

**SECOND AMENDMENT TO THE AGREEMENT
FOR THE PURCHASE, IMPLEMENTATION, AND MAINTENANCE OF A
PARKING ACCESS AND REVENUE CONTROL SYSTEM (PARCS)
FOR THE SAN JOSE NORMAN Y. MINETA INTERNATIONAL AIRPORT
BETWEEN THE CITY OF SAN JOSE AND SKIDATA, INC.**

This Second Amendment to the Agreement for the Purchase, Implementation, and Maintenance of a Parking Access and Revenue Control System (“PARCS”) for the San José Norman Y. Mineta International Airport (“Agreement”) between the City of San José, a municipal corporation (hereinafter “City” or the “Airport”), and SKIData, Inc., a Delaware Corporation authorized to conduct business in the State of California (hereinafter “Contractor”), is entered into on the date of execution by City (“Effective Date”). Each of City and Contractor are sometimes hereinafter referred to as a “Party” and collectively as the “Parties”.

RECITALS

WHEREAS, on February 21, 2020, City and Contractor entered in an agreement entitled “Agreement for the Purchase, Implementation, and Maintenance of a Parking Access and Revenue Control System (PARCS) for the San José Norman Y. Mineta International Airport between the City of San José and SKIData, Inc.” (“Agreement”); and

WHEREAS, on March 4, 2021, City and Contractor executed the Amendment #1 to the Agreement to extend the Initial Term through February 28, 2022 to complete System implementation;

WHEREAS, City and Contractor now wish to further amend the Agreement to extend the Initial Term through September 30, 2022 to complete System implementation;

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

SECTION 1. Section 3, entitled “TERM OF AGREEMENT,” is hereby amended to read as follows:

3 TERM OF AGREEMENT

3.1 Initial Term

The term of this Agreement is from the Effective Date through September 30, 2022 (“Initial Term”), inclusive, subject to the provisions of Section 14 “Termination.”

3.2 Options to Extend

After the Initial Term, the City, at its sole discretion, reserves the right to extend the term of this Agreement for up to ten (10) additional one-year periods through September 30, 2032 (“Option Periods”) for ongoing maintenance, support, and related services based on the same terms and conditions of the Initial Term, subject to the annual appropriation of funds and compensation adjustments as set forth in Second Revised Exhibit B. City shall provide Contractor prior written notice in the form of Exhibit F of its intention to exercise its option prior to the end of the then current term.

3.3 No Waiver

City’s agreement to extend the term of this Agreement is not a waiver of the “time is of the essence” provision in Section 5.

SECTION 2. Section 5, entitled “SCHEDULE OF PERFORMANCE,” is hereby amended to read as follows:

5 SCHEDULE OF PERFORMANCE

Contractor shall perform the Services according to the preliminary schedule set out in the attached Second Revised Appendix A-5, entitled “Preliminary Project Implementation Schedule.” Time is expressly made of the essence with respect to each and every term and provision of this Agreement.

SECTION 3. Revised Appendix A-5 entitled “Preliminary Project Implementation Schedule” is amended in its entirety as set forth in Second Revised Appendix A-5, which is attached hereto and incorporated herein.


SECTION 4. Revised Exhibit B entitled “Compensation and Payment Schedule” is amended in its entirety as set forth in Second Revised Exhibit B, which is attached hereto and incorporated herein.

SECTION 5. All terms and conditions of the original Agreement not specifically modified by this First Amendment shall remain in full force and effect.


WITNESS THE EXECUTION HEREOF on the day and year set forth beneath the respective names.

City of San José (“City”)
a municipal corporation

SKIDATA, Inc. (“Contractor”)
a Delaware corporation
authorized to conduct business in California

By: 

Jennifer Cheng
Deputy Director, Finance

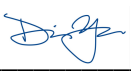
By: 

Robert Weiskopf
Chairman


Date: Mar 11, 2022

Date: Mar 9, 2022

APPROVED AS TO FORM:

By: 

Diana Yuan
Deputy City Attorney

By: 

Darrell Smithson
NAM President

Date: Mar 9, 2022

Date: Mar 9, 2022

**SECOND REVISED APPENDIX A-5
PRELIMINARY PROJECT IMPLEMENTATION SCHEDULE**

Implementation of this project will proceed in accordance with this Preliminary Project Implementation Schedule set forth on the following page, except as may be modified into a Final Project Implementation Schedule that is approved by the City. The Final Project Implementation Schedule will become the governing project schedule incorporated into the Agreement.

The Project Implementation Schedule is based upon work being accomplished Monday through Friday during normal business hours (defined as 8:00 AM to 5:00 PM), with the exception of City holidays. However, the Contractor may work on extended hours and weekends with prior authorization from the City at no additional cost to the City.

Work shall commence immediately upon execution of the Agreement. All timeline dates are understood to be close of business, 5:00 p.m. Pacific Time. If timeline dates fall on a weekend or City holiday, the date is understood to be the next business day.

