

1 [Software License and Support Agreement Amendment - Oracle America, Inc. - Not to Exceed  
2 \$12,211,193.65]

3 **Resolution authorizing the Controller to enter into the Fifteenth Amendment of a**  
4 **software license and support agreement between Oracle America Inc., and the City and**  
5 **County of San Francisco, to extend the contract term through November 30, 2022, and**  
6 **increase the maximum expenditure by \$4,183,659.87 for a total amount not to exceed**  
7 **\$12,211,193.65.**

8  
9 WHEREAS, On November 21, 2007, the City and County of San Francisco ("City"),  
10 acting through its Controller entered into an agreement with Oracle America, Inc. ("Oracle"),  
11 for perpetual software licenses and software support services for the Controller's Human  
12 Capital Management System ("Agreement"); and,

13 WHEREAS, The initial term of this Agreement was for one year, renewable annually at  
14 the City's option, and the initial maximum expenditure was \$1,341,195.00; and,

15 WHEREAS, The Controller and Oracle amended the Agreement by the First  
16 Amendment, dated November 21, 2007; Second Amendment, dated November 17, 2008;  
17 Third Amendment, dated February 22, 2010; Assignment and Assumption Agreement, dated  
18 October 5, 2010; Fourth Amendment, dated October 5, 2010; Fifth Amendment, dated May  
19 22, 2011; Sixth Amendment, dated May 22, 2012; Seventh Amendment, dated April 1, 2013;  
20 Eighth Amendment, dated October 1, 2013; Ninth Amendment dated May 30, 2014; Tenth  
21 Amendment dated July 14, 2014; Eleventh Amendment dated August 15, 2014; Twelfth  
22 Amendment dated March 5, 2015; Thirteenth Amendment dated July 6, 2015, and Fourteenth  
23 Amendment dated November 2, 2015, increasing the maximum expenditure to  
24 \$8,027,533.78; and,  
25

1           WHEREAS, By the Fifteenth Amendment the Controller and Oracle have agreed to  
2 extend the software support services term to November 30, 2022, and increase the maximum  
3 expenditure by \$4,183,659.87 to \$12,211,193.65, for continued software support services;  
4 and,

5           WHEREAS, The Controller and the Department of Technology have agreed that the  
6 Office of the Controller will be responsible for \$2,573,102.65 and the Department of  
7 Technology will be responsible for \$1,610,557.22 under the Fifteenth Amendment; and,

8           WHEREAS, The Controller has determined that it is in the best interests of the City to  
9 extend the term of the Agreement beyond ten years and increase the maximum expenditure  
10 to \$12,211,193.65, so that the City may continue to receive software support services for the  
11 Human Capital Management System; and,

12           WHEREAS, Charter section 9.118(b), "Contract and Lease Limitations," requires Board  
13 of Supervisors' approval of any contract having a term in excess of ten years or requiring  
14 anticipated expenditures by the City of ten million dollars; and,

15           WHEREAS, The Fifteenth Amendment is on file with the Clerk of the Board of  
16 Supervisors in File No 170981, which is hereby declared to be a part of this motion as if set  
17 forth fully herein; and, therefore, be it

18           RESOLVED, That the Board of Supervisors approves the Fifteenth Amendment to the  
19 Agreement with Oracle; and be it

20           FURTHER RESOLVED, That upon execution of the Fifteenth Amendment, the  
21 Controller shall transmit to the Clerk of the Board of Supervisors a copy of the Fifteenth  
22 Amendment, for inclusion in File No. 170981.