

**“AMENDMENT TWO”
to
TracNet Software License Agt**

Trac-Net

The following is a description of (1) the Licensed Program to be added under this License Attachment, (2) the cost of the TracNet Licensed Program License cost and installation, services, and training and (3) the number of authorized workstations utilizing the software. The rights and obligations of the parties regarding this addition to the License agreement are governed by the terms of the previously approved existing Software Product License Agreement dated 09-24-96.

<u>Additional Software Licensed Program Name</u>	<u>Cost</u>	<u># Authorized Workstations</u>
1. Upgrade Proposal per attached Proposal including: Modify Pre-Booking Component Develop EDSO Approved Pre-Booking printed form Booking Imaging Component Booking Live Scan Integration Pre-Booking/Imaging Integration into "FTO"	\$ 65,000.00	Existing
2. Jail Management Package Phase 1 per Proposal	\$ 75,000.00	
3. Jail Management Package Phase 2 per Proposal	\$ 25,000.00	
4. Upgraded Maintenance Service Plan Covering Booking Images, Livescan Integration, Laptop Images, Booking Integration into Laptop and related enhancement products	\$ 11,400.00	N/A
Five days per year on-site Training Consecutive days on a mutually agreed date	\$ 1,000.00/day	N/A

By affixing signatures below, both parties acknowledge that they have read and understand and accept this attachment entitled "Amendment Two" as an attachment to the existing TracNet Proposal previously approved and dated 09-24-96. Both parties agree that this Amendment, including Exhibit A and Exhibit B, only serves to add the above listed TracNet software products, number of authorized users and additional costs to the existing agreement. The previously approved TracNet Proposal, License Agreement, Maintenance Service Plan, Attachment "A", Amendments and other referenced Attachments and documents remain unaltered and in effect. Those documents in conjunction with "Amendment Two" continue to set forth the entire agreement and understanding of the parties relating to the subject matter herein. In addition, both parties agree to continue to be bound by the terms and conditions contained in these documents and agree that no modification of or amendment of this Agreement, nor any waiver of any rights under this Agreement, shall be effective unless in writing and signed by both parties to this Agreement.

If any provision or provisions of this Attachment shall be held to be invalid, illegal or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired thereby.

IN WITNESS WHEREOF, LICENSOR and LICENSEE hereby execute this Attachment titled "Amendment Two" in their respective names and by their duly authorized officers, effective as of the date of the latter acceptance below.

ACCEPTED BY:

LICENSEE: El Dorado County
By: *Penny Humphreys*
Title: PENNY HUMPHREYS, *Chair*
Date: *June 26, 2001*

Address: _____

ACCEPTED BY:

LICENSOR: TracNet Corporation
By: _____
Title: _____
Date: _____

Address: 1277 Adobe Lane
Pacific Grove, CA 93950

050101

ATTEST: DIXIE L. FOOTE, Clerk
of the Board of Supervisors

By: *Margaret E. Moody*
DEPUTY
6-26-01



Law Enforcement

MAIL
11/21/01

Software Solutions

November 20, 2001

Mr. Phil Dold, Project Manager
El Dorado County Sheriff's Office
300 Fair Lane
Placerville, California 95667

Dear Mr. Dold,

Attached please find two copies of a letter documenting our agreements as to changes of "Amendment Two" of the TracNet Software License Agreement. If you agree, please sign one copy and return it to TracNet and keep the other for your records.

I have also attached two Invoices, one for Phase One Jail Management Design (Phase Seven of the Payment Table) and the Booking Imaging Component (Phase Three of the Payment Table). We anticipate the completion of these Tasks during December, and would appreciate payment during this calendar year (prior to December 31, 2001).

As always, if you have any questions, please give me a call at (650) 941-4082.

Sincerely,

Patrick N. Rolle
President

utilizing the LAN system. El Dorado County understands the coverage of the wireless system varies greatly and depends upon terrain and antenna placement and understands that TracNet does not have responsibility for the operation or coverage area of the wireless LAN. TracNet is not supplying any client wireless LAN cards for the laptop or desktop computers, which El Dorado County will need to acquire for actual client connection to the wireless network. TracNet will provide ongoing consultation with the agency during the project related to equipment requirements and wireless specifications.

