



NOVOTX

Novotx, LLC
4905 South 1500 West Suite 210
Riverdale
Utah
United States 84405

Sales Agreement
Valid Until: Nov 30, 2024
Agreement Number : 5405498000032572046
Prepared By: Adam Schmidt
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BILL TO:	SHIP TO:
1 E 1st St #800 Reno, NV United States 89501	1 E 1st St #800 Reno, NV United States 89501

This agreement describes the products and/or services to be provided and/or licensed by the Customer at the address below. Prior to installation and/or use, an authorized representative of the Customer must agree to the terms and conditions of the License Agreement(s) associated with the product(s) listed below (provided separately).

Account Name: City of Reno	Title: Management Analyst, Maintenance & Operations
Contact Name: Joe Perreira	Email: perreiraj@reno.gov

No.	Product Details	Quantity	List Price	Discount	Total
1	Elements XS Annual Subscription - Municipal Tier 8 EXS-M-T8 Elements XS Annual Subscription. Enterprise License; includes unlimited named users. 5 Year subscription (subject to City of Reno's annual appropriations) paid annually beginning 12 months after installation.	1	\$ 95,000.00	\$ 0.00	\$ 95,000.00
2	Hosting Services (AWS) EXS-HOST-AWS Annual hosting services fee for Elements XS. Includes setup, maintenance, and support of Elements XS environment and up to 150gb of cloud storage for file attachments.	1	\$ 5,500.00	\$ 0.00	\$ 5,500.00
3	Connect Annual Subscription EXS-CONNECT Elements XS Connect annual subscription.	1	\$ 10,000.00	\$ 0.00	\$ 10,000.00
4	811 Annual Subscription 811-ANNUAL Annual subscription fee for USA North 811 integration.	1	\$ 3,500.00	\$ 0.00	\$ 3,500.00
5	Asset Management Onboarding Services EXS-ONB-AM Fixed price for Elements XS onboarding services as outlined below.	1	\$ 95,500.00	\$ 0.00	\$ 95,500.00
6	Connect Configuration Services EXS-ONB-CONNECT Fixed price for Elements XS Connect configuration services as outlined below.	1	\$ 13,000.00	\$ 0.00	\$ 13,000.00
7	Professional Services - Data Migration PS-DATA Data Migration Services from Service Now to Elements XS as detailed below.	1	\$ 7,000.00	\$ 0.00	\$ 7,000.00
8	Professional Services - Data Migration PS-DATA Data Migration Services from Facility Dude / Maintenance Edge to Elements XS as detailed below.	1	\$ 7,000.00	\$ 0.00	\$ 7,000.00
9	Professional Services - Data Migration PS-DATA Data Migration Services from MaintStar to Elements XS as detailed below.	1	\$ 10,000.00	\$ 0.00	\$ 10,000.00
10	Professional Services - Data Migration PS-DATA Data Migration Services from MobileMMS to Elements XS as detailed below.	1	\$ 7,000.00	\$ 0.00	\$ 7,000.00
11	Professional Services - Workflow Development PS - WF Custom Workflow Development for two-way ServiceNow integration as detailed below.	1	\$ 10,000.00	\$ 0.00	\$ 10,000.00
12	Professional Services - Workflow Development PS - WF Custom Workflow Development for one-way AssetWorks integration as detailed below.	1	\$ 7,000.00	\$ 0.00	\$ 7,000.00
13	Professional Services - Workflow Development PS - WF Custom Workflow Development for one-way IT Pipes integration as detailed below.	1	\$ 3,000.00	\$ 0.00	\$ 3,000.00

