

**FIRST AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT NUMBER F001496
WITH E&M ELECTRICAL AND MACHINERY, INC. dba WONDERWARE CALIFORNIA**

This First Amendment to Agreement number F001496, dated September 11, 2017 ("Agreement") is made as of this _____ day of _____, 2018, by and between the City of Santa Rosa, a municipal corporation ("City"), and E&M Electrical and Machinery, Inc. dba Wonderware California, a California Corporation ("Consultant").

RECITALS

- A. City and Consultant entered into the Agreement for Consultant to provide technical support including software updates that are subject to annual licensing fees in support of operational and compliance recording equipment that utilize software developed by Wonderware.
- B. City and Consultant now desire to amend the Agreement for the purpose of updating the scope of services to provide technical support including annual licensing fees in support of operational and compliance recording equipment that utilize software developed by Wonderware for the next five years, increasing the compensation from \$64,471.30 to a not to exceed amount of \$324,102.30 and extending the time of performance to September 1, 2023.

AMENDMENT

NOW, THEREFORE, the parties agree to amend the Agreement as follows:

1. Section 1. Scope of Services

Exhibit A-2 to the Agreement is replaced by Exhibit A-3 to this Amendment.

2. Section 2. Compensation

Section 2(c) is amended to increase the compensation payable to Consultant under the Agreement by \$259,631 to read as follows:

"Notwithstanding any other provision in this Agreement to the contrary, the total maximum compensation to be paid for the satisfactory accomplishment and completion of all tasks set forth above shall in no event exceed the sum of three hundred twenty-four thousand, one hundred two dollars and thirty cents (\$324,102.30). The City's Chief Financial Officer is authorized to pay all proper claims from Charge Numbers:

Annual License Support:

130802 – Laguna Treatment Plant Annual Support	\$78,282.00
130901 – Geysers Recharge Annual Support	\$68,047.00
130603 – Water Maintenance Annual Support	\$54,266.50
130703 – Wastewater Collection Annual Support	\$54,266.50
130302 – Asset Management	\$ 4,769.00
TOTAL	\$259,631.00"

3. Section 12. Time of Performance

The last sentence of Section 12 is amended to read as follows:

"Consultant shall complete all the required services and tasks and complete and tender all deliverables to the reasonable satisfaction of City, not later than September 1, 2023."

All other terms of the Agreement shall remain in full force and effect.

Executed as of the day and year first above stated.

CONSULTANT:

Name of Firm: E&M Electrical and Machinery,
Inc. dba Wonderware California

TYPE OF BUSINESS ENTITY (check one):

- ☐ Individual/Sole Proprietor
☐ Partnership
☒ Corporation
☐ Limited Liability Company
☐ Other (please specify: _____)

Signatures of Authorized Persons:

By: Paul A. Deas

Print Name: Paul A. Deas

Title: CFO

By: Steven E. Deas

Print Name: STEVEN E. DEAS

Title: PRESIDENT

CITY OF SANTA ROSA
a Municipal Corporation

By: _____

Print Name: _____

Title: _____

APPROVED AS TO FORM:

Angela Casagrande

Office of the City Attorney

ATTEST:

BPU Secretary

City of Santa Rosa Business Tax Cert. No.
9977051904

Attachment: Exhibit A-3



126 Mill Street
Healdsburg, CA 95448
(866) WONDER N
(866) 966-3376

Exhibit A-3

QUOTE 188478.4

SROSA

City of Santa Rosa 5-Year Support Exp 09/01/2023

06/06/2018

Direct
Revision Delivered

Attn: Joe Konvalinka
CITY OF SANTA ROSA
direct (707) 543-4502

fax

From: Ty Brown
ty.brown@california.wonderware.com
direct (707) 473-3176
main (866) 966-3376
fax (707) 473-3190

Ship To: City of Santa Rosa
4300 LLANO RD.
SANTA ROSA, CA 95407

Bill To: CITY OF SANTA ROSA
4300 LLANO ROAD
SANTA ROSA, CA 95407

This Wonderware Customer First Agreement #32954 renewal is from 09/01/2018 will expire on 09/01/2023.

Customer Site ID: 126, City of Santa Rosa 4300 Llano Road, Laguna Treatment Plant Santa Rosa California 95407

License(s) covered: (License list reflects parent licenses only)

Laguna:

409861, 418513, 451254, 451264, 484095, 493510, 493511, 493512, 775086, 775509, 851087, 857731, 857732, 857734, 857735, 857736, 857737, 857738, 870594, 870595, 870596, 870597, 870598, 870599, 883007, 893837, 893838, 894141, 1175717, 1175718, 1175719, 1175720, 1175721, 1376450, 1399513, 1515648, 660862, 1402808, 1814376 & 1814377

Geysers:

409862, 641209, 654198, 641211, 660863, 660864, 660865, 660866, 660867, 724826, 851079, 851080, 851081, 851082, 851083, 851084, 851085, 851086, 1727433, 724829, 1694799, 1694802, 1727436 & 1727435

Local Operations:

724810, 724811, 724812, 724813, 724814, 724815, 724816, 724817, 724818, 724819, 724820, 724821, 724825, 797924, 797929, 1328122, 1676385, 1676386, 1676387, 1676388, 1676389, 724809 & 724823

Resources Management:

1485266 & 1547726

**** Please note, for Functional Upgrades, applicable trade-in credit will be applied to the license and will be prorated into the existing support term**.**

Please send your renewal order as soon as possible to avoid a lapse in service and late renewal fees.

A Cyber Security Assessment can help you:

- Protect your enterprise and meet all regulatory standards.
- Minimize the risks of lost productivity and threats to safety.
- Ensure the integrity and performance of your operation's assets.

