

**AMENDMENT NO. 2 TO AGREEMENT BETWEEN
COUNTY OF MONTEREY
&
DECADE SOFTWARE COMPANY, LLC**

THIS AMENDMENT No. 2 to the License and Support AGREEMENT is made and entered by and between Decade Software Company, LLC, ("CONTRACTOR"), and the County of Monterey, a political subdivision of the State of California, ("County")

WHEREAS, on or about September 16, 2006, the County and CONTRACTOR entered into that certain License and Support Agreement, AGREEMENT No. A-10635 for the provision of Envision software license and support services in the annual amount of \$43,210.36 plus tax for the period July 1, 2006 through June 30, 2009 ("AGREEMENT"), with authorization to the Director of Health to sign future limited amendments; and

WHEREAS, on or about April 8, 2008, the County and CONTRACTOR entered into an Addendum to add the license and support of a software product called Press Agent for the fee of \$5,292.00 and a monthly license and support fee of \$724.00 ("ADDENDUM"); and

WHEREAS, on or about July 31, 2009, The County and the CONTRACTOR executed Amendment No. 1 ("AMENDMENT No. 1") to extend the term of the AGREEMENT for the period from July 1, 2009 to June 30, 2010, establish the fee payable during the term of the extension to not exceed \$58,034.84, and to add Exhibit C—Third Party Products, to the AGREEMENT.

WHEREAS, the County and CONTRACTOR wish to amend the AGREEMENT to extend the term of the AGREEMENT for an additional year and to establish the fee payable during the term of the extension.

NOW THEREFORE, the County and CONTRACTOR hereby agree to amend the AGREEMENT, as previously amended, as follows:

1. **Subsection 3.2** of the AGREEMENT, as previously amended, is amended to add the following sentence:

The price for the extension term from July 1, 2010 to June 30, 2011 shall not exceed **\$58,034.84**, comprised of the following charges:

- Envision/Envision Connect Annual License and Support Fees: \$45,370.88
- Press Agent Annual License and Support Fees: \$8,694.00
- Sales Tax 8.75%: \$3,969.96

2. **Subsection 6.1** of the AGREEMENT is amended to extend the term of the AGREEMENT through June 30, 2011.
3. Except as provided herein, all remaining terms, conditions and provisions of the AGREEMENT, ADDENDUM, and AMENDMENT No. 1, are unchanged and unaffected by this AMENDMENT No. 2 and shall continue in full force and effect.
5. A copy of this AMENDMENT No. 2 shall be attached to the original AGREEMENT.
6. The effective date of this AMENDMENT No. 2 is July 1, 2010.

IN WITNESS WHEREOF, the parties hereto have executed this AMENDMENT No. 2 as of the date set forth below their respective signatures.

Decade Software Company, LLC	County of Monterey
By: <i>Kevin Delaney</i> Kevin Delaney, Managing Member	By: <i>Robert E. Egnor</i>
Date: <i>6-2-2010</i>	Date: <i>6/15/2010</i>

Reviewed as to fiscal provisions
[Signature]
 Auditor/Controller
 County of Monterey
 7-13-10