No.	Product Details	Quantity	List Price	Discount	Total
14	Professional Services - Workflow Development PS - WF	1	\$ 5,000.00	\$ 0.00	\$ 5,000.00
	Elements XS 811 integration with positive response where required by law.				
15	Professional Services - Workflow Development PS - WF	1	\$ 7,500.00	\$ 0.00	\$ 7,500.00
	Custom Workflow Development for one-way Alerton Building Automation System integration as detailed below.				
16	Professional Services - Workflow Development PS - WF	1	\$ 5,000.00	\$ 0.00	\$ 5,000.00
	Custom Workflow Development for one-way Samsara GPS integration as detailed below.				
17	Professional Services - Training PS-TRAINING	3	\$ 5,500.00	\$ 0.00	\$ 16,500.00
	Three PM-provided, three-day, on-site training sessions.				
				Sub Total	\$ 307,500.00
				Tax	\$ 0.00
				Adjustment	\$ 0.00
				Grand Total	\$ 307,500.00

Payment Terms

Elements XS Annual Subscription, Cloud Hosting, Connect License, and 811 License:
Year 1: \$114,000, due upon contracting.
Years 2-3: Fixed at \$114,000 per year.
Years 4-5: Subject to an annual 3% increase, beginning 12 months after the Year 3 renewal date.

Elements XS Onboarding, Training and Professional Services (total \$193,500): 75% due upon contracting (\$145,125), remaining 25% due after project acceptance/go-live date (\$48,375).

Onboarding Services Included

Applied toward "Standard Deliverables" as outlined below.

Scope:

Divisions: Sewer/Stormwater, Streets, Parks, Fleet, and Facilities

Integration Configuration:

Connect: This cost is based on our current understanding of the Connect implementation using information provided by the City of Reno. A final scope will be developed as part of project kickoff. Based on current understanding of the project, final scope cost to not exceed the above amount. As part of the implementation, Novotx will walkthrough and train on the creation and update of connect process for the City of Reno to manage internally. Novotx will initially build the processes based on the developed scope and provide training utilizing these specific processes.

ServiceNow: Custom Workflow Development for two-way ServiceNow data exchange. The method of data exchange between Novotx and the City of Reno was reviewed to assess feasibility with the third-party application. The process identified data exchange methods, including but not limited to APIs and Webhooks to transfer data. Workflows will be designed based on this review to create service orders in Elements on new ServiceNow requests and update ServiceNow on assignment and status updates.

AssetWorks: Custom Workflow Development for one-way AssetWorks data exchange. The method of data exchange between Novotx and the City of Reno will be reviewed to assess feasibility with the third-party application. This process will consider various data exchange methods, including but not limited to APIs, Webhooks, or flat file transfers. Workflows will be designed based on the most suitable method determined during the review.

IT Pipes: Custom Workflow Development for one-way IT Pipes data exchange. The method of data exchange between Novotx and the City of Reno will be reviewed to assess feasibility with the third-party application. This process will consider various data exchange methods, including but not limited to APIs, Webhooks, or flat file transfers. Workflows will be designed based on the most suitable method determined during the review.

USA North 811: Elements XS 811 integration with positive response where required by law.

Alerton Building Automation System: Custom Workflow Development for one-way Alerton Building Automation System data exchange. The method of data exchange between Novotx and the City of Reno will be reviewed to assess feasibility with the third-party application. This process will consider various data exchange methods, including but not limited to APIs, Webhooks, or flat file transfers. Workflows will be designed based on the most suitable method determined during the review.

Samsara GPS: Custom Workflow Development for one-way Samsara GPS data exchange. The method of data exchange between Novotx and the City of Reno will be reviewed to assess feasibility with the third-party application. This process will consider various data exchange methods, including but not limited to APIs, Webhooks, or flat file transfers. Workflows will be designed based on the most suitable method determined during the review.

Mobile Application:

The Elements XS mobile application is included as part of the overall solution for the City of Reno. The mobile app provides real-time access to key functionalities such as service order creation, asset tracking, and GIS integration from any supported mobile device. Novotx will provide training on the use of the mobile application during the standard onboarding process.

System Migration:

ServiceNow: Data Migration Services from ServiceNow to Elements XS. The City of Reno is responsible for supplying historical data and data mapping information. This includes, but is not limited to, details on service orders, work items, task types, labor, equipment, inventory, and contractor information. The Elements XS historical data mapping spreadsheet will be used for these imports, unless the City of Reno and Novotx Professional Services agree on alternate arrangements.

