

THIRD AMENDMENT TO AGREEMENT FOR SERVICES

OpenGov, Inc.

PREAMBLE

This Third Amendment to Agreement for Services is dated for identification on this 19th day of December 2025, and amends that certain Agreement for Services dated November 19, 2024, and amended by the First Amendment dated April 15, 2025, and the Second Amendment dated October 22, 2025 made by and between the Town of Los Gatos (“Town”) and OpenGov, Inc. (“Service Provider”), identified as a C Corporation and whose address is 660 3rd Street, Suite 100, San Francisco, CA 94107.

I. RECITALS

- A. Town and Service Provider entered into Agreement for Services on November 19, 2024 (“Agreement”).
- B. Town and Service Provider executed a First Amendment to the Agreement on May 29, 2025 (“First Amendment”).
- C. Town and Service Provider executed a Second Amendment to the Agreement on November 10, 2025 (“Second Amendment”).
- D. Town and Service Provider desire to exercise the first option to extend the agreement for the use of the software services provided by Service Provider.

II. AMENDMENT

1. Section 2.1 Scope of Services is amended to add the following:

Service Provider shall provide services as described in that certain Proposal/Order Form Number Q-12470 dated November 12, 2025, which is hereby incorporated by reference and attached as Exhibit D.

2. Section 2.2 Term and Time of Performance is to be replaced in its entirety with the following:

The effective date of this Agreement shall begin December 30, 2024 through June 30, 2027, with two remaining one-year options to extend the agreement.

Year 1: December 30, 2024 through December 29, 2025

Year 2: December 30, 2025 through June 30, 2026

Year 3: July 1, 2026 through June 30, 2027

Year 4: July 1, 2027 through June 30, 2028 (Optional Term)

Year 5: July 1, 2028 through June 30, 2029 (Optional Term)

This amendment converts the time of services and compensation to match the Town’s fiscal year, rather than the calendar year, as is currently the case. The first renewal period covers December 30, 2025, through June 30, 2027; future renewals would occur on July 1 of each year.

3. Section 2.6 Compensation is to be replaced in its entirety with the following:

Compensation for services prior to December 30, 2025 shall not exceed \$77,804.31 per the First and Second Amendments. Future Compensation shall not exceed the following:

December 30, 2025 – June 30, 2026: \$42,693.14

July 1, 2026 – June 30, 2027: \$89,167.01

July 1, 2027 – June 30, 2028: \$93,625.30

July 1, 2028 – June 30, 2029: \$97,925.03

Payment shall be contingent on budget appropriations and annual amendments of the agreement executed by July 1 of each contract year starting in 2027. Total compensation for agreement shall not exceed \$401,214.79.

4. All other terms and conditions of the Agreement remain in full force and effect.

IN WITNESS WHEREOF, the Town and Service Provider have executed this Amendment.

Town of Los Gatos by:

Chris Constantin, Town Manager

OpenGov, Inc. by:

Sam Kramer, Chief Finance Officer

Recommended by:

Nicolle Burnham, Director of Parks and Public Works

Approved as to Form:

Gabrielle Whelan, Town Attorney

EXHIBITS

Exhibit D – Proposal/Order Form Q-12470 dated 11/12/2025



OpenGov Inc.
660 3rd Street, Suite 100
San Francisco, CA 94107
United States

Order Form Number: Q-12470
Created On: 11/12/2025
Order Form Expiration: 12/12/2025
Subscription Start Date: 12/30/2025
Subscription End Date: 06/30/2029

Prepared By: Beverly Dea
Email: bdea@opengov.com
Contract Term: 42 Months

Customer Information:

Customer: Town of Los Gatos, CA
Bill To/Ship To: 110 E. Main St
Los Gatos, California
95030
United States

Contact Name: Kinjal Buch
Email: kbuch@losgatosca.gov
Phone: 4083995756

Order Details:

Billing Frequency: Prepaid
Payment Terms: Net 30 Days

SOFTWARE SERVICES:

Product Name	Start Date	End Date	Annual Fee
Asset Management	12/30/2025	06/30/2026	\$6,925.93
Contract eSignatures	12/30/2025	06/30/2026	\$392.61
Facilities Domain	12/30/2025	06/30/2026	\$4,120.73
OpenGov Core Procurement and Contracts	12/30/2025	06/30/2026	\$6,188.61
Orange Advantage	12/30/2025	06/30/2026	\$5,765.84
Parks & Recreation Domain	12/30/2025	06/30/2026	\$3,846.74
Signal Domain	12/30/2025	06/30/2026	\$3,572.51

Stormwater Domain	12/30/2025	06/30/2026	\$3,846.74
Systems Integration Support	12/30/2025	06/30/2026	\$230.63
Transportation Domain	12/30/2025	06/30/2026	\$4,120.73
Walkability Domain	12/30/2025	06/30/2026	\$3,682.07
Asset Management	07/01/2026	06/30/2027	\$14,465.18
Contract eSignatures	07/01/2026	06/30/2027	\$820.00
Facilities Domain	07/01/2026	06/30/2027	\$8,606.38
OpenGov Core Procurement and Contracts	07/01/2026	06/30/2027	\$12,925.24
Orange Advantage	07/01/2026	06/30/2027	\$12,042.28
Parks & Recreation Domain	07/01/2026	06/30/2027	\$8,034.13
Signal Domain	07/01/2026	06/30/2027	\$7,461.40
Stormwater Domain	07/01/2026	06/30/2027	\$8,034.13
Systems Integration Support	07/01/2026	06/30/2027	\$481.69
Transportation Domain	07/01/2026	06/30/2027	\$8,606.38
Walkability Domain	07/01/2026	06/30/2027	\$7,690.20
Asset Management	07/01/2027	06/30/2028	\$15,188.44
Contract eSignatures	07/01/2027	06/30/2028	\$861.00
Facilities Domain	07/01/2027	06/30/2028	\$9,036.70
OpenGov Core Procurement and Contracts	07/01/2027	06/30/2028	\$13,571.46

Orange Advantage	07/01/2027	06/30/2028	\$12,644.39
Parks & Recreation Domain	07/01/2027	06/30/2028	\$8,435.83
Signal Domain	07/01/2027	06/30/2028	\$7,834.47
Stormwater Domain	07/01/2027	06/30/2028	\$8,435.83
Systems Integration Support	07/01/2027	06/30/2028	\$505.78
Transportation Domain	07/01/2027	06/30/2028	\$9,036.69
Walkability Domain	07/01/2027	06/30/2028	\$8,074.71
Asset Management	07/01/2028	06/30/2029	\$15,885.97
Contract eSignatures	07/01/2028	06/30/2029	\$900.54
Facilities Domain	07/01/2028	06/30/2029	\$9,451.70
OpenGov Core Procurement and Contracts	07/01/2028	06/30/2029	\$14,194.74
Orange Advantage	07/01/2028	06/30/2029	\$13,225.08
Parks & Recreation Domain	07/01/2028	06/30/2029	\$8,823.25
Signal Domain	07/01/2028	06/30/2029	\$8,194.26
Stormwater Domain	07/01/2028	06/30/2029	\$8,823.25
Systems Integration Support	07/01/2028	06/30/2029	\$529.00
Transportation Domain	07/01/2028	06/30/2029	\$9,451.70
Walkability Domain	07/01/2028	06/30/2029	\$8,445.54

Customer Billing/Service Periods:

Period:

Total:

12/30/2025	\$42,693.14
07/01/2026	\$89,167.01
07/01/2027	\$93,625.30
07/01/2028	\$97,925.03

Order Form Legal Terms:

This Order Form incorporates and is made part of the Agreement for Services between Customer and OpenGov **dated 11/19/24**, as amended ("Agreement").

If Professional Services are purchased, the Statement of Work is incorporated by reference.

Fees for the Software Services and Professional Services shall be due and payable, in advance, 30 days from receipt of the invoice.

By signing this Order Form, Customer acknowledges and agrees to these Legal Terms.

Town of Los Gatos, CA:

Signature:

Name:

Title:

Date:

OpenGov, Inc.

Signature:

Name:

Title:

Date: