

FIRST AMENDMENT TO AGREEMENT NO. 11782 BETWEEN ALACHUA COUNTY AND EOLA POWER, LLC FOR ANNUAL UNINTERRUPTED POWER SUPPLY (UPS) MAINTENANCE

THIS FIRST AMENDMENT TO AGREEMENT NO. 11782, made and entered into on _____, by and between Alachua County, a charter county and political subdivision of the State of Florida, by and through its Board of County Commissioners, hereinafter referred to as "County", and Eola Power, LLC, hereinafter referred to as "Contractor", and collectively the County and the Contractor are hereinafter referred to as the "Parties".

WITNESSETH:

WHEREAS, pursuant to Bid No. 21-233, the Parties hereto previously entered into an agreement for Preventative Maintenance in accordance with the manufacturers PM specifications, twice per year for each piece of equipment listed in the agreement, dated 9/20/2020, (the "Agreement") with an initial term ending 9/30/2021 and included two (2) of two (2) year(s) renewal options; and,

WHEREAS, the County has elected to exercise its first renewal option to renew the Term of the Agreement for a two (2) year(s) period commencing upon execution and ending September 30, 2023; and

WHEREAS, the Parties wish to amend the Agreement to increase the annual Not To Exceed Amount; and,

WHEREAS, the Parties wish to amend the Agreement to add the equipment located at the Combined Communications Center (CCC) located at 1100 SE 27th Street Gainesville, FL 32641; and,

WHEREAS, the Parties wish to amend the Agreement to add a clause which acknowledges the employment eligibility requirements via the U.S. Department of Homeland

Security E-Verify System as set forth herein; and,

NOW, THEREFORE, the Parties hereby agree to amend the Agreement, dated 9/20/2020, as follows:

1. **SUBSECTION #1.1** of the Agreement, *Term*, is amended in its entirety to read:

1.1. The County has elected to exercise its first option to renew the Term of the Agreement. Accordingly, the Term of the Agreement is renewed through September 30, 2023 (the “First Renewal Option Term”), unless earlier terminated as provided herein.

2. **SUBSECTION #4.1** of the Agreement, *Method of Payment*, is amended in its entirety to read:

4.1. The Contractor shall be paid a sum that SHALL NOT EXCEED Ninety Thousand, Five Hundred Fifty-One Dollars and Thirty Cents (\$90,551.30) (the “Annual Contract Price”), per fiscal year, payable in accordance with the Schedule of Values attached hereto as Exhibit “2”. For the purposes of this Agreement, a Fiscal Year shall commence on October 1 and shall extend through September 30.

3. **SECTION # 5.0** of Exhibit 1: Scope of Services, *Equipment List*, is amended to add:

	BUILDING/ROOM	ADDRESS	MANUFACTURER	MODEL	SIZE (KvA)	S/N
A20	Combined Communications Center (CCC)	1100 SE 27 th Street	Liebert	AP356	50	M14064f
A21	Combined Communications Center (CCC)	1100 SE 27 th Street	APC	AP9215	30	WA0032007529
A22	Combined Communications Center (CCC)	1100 SE 27 th Street	GE	Q1040-1511-B187A	40	Q1040-1511-B187A
A23	Combined Communications Center (CCC)	1100 SE 27 th Street	Liebert	LP33U Series	20	Q1030-2812-B301A

4. **Exhibit 2: Schedule of Values, Revised 6.23.2020 Bid Form**, is amended to add:

UNINTERRUPTIBLE POWER SUPPLY & BATTERY EQUIPMENT (Item # from the Excel Sheet should be used for the Item # on the Bid Form)		UPS BATTERIES (Item # from the Excel Sheet should be used for the Item # on the Bid Form)
Item #	Pricing Semi Annual Preventative Maintenance and Inspection to include UPS and Batteries (per visit)	Pricing for Full Batteries Replacement include Diagnostic, Installation and Testing
A20	\$ 600.00	\$ 6,519.10
A21	\$ 600.00	\$ 6,519.10
A22	\$ 450.00	\$ 3,190.80
A23	\$ 600.00	\$ 7,231.30
TOTAL	\$ 7,200.00	\$ 83,351.30
GRAND TOTAL	\$ 90,551.30	

5. **SECTION # 29** of the Agreement, *U.S. Department of Homeland Security E-Verify System*, is added to read:

29. U.S. Department of Homeland Security E-Verify System

29.1. The Contractor shall utilize the U.S. Department of Homeland Security's E-Verify system to verify the employment eligibility of all new employees hired by the Contractor during the term of the Agreement. The E-Verify system is located at <https://www.uscis.gov/E-Verify>.

