

# ORIGINAL

## FIRST AMENDMENT TO THE ASSETWORKS MASTER AGREEMENT BETWEEN THE CITY OF SAN DIEGO AND ASSETWORKS, INC. FOR THE PROVISION OF SOFTWARE MAINTENANCE, SUPPORT, AND HOSTING OF THE FLEETFOCUS FLEET MANAGEMENT INFORMATION SYSTEM (FMIS)

This First Amendment to the AssetWorks Master Agreement for the provision of software maintenance, support, and hosting of the FleetFocus FMIS (First Amendment) is made and entered into by and between the City of San Diego (City) and AssetWorks, Inc. (Contractor), also referred to individually as "Party" and collectively as the "Parties."

### RECITALS

1. The Department of General Services, Fleet Operations Division (FOD) provides City departments with comprehensive fleet management services by providing a dependable fleet of over 4,500 vehicles and equipment. FOD has used the FleetFocus Fleet Management Information System for over 20 years, serving as the City's fleet management information system of record, including maintaining details of the acquisition, upfitting, repair, maintenance, parts inventory and issuance, and disposal of City vehicles and equipment that are maintained by FOD.

2. On February 6, 2017, the City executed a five (5) year sole source Software License Agreement with Contractor, formerly known as AssetWorks LLC, for software license and maintenance services. This sole source agreement automatically renewed annually and expired on February 6, 2022.

3. On February 7, 2017, the City executed a five (5) year contract with Contractor to provide hosting services which expired on February 7, 2022.

4. On October 28, 2022, the City executed the AssetWorks Master Agreement, also referred to or known as the Sole Source Agreement with AssetWorks, INC. (Agreement), for a one-year period in an amount not to exceed \$230,000 to provide time to complete a Request for Proposal process to establish a long-term agreement for FMIS services. The Agreement resulted from an approved sole source (approved on June 27, 2022) and the passage of Ordinance No. O-21515 by City Council (date of final passage, August 10, 2022). The Agreement is for the maintenance, support, and hosting of the FleetFocus FMIS and is effective retroactive to July 1, 2022.

5. The Agreement may be amended by written agreement executed by duly authorized representatives of both Parties.

6. The Parties wish to amend the Agreement to extend the existing term and increase the compensation by \$219,506.12 for a new total not-to-exceed amount of \$449,506.12.

Contract Amendment  
Effective: October 13, 2014  
OCA Document No. 861155\_3

Page 1 of 3

DOCUMENT NO. 00-21645  
FILED MAY 16 2023  
OFFICE OF THE CITY CLERK  
SAN DIEGO, CALIFORNIA

ORIGINAL

## TERMS

For each section of the amendment, do the following:

1. Section 4. Fees and Payment of the Agreement, Paragraph 1, is revised in its entirety to read as follows:

**4. FEES AND PAYMENT.** For recurring Services, unless otherwise stated in the Order Form, AssetWorks shall invoice Customer in advance. All invoiced fees shall be due and payable within 30 days of the date of an invoice. All payments shall be made in United States Dollars without deduction for any taxes or withholding or other offset. City shall pay Contractor for Goods and/or performance of all Services rendered in accordance with this Agreement in an amount not to exceed \$449,506.12.

2. Section 7. TERM of the Agreement is revised in its entirety to read as follows:

**7. TERM.** The Initial Term of the Agreement shall be for a term of one (1) year and six (6) months with Services commencing on July 1, 2022, and continuing through December 31, 2023 ("Initial Term") unless terminated earlier as set forth below. City may, in its sole discretion, extend this Agreement for an additional six (6) month period. The Term of this Agreement shall not exceed five years unless approved by the City Council by ordinance.

3. Supplemental Pricing information/page provided by Contractor to support the increase in compensation by \$219,506.12 for a new total not-to-exceed amount of \$449,506.12 is attached to this First Amendment as Attachment 1 and incorporated herein by reference.

