

1 FIFTH AMENDMENT TO AGREEMENT NO. 34857

2 34857

34857

3 THIS FIFTH AMENDMENT TO AGREEMENT NO. 34857 is made and
4 entered, as of August 15, 2022, for reference purposes only, pursuant to a minute order
5 adopted by the City Council of the City of Long Beach at its meeting on August 9, 2022, by
6 and between KUBRA AMERICA WEST, INC., a California corporation ("Consultant"), with
7 a place of business at 14105 S. Normandie Avenue, Gardena, California 90249, and the
8 CITY OF LONG BEACH, a municipal corporation ("City").

9 WHEREAS, City and Consultant (the "Parties") entered into Agreement No.
10 34857 (the "Agreement") whereby Consultant agreed to provided payment processing
11 services; and

12 WHEREAS, the Parties entered into a First Amendment to the Agreement to
13 provide for revised pricing for the Services; and

14 WHEREAS, the Parties entered into a Second Amendment to the Agreement
15 to provide for revised pricing for the Services; and

16 WHEREAS, the Parties entered into a Third Amendment to the Agreement
17 to extend the term to December 3, 2021; and

18 WHEREAS, the Parties entered into a Fourth Amendment to the Agreement
19 to extend the term to December 3, 2022 and provide for revised pricing; and

20 WHEREAS, the Parties desire to extend the term, update the City
21 Representative, update Consultant's Key Employee, attach updated rates, and attach an
22 updated Statement of Work;

23 NOW, THEREFORE, in consideration of the mutual terms, covenants, and
24 conditions herein contained, the Parties agree as follows:

25 1. Section 2 of the Agreement is hereby amended to read as follows:

26 "2. TERM. The term of this Agreement shall commence at midnight on
27 December 4, 2017, and shall terminate at 11:59 p.m. on December 3, 2024, unless sooner
28 terminated as provided in this Agreement, or unless the services or the Project is

1 completed sooner. The term may be renewed for three (3) additional one-year periods, at
2 the discretion of the City Manager.”

3 2. The Statement of Work attached to the Agreement as Exhibit “A” and
4 as referenced in the Amendments is hereby amended and replaced with Exhibit “A-2”,
5 attached hereto and incorporated herein.

6 3. Consultants Rates in Exhibit “B” to the Agreement are hereby
7 amended in accordance with Exhibit “B-1”, attached hereto and incorporated herein.

8 4. The City Representative in Exhibit “C” to the Agreement is hereby
9 amended in accordance with Exhibit “C-1”, attached hereto and incorporated herein.

10 5. Consultant’s Key Employee in Exhibit “E” to the Agreement is hereby
11 amended in accordance with Exhibit “E-1”, attached hereto and incorporated herein.

12 6. Except as expressly modified herein, all of the terms and conditions
13 contained in Agreement No. 34857 are ratified and confirmed and shall remain in full force
14 and effect.

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OFFICE OF THE CITY ATTORNEY
CHARLES PARKIN, City Attorney
411 West Ocean Boulevard, 9th Floor
Lana Beach, CA 90802-4664

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IN WITNESS WHEREOF, the Parties have caused this document to be duly executed with all formalities required by law as of the date first stated above.

KUBRA AMERICA WEST, INC., a California corporation

_____, 2022

By [Signature]
Name Rick Watkins
Title President - CEO

_____, 2022

By [Signature]
Name Lida Sadraeei
Title Chief Financial Officer

"Consultant"

CITY OF LONG BEACH, a municipal corporation

October 20, 2022

By [Signature]
City Manager

EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.

This Fifth Amendment to Agreement No. 84857 is approved as to form on

October 20, 2022.

CHARLES PARKIN, City Attorney

By [Signature]
Deputy

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Lana Beach, CA 90802-4664

EXHIBIT "A-2"

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STATEMENT OF WORK
DocWeb Case: XXXXXX

Amendment #3

Presented by: Gabrielle Turner
Version: 1

KUBRA - Project Management Methodology (PMM)		Aligned with our PMM Lifecycle Phase(s): Planning
Document: Statement of Work (SOW)	Document Version: v3.5.1c	www.KUBRA.com
Questions concerning the content, use, or validation of this document may be directed to your KUBRA CRM, your KUBRA Project Lead, or KUBRA Client Support at clientsupport@KUBRA.com		

This Statement of Work ("SOW") between **City of Long Beach** and Kubra Data Transfer Ltd. (KUBRA), as it relates to this specific project, is entered into pursuant to the Agreement between KUBRA and **City of Long Beach** (the "Agreement"), and consists of this SOW, and its applicable attachments and transaction documents referenced herein, and is effective as of the last signature date below.

