

AMENDMENT NO. 2
TO
ASSETWORKS AGREEMENTS

THIS AGREEMENT is made effective this ____ day of _____, 2023 between:

ASSETWORKS INC. (f.k.a. AssetWorks LLC prior to 2022 conversion from a limited liability company to a corporation), a Delaware corporation, with a place of business at 998 Old Eagle School Road, Suite 1215, Wayne, PA 19087 (“AssetWorks”); and

CITY OF CORPUS CHRISTI, a Texas home-rule municipal corporation, with offices at 5352 Ayers, Bldg 3B, Corpus Christi, TX 78415 (“Customer”).

- A. Customer and AssetWorks have executed the following agreements (collectively, “the Agreements”):
- Software License and Related Hardware Purchase Agreement effective January 1, 2018
 - Software Maintenance Agreement effective January 1, 2018
 - Professional Services Agreement effective March 19, 2019
 - Hosting Services Agreement effective March 21, 2018
- B. Customer and AssetWorks intend to amend the Agreements in order to add products and services to the scope of the Agreements in order to upgrade FleetFocusM5 System effective January 1, 2023-December 31, 2027.

NOW THEREFORE Customer and AssetWorks agree as follows:

1. Renew a five-year Software Maintenance Agreement with Amendment 2 – Schedule 1, attached hereto and incorporated by reference. The total five-year amount for Software Maintenance Renewal shall be \$347,178.99.
2. Renew a five-year Hosting Services Agreement with Amendment 2 – Schedule 2, attached hereto and incorporated by reference. The total five-year amount for Hosting Renewal shall be \$360,292.68.
3. AssetWorks shall provide services to install Mobile Focus EDGE (EDGE) module in accordance with Amendment 2 – Schedule 3 for a total amount of \$12,320.00.
4. AssetWorks shall increase Perpetual Software License from 2000 to 2800 units in accordance with Amendment 2 – Schedule 4 for a total amount of \$50,000.00.
5. Any terms, conditions or provisions of the Agreements not specifically addressed or modified by this Amendment shall remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be signed by their duly authorized representatives as of the date above.

CITY OF CORPUS CHRISTI

By: _____

Name: _____

Title: _____

Date: _____

ASSETWORKS INC.

DocuSigned by:

By: Robert Hallett

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Name: Robert Hallett

Title: General Manager

Date: 12/22/2022

APPROVED AS TO LEGAL FORM:

Assistant City Attorney Date

AssetWORKS

MAINTENANCE RENEWAL STATEMENT

998 Old Eagle School Road | Suite 1215 | Wayne PA 19087-1805

Tel (484) 588-5515

Fax (610) 971-9447

Number 8327 M5FL MNT23_Rev1

5 Year Term

Revised to reflect Added 800 units

TO: City of Corpus Christi
FROM: AssetWorks LLC
DATE: November 28, 2022
RE: FleetFocus M5 Maintenance and Support Renewal

Prices valid through December 31, 2027

Annual Software Maintenance and Support for period 1/1/2023 - 12/31/2023

FleetFocus M5 license for up to 2,800 equipment units

Including Ad-hoc Query, Crystal Reports, Replacement Analysis, KPI/Dashboards, Motor Pool, Shop Activity, SmartApps, Edge

FuelFocus

Includes product updates and enhancements, unlimited email and telephone support for 12 months

\$ 50,567.81

\$ 997.60

Subtotal, 2023 Maintenance \$ **51,565.41**

OPTION 1: Basic Admission for 2 to AssetWorks Academy Fleet Users Conference in 2023

\$ 2,500.00

OPTION 2: Professional Services, up to 40 hours @ \$220, offsite, no travel; billed monthly as utilized

\$ 8,800.00

Total, 2023 Maintenance + Options \$ **62,865.41**

Annual Software Maintenance and Support for period 1/1/2024 - 12/31/2024

Same configuration as above

Subtotal, 2024 Maintenance \$ **54,659.33**

OPTION 1: Basic Admission for 2 to AssetWorks Academy Fleet Users Conference in 2024

\$ 2,500.00

OPTION 2: Professional Services, up to 40 hours @ \$220, offsite, no travel; billed monthly as utilized

