FIRST AMENDMENT TO AGREEMENT

This First Amendment of the Agreement, entered into this 21st day of September, 2015, by and between the **CITY OF ALAMEDA**, a municipal corporation (hereinafter "City") and **LUCITY, INC.**, a Kansas corporation whose address is **10561 BARKLEY, SUITE 100, OVERLAND PARK, KANSAS, 66212**, hereinafter called the Consultant, in reference to the following:

RECITALS:

A.   On June 10, 2015, an agreement was entered into by and between City and Consultant (hereinafter "Agreement").

B.   City and Consultant desire to modify the Agreement to extend the term and contract amount to include authorizing the services in Phase 3 and 4 of the original scope and adding fleet implementation services, on the terms and conditions set forth herein.

NOW, THEREFORE, it is mutually agreed by and between and undersigned parties as follows:

1.   Page 1, Item 2, SERVICES TO BE PERFORMED, of the Agreement is modified to add the following:

"Consultant agrees to perform all necessary work at its own cost and expense, to furnish all labor, tools, equipment, materials, except as otherwise specified, and to do all necessary work included in Exhibit "A1" as requested. The Consultant acknowledges that the work plan included in Exhibit "A1" is tentative and does not commit the City to request Consultant to perform all tasks included therein."

2.   Page 2, Item No. 3, COMPENSATION TO CONTRACTOR, Paragraph 1, 2 and 3 of the Agreement is modified to add the following:

"Consultant shall be compensated for services performed pursuant to this Agreement in the amount set forth in Exhibit "A1" which is attached hereto and incorporated herein by this reference. Payment shall be made by checks drawn on the treasury of the City, to be taken from accounts 5430663, 91014, 90665, 5430854 and 91139."

"Payment will be made by the City in the following manner: On the first day of each month, Consultant shall submit a written estimate of the total amount of work done the previous month. Payment will be for time and direct costs and are not to exceed budget. Pricing and accounting of charges are to be according to the fee schedule in Exhibit "A1" unless mutually agreed upon in writing. Extra work must be approved in writing by City prior to performance and shall be paid on a Time and Material basis using the rate schedule in Attachment 2 of Exhibit "A1" schedule."

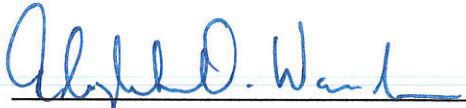"Compensation for this First Amendment to agreement is $66,750."

4.   Except as expressly modified herein, all other terms and covenants set forth in the Agreement shall remain the same and shall be in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this modification of Agreement to be executed on the day and year first above written.

LUCITY, INC.   CITY OF ALAMEDA
A Kansas Corporation   A Municipal Corporation

_____   _____
Don Pinkston   Elizabeth D. Warmerdam
President   Interim City Manager

_____   RECOMMENDED FOR APPROVAL:
Jim Graham
Vice President

                                                _____
                                                Liam Garland
                                                Acting Public Works Director

                                                APPROVED AS TO FORM:
                                                City Attorney

                                                _____
                                                Andrico Penick   8/24/15
                                                Assistant City Attorney

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LUCITY, INC.
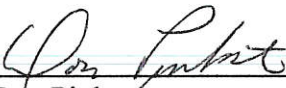A Kansas Corporation

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RECOMMENDED FOR APPROVAL:

Liam Garland
Acting Public Works Director

APPROVED AS TO FORM:
City Attorney

Andrico Penick
Assistant City Attorney

PROJECT INTRODUCTION

Lucity is proposing to provide application software and associated professional services to the City of Alameda, CA (referenced herein as "City,") to deliver a comprehensive solution that meets the Maintenance Management System (referenced herein as "MMS") needs of the City's Fleet Services Department.

For a successful implementation of the Lucity application, it is critical that Lucity and City staff work closely together to complete the Implementation Plan efforts. We have intimate knowledge of the Lucity software architecture, technology and functionality; as well as the software's capabilities with regard to system administration, configuration and integration. The City has intimate knowledge of its business objectives, technology environment and capabilities/availability of staff assigned to the project. Together we need to combine this collective knowledge to most effectively transfer knowledge and best allocate resources.

1.1 WORKFLOW DESIGN AND CONFIGURATION

1.1.A KICKOFF MEETING

To initiate the project, we will facilitate a "Kickoff Meeting" (convened remotely via WebEx conferencing) that will include:
- Introductions of Project Team members
- Development of a project contacts list
- Review of the project scope including tasks, deliverables, schedule, milestones, and payment schedule
- Review of project reporting details, including:
  - Format for on-site and remote meeting agendas
  - Format for Trip Reports following on-site activities
  - Format for Follow-up Memos related to remote activities

1.1.B DISCOVERY WORKSHOP

We will conduct a "Discovery Workshop" (remotely via WebEx) to solicit, review and assess input from City staff for configuring the Lucity MMS.

