

Statement of Work – SPE On-boarding / Off-boarding Project

Legal / MSA references

This Statement of Work (“SOW” or “Statement of Work”) is entered into by the parties pursuant to, and is a Work Order under the Consultant Services Agreement dated as of September 12, 2009 by and between Sony Pictures Entertainment Inc. (“SPE” or the “Company”) and Ernst & Young LLP (The “Consultant” or “EY”), that amends, restates, and supersedes that certain Consultant Services Agreement entered into as of August 1, 1997 by and between Company and EY (the “Agreement”). Capitalized terms used herein and not otherwise defined herein shall have the meanings assigned to them in the Agreement.

Project name

SPE Identity Lifecycle Management Program – Phase 1: On-boarding / Off-boarding Project (“Project”)

Background

Sony Pictures Entertainment (“SPE”) recently completed a current state assessment focused specifically on the existing identity and access management technology and processes. The findings revealed that multiple, inconsistent, manual processes contribute to lengthy on-boarding, as well as data inaccuracies resulting in audit and usability issues, duplicate effort, and lost productivity.

Objective

The objective of Phase 1 is to develop an IAM governance structure and to effectively migrate to a centralized self-service portal to streamline on-boarding and off-boarding activities.

EY will be focused on establishing the governance structure, developing the data governance model, change management, communication and training strategy of Phase 1. SPE will engage a specialized service provider to develop and deploy the foundation of the global, self-service portal to streamline the on-boarding and off-boarding process. While EY will provide input and manage the master work plan for Phase 1, EY will not be held accountable for delivering the self-service portal

Scope of services

EY will assist SPE in establishing a foundational program management structure to support the governance model. EY will support SPE with 4 key workstreams (Leading on Program Management, Change Management and Translation Services):

- Program management
- Data governance
- Change management and governance (includes communication and training)

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- Translation services (optional)

Key Activities

EY will provide recommendations and input into the development of the self-service portal and manage the overall project schedule and dependencies. SPE will be responsible for the implementation and delivery of the track. The following table describes project activities and EY / SPE responsibilities within each of the workstreams.

Activities	EY	SPE
Program management		
Merge and manage Phase 1 workplans into a consolidated program	Lead	Support
Manage risks, activities, and issue resolution process for Data Governance and Change Management workstreams	Lead	Support
Coordinate and report out on all program management risks and issues (run weekly meetings across all workstreams)	Lead	Support
Project management – data governance		
Develop and maintain data governance workplan	Lead	Support
Coordinate and collaborate with lead/owner of data governance workstream (Information Security) to develop workplan	Lead	Support
Manage project risks and issue resolution process	Lead	Support
Collaborate with Information Security to identify the Data Governance Steering Committee members and create the roles & responsibilities matrix for the members	Lead	Support
Coordinate and facilitate meetings with project team members, key stakeholders and project committees	Lead	Support
Support data governance track owner on all related key tasks and milestones	Lead	Support
Supply and utilize a tool to facilitate data analysis across applications (i.e. what will need to be cleansed in the future, as input to the project plan) Note: Data and mapping will supplied by SPE	Lead	Support
Change management and governance (includes communication and training)		
Develop stakeholder matrix leveraging information already collected. The final matrix will capture their needs, influence level and support.	Lead	Support
Conduct sponsorship assessment and action plan. Establish project governance sponsorship model (i.e. finalizing committees, Roles and responsibilities, key outcomes and meeting frequency)	Lead	Support
Facilitate and manage committees, project team members and key stakeholder meetings related to change management, communication and training	Lead	Support

