# RESOLUTION NO. 2016-03

**A Resolution of the Washington Multi-City Business License and Tax Portal Agency Executive Board accepting assignment of the City of Seattle SaaS Agreement 3102 to the Agency**

**Whereas**, the City of Seattle ("the City) and Ramware LLC (dba e-Gov Systems) have previously agreed that the City may assign its rights and responsibilities under that certain Contract for Multi-City Business License and Tax Portal Solution Contract #3102 (hereinafter, "Contract 3102") to a municipal non-profit corporation; and

**Whereas**, the Washington Multi-City Business License and Tax Portal Agency ("Portal Agency") is a municipal non-profit corporation formed to operate a multi-city tax portal solution, and which desires to accept the assignment of Contract 3102; and

**Whereas**, the implementation phase of Contract 3102 is now complete and the product is moving into operations and maintenance for three cities, with new implementations for additional cities and additional functionality planned; and

**Whereas**, the Board recognizes the importance of transferring the rights and obligations under Contract 3102 from the City to the Portal Agency now to ensure timely payment of yearly hosting and service fees to the vendor; and

**Whereas**, the Board further recognizes the need to begin amending the agreement to meet the next phase of the product; **Now Therefore,**

**BE IT RESOLVED by the Executive Board of the Washington Multi-City Business License and Tax Portal Agency:**

SECTION 1. The Portal Agency hereby agrees to accept assignment of Contract 3102 from the City to the Portal Agency effective upon signature of this resolution and execution of Attachment A "Assignment".

SECTION 2. The Portal Agency approves Ramware Invoices 2145062 and 2405063, Attachment B, to be paid by the Portal Agency for the yearly License Fee and ASP Service Fee per Attachment C Payment Schedule to Contract 3102.

SECTION 3. The Portal Agency authorizes its legal representative, program manager, and Ramware to begin amending Contract 3102 to meet the Portal Agency's specific needs and to bring an amended agreement back before the Board for the Executive Board meeting scheduled for May 16, 2016.

**ADOPTED this _____ day of _____, 2016.**

ATTEST:

**Washington Multi-City Business License and Tax Portal Agency Executive Board**
Seattle, Washington

_____
**Board Secretary**

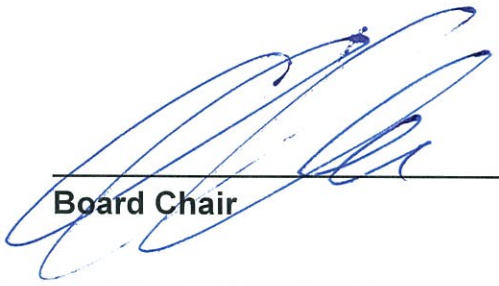
_____
**Board Chair**

SECTION 3. The Portal Agency authorizes its legal representative, program manager, and Ramware to begin amending Contract 3102 to meet the Portal Agency's specific needs and to bring an amended agreement back before the Board for the Executive Board meeting scheduled for May 16, 2016.

**ADOPTED this _____ day of _____, 2016.**

ATTEST:

**Washington Multi-City Business License and Tax Portal Agency Executive Board**
Seattle, Washington



_____
**Board Secretary**

_____
**Board Chair**

City of Seattle
Edward B. Murray, Mayor

**Finance and Administrative Services**
Fred Podesta, Director

## ASSIGNMENT

The City of Seattle ("Assignor"), having executed a contract with Ramware LLC, doing business as e-Gov Systems, hereby assigns to Washington Multi-City Business License and Tax Portal Agency doing business as FileLocal ("Assignee"), all of its right, title and interest to that certain City of Seattle Contract # 0000003102, originally dated September 6th, 2013, including any attachments, amendments, schedules, and work orders thereto ("Agreement").

Assignee agrees to assume all responsibility for Assignor's obligations under the Agreement, including:

1. FileLocal shall assume all responsibility for payments owed to Ramware and other obligations set forth in the Agreement that had previously been the held by the City of Seattle.

2. Assignor will provide FileLocal with all materials that had previously been shared with Ramware. The City of Seattle will participate and provide access to materials pertinent to the Agreement, if needed.

Date: _____

_____
("Assignor") **City of Seattle, City Purchasing**

By: _____

Name: _____

Title: _____

Department of Finance and Administrative Services
700 Fifth Avenue, 41st Floor
P.O. Box 94687
Seattle, Washington 98124-4689

Tel (206) 386-0041
Fax (206)684-7898
Hearing Impaired use the Washington Relay Service (7-1-1)
http://www.seattle.gov/FAS

## ACCEPTANCE OF ASSIGNMENT

Assignee hereby accepts the foregoing assignment and agrees to perform all duties and obligations to be performed by Assignor under the above-mentioned Agreement to the same extent as if it had been an original party thereto.

Date: _____

_____
("Assignee") **Washington Multi-City Business License and Tax Portal Agency**

By: _____

Name: _____

Title: _____

Subject to the terms and conditions of the above-mentioned Assignment and Acceptance of Assignment, Ramware LLC is hereby party to the foregoing assignment.

Date: _____

_____
**Ramware, LLC.**

By: _____

Name: _____

Title: _____

e•Gov Systems

P. O. Box 64968
Baton Rouge, LA
70896-4968

# Invoice

Washington Multi-City Business License
and Tax Portal Agency dba FileLocal
Jamie Carnell
700 Fifth Ave., Suite 4350
Seattle, WA 98124-4669

**Invoice Number:** 21405062
**Invoice Date :** 3/15/2016
**Terms:** Net 30

| Description | Amount |
|---|---|
| Annual Service Provider (ASP) Fee for Year 4 (2016) from Hosted Environment Setup per payment schedule.<br><br>Agreement FL2016-03<br>(Ramware Contract #3102) | 24,000.00 |

***Thank you for choosing e-Gov Systems.***
***Your business is appreciated!***

**Invoice Total: $24,000.00**

OUR PAYMENT ADDRESS is:
e-Gov Systems
P.O. Box 64968
Baton Rouge, LA 70896
Office:(225) 215-0100 Fax: (225) 215-0090
Employer Identification Number: 72-1381905

For inquiries regarding this invoice, please contact Elizabeth Leger at 225-612-3910

e•Gov Systems

P. O. Box 64968
Baton Rouge, LA
70896-4968

# Invoice

Washington Multi-City Business License
and Tax Portal Agency dba FileLocal
Jamie Carnell
700 Fifth Ave., Suite 4350
Seattle, WA 98124-4669

**Invoice Number:** 21405063
**Invoice Date :** 3/15/2016
**Terms:** Net 30

| Description | Amount |
|---|---|
| License fee for Year 4 (2016)<br>- System put into Production for use during live payment testing and performance testing as "first access or delivery of the Vendor Technology, Deliverables, System, and Hosted Services"<br><br>Agreement FL2016-03<br>(Ramware Contract 3102) | 150,000.00 |

***Thank you for choosing e-Gov Systems.***
***Your business is appreciated!***

**Invoice Total: $150,000.00**

OUR PAYMENT ADDRESS is:
e-Gov Systems
P.O. Box 64968
Baton Rouge, LA 70896
Office:(225) 215-0100 Fax: (225) 215-0090
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