

**SECOND AMENDMENT  
TO PROFESSIONAL SERVICES AGREEMENT NUMBER F001927  
WITH SPEAKWRITE, LLC**

This Second Amendment to Agreement number F001927, dated February 25, 2019 ("Agreement") is made as of this \_\_\_\_\_ day of \_\_\_\_\_, 2024, by and between the City of Santa Rosa, a municipal corporation ("City"), and SpeakWrite, LLC a Texas Limited Liability Company ("Consultant").

**RECITALS**

- A. City and Consultant entered into the Agreement for Consultant to obtain transcription services from a qualified company.
- B. City and Consultant now desire to amend the Agreement for the purpose of updating the scope of services, increase compensation and extend the term of the agreement.

**AMENDMENT**

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

1. Section 1. Scope of Services

Exhibit A-1 to the Agreement is supplemented by Exhibit A-2 to this Amendment.

2. Section 2. Compensation

Section 2(c) is amended to increase the compensation payable to Consultant under the Agreement by \$75, 000.00 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 forth above shall in no event exceed the sum of one-hundred seventy thousand dollars and no cents (\$170,000.00). The City's Chief Financial Officer is authorized to pay all proper claims from Charge Number 170201."

3. Section 12. Time of Performance

The last sentence of Section 12 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, 2027."

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: Speakwrite, LLC

TYPE OF BUSINESS ENTITY (*check one*):

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

*Signatures of Authorized Persons:*

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

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

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

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

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

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

**CITY OF SANTA ROSA**  
a Municipal Corporation

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

Print Name: Maraskeshia Smith

Title: City Manager

APPROVED AS TO FORM:

\_\_\_\_\_  
Office of the City Attorney

ATTEST:

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

City of Santa Rosa Business Tax Cert. No.

42-1689311

Attachment: Exhibit A-2 - Scope of Services



SpeakWrite

## Scope of Services

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2023

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## Purpose

This document describes and defines the services required to establish transcription service; receive, transcribe and return recorded material in a confidential manner; provide account management and reporting tools; train and support users; and manage billing for the life of the account.

## 1 Length of Service

As defined by contract, if required by purchaser (SpeakWrite doesn't require a contract).

## 2 Introduction and Corporate Background

SpeakWrite, a limited liability corporation, produces quality transcriptions for over 60,000 clients nationwide. Since 1997, SpeakWrite has provided transcription solutions to law firms, state and local government, law enforcement agencies and general business practitioners. SpeakWrite users dictate their work directly via free Smartphone Apps for iPhone and Android or by calling a 24-hour toll-free dictation line. They can also upload prerecorded material, such as notes and interviews, directly to a secure website or via email 24/7/365. SpeakWrite's U.S. and Canadian-based typists transcribe the recording, which is then returned through the SpeakWrite system via email or secure link to the requesting user. SpeakWrite never uses voice recognition technology in any part of the process. The recording and transcribed document are accessible 24 hours a day to the user and designated account administrators via the SpeakWrite Individual Account and Group Account Pages.

## 3 Summary of Services

| Key Scope Items                 |  |
|---------------------------------|--|
| <b>Turnaround Time</b>          | 3 hours (Monthly Average, dependent on audio quality and length)   |
| <b>Hours of Operation</b>       | 24 hours a day, 7 days a week, 365 days a year   |
| <b>Location of Performance</b>  | United States and Canada– no offshore work performed   |
| <b>Resources</b>                | Human typists – no voice recognition technology used   |
| <b>Capacity</b>                 | Unlimited  |
| <b>Methods of Submission</b>    | Free phone/desktop app, Toll-free dictation line from any phone, direct from computer with free SpeakWrite software, digital dictation device, recorded tapes, scanned documents, mail, secure website upload  |
| <b>Methods of Delivery</b>      | Word processing document via Email, URL link (Requires login to access), two factor authenticated, API and support provided for direct integration options   |
| <b>Security/confidentiality</b> | 256-bit SSL encryption, hosted on Microsoft Azure Government Cloud, CJIS Certified, separate data recovery site, redundant servers and multiple other safeguards; criminal background checks and confidentiality agreements for all typists; jobs assigned out of state; HIPAA compliant |
| <b>Training and Support</b>     | Online and onsite training options available at no cost; Help Desk staffed 17 hours per day; dedicated Account Manager for the life of the account   |
| <b>Pricing</b>                  | All-inclusive pricing, priced by the word for English transcription, per audio minute for Spanish translation.   |

*\*\*Figure 1. Key items addressed in the Scope of Services document.*

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## 4 Set Up and Implementation

