

**THIRD AMENDMENT
TO
MASTER SUBSCRIPTION AGREEMENT**

THIS THIRD AMENDMENT TO MASTER SUBSCRIPTION AGREEMENT (the “Third Amendment”) is made and entered into as of _____, 2021, by and between the CITY OF ORANGE, a municipal corporation (“Customer”), and GRANICUS, LLC, a Minnesota Limited Liability Company (“Granicus”), with reference to the following:

A. Customer and Granicus entered into a Master Subscription Agreement (Agreement No. 6858) dated October 8, 2019, which is incorporated herein by this reference (the “Original Agreement”); and

B. Customer and Granicus amended the Original Agreement to revise the Scope of Services and increase the compensation by a First Amendment to Master Subscription Agreement (Agreement No. 6858.1) dated July 13, 2020, which is incorporated herein by this reference (the “First Amendment”); and

C. Customer and Granicus amended the First Amendment to add a Scope of Work, revise the Term and increase the compensation by a Second Amendment to Master Subscription Agreement (Agreement No. 6858.2) dated September 23, 2020, which is incorporated herein by this reference (the “Second Amendment”); and

D. Customer and Granicus desire to further amend the Original Agreement to modify, amend and supplement certain portions of the Original Agreement to revise the Statement of Work to include host compliance services.

NOW, THEREFORE, the parties hereby agree as follows:

Section 1. Defined Terms. Except as otherwise defined herein, all capitalized terms used herein shall have the meanings set forth for such terms in the Original Agreement.

Section 2. Cross-References. Customer and Granicus agree that all references in this Third Amendment are deemed and construed to refer to the Original Agreement, as amended and as implemented by this Third Amendment.

Section 3. Revised Statement of Work. The Statement of Work, Exhibit A of the Original Agreement, as amended, is hereby amended, modified and supplemented to include the services described on Exhibit A attached hereto and incorporated herein by this reference.

Section 4. Revised Compensation. The Compensation payable to Granicus is hereby increased by TWENTY FOUR THOUSAND FOUR HUNDRED THIRTY SEVEN DOLLARS and 99/100 (\$24,437.99), as detailed in Exhibit A to this Third Amendment.

Section 5. **Integration.** This Third Amendment amends, as set forth herein, the Original Agreement and, except as specifically amended hereby, the Original Agreement, as amended, shall remain in full force and effect. To the extent that there is any conflict or inconsistency between the terms and provisions of this Third Amendment and the terms and provisions of the Original Agreement as amended, the terms and provisions of this Third Amendment shall control and govern the rights and obligations of the parties.

IN WITNESS of this Third Amendment, the parties enter into this Third Amendment on the year and day first above written.

“GRANICUS”

“CUSTOMER”

GRANICUS, LLC, a Minnesota Limited Liability Company

CITY OF ORANGE, a municipal corporation

*By: _____
Printed Name: _____
Title: _____

By: _____
Mark A. Murphy, Mayor

*By: _____
Printed Name: _____
Title: _____

APPROVED AS TO FORM:

Mary E. Binning
Senior Assistant City Attorney

***NOTE:** *If GRANICUS is a corporation, the Customer requires the following signature(s):*
-- *(1) the Chairman of the Board, the President or a Vice-President, **AND** (2) the Secretary, the Chief Financial Officer, the Treasurer, an Assistant Secretary or an Assistant Treasurer. If only one corporate officer exists or one corporate officer holds more than one corporate office, please so indicate. **OR***
-- *The corporate officer named in a corporate resolution as authorized to enter into this Agreement. A copy of the corporate resolution, certified by the Secretary close in time to the execution of the Agreement, must be provided to the Customer.*

EXHIBIT “A”

SUPPLEMENTAL STATEMENT OF WORK

[Behind this page.]



408 Saint Peter Street, Suite 600
Saint Paul, MN 55102
United States

EXHIBIT A

THIS IS NOT AN INVOICE

Order Form
Prepared for
Orange, CA

Granicus Proposal for Orange, CA

ORDER DETAILS

Prepared By: Kyle Salonga
Phone: 415.874.1783
Email: kyle.salonga@granicus.com
Order #: Q-123769
Prepared On: 04/02/2021
Expires On: 06/30/2021

ORDER TERMS

Currency: USD
Payment Terms: Net 30 (Payments for subscriptions are due at the beginning of the period of performance.)

PRICING SUMMARY

The pricing and terms within this Proposal are specific to the products and volumes contained within this Proposal.

