

AMENDMENT NO. 2
TMMI - TECHNICAL MARKETING MFG INC - GE INTELLIGENT PLATFORMS
(Contract No. C-8795)

This Amendment No. 2 ("Amendment") to the TMMI -Technical Marketing Mfg Inc - GE Intelligent Platforms Agreement ("Agreement") is made this _____ day of _____, 2016, ("Effective Date"), by and between the City of Glendale, an Arizona municipal corporation ("City") and GE Intelligent Platforms, Inc., a Delaware corporation authorized to do business in Arizona ("Contractor").

RECITALS

- A. City and GE Intelligent Platforms, Inc. ("Contractor") previously entered into TMMI -Technical Marketing Mfg Inc - GE Intelligent Platforms Agreement, Contract No. C-8795, dated February 11, 2014("Agreement"); and
- B. The Agreement had an initial one-year term beginning October 31, 2013 through October 30, 2014 and provided the option to extend for an additional four (4) years in one-year increments; and
- C. City and Contractor previously entered into Agreement Amendment No. 1, extending the term of the Agreement from October 31, 2014 through October 30, 2015; and
- D. City and Contractor wish to modify and amend the Agreement subject to and strictly in accordance with the terms of this Amendment.

AGREEMENT

In consideration of the mutual promises set forth herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the City and Contractor hereby agree as follows:

- 1. **Recitals.** The recitals set forth above are not merely recitals, but form an integral part of this Amendment.
- 2. **Term.** The term of the Agreement is extended for a one-year period from October 31, 2015 through October 30, 2016, unless otherwise terminated or canceled as provided by the Agreement. All other provisions of the Agreement except as set forth in this Amendment shall remain in their entirety.
- 3. **Scope of Work.** The Scope of Work is amended per Exhibit A.
- 4. **Compensation.** The compensation of the Agreement is amended and shall not exceed \$56,956.83 for the renewal period with a not to exceed amount of \$176,047.86 over the next three (3) one-year periods.

5. **Insurance Certificate.** Current certificate will expire on January 1, 2017 and a new certificate applying to the extended term must be provided prior to this date to Materials Management and the Contract Administrator.
6. **Non-discrimination.** Contractor must not discriminate against any employee or applicant for employment on the basis of race, color, religion, sex, national origin, age, marital status, sexual orientation, gender identity or expression, genetic characteristics, familial status, U.S. military veteran status or any disability. Contractor will require any Sub-contractor to be bound to the same requirements as stated within this section. Contractor, and on behalf of any subcontractors, warrants compliance with this section.
7. **Ratification of Agreement.** City and Contractor hereby agree that except as expressly provided herein, the provisions of the Agreement shall be, and remain in full force and effect and that if any provision of this Amendment conflicts with the Agreement, then the provisions of this Amendment shall prevail.

CITY OF GLENDALE, an Arizona
municipal corporation

Kevin R. Phelps, City Manager

ATTEST:

Pamela Hanna, City Clerk (SEAL)

APPROVED AS TO FORM:

Michael D. Bailey, City Attorney

GE Intelligent Platforms, Inc.,
a Delaware corporation

Christopher Shirley

By: CHRISTOPHER SHIRLEY
Its: CEO GE INTELLIGENT PLATFORMS

GE-IP Proficy Key List

Rev 11/4/2015

Globalcare Renewal 10/31/2015 through 10/30/2016
with Trade-In iClients and Scada for iClientTS

New License from trade-In - 23 Additional iClientTS licenses

Trade-In

Step Down

Item #	Part #	Product Description	Comments - Keep or Trade-In	Serial #	Qty	GC Cost with 20% discount
1	1230000004	Keyless Disk (M4)	Trade In	100210742	1	
	IC647IFPLDV00150M	IFIX Plus SCADA 150 I/O Development (M4 Part)				
2	1230000004	Keyless Disk (M4)	Trade In	100210747	1	
	IC647IFPLRN00300M	IFIX Plus SCADA 300 I/O Runtime (M4 Part)				
3	1230000004	Keyless Disk (M4)	Keep for Pyramid Primary Server	100210750	1	1,385.70
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				524.82
4	1230000004	Keyless Disk (M4)	Step Down for Runtime Pyramid Secondary S Backup Scada - Runtime	100210752	1	500.93
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				262.41
5	1230000004	Keyless Disk (M4)	Keep for Arrowhead Primary Server	100210759	1	1,385.70
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				524.82
6	1230000004	Keyless Disk (M4)	Step Down for Runtime Arrowhead Secondar Backup Scada - Runtime	100210760	1	500.93
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				262.41
7	1230000004	Keyless Disk (M4)	Keep for Cholla Primary Server	100210765	1	1,385.70
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				524.82
8	1230000004	Keyless Disk (M4)	Stepdown to Runtime Cholla Secondary Serv Backup Scada - Runtime	100210777	1	500.93
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				262.41
9	1230000004	Keyless Disk (M4)	Keep for West Area Primary Server	100210778	1	1,385.70
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				524.82
10	1230000004	Keyless Disk (M4)	Stepdown to Runtime West Area Secondary Backup Scada - Runtime	100210781	1	500.93
	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)				
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)				262.41

