

**NAPA COUNTY AGREEMENT NO.250209B
AMENDMENT NO.1**

PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 1 TO NAPA COUNTY AGREEMENT NO. 250209B is made and entered into as of this 1st day of July 2025, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as "COUNTY", and INFOVERITY U.S., Inc, an Ohio corporation, whose business address is 5131 Post Road, Suite 220, Dublin, Ohio 43017, hereinafter referred to as "CONTRACTOR";

RECITALS

WHEREAS, on the 15th day of October, 2024, COUNTY engaged CONTRACTOR in Agreement No. 250209B, as authorized by Government Code section 31000, in order for CONTRACTOR to provide the County with consulting services for the data management software solution; and

WHEREAS, COUNTY and CONTRACTOR now desire to amend the Agreement's Term and Termination, and Payment Provisions;

TERMS

NOW, THEREFORE, COUNTY and CONTRACTOR agree to amend the Agreement in accordance with the terms and conditions set forth herein:

1. Paragraph 1 is hereby amended to read in full as follows:

Term of the Agreement. The term of this Agreement shall commence on October 15, 2024 and shall expire on June 30, 2026, unless terminated earlier in accordance with Paragraphs 9 (Termination for Cause), 10 (Other Termination) or 23(a) (Covenant of No Undisclosed Conflict); except that the obligations of the parties under Paragraphs 7 (Insurance) and 8 (Indemnification) shall continue in full force and effect after said expiration date or early termination in relation to acts or omissions occurring prior to such dates during the term of the Agreement, and the obligations of the parties shall also continue after said expiration date or early termination in relation to the obligations prescribed by Paragraphs 15 (Confidentiality), 20 (Taxes) and 21 (Access to Records/Retention).

2. Paragraph 3(C) is hereby amended to read in full as follows:

Compensation.

- (c) Maximum Amount. Notwithstanding subparagraphs (a) and (b), the maximum payments under this Agreement shall be a total of \$200,000, set forth in Exhibit "B" for professional services; provided, however, that

such amounts shall not be construed as guaranteed sums, and compensation shall be based upon services actually rendered and reimbursable expenses actually incurred.

3. The "Completion Criteria" found in Paragraph II.C of Exhibit A is hereby amended to read in full as follows:

Completion Criteria

Infoverity will have fulfilled its obligations for the Project described in this SOW when any one of the following first occurs:


- Duration of the contract (set forth in Paragraph 1 of the Agreement, as amended) is completed.
- The SOW is terminated in accordance with the provisions of the Professional Services agreement

4. References to "\$100,000" in Exhibit "B" are hereby amended to read "\$200,000".
5. Except as otherwise provided in Paragraphs 1 through 4, above, all other terms and conditions of the Agreement, as originally approved, shall remain in full force and effect.

[THIS SPACE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, this Agreement was executed by the parties hereto as of the date first above written.

INFOVERITY U.S., Inc.

By 
Steve Ruff (May 28, 2025 16:44 EDT)
Stephen Ruff, President

By Brian Grant
Brian Grant (May 28, 2025 16:45 EDT)
Brian Grant, Managing Director

"CONTRACTOR"

NAPA COUNTY, a political subdivision of
the State of California,

By _____
ANNE COTTRELL, Chair
Board of Supervisors

"COUNTY"

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <i>Ryan FitzGerald</i> (e-sign) Deputy County Counsel</p> <p>Date: <u>May 21, 2025</u></p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: _____</p> <p>Processed By: _____</p> <p>_____ Deputy Clerk of the Board</p>	<p>ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors</p> <p>By: _____</p>
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Amendment No. 1 250209B Consulting (AATF).

Final Audit Report

2025-05-28

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