

RESOLUTION NO. RES-2025-190

RESOLUTION OF THE COUNCIL OF THE CITY OF SANTA ROSA RATIFYING THE SECOND AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT NUMBER F008324 WITH QUALITY CODE PUBLISHING, LLC, APPROVING THE THIRD AMENDMENT AND ASSIGNMENT AND ASSUMPTION OF AGREEMENT NUMBER F008324 TO GENERAL CODE PUBLISHING, LLC, AND AUTHORIZING THE CITY MANAGER TO EXECUTE THE ASSIGNMENT AND ASSUMPTION AND THIRD AMENDMENT

WHEREAS, on October 26, 2005, the City Manager approved an Agreement for Professional Services Number F008324 with Quality Code Publishing, LLC which set an annual spend amount of not to exceed \$50,000 and contained no termination date; and

WHEREAS, on July 14, 2014, the City Manager approved the First Amendment which increased the per page rate from \$20.00 per page to \$20.50 per page for printed supplements and lowered the number of supplements provided; and

WHEREAS, on July 23, 2019, the Assistant City Manager approved the Second Amendment which increased the per page rate for printed supplements from \$20.50 per page to \$21.50; and

WHEREAS, payments under the Agreement have now exceeded the total compensation of the Agreement as well as the \$100,000 City Manager authority for a total contract amount of \$112,882.18; and

WHEREAS, staff recommend that Council ratify the Second Agreement and payments made under the Second Agreement that exceeded the original contract amount and exceeded the amount of the City Manager's authority; and

WHEREAS, in 2023, General Code, LLC took over Quality Code Publishing, LLC and the City must enter into an Assignment and Assumption Agreement; and

WHEREAS, staff recommends that Council approve a Third Amendment to Professional Services Agreement Number F008324 with Quality Code Publishing, LLC for continued services and to reflect General Code standard language and memorialize enhanced digital services and amend compensation to reflect General Code pricing structure.

NOW, THEREFORE, BE IT RESOLVED that the Council of the City of Santa Rosa ratifies the Second Amendment to Professional Services Agreement Number F008324 and approves all associated payments.

BE IT FURTHER RESOLVED that Council approves the Assignment and Assumption with Quality Code Publishing, LLC assigning its rights and obligations to General Code LLC and General Code LLC assuming those rights and obligations from Quality Code Publishing, LLC, and approves a Third Amendment to Professional Services Agreement Number F008324

amending the scope of services and adding compensation in the amount of \$100,000 for a total contract amount not to exceed \$212,882.18.

BE IT FURTHER RESOLVED that Council delegates authority to the City Manager or designee to make non-substantive changes to and execute the Third Amendment and Assignment and Assumption, in substantially the same form as Exhibit A to the resolution, subject to approval as to form by the City Attorney.

IN COUNCIL DULY PASSED this 16th day of December, 2025.

AYES: (7) Mayor Stapp, Vice Mayor Okrepkie, Council Members Alvarez, Bañuelos, Fleming, MacDonald, Rogers

NOES: (0)

ABSENT: (0)

ABSTAIN: (0)

RECUSE: (0)

ATTEST: _____ APPROVED: _____
City Clerk Mayor

APPROVED AS TO FORM: _____
City Attorney

Exhibit A – Third Amendment and Assignment and Assumption