City of Long Beach also agrees to the hourly bill rate and any contingencies outlined in the "Pricing and Effort" section of this SOW. As well, **City of Long Beach** agrees to pay KUBRA reasonable out-of-pocket expenses, including travel expenses. All additional expenses require written documentation from KUBRA and must receive prior written approval from **City of Long Beach**. **City of Long Beach** agrees to pay KUBRA's fees and expenses within thirty (30) days of **City of Long Beach** receipt of KUBRA's invoice.

Furthermore, all parties acknowledge and understand that the services being delivered hereunder will not commence until full execution of this SOW. The parties agree that execution and delivery of this SOW via facsimile or scanned PDF is legal, valid, and binding execution and delivery for all purposes.

The individuals executing this SOW on behalf of **City of Long Beach** and KUBRA do each hereby represent and warrant that they are duly authorized by all necessary action to execute this SOW on behalf of their respective principals.

Stakeholder	Action	Name (Print)	Signature	Date
KUBRA COE	Approval	N/A		
KUBRA Sales	Approval	Gabrielle Turner	DocuSigned by: <i>GM Turner</i> 2BAD91880026494...	8/31/2022
City of Long Beach	Authorization and Approval			

IMPORTANT DATES

Project Start* Date	Project LIVE Date	SOW Expiration** Date
Click here to enter a date.	Click here to enter a date.	

*The Project Start Date will be synonymous with one-of-two commencement milestones within the project schedule dependent upon the state of the estimate included in the SOW, being identified as either "Initial" or "Final". When the SOW is presented with an Initial Estimate, the Project Start Date will be synonymous with the **Requirements Kickoff Meeting**, unless otherwise stated. When the SOW is presented with a Final Estimate, the Project Start Date will be synonymous with the **Build Commencement Milestone**, unless otherwise stated.

**All "Final" SOW's will be presented with an Expiration Date. The SOW must be approved and returned to KUBRA by the end-of-business on the stated expiration date to ensure that the project schedule and associated milestones are honored. Once the SOW has expired, project scheduling and staffing will need to be revisited which may impact scheduled milestones, project staffing, project costs, and ultimately the project LIVE.

PRICING

Fixed Price (where the Implementation Fees within this SOW are fixed)

Time and Material	Hours	Rate	Not to Exceed
	0	\$225.00	\$0
Total:			\$0

TERMS & CONDITIONS

- Hours billed not to exceed the estimated hours without prior written approval
- Billing for this SOW will occur in the month following the LIVE of this project
- The hourly rate used to calculate the costs are based upon our Professional Services standard hourly rate

ESTIMATE

Initial **Initial Estimates** are based on a top-down analogous estimating method which considers all information on-hand, expert judgment, and project historical performance. Initial Estimates are expected to be within +/- 15% of the final estimate for standard (non-customized) projects.

Final **Final Estimates** are the result of a completed requirements study (documented in our Business Requirements Document – BRd), systems design, project schedule, and assigned project team.

Phase	Initial	Final	Comment(s)
Planning & Analysis			
Development			
Test			
Implementation			
Post- Implementation			
Total			

Statement of Scope

The pricing contained in the Statement of Work is hereby amended to include the following terms:

- A.** There will be no change to the current convenience fees of \$1.95 for Infor, RescueNet and Tyler Munis billing systems during the current extension of the term to December 3, 2024.
- B.** KUBRA will retain the \$1.95 Convenience Fee Revenue and the City will pay all credit card processing fees (CPT) for Infor, RescueNet and Tyler Munis payments.
- C.** Kubra Professional Services Rate to increase to \$225 per hour as of December 4, 2022.

