

AMENDMENT NUMBER ~~ONE~~ TWO
TO
CONTRACT NUMBER MA-060-18010693
BETWEEN THE
COUNTY OF ORANGE
AND
ESi ACQUISITION, INC

This AMENDMENT NUMBER ~~ONE~~ TWO to Contract number MA-060-18010693 (hereinafter "AMENDMENT NUMBER ~~ONE~~ TWO") between the County of Orange, a political subdivision of the State of California (hereinafter "COUNTY") and ESi Acquisition, Inc., (hereinafter "CONTRACTOR") with a place of business at 235 Peachtree Street NE, Suite 2300, Atlanta, GA 30303, with COUNTY and CONTRACTOR sometimes referred to collectively as "Parties," is made and entered upon execution of all necessary signatures.

RECITALS:

WHEREAS, COUNTY and CONTRACTOR executed a Contract for WebEOC Enterprise Software Maintenance on December 4, 2017 as Contract number MA-060-18010693 (hereinafter "ORIGINAL CONTRACT"), for a one (1) year term of December 4, 2017 through and including December 3, 2018, renewable for four (4) additional one year terms; and

WHEREAS, COUNTY and CONTRACTOR renewed the ORIGINAL CONTRACT on November 30, 2018 as Contract Number MA-060-19010543 for a one year term of December 4, 2018 through and including December 3, 2019; and ~~desires to renew the ORIGINAL CONTRACT as Contract Number MA-060-19010543 for a one year term of December 4, 2018 through and including December 3, 2019 and the CONTRACTOR has agreed to provide these goods/services at the rates set forth in the ORIGINAL CONTRACT; and~~

WHEREAS, COUNTY and CONTRACTOR amended Paragraph Q., Change of Ownership/Name, Litigation Status, Conflict with County Interests of the ORIGINAL CONTRACT in its entirety, and Contractor confirmed in writing that they understand and are in compliance with the County's Conflict of Interest Policy as stated in article Q herein; (hereinafter "AMENDMENT NUMBER ONE"); ~~and desires to amend Paragraph Q., Change of Ownership/Name, Litigation Status, Conflict with County Interests of the ORIGINAL CONTRACT in its entirety and the CONTRACTOR has agreed to provide the goods and services at the rate set forth in the ORIGINAL CONTRACT;~~

WHEREAS, COUNTY desires to renew the ORIGINAL CONTRACT as Contract Number MA-060-20010501 for a one year term of December 4, 2019 through and including December 3, 2020, and modify Attachment B, Pricing to update the product item codes and increase the not to exceed amount by \$1,089 for a new contract not to exceed amount of \$44,179, and the CONTRACTOR has agreed to provide these goods/services at the rates set forth herein;

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

1. ARTICLES

- a. Articles, Additional Terms and Conditions, Section 2, Term of Contract, is amended to read in its entirety as follows:

2. Term of Contract:

This Contract shall commence upon execution of all necessary signatures, and continue in effect from 12/4/17 through and including ~~12/3/19~~ 12/3/20, unless otherwise terminated by COUNTY. The period of 12/4/17 through and including 12/3/18 shall be known as Contract number MA-060-18010693. The period of 12/4/18 through and including 12/3/19 shall be known as Contract number MA-060-19010543. The period of 12/4/19 through and including 12/3/20 shall be known as Contract number MA-060-20010501. This Contract may be renewed for ~~three (3)~~ two (2) additional one-year terms by mutual written agreement of both Parties. The County is not under any obligation to provide Contractor with a reason should it elect not to renew this Contract, nor is the County obligated to provide any prior notice to Contractor of its intent not to renew the Contract.

- b. Attachment B, Compensation and Pricing Provisions, Section 2. Fees and Charges is modified in its entirety as follows:

Item#	Product Code	Description	Qty.	Unit Cost	Yearly Cost
001	102-T-ENT-NEW	Term-WebEOC Enterprise New (5 Admin, 10 Sub-Admin, 750 Users) Maintenance	1	\$37,389.00	\$37,389.00
002	102-P-RRDM-1	Perpetual- Resource Request and Deployment Manager Maintenance	1	\$3,600.00	\$ 3,600.00
003	102-P-DR-1	Perpetual-Disaster Recovery Maintenance	1	\$880.00	\$ 880.00
004	102-T-UB-ADMIN	Term-WebEOC User Bundle (10 Sub-Admin) Maintenance	3	\$770.00	\$2,310.00

Contract shall not exceed: \$44,179.00/year

- ~~b. General Terms and Conditions, Paragraph Q, Change of Ownership/Name, Litigation Status, Conflict with County Interests, is amended in its entirety as follows:~~

~~Q. Change of Ownership/Name, Litigation Status, Conflict with County Interests: Contractor agrees that if there is a change or transfer in ownership of Contractor's business prior to completion of this Contract, and the County agrees to an assignment of the Contract, the new owners shall be required under the terms of sale or other instruments of transfer to assume Contractor's duties and Contractor obligations contained in this Contract and complete them to the satisfaction of the County.~~

~~County reserves the right to immediately terminate the Contract in the event the County determines that the assignee is not qualified or is otherwise unacceptable to the County for the provision of services under the Contract.~~

~~In addition, Contractor has the duty to notify the County in writing of any change in the Contractor's status with respect to name changes that do not require an assignment of the Contract. The Contractor is also obligated to notify the County in writing if the Contractor becomes a party to any litigation against the County, or a party to litigation that may reasonably affect the Contractor's performance under the Contract, as well as any potential conflicts of interest between Contractor and County that may arise prior to or during the period of Contract performance. While Contractor will be required to provide this information without prompting from the County any time there is a change in Contractor's name, conflict of interest or litigation status, Contractor must also provide an update to the County of its status in these areas whenever requested by the County. The Contractor shall exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict with County interests. In addition to the Contractor, this obligation shall apply to the Contractor's employees, agents, and subcontractors associated with the provision of goods and services provided under this Contract. The Contractor's efforts shall include, but not be limited to establishing rules and procedures preventing its employees, agents, and subcontractors from providing or offering gifts, entertainment, payments, loans or other considerations which could be deemed to influence or appear to influence County staff or elected officers in the performance of their duties.~~

2. A true and correct copy of the ORIGINAL CONTRACT (Contract Number MA-060-18010693) is attached hereto as Exhibit A and incorporated by this reference.
3. A true and correct copy of the AMENDMENT NUMBER ONE (Contract Number MA-060-19010543) is attached hereto as Exhibit B and incorporated by this reference.
4. 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 ~~ONE~~ TWO, remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the Parties have executed AMENDMENT NUMBER ~~ONE~~ TWO to Contract Number MA-060-18010693.

***Contractor: ESi Acquisition**

By: _____ Title: _____

Print Name: _____ Date: _____

***Contractor: ESi. Acquisition**

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: _____

Print Name: _____ Date: _____

Approved by the Board of Supervisors: _____

Approved as to Form
Office of the County Counsel
Orange County, California

By: _____
Deputy

EXHIBIT A

ORIGINAL CONTRACT (Contract Number MA-060-18010693)

EXHIBIT B

AMENDMENT NUMBER ONE (Contract Number MA-060-19010543)