

**FOURTH AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT NUMBER F001766
WITH WOOLPERT, INC.**

This Fourth Amendment to Agreement Number F001766, dated June 5, 2018 ("Agreement") is made as of this _____ day of _____, 2023, by and between the City of Santa Rosa, a municipal corporation ("City"), and Woolpert, Inc., an Ohio corporation ("Consultant").

RECITALS

- A. City and Consultant entered into the Agreement for Consultant to provide Cityworks Enterprise Asset Management System ("EAMS") software licenses, which is owned by Azteca Systems, LLC ("Azteca"), and services for implementation of the software.
- B. Consultant, in the Agreement, agreed to act purely as an administrative/facilitating agent for City and Azteca and provide Cityworks Software License and Software maintenance Support to City through a subcontract between Consultant and Azteca.
- C. City and Consultant now desire to amend the Agreement for Consultant to renew the City's Cityworks licenses with Azteca for three years, increasing compensation for the additional license period, and extending the time of performance.

AMENDMENT

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

- 1. Exhibit B to the Agreement is supplemented by Exhibit B-1 to this Amendment, which increases compensation payable to Consultant under the Agreement in the amount of \$367,200.00 for the purchase of the licensing of Cityworks for three years.
- 2. Section 2. Compensation

Section 2(c) of the Agreement is amended to increase the compensation payable to Consultant under the Agreement by \$367,200.00 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 fourth above shall in no event exceed the sum of two million, three hundred twenty-three thousand, four hundred sixty-seven dollars and zero cents, (\$2,323,467.00). The City's Chief Financial Officer is authorized to pay all proper claims from Charge Number JL 55768."

- 3. Section 12. Time of Performance

The last sentence of Section 12 of the Agreement 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, 2026."

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: Woolpert, Inc.

TYPE OF BUSINESS ENTITY (*check one*):

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

Signatures of Authorized Persons:

By:  _____
Scott Cattran (Jun 9, 2023 12:27 EDT)

Print Name: Scott P. Cattran

Title: Chief Executive Officer

By:  _____

Print Name: Joshua T. Heid

Title: Chief Financial Officer

City of Santa Rosa Business Tax Cert. No.

06517754

CITY OF SANTA ROSA
a Municipal Corporation

By: _____

Print Name: _____

Title: _____

APPROVED AS TO FORM:

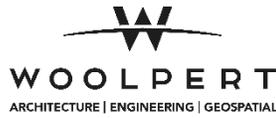

Morgan Biggerstaff (Jun 9, 2023 16:21 PDT)
Office of the City Attorney

ATTEST:

City Clerk

Attachment: Exhibit B-1 – Compensation for License Renewal

Amendment to Professional Services Agreement
Form approved by the City Attorney 8-8-14



CITY OF SANTA ROSA, CALIFORNIA

Tuesday, May 25, 2023

Jeannine Sarragosa
 Project Manager
 City of Santa Rosa
 Change Order 4 - Cityworks Annual Licensing Fees

OVERVIEW

At the request of the City of Santa Rosa, Woolpert will purchase the licensing of Cityworks for three years, equalling three-hundred and sixty-seven thousand, two-hundred (\$367,200) dollars, or one-hundred and twenty thousand dollars per year (\$120,000/yr) for the first two years, and one hundred and twenty-seven thousand, two-hundred dollars (\$127,200) for the third year. Therefore, the request for a change in fee is for licensing fees only.

Additionally, Woolpert will require an extension to the original contract between Woolpert and the City of Santa Rosa, Professional Services Agreement, Agreement Number F001766. The contract extension would be through June 30th, 2026. All the other terms of contract number F001766 remain the same

Table 1: Annual Cityworks Licensing

Description	Fee
AMS ELA Premium Year 1	\$120,000.00
AMS ELA Premium Year 2	\$120,000.00
AMS ELA Premium Year 3	\$127,200.00
Total Fee for Two Years	\$367,200.00

Please see the attached Cityworks licensing quote.

