

FIRST AMENDMENT TO AGREEMENT DATED SEPTEMBER 8, 2023

1. This Amendment, including all Sections and Appendices referenced herein (collectively, this “Amendment”) is entered into by and between Pictometry International Corp. and its affiliates, also dba EagleView, (“EagleView”) and Douglas County, CO (“Customer”), and supplements and modifies the terms of the Master Services Agreement dated September 8, 2023 as, to the extent applicable, previously modified by addenda or amendments thereto (collectively, the “Agreement”). Any purchase order or similar document issued by Customer in connection with this Amendment is issued solely for Customer’s internal administrative purposes and the terms and conditions set forth on such purchase order shall be of no force or effect as between the parties. To the extent that there is any inconsistency between the terms set forth in this Amendment and those set forth in the Agreement, the terms set forth in this Amendment shall prevail.
2. MODIFICATIONS TO AGREEMENT:
 - a. The Order Form set forth in the Agreement shall be replaced with the Order Form set forth in this Amendment.
 - b. The Map attached to this Amendment shall be added to the Agreement.
 - c. All other terms and conditions set forth in the Agreement shall remain in full force and effect.

This Amendment is hereby accepted and agreed to by the undersigned parties and shall become effective upon the last date of execution by each Customer and EagleView (the “Effective Date”).

PARTIES:

CUSTOMER	EAGLEVIEW
DOUGLAS COUNTY, CO	PICTOMETRY INTERNATIONAL CORP.
	A Delaware Corporation
SIGNATURE:	SIGNATURE:
NAME:	NAME:
TITLE:	TITLE:
EXECUTION DATE:	EXECUTION DATE:

ORDER FORM

CUSTOMER NAME:	Douglas County, CO
ORDER FORM TERM (DURATION):	8 year(s)
ORDER FORM EFFECTIVE DATE:	
MASTER SERVICES AGREEMENT EFFECTIVE DATE: This Order Form is governed by the terms and conditions of the Master Services Agreement with the effective date listed between Pictometry International Corp. dba EagleView and Douglas County, CO.	September 8, 2023

ORDER #
LC-10011594

BILL TO
Douglas County, CO
Tim Jones
100 Third Street
Castle Rock, Colorado 80104
(559) 360-6536
tjones@douglas.co.us

SHIP TO
Douglas County, CO
Tim Jones
100 Third Street
Castle Rock, Colorado 80104
(559) 360-6536
tjones@douglas.co.us