PARCS PRELIMINARY PROJECT IMPLEMENTATION SCHEDULE

ID	Task Name	Duration	Start	Finish
1	San Jose Airport PARCS	863.5 days?	Fri 5/1/20	Thu 8/31/23
2	Project Initiation	51 days	Fri 6/12/20	Fri 8/21/20
3	Kick Off meeting	1 day	Fri 6/12/20	Fri 6/12/20
4	Review project design	30 days	Mon 6/15/20	Fri 7/24/20
5	Review schedule and phasing	50 days	Mon 6/15/20	Fri 8/21/20
6	Submittals	386 days	Fri 8/21/20	Tue 2/22/22
7	Factory Acceptance Test Scripts	0 days	Mon 10/19/20	Mon 10/19/20
8	System Manuals	0 days	Wed 4/28/21	Wed 4/28/21
9	Conceptual Design Document	0 days	Thu 3/25/21	Thu 3/25/21
10	Critical Design Document	0 days	Wed 4/14/21	Wed 4/14/21
11	Training Outline/Schedule	0 days	Thu 5/13/21	Thu 5/13/21
12	Phasing Plan	0 days	Fri 11/20/20	Fri 11/20/20
13	Sample Reports	0 days	Fri 8/21/20	Fri 8/21/20
14	Ticket Specifications	0 days	Fri 8/21/20	Fri 8/21/20
15	Disaster Recovery Plan	0 days	Fri 10/9/20	Fri 10/9/20
16	Network and IT Low Level design	0 days	Fri 3/19/21	Fri 3/19/21
17	Planning and Development Drawings Submittal	310 days	Thu 12/10/20	Tue 2/22/22
18	Skidata notified of permitting requirements	0 days	Thu 12/10/20	Thu 12/10/20
19	Phase 1 (Lot 1 through 5)	133 days	Wed 1/27/21	Mon 8/2/21
20	Electrical Survey	8 days	Wed 1/27/21	Fri 2/5/21
21	Structural engineering and as-built review	10 days	Wed 1/27/21	Tue 2/9/21
22	PoF Structural analysis	10 days	Wed 2/10/21	Tue 2/23/21
23	Engineer drawing revisions	25 days	Wed 2/10/21	Tue 3/16/21
24	Car Park Reviews	14 days	Wed 3/17/21	Mon 4/5/21
25	Final Complete Submission to Skidata	0 days	Mon 4/5/21	Mon 4/5/21
26	SJC review complete	0 days	Fri 4/23/21	Fri 4/23/21
27	Skidata revision delivery	0 days	Fri 5/7/21	Fri 5/7/21
28	SJC 2nd Review complete	0 days	Fri 5/21/21	Fri 5/21/21
29	Lot 1 Permit approval	0 days	Thu 5/27/21	Thu 5/27/21
30	Lot 2 through 5 Permit approval	0 days	Mon 8/2/21	Mon 8/2/21
31	Phase 2 (Lot 6 through 8 and signage)	228 days	Fri 4/9/21	Tue 2/22/22
32	Admin lot design approval	29 days	Fri 4/9/21	Wed 5/19/21
33	Electrical Survey	2 days	Mon 9/6/21	Tue 9/7/21
34	Structural engineering and as-built review	30 days	Wed 9/8/21	Tue 10/19/21
35	Initial drawing drafts	40 days	Wed 10/20/21	Tue 12/14/21
36	Drawing revisions	40 days	Wed 12/15/21	Tue 2/8/22
37	Submission	0 days	Tue 2/8/22	Tue 2/8/22
38	Approval (SJC review + revision)	0 days	Tue 2/22/22	Tue 2/22/22
39	Signage Design	76 days	Mon 3/1/21	Mon 6/14/21
40	Product Demo	1 day	Mon 3/1/21	Mon 3/1/21
41	Review with structural engineer	1 day	Fri 4/9/21	Fri 4/9/21
42	Structural engineering calculations	15 days	Mon 4/12/21	Fri 4/30/21
43	Submittal Submission	20 days	Mon 5/3/21	Fri 5/28/21
44	Approval (SJC review + revision)	1 day	Mon 6/14/21	Mon 6/14/21
45	Billing Milestones	456 days	Thu 11/12/20	Sat 8/20/22
46	PARCS design	0 days	Thu 4/1/21	Thu 4/1/21
47	Order for production - PARCS	0 days	Thu 4/1/21	Thu 4/1/21
48	Order for Production - FDMS	0 days	Mon 6/14/21	Mon 6/14/21
49	Completion of FAT	0 days	Thu 11/12/20	Thu 11/12/20
50	System Manuals	0 days	Tue 5/18/21	Tue 5/18/21
51	Lot 1 Acceptance	0 days	Thu 7/1/21	Thu 7/1/21
52	Lot 2 Acceptance	0 days	Tue 2/8/22	Tue 2/8/22
53	Lot 3 Acceptance	0 days	Thu 10/21/21	Thu 10/21/21

