

**AMENDMENT NO. 1
TO THE AGREEMENT BETWEEN
THE CITY OF SANTA CLARA, CALIFORNIA
AND
GRANICUS, INC.**

PREAMBLE

This agreement ("Amendment No. 1") is by and between Granicus, Inc. a corporation, with its principal place of business located at 707 17th Street, Suite 4000, Denver Colorado, 80202 ("Contractor"), and the City of Santa Clara, California, a chartered California municipal corporation with its primary business address at 1500 Warburton Avenue, Santa Clara, California 95050 ("City"). City and Contractor may be referred to individually as a "Party" or collectively as the "Parties" or the "Parties to this Amendment No. 1."

RECITALS

- A. The Parties previously entered into an agreement entitled "Agreement for the Performance of Services By and Between the City of Santa Clara, California, and Granicus Inc.", dated May 11, 2017 (the "Original Agreement"); and
- B. The Parties entered into the Original Agreement for the purpose of having Contractor provide Agenda and Document Management software and program implementation, and the Parties now wish to amend the Original Agreement to additionally add Closed Captioning functionality for public meetings within the Agenda and Document Management Project.

The Parties agree as follows:

AGREEMENT PROVISIONS

1. AMENDMENT PROVISIONS

- A. That the second paragraph of Exhibit B, "Fee Schedule," of the Original Agreement is hereby amended to read:

"In no event shall the amount billed to City by Contractor for services under this Agreement exceed Five Hundred and Ten Thousand, Nine Hundred and Thirty dollars and no cents (\$510,930), subject to budget appropriations.
- B. That Exhibit B, "Fee Schedule," of the Original Agreement, is hereby amended by adding Exhibit B-1, attached hereto, outlining and describing closed captioning functionality and cost.

2. TERMS

All other terms of the Original Agreement which are not in conflict with the provisions of this Amendment No. 1 shall remain unchanged in full force and effect. In case of a

conflict in the terms of the Original Agreement and this Amendment No. 1, the provisions of this Amendment No.1 shall control.


3. COUNTERPART/FACSIMILE SIGNATURE

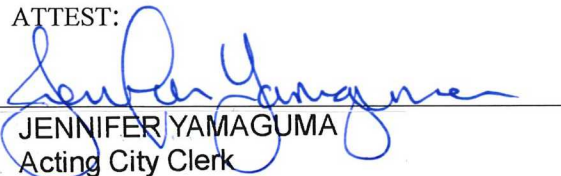
This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but both of which shall constitute one and the same instrument; and, the Parties agree that signatures on this Agreement, including those transmitted by facsimile, shall be sufficient to bind the Parties.


The Parties acknowledge and accept the terms and conditions of this Amendment No. 1 as evidenced by the following signatures of their duly authorized representatives. The Effective Date is the date that the final signatory executes the Agreement. It is the intent of the Parties that this Amendment No. 1 shall become operative on the Effective Date.

CITY OF SANTA CLARA, CALIFORNIA
a chartered California municipal corporation

APPROVED AS TO FORM:

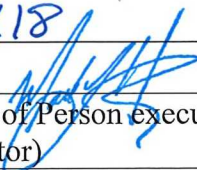

BRIAN DOYLE
City Attorney

ATTEST:

JENNIFER YAMAGUMA
Acting City Clerk

Dated: 2/28/18

DEANNA J. SANTANA
City Manager
1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Fax: (408) 241-6771

"CITY"

GRANICUS, INC.
a corporation

Dated: 1.31.18
By: 
(Signature of Person executing the Agreement on behalf of Contractor)
Name: Mark Hynes
Title: CEO
Local Address: 707 17th Street, Suite 4000
Denver Colorado, 80202
Email Address: Mark.Hynes@granicus.com
"CONTRACTOR"

**AGREEMENT FOR THE PERFORMANCE OF SERVICES
BY AND BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
GRANICUS**

EXHIBIT B-1

FEE SCHEDULE

In no event shall the amount billed to City by Contractor for closed captioning services under this Agreement exceed Two Hundred and Seventy Thousand dollars and no cents (\$270,000.00), subject to budget appropriations.

Closed Captioning functionality as identified in scope of work:

Open Platform and Government Transparency - Integrates closed captions with video

Encoding Appliance hardware is pre-configured and includes

- Extraction and display of embedded closed captions to help maintain ADA compliance

Transcriber closed captioning charge = \$150.00 per hour

Estimated hours for contract term

Meeting Type	# of Meetings Est. for Year	Est Avg. Hrs Per Meeting	Est Costs
Council Regular and Special Meetings	46	8	\$ 55,200.00
Stadium Authority Regular and Special Meetings	17	4	\$ 10,200.00
Oversight Board Meetings	13	1	\$ 1,950.00
Planning Commission Meetings	23	4	\$ 13,800.00
	Subtotal		\$ 81,150.00
	<u>10% margin for misc. meetings</u>		<u>\$ 8,115.00</u>
	Estimated Annual Cost		\$ 89,265.00

Estimated hours contracted in a block of time, purchase orders issued annually in advance of use and transcriber scheduled for upcoming meetings so City does not have to call in to make a reservation on a per meeting basis. If a scheduled meeting is cancelled, City needs to provide Contractor with 48 hours-notice to avoid being charged for unused hours. If meetings are cancelled within 24 hours, 1 hour of time is still charged to the City.