

SOFTWARE LICENSING AGREEMENT AMENDMENT

CONTRACT NO.: 1918

AMENDMENT: 001 - A

This **AGREEMENT** (hereinafter referred to as this "Agreement") is made as of the date executed by the last of the parties named below:

BETWEEN: **IMAGETREND, INC.**, a Minnesota corporation (hereinafter "IMAGETREND")

AND: **Rapid City Fire Department** (hereinafter "CLIENT").

The CLIENT and IMAGETREND mutually agree to the following changes to the original Contract between Rapid City Fire Department, Sturgis Ambulance, and ImageTrend, Inc. for Software Licensing Agreement.

1. The purpose of this Amendment is for CLIENT to upgrade to Rescue Bridge as quoted in Quote number EK-958 included and outlined below in Exhibit A.
2. The Amendment does not change any previously-agreed-to ending date for the original Contract itself.
3. All other terms and conditions remain the same.
4. This upgrade purchase is for Rapid City Fire Department only.
5. Product functionality has been reviewed and no customization is anticipated. Out of Scope customization is \$125.00/hour and performed only under mutually agreed upon Statement of Work.

WITNESS THE EXECUTION HEREOF on the day and year last written below.

APPROVED AS:

"CLIENT"

By: _____
Name: _____
Title: _____
Dated: _____

"IMAGETREND"

By: _____
Name: Michael J. McBrady
Title: President
Dated: _____

EXHIBIT A

Pricing Agreement per Quote # EK-958

ImageTrend's license and annual support are based upon 14,500 annual incidents as provided by Client. ImageTrend reserves the right to audit the annual incident volume and the option to increase future support costs, with prior notification to the client, if the number of annual incidents increases substantially and has a resulting effect of increased support calls to ImageTrend.

Description	Units	Price	Extended
Upgrade to Rescue Bridge License	1	\$9,500.00	\$9,500.00
Mobile Fire Inspections Site License <i>Includes: \$5,000 discount</i>	1	\$5,000.00	\$5,000.00
Visual Informatics – Analytics Setup Fee (EMS Cube) <i>Includes: Analytics, Pie Charts, Charting, Widgets, Interactive Alerting Engine</i>	1	\$7,500.00	\$7,500.00
Visual Informatics – Additional Cube (Fire Cube)	1	\$1,500.00	\$1,500.00
CAD Modifications to Include Fire	1	Included	
Training Sessions – Onsite (Full Day M-F)	2	\$1,000.00	\$2,000.00
Travel per Trainer for Onsite Training	1	\$1,500.00	\$1,500.00
TOTAL			<u>\$27,000.00</u>

Annual Support	Units	Price	Extended
Upgrade to Rescue Bridge Annual Support	1	\$1,520.00	\$1,520.00
Upgrade to Rescue Bridge Annual Hosting	1	\$2,400.00	\$2,400.00
Mobile Fire Inspections Site License Annual Support <i>Includes: \$400 discount</i>	1	\$1,200.00	\$1,200.00
Visual Informatics Annual Support	1	\$1,200.00	\$1,200.00
Additional Cube Annual Support	1	\$240.00	\$240.00
TOTAL			<u>\$6,560.00</u>
TOTAL YEAR 1			<u>\$33,560.00</u>

Optional [^]	Units	Price	Extended
Additional Service to be added to existing Rescue Bridge – One-Time Setup Fee		\$1,500.00	
MARS Setup Fee		\$5,000.00	
MARS Annual Transactional Fee		\$2,500.00	
Out of Scope billed at \$125/Hour		\$ 125.00	
Additional Training Sessions		\$ 1,000.00	
Travel per Trainer (for Onsite at Client's Facility Training)***		\$ 1,500.00	

[^]The Client may elect to purchase additional services as set forth in the options identified above at the scheduled price amounts at any time during the initial term of the project. The Client shall exercise said options by written notice to ImageTrend.

Payment Terms:

- a. Payment Terms are net 30 days.
- b. Upon acceptance of proposal, 50% of Rescue Bridge and Visual Informatics fees will be invoiced. The remaining 50% of Rescue Bridge and Visual Informatics will be invoiced independently upon completion of each item. Mobile Fire Inspections will be invoiced, in whole, upon Client accepting delivery of the application. Training will be invoiced upon completion.
- c. The recurring Annual Fees will be billed annually in advance.

Note: if Client would like to schedule Onsite Training on the weekend, additional fees may apply.

Pricing escalation factors:

- a. IMAGETREND will perform price increases of the recurring fees. The first price increase will occur with the fees due for Year 3. These price increases will occur once every year and may not exceed 5% of the price then currently in.
- b. All hosting fees are based upon anticipated usage and include an average of 3 Mb Bandwidth and 30 GB of Storage. These fees are subject to annual usage audits, which may affect future fees at an increase of \$15/Mb/month for Bandwidth and \$15/10GB/month for Storage.
- c. At least 120 days prior to the end of each contracted term IMAGETREND will establish and communicate to CLIENT any of the anticipated increases allowed above.

Statements/Invoices should be mailed to:

Jason Culberson
Assistant Chief
Rapid City Fire Department
10 Main St.
Rapid City, SD 57701
(605) 939-5032
Jason.Culberson@rcgov.org

ImageTrend Sales Person Contact:

Eric Kaphingst
952-469-6228
ekaphingst@imagetrend.com
contracts@imagetrend.com