

**FIRST AMENDMENT  
TO PROFESSIONAL SERVICES AGREEMENT NUMBER F001345  
WITH PERFECTMIND, INC.**

This First Amendment to Agreement number F001345, dated \_\_\_\_\_ ("Agreement") is made as of this 06 day of June, 2021, by and between the City of Santa Rosa, a municipal corporation ("City"), and Perfect Mind, Inc., a British Columbia Corporation ("Consultant" or "Perfect Mind").

**RECITALS**

- A. City and Consultant entered into the Agreement for Consultant to provide Recreation Management Software to the City through their "Perfect Mind" Software as a Service (SaaS), as set forth in the original PSA agreement under Exhibits A, C and D
- B. City and Consultant now desire to amend the Agreement for the purpose of extending the term of the PSA an additional five years within the payment terms identified in Exhibit B to the original agreement.

**AMENDMENT**

**NOW, THEREFORE**, the parties agree to amend the Agreement as follows:

1. Section 2. Compensation

Exhibit B to the Agreement is supplemented by Exhibit B-1 to this Amendment. Section 2(a) is amended to update the references to Exhibit B to also include reference to Exhibit B-1

Section 2(c) is amended to increase the compensation payable to Consultant under the Agreement by \$341,100 to read as follows:

"Notwithstanding any other provision in this Agreement to the contrary, the total maximum compensation to be paid for the satisfactory accomplishment and completion of all tasks set forth above shall in no event exceed the sum of seven hundred and eleven thousand and three hundred and forty dollars and no cents (\$711,340). The City's Chief Financial Officer is authorized to pay all proper claims.

2. Section 12. Term, Suspension, Termination of Agreement for Default

Section 12(d) is amended to read as follows:

"City shall have the right to extend the service agreement on a year-by year-basis following the completion of Year Ten on June 30, 2027 as provided in Exhibit B-1 if the City provides written notice to Consultant of City's intention to extend, at least

**EXHIBIT A**

sixty (60) days before the end of Year Ten or the then-current extension year, as the case may be. The fees payable by City during any such extension year will be the same as the fees for Year Ten or then-current extension year, as the case may be, unless Consultant has given City written notice of a pricing change at least 90 days before the end of Year Ten or the then-current extension year, as the case may be, in which case the pricing change will be effective upon the commencement of the extension year."

**Section 13. Time for Performance**

The last sentence of Section 13 is amended to read as follows:

"Consultant shall complete all the required services and tasks and complete and tender all deliverables to the reasonable satisfaction of City, not later than June 30, 2027."

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

Executed as of the day and year first above stated.

**CONSULTANT:**

Name of Firm: Perfect Mind, Inc.

TYPE OF BUSINESS ENTITY (*check one*):

Individual/Sole Proprietor

Partnership

Corporation

Limited Liability Company  
 Other (please specify: \_\_\_\_\_)

*Signatures of Authorized Persons:*

By: \_\_\_\_\_

Print Name: Nima Jazbi

Title: Vice-President of Operations

**CITY OF SANTA ROSA**  
a Municipal Corporation

By: \_\_\_\_\_

Print Name: \_\_\_\_\_

Title: Mayor, City of Santa Rosa

**APPROVED AS TO FORM:**

\_\_\_\_\_  
Office of the City Attorney

**ATTEST:**

\_\_\_\_\_

City Clerk

By: \_\_\_\_\_

Print Name: Joel Jeffries \_\_\_\_\_

Title: Vice-President FP&A \_\_\_\_\_

City of Santa Rosa Business Tax Cert. No.

\_\_\_\_\_

Attachment: Exhibit B-1 Terms of Compensation

**EXHIBIT B-1  
TERMS OF COMPENSATION**

Extended Timeline for payments:

**Annual Software as a Solution (SaaS) Fee: \$68,220**

Year Six (July 1, 2022 to June 30, 2023): \$68,220

Year Seven (July 1, 2023 to June 30, 2024): \$68,220

Year Eight (July 1, 2024 to June 30, 2025): \$68,220

Year Nine (July 1, 2025 to June 30, 2026): \$68,220

Year Ten (July 1, 2026 to June 30, 2027): \$68,220