



Contract Number

23-1391 A-1

SAP Number

Innovation and Technology Department

Department Contract Representative Christine Onyango
Telephone Number 909-388-5943

Contractor International Business Machines (IBM)

Contractor Representative Thomas Warner
Telephone Number 425-890-1324

Contract Term December 19, 2023 through December 18, 2026

Original Contract Amount \$3,652,000

Amendment Amount \$0

Total Contract Amount \$3,652,000

Cost Center 1200104048

IT IS HEREBY AGREED AS FOLLOWS:

AMENDMENT NO. 1

This Amendment No. 1 (Amendment) dated December 17, 2024 is made by and between International Business Machines Corporation (“IBM” or “Contractor”), and San Bernardino County (“County”) and modifies the terms to agreement executed between the parties as of December 19, 2023 (“Contract”).

- 1. Delete Section C.5, **Background Checks for Contractor Personnel**, in its entirety and replace with the following:

C.5 Background Checks for Contractor Personnel

Contractor shall ensure that its employees (a) are authorized to work in the jurisdiction in which they are assigned to perform services; (b) do not use legal or illegal substances in any manner that will impact their ability to provide services to the County; and (c) are not otherwise disqualified from performing the services under applicable law. Contractor shall conduct background checks on its Personnel, at Contractor’s sole expense, during the employment-screening process in the form generally used by Contractor in its initial hiring of employees, and, prior to assigning any Personnel to the County, ensure that the results have been obtained within the preceding 12-month period prior to assignment to the County. In addition, Contractor will ensure that Personnel

assigned to the County, submit to additional background checks including Department of Justice and Federal Bureau of Investigation fingerprinting and criminal background checks (“DOJ/FBI Backgrounds”). Contractor shall pay for all travel expenses incurred in submitting Personnel for the DOJ/FBI Backgrounds. The County will pay the cost of the DOJ/FBI Backgrounds, but may seek reimbursement from Contractor, in its sole discretion. The results of DOJ/FBI Backgrounds belong to the County, which will comply with applicable laws regarding disclosure of the results. Personnel who do not meet the County’s hiring criteria, in County’s sole discretion, shall not be assigned to work on County property or services, and County shall have the right, at its sole option, to refuse access to any Personnel to any County facility.

2. **Full Force and Effect.** The Contract, as amended by this Amendment, remains in full force and effect.
3. **Capitalized Terms.** Any capitalized term used but not defined in this Amendment shall have the meaning given to it in the Contract or the Addendum, as applicable.
4. **Counterparts.** This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same Amendment. The parties shall be entitled to sign and transmit an electronic signature of this Amendment (whether by facsimile, PDF or other email transmission), which signature shall be binding on the party whose name is contained therein. Each party providing an electronic signature agrees to promptly execute and deliver to the other party an original signed Amendment upon request.

SAN BERNARDINO COUNTY

INTERNATIONAL BUSINESS MACHINE CORPORATION (IBM)

►

 Dawn Rowe, Chair, Board of Supervisors

By ► _____
(Authorized signature - sign in blue ink)

Dated: _____
 SIGNED AND CERTIFIED THAT A COPY OF THIS DOCUMENT HAS BEEN DELIVERED TO THE CHAIRMAN OF THE BOARD

Sandy Levin
 Name _____
(Print or type name of person signing contract)

Lynna Monell
 Clerk of the Board of Supervisors
 San Bernardino County

Title IBM TLS Sales Specialist

(Print or Type)

By _____
 Deputy

Dated: Dec 10, 2024

Address 600 Anton Blvd. Costa Mesa, CA
 92626

FOR COUNTY USE ONLY

Approved as to Legal Form ► Bonnie Uphold, Supervising Deputy County Counsel Date _____	Reviewed for Contract Compliance ► Date _____	Reviewed/Approved by Department ► Date _____
--	---	--



ATTACHMENT A

Campaign Contribution Disclosure (SB 1439)

DEFINITIONS

Actively supporting the matter: (a) Communicate directly with a member of the Board of Supervisors or other County elected officer [Sheriff, Assessor-Recorder-Clerk, District Attorney, Auditor-Controller/Treasurer/Tax Collector] for the purpose of influencing the decision on the matter; or (b) testifies or makes an oral statement before the County in a proceeding on the matter for the purpose of influencing the County's decision on the matter; or (c) communicates with County employees, for the purpose of influencing the County's decision on the matter; or (d) when the person/company's agent lobbies in person, testifies in person or otherwise communicates with the Board or County employees for purposes of influencing the County's decision in a matter.