ID	Task Name	Duration	Start	Finish
54	Lot 4 Acceptance	0 days	Tue 9/7/21	Tue 9/7/21
55	Lot 5 Acceptance	0 days	Wed 12/1/21	Wed 12/1/21
56	Lot 6 Acceptance	0 days	Wed 12/1/21	Wed 12/1/21
57	Ewart Road Acceptance	0 days	Wed 3/30/22	Wed 3/30/22
58	Taxi Staging Area Acceptance	0 days	Fri 4/1/22	Fri 4/1/22
59	FDMS Acceptance	0 days	Fri 7/22/22	Fri 7/22/22
60	Parking Network Acceptance	0 days	Fri 7/22/22	Fri 7/22/22
61	Command Center Acceptance	0 days	Fri 7/22/22	Fri 7/22/22
62	Training complete	0 days	Fri 3/18/22	Fri 3/18/22
63	Business Intelligence and Loyalty Program design complete	0 days	Fri 4/8/22	Fri 4/8/22
64	Business Intelligence and Loyalty Program Acceptance	0 days	Fri 4/8/22	Fri 4/8/22
65	Valet Parking System Acceptance (ON HOLD)	0 days	Fri 11/20/20	Fri 11/20/20
66	Delivery of Spare Parts and Ticket Stock	0 days	Fri 3/18/22	Fri 3/18/22
67	ODT	0 days	Sat 8/20/22	Sat 8/20/22
68	Pre-installation and Configuration	305 days	Mon 6/1/20	Mon 8/9/21
69	Equipment procurement	60 days	Mon 6/1/20	Fri 8/21/20
70	Equipment arrival at warehouse	0 days	Fri 8/21/20	Fri 8/21/20
71	Expected ship date (Network equipment)	0 days	Mon 2/8/21	Mon 2/8/21
72	Signage delivery	0 days	Mon 8/9/21	Mon 8/9/21
73	Initial Pre-install and setup	15 days	Wed 9/2/20	Tue 9/22/20
74	System configuration and internal testing	45 days	Mon 9/14/20	Fri 11/13/20
75	Factory Acceptance testing	3 days	Wed 11/11/20	Fri 11/13/20
76	Proof of Concept IT Deployment (Network and Servers)	45 days	Mon 3/29/21	Fri 5/28/21
77	Develop and Provide PoC testing plan	10 days	Mon 3/29/21	Fri 4/9/21
78	Skidata receive server equipment	0 days	Tue 3/30/21	Tue 3/30/21
79	Server configuration and shipping	21 days	Tue 3/30/21	Tue 4/27/21
80	Install Servers in PoC environment	1 day	Wed 4/28/21	Wed 4/28/21
81	Stage PoC switches and parking equipment	2 days	Thu 4/29/21	Fri 4/30/21
82	Confirm network connectivity to all components	13 days	Mon 5/3/21	Wed 5/19/21
83	Change Management Board Approval	2 days	Thu 5/20/21	Fri 5/21/21
84	Install Servers in production environment	1 day	Mon 5/24/21	Mon 5/24/21
85	Cable and Configure for production environment	4 days	Tue 5/25/21	Fri 5/28/21
86	Command Center infrastructure CO (Protec)	16 days	Mon 1/25/21	Mon 2/15/21
87	Infrastructure modification to scope approved	0 days	Mon 1/25/21	Mon 1/25/21
88	Material delivered and mobilization	10 days	Mon 1/25/21	Fri 2/5/21
89	Infrastructure installation and completion	5 days	Mon 2/8/21	Fri 2/12/21
90	Factory equipment preparation (completed before shipping)	82 days	Tue 9/1/20	Tue 12/29/20
91	Lot 1	10 days	Tue 9/1/20	Mon 9/14/20
92	Lot 2	10 days	Mon 11/30/20	Fri 12/11/20
93	Lot 3	10 days	Mon 11/23/20	Tue 12/8/20
94	Lot 4	10 days	Mon 11/2/20	Fri 11/13/20
95	Lot 5	10 days	Mon 12/14/20	Tue 12/29/20
96	Lot 6	10 days	Mon 12/14/20	Tue 12/29/20
97	Taxi Staging Area	5 days	Mon 12/7/20	Fri 12/11/20
98	Ewert Rd	5 days	Mon 12/7/20	Fri 12/11/20
99	Admin Lot	5 days	Mon 12/7/20	Fri 12/11/20
100	System Training (See training agenda)	5 days	Mon 6/21/21	Fri 6/25/21
101	System Training Post-golive	5 days	Mon 3/14/22	Fri 3/18/22
102	Installation	576 days?	Fri 5/1/20	Mon 7/25/22
103	Chantry Integration	135 days	Thu 2/25/21	Wed 9/1/21
104	Kick off	1 day	Thu 2/25/21	Thu 2/25/21

