



Travis County Commissioners Court Agenda Request

Meeting Date: September 23, 2014

Prepared By/Phone Number: Scott Wilson/854-1182

Elected/Appointed Official/Dept. Head: Cyd Grimes

Commissioners Court Sponsor: Judge Biscoe

Agenda Language: Approve Modification No. 1, An Assignment of Contract No. 4400000469 (H.T.E. Contract No. MA060238JT) from Clinical Data Solutions, LLC to Ferri Holdings, Inc. (dba Clinical Data Solutions).

- **Purchasing Recommendation and Comments:** Purchasing concurs with department and recommends approval of requested action. This procurement action meets the compliance requirements as outlined by the statutes.

This modification will change the contractor name from Clinical Data Solutions, LLC to Ferri Holdings, Inc. (dba Clinical Data Solutions). In effect, Ferri Holdings, Inc. (dba Clinical Data Solutions) will assume all rights and responsibilities of Clinical Data Solutions, LLC in regards to Contract No. 4400000469, for the purchase of Clinical Manager Software and Maintenance.

- **Contract Expenditures:** Within the last twelve (12) months \$11,981 has been spent against this contract.

MODIFICATION OF CONTRACT NUMBER: 4400000469 (MA060238JT) for Clinical Manager Software and Maintenance

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ISSUED BY: PURCHASING OFFICE 700 Lavaca Street, STE 800 AUSTIN, TX 78701	PURCHASING AGENT ASST: Scott Wilson TEL. NO: (512) 854-9700 FAX NO: (512) 854-9185	DATE PREPARED: September 15, 2013
ISSUED TO: Clinical Data Solutions, LLC Attn: David Ferri 320 Earls CT. Deerfield, IL 60015	MODIFICATION NO.: 1	EXECUTED DATE OF ORIGINAL CONTRACT: May 23, 2006

ORIGINAL CONTRACT TERM DATES: May 23, 2006 through May 22, 2007 CURRENT CONTRACT TERM DATES: September 1, 2014 through August 31, 2015

FOR TRAVIS COUNTY INTERNAL USE ONLY:

Original Contract Amount: \$ _____ Current Modified Amount: \$ _____

DESCRIPTION OF CHANGES: Except as provided herein, all terms, conditions, and provisions of the document referenced above as heretofore modified, remain unchanged and in full force and effect.

The above referenced contract is hereby modified to reflect the following changes:

- 1) Effective September 23, 2014, the Contractor's name on Contract No. is changed as follows:

From: Clinical Data Solutions, LLC
320 Earls CT.
Deerfield, IL 60015

To: Ferri Holdings, Inc.
dba Clinical Data Solutions
320 Earls CT.
Deerfield, IL 60015

Signature

Signature

Printed Name

Printed Name

Note to Vendor:

- [x] Complete and execute (sign) your portion of the signature block section below for all copies and return all signed copies to Travis County.
[] DO NOT execute and return to Travis County. Retain for your records.

LEGAL BUSINESS NAME: _____	<input type="checkbox"/> DBA <input type="checkbox"/> CORPORATION <input type="checkbox"/> OTHER
BY: _____ SIGNATURE	
BY: _____ PRINT NAME	DATE: _____
TITLE: _____ ITS DULY AUTHORIZED AGENT	
TRAVIS COUNTY, TEXAS	DATE: _____
BY: _____ CYD V. GRIMES, C.P.M., CPPO, TRAVIS COUNTY PURCHASING AGENT	
TRAVIS COUNTY, TEXAS	DATE: _____
BY: _____ SAMUEL T. BISCOE, TRAVIS COUNTY JUDGE	

ASSIGNMENT OF CONTRACT

The parties to this Assignment of Contract (this "Assignment") are Clinical Data Solutions, LLC, Tax ID 391935188, a limited liability company duly authorized and operating under the laws of the State of Texas ("Assignor"), and Ferri Holdings, Inc. (dba Clinical Data Solutions), Tax ID 364126681, an incorporated company duly authorized and operating under the laws of the State of Texas ("Assignee").

RECITALS:

- A. Travis County and Clinical Data Solutions, LLC entered into a written Contract for the Clinical Manager Software and Maintenance (Contract No. 4400000469 (MA060238JT)) dated May 23, 2006, which is incorporated herein by reference for all purposes (the "Contract"); and
- B. Assignor desires by this Assignment to assign all of its right, title and interest in and to the Contract to Assignee, subject to the terms of the Contract and this Assignment.

TERMS:

In consideration of the mutual agreements set forth in this Assignment, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

- 1. Assignor assigns, transfers and conveys to Assignee all of its right, title and interest in and to the Contract effective as of September 23, 2014 (the "Effective Date of Assignment").
- 2. Assignee accepts such assignment, and assumes and is bound by and shall perform all terms, conditions, covenants, obligations, and duties of Assignor under the Contract as of the Effective Date of Assignment.
- 3. Assignor and Assignee acknowledge that nothing in this Assignment waives or modifies any of the provisions of the Contract.
- 4. The provisions of this Assignment are binding on and inure to the benefit of the heirs, representatives, successors and assigns of the parties.
- 5. This Assignment shall be construed and enforced in accordance with the laws of the State of Texas. Venue for any action arising hereunder or connected herewith shall lie exclusively in Travis County, Texas.
- 6. All references in this Assignment to the Contract encompass the original Contract, No 4400000469 (MA060238JT) and modification 1. Said Modification is hereby incorporated by reference herein for all purposes as if fully copied and set forth herein at length.

Clinical Data Solutions, LLC

Ferri Holdings, Inc. (dba Clinical Data Solutions)

By: _____

By: _____

Printed Name: _____

Printed Name: _____

Title & Date: _____

Title & Date: _____

Attest: _____

Attest: _____

Date: _____

Date: _____

By its signature below, Travis County signifies its consent to and approval of this Assignment from Clinical Data Solutions, LLC to Ferri Holdings, Inc. (dba Clinical Data Solutions.).

TRAVIS COUNTY, TEXAS

By: _____

Samuel T. Biscoe
Travis County Judge

Date: _____

Scott Wilson

Subject: RE: NAME CHANGE TO FERRI HOLDINGS, INC. AND TAX ID NO CHANGE

Importance: High

From: David Ferri [<mailto:david-ferri@clinicaldata.org>]

Sent: Thursday, September 04, 2014 10:10 AM

To: Scott Wilson

Subject: Re: NAME CHANGE TO FERRI HOLDINGS, INC. AND TAX ID NO CHANGE

Importance: High

Hi Scott,

The change of tax ID occurred because of a change in corporate structure that took place in 2007. 39-1935188 was the tax ID of Clinical Data Solutions, LLC, a Wisconsin based Limited Liability Corporation. In early 2007 Clinical Data Solutions, LLC was merged in to Ferri Holdings, Inc., an Illinois based C corp, tax ID 36-4126681 which was the surviving corporation. Ferri Holdings, Inc., (the parent) in turn operates under an Illinois registered assumed name (d/b/a) of Clinical Data Solutions, which is the child.

If you have any more questions, please do not hesitate to contact me.

Regards,
David Ferri
President
Clinical Data Solutions
320 Earls Ct.
Deerfield, IL 60015

Ph: 847-948-9600

Cell: 847-922-0080

Fax: 847-948-9617

<http://www.clinicaldata.org>