

AMENDMENT NO. 2
NAPA COUNTY AGREEMENT NO. 170295B (Originally 7802)
PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 2 TO AGREEMENT NO. 170295B (Originally 7802) is made and entered into as of this day of , 2024, by and between the COUNTY OF NAPA, a political subdivision of the State of California, hereinafter referred to as "COUNTY", and Kofile Technologies Inc. (successor in interest to PFA, Inc.), whose business address is **6300 Cedar Springs Road Dallas TX 75235**, hereinafter referred to as "CONTRACTOR";

RECITALS

WHEREAS, on June 26, 2012 COUNTY and CONTRACTOR entered into Napa County Agreement No. 170295B (**Originally 7802**) (hereinafter referred to as "Agreement") for the provision of certain ongoing services needed in connection with various functions of the Napa County Recorder Division of the Assessor-Recorder-County Clerk Department; and

WHEREAS, on October 16, 2012 COUNTY and CONTRACTOR entered into Amendment No 1. to Napa County Agreement No. 170295B (**Originally 7802**) to correct a drafting error in Exhibit B; and

WHEREAS, pursuant to Paragraph 17 of the Agreement, the parties may modify the Agreement by written amendment; and

WHEREAS, the parties now wish to enter into Amendment No. 2 to Agreement No. 170295B (**Originally 7802**) to provide for an additional scope of work involving scanning and indexing of vital records through Exhibit A-1 and an associated increase in compensation by Exhibit B-2.

TERMS

NOW, THEREFORE COUNTY and CONTRACTOR hereby amend Napa County Agreement No. 170295B (**Originally 7802**) as follows:

1. Exhibit A-1 Scope of Work attached hereto and incorporated by reference herein shall be in addition to the Scope of Work outlined in the original Exhibit A which remains in full force and effect.
2. Exhibit B-2 Compensation attached hereto and incorporated by reference herein shall be in addition to the Compensation outlined in Exhibit B-1 which remains in full force and effect.

3. Section 3(b) is amended to increase the maximum payment under the Agreement per fiscal year to One-hundred Thousand and 00/100 Dollars (\$100,000.00).
4. This Amendment No. 2 shall be effective as of the date first written above.
5. Except as provided in paragraph 1-4 above, the terms and conditions of the Agreement as Amended by Amendment 1 shall remain in full force and effect

IN WITNESS WHEREOF, this Amendment No. 2 to Agreement 170295B (Originally 7802) was executed by the parties hereto as of the date first above written.

KOFILE TECHNOLOGIES INC. (SUCCESSOR IN INTEREST TO PFA INC.)

By Michael Strachan
 Name Michael Strachan, Title Secretary and GC

By Sharon D. Adams CFO
 Name Sharon D. Adams , Title

“CONTRACTOR”

NAPA COUNTY, a political subdivision of the
 State of California

By: _____
 JOELLE GALLAGHER, Chair of the
 Board of Supervisors

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Ryan FitzGerald (e-sign)</u> Deputy County Counsel</p> <p>Date: March 7, 2024</p> <p>PL No. 111470</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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March.12.2024

NAPA COUNTY ASSESSOR-RECORDER-COUNTY CLERK

ATTN: JOHN TUTEUR

1127 First Street, Suite A | Napa, CA 94559

Dear Mr. Tuteur,

Enclosed please find an original copy of:

1. Napa County Agreement

Please send a countersigned document once complete via e-mail to Legal@Kofile.com

Sincerely,

Gena Lewis | Office Manager

Napa County Clerk-Recorder

Digitization of Vital Records

SUBMITTED BY:

Angelique Nasser
Account Executive
angelique.nasser@kofile.com
916.266.3292



6300 Cedar Springs Road, Dallas, TX 75235
info@kofile.com | www.Kofile.com

EXHIBIT A-1

Dear Honorable John Tuteur,

This proposal addresses the digitization of Napa County's vital records and is presented by Kofile Technologies, Inc. (Kofile). Note that prices for the services are good for 60 days from the date of this assessment.

Kofile Technologies, Inc. (Kofile) is uniquely qualified to complete Napa County's modernization goals by taking an innovative approach to this project to ensure a successful outcome. Kofile's basis for success is decades of experience, realistic solutions, and professional analysis and each project is unique and deserves special attention. Our team provides realistic solutions, professional analysis, and innovative archival products to equip records stewards with the information and resources needed to preserve collections.