CUSTOMER ID	SALES REP	REFRESH FREQUENCY
A1207015	Jason Brown	Biennial

REFRESH 1		
QTY	PRODUCT NAME	PRODUCT DESCRIPTION
254	EagleView Cloud - Imagery - 1in	Provides entitlement to the EagleView Platform, a secure hosted infrastructure and access to EagleView enabled workflow, analytics, and high-resolution imagery to dramatically improve efficiency for government agencies. Includes regular refreshes of ortho and oblique imagery at the GSD and frequency specified. Target capture season subject to weather and airspace permissions. Services term commences on date of activation.
619	EagleView Cloud - Imagery - 6in	Provides entitlement to the EagleView Platform, a secure hosted infrastructure and access to EagleView enabled workflow, analytics, and high-resolution imagery to dramatically improve efficiency for government agencies. Includes regular refreshes of ortho and oblique imagery at the GSD and frequency specified. Target capture season subject to weather and airspace permissions. Services term commences on date of activation.
1	EagleView Cloud - Physical Delivery - Ortho & Oblique Frames - 1in	Provides an offline copy of the individual ortho and oblique image frames in Pictometry Warehouse format at the GSD specified in imagery refresh. Delivery includes one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.
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1	EagleView Cloud - Physical Delivery - Orthomosaic - 1in	Provides an offline copy of the orthomosaic tiles and mosaics at the GSD specified in the EagleView Cloud once per refresh. Files to be provided in industry standard formats selectable by the customer with delivery made via online download or physically via a hard drive media.
1	EagleView Cloud - Physical Delivery - Orthomosaic - 6in	Provides an offline copy of the orthomosaic tiles and mosaics at the GSD specified in the EagleView Cloud once per refresh. Files to be provided in industry standard formats selectable by the customer with delivery made via online download or physically via a hard drive media.
1	Eagleview Cloud - Software - Plus	Provides an unlimited number of authorized users the ability to login and access the EagleView Cloud software and analytics via the web-based EagleView Cloud platform. This software provides a robust compliment of tools for engaging with imagery as well as additional project and collaboration tools, and access to mobile application. Requires the purchase of an EagleView - Imagery entitlement.
1	EagleView Cloud - Authorized Subdivisions	Extends the ability for a contracting county or non-state consortium of counties the ability to authorize access to their EagleView Cloud organization to any political unit or subdivision located totally or substantially within their boundary.
1	EagleView Cloud - Comprehensive Integration Bundle	Provides activation of integrations between the EagleView Cloud platform and compatible customer environments (including compatible CAMA providers, 911/PSAP, Cityworks, and ESRI/GIS) and via the Integrated Web Application.
1	EagleView Cloud - Disaster Response Program	Includes access to the EagleView Disaster Response Program which offers flights after an emergency or disaster. Refer to the attached detailed description of the Disaster Response Program.
1	EagleView Cloud - Early Access	Provides entitlement to imagery from counties neighboring the imagery AOI as part of EagleView Cloud. Also provides entitlement to Early Access to refreshed imagery captures which allows authorized users to use new imagery immediately following its preliminary processing and quality control checks and prior to its final processing. Early Access imagery will become available incrementally as it is processed, and it will remain available until final, fully processed imagery is made available through other means.
12	EagleView Cloud - Capture History	Includes access to historical ortho and oblique frame imagery from the EagleView archive. Quantity represents the number of calendar years of archive imagery available in EagleView Cloud.
151083	EagleView Cloud - ChangeFinder	<p>Building outlines are created from the orthomosaic tiles of a specified newer Pictometry imagery source and classified relative to a specified, older imagery source. EagleView delivers digital building outlines from the newer imagery source and their classification attributes in shapefile and geodatabase formats. Coverage includes only locations specified in a single, customer-provided digital parcel shapefile. Parcels in the specified locations must be generally contiguous. All Pictometry imagery to be used must be licensed or owned by the customer. AccuPLUS or aerotriangulated orthomosaic tiles are used if licensed. Final invoiced amount will be adjusted for the actual quantity of records in the parcel file used for production. Use of older non-Pictometry-sourced imagery requires acceptance in advance.</p> <p><i>Product Parameters:</i> Source One: Pictometry Outlines Source One Year 2023 Source Two: Pictometry Imagery Source Two Year: 2025 Deck Identification Method: Marked with a Point To Be Used in Connect Assessment: Yes (Must be ordered as a separate line item) Modified Technical Specification:</p>
2	EagleView Cloud - FutureView Advanced Training (Full)	Full conference registration to advanced training designed to maximize deployment. Includes airfare, hotel room for up to three nights, event registration, and round-trip airfare up to \$500. Customer will be provided with discount code to complete FutureView registration. (Air Travel Restrictions - 30 day advance purchase for airfare, Continental US only, per person round trip airfare at standard coach class rates through EagleView's travel provider only.) Credit must be redeemed within three years of agreement execution date.

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REFRESH 2

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1	EagleView Cloud - Physical Delivery - Orthomosaic - 6in	Provides an offline copy of the orthomosaic tiles and mosaics at the GSD specified in the EagleView Cloud once per refresh. Files to be provided in industry standard formats selectable by the customer with delivery made via online download or physically via a hard drive media.
1	Eagleview Cloud - Software - Plus	Provides an unlimited number of authorized users the ability to login and access the EagleView Cloud software and analytics via the web-based EagleView Cloud platform. This software provides a robust compliment of tools for engaging with imagery as well as additional project and collaboration tools, and access to mobile application. Requires the purchase of an EagleView - Imagery entitlement.
1	EagleView Cloud - Authorized Subdivisions	Extends the ability for a contracting county or non-state consortium of counties the ability to authorize access to their EagleView Cloud organization to any political unit or subdivision located totally or substantially within their boundary.
1	EagleView Cloud - Comprehensive Integration Bundle	Provides activation of integrations between the EagleView Cloud platform and compatible customer environments (including compatible CAMA providers, 911/PSAP, Cityworks, and ESRI/GIS) and via the Integrated Web Application.
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REFRESH 3		
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1	EagleView Cloud - Physical Delivery - Orthomosaic - 1in	Provides an offline copy of the orthomosaic tiles and mosaics at the GSD specified in the EagleView Cloud once per refresh. Files to be provided in industry standard formats selectable by the customer with delivery made via online download or physically via a hard drive media.
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REFRESH 4

