

AMENDMENT NO. 1 TO THE PROFESSIONAL SERVICES AGREEMENT
BETWEEN THE CITY OF MANHATTAN BEACH AND QUICKCAPTION, INC.

This First Amendment ("Amendment No. 1") to that certain agreement by and between the City of Manhattan Beach, a California municipal corporation ("City") and Quick Caption, Inc., a California corporation ("Contractor") (collectively, the "Parties") is hereby entered into as of May 21, 2019 ("Effective Date").

RECITALS

A. On August 1, 2017, the City and Contractor entered into an agreement for professional services for the Contractor to provide broadcast real-time closed captioning services ("Agreement");

B. The Parties now desire to amend the Agreement to increase the annual Maximum Compensation amount by \$25,000 due to the length and number of unanticipated City Council meetings, as well as to provide transcript time coding and imbedding.

NOW, THEREFORE, in consideration of the Parties' performance of the promises, covenants, and conditions stated herein, the Parties hereby agree as follows:

Section 1. Section 3.A of the Agreement is hereby revised to read as follows:

"A. Compensation. As full compensation for Services satisfactorily rendered, City shall pay Contractor at the hourly rates set forth in the Approved Fee Schedule attached hereto as **Exhibit B**. In no event shall Contractor be paid more than \$54,485 annually (the "annual Maximum Compensation") for such Services."

Section 2. Section 3.C of the Agreement is hereby revised to read as follows:

"C. Additional Services. City shall not allow any claims for additional services performed by Contractor, unless the City Manager and the Contractor Representative authorize the additional services in writing prior to Contractor's performance of the additional services or incurrence of additional expenses. Any additional services or expenses authorized by the City Manager shall be compensated at the rates set forth in Exhibit B, or, if not specified, at a rate mutually agreed to by the Parties. City shall make payment for additional services and expenses in accordance with Section 4 of this Agreement. The City shall not pay more than 20% of the annual Maximum Compensation for these additional services without City Council approval."

Section 3. Except as specifically amended by this Amendment No. 1, all other provisions of the Agreement shall remain in full force and effect.

IN WITNESS THEREOF, the Parties hereto have executed this Amendment No. 1 on the day and year first shown above.

CITY OF MANHATTAN BEACH

QUICKCAPTION, INC.

By: _____
Bruce Moe, City Manager

By: Arthur Howard
Its: President

ATTEST:

Liza Tamura, City Clerk

APPROVED AS TO FORM:

Qm Barrow
Quinn M. Barrow, City Attorney

EXHIBIT B
APPROVED FEE SCHEDULE

Broadcast Captioning Services	Fixed Price / Event Rate	Rate Per Hour For Exceeding Hours Over Given Average
Meeting Type		
City Council Meetings	\$460.	\$110.
Planning Commission Meetings	\$265.	\$110.
City Budget Meetings	\$360.	\$110.
Community Events	\$265.	\$110.
Internal City Events	\$430.	\$110.
*One-hour minimum applies with 30 minutes billing increments thereafter		

The above rates include the submission of the real-time, unedited transcript within 24 hours of the completion of the live event, via email in the format of client's choice.

Rate Per Hour For Additional (ad hoc) Programs
\$110.
*One-hour minimum with 30 minutes billing increments thereafter

Additional Services	Half Hourly Rate	Invoiced Minimum
Video Captioning To include transcript, time coding, imbedding	\$75.00	30 minutes
Verbatim Transcription only - offline (Post-production)	\$40.00	15 minutes

Additional Options Fee Schedule

Following any live event which has been Broadcast Captioned by QuickCaption, and upon client request, QuickCaption may also provide:

Option A Edited Transcript Cost: Additional \$35.00 per audio hour invoiced in 30-minute increments with a one-hour minimum.

Edited transcript of any portion of the live event or the entirety of the event (reviewed and revised for misspellings and stenographic errors) is considered an option and is to be ordered on as-needed bases.

Option B Verbatim Transcript Cost: Additional \$110.00 per audio hour invoiced in 30-minute increments with a one-hour minimum.

The verbatim transcript, edited against audio recording of live event with corrections made and omissions entered, is considered an option and is to be ordered on an as-needed basis.