Kofile performs all services in accordance with the Code of Ethics & Guidelines for Practice of the American Institute for Conservation (AIC) and is an Awardee of a Library of Congress FEDLINK Preservation Services for Library & Archival Collections contract.

Archival Digitization - Vital Record Books

Imaging a document and digitizing a collection creates an electronic representation of the original archival record. This process is not meant to replace the archival record, but to aid in its preservation. The image serves as a reference tool and is a back-up if the original is damaged or destroyed.

Archival digitization includes capture and processing and optimization for access. Kofile's services are unique because materials are addressed according to their conditions and fold endurances without blind, automatic scanner feeds. Technicians are trained to handle fragile and historical documents and use the best hardware and software available. Many projects involve rework for collections already imaged or indexed by low-bid vendors. With Kofile, images are the highest quality and are free of distortion and loss of information due to image capture.

Kofile always defaults to U.S. National Archives and Records Administration (NARA) technical guidelines for digitization. Upon request, Kofile stores an electronic security back up of all images in case of loss, damage, or destruction by fire or natural disaster.

Imaging Overview – Vital Record Books

Operators observe each page during capture. For faint or illegible pages, the operator marks the page, readjusts the scanner, and employs contrast tools. If unsuccessful, the operator indicates and inserts a review form for the quality assurance team to assess. The page is marked with a "Best Possible Image Indicator" or treated with further enhancements.

Images are captured at a minimum of 200 dpi at 256 bi-tonal or gray levels. This ensures the highest image quality for documents with poor contrast and difficult-to-read information. Images accumulate as Group IV bi-tonal images in a standard TIFF or PDF format. Images are optimized and scaled for system output.

EXHIBIT A-1

Quality Control (QC)- Vital Record Books

Our Quality Control (QC) process ensures that all images are certified. **Each image is sight checked during QC.** Each page is checked to ensure there are no missing pages, double feeds, or "A" pages, which may have been added. Every image is inspected and a statistical, random, batch-based review of 8% of the inventory is conducted before delivery. Napa County can receive an image log noting the steps employed.

Advanced Equipment – Vital Record Books

Kofile can scan mixed-sized and large-format documents. Kofile employs a range of scanners to tailor imaging services to the document that requires imaging. All of scanners employ page detection to adjust for varying sizes of paper and, more importantly, thicknesses to reduce "pull-throughs" on thin papers following thick bond. Fragile documents are imaged by hand and not fed through an automated Document feeder. Kofile's technicians are trained to handle fragile documents.

WideTek – Record Books

This wide-format duplex scanner digitizes two-sided printed documents up to 36" in width. The scanner needs only 2.5 seconds to scan both sides of the page in a single pass at a resolution of 300 dpi. This scanner ensures the best possible gentle document transport and digitizes historical and fragile documents without damage to the source document.

Micrographics Conversion Overview

Kofile does not subscribe to the "scan it and forget it" philosophy. Kofile addresses any size micrographics and specializes in addressing originals in advanced states of deterioration. Many of our projects involve re-imaging projects that low-bid vendors initially attempted. With Kofile, images are the highest quality and free of distortion and loss of information due to capture failures.

Upon receipt at Kofile, each roll of microfilm is inspected to ensure that the images are capture-quality. Kofile's high-resolution technical scanners can capture at the highest true optical 300 dpi in grayscale. Images are delivered in 8-bit 256 level grayscale JPEG wrapped in PDF for usability, as well as RAW Grayscale JPEG for archival purposes.

If needed, Kofile can provide bi-tonal conversion and/or duplication of Diazo and Silver originals to EPM's.

EXHIBIT A-1

SCOPE OF SERVICES

General services are outlined in the following. Services are tailored to the needs of the specific item.

Image Capture, Processing, File Naming, and System Formatting -Vital Records Books

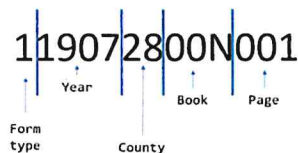
- Capture images at a minimum of 300 dpi bi-tonal (black and white).
- Images accumulate as Group IV bi-tonal images in a standard TIFF format.
- At capture, Kofile performs custom image control to ensure a quality image, such as orientation, brightness, contrast adjustments, cropping of blank space, color dropout, deskew, despeckle.
- Images are Indexed (file naming) per the example below.
- Formatting for the target records management system.
- Page Validation (automated PG. numbering for validation).
- Each image is certified and sight-checked to ensure there are no missing pages, double feeds, and to account for "A" pages (added to the original).
- For Digitization, the County receives a MASTER (e.g., external hard drive, CD, DVD, SFTP, flash drive) in a medium suitable to the project size. There is no additional cost from Kofile for the County's preferred medium. Use of SFTP eliminates the California Sales & Use Tax.

