

EXHIBIT-A

**To Agreement by and between
Monterey County Free Libraries, hereinafter referred to as “County”
AND
ByWater Solutions, hereinafter referred to as “CONTRACTOR”**

Scope of Services / Payment Provisions

A. SCOPE OF SERVICES

A.1 CONTRACTOR shall provide services and staff, and otherwise do all things necessary for or incidental to the performance of work, as set forth below:

ByWater Solutions offers a complete hosted environment for an Internal Library System on ByWater equipment placed in the virtual networking cloud to host library content and patron account information.

B. PAYMENT PROVISIONS

B.1 COMPENSATION/ PAYMENT

County shall pay an amount not to exceed \$175,000.00 for the performance of all things necessary for or incidental to the performance of work as set forth in the Scope of Work. CONTRACTOR'S compensation for services rendered shall be based on the following rates or in accordance with the following terms:

Payments will be spread out for a five (5) year period with a 6 year option that will not exceed 3% of the five (5) year price:

Year One: \$61,200.00
Year Two: \$27,200.00
Year Three: \$27,200.00
Year Four: \$27,200.00
Year Five: \$27,200.00
Total: **\$170,000.00**

There shall be no travel reimbursement allowed during this Agreement.

CONTRACTOR warrants that the cost charged for services under the terms of this contract are not in excess of those charged any other client for the same services performed by the same individuals.

B.2 CONTRACTORS BILLING PROCEDURES

NOTE: Payment may be based upon satisfactory acceptance of each deliverable, payment after completion of each major part of the Agreement, payment at conclusion of the Agreement, etc.

County may, in its sole discretion, terminate the contract or withhold payments claimed by CONTRACTOR for services rendered if CONTRACTOR fails to satisfactorily comply with any term or condition of this Agreement.

No payments in advance or in anticipation of services or supplies to be provided under this Agreement shall be made by County.

County shall not pay any claims for payment for services submitted more than twelve (12) months after the calendar month in which the services were completed.

DISALLOWED COSTS: CONTRACTOR is responsible for any audit exceptions or disallowed costs incurred by its own organization or that of its subcontractors.