ID	Task Name	Duration	Start	Finish
105	Design review	30 days	Fri 2/26/21	Thu 4/8/21
106	Design submission	0 days	Thu 4/8/21	Thu 4/8/21
107	Implementation	104 days	Fri 4/9/21	Wed 9/1/21
108	Command Center	5 days	Mon 5/31/21	Fri 6/4/21
109	Installation	2 days	Mon 5/31/21	Tue 6/1/21
110	Configuration	2 days	Wed 6/2/21	Thu 6/3/21
111	Server fault tolerance testing	1 day	Fri 6/4/21	Fri 6/4/21
112	Economy Lot 1 Parking Garage Guidance System (Base)	58 days	Mon 3/22/21	Wed 6/9/21
113	Submittals	25 days	Mon 3/22/21	Fri 4/23/21
114	Onboarding Documents	5 days	Mon 3/22/21	Fri 3/26/21
115	System Design	5 days	Mon 4/5/21	Fri 4/9/21
116	Design Approval	10 days	Mon 4/12/21	Fri 4/23/21
117	Equipment Order	30 days	Mon 4/5/21	Fri 5/14/21
118	Order Placed	1 day	Mon 4/5/21	Mon 4/5/21
119	Signage Lead time	25 days	Tue 4/6/21	Mon 5/10/21
120	Skidata controller lead time	10 days	Tue 4/6/21	Mon 4/19/21
121	Configuration	2 days	Tue 5/11/21	Wed 5/12/21
122	Equipment Delivery to Site	2 days	Thu 5/13/21	Fri 5/14/21
123	Installation	33 days	Thu 4/22/21	Mon 6/7/21
124	Infrastructure Walk with GC	1 day	Tue 5/11/21	Tue 5/11/21
125	Cut and seal loops	1 day	Thu 4/22/21	Thu 4/22/21
126	Cabling	5 days	Tue 5/18/21	Mon 5/24/21
127	Mount and terminate signs	1 day	Tue 5/18/21	Tue 5/18/21
128	Install Controllers	1 day	Mon 6/7/21	Mon 6/7/21
129	Configure into Skidata system	1 day	Mon 6/7/21	Mon 6/7/21
130	Testing	2 days	Tue 6/8/21	Wed 6/9/21
131	Internal Testing	1 day	Tue 6/8/21	Tue 6/8/21
132	Customer Acceptance Testing	1 day	Wed 6/9/21	Wed 6/9/21
133	Lot 1 (4in/3out/2PoF*) Lanes 10E/11E/12E/13E/14E/15X/16X/17X/18X APM 100/101	127 days	Mon 12/28/20	Thu 6/24/21
134	New Garage installation	6 days	Mon 12/28/20	Wed 1/6/21
135	Existing equipment installation (1in/3out/2AVI Barrier)	21 days	Thu 5/27/21	Thu 6/24/21
136	Mobilization	3 days	Fri 5/28/21	Tue 6/1/21
137	Infrastructure	3 days	Tue 6/8/21	Thu 6/10/21
138	Wirepulls	3 days	Tue 6/8/21	Thu 6/10/21
139	LPR Loops	2 days	Tue 6/8/21	Wed 6/9/21
140	Equipment removal	2 days	Thu 6/3/21	Fri 6/4/21
141	Mount and terminate ticket columns and gates	3 days	Mon 6/7/21	Wed 6/9/21
142	Mount and terminate LPR	2 days	Thu 6/10/21	Fri 6/11/21
143	Commissioning	6 days	Mon 6/14/21	Mon 6/21/21
144	Submit Lane Acceptance documentation	0 days	Thu 5/27/21	Thu 5/27/21
145	Lane acceptance testing	3 days	Tue 6/22/21	Thu 6/24/21
146	Go-live (N/A)	0 days	Thu 6/24/21	Thu 6/24/21
147	Submit Site Acceptance Documentation	0 days	Thu 6/17/21	Thu 6/17/21
148	Site Acceptance Testing	7 days	Fri 6/25/21	Thu 7/1/21
149	Lot 4 (2in/2out/2PoF) Lanes 40E/41E/42X/43X APM 400/401	66.75 days	Mon 6/7/21	Tue 9/7/21
150	Infrastructure	47 days	Mon 6/7/21	Tue 8/10/21
151	Wirepulls	4 days	Mon 6/7/21	Thu 6/10/21
152	LPR Loops	2 days	Mon 8/9/21	Tue 8/10/21
153	Equipment removal	1 day	Mon 8/9/21	Mon 8/9/21
154	Mount and terminate ticket columns and gates	3 days	Tue 8/10/21	Thu 8/12/21
155	Mount and terminate PoF	2 days	Fri 8/13/21	Mon 8/16/21
156	Mount and terminate LPR	2 days	Tue 8/17/21	Wed 8/18/21

ID	Task Name	Duration	Start	Finish
157	Commissioning	5 days	Thu 8/19/21	Wed 8/25/21
158	Submit Lane Acceptance documentation	0 days	Tue 8/3/21	Tue 8/3/21
159	Internal Lane Acceptance Testing	2 days	Thu 8/26/21	Fri 8/27/21
160	Lane acceptance testing	2 days	Mon 8/30/21	Tue 8/31/21
161	Go-live	0 days	Tue 8/31/21	Tue 8/31/21
162	Submit Site Acceptance Documentation	0 days	Tue 8/24/21	Tue 8/24/21
163	Site Acceptance Testing	7 days	Wed 9/1/21	Tue 9/7/21
164	Lot 3 (4in/3out/3PoF*)	33 days	Tue 8/31/21	Thu 10/14/21
165	Group 1 (2in/1out/2PoF) Lanes 30E/31E/36X APM 300/301	21 days	Tue 8/31/21	Tue 9/28/21
166	Infrastructure	8 days	Wed 9/1/21	Fri 9/10/21
167	Wirepulls	5 days	Wed 9/1/21	Tue 9/7/21
168	LPR Loops	2 days	Thu 9/9/21	Fri 9/10/21
169	Equipment removal	2 days	Tue 9/7/21	Wed 9/8/21
170	Mount and terminate ticket columns and gates	3 days	Thu 9/9/21	Mon 9/13/21
171	Mount and terminate PoF	2 days	Tue 9/14/21	Wed 9/15/21
172	Mount and terminate LPR	2 days	Thu 9/16/21	Fri 9/17/21
173	Commissioning	3 days	Mon 9/20/21	Wed 9/22/21
174	Submit Lane Acceptance documentation	0 days	Tue 8/31/21	Tue 8/31/21
175	Internal Lane Acceptance Testing	2 days	Thu 9/23/21	Fri 9/24/21
176	Lane acceptance testing	2 days	Mon 9/27/21	Tue 9/28/21
177	Go-live	0 days	Tue 9/28/21	Tue 9/28/21
178	Group 2 (2in/2out) Lanes 32E/33E/36X APM 302	12 days	Wed 9/29/21	Thu 10/14/21
179	Equipment removal	5 days	Wed 9/29/21	Tue 10/5/21
180	Remove 32E/33E	1 day	Wed 9/29/21	Wed 9/29/21
181	Remove Booth and 34X	5 days	Wed 9/29/21	Tue 10/5/21
182	Remove 35X	1 day	Thu 9/30/21	Thu 9/30/21
183	Mount and terminate ticket columns and gates	2 days	Thu 9/30/21	Fri 10/1/21
184	Mount and terminate LPR	2 days	Mon 10/4/21	Tue 10/5/21
185	Commissioning	3 days	Wed 10/6/21	Fri 10/8/21
186	Internal Lane Acceptance Testing	2 days	Mon 10/11/21	Tue 10/12/21
187	Lane acceptance testing	2 days	Wed 10/13/21	Thu 10/14/21
188	Go-live	0 days	Thu 10/14/21	Thu 10/14/21
189	Submit Site Acceptance Documentation	0 days	Thu 10/7/21	Thu 10/7/21
190	Site Acceptance Testing	7 days	Fri 10/15/21	Thu 10/21/21
191	Lot 5/6 (4in/4out/1PoF)	37.75 days	Mon 10/11/21	Wed 12/1/21
192	Group 1 (2in/2out/2PoF) Lanes 60E/61E/52X/53X APM 500/501	21 days	Mon 10/11/21	Mon 11/8/21
193	Infrastructure	1 day	Mon 10/18/21	Mon 10/18/21
194	Loops	1 day	Mon 10/18/21	Mon 10/18/21
195	Equipment Removal	1 day	Mon 10/18/21	Mon 10/18/21
196	Mount and terminate ticket columns and gates	2 days	Tue 10/19/21	Wed 10/20/21
197	Mount booth lane	2 days	Mon 11/1/21	Tue 11/2/21
198	Mount and terminate PoF	2 days	Thu 10/21/21	Fri 10/22/21
199	Mount and terminate LPR	2 days	Mon 10/25/21	Tue 10/26/21
200	Commissioning	11 days	Thu 10/21/21	Thu 11/4/21
201	Submit Lane Acceptance documentation	0 days	Mon 10/11/21	Mon 10/11/21
202	Internal Lane Acceptance Testing	1 day	Fri 11/5/21	Fri 11/5/21
203	Lane acceptance testing	1 day	Mon 11/8/21	Mon 11/8/21
204	Go-live	0 days	Mon 11/8/21	Mon 11/8/21
205	Group 2 (2in/2out) Lanes 50E/51E/54X/55X	21 days	Wed 10/27/21	Wed 11/24/21
206	Infrastructure	1 day	Wed 11/17/21	Wed 11/17/21
207	Loops	1 day	Wed 11/17/21	Wed 11/17/21

