

City and County of San Francisco
Office of Contract Administration
Purchasing Division

COPY

First Amendment

THIS AMENDMENT (this "Amendment") is made as of **August 30, 2012**, in San Francisco, California, by and between **Northpointe, Inc.** ("Contractor"), and the City and County of San Francisco, a municipal corporation ("City"), acting by and through its Director of the Office of Contract Administration.

RECITALS

WHEREAS, City and Contractor have entered into the Agreement (as defined below);
and

WHEREAS, City and Contractor desire to modify the Agreement on the terms and conditions set forth herein to update standard contractual clauses;

NOW, THEREFORE, Contractor and the City agree as follows:

1. **Definitions.** The following definitions shall apply to this Amendment:

1a. **Agreement.** The term "Agreement" shall mean the Agreement dated **March 7, 2011** between Contractor and City, as amended by the **Assignment and Assumption Agreement** dated **January 23, 2012**.

1b. **Other Terms.** Terms used and not defined in this Amendment shall have the meanings assigned to such terms in the Agreement.

2. **Modifications to the Agreement.** The Agreement is hereby modified as follows:

2a. **Appendix A, "Statement of Work," Section 8.1, "Milestones with Payment Schedules," Milestones # 0 – 2,** of the Agreement currently reads as follows:

8.1 MILESTONES WITH PAYMENT SCHEDULE

Milestone #	Estimated Duration (Business Days)	Milestones	Payment Amount
0	3 days	On signing of the Agreement, Contractor's design engineer(s) will be scheduled to come to City Site for at least 3 Business Days to collect and finalize the requirements for Milestone #1 and Milestone #2.	

1	Within 30 Days following the Contractor's requirements visit	Contractor completes and delivers first Iteration of written detailed functional requirements, and System architecture to the City Project Manager, completing milestone #1	
2	City Approves and Accepts First Iteration Requirements Spec within 20 days following its delivery by Contractor	City reviews mutually derived Functional Requirements in Milestone #1. Upon the City approval of first Iteration requirements (milestone sign-off) the payment will be authorized by the City	\$158,600

Such section is hereby amended in its entirety to read as follows:

8.1 MILESTONES WITH PAYMENT SCHEDULE

Milestone #	Estimated Duration (Business Days)	Milestones	Payment Amount
0	3 days	On signing of the Agreement, Contractor's design engineer(s) will be scheduled to come to City Site for at least 3 Business Days to collect and finalize the requirements for Milestone #1 and Milestone #2.	
1	Within 30 Days following the Contractor's requirements visit	Contractor completes and delivers first Iteration of written detailed functional requirements, and System architecture to the City Project Manager, completing milestone #1	
2a		Contractor delivers mutually derived Functional Requirements in Milestone #1 as they become available for City's use and continued testing prior to City's approval of all required Functional Requirements in Milestone 2b.	\$53,500
2b	City Approves and Accepts First Iteration Requirements Spec within 20 days following its delivery by Contractor	City reviews mutually derived Functional Requirements in Milestone #1. Upon the City approval of first Iteration requirements (milestone sign-off) the payment will be authorized by the City	\$105,100

3. Effective Date. Each of the modifications set forth in Section 2 shall be effective on and after the date of this Amendment.

4. Legal Effect. Except as expressly modified by this Amendment, all of the terms and conditions of the Agreement shall remain unchanged and in full force and effect.

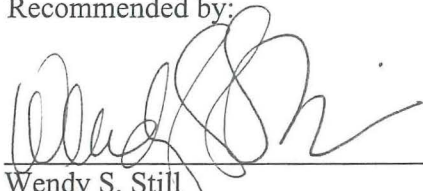
IN WITNESS WHEREOF, Contractor and City have executed this Amendment as of the date first referenced above.

CITY

CONTRACTOR

Recommended by:

Northpointe, Inc.



Wendy S. Still
Chief Adult Probation Officer
San Francisco Adult Probation Department

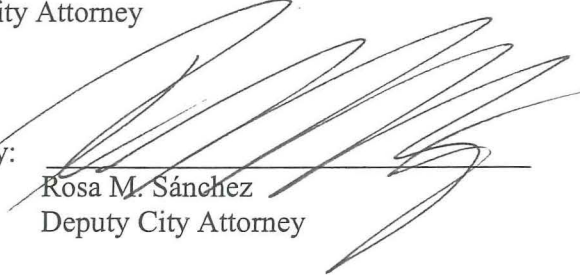


Brian Mattson
General Manager
112 N. Rubey Dr., Suite 135
Golden, CO 80403


City vendor number: **85589**

Approved as to Form:

Dennis J. Herrera
City Attorney


By: _____
Rosa M. Sánchez
Deputy City Attorney

Approved:



Jaci Fong
Director of the Office of Contract
Administration, and Purchaser