Facility Dude/Maintenance Edge: Data Migration Services from Facility Dude/Maintenance Edge to Elements XS. The City of Reno is responsible for supplying historical data and data mapping information. This includes, but is not limited to, details on service orders, work items, task types, labor, equipment, inventory, and contractor information. The Elements XS historical data mapping spreadsheet will be used for these imports, unless the City of Reno and Novotx Professional

Services agree on alternate arrangements.

MaintStar: Data Migration Services from MaintStar to Elements XS. The City of Reno is responsible for supplying historical data and data mapping information. This includes, but is not limited to, details on service orders, work items, task types, labor, equipment, inventory, and contractor information. The Elements XS historical data mapping spreadsheet will be used for these imports, unless the City of Reno and Novotx Professional Services agree on alternate arrangements.

MobileMMS: Data Migration Services from MobileMMS to Elements XS. The City of Reno is responsible for supplying historical data and data mapping information. This includes, but is not limited to, details on service orders, work items, task types, labor, equipment, inventory, and contractor information. The Elements XS historical data mapping spreadsheet will be used for these imports, unless the City of Reno and Novotx Professional Services agree on alternate arrangements.

Standard Deliverables

The items below are included with a standard deployment of Elements XS.

What's Included

Pre-Installation Items

- Business process review and consultation for best practices with Elements XS
- Review IT infrastructure
- Review GIS infrastructure Review Reporting Requirements

Installation

- Installation of Elements XS

Map Integration

- Integration of one map viewer in Elements XS
- Configuration to load map-based (GIS) assets from map viewer
- Training to Configure GIS Layers in Elements

Deployment of the following workflows:

- Create Service Order from GIS Asset
- Report a GIS Problem from Map
- Select Multiple Assets from Map using the Elements Select Tool Add GIS Asset Relationships to Tasks
- Zoom to GIS Assets

General Application Setup

- Setting up company, department, and division structure o Setup of default navigation menus
- Configure SMTP settings for Email notifications
- Active Directory Integration with LDAP

Service Orders Setup

- Configuration of Default Statuses
 - 1 - Pending
 - 2 - In Progress
 - 3 - Ready for Review
 - 4 - Complete
 - 5 - Cancelled
- Configuration of Default Priorities:
 - 1 - Low
 - 2 - Medium
 - 3 - High
 - 4 - Emergency

Delivery of standard Service Order templates using default Status and Priority configurations

Training on the following items:

- Configure custom application menus
- Configure service order templates
- Configure preventive and routine maintenance schedules
- Configure users and user permissions
- Configure basic Elements XS workflows
- Configure custom Service Order Task Status and Priority types

- Configuration of custom Elements XS forms
- Configuration of default Service Order Task assignments

One-Time Data Imports (Includes Test Imports and Data Validations)

- Non-spatial assets
- Inventory Items (materials, equipment).

Utility Billing Integration (as specified on Sales Agreement)

Standard Reports and Dashboards

Service Orders & Work Management Reports

- Task Charges
- Task Contractor Usage
- Task Costs
- Task Equipment Usage
- Task Labor Usage
- Task Material Usage

Inventory Reports

- Purchase Order Details
- Item Receiving Details
- Invoice Details
- Material Usage by Asset Type
- Contractor Purchase Order History
- FIFO Valuation Report
- Item Quantity Transaction History
- Item Purchase Order History
- Parts Used by Account / Date
- Stock Levels Report
- Vendor Purchase Order History

Other Included Reports

- Activities Details
- Notes Details
- Phone Calls Details
- Timesheet Hours
- System Configuration Reports