ID	Task Name	Duration	Start	Finish
208	Equipment Removal	1 day	Mon 11/15/21	Mon 11/15/21
209	Mount and terminate ticket columns and gates	3 days	Tue 11/16/21	Thu 11/18/21
210	Mount and terminate LPR	1 day	Fri 11/19/21	Fri 11/19/21
211	Commissioning	2 days	Fri 11/19/21	Mon 11/22/21
212	Submit Lane Acceptance documentation	0 days	Wed 10/27/21	Wed 10/27/21
213	Internal Lane Acceptance Testing	1 day	Tue 11/23/21	Tue 11/23/21
214	Lane acceptance testing	1 day	Wed 11/24/21	Wed 11/24/21
215	Go-live	0 days	Wed 11/24/21	Wed 11/24/21
216	Submit Site Acceptance Documentation	0 days	Wed 11/17/21	Wed 11/17/21
217	Site Acceptance Testing	7 days	Thu 11/25/21	Wed 12/1/21
218	Lot 2 (3in/7out/3PoF)	82.75 days	Fri 10/15/21	Tue 2/8/22
219	Group 1 (1in/3out) Lanes 22E/27X/28X/29X	21 days	Tue 11/16/21	Tue 12/14/21
220	Infrastructure	1 day	Tue 11/30/21	Tue 11/30/21
221	LPR Loops	1 day	Tue 11/30/21	Tue 11/30/21
222	Equipment Removal	1 day	Wed 11/24/21	Wed 11/24/21
223	Mount and terminate ticket columns and gates	2 days	Mon 11/29/21	Tue 11/30/21
224	Mount and terminate LPR	2 days	Wed 12/1/21	Thu 12/2/21
225	Commissioning	6 days	Wed 12/1/21	Wed 12/8/21
226	Submit Lane Acceptance documentation	0 days	Tue 11/16/21	Tue 11/16/21
227	Internal Lane Acceptance Testing	2 days	Thu 12/9/21	Fri 12/10/21
228	Lane acceptance testing	2 days	Mon 12/13/21	Tue 12/14/21
229	Go-live	0 days	Tue 12/14/21	Tue 12/14/21
230	Group 2 (1in/2out/3PoF) Lanes 21E/23X/24X APM 200/201/202	29 days	Tue 12/7/21	Fri 1/14/22
231	Infrastructure	1 day	Tue 12/7/21	Tue 12/7/21
232	LPR Loops	1 day	Tue 12/7/21	Tue 12/7/21
233	Equipment Removal	1 day	Mon 12/20/21	Mon 12/20/21
234	Mount and terminate ticket columns and gates	2 days	Tue 12/21/21	Wed 12/22/21
235	Mount and terminate PoF	2 days	Thu 12/23/21	Fri 12/24/21
236	Mount and terminate LPR	1 day	Mon 12/27/21	Mon 12/27/21
237	Commissioning	13 days	Thu 12/23/21	Mon 1/10/22
238	Internal Lane Acceptance Testing	2 days	Tue 1/11/22	Wed 1/12/22
239	Lane acceptance testing	2 days	Thu 1/13/22	Fri 1/14/22
240	Go-live	0 days	Fri 1/14/22	Fri 1/14/22
241	Group 3 (1in/2out) Lanes 20E/25X/26X	78 days	Fri 10/15/21	Tue 2/1/22
242	Infrastructure	1 day	Fri 10/15/21	Fri 10/15/21
243	LPR Loops	1 day	Fri 10/15/21	Fri 10/15/21
244	Equipment Removal	1 day	Tue 1/18/22	Tue 1/18/22
245	Mount and terminate ticket columns and gates	2 days	Wed 1/19/22	Thu 1/20/22
246	Mount and terminate LPR	1 day	Fri 1/21/22	Fri 1/21/22
247	Mount and terminate PoF	1 day	Fri 1/21/22	Fri 1/21/22
248	Commissioning	5 days	Fri 1/21/22	Thu 1/27/22
249	Submit Lane Acceptance documentation	0 days	Tue 1/4/22	Tue 1/4/22
250	Internal Lane Acceptance Testing	2 days	Fri 1/28/22	Mon 1/31/22
251	Lane acceptance testing	1 day	Tue 2/1/22	Tue 2/1/22
252	Go-live	0 days	Tue 2/1/22	Tue 2/1/22
253	Submit Site Acceptance Documentation	0 days	Tue 1/25/22	Tue 1/25/22
254	Site Acceptance Testing	7 days	Wed 2/2/22	Tue 2/8/22
255	Lot 7 Ewert (1in/1out) Lanes 1EEBUS (AVI)/2EXBUS (AVI)	25.75 days	Wed 2/23/22	Wed 3/30/22
256	Infrastructure	3 days	Wed 3/9/22	Fri 3/11/22
257	Equipment Removal	1 day	Mon 3/14/22	Mon 3/14/22
258	Card reader and gate install	1 day	Tue 3/15/22	Tue 3/15/22
259	Commissioning	2 days	Wed 3/16/22	Thu 3/17/22

