

AMENDMENT NO. 3 TO PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 3 TO THE PROFESSIONAL SERVICES AGREEMENT, AS AMENDED (“Amendment”), effective as of August 20, 2025 (“**Amendment No. 3 Effective Date**”), is made and entered into by and between **City of Oceanside (“Biller” or “City”)**, and Invoice Cloud, Inc. (“**Invoice Cloud**”). Biller and Invoice Cloud may be referred to herein separately as a “**Party**” and collectively as “**Parties.**” Capitalized terms used herein shall have the meanings ascribed to them in the Agreement (as defined below) unless expressly defined herein.

RECITALS

WHEREAS, the City and Invoice Cloud are parties to that certain Professional Services Agreement, as amended, dated January 18, 2017 (the “**Agreement**”), wherein Invoice Cloud agreed to provide certain services to the City as set forth herein;

WHEREAS, Amendment 1 to the Agreement extended the Agreement for three (3) years, until October 22, 2025; and

WHEREAS, the City and Invoice Cloud desire to extend the term of the Agreement upon the terms and conditions set forth herein for a period of two (2) years; and

NOW THEREFORE, in consideration of the above recitals and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby agree as follows:

1. AMENDMENT OF AGREEMENT.

This Amendment hereby amends and revises the Agreement to incorporate the terms and conditions set forth in this Amendment. The relationship of the Parties shall continue to be governed by the terms of the Agreement, as amended.

2. MODIFICATIONS TO AGREEMENT. Section 13.5 of the Agreement is modified to add the following:

The term of the Agreement is hereby extended by two (2) years from October 22, 2025 to October 22, 2027.

3. GENERAL TERMS.

In the event of a conflict between the terms set forth in this Amendment and the terms of the Agreement, the terms set forth in this Amendment shall control and prevail. Except as set forth in this Amendment, all other terms and conditions of the Agreement shall remain unmodified. This Amendment may be executed in two or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one instrument.

IN WITNESS WHEREOF, the Parties hereto have, by and through their duly authorized representatives, executed this Amendment No. 3 to the Professional Services Agreement effective as of the Amendment No. 3 Effective Date first set forth above.

INVOICE CLOUD, INC.

By: Kevin W. O'Brien
Name/Title

Date: 7/29/2025

By: Kevin O'Brien / CEO
Name/Title

Date: _____

Employer ID No.

CITY OF OCEANSIDE

By: _____
City Manager

Date: _____

APPROVED AS TO FORM:


City Attorney