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AMENDMENT #2
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.

5. Licensing

5.1 Description of License: 5 named/fixed seats of Cityworks Desktop
3 named/fixed seats of Cityworks Service Request
2 concurrent seats of Cityworks Desktop
1 CCTV Interface

Initial _____

20. Data Confidentiality Statement: For any client data and / or confidential information (data) provided to Azteca Systems, we will take reasonable measures to assure that the data is not inappropriately accessed or distributed to any third-party. Data provided to Azteca Systems by the client will be loaded onto Azteca Systems servers or employee computers for the purpose of testing Cityworks software, database structure, or database values, and related ESRI software to resolve database or software performance issues, software enhancements and software defects ("bugs"). At no time will the data be distributed to individuals or organizations who are not Azteca Systems employees without first receiving written approval from the client. If requested by the client, and once the testing has been completed, Azteca Systems will delete all data provided by the client.

Initial _____

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: _____