TracNet has discussed with El Dorado County the problems related to their existing LAN system being utilized for the AS/400, SO1, and other servers, and that the utilization of this network for laptop controller and addition of the images to this LAN system will not work in it's present condition. El Dorado County agrees to provide a LAN system operating properly with adequate servers to store the image records prior to implementation of the system.

Hardware, Software and Services NOT included in Proposal

The following products, services and issue resolutions are not included in the TracNet Proposal costs and El Dorado County Sheriff's Office agrees to have in operation, or obtain at their expense, all desired and required services and hardware including laptop computers, personal computers, adapter cards, Ethernet cards, mag-stripe readers, printers, color image printers, vehicle printers, mounts, cables, camera mounts and installation, power, wireless LAN client cards and additional access point equipment and systems, docking stations, and other assorted hardware, software and installation services as may be desired or necessary. In addition, Windows98, Microsoft Word, networking cards, cabling, network software configuration and installation and network software will be the responsibility of the agency.

The TracNet LiveScan Integration interfaces into the Identix TouchPrint-600 system. Any other system or model must be confirmed for compatibility with TracNet prior to installation of the LiveScan Interface. This component includes writing some of the booking record fields into a file on the LiveScan computer. EDSO will need to arrange with LiveScan to have the LiveScan system on the network and a portion of the LiveScan disk made accessible to TracNet for transferring the data.

TracNet is providing (4) cameras, (4) video boards and (4) standard wall mount fixed mounts as part of this proposal. El Dorado County agrees to provide, at their expense, all services related to installing the cameras, and to provide all associated cables, connectors, enclosed camera cases, remote pan and tilt units as may be desired or appropriate, depending upon the locations chosen by El Dorado County to mount the cameras. El Dorado County will supply a PC meeting the TracNet supplied specifications connected to the EDSO LAN for each camera location.

El Dorado County will also need to obtain, at their expense, all desired equipment and supplies required for installing the LAN (except for equipment supplied as part of this proposal). El Dorado County is responsible for all services and supplies related to installation, cabling, antenna mounting, power, configuration, installation and maintenance of the wireless access point system in which TracNet is supplying some the hardware in this proposal. El Dorado County agrees to determine the location and install the access point, antenna, coax, cabling, power and other tasks required to establish the LAN and ensure all configurations, routers, IP addressing, firewalls and any other required services have been completed and the LAN is operational prior to TracNet

Payment Table

<u>Task</u>	<u>Description</u>	<u>Payment</u>
Signing	Contract Addendum	\$ 27,500 ✓ done
Phase One	Modify & Implement Pre-Booking Component	\$ 5,000 done 9/1/02
Phase Two	Develop EDSO Approved Pre-Booking Form	\$ 0
Phase Three	Implement Booking Imaging Component	\$ 27,500 ✓ done
Phase Four	Implement LiveScan Integration Component	\$ 5,000 done
Phase Five	Implement "OTR" Booking Component	\$ 0
Phase Six	Implement "OTR" Imaging Component	\$ 0
Phase Seven	Phase One Jail Management Package Design	\$ 37,500 ✓ done
Phase Eight	Phase One Jail Management Implementation	\$ 37,500 9/1/02
Phase Nine	Phase Two Jail Management Implementation	\$ 25,500

Price Proposal

TracNet Application Software and Services

Booking/Imaging System	\$ 55,000
Software Installation	
License	
Training	
RMS Interface	
Laptop Booking Enhancement	
Laptop Imaging Enhancement	
Identix TouchPrint-600 LiveScan Interface	
Form Modification	
Booking System Export File for Lan Interface	
TracNet Supplied Hardware	\$ 10,000
4 Cameras	
4 Video Boards	
4 Fixed Wall Mounts	
1 Mini-UPS System for Wireless Lan Access Point	
1 Omni-Directional External Antenna for Access Point	
1 Cisco Aeronet Bridge (or equivalent)	
Phase One Jail Management Package	\$ 75,000
Software Design	
Software Installation	
License	
Training	
Phase Two Jail Management Package	\$ 25,000
Software Design	
Software Installation	
License	
Training	
<u>*Total TracNet Proposal Cost</u>	<u>\$ 165,000</u>

Support Services

Application Software Maintenance Support Projection

The existing Maintenance Service Plan references all licensed programs stipulated in the License Agreement. The addendum adding the new programs to the License Agreement will thereby include the new enhancements and features under the existing Maintenance Service Plan with the same terms and conditions. There will be an increase in the annual maintenance charge to cover the Booking Images, Livescan Integration, Laptop Image and Booking Integration into Laptop and related enhancement products. The additional charge for the annual maintenance service plan, excluding the Jail Management Phase One and Phase Two Module, will be \$950 per month.

