

SECOND AMENDATORY AGREEMENT

This **SECOND AMENDATORY AGREEMENT** is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”), and **KOFILE TECHNOLOGIES, INC.** a Delaware corporation, whose address is 6300 Cedar Springs Road, Dallas, Texas 75235 (“Vendor”), successor to **PROPERTYINFO CORPORATION**, jointly “the Parties.”

WITNESSETH:

WHEREAS, the City and **PROPERTYINFO CORPORATION** entered into an Agreement effective April 12, 2013 and amended on January 21, 2014, relating to Vendor’s Recording Software Solution for the Denver Clerk and Recorder’s Division for Recording, Records, Marriage Licenses, and Public Trustee (the “Agreement”); and

WHEREAS, the Parties wish to amend the Agreement for **KOFILE TECHNOLOGIES, INC.** to assume all of the existing terms and conditions of **PROPERTYINFO CORPORATION** under the Agreement and to add a new clause as follows; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth, the Parties agree as follows:

1. The Agreement is modified to reflect the vendor’s name change from “**PROPERTYINFO CORPORATION**” to “**KOFILE TECHNOLOGIES, INC.**”

2. All references to “...Exhibit A...” in the existing Agreement shall be amended to read: “...Exhibits A and A-1, as applicable...” The Statement of Work marked as Exhibit A-1, adding new functionality to the existing solution, is attached and incorporated by reference.

3. Article 4 of the Agreement entitled “**TERM**”, is amended to read as follows:

“**4. TERM:** The term of the Agreement is from April 15, 2013 through December 31, 2021.”

4. Articles 5(A) and (D) of the Agreement entitled “**Fee**” and “**Maximum Contract Liability**” are amended to read as follows:

“**5. COMPENSATION AND PAYMENT:**

A. **Fee:** The fee for the software and services described in **Exhibits A, A-1** and **E** is \$1,010,000.00 (the “Fee”). The Fee shall be paid pursuant to the City’s Prompt Payment Ordinance in accordance with **Exhibits C, D and E**.

D. Maximum Contract Liability: Any other provision of this Agreement notwithstanding, in no event shall the City be liable for payment for services rendered and expenses incurred by Vendor under the terms of this Agreement for any amount in excess of the sum of **ONE MILLION TEN THOUSAND DOLLARS AND ZERO CENTS (\$1,010,000.00)**. Vendor acknowledges that any work performed by Vendor beyond that specifically authorized by the City is performed at Vendor's risk and without authorization under this Agreement."

5. The Agreement is assumed by the Vendor and is affirmed and ratified in each and every particular.

[SIGNATURE PAGES FOLLOW]

EXHIBITS

A-1 STATEMENT OF WORK

E- SUPPORT AND MAINTENANCE RENEWAL

Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By _____

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

By _____

By _____

By _____



Contract Control Number: CLERK-201309360-02

Contractor Name: Kofile Technologies, Inc

By: John D. Woolf

Name: John D. Woolf
(please print)

Title: Executive V.P. & CFO
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)





EXHIBIT A-1 Statement of Work: SimpleSearch Implementation

Submitted to:

**The Honorable Debra Johnson
Denver Clerk and Recorder
201 W. Colfax Ave
Dept. 101
Denver, CO 80202**

Dated: January 4, 2017

Statement of Work

Client Name:	The Honorable Debra Johnson Denver County Clerk & Recorder
Project Name:	SimpleSearch Implementation
Services Provided by:	Kofile Technologies, Inc.
Vendor Contact Information:	Kyle Chaney Kofile Technologies, Inc. 6300 Cedar Springs Road Dallas, TX 75235
Remit To:	Payable to Kofile Technologies, Inc. PO Box 541028 Dallas, TX 75354

Project Scope

Details

Project Scope

- Kofile Technologies, Inc. will set-up SimpleSearch lookup in CountyFusion for Denver County Index Books.
- Kofile Technologies, Inc. will load the associated document images into CountyFusion.
- SimpleSearch lookup will allow a user to enter a name to get to the correct section of the index books that include that name to find vol/book/page.
- User will be able to enter vol/book/page to get to document.
- Denver County employees and customers will have the ability to retrieve electronic copies of the actual documents.
- Kofile Technologies, Inc. will work with County to confirm drop downs for ranges of index books to provide the most intuitive and effective lookup for end users.

