

AMENDMENT NUMBER ~~ONE~~ TWO

TO

CONTRACT MA-060-12011305

BETWEEN THE

COUNTY OF ORANGE

AND

MORPHOTRUST USA, INC., DBA MORPHOTRUST USA LLC (~~FORMERLY KNOWN AS IDENTIX, INC.~~)

This AMENDMENT NUMBER ~~ONE~~ TWO to Contract Number MA-060-12011305 (hereinafter "AMENDMENT NUMBER ~~ONE~~ TWO") between the County of Orange, a political subdivision of the State of California (hereinafter "COUNTY") and MorphoTrust USA, INC., DBA MORPHOTRUST USA LLC (Formerly known as Identix, Inc.) (hereinafter "CONTRACTOR") with a place of business at 296 Concord Road, Billerica, MA 018201, is made and entered upon execution of all necessary signatures.

RECITALS:

WHEREAS, COUNTY and CONTRACTOR executed a Subordinate Contract for the purchase of Live Scan Equipment, Accessories, Training, Supplies, Software and Maintenance as Contract Number MA-060-11012605 (hereinafter "ORIGINAL CONTRACT"), for a two-year term of April 17, 2012 through and including April 30, 2014; renewable for one (1) additional one-year term; and

~~WHEREAS, the State of California issued California Multiple Award Schedule (CMAS) Agreement Number 3-11-70-1090B, upon which the ORIGINAL CONTRACT is based, and which is attached as Attachment B;~~

~~WHEREAS, COUNTY desires to renew the ORIGINAL CONTRACT for a one (1) year term in the amount of \$450,000.00 and the CONTRACTOR has agreed to provide those services at the rates set forth in the ORIGINAL CONTRACT; and~~

~~WHEREAS, CONTRACTOR informed COUNTY that on December 31, 2013 Identix, Inc. successfully merged with and been renamed MorphoTrust USA, INC., DBA MORPHOTRUST USA LLC; and~~

~~WHEREAS, CONTRACTOR agrees to be bound by all of the terms and conditions of ORIGINAL CONTRACT, as amended, just as if it had been an original signatory to the Contract and COUNTY consents to the assignment of the ORIGINAL CONTRACT from Identix, Inc. to CONTRACTOR; and~~

~~NOW THEREFORE, in consideration of the mutual obligations set forth herein, and in the ORIGINAL CONTRACT, both COUNTY and CONTRACTOR agree as follows:~~

~~1. ASSIGNMENT OF CONTRACT~~

~~Effective on December 31, 2013:~~

~~a. COUNTY hereby approves the assignment of the ORIGINAL CONTRACT, as amended, from Identix, Inc. to CONTRACTOR.~~

~~b. CONTRACTOR accepts the assignment of the ORIGINAL CONTRACT, as amended, agrees to provide all items covered thereunder and assumes the rights, duties and obligations of Identix, Inc. under the ORIGINAL CONTRACT, and accepts and agrees to all terms and conditions of the ORIGINAL CONTRACT as amended herein.~~

~~c. Wherever "Identix, Inc." appears in the ORIGINAL CONTRACT, it is hereby replaced with MorphoTrust USA, INC., DBA MORPHOTRUST USA LLC.~~

~~2. Term of Contract:~~

~~— This Subordinate Contract shall commence on 4/17/12, and continue through and including 4/30/15, unless otherwise terminated by the County. The period of 4/17/12 through and including 4/30/14 shall be known as MA-060-12011305. The period of 5/1/14 through and including 4/30/15 shall be known as MA-060-14011100. This Subordinate Agreement is non-renewable. —~~

WHEREAS, the State of California issued California Multiple Award Schedule (CMAS) Agreement Number 3-11-70-1090B, upon which the ORIGINAL CONTRACT is based, and which is attached as Attachment C;

