CITY OF NEWTON
1000 COMMONWEALTH AVENUE
NEWTON, MA 02459
PHONE: 617-796-1220
FAX: 617-796-1227
Tax Exempt No. 046-001-404

PURCHASE ORDER
1702757
This number must appear on packages, invoices and correspondence.

Instructions to vendor:
1. Submit original & three copies of invoices to receiving department.
2. Submit separate invoices for each purchase order.
3. Note terms and conditions included with this document.

<table>
<thead>
<tr>
<th>Purchase Order Date</th>
<th>Date Required</th>
<th>Requisition No.</th>
<th>Vendor No.</th>
<th>Bid / Contract No.</th>
</tr>
</thead>
<tbody>
<tr>
<td>12/29/16</td>
<td></td>
<td>1703030</td>
<td>121338</td>
<td></td>
</tr>
</tbody>
</table>

VENDOR:
NEXTREQUEST CO
155 9TH STREET
SAN FRANCISCO CA 94103

BILL TO:
CITY HALL
1000 COMMONWEALTH AVE
NEWTON CENTRE MA 02459

ATTN: DONNALYN R LYNCH KAHN

<table>
<thead>
<tr>
<th>Confirmation</th>
<th>Blanket</th>
<th>Contract</th>
<th>Payment Terms</th>
<th>Freight</th>
</tr>
</thead>
<tbody>
<tr>
<td>Item</td>
<td>Quantity</td>
<td>Description</td>
<td>Unit Price</td>
<td>Extension</td>
</tr>
<tr>
<td>01</td>
<td>1.00</td>
<td>PUBLIC RECORDS REQUEST MANAGEMENT, CLOUD HOSTED SOFTWARE AS A SERVICE (SAAS) OPTION 2</td>
<td>7000.0000</td>
<td>7,000.00</td>
</tr>
</tbody>
</table>

Page Total $ 7,000.00
PO Total $ 7,000.00

In an effort to 'Go Green', the City of Newton encourages you to receive our Purchase Orders electronically. This is not mandatory, but is strongly encouraged. By going to the web site below and supplying us with your email address and Vendor No. (found at the top of this form), you can begin the process: www.surveymonkey.com/s/no_paper

Chief Procurement Officer (Not valid if unsigned)

Mayor's Approval (Orders in excess of $999.99)

Comptroller (Not valid if unsigned)

COMPTROLLER

PAGE NO. 1
TERMS AND CONDITIONS

1. Invoices must cover the exact materials shipped. When partial shipments are made, render separate invoice for each shipment, or render invoice on the first of the month for all shipments made during the preceding month. Separate invoices are required for each Using Agency.

2. Prices noted include delivery to the Using Agency of the City as specified on the Purchase Order.

3. No charges will be allowed for packing, crating, freight, express or cartage unless specifically stated on Purchase Order.

4. This Purchase Order may be cancelled without liability to the City if Seller shall fail to make delivery as specified.

5. Time in connection with discount offered, will be computed from the date of acceptance by the City, or from date correct invoice is received by the Using Agency, if the latter date is later than the date of acceptance.

6. The Seller shall replace, repair or make good, without cost to the City, any defects or faults arising within (1) year after date of acceptance of work and materials furnished hereunder (acceptance not to be unreasonably delayed) resulting from imperfect or defective work done or materials furnished by Seller.

7. The Seller shall indemnify and save harmless the City and all persons acting for or on behalf of it from all suits and claims against them, or any of them, arising from or occasioned by the use of any material, equipment or apparatus, or any part thereof, which infringes or is alleged to infringe any patent rights. In case such material, equipment or apparatus or any part thereof, in any such suit is held to constitute infringement, the Seller, within a reasonable time, will at its own expense, and as the City may elect, replace such material, equipment or apparatus with non-infringing material, equipment or apparatus, or remove the material, equipment or apparatus and refund the sums paid therefor.

8. The Seller shall take an responsibility of and for any work performed, and take all precautions for preventing injuries to persons and property in or about the work and shall hold the City harmless from all loss, cost, damage or expense arising from injuries to persons or property in or about the work.