Assumptions

- County will provide the scanned images of the index books and document books to load into CountyFusion in the accepted format of Group IV B/W TIFFS with proper tagging. (USI is providing to County in this format).
- Deed images will be grouped into documents and tagged by book/page.

Deliverables

- SimpleSearch lookup for 649 Grantor/Grantee Index books.
SimpleSearch lookup for 131 Marriage Index books
- Scanned Index Books will be loaded into CountyFusion and replicated with current images for secure back-up.
- Scanned documents for Official Records and Marriages will be loaded into CountyFusion.
- Archival image to film of index books can be provided at \$.04/image.

- System support and maintenance will follow in accordance with the current CountyFusion System. Current PropertyInfo Customer Care procedures will apply.

DOCUMENT / IMAGE SET-UP:

Index Books:

- Index sections will be grouped from the images using the associated Alpha index structure.
- Document types will be created in CountyFusion for the Index Book and sections as appropriate.
- The SimpleSearch set-up process will allow a user to enter a last name and direct them to the index page(s) where this name exists following the Index Lookup Structure for each index type.
- All sections will be verified to the image and folder to ensure a clean and accurate index and lookup.
- PropertyInfo will not be responsible for any information that is not properly documented on the material provided or the quality of any of the images provided.
- Quality review of the SimpleSearch Index lookup will be performed once set-up.

Project Delivery:

- Four months from commencement of project. This will be scheduled with county once Statement of Work is signed and scanned images are available from County.

INDEX BOOK SERIES	# of BKS	Est # of Pages Per Book	EST # OF PAGES
Real Estate Grantor / Grantee Indexes	649	550	356,950
Marriage Indexes	131	300	39,300
TOTAL	780		396,250

Pricing and Terms

Item Description	Count	Unit Pricing	Cost (estimate)
SimpleSearch Solution - Grantor/Grantee Index Books Less existing client discount Net Price	649 Books	\$350 per book	\$227,150 -\$162,250 \$ 64,900
Setting up Index Lookup by Name for the various Index Types identified at the County - Grantor/Grantee Less existing client discount Net Price	Estimate of 356,950 pgs	.35 per image	\$124,933 -\$ 82,099 \$ 42,834
Loading supporting document books into CountyFusion – Grantor/Grantee	N/A	.01 per image	WAIVED
TOTAL COST FOR IMPLEMENTATION – Grantor/Grantee Less existing client discount Net Price			\$352,083 -\$244,349 \$107,734
SimpleSearch Maintenance & Support * - Grantor/Grantee Less existing client discount Net Price		N/A	\$ 45,430 -\$ 32,450 \$ 12,980
SimpleSearch Solution – Marriage Index Books Less existing client discount Net Price	131 Books	\$350 per book	\$ 45,850 -\$ 32,750 \$ 13,100
Setting up Index Lookup by Name for the various Index Types identified at the County – Marriage Books Less existing client discount Net Price	Estimate of 39,300 pgs	.35 per image	\$ 13,755 -\$ 9,039 \$ 4,716
Loading supporting document books into CountyFusion – Marriage Books	N/A	.01 per image	WAIVED
TOTAL COST FOR IMPLEMENTATION – Marriage Books Less existing client discount Net Price			\$ 59,605 -\$ 32,750 \$ 13,100
SimpleSearch Maintenance & Support * - Marriage Books Less existing client discount Net Price		N/A	\$ 9,170 -\$ 6,550 \$ 2,620

NOTES:

- Estimated cost based upon good quality images. If poor images are found during project, client will be notified if any additional charges will be incurred. If issues with images are found after project commencement, Kofile Technologies, Inc. will notify Denver County and discuss any impact to project delivery.
- Pricing does not include shipping & handling and will be billed for separately at cost if processed by Kofile Technologies, Inc.
- Invoicing will be done based upon actual number of images.
- *This statement of work will be an addendum to the current CountyFusion Maintenance and Support Contract. The first year support for SimpleSearch will be prorated for the remaining term from “Go Live” date. The annual Maintenance and Support amount for SimpleSearch will be added to the recurring annual invoice for CountyFusion through the remaining term of the contract.

