

Attachment 2

First Amendment to Agreement between County and Accela, Inc.

**FIRST AMENDMENT
TO
ACCELA MASTER SUBSCRIPTION AGREEMENT**

This First Amendment ("First Amendment") is made and entered into by and between **ACCELA, INC.** ("ACCELA") whose address is 2633 Camino Ramon, Suite 500, San Ramon, CA 94583 and the **County of Santa Barbara** ("Customer") whose address is 105 East Anapamu Street, Suite 407, Santa Barbara, California 93101, and amends that certain Accela Master Subscription Agreement, with an effective date of August 14, 2018, between ACCELA and Customer ("Agreement").

WHEREAS, ACCELA and Customer wish to amend the Agreement, in accordance with the terms and conditions of this First Amendment to the Agreement; and

WHEREAS, ACCELA and Customer agree that this First Amendment modifies the Agreement between the parties commencing as of August 14, 2018.

WHEREAS, the capitalized terms not otherwise defined herein will have the meanings ascribed to them in the Agreement; and

NOW THEREFORE, in consideration of the mutual covenants and undertakings contained herein, and subject to the terms and conditions set forth herein, the parties hereby agree as follows:

- 1. Section "11. SUBSCRIPTION PERIOD AND TERMINATION", of the Agreement is hereby amended by adding a new subsection to be titled "11.5. Termination for Non-appropriation." and inserting the following paragraph:**

"Notwithstanding anything to the contrary, Customer may terminate the Agreement for the non-appropriation of funds at any annual anniversary date of the Start Date as indicated on the Customer's Order Form. In the event of termination of the Agreement, Contractor shall be paid Contractor's fees up to the date of termination."

- 2. Except as so amended, all other provisions of the Agreement shall remain unchanged.**

COUNTY SIGNATURE PAGE

IN WITNESS WHEREOF, the parties have executed this First Amendment to the Agreement to be effective on the date executed by COUNTY.

ATTEST:

Mona Miyasato
County Executive Officer
Clerk of the Board

COUNTY OF SANTA BARBARA:

By: _____
Deputy Clerk

By: _____
Chair, Board of Supervisors

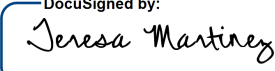
Date: _____

Recommended for Approval
Department of General Services

By:  _____
Director

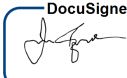
APPROVED AS TO FORM:

Rachel Van Mullem
County Counsel

By:  _____
Deputy County Counsel


APPROVED AS TO ACCOUNTING FORM:

Betsy M. Schaffer, CPA
Auditor-Controller

By:  _____
Deputy

APPROVED AS TO FORM:

Greg Milligan, ARM
Risk Management

By:  _____

CONTRACTOR SIGNATURE PAGE

First Amendment to the Agreement for Services of Independent Contractor **Accela, Inc.** between the **County of Santa Barbara** and **Accela, Inc.**

IN WITNESS WHEREOF, the parties have executed this First Amendment to the Agreement to be effective on the date executed by County.

CONTRACTOR:

Accela, Inc.

DocuSigned by:

Aaron Haggarty

By: _____
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Authorized Representative

Aaron Haggarty

Name: _____

Title: CLO _____

Accela, Inc. | 2633 Camino Ramon, San Ramon, CA 94583 | (925) 659-3200
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