

CHANGE ORDER

System Supply and Maintenance Agreement

This Change Order, made and entered into by Trapeze Software Group, Inc. ("Trapeze") and the City of Madison Metro Transit ("City" or "Metro Transit") shall become effective upon execution of the Mayor of the City of Madison.

WITNESSETH

1. On February 10, 2016, the City and Trapeze entered into a System Supply and Maintenance Agreement setting for the terms and conditions for the provision of equipment, software, software licenses, and/or software maintenance services.
2. Exhibit C to the System Supply and Maintenance Agreement set maintenance prices for the years January 1, 2015 – December 31, 2023 for Trapeze products used by Metro Transit.
3. Section 15 of the System Supply and Maintenance Agreement includes a process for changing any price, schedule or statement of work for services to be performed under the System Supply and Maintenance Agreement.
4. Pursuant to Section 15.1.1 of the System Supply and Maintenance Agreement, the City requested changes to the Agreement to establish maintenance pricing for Trapeze products used by Metro Transit from January 1, 2024 to December 31, 2024.
5. Pursuant to Section 15.1.2 of the System Supply and Maintenance Agreement, Trapeze provided the City with a detailed proposal including updated maintenance pricing from January 1, 2024 to December 31, 2024 for Trapeze products used by Metro Transit, attached hereto as Schedule C.
6. The parties now wish to enter into this Change Order in order to set new maintenance prices from January 1, 2024 to December 31, 2024 for Trapeze products used by Metro Transit as provided in attached Schedule C.
7. The Parties agree that pursuant to Section 15.1.4 of the System Supply and Maintenance Agreement that this Change Order shall be subject to the terms and conditions of the System Supply and Maintenance Agreement.

NOW, THEREFORE, in consideration of the following mutual covenants and conditions, including the above recitals, which are made part of this Change Order, the Parties hereto covenant and agree with each other as follows:

1. Attached Schedule C shall be added to Exhibit C of the System Supply and Maintenance Agreement entered into between the City and Trapeze on February 10, 2016.
2. This Change Order shall be subject to the terms and conditions of the System Supply and Maintenance Agreement entered into between the City and Trapeze.

IN WITNESS WHEREOF, the parties hereto have duly executed this Change Order by affixing their signatures below.

TRAPEZE SOFTWARE GROUP, INC.

By: _____

Signature: _____

Date: _____

CITY OF MADISON, WISCONSIN

By: _____

Satya Rhodes-Conway, Mayor

Date: _____

By: _____

Maribeth Witzel-Behl, City Clerk

Date: _____

APPROVED

By: _____

Eric Veum, Risk Manager

By: _____

David Schmeidicke, Finance Director

APPROVED AS TO FORM

By: _____

Michael Haas, City Attorney

Madison Metro - Maintenance Schedule

| Product | Period | Operational Characteristics | Value | Notes |
|---------------------------|-------------------------------------|---|------------------|-------|
| FX | January 1, 2024 - December 31, 2024 | up to 200 peak fixed route vehicles and 5 w/s | \$58,194 | |
| FX | January 1, 2025 - December 31, 2025 | up to 200 peak fixed route vehicles and 5 w/s | \$62,849 | |
| Blockbuster | January 1, 2024 - December 31, 2024 | up to 200 peak fixed route vehicles and 1 w/s | \$22,766 | |
| Blockbuster | January 1, 2025 - December 31, 2025 | up to 200 peak fixed route vehicles and 1 w/s | \$24,587 | |
| PASS | January 1, 2024 - December 31, 2024 | up to 899 booked trips per day and 5 w/s | \$36,725 | |
| PASS | January 1, 2025 - December 31, 2025 | up to 899 booked trips per day and 5 w/s | \$39,296 | |
| INFO Agent/INFO WEB | January 1, 2024 - December 31, 2024 | up to 200 peak fixed route vehicles | \$69,782 | |
| INFO Agent/INFO WEB | January 1, 2025 - December 31, 2025 | up to 200 peak fixed route vehicles | \$75,365 | |
| FX MON | January 1, 2024 - December 31, 2024 | up to 200 peak fixed route vehicles | \$19,743 | |
| FX MON | January 1, 2025 - December 31, 2025 | up to 200 peak fixed route vehicles | \$21,323 | |
| Mapmaker | January 1, 2024 - December 31, 2024 | up to 200 peak fixed route vehicles | \$7,468 | |
| Mapmaker | January 1, 2025 - December 31, 2025 | up to 200 peak fixed route vehicles | \$8,066 | |
| OPS Vehicle Import | January 1, 2024 - December 31, 2024 | up to 382 total drivers | \$3,170 | |
| OPS Vehicle Import | January 1, 2025 - December 31, 2025 | up to 382 total drivers | \$3,487 | |
| OPS/OPS MON | January 1, 2024 - December 31, 2024 | up to 382 total employees | \$69,602 | |
| OPS/OPS MON | January 1, 2025 - December 31, 2025 | up to 382 total employees | \$76,562 | |
| OPS SIT | January 1, 2024 - December 31, 2024 | up to 382 total employees | \$5,952 | |
| OPS SIT | January 1, 2025 - December 31, 2025 | up to 382 total employees | \$6,547 | |
| Trapeze 2024 Total | | | \$293,403 | |
| Trapeze 2025 Total | | | \$318,082 | |

| Product | Period | Operational Characteristics | Value | Notes |
|--------------------------|-------------------------------------|-----------------------------|------------------|-------|
| TransitMaster SW & HW | January 1, 2024 - December 31, 2024 | Up to 200 Vehicles | \$298,626 | |
| TransitMaster SW & HW | January 1, 2025 - December 31, 2025 | Up to 200 Vehicles | \$328,432 | |
| Vontas 2024 Total | | | \$298,626 | |
| Vontas 2025 Total | | | \$328,432 | |

| | | | |
|------------------|--|-----------|--|
| Grand Total 2024 | | \$592,029 | |
| Grand Total 2025 | | \$646,514 | |

This forecasted pricing is for informational purposes only and is not legally binding or an offer. It may change without notice and should not be relied upon.

The pricing and terms in this document are for discussion purposes only and do not create obligations or liabilities.

Actual pricing, availability, and terms will be determined separately.