



Agreement Number: Q-980733

ORDER FORM

This Order Form is made by and between City of Peoria (“Client”) whose principal place of business is 419 Fulton, Suite 207, Peoria, Illinois, 61602, United States and Diligent Corporation (hereinafter “Diligent”), whose principal place of business is located at 1111 19th St NW, 9th Floor, Washington DC 20036. The Order Form is effective as of the **Effective Date**, as defined below. Each of Client and Diligent are a “Party” and are together the “Parties.” All amounts are in USD currency.

A. Terms

This Order Form, together with the applicable General Terms and Conditions as identified at <https://diligent.com/governance-cloud-terms-conditions> and the applicable Product Terms as identified at <https://diligent.com/product-terms>, form the entire agreement between the parties in respect of the products and services set forth in this Order Form (the “Agreement”). For purposes of this Agreement, in the event of any conflict between the Order Form and the General Terms and Conditions, the Order Form shall control. Notwithstanding anything to the contrary in any purchase order or other document provided by Client, any product or service provided by Diligent to Client in connection with a purchase order related to this Order Form is conditioned upon Client’s acceptance of the Agreement. Any additional, conflicting or different terms proffered by Client in a purchase order or otherwise shall be deemed null and void.

B. Diligent Services

Subscriptions

Description	Quantity	Annual Price Per	Total Annual Price
Meeting Manager Pro	1	\$13,545.00	\$13,545.00
VMHD for iCompass with Boxcast Video Streaming	1	\$2,608.00	\$2,608.00
Additional Trackers Ordinance Tracker	1	\$976.00	\$976.00
Additional Trackers Custom Tracker	1	\$976.00	\$976.00
Board Manager	1	\$1,830.00	\$1,830.00

Total Annual Subscription Fee: \$19,935.00

One-Time Installation Fee: \$0.00

One-Time Additional Services

Description	Quantity	Price Per	Total Price
Included BoxCaster Encoder	1	\$0.00	\$0.00
Boxcast Video Streaming Storage (100-Hour Block @ \$1000.00, to be calculated based on Client’s usage 2 months before each anniversary of the Effective Date, in accordance with the Product Terms)	1	\$0.00	\$0.00

One-Time Services Fee: \$0.00

Upon execution of this Agreement, Diligent will issue an invoice for the amount of \$19,935.00, plus applicable taxes.

Pricing is valid until September 11, 2022. If the Agreement received is executed by Client after this date, Diligent may accept or reject the Agreement in its sole discretion.

The “Effective Date” of this Agreement shall be the date of the Client’s signature, and the Initial Term of the Agreement shall run for 1 year from the Effective Date.



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After the Initial Term, the term of the Agreement will automatically renew for additional 1 year Renewal Terms, unless either Party provides the other written notice of non-renewal no later than 30 days prior to the expiration of the Initial Term or any Renewal Term. For each year of the Term, pricing shall increase by 5.00% on each anniversary of the Effective Date. Any notices of non-renewal issued by Client to Diligent must be provided to billing@diligent.com. All Subscription Fees shall be payable on an annual basis in advance. All payments are due Net 30 days from the date of invoice.

C. Notices And Client Information

	Invoicing	Notices
Client Contact Name:	Jessica McKean	Jessica McKean
Address:	542 SW Adams Peoria,IL 61602	542 SW Adams Peoria,IL 61602
Billing Contact:	Jessica McKean	Jessica McKean
Phone:	309-494-8100	309-494-8100
E-mail:	jmckean@peoriagov.org	jmckean@peoriagov.org
Additional Email:	starr@peoriagov.org	starr@peoriagov.org
VAT/Tax ID:	37-6001761	
Purchase Order:		

IF APPLICABLE: Tax-exempt Entity: Please attach a copy of your tax-exemption certificate to this order form.

