

AMENDMENT
TO THE
ELSTER SOFTWARE LICENSE AGREEMENT
AND
ELSTER SOFTWARE MAINTENANCE AGREEMENT
BETWEEN
ELSTER SOLUTIONS, LLC
AND
CITY OF OCALA

THIS AMENDMENT to that certain System License Agreement and System Maintenance Agreement between Elster Solutions, LLC, and the City of Ocala is effective this 23rd day of February, 2018 ("Effective Date").

WHEREAS, Elster Solutions, LLC, now a part of Honeywell, with a place of business at 208 S. Rogers Lane, Raleigh, NC 27610 ("Elster" or "Licensor") and the City of Ocala, a Florida municipality ("Ocala", or "Licensee"), collectively the "Parties" and individually a "Party", entered into the Elster Software License Agreement and Elster Software Maintenance Agreement (the "Agreements") to support the EnergyAxis Supply Contract dated July 1, 2008 between the Parties, and the delivery and implementation of Elster's EnergyAxis Advanced Metering Infrastructure (AMI) system for Ocala; and

WHEREAS, Elster has recently upgraded its EnergyAxis program Software to Connexo NetSense, and

WHEREAS, Licensee has requested and Elster has agreed to upgrade Ocala's software to Connexo NetSense and replace the existing Agreements with Elster's Connexo System License and System Maintenance Agreements.

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 agree as follows:

1. The Elster Software License Agreement and the Elster Software Maintenance Agreement, are hereby deleted in their entirety and replaced with the attached Connexo System License Agreement ("SLA") as Exhibit A and the Connexo NetSense System Maintenance Agreement ("SMA") as Exhibit B.

THIS AMENDMENT AND ATTACHED SLA AND SMA REPRESENT THE COMPLETE UNDERSTANDING AND AGREEMENT BETWEEN THE PARTIES RELATING TO THE MATTER HEREIN.

IN WITNESS WHEREOF THE PARTIES HAVE AUTHORIZED THEIR REPRESENTATIVES TO EXECUTE THIS AMENDMENT SEVEN EFFECTIVE AS OF THE "EFFECTIVE DATE" FIRST WRITTEN ABOVE.

CITY OF OCALA

Signature

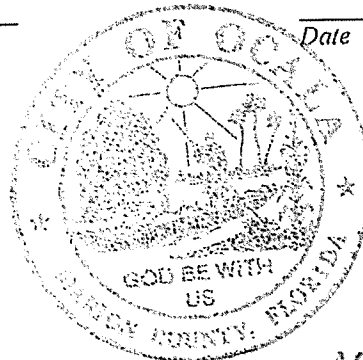
Printed Name

Title

Date

WITNESS:

Roseann J. Fusco
Roseann J. Fusco
Deputy City Clerk



ELSTER SOLUTIONS, LLC

Signature

Printed Name

Title

Date

Approved as to form and legality

Patrick G. Gilligan, City Attorney
Robert W. Batsel, Jr.

ACCEPTED BY CITY COUNCIL
March 6, 2018
DATE
OFFICE OF THE CITY CLERK