

36005

AMENDMENT #2 TO TRAFFIC SIGNAL OPTIMIZATION PILOT AGREEMENT

THIS AMENDMENT #2 is entered into as of the date last signed by the parties ("Amendment #2 Effective Date") by and between:

1. The City of Long Beach, a municipal corporation of the State of California ("City");
2. Mercedes-Benz Research & Development North America, Inc., a Delaware corporation ("MBRDNA"); and
3. Xtelligent, Inc., a Delaware corporation ("Xtelligent").

Each of City, MBRDNA, and Xtelligent may be referred to from time to time as a "Party" and together as the "Parties."

WHEREAS, City, MBRDNA, and Xtelligent are Parties to a Traffic Signal Optimization Pilot Agreement having an Effective Date of August 11, 2021 ("Pilot Agreement");

WHEREAS, the term of the Pilot Agreement expired in December 2022. *See* Pilot Agreement at Section 13 ("Term");

WHEREAS, the Parties wish to amend Section 13 of the Pilot Agreement in its entirety to extend the term of the agreement retroactively from December 2022 to April 1, 2024.

NOW THEREFORE, the Parties agree as follows:

1. **AMENDMENT TO THE PILOT AGREEMENT**

Section 13 of the Pilot Agreement is replaced in its entirety with a new Section 13, as set forth below:

SECTION 13. TERM

The term of this Agreement commences on the Effective Date set forth above, and expires on April 1, 2024 (the "Term"), unless earlier terminated pursuant to the terms of this Agreement.

2. NO OTHER AMENDMENT; REAFFIRMATION

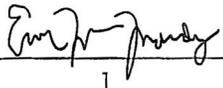
Except as agreed by the parties, the Pilot Agreement shall remain in full force and effect according to its terms and shall be read and construed as if the terms of this Amendment were included therein. The parties hereby acknowledge and agree that each shall be bound and obligated to perform all of its respective obligations under the Pilot Agreement as amended hereby. The parties hereby reaffirm and agree to all other representations, warranties, obligations, conditions, and agreements contained in the Pilot Agreement.

3. COUNTERPARTS

This Amendment #2 may be executed in counterparts, each of which shall constitute an original and all of which when taken together shall constitute one and the same instrument.

IN WITNESS WHEREOF, duly authorized representatives of the Parties have executed this Amendment #2 as of the Amendment #2 Effective Date.

APPROVED:

By: 
Deputy City Attorney
Date: May 12, 2023

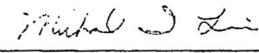
"CITY"
City of Long Beach,
a municipal corporation

By: 
Name: LINDA F. TATUM
Title: ASST CITY MANAGER
Date: 5/19/2023

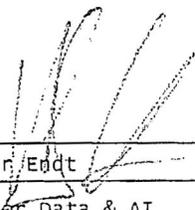
**EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.**

APPROVED:

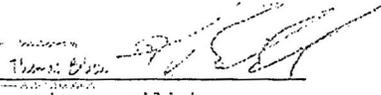
"XTELLIGENT"
Xtelligent, Inc., a Delaware corporation

By: 
Name: Michael Lim
Title: Cofounder
Date: April 4, 2023

APPROVED:

By: 
Name: Holger Endt
Title: Director Data & AI
Date: 17-Apr-23 | 10:36 PDT

"MBRDNA"
Mercedes-Benz Research & Development
North America, Inc., a Delaware corporation

By: 
Name: Thomas Bilich
Title: Staff Product Manager
Date: 13-Apr-23 | 14:08 PDT