

## **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:

|                         |   |                      |                      |
|-------------------------|---|----------------------|----------------------|
| <b>Customer:</b>        | Town of Los Gatos, CA   | <b>Contact Name:</b> | Kinjal Buch          |
| <b>Bill To/Ship To:</b> | 110 E. Main St<br>Los Gatos, California<br>95030<br>United States | <b>Email:</b>        | kbuch@losgatosca.gov |
|                         |   | <b>Phone:</b>        | 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:

---