\$ 8,800.00

Total, 2024 Maintenance + Options \$ **65,959.33**

Annual Software Maintenance and Support for period 1/1/2025 - 12/31/2025

Same configuration as above

Subtotal, 2025 Maintenance \$ **57,938.89**

OPTION 1: Basic Admission for 2 to AssetWorks Academy Fleet Users Conference in 2025

\$ 2,500.00

OPTION 2: Professional Services, up to 40 hours @ \$220, offsite, no travel; billed monthly as utilized

\$ 8,800.00

Total, 2025 Maintenance + Options \$ **69,238.89**

Annual Software Maintenance and Support for period 1/1/2026 - 12/31/2026

Same configuration as above

Subtotal, 2026 Maintenance \$ **61,415.22**

OPTION 1: Basic Admission for 2 to AssetWorks Academy Fleet Users Conference in 2026

\$ 2,500.00

OPTION 2: Professional Services, up to 40 hours @ \$220, offsite, no travel; billed monthly as utilized

\$ 8,800.00

Total, 2026 Maintenance + Options \$ **72,715.22**

Annual Software Maintenance and Support for period 1/1/2027 - 12/31/2027

Same configuration as above

Subtotal, 2027 Maintenance \$ **65,100.14**

OPTION 1: Basic Admission for 2 to AssetWorks Academy Fleet Users Conference in 2027

\$ 2,500.00

OPTION 2: Professional Services, up to 40 hours @ \$220, offsite, no travel; billed monthly as utilized

\$ 8,800.00

Total, 2027 Maintenance + Options \$ **76,400.14**

→ If you have any questions, please contact Colleen Boutcher at (484) 588-5515 or Colleen.Boutcher@AssetWorks.com. Page 1 of 2 ←



MAINTENANCE RENEWAL STATEMENT

998 Old Eagle School Road | Suite 1215 | Wayne PA 19087-1805
Tel (484) 588-5515 Fax (610) 971-9447

Number 8327 M5FL MNT23_Rev1
5 Year Term

Revised to reflect Added 800 units

TO: City of Corpus Christi
FROM: AssetWorks LLC
DATE: November 28, 2022
RE: FleetFocus M5 Maintenance and Support Renewal

Prices valid through December 31, 2027

For Visa, MasterCard, and American Express payments, add 4%:

REMIT TO: Sales Tax: 0.0000% \$ -

CHECKS

AssetWorks
PO Box 202525
Dallas TX 75320-2525

All software updates are electronically delivered

5 YEAR BUDGETARY TOTAL, \$US

\$ 347,178.99

EFT, ACH, OR DIRECT DEPOSIT

Wells Fargo, 8601 N. Scottsdale Rd., Scottsdale AZ 85253
ABA # 122105278
Account # 5076434348

US Tax ID # 98-0358175

Canada GST/HST # 834113896 RT0001

AssetWorks LLC is a subsidiary of Trapeze Software Group Inc.

If you require a separate invoice, complete this form and return it by email or fax; AssetWorks will issue an invoice as you instruct below. If your organization requires us to reference a purchase order number on our invoice, we must receive that PO by email to Colleen.Boutcher@AssetWorks.com or by fax to (610) 971-9447. Do not mail POs to our remittance address.

Terms

Unless there is a signed agreement between the parties, this maintenance renewal is subject to the terms and conditions of the AssetWorks Master Service Agreement found at http://www.assetworks.com/TC-Fleet/. The parties will continue to be bound by those terms during any renewal period unless otherwise agreed by both parties through a signed amendment. Notification of termination of maintenance is required 90 days prior to annual renewal date.

SOLE SOURCE

FleetFocus is proprietary property of AssetWorks LLC and protected by law. Another party cannot alter, modify, change, manipulate or provide maintenance for this product without infringing upon AssetWorks' ownership rights. Accordingly, AssetWorks is the sole source for software, maintenance and services of its products.

I, the undersigned, accept this maintenance renewal as described above.