Microfilm Scanning & File Naming

- Capture images at 300 dpi in black and white
- Accumulate images as Group IV bi-tonal images in a TIFF format.
- Automated threshold clean-up, de-skew, de-speckle, background control, text enhancement, etc. Auto crop images to remove excess border.
- Split scanned frames into individual images/pages
- Images are Indexed (file naming) per the example below.
- Formatting for the target records management system.
- Apply Multi-level Quality Control (QC) for data and images
- For Digitization, the County receives a MASTER (e.g., external hard drive, CD, DVD, SFTP, flash drive) in a medium suitable to the project size. There is no additional cost from Kofile for the County's preferred medium. Use of SFTP eliminates the California Sales & Use Tax.

File Naming Example

PDF Name	Form Type	Year	County
Book A - City of Napa.pdf	1	1907	28
Book B - City of Napa.pdf	1	1919	28
Book C- City of Calistoga.pdf	1	1923	28



Parts of the name

Form type
 Birth=1,
 Fetal Death=2,
 Death=3,
 Marriage=4,
 Confidential=5

Year
 From the document event date

"28" (Always 28 for Napa county)

Book (3 digits)
 A => N (first letter of city)
 B => N (first letter of city)
 C => C (first letter of city)
 C => S (first letter of city)

Page (3 digits)

EXHIBIT A-1

ACCESSIBILITY OF RECORDS

Records held at Kofile are maintained as private and confidential material. Napa County is guaranteed access to records via email or toll-free fax at our expense. Upon receipt of a records request, Kofile will flag the requested record and verify inventory control, pull supporting paperwork, and email/fax a response to the approved requester or alternate. The turnaround time for a records request will meet or exceed requirements.

Please note that all records (including volumes, documents, digital images, metadata or microfilm) serviced by Kofile shall remain the property of Napa County. This policy applies to any agreement, verbal or written, between Napa County and Kofile.

The records are not used by Kofile other than in connection with providing the services pursuant to any agreement between Kofile and Napa County. The records are not commercially exploited by or on behalf of Kofile, its employees, officers, agents, invitees or assigns, in any respect.

Please let me know if you have any questions. We look forward to serving Napa County and to working together for the preservation and access of Napa County's public and historical assets.

Sincerely,

Angelique Nasser

Angelique Nasser

c: 916.266.3292

e: angelique.nasser@kofile.com

EXHIBIT B-2

PROJECT PRICING

Without a signed agreement, prices are good for 60 days. All pricing is based on estimated page counts. Final billing occurs on actuals per mutually agreed upon pricing; not to exceed the P.O. without written authorization.