9. By acceptance of this Purchase Order, the Seller warrants that all applicable Federal, State and Local laws and regulations have been complied with.

10. Purchases made by the City are exempt from Federal excise taxes and prices noted exclude any such taxes. Tax exemption certificates will be furnished upon request.

11. Verbal orders are not binding on the City and deliveries made without a formal Purchase Order or contract are at the risk of the Seller and may result in an unenforceable.

12. Notice is hereby given the City of Newton Minority Business Enterprise Plan dated May, 1988 and the Supplemental Equal Employment Opportunity Anti-Discrimination and Affirmative Action Program is applicable to all City contracts for goods and services in excess of $50,000.00. A copy of these plans may be obtained from the Purchasing Department.

13. Right to Know
Any Vendor who receives an order or orders resulting from this invitation agrees to submit a Material Safety Data Sheet (MSDS) for each toxic or hazardous substance or mixture containing such substance pursuant to M.G.L. CHIP SS8, 9 & 10 and the regulations contained in 441 CMR ss21.06 when deliveries are made. The Vendor agrees to deliver all containers properly labeled pursuant to M.G.L. C11FS7 and the regulations contained in 441 CMR S21.0-5. Failure to submit an MSDS and/or label each container will place the Vendor in noncompliance with this Purchase Order. Failure to furnish an MSDS and/or label each container may result in civil or criminal penalties, including bid debarment and action to prevent the Vendor from selling said substances or mixtures containing said substances within the Commonwealth. All vendors furnishing substances or mixtures subject to Chapter 1111 or M.G.L. are cautioned to obtain and read the law and Rules and Regulations referenced above. Copies can be obtained from the State House Book Store, Secretary of State, State House, Room 117, Boston, MA (617-727-2834) for $2.00 plus $.65 postage.

FAILURE TO COMPLY WITH THESE REQUIREMENTS COULD RESULT IN THE CANCELLATION OF YOUR CONTRACT.
# CITY OF NEWTON - QUOTE SUMMARY SHEET

Quote was done by: David Olson

REQUISITION #: 1703030

DATE: December 29, 2016

<table>
<thead>
<tr>
<th>Company</th>
<th>Next Request</th>
<th>Just FOIA</th>
<th>FOIA Direct</th>
</tr>
</thead>
<tbody>
<tr>
<td>Person</td>
<td>Amy Hrehocvik</td>
<td>Scott Mursten</td>
<td>Ralph Marto</td>
</tr>
<tr>
<td>Phone #</td>
<td>646-630-0826</td>
<td>850-701-0725 x1520</td>
<td>781-863-2552 x105</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>DESCRIPTION OF PRODUCT(S) / SERVICE(S)</th>
<th>QTY</th>
<th>Unit price</th>
<th>Unit price</th>
<th>Unit price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Per Year</td>
<td>$5,000.00</td>
<td>$7,000.00</td>
<td>$5,000.00</td>
<td></td>
</tr>
<tr>
<td>First Year set-up</td>
<td>waived*</td>
<td>$2,000.00</td>
<td>$2,500.00</td>
<td></td>
</tr>
<tr>
<td>Redaction Feature</td>
<td>$1,000.00</td>
<td>$750.00</td>
<td>Included</td>
<td></td>
</tr>
<tr>
<td>Payment Feature</td>
<td>$1,000.00</td>
<td>Does not Have</td>
<td>Included</td>
<td></td>
</tr>
<tr>
<td>All Prices must include delivery and any freight charges</td>
<td>$7,000.00</td>
<td>$9,750.00</td>
<td>$7,500.00</td>
<td></td>
</tr>
</tbody>
</table>

*waived before 12/31/16

NextRequest: [Signature] Acting City Solicitor

Department Head: [Signature] 12-29-16

Chief Procurement Officer: [Signature] 12-29-16

Date

NOTES: Any SERVICE costing greater than $5,000 must be processed through Purchasing with a "CONTRACT" and not a purchase order.
December 15, 2016

City of Newton NextRequest Proposal (Order Form)
Public Records Request Management, Cloud Hosted Software as a Service (SaaS)

prepared by: Amy Hrehovcik (NextRequest)

INTRODUCTION
We were delighted to learn of Newton's interest in digitizing the public records request process. Beyond the quantifiable efficiency gains about-to-be realized, we believe Newton is uniquely positioned to not only set the standard for proactive FOIA compliance, but in doing so, also demonstrate what executing on innovation truly entails. The NextRequest team is honored to be considered as a potential technology partner as you embark on this journey. More so, we are confident our team is best positioned to support the City of Newton in this effort -- both today and in the years to come.

