

CITY OF SANTA ROSA
CITY COUNCIL

TO: MAYOR AND CITY COUNCIL
FROM: DINA MANIS, CITY CLERK
SUBJECT: THIRD AMENDMENT AND ASSIGNMENT AND ASSUMPTION
OF PROFESSIONAL SERVICES AGREEMENT NUMBER
F008324 WITH GENERAL CODE PUBLISHING, LLC

AGENDA ACTION: RESOLUTION

RECOMMENDATION

The City Clerk's Office recommends that the Council, by resolution: 1) ratify the Second Amendment to Professional Services Agreement Number F008324 with Quality Code Publishing, LLC and associated compensation changes of \$50,000 and payments; 2) approve the Third Amendment and Assignment and Assumption of Professional Services Agreement Number F008324 with General Code, LLC, Rochester, New York revising the scope of services and increasing compensation in the amount of \$100,000 for a total contract amount not to exceed \$212,882.18; and 3) authorize the City Manager or designee to make non-substantive changes to the Third Amendment, subject to approval by the City Attorney, and execute the Third Amendment and Assignment and Assumption. This item has no impact on current fiscal year budget.

EXECUTIVE SUMMARY

The City has a legal obligation under state and local regulations to maintain city code and requires ongoing codification services to maintain accurate, compliant, and accessible municipal laws. This amendment extends the agreement for current codification services.

GOAL

This item does not directly relate to a Council goal, but is a legal mandate as City Charter and California state law require local laws and miscellaneous other actions be memorialized in City Code.

BACKGROUND/PRIOR COUNCIL REVIEW

The original Agreement for Professional Services Number F008324 with Quality Code Publishing, LLC (Attachment 1), was approved October 26, 2005, under City Manager

THIRD AMENDMENT AND ASSIGNMENT AND ASSUMPTION OF PROFESSIONAL SERVICES AGREEMENT NO. F008324 WITH GENERAL CODE PUBLISHING, LLC
PAGE 2 OF 3

authority. The evergreen agreement had no termination date and set an annual spend amount of not to exceed \$50,000.

The First Amendment (Attachment 2) was approved July 7, 2014, under City Manager authority and 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. All other terms of the agreement remained in full force and effect.

The Second Amendment (Attachment 3) was approved July 23, 2019, under City Manager authority and increased the per page rate for printed supplements from \$20.50 per page to \$21.50. All other terms of the agreement remained in full force and effect.

On April 30, 2022, an Assignment and Assumption Agreement was executed between General Code, LLC as Assignee and Nancy Helmer (executing as the owner and President of Quality Code) the Assignor.

ANALYSIS

A Third Amendment and an Assignment and Assumption is now required to:

1. **Execute assignment and assumption** - General Code took over Quality Code in 2023 but an assignment and assumption agreement was not executed at that time.
2. **Ratify Second Amendment and associated compensation increase of \$50,000 and \$12,882.18 in associated payments** - While the annual spend for codification services has not exceeded \$50,000, the cumulative spend for Agreement F000832A has now exceeded the \$100,000 approval authority under City Manager.
3. **Approve a Third Amendment to Professional Services Agreement**
 - a. **Amend Scope of Services** – to reflect General Code language and memorialize enhanced digital services (Exhibit A-1 to Third Amendment and Assignment and Assumption).
 - b. **Amend Compensation** – to reflect General Code pricing structure. Note the per page rate structure is an editorial rate of \$23.50 per page (Exhibit B-1 to Third Amendment and Assignment and Assumption).

The impact of not amending the agreement would impede the City Clerk's ability to maintain city code books and online services in compliance with Government Code GC 50022.1.

FISCAL IMPACT

This item has no impact on FY 2025-2026 budget, current budget within City Clerk's Office professional services fund will meet the requirement for appropriations as previously approved. Upcoming budget adoptions will continue to include this expense going forward.

ENVIRONMENTAL IMPACT

Pursuant to CEQA Guidelines Section 15378, the recommended action is not a “project” subject to the California Environmental Quality Act (CEQA) because it does not have a potential for resulting in either a direct physical change in the environment or a reasonably foreseeable indirect physical change in the environment. In the alternative, the recommended action is exempt from CEQA pursuant to CEQA Guidelines section 15061(b)(3) because it can be seen with certainty that there is no possibility that the recommended action may have a significant effect on the environment.

BOARD/COMMISSION/COMMITTEE REVIEW AND RECOMMENDATIONS

Not applicable.

NOTIFICATION

Not applicable.

ATTACHMENTS

- Attachment 1 – Original Agreement
- Attachment 2 – First Amendment
- Attachment 3 – Second Amendment
- Resolution/Exhibit A – Third Amendment and Assignment and Assumption

PRESENTER(S)

Dina Manis, City Clerk