26	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	26	1230000004 Keyless Disk (M4)			Stepdown to Runtime for thick client at Oasis	100211584			
	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1	\$					584.39
27	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	27	1230000004 Keyless Disk (M4)			Trade In	100211585			
28	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	28	1230000004 Keyless Disk (M4)			Keep for Future?	100211604			
29	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	29	1230000004 Keyless Disk (M4)			Trade In	100211611			
30	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	30	1230000004 Keyless Disk (M4)			Trade In	100211614			
31	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	31	1230000004 Keyless Disk (M4)			Trade In	100211616			
32	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	32	1230000004 Keyless Disk (M4)			Trade In	100211628			
33	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	33	1230000004 Keyless Disk (M4)			Trade In	100211634			
34	IC647IFPLDVUNLMTK	IFIX Plus SCADA Unlimited Development (M1 Kit Part)	1	\$					1,385.98
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)	1	\$					524.82
	94121670900C	M81:Medheen-Medbus-1-for-Win-95-&-NT-GD-Ver-7.X	4						
	34	1230000001 Keyless Disk (M1)			Keep for Future?	100217757			
35	IC647IFCLNTRNM	IFIX iClient Runtime (M4 Part)	1						
	35	1230000004 Keyless Disk (M4)			Trade In	100217768			
36	IC647IFCLNTCDVM	IFIX iClient Development (M4 Part)	1						
	36	1230000004 Keyless Disk (M4)			Trade In	100217770			
37	IC647IFPLRN00150M	IFIX Plus SCADA I50 I/O Runtime (M4 Part)	1						
	37	1230000004 Keyless Disk (M4)			Trade In	100217771			
38	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)	1	\$					1,385.70
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)	1	\$					524.82
	38	1230000004 Keyless Disk (M4)			Keep for Development at IT	100217772			
39	IC647IFPLDVUNLMTM	IFIX Plus SCADA Unlimited Development (M4 Part)	1	\$					1,385.70
	OC647IFAFLOVM	IFIX Optn: SCADA Synchronization (M4 Part)	1	\$					524.82
	39	1230000004 Keyless Disk (M4)			Keep for Development at IT	100217774			
40	IC647IFCLNTRNM	IFIX iClient Runtime (M4 Part)	1						
	40	1230000004 Keyless Disk (M4)			Trade In	100217775			

41	1230000004	Keyless Disk (M4)	Trade In	100217776					
	IC647IFPLDVUNLMTM	iFIX Plus SCADA Unlimited Development (M4 Part)			1				
	OC647IFAFLVOM	iFIX Optn: SCADA Synchronization (M4 Part)			1				
42	1230000004	Keyless Disk (M4)	Trade In	100217777					
	IC647IFPLDVUNLMTM	iFIX Plus SCADA Unlimited Development (M4 Part)			1				
	OC647IFAFLVOM	iFIX Optn: SCADA Synchronization (M4 Part)			1				
43	1230000004	Keyless Disk (M4)	Keep for 83rd lift station	100239952					
	IC647IFPLDVUNLMTM	iFIX Plus SCADA Unlimited Development (M4 Part)			1	\$	1,385.70		
	94102071600C	MBE:Medicon-Medbus-Ethernet-Ver-7x-Win-NT			4				
	OC647IFAFLVOM	iFIX Optn: SCADA Synchronization (M4 Part)			1	\$	524.82		
44	1219040002	Security Key - M4 USB	Trade In	100271635					
	IC647IFCLNTCDVM	iFIX iClient Development (M4 Part)			1				
45	1219040002	Security Key - M4 USB	Keep for Zone 4	100271639					
	IC647IFPLDVUNLMTM	iFIX Plus SCADA Unlimited Development (M4 Part)			1	\$	1,385.70		
	OC647IFAFLVOM	iFIX Optn: SCADA Synchronization (M4 Part)			1	\$	524.82		
	94102071600C	MBE:Medicon-Medbus-Ethernet-Ver-7x-Win-NT							
46	1219040002	Security Key - M4 USB	Trade In	100271641					
	IC647IFCLNTRNIM	iFIX iClient Runtime (M4 Part)			1				
47	1230000004	Keyless Disk (M4)		100349019					
	IC647IFCLNTCDVM	iFIX iClient Development (M4 Part)			1	\$	584.39		
48	1219040002	Security Key - M4 USB	Keep for TS at Pyramid	200084707					
	IC647IFUBSTSM	iFIX iClientTS User Base Support (M4 Part)			1	\$	834.90		
	IC647IFCLNTS010M	iFIX iClientTS 10 Additional Users (M4 Part)	Add 3 with Trade-In		1	\$	2,003.55		
49	1230000004	Keyless Disk (M4)	Keep	200119428					
49.1	IC646IFCLNTCRO05M	iFIX iClient Read Only 5 PK Keyless (M4 Part)			1	\$	834.90		
50	1219040002	Security Key - M4 USB	Keep for TS at Arrowhead	200191954					
	IC647IFUBSTSM	iFIX iClientTS User Base Support (M4 Part)			1	\$	834.90		
	IC647IFCLNTS005M	iFIX iClientTS 5 Additional Users (M4 Part)	Add 5 with Trade-In		1	\$	1,001.91		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)			1	\$	200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)			1	\$	200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)			1	\$	200.46		
51	1219040002	Security Key - M4 USB	Keep for TS at Cholla	200191955					
	IC647IFUBSTSM	iFIX iClientTS User Base Support (M4 Part)			1	\$	834.90		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)	Add 5 with Trade-In		1	\$	200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)			1	\$	200.46		
	IC647IFCLNTS005M	iFIX iClientTS 5 Additional Users (M4 Part)			1	\$	1,001.91		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)			1	\$	200.46		