4. This First Amendment will be effective when signed by both parties and approved by the City Attorney in accordance with Charter section 40.

5. In the event of a conflict between the provisions of the Agreement and those of this First Amendment, the provisions of this First Amendment shall control.

6. This Amendment may be executed in counterparts, which when taken together shall constitute a single signed original as though all Parties had executed the same page.

7. All provisions of the Agreement not addressed in this First Amendment remain in full force and effect.

Contract Amendment  
Effective: October 13, 2014  
OCA Document No. 861155\_3

2014-10-13  
DOCUMENT NO.  
FILED  
OFFICE OF THE CLERK  
SAN DIEGO, CALIFORNIA

IN WITNESS WHEREOF, this First Amendment is executed by City and Contractor acting by and through their authorized officers.

**CONTRACTOR**

**AssetWorks, Inc.**

By: Steven Occhiolini  
Steven Occhiolini (Apr 3, 2023 16:19 EDT)

Name: Steven Occhiolini; Vice President, Finance

Title: Steven Occhiolini; Vice President, Finance

Date: Apr 3, 2023

**City of San Diego**

By: [Signature]

Name: Claudia C. Abarca

Title: Director, Purchasing & Contracting

Date: June 27, 2023

Approved as to form this 28<sup>th</sup> day of  
June, 2023

MARA W. ELLIOTT, City Attorney

By: [Signature]  
Deputy City Attorney

Markecia Simmons  
Print Name

# AssetWORKS

## MAINTENANCE RENEWAL STATEMENT

998 Old Eagle School Road | Suite 1215 | Wayne PA 19087-1805  
Tel (484) 588-5515 Fax (610) 971-9447

Number 1374 FA MNT/HST MNT23

**TO: City of San Diego**  
**FROM: AssetWorks Inc.**  
**DATE: March 23, 2023**  
**RE: FleetFocus FA Maintenance and Support Renewal**

*Prices valid through December 31, 2023*

### Annual Software Maintenance and Support for period 7/1/2023 - 12/31/2023

FleetFocus FA license for up to 4,000 active equipment units Including Bar Code, Labor Capture, Replacement Analysis, Call Center, Equipment Planning, Production Planning, Query, Service Level Agreements, Shop Scheduling	\$ 34,797.51
Motor Pool Module	\$ 7,335.73
InfoCenter Reporting	\$ 5,335.08
MobileFocus for 20 Devices	\$ 3,334.42
Added 2010: Crystal Reports Embedded with 3 report author seats	\$ 177.79
Added 2016: 1,000 Licenses	\$ 6,796.29
Added 2017: Enterprise Portal, Shop Activity, Customer Access, KPI/Dashboards, PMM	\$ 7,664.00
Added 2017: Zonar EVIR Connection (REMOVED MAR 2022)	\$ -
Added 2020: KeyValet & Motor Pool Reservation Module	\$ 1,874.25
<i>Includes product updates and enhancements, unlimited email and telephone support for 12 months</i>	
<b>Subtotal, Current Maintenance, not including tax and options</b>	<b>\$ 67,315.07</b>

### Annual Application Hosting for period 7/1/2023 - 12/31/2023

FleetFocus FA license for up to 5,000 active equipment units including Web Reports Server & MobileFocus	\$ 42,437.98
<b>Subtotal, Current Hosting, not including tax and options</b>	<b>\$ 42,437.98</b>

### OPTIONAL MAINTENANCE BUNDLES

**AssetWorks Academy Users Conference Admission**

Quantity @ \$1,250.00/person

**Management Review**

Check here to receive a quote

AssetWorks will perform onsite assessment relating maintenance practices to available system functionality to optimize organizational performance. This review will be scheduled at a mutually convenient time.

