

**MEMORANDUM OF AGREEMENT
BETWEEN
SANTA FE COUNTY
AND
PROFESSIONAL DOCUMENT SYSTEMS, INC.
FOR ELECTRONIC RECORDING**

This **MEMORANDUM OF AGREEMENT** (“MOA”) is entered into as of this 8th day of February, 2013, by and between the **Santa Fe County** (“County”), a governmental entity, acting on behalf of the Santa Fe County Clerk (“County Clerk”), and Professional Document Systems, Inc., a Texas corporation registered and authorized to do business in the State of New Mexico, (“Authorized Filer”).

WHEREAS, this Agreement is entered into pursuant to the Uniform Real Property Electronic Recording Act, NMSA 1978, Sections 14-9A-1 through 14-9A-7, and 1.11.2 NMAC;

WHEREAS, pursuant to the Recording Act, NMSA 1978, Section 14-8-1 et. seq., the duty of the Santa Fe County Clerk is to record and maintain permanently all documents that by law should be recorded;

WHEREAS, this Agreement establishes the terms and conditions of participation in the County Clerk’s electronic filing and recording program;

WHEREAS, the Santa Fe County Clerk is authorized to receive qualifying documents for filing and recordation in the County Clerk’s official records;

WHEREAS, Authorized Filer facilitates for its customers the electronic recording of documents with governmental entities;

WHEREAS, this Agreement sets forth the procedures and requirements the electronic recording of documents by the Authorized Filer for the Santa Fe County Clerk;

WHEREAS, this Agreement replaces and supersedes the MOU with the Authorized Filer that expired February 28, 2013.

NOW THEREFORE, the parties hereby agree as follows:

1 ELECTRONIC RECORDATION OF DOCUMENTS WITH THE SANTA FE COUNTY CLERK

A. Documents: Attached hereto as Exhibit A to this Agreement is a list of the documents permitted to be filed electronically with the Santa Fe County Clerk (the “Documents List”). The Documents List may from time to time be amended by the Clerk without amendment to this Agreement but with notice to the Authorized Filer. Authorized Filer shall ensure that only original documents are used to create electronic documents. Authorized Filer warrants to the

County Clerk the genuineness of an electronic signature affixed to any document transmitted by it for electronic recordation and any such signature has the same legal effect as if that signature were manually affixed to a paper version of the document. Authorized Filer represents and agrees that by use of electronic or digital certificates used to sign documents, Authorized Filer intends and represents to the County Clerk that all such documents are authentic. Authorized Filer agrees to be diligent in ensuring that all documents prior to submittal for electronic recording have been checked for errors, omissions, scanning defects, illegible areas and other deficiencies that would affect the County Clerk's ability to record these documents.

B. Notarization: All documents filed electronically with the County Clerk shall comply with the requirements for notarization pursuant to New Mexico statutes and rules adopted by the New Mexico Secretary of State.

C. Notification of submittal: The County Clerk shall issue to the Authorized Filer an electronic or other written notification, which will include the date and time of receipt, that the electronic document has been received by the County Clerk.

D. Notification of rejection: Electronic documents submitted for recordation shall be rejected by the County Clerk if they fail to comply with the following: 1) image or file-format specifications and security requirements set forth in 1.11.2 NMAC; 2) New Mexico statutes; or 3) any requirements established by the County Clerk for electronic recording of real property records.

E. Transmissions: Documents shall be transmitted through an electronic recording delivery system. Authorized Filer shall visually inspect each instrument prior to transmitting to ensure compliance with existing statutory recording requirements and 1.11.2 NMAC. Authorized Filer shall comply with transmittal sheet requirements set forth in Subsection C of 1.11.2.12 NMAC.

F. Liabilities and responsibilities of Authorized Filer: Pursuant to 1.11.2.11 NMAC, Authorized Filer shall implement security procedures for all electronic filing transmissions and shall be responsible for maintaining the security of the system within Authorized Filer's office. Authorized Filer shall be responsible for keeping its encryption key secure and for establishing internal controls to assure the security of the private key is not compromised. Authorized Filer shall immediately notify the County Clerk of any compromise of security.