ID	Task Name	Duration	Start	Finish
260	Submit Lane Acceptance documentation	0 days	Wed 2/23/22	Wed 2/23/22
261	Lane acceptance testing	1 day	Wed 3/23/22	Wed 3/23/22
262	Go-live	0 days	Wed 3/23/22	Wed 3/23/22
263	Submit Site Acceptance Documentation	0 days	Wed 3/16/22	Wed 3/16/22
264	Site Acceptance Testing	7 days	Thu 3/24/22	Wed 3/30/22
265	Lot 8 Taxi (1in/1out) Lanes 1TE/2TX	25.75 days	Wed 2/23/22	Wed 3/30/22
266	Infrastructure	3 days	Tue 3/15/22	Thu 3/17/22
267	Equipment Removal	1 day	Fri 3/18/22	Fri 3/18/22
268	Card reader and gate install	1 day	Mon 3/21/22	Mon 3/21/22
269	Commissioning	1 day	Tue 3/22/22	Tue 3/22/22
270	Submit Lane Acceptance documentation	0 days	Wed 2/23/22	Wed 2/23/22
271	Lane acceptance testing	1 day	Wed 3/23/22	Wed 3/23/22
272	Go-live	0 days	Wed 3/23/22	Wed 3/23/22
273	Submit Site Acceptance Documentation	0 days	Wed 3/16/22	Wed 3/16/22
274	Site Acceptance Testing	7 days	Thu 3/24/22	Wed 3/30/22
275	Lot 9 Admin (1in/2out) Lanes 60E/61X/62X	25.75 days	Fri 2/25/22	Fri 4/1/22
276	Infrastructure	3 days	Tue 3/15/22	Thu 3/17/22
277	Equipment installation	3 days	Fri 3/18/22	Tue 3/22/22
278	Commissioning	2 days	Wed 3/23/22	Thu 3/24/22
279	Submit Lane Acceptance documentation	0 days	Fri 2/25/22	Fri 2/25/22
280	Lane acceptance testing	1 day	Fri 3/25/22	Fri 3/25/22
281	Go-live	0 days	Fri 3/25/22	Fri 3/25/22
282	Submit Site Acceptance Documentation	0 days	Fri 3/18/22	Fri 3/18/22
283	Site Acceptance Testing	7 days	Sat 3/26/22	Fri 4/1/22
284	Punchlist	33 days	Wed 12/22/21	Fri 2/4/22
285	Switch power failure resolution	25 days	Wed 12/22/21	Tue 1/25/22
286	PoE test lane 43X	20 days	Wed 12/22/21	Tue 1/18/22
287	Reconfiguration and monitoring	5 days	Wed 1/19/22	Tue 1/25/22
288	Windcave	25 days	Mon 1/3/22	Fri 2/4/22
289	Lot 4 terminal RMA and root cause analysis	15 days	Mon 1/17/22	Fri 2/4/22
290	Processor connection outage resolution	20 days	Mon 1/3/22	Fri 1/28/22
291	AVI integration completion	5 days	Tue 1/18/22	Mon 1/24/22
292	Change Orders	0 days?	Fri 5/1/20	Fri 5/1/20
293	Traffic signal relays	TBD		
294	Lot 1 equipment transfer from Taxi staging	TBD		
295	Dynamic Signage	184 days	Wed 11/10/21	Mon 7/25/22
296	Design Approval	0 days	Wed 11/10/21	Wed 11/10/21
297	Kick-off Meeting	0 days	Tue 11/16/21	Tue 11/16/21
298	Design Review	60 days	Tue 11/16/21	Mon 2/7/22
299	Design Approval	0 days	Mon 2/7/22	Mon 2/7/22
300	Equipment Fabrication	120 days	Mon 1/3/22	Fri 6/17/22
301	Equipment Delivery	0 days	Fri 6/17/22	Fri 6/17/22
302	Installation	20 days	Mon 6/20/22	Fri 7/15/22
303	Commissioning	5 days	Mon 7/18/22	Fri 7/22/22
304	Acceptance	1 day	Mon 7/25/22	Mon 7/25/22
305	System-wide Site Acceptance	287.5 days	Tue 7/26/22	Thu 8/31/23
306	Operational Demonstration Test	30 days	Tue 7/26/22	Tue 8/23/22
307	Final Acceptance testing submittals	14 days	Wed 8/24/22	Mon 9/12/22
308	Warranty Start	0 days	Mon 9/12/22	Mon 9/12/22
309	Warranty End	0 days	Thu 8/31/23	Thu 8/31/23

SECOND REVISED EXHIBIT B COMPENSATION AND PAYMENT SCHEDULE

1 MAXIMUM COMPENSATION

The maximum amount payable for all products and services provided under this Agreement shall not exceed **Seven Million Dollars (\$7,000,000)** during the Initial Term. Any additional services or products requested by the City that would exceed the preceding maximum amount will be addressed in accordance with the Change Order Procedures as set forth in Section 8 of the Agreement. No additional services will be performed unless both Parties execute a Change Order outlining the services requested and the compensation agreed for such services.

