AMENDMENT NO. 1
TO THE PROFESSIONAL SERVICES AGREEMENT
WITH CIVICPLUS LLC, FOR
SEECLICKFIX SUBSCRIPTION, TRAINING AND APPLE/ANDROID APPS

This Amendment No. 1 is entered into as of _____ Apr-16-2021 _____, (Effective Date) by and between the City of Milpitas, a municipal corporation of the State of California (hereafter referred to as "City") and **CivicPlus LLC**, a limited liability company (hereafter referred to as "Consultant"). City and Consultant are sometimes individually referred to as "Party" and collectively as "Parties" in this Amendment No. 1.

RECITALS:

WHEREAS, on May 31, 2019, the City entered into a Professional Services Agreement (hereinafter, the "Agreement") with SeeClickFix, Inc. for SeeClickFix Subscription, Training and Apple/Android Apps to be provided to the City, with a term period of June 1, 2019 through May 31, 2024, and a maximum compensation amount of $90,000.00; and

WHEREAS, on April 9, 2021, the Parties entered into an Assignment and Assumption of Contract agreement effective as of October 9, 2019 due to the merger of SeeClickFix Inc. and CivicPlus, LLC, whereby the Agreement was assigned to and assumed by Consultant; and

WHEREAS, the Parties now desire to amend the Agreement to increase the compensation amount by $6,000.00 to purchase an upgrade to provide SeeClickFix-hosted integration with Lucity (CentralSquare Technologies) with Service Requests and Work Orders.

NOW THEREFORE, in consideration of the mutual covenants and conditions herein contained, the Parties agree to amend the Agreement as follows:

1. Section 2 <u>Compensation</u>. Section b. is amended to read as follows: In no event shall the total amount paid for services rendered by Consultant under this Agreement exceed the sum of **Ninety-Six Thousand Dollars and Zero Cents ($96,000.00).** Annual license fees will be paid within thirty (30) day of receipt of an invoice which includes a detailed descriptions of the work performed.

2. Exhibit A, Scope of Services, is hereby amended to add Exhibit A-1 (April 2021 Service Enhancement), attached hereto and incorporated herein by reference.

3. Exhibit B, Schedule of Charges/Payments, is hereby deleted in its entirety and replaced with Exhibit B-1, Revised Schedule of Charges/Payments, attached hereto and incorporated herein by this reference.

4. All other provisions of the Agreement not amended by this Amendment No. 1 shall remain in full force and effect.

[Signatures on Following Page]

**SIGNATURE PAGE TO AMENDMENT NO. 1
OF THE PROFESSIONAL SERVICES AGREEMENT
BETWEEN THE CITY OF MILPITAS
AND CIVICPLUS LLC**

IN WITNESS WHEREOF, the Parties have executed this Amendment No. 1 as of the date first written above.

APPROVED BY:

CITY OF MILPITAS

Approved By:

_____
Steven G. McHarris
City Manager

Apr-16-2021
_____
Effective Date

Approved As To Form:

_____
Christopher J. Diaz
City Attorney

Approved:

_____
Lauren Lai, CPA, MPA
Director of Finance/Risk Manager

Approved As To Content:

_____
Tony Ndah
Director of Public Works

CIVICPLUS LLC

Amy Vikander
_____
Signature

Amy Vikander
_____
Name

VP of Client Services
_____
Title

Apr-16-2021
_____
Date

EXHIBIT A-1 (April 2021 Service Enhancement)

1. City will be invoiced for the Total Investment - Year 1 (the sum of one-time costs and a prorated portion of the Annual Recurring Services) on June 4, 2021. The Annual Recurring Services subscription fee for the Products (as described above) included in this SOW are prorated and co-termed to align with the City's current billing schedule and the Annual Recurring Services amount will subsequently be added to City's Term and regularly scheduled annual invoices under the terms of the Agreement (shown in the table below).

2. Each year this SOW is in effect, a technology investment and benefit fee, as agreed to in the Agreement, will be applied to the Annual Recurring Services subscription fee.

QTY	Product Name	DESCRIPTION	PRODUCT TYPE	TOTAL
1.00	SeeClickFix Connector for Lucity	Upgrade to SeeClickFix-hosted integration with Lucity (CentralSquare Technologies) with Service Requests and Work Orders. Requires Lucity Citizen Portal REST API.	Renewable	USD 2,331.05
1.00	SeeClickFix Year 1 Annual Fee Discount	Year 1 Annual Fee Discount	Renewable	USD -331.05

List Price - Year 1 Total	USD 8,741.44
Total Investment - Year 1	USD 2,000.00
Annual Recurring Services - Year 2	USD 2,000.00
Annual Recurring Services - Year 3	USD 2,000.00

EXHIBIT B-1

Revised Schedule of Charges/Payments

Contract Years One and Two
City shall pay Consultant $18,000.00 annually to a maximum of two (2) years for the services listed below. Recurring annual product subscription fees are due upon renewal. Initial year payment due within forty-five (45) days of contract execution.

Item	Descriptions	QTY
Request Package	Collect requests and manage workflow all in one place with SeeClickFix web and mobile apps	1
Work	Internal communication tools for organizational and workflow management	1
Included Users	Distinct internal users included in the base price of the request package.	20
Marketplace Apps	Custom white label app in Apple App Store and Android Play store. SeeClickFix, Inc. agrees to the terms and conditions contained in the Apple Developer Program License Agreement	2
Integration	Integration of SeeClickFix to Lucidity	1
	TOTAL ANNUAL FEE	**$18,000.00**

Contract Years Three, Four, and Five
City shall pay Consultant $20,000.00 annually to a maximum of three (3) years for the services listed below. Recurring annual product subscription fees are due upon renewal. Initial year payment due within forty-five (45) days of contract execution.

Item	Descriptions	QTY
Request Package	Collect requests and manage workflow all in one place with SeeClickFix web and mobile apps	1
Work	Internal communication tools for organizational and workflow management	1
Included Users	Distinct internal users included in the base price of the request package.	20
Marketplace Apps	Custom white label app in Apple App Store and Android Play store. SeeClickFix, Inc. agrees to the terms and conditions contained in the Apple Developer Program License Agreement	2
Integration	Integration of SeeClickFix to Lucidity, including Service Requests and Work Orders	1
	TOTAL ANNUAL FEE	**$20,000.00**