

CO-OPERATIVE PURCHASE AGREEMENT NO. 5579

IBM Maximo Licensing and Hosting Subscription

THIS **IBM Maximo Licensing and Hosting Subscription Co-operative Purchase Agreement** ("Agreement") is entered into by and between the City of Corpus Christi, a Texas home-rule municipal corporation ("City") and ZPRO Solutions Inc. ("Contractor"), effective upon execution by the City Manager or the City Manager's designee ("City Manager").

- 1. Co-operative Agreement.** Contractor has agreed to provide IBM Maximo Licensing and Hosting Subscription in accordance with its agreement with DIR-TSO-3996 (the "Co-operative Agreement"), which is incorporated by reference herein as if set out here in its entirety. In the event of a conflict between this Agreement and the Co-operative Agreement, this Agreement shall govern to the extent allowed by the Co-operative Agreement.
- 2. Scope.** Contractor will provide IBM Maximo SAAS Subscription in accordance with the attached Statement of Work, as shown in Attachment A, the content of which is incorporated by reference into this Agreement as if fully set out here in its entirety.
- 3. Term.** The Term of this Agreement is three years beginning on the date provided in the Notice to Proceed from the City's Procurement Division. Subject to future annual appropriations, at the end of the Term, this Agreement will automatically renew for continuing one-year terms unless or until either party provides notice of termination at least 90 days prior to the expiration of the then-current term. The continuation of this Agreement after the close of any fiscal year of the City, which fiscal year ends on September 30th annually, is subject to appropriations and budget approval specifically covering this Agreement as an expenditure in said budget, and it is within the sole discretion of the City's City Council to determine whether or not to fund this Agreement. The City does not represent that this budget item will be adopted, as said determination is within the City Council's sole discretion when adopting each budget.
- 4. Compensation and Payment.** This Agreement is for an amount not to exceed \$906,403.88, subject to approved amendments and changes. All pricing must be in accordance with the attached Quote, as shown in Attachment B, the content of which is incorporated by reference into this Agreement as if fully set out here in its entirety.

Invoices must be mailed to the following address:

City of Corpus Christi
Attn: Accounts Payable
P.O. Box 9277
Corpus Christi, Texas 78469-9277

- 5. Notice.** Any notice required under this Agreement must be given by fax, hand delivery, or certified mail, postage prepaid, and is deemed received on the day faxed or hand-delivered or on the third day after postmark if sent by certified mail. Notice must be sent as follows:

IF TO CITY:

City of Corpus Christi
Attn: Holly Houghton
Deputy Director of Information Technology
1201 Leopard St., Corpus Christi, TX 78401
Phone: 361-826-3753
Fax: n/a

IF TO CONTRACTOR:

ZPRO Solutions, Inc.
Attn: Zeeshan Taniq
Requisitioner
5270 Golden Gate Parkway, Suite 104, Naples, FL 34116
Phone: 239-785-6236
Fax: n/a

- 6. Entire Agreement.** This Agreement, along with the Co-operative Agreement, constitutes the entire agreement between the parties concerning the subject matter of this Agreement and supersedes all prior negotiations, arrangements, agreements and understandings, either oral or written, between the parties.

[Signature Page Follows]

CONTRACTOR

DocuSigned by:
Signature: Zeeshan Tariq
2821CB4FCE21460...

Printed Name: Zeeshan Tariq

Title: CEO

Date: 1/16/2024

CITY OF CORPUS CHRISTI

Josh Chronley
Assistant Director of Finance – Procurement

Date: _____

APPROVED AS TO LEGAL FORM:

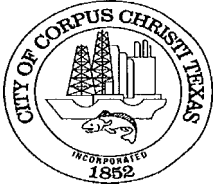
Assistant City Attorney Date

Attached and Incorporated by Reference:

- Attachment A: Scope of Work
- Attachment B: Bid/Pricing Schedule

Incorporated by Reference Only:

Co-operative Agreement: DIR-TSO-3996



ATTACHMENT A: SCOPE OF WORK

Project Name: Maximo Software Upgrade and Hosting Solution

Project Address: City of Corpus Christi, City Hall, 1201 Leopard Street, Corpus Christi Texas, 78401

Background: The City has been using Maximo for asset management by multiple departments. This project upgrades Maximo to the most recent version and moves to a hosted solution which provides regular patches, updates, support and maintenance of the software.

