

**VILLAGE OF DOWNERS GROVE**  
Report for the Village

<b>SUBJECT:</b>	<b>10/1/2024</b>	<b>SUBMITTED BY:</b>
Resolution Approving a Contractual Services Agreement and a Third Amendment to the Software Subscription Agreement with CityView for the Purchase and Implementation of CityView Business Licensing Software		Enza Petrarca Village Attorney

**SYNOPSIS**

Resolutions have been prepared to approve a Contractual Services Agreement and a Third Amendment to the Software Subscription Agreement with CityView for the purchase and implementation of CityView Business Licensing Software to enable Downers Grove to process business license applications and renewals through the CityView platform.

**STRATEGIC PLAN ALIGNMENT**

The goals for 2023 – 2025 include *Exceptional Municipal Services*.

**FISCAL IMPACT**

The not-to-exceed cost associated with the purchase and implementation of CityView Business License is \$74,781.

- There is a one-time fee of \$51,720 to implement the business license subscription
- There is an annual fee of \$23,061 for the Amendment to the Software Subscription Agreement, which includes the purchase of an additional 10 user licenses for the CityView platform

**BACKGROUND**

The original software subscription agreement with CityView does not include the module that enables the application for business licenses, the renewal of business licenses, the approval of business licenses and the formation of correspondence relative to the foregoing. An amendment to the existing Subscription Agreement is required for this module, and a separate Contractual Services Agreement is required for the implementation of the module. Additionally, the original agreement with CityView must be amended to provide 10 additional user licenses for the business license feature.

The Contractual Services Agreement authorizes the implementation of the business license feature on the CityView platform and contemplates Village employee training related to the same. The Amendment to the Software Subscription Agreement will support the ongoing maintenance and necessary integration updates for the business license feature of the CityView platform.

**RECOMMENDATION**

Approval on the October 1, 2024 Consent Agenda.

**ATTACHMENTS**

Resolution

Contractual Services Agreement

Amendment No. 3 to Software Subscription Agreement

**RESOLUTION NO. \_\_\_\_\_****A RESOLUTION AUTHORIZING EXECUTION OF AMENDMENT No. 3 TO SOFTWARE SUBSCRIPTION AGREEMENT BETWEEN THE VILLAGE OF DOWNERS GROVE AND N. HARRIS COMPUTER CORPORATION (“CITYVIEW”)**

BE IT RESOLVED by the Village Council of the Village of Downers Grove, DuPage County, Illinois, as follows:

1. That the form and substance of a certain Amendment No. 3 to Software Subscription Agreement (the "Agreement"), between the Village of Downers Grove (the “Subscriber”) and N. Harris Computer Corporation (“CityView”), for an amendment to the current Software Subscription Agreement between Subscriber and CityView for the purchase of the business licensing module and additional licenses, as set forth in the form of the Agreement submitted to this meeting with the recommendation of the Village Manager, is hereby approved.

2. That the Village Manager and Village Clerk are hereby respectively authorized and directed for and on behalf of the Village to execute, attest, seal and deliver the Agreement, substantially in the form approved in the foregoing paragraph of this Resolution, together with such changes as the Manager shall deem necessary.

3. That the proper officials, agents and employees of the Village are hereby authorized and directed to take such further action as they may deem necessary or appropriate to perform all obligations and commitments of the Village in accordance with the provisions of the Agreement.

4. That all resolutions or parts of resolutions in conflict with the provisions of this Resolution are hereby repealed.

5. That this Resolution shall be in full force and effect from and after its passage as provided by law.

\_\_\_\_\_  
Mayor

Passed:

Attest: \_\_\_\_\_

Village Clerk



AMENDMENT No. 3  
TO  
SOFTWARE SUBSCRIPTION AGREEMENT

**THIS AMENDMENT NO. 3 to the Software Subscription Agreement** (the "Amendment") is dated and made effective on \_\_\_\_\_ by and between N. Harris Computer Corporation ("CityView") and Village of Downers Grove, IL (Customer)

RECITALS

**WHEREAS**, the parties have entered into a Subscription Agreement, dated February 3, 2021 (the "Agreement"); as amended by Amendment #1 dated October 11, 2022 and Amendment #2 dated July 12, 2023.

