

**AMENDMENT NO. 1 TO AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND
DFM ASSOCIATES**

THIS AMENDMENT TO THE AGREEMENT, entered into this _____ day of _____, 20_____, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and DFM ASSOCIATES, a California corporation, hereinafter called "Contractor";

W I T N E S S E T H:

WHEREAS, pursuant to Government Code, Section 31000, County may contract with independent contractors for the furnishing of such services to or for County or any Department thereof;

WHEREAS, the parties entered into an Agreement for a Voter Registration System for the Registration & Elections Division on November 10, 2009; and

WHEREAS, the parties now wish to amend the Agreement, extending the term by approximately four-and-a-half years through June 30, 2019, and increasing the amount by \$658,692 to an amount not to exceed \$1,858,692.

NOW, THEREFORE, IT IS HEREBY AGREED BY THE PARTIES HERETO AS FOLLOWS:

1. Section 3, **Payments**, is revised to read as follows:

3. Payments

In consideration of this agreement and in accordance with all terms, conditions, and specifications set forth herein and in Exhibit A, County shall make payment to Contractor based on the rates and in the manner specified in Exhibit B. The County reserves the right to reasonably withhold payment if the County is unable to perform its core business functions as a result of product failure or due to Contractor's failure to perform as defined in this agreement.

In no event shall the County's total fiscal obligation under this Agreement exceed one million, eight hundred fifty-eight thousand six-hundred ninety-two dollars (\$1,858,692).

2. Section 4, **Term and Termination**, is revised to read as follows:

4. Term and Termination

Subject to compliance with all terms and conditions, the term of this Agreement shall be from November 10, 2009, through June 30, 2019.

This Agreement may be terminated by County or Contractor for “breach of contract” upon one-hundred eighty (180) days’ written notice to the other party or as defined in Section 7.1 in Exhibit A regarding expiration of the Agreement.

3. All other terms and conditions of the Agreement dated November 10, 2009, between the County and Contractor shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto, by their duly authorized representatives, have affixed their hands.

CONTRACTOR:

(signature)

By: _____

Title: _____

Date: _____

COUNTY:

(signature)

By: _____

President, Board of Supervisors
San Mateo County

Date: _____

Attest:

By: _____

Clerk of Said Board