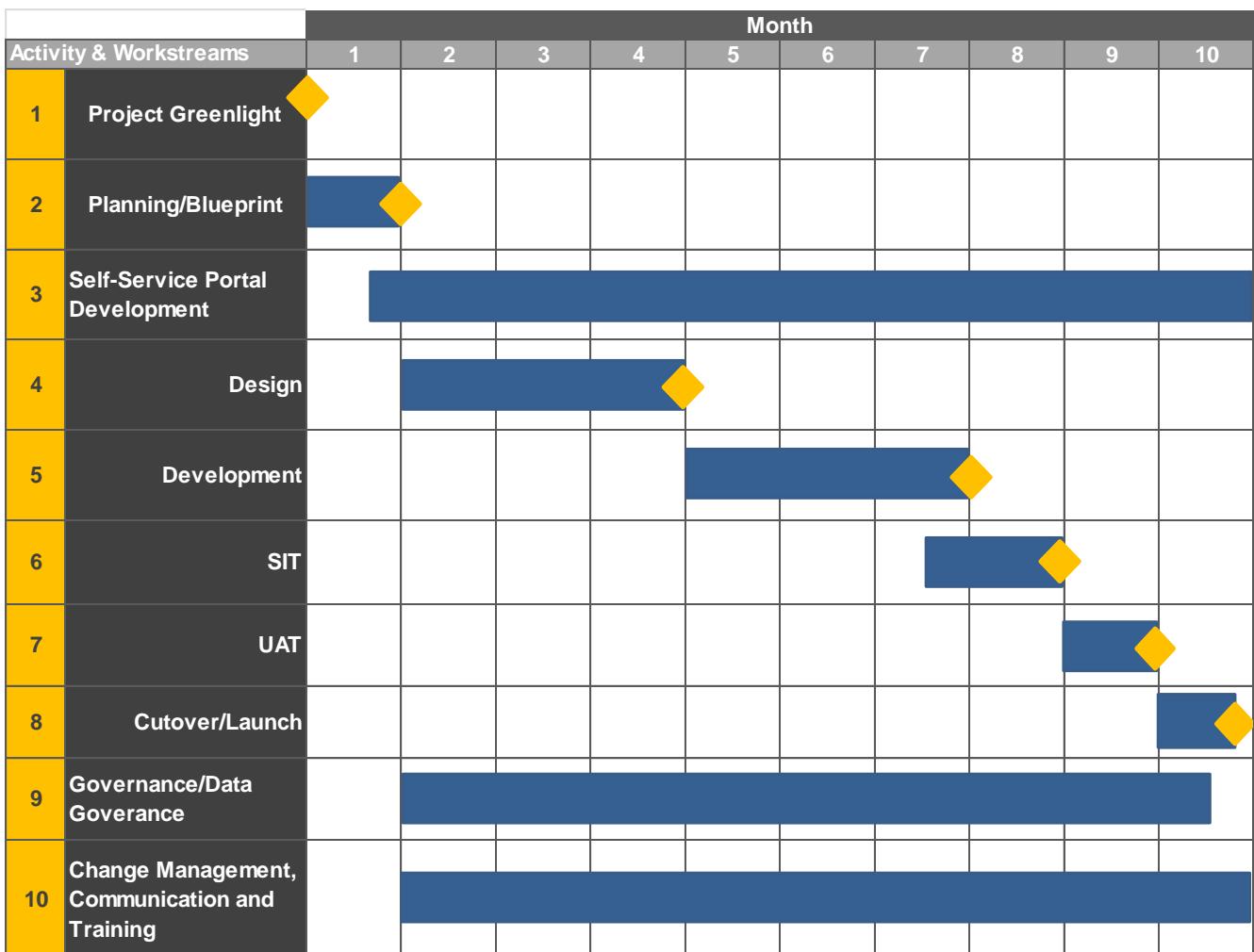
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Activities	EY	SPE
Develop communication plan. The communications plan will leverage established committees and already existing forums and communications channels to help promote this project	Lead	Support
Conduct Change Impact Assessment	Lead	Support
Develop training strategy and plan	Lead	Support
Conduct Change Readiness Assessment, which is an early assessment of awareness/resistance to the change	Lead	Support
Conduct Business Readiness Assessment, which will be conducted 2-3 months prior to deployment to determine if the organization is ready to adopt the new approach. This would be part of a broader go-live assessment	Lead	Support
Execute the change, communication and training plan by region (4). The training execution will include up to 2-3 1 hour train-the-trainer webinar trainings rolled out to advocates throughout the company, to teach them how to roll out the new process and self-service portal approach	Lead	Support
Establish and monitor stakeholder management plan	Support	Lead
Prepare ongoing project communications	Support	Lead
Translation services (Optional)		
Provide translation services for the user interface of the onboarding/off boarding self-service portal	Lead	Support
Translate the self-service portal training material from English to Japanese, Simplified Chinese, Portuguese, Spanish, German, Dutch, Italian, and French	Lead	Support

