



Fulton County Board of Commissioners
Agenda Item Summary

19-0301

BOC Meeting Date
 4/17/2019

Requesting Agency
 Purchasing and Contract Compliance

Commission Districts Affected
 All Districts

Requested Action *(Identify appropriate Action or Motion, purpose, cost, timeframe, etc.)*
 Request approval to accept name change and authorizing the Department of Purchasing & Contract Compliance to reflect the name change of Centrifry Corporation to IDaptive, LLC, for the Department of Information Technology. Effective upon BOC approval.

Requirement for Board Action *(Cite specific Board policy, statute or code requirement)*
 In accordance with Purchasing Code Section 102-420, contract modifications within the scope of the contract and necessary for contract completion of the contract, in the specifications, services, time of performance or terms and conditions of the contract shall be forwarded to the Board of Commissioners for approval.

Is this Item related to a Strategic Priority Area? *(If yes, note strategic priority area below)*
 Yes All People trust government is efficient, effective, and fiscally sound

Is this a purchasing item?
 No

Summary & Background *(First sentence includes Agency recommendation. Provide an executive summary of the action that gives an overview of the relevant details for the item.)*

In order to be in compliance with the Fulton County Government policies and contract agreement terms and conditions, the name change has to be approved by the Fulton County Board of Commissioners. There are no changes in terms and conditions, and services will continue to be provided at the same level required for the project.

Agency Director Approval		County Manager's Approval
Typed Name and Title Felicia Strong-Whitaker, Director	Phone (404) 612-5800	
Signature	Date	

Revised 03/12/09 (Previous versions are obsolete)

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Continued

Contract & Compliance Information	<i>(Provide Contractor and Subcontractor details.)</i>
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Not Applicable

Solicitation Information	NON-MFBE	MBE	FBE	TOTAL
No. Bid Notices Sent:				
No. Bids Received:				

Total Contract Value	
Total M/FBE Values	
Total Prime Value	

Fiscal Impact / Funding Source *(Include projected cost, approved budget amount and account number, source of funds, and any future funding requirements.)*
 No fiscal impact

Exhibits Attached *(Provide copies of originals, number exhibits consecutively, and label all exhibits in the upper right corner.)*
 Exhibit 1: Certificate of Authority
 Exhibit 2: Notice of Assignment Agreement

Source of Additional Information *(Type Name, Title, Agency and Phone)*
 Felicia Strong-Whitaker, Director, Purchasing & Contract Compliance, (404) 612-5800

Agency Director Approval		County Manager's Approval
Typed Name and Title Felicia Strong-Whitaker, Director	Phone (404) 612-5800	
Signature	Date	

Revised 03/12/09 (Previous versions are obsolete)

Procurement			
Contract Attached: No		Previous Contracts: Yes	
Solicitation Number:	Submitting Agency: Purchasing & Contract Compliance	Staff Contact: Ken Poinsette	Contact Phone: (404) 612-0015
Description: Name change			
FINANCIAL SUMMARY			
Total Contract Value:		MBE/FBE Participation:	
Original Approved Amount:	No fiscal impact	Amount: .	%. .
Previous Adjustments:	.	Amount: .	%. .
This Request:	.	Amount: .	%. .
TOTAL:	.	Amount: .	%. .
Grant Information Summary:			
Amount Requested:	.	<input type="checkbox"/>	Cash
Match Required:	.	<input type="checkbox"/>	In-Kind
Start Date:	.	<input type="checkbox"/>	Approval to Award
End Date:	.	<input type="checkbox"/>	Apply & Accept
Match Account \$:	.		
Funding Line 1:	Funding Line 2:	Funding Line 3:	Funding Line 4:
.	.	.	.
KEY CONTRACT TERMS			
Start Date: Effective upon BOC approval		End Date: .	
Cost Adjustment: .		Renewal/Extension Terms: .	
ROUTING & APPROVALS (Do not edit below this line)			
x	Originating Department:	Keaton-Hart, Nicole	Date: 4/10/2019
x	County Attorney:	Ringer, Cheryl	Date: 4/10/2019
x	Purchasing/Contract Compliance:	Strong-Whitaker, Felicia	Date: 4/10/2019
	Finance/Budget Analyst/Grants Admin:		Date:
	Grants Management:		Date:
x	County Manager:	Anderson, Dick	Date: 4/10/2019

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "APPS & ENDPOINT COMPANY, LLC", CHANGING ITS NAME FROM "APPS & ENDPOINT COMPANY, LLC" TO "IDAPTIVE, LLC", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2018, AT 1:32 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6979322 8100
SR# 20186640780