Included in this proposal are:
- Newton Record Request Business Objectives (as we understand them)
- Proposed terms and pricing
- NextRequest Customer Success Policy
- NextRequest Customer Success Plan
- System Security and Data Policy
- Conclusion
- About NextRequest

NEWTON RECORD REQUEST BUSINESS OBJECTIVES

<table>
<thead>
<tr>
<th>BUSINESS OBJECTIVE</th>
<th>NEXTREQUEST SOLUTIONS</th>
</tr>
</thead>
</table>
| Optimize Public Records Workflow(s)                    | • Seamless integration with the City's website  
• Centralize requests management and or oversight  
• Automatic request routing to applicable department(s)  
• Receive and process payments online |
| Enhance/Expand Reporting Capabilities                  | • Agency wide dashboard  
• Real-time insight into status of requests; open v. closed, total time to completion, performance metrics by dept/request type/responder, etc.  
• Generate custom reports |
| Strengthen Compliance with Massachusetts Public Records Law | • Auto-generated audit trails for all requests  
• Pre-configure rules re deadlines and exemptions  
• Streamline external communications with pre-configured, pre-approved template messaging |
PROPOSED TERMS & PRICE
This proposal provides a basic package for cloud hosting, maintenance, and automatic updates for NextRequest on an annual basis.

<table>
<thead>
<tr>
<th>Date purchase order issued or contract signed:</th>
<th>Before 12/31/16</th>
<th>Before 12/31/16</th>
<th>After 1/1/17</th>
</tr>
</thead>
<tbody>
<tr>
<td>Annual Subscription</td>
<td>$5,000/yr</td>
<td>$5,000/yr</td>
<td>$7,500/yr</td>
</tr>
<tr>
<td>- Web hosting</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Continuous maintenance and upgrades</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Dedicated customer success manager</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- 8 hours of premium customer support</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Unlimited users + All agency departments</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- 1 TB of storage</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Document Module to upload, manage, and publish documents</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Redaction + Payment Modules</td>
<td>None</td>
<td>$2,000/yr</td>
<td>$2,000/yr</td>
</tr>
<tr>
<td>- Unlimited users</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Set-up Fee</td>
<td>Waived $2,000</td>
<td>Waived $2,000</td>
<td>$2,000 (one time)</td>
</tr>
<tr>
<td>- User account and Department creation</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Business process coordination and configuration</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- Initial report structuring and or 'tag' design</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>- One (1), customized 90-min training session</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>First Year Total</td>
<td>$5,000</td>
<td>$7,000</td>
<td>$11,500</td>
</tr>
</tbody>
</table>

Quote is valid until January 31, 2017

NEXTREQUEST CUSTOMER SUCCESS POLICY & SUCCESS PLANS
We believe that in order for NextRequest to succeed and scale as a company, it is essential our customers do so first. We also understand “customer success” is much broader than purchasing a
piece of technology. Therefore, we begin by working to understand where your records request process is, where you need or want it to be, and then we help craft the plan to get there. Furthermore, each new customer is assigned a dedicated Customer Success manager who will guide your team through implementation, onboarding, and beyond.

Our success plans generally include:

- Defining your current records request process (observation, mapping, and analysis)
- Co-designing a new records request process and reporting structure
- Configuring NextRequest solution around updated process
- Customizing implementation and training schedules based on City of Newton's needs and capacity
- Preparing 6 month NextRequest usage / ROI report

*Sample NextRequest Customer Success Plan provided upon request

SYSTEM SECURITY & DATA POLICY
NextRequest uses modern web security standards at the application and infrastructure levels. We encrypt, rest as well as in transit, using SSL to ensure your information is stored safely. Our System Security Plan provides complete details of our security infrastructure and can be viewed here: System Security Plan

We believe every government should own their data. We will never hold your data hostage and you can export your data at any time through NextRequest's user interface.