Notices to Diligent:

Except as otherwise identified, all notices to Diligent shall be sent to:

Diligent Corporation
111 West 33rd Street, 16th Floor, New York, NY 10120

Legal@diligent.com

D. Additional Terms

- The first sentence of Section 12 (Confidentiality) of the General Terms and Conditions is restated as follows:

“Client will retain in confidence all non-public information, technology, and materials (including the Diligent Service and Software) provided by or on behalf of Diligent during the Term (Diligent’s “Confidential Information”), and Diligent shall retain in confidence the Client Data (Client’s “Confidential Information”).”
- The last two sentences of Section 16.6 (Governing Law and Dispute Resolution) of the General Terms and Conditions are hereby deleted in their entirety.
- Section 6 of the iCompass Additional Terms is hereby deleted in its entirety.



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IN WITNESS WHEREOF, the Parties hereto have executed the Agreement as of the Effective Date.

City of Peoria
("Client")

By: *Patrick Urich*

Name: Patrick Urich

Job Title: City Manager

Date: *9/30/22*

Diligent Corporation
("Diligent")

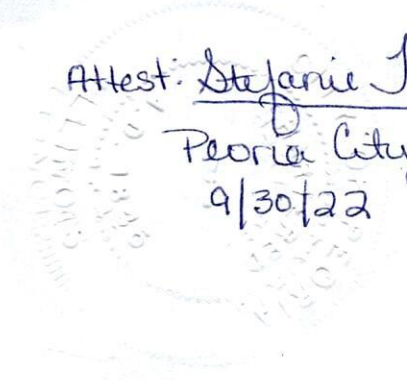
By:

Name:

Job Title:

Date:

Attest: *Stefanie Jara*
Peoria City Clerk
9/30/22



Request for Taxpayer Identification Number and Certification

► Go to www.irs.gov/FormW9 for instructions and the latest information.

Give Form to the
requester. Do not
send to the IRS.

1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank.

CITY OF PEORIA

2 Business name/disregarded entity name, if different from above

3 Check appropriate box for federal tax classification of the person whose name is entered on line 1. Check only one of the following seven boxes.

- Individual/sole proprietor or single-member LLC
- Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=Partnership) ► _____
- Other (see instructions) ► **MUNICIPALITY**

4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3):

Exempt payee code (if any) _____

Exemption from FATCA reporting code (if any) _____

(Applies to accounts maintained outside the U.S.)

5 Address (number, street, and apt. or suite no.) See instructions.

419 FULTON STREET

6 City, state, and ZIP code

PEORIA, IL 61602

7 List account number(s) here (optional)

Requester's name and address (optional)

Print or type.
See Specific Instructions on page 3.

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the instructions for Part I, later. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN*, later.

Note: If the account is in more than one name, see the instructions for line 1. Also see *What Name and Number To Give the Requester* for guidelines on whose number to enter.

Social security number

			-			-				
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or

Employer identification number

3	7	-	6	0	0	1	7	6	1
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Part II Certification

Under penalties of perjury, I certify that:

- The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
- I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
- I am a U.S. citizen or other U.S. person (defined below); and
- The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions for Part II, later.

Sign Here

Signature of U.S. person ►

Kyle P. Cratty

Date ►

General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.

Future developments. For the latest information about developments related to Form W-9 and its instructions, such as legislation enacted after they were published, go to www.irs.gov/FormW9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following.

- Form 1099-INT (interest earned or paid)

- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)
- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See *What is backup withholding*, later.

Verify that all of your Illinois Sales Tax Exemption Certificate information is correct

- ✓ If not, contact us immediately.
- ✓ **Do not discard** - your Illinois Sales Tax Exemption Certificate is an important tax document that authorizes you to purchase tangible personal property for use or consumption tax-free.

OFFICIAL DOCUMENT State of Illinois - Department of Revenue OFFICIAL DOCUMENT

Illinois Sales Tax Exemption Certificate

CITY OF PEORIA

419 FULTON ST STE 100
PEORIA IL 61602-1217



Sales Tax Exemption Certificate

Issue date: 02/10/2020	Sales Tax Exemption	E99940485
Expiration date: 03/01/2025	Organization type:	Governmental

This entity is authorized under the Retailers' Occupation Tax Act to purchase tangible personal property for use or consumption tax-free.

ILLINOIS REVENUE
[Signature]
Director

OFFICIAL DOCUMENT - DO NOT DESTROY