Item #	Part Number	Description	Quantity	Unit Price	Total Price	Notes
52	1219040002	Security Key - M4 USB	1	\$ 834.90		Keep for TS at West Area
	IC647FUBSTSM	iFIX iClientTS User Base Support (M4 Part)	1	\$ 1,001.91		Add 5 with Trade-In
	IC647FCLNTS005M	iFIX iClientTS 5 Additional Users (M4 Part)	1	\$ 200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)	1	\$ 200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)	1	\$ 200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)	1	\$ 200.46		
53	1219040002	Security Key - M4 USB	1	\$ 834.90		Keep for TS at Oasis
	IC647FUBSTSM	iFIX iClientTS User Base Support (M4 Part)	1	\$ 200.46		Add 5 with Trade-In
	IC647FCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)	1	\$ 1,001.91		
	IC647IFCLNTS005M	iFIX iClientTS 5 Additional Users (M4 Part)	1	\$ 200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)	1	\$ 200.46		
	IC647IFCLNTS001M	iFIX iClientTS Each Additional User (M4 Part)	1	\$ 200.46		
54	1219040002	Security Key - M4 USB	1	\$ 2,121.12		Keep (has already been upgraded to 5k)
	IC647HSTSS3KM	Historian Standard Server 2500 Points (M4 Key)	1	\$ 2,121.12		
	IC647HSTCCP25M	Historian Client Connection Pack 25 Users (M4 Key)	1	\$ 656.58		option no longer used
	IC647HSTAE3KM	Alarm and Events Option for Historian - Standard Server 2500 Points (M4 Key)	1	\$ 656.58		
55	1219040002	Security Key - M4 USB	1	\$ 3,283.38		Keep (has already been upgraded to 5k)
	IC647HSTSS3KM	Historian Standard Server 2500 Points (M4 Key)	1	\$ 3,283.38		
	IC647HSTCCP25M	Historian Client Connection Pack 25 Users (M4 Key)	1	\$ 656.58		option no longer used
	IC647HSTAE3KM	Alarm and Events Option for Historian - Standard Server 2500 Points (M4 Key)	1	\$ 656.58		
56	1219040002	Security Key - M4 USB	1	\$ 82.45		Keep
	IC647HWC001	Proficy Historian Analysis 1 User	1	\$ 82.45		
	IC647HWC001	Proficy Historian Analysis 1 User	2	\$ 164.90		

(Brings each TS server to 15 Users)

Software Trade-In Value:

Globalcare Renewal on new configuration (20% discount as honor for the past 10 years)- 10/31/2015 through 10/30/2016 \$ 56,956.83

Globalcare Multi Year Renewal based on above changes	Totals
Globalcare Renewal year 1	\$ 56,956.83
Globalcare Renewal year 2	\$ 56,956.83
Globalcare Renewal year 3	\$ 56,956.83
Globalcare Renewal year 4	\$ 58,665.53
Globalcare Renewal year 5	\$ 60,425.50
Total:	\$ 289,961.52