RESOLUTION NO. 13-854

A RESOLUTION OF THE CITY COUNCIL OF THE CITY OF BLACK DIAMOND, KING COUNTY, WASHINGTON, AUTHORIZING THE MAYOR TO EXECUTE AN AGREEMENT WITH DATA PROS FOR THE INSTALLATION AND MAINTENANCE OF THE TIBURON TO SPILLMAN INTERFACE

WHEREAS, the City of Black Diamond entered into an inter-local agreement for the development of the Tiburon to Spillman Interface on December 6th, 2012, which agreement requires City of Black Diamond to enter into a separate contract with Data Pros for the installation and maintenance of the software by Data Pros;

NOW, THEREFORE, THE CITY COUNCIL OF THE CITY OF BLACK DIAMOND, WASHINGTON, DOES RESOLVE AS FOLLOWS:

Section 1. The Mayor is hereby authorized to execute an Agreement between the City of Black Diamond and Data Pros for the installation and maintenance of the Tiburon to Spillman Interface software, substantially in the form attached hereto as Exhibit A.
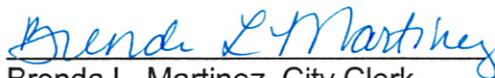
PASSED BY THE CITY COUNCIL OF THE CITY OF BLACK DIAMOND, WASHINGTON, AT A REGULAR MEETING THEREOF, THIS 7TH DAY OF FEBRUARY, 2013.

CITY OF BLACK DIAMOND:

Rebecca Olness

Rebecca Olness, Mayor

Attest:

Brenda L. Martinez

Brenda L. Martinez, City Clerk

Data Pros

Data Integration **Professionals**

Software Development Agreement

THIS Software Agreement ("Agreement") is made effective February 8th, 2013 by and between Data Pros LLC, a Utah Corporation ("Data Pros"), and the City of Black Diamond, a Washington Municipal, Corporation, (Client).

WHEREAS, Client entered into an Interlocal Agreement for the development of the Tiburon to Spillman Interface ("software") in November, 2012, which Agreement requires the Client to enter into a separate contract with Data Pros for the installation and maintenance of the software by Data Pros.

WHEREAS, Data Pros desires to install and maintain software for Client upon the terms and conditions set forth.

NOW, THEREFORE, in consideration of the mutual covenants and promises herein set forth, the parties hereby agree as follows:

1. Except as set forth herein, the document titled "Goods and Services Agreement for the Tiburon to Spillman Interface" (Software Development Agreement") entered into between the Data Pros and the City of Federal Way on behalf of the jurisdictions signing the Interlocal Agreement is incorporated in full into this Agreement.

2. As specifically mentioned in Exhibit B, Section 9.2 of the Software Development Agreement, Data Pros and Client agree as follows:

   a. Data Pros agrees to install software for Client for the price of $2,000.00.

   b. Data Pros agrees to support / maintain software for Client for an annual price of $1,200,00.

   c. Client agrees to pay Data Pros $2,000.00 for initial installation of software and an additional annual support / maintenance fee of $1,200.00 per year.

3. Billing

   a. Data Pros will invoice Client for installation after the parties have agreed that the interface is complete, as set forth in the Appendix B, Section 7.5 of the Software Development Agreement. Data Pros may invoice Client for the first year of maintenance support at the same time. The invoice shall include the completion date as agreed by the parties.

b. Data Pros shall submit an invoice for each subsequent maintenance period no later than 45 days before the end of each current maintenance period.

4. Termination

Section 3 of Software Development Agreement regarding termination is specifically included in this Agreement and shall survive expiration of the Software Development Agreement. Client may also terminate this Agreement by notifying Data Pros that it does not intend to make future payments under this Agreement.

IN WITNESS WHEREOF, Data Pros and Client have executed this Agreement effective as of the date and year first written above.

City of Black Diamond

By *Rebecca Olness*

Rebecca Olness

Mayor

Attest:

Brenda L Martinez

Brenda L. Martinez, City Clerk

Approved as to form:

Chris Bacha, City Attorney

Data Pros LLC

By *Spencer Brown*

Spencer Brown

Operation Manager