



AMENDMENT NO. 3
TO
CONTRACT MA-017-19011637
BETWEEN
THE COUNTY OF ORANGE
AND
BPS VENTURES II, LLC DBA BPS TECHNOLOGIES
FOR
OPENTEXT STANDARD MAINTENANCE & SUPPORT FOR RIGHTFAX SOFTWARE

This Amendment No. 3 to Contract MA-017-19011637 (“Amendment No. 3”), is made and entered into as of the date fully executed by and between the County of Orange (“County”), a political subdivision of the State of California, acting through Orange County Information Technology (“OCIT”), and **BPS Ventures II, LLC dba BPS Technologies** (“Contractor”), with a place of business at **7385 State Route 3, #136 Westerville, OH 43082**, with County and Contractor sometimes referred to individually as “Party” or collectively as “Parties”.

RECITALS

WHEREAS, HMB Inc. (“HMB”) responded to Invitation for Bid #OCIT-C015220-EB (“IFB”) to provide OpenText Standard Maintenance & Support for RightFax Software; and

WHEREAS, on April 26, 2019, County and HMB executed Contract MA-017-19011637 for OpenText Standard Maintenance & Support for RightFax Software (“Contract”) for the period effective April 30, 2019 through April 29, 2020; and

WHEREAS, on January 28, 2020, County and HMB executed Amendment No. 1 to amend the Contract to renew the term for an additional two (2)-year period effective April 30, 2020 through April 29, 2022 in an amount not to exceed \$17,386.10; and

WHEREAS, on April 11, 2022, Contractor informed County that substantially all of the assets of HMB’s Capture Division were successfully acquired by Contractor and Contractor can legally operate as HMB until all contracts have been novated; and

WHEREAS, on April 21, 2022, HMB and County executed Amendment No. 2 to amend the Contract to renew the term for an additional one (1)-year period effective April 30, 2022 through April 29, 2023 in an amount not to exceed \$12,549.04; and

WHEREAS, pursuant to Article I (Assignment) of the Contract, assignment of the Contract requires County’s express written consent to any assignment of the Contract, and Contractor has requested County’s consent of the assignment of the Contract to Contractor; and

WHEREAS, Contractor has agreed in an Assignment, Novation and Consent Agreement to be bound by all of the terms and conditions of the Contract, as amended, just as if it had been an original signatory to Contract, and County and Assignor have consented to said Assignment, Novation and Consent Agreement, which assigned the Contract from Assignor to Contractor

NOW THEREFORE, the Parties mutually agree as follows:


1. The Parties hereby incorporate the Assignment, Novation and Consent Agreement as Attachment D to the Contract.
2. This Amendment No. 3 modifies the Contract only as expressly set forth above and does not modify, alter or amend the Contract in any other way whatsoever. Except as amended herein, all other terms and conditions of the Contract remain unchanged.


(Remainder of Page Intentionally Left Blank)

SIGNATURE PAGE

In WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 3 on the dates shown opposite their respective signatures below:

*** BPS VENTURES II, LLC DBA BPS TECHNOLOGIES**

DATE: 07/05/2022 SIGNATURE:  John Paider (Jul 5, 2022 12:04 EDT)
 PRINT NAME: John Paider
 TITLE: President

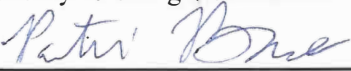
DATE: 07/05/2022 SIGNATURE: 
 PRINT NAME: John Sohner
 TITLE: Managing Director

EVERY MEMBER OF A LIMITED LIABILITY COMPANY ("LLC") MAY EXECUTE A CONTRACT WITH THE COUNTY THAT BINDS THE LLC, UNLESS THE ARTICLES OF ORGANIZATION OF THE LLC INDICATE THAT THE LLC IS A MANAGER-MANAGED LLC, IN WHICH CASE A MANAGING-MEMBER OF THE LLC MUST EXECUTE THE CONTRACT ON THE LLC'S BEHALF.

COUNTY OF ORANGE A political subdivision of the State of California

SIGNATURE: _____
 NAME: ELDON BAPTIST
 TITLE: PROCUREMENT CONTRACTS SPECIALIST
 DATE: _____

APPROVED AS TO FORM
Office of County Counsel
County of Orange, California

 7/12/22
 Signature Date

ATTACHMENT D

Assignment, Novation and Consent Agreement

(See separate attachment titled, "Assignment, Novation and Consent Agreement")