

FIRST AMENDMENT TO THE AGREEMENT BETWEEN THE COUNTY OF SANTA CLARA AND BITFOCUS INC. REGARDING THE HOMELESSNESS MANAGEMENT INFORMATION SYSTEM

This is the First Amendment to the Agreement between the County of Santa Clara (“County”) and Bitfocus, Inc. (“Service Provider” or “Contractor”) entered into in May 2016, in order to establish roles, rights and responsibilities related to the Housing Authority’s Continuum of Care program grants.

The parties agree that the Agreement shall be amended as follows:

- 1. Section **2.1 TERM** is revised to read:

Unless this Agreement is extended or terminated earlier in accordance with the terms set forth herein, this Agreement shall commence on the Effective Date and continue until June 30, 2018.

- 2. Section **5. INVOICING AND PAYMENT** is revised to read:

County shall be responsible for and shall pay to Service Provider the fees as further described in Exhibit A, subject to the terms and conditions contained therein. However, the maximum compensation to be paid to the Service Provider under this Agreement shall not exceed \$404,600.

- 3. Add Section **14.15 AGREEMENT EXECUTION** to read:

14.15 AGREEMENT EXECUTION

Unless otherwise prohibited by law or County policy, the parties agree that an electronic copy of a signed Agreement, or an electronically signed Agreement, has the same force and legal effect as an Agreement executed with an original ink signature. The term “Electronic Copy of a Signed Agreement” refers to a transmission by facsimile, electronic mail, or other electronic means of a copy of an original signed Agreement in a portable document format. The term “Electronically Signed Agreement” means an Agreement that is executed by applying an electronic signature using technology approved by the County.

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Approved: 06/20/2017

4. **EXHIBIT A SERVICE FEES AND RATES** is revised to read:

July 1, 2016-June 30, 2017

Item and Description	Billing Schedule	Maximum Amount
Ongoing Charges		
500 Clarity Enterprise Seats <ul style="list-style-type: none"> Includes access and operation at the Enterprise level per each seat \$20 per seat per month 	\$10,000 per month	\$120,000
50 Clarity Manager Seats <ul style="list-style-type: none"> Includes Enterprise level access and operation, with the addition of ability to customize agency preferences, including services and programs of the selected agency. \$50 per seat per month 	\$2,500 per month	\$30,000
4 Clarity Administrator Seats <ul style="list-style-type: none"> Includes Enterprise and Manager level access and operation with the addition of System Administration management functions. Includes 30 Hours of Advanced Technical Assistance per year. \$150 per seat per month 	\$600 per month	\$7,200
Training Site License <ul style="list-style-type: none"> Clarity Training Web Site provides an implementation specific site for training purposes and is an important part of any Clarity installation. This service provides optional ongoing training site operation, including software updates in concert with the production site. 	July 2016	\$2,500
Virtual Private Network Maintenance and Support <ul style="list-style-type: none"> Virtual Private Network (VPN) is a Clarity premium service for clients seeking a secured connection to their database for sophisticated reporting purposes. Includes 4 hours of customer support per year. 	July 2016	\$400
Replica Database Access and Support <ul style="list-style-type: none"> Includes a unique VPN for direct access, given at direction of the County, to a live-time replica of the SCC HMIS database 	\$600 per month	\$7,200
Total (Maximum Amount)		\$167,300

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July 1, 2017-June 30, 2018

Item and Description	Billing Schedule	Maximum Amount
Ongoing Charges		
600 Clarity Enterprise Seats <ul style="list-style-type: none"> Includes access and operation at the Enterprise level per each seat \$20 per seat per month 	\$12,000 per month	\$144,000
60 Clarity Manager Seats <ul style="list-style-type: none"> Includes Enterprise level access and operation, with the addition of ability to customize agency preferences, including services and programs of the selected agency. \$50 per seat per month 	\$3,000 per month	\$36,000
4 Clarity Administrator Seats <ul style="list-style-type: none"> Includes Enterprise and Manager level access and operation with the addition of System Administration management functions. Includes 30 Hours of Advanced Technical Assistance per year. \$150 per seat per month 	\$600 per month	\$7,200
Training Site License <ul style="list-style-type: none"> Clarity Training Web Site provides an implementation specific site for training purposes and is an important part of any Clarity installation. This service provides optional ongoing training site operation, including software updates in concert with the production site. 	\$203.33 per month	\$2,500
Virtual Private Network Maintenance and Support <ul style="list-style-type: none"> Virtual Private Network (VPN) is a Clarity premium service for clients seeking a secured connection to their database for sophisticated reporting purposes. Includes 4 hours of customer support per year. 	\$33.33 per month	\$400
Replica Database Access and Support <ul style="list-style-type: none"> Includes a unique VPN for direct access, given at direction of the County, to a live-time replica of the SCC HMIS database 	\$600 per month	\$7,200
Additional Clarity Seats <ul style="list-style-type: none"> Enterprise, Manager, and Administrator seating capacity to expand utilization as system utilization expands at Seat rate. 	Invoiced upon activation and monthly forward.	\$40,000
Total (Maximum Amount)		\$237,300

All other terms and conditions of the Agreement remain in full force and effect. In the event of a conflict between the Agreement and this First Amendment, this First Amendment controls.

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IN WITENESS WHEREOF, the parties have caused this First Amendment to be entered into as of the day and year of execution of this First Amendment,

County of Santa Clara

Housing Authority of the County of Santa Clara

 JUN 20 2017

DocuSigned by:
 6/7/2017
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Dave Cortese, President
Board of Supervisors

Date

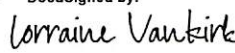
Robert Herdzik
President/CEO

Date

Attest

 JUN 20 2017
Megan Doyle Date
Clerk of the Board of Supervisors

Approved as to form and legality:

DocuSigned by:
 6/8/2017
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Lorraine Van Kirk Date
Deputy County Counsel