

**SECOND AMENDMENT TO AGREEMENT**

THIS SECOND AMENDMENT TO AGREEMENT ("Second Amendment") is made and entered into this 1st day of March, 2016, by and between the COUNTY OF FRESNO, a political subdivision of the State of California, hereinafter referred to as "COUNTY", and Priority Dispatch Corporation, whose address is at 110 S. Regent Street, Suite 500, Salt Lake City, Utah, 84111, hereinafter referred to as "CONTRACTOR".

**RECITALS**

WHEREAS, COUNTY and CONTRACTOR entered into Agreement No. 14-103, dated March 25, 2014 (hereinafter "Agreement"), for the continued maintenance and support of the Medical Priority Dispatch System (MPDS); and

WHEREAS, COUNTY and CONTRACTOR entered into a First Amendment to Agreement ("First Amendment") on July 15, 2014 (County Agreement No. 14-103-1) for the upgrade of the MPDS system and continued maintenance and support thereof, and to increase the total compensation accordingly; and

WHEREAS, COUNTY and CONTRACTOR now desire to further amend the Agreement to purchase additional ProQA Licenses, Card Sets, maintenance and support, and to increase the total compensation accordingly.

NOW, THEREFORE, the COUNTY and CONTRACTOR agree to amend the Agreement as follows:

1. That the entirety of Section VI. COMPENSATION/INVOICING of the Agreement, beginning on page 11, line 28 and ending on page 13, line 12, be deleted and replaced with the following:

**"VI. COMPENSATION/INVOICING**

**COUNTY** agrees to pay CONTRACTOR and CONTRACTOR agrees to receive compensation as follows:

**A. ANNUAL MAINTENANCE AND SUPPORT FEES AT CONTRACT INCEPTION**

ProQA ESP Annual Maintenance for:

1.	27 Medical 23, Fire, 11 Training Licenses	\$25,035.00
2.	Aqua ESP Annual Maintenance for 4 Licenses	\$643.00
3.	Card Set ESP Annual Maintenance for 4 card sets	<u>\$156.00</u>
	Total Annual Maintenance and Support Fees	\$25,834.00

**B. ONE TIME FEES FOR ADDITIONAL LICENSES AND CARD SETS**

	Quantity	Unit Price	Total
1. Additional ProQA Fire License	3	\$ 3,500.00	\$ 10,500.00
2. Additional ProQA Training License	24	\$ 1,750.00	\$ 42,000.00
3. Additional ProQA Medical CardSets	17	\$495.00	\$ 8,415.00
4. Additional ProQA Fire CardSets	9	\$495.00	\$4,455.00
5. Shipping for CardSets	1	\$40.00	\$40.00
<b>6. Total Additional One Time License Fees</b>			<b>\$ 65,410.00</b>

**C. NEW ANNUAL MAINTENANCE AND SUPPORT FEES-EFFECTIVE UPON EXECUTION OF SECOND AMENDMENT**

1. ProQA ESP Medical	26	\$525.00	\$13,650.00
2. ProQA ESP Fire	26	\$525.00	\$13,650.00
3. ProQA ESP Training	46	\$262.50	\$12,075.00
4. Aqua ESP (4 medical & 4 fire)	1	\$643.00	\$643.00
5. Card Set ESP Medical	23	\$49.00	\$1,127.00
6. Card Set ESP Fire	23	\$49.00	<u>\$1,127.00</u>
<b>Total Annual Maintenance and Support Fees</b>			<b>\$42,272.00</b>

**D. ADDITIONAL LICENSE/SERVICES FEES**

1. Additional ProQA License	\$3,500.00
2. Additional ProQA Training License	\$1,750.00
3. Additional Aqua License	\$1,071.00
4. Additional Card Set	\$495.00
5. Additional ProQA Annual Maintenance per License	\$500.70
6. Additional Aqua Annual Maintenance per License	\$160.75



1           remittance address: 110 S. Regent Street, Suite 500, Salt Lake City, Utah 84111."

2           COUNTY and CONTRACTOR agree that this Second Amendment is sufficient to amend the  
3 Agreement, and that upon execution of this Second Amendment, the Agreement, the First Amendment,  
4 and this Second Amendment shall together be considered the Agreement.

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


1 IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment as of the day  
2 and year first hereinabove written.

3 **CONTRACTOR**

4   
5 Brent E. Hawkins,  
6 Vice President & General Counsel

**COUNTY OF FRESNO**

7   
8 Ernest Buddy Mendes  
9 Chairman, Board of Supervisors

10   
11 Secretary/Treasurer

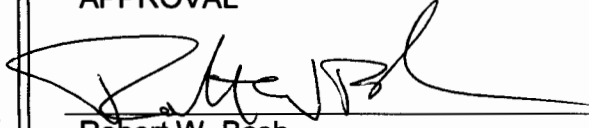
12 DATE: 1/2/16

13 DATE: March 1, 2016

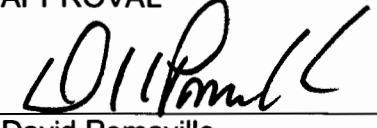
14 ATTEST:

15   
16 Bernice E. Seidel, Clerk  
17 Board of Supervisors

18 REVIEWED & RECOMMENDED FOR  
19 APPROVAL

20   
21 Robert W. Bash  
22 Director of Internal Services/  
23 Chief Information Officer

24 REVIEWED & RECOMMENDED FOR  
25 APPROVAL

26   
27 David Pomaville  
28 Director - Department of Public Health

APPROVED AS TO LEGAL FORM  
Daniel C. Cederborg, County Counsel

APPROVED AS TO ACCOUNTING FORM  
Vicki Crow, C.P.A.  
Auditor-Controller/Treasurer-Tax Collector

By 

By 

FOR ACCOUNTING USE ONLY:

ORG No.: 56208550

Account No./Fund: 7309/0001/10000