29.2. The Contractor shall expressly require any subcontractors performing work or providing services pursuant to the County's Agreement to utilize the U.S. Department of Homeland Security's E-Verify system to verify the employment eligibility of all new employees hired by the subcontractor during the term of the Agreement. The E-Verify system is located at <https://www.uscis.gov/E-Verify>.

6. This First Amendment shall take effect upon the date of execution by the Parties.

7. **SAVE and EXCEPT** as expressly amended herein, all other terms and provisions of the original Agreement between the Parties, dated 9/20/2020, shall be and remain in full force and effect.

REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK

IN WITNESS WHEREOF, the Parties have caused this First Amendment to Agreement to be executed for the uses and purposes therein expressed on the day and year first above-written.

ALACHUA COUNTY, FLORIDA

By: _____

Ken Cornell, Chair

Board of County Commissioners

Date: _____

ATTEST

J.K. "Jess" Irby, Esq., Clerk
(SEAL)

APPROVED AS TO FORM

DocuSigned by:
David Forziano
70E5E81DBE1E4D3...

Alachua County Attorney's Office

VENDOR

DocuSigned by:
MA
By: _____
DBA948294F884D6...
Print: Mateo Arias
Title: National Sales Director
Date: 5/6/2021

IF THE CONTRACTOR IS NOT A NATURAL PERSON, PLEASE PROVIDE A CERTIFICATE OF INCUMBENCY AND AUTHORITY, OR A CORPORATE RESOLUTION, LISTING THOSE AUTHORIZED TO EXECUTE AGREEMENTS ON BEHALF OF YOUR ORGANIZATION. IF ARE A NATURAL PERSON, THEN YOUR SIGNATURE MUST BE NOTARIZED.

Certificate Of Completion

Envelope Id: 22E530F86C9145FEA18AA67DE9864EB3	Status: Completed
Subject: Please DocuSign: Amendment # 1 to #11782 Annual UPS Products and Maintenance.pdf	
Source Envelope:	
Document Pages: 5	Signatures: 1
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Michelle Guidry
Time Zone: (UTC-05:00) Eastern Time (US & Canada)	mguidry@alachuacounty.us
	IP Address: 104.225.179.183

Record Tracking

Status: Original	Holder: Michelle Guidry	Location: DocuSign
5/6/2021 4:31:53 PM	mguidry@alachuacounty.us	
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Storage Appliance Status: Connected	Pool: Alachua County	Location: DocuSign

Signer Events

Mateo Arias
 marias@eolapower.com
 National Sales Director
 Security Level: Email, Account Authentication (None)

Signature

DocuSigned by:

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 Signature Adoption: Drawn on Device
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 Signed using mobile

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 Signed: 5/6/2021 5:11:27 PM

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In Person Signer Events

Signature

Timestamp

Editor Delivery Events

Status

Timestamp

Agent Delivery Events

Status

Timestamp

Intermediary Delivery Events

Status

Timestamp

Certified Delivery Events

Status

Timestamp

Carbon Copy Events

Status

Timestamp

Thomas (Jon) Rouse
 trouse@alachuacounty.us
 Contracts Supervisor
 Alachua County Board of County Commissioners
 Security Level: Email, Account Authentication (None)

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Witness Events

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Notary Events

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Envelope Summary Events

Status

Timestamps

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Certified Delivered	Security Checked	5/6/2021 5:10:03 PM

