



NOVOTX

Novotx, LLC
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United States 84405

Indicative Pricing Only - Not a Binding Agreement

Valid Until: Dec 27, 2024

Agreement Number : 5405498000063928009

Prepared By: Kyle Brown
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320 Robert S Kerr
Oklahoma City
OK
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73102

SHIP TO:

320 Robert S Kerr
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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: **Oklahoma County**
Contact Name: **Timothy Conner**

Title: **GIS Manager**
Email: **artimcon@oklahomacounty.org**

No.	Product Details	Quantity	List Price	Discount	Total
1	Elements XS Annual Subscription - Municipal Tier 2 EXS-M-T2 Elements XS Annual Subscription. Enterprise License; includes unlimited named users. Subscription renews annually beginning 12 months after installation.	1	\$ 22,000.00	\$ 0.00	\$ 22,000.00
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	811 Annual Subscription 811-ANNUAL Annual subscription fee for 811 integration	1	\$ 3,500.00	\$ 0.00	\$ 3,500.00
4	Asset Management Onboarding Services EXS-ONB-AM Fixed price for Elements XS onboarding services as outlined below.	1	\$ 25,000.00	\$ 0.00	\$ 25,000.00
5	Professional Services - 811 Configuration PS-INT-811 Elements XS 811 integration with positive response where required by law.	1	\$ 5,500.00	\$ 0.00	\$ 5,500.00
6	Professional Services - Data Migration PS-DATA Data Migration Services - Tyler Technologies	1	\$ 6,500.00	\$ 0.00	\$ 6,500.00
7	Professional Services - Workflow Development PS - WF Custom Workflow Development	5	\$ 1,800.00	\$ 0.00	\$ 9,000.00
				Sub Total	\$ 77,000.00
				Tax	\$ 0.00
				Adjustment	\$ 0.00
				Grand Total	\$ 77,000.00

Payment Terms

Onboarding Services Included

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

Optional Items:

Onsite Meetings

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 District 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: \$6,500 per trip.

To arrange a trip, contact your Project Manager to initiate the process.

Professional Services for Custom Workflow Training:

Cost: \$9,000 (5 days at \$1,800/day)

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.

On-site Travel

Unless specified otherwise, all on-site trips will be billed at a cost of \$5,500 per trip. This cost is inclusive of all travel costs and Novotx staff time.

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

Indicative pricing only. Authorized signatures are not available.