Name: Title:

Signature: Date:

[] PO REQUIRED: #

[] NO PO REQUIRED

[] NO SEPARATE INVOICE NEEDED

[] Please MAIL invoice to:

[] Please E-MAIL invoice to:

→ If you have any questions, please contact Colleen Boutcher at (484) 588-5515 or Colleen.Boutcher@AssetWorks.com. Page 2 of 2 ←



HOSTING RENEWAL STATEMENT

998 Old Eagle School Road | Suite 1215 | Wayne PA 19087-1805
Tel (484) 588-5515 Fax (610) 971-9447

Number 8327 M5FL HST22_Rev2
5 Year Term

Revised to correct calculation error
Revised to reflect Added 800 Units

TO: City of Corpus Christi
FROM: AssetWorks LLC
DATE: November 28, 2022
RE: Application Hosting Renewal

Prices valid through December 31, 2027

Annual Application Hosting for period 1/1/2023 - 12/31/2023

Table with 2 columns: Description and Amount. Rows include FleetFocus M5 hosting, Reporting database, FuelFocus hosting, and Subtotal, 2023 Hosting.

Annual Application Hosting for period 1/1/2024 - 12/31/2024

Table with 2 columns: Description and Amount. Row includes Subtotal, 2024 Hosting.

Annual Application Hosting for period 1/1/2025 - 12/31/2025

Table with 2 columns: Description and Amount. Row includes Subtotal, 2025 Hosting.

Annual Application Hosting for period 1/1/2026 - 12/31/2026

Table with 2 columns: Description and Amount. Row includes Subtotal, 2026 Hosting.

Annual Application Hosting for period 1/1/2027 - 12/31/2027

Table with 2 columns: Description and Amount. Row includes Subtotal, 2027 Hosting.

For Visa, MasterCard, and American Express payments, please add 4%:

REMIT TO: Sales Tax: 0.0000% \$ -

CHECKS

AssetWorks
PO Box 202525
Dallas TX 75320-2525

All software updates are electronically delivered

5 YEAR BUDGETARY TOTAL, \$US \$ 360,292.68

ACH, EFT OR DIRECT DEPOSIT

Wells Fargo, 8601 N. Scottsdale Rd., Scottsdale AZ 85253
ABA # 122105278
Account # 5076434348

US Tax ID # 98-0358175

Canada GST/HST # 834113896 RT0001

AssetWorks LLC is a subsidiary of Trapeze Software Group Inc.

If you require a separate invoice, complete this form and return it by email or fax; AssetWorks will issue an invoice as you instruct below. If your organization requires us to reference a purchase order number on our invoice, we must receive that PO by email to Colleen.Boutcher@AssetWorks.com or by fax to (610) 971-9447. Do not mail POs to our remittance address.

Terms

Unless there is a signed agreement between the parties, this maintenance renewal is subject to the terms and conditions of the AssetWorks Master Service Agreement found at http://www.assetworks.com/TC-Fleet/. The parties will continue to be bound by those terms during any renewal period unless otherwise agreed by both parties through a signed amendment. Notification of termination of hosting is required 90 days prior to annual renewal date.

SOLE SOURCE

FleetFocus is proprietary property of AssetWorks LLC and protected by law. Another party cannot alter, modify, change, manipulate or provide maintenance for this product without infringing upon AssetWorks' ownership rights. Accordingly, AssetWorks is the sole source for software, maintenance and services of its products.

I, the undersigned, accept this hosting renewal as described above.

Name: Signature: Title: Date:

[] PO REQUIRED: # [] NO PO REQUIRED [] NO SEPARATE INVOICE NEEDED

[] Please MAIL invoice to: [] Please E-MAIL invoice to:

→ If you have any questions, please contact Colleen Boutcher at (484) 588-5515 or Colleen.Boutcher@AssetWorks.com. Thank You! ←

Amendment 2 - Schedule 3**ORDER FORM****AssetWorks LLC**

998 Old Eagle School Road, Suite 1215
Wayne, PA 19087

Ship To

Matthew Lopez
City of Corpus Christi
5352 Ayers
Corpus Christi, Texas 78469-9277

Order #: Q-09596-1**Date:** 9/23/2022**Expires On:**
12/30/2022**Bill To**

City of Corpus Christi
Fleet Operations Manager
PO Box 9277
Corpus Christi, Texas 78469-9277

This price is issued pursuant to Agreements entered into between AssetWorks and the above named Customer. Pricing below is valid until 12/30/2022.