SpeakWrite provides set up and implementation services including establishing accounts, training users and working with client staff to answer questions throughout the process. As a part of implementation, SpeakWrite will perform the following:

- Provide a dedicated Account Manager as a point of contact during implementation
- Establish the appropriate account structure to enable reporting and customization at each organizational level
- Provide an online, automated account set up feature to enable designated Department personnel to establish User accounts
- Set up User accounts if requested
- Load agency and individual User document preferences, templates, instructions, word lists, reporting features, and billing preferences
- Provide training for client personnel via webinar and/or in person, to be agreed upon with the Department
- Complete set up within 24 hours of authorization to proceed

## 5 Transcription Process

### 5.1 Submission

#### Accepted File Types:

|            |      |      |
|------------|------|------|
| .3GP       | .DCT | .MP3 |
| .AAC       | .DS2 | .MP4 |
| .AMR       | .DSS | .MPG |
| .AIF/.AIFF | .DVF | .MSV |
| .AVI       | .M4A | .PDF |
| .CAF       | .MOV | .RA  |
| .RM        | .TS  | .VOB |
| .WAV       | .WMA | .WMV |
| .VOX       | .M4V | .ASF |

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SpeakWrite will provide the following methods for Department personnel to submit their transcription jobs:

- **Secure Web Portal** – Upload audio via password-protected personal page using 256-bit encryption protocols for added security.
- **Free Phone/Tablet/Computer App** - Record audio from any location and submit for transcription. You may integrate photos into the document if desired. Use the app to record calls and have call audio transcribed.
- **Telephone** – Dictate by telephone directly into the SpeakWrite system by calling a toll-free dictation line from any phone, entering the Account Number and PIN and following the automated prompts.
- **Digital Dictation Device** – Save digital files to a computer and submit by email, web upload.
- **Recorded Tapes and CD's** – Record dictation, then play the recorded tape into the phone using an adapter cable, or mail the recorded tapes to SpeakWrite.
- **Scan and Upload** – Submit scanned PDF documents including handwritten items or hard copies.
- **API** – Developer Interface and support provided for direct submission and delivery options, including document management and reporting systems.

### 5.2 Turnaround Time

SpeakWrite will maintain a 3-hour average monthly turnaround time across all accounts. Please note, this is an average turnaround time over a monthly period and is not a guarantee. Turnaround time will vary based on length and clarity of audio, as well as current job volume.

### 5.3 Document Delivery

SpeakWrite will deliver transcripts via email as a Word file attachment to the User's email address associated with each account. As an alternate option, SpeakWrite can deliver jobs via a secure URL link which requires login to gain access to the completed job.

### 5.4 Document Formats

SpeakWrite provides a wide array of formatting options. SpeakWrite will confer with the Department on the various options and configure the SpeakWrite system with the Department's preferences. Document formatting capabilities include the following:

- **Add User instructions to individual jobs.** For example, a User may include instructions such as, "Transcribe the audio from minute 2:00 to minute 30:56".
- **Create, use and store templates.** Templates are pre-formatted documents and forms uploaded by Users and stored in the system for repeated use. Templates can be created for Individual Users or the Department as a whole. SpeakWrite will restrict access to Department Templates to the typists who are actively working on Department transcripts.
- **Submit a job with a Custom Filename.** Having the flexibility to label transcription jobs helps the Department group and track transcriptions by project name, billing number or other identifying information.
- **Set formatting options.** Users may choose from SpeakWrite's existing array of formatting options (types, fonts, etc.). Should the Department require additional formatting options; the SpeakWrite Account Manager will work with Department representatives to identify the requirements.

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### 5.5 Archive and Retrieval

SpeakWrite will retain transcribed work and the associated audio files for 90 days. Users will be able to download the completed documents and original audio via their Individual Account Page. The Department can customize this timeframe, by either shortening or increasing the length of archive to best meet their needs.

### 6 Availability of Resources

SpeakWrite will accept, transcribe and return documents 24 hours a day, 7 days a week, 365 days a year. Help Desk personnel will be available 17 hours a day during weekdays and 16 hour per day on weekends, 365 days a year.

### 7 Quality and Accuracy

SpeakWrite will monitor the quality of Department jobs through internal quality assurance practices. In addition, each completed job contains a customer comment link. SpeakWrite will review and address any concerns that are submitted through the link. If the Department identifies a job that does not meet our quality standards, SpeakWrite will correct the errors immediately upon notification and send the updated and complete document back to the designated User via the standard delivery method.

