

North East King County Regional Public Safety Communication Agency

Resolution No. 124

A RESOLUTION OF THE GOVERNING BOARD OF NORCOM APPROVING A FIFTH AMENDMENT TO THE LICENSED PRODUCTS AND SERVICES AGREEMENT BETWEEN NORCOM AND TYLER TECHNOLOGIES, INC.

BE IT RESOLVED by the Governing Board of NORCOM, as follows:

SECTION 1. RECITALS AND FINDINGS.

1.1 North East King County Regional Public Safety Communication Agency (“NORCOM”) is a consolidated, regional public safety communications center serving police, fire, and emergency medical service providers in northeast King County. NORCOM entered into a Licensed Products and Services Agreement dated December 10, 2008 (the “License Agreement”) with New World Systems Corporation. Tyler Technologies, Inc., a Delaware corporation (“Tyler”) is the successor to New World Systems Corporation as party to the License Agreement.

1.2 The Parties previously amended the License Agreement by executing an Additional Services Agreement modifying Exhibit F, dated November 13, 2009 (“First Amendment”); an Additional Services Agreement adding a new Exhibit AA and modifying Exhibits B and G, dated August 1, 2011 (“Second Amendment”); a Third Amendment to the Licensed Products and Services Agreement, dated June 16, 2014 (“Third Amendment”); and, an Additional Services and Third Party Products Agreement, dated February 3, 2016 (“Fourth Amendment”). The Third Amendment implemented the Parties’ Settlement Agreement, dated June 13, 2014 (“Settlement Agreement”).

1.3 The Parties are working toward closeout of the License Agreement. Negotiations have addressed a number of issues, including but not limited to removal or limiting certain modules (applications) to reduce license and maintenance fees payable by NORCOM; and, addition of certain desired modules (applications) to further NORCOM’s mission. A Fifth Amendment has been prepared to include, among other provisions, the removal, reduction or addition of certain modules (applications); conditions and a process for payment of the final Police Project Payment (payments for the remainder of the Police Software, Service Payment Task P29, and Service Payment for Police Final Acceptance); and, release and implementation of Version 11 of Licensed Software now known as “New World Public Safety.”

1.4 Except as expressly provided by the Fifth Amendment, all terms and conditions of the License Agreement remain unchanged and in full force and effect.

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SECTION 2. FIFTH AMENDMENT APPROVED. NORCOM authorizes and approves the Fifth Amendment to the License Agreement, substantially in the form

attached to this Resolution. The Executive Director is authorized to execute the Fifth Amendment, for and on behalf of NORCOM.

SECTION 3. FURTHER AUTHORITY; PRIOR ACTS. All NORCOM officials, their agents, and representatives are hereby authorized and directed to undertake all action necessary or desirable from time to time to carry out the terms of, and complete the transactions contemplated by, this Resolution. All acts taken pursuant to the authority of this Resolution but prior to its effective date are hereby ratified and confirmed.

SECTION 4. EFFECTIVE DATE. This Resolution shall take effect immediately upon its passage and adoption.

Passed by a majority vote of the Governing Board in an open meeting on this 13th day of January, 2017.

Signed in authentication thereof on this 13th day of January, 2017.


Chair

Attest: 
Secretary