*For Visa, MasterCard, and American Express payments, add 4%:*

**REMIT TO:** Sales Tax: 0.0000% \$ -

### CHECKS

AssetWorks  
PO Box 202525  
Dallas TX 75320-2525

*All software updates are electronically delivered*

**GRAND TOTAL DUE, \$ US** **\$ 109,753.06**

### EFT, ACH, OR DIRECT DEPOSIT

Wells Fargo, 8601 N. Scottsdale Rd., Scottsdale AZ 85253  
ABA # 122105278  
Account # 5076434348

US Tax ID # 46-0521049

Canada GST/HST # 834113896 RT0001

AssetWorks Inc. is a subsidiary of Trapeze Software Group Inc.

*If you require a separate invoice, complete this form and return it by email or fax; AssetWorks will issue an invoice as you instruct below. If your organization requires us to reference a purchase order number on our invoice, we must receive that PO by email to Alexis.Scheifley@AssetWorks.com or by fax to (610) 971-9447. **Do not mail POs to our remittance address.***

### **Terms**

Unless there is a signed agreement between the parties, this maintenance renewal is subject to the terms and conditions of the AssetWorks Master Service Agreement found at <http://www.assetworks.com/TC-Fleet/>. The parties will continue to be bound by those terms during any renewal period unless otherwise agreed by both parties through a signed amendment. Notification of termination of maintenance is required 90 days prior to annual renewal date.

### **SOLE SOURCE**

FleetFocus is proprietary property of AssetWorks Inc. and protected by law. Another party cannot alter, modify, change, manipulate or provide maintenance for this product without infringing upon AssetWorks' ownership rights. Accordingly, **AssetWorks is the sole source for software, maintenance and services of its products.**

→ If you have any questions, please contact Alexis Scheifley at Alexis.Scheifley@AssetWorks.com. **Page 1 of 2** ←



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I, the undersigned, accept this maintenance renewal as described above.

**Name:** \_\_\_\_\_ **Title:** \_\_\_\_\_

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_

PO REQUIRED: # \_\_\_\_\_

NO PO REQUIRED

NO SEPARATE INVOICE  
NEEDED

Please MAIL invoice to: \_\_\_\_\_

Please E-MAIL invoice to: \_\_\_\_\_

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# AssetWORKS

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Name: \_\_\_\_\_ Title: \_\_\_\_\_

Signature: \_\_\_\_\_ Date: \_\_\_\_\_

PO REQUIRED: # \_\_\_\_\_

NO PO REQUIRED

NO SEPARATE INVOICE  
NEEDED

Please MAIL invoice to: \_\_\_\_\_

Please E-MAIL invoice to: \_\_\_\_\_

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# First Amendment\_SS#4312 Assetworks FMIS

Final Audit Report

2023-04-03

Created:	2023-04-03
By:	Vanessa Delgado (CDelgado@sandiego.gov)
Status:	Signed
Transaction ID:	CBJCHBCAABAAalgUzniXqr3KAcmX4Hk3HoIYv8t5sgNZ

## "First Amendment\_SS#4312 Assetworks FMIS" History

-  Document created by Vanessa Delgado (CDelgado@sandiego.gov)  
2023-04-03 - 8:14:14 PM GMT- IP address: 156.29.5.177
-  Document emailed to steven.occhiolini@assetworks.com for signature  
2023-04-03 - 8:15:38 PM GMT
-  Email viewed by steven.occhiolini@assetworks.com  
2023-04-03 - 8:18:05 PM GMT- IP address: 104.47.12.254
-  Signer steven.occhiolini@assetworks.com entered name at signing as Steven Occhiolini  
2023-04-03 - 8:19:43 PM GMT- IP address: 71.175.24.206
-  Document e-signed by Steven Occhiolini (steven.occhiolini@assetworks.com)  
Signature Date: 2023-04-03 - 8:19:45 PM GMT - Time Source: server- IP address: 71.175.24.206
-  Agreement completed.  
2023-04-03 - 8:19:45 PM GMT

Names and email addresses are entered into the Acrobat Sign service by Acrobat Sign users and are unverified unless otherwise noted.