

AGREEMENT FOR SERVICES #061-S0311
(El Dorado County Contract #129)

FIFTH AMENDMENT TO AGREEMENT FOR SERVICES #061-S0311

This Fifth Amendment to that Agreement for Services #061-S0311 (El Dorado County Contract #129), made and entered into by and between the County of El Dorado, a political subdivision of the State of California (hereinafter referred to as "County") and South Tech Systems, Inc., a corporation, duly qualified to conduct business in the State of California, now owned and operated as Granicus, LLC, a Minnesota limited liability company duly qualified to conduct business in the State of California, whose principal place of business is 408 Saint Peter Street, Suite 600, Saint Paul, Minnesota 55102 and whose local address is 4181 Flat Rock Drive, Riverside, California 92505 (hereinafter referred to as "Contractor");

RECITALS

WHEREAS, AtPac has been engaged by County to provide a Clerk-Recorder Imaging Information System [Crisis], in accordance with Agreement for Services #061-S0311, effective October 1, 2002, incorporated herein and made by reference a part hereof (hereinafter referred to as "Agreement"); and

WHEREAS, Amendment #1, effective October 2, 2007, provided for a five year extension of the term; Amendment #2, effective July 22, 2008, amended the Agreement to comply with State mandates pursuant to AB 1168, and to provide digital conversion of archive images to electronic format; and Amendment #3, effective September 25, 2012, updated the fees, extended the term for another five years, and provided for automatic one-year renewal of the term; and

WHEREAS, Amendment #4, Assignment Agreement, effective June 6, 2017, assigned the agreement from AtPac, Inc. to South Tech Systems, Inc.; and

WHEREAS, 8.4 Assignment, of the Agreement prohibits SouthTech Systems, Inc. from assigning services to be provided without the prior written consent of County; and

WHEREAS, SouthTech Systems, Inc. has been acquired by Granicus, LLC, effective November 9, 2018;

WHEREAS, SouthTech Systems, Inc. has requested that County accept work under the Agreement by Granicus, LLC and approve the assignment of the Agreement from SouthTech Systems, Inc. to Granicus, LLC;

WHEREAS, notwithstanding the assignment, SouthTech Systems, Inc. acknowledges and agrees that all existing indemnity and insurance obligations of South Tech Systems, Inc. will remain in full force and effect for services performed prior to November 9, 2018, and as thereafter required by the Agreement;

WHEREAS, Granicus, LLC will assume all Contractor’s duties, responsibilities, and obligations, including insurance and indemnity obligations, for all services performed under the terms and conditions of the Agreement, including but not limited to, any liabilities or obligations for services performed prior to the effective date of the acquisition;

WHEREAS, the parties hereto desire to amend the Agreement to update the notice recipients, amending section 11. **Notice**; and

WHEREAS, the parties hereto desire to amend the Agreement to update County’s administrator, amending **Administrator**;

NOW, THEREFORE in consideration of the foregoing and the mutual promises and covenants hereinafter contained, County and Contractor mutually agree to amend the terms of the Agreement in this Fifth Amendment to Agreement and County approves of the assignment of the Agreement from SouthTech Systems, Inc. to Granicus, LLC on the following terms and conditions:

All references to SouthTech Systems, Inc. throughout the Agreement are substituted with Granicus, LLC.

I. Section 11. Notice to Parties, of the Agreement is amended in its entirety to read as follows:

11. Notice to Parties: All notices to be given by the parties hereto shall be in writing and served by depositing the same in the United States Post Office, postage prepaid and return receipt requested. Notices to County shall be in duplicate and addressed as follows:

To County:	With a copy to:
County of El Dorado	County of El Dorado
Recorder-Clerk	Chief Administrative Office
360 Fair Lane	2850 Fairlane Court
Placerville, California 95667	Placerville, California 95667
Attn.: Recorder-Clerk	Attn.: Michele Weimer
	Procurement and Contracts Manager

or to such other location as County directs.

Notices to Contractor shall be addressed as follows:

Granicus, LLC
408 Saint Peter Street, Suite 600
Saint Paul, Minnesota 55102

Attn.: Dawn Kubat

Vice President of Legal

or to such other location as Contractor directs.

II. Contract Administrator of the Agreement is amended in its entirety to read as follows:

The County Officer or employee with responsibility for administering this Agreement is Janelle K. Horne, Recorder-Clerk, or successor.

Except as herein amended, all other parts and sections of that Agreement #061-S0311 shall remain unchanged and in full force and effect.

Requesting Contract Administrator and Department Concurrence:

By: _____

Janelle K. Horne
Recorder-Clerk
El Dorado County Recorder-Clerk Office

Dated: _____

IN WITNESS WHEREOF, the parties hereto have executed this Fifth Amendment to that Agreement for Services #061-S0311 on the dates indicated below.

-- COUNTY OF EL DORADO --

By: _____ Dated: _____
Purchasing Agent
Chief Administrative Office
"County"

-- CONTRACTOR --

Granicus, LLC

By:  Dated: 9/19/2019
Dawn Kubat
Vice President of Legal
"Contractor"

(cmc)

(#129)