**WHEREAS**, the parties desire to amend the Agreement as set forth herein.

**NOW, THEREFORE**, in consideration of the foregoing and the premises and mutual covenants hereinafter contained, the parties hereto agree as follows:

**1** Amended Terms - Additional Software and Services

1.1 The Schedule A to the Agreement shall be amended by adding the attached Schedule A of this Amendment No. 3 to the end of Schedule A of the Agreement.

**2** General Provisions

2.1 No Other Amendments. Except as specifically modified by this Amendment, the terms of the Agreement, including its schedules, attachments, appendices, and exhibits, shall remain unchanged and in full force and effect and the parties hereto confirm and agree to be bound by all the terms and provisions of the Agreement as amended hereby.

2.2 Entire Agreement; Amendment; Waiver. The Agreement, as amended by this Amendment, sets forth the entire agreement and understanding of the parties hereto with respect to the matters contemplated by the Agreement and this Amendment, and supersedes all prior agreements, arrangements, and understandings (whether oral or written) relating to the subject matter thereof. The Agreement may not be amended, waived, discharged, or terminated other than by a written instrument signed by the party against whom enforcement of such amendment, waiver, discharge, or termination is sought.

2.3 Counterparts. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

2.4 Binding Effect. This Amendment shall be binding upon, and inure to the benefit of, the parties hereto and their respective successors and assigns.



2.5 If any provision of this Amendment shall be declared void or unenforceable by any judicial or administrative authority, the validity of any other provision and of the entire Amendment shall not be affected thereby. The titles and subtitles used in this Amendment are for convenience only and are not to be considered in construing or interpreting any term or provision of the Amendment.

**IN WITNESS WHEREOF**, the parties have executed this Amendment as of the date first written above through their duly authorized representatives.

ACCEPTED

ACCEPTED

CityView Authorized Signature:

Customer Authorized Signature:

Name: Susan McCormick

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

Title: Executive Vice President

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

Date: September 24, 2024

Date: \_\_\_\_\_



SCHEDULE A TO AMENDMENT NO.3

THE PORTIONS OF SCHEDULE 'A' ABOVE DEPICTS THE FEES AND SUBSCRIPTION SOFTWARE PROVIDED AS OF THE EFFECTIVE DATE. THE PORTION OF SCHEDULE 'A' BELOW IS THE AMENDED PORTION TO SHOW THE SUBSCRIPTION SOFTWARE AND FEES ADDED PURSUANT TO AMENDMENT NO. 3 OF THE AGREEMENT DATED \_\_\_\_\_, AND EFFECTIVE AS OF THE DATE BELOW.

DESCRIPTION OF SOFTWARE SUBSCRIPTION, PAYMENT MILESTONES AND DELIVERABLES FOR THOSE PRODUCTS PROVIDED AS OF \_\_\_\_\_.

NEW SOFTWARE, USERS AND ADD-ONS PROVIDED AS OF \_\_\_\_\_ AND NOW SUBJECT TO THIS AGREEMENT

**CityView, User Access and Add-Ons**

CityView Named Application Client – Workspace (Qty: 10)
CityView Business Licensing
CityView Portal for Business Licensing

PAYMENT MILESTONES AND TERMS

Software Subscriptions	Deliverables	Payment Milestone	Payment Terms
Software Subscriptions (year 1 and subject to annual revision) Include:  10 CityView Named Application Client – Workspace  CityView Business Licensing  CityView Portal for Business Licensing	CityView will: • Apply the key for CityView Subscriptions	\$23,061	Invoiced on execution of the amendment, pro-rated with current renewal and due net 30 days

Taxes are extra.