

**EXTENSION AND AMENDMENT NO. 1 OF MASTER SERVICES AGREEMENT
BETWEEN THE COUNTY OF MONTEREY AND
CGI TECHNOLOGIES AND SOLUTIONS, INC.**

WHEREAS, CGI Technologies and Solutions Inc., hereinafter "CONTRACTOR", and the County of Monterey, a political subdivision of the State of California, hereinafter referred to as "COUNTY" previously entered into an agreement dated April 7, 2008, for the provision of consulting, software development, and other professional services ("AGREEMENT"); and

WHEREAS, the AGREEMENT will expire pursuant to its terms on April 7, 2013; and

WHEREAS, COUNTY and CONTRACTOR wish to extend and amend the AGREEMENT for a five year period ending on April 7 2017;

NOW THEREFORE,

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

1. The AGREEMENT is extended to April 7, 2017, and all of its provisions shall be deemed to have been in effect continuously since that time.
2. Section 14. A., "TERM" shall be amended by removing the phrase "This AGREEMENT shall take force and effect as of the Effective Date and shall continue in force and effect until, and will expire on, the fifth (5th) anniversary of that date", and replacing it with: "This Agreement extension shall take force and effect as of the Effective Date and shall continue in force and effect until, and will expire on, April 7, 2017.";
3. Except as provided herein, all remaining terms, conditions and provisions of the AGREEMENT are unchanged and unaffected by this EXTENSION AND AMENDMENT, and shall continue in full force and effect as set forth in the AGREEMENT;
4. A copy of this EXTENSION AND AMENDMENT NO. 1 shall be attached to the original AGREEMENT dated April 7, 2008.

IN WITNESS WHEREOF, the County and CONTRACTOR execute this EXTENSION AND AMENDMENT NO. 1 as follows:

COUNTY OF MONTEREY

CONTRACTOR

Contracts/Purchasing Officer

By: _____
*Signature of Chair, President, or
Vice-President*

Dated: _____

Approved as to Fiscal Provisions:

Deputy Auditor/Controller

Dated: _____

Approved as to Liability Provisions:

Risk Management

Dated: _____

Approved as to Form:

Deputy County Counsel

Dated: _____

Printed Name and Title

Dated: _____

By: _____

*(Signature of Secretary, Asst. Secretary, CFO,
Treasurer or Asst. Treasurer)**

Printed Name and Title

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.