

**FIRST AMENDMENT TO AGREEMENT**

THIS AMENDMENT, hereinafter referred to as "First Amendment" is made and entered into this 13th day of September, 2016, by and between the COUNTY OF FRESNO, a political subdivision of the State of California, hereinafter referred to as "COUNTY", and Nobico, Inc., dba Integrated Electronics, a California Corporation, whose address is 2576 N. Bundy Drive, Fresno, CA 93727 hereinafter referred to as "CONTRACTOR".

**W I T N E S S E T H:**

WHEREAS, COUNTY and CONTRACTOR entered into Purchasing Agreement No. P-15-303-C, dated June 19, 2015 (hereinafter "Agreement") pursuant to which CONTRACTOR agreed to provide services and supplies related to the COUNTY'S Closed Circuit Television Systems (CCTV) employed throughout many COUNTY facilities;

WHEREAS COUNTY and CONTRACTOR now desire to amend the Agreement to increase the maximum compensation under the Agreement to address a need for additional services.

NOW, THEREFORE, COUNTY and CONTRACTOR agree as follows:

1. The CONTRACTOR'S SERVICES Section of the Agreement, as set forth on Page one (1), is modified to include the installation of CCTV systems at the rates set forth in Attachment "A" of the Agreement.

2. The MAXIMUM Section of the Agreement, as set forth on Page one (1), is deleted in its entirety and replaced with the following:

**"MAXIMUM:**

In no event shall services performed under this Agreement be in excess of seven hundred thousand dollars (\$700,000) for the term of this Agreement, inclusive of renewal periods."

3. The following Section together with referenced Attachment "A" are added to and made a part of the Agreement:

**"DISCLOSURE OF SELF-DEALING TRANSACTIONS:**

This provision is only applicable if the CONTRACTOR is operating as a corporation (a for-profit or non-profit corporation) or if during the term of this Agreement, the CONTRACTOR

1 changes its status to operate as a corporation.

2           Members of the CONTRACTOR's Board of Directors shall disclose any self-dealing  
3 transactions that they are a party to while CONTRACTOR is providing goods or performing  
4 services under this agreement. A self-dealing transaction shall mean a transaction to which the  
5 CONTRACTOR is a party and in which one or more of its directors has a material financial  
6 interest. Members of the Board of Director shall disclose any self-dealing transactions that they  
7 are a party to by completing and signing a Self-Dealing Transaction Disclosure Form (Exhibit 1)  
8 and submitting it to the COUNTY prior to commencing with the self-dealing transaction or  
9 immediately thereafter."

10           COUNTY and CONTRACTOR agree this First Amendment is sufficient to amend the  
11 Agreement, and that upon execution of the First Amendment, the Agreement, together with this  
12 First Amendment shall together be considered the Agreement.

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

1 **EXHIBIT 1**

2 **SELF-DEALING TRANSACTION DISCLOSURE FORM**

3 In order to conduct business with the County of Fresno (hereinafter referred to as "County"),  
4 members of a contractor's board of directors (hereinafter referred to as "County Contractor"),  
5 must disclose any self-dealing transactions that they are a party to while providing goods,  
6 performing services, or both for the County. A self-dealing transaction is defined below:

7 *"A self-dealing transaction means a transaction to which the corporation is a party and in*  
8 *which one or more of its directors has a material financial interest"*

9 The definition above will be utilized for purposes of completing this disclosure form.

10 **INSTRUCTIONS**

11 (1) Enter board member's name, job title (if applicable), and date this disclosure is being  
12 made.

13 (2) Enter the board member's company/agency name and address.

14 (3) Describe in detail the nature of the self-dealing transaction that is being disclosed to  
15 the County. At a minimum, include a description of the following:

16 a. The name of the agency/company with which the corporation has the  
17 transaction; and

18 b. The nature of the material financial interest in the Corporation's transaction that  
19 the board member has.

20 (4) Describe in detail why the self-dealing transaction is appropriate based on applicable  
21 provisions of the Corporations Code.

22 (5) Form must be signed by the board member that is involved in the self-dealing  
23 transaction described in Sections (3) and (4).  
24  
25  
26  
27  
28

**(1) Company Board Member Information:**

	Date:	

**(2) Company/Agency Name and Address:**

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**(3) Disclosure (Please describe the nature of the self-dealing transaction you are a party to):**

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**(4) Explain why this self-dealing transaction is consistent with the requirements of Corporations Code 5233 (a):**

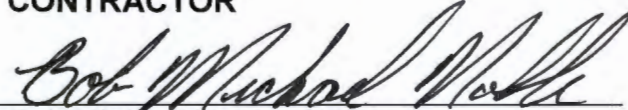
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**(5) Authorized Signature**

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

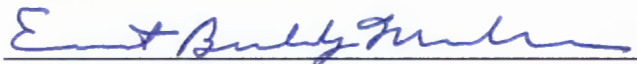
3  
4 **CONTRACTOR**

5   
6 Bob Michael Noble, CEO/Treasurer

7 DATE: 8/17/16


8 Integrated Electronics  
9 2576 N. Bundy Drive  
10 Fresno, CA 93727

11 **COUNTY OF FRESNO**

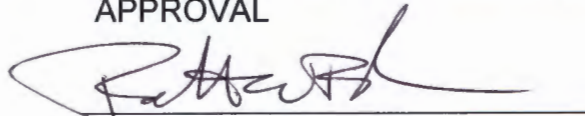
12   
13 Ernest Buddy Mendes, Chairman  
14 Board of Supervisors

15 DATE: September 13, 2016

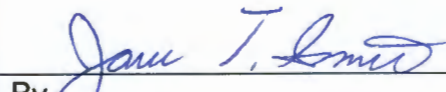
16 ATTEST: Bernice E. Seidel Clerk  
17 Board of Supervisors

18   
19 By

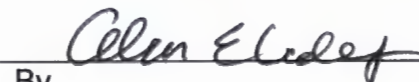
20 **REVIEWED & RECOMMENDED FOR  
21 APPROVAL**

22   
23 Robert W. Bash,  
24 Director of Internal Services/Chief  
25 Information Officer

26 **APPROVED AS TO LEGAL FORM**  
27 Daniel C. Cederborg,  
28 County Counsel

29   
30 By

31 **APPROVED AS TO ACCOUNTING FORM**  
32 Vicki Crow, CPA  
33 Auditor-Controller/Treasurer-Tax Collector

34   
35 By

36 **FOR ACCOUNTING USE ONLY:**

37 FUND: 1035  
38 SUBCLASS: 10000  
39 ORG No.: 8970  
40 Acct. No.: 7205