One-Time Fees			
Solution	Billing Frequency	Quantity/Unit	One-Time Fee
Address Identification - Setup and Configuration	Up Front	1 Each	\$0.00
Address Identification - Online Training	Up Front	1 Each	\$0.00
Compliance Monitoring - Setup and Configuration	Up Front	1 Each	\$0.00
Compliance Monitoring - Online Training	Up Front	1 Each	\$0.00
Mobile Permitting & Registration - Setup and Configuration	Up Front	1 Each	\$0.00
Mobile Permitting & Registration - Online Training	Up Front	1 Each	\$0.00
Rental Activity Monitoring - Setup and Configuration	Up Front	1 Each	\$0.00
Rental Activity Monitoring - Online Training	Up Front	1 Each	\$0.00
SUBTOTAL:			\$0.00

New Subscription Fees			
Solution	Billing Frequency	Quantity/Unit	Annual Fee
Address Identification	Annual	408 Rental Listings	\$10,404.75
Compliance Monitoring	Annual	278 Rental Units	\$3,753.59
Mobile Permitting & Registration	Annual	1 Each	\$5,000.00
Rental Activity Monitoring	Annual	278 Rental Units	\$5,279.65
SUBTOTAL:			\$24,437.99

- Please note, annual fees for new subscriptions will be prorated to align to Client's then-current billing term. Exceptions include Recurring Captioning Services, SMS, and Targeted Messages.

PRODUCT DESCRIPTIONS

Solution	Description
Address Identification	Service to systematically identify the addresses and owner's contact information for short-term rentals located in a specific local government's jurisdiction. Data provided in the form of a online software platform which makes it easy to access the complete property and owner address information and screenshots for all identifiable short-term rental units.
Address Identification - Setup and Configuration	Setup and configuration of the platform to facilitate the systematic identification of the addresses and owner's contact information for short-term rentals located in a specific local government's jurisdiction.
Address Identification - Online Training	Virtual training session with a Granicus professional services trainer.
Compliance Monitoring	Ongoing monitoring of a specific jurisdiction's short-term rentals for compliance with the relevant registration/licensing/permitting requirements. In practice this involves the matching and cross-referencing of Host Compliance's always up-to-date database of actively listed short-term rentals, with the jurisdiction's database of properly registered/licensed/permited short-term rentals.
Compliance Monitoring - Setup and Configuration	Setup and configuration of the system to enable ongoing monitoring of a specific jurisdiction's short-term rentals for compliance with the relevant registration/licensing/permitting requirements.
Compliance Monitoring - Online Training	Virtual training session with a Granicus professional services trainer.
Mobile Permitting & Registration	Mobile-enabled online forms and back-end systems for streamlining the registration/licensing/permitting of individual short-term rental hosts and capturing and processing the associated signatures, payments and required documentation
Mobile Permitting & Registration - Setup and Configuration	Setup and configuration of mobile-enabled online forms and back-end systems for streamlining the registration/licensing/permitting of individual short-term rental hosts and capturing and processing the associated signatures, payments and required documentation
Mobile Permitting & Registration - Online Training	Virtual training session with a Granicus professional services trainer.
Rental Activity Monitoring	Ongoing monitoring of Short-term Rental listings for signs of rental activity. Makes it easy to identify highly utilized properties, high-grossing short-term rental properties and other high value tax audit candidates

Solution	Description
Rental Activity Monitoring - Setup and Configuration	Setup and configuration of ongoing monitoring of Short-term Rental listings for signs of rental activity.
Rental Activity Monitoring - Online Training	Virtual training session with a Granicus professional services trainer.

TERMS & CONDITIONS

- The terms and conditions set forth in the Agreement effective 11/8/2019 are incorporated herein by reference.
- This quote is exclusive of applicable state, local, and federal taxes, which, if any, will be included in the invoice. It is the responsibility of Orange, CA to provide applicable exemption certificate(s).
- Granicus certifies that it will not sell, retain, use, or disclose any personal information provided by Client for any purpose other than the specific purpose of performing the services outlined within this Agreement.
- If submitting a Purchase Order, please include the following language: The pricing, terms and conditions of quote Q-123769 dated 04-02-2021 are incorporated into this Purchase Order by reference and shall take precedence over any terms and conditions included in this Purchase Order.
- Notwithstanding anything to the contrary, Granicus reserves the right to adjust pricing at any renewal in which the volume has changed from the prior term without regard to the prior term's per-unit pricing.