



Exhibit A

AMENDMENT NO. 1 TO COOPERATIVE PURCHASE OF SOFTWARE AND SOFTWARE SERVICES AGREEMENT

THIS AMENDMENT NO. 1 is entered into this ___ day of _____ 2020 by and between the City of Milpitas, hereinafter referred to as "City" and Insight Public Sector, Inc., a _____ corporation, hereinafter referred to as "Contractor". City and Contractor are collectively referred to as the "Parties" in this Amendment No. 1.

RECITALS

A. WHEREAS, on July 25, 2019, the Parties entered into that certain Cooperative Purchase of Software and Software Services Agreement (the "Agreement") for the City's purchase of certain NeoGov branded software and software support services sold by Contractor as set forth in the Agreement; and

B. WHEREAS, said Agreement provided for a one-year subscription to NeoGov software services; and

C. WHEREAS, the Parties now desire to amend the Agreement in order to provide for two (2) additional years of NeoGov software services.

NOW, THEREFORE THE PARTIES AGREE AS FOLLOWS:

Section 1. Purchase. The City desires to purchase, and Contractor agrees to provide the software services set forth in that certain Insight Public Sector Quotation Number 222790697, dated 23-Sep-2020, attached hereto as **Exhibit A-1** and incorporated herein by this reference.

Section 2. Payment Limits. Section 2 of the Agreement is amended and restated as follows:

"2. Payment Limits.

a. City's total payments under this Agreement shall not exceed **One Hundred Seventy-Eight Thousand Nine Hundred Two Dollars** (\$178,902.00). Payments shall be made in accordance with the Software Order(s). City shall deliver payment to Contractor in consideration for Contractor's services under the Agreement."

Section 3. Exhibits. Section 4 of the Agreement is amended and restated as follows:

“4. Exhibits; Order of Precedence.

a. The following Exhibits attached hereto and listed below are hereby incorporated by reference:

- i. **Exhibit A** — Software Order(s)
- ii. **Exhibit B** — Terms and Conditions
- iii. **Exhibit C** — Insurance Requirements
- iv. **Exhibit D** — Vendor Terms
- v. **Exhibit E** — Notice of Exercise of Option to Renew or Extend Software Subscription or Software Support Term

b. In the event of any conflict between this Agreement and any exhibit or attachment to the Agreement, the order of precedence shall be (1) the Agreement without exhibits, (2) Exhibit B - Terms and Conditions (3) Exhibit C - insurance Requirements, (4) Exhibit A - Software Order, (5) Exhibit D Vendor Terms.

c. Each subsequent, duly approved purchase order may be incorporated by reference into this Agreement as Exhibit “A” and shall be numbered sequentially as Exhibit A-1; A-2; A-3 and so on.”

Section 4. All other provisions of the Agreement not amended by this Amendment No. 1 shall remain in full force and effect.

Section 5. **Signatures.** These signatures attest the Parties' agreement hereto.

[SIGNATURES ON NEXT PAGE]

**SIGNATURE PAGE FOR
AMENDMENT NO. 1 TO
COOPERATIVE PURCHASE OF SOFTWARE AND SOFTWARE
SERVICES AGREEMENT BETWEEN THE
CITY OF MILPITAS AND INSIGHT PUBLIC SECTOR, INC.**

IN WITNESS WHEREOF, the Parties have executed this Agreement as of the date first written above.

CITY OF MILPITAS,
Approved By:

INSIGHT PUBLIC SECTOR, INC.

Steven G. McHarris,
City Manager

Signature

Date

Name

Approved As To Form:

Title

Christopher J. Diaz, City Attorney

Date

Approved:

Walter C. Rossmann, Risk Manager/
Director of Finance

DIR Registration Number (if any)

Approved As To Content:

Jeannine Seher, Director of Human
Resources

EXHIBIT A-1
SOFTWARE MAINTENANCE ORDER

[ATTACHED BEHIND THIS PAGE]