CONCLUSION
Thank you again for considering NextRequest and providing our team the opportunity to work with the Newton Team. We're happy we get to do what we love: provide great technology to local governments and communities, and look forward to following your lead!

Sincerely,
The NextRequest Team

ABOUT NEXTREQUEST
NextRequest is part of a civic technology movement that is reshaping our communities for the better. Our core team is comprised of former fellows from Code for America, a leading nonprofit that promotes the effective use of technology in local governments. We are a group of developers, designers, data analysts, user researchers, and customer success advocates who have worked with many local governments and agencies, law firms, and law departments across the U.S. helping to develop great user-centered technology. This experience gives us a deep understanding of the needs of local governments and their constituents, which few other firms have. We are delighted to
continue the mission-oriented work of Code for America to help our growing list of clients deliver great services to its constituents with the help of technology.

NEXTREQUEST CUSTOMERS

FULL FEATURE SETS

- Administrative Tools
  - Staff user roles to control access to particular abilities
  - Configurable departments and related request routing
  - User-configurable alerts
  - User-configurable templates for responses and request closures
  - Customizable tags to categorize requests
- Messaging & Communications
  - Private messages for internal staff communication
  - Private documents, to facilitate internal review and redaction prior to release
  - An email bridge that allows users to send private messages via email without logging into the application
  - Automatic email notifications for request received, due soon, overdue, and other actions and statuses related to a request
- Publishing & Permissions
  - Publish individual requests to public or only the requester
  - control staff permissions
  - Ability to review documents internally before release
- Routing & Roles
  - Automatically send requests to predefined user groups or departments
  - Set roles within a group or department
  - Define global user abilities with roles

- Reporting & Analytics
  - A dashboard including real-time and historical information on requests
  - Customized data exports: download a CSV of request information based on selected filters for date, department, status, user, etc.
  - Time tracking: understand how much time is spent on each request, and overall
  - API for use in business intelligence and other systems

- Document Hosting
  - Supports any file type, including PDF, email extracts, audio, and video
  - Document viewer in application

- Request Diversion
  - Real time keyword search and that deflect requests by routing people to existing information online
  - The ability to review and reference past requests and documents to reduce duplicates

- Audit Trail
  - Staff and requester view
  - Automatically logs all correspondence and actions related to a request
  - Each event included time, date and user

- Redaction
  - Area and text based redaction in browser
  - Auto-generate an exemption annotation
  - Search based batch redaction
  - Automatically generates both redacted and original versions of documents

- Cost, Invoicing, and Payments
  - Time tracking and cost calculation
  - Send and track invoices
  - Receive payments online via credit card (PCI compliant)

- Customer Support
  - Online documentation including video tutorials
  - Phone, email, and chat support
Hi David,

It was a pleasure meeting with you again. And Swapan Roy and I wish to thank you and your colleagues for participating in a demonstration of Stellar/Vistiny's Joint venture, FOIADirect this morning. For your reference, attached please find a pricing proposal for the application.

At this introductory stage with the product, your questions, suggestions and feedback are invaluable as we strive to make the application as useful as possible to meet the needs of Massachusetts' municipalities in managing public records requests.

Thank you again, and please let me know if we can answer any questions for you regarding the attached proposal.

Best regards,
Ralph

Ralph Marto
Stellar Corporation
594 Marrett Road
Lexington, MA 02421
781-863-2552 x105
rmarto@stlr.net

http://www.stlr.net/
Just FOIA
Scott Mursten -- Sales Representative
850-701-0725 x1520
smursten@mccinnovations.com

Year $7,000
Set-up $2,000
Redaction Feature $750 per year

First year cost $9,750

Does not have the ability to provide a library of already requested material.
Does not have the ability for payment integration.