What's Not Included

- Installing or configuring Microsoft SQL Server, Esri products, or any other third-party applications that may be required for Elements XS.
- Configuring and/or publishing map or feature services, including query layers
- Configuring Esri web maps, dashboards, or other Esri technology
- Setting up preventive and routine maintenance schedules *
- Setting up asset scoring *
- Setting up service order templates *
- Setting up user accounts and user permissions *
- Setting up custom application menus *
- Setting up basic Elements XS workflows *
- Configuring default assignments for Service Order templates *
- Creation of Elements Advanced Workflows to support custom business process (unless specified in sales agreement)
- Training on creation of Elements Advanced Workflows
- IT setup (opening ports, installing IIS, etc.)
- Creating dynamic forms *
- Creating Custom Reports

* Training on how to configure and use these features is provided

Additional Terms

Onsite Meetings:

It is the desire of the City to include three (3) onsite trips from Novotx team members. We anticipate each trip being onsite for three (3) full days. The cost for each trip is inclusive of travel and expenses. Some items that can be managed in these trips include: Post-Contract Discovery sessions, Project Updates, Training, Go-Live Support. When you are arranging the onsite visit, your Project Manager will detail the expectations and goals of the trip based on the progress of the project. These can be flexible and we will work with the City to ensure needs of the trip are met. Any of the above functions will also happen virtually as a standard part of the agreed upon project costs.

Trip cost: \$5,500 per trip

Required Licensing:

All Elements XS deployments require Esri's ArcGIS Enterprise and/or an active subscription to ArcGIS Online. On-premise deployments also require Microsoft SQL Server and a standard Windows server operating environment. Pricing in this agreement does not include these products and Customer is responsible for purchasing, installing, and maintaining these applications.

Scope Limitations & Additional Services

For all items beyond the original project scope, additional professional services are billed at \$1,800 per day (\$225 per hour). Services beyond the project scope must be approved by Customer prior to services being performed and will be billed separately. Services beyond the scope of this agreement include:

- Any scripts, interfaces, reports or program code requested by the Licensee, other than Program Modifications to the Elements XS applications that provide specific functionality uniquely designed for the Licenses
- Consulting services for Custom Applications or Custom Programming performed specifically for the Licensee
- Historical data imports require the customer to provide data to Novotx in a tabular format following a template provided by Novotx

Any service items discussed during product demonstrations, conference calls, or other events are not included in the scope of this project unless specifically listed as deliverables.

Travel Expenses

Unless specified otherwise, all travel expenses will be billed actual, as incurred, for any services performed onsite.

Sales Tax

Customer agrees to pay any and all applicable sales, use, excise or transaction taxes with respect to the products and services under this Sales Agreement. It is the customers responsibility to pay any and all applicable taxes if the customer is not tax exempt.

Past Due Payment and Client Inactivity

Client Inactivity or Disengagement

When a client chooses to disengage or becomes non-responsive during an implementation process, Novotx will notify the customer and provide 30 business days to re-open active communication. If active communication is not maintained, Novotx will cease work on the project and the client will be required to pay 50% of their annual subscription fees to re-initiate the project. Upon re-initialization, the project will be moved “to the back of the line” and re-prioritized based upon Novotx workload and resources.

Project Acceptance / Transition to Support

When work has been completed on a project and project acceptance documents have been sent to the client, if the client does not respond within 5 business days, the project will be marked as “accepted”, and an invoice will be sent to the client for any outstanding project balances.

Past Due Fees for Services Rendered

When services have been rendered by Novotx and an invoice for the rendered services becomes past due, users will not be able to login or utilize Novotx products until the past due invoices have been paid in full.

Past Due Subscription Fees

In addition to users being unable to login to the application when a subscription fee is past due, if a subscription fee becomes 30 days past due the customer will be required to pay the current market value for the past due subscription plus an additional 50% to reactivate the subscription. Additionally, subscription dates will not be adjusted to accommodate for lost production time or inability to use software resulting from past due payments.

Purchase Authorization

By signing below, customer agrees to purchase products and services listed above.

Customer

Printed Name

Signature

Title

Date

Novotx Representative

Printed Name

Signature

Title

Date

Sales

Onboarding

Technical

Product