

**CITY OF GRASS VALLEY**  
**FIRST AMENDMENT TO**  
**AGREEMENT FOR SALES, USE AND TRANSACTIONS TAX SERVICES**

**1. PARTIES AND DATE.**

This First Amendment to the Agreement for Sales, Use and Transactions Tax Services ("First Amendment") is entered into on the \_\_\_\_ day of \_\_\_\_\_, 2021, by and between the CITY of Grass Valley, organized under the laws of the State of California, with its principal place of business at 125 East Main Street, Grass Valley, CA 95945, ("CITY") and Hinderliter de Llamas and Associates, a California corporation, with its principal place of business at 120 S. State College Blvd., Suite 200, Brea, CA 92821 ("Consultant"). CITY and Consultant are sometimes individually referred to herein as "Party" and collectively as "Parties."

**2. RECITALS.**

2.1 Agreement. The Parties entered into that certain Agreement for Sales, Use and Transaction Tax Services dated September 25, 2001 ("Agreement").

2.2 First Amendment. The Parties now desire to amend the Agreement for ongoing consultation for Transaction and Use Tax Services for Measure E.

See Exhibit A for Scope of Services and Compensation for Measure E.

2.3 Remaining Provisions of Agreement. Except as otherwise specifically set forth in this First Amendment, the remaining provisions of the Agreement shall remain in full force and effect.

**CITY OF GRASS VALLEY**

**HINDERLITER DE LLAMAS & ASSOC.**

By: \_\_\_\_\_  
City Manager

By: \_\_\_\_\_  
Andrew Nickerson, President

**APPROVED AS TO FORM:**

By: \_\_\_\_\_  
City Clerk

## **EXHIBIT A**

### **SCOPE OF SERVICES**

#### **A. DEFICIENCY/ALLOCATION REVIEWS AND RECOVERY**

1. CONTRACTOR shall conduct on-going reviews to identify and correct unreported transactions and tax payments and distribution errors thereby generating previously unrealized revenue for the CITY. Said reviews shall include:
  - (i) Comparison of county-wide local tax allocations to transactions tax for brick and mortar stores and other cash register-based businesses, where clearly all transactions are conducted on-site within the Measure “E” CITY boundaries, and therefore subject to transactions tax.
  - (ii) Review of any significant one-time use tax allocations to ensure that there is corresponding transaction tax payments for taxpayers with nexus within the CITY boundaries.
  - (iii) Review of state-wide transactions tax allocations and patterns to identify any obvious errors and omissions.
  - (iv) Identification and follow-up with any potentially large purchasers of supplies and equipment (e.g. hospitals, universities, manufacturing plants, agricultural operations, refineries) to ensure that their major vendors are properly reporting corresponding transactions tax payments to the Measure “E” Transactions Tax District.
  
2. CONTRACTOR will initiate, where the probability of an error exists, contacts with the appropriate taxpayer management and accounting officials to verify whether current tax receipts accurately reflect the local sales activity. Such contacts will be conducted in a professional and courteous manner so as to enhance CITY’s relations with the business community.
  
3. CONTRACTOR shall prepare and submit to the Department of Tax and Fee Administration all information necessary to correct any allocation errors and deficiencies that are identified, and shall follow-up with the individual businesses and the California Department of Tax and Fee Administration to ensure that all back quarter payments due the CITY are recovered.

#### **B. DATA BASE MANAGEMENT, REPORTS AND STAFF SUPPORT**

1. CONTRACTOR shall establish a database containing all applicable Department of Tax and Fee Administration (CDTFA) registration data for each business within the Measure “E” District boundaries holding a seller’s permit account. Said database shall also identify the quarterly transactions and use tax allocations under each account for the most current and previous quarters where available.

2. CONTRACTOR shall provide updated reports each quarter identifying changes in allocation totals by individual businesses, business groups and by categories. Quarterly aberrations due to State audits, fund transfers, and receivables, along with late or double payments, will also be identified. Quarterly reconciliation worksheets to assist finance officer with budget forecasting will be included.
3. CONTRACTOR shall advise and work with CITY Staff on planning and economic questions related to maximizing revenues, preparation of revenue projections and general information on sales, transactions and use tax questions.
4. CONTRACTOR shall make available to CITY the HdL proprietary software program and Measure "E" database containing all applicable registration and quarterly allocation information for CITY business outlets registered with the Department of Tax and Fee Administration. The database will be updated quarterly.

## **COMPENSATION**

CONTRACTOR shall be paid **\$100** monthly billed quarterly for the transaction district tax reports that we include with the quarterly sales tax analyses. CONTRACTOR shall be paid **25%** of the initial amount of new transactions or use tax revenue received by the CITY as a result of audit and recovery work performed by CONTRACTOR (hereafter referred to as "audit fees"). New revenue shall not include any amounts determined and verified by CITY or CONTRACTOR to be increment attributable to causes other than CONTRACTOR'S work pursuant to this agreement. In the event that CONTRACTOR is responsible for an increase in the tax reported by businesses already properly making tax payments to the CITY, it shall be CONTRACTOR'S responsibility to separate and support the incremental amount attributable to its efforts prior to the application of the audit fee. Said audit fees will apply to state fund transfers received for those specific quarters identified as being missing and/or deficient following completion of the audit by CONTRACTOR and confirmation of corrections by the California Department of Tax and Fee Administration but shall not apply prospectively to any future quarter. CONTRACTOR shall provide CITY with an itemized quarterly invoice showing all formula calculations and amounts due for audit fees.

## **CONFIDENTIALITY**

- A. Section 7056 of the State of California Revenue and Taxation Code specifically limits the disclosure of confidential taxpayer information contained in the records of the California Department of Tax and Fee Administration. Section 7056 specifies the conditions under which a CITY may authorize persons other than CITY officers and employees to examine State Sales and Use Tax records.
- B. The following conditions specified in Section 7056-(b), (1) of the State of California Revenue and Taxation Code are hereby made part of this Agreement:
  1. CONTRACTOR is authorized by this Agreement to examine sales, use or transactions and use tax records of the Department of Tax and Fee Administration provided to CITY pursuant to contract under the Bradley-Burns Uniform Sales and Use Tax Law Revenue and Taxation Code section 7200 et.seq.

2. CONTRACTOR is required to disclose information contained in, or derived from, those sales, use or transactions and use tax records only to an officer or employee of the CITY who is authorized by resolution to examine the information.
3. CONTRACTOR is prohibited from performing consulting services for a retailer, as defined in California Revenue & Taxation Code Section 6015, during the term of this Agreement.
4. CONTRACTOR is prohibited from retaining the information contained in, or derived from those sales, use or transactions and use tax records, after this Agreement has expired. Information obtained by examination of Department of Tax and Fee Administration records shall be used only for purposes related to collection of local sales and use tax or for other governmental functions of the CITY as set forth by resolution adopted pursuant to Section 7056 (b) of the Revenue and Taxation Code. The resolution shall designate the CONTRACTOR as a person authorized to examine sales and use tax records and certify that this Agreement meets the requirements set forth above and in Section 7056 (b), (1) of the Revenue and Taxation Code.