

ADDENDUM AGREEMENT

ICAD, Inc. (hereafter 'ICAD') and the City of Rapid City (hereafter 'City') enter into this agreement as an addendum to the END USER SOFTWARE LICENSE AGREEMENT previously executed. That agreement shall remain in full force and effect except where specifically modified by this agreement.

ARTICLE 1. SCOPE OF WORK

ICAD shall furnish all the labor and perform all the work as described in the specification of ICAD's Proposal for upgrade of Records Management and Jail Management Software, (hereafter 'Proposal') attached hereto and incorporated herein.

ARTICLE 2. TIME OF COMPLETION

ICAD shall complete its obligations under this contract within one year of the signing of the contract. City shall complete its obligations in accordance with Article 4 of this agreement.

ARTICLE 3. THE CONTRACT SUM

The City shall pay ICAD for the performance of the Contract, subject to additions and deductions provided therein as follows:

The total cost to be paid to ICAD is Ninety Thousand dollars (\$90,000.00) to be paid in installments as follows:

Within thirty (30) days of both parties signing the contract, Forty Five Thousand dollars (\$45,000.00) shall be paid to ICAD.

Within thirty (30) days of completion and delivery of the Jail Management System (JMS) or Records Management System (RMS) Eleven Thousand Two Hundred Twenty Five dollars (\$11,225.00) shall be paid to ICAD.

Within thirty (30) days of final acceptance of the Jail Management System (JMS) and Records Management System (RMS) Twenty Two Thousand Five Hundred dollars (\$22,500.00) shall be paid to ICAD.

ARTICLE 4. ACCEPTANCE AND FINAL PAYMENT

Upon delivery of any items under this contract, the City shall examine the programs. If the City is satisfied that the delivered items are fully functional and in compliance with the specifications of the Proposal, the City shall, upon proper presentment of a City voucher, following approval by the Common Council pay as soon as possible

ARTICLE 5. THE CONTRACT DOCUMENTS

This written agreement and all other written agreements incorporated by reference constitute the parties' entire agreement and no other promises or consideration are a part of the agreement.

IN WITNESS WHEREOF: The City of Rapid City, South Dakota, its Council having duly approved this ADDENDUM AGREEMENT, has caused this ADDENDUM AGREEMENT to be executed on its behalf by its Mayor, hereunto duly authorized, attested thereto by its Finance Officer, and has hereto attached its corporate seal this _____ day of _____, 2001.

THE CITY OF RAPID CITY, SOUTH DAKOTA

ATTEST:

By _____
JERRY MUNSON, MAYOR

Jim Preston, City Finance Officer

ICAD, INC.

By _____

Its _____

State of South Dakota,)
) ss.
County of Pennington.)

ON THIS THE _____ OF DAY, _____, 2001, before me, the undersigned officer, personally appeared Jerry Munson, who acknowledged himself to be Mayor of the **CITY OF RAPID CITY**, a municipal corporation, and that he, as such Mayor, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the **CITY OF RAPID CITY** by himself as Mayor.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(SEAL)

Notary Public
My Comm. Expires: _____

State of South Dakota,)
) ss.
County of Pennington.)

ON THIS THE _____ DAY, _____, 2001, before me, the undersigned officer, personally appeared James F. Preston, who acknowledged himself to be Finance Officer of the **CITY OF RAPID CITY**, a municipal corporation, and that he, as such Finance Officer, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of the **CITY OF RAPID CITY** by himself as Finance Officer.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(SEAL)

Notary Public
My Comm. Expires:_____

State of South Dakota,)
) ss.
County of Pennington.)

ON THIS DAY, _____, 2001, before me, the undersigned officer, personally appeared _____, who acknowledged himself to be _____ of **ICAD, INC.**, and that he, as such _____, being authorized to do so, executed the foregoing instrument for the purposes therein contained, by signing the name of **ICAD, INC.**, by himself as _____.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

(SEAL)

Notary Public
My Comm. Expires:_____