

CONTRACT, LEASE, AGREEMENT CONTROL FORM

Date: 06/17/2022

Contract/Lease Control #: C07-1502-TDD

Procurement#: N/A

Contract/Lease Type: AGREEMENT

Award To/Lessee: UNGERBOECK SYSTEMS INTERNATIONAL, INC., USI

Owner/Lessor: OKALOOSA COUNTY

Effective Date: 10/01/2021

Expiration Date: 09/30/2023

Description of: CONFERENCE CENTER EBMS SOFTWARE AGREEMENT

Department: TDD

Department Monitor: ADAMS

Monitor's Telephone #: 850-609-3897

Monitor's FAX # or E-mail: JADAMS@MYOKALOOSA.COM

Closed:

Cc: BCC RECORDS

**PROCUREMENT/CONTRACT/LEASE
INTERNAL COORDINATION SHEET**

Procurement/Contract/Lease Number: C07-1502-TAC Tracking Number: 4621-22
Procurement/Contractor/Lessee Name: Ungerbrock Grant Funded: YES ___ NO X
Purpose: amendment # 8
Date/Term: 9-30-2023
Department #: 1173
Account #: 546900
Amount: \$34,595.00
Department: TDP Depl. Monitor Name: adams

1. GREATER THAN \$100,000
2. GREATER THAN \$50,000
3. \$50,000 OR LESS

Purchasing Review

Procurement or Contract/Lease requirements are met:
Debra Mason Date: 6-3-22
Purchasing Manager or designee: Jeff Hyde, DeRita Mason, Jessica Darr, Angela Etheridge

2CFR Compliance Review (if required)

Approved as written: no federal funds Grant Name: _____
Date: _____
Grants Coordinator: Suzanne Ullod

Risk Management Review

Approved as written: see mail attached Date: 6/6/22
Risk Manager or designee: Kristina Lofria

County Attorney Review

Approved as written: see mail attached Date: 6/6/22
County Attorney: Lynn Hoshihara, Kerry Parsons or Designee

Department Funding Review

Approved as written: _____ Date: _____

IT Review (if applicable)

Approved as written: _____ Date: _____

DeRita Mason

From: Kristina LoFria
Sent: Monday, June 6, 2022 10:35 AM
To: DeRita Mason
Subject: RE: Ungerboeck amendment 8

DeRita,

Good morning, this is approved by Risk, no insurance element.

Thank You

Kristy LoFria

Okaloosa County BOCC-Risk Management
Public Records & Contract Specialist
302 N Wilson St Suite 301
Crestview, Florida 32536
klofria@myokaloosa.com
850-689-5979



For all things Wellness please visit:

<http://www.myokaloosa.com/wellness>

"When the winds of adversity blow against your boat, just adjust your sail."

"Don't aim for success if you want it; just do what you love and believe in, and it will come naturally." David Frost

Please note: Due to Florida's very broad public records laws, most written communications to or from county employees regarding county business are public records, available to the public and media upon request. Therefore, this written e-mail communication, including your e-mail address, may be subject to public disclosure.

From: DeRita Mason <dmason@myokaloosa.com>
Sent: Friday, June 3, 2022 9:08 AM
To: Lynn Hoshihara <lhoshihara@myokaloosa.com>
Cc: 'Parsons, Kerry' <KParsons@ngn-tally.com>; Kristina LoFria <klofria@myokaloosa.com>
Subject: FW: Ungerboeck amendment 8

Good morning,

DeRita Mason

From: Lynn Hoshihara
Sent: Monday, June 6, 2022 9:23 PM
To: DeRita Mason
Cc: 'Parsons, Kerry'; Kristina LoFria
Subject: Re: Ungerboeck amendment 8

This is approved.