Timeline

The overall project timeframe is planned to be 10 months in duration starting mid-May 2014 through mid-March, 2015. The detailed project plan and completion date will be finalized during the planning/blue print phase. The estimated timeline with high-level activities and workstreams is outlined below.

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Project deliverables

EY will provide the following deliverables as part of Phase 1:

Work products	Description
Program plan and schedule	Detailed consolidated plan of Phase 1 tracks which includes individual tasks and activities along with their corresponding timeline and milestones to track overall progress of the program.
Status report including risk and issues log	Document and communicate the weekly program status to key stakeholders with a snapshot of significant accomplishments, risks and issues.
Stakeholder matrix	A matrix identifying key stakeholders to address key points such as stakeholder needs, influence, and support.
Training Strategy and Plan	Build/create training strategy, by region, and plan needed in order for end-users and administrators to

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	be successful.
Risk mitigation plan	Detailed plan to address all the potential risks associated with Phase 1 activities including risk description, impact and mitigating actions.
Change management and communication	<p>Documents outlining the strategy and plan for Phase 1 change management are detailed below. Additional customized communications throughout the 10 months for committee meetings, and change campaign activities. It will include roles and responsibilities for administrators, support operations staff, as well as end-users. Below are the work products:</p> <ul style="list-style-type: none"> • Communication Plan • Governance/ Sponsorship Model • Sponsor Assessment and Action Plan • Business Readiness Assessment • Change Readiness Assessment • Change Impact Analysis
Governance framework	Framework to manage overall program governance including roles and responsibilities and related processes.
Data governance framework and project plan	Framework to provide governance over the data aspects of user identities including roles and responsibilities and related processes and procedures. A project plan for data governance workstream (see Activities).
Language translation files	All final versions of the language translation files in native and PDF file formats. System UI files will be delivered in required format (TBD).

The majority of the deliverables will evolve throughout the life of the Phase 1. That said, the following table outlines the targeted timeframe of SPE sign off/acceptance of the applicable version for that time period for each deliverable.

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Deliverables	Estimated Sign-off
Program plan and schedule	August <i>month end</i>
Status report including risk and issues log	
Risk mitigation plan	
Data governance project plan	
Stakeholder matrix	
Training Strategy and Plan	
Change management and communication plan <ul style="list-style-type: none"> • Communication Plan • Governance/ Sponsorship Model • Sponsor Assessment and Action Plan • Business Readiness Assessment • Change Readiness Assessment • Change Impact Analysis 	October <i>month end</i>
<i>Language translation files (optional)</i>	January <i>month end</i>
Governance framework	
Data governance framework	
Phase 1 Completion	March <i>month end</i>

Deliverable Acceptance

All Documentation Deliverables defined in this SOW are subject to inspection and acceptance by SPE.

There will be two (2) rounds of draft deliverable review, during which SPE will be given an opportunity to review and comment to ensure the deliverable is complete and accurate, and meets SPE's expectations. Upon completion of the draft-review rounds, EY will provide a finalized deliverable for SPE acceptance or rejection. In the event that the Deliverable does not conform to the agreed-upon acceptance requirements, SPE shall so notify EY, setting forth SPE rejection and the basis of the nonconformity. EY shall correct such nonconformity within a mutually agreeable timeframe.

SPE will accept or reject the Deliverable within ten (10) business days of the completion of each iteration, unless otherwise mutually agreed upon by the SPE and EY Engagement Partner and documented in the project plan.

EY proposed team

The project team will be composed of members from SPE and EY. The roles, responsibilities and duration for EY team members for this phase of the project are outlined below.

