

**AMENDMENT #7
TO LICENSE AGREEMENT
DATED NOVEMBER 22, 2011 (THE “AGREEMENT”)
BETWEEN
NETSMART TECHNOLOGIES, INC. (“NETSMART”)
AND
COUNTY OF SOLANO (“CLIENT”)**

Effective 7/1/2018 (the “Amendment Effective Date”), the Agreement is amended as follows:

Capitalized terms not defined in this Amendment shall have the same meaning as set forth in the Agreement.

AMENDMENT ACTIONS:

1. The Client wishes to purchase additional products and services under the Agreement and is outlined in detail on Exhibit A-New Charges, attached here.
 - a. The term of this Amendment #7 begins on the Amendment Effective Date and will continue for a period of 12 months (the “Initial Term”).
 - b. At the expiration of the Initial Term, Amendment #7 will be automatically renewed on an annual basis on the anniversary of the Initial Term date for three (3) additional one (1) year terms (“Option Terms”). The last Option Term allowed by this Amendment #7 will be for the period of July 1, 2021 through June 30, 2022.
 - c. Either party may terminate this Software Services as of the last day of the Initial Term or any Option Term, by giving the other party not less than one-hundred and eighty (180) days, in the case of a termination by Netsmart, or ninety (90) days, in the case of termination by Client, written notice of termination prior to the last day of the Initial Term, or the last day of any Option Term as the case may be.
 - d. Payment terms for the additional products/services Charges are outlined on the table in Exhibit A attached here.
 - e. Charges are subject to annual increases as per the Agreement.
2. Exhibit B, attached here, outlines Client’s existing recurring annual software Charges due to Netsmart and payment terms.
3. Schedule 2(a), Charges
 - a. Products and services detailed on Exhibit C attached here shall be added to the Agreement under Annual Recurring Charges and Subscriptions.

4. Any annual recurring Charges for products under the Agreement, including but not limited to Support Services for Licenses Programs and subscriptions, shall be invoiced on a July 1 to June 30 term. Any products or services purchased midterm shall be prorated through June 30 of the current year.
 - a. Products shall automatically renew on an annual basis on July 1 of each year.
 - b. Either party may terminate the products as of the last day of the then current term, by giving the other party not less than one-hundred and eighty (180) days, in the case of a termination by Netsmart, or ninety (90) days, in the case of termination by Client, written notice of termination prior to the last day of the then current term.
5. Exhibit D, attached here, outlines additional Netsmart products that may be purchased by Client in future budget periods and should be considered for budgeting purposes.
6. This Amendment #7 shall be governed by the terms and conditions of the Agreement unless otherwise stated here.

This Amendment together with the Agreement represents the entire agreement of the parties. In the event of any conflict between the terms of this Amendment, and the Agreement, the terms of this Amendment shall control.

Except as set forth herein the Agreement between NETSMART and CLIENT shall remain unchanged and in full force and effect.

CLIENT: County of Solano

Netsmart Technologies Inc.

By: Birgitta Corsello 
 (Authorized Signature)
 Birgitta E. Corsello
 (Authorized Person's Name)
 County Administrator
 (Title)
 10/05/2018
 05:39 PM PDT
 (Date)

By: Joseph McGovern 
 (Authorized Signature)
 Joseph McGovern
 (Authorized Person's Name)
 Executive Vice President
 (Title)
 09/24/2018
 09:42 AM PDT
 (Date)

**Exhibit A
New Charges**

Product	Qty	07/01/18 - 06/30/19 Period Charges	07/01/19- 06/30/20 Period Charges	07/01/20- 06/30/21 Period Charges	07/01/21- 06/30/22 Period Charges	Payment Terms
Avatar RADPlus Named User Maintenance	5	\$840.00	\$ 865.20	\$891.16	\$917.89	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
OrderConnect ePCS Subscription	12	\$1,152.00	\$1,186.56	\$1,222.16	\$1,258.82	
OrderConnect Non-Prescribing User Subscription	15	\$2,340.00	\$2,410.20	\$2,482.51	\$2,556.98	
OrderConnect Prescriber Subscription	11	\$13,728.00	\$14,139.84	\$14,564.04	\$15,000.96	
Plexus Cloud Hosting - Perceptive Named Users (DR)	15	\$856.80	\$882.50	\$908.98	\$936.25	
Total Annual Charges		\$18,916.80	\$19,484.30	\$20,068.85	\$20,670.90	
Avatar RADPlus Named User - One-Time Charges	5	\$4,000.00				Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
OrderConnect ePCS Per Prescriber Set-Up (Hard/Hard Token) - One-Time Charges	12	\$900.00				
Total One-Time Charges		\$4,900.00				

