

AMENDMENT NO. 2 TO AGREEMENT NO. C2019 282
Financial System Software Server On-Premises Migration

City Budget Code: 63002-53201-ERPTYLER-53201

This Amendment No. 2 ("**Amendment**") to City Agreement No. C2019 282, entitled Financial System Software Server On-Premises Migration (**Agreement**"), by and between the City of Napa, a California charter city ("**City**"), and Koa Hills Consulting LLC, a Limited Liability Corporation ("**Consultant**"), is effective on the Effective Date identified on the signature page.

RECITALS

A. City and Consultant entered into the Agreement, effective October 8, 2019, for an amount not to exceed \$30,000, pursuant to which Consultant agreed to perform certain services described in the Agreement ("**Services**"), generally including moving the financial software servers from Central Square ASP hosted environment to the City of Napa on-premises.

B. City determined that additional Services ("**Additional Services**") were required to continue, modify, or expand the Services performed under the Agreement and executed Amendment No. 1 to the agreement, effective December 16, 2019.

C. City has determined that additional Services ("**Additional Services**") are required to continue, modify, or expand the Services performed under the Agreement, as set forth in the Scope of Additional Services and Schedule of Performance, attached hereto as **Exhibit "A"** and incorporated herein by reference.

NOW, THEREFORE, the City and the Consultant, for the mutual consideration described herein, agree as follows:

1. INCORPORATION BY REFERENCE. Unless otherwise specified, all subsequent references to the Agreement are deemed to mean the original Agreement as modified by any amendments preceding this Amendment, if any. This Amendment incorporates the Agreement by reference, except and only to the extent that any terms or conditions of the Agreement are specifically modified by this Amendment. All terms and conditions in the Agreement that are not specifically modified by this Amendment remain in full force and effect.

2. SCOPE OF ADDITIONAL SERVICES. Consultant will perform the Additional Services described in Exhibit "A" in accordance with the terms and conditions of this Amendment.

3. PAYMENT. City will compensate Consultant for satisfactory performance of the Additional Services in an amount not to exceed \$262,380. The cumulative total compensation payable to the Consultant will not exceed \$470,736 without prior written authorization from the City (based on \$30,000 for the original Agreement plus \$178,356 for amendment No 1 and \$262,380 for this amendment).

4. ENTIRE AGREEMENT. The Agreement, as modified by this Amendment, constitutes the entire integrated understanding between the parties concerning the Additional Services. This Amendment supersedes all prior negotiations, agreements and understandings regarding the Additional Services, whether written or oral. The documents incorporated by reference into this Amendment are complementary; what is called for in one is binding as if called for in all, except and only to the extent otherwise specified. If any provision in an exhibit to this Amendment conflicts with or is inconsistent with a provision in the body of this Amendment, the provisions in the body of this Amendment will control over any such conflicting or inconsistent provisions.

5. **SIGNATURES.** The individuals executing this Amendment represent and warrant that they have the right, power, legal capacity, and authority to enter into and to execute this Amendment on behalf of the respective legal entities of Consultant and City. This Amendment shall inure to the benefit of and be binding upon the parties hereto and their respective successors and authorized assigns.

IN WITNESS WHEREOF, the Parties have executed this Amendment to be effective on the Effective Date set forth below.

CITY:
CITY OF NAPA, a California charter city

By: Elizabeth Cabell
Elizabeth Cabell, Interim Finance Director

CONSULTANT:
Koa Hills Consulting LLC, a Limited Liability Corporation

By: John Schwartz
John Schwartz, COO

ATTEST: Tiffany Carranza
Tiffany Carranza, City Clerk

Date: 8/27/2021
("Effective Date")

COUNTERSIGNED:

Joy Riesenber
~~Dee-ree Brun~~, City Auditor
Joy Riesenber

APPROVED AS TO FORM:

Sabrina S. Wolfson, Deputy City Attorney

for [Signature]
Michael W. Barrett, City Attorney

EXHIBIT "A"
SCOPE OF ADDITIONAL SERVICES AND SCHEDULE OF PERFORMANCE

ATTACHMENT 2



Project Quote

June 1, 2021

Technical and Application Support - Amendment

Prepared For: Scott Nielsen
Information Technology Manager
City of Napa
955 School Street, Napa, CA 94559
(707) 257-9400
snielsen@cityofnapa.org

Professional Services - July of 2021 through Dec of 2021 - 6 months	
Task Description	Monthly Rate
Technical Support (under contract)	\$4,800
Application Support (under contract)	\$1,600
Project Management (under contract)	\$875
<i>The services above are currently contracted between the City of Napa and Koa Hills through the end of 2021. The pricing is included here along with the new pricing below, to reflect the total proposed monthly charge moving forward.</i>	
Tools Support (includes up to 85 hours)	\$13,600
<i>Tools Support rate further discounted to \$140 from original discounted rate of \$160 due to high volume of hours = \$11,900 total with discount</i>	<i>-\$1,700</i>
Total, Monthly	\$19,175

Professional Services - Jan of 2022 through December of 2022 - 12 months	
Task Description	Monthly Rate
<i>As the project moves on, fewer hours are expected to be needed during 2022. A 25% reduction in technical, application, and tools support hours is reflected.</i>	
Technical Support	\$3,680
Application Support	\$1,120
Project Management	\$875
Tools Support	\$10,240
Total, Monthly	\$15,915

Professional Services - Jan of 2023 through October of 2023 - 10 months	
Task Description	Monthly Rate
<i>As the project moves on, fewer hours are expected to be needed during 2023. A further 25% reduction in technical, application, and tools support hours is reflected.</i>	
Technical Support	\$2,400
Application Support	\$800
Project Management	\$875
Tools Support	\$7,200
Total, Monthly	\$11,275

- This Quote is valid for 90 Days.
- Additional hours may be purchased at the discounted rate of \$160/hr. Project management is \$175/hr.

Please confirm your acceptance of this quote by signing below:

Signature: [Signature]
Print Name: Scott Nielsen
Date: 6/2/2021