

**AMENDMENT NO. 1 TO
STANDARD AGREEMENT
BETWEEN MONTEREY COUNTY WATER RESOURCES AGENCY AND
ONE RAIN, INC**

THIS AMENDMENT NO. 1 to the Standard Agreement between the Monterey County Water Resources Agency, a political subdivision of the State of California (hereinafter, "Agency") and One Rain, Inc. (hereinafter, "CONTRACTOR") is hereby entered into between the Agency and the CONTRACTOR (collectively, the County and CONTRACTOR are referred to as the "Parties").

WHEREAS, CONTRACTOR entered into a Standard Agreement with Agency on September 15, 2015 (hereinafter, "Agreement"); and

WHEREAS, additional time is necessary as the Agency has identified a continued need for software technical support, and software upgrades; and

WHEREAS, the Parties wish to amend the Agreement to extend the term to June 30, 2021 with no associated dollar amount increase to continue to provide services identified in the Agreement.

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

1. Amend Section 1, "**EMPLOYMENT OF CONTRACTOR**", to include Exhibit D – Revised Scope of Work for technical support associated with the Contrail Base Station software installed on two computer servers hosted by Monterey County. Exhibit D replaces Exhibit A.
2. Amend Section 2, "**TERM OF AGREEMENT**", to read as follows:

The term of this Agreement shall begin upon execution of this Agreement by CONTRACTOR and Agency, and will terminate on **June 30, 2021**, unless earlier terminated as provided herein.
3. All other terms and conditions of the Agreement remain unchanged and in full force.
4. This Amendment No. 1 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.

This space left blank intentionally

Amendment No. 1 One Rain, Inc.
Term extension to June 30, 2021

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 1 to the Agreement as of the day and year written below:

**MONTEREY COUNTY WATER
RESOURCES AGENCY**

By: _____
General Manager

Date: _____

**Approved as to Form and Legality
Office of the County Counsel**

By: _____
Deputy County Counsel

Date: _____

Approved as to Fiscal Provisions

By: _____
Auditor-Controller

Date: _____

Approved as to Indemnity, Insurance Provisions

By: _____
Risk Management

Date: _____

CONTRACTOR

*Contractor Business Name

By: _____
(Signature of Chair, President or Vice President)

Its: James Logan, CEO
(Print Name and Title)

Date: June 11, 2018

By: _____
(Signature of Secretary, Asst. Secretary, CFO,
Treasurer or Asst. Treasurer)

Its: Brian E. WFLIN, CFO
(Print Name and Title)

Date: June 11, 2018

*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 Agreement.

Amendment No. 1 One Rain, Inc.
Term extension to June 30, 2021

EXHIBIT D

Revised Scope of Work

CONTRACTOR will provide the following Professional Services in support of the Agency's flood warning system:

- Annual Contrail Standard Software Maintenance and Technical Support with Field Decoder Software. Software support for the Contrail software and field decoder software allows for technical support of the on-going maintenance of the system. This license associated with Contrail entitles the client use of all the available features of the software and includes the following during the term of this agreement:
 - Technical support during normal business hours
 - All software updates released during the active support contract period
 - Monthly reboot and system evaluation
 - All software patches for Contrail and Linux
 - Access to ongoing scheduled live web-based training sessions