

SECOND AMENDMENT TO AGREEMENT NO. 35529

35529

THIS SECOND AMENDMENT TO AGREEMENT NO. 35529 is made and entered, as of November 30, 2022 for reference purposes only, pursuant to Resolution No. RES-20-0021, adopted by the City Council of the City of Long Beach at its meeting on February 4, 2020, by and between ASSETWORKS Inc., a Delaware corporation ("Contractor"), with a place of business at 998 Old Eagle School Rd, Suite 1215, Wayne, PA 19087, and the CITY OF LONG BEACH ("City"), a municipal corporation.

WHEREAS, City and Contractor (the "Parties") entered into Agreement No. 35529 (the "Agreement") whereby Contractor agreed to provide software, hardware, and related services for continued support for the M-5 Fleet Management database; and

WHEREAS, the Parties entered into a First Amendment to extend the term of the Agreement for an additional one-year period; and

WHEREAS, on or about January 1, 2022 Contractor was restructured and became AssetWorks, Inc. ("AssetWorks") and remains the owner, author, and Sole Source Provider of the FleetFocus M-5 Fleet Management System.

WHEREAS, the Parties desire to confirm their obligations under the Agreement and to extend the term of the Agreement for an additional one-year period;

NOW, THEREFORE, in consideration of the mutual terms, covenants, and conditions in this Agreement, the parties agree as follows:

1. CONTRACTOR. Throughout Agreement No. 35529, including amendments thereto, each instance of the term "AssetWorks, LLC" is deleted and replaced with "AssetWorks Inc."

2. Section 3 of the Agreement is hereby amended to read as follows:

"3. TERM. Notwithstanding anything to the contrary in any exhibit, the term of this Agreement shall commence at midnight on February 4, 2020 and shall terminate at 11:59 p.m. on February 3, 2024 provided, however, that the license granted in Section 5 below shall be perpetual unless specifically terminated by either party. City

OFFICE OF THE CITY ATTORNEY
DAWN MCINTOSH, City Attorney
411 West Ocean Boulevard, 9th Floor
Long Beach, CA 90802-4664

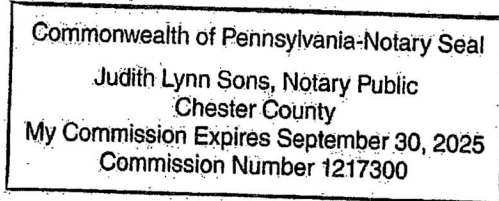
1 shall have the option to extend the term of this Agreement for one (1) additional one-year
2 period, at the discretion of the City Manager. The City may terminate this Agreement by
3 giving thirty (30) days prior notice of termination to Contractor."

4 3. Except as expressly modified herein, all of the terms and conditions
5 contained in Agreement No. 35529 are ratified and confirmed and shall remain in full force
6 and effect.

7 IN WITNESS WHEREOF, the parties have caused this document to be duly
8 executed with all formalities required by law as of the date first stated above.

9
10 January 13, 2023
11
12 ASSETWORKS Inc., a Delaware
13 corporation
14 By [Signature]
15 Name Robert HULLCOFF
16 Title General Manager

17
18 _____, 2023
19 By [Signature]
20 Name Steven Occhipinti
21 Title Director of Finance



22
23 March 9, 2023
24
25 "Contractor"
26 CITY OF LONG BEACH, a municipal
27 corporation
28 By [Signature]
City Manager

"City"
This Second Amendment to Agreement No. 35529 is approved as to form on
March 7th, 2023.

DAWN MCINTOSH, City Attorney
By [Signature]
Deputy

EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.

CONSENT TO ASSIGNMENT AND ASSUMPTION OF
CONTRACT NO. 35529

THIS CONSENT TO ASSIGNMENT AND ASSUMPTION OF CONTRACT NO. 35529 is made and entered into on January 3, 2023, for reference purposes only, by and among the CITY OF LONG BEACH, a municipal corporation, with its principal place of business located at 411 West Ocean Blvd., Long Beach, California 90802 ("City"); ASSETWORKS, LLC, a Delaware limited liability company with its principal place of business located at 998 Old Eagle School Road, Suite 1215, Wayne, PA 19087 ("Assignor") and ASSETWORKS, INC., a Delaware corporation with its principal place of business located at 998 Old Eagle School Road, Suite 1215, Wayne, PA 19087 ("Assignee").