Exhibit B
Existing Annual Charges

Product	Qty	07/01/18 - 06/30/19 Period Charges	07/01/19- 06/30/20 Period Charges	07/01/20- 06/30/21 Period Charges	07/01/21- 06/30/22 Period Charges	Payment Terms
Avatar Named User Licenses - RADplus, Avatar CalPM, Avatar CWS, Avatar MSO, Avatar eSig, Avatar Point of Service Scanning, Avatar Identity Manager, Avatar GLI (General Ledger Interface, Avatar Data Warehouse, Avatar Mobile Connect (15 Users)	300	\$94,802.24	\$98,594.33	\$102,538.10	\$106,639.63	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
	25	\$4,796.00	\$4,987.84	\$5,187.36	\$5,394.85	
	35	\$7,079.28	\$7,362.45	\$7,656.95	\$7,963.23	
	15	\$2,751.84	\$2,861.91	\$2,976.39	\$3,095.45	
Avatar Programs Maintenance	1	\$30,538.58	\$31,454.74	\$32,398.38	\$33,370.33	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
Avatar Perceptive Hosting (DR)	365	\$21,886.00	\$22,981.00	\$24,130.00	\$25,336.00	The initial term for the provision of the products shall begin upon availability of the product in [County's] production environment. The initial term shall be coterminous with the County's next fiscal year end. Charges due upon product availability and quarterly thereafter.

Avatar Hosting (DR)	380	\$191,520.00	\$201,096.00	\$211,151.00	\$221,709.00	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
OrderConnect Prescriber Subscription	29	\$42,647.54	\$44,353.45	\$46,127.59	\$47,972.70	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
OrderConnect Non-Prescribers	10	\$1,896.00	\$1,991.00	\$2,090.00	\$2,195.00	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
CareConnect Base Charge	1	\$8,387.00	\$8,806.00	\$9,247.00	\$9,709.00	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
Lab Results Inbound Interface	1	\$2,917.00	\$3,063.00	\$3,216.00	\$3,377.00	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
Lab Order Outbound Interface	1	\$2,751.84	\$2,861.91	\$2,976.39	\$3,095.45	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter

KPI Subscription	50	\$16,848.00	\$17,521.92	\$18,222.80	\$18,951.71	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
Diagnosis Content on Demand	1	\$5,189.36	\$5,396.94	\$5,612.83	\$5,837.35	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
Escrow	1	\$1,200.00	\$1,200.00	\$1,200.00	\$1,200.00	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter
FY Totals		\$435,210.68	\$454,532.50	\$474,730.79	\$495,846.69	

**Exhibit C
ePCS Charges**

Product	Qty	07/01/18 - 06/30/19 Period Charges	07/01/19- 06/30/20 Period Charges	07/01/20- 06/30/21 Period Charges	07/01/21- 06/30/22 Period Charges	Payment Terms
OrderConnect ePCS Subscription *Qty 13 purchased on PO 00060879 Qty 1 purchased on PO D0117409 Qty 2 Purchase on PO D0118251 Qty 2 Purchase on PO D0118719 Qty 6 Purchase on PO D0119803 Qty 2 Purchase on SO16252 Qty 2 Purchase on PO SO17046	28*	\$2,803.51	\$2,915.65	\$3,032.28	\$3,153.58	Q1 2018-2019 Charges due upon execution of this Amendment #7 and quarterly thereafter

Exhibit D
Additional Netsmart Products

Product	Qty	07/01/18 - 06/30/19 Period Charges	07/01/19- 06/30/20 Period Charges	07/01/20- 06/30/21 Period Charges	07/01/21- 06/30/22 Period Charges	Payment Terms
OrderConnect ePCS Per Prescriber Set-Up (Hard/Hard Token) - One-Time Charges	Up to 40 per budget period	\$3,000.00	\$3,000.00	\$3,000.00	\$3,000.00	Upon execution of a quote to purchase product, billed Quarterly in advance, prorated to be on a July to June Billing Term
Shipping and Handling, one-time charge per order Assumed 20 orders, Qty of 4 per order (4 Orderconnect ePCS Subscriptions and 4 OrderConnect Prescriber Subscription purchased together)	Priced Per order	\$200.00	\$200.00	\$200.00	\$200.00	One-time Fee shall be due upon Execution of a quote to purchase products