Napa County Clerk-Recorder								
Project Overview								
Record Series	Page Count	Case Count	Format	Condition	Level of Service			Estimated Total
					IMG	MM	File Naming	
Marriage Record	24,716	41	M	Poor	\$22,537.77	\$1,482.96	\$6,658.31	\$30,679.04
Index to Marriage Licenses	320	2	M	Poor	\$300.80	\$19.20	\$0.00	\$320.00
Index to Marriage Licenses - Women A-L	184	1	M	Good	\$172.96	\$11.04	\$168.40	\$352.40
Index to Marriage Licenses - Women M-Z	184	1	M	Good	\$172.96	\$11.04	\$168.40	\$352.40
Index to Marriage Licenses - Men A-L	185	1	M	Good	\$173.90	\$11.10	\$169.31	\$354.31
Index to Marriage Licenses - Men M-Z	185	1	M	Good	\$173.90	\$11.10	\$169.31	\$354.31
Index to Marriages Males-Females	576	1	M	Fair	\$950.40	\$34.56	\$527.16	\$1,512.12
Index to Marriages Males-Females	576	1	M	Fair	\$950.40	\$34.56	\$527.16	\$1,512.12
Index to Marriages - Women	72	1	PS	Poor	\$75.60	\$4.32	\$0.00	\$79.92
Index to Marriages - Men	72	1	PS	Poor	\$75.60	\$4.32	\$0.00	\$79.92
Death Record	12,776	14	M	Poor	\$12,009.44	\$766.56	\$2,860.80	\$15,636.80
Index to Deaths	831	2	T	Poor	\$523.53	\$49.86	\$0.00	\$573.39
Index to Births	636	2	T	Poor	\$400.68	\$38.16	\$0.00	\$438.84
Birth Record	5,628	6	M	XXP	\$5,680.82	\$337.68	\$643.84	\$6,662.34
Delayed Births	666	1	T	Fair	\$699.30	\$39.96	\$76.19	\$815.45
Delayed Births 43B	80	1	T	Fair	\$50.40	\$4.80	\$9.15	\$64.35
Delayed Births 43A	1,212	1	T	Fair	\$763.56	\$72.72	\$138.65	\$974.93
Certificates of Birth No. 103	823	1	T	Fair	\$518.49	\$49.38	\$94.15	\$662.02
Certificates of Birth	812	1	T	Fair	\$511.56	\$48.72	\$92.89	\$653.17
Births A	800	1	T	Fair	\$504.00	\$48.00	\$91.52	\$643.52
Births B	808	1	T	Fair	\$509.04	\$48.48	\$92.44	\$649.96
Births Calistoga/St. Helena C	1,534	1	T	Fair	\$966.42	\$92.04	\$175.49	\$1,233.95
Birth Certificates No. 1-300	350	1	T	Good	\$220.50	\$21.00	\$40.04	\$281.54
Birth Certificates No. 301-700	450	1	T	Good	\$283.50	\$27.00	\$51.48	\$361.98
Register of Birth 1898-1903, Coroners Death 1893-1905, Register of Death 1890-1905	100	1	M	XXP	\$165.00	\$6.00	\$11.44	\$182.44
Records of Birth	892	2	M	Poor	\$838.48	\$53.52	\$102.04	\$994.04
Index of Death Records	300	2	M/T	Poor	\$282.00	\$18.00	\$34.32	\$334.32
Confidential Marriages Film Rolls	3,958	12	T	Fair	\$0.00	\$237.48	\$452.80	\$690.28
Duplicate Marriages Film Rolls	1,998	2	T		\$0.00	\$119.88	\$228.57	\$348.45
Duplicate Marriages Film Rolls	999	1	T		\$0.00	\$59.94	\$114.29	\$174.23
Marriages Film Rolls	19,980	20	T		\$0.00	\$1,198.80	\$2,285.71	\$3,484.51
Marriages Film Rolls - No Volume Identified	3,996	4	T		\$0.00	\$239.76	\$457.14	\$696.90
Deaths Film Rolls	2,786	55	T		\$0.00	\$2,789.64	\$318.72	\$3,108.36
Births Film Rolls	250	24	T		\$0.00	\$360.00	\$28.60	\$388.60
Services Subtotal					\$50,511.01	\$8,351.58	\$16,788.31	
Destruction of all Vital Record Books								\$1,874.00
*PROJECT TOTAL								\$77,524.90

*Per the California State Board of Equalization Rules, data transmitted by FTP or Cloud Data Storage is not subject to California sales tax. If data is delivered on physical media (e.g. hard drives), then California Use Tax will apply.

EXHIBIT B-2

PAYMENT TERMS

- 50% due upon contract execution and 50% due upon completion of project.

PRICING ASSUMPTIONS

- Pricing is all inclusive of required services, including all labor, equipment, and supplies.
- Any applicable sales tax is the responsibility of the County at the current rate. Any billing is subject to current effective and applicable tax rates. Taxes on digitization services are waived if images are delivered via SFTP transfer or electronic transfer (see herein for more information).
- Pricing is based on a Good Faith Estimate of page and document counts. Billing occurs on actuals, not to exceed the P.O. without authorization.
- A page is defined as one side of a sheet of paper (which contains two pages). Each page is one image unless it contains multiple record entries (e.g., Birth Record). In those instances, the documents are separated into separate images. Blanks are not imaged, unless otherwise directed by the County. Amendments and attachments are charged as images.
- Pages in which the shortest edge measures <12" are oversized and incur additional charges for imaging.
- Kofile certifies each image. Quality control includes two instances of human eyesight verification for each.
- The County signs off on an inventory prior to commencement of services, and upon acceptance of deliverables.