requisition Number: 0700050EQ0029
Requisition Number: 0700050EQ0029A
Requisition Number: 0700050EQ0029B

Please contact the Contracting Officer with any questions.

Contracting Specialist (CO):
US Small Business Administration
[redacted]

Contracting Officer Representative (COR):
Eric Wall [redacted]
[redacted]

RER SOLUTIONS

U.S. SMALL BUSINESS ADMINISTRATION (SBA)
OFFICE OF DISASTER ASSISTANCE (ODA)
Data Analysis and Loan Recommendation Services

Contract Number: 73351018D0001
Task Order RFQ Number: 73351020Q0074
Submission Date: April 29, 2020
Quote (Task Order 2)

Submitted To:
Small Business Administration
ATTN: [redacted]
13221 Woodland Park Road, 5th Floor
Herndon, VA 20171
Office: [redacted]
Email: [redacted]

Name & Address of Offeror
Errin Green, CEO
RER Solutions, Inc.
950 Herndon Parkway, Suite 410
Herndon, VA 20170
[redacted]
DUNS: 609890819
TIN: 54-1497608

Woman-Owned Small Business, SBA certified 8(a)

Name & Address of Subcontractor
Mark Acchione
Chief Investment Officer, EVP
RocketLoans Marketplace LLC dba RocketLoans |
1274 Library Street, 2nd Floor, Detroit, MI 48226
[redacted]

THIS PROPOSAL INCLUDES DATA THAT SHALL NOT BE DISCLOSED OUTSIDE THE GOVERNMENT AND SHALL NOT BE DUPLICATED, USED, OR DISCLOSED – IN WHOLE OR IN PART – FOR ANY PURPOSE OTHER THAN TO EVALUATE THIS PROPOSAL. IF, HOWEVER, A CONTRACT IS AWARDED TO THIS OFFEROR AS A RESULT OF – OR IN CONNECTION WITH – THE SUBMISSION OF THIS DATA, THE GOVERNMENT SHALL HAVE THE RIGHT TO DUPLICATE, USE, OR DISCLOSE THE DATA TO THE EXTENT PROVIDED IN THE RESULTING CONTRACT. THIS RESTRICTION DOES NOT LIMIT THE GOVERNMENT S RIGHT TO USE INFORMATION CONTAINED IN THIS DATA IF IT IS OBTAINED FROM ANOTHER SOURCE WITHOUT RESTRICTION.

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Use or disclosure of data contained on this sheet is subject to the restriction on the title page of this proposal

PRICING OVERVIEW

Summary of Pricing Structure and Rationale

The RER-Rocket pricing structure has been designed to be simple and transparent, and to limit the administrative burdens that would be required for alternative pricing structures. Our proposed pricing structure features:

- **Fixed Fee Pricing** A fixed price per loan recommendation is simple and transparent. ODA will not have to spend time reviewing more complicated pricing models that include hourly charges and various categories of other fees. Using hourly rates for this work had the potential to create cost uncertainty and constrain response times when services will be most needed, during large disasters that will require extended working hours and performance through holidays and weekends. With a fixed price, ODA knows in advance what the cost for services will be and can quickly develop and issue Task Orders with a clear understanding of costs.
- **Pricing Tiers with Additional Volume Based Discounts:** The RER-Rocket Team's Tier 1 fixed fee pricing incorporates substantial discounts to ODA. The discounts offered on the Tier 1 pricing are further enhanced with 2 additional volume based pricing tiers that allow SBA to take advantage of discounts on a monthly basis. The Tier 1 fixed price per loan recommendation includes more than 15% in discounts based on RER's established rates and more than 60% off based on Rocket's standard commercial pricing. The Tier 2 price includes an additional 3% discount and the Tier 3 price includes an additional 6% off relative to the Tier 1 price. Consistent with the goal of providing simple and transparent pricing, the RER-Rocket Team has proposed 3 pricing tiers, which we believe appropriately balances additional discounts for increased volumes against the complexity of offering too many pricing tiers.
- **Monthly Fixed Fee:** The monthly fixed fee allows the RER-Rocket Team to provide continuous, fully responsive service to ODA. We will be prepared to meet all performance requirements without the need to keep revisiting costs for things like maintenance, routine changes, resourcing variability, 3rd party data licensing, etc. Our comprehensive data analysis and loan recommendation solution will be available and ready to respond to any size disaster event 24 hours per day, 7 days per week, and 365 days of the year.
- **Limited Additional Fees:** Our intention is to provide a single price that covers all services, technology, and data required to deliver a high quality loan recommendation in minimal time. We have developed a pricing model that enables us to meet all of ODA's current needs. Our pricing also anticipates the need for incremental changes that will occur over the course of the full 5-year period of performance. We understand that policies, regulations, and ODA's operating model may evolve over time and we are prepared to work alongside ODA to implement these routine changes at no additional cost to ODA. In the rare instance where a substantial change needs to be made to accommodate an ODA request, the RER-Rocket Team may request additional fees to cover these changes. Labor rates have been provided only to address needs that arise under extenuating circumstances and will only be used to develop firm fixed task based pricing for additional services, as requested.