Lynn M. Hoshihara
County Attorney
Okaloosa County, Florida

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From: DeRita Mason
Sent: Friday, June 3, 2022 10:08 AM
To: Lynn Hoshihara
Cc: 'Parsons, Kerry'; Kristina LoFria
Subject: FW: Ungerboeck amendment 8

Good morning,
Please review and approve.
Thank you,

DeRita Mason



DeRita Mason, CPPB, NIGP-CPP
Senior Contracts and Lease Coordinator
Okaloosa County Purchasing Department
5479A Old Bethel Road
Crestview, Florida 32536
(850) 689-5960

RENEWAL & AMENDMENT NO. 8 TO EBMS SOFTWARE LICENSE AGREEMENT

CONTRACT # C07-1502-TDC

This RENEWAL & AMENDMENT NO. 8 to the Contract for EBMS Software License Agreement, Contract # C07-1502-TDC by and between the Okaloosa County Board of County Commissioners through its Tourist Development Department ("County") and Ungerboeck Systems International ("Contractor"), is hereby amended.

WHEREAS, Contract # C07-1502-TDC includes a provision "Annual Subscription Amounts are subject to annual rate adjustments"; and

WHEREAS, Contractor has requested annual subscription fees of \$35,448.80 for the renewal period 10/01/2022 – 09/30/2023; and

WHEREAS, Contractor has discontinued Online Service Orders/Foundation Plan and implemented Exhibitor Service Center/Advanced Success Plan effective 07/01/2022, resulting in a prorated additional net current year subscription fee of \$6,704.00; and

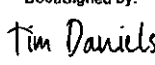
WHEREAS, both parties have determined that it is necessary to amend Contract # C07-1502-TDC to reflect the change in services and annual renewals & subscription fees.

NOW THEREFORE, in consideration of the mutual covenants herein and other good and valuable consideration, the parties hereby agree to renew & amend Contract # C07-1502-TDC as follows:

1. Additional subscription fee is \$6,704.00 for the prorated period 07/01/2022 – 09/30/2022.
2. Annual subscription fee is \$35,448.80 for the renewal period 10/01/2022 – 09/30/2023.
3. Enterprise Edition Order Form dated June 1, 2022 shall be incorporated into this Contract.
4. This AMENDMENT NO. 8 shall be effective upon execution by the County.
5. All other provisions of Contract # C07-1502-TDC shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused these presents to be executed on the last date herein written below.

UNGERBOECK SYSTEMS INTERNATIONAL

DocuSigned by:

 5507CD6F93804F6...

Tim Daniels, Chief Financial Officer

Date: 06-14-2022 | 9:39:45 AM CDT

BOARD OF COUNTY COMMISSIONERS OF

OKALOOSA COUNTY, FLORIDA
 Faye
 Douglas
 Digitally signed by Faye Douglas
 Date: 2022.06.16 13:29:24 -05'00'

Faye Douglas, OMB Director

Date: _____

CONTRACT #: C07-1502-TDD
UNGERBOECK SYSTEMS INTERNATIONAL, INC., USI
CONFERENCE CENTER EBMS SOFTWARE AGREEMENT
EXPIRES: 09/30/2023



Jun 1, 2022

Ungerboeck Software for

Emerald Coast Convention Center

Prepared by:

Dan Hugge

Director - Account Management

P: 314 604 3685

E: Dan.Hugge@ungerboeck.com



We appreciate the time you have invested in Ungerboeck and we are looking forward to our continued partnership.

This addendum captures the following agreement changes.

- Add Advance Success Plan (Upgrade from Foundation)
- Add Exhibitor Service Center

Sincerely,
Dan Hugge
Director, Account Management
dan.hugge@ungerboeck.com
314.604.3685



Enterprise Edition Order Form		
Quote ID:	Valid Through:	All Prices in:
USI-25966	Aug 21, 2022	USD

Annual Subscriptions

Item Name	Quantity	Units	Price
Exhibitor Service Center - Standard	-		\$13,000
Customer Success Plan - Advanced	-	-	\$10,000
Total Annual Amount			\$23,000

Initial Term Subscription

Name	One-Time
Initial Term Subscription - Total Subscription Amount	\$23,000
Initial Term Subscription Discount (Year one only Discount) - ESC Trial Extension	(\$13,000)
Total Initial Subscription	\$10,000

Total Initial Term Subscription Amount is for the Term July 1, 2022 to June 30, 2023