Envelope Summary Events	Status	Timestamps
Signing Complete	Security Checked	5/6/2021 5:11:27 PM
Completed	Security Checked	5/6/2021 5:11:29 PM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, Alachua County (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through the DocuSign system. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to this Electronic Record and Signature Disclosure (ERSD), please confirm your agreement by selecting the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. You will have the ability to download and print documents we send to you through the DocuSign system during and immediately after the signing session and, if you elect to create a DocuSign account, you may access the documents for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Alachua County:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: mguidry@alachuacounty.us

To advise Alachua County of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at mguidry@alachuacounty.us and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from Alachua County

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to mguidry@alachuacounty.us and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Alachua County

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an email to mguidry@alachuacounty.us and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

Acknowledging your access and consent to receive and sign documents electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to ‘I agree to use electronic records and signatures’ before clicking ‘CONTINUE’ within the DocuSign system.

By selecting the check-box next to ‘I agree to use electronic records and signatures’, you confirm that:

- You can access and read this Electronic Record and Signature Disclosure; and
- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify Alachua County as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by Alachua County during the course of your relationship with Alachua County.

(Insert Name of Corporation)

**CORPORATE RESOLUTION GRANTING SIGNING AUTHORITY
AND AUTHORITY TO CONDUCT BUSINESS**

The Board of Directors ("Directors") of Eola Power, LLC, a
(insert name of company)
Florida
(insert state of incorporation) corporation (the "Corporation"), at a duly and properly
held meeting on the 18 day of September, 2020, did hereby consent to, adopt,
ratify, confirm and approve the following recitals and resolutions:

WHEREAS, the Corporation is a duly formed, validly existing corporation in good
standing under the laws of the State of Florida and is authorized to do
business in the State of Florida; and

WHEREAS, the Corporation desires to grant certain persons the authority to execute
and enter into contracts and conduct business on behalf of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that any of the following officers and employees of
the Corporation listed below are hereby authorized and empowered, acting alone, to sign,
execute and deliver any and all contracts and documents on behalf of the Corporation, and to
do and take such other actions, including but not limited to the approval and execution of
contracts, purchase orders, amendments, change orders, invoices, and applications for
payment, as in his or her judgment may be necessary, appropriate or desirable, in connection
with or related to any bids, proposals, or contracts to, for or with to Alachua County, a charter

county and political subdivision of the State of Florida:

NAME

TITLE

Mateo Arias

National Sales Director

BE IT RESOLVED THAT, these resolutions shall continue in full force and effect, and may be relied upon by Alachua County, until express written notice of their rescission or modification has been received by the Purchasing Manager of Alachua County. Any revocation, modification or replacement of these resolutions must be accompanied by documentation satisfactory to the Purchasing Manager of Alachua County, establishing the authority for the changes.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of the above-named Corporation this 18 day of September, 2020, and do hereby certify that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors of the Corporation and that said meeting was held in accordance with state law and the Bylaws of the Corporation, and that the resolution is now in full force and effect without modification or rescission.

(Corporate Seal)



Secretary of the Corporation

[Handwritten Signature]

By: _____

Alex Aronowicz — P

(Print Secretary's Name)

Certificate Of Completion

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David Forziano
 dforziano@alachuacounty.us
 Security Level: Email, Account Authentication (None)

Signature

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 Signed: 5/17/2021 1:36:33 PM

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Intermediary Delivery Events

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Thomas (Jon) Rouse
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 Contracts Supervisor
 Alachua County Board of County Commissioners
 Security Level: Email, Account Authentication (None)

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Jaye Athy
 jathy@alachuacounty.us
 Procurement Specialist
 Alachua County Board of County Commissioners
 Security Level: Email, Account Authentication (None)

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Notary Events	Signature	Timestamp
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Certified Delivered	Security Checked	5/17/2021 1:28:05 PM
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Completed	Security Checked	5/17/2021 1:36:37 PM

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Withdrawing your consent

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Consequences of changing your mind

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All notices and disclosures will be sent to you electronically

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- ii. send us an email to mguidry@alachuacounty.us and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

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- You can print on paper this Electronic Record and Signature Disclosure, or save or send this Electronic Record and Disclosure to a location where you can print it, for future reference and access; and
- Until or unless you notify Alachua County as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by Alachua County during the course of your relationship with Alachua County.