G. County Clerk's rights and responsibilities: The County Clerk reserves the right to refuse and return any document that does not meet all the requirements for electronic recording. Neither the County Clerk nor the County of Santa Fe shall be liable for any failure to perform processing of the transactions and documents when such failure results from any act of God, terrorism, or other cause beyond the parties reasonable control, including but not limited to, any mechanical, electronic, or other communications failure that prevents the parties from transmitting or receiving the electronic documents. The County Clerk has no responsibility for any failure in technology in the transmittal to or from Santa Fe County including but not limited to, down time, hardware, or software failure at any point of contact. The County Clerk shall not be liable to the Authorized Filer or its customers for any damages resulting from software or equipment failure.

The County Clerk shall apply the same level of diligence in handling documents submitted electronically as those submitted through the manual non-electronic process. However, nothing

in this Agreement shall be construed to require the County Clerk to monitor or review the content of documents submitted for electronic recording except for review to determine acceptability pursuant to the County Clerk's requirements.

2. FEES AND PAYMENT

Fees for recording documents electronically are established pursuant to New Mexico statutes and regulations. Fees for electronic recording shall be collected through an electronic payment system automated clearing house (ACH). Documents submitted for electronic filing shall be accompanied by the appropriate fees at the time of recording. The alternatives for payment include a subscription service with a regular billing system, a prepayment system with recording charges applied against a deposited amount, or payment per individual recordation.

3. EFFECTIVE DATE AND TERM

This Agreement shall, upon execution by all parties, become effective as of the date first written above and shall terminate on February 28, 2015 unless earlier terminated pursuant to Paragraph 4 (Termination) of this Agreement. The County has the option to renew or extend this Agreement in one-year increments upon written notice to the Authorized Filer sixty (60) days prior to the termination date.

4. TERMINATION

The County Clerk, at its sole discretion, may terminate this Agreement immediately in the event the County Clerk determines there has been a breach of any term or condition of this Agreement or breach of security, warranting immediate termination. Pursuant to 1.11.2.10 NMAC, should Authorized Filer fail to take immediate corrective and remedial action for any security compromise, the County Clerk may terminate this Agreement immediately and revoke Authorized Filer's privilege to file electronically. Nonpayment of fees by Authorized Filer is also grounds for immediate termination.

Either party may terminate this Agreement without cause by providing thirty (30) days' prior written notice to the other party.

5. LIABILITY

The Authorized Filer assumes all liability and responsibility for documents submitted to the County Clerk for electronic recording. It shall be the obligation of Authorized Filer at its own expense to defend and indemnify Santa Fe County and the County Clerk against any claim or cause of action asserted by anyone against the County Clerk as a result of a breach of security caused by or resulting from Authorized Filer's failure to implement and maintain security

measures with respect to electronic recording or any failure or neglect of Authorized Filer to comply with quality control procedures for assuring accuracy and completeness of documents submitted electronically for recordation by the County Clerk.

6. INSURANCE

- A. General Conditions. The Authorized Filer shall submit evidence of insurance as is required herein. Policies of insurance shall be written by companies authorized to write such insurance in New Mexico.
- B. General Liability Insurance, Including Automobile. The Authorized Filer shall procure and maintain during the life of this Agreement a comprehensive general liability and automobile insurance policy with liability limits in amounts not less than \$1,050,000 combined single limits of liability for bodily injury, including death, and property damage for any one occurrence. Said policies of insurance shall include coverage for all operations performed for the County by the Authorized Filer; coverage for the use of all owned, non-owned, hired automobiles, vehicles and other equipment, both on and off work; and contractual liability coverage under which this Agreement is an insured contract. The County of Santa Fe shall be a named additional insured on the policy.
- C. Workers' Compensation Insurance. The Authorized Filer shall comply with the provisions of the Workers' Compensation Act.
- D. Increased Limits. If, during the life of this Agreement, the Legislature of the State of New Mexico increases the maximum limits of liability under the Tort Claims Act (NMSA 1978, Sections 41-4-1 through 41-4-29, as amended), the Authorized Filer shall increase the maximum limits of any insurance required herein.
- E. Malpractice/Errors and Omissions Insurance. The Authorized Filer shall procure and maintain during the life of this Agreement professional liability or errors and omissions insurance in amounts of not less than \$1,000,000 per occurrence, \$2,000,000 per aggregate.