As with all TracNet components, the Booking and Imaging components were designed to assist deputies and officers in the office and field and to provide immediate access to information and images in the Record Management System information. The system is fully integrated into the existing products and utilizes a windows graphical environment.

Jail Management System - Phase One

The design and software development of the Jail Management System after pre-booking by the arresting Deputy/Officer including intake, medical, classification, court charges, time served and visitation will be implemented under Phase One of the Jail Management System. This will be fully integrated with the TracNet Records Management System and supply the standard jail database fields related to intake of prisoners. After completion and acceptance of Phase 1, Phase 2 will be designed, developed and implemented into El Dorado County Sheriff's Office. Items included in Phase Two include Graphical Individual and Group Inmate Tracking Movement, Transportation, Inmate Requests and other related features.

Jail Management System - Phase Two

After completion and acceptance of Phase 1, Phase 2 will be designed, developed and implemented into El Dorado County Sheriff's Office. Items included in Phase Two include Graphical Individual and Group Inmate Tracking Movement, Transportation, Inmate Requests and other related features.

This process will provide access to all EDSO bookings from both the office workstations and field laptops utilizing the TracNet systems. In addition, the images taken during the booking process will be available both in the office and on field laptops linked to the Booking Record. This will be part of the existing regional system and will enable both Lake Tahoe PD and Placerville PD the ability to access all EDSO bookings and related images if they participated in the regional sharing system.

Existing Inquiries into the RMS system from CAD workstations would provide booking information in the alpha inquiries.

The ability to copy suspect information from the booking form into Crime Cases in the laptop or RMS system enables deputy's and officers to only enter the information once during the booking and then copy the information into their subsequent report.

Regional Image System

Regional image sharing will be implemented providing a single inquiry solution for all participating agencies approved by El Dorado County Sheriff's Office. The initial implementation of the system will enable the sharing of images with the El Dorado County and Placerville Police Department. If the South Lake Tahoe Police Department implements the TracNet Proposal, the three agencies will share regional information and images. Exploration of further reaching neighboring agencies and other divisions within the County (i.e. DA's office) either acquiring the TracNet RMS system or able to export their data to the TracNet specifications could be included in the regional information and image sharing.

This will enable the El Dorado County Sheriff's Office as well as the Placerville Police Department and the other participating agencies access to the regional information and images in the "On The Road" laptop computers.

A variety of functions and reports are available with the imaging component to provide multiple line-up development utilizing specific identifying characteristics and line-up retention by a specific case. In addition, the ability to search for people by specific identifiers (scars, marks, tattoos, etc.) is provided.

The Booking, Imaging and LiveScan functions will be achieved by implementing the existing TracNet Booking module, providing the already developed and in use TracNet LiveScan Integration and Imaging Components, and modifying the existing TracNet "On The Road" laptop program and related controller program to add Booking and imaging into the list of existing functions. South Lake Tahoe PD has expressed a desire to participate in the Regional Sharing of information and access to images, and the tasks and related costs were developed in a separate proposal for South Lake Tahoe PD.

Proposed Solution

TracNet is proposing a fully integrated solution, which addresses all of these issues. The proposed design utilizes a global system approach. This approach integrates fully compatible components designed to maximize many currently underutilized capabilities of the existing system. Utilizing this fully integrated global approach results with a single new feature solving many of the issues being experienced in differing divisions. In addition, this approach is fully compatible with the implementation of the TracNet design concepts for a new graphical jail management system should EDSO desire to proceed with replacing the jail management system in the future with Phase 2 implementation.

The TracNet booking system would become the first entry point for a booking. Upon notifying the communication dispatcher of the arrest, the dispatcher would provide the Deputy with the case number, which is now generated from the TracNet CAD system. This will begin the case tracking process and be utilized on the booking for case reference.

