

**AMENDMENT NO. 3 TO AGREEMENT BETWEEN
SAN DIEGO UNIFIED PORT DISTRICT
and
DELOITTE CONSULTING, LLP
For
SALESFORCE.COM CUSTOMER RELATIONSHIP MANAGEMENT
IMPLEMENTATION SERVICES**

The parties to this Amendment No. 3 to Agreement are the SAN DIEGO UNIFIED PORT DISTRICT, a public corporation (District) and DELOITTE CONSULTING, LLP, a Limited Liability Partnership (Service Provider).

Recitals:

District and Service Provider are parties to an Agreement for Salesforce.com Customer Relationship Management Implementation Services. The agreement is on file in the Office of the District Clerk as Document No. 69977 dated May 29, 2019, as amended by Amendment No. 1, Document No. 70359 dated September 11, 2019, as amended by Amendment No. 2, Document No. 70572 dated October 28, 2019. It is now proposed to extend the term of the agreement from August 31, 2020 to January 30, 2021, to increase the agreement amount by \$45,000 from a total of \$1,755,000 to a total of \$1,800,000, and to amend Attachment B, Compensation & Invoicing.

The Parties Agree:

1. Section 2, **TERM OF AGREEMENT** shall be replaced with the following:

“This Agreement shall commence on or after June 3, 2019 and shall terminate on January 30, 2021, subject to earlier termination as provided below.”

2. Section 3.a, **MAXIMUM EXPENDITURE** shall be replaced by the following:

“The maximum expenditure under this Agreement shall not exceed \$1,800,000. Said expenditure shall include without limitation all sums, charges, reimbursements, costs and expenses provided for herein. Service Provider shall not be required to perform further services after compensation has been expended. In the event that the Service Provider anticipates the need for services in excess of the maximum Agreement amount, the District shall be promptly

notified in writing. District and Service Provider must approve an amendment to this Agreement before additional fees and costs are incurred.”

3. **ATTACHMENT B, COMPENSATION AND INVOICING**, Figure 13.A:


Deliverables and Payments Schedule shall be replaced with the following:

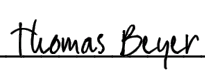
Milestone Deliverable Name	Phase	Amount
Project Scope Document	Initiate (Plan)	\$75,000
Project Management Plan	Initiate (Plan)	\$75,000
Testing Strategy	Initiate (Analyze)	\$75,000
User Story and Acceptance Criteria Document	Planning (Analyze)	\$75,000
Training Approach Document	Planning (Analyze)	\$75,000
Conversion & Integration Approach Document	Planning (Analyze)	\$75,000
Completion of Build and the Solution Design Documents	Execution (Design & Build)	\$288,750
Functional Unit Testing Sign-Off	Execution (Design & Build)	\$288,750
Integration Testing & Sign-Off	Execution (Test)	\$288,750
Final Solution User Acceptance Testing and Sign-Off	Execution (Test)	\$288,750
Deployment Checklist, Sign Off & First User Live	Execution (Test)	\$75,000
Support Period	Close Out (Deliver)	\$120,000
Total:		\$1,800,000

4. All other terms, covenants, and conditions in the original Agreement shall remain in full force and effect and shall be applicable to this Amendment.

SAN DIEGO UNIFIED PORT DISTRICT

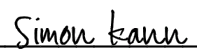
DELOITTE CONSULTING, LLP.


 Keith Coffey
 Chief Technology Officer


 Thomas Beyer
 Principal


 Kurtis Smith

Approved as to form and legality:
 GENERAL COUNSEL


 By: Assistant/Deputy

A manually signed copy of this Amendment transmitted by email or any other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment.

Certificate of Completion

Envelope Id: 3760D61DE6BA4B0E91967719E39FCD89

Status: Completed

Subject: Please DocuSign: Deloitte-Salesforce Implementation Amend No.3

Source Envelope:

Document Pages: 2

Signatures: 3

Envelope Originator:

Certificate Pages: 5

Initials: 1

Natalia Jimenez

AutoNav: Enabled

3165 Pacific Highway

Enveloped Stamping: Enabled

San Diego, CA 92101

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

njimenez@portofsandiego.org

IP Address: 207.215.153.162

Record Tracking

Status: Original

Holder: Natalia Jimenez

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njimenez@portofsandiego.org

Security Appliance Status: Connected

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Storage Appliance Status: Connected

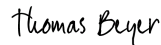
Pool: San Diego Unified Port District

Location: DocuSign

Signer Events**Signature****Timestamp**

Thomas Beyer

thbeyer@deloitte.com

Security Level: Email, Account Authentication
(None)

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Viewed: 1/15/2020 12:14:22 PM

Signed: 1/15/2020 12:17:03 PM

Signature Adoption: Pre-selected Style

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Electronic Record and Signature Disclosure:

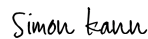
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ID: 11890ecb-3f58-4e90-adfd-1b99f41565d3

Simon Kann

skann@portofsandiego.org

Deputy General Counsel

Security Level: Email, Account Authentication
(None)

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Viewed: 1/16/2020 1:02:17 PM

Signed: 1/16/2020 1:10:21 PM

Signature Adoption: Pre-selected Style

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Electronic Record and Signature Disclosure:

Accepted: 1/16/2020 1:02:17 PM

ID: 7d8a02bd-7c31-4511-aa79-556d3a2981aa

Kurtis Smith

ksmith@portofsandiego.org

IT BP Manager

Security Level: Email, Account Authentication
(None)

Sent: 1/16/2020 1:10:24 PM

Viewed: 1/16/2020 5:45:52 PM

Signed: 1/16/2020 5:46:05 PM

Signature Adoption: Drawn on Device

Using IP Address: 207.215.153.162

Electronic Record and Signature Disclosure:

Accepted: 3/28/2019 7:13:41 AM

ID: f01df480-88f7-4ecf-9a4d-adc5db46a331

Keith Coffey

kcoffey@portofsandiego.org

CTO

Port of San Diego

Security Level: Email, Account Authentication
(None)

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Resent: 1/22/2020 8:19:00 AM

Viewed: 1/17/2020 12:10:02 PM

Signed: 1/22/2020 12:55:30 PM

Signature Adoption: Uploaded Signature Image

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Signed using mobile

Electronic Record and Signature Disclosure:

Signer Events	Signature	Timestamp
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Electronic Record and Signature Disclosure: Accepted: 11/5/2018 10:01:32 AM ID: 2ce25280-e9c3-4a4e-bdb7-699e901f800d		
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
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	1/22/2020 12:55:33 PM
Certified Delivered	Security Checked	1/22/2020 3:21:54 PM
Signing Complete	Security Checked	1/22/2020 3:40:30 PM
Completed	Security Checked	1/22/2020 3:40:30 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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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. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of a DocuSign envelope instead of signing it. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and 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.

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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: rsanagus@portofsandiego.org

To advise San Diego Unified Port District of your new e-mail address

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

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- ii. send us an e-mail to rsanagus@portofsandiego.org and in the body of such request you must state your e-mail, full name, US Postal 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

Operating Systems:	Windows® 2000, Windows® XP, Windows Vista®; Mac OS® X
Browsers:	Final release versions of Internet Explorer® 6.0 or above (Windows only); Mozilla Firefox 2.0 or above (Windows and Mac); Safari™ 3.0 or above (Mac only)
PDF Reader:	Acrobat® or similar software may be required to view and print PDF files
Screen Resolution:	800 x 600 minimum

Enabled Security Settings:	Allow per session cookies
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