Benefits to ODA

The RER-Rocket pricing structure offers several benefits to ODA:

- **All-Inclusive:** Our proposed pricing covers all of the services, technology, and data required to meet SBA's performance requirements under both normal operating circumstances as well as for large disaster response events. When disaster strikes, the RER-Rocket team will be prepared to respond as needed without needing to stop for the administrative barriers that would be required for pricing every single change.
- **Multi-Level Discounts:** The base level loan recommendation pricing includes more than 15% discounts off of RER's rates. Additional discount of 3-6% will be applied based on monthly volume.
- **Minimal Administrative Burden**: Our pricing structure eliminates the need for ODA to review and approve hourly labor charges. Per application fees allow ODA to align costs with loan processing volume and improved pricing transparency. Through weekly and monthly reporting, ODA will be informed of application processing volume and project costs.

The RER-Rocket Team's entire offer, has been designed to be simple, transparent and fast, allowing ODA to focus on its mission of supporting disaster survivors by providing needed financial resources as quickly as possible.

1. PROPOSED PRICING

The following sections provide a breakdown of the proposed pricing for the second task order.

1.1 Monthly Fixed Fees

In response to the additional requirements detailed in the Statement of Work for Task Order 2, the RER-Rocket Team proposes the revised monthly fixed fees:

Fixed Fees	Month 1	Month 2-9
Additional Technology to Support New Requirements*	$2,000,000.00	$300,000
Additional Technology Integration Staff	$937,814.40	$937,814.40
Loan/Advance Processing Staffing Support	$1,135,680.00	$1,135,680.00
Total	**$4,073,494.40**	**$2,373,494.40**

*Includes costs for platform access, set up of intake website, web-hosting, data storage, securing excess cloud capacity, e-signature fees etc.

- In order to meet an expedited timeframe, we identified an existing platform that could be re-purposed to meet SBA's needs. The requested fee for just getting access to that platform was $1 million.
- Initial platform standup expenses, security configuration, etc. ~$400,000
- DocuSign up front expenses ~$300,000
- We have planned for essentially unlimited processing capacity with associated cloud storage and web-hosting fees of ~$300,000/month

1.1.1 Monthly Staffing Price Buildup (Related to Revised Scope)

The following buildup for the staffing related fees are based on the Option Year 1 labor categories and rates:

1.1.1.1 Technology Integration Staff

Labor Category	Option Year 1 Rate	Number of Staff	Hours*	Total
Program Manager	$264.48	4	240	$253,900.80
Task Lead – Technology Integration	$188.66	2	240	$90,556.80
Project Manager/Systems Engineering	$137.51	2	240	$66,004.80
Senior Software Engineer	$114.96	10	240	$275,904.00
Software Engineer	$104.77	10	240	$251,448.00
Total				**$937,814.40**

*Team members are expected to work above standard working hours to support the requirements over the coming year. We expect the technical staff will need to work an average of 60 hours per week to be fully prepared to meet the ODA's needs.

Please see the following summary of work to be performed in the coming months on the technical side:

- Initial intake development and roll out, revisions as required
- Buildout of the decisioning engine for phase I loans and advances
- Initial workaround integration back into DCMS/SBA system
- Completion of integration into SBA/DCMS system

Actual Executive/Management Technical Staff:

- Will Tumulty, CEO
- Joe Looney, General Counsel
- Bogdan Nastea - CTO
- Darien Allen – Director of IT –Infrastructure, azure, email, infosec
- Bill Banick – Director of Development – Software development efforts
- Shapour Rafii – Business Process Manager –UW rules, decision rules, user experience, training, support
- Claudiu Georgescu – Software Solution Architect– Software architecture details, performance
- Ruslan Rustamov – Lead QA Engineer Testing, - product demos, support
- Luz Punzalan – Lead Business Systems Analyst Requirements, workflows, documentation, user guides
- Shah Zarghami – Business intelligence Lead Data migrations, reporting
- Andrew Papier – Business Intelligence Solution Architect – Data architecture, ETL

In addition to the above resources we currently have a pool of 23 .Net/SQL developers, 4 Business Analysts, 5 QA Engineers, 4 BI resources (SQL based), 3 Infrastructure Support, 5 Support/UX/SEO resources. So that's 44 total additional resources. We initially plan to dedicate half of the team but are prepared to offer the full team with no additional cost to the SBA during the period of performance.

