

**AMENDMENT NO. 1  
TO AGREEMENT FOR SERVICES OF INDEPENDENT CONTRACTOR  
BETWEEN COUNTY OF SANTA BARBARA AND ACCELA, INC.**

This Amendment (hereafter "Amendment No. 1") to the System Upgrade Agreement (hereafter "Agreement") is made by and between the County of Santa Barbara, a political subdivision of the State of California (hereafter "County") and Accela, Inc. (hereafter "Contractor") with reference to the following:

WHEREAS, COUNTY and CONTRACTOR executed the Agreement, Contract No. BC 08-079 on January 22, 2008 for Land Management and Citizens Access software solutions; and

WHEREAS, COUNTY and CONTRACTOR executed a Purchase Order No. PO 03503 on September 30, 2008 for the purchase and implementation of the Accela Mobile Office software solution; and

WHEREAS, the Agreement Contract No. BC 08-079 included ongoing terms for maintenance support contingent on annual Consumer Price Index (CPI) adjustments; and

WHEREAS, the Purchase Order No. PO 03503 included ongoing terms for maintenance support; and

WHEREAS, the maintenance costs have steadily increased based on the CPI annual adjustments since 2009 and are projected to exceed \$100,000 per year in the upcoming years; and

WHEREAS, COUNTY's most recent maintenance support payment in the amount of \$95,893.48 to CONTRACTOR covers maintenance support through June 30, 2016 for the COUNTY's Land Management, Citizens Access, and Mobile Office software solutions in which the COUNTY received an early pay discount of \$5,047.03; and

WHEREAS, Section 21.20 MODIFICATIONS AND AMENDMENTS, of the Agreement provides that any modification or amendment to the Agreement must be in writing and signed by the parties' authorized representatives; and

WHEREAS, COUNTY and CONTRACTOR desire to amend the maintenance terms to continue to provide ongoing maintenance for the COUNTY's Land Management, Citizens Access, and Mobile Office software solutions with the same maintenance terms;

NOW, THEREFORE, in consideration of the mutual covenants and conditions contained herein, COUNTY and CONTRACTOR agree to amend the Agreement as follows:

1. The term of the Agreement for maintenance support as set forth in Section 12, SUPPORT AND MAINTENANCE SERVICES, subsection 12.1, General Responsibilities, shall be effective from July 1, 2016 through June 30, 2021 (five fiscal years);
2. Section 21.20, MODIFICATIONS AND AMENDMENTS, subsection 21.20.2 shall be replaced as follows: 21.20.2 Only the County Board of Supervisors shall have the express, implied, or apparent authority to alter, amend, modify, or waive any clause or modification, or waiver of any clause or condition of this Agreement on behalf of County. Any alteration, amendment, modification, or waiver of any clause or condition of this Agreement is not effective or binding until made in writing and signed by the Chair of the Board of Supervisors in writing as aforesaid and Contractor, unless otherwise provided herein.
3. EXHIBIT A, Section III – Maintenance Fees shall be deleted and superseded with Attachment A of this Amendment No. 1 (Amended Maintenance Terms) and shall cover maintenance for the COUNTY's Land Management, Citizens Access, and Mobile Office Software solutions;
4. Except as set forth in Sections 1, 2, and 3 hereof, this Amendment No. 1 shall not modify or change any of the provisions of the Agreement and the parties to the Agreement are bound by its provisions as amended herein.

IN WITNESS WHEREOF, COUNTY and CONTRACTOR have executed this Amendment to be effective on the date executed by COUNTY.

**ATTEST:**

Mona Miyasato  
 County Executive Officer  
 Clerk of the Board

By: \_\_\_\_\_  
 Deputy Clerk

**COUNTY OF SANTA BARBARA:**

By: \_\_\_\_\_  
 Chair, Board of Supervisors

Date: \_\_\_\_\_

**RECOMMENDED FOR APPROVAL:**

Planning and Development

By:   
 Department Head

**CONTRACTOR:**

Accela, Inc.