2 PAYMENT SCHEDULE FOR THE INITIAL TERM

- 2.1 Progress payments shall be made to Contractor by City following acceptance of designated milestones as shown in Table B-1. See Appendix B-1 for cost breakdown.
- 2.2 All payments are based upon City's acceptance of Contractor's performance as evidenced by successful completion of all of the deliverables as set forth for each milestone. City shall have no obligation to pay unless Contractor has successfully completed, and City has approved the milestone for which payment is due.
- 2.3 Payment for any part or parts of the System provided hereunder, or inspection or testing thereof by City, shall not constitute acceptance or relieve Contractor of its obligations under this Agreement. City may inspect the components of the System when delivered and reject upon notification to Contractor any and all the System, which does not conform to the specifications or other requirements of this Agreement. Components of the System, which are rejected shall be promptly corrected, repaired, or replaced by Contractor. If City receives components of the System with defects or nonconformities not reasonably apparent on inspection, then City reserves the right to require prompt correction, repair, or replacement by Contractor in accordance with Contractor's warranty obligations.

Table B-1: Initial Term Payment Schedule

#	Payment Milestone	Estimated Completion Dates*	Payment Amount
1	PARCS Design	3/17/2020 4/1/2021	\$231,046
2	Order for Production – PARCS	5/4/2020 4/1/2021	231,046
3	Order for Production – FDMS	11/10/2020 6/14/2021	467,369
4	Completion of Factory Acceptance Test - PARCS	7/13/2020 11/12/2020	850,000
5	System Manuals/Documentation	8/13/2020 5/18/2021	50,000
Completion of System Configuration and Site Preparations (Subtotal of Payments)			\$1,829,461
6	Economy Lot 1 Site Acceptance	9/19/2020 7/1/2021	\$392,830
7	Hourly Lot 2 Site Acceptance	10/5/2020 2/8/2022	757,346
8	Hourly Lot 3 Site Acceptance	10/15/2020 10/21/2021	539,172
9	Daily Lot 4 Site Acceptance	10/28/2020 9/7/2021	195,731
10	Hourly Lot 5 Site Acceptance	11/21/2020 12/1/2021	368,277
11	Daily Lot 6 Site Acceptance	12/1/2020 12/1/2021	224,380
12	Ewert Road Site Acceptance	12/9/2020 3/30/2022	84,359
13	Taxi Staging Area Site Acceptance	12/15/2020 4/1/2022	79,496
14	FDMS Site Acceptance	2/20/2021 7/22/2022	467,369
15	Parking Network System Acceptance	3/25/2021 7/22/2022	198,622
16	Parking Command Center Site Acceptance	3/25/2021 7/22/2022	56,740
17	Completion of Training	12/17/2020 3/18/2022	9,000
Completion of Site Acceptance (Subtotal of Payments)			\$3,373,322
18	Business Intelligence and Customer Loyalty Program Design Completion	6/18/2020 4/8/2022	\$61,500
19	Business Intelligence and Customer Loyalty Program Acceptance	10/30/2020 4/8/2022	61,500
20	Valet Parking System Acceptance	11/16/2020 4/26/2021	41,522
21	Delivery of Spare Parts and Ticket Stock	8/21/2020 3/18/2022	101,000
22	Operational Demonstration Test (ODT)	2/22/2021 9/30/2022	287,805
Completion of ODT (Subtotal of Payments)			\$553,327
23	Subtotal - System Implementation		\$5,756,110
24	Initial Term Warranty Services \$571,698 Fixed Maintenance Fee and \$292,000 Time & Materials (not to exceed)		863,698
25	Additional Products & Services (Section 4 below)		260,192
26	Subtotal – Before Sales Tax		\$6,880,000
27	Estimated Sales Tax (to be paid in accordance with applicable milestone for which sales tax is due)		\$120,000
INITIAL TERM MAXIMUM COMPENSATION			\$7,000,000

*Updated by this Second Amendment.

3 PAYMENT SCHEDULE FOR ONGOING SERVICES

- 3.1 Warranty and Maintenance Services as set forth in Appendix A-6 shall be exercised as options at the sole discretion of the City on an annual basis, and shall be on a fixed fee basis per Table B-2. See Appendix B-2 for cost breakdown.
- 3.2 Contractor shall invoice the City monthly for all applicable support and maintenance costs. In the event of early termination of the Agreement, Contractor shall refund the City on a pro-rated basis any fees paid in advance that have not been expended as of the date of termination.