In addition to the existing Booking Entry system in the RMS, Booking entry would be incorporated into the laptop "On The Road" system enables the entry of booking information in the office or in the field. Utilizing the TracNet Booking component as the first entry point provides the ability to copy information from previous bookings, cases, CDL mag-stripe, DUI arrests or other previous contacts into the booking form eliminating typing keystrokes and redundancy. Upon completion of the entry, a pre-booking form will be printed to be delivered to EDSO intake with the detainee.

Booking

The implementation of the TracNet Booking system seamlessly integrates the crossover functions of pre-booking with the other Records Management System functions and enables access to all bookings in the TracNet booking system in the office utilizing the TracNet RMS system as well as in the field utilizing the TracNet "OTR" system. The booking functions will continue to be executed by the jail intake staff as is done now, but the implementation of the new booking system will enable officers and deputy's delivering inmates to enter the pre-booking information into their laptop or a workstation located in the pre-detention facility. This will electronically produce the equivalent completed EDSO Pre-Booking Form for delivery to the intake deputy. Intake deputy's will continue to book as has been previously done, however, will also take images of the inmate utilizing the record previously entered by the delivering officer or deputy. In addition, the booking deputy will be able to call up the booking record previously entered on the LiveScan fingerprint machine to alleviate the re-entry of data. Upon completion of the interim Jlan interface, the Pre-Booking information will be electronically supplied for integration into the Jlan system.

Field Access to Images

The agencies effectiveness is directly related to accessibility of information. There has been a tremendous increase in the ability to access information from the new RMS, Laptop and Regional system. Accessing images in the field will further increase the agency effectiveness and with the existing regional system, there is now a mechanism and need to share images across jurisdictional boundaries.

Operational Issues:

- Central Storage of Images by the EDSO Jail
- All agencies required to pre-book utilizing new electronic booking
- Participation in the Regional Information System required to access images

Technical Issues:

- None, other then new programs required

El Dorado County Identified Issues

Booking

The jail utilizes the Jlan booking system for inmate management. Upon delivering a new booking to the jail, a booking entry must be made which duplicates much of the information contained in the case related to the booking. The RMS system booking system is not currently used, since inmate management utilizes the Jlan system. Therefore, the booking is not tracked in the RMS system, and there is no integration between a case and related booking.

It is our understanding that the existing booking system is operational and utilized by the jail staff, but has deficiencies in the tracking of inmate movements, tracking of inmate requests, logging of critical management data, and ease of use and speed of entry. In addition, the lack of the ability to incorporate digital images of detainees and detainee physical identifiers (scars, marks and tattoos) and inability to integrate to the LiveScan system are issues. Finally, field pre-booking with electronic transference of data is desired to speed up the booking process for the deputy's and officers delivering prisoners, and for the jail staff handling the booking process. We understand the existing system has the following technical and operational inadequacies:

Operational Issues

- Inability to conduct booking in the field prior to arrival at jail
- Inability to share booking information between RMS and JAIL systems
- Requirement for manual documentation by Deputy for booking
- No booking or case correlation information in RMS
- Inability of the existing JMS to access RMS information.
- Inability of the existing JMS to initiate the Booking from the Crime Case
- Inability of the existing JMS to integrate to LiveScan system
- Inability of the existing JMS to integrate images
- Inability of the existing JMS to integrate booking data or images into the field
- Inability of the existing JMS to integrate booking data or images into the EDSO Regional Data System available to EDSO, Placerville PD and potentially South Lake Tahoe PD

Technical Issues

- Green Screen vs. Windows Graphical user interface
- Interactive vs. Client Server technology
- No integration with the rest of the EDSO County CAD/Records system

Project Overview

This proposal is based on providing solutions to the issues and desired features identified by the El Dorado County Sheriff's Office. This section is organized by first providing a brief description of the issues identified and features desired by the El Dorado County Sheriff's Office. This is followed by the proposed solution to address the issues and features desired. The proposed solution is incorporated into a single proposal to address all of these issues since some feature enhancements provide solutions to issues identified in several different categories. The proposed solution in its totality is compatible with and furthers the integration of the new graphical based jail management system.

The partnership and working relationship experienced between the El Dorado County Sheriff's Office and TracNet Corporation has already yielded impressive results with the project goals being exceeded. Achieving the newly formed goals will be obtained by continuing the relationship with the same level of commitment and cooperation and TracNet possessing the existing products and ability to modify and integrate into the existing TracNet automation system and databases to meet the specific EDSO requirements.

