

EXHIBIT B

SECOND AMENDMENT TO GENERAL SERVICES AGREEMENT NUMBER F000308 WITH GRANICUS, INC.

This Second Amendment to Agreement number F000308, dated January 26, 2012 (“Original Agreement”) is made as of this _____ day of _____, 2013, by and between the City of Santa Rosa, a municipal corporation (“City”), and Granicus, Inc., a California corporation (“Contractor”).

RECITALS

- A. City and Contractor entered into the Original Agreement for Contractor to provide Public Meeting Video Streaming, Archiving and Agenda Management Solution Services, as previously amended by the First Amendment dated April 29, 2013 to add services and increase compensation.
- B. City and Contractor now desire to amend the Original Agreement for the purpose of adding Monthly Managed Support Services for Citizen Participation Suite and adding funds through January 31, 2016.

AMENDMENT

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

1. SCOPE OF SERVICES

Section 1 is supplemented to allow for the addition of Monthly Managed Support Services for Citizen Participation Suite as set forth in Exhibit A-2 attached to this Amendment which is incorporated herein as though set forth in full.

2. COMPENSATION

Section 4b is amended to provide for additional compensation to Contractor in the amount of forty one thousand three hundred sixty dollars (\$41,360.00) for the provision of additional services commencing 1/1/14 and ending 1/31/16 for new services and to increase compensation on initial services, to read as follows:

The 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 one hundred forty seven thousand nine hundred thirty five

dollars (\$147,935.00). The Chief Financial Officer is authorized to pay all proper claims from various Charge Numbers.

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

Executed as of the day and year first above stated.

CONTRACTOR:

Name of Firm: Granicus, Inc.

TYPE OF BUSINESS ENTITY:

- Individual/Sole Proprietor
- Partnership
- Corporation
- Limited Liability Company
- Other (please specify: _____)

CITY OF SANTA ROSA

a Municipal Corporation

By: _____

Print Name: _____

Title: _____

Signatures of Authorized Persons:

By: _____

Print Name: _____

Title: _____

By: _____

Print Name: _____

Title: _____

APPROVED AS TO FORM:

Office of the City Attorney

Taxpayer I.D. No. 91-2010420

City of Santa Rosa Business Tax Cert. No.
81618

Attachment:

Exhibit A-2 - Scope of Services

Proposal for the City of Santa Rosa

Citizen Participation Solutions



Proposal presented to:

Eric McHenry

IT Director

City of Santa Rosa

10/25/2013

Dear Eric,

Thank you for being a part of the Granicus Client family. By selecting Granicus as your Citizen Participation solution provider, you will greatly improve your ability to collect and prioritize ideas from the community as well as efficiently manage feedback on agenzized items.

Granicus is the only provider of a platform for both open idea generation and integrated public meeting feedback based on open meeting laws. Below, you will find the details of our proposal including pricing, an implementation timeline, and an overview of the features that will help you achieve the following outcomes:

- Provide an online forum that enables citizens to submit ideas for community improvement
- Offer a form integrated with your published agenda that lets residents provide feedback on agenda items
- Utilize automation tools to reduce the administrative overhead of collecting, organizing and distributing citizen feedback
- Encourage valuable and productive citizen ideas
- Save time collecting and managing citizen feedback
- Receive and implement ideas that the community has prioritized

The Granicus solution delivers the functionality desired by the City of Santa Rosa, and does so in a way that minimizes the overall cost. Our proposed solution is 100% cloud-based software, meaning it does not require onsite installation or involvement from your IT department for upgrades.

At Granicus, we recognize that great products are only part of what keeps our clients satisfied. For that reason, we provide 24/7 technical support and take full responsibility for maintaining and monitoring the technology that powers your solution and that of 1,000 other government agencies. We know you will enjoy being part of the Granicus client family.

Most Sincerely,

Kelly Barlow
Account Manager
Granicus, Inc.

Proposed Solution

Citizen Participation Suite

The Citizen Participation Suite encourages greater community engagement in productive new ways online. Whether you're collecting ideas for how to improve your community, or feedback on projects underway, your efforts to improve citizen outreach will lead to better organizational outcomes. The Suite also helps staff reduce the administrative overhead of collecting, organizing, and managing citizen input.

Encourage collaboration and discover what matters to your community.

Give residents an easy way to share ideas for community improvement.