Lucity Workshop topics will include:
- Discussion of industry best practices and current ("as-is") and desired ("to be") business processes, user workflows, and PM activities/schedules; appropriate legacy data for conversion/migration; and relevant documents/forms/reports and related software applications
- Demonstrations of how the MMS can support those best practices, desired processes and workflows, activities, data and documents through the capabilities (configuration, functionality, tracking and reporting) of the Lucity products

- Identification of the various user types and roles, and discussion of MMS access and privileges for each to be supported through the Lucity Security capabilities
- Discuss audit tracking and reporting (operational and managerial) requirements

Based on the knowledge acquired from the Discovery Workshop, we will align the Department needs for the MMS with capabilities of the Lucity products. Results and configuration recommendations will be developed, including:

- Those specific practices, processes and workflows, activities, data and documents to be supported by the MMS
- Any alterations to processes and workflows that could be made to take best advantage of the MMS capabilities
- Details of the initial MMS configuration for:
  - Formalizing data input, display, query, report and exchange requirements
  - Setting up the architecture and standards of the work management capabilities to effectively and efficiently organize, manage and track service requests, activities (work orders and PMs), and resources (employees, equipment, contractors, materials and parts)

With the City's approval of our recommendations, we will initially configure the MMS using the applications, parameters and settings available with the Lucity products for customization. These include:

- The Lucity UI Administrator application, used to configure MMS security and personalize the various web applications for users (by group or individual)
  - Dashboards with specific desired real-time MMS content
  - Specific data views, forms, and reports for service requests and work orders
  - Employee timesheets with integration to work orders
- The Work Flow Setup module of the Lucity Work Administrator product, used to:
  - Create a hierarchal structure of "Categories" by which service requests and work orders are organized, managed and tracked
  - Create lists of "Problems", "Causes", "Tasks" and "Resources" for assignment to various Categories
  - Assign detailed information to Resources
  - Create templates for "Notifications" that can be automatically dispatched with service requests and work orders
  - Designate "Exclusion Days" on which work orders will not be automatically generated for scheduled Tasks
- The PM/Work Template module of the Work Administrator product, used to create work order templates for recurring Tasks and apply schedules for PM Tasks
- Field properties settings, used to define specific parameters for selected data fields

1.1.C FOLLOWUP MEETING

A "Follow-up Meeting" will be convened to assess the initial/updated MMS configuration, and identify any needed revisions. Several iterations of the MMS configurations may be necessary to fully support the Department's needs. If so we will host additional meetings with City staff to exchange information, coordinate necessary efforts, and gain approval of the final MMS configuration.

1.2 DATA LOADING

The Lucity Import & Update tool is used for loading data into LucityAM from ODBC (e.g. SQL Server), OLE, ASCII-delimited text, and XML sources. Data gathered in compatible formats by the City and delivered to the Lucity Implementation Lead will be reviewed and loaded into Lucity as applicable. It is expected that data to be loaded will include Fleet vehicles and equipment, Parts lists and other related workflow data.

The Implementation Lead will provide the System Administrator training in use of the Lucity Import & Update tool. With this training, the City may determine that loading of data from other sources is an effort that can be completed by the System Administrator.

1.3 SYSTEM INTEGRATION

1.3.A FUELING

The Lucity Import & Update tool is also designed to populate Lucity Assets solutions with data (readings, inspection results, etc.) from external systems including fueling records (Fleet).

The Implementation Lead will use the Import & Update user interface to establish data mapping with a suitable output file from the City's Fuel Master system, name and save the defined "import", and complete loading processes to verify proper operation of the interface. These imported fueling records may then be used in LucityAM to generate preventive maintenance scheduled work orders.

1.4 ACCEPTANCE TESTING

The Lucity Project Manager will notify the City's Project Manager when the implementation is ready for testing. Acceptance testing is anticipated to begin after completion of configuration, data loading and integration efforts; continue throughout the training effort; and conclude after "go-live" at such time the City deems the MMS as accepted.

1.5 TRAINING

Lucity will provide a Training Plan detailing user groups, session descriptions and durations, methods and materials, and schedule.

An outline of a Training Plan follows. The goals of the training we provide are:
- The System Administrator is reasonably self-sufficient in refining, expanding and sustaining the MMS
- Users are enabled with the knowledge, skills and confidence to follow proper business processes and successfully complete their specific operational workflows

System Administration

Security
- Completing procedures as outlined in the Security Help Guide for adding new users, and defining user group and individual permissions for MMS access and use

Configuration
- Using the applications, parameters and settings available with the Lucity products to refine the MMS configuration

Documents
- Completing procedures for establishing links between MMS records and externally managed electronic documents
- Adding custom content to the on-line Help system via hyperlinks to externally managed information

Reporting
- Adding custom reports

Data Import/Export
- Importing data using the Data Import & Update application, and exporting data using the MMS reporting capabilities

User Production

The typical content of a Training Plan regarding user production follows.

General
- *Dashboard*: Using "Home" pages with personalized real-time MMS content
- *Filter*: Creating queries to produce specific record sets
- *Locate*: Quickly finding a specific record within the current "Filter"
- *Document Control*: Linking electronic documents (images, videos, as-built drawings, O&M manuals, Web site links, etc.) to records
- *Browse*: Creating and exporting ad-hoc reports
- *Reports*: Using standard report templates
- *Help*: Using the on-line, context-sensitive Help system

Work Management
- Receiving/creating, routing and completing service requests, and work orders in response to service requests
- Establishing work order templates for recurring activities and PM schedules
- Creating, assigning, routing and completing work orders from templates and PM schedules
- Performing in-house and external billing of work order costs
- Viewing linked electronic documents
- Producing operational and management reports

Asset Management
- Collecting and maintaining asset attributes
- Establishing appropriate relationships between assets
- Assessing the condition, and tracking the operating status, of assets
- Interpreting asset lifecycle costs
- Viewing linked electronic documents
- Validating and transferring data from external systems (i.e. Fueling)
- Producing operational and management reports