Background Information

During the past several years, the El Dorado County Sheriff's Office has achieved its goal of automating the agency's criminal information system, establishing a multi-jurisdictional shared regional information system, integrating CAD into the Records Management System and implementing field reporting and inquiry in the field. All functions, from the receipt of a Call for Service or Officer Initiated Activity through report documentation, case management, approval and tracking, investigation, analysis, management, mandated reporting and records management functions are currently automated. In addition, virtually all case reports and field activities have been moved into the field by extending access to the system for collecting information and inquiring into the records management system information into the field utilizing Laptop Computers. There have been numerous enhancements to the system both in-house and in the field enabling enhanced case approval, review and routing and by enabling field supplements and case additions in the laptop system. El Dorado County is one of the only, if not the only, agencies in the Country to achieve the goal of fully implementing an integrated system incorporating CAD, field reporting and criminal information into a fully integrated database records management system, as has been featured in articles and promotional videos.

In recent discussions with a variety of El Dorado County personnel in various divisions within the agency, several new features and enhancements have been discussed to further carryout the automation vision of El Dorado County. Many of these concepts result from realizing of the operational and effectiveness benefits of further extensions into a fully integrated system, and others revolve around specific problems related to deficiencies with existing jail management and booking hardware and software.

This proposal addresses issues raised by El Dorado County Sheriff's Office and can be generally categorized as follows:

- Implementation of the TracNet Booking Component
- Development of a EDSO Pre-Booking Form
- Implementation of the TracNet Imaging Component
- Implementation of the TracNet LiveScan Integration Component
- Implementation of Booking into the "On The Road" Component
- Transference of "OTR" Booking into "FTO" Records System
- Transference and display of Booking Images in the "OTR" Laptops
- Providing Phase One Jail Management Information System Software

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El Dorado County Automation Project
Booking/Imaging/Laptop Enhancement/Jail Management P-1

accessing images and entering booking information for electronic transference to the jail. Placerville Police Department and the El Dorado County Sheriff already have reciprocal data access agreements. Reciprocal agreements between all of the Chiefs and the Sheriff to include the South Lake Tahoe Police Department will be required if South Lake Tahoe participates in the regional sharing of data. A separate proposal has been supplied by TracNet to South Lake Tahoe PD.

To meet the timeline we discussed (as outlined in this document), we will need to obtain approval quickly. As always, if you have any questions, please do not hesitate to give me a call at (650) 322-0167.

Sincerely,

Patrick N. Rolle
President

7. Display of Booking Images in the "On The Road" laptop field reporting and inquiry system.
8. Provide equipment including one access point including (1) mini UPS unit, (1) Omni directional antenna and (1) Cisco Aeronet Bridge for EDSO installation and configuration of a wireless LAN access point.
9. Phase One Jail Management Component software including Intake, Medical, Time Served, Prisoner Classification and Court Charges.
10. Phase Two Jail Management Component software including include Graphical Individual and Group Inmate Tracking Movement, Transportation, Inmate Requests and other related features.

This project will enable the TracNet Booking record to be completed at a workstation in the jail intake facility or in the field utilizing laptops, transferred to the jail via a local wireless LAN system or floppy diskette, (depending on the communication equipment implemented by EDSO), printing of a pre-booking sheet, electronic transferring of the inmate information to the LiveScan machine and accessing (either in the office or on the road) digital photographs of the suspect taken during the jail booking. A photo line-up system can also be utilized to develop and store line-ups.

This proposal and the associated components are derived from discussions with El Dorado County Sheriff's Office Project Manager and Command Staff, tours of the jail and related areas, review of existing procedures and forms and discussions with various jail related personnel responsible for the various functions. The proposal is designed to meet the immediate automation requirements and be fully compatible and further the El Dorado County Sheriff's Office goal of a fully integrated Jail Management System and Long RangeVision of a completely integrated Sheriff's Office automation system.

Since the components of this project are modification, extensions and enhancements to further integrate the existing licensed TracNet system, only an addendum to add the new features to the existing license contract are required. Should EDSO desire to proceed with this proposal, the one page addendum (as provided for in the original agreement) will add the proposed features and services while all other terms and conditions will remain as previously approved.

