

Azteca Systems, Inc.
11075 South State St.
Suite 24
Sandy, Utah 84070



Phone: (801) 523-2751
FAX (801) 523-3734
Email: azteca@cityworks.com
<http://www.cityworks.com>

AMENDMENT #1
CITYWORKS® SOFTWARE LICENSE AGREEMENT
Contract No. C132207

By accepting this order both parties agree to amend the Master Software License Agreement Contract No. **C132207** between the **City of Rapid City, SD** (Licensee) and **Azteca Systems, Inc.** dated 03/19/2007, which is incorporated herein by reference, to include the below-named software licenses, which are hereby licensed under the same terms and conditions.

Description of License:

Cityworks Enterprise License

An Enterprise-wide (ELA), unlimited use license includes: Cityworks Desktop, Cityworks Anywhere, Cityworks Server MMS, Storeroom, Equipment Manager, Pavement Analysis Interface, CCTV Interface, Metrics API, Cityworks Server Permitting, and Service Request API.

Included applications can be installed on any number of computers throughout the Enterprise or Department, and have unlimited simultaneous use.

Initial _____

Tier License Pricing: Guaranteed for three years, after which time pricing may be adjusted according to Licensee's population growth and Consumer Price Index (CPI).

Initial _____

Implementation Services: Upon receipt of purchase order, implementation services will be rendered per attached proposal (Attachment A). Additional services rendered beyond those quoted, will be subject to additional costs.

Initial _____

ATTACHMENT A

Azteca Systems Inc.

Rapid City, South Dakota

Permitting Proposal

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Overview

Cityworks Permitting is a first generation product that extends the Cityworks application suite to the permitting and code enforcement process of local government. The product is currently live in West Valley, Utah and Fort Collins, Colorado. Azteca would like to offer Rapid City the opportunity to join our expanding list of clients. The following is Azteca's proposal to Rapid City.

Assumptions

1. Azteca will provide a copy of the Permitting software for use by Rapid City.
2. Azteca will provide training on how to configure and use Cityworks Permitting.
3. Rapid City will provide knowledgeable staff to allow the scoping, defining and setting up of the County's processes.
4. Rapid City will be responsible for writing the necessary reports using Crystal Reports.
5. This bid assumes that interfaces will be written by the City with Azteca providing ERDs and technical assistance.
6. Azteca staff will be allowed access to the Application and Database servers via GoToMeeting. This will allow Azteca technical staff to install remotely, trouble shoot and provide bug resolutions and releases as needed.
7. Onsite time to install, configure and train is included in this bid.
8. The database will be SQL Server.
9. City staff will need to assist in the configuration of the system. This will include remote meetings, entering system setup data, and possibly significant system testing.

Project Steps

The following are the steps Azteca recommends to implement Cityworks Permitting.

1. Identify the database and application servers prior to project start.
2. Install SQL Server on the database Server.
3. Install Cityworks Permitting on the County's servers
4. An initial training will take place to familiarize Rapid City staff with the application and how it works
5. Define the processes needing to be configured in Permitting
6. Configure the processes in Permitting.
7. Configure the necessary processes in Public Access
8. Program all needed changes to the Permitting software identified and agreed upon by both Rapid City and Azteca.
9. Convert any data needed for the "Go Live". (Note: Rapid City. will need to provide the data in the format acceptable to Permitting default conversion scripts that are included with the application.)

10. Train County staff how to use Permitting based on the processes configured.
11. Identify and write any needed Crystal Reports.
12. "Go Live". Begin using the application in a live environment.

Costs

The following are the costs associated with this Project.

Services*

Required Services

Installation and Organization (1 day)	\$ 1,800
Initial System Review (4days)	<u>\$ 7,200</u>
Total Required Services	\$ 9,000

Optional Services*

Fit/Process Analysis (10 Cases)	\$18,000
Process Configuration (15 days)	\$27,000
Configuration Review	\$ 5,400
Train the Trainers (Admin, End User, Process Specific)	\$27,000
Crystal Report Writing (Up to 10 days)	\$18,000
Coaching (Go Live On-site Support)	<u>\$ 9,000</u>
Total Optional Services	\$104,400
Total Services	\$113,400

*** All prices include expenses. Also, that amount of actual time for an optional task will be negotiated with Rapid City based on the City's needs.**

**** Remote Implementation Services can be replaced with the Fit/Process Analysis, Process Configuration and Configuration Review steps.**

Open Issues

1. GIS integration is expected to be released on May 15. A working beta exists and was demonstrated to the County.
2. GIS data, in order for to work with Permitting, currently, must be in our database format. A later release will allow GIS data to be in any format and then mapped to the Permitting application.

Hardware/Software Recommendations

Application Server Recommendations

Hardware:

Two (2) Dual Core Intel Xeon 5160 3.0 GHz processors, 4 MB Cache per Processor, 4 GB Fully Buffered DIMM Memory, Dual 73 GB Ultra Serial Attached SCSI SAS Disk Drives with RAID Level 1, Dual Independent Bus Architecture, Dual Gigabit Ethernet Ports (support failover and teaming), Dual USB 2.0 ports, One Asynchronous RJ45 Serial B Port, Slimline CD-R/DVD

Software:

Microsoft Windows Server 2003 32-bit Standard

Microsoft Windows Server 2003 Service Packs and Updates

Single Image Disk for Rapid Recovery or Reinstallation

ArcGIS Server 9.2 Standard Enterprise for One Server with Two Sockets and Two Dual Core Processors

Microsoft Office Professional 2007

IIS 6.0

PC Recommendations

1.0 GHz P4 Pentium processor, or greater

512MB RAM, or greater

Fast disk >40 GB of storage

100 Mbit NIC

MS Windows XP Professional

Keyboard, mouse, CD, floppy, 17" high res monitor @1024 x 768 resolution

Internet Explorer 6 (or higher)

Microsoft Office 2003 (or higher)

Printers

Azteca Systems does not have specific requirements or recommendations for use of printers with the Cityworks Permitting software.

UPS

Azteca Systems does not have specific requirements or recommendations for use of UPS with the Cityworks Permitting software.

Network

Azteca Systems recommends a 100 mbit network with the Cityworks Permitting software.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement to be effective, valid, and binding upon the parties as of the date below as executed by their duly authorized representatives.

Accepted and Agreed:

City of Rapid City, SD
(Licensee)

Azteca Systems, Inc.
(Azteca)

By: _____
Authorized Signature

By: _____
Authorized Signature

Printed Name: _____

Printed Name: Brian L. Haslam

Title: _____

Title: President

Date: ____/____/____

Date: ____/____/____

Witness

By: _____

By: _____