

Amendment No. 11
to
Proprietary Software Maintenance Agreement No. 1402716
between
CGI Technologies and Solutions Inc.
and
Monterey County, California

This Amendment No. 11 to the Proprietary Software Maintenance Agreement (“Amendment”) by and between CGI Technologies and Solutions Inc. (“CGI”) and Monterey County, California (“Customer”) is made July x, 2014 (“Amendment Effective Date”).

WHEREAS, Customer and CGI entered into a Proprietary Software Maintenance Agreement dated April 7, 2008 (“Agreement”), as amended, for support of CGI’s proprietary software product known as CGI Advantage and identified subsystems and third party products;

WHEREAS, Customer and CGI have agreed to increase the Agreement to allow for maintenance payments for replacement software (“Software”) and additional annual subscription (“Subscription”) bundled software products during the existing term of the Contract; and

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Governing Document

The Agreement is incorporated herein and forms a part of this Amendment. Except as provided below, all other terms and conditions of the Agreement, as previously amended, shall remain unchanged and in full force and effect and are hereby ratified and reaffirmed by the parties hereto. In the event of any conflict of inconsistency between the provision set forth in the Amendment and the Agreement, this Amendment shall govern and control.

2. Maintenance Fee Schedule

As compensation for the maintenance fees for the Software and Subscription, Customer shall pay CGI the license and maintenance fees set forth below:

Item	Maintenance 2014 (01/01/14 – 12/31/14)	Maintenance 2015 (01/01/15 – 12/31/15)	Maintenance 2016 (01/01/16 – 12/31/16)	Maintenance 2017 (01/01/17 – 12/31/17)
Licensed Software (Advantage and Bundled Software Products) Standard Maintenance and Support Services	\$637,579.94 Paid	\$669,458.94	\$702,931.88	\$738,078.48
Software (BOBJ Replacement Licenses) Maintenance Fee*	\$9,173.00	\$18,984.00	\$20,297.50	\$20,973.00
Subscription (Convey Taxport) Annual Subscription Fee*	\$1,000.00	\$2,000.00	\$2,000.00	\$2,000.00
Total Licensed Software Standard Maintenance and Support Services Fees	\$ 647,752.94	\$690,442.94	\$725,229.38	\$ 761,051.48

**Software Maintenance and Subscription Fees of \$10,173.00 for 2014 BOBJ Replacement Licenses Maintenance and Convey Taxport Annual Subscription Fees (listed above) are due from and payable by the Customer upon execution of this Amendment.*

ALL OTHER TERMS AND CONDITIONS REMAIN IN PLACE AND UNCHANGED.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the effective date, by their respective duly authorized representatives.

CGI Technologies and Solutions Inc. (“CGI”)

Monterey County, California (“Customer”)

BY: _____
(Signature)

BY: _____
(Signature)

(Print Name)

(Print Name)

(Title)

(Title)