Azteca Systems, Inc
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Sandy, Utah 84070

Cityworks

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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.

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 _____

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:____ _____