### 8 Security and Confidentiality

SpeakWrite will maintain internal security measures throughout the life of the account, which include the following:

#### *Facilities*

The SpeakWrite systems are housed in state-of-the-art data centers through Microsoft Azure Government Cloud.

#### *Hardware/Software*

SpeakWrite maintains full control and access SpeakWrite systems, which is monitored 24/7/365. Other system security measures include the following:

- **Virus Protection/Spam Blocking/Malware** – SpeakWrite uses modern antivirus and malware detection software to monitor all servers, desktops and laptops.
- **Real Time and Full Disk Virus Scans** – Servers, desktops and laptops are running real-time scans. A full disk scan is run on computers on a regular schedule.
- **Endpoint Security** – Anti-malware, web-threat protection, intrusion defense and data loss prevention safeguard endpoints.
- **Datacenter Security** – Anti-malware, IPS, firewall, file and system integrity monitoring, and application protection ensure security and compliance for physical and virtual servers.
- **Web Security** – Complete website and application protection; content scanning and URL filtering deliver web threat protection at the gateway.
- **Message Security** – Blocks spam, malware, phishing and data leaks at the email gateway and mail server.
- **Vulnerability Management** – Vulnerability management solutions reduce risk; Threat Management Service protects against evasive threats.



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- **Firewall / DMZ** – SpeakWrite environments are protected by modern firewalls utilizing strict rules to minimize exposed services.
  - **Monitoring Security** – SpeakWrite IT is notified immediately when a virus or malware is detected on any computer. IT contacts the employee and rebuilds the employee's computer. SpeakWrite IT is notified when there is irregular network traffic and researches and responds to each alert.

### *Encryption and SSL Encryption*

SpeakWrite uses encryption when sending and receiving files over the Internet. This includes client uploads of audio, client downloads of completed jobs, clients viewing and updating personal information, and the upload and download of client jobs to typists.

### *Authentication*

Both Users and typists require authentication in the system. Clients are authenticated when they use the toll-free dictation line or login to the web site. Typists are authenticated at multiple steps in the transcription process to increase the level of security.

### *Authorization*

Authorization verifies client access upon logging in and which functionality is available to each particular client. For typists, authorization is used to verify that they have been assigned a job and verifies the authority of a typist to download job information and upload finished documents.

### *Secure Network of Typists*

SpeakWrite conducts a review of each typist's employment history and utilizes a 3<sup>rd</sup> party entity to perform a 7-year criminal background check, which includes a social security number trace, felony and misdemeanor search, multi-state instant criminal check with verification and a nationwide sex offender registry check on each one. Each typist signs Nondisclosure and Confidentiality Agreements. Typists complete training on handling client material, HIPAA compliance and undergo consistent internal review. U.S. and Canadian-based typists are geographically dispersed through the country. Jobs are assigned at random to ensure that no typist receives multiple jobs about the same case or subject, and a typist's identity is never available to other typists.

### *Criminal Justice Information Services (CJIS)*

SpeakWrite operates under the security and data protection requirements of the FBI's CJIS compliance.

### *Optional two factor authentication*

Clients may elect to employ two factor authentication on their accounts.

## **9 Volume/Capacity**

SpeakWrite will accept and process any volume the Department submits without any prior notification or rate quote. Our network of typists work around the clock to ensure your transcription needs are met.

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## **10 Account Management and Reporting**

SpeakWrite will provide online tools to enable agency personnel to monitor account usage and modify account settings.

### **10.1 Group Account Pages**

SpeakWrite's administrative login feature enables designated agency personnel to manage users, view and retrieve jobs, and access billing and usage information in real time. Administrators may request custom reports from SpeakWrite to analyze usage data such as: total usage, usage by employee, usage by area, total dollars spent, dollars by employee, dollars by job, and turnaround time data. The Group Account Pages will provide the following functions:

- Add and remove accounts
- Maintain account information
- Update Word processing preferences
- Manage User and Departmental Templates, Word List, and all User and Group features
- View usage and billing data
- Retrieve completed transcriptions and audio from submitted jobs
- Designate who can submit jobs
- View who submitted jobs and when
- View word count for completed jobs
- View associated costs

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### 10.2 Individual Account Pages

SpeakWrite will provide each account holder with a personal page on the SpeakWrite web site. From this page, the User can view details about jobs and complete functions such as:

- Upload digital audio files for transcription
- Add instructions feature for notes to the typists (names, terminology, start/stop point within audio)
- Download completed transcriptions and/or original audio from submitted jobs
- Manage Templates, Word List, and all other account features
- Send a comment regarding a job
- Update account preferences
- Access training materials and tutorials

### 10.3 Invoicing and Billing

SpeakWrite will provide the following services related to invoicing and billing:

- Submit monthly invoices in Excel and PDF format with a detailed breakdown of each requirement of this section.
- Provide access to a password-protected site that displays billing and usage data 24 hours a day. Data includes the status of any job, account information, usage reports, and billing information.