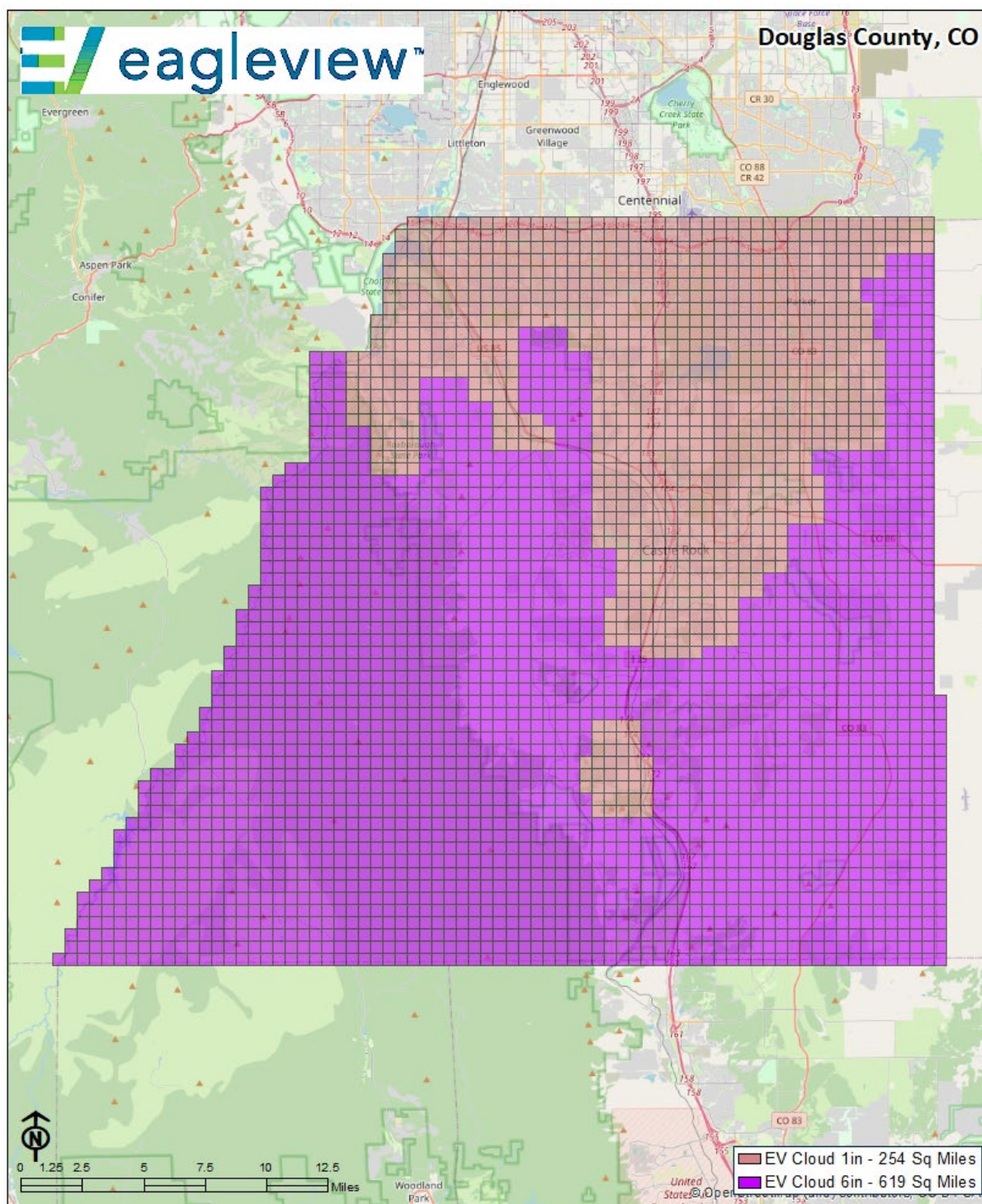
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FEES

Due at Initial Activation of Services	\$140,170.61
Due at First Anniversary of Initial Activation of Services	\$140,170.61
Due at Second Anniversary of Initial Activation of Services	\$140,170.61
Due at Third Anniversary of Initial Activation of Services	\$140,170.61
Due at Fourth Anniversary of Initial Activation of Services	\$140,170.61
Due at Fifth Anniversary of Initial Activation of Services	\$140,170.61
Due at Sixth Anniversary of Initial Activation of Services	\$140,170.61
Due at Seventh Anniversary of Initial Activation of Services	\$140,170.61

MAP(S) (IF APPLICABLE)



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