Table B-2: Ongoing Maintenance Services (after Initial Term)

Year	Fixed Maintenance Fee	Time & Materials (not to exceed amount)	Annual Total
Year 2 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 3 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 4 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 5 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 6 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 7 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 8 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 9 Maintenance Services	\$733,198	\$250,000	\$983,198
Year 10 Maintenance Services	\$733,198	\$250,000	\$983,198

4 ADDITIONAL PRODUCTS AND SERVICES

- 4.1 The Airport may, in its sole discretion, request additional products and services as specified in Table B-3 below. In the event the City requires these additional products or services, Contractor shall provide a written quote to the Airport and obtain approval in the form of a signed Notice of Work (NOW) Form (see Appendix A-8) before starting the work.
- 4.2 Any additional products or services requested by the City that would exceed the maximum amount specified for these products and services must be addressed in accordance with the Change Order Procedures. No additional products or services will be provided unless both Parties execute a Change Order.
- 4.3 The City reserves the right to request a fixed priced quote in lieu of time and materials.
- 4.4 Contractor shall provide additional products and services at the rates listed below or at its current best government rates, whichever is less. Hourly rates shall be inclusive of all costs, including but not limited to, labor, equipment, materials, training, travel, overhead, profit, insurance, employee benefits, ancillary personnel, etc.

Table B-3: Additional Product & Services

Additional Equipment / Hardware	Unit Price
Validation Station	\$3,720
Field Validation Machines	\$1,160
IP-Based Validation Station Scanner	\$1,250
Spare Parts	15% discount off list price
Transaction-Based Fees	Additional Fee
Additional reservations (beyond first 10,000)	\$0.75 per transaction
PSP Gateway Fees for Terminal and Online Card Transactions	as applicable
Labor	Hourly Rate
Hourly Service Rate (Regular Business Hours - 7:00 AM through 11:00 PM, 7 days a week)	\$165
Hourly Service Rate (Outside of Business Hours - 11:00 PM through 7:00 AM, 7 days a week)	\$326

5 INVOICING AND PAYMENT PROCEDURE

- 5.1 The City agrees to compensate Contractor for the Services performed and System provided in accordance with the terms and conditions of this Agreement.
- 5.2 Compensation and payments shall be made to Contractor by City based on Net Thirty (30) days payment terms.
- 5.3 City will make payments when due in the form of a check, cashier's check, or wire transfer drawn on a U.S. financial institution.

6 COMPENSATION ADJUSTMENT

CPI Adjustment: The Contractor's compensation rates shall be subject to adjustment on each anniversary of the performance period after Year 2 of the warranty and maintenance period. The adjustment shall be calculated as follows:

- 6.1 The base for computing the adjustment shall be the Consumer Price Index for Urban Wage Earners and Clerical Workers (with a base year of 1982-1984=100) for the San Francisco-Oakland-San José area, published by the United States Department of Labor Statistics ("Index"), which is published most immediately preceding the commencement of the applicable extension term ("Extension Index"), shall be compared with the Index published most immediately preceding the commencement date of the then expiring term ("Beginning Index"). If the Extension Index published has increased over or decreased under the Beginning Index, the monthly compensation rates for the extension term shall be set by multiplying the then expiring term's monthly compensation rate by a fraction, the numerator of which is the Extension Index and the denominator of which is the Beginning Index.
- 6.2 If the Index is changed so that the base year differs from that used as of the month immediately preceding the Agreement's commencement date, the Index shall be converted in accordance with the conversion factor published by the United States Department of Labor, Bureau of Labor Statistics. If the Index is discontinued or revised during the term of the Agreement such other government index or computation with which it is replaced shall be used in order to obtain substantially the same result as would be obtained if the Index had not been discontinued or revised.
- 6.3 The preceding provision of this section notwithstanding, the adjustment of any monthly compensation rate for any extension term shall not exceed 3% of the previous term's monthly compensation rate, unless the increase to the City's Living/Prevailing Wage exceeds 3% of the Living/Prevailing Wage of the previous term. Contractor must provide wages and benefits information to establish the amount paid to their workers to justify an adjustment that is greater than 3%. In no event will an adjustment greater than 3% be allowed for general and administrative expenses, overhead expenses, and profit.
- 6.4 For the purpose of illustration only, if a Beginning Index is 115 and the Extension Index is 124, the monthly compensation rate to be paid during the extension term shall \$ X (the then expiring term's monthly compensation rate) multiplied by 124/115.

7 LIQUIDATED DAMAGES

THE PARTIES HERETO AGREE THAT IT WOULD BE IMPRACTICAL AND EXTREMELY DIFFICULT TO DETERMINE THE ACTUAL DAMAGE TO THE CITY IF CONTRACTOR WERE TO TERMINATE THIS AGREEMENT PRIOR TO EXPIRATION OR OTHERWISE BREACH. IN ADDITION TO THE SERVICES PROVIDED, CITY EXPECTS TO RECEIVE OTHER BENEFIT

FROM CONTRACTOR'S SERVICES. THE PARTIES MUTUALLY AGREE THAT LIQUIDATED DAMAGES SET FORTH IN THIS SECTION ARE ACCEPTABLE TO EACH PARTY AND ARE A REASONABLE ESTIMATE OF CITY'S LOSS IF CONTRACTOR FAILS TO COMPLETE SERVICES IN ACCORDANCE WITH THE SCHEDULE OF PERFORMANCE.


BY PLACING THEIR INITIALS BELOW, CITY AND CONTRACTOR ACKNOWLEDGE THAT THE AMOUNTS SET FORTH BELOW HAVE BEEN AGREED UPON AS THE PARTIES' REASONABLE ESTIMATE OF CITY'S DAMAGES.

Failure to respond within thirty (30) minutes to a Level 1 (Emergency) notification	\$500 per occurrence
---	----------------------

"CITY"

"CONTRACTOR"

By:  _____

By:  _____
Robert Weiskopf (Mar 9, 2022 13:21 MST)