

COUNTY OF RIVERSIDE
AMENDMENT NO. 1 TO THE LICENSING SOLUTION PROVIDER AGREEMENT
WITH
Crayon Software Experts, LLC

Original Contract Term:	11/01/2019 through 10/31/2021
Original Contract ID:	PSA-0001523
Effective Date of Amendment:	04/01/2020
Original Annual Maximum Contract Amount:	\$0
Amended Annual Maximum Contract Amount:	\$0

This AMENDMENT NO. 1 TO THE LICENSING SOLUTION PROVIDER AGREEMENT with Crayon Software Experts, LLC. (“First Amendment”), dated as of 01 April 2020, is entered into by and between the County of Riverside (“COUNTY”), a political subdivision of the State of California, and Crayon Software Experts, LLC. (“CONTRACTOR”), a Delaware limited liability company, sometimes collectively referred to as the “Parties”.

RECITALS

WHEREAS, COUNTY and Microsoft Corporation (“Microsoft”) have entered into that certain Microsoft Enterprise Agreement (Master Agreement No. 8084445; the “Master Agreement”), effective August 23, 2019, under which COUNTY has the ability to enter into one or more enrollments to order certain Microsoft product licenses;

WHEREAS, CONTRACTOR and COUNTY entered into the aforementioned Licensing Solution Provider Agreement Number PSA-0001523 (the “Agreement”) to provide support services to COUNTY and its Enrolled Affiliates (as defined in the Master Agreement) for said licenses; and

WHEREAS, COUNTY and CONTRACTOR now desire to amend the Agreement for the first time to extend the period of performance of the Agreement.

NOW, THEREFORE, for good and valuable consideration the receipt and adequacy of which is hereby acknowledged, the Parties agree as follows:

1. The above recitals are true and correct, and are incorporated herein by reference.
2. Section 4 of the Agreement is hereby deleted in its entirety and replaced with the following:

“This Agreement shall be effective from November 1, 2019 through October 31, 2024, unless terminated earlier (the “Term”).”
3. Section 9 of the Agreement is hereby deleted in its entirety and replaced with the following:

“Usage Reporting: CONTRACTOR will provide to COUNTY the Licensed Support Provider (LSP) Reporting of Active Enrollments to Master Microsoft Enterprise Agreement No. 8084445, Select Plus Agreement No. 7756479, Microsoft Premier, Unified, and MCS Support services, showing a list of enrollments by December 15th of each year. Forms shall be submitted electronically to MasterMicrosoftAdmin@rivco.org. A copy of the form is attached hereto as Exhibit D and incorporated herein by reference.”
4. Capitalized Terms/Amendment to Prevail. Unless defined herein or the context requires otherwise,

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all capitalized terms herein shall have the meaning defined in the Agreement, as heretofore amended. The provisions of this First Amendment shall prevail over any inconsistency or conflicting provisions of the Agreement, as heretofore amended, and shall supplement the remaining provisions thereof.

5. Miscellaneous. Except as amended or modified herein, all the terms of the Agreement shall remain in full force and effect and shall apply with the same force and effect. Time is of the essence in this First Amendment and the Agreement and each and all of their respective provisions. Subject to the provisions of the Agreement as to assignment, the agreements, conditions and provisions herein contained shall apply to and bind the heirs, executors, administrators, successors and assigns of the parties hereto. If any provisions of this First Amendment or the Agreement shall be determined to be illegal or unenforceable, such determination shall not affect any other provision of the Agreement and all such other provisions shall remain in full force and effect. The language in all parts of the Agreement shall be construed according to its normal and usual meaning and not strictly for or against either COUNTY or CONTRACTOR.
6. Effective Date. This First Amendment shall not be binding or consummated until it is approval by the Riverside County Board of Supervisors and fully executed by the Parties.


IN WITNESS WHEREOF, the Parties hereto have caused their duly authorized representatives to execute this First Amendment.

COUNTY OF RIVERSIDE, a political subdivision of the State of California

By: 
Richard R. Hai
Senior Procurement Contract Specialist

Dated: 10/20/2020

Crayon Software Experts, LLC., a Delaware limited liability company

By: 
Ken Pharr
Chief Financial Officer

Dated: 10/19/2020

APPROVED AS TO FORM:

Gregory P. Priamos
County Counsel

By: 
Susanna Oh
Deputy County Counsel