

**FIRST AMENDMENT TO AGREEMENT  
WITH TANNERY CREEK SYSTEMS, INC.**

This First Amendment to a cooperative agreement under a contract awarded by the City of Santa Barbara, approved by the City of Santa Rosa's City Manager and, dated November 19, 2010, ("Agreement") is made as of this 12th day of December, 2017, by and between the City of Santa Rosa, a municipal corporation ("City"), and Tannery Creek Systems, Inc. ("Contractor"), a Canadian corporation.

**RECITALS**

- A. City and Contractor entered into the Agreement for Contractor to provide hardware, software and maintenance for the use of automated license plate recognition equipment and services.
- B. City and Contractor now desire to amend the Agreement for the purpose of extending the contract and funding annual maintenance for an additional five year term.

**AMENDMENT**

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

1. SCOPE OF SERVICES

Exhibit A to the Agreement is replaced by Exhibit A-1 to this Amendment.

2. TERM, SUSPENSION, TERMINATION

Pursuant to Section 6.4 of the Agreement, the parties hereby agree to extend the term of the Agreement for an additional five years to January 27, 2023.

3. COMPENSATION

Section 6.4 of the Agreement is amended to increase the compensation payable to Contractor under the Agreement by \$105,230, which is an annual maintenance cost of \$11,400 for Vehicle One and \$9,646 for Vehicle Two, for a total of \$21,046 per year, to read as follows:

"The accumulated total of all fees paid to Contractor for the satisfactory performance and completion of all services set forth in the Agreement shall not exceed the total sum of \$310,942.50. Contractor has previously been

paid \$205,712.50 for equipment and maintenance. The Chief Financial Officer is authorized to pay all proper claims from Charge Number 050802."

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

Executed as of the day and year first above stated.

**CONTRACTOR:**

**CITY OF SANTA ROSA**  
a Municipal Corporation

Name of Firm: TANVERLY CREEK SYSTEMS INC

TYPE OF BUSINESS ENTITY (check one):

- ☐ Individual/Sole Proprietor  
☐ Partnership  
☒ Corporation  
☐ Limited Liability Company  
☐ Other (please specify: \_\_\_\_\_)

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

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

Title: \_\_\_\_\_

Signatures of Authorized Persons:

By: William G. Franklin

Print Name: William G. Franklin

Title: President

By: N Mackenzie

Print Name: NIRMACA MACKENZIE

Title: V.P. Finance

APPROVED AS TO FORM:

Valerie A. Clayton  
Office of the City Attorney

ATTEST:

\_\_\_\_\_  
City Clerk

City of Santa Rosa Business Tax Cert. No.

9997068101

Attachment:

Exhibit A-1 - Scope of Services

**Exhibit A-1****Maintenance Fee Calculations for autoChalk**

Prepared for Janet Reisner, Parking Supervisor, Santa Rosa  
 Prepared by Bill Franklin, Tannery Creek Systems, Inc.  
 September 15, 2017

**“In-perpetuity” maintenance @ 20% per annum**

This is a yearly fee or can be paid on contract signing. In perpetuity maintenance starts second year (first year is included in base payment for autoChalk system). Fully covers all software with no end of life for the products as long as yearly fees are paid. Includes at least one visit per year, and service calls more frequently if product is not performing properly and is not serviceable from remote location. Includes all defects and wear caused by normal operation. Does not include accident, deliberate damage and misuse or failure of customer repaired components.

The prices quoted are good for the five-year period of January 28, 2018 to January 27, 2023 for the current configuration of the two autoChalk units.

| Item        | Purchase Price | Shipping | Total    | In-perpetuity annual mtnc @20% | Annual Total Fee |
|-------------|----------------|----------|----------|--------------------------------|------------------|
| autoChalk 1 | \$54,000       | \$2,500  | \$57,000 | \$11,400                       |                  |
| autoChalk 2 | \$47,430       | \$ 800   | \$48,230 | \$ 9,646                       |                  |

**\$21,046**