Agent: A third-party individual or firm who, for compensation, is representing a party or a participant in the matter submitted to the Board of Supervisors. If an agent is an employee or member of a third-party law, architectural, engineering or consulting firm, or a similar entity, both the entity and the individual are considered agents.

Otherwise related entity: An otherwise related entity is any for-profit organization/company which does not have a parent-subsidary relationship but meets one of the following criteria:

- (1) One business entity has a controlling ownership interest in the other business entity;
- (2) there is shared management and control between the entities; or
- (3) a controlling owner (50% or greater interest as a shareholder or as a general partner) in one entity also is a controlling owner in the other entity.

For purposes of (2), "shared management and control" can be found when the same person or substantially the same persons own and manage the two entities; there are common or commingled funds or assets; the business entities share the use of the same offices or employees, or otherwise share activities, resources or personnel on a regular basis; or there is otherwise a regular and close working relationship between the entities.

Parent-Subsidiary Relationship: A parent-subsidiary relationship exists when one corporation has more than 50 percent of the voting power of another corporation.

Contractors must respond to the questions on the following page. If a question does not apply respond N/A or Not Applicable.

1. Name of Contractor: International Business Machines Corporation (IBM)
2. Is the entity listed in Question No.1 a nonprofit organization under Internal Revenue Code section 501(c)(3)?
 Yes If yes, skip Question Nos. 3-4 and go to Question No. 5 No
3. Name of Principal (i.e., CEO/President) of entity listed in Question No. 1, if the individual actively supports the matter and has a financial interest in the decision: _____
4. If the entity identified in Question No.1 is a corporation held by 35 or less shareholders, and not publicly traded ("closed corporation"), identify the major shareholder(s):

5. Name of any parent, subsidiary, or otherwise related entity for the entity listed in Question No. 1 (see definitions above):

Company Name	Relationship
N/A	

6. Name of agent(s) of Contractor:

Company Name	Agent(s)	Date Agent Retained (if less than 12 months prior)
N/A		

7. Name of Subcontractor(s) (including Principal and Agent(s)) that will be providing services/work under the awarded contract if the subcontractor (1) actively supports the matter and (2) has a financial interest in the decision and (3) will be possibly identified in the contract with the County or board governed special district.

Company Name	Subcontractor(s):	Principal and//or Agent(s):
<u>N/A</u>		

8. Name of any known individuals/companies who are not listed in Questions 1-7, but who may (1) actively support or oppose the matter submitted to the Board and (2) have a financial interest in the outcome of the decision:

Company Name	Individual(s) Name
N/A	

9. Was a campaign contribution, of more than \$250, made to any member of the San Bernardino County Board of Supervisors or other County elected officer within the prior 12 months, by any of the individuals or entities listed in Question Nos. 1-8?

No If **no**, please skip Question No. 10.

Yes If **yes**, please continue to complete this form.

10. Name of Board of Supervisor Member or other County elected officer: _____

Name of Contributor: _____

Date(s) of Contribution(s): _____

Amount(s): _____

Please add an additional sheet(s) to identify additional Board Members or other County elected officers to whom anyone listed made campaign contributions.

By signing the Contract, Contractor certifies that the statements made herein are true and correct. Contractor understands that the individuals and entities listed in Question Nos. 1-8 are prohibited from making campaign contributions of more than \$250 to any member of the Board of Supervisors or other County elected officer while award of this Contract is being considered and for 12 months after a final decision by the County.