

**AMENDMENT NO. 3
TO THE AGREEMENT FOR PROFESSIONAL SERVICES
BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
EBIX, INC.**

PREAMBLE

This agreement ("Amendment No. 3") is entered into between the City of Santa Clara, California, a chartered California municipal corporation ("City") and EBIX, Inc., a Delaware corporation ("Contractor" or "EBIX BPO"). City and Contractor may be referred to individually as a "Party" or collectively as the "Parties" or the "Parties to this Agreement."

RECITALS

- A. The Parties previously entered into an agreement entitled "Agreement for Professional Services by and between the City of Santa Clara and EBIX, Inc., BPO Division", dated March 27, 2012 (the "Original Agreement");
- B. The Original Agreement was previously amended by Amendment No. 1, dated May 11, 2017, Amendment No. 2, dated March 22, 2018, and is again amended by this Amendment No. 3. The Original Agreement and all previous amendments are collectively referred to herein as the "Original Agreement as Amended"; and
- C. The Parties entered into the Original Agreement as Amended for the purpose of having Contractor provide insurance tracking and compliance services, and the Parties now wish to amend the Original Agreement as Amended to add two one-year renewal periods to extend the term through March 27, 2021 and increase compensation by \$96,000 for a revised not-to-exceed maximum compensation amount of \$342,334.

The Parties agree as follows:

AGREEMENT TERMS AND CONDITIONS

1. AMENDMENT TERMS AND CONDITIONS

That Section 2 of the Original Agreement as Amended, entitled "Term of Agreement", is hereby amended to read as follows:

Unless otherwise set forth in this Agreement or unless this paragraph is subsequently modified by a written amendment to this Agreement, the term of this Agreement shall begin on the Effective Date of this

Agreement and terminate three (3) years from the effective date with six (6) one-year renewal periods, depending on satisfactory performance of services described in Exhibit A by EBIX BPO, subject to the Parties' rights to termination pursuant to Section 12. If no action is taken by City, the Agreement will continue for the six one-year renewal periods through March 27, 2021.

2. TERMS

All other terms of the Original Agreement as Amended which are not in conflict with the provisions of this Amendment No. 3 shall remain unchanged in full force and effect. In case of a conflict in the terms of the Original Agreement as Amended and this Amendment No. 3, the provisions of this Amendment No. 3 shall control.

3. COUNTERPARTS

This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but both of which shall constitute one and the same instrument.

The Parties acknowledge and accept the terms and conditions of this Amendment No. 3 as evidenced by the following signatures of their duly authorized representatives.

CITY OF SANTA CLARA, CALIFORNIA
a chartered California municipal corporation

Approved as to Form:

Dated: _____

BRIAN DOYLE
City Attorney

DEANNA J. SANTANA
City Manager
1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Fax: (408) 241-6771

"CITY"

EBIX, INC.
a Delaware corporation

Dated: 2/28/19

By (Signature): _____

Name: Robin Raina

Title: Chairman & CEO
Principal Place of
Business Address: One Ebix Way, Johns Creek, GA 30097
Email Address: _____
Telephone: (678) 281-2020
Fax: (678) 281-2019
"CONTRACTOR"