

**AMENDMENT FIVE
TO THE
ENERGYAXIS MANAGEMENT SYSTEM AGREEMENT
SYSTEM LICENSE AGREEMENT AND SYSTEM MAINTENANCE AGREEMENT
BETWEEN
ELSTER SOLUTIONS, LLC
AND
CITY OF OCALA**

THIS AMENDMENT FIVE to that certain EnergyAxis Supply Contract between Elster Solutions, LLC, ("Elster" or "Licensor") and the City of Ocala, ("City of Ocala" or "Licensee"), individually a "Party" and collectively the "Parties", is effective as of April 10, 2015 (the "Effective Date").

WHEREAS, the City of Ocala has expressed an interest in purchasing AxisDetect Software.

NOW THEREFORE, in consideration of the foregoing recitals, the covenants and obligations set forth herein, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties intending to be legally bound hereby agree as follows:

1) Amend Exhibit A System Maintenance Agreement, to add the following software

Additional Software	Qty	Price (USD)	Total (USD)
Axis Detect	1	\$15,000	\$15,000
Total:			\$15,000

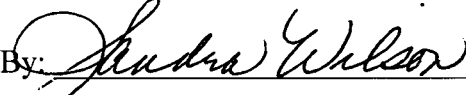
2) Amend the Exhibit B System Maintenance Agreement to add the following annual maintenance fee

Annual Maintenance Fee	Qty	Price (USD)	Total (USD)
Incremental SMA fee for Axis Detect	1	\$3,000	\$3,000
Addition Maintenance Fee			\$3,000

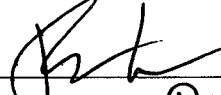
ALL REMAINING TERMS AND CONDITIONS OF THE AGREEMENT SHALL REMAIN UNCHANGED AND IN FULL FORCE AND EFFECT.

IN WITNESS WHEREOF, the Parties have authorized their representatives to execute this Amendment effective as of the last date of signature below.

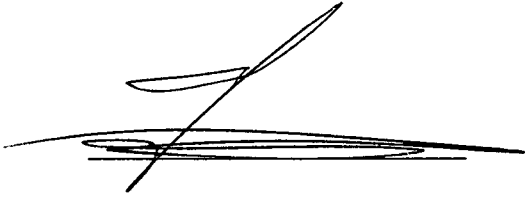
CITY OF OCALA

By: 
 Printed Name: Sandra Wilson
 Title: Deputy City Manager
 Date: 5/22/15

ELSTER SOLUTIONS, LLC

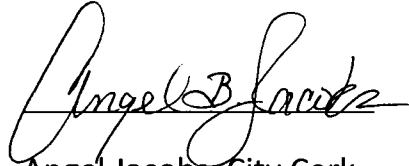
By: 
 Printed Name: Robert J. Hino
 Title: VP Contracts and Legal
 Date: 6/3/2015

Approved as to Form and Legality

A handwritten signature in black ink, appearing to be 'Patrick G. Gilligan', written over a horizontal line.

Patrick G. Gilligan, City Attorney

ATTEST:

A handwritten signature in black ink, appearing to be 'Angel B. Jacobs', written over a horizontal line.

Angel Jacobs, City Clerk