Authentication: 203426861
Date: 09-14-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

AMENDED AND RESTATED CERTIFICATE OF FORMATION

OF

APPS & ENDPOINT COMPANY, LLC


(pursuant to Section 18-208 of the
Delaware Limited Liability Company Act)

This following Amended and Restated Certificate of Formation of Apps & Endpoint Company, LLC hereby amends and restates the provisions of the Certificate of Formation originally filed with the Secretary of State of the State of Delaware on July 18, 2018 and supersedes the original Certificate of Formation and all prior amendments and restatements thereto in their entirety:

1. Name. The name of the limited liability company is IDaptive, LLC (the "Company").

2. Registered Office and Registered Agent. The Company's registered office in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801. The registered agent of the Company for service of process is The Corporation Trust Company located at 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Formation of Apps & Endpoint Company, LLC this 13th day of September, 2018.



Name: Danny Kibel
Title: Authorized Person



November 15, 2018

Fulton County Government
141 Pryor Street SW, Suite 10076
Atlanta, GA 30303
Attn: Robert L. Pitts, Chairman, Fulton County Board of Commissioners
Tonya R. Grier, Interim Clerk, Fulton County Board of Commissioners

Re: Notice of Assignment

In connection with a recent reorganization, Centrify Corporation (“Centrify”) has transferred its Apps and Endpoints line of business and related product lines (“Divested Solutions”) to its affiliate IDaptive, LLC (“IDaptive”). The complete product list of the Divested Solutions is available at https://www.centrify.com/media/4908801/centrify_annex-1_20181105.pdf. Centrify is retaining all product lines related to the Privilege and Infrastructure line of business not listed therein (“Centrify Solutions”). The transaction is expected to be effected by December 31, 2018 (“Spinout Date”).

Your subscriptions, rights and licenses to the Divested Solutions have been governed by Centrify’s standard terms and conditions or your signed agreement with Centrify (the “Centrify Agreement”). Upon Spinout Date, one of the following will take place to your Centrify Agreement:

I. Transfer and Assignment in Whole. On the Spinout Date, Centrify will transfer or assign, in whole, any Centrify Agreement between you and Centrify if the Centrify Agreement has been used *solely* to govern the use of the Divested Solutions. All of Centrify’s rights, duties, obligations and liabilities under the Centrify Agreement will be fully assigned or transferred by Centrify and assumed by IDaptive, with no further action required from you, Centrify or IDaptive.

II. Duplication and Assignment in Part. On the Spinout Date, Centrify will duplicate and assign in part any Centrify Agreement between you and Centrify if the Centrify Agreement has been used to govern the use of the Divested Solutions *and* Centrify Solutions (“Duplicate Agreement”), so that you may make future purchases from IDaptive under the same conditions directly for the Divested Solutions. For clarity, (1) the Centrify Agreement will continue solely between you and Centrify to govern Centrify Solutions, and (2) a Duplicate Agreement will automatically be created solely between you and IDaptive on the same terms and conditions with respect to the Divested Solutions only. Centrify will have no rights, duties, obligations or liabilities under the Duplicate Agreement with regard to the Divested Solutions to you and no further action will be required from you, Centrify or IDaptive.

The assignment to IDaptive is effective as of January 1, 2019. Upon Spinout Date, communications relating to the Divested Solutions, including operational considerations such as payment remittances, will be made by IDaptive separately. Centrify may continue to invoice you for Divested Solutions which were a part of combined order prior to the Spinout Date. Until you receive communication indicating

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Centrify Corporation | 3300 Tannery Way, Santa Clara, CA 95054 | www.centrify.com

otherwise, please remit payments per the instructions on each invoice received from Centrify or IDaptive, as applicable.

Centrify's and IDaptive's signatures are provided below, indicating assignment and assumption, as applicable, of each Centrify Agreement and Duplicate Agreement. If you have any questions about this notice, please contact your account representative or Centrify at SalesOperations@centrify.com.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Tim Steinkopf', written over a faint circular stamp.

Tim Steinkopf, President
Centrify Corporation

A handwritten signature in blue ink, appearing to read 'Danny Kibel', written in a cursive style.

Danny Kibel, President
IDaptive, LLC

CC: Fulton County Government
141 Pryor Street SW, Suite 10076
Atlanta, GA 30303
Attn: Cheryl Ringer, Office of the County Attorney, Senior County Attorney

Fulton County Government
141 Pryor Street SW, Suite 10076
Atlanta, GA 30303
Attn: Sallie Wright, Chief Information Officer