Professional Services

Description	Line Total
MobileFocus Implementation Services - EDGE	USD 12,320.00
Professional Services Total:	USD 12,320.00

Grand Total: USD 12,320.00

MobileFocus EDGE Project Scope and Assumptions

- AssetWorks will provide services to install Mobile Focus EDGE (EDGE) and perform base FleetFocus configuration to support EDGE as used by the customer. The module and integration assume usage of all EDGE settings out of the box and utilizes functionality built within supported versions, as noted in EDGE product documentation. The minimum version required for EDGE is v.20.1; additional portals will be added to future versions and noted in product documentation when released.
- After training and configuration sessions are complete, the customer will finalize the setup in FleetFocus and is responsible for loading all data required for project success.
- Assumes fleet assets are setup in FleetFocus and ready for configuration to support EDGE functionality.
- EDGE supports the SSO methods per AssetWorks Product documentation per version.
- EDGE once installed requires a requires a connection to the application server and the database.
- Services for other MobileFocus platforms including handheld devices are not included, unless otherwise noted on the order form.
- All services will be performed remotely using web teleconferencing, unless otherwise noted.
- Training is delivered as "train the trainer" for system administrators and internal SME's for up to 10 people; end user training is not included. Where applicable, standard training materials will be utilized. Quote does not include customized training materials unless otherwise noted.
- Current supported version of FleetFocus is required and adheres to the minimum versions as documented in AssetWorks Product Documentation located on the Customer Care site.
- Customer may be required to upgrade if new features and/or fixes are available for the module that are considered necessary for the project success however upgrade services for FleetFocus are not included, unless otherwise noted on the order form.
- Customer will be responsible for working with AssetWorks' Professional Services to move EDGE into a production environment.

- Customer will make appropriate technical resources available to AssetWorks’ consultants and provide necessary and appropriate personnel at meetings to define project requirements.
- Customer will appoint a single point of contact for project duration that will have project management responsibilities and decision-making authority. This person will be the focal point of contact for the AssetWorks’ Professional Services and Customer Care teams.
- AssetWorks will assign a Project Manager 4 weeks after a fully executed and processed order. The Project Manager will engage with the customer to kick-off the project and begin scheduling services. The delivery schedule of the project requirements will be set during the project planning phase. All implementers, consultants and/or trainers for professional services will be secured by the Project Manager within a 2–4-week lead time once the project is kicked off.
- Invoices are due on existing contract terms.
- If additional scope is added or required, a change order will be requested of the customer.
- If this order is abandoned, paused, or cancelled by the customer for any reason mid-effort, the customer will be billed for all AssetWorks time incurred at the current contracted labor rate.
- Costs are for a fixed fee project and do not include applicable taxes. Milestone(s) are to be billed as noted below in the milestone names, with the amounts noted below:

Services Milestone Payments:

- Milestone - Review of EDGE Portals and Configurations Complete in Test and Production = \$6,160 USD
- Milestone - Delivery of EDGE Training = \$6,160 USD

In the event Customer’s business practices require that Customer issue a purchase order number prior to payment of any AssetWorks invoices issued under this Agreement, then such purchase order number must be entered below. Customer’s execution of the Order Form without designating a purchase order number shall be deemed Customer’s acknowledgement that no purchase order number is required for payment of invoices hereunder.

Purchase Order Number: _____

Accepted by Customer:

Accepted by AssetWorks:

Signature: _____

Signature: _____

Name (Print): _____

Name (Print): _____

Title: _____

Title: _____

Date: _____

Date: _____

Please sign and email to Allan Richardson at allan.richardson@assetworks.com.

THANK YOU FOR YOUR BUSINESS!

Amendment 2 - Schedule 4



QUOTATION

AssetWorks Inc.

998 Old Eagle School Road, Suite 1215
Wayne, PA 19087

Quote #: Q-10370-2
Date: 12/1/2022
Expires On: 2/21/2023
Account Manager: Allan Richardson
Email: allan.richardson@assetworks.com
Phone: (817) 243-6776

To

Matthew Lopez
City of Corpus Christi
5352 Ayers
Corpus Christi, Texas 78469-9277

This price is issued pursuant to Agreements entered into between AssetWorks and the above named Customer.

Perpetual Software License (Increase
license from 2000 to 2800 units)

Description	QTY	
FleetFocusM5 Standard License	800	INC
Ad Hoc Reporting Module	1	INC
Motor Pool Module	1	INC
Shop Activity Module	1	INC
KPI/Dashboards Module	1	INC
MobileFocus / Smart Apps, Enterprise License	1	INC
Perpetual Software License Total:		USD 50,000.00