One Time Services

Item Name	Price
Exhibitor Service Center Onboarding*	\$10,000
Discount towards one time setup fees (1/2 off setup)	(\$5,000)
Total One Time Amount	\$5,000

Additional Information on Services -

Exhibitor Service Center Standard Onboarding

Ungerboeck will provide consulting services to assist with set-up of the standard public-facing exhibitor services center including the following:

- Resources (real-time inventory, item placement, item notes, item images, display/order options, related resources, etc.)
- Packages
- Price Lists and Order Forms (upsells, volume pricing, etc.)
- ESC site configuration (navigation, page/form layout, text/instructions, links,



- references, T&Cs, custom user fields, booth placement, payment options)
- Web skin (includes color/styling configuration and addition of client logo - no custom-built or embedded elements)
- Configuration testing
- Public-facing and back-office processes
- Basic onscreen reporting
- Site maintenance training

Assumption(s):

- Customer has a high-level plan for what they want to sell online and has pricing and packages for items
- Implementation of unlimited items with two site configurations
- Customer has appropriate pictures or photos of most items
- Client has a resource dedicated during setup that is a Ungerboeck power user that will maintain and be the power user on this extension
- Exhibitors and booths will be manually added to each event by the client, or directly by the Exhibitors through ESC.

Advanced Success Plan – Enterprise Edition

Success Management Partnership

The foundation of your Success Plan is the dedicated Customer Success Manager who partners with you to proactively help you adopt and optimize your USI solution to achieve your desired business outcomes.

Success Planning

- **Annual Business Review** to develop a success plan and roadmap that can be implemented, monitored and optimized throughout the year to ensure overall success.
- Business Outcome Workshops to help set the course for new projects, initiatives, implementations or new module configuration(s).
- Status Meetings to review ticket status and related action plans.

Learning Center & Education Services

- Unlimited access to online courses offered via the Ungerboeck Learning Center.
- 5 Training Academy or Systems Admin Courses and other instructor-led, in-person courses.
- Up to 20 Certification Exams (associate level)
- Two (2) Tickets to Unite Conference***.

Adoption & Optimization

- Adoption Reviews – recurring sessions with key user groups or departments to address common questions, training or issues that may hinder adoption and user satisfaction or deviate from common best practices.
- Advisory Services - ongoing expert guidance, application knowledge help, how-to advice and functionality reviews as needed.

Roadmap & Release Planning

- Release Review Workshops to help prepare for and leverage new capabilities or



improvements in upcoming releases.

- Extension Trials provides risk-free way to try Ungerboeck platform extensions (subject to terms).

Application Support

- Named contacts = 3
- Priority ticket management and 24x7 client care support.

*** Conference tickets must be registered 90 days prior to Unite or become subject to early-bird pricing.

Terms & Conditions -

The responsible party 'Emerald Coast Convention Center', (hereinafter referred to as "The Client"/ "Customer") agrees to the following -

This Addendum shall attach to the Software Master Subscription Terms and Conditions, Order(s), and Addendum(s), the Agreement, between Ungerboeck Systems International, LLC. (Ungerboeck) and (Customer). In the event of a conflict between the two documents, this addendum shall prevail.

Customer agrees to add user/s, module/s, subscription/s, customer success plan for an Annual Subscription of the above-mentioned amount under the annual subscription Summary.

Customer agrees to terminate user/s, module/s, subscription/s, customer success plan for a reduction of the above-mentioned amount under the annual subscription Summary.

In the event of a contract or addendum beginning mid-cycle to Customer's existing subscription term, Customer shall be charged a prorated amount of the full contract price subject to any additional fees, including but not limited to implementation fees, to align with Customer's next renewal date. When applicable, previous payments made for subscriptions that are being modified by a new contract or addendum will be prorated based on contract signature and aligned with the subscription term, and credit will be applied to the remaining term of the new invoice.

Customer agrees that it has read this agreement, understands it, and agrees to be bound by it.