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Name & Role	Responsibilities	Duration
Heidi Kujawa Engagement Partner	<ul style="list-style-type: none"> ▶ Accountable and responsible for overall engagement ▶ Program management activities ▶ Escalation point of contact for program level issues ▶ Provide assistance to BRM Executive Director in planning future phase(s) 	10 months
Sherrie Simmons Program Management & Project Manager Data Governance Lead	<ul style="list-style-type: none"> ▶ Overseeing project Phases are appropriately setup and initiated ▶ Tracking project/program performance ▶ Monitoring overall activities of the project/program ▶ Escalation point of contact for project/program level issues ▶ Responsible for successfully delivering scope related to the Data Governance 	10 months
Mallika Sanyal Senior, Identity Analytics	<ul style="list-style-type: none"> ▶ Review identity related data ▶ Recommend and administer role analytics toolkit ▶ Analyze authoritative source system integration ▶ Provide input into data governance strategy 	3 months
Debbie Rapaport Change Management Lead	<ul style="list-style-type: none"> ▶ Leading stakeholder management activities ▶ Managing communication campaign activities ▶ Managing change and overall risk plans ▶ Deliver training strategy and support development of training materials such as user guides. SPE will be responsible for actual training content and scripts. ▶ Coordinating communication campaign activities 	10 months
Brian Rowse Senior, Change Management Analyst	<ul style="list-style-type: none"> ▶ Support change management deliverables ▶ Support coordination activities related to training and communication set up ▶ Update change and risk plans as appropriate ▶ Support communication campaigns 	3 months

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Name & Role	Responsibilities	Duration
Nicholas Koumaris Translation Services Lead	<ul style="list-style-type: none"> ▶ Leading translation activities related to system interface and training materials ▶ Responsible for quality and timeliness of all translation related deliverables 	As needed throughout Phase 1 duration

Fees, expenses and billing schedule

EY is committed to providing SPE with high-quality service at reasonable, competitive and fair fees. To meet your needs and expectations, our team will include senior, experienced EY professionals. Based on the scope and activities, EY's fees, will be **\$665,000** firm fixed bid.

Category of Service	Fees
Program Management / Governance	\$31,412
Project Management / Data Governance	\$461,538
Change Management, Communication, and Training Strategy	\$172,050
Total Service Fees	\$665,000

If required, SPE will reimburse Ernst & Young LLP for any direct expenses incurred in connection with the performance of the services. Direct expenses include reasonable and customary out-of-pocket expenses for items such as travel, meals, accommodation and other expenses specifically related to this engagement and shall comply with SPE's T&E Policy. Out-of-pocket expenses will not exceed \$32,000 and must be approved in writing by SPE prior to spend.

The billing schedule reflects SPE sign off/acceptance of the abovementioned deliverables in their current state or version given the stage of the project.

Year	Month Ending	EY Fees
2014	June	48,750
	July	48,750
	August	93,125
	September	48,750
	October	93,125
	November	48,750
	December	48,750
2015	January	93,125
	February	48,750
	March	93,125
Total		\$665,000

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Optional Services

If SPE deems it necessary, EY will provide translation services to support the self-service portal workstream implementation as outlined above. EY fees will be \$25,000. Translation services fees will be billed to in the month those services completed and SPE acceptance of those deliverables occurs.

Change Orders

If SPE fails to meet its obligations within the provisions of this statement of work, EY will raise this in writing to SPE leadership, consisting of David Buckholtz and Steve Andujar, for corrective action to be taken. The SPE leadership team will have 5 working days to correct the situation. If the situation is not corrected, the EY Engagement Partner will raise a change order for review and approval to SPE leadership in order to cover any schedule, resource, and/or budget overrun for the project.

In the event that the estimated level of effort for the Project changes as a result of any alteration in scope or assumptions, we will immediately communicate the impact of the change to SPE and mutually agree in advance to any related adjustment in the estimated hours and associated professional fees and expenses in writing. Agreed changes will be formalized through a Change Request form, which we have included in Appendix 1.0. The fee base for each Change Request will be agreed with SPE and will be based upon the resource(s) required, level and location of that resource.