Discussions with the South Lake Tahoe Police Department indicate they would be interested in participating in the El Dorado County Regional Criminal Information System to obtain access to the booking images and it is anticipated Placerville, South Lake Tahoe and EDSO Deputy's will utilize the "On The Road" Component for



Law Enforcement

Software Solutions

May 22, 2001

Mr. Phil Dold, Project Manager
El Dorado County Sheriff's Office
300 Fair Lane
Placerville, California 95667

Dear Mr. Dold,

Following please find the TracNet Proposal for enhancing the existing TracNet system operating at the El Dorado County Sheriff's Office. This proposal includes:

1. Providing advisory assistance in the implementation of the TracNet Booking Component in the El Dorado County Sheriff's Office.
2. Provide a computer generated document from the TracNet booking record similar to the current "El Dorado County Detention Facility Pre-Booking Form" (form #395-80-041) which is currently utilized by EDSO for all agencies booking a person into the EDSO jail.
3. Provide the cameras and interface cards and software (4) to enable EDSO to take digital pictures during the booking process in the jail of people, scars, marks, tattoo and other physical identifiers and incorporating the Images into the TracNet Booking Record.
4. Provide a TracNet booking information interface for transferring TracNet pre-booking data into the Identix TouchPrint-600 LiveScan fingerprint system.
5. Licensing, installation and training of the enhanced TracNet Booking Component incorporating the relevant portions of the TracNet Booking system into the TracNet "On The Road" field reporting laptop system.
6. Provide a mechanism for transferring the data from the Laptop Booking Component into the existing "For The Office" Booking system utilizing EDSO provided floppy or wireless LAN infrastructure.

PLEASE ASSIGN TO JUDITH KERR. THIS IS AMENDMENT #2 OF A NON-STANDARD AGREEMENT AND SHE REVIEWED THE ORIGINAL DOCUMENT AND AMENDMENT #1.

Contract #: _____

CONTRACT ROUTING SHEET

PROCESSING DEPARTMENT:

Department: SHERIFF
Dept. Contact: Nancy Egbert
Phone #: 621-5479
Department/Head
Signature: Nancy Egbert

CONTRACTOR:

Name: TracNet
Address: 1277 Adobe Lane
Pacific Grove, CA 93950
Phone: (650)322-0167

CONTRACTING DEPARTMENT: Sheriff

Compliance with Human Resources requirements? Yes: X No:

Compliance verified by: Nancy Egbert

COUNTY COUNSEL: (Must approve all contracts and MOU's)

Approved: Disapproved: ✓ Date: 6/10/01 By: Judith Kerr
Approved: Disapproved: Date: By:

See attached memo

ASSIGNMENT

DATE: 5-8-01
ATTORNEY: JMA/RL
DEPT./INDEX NO.: 241110
BY:

EL DORADO COUNTY
2001 MAY 31
COUNSEL

RISK MANAGEMENT: (All contracts and MOU's except boilerplate grant/funding agreements)

Approved: Disapproved: ✓ Date: 6/12/01 By: Dandy Green
Approved: Disapproved: Date: By:

JUN 07 2001

OTHER APPROVAL (Specify department(s) participating or directly affected by this contract). Department(s): _____

Approved: Disapproved: Date: By:
Approved: Disapproved: Date: By:

EL DORADO COUNTY SHERIFF'S OFFICE
SHERIFF HAL BARKER

TO: Sandy Green, Risk Management

FROM: Nancy D. Egbert, Director of Administrative Services



DATE: June 12, 2001

SUBJECT: Amendment #2 - TracNet Corporation Software License

I am in receipt of your memo of June 7, 2001 detailing Risk Management's continued concerns with the software license with TracNet Corporation. As has been the case with both the original license and Amendment #1, the Sheriff will be recommending that the Board note your concerns but authorize the Chair to sign the amendment anyway.

The Sheriff's Office originally contracted with TracNet Corporation in 1996 for a records management system because at the time it had the only system that met the criteria approved by the CAO and the Board - Windows based and successfully in use in California. When the Sheriff's Office needed to replace its computer aided dispatch system in 1999 it opted to have TracNet Corporation provide that system, as that was the most cost effective way to obtain a system compatible with the records management system. The service received from TracNet has been exemplary and the Sheriff's Office is very satisfied with the products provided by the company.