1.1.1.2 Loan/Advance Processing Staffing Support

Labor Category	Option Year 1 Rate	Number of Staff	Hours	Total
Customer Service/Tech Support	$59.15	120	160	$1,135,680.00
Total				**$1,135,680.00**

- The current process is designed to optimize and auto-decisioning, but there will still be a percentage of loans that require manual intervention
- The loan processors who are already familiar with the platform will provide this manual intervention support
- Staff will also be available to provide any manual/data entry processing to support transitional periods (for example the initial build will require manual data entry to move data back into ETRAN), we may also need to port information between SBA/RER-Rocket system manually for some interims periods and these resources would support those efforts
- Also includes development of training resources for SBA staff who will be using RER-Rocket platform to process loans
- SBA team leads will approve and obligate upon receiving recommendation

1.2 Loan Recommendations/Advance Processing Fees

The RER-Rocket Team has proposed a pricing structure that will cover both loan recommendation as well as advance processing services.

Loan Recommendations/Month	Option Year 1 Rate	Offered Rate EIDL loan only (w/out advance)	Offered Rate EIDL advance (w/loan)	Offered Rate EIDL loan (w/advance)
Tier 1 Rate Per Recommendation from 0 to 66,000	$180.25	$169.95	$51.00	$118.95
Tier 2 Rate Per Recommendation from 66,001 to 150,000	$175.10	$169.95	$51.00	$118.95
Tier 3 Rate Per Recommendation from 150,001+	$169.95	$169.95	$51.00	$118.95

For EIDL loans applications that include an advance request, payment of the EIDL advance portion of the fee ($51.00) will be due when an EIDL advance recommendation is made. The remaining fee ($118.95) will be paid when the final loan recommendation is made. For applications without an advance request, the full fee of ($169.95) will be due when the loan recommendation is made.

1.3 Miscellaneous Other Charges

The following Miscellaneous charges will be added to the per loan recommendation fees included in Section 1.2 of this document.

Misc. Charges	Option Year 1 Rate	Offered Rate
Joint Applicant/Co-Borrower Fee	$30.00	$20.00
Business Loans	$425.00	$0
Dun and Bradstreet Report	$125.00	N/A

1.4 Not-to-Exceed Pricing for COVID-19 Support Through December 31, 2020

In light of the unprecedented volumes and continuing uncertainties around how many applications we may receive related to the COVID-19 disaster, the RER-Rocket Team proposes the following:

- We are prepared to cap the COVID-19 related support (including monthly fixed and processing fees) for advances and loans at $500 million through December 31, 2020 for advance and loan recommendations for up to 7,500,000 unique COVID-19 EIDL applications
    - For clarification, this is up to two decisions, an advance and/or loan decision, for 7,500,000 unique applications
- On April 24, 2020 the disaster program received $10 Billion in additional funding for EIDL advances and a $50 Billion appropriation, which translates to an additional $367 Billion in EIDL loan lending authority
- The average loan size is approximately $200,000 per approved loan and the average advance amount is approximately $3,200 per approved advance. Based on the existing EIDL loan and advance sizing calculations, the additional funds should cover the current pool of applications for both EIDL loans and EIDL advances.
- The application intake portal has been closed since April 16th, as of that date the total queue of applications was, and remains, 5.4 million applications (including duplicates)
- Once directed by ODA, the application intake portal will be re-opened and additional applicants will be able to submit applications for EIDL loans and advances
- Preliminary estimates are that 2 million new applications will be received in response to the additional funding
- Based on the current applications and the current estimate for additional applications, the 7,500,000 recommendations covered under the $500M cap should provide coverage for both EIDL loan and advance decisions
- Given the level of urgency and compressed timeframes for getting the advance and loan money into the hands of small businesses, the RER-Rocket Team will increase its minimum performance standard to twice the standard included in the IDIQ. Rather than providing 1 million recommendations in 60 days, the RER-Rocket Team will provide

at least 2 million recommendations in 60 days. In meeting this requirement, individual advance or loan recommendations will each count as a single recommendation. This change will only apply to Task Order 2 for COVID-19 support.

- SBA would pay the monthly fixed fee plus the per loan and per advance recommendation fees until we hit the $500 million and then all fees would stop. SBA would not have to pay the full $500M if the RER Team doesn't process the number of recommendations required to reach the cap.
- In the event that ODA requires recommendations beyond the 7,500,000 included within the $500M cap, the RER-Rocket Team will provide a supplemental proposal to address those additional needs. The rate for additional applications processed will be:
    - $66.67 per advance recommendation
    - $66.67 per loan recommendation with an advance recommendation
    - $66.67 per loan recommendation without an advance recommendation