Contact us today for a quote on how you can add this Assessment to your existing Customer First Support.

- For Wonderware training, please visit our website and view our events schedule at www.california.wonderware.com.

PO Number:

Duration: This quote is valid for 30 days. **FOB:** Healdsburg, CA

Freight: Prepaid and Add

Terms: Net 30 Days

Pages: 1 of 3

Remit to: E&M, Inc. 126 Mill Street, Healdsburg, CA 95448

california.wonderware.com



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Laguna Support

Included with Wonderware Standard Customer First Program are the following services:

- No Charge for Version Upgrades
- Get Your Tech Support Questions Answered for FREE (M-F, 8:00am - 5:00pm PST)
- Access to the Wonderware Global Customer Support Website Access: Search for answers to your questions and log and track cases
- Customer Support Shipments Including New Releases of Software, maintenance releases, Service Packs, and Patches, updates and hotfixes
- Online Training Webinars: Access to library of eLearning webinars

Please note: Customer first support contracts START from the date of license issue and are due for renewal five (5) years after date of contract inception. Support is calculated based on the list price of all licenses at the site.

Quantity	Part Number/Description	Availability*	Tax	Price	Extension
1	10-7001R CFP #32954 - Customer FIRST - Standard Level - Renewal From 09/01/2018 - 09/01/2023	1 Estimated 1-2 Weeks	N	\$78,282.00	\$78,282.00

Geysers Support

Included with Wonderware Standard Customer First Program are the following services:

- No Charge for Version Upgrades
- Get Your Tech Support Questions Answered for FREE (M-F, 8:00am - 5:00pm PST)
- Access to the Wonderware Global Customer Support Website Access: Search for answers to your questions and log and track cases
- Customer Support Shipments Including New Releases of Software, maintenance releases, Service Packs, and Patches, updates and hotfixes
- Online Training Webinars: Access to library of eLearning webinars

Please note: Customer first support contracts START from the date of license issue and are due for renewal five (5) years after date of contract inception. Support is calculated based on the list price of all licenses at the site.

Quantity	Part Number/Description	Availability*	Tax	Price	Extension
1	10-7001R CFP #32954 - Customer FIRST - Standard Level - Renewal From 09/01/2018 - 09/01/2023	1 Estimated 1-2 Weeks	N	\$68,047.00	\$68,047.00

Local Operations Support

Included with Wonderware Standard Customer First Program are the following services:

- No Charge for Version Upgrades
- Get Your Tech Support Questions Answered for FREE (M-F, 8:00am - 5:00pm PST)
- Access to the Wonderware Global Customer Support Website Access: Search for answers to your questions and log and track cases
- Customer Support Shipments Including New Releases of Software, maintenance releases, Service Packs, and Patches, updates and hotfixes
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Please note: Customer first support contracts START from the date of license issue and are due for renewal five (5) years after date of contract inception. Support is calculated based on the list price of all licenses at the site.

Quantity	Part Number/Description	Availability*	Tax	Price	Extension
1	10-7001R CFP #32954 - Customer FIRST - Standard Level - Renewal From 09/01/2018 - 09/01/2023	1 Estimated 1-2 Weeks	N	\$72,638.00	\$72,638.00

PO Number:

Duration: This quote is valid for 30 days. **FOB:** Healdsburg, CA

Freight: Prepaid and Add

Terms: Net 30 Days

Pages: 2 of 3

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Resource Management Support

Included with Wonderware Standard Customer First Program are the following services:

- No Charge for Version Upgrades
- Get Your Tech Support Questions Answered for FREE (M-F, 8:00am - 5:00pm PST)
- Access to the Wonderware Global Customer Support Website Access: Search for answers to your questions and log and track cases
- Customer Support Shipments Including New Releases of Software, maintenance releases, Service Packs, and Patches, updates and hotfixes
- Online Training Webinars: Access to library of eLearning webinars

Please note: Customer first support contracts START from the date of license issue and are due for renewal five (5) years after date of contract inception. Support is calculated based on the list price of all licenses at the site.

Quantity	Part Number/Description	Availability*	Tax	Price	Extension
1	10-7001R CFP #32954 - Customer FIRST - Standard Level - Renewal From 09/01/2018 - 09/01/2023	1 Estimated 1-2 Weeks	N	\$4,769.00	\$4,769.00

Historian Tier 2

**Note: Customer Support has been prorated to be added to CFA#32954 Exp 09/01/2023

Quantity	Part Number/Description	Availability*	Tax	Price	Extension
1	HSTENT-01-N-17 Historian 2017 Enterprise 5,000 Tag	1 Estimated 1-2 Weeks	N	\$22,905.00	\$22,905.00
1	10-7050 Add to Existing CFP #32954 - Customer FIRST - Standard Level - Term June 2018 - 09/01/2023	1 Estimated 1-2 Weeks	N	\$12,990.00	\$12,990.00

Sub-Total \$35,895.00

Base Quotation Pricing Summary

Freight is NOT included in this total. Your final invoice may include shipping charges!

Availability:

- Part availability is subject to change and is based on the availability at the time this quote was created.
- Time in transit is subject to change depending on the "Ship To" address that is provided by the customer at the time the order is placed and the method in which customer requests that the part(s) ship.
- For "In Stock" parts, orders must be received by 3:00PM PST to ship same day.
- For Factory Stock parts, please allow approximately one week for delivery via our standard shipping methods.

Taxable:	\$0.00
Non-Taxable:	\$259,631.00
Subtotal:	\$259,631.00
Tax (8.63%):	\$0.00
Freight:	TBD
TOTAL:	\$259,631.00

PO Number:

Duration: This quote is valid for 30 days. **FOB:** Healdsburg, CA

Freight: Prepaid and Add

Terms: Net 30 Days

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