

**AMENDMENT NO. 1 TO THE SOFTWARE LICENSE AND SERVICES AGREEMENT
BETWEEN SNOHOMISH COUNTY AND CARTEGRAPH SYSTEMS, INC.**

THIS AMENDMENT NO. 1 TO THE SOFTWARE LICENSE AND SERVICES AGREEMENT FOR AN ASSET MAINTENANCE MANAGEMENT SYSTEM ("Amendment No. 1") is entered into this 14th day of June, 2017, by and between Snohomish County, a political subdivision of the State of Washington (the "County"), and Cartegraph Systems, Inc., incorporated under the laws of the State of Iowa, and duly licensed to conduct business in Washington State (the "Contractor" or "Cartegraph").

- A. Whereas, the County and Cartegraph entered into that certain Agreement executed on September 15, 2015, entitled Software License and Services Agreement (the "Agreement"); and
- B. Whereas, Article 5. Term of Agreement states that the initial contract term begins upon contract execution, and continues for five (5) years from the date of Acceptance of Phase 1 Milestone "Testing Sign-Off-Complete." Acceptance of Phase 1 occurred on April 1, 2016, which means the initial contract term would end on March 31, 2021; and
- C. Whereas, Cartegraph has offered to extend the initial contract term for six months beyond the original end date, and the County has agreed to accept the extended contract term.

NOW, THEREFORE, in consideration of the covenants hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the County and Cartegraph have agreed to extend the initial contract period an additional six months, as follows:

1. The opening paragraph of Article 5. Term of Agreement, is amended to read:

The initial term of the Agreement shall commence upon execution and continue for five (5) year(s) and six (6) months from the date of Acceptance of Phase 1 Milestone "Testing Sign-Off- Complete" per the Project Schedule, Exhibit A-2) ("Initial Term"), and may be extended by the County for five (5) additional one (1) year option terms by providing written notice subject to termination as provided in this Agreement.

2. Subscription renewal term dates during the initial contract term shall be:

April 1, 2016 to March 31, 2017

April 1, 2017 to March 31, 2018
April 1, 2018 to March 31, 2019
April 1, 2019 to March 31, 2020
April 1, 2020 to August 31, 2021

3. Annual subscription terms beyond 2021 shall be from September 1 through August 31 of the following year.

Except as amended in this Amendment No. 1, the terms and conditions of the Agreement remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 1 to be duly executed as of the date set forth above.

COUNTY OF SNOHOMISH:

KEN KLEIN
Executive Director
K Klein 6/14/17 *dk*
By: _____ Date
Snohomish County Executive

CONTRACTOR:

[Signature] 4/27/18
By: Ben Murray Date
Title: VP/CFU

Recommended for Approval:

[Signature] 5/9/17
Risk Management Date

Recommended for Approval:

[Signature] 5/8/17
Information Technology Dept. Date

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| COUNCIL USE ONLY | |
| Approved: | <u>6-14-17</u> |
| Docfile: | <u>D-b</u> |