WHEREAS, the City requires the purchase of software, hardware, and continued support of the M-5 Fleet Management database (M-5); and

WHEREAS, on December 21, 2021, City entered into Contract No. 35529 with Assignor whereby Assignor agreed to provide software, hardware, and related services for continued support for the M-5 Fleet Management database; and

WHEREAS, Assignor desires to assign to Assignee, and Assignee desires to assume from Assignor, Contract No. 35529 between Assignor and the City, with all the rights and responsibilities enumerated therein; and

WHEREAS, City desires to consent to this Assignment and Assumption;

NOW, THEREFORE, in consideration of the mutual promises, covenants, guaranties and conditions contained in this Agreement, the parties agree as follows:

1. Assignor has granted, conveyed and transferred its rights and obligations under Contract No. 35529 with the City of Long Beach; and

2. Assignee has assumed the rights and obligations set forth in Contract No. 35529; and

3. City consents to the assignment of Contract No. 35529, and all

OFFICE OF THE CITY ATTORNEY
DAWN MCINTOSH, City Attorney
411 West Ocean Boulevard, 9th Floor
Long Beach, CA 90802-4511

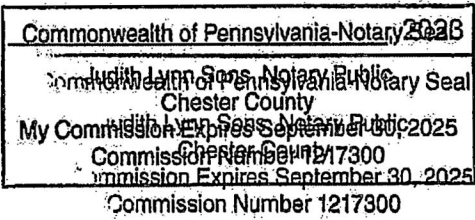
1 amendments thereto, and confirms its terms.

2 IN WITNESS WHEREOF, the parties have caused this document to be
3 executed with all formalities required by law as of the last date indicated below:

ASSETWORKS, LLC, a Delaware limited liability company

4
5
6 January 13, 2023

By [Signature]
Name Robert H. Hays
Title General Manager



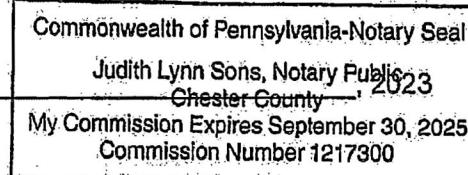
By [Signature]
Name Steven Occhiolini
Title Director of Finance

"Assignor"

ASSETWORKS, INC, a Delaware corporation

Feb 22, 2023, 2023

By [Signature]
Name Robert H. Hays
Title General Manager



By [Signature]
Name Steven Occhiolini
Title Director of Finance

"Assignee"

Consented to by:

CITY OF LONG BEACH, a municipal corporation

March 9, 2023

By [Signature]
City Manager

"City"

This Assignment, Assumption and Consent Agreement is approved as to
form on March 2nd, 2023.

DAWN MCINTOSH, City Attorney

By [Signature]
Deputy

EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.

AssetWORKS

CERTIFICATE OF AUTHORITY

I, Brian Beattie, as Secretary of AssetWorks Inc, a corporation organized under the laws of the State of Delaware, hereby certify that the following is a true resolution adopted at the meeting of the Board of Directors at said Company duly held on the 5th day of January 2022

RESOLVED that Robert Hallett, General Manager of AssetWorks Inc, is hereby authorized to make, execute and approve on behalf of this Company any and all contracts and to execute and approve on behalf of this Company,

AND I DO FURTHER CERTIFY that the above resolution has not been in any way altered, amended or repealed and is now in full force and effect.

IN WITNESS WHEREOF I have hereunto affixed my signature for the corporation this 5th day of January 2022.



Signature- Brian Beattie

Secretary of AssetWorks Inc

Title

AssetWORKS

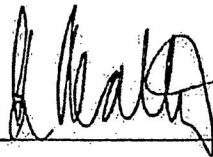
CERTIFICATE OF AUTHORITY

I, Brian Beattie, as Secretary of AssetWorks Inc, a corporation organized under the laws of the State of Delaware, hereby certify that the following is a true resolution adopted at the meeting of the Board of Directors at said Company duly held on the 5th day of January 2022

RESOLVED that Steven Occhiolini, Director of Finance of AssetWorks Inc, is hereby authorized to make, execute and approve on behalf of this Company any and all contracts and to execute and approve on behalf of this Company.

AND I DO FURTHER CERTIFY that the above resolution has not been in any way altered, amended or repealed and is now in full force and effect.

IN WITNESS WHEREOF I have hereunto affixed my signature for the corporation this 5th day of January 2022.



Signature- Brian Beattie

Secretary of AssetWorks Inc

Title