Allow the public to easily contribute ideas with a website dedicate to community idea sharing. All residents have to do is post an idea. Other citizens, and even staff, can join the conversation by voting for an idea, adding comments and even sharing ideas to the social grid.

Recognize ideas - let your community know you're listening.

Encourage greater participation by acknowledging ideas. Administrators can change the status of ideas as they are considered and planned internally. Contributors can follow their idea's progress and stay involved in their government's decision-making process.

Get focused answers on important topics.

With forums and groups, get feedback on a specific project or idea. All responses are related to your subject, helping you narrow ideas to what's most important to the organization.

Productively add new voices to the democratic process.

Make participation in the public meeting process simple and productive.

Encourage citizens to comment on the issues at hand with an online form tied to your upcoming meeting agenda. Residents can leave feedback on agenda items from any internet-connected device, making participation easy. With related materials and supporting information, citizens can make more informed opinions before weighing in on topics.

Easily collect and distribute opinions before meetings.

Automatically produce an organized, concise and comprehensive report of all agenda comments for your elected members. Help them better understand the opinions of a broad group of citizens before making final policy decisions.

Proposed Solution Pricing

Item	Units	Upfront	Monthly
Total Upfront Setup Costs	1	\$0.00	\$0.00
Total MMS (Monthly Managed Services)	1	\$0.00	\$1,000.00
Client Discount	1	\$0.00	-\$200.00
TOTAL		\$0.00	\$800.00
<i>Promotion EOY13: Buy any new Granicus product suite and get 50% off the MMS for the first 6 months!</i>			-\$400.00/for the first 6 months!
<i>Total for 25 months (12 months 2014 + 12 months 2015 + 1 month 2016)</i>			\$17,600.00

CONTRACT PRICE SCHEDULE

1. Video Streaming and Archiving	Qty.	Unit	Unit Price	Amount
Open Platform	12	Mo.	\$500.00	\$6,000.00
Government Transparency Suite	12	Mo.	\$500.00	\$6,000.00
			Total	\$12,000.00
2. Agenda Management and Legislative History	Qty.	Unit	Unit Price	Amount
Legislative Management Suite	12	Mo.	\$980.00	\$ 11,760.00
			Total Item Numbers 1&2	\$23,760.00

GRAND TOTAL FOR PROPOSAL AND EXISTING SERVICES \$41,360.00

- This Proposal expires 1-31-14
- EOY13 Promotion Terms: Clients who enter into an agreement with Granicus, with a minimum two (2) year term, to purchase a Suite prior to December 31, 2013 are eligible for a one-time promotion. As part of this promotion, Client will receive Monthly Managed Service Fees ("MMS") on the new Suite at a fifty percent (50%) discount during the initial six (6) months of billing. Discounted billing for Monthly Managed Services will start after deployment has been completed. The MMS pricing will revert to one hundred percent (100%) of the regular price (two times the promotion price) at the beginning of the seventh month of service. Up-front costs are not affected by this promotion. Monthly Managed service fees on Client's current services are not affected by this promotion. This promotion cannot be used in conjunction with any other discount or promotion.
- All suites require the Granicus Open Platform

- Sales tax may apply depending on your organization's tax status and the tax laws unique to your state, county and/or municipality
- Quarterly billing for Managed Services shall begin upon completion of deployment. Client will be invoiced a pro-rated amount from the deployment completion date through the end of the quarter. Thereafter, Client will be billed each January 1, April 1, July 1, and October 1. Client agrees to pay all invoices from Granicus within thirty (30) days of receipt of invoice.
- Fifty percent (50%) of all up-front fees are due upon Granicus' receipt of a purchase order. The remaining fifty percent (50%) of up-front fees are due upon completion of deployment. Quarterly billing for Managed Services shall begin upon completion of deployment. Client will be invoiced a pro-rated amount from the deployment completion date through the end of the quarter. Thereafter, Client will be billed each January 1, April 1, July 1, and October 1. Client agrees to pay all invoices from Granicus within thirty (30) days of receipt of invoice.

Implementation Plan

Granicus guarantees a **5-day** implementation period, which begins the day the service contract or this signed proposal, are received.

Unless otherwise stated in a program announcement or solicitation, this signed and accepted proposal must be received by 1-31-14.

City of Santa Rosa

Granicus, Inc.

Client Signature: _____ Signature: _____

Date: _____ Date: _____