7. AMENDMENT

This Agreement shall not be altered, changed, or amended except by an amendment executed in writing signed by both parties.

8. ENTIRE AGREEMENT

This Agreement incorporates all agreements, covenants and understandings between the parties hereto. No prior agreement, covenants or understandings, verbal or otherwise, of the parties or their agents shall be valid or enforceable unless embodied in this Agreement.

9. COMPLIANCE WITH APPLICABLE LAW; CHOICE OF LAW

- A. The Authorized Filer shall comply with all applicable laws, ordinances and obligations of Santa Fe County and the State of New Mexico.
- B. This Agreement shall be construed in accordance with the ordinances of Santa Fe County and the substantive laws of the State of New Mexico without regard to its choice of law rules. The Authorized Filer and the County Clerk agree that the exclusive forum for any litigation between them arising out of or related to this Agreement shall be the state district courts of New Mexico located in Santa Fe County, Santa Fe, New Mexico.

10. NOTICES AND CONTACTS

All notices required to be given to the County Clerk under this Agreement shall be mailed to:

Santa Fe County
Santa Fe County Attorney
102 Grant Ave.
Santa Fe, NM 87504-0276

and,

Geraldine Salazar
Santa Fe County Clerk
102 Grant Ave.
Santa Fe, NM 87504-0276

All notices required to be given to the Authorized Filer under this Agreement shall be mailed to:

Professional Document Systems
1414 Common Drive
El Paso, Texas 79936

Contact information of the Authorized Filer as required by 1.11.2.10 NMAC is as follows:

Administrative contact person: Matt Bowman, 800-644-7112; mbowman@pdswest.com, 1414 Common Drive, El Paso Texas 79936.

Information technology contact person: Matt Bowman or Juan Silva, 800-644-7112, mbowman@pdswest.com or jsilva@pdswest.com, 1414 Common Drive, El Paso Texas 79936.

11. APPOINTMENT OF AGENT FOR SERVICE OF PROCESS

The Authorized Filer hereby irrevocably appoints Jim Widland, 500 Marquette NW, Suite 1100, Albuquerque, NM 87125, as its agent for service of process and writes in any action or proceeding arising out of or related to this Agreement. The Authorized Filer acknowledges and agrees that service upon its designated agent shall have the same effect as through Authorized Filer were actually and personally served within the State of New Mexico.

12. NEW MEXICO TORT CLAIMS ACT

No provision of this Agreement modifies or waives any sovereign immunity or limitation of liability enjoyed by the County or the County Clerk or the public employees at common law or under the New Mexico Tort Claims Act, NMSA 1978, Section 41-4-1 *et seq.*

13. NO THIRD-PARTY BENEFICIARIES

This Agreement is not intended to and does not create any rights in any persons not a party hereto.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date first written above.

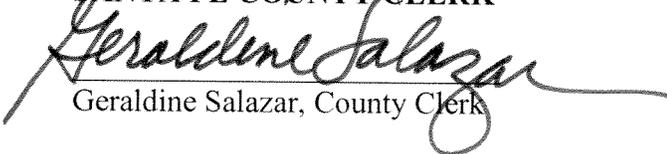
SANTA FE COUNTY



Katherine Miller, Santa Fe County Manager

Date: 2.8.13

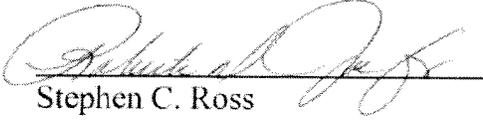
SANTA FE COUNTY CLERK



Geraldine Salazar, County Clerk

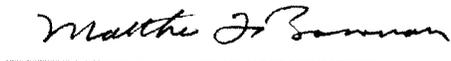
Date: 2/4/2013

APPROVED AS TO FORM:


Stephen C. Ross
Santa Fe County Attorney

Date: February 1, 2013

AUTHORIZED FILER PROFESSIONAL DOCUMENT SYSTEMS, INC.


Matt L. Bowman

Date: 2/4/2013

By: Professional Document Systems (Print Name)

Its: President (Print Title)

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