



**DUPAGE
COUNTY**

DEBORAH A. CONROY
County Board Chair

630-407-6060
chair@dupagecounty.gov

12/29/2023

Josh Pfau
Public Sector District Sales Manager
SHI International Corporation
Josh_Pfau@shi.com

Dear Mr. Pfau,

I am writing to provide a letter of intent with regard to the proposed transaction between the County of DuPage and Zendesk. We appreciate the time and the energy you and your team have afforded us in discussing this opportunity. In order to obtain the preferred pricing you discussed with CIO Anthony McPhearson, please let this letter serve to announce our intention to proceed with an approval of a purchase order by the DuPage County Board in January of 2024. While I do not have the authority to act unilaterally on behalf of the County, I am informing you that the County Board will be considering that purchase order in its first meeting in January of 2024.

In order to secure the pricing you discussed with CIO Anthony McPhearson, I am requesting SHI to place an order with **Zendesk** based on a commitment that SHI will receive a valid Purchase Order no later than 2/15/2024. In the event that the DuPage County Board does not appropriate funds and approve the purchase order, it is my understanding that this commitment will be cancelled at no financial cost to the County of DuPage.

I understand the terms and obligations to pay the amounts set forth in SHI Quote 24217166 and payment terms are detailed below as well as in the quotes supplied to me. SHI and Zendesk have included non-appropriation provisions to address the potential denial of the purchase order by the DuPage County Board, which will result in a cancellation of the order referenced above at no financial cost to the County of DuPage.

I understand that the SHI's ("Reseller") financial obligations under this Service Order are contingent upon sufficient appropriations and authorization being made by the County of DuPage ("Subscriber") for the performance of its agreement with Reseller. The Subscriber's decision as to whether sufficient appropriations are available shall be accepted by Reseller and Zendesk and shall be final.



**DUPAGE
COUNTY**

DEBORAH A. CONROY
County Board Chair

630-407-6060
chair@dupagecounty.gov

I understand that the payment terms we discussed are summarized as follows:

Payment 1 – \$165,130.47 will be invoiced within standard payment terms

Payment 2 – \$194,728.90 will be invoiced on 12/1/2024

Payment 3 – \$209,872.90 will be invoiced on 12/1/2025

This letter's intent is to reassure you that I intend to bring these terms for approval at the first county board meeting of January of 2024, in order to take advantage of the significant price savings mentioned above. This letter is not a binding contract and only serves to memorialize the discussions of the parties to the proposed contract, specifically SHI, Zendesk, and the County of DuPage and to reassure you that as the DuPage County Board Chair, I intend to bring this matter forward for consideration by the DuPage County Board at the earliest opportunity.

Sincerely,

Signature on File

Deborah Conroy, Chair
DuPage County Board

✓

Cc: Jay Chain, Zendesk

Jay.Chain@zendesk.com

Mark Scura, Zendesk

Mark.Scura@zendesk.com

Dana Lopatin, PubSec Field Account Manager, SHI International Corp.

Dana_Lopatin@shi.com

David Broaden, PubSec Account Executive, SHI International Corp.

David_Broaden@shi.com

Anthony McPhearson, CIO, DuPage County

Anthony.McPhearson@dupagecounty.gov

Shanita Thompson, IT Operations Manager, DuPage County

Shanita.Thompson@dupagecounty.gov

Conor McCarthy, ASA, DuPage County

Conor.McCarthy@dupagecounty.gov