

**SECOND AMENDMENT
TO SOFTWARE MAINTENANCE AGREEMENT NUMBER F002004A
WITH ITPIPES OPCO, LLC**

This Second Amendment to Agreement number F002004A, dated May 21, 2020 ("Software Maintenance Agreement") is made as of this _____ day of _____, 2026, by and between the City of Santa Rosa, a municipal corporation ("City"), and ITpipes Opco, LLC, a Delaware Limited Liability Company ("ITpipes Opco" or "Contractor").

RECITALS

- A. City and ITpipes LLC, a Oregon Limited Liability Company ("ITpipes") entered into the Software Maintenance Agreement for maintenance and support services for "Covered Software" pursuant to the Software License Agreement between City and Contractor referenced under City Agreement No. F002004.
- B. On April 29, 2024 ITpipes, Contractor, and City entered into an Assignment and Assumption of the Software Maintenance Agreement with ITpipes assigning the agreement to Contractor.
- C. On June 3, 2024 City and Contractor entered into the First Amendment to the Software Maintenance Agreement to upgrade maintenance and support services.
- D. City and Contractor now desire to further amend the Software Maintenance Agreement for the purpose of renewing services for an additional five years.

AMENDMENT

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

1. Exhibit C and C-1 to the Software Maintenance Agreement are supplemented by Exhibit C-2 to this Amendment.

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

Executed as of the day and year first above stated.

CONTRACTOR:
ITpipes Opco, LLC, a Delaware Limited
Liability Company

CITY OF SANTA ROSA
a Municipal Corporation

TYPE OF BUSINESS ENTITY (*check one*):


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

By: _____

Print Name: _____

Title: _____

Signatures of Authorized Persons:

By: 
Nader Bebawy (Jul 1, 2026 16:04:03 CDT)

Print Name: Nader Bebawy

Title: President and CEO

By: Lucas Domingues Lima

Print Name: Lucas Domingues-Lima

Title: Secretary and COO

APPROVED AS TO FORM:



Office of the City Attorney

ATTEST:

BPU Secretary

City of Santa Rosa Business Tax Cert. No.

Attachment: Exhibit C-2 – Services and Fees

ITpipes Renewal: *City of Santa Rosa, CA*

ITpipes SmartVision Platform · 5-Year Subscription · Aug 2026 – Jul 2031

Executive Overview

The City of Santa Rosa has long demonstrated leadership in infrastructure management—grounded in a commitment to innovation, operational excellence, and data-driven decision-making. ITpipes is proud to support that mission as a trusted, long-term technology partner.

This renewal extends the City's access to ITpipes CoreVision (Web) and ITpipes FieldVision (Mobile): a secure, scalable platform purpose-built for sewer and stormwater inspection management. Together, these solutions connect field crews to the office in real time, streamline compliance workflows, and deliver the actionable insights that proactive asset stewardship demands.

By renewing now, Santa Rosa ensures platform continuity, cost predictability, and uninterrupted access to the industry's most advanced inspection technology—protecting its infrastructure investment for the next five years.

Key Benefits of Renewal

Centralized, Connected Platform

ITpipes unifies field crews, engineers, and managers in a single environment with real-time access to inspection data—anytime, anywhere. Deep integrations with the City's GIS and AMS (Cityworks) ensure transparency, accuracy, and seamless cross-department coordination.

Operational Efficiency at Scale

Automate data processing, eliminate manual entry, and accelerate compliance reporting. Seamless GIS and AMS synchronization reduces administrative burden so staff can focus on high-value planning, analysis, and priority capital projects.

Enhanced Field Productivity

With ITpipes FieldVision, inspection crews capture, review, and upload data directly in the field—improving accuracy, minimizing rework, and giving decision-makers immediate, real-time visibility into asset conditions.

Solution Details

This renewal includes Annual SmartVision Subscription licensing for the following products and configurations:

ITpipes FieldVision

- 3 Mobile Licenses
(reduced from 4 in 2025)

Cloud Storage

- 30 TB Included
(+10 TB vs. 2025)

ITpipes CoreVision

- 6 Full Access Licensed Users *(previously 8 in 2025)*
- Unlimited Inspection Viewers
- Asset Types: Mainline & Manhole
- Asset Class: Sewer Only *(Storm removed vs. 2025)*
- AMS Integration: Cityworks (Trimble)

Pricing — 5-Year Commitment

Pricing Adjustment Overview

The following schedule reflects adjustments relative to the City's previous 5-year contract:

- **FieldVision & CoreVision — Year 1:** Per-unit prices frozen at original 2020 contract rates.
- **FieldVision & CoreVision — Years 2–3:** Gradual step-up to reduce the gap between 2020 and current list prices.
- **FieldVision & CoreVision — Years 4–5:** 3% year-over-year increase applied.
- **Cloud Storage:** Full price \$60,000/yr, discounted to \$30,000 in Year 1; discount reduces by \$5,000 annually through Year 5.

Annual Term (Aug - July)	Full Price	Discount	Net Price	Due Date
Year 1 – 2026 (Aug '26 – Jul '27)	\$86,000	-\$34,500	\$51,500	Due 7/21/2026
Year 2 – 2027 (Aug '27 – Jul '28)	\$87,300	-\$28,665	\$58,635	Due 7/21/2027
Year 3 – 2028 (Aug '28 – Jul '29)	\$88,670	-\$22,655	\$66,015	Due 7/21/2028
Year 4 – 2029 (Aug '29 – Jul '30)	\$90,100	-\$18,310	\$71,790	Due 7/21/2029
Year 5 – 2030 (Aug '30 – Jul '31)	\$91,600	-\$13,990	\$77,610	Due 7/21/2030
5-Year Total Commitment			\$325,550	

Authorization

By signing below, the City of Santa Rosa authorizes the renewal of ITpipes SmartVision services under the terms and pricing outlined in this proposal.

Signatory (First and Last Name)

Date

Schedule A — Additional Items

The following products and services are available for purchase outside the base subscription:

Product	Description	Unit Price	Notes
Additional Assets	Lateral, Manhole	\$3,000 / asset	+ \$3,000 setup fee
CoreVision User	Named Web User	\$2,000 / user	
FieldVision License	Mobile License	\$3,000 / license	+ \$3,000 setup fee
Cloud Storage	Additional TB	\$1,500 / TB	Discounted from rate card

ITpipes AiDetect — Annual Pricing

AI-powered defect detection for mainline CCTV inspections, priced by annual linear footage commitment:

Inspection Type	Annual Volume	Price per LF
Mainline Inspections	< 100,000 LF	\$0.30 / LF
Mainline Inspections	100,000 – 200,000 LF	\$0.28 / LF
Mainline Inspections	200,000 – 500,000 LF	\$0.26 / LF
Mainline Inspections	500,000 – 1,000,000 LF	\$0.24 / LF
Mainline Inspections	Over 1,000,000 LF	\$0.22 / LF










2nd Amendment to Software Maintenance Agreement F002004A_ITpipes_CAO

Final Audit Report

2026-07-02


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"2nd Amendment to Software Maintenance Agreement F002004 A_ITpipes_CAO" History


-  Document created by Catherine Noceti (cnoceti@srcity.org)
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 Agreement completed.

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