

**AMENDMENT NO. 6  
TO PROFESSIONAL SERVICES AGREEMENT  
BETWEEN COUNTY OF MONTEREY AND  
TRUEPOINT SOLUTIONS, LLC**

**THIS AMENDMENT NO. 6** to the Professional Services Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and TruePoint Solutions, LLC (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the "Parties") and effective as of the last date opposite the respective signatures below.

**WHEREAS**, CONTRACTOR entered into a Professional Services Agreement with County on April 17, 2012 (hereinafter, "Agreement") to provide service and support in programming and report customization of the Accela Automation application (hereinafter, "services") for the County of Monterey Resource Management Agency through October 15, 2012 for an amount not to exceed \$7,800; and

**WHEREAS**, Agreement was amended by the Parties on September 26, 2012 (hereinafter, "Amendment No. 1", including Exhibit A-1 – Scope of Services/Payment Provisions) to extend the term for approximately fifteen (15) additional months through December 31, 2013 and to increase the amount by \$19,200 which resulted in a total not to exceed amount of \$27,000; and

**WHEREAS**, Agreement was amended by the Parties on October 29, 2013 (hereinafter, "Amendment No. 2") to extend the term for one (1) additional year through December 31, 2014 with no increase in the not to exceed amount; and

**WHEREAS**, Agreement was amended by the Parties on August 19, 2014 (hereinafter, "Amendment No. 3", including Exhibit A-2 – Scope of Services/Payment Provisions) to extend the term for six (6) additional months through June 30, 2015 and to increase the amount by \$19,500 which resulted in a total not to exceed amount of \$46,500; and

**WHEREAS**, Agreement was amended by the Parties on May 14, 2015 (hereinafter, "Amendment No. 4") to extend the term for one (1) additional year through June 30, 2016 with no increase in the not to exceed amount; and

**WHEREAS**, Agreement was amended by the Parties on December 28, 2015 (hereinafter, "Amendment No. 5", including Exhibit A-3 – Scope of Services/Payment Provisions) to extend the term for one (1) additional year through June 30, 2017 and to increase the amount by \$38,400 which resulted in a total not to exceed amount of \$84,900; and

**WHEREAS**, additional time is necessary to allow CONTRACTOR to continue to provide services; and


**WHEREAS**, the Parties wish to further amend the Agreement to extend the term for twenty one (21) additional months to March 30, 2019 with no associated dollar amount increase to allow CONTRACTOR to continue to provide tasks identified in the Agreement and as amended by this Amendment No. 6.

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

1. Amend the first sentence of Paragraph 3, "Term of Agreement.", to read as follows:  
  
The term of this Agreement is from April 15, 2012 to March 30, 2019, unless sooner terminated pursuant to the terms of this Agreement.
2. All other terms and conditions of the Agreement remain unchanged and in full force.
3. This Amendment No. 6 and all previous amendments shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
4. The recitals to this Amendment No. 6 are incorporated into the Agreement and this Amendment No. 6.

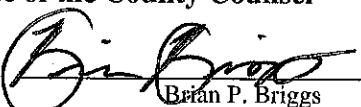
IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 6 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

**COUNTY OF MONTEREY**

By:   
Contracts/Purchasing Officer  
Debra Ann Lewelling, MBA  
Deputy Purchasing Agent  
County of Monterey


Date: 3-29-17

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

By:   
Brian P. Briggs  
Deputy County Counsel

Date: 3-27-17

**Approved as to Fiscal Provisions**

By:   
Auditor/Controller

Date: 3/27/17

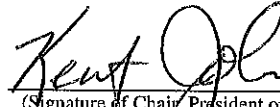
**Approved as to Indemnity and Insurance Provisions**

By: \_\_\_\_\_  
Risk Management

Date: \_\_\_\_\_

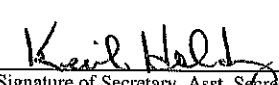
**CONTRACTOR\***

TruePoint Solutions, LLC  
Contractor's Business Name

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

Its: KENT JOHNSON PRESIDENT  
(Print Name and Title) Member

Date: 3-14-17

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

Its: KEITH HOBDAY PARTNER /Member  
(Print Name and Title)

Date: 3-14-17

\*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.



TRUEPOI-01

GHECHT

## CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

03/16/2017

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

**IMPORTANT:** If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

<b>PRODUCER</b> Vitas Insurance Agency 231 Cherry Ave. Auburn, CA 95603	<b>CONTACT NAME:</b>		
	<b>PHONE (A/C, No, Ext):</b> (530) 823-3733	<b>FAX (A/C, No):</b> (530) 823-3640	
	<b>E-MAIL ADDRESS:</b> info@vitasinsurance.com		
<b>INSURED</b>  TruePoint Solutions LLC 3262 Penryn Rd, Ste. 100-B Loomis, CA 95650	<b>INSURER(S) AFFORDING COVERAGE</b>		<b>NAIC #</b>
	<b>INSURER A:</b> Hartford Casualty Insurance Company		29424
	<b>INSURER B:</b> Hartford Accident and Indemnity Company		22357
	<b>INSURER C:</b> Houston Casualty		42374
	<b>INSURER D:</b>		
	<b>INSURER E:</b>		
<b>INSURER F:</b>			

## COVERAGES

CERTIFICATE NUMBER:

REVISION NUMBER:

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR <input checked="" type="checkbox"/> Cyber Liability  GEN'L AGGREGATE LIMIT APPLIES PER: <input checked="" type="checkbox"/> POLICY <input checked="" type="checkbox"/> PROJECT <input type="checkbox"/> LOC OTHER:	X		57SBAAAX4262	02/01/2017	02/01/2018	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 1,000,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 2,000,000 THIRD PARTY CYB \$ 500,000
A	<input type="checkbox"/> AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO OWNED AUTOS ONLY <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY	X		57SBAAAX4262	02/01/2017	02/01/2018	COMBINED SINGLE LIMIT (Ea accident) \$ BODILY INJURY (Per person) \$ 1,000,000 BODILY INJURY (Per accident) \$ 1,000,000 PROPERTY DAMAGE (Per accident) \$ 1,000,000
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input checked="" type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED <input checked="" type="checkbox"/> RETENTION \$ 10,000			57SBAAAX4262	02/01/2017	02/01/2018	EACH OCCURRENCE \$ 2,000,000 AGGREGATE \$ 2,000,000 Products Comp \$ 2,000,000
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A	57WECRL0324	04/01/2016	04/01/2017	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
A	Technology E&O			57SBAAAX4262	02/01/2017	02/01/2018	Claims Made Agg 2,000,000
C	Employment Practices			H715-911670	07/19/2016	07/19/2017	EPLI Limit 500,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

The County of Monterey, its agents, officers and employees are additional insured with respect to general liability and hired and non-owned auto liability arising out of TruePoint Solutions LLC work per the attached SS41700611 and IH12001185 endorsements, including ongoing and completed operations per the attached SS41700611 endorsement, and shall further provide that such insurance is primary insurance (per the attached IH12001185 endorsement) to any insurance or self-insurance maintained by the County and that the insurance of the additional insureds shall not be called upon to contribute to a loss covered by the TruePoint Solutions LLC insurance.

## CERTIFICATE HOLDER

## CANCELLATION

County of Monterey  
Contracts/Purchasing Department  
168 West Alisal Street 3rd Floor  
Salinas, CA 93901

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

POLICY NUMBER: 57 SBA AX4262



**THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.**

ADDITIONAL INSURED - OWNER, LESSEES OR CONTRACTOR

CITY OF ALAMEDA  
2263 SANTA CLARA AVE. #190  
ALAMEDA, CA 94501

CITY OF GRAND RAPIDS  
CITY HALL 300 MONROE NW  
GRAND RAPIDS, MI 49503  
RE: LOC: 002 & BLDG: 001

COUNTY OF MONTEREY  
CONTRACTS/PURCHASING DEPARTMENT  
168 WEST ALISAL STREET 3RD FLOOR  
SALINAS, CA 93901

THE COUNTY OF MONTEREY, ITS AGENTS, OFFICERS AND EMPLOYEES AS  
ADDITIONAL INSUREDS WITH RESPECT TO LIABILITY ARISING OUT OF THE  
CONTRACTOR'S WORK, INCLUDING ONGOING AND COMPLETED OPERATIONS, AND  
SHALL FURTHER PROVIDE THAT SUCH INSURANCE IS PRIMARY INSURANCE TO  
ANY INSURANCE OR SELF-INSURANCE MAINTAINED BY THE COUNTY AND THAT  
THE INSURANCE OF THE ADDITIONAL INSUREDS SHALL NOT BE CALLED UPON TO  
CONTRIBUTE TO A LOSS COVERED BY THE CONTRACTOR'S INSURANCE



**THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.**

**ADDITIONAL INSURED - OWNERS, LESSEES OR  
CONTRACTORS - COMPLETED OPERATIONS**

This endorsement modifies insurance provided under the following:

**BUSINESS LIABILITY COVERAGE FORM**

**SCHEDULE**

**Name Of Additional Insured Person(s) Or Organization(s):**

COUNTY OF MONTEREY CONTRACTS PURCHASING DEPARTMENT

**Location And Description Of Completed Operations:**

168 WEST ALISAL STREET 3RD FLOOR

Information required to complete this Schedule, if not shown above, will be shown in the Declarations.

**Section C. – Who Is An Insured** is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury" or "property damage" caused, in whole or in part, by "your work" at the location designated and described in the schedule of this endorsement performed for that additional insured and included in the "products-completed operations hazard".



**THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.**

**ADDITIONAL INSURED - OWNERS, LESSEES OR  
CONTRACTORS - SCHEDULED PERSON OR  
ORGANIZATION**

This endorsement modifies insurance provided under the following:

**BUSINESS LIABILITY COVERAGE FORM**

**SCHEDULE**

**Name Of Additional Insured Person(s) Or Organization(s):**

COUNTY OF MONTEREY CONTRACTS PURCHASING DEPARTMENT

**Location(s) Of Covered Operations:**

168 WEST ALISAL STREET 3RD FLOOR

Information required to complete this Schedule, if not shown above, will be shown in the Declarations.

**A. Section C. – Who Is An Insured** is amended to include as an additional insured the person(s) or organization(s) shown in the Schedule, but only with respect to liability for "bodily injury", "property damage" or "personal and advertising injury" caused, in whole or in part, by:

1. Your acts or omissions; or
2. The acts or omissions of those acting on your behalf;

in the performance of your ongoing operations for the additional insured(s) at the location(s) designated above.

**B.** With respect to the insurance afforded to these additional insureds, the following additional exclusions apply:

This insurance does not apply to "bodily injury" or "property damage" occurring after:

1. All work, including materials, parts or equipment furnished in connection with such work, on the project (other than service, maintenance or repairs) to be performed by or on behalf of the additional insured(s) at the location of the covered operations has been completed; or
2. That portion of "your work" out of which the injury or damage arises has been put to its intended use by any person or organization other than another contractor or subcontractor engaged in performing operations for a principal as a part of the same project.