Approval of Amendment #4

City of Santa Rosa Project Manager	_____	Woolpert Inc. Market Director	_____
Date:	_____	Date:	_____



Azteca Systems, LLC - Cityworks
 11075 S State St, Suite 24 | Sandy, UT 84070
 801-523-2751 | Fax # 801-523-3734

Quote Number Q-34792-1
 Created Date 5/9/2023
 Expiration Date 6/20/2023

Contact Information

Contact Name: Prepared By Name: Joe Pilimai
 Customer: Santa Rosa (CA), City of Prepared By Phone: (801) 523-2751
 Contact Address: 69 Stony Circle
 Santa Rosa, CA
 95401

Quote Lines

Product Name	Quantity/ Population	Net Unit Price
AMS ELA Premium	1.00	USD 120,000.00
TOTAL:		USD 120,000.00

Notes

Year 1 Dollar Value	USD 120,000.00	Year 1 Date Range	07/01/2023 - 06/30/2024
Year 2 Dollar Value	USD 120,000.00	Year 2 Date Range	07/01/2024 - 06/30/2025
Year 3 Dollar Value	USD 127,200.00	Year 3 Date Range	07/01/2025 - 06/30/2026*

Notes:

Server AMS Premium Cityworks Enterprise License Agreement (ELA), Includes Unlimited Quantities of the Identified Products:
 Office
 Respond
 Mobile Native Apps (for iOS/Android)

--Includes the following Add-ons:

- Storeroom
- Equipment Checkout
- Contracts
- Cityworks for Excel
- Cityworks Analytics for AMS
- eURL (Enterprise URL)
- Operational Insights
- Workload
- Web Hooks
- CCTV Interface for PACP
- Pavement Management
- Performance Budgeting

Use of Cityworks AMS Application Programming Interfaces (APIs) with commercially available Cityworks-centric applications that are licensed and maintained by authorized Cityworks partners

Use of Cityworks AMS Application Programming Interfaces (APIs) with third party system integrations

Annual fee herein is based on 150,001 - 200,000 population range

*Beginning in Year 3 a 6% increase has been included to reflect 3 year term.

4th Amendment to Professional Services Agreement F001766

Final Audit Report

2023-06-09

Created:	2023-06-01
By:	Catherine Noceti (cnoceti@srcity.org)
Status:	Signed
Transaction ID:	CBJCHBCAABAAaR_iqxd5rSFRiEuS26fdL5ukisVsmsPQ

"4th Amendment to Professional Services Agreement F001766" History

-  Document created by Catherine Noceti (cnoceti@srcity.org)
2023-06-01 - 6:40:53 PM GMT
-  Document emailed to scott.cattran@woolpert.com for signature
2023-06-01 - 6:41:48 PM GMT
-  Email viewed by scott.cattran@woolpert.com
2023-06-09 - 4:26:17 PM GMT
-  Signer scott.cattran@woolpert.com entered name at signing as Scott Cattran
2023-06-09 - 4:26:59 PM GMT
-  Document e-signed by Scott Cattran (scott.cattran@woolpert.com)
Signature Date: 2023-06-09 - 4:27:01 PM GMT - Time Source: server
-  Document emailed to Josh Heid (josh.heid@woolpert.com) for signature
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-  Email viewed by Josh Heid (josh.heid@woolpert.com)
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-  Document e-signed by Josh Heid (josh.heid@woolpert.com)
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-  Document emailed to Patti Salomon (PSalomon@srcity.org) for delegation
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-  Document signing delegated to mbiggerstaff@srcity.org by Patti Salomon (PSalomon@srcity.org)
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2023-06-09 - 11:18:28 PM GMT

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2023-06-09 - 11:20:27 PM GMT

 Signer mbiggerstaff@srcity.org entered name at signing as Morgan Biggerstaff

2023-06-09 - 11:21:07 PM GMT

 Document e-signed by Morgan Biggerstaff (mbiggerstaff@srcity.org)

Signature Date: 2023-06-09 - 11:21:10 PM GMT - Time Source: server

 Agreement completed.

2023-06-09 - 11:21:10 PM GMT