

**EXTENSION AND AMENDMENT NO. 2 OF MASTER SERVICES AGREEMENT
BETWEEN THE COUNTY OF MONTEREY AND
CGI TECHNOLOGIES AND SOLUTIONS, INC.**

This Amendment No. 2 to the Master Services Agreement (“EXTENSION and AMENDMENT 2”) between CGI Technologies and Solutions Inc., hereafter “CONTRACTOR” and the County of Monterey, a political subdivision of the State of California, hereinafter "COUNTY" is made as of June ____, 2017 (“Effective Date”).

WHEREAS, CONTRACTOR and COUNTY previously entered into the Master Services Agreement dated April 7, 2008, for the provision of consulting, software development, and other professional services, as previously amended ("AGREEMENT"); and

WHEREAS, the AGREEMENT will expire pursuant to its terms on April 7, 2018; and

WHEREAS, COUNTY and CONTRACTOR wish to extend and amend the AGREEMENT for a five year period ending on April 7, 2023;

NOW THEREFORE,

For valuable consideration, the sufficiency of which is hereby acknowledged, COUNTY and CONTRACTOR agree as follows:

1. The term of the AGREEMENT is extended to April 7, 2023, and all of its provisions shall be deemed to have been in effect since the effective date of the original AGREEMENT.
2. Section 14. A, Term is deleted in its entirety and replaced with the following: “This AGREEMENT shall take force and effect as of the Effective Date and shall continue in force and effect until, and will expire on, April 7, 2023, unless sooner terminated in accordance with Section 14.B or another express provision of this AGREEMENT (except that if any Statement of Work is then in force and effect under which performance has not been entirely completed as of such date, then this AGREEMENT shall continue in force and effect, and shall not expire, until performance under such Statement of Work has been completed, although no further Statements of Work may be entered into hereunder).”
3. Except as provided herein, all remaining terms, conditions and provisions of the AGREEMENT are unchanged and unaffected by this EXTENSION AND AMENDMENT 2, and shall continue in full force and effect as set forth in the AGREEMENT;
4. A copy of this EXTENSION AND AMENDMENT NO. 2 shall be attached to the original AGREEMENT dated April 7, 2008.

IN WITNESS WHEREOF, the County and CONTRACTOR execute this EXTENSION AND AMENDMENT NO. 2 as follows:

COUNTY OF MONTEREY

CONTRACTOR

Contracts/ Purchasing Officer

Signature of Chair, President, or Vice President

Dated: _____

Printed Name and Title

Approved as to Fiscal Provisions:

Dated: _____

Deputy Auditor Controller

By: _____

Dated: _____

Printed Name and Title

Approved as to Liability Provisions:

Dated: _____

Risk Management

Dated: _____

Approved as to Form:

Deputy County Counsel

Dated: _____

*INSTRUCTIONS: If CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers. If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership. If CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any, and shall personally sign the Amendment.