WHEREAS, COUNTY and CONTRACTOR renewed the ORIGINAL CONTRACT on April 29, 2014 as Contract Number MA-060-14011100 for a one (1) year term of May 1, 2014 through and including April 30, 2015 in the amount of \$450,000.00 and sustained an Assignment of Contract due to merger and the CONTRACTOR has agreed to provide those services at the rates set forth in the ORIGINAL CONTRACT (hereinafter "AMENDMENT NUMBER ONE");

WHEREAS, COUNTY desires to renew the ORIGINAL CONTRACT for a one (1) year term as Contract Number MA-060-15011176 and the CONTRACTOR has agreed to provide these services at the rates set forth in the ORIGINAL CONTRACT;

NOW THEREFORE, in consideration of the mutual obligations set forth herein, and in the ORIGINAL CONTRACT, both COUNTY and CONTRACTOR agree as follows:

1. ARTICLES

a. Term of Subordinate Contract, Section 2, is amended to read in its entirety as follows:

2. Term of Subordinate Contract:

This Subordinate Contract shall commence on 4/17/12, and continue through and including 4/30/16, unless otherwise terminated by the County. The period of 4/17/12 through and including 4/30/14 shall be known as MA-060-12011305. The period of 5/1/14 through and including 4/30/15 shall be known as MA-060-14011100. The period of 5/1/15 through and including 4/30/16 shall be known as Contract Number MA-060-15011176. This Subordinate Agreement is non-renewable.

3. A true and correct copy of the ORIGINAL CONTRACT (Subordinate Contract, number MA-060-12011305) is attached hereto as Exhibit A and incorporated by this reference.

~~4. A true and correct copy of CMAS Agreement 3-11-70-1090B is attached hereto as Exhibit B and incorporated by this reference.~~

~~5. All other provisions of the ORIGINAL CONTRACT except as amended herein and to the extent they are not inconsistent with this AMENDMENT NUMBER ONE, remain unchanged and in full force and effect.~~

4. A true and correct copy of AMENDMENT NUMBER ONE (Subordinate Contract, number MA-060-14011100) is attached hereto as Exhibit B and incorporated by this reference.

5. A true and correct copy of CMAS Agreement 3-11-70-1090B is attached hereto as Exhibit C and incorporated by this reference.

6. All other provisions of the ORIGINAL CONTRACT and AMENDMENT NUMBER ONE except as amended herein and to the extent they are not inconsistent with this AMENDMENT NUMBER TWO, remain unchanged and in full force and effect.

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IN WITNESS WHEREOF, the Parties have executed AMENDMENT NUMBER ~~ONE~~ TWO to ORIGINAL CONTRACT MA-060-12011305.

*Contractor: MorphoTrust USA, INC., DBA MORPHOTRUST USA LLC

By: _____ Title: _____

Print Name: _____ Date: _____

*Contractor: MorphoTrust USA, INC., DBA MORPHOTRUST USA LLC

By: _____ Title: _____

Print Name: _____ Date: _____

*If a corporation, the document must be signed by two corporate officers. The first signature must be either the Chairman of the Board, President, or any Vice President. The second signature must be the secretary, an assistant secretary, the Chief Financial Officer, or any assistant treasurers. **In the alternative, a single corporate signature is acceptable when accompanied by a corporate document demonstrating the legal authority of the signature to bind the company.**

County Of Orange

A political subdivision of the State of California



Sheriff-Coroner Department

By: _____ Title: _____

Date: _____

Approved by the Board of Supervisors: _____

Approved as to Form
Office of the County Counsel

by _____
Deputy

~~EXHIBIT A~~

~~ORIGINAL AGREEMENT (Contract Number MA-060-12011305)~~

EXHIBIT A

ORIGINAL CONTRACT (Subordinate Contract Number MA-060-12011305)

~~EXHIBIT B~~

~~California Multiple Award Schedule (CMAS # 3-11-70-1090B)~~

EXHIBIT B

AMENDMENT NUMBER TWO (Subordinate Contract Number MA-060-14011100)

EXHIBIT C

California Multiple Award Schedule (CMAS # 3-11-70-1090B)