

**FIRST AMENDMENT TO AGREEMENT**

THIS FIRST AMENDMENT TO AGREEMENT ("Amendment") is made and entered into this 13<sup>th</sup> day of April, 2021 ("Effective Date"), by and between COUNTY OF FRESNO, a Political Subdivision of the State of California, Fresno, California ("COUNTY"), and Priority Dispatch Corporation, an Ohio Corporation whose address is 110 S. Regent Street, Suite 500, Salt Lake City, Utah, 84111 ("CONTRACTOR").

**WITNESSETH:**

WHEREAS, COUNTY and CONTRACTOR entered into Agreement number 19-124, dated March 12, 2019 ("Agreement"), pursuant to which COUNTY agreed to purchase CONTRACTOR'S software system, the Medical Priority Dispatch System (hereafter "MPDS"), consisting of medical priority dispatch software (ProQA), a reporting system software (Aqua), and Card Set; and

WHEREAS, COUNTY has established a newer, larger EMS dispatch building, which can accommodate more dispatchers; and

WHEREAS, COUNTY and CONTRACTOR now desire to amend the Agreement to increase the maximum compensation amount to accommodate the unanticipated volume of additional licensing needs related to the deployment of the new EMS building.

NOW, THEREFORE, for good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, COUNTY and CONTRACTOR agree as follows:

1. Section 6 of the Agreement, "COMPENSATION/INVOICING," located on page 11, line 28 through page 13, line 7, is deleted in its entirety and replaced with the following: "COUNTY agrees to pay CONTRACTOR and CONTRACTOR agree to receive compensation as follows:

**New Annual Maintenance & Support Fees (ESP)**

The total fees due for each year this Agreement is in force shall be paid in full annually, and in advance, as set forth below:

ESP	Price
ProQA Medical	\$ 562.50

ProQA Fire	\$ 562.50
ProQA Training	\$ 281.25
AQUA 4 med/4 fire	\$ 1,080.00
Med Cards	\$ 49.00
Fire Cards	\$ 49.00

**Additional Products/Services**

<b>Additional Products/Services</b>	<b>Price</b>
ProQA License	\$ 3,750.00
ProQA Training	\$ 1,875.00
AQUA	\$ 900.00
Cardset	\$ 495.00
ESP – ProQA/License	\$ 562.50
ESP – AQUA/License	\$ 135.00
Cardset ESP	\$ 49.00
Daily Rate: Training, Onsite, etc.	\$ 1,500.00
ProQA Updates: Price per license	\$ 495.00

A. FEE CHANGES

CONTRACTOR may increase Annual Maintenance and Support fees, including Additional License/Services Fees upon thirty (30) days' advance written notice to COUNTY provided that CONTRACTOR shall not increase such fees more than once in any one-year period, and provided further that each increase will not exceed the previous fees by the lesser of (i) three percent (3%) per year or (ii) the cumulative percentage increase in the Consumer Price Index, All Urban Consumers for the U.S., during the previous year.

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1           B.     TOTAL CONTRACT AMOUNT

2           In no event shall compensation paid for services performed under this Agreement exceed  
3 \$500,000 during the entire potential five-year term of this Agreement. It is understood that all expenses  
4 incidental to CONTRACTOR'S performance of services under this Agreement shall be borne by  
5 CONTRACTOR.

6           COUNTY and CONTRACTOR agree that this Amendment is sufficient to amend the  
7 Agreement, and that upon execution of this Amendment, the Agreement and this Amendment together  
8 shall be considered the Agreement.

9           The Agreement, as hereby amended, is ratified and continued. All provisions, terms,  
10 covenants, conditions and promises contained in the Agreement and not amended herein shall remain  
11 in full force and effect.

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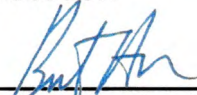
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EXECUTED AND EFFECTIVE as of the date first above set forth.

**CONTRACTOR**

**COUNTY OF FRESNO**

  
\_\_\_\_\_  
(Authorized Signature)

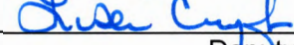
  
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Steve Brandau, Chairman of the Board  
of Supervisors of the County of Fresno

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Brent E. Hawkins, Vice President and  
General Counsel

\_\_\_\_\_  
110 S. Regent Street, Suite 500  
Salt Lake City, UT 84111

\_\_\_\_\_  
Mailing Address

**ATTEST:**  
Bernice E. Seidel  
Clerk of the Board of Supervisors  
County of Fresno, State of California

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

FOR ACCOUNTING USE ONLY:

ORG No.: 56201693

Fund/Subclass: 0001/10000

Account No.: 7309