Notes:

The initial invoice amount set forth above, representing the first year's subscription, and the total amount mentioned under one-time setup fees is/are due and payable upon execution. Subsequent years' fees under this Order Form are due and payable annually in advance. Except as otherwise provided, all payments shall be made in the currency mentioned in the order form above, all purchases hereunder are non-cancellable, and all fees are non-refundable. Ungerboeck will issue licenses only upon receipt of payment.

*Services amounts listed represent the Fixed bid budget.

**Services amounts listed represent the estimated time and materials budget. Amounts shown are due and payable upon execution. Amounts will be credited to Client as a deposit from which actual time and materials usage for the month will be invoiced against the deposit until exhausted. Overages will be invoiced, and any surplus amounts will be credited against future work.



The prices set forth in this Order Form do not include USI's out-of-pocket expenses.
 CLIENT shall reimburse USI for any approved out-of-pocket expenses.

Description	Term 1	Term 1 (Addendum)	Term 2	Term 3
	10/1/2021 - 9/30/2022	7/1/2022 - 9/30/2022	10/1/2022 - 9/30/2023	10/1/2023 - 9/30/2024
Annual Subscriptions				
Ungerboeck for Convention & Exhibition Centers	\$ 5,094.00	\$ -	\$ 5,094.00	\$ 5,094.00
Ungerboeck for Destination Marketers	\$ 5,094.00	\$ -	\$ 5,094.00	\$ 5,094.00
Ungerboeck Prof Users	\$ 28,656.00	\$ -	\$ 28,656.00	\$ 28,656.00
CC Processing	\$ 1,592.00	\$ -	\$ 1,592.00	\$ 1,592.00
Report Builder	\$ 3,057.00	\$ -	\$ 3,057.00	\$ 3,057.00
Online Service Orders	\$ 3,757.00	\$ -	\$ -	\$ -
Foundation Plan	\$ 3,183.00	\$ -	\$ -	\$ -
Online Payment Portal	\$ 3,448.00	\$ -	\$ 3,448.00	\$ 3,448.00
Exhibitor Service Center (ESC)	\$ -	\$ 13,000.00	\$ 13,000.00	\$ 13,000.00
Advanced Success Plan	\$ -	\$ 10,000.00	\$ 10,000.00	\$ 10,000.00
Total Annual Amount Amounts	\$ 53,881.00	\$ 23,000.00	\$ 69,941.00	\$ 69,941.00
One Time Amounts				
ESC Onboarding and Setup	\$ -	\$ 10,000.00	\$ -	\$ -
Total Annual Amount Amounts	\$ -	\$ 10,000.00	\$ -	\$ -
Discounts				
Perpetual to Subscription Adjustment	\$ (17,191.00)	\$ -	\$ (17,191.00)	\$ (17,191.00)
Recurring Discount on Base Licenses	\$ (8,405.00)	\$ -	\$ (8,405.00)	\$ (8,405.00)
Success Plans Prorated 1 Quarter	\$ -	\$ (8,296.00)	\$ -	\$ -
ESC - 1/2 Off Setup	\$ -	\$ (5,000.00)	\$ -	\$ -
ESC - Ext Trial	\$ -	\$ (13,000.00)	\$ (9,750.00)	\$ -
Total Discount Amounts	\$ (25,596.00)	\$ (26,296.00)	\$ (35,346.00)	\$ (25,596.00)
Total Fiscal Period Amounts	\$ 28,285.00	\$ 6,704.00	\$ 34,595.00	\$ 44,345.00
Total Fiscal Period Amounts	\$ 28,285.00	\$ 6,704.00	\$ 34,595.00	\$ 44,345.00



Buyer Org:

By signing this agreement, you agree to abide by its terms as written above.

Name: Faye Douglas, OMB Director

Title:

Signature: X Faye Douglas Digitally signed by Faye Douglas
Date: 2022.06.16 13:30:08 -05'00'

Date:

Selling Org:

By signing this agreement, you agree to abide by its terms as written above.

Name: Tim Daniels, Chief Financial Officer

Title:

Signature: X DocuSigned by: *Tim Daniels* 5507CD6F93804F6...

Date: 06-14-2022 | 9:39:45 AM CDT