



AMENDMENT NO. 1-2
TO CONTRACT MA-017-20011143
FOR AGENDA MANAGEMENT SYSTEM
BETWEEN
COUNTY OF ORANGE
AND

~~PRIME GOVERNMENT SOLUTIONS INC. GRANICUS, LLC.~~

This Amendment No. ~~2~~ to Contract MA-017-20011143 (hereinafter "Amendment No. ~~2~~") is made and entered into as of the date fully executed by and between the County of Orange (hereinafter "County"), a political subdivision of the State of California, and ~~Prime Government Solutions Inc. (hereinafter "Contractor"), with a place of business at 3429 Derry St. Harrisburg, PA 17111. Granicus, LLC, with a place of business at 408 St. Peter St., Suite 600, St. Paul, MN 55102. ("Contractor"),~~ with County and Contractor sometimes individually referred to as "Party" or collectively as "Parties".

RECITALS

WHEREAS, County and ~~Contractor Prime Government Solutions Inc. ("PGS")~~ executed Contract MA-017-20011143 (hereinafter "Contract") for Agenda Management System, effective May 7, 2020 through and including May 6, 2023 in an amount not to exceed \$232,000; and

~~WHEREAS, County and PGS executed Amendment No.1 to update the Contractors address as reflected in the Contract preamble, the Contractors federal tax classification and to replace Table III of Attachment B – Cost Compensation; and~~

~~WHEREAS, in about March 2021, Rock Solid Technology, Inc. ("Rock Solid"), a Texas corporation, purchased all the assets of PGS; and~~

~~WHEREAS, in about October 2022, Contractor purchased all of the assets of Rock Solid; and~~

~~WHEREAS, Paragraph I, Assignment, of the Contract requires County's express written consent to any assignment of the Contract and Contractor has requested County's consent of the assignment of the Contract to Contractor; and~~

~~WHEREAS, Contractor agrees to be bound by all the terms and conditions of the Contract, as amended as if it had been an original signatory to the Contract; and~~

~~WHEREAS, County desires to amend the Contract to update the Contractors address as reflected in the Contract preamble, the Contractors federal tax classification and to replace Table III of Attachment B—Cost Compensation; and~~

~~WHEREAS, Contractor has agreed to continue to provide an Agenda Management System in accordance with the terms herein.~~

~~WHEREAS, County desires to amend the Contract to renew the Contract for one (1) additional year, to revise Paragraph 44, Notice, and to incorporate the Assignment, and Consent Agreement into the Contract; and~~

~~NOW THEREFORE, for and in consideration of the mutual promises and covenants contained herein, the receipt, sufficiency and adequacy of which is hereby acknowledged, the Parties, intending to be legally bound, hereby contract and agree as follows:~~

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Granicus, LLC Prime Government Solutions Inc.	Folder No. C03470145202	Agenda Management System

NOW THEREFORE, the Parties mutually agree as follows:

1. Contract shall be amended to delete and replace the preamble with the following:

~~“This Contract to provide an Agenda Management System (Agenda system) for the County of Orange (“Contract”) is made and entered into as of the date fully executed by and between the County of Orange, a political subdivision of the State of California, acting through the County Executive Office/Office of Information Technology, (“County”) and Prime Government Solutions Inc., with a place of business at 3429 Derry St. Harrisburg, PA 17111 (“Contractor”). County and Contractor may be referred to individually as “Party” or collectively as “Parties”.”~~

2. Contract shall be amended to delete Table III of Attachment B—Cost Compensation and replaced with the following:

TABLE III

CONTRACT TOTALS BY YEARS			
		OPTIONAL YEARS	
	YEARS 1-3 (Months 0—36)	YEARS 4 & 5	YEARS 6 & 7
ONE TIME FEES	\$52,000	N/A	N/A
RECURRING FEES	\$180,000	\$125,400	\$129,162
TOTAL	\$232,000	\$125,400	\$129,162
CONTINGENCY AMOUNT	\$10,000		
7-YEAR TOTAL WITH CONTINGENCY AMOUNT			\$496,562

3. All other terms and conditions of this Contract, except as amended herein, shall remain unchanged and in full force and effect.

END OF RECITALS

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ARTICLES

- 1. Amend Contract MA-017-20011143 to change Contractor from Prime Government Solutions, Inc. to Granicus LLC per Exhibit 1, entitled "Assignment and Consent Agreement".
- 2. The Contract is renewed for a period of two (2) years, effective May 7, 2023 through May 6, 2025, in an amount not to exceed \$125,400 for this renewal period, unless otherwise terminated by County under the term of the Contract; on the amended terms and conditions.
- 3. Paragraph 44, Notices, of the Contract is deleted in its entirety and replaced with the following:

44. Notices: Any and all notices permitted or required to be given hereunder shall be deemed duly given (1) upon actual delivery, if delivery is by hand; (2) upon delivery by the United States mail, if delivery is by postage paid registered or certified return receipt requested mail; or (3) upon delivery via electronic mail with paper copy delivered by United States mail or hand to Party. Each such notice shall be sent to the respective Party at the address indicated below or to any other address as the respective Parties may designate from time to time.

For Contractor:

Attn: Contracts
408 St. Peter Street, Ste 600
Saint Paul, NM 55102
Phone: 800-314-0147

Email: contracts@granicus.com

For County:

County of Orange, Clerk of the Board
Attn: Lily Vu, Deputy Purchasing Agent
400 W. Civic Center Dr, 6th Floor
Santa Ana, CA 92701

Phone: 714-834-5528
Email: Lily.Vu@ocgov.com

- 4. Except as expressly amended by this Amendment No. 2, all terms and conditions of the Contract, as previously amended, shall remain unchanged and in full force and effect.

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SIGNATURE PAGE

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment on the date set forth opposite their signature(s).

Contractor shall provide two signatures as follows:

- 1) The first signature must be either the Chairman of the Board, President, or any Vice President;
- 2) The second signature must be that of the Secretary, an Assistant Secretary, the Chief Financial Officer, or any Assistant Treasurer.

In the alternative, a single corporate signature is acceptable when accompanied by a corporate resolution or by-laws demonstrating the legal authority of the signature to bind the company.

PRIME GOVERNMENT SOLUTIONS INC., GRANICUS, LLC.

_____	_____
Print Name	Title
_____	_____
Signature	Date
_____	_____
Print Name	Title
_____	_____
Signature	Date

COUNTY OF ORANGE, a political subdivision of the State of California

_____	_____
Print Name	Title
_____	_____
Signature	Date

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Inc.	C03470145202	

Attachment C

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Approved by Board of Supervisors on: _____

APPROVED AS TO FORM

OFFICE OF THE COUNTY COUNSEL

By: _____

Deputy

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