Scope of Work:

D0A50ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE SLA 1-JAN-2024 – 31-DEC-2026
D0A51ZX	SAAS SBSCRPTN MNTHLY OR ANNL W/SUPT 1-JAN-2024 – 31-DEC-2024
D0A51ZX	SAAS SBSCRPTN MNTHLY OR ANNL W/SUPT 1-JAN-2025 - 31-DEC-2025
D0A51ZX	SAAS SBSCRPTN MNTHLY OR ANNL W/SUPT 1-JAN-2026 - 31-DEC-2026
D0A52ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE FOR OTHER PUBLIC CLOUDS APPPOINT OVERAGE 1-JAN-2024 – 31-DEC-2024
D0A52ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE FOR OTHER PUBLIC CLOUDS APPPOINT OVERAGE 1-JAN-2025 - 31-DEC-2025
D0A52ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE FOR OTHER PUBLIC CLOUDS APPPOINT OVERAGE 1-JAN-2026 - 31-DEC-2026

Point of Contact:

Holly Houghton
 City of Corpus Christi
 IT Application Analyst
 361-826-3753
holly@cctexas.com

Contractor Point of Contact:

Zeeshan Tariq
 ZPro Solutions
 239-785-6236
Zeeshan.tariq@zprosolutions.com

Attachment B: Bid/Pricing Schedule

QUOTE



ZPRO SOLUTIONS INC.
5270 Golden Gate Parkway
Suite 104
Naples, FL 34116

Quote # CCC-01-00-2311 for
Maximo Software Subscription
DIR-TSO-3996

TO:
Attn: Holly Houghton
CITY OF CORPUS CHRISTI
1201 Leopard St 4th Fl
Corpus Christi, TX 78401-2120

QUOTE DATE	EXPIRATION DATE	REQUISITIONER	CURRENCY	TERMS
12/6/2023	1/31/2024	Zeeshan Tariq	USD	Net 30

QTY	PART NUMBER	DESCRIPTION	RETAIL PRICE	DISCOUNTED UNIT PRICE	TOTAL
1	D0A50ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE SLA 1-JAN-2024 – 31-DEC-2026	\$0	\$0	\$0
600	D0A51ZX	SAAS SBSCRPTN MNTHLY OR ANNL W/SUPT 1-JAN-2024 – 31-DEC-2024	\$360.00	\$280.80	\$168,480.00
1255	D0A51ZX	SAAS SBSCRPTN MNTHLY OR ANNL W/SUPT 1-JAN-2025 - 31-DEC-2025	\$360.00	\$289.22	\$362,971.10
1255	D0A51ZX	SAAS SBSCRPTN MNTHLY OR ANNL W/SUPT 1-JAN-2026 - 31-DEC-2026	\$360.00	\$297.90	\$373,864.50
1	D0A52ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE FOR OTHER PUBLIC CLOUDS APPPOINT OVERAGE 1-JAN-2024 – 31-DEC-2024	\$450.00	\$362.76	\$362.76
1	D0A52ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE FOR OTHER PUBLIC CLOUDS APPPOINT OVERAGE 1-JAN-2025 - 31-DEC-2025	\$450.00	\$362.76	\$362.76
1	D0A52ZX	IBM MAXIMO APPLICATION SUITE AS A SERVICE FOR OTHER PUBLIC CLOUDS APPPOINT OVERAGE 1-JAN-2026 - 31-DEC-2026	\$450.00	\$362.76	\$362.76
			SUB TOTAL		\$906,403.88
			SALES TAX		Tax Exempt
			TOTAL WITHOUT TAX		\$906,403.88