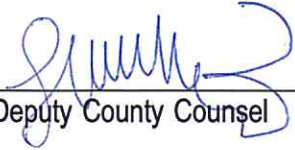
By:   
 Authorized Representative

Name: Colin M. Samuels

Tax ID No: 94-2767678

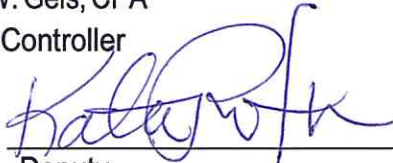
**APPROVED AS TO FORM:**

Michael C. Ghizzoni  
County Counsel

By:   
Deputy County Counsel

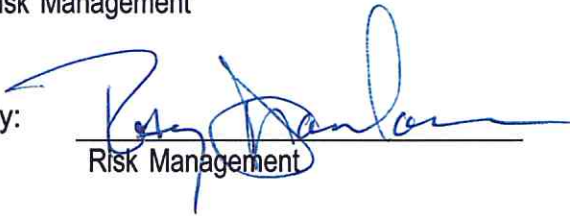
**APPROVED AS TO ACCOUNTING FORM:**

Robert W. Geis, CPA  
Auditor-Controller

By:   
Deputy

**APPROVED AS TO FORM:**

Risk Management

By:   
Risk Management

**ATTACHMENT "A"**  
**AMENDED MAINTENANCE TERMS**

Description	Fees
First-Term Annual Maintenance for Accela Land Management – FY 16/17 <i>(1 Server License and 165 Named User Licenses)</i>	\$81,473.02
First-Term Annual Maintenance for Accela Citizens Access – FY 16/17 <i>(1 Server License and 1 Use License – based upon 75,000 population)</i>	\$4,184.51
First-Term Annual Maintenance for Accela Mobile Office – FY 16/17 <i>(1 Server License and 22 Named User Licenses)</i>	\$17,099.91
Second-Term Annual Maintenance for Accela Land Management – FY 17/18 <i>(1 Server License and 165 Named User Licenses)</i>	1 <sup>st</sup> term cost + CPI
Second-Term Annual Maintenance for Accela Citizens Access – FY 17/18 <i>(1 Server License and 1 Use License – based upon 75,000 population)</i>	1 <sup>st</sup> term cost + CPI
Second-Term Annual Maintenance for Accela Mobile Office – FY 17/18 <i>(1 Server License and 22 Named User Licenses)</i>	1 <sup>st</sup> term cost + CPI
Third-Term Annual Maintenance for Accela Land Management – FY 18/19 <i>(1 Server License and 165 Named User Licenses)</i>	2 <sup>nd</sup> term cost + CPI
Third-Term Annual Maintenance for Accela Citizens Access – FY 18/19 <i>(1 Server License and 1 Use License – based upon 75,000 population)</i>	2 <sup>nd</sup> term cost + CPI
Third-Term Annual Maintenance for Accela Mobile Office – FY 18/19 <i>(1 Server License and 22 Named User Licenses)</i>	2 <sup>nd</sup> term cost + CPI
Fourth-Term Annual Maintenance for Accela Land Management – FY 19/20 <i>(1 Server License and 165 Named User Licenses)</i>	3 <sup>rd</sup> term cost + CPI
Fourth-Term Annual Maintenance for Accela Citizens Access – FY 19/20 <i>(1 Server License and 1 Use License – based upon 75,000 population)</i>	3 <sup>rd</sup> term cost + CPI
Fourth-Term Annual Maintenance for Accela Mobile Office – FY 19/20 <i>(1 Server License and 22 Named User Licenses)</i>	3 <sup>rd</sup> term cost + CPI
Fifth-Term Annual Maintenance for Accela Land Management – FY 20/21 <i>(1 Server License and 165 Named User Licenses)</i>	4 <sup>th</sup> term cost + CPI
Fifth-Term Annual Maintenance for Accela Citizens Access – FY 20/21 <i>(1 Server License and 1 Use License – based upon 75,000 population)</i>	4 <sup>th</sup> term cost + CPI
Fifth-Term Annual Maintenance for Accela Mobile Office – FY 20/21 <i>(1 Server License and 22 Named User Licenses)</i>	4 <sup>th</sup> term cost + CPI

**CPI Increases.** CPI increases are measured by the Consumer Price Index, All Urban Consumers, Los Angeles-Riverside-Orange County, CA, and shall use the percent change of that index from January through December of the preceding year.

**Early Pay Discount Program.** Contractor may choose to offer a special discount to County as incentive to pay the annual maintenance fees in advance. Offers for early pay discounts are at the discretion of Contractor. Future fees are calculated on the full non-discounted amount.

**Maximum Amount of Amendment No. 1.** Assuming an average CPI increase of 2% per year, the maximum amount for the total five year term shall not exceed \$535,804.44.