Project assumptions

- ▶ SPE will be responsible for providing business analysts, programmers and developers for requirements, design, build and testing support the activities associated with the self-service portal track.
- ▶ SPE will be responsible for providing resources to assist with the implementation and execution of the change management, communication and training plans, including but not limited to reviewing draft communications, sending out communications, and helping to schedule meetings/events. EY will prep all plans, documents and communications.
- ▶ SPE will provide resources to support EY team in governance and data governance tracks. All management will need to be EY and SPE Information Security. Only business analyst assistance will be available by SPE IT. The scope of Phase 1 addresses will cover the governance and data governance track only.
- ▶ EY is not responsible for third party design, configuration, testing and implementation, including unit testing, system testing, performance testing, UAT, migration, and post production deployment support of SPE's self-service onboarding/off boarding portal.
- ▶ SPE will be responsible for the distribution of all corporate wide communication messages related to Phase 1 scope. EY will coordinate with DCIO's admin to disseminate, but will lead and create all communications.
- ▶ SPE will be responsible for providing the test environments that are required to perform translation testing on the self-service portal. After the blueprint phase SPE will determine if they need translation services. It will only be billed if used/needed.
- ▶ SPE will be responsible for conducting training sessions to end users.
- ▶ Translation services were estimated with the following considerations: 4 - 6 pages of UI labels (25-30 labels per page), as well as a User Manual (approximately 20 pages with light to moderate text).

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- ▶ EY may engage the use of sub-contractors in delivery of services outlined in this SOW.
- ▶ All work will be performed in Culver City, California.
- ▶ The following project management schedule is assumed:
 - EY will provide a written weekly project status report consolidating all tracks (request portal, data governance and change management)
 - The joint weekly project status meeting will include SPE and EY project management.
 - All project management tools, processes, document repositories and procedures will be agreed upon by the end of the third week of the project.
 - SPE will be responsible for providing project documentation repositories and access to those repositories by the end of blueprint.

Acceptance

IN WITNESS WHEREOF, the parties have caused this Statement of Work to be executed by their duly authorized representatives.

Ernst & Young LLP

By: _____

Name: Heidi Kujawa _____

Title: Executive Director _____

Date: _____

Sony Pictures Entertainment Inc.

By: _____

Name: _____

Date: _____



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APPENDICES

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Appendix 1.0 Change request form

The following form should be used for all requests for changes in the project's budget, resource, schedule, deliverables or milestones. The Form, once completed, should be submitted to the PMO for change request decision.

PROJECT CHANGE REQUEST FORM

Project Information		
Project Name:		
Project Manager:	Project Sponsor:	
Change Request Information		
Change Request Name: Location assessment and grant support	Change Control No.: <i>(assigned by the PMO)</i>	Priority (High/Medium/Low): High (already partially performed)
Request Date:	Expected Resolution Date:	
Change Category: <input type="checkbox"/> Budget <input type="checkbox"/> Resource <input type="checkbox"/> Schedule <input type="checkbox"/> Deliverable <input type="checkbox"/> Milestone <input type="checkbox"/> Other (Please Specify)		
Description of Proposed Change:		
Objective:		
Activities:		
Deliverables:		
Resourcing:		
Total:		
Total:		
Total additional support:		
Originator / Origination Date:		

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Assessment	
Benefits of Proposed Change:	
1a.	1. What will be the impact of the change on the project's budget? (Please quantify) _____ 2. What will be the impact of the change on the resource assigned to the project? (Please quantify) _____ 3. What will be the impact of the change on the project's schedule? (Please quantify) _____ 4. Which deliverables will be affected? (Please list) _____ 5. Which milestones will be affected? (Please list) _____ 6. Are there other projects that will be impacted by this change? (Please list) _____
Impacts of NOT Making the Change:	

Change Decision		
Decision: (Approved, Rejected, On Hold)		Decision Date:
<u>Name:</u>	<u>Role:</u>	<u>Signature:</u>