Solutions (check all that apply)

BPO - Legacy	<input type="checkbox"/>	ID Cards	<input type="checkbox"/>	i-Mobile	<input type="checkbox"/>	Remittance Processing	<input type="checkbox"/>
Credit & Collections	<input type="checkbox"/>	i-doxs Platform	<input type="checkbox"/>	i-Pay	<input type="checkbox"/>	Composition / Re-design	<input type="checkbox"/>
Directories	<input type="checkbox"/>	i-doxs Suite	<input type="checkbox"/>	i-Pay EFT	<input type="checkbox"/>	API Processing	<input type="checkbox"/>
Document Imaging	<input type="checkbox"/>	i-doxs Suite Insurance Edition	<input type="checkbox"/>	i-Xchange	<input type="checkbox"/>	ENTER Other	<input type="checkbox"/>
Document Template Mgr.	<input type="checkbox"/>	i-doxs Suite Utility Edition B2B	<input type="checkbox"/>	KUBRABCS	<input type="checkbox"/>	ENTER Other	<input type="checkbox"/>
EZ-PAY	<input checked="" type="checkbox"/>	i-doxs Suite Utility Edition B2C	<input type="checkbox"/>	Merchant Acquiring	<input type="checkbox"/>	ENTER Other	<input type="checkbox"/>
i-Connect	<input type="checkbox"/>	i-Lockbox	<input type="checkbox"/>	Payment Gateway	<input type="checkbox"/>	ENTER Other	<input type="checkbox"/>
i-Direct SEDP	<input type="checkbox"/>	i-Message	<input type="checkbox"/>	Provider Search Websites	<input type="checkbox"/>	ENTER Other	<input type="checkbox"/>

SOW Supporting Documentation

The following documents are considered supporting documents to the agreement outlined in the SOW. The acceptance of this SOW implies a full understanding and acceptance of all documents listed below.

Document Type	Document Name	Document Date	Document Version	Document Source
Choose an item.	[enter document title]	Click here to enter a date.	[version]	Choose an item.
Choose an item.	[enter document title]	Click here to enter a date.	[version]	Choose an item.
[other doc type]	[enter document title]	Click here to enter a date.	[version]	Choose an item.
[other doc type]	[enter document title]	Click here to enter a date.	[version]	Choose an item.

Project Change Control Procedures

In the event that changes are required that would alter the scope outlined and agreed upon within this SOW and its supporting documentation, a Scope Change Request will be initiated.

A high level outline of the process is as follows:

1. A Scope Change Document (“SCd”) will be provided by KUBRA, and will be completed by the requesting party with the support and assistance of our KUBRA Project Lead. The SCd will describe the change, provide the rationale for the change, and the effects (time, costs, staffing, etc...) the change will have on the project.
2. Approval of the Change Request, as documented within the SCd, must have an appropriate level of approval from both KUBRA and the other party.
3. The SCd is an executable document.

Understanding that new requirements are sometimes identified during the lifecycle of the project, our ability to identify those as early as possible is paramount to the timely delivery of the project as described.

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EXHIBIT "B-1"

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KUBRA
Tel: 800-766-6616
Fax::905 624 2886
www.kubra.com

August 11, 2022

City of Long Beach
411 W. Ocean Blvd
Long Beach, CA 90802
Attention: Amanda Hall

Dear Amanda Hall,

Re: Professional Services Rate Increase

KUBRA has made multiple upgrades to our Service, Security & Reliability infrastructure over the past year. We have introduced both SSAE18 SOC I and SOC II audits, hardened our environments with CrowdStrike Falcon; a next-generation End-point Detection Response (EDR) solution with advanced threat intel and response capabilities that leverages AI and behavior analytics in response to cyber threats. In addition, we introduced TripWire FileIntegrity Monitoring; a PCI DSS compliant file integrity monitoring solution that offers advanced capabilities in change detection and monitoring, and automation of processes reducing manual effort and time significantly. These are just a few of the enhancements KUBRA has implemented in the past year to secure and protect your data and service reliability.

This letter is to advise of the Professional Services Rate Increase which will take effect **December 4th, 2022**. The new price will be as follows:

Hourly Rate \$225/hour

Please sign below to acknowledge your receipt of this new pricing information. Please feel free to contact your Client Success Manager if you have any questions about this letter. Thank you for your continued partnership with KUBRA.

KUBRA Data Transfer Ltd.

BY: R. Short
Authorized Signatory:
R. Braden Short
Title: SVP

Accepted and agreed to this _____ day of _____, 2022

City of Long Beach

BY: _____
Authorized Signatory:
Title

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EXHIBIT "C-1"

CITY REPRESENTATIVE

Amanda Hall, Commercial Services Bureau Manager

562-570-6242

Amanda.Hall@Longbeach.gov

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EXHIBIT "E-1"
CONSULTANT'S KEY EMPLOYEE

Gabrielle Turner, Senior Client Success Manager
416-509-5147
Gabrielle.Turner@Kubra.com

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