TracNet has always objected to the County's standard insurance and indemnity language and no problem has ever occurred because the license contains non-standard language.

If you want to discuss any of this clarifying information, please call me at 621-5479.



EL DORADO COUNTY
Chief Administrative Office

Risk Management

Tom Soike, Interim Chief Administrative Officer
Sherril Jodar, Risk Program Manager

TO: Nancy Egbert, Sheriff's Department Administration
FROM: Sandy Green, Risk Management
DATE: June 11, 2001
SUBJECT: Amendment #2 To TrackNet Software License Agreement

Risk Management has completed its review of Amendment #2 to the TracNet agreement.

Reaffirming a 1999 memo regarding Amendment #1 to this contract, staff concurs with County Counsel that the vendor lacks appropriate liability, assurances, and product warranty. Sections 7 and 8 of the Agreement make it clear that TracNet accepts no responsibility or liability for any problems associated with their product or services that fall outside of the initial test period.

Risk Management recommends that the Board of Supervisors should be informed of this limitation.

Please contact me at ext. 6625 if you have questions.

Thank you.

EL DORADO COUNTY SHERIFF'S OFFICE
SHERIFF HAL BARKER

TO: Judith Kerr, Deputy County Counsel
FROM: Nancy D. Egbert, Director of Administrative Services
DATE: June 12, 2001
SUBJECT: Amendment #2 - TracNet Corporation Software License



I am in receipt of your memo of June 7, 2001 detailing County Counsel's continued concerns with the software license with TracNet Corporation. As has been the case with both the original license and Amendment #1, the Sheriff will be recommending that the Board note your concerns but authorize the Chair to sign the amendment anyway.

The Sheriff's Office originally contracted with TracNet Corporation in 1996 for a records management system because at the time it had the only system that met the criteria approved by the CAO and the Board - Windows based and successfully in use in California. When the Sheriff's Office needed to replace its computer aided dispatch system in 1999 it opted to have TracNet Corporation provide that system, as that was the most cost effective way to obtain a system compatible with the records management system. The service received from TracNet has been exemplary and the Sheriff's Office is very satisfied with the products provided by the company.

TracNet has always objected to the County's standard insurance and indemnity language and no problem has ever occurred because the license contains non-standard language.

In response to the specific issues you have raised regarding Amendment #2, the following information is provided:

1. We disagree with your characterization of the proposal attached to Amendment Two as not being incorporated into the contract amendment. That is clearly the intent of both parties. Additionally, Amendment One was structured in exactly the same way and no dispute has arisen about the validity of the attachment.
2. Once the Board has approved the Amendment, the TracNet president will sign it and the corporate secretary will attest to his signature. While not

the usual order for signing, the Amendment is not effective without both signatures, so who signs first is immaterial.

3. We disagree with your characterization that neither a clear delivery schedule or payment schedule is included. The delivery schedule is on page 14 of the proposal, the payment schedule is on page 16 of the same document and the proposal is incorporated into the Amendment. With the exception of the payment made upon signing, all payments are made after delivery, testing and evaluation. While a partial payment upon signing is not typical, it is done and in fact, was done with both the original license and Amendment #1.
4. Your statement that the proposal does not contain a clear description of goods and services to be provided in phases 7, 8 and 9 is correct. If funded, this portion of the project will be a joint venture between TracNet and the Sheriff's Office to design a new jail management system that will be integrated with the other two systems already provided by the company.
5. Annual maintenance for the additional modules, excluding Jail Management Phase 1 and Phase 2, is clearly reflected on page 1 of the Amendment (see Item #5) and page 13 of the proposal, which is incorporated into the Amendment. It is inappropriate to list the annual maintenance on page 15 as that page lists the one-time-only costs for the various phases of work to be accomplished.
6. The Amendment does include a clear description of the hardware, software and services that will be provided by TracNet. That information is contained in summary form in the cover letter to the proposal, which is incorporated into the Amendment, and in detail within the proposal itself.
7. Information Services is not involved with the Sheriff's Office's software applications. We have our own technical staff of five responsible for all aspects of our computer operations, including the computers that the software runs on. Asking IS to review the Amendment is inappropriate as they are not familiar with either the software or the hardware and are therefore, not in a position to render an informed recommendation.
8. The original software license signed in 1996 designates the Sheriff's Director of Administrative Services as the contract administrator. Amendment #2 does not change that.