Acceptance

Please initial in the space provided below and sign where indicated to accept pricing and services detailed in this Statement of Work.

Initials	SERVICE	ESTIMATED COST
	SimpleSearch Solution for 649 Real Estate Index Books – Grantor/Grantee Includes Existing Client discount	\$107,734
	SimpleSearch Annual Maintenance/Support – Real Estate Index Books – Grantor/Grantee Includes Existing Client discount	\$12,980
	SimpleSearch Solution for 131 Index Books – Marriage Books Includes Existing Client discount	\$13,100
	SimpleSearch Maintenance & Support – Marriage Books Includes Existing Client discount	\$2,620

Please indicate your agreement to proceed based on the information contained in this Statement of Work by signing below. The terms and conditions outlined in this proposal are valid until **February 28, 2017**.

The Honorable Debra Johnson
Denver County Clerk and Recorder

Date

Kofile Technologies, Inc.

Date



Proposal for Renewal and Extension

Support & Maintenance for CountyFusion County Clerk Records Management System

Submitted to:

The Honorable Debra Johnson

Denver Clerk and Recorder

201 W. Colfax Ave

Dept. 101

Denver, CO 80202

November 7, 2016

This Proposal will become an addendum to current contract between City and County of Denver and Kofile.

Client Name:	City and County of Denver
Project Name:	CountyFusion Records Management Software Maintenance and Support Renewal
Services Provided by:	Kofile Technologies, Inc.
Vendor Contact Information:	Kyle Chaney Kofile Technologies, Inc. 6300 Cedar Springs Road Dallas, TX 75235
Remit To:	Payable to: Kofile Technologies, Inc. PO Box 541028 Dallas, TX 75354

PROPOSAL AGREEMENT

The Proposal to Renew the Support and Maintenance for Kofile Technologies, Inc.'s CountyFusion Software is made by and between CITY AND COUNTY OF DENVER, a municipal corporation of the State of Colorado ("Customer"), and KOFILTECHNOLOGIES, INC., a Delaware corporation also with an address of 6300 Cedar Springs Road, Dallas, Texas 775235 ("Kofile").

WITNESSETH:

WHEREAS, the initial Term of the Agreement expires October 31, 2018;

WHEREAS, Customer and Kofile desire to renew, extend and modify the Agreement of the terms set forth herein;

NOW, THEREFORE, for valuable consideration and the mutual agreements set forth herein, the receipt and adequacy of which is hereby acknowledged, the parties hereto agree as follows:

1. The parties agree to extend the CountyFusion County Clerk Records Management System Agreement dated April 12, 2013 until October 31, 2021.
2. All other applicable terms and conditions of the Agreement, exhibits and addendums thereto shall remain in effect.

DESCRIPTION OF SERVICES	PRICE
CountyFusion Records Management System (Annual Software Support & Maintenance): <ul style="list-style-type: none"> • Toll-free Support • Seamless Upgrades • Ongoing Training • Mandated Regulatory Changes <i>Renewal and Extension commencing on November 1, 2018 with following payments due annually going forward.</i>	\$58,160 / annually
Additional Web Storage – 3TB	\$10,000 / annually

***Pricing Notes:**

- Pricing does not include sales taxes or equivalent taxes and will be billed accordingly if applicable.
- Pricing does not include any transportation, delivery charges or shipping and handling which will be billed at cost if applicable.
- Pricing does not include labor to prepare material for shipment which will be billed at cost if applicable.

WITNESS WHEREOF, the parties hereto have duly executed this Renewal as of the Effective Date.

CITY AND COUNTY OF DENVER

KOFILE TECHNOLOGIES, INC.

By: _____

By: _____

Name: The Honorable Debra Johnson

Name:

Title: Denver County Clerk & Recorder

Title:

Date: _____

Date: _____