### 10.4 Training and User Support

SpeakWrite offers the following services and support to help Users learn to use the SpeakWrite system effectively:

- **Online Tutorial** – SpeakWrite offers online tutorials to help users become acquainted with the features and capabilities of the service.
- **Webinars** – online, remote training courses, offered live to user groups at no cost to the agency.
- **Onsite Training** – as required, SpeakWrite will conduct onsite training sessions at no cost to the agency.
- **SpeakWrite Website** – the SpeakWrite website contains a plethora of useful instructions, tips and reference materials.
- **Account Management** – Each SpeakWrite user is assigned a dedicated Account Manager who serves as the go-to point of contact for assistance.
- **Customer Support** – Users can also call the toll-free help line or email questions to receive support from 7am-midnight CST Monday thru Friday and 8am-11pm CST Saturday and Sunday. Support is available on Holidays from 9am-6pm CST.

## 11 Insurance

For contracting purposes when applicable, SpeakWrite will maintain the required insurance allocations.

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## 12 Pricing & Definitions

Use of the SpeakWrite service is completely pay-as-you-go. There are no fixed costs of any kind for using the service or having it available 24 hours a day. The Department is only charged for work transcribed and only at a per word cost. For words transcribed, the cost is:

| Type of Work        | Rate                            |
|---------------------|---------------------------------|
| General             | 1 <sup>1/2</sup> cents per word |
| Legal               | 1 <sup>1/2</sup> cents per word |
| Multi-Speaker       | 2 <sup>1/4</sup> cents per word |
| Spanish Translation | \$9.00 per audio minute         |

*Figure 2. SpeakWrite charges by the word with a minimum charge of 100 words per submitted audio file. Job total is calculated on final word count x rate per word rounded to the nearest 100<sup>th</sup>.*

### Definitions of Categories of Jobs:

**General** – Work not requiring the use of a trained and experienced legal transcriptionist.

**Legal** – Work requiring the use of a trained and experienced legal transcriptionist.

**Multi-Speaker** – Transcription of recorded conversations, interviews, seminars, conference calls or anything which involves more than one person speaking. A User can name up to two speakers per recording.

**Spanish** – Work requiring the use of a trained and experienced bilingual transcriptionist. Please refer to our Spanish Scope of Service.

### Word Count

SpeakWrite will use the word count feature in Microsoft Word to determine final charges. Since rates are per word, there are no price variables such as number of pages, length of the dictation, submission method, or audio quality. Each type of dictation submitted will be charged the same rate every time.

### Templates

Words from any client template incorporated into a job are included in the final word count of that job. Text from the header or footer portion of a transcribed document is not included in that word count.

### Urgent Pricing

Users have the ability to mark a job as “urgent” placing that job at the top of the queue thereby returning the finished product in a fraction of the time. Jobs that are marked as “urgent” are charged an additional \$24.95 in addition to the per word cost of the job.

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### 13 Assumptions

- Upon authorization to proceed, designated account administrator will participate in the activities required to begin service including: determining User sign up procedures, establishing the security approach for emails, confirming report formats, and confirming and completing training requirements.
- SpeakWrite's average monthly turnaround time is based on routine dictations employees complete in their everyday work. Should the Purchaser encounter a frequent, ongoing and sustained need for a type of dictation that falls outside the norms of what can reasonably be done within the required timeframes, SpeakWrite will immediately notify the designated account administrator to determine the appropriate resolution.
- SpeakWrite follows the standards for preparing documents found in its Document Preparation Policy as described at [www.speakwrite.com](http://www.speakwrite.com).
- All work done for SpeakWrite customers will be transcribed as dictated in the order dictated. SpeakWrite does not guess what a client might have meant, replace or correct formatting, transcribe music lyrics, or recreate forms. All work will be transcribed as dictated and based on the instructions provided within the audio or via the job instruction interface when uploading digital audio and video files. Any inaudible portions of the audio will be marked with four asterisks (\*\*\*\*) in the typed document as an indication that the transcriptionist was unable to decipher that portion of the audio file.

### Smartphone App



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*Figure 3. SpeakWrite's Smartphone App for iPhone and Android enables Department users to record and submit dictation and other recorded material from anywhere. App features include the ability to record telephone calls and send for transcription and incorporate pictures into the final document*