If you want to discuss any of this clarifying information, please call me at 621-5479.



**OFFICE OF COUNTY COUNSEL
INTER-DEPARTMENT MEMORANDUM**

TO: Nancy Egbert
FROM: Judith Kerr JK
RE: TracNet Contract
DATE: June 7, 2001

This office has had an opportunity to review the contract you have identified as "Amendment #2 to the TracNet Software License Agreement". This contract is not only a software licensing agreement but it also includes hardware and services for installation, training and maintenance. We understand that the department will again be forwarding this matter to the Board of Supervisors for review and action along with an explanation of any deviations from standard County contract language that is reflected in correspondence with this office. As you have noted this office and Risk have a history of not approving this agreement since it does not meet standard County contract requirements. Please see the September 16, 1996, and the April 27, 1999, memos from this office that outline problems that have been previously identified and should again be brought to the attention of the Board.

The new amendment includes the additional purchase of enhancements. The following discussion outlines some of the additional problems with the contract.

1. The document entitled "Amendment Two" references an attached proposal that has not been clearly identified or incorporated into the contract amendment.

2. The contract signature block should be signed by a corporate officer who has contract signature authority and this signature should be attested to by the corporate secretary.

3. The additional contract price does not include a clear time frame for the delivery of goods and services, nor does it contain a clear payment schedule as reflected on page 16 of the proposal. We do not recommend payment for goods and services prior to delivery, review, testing and evaluation of the goods. As stated in previous memos, the warranty, fitness for purpose, limitation of liability and indemnification provisions do not meet County contract standards.
4. Reference is made to Jail Management Package Phases 1 and 2 per proposal and the attached proposal does not contain a clear description of goods or services to be provided by the contractor. For example, Phase two is described on page 12 of the proposal as follows: "After completion and acceptance of Phase 1, Phase 2 will be designed, developed and implemented into El Dorado County Sheriff's Office. Items included in Phase Two include Graphical Individual and Group Inmate Tracking Movement, Transportation, Inmate Requests and other related features." This description is general and non specific.
5. Additional costs are included for the annual maintenance service plan, excluding the Jail Management Phase One and Phase two Module. See page 13 of proposal. These additional costs are not clearly reflected in the Amendment nor are they reflected on page 15 of the proposal.
6. The agreement outlines the hardware, software and services that are not included in the proposal yet the agreement does not include a clear description of the hardware, software and services that will be specifically provided by the contractor.
7. We recommend that the agreement be reviewed by IS and that the costs associated with the goods and services that must be provided by the County under the terms of the contract be identified and outlined for the Board.
8. Identify a County Contract Administrator in the contract.

JMK:clr

**EL DORADO COUNTY SHERIFF'S OFFICE
SHERIFF HAL BARKER**

TO: Judith Kerr, Deputy County Counsel
Sherril Jodar, Risk Manager

FROM: Nancy D. Egbert, Director of Administrative Services

DATE: May 30, 2001



SUBJECT: Amendment #2 to the TracNet Software License Agreement

The software license agreement with TracNet Corporation (attached), signed in September 1996 contains non-standard indemnification and insurance language. The same is true of Amendment #1 (attached) signed in May 1999. County Counsel and Risk Management recommended against the Board signing the original license agreement and the first amendment because of the non-standard features of the agreement. The Sheriff's Office noted those recommendations in taking the documents to the Board, but recommended that the Board sign and they did.

As Amendment #2 was negotiated, my staff and I did discuss whether the TracNet was now willing to accept the County's standard language, but they are not. We expect that stance will cause both County Counsel and Risk Management to renew its previous objections.

Given our long-standing, trouble-free relationship with TracNet and our inability to purchase the enhancements provided for by this amendment elsewhere given the proprietary nature of the software, the Sheriff's Office will recommend to the Board that it sign the amendment but will note your expected objections in the agenda item.

Grant funds are paying for Phase One of the enhancements provided for by this amendment and must be encumbered prior to June 30, 2001. We would like to have this item on the Board's June 19th agenda if possible, so your prompt preparation of your objections would be appreciated.

If you need any additional information, please call me at 621-5479.