

ARLINGTON COUNTY, VIRGINIA

**AGREEMENT NO. 22-DES-RFP-611
AMENDMENT NUMBER 3**

This Amendment Number 3 is made on the date of execution by the County and amends Agreement Number 22-DES-RFP-611 (“Main Agreement”) dated September 19, 2022 between Eleven-x US Incorporated (“Contractor”) and the County Board of Arlington County, Virginia (“County”).

The County and the Contractor agree to amend the Main Agreement as follows:

1. REMOVE PARAGRAPH 7. PAYMENT, IN ITS ENTIRETY AND REPLACE WITH THE FOLLOWING:

7. PAYMENT

The County will pay the Contractor monthly according to the provisions of this section. By the tenth day of each month, the Contractor will submit to the Project Officer an invoice describing the total work done during the preceding month, broken out by task as listed in the scope of work (1. Project Management, Communication, and Coordination, 2. Public Engagement, 3. System Planning and Design, etc.). The Project Officer will either approve the invoice or require corrections. The County will pay the Contractor within forty-five (45) days after receipt of an approved invoice. All payments will be made from the County to the Contractor via ACH.

The invoice must be based on an estimated percentage of the total work under each task that was completed during the month, subject to the Project Officer's acceptance of the work and the estimate for the following Tasks: 1. Project Management, Communication and Coordination, 3. System Planning and Design, 5. Develop, Install and Maintain ITS Software, 6. Develop Public-Facing Parking Guidance Application, 7. Transition Planning and 8. On-Going Maintenance and Operation of the ITS Hardware and Software. If the Contractor has already been paid 90% of the total amount allocated for any task and work under that task is not complete, the County will pay the remaining amount due for that task only upon completion of the task. The County will not pay more than the amount allocated for any task, regardless of the number of hours spent or the amount of expenses incurred by the Contractor to complete the task.

For Task 2 and 4, invoices shall be detailed by subtasks using the subtasks from Exhibit B:

- 2. Public Engagement Cost Summary on Exhibit B
 - o Subtasks 2A1 – 2A4 and 2B for Engagement Implementation must be based on an estimated percentage of the work under each subtask.
 - o Subtask 2A5 for Expenses must be billed on a reimbursement basis and receipts must be submitted as back-up documentation for approved expenses, such as printing, travel, translation services, pop-up engagement event costs, **engagement partner (NeoNiche) project field work** or other expenses pre-approved in writing by the Project Officer.
- 4. Provide, Install and Maintain ITS Hardware Cost Summary on Exhibit B
 - o Subtasks 4A and 4B must be billed on a unit rate basis based on the subtasks listed in Exhibit B with back-up documentation verifying the units provided/installed.

o Any costs billed under Subtask 4C for Contingency must be pre-approved by the Project Officer as noted in item 4 below.

The number of the County Purchase Order pursuant to which goods or services have been delivered or performed must appear on all invoices.

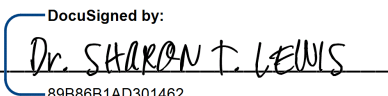
- 2. REMOVE REVISED EXHIBIT B CONTRACT PRICING IN ITS ENTIRETY AND REPLACE WITH THE ATTACHED REVISED EXHIBIT B TO REVISE PUBLIC ENGAGEMENT COST SUMMARY, LINE A5. EXPENSES TO ADD **ENGAGEMENT PARTNER (NEONICHE) PROJECT FIELD WORK** AND PROVIDE, INSTALL AND MAINAIN ITS HARDWARE COST SUMMARY LINE B2. LINE PAINTING TO REALLOCATE \$42,055.48 OF THE CONTRACT CONTINGENCY TO CHANGE THE UNIT COST FROM \$13 TO \$23.28. NO CHANGE TO THE CONTRACT AMOUNT.

All other terms and conditions of the Main Agreement remain in effect.

WITNESS these signatures:

THE COUNTY BOARD OF ARLINGTON
COUNTY, VIRGINIA

ELEVEN-X US INCORPORATED

AUTHORIZED SIGNATURE:  89B86B1AD301462...

AUTHORIZED SIGNATURE:  5D117363A823473...

NAME: DR. SHARON T. LEWIS

NAME: Ryan Hickey

TITLE: Purchasing Agent

TITLE: COO

DATE: 8/28/2023

DATE: 8/28/2023

REVISED EXHIBIT B
CONTRACT PRICING

Project Management, Internal Communications, and Coordination Costs Summary				
Cost Item Number	Cost Item Description (e.g. staff, etc.)	Unit Cost (e.g. rate, etc.)	Units (e.g. hours, etc.)	Total Cost
A	Group of Items Name			
1	GT Deputy PM (assumes 2 days/week for 1 year)	\$ 315.00	832.00	\$ 262,080.00
2	eleven-x (2 hours/week for 1 year)	\$ 200.00	104.00	\$ 20,800.00
3	RHI (spread across project)	\$ 200.00	150.00	\$ 30,000.00
4	Smarking (kickoff/planning)	\$ 287.00	18.00	\$ 5,166.00
5	IBI (blended rate for local PM and system folks)	\$ 190.00	54.00	\$ 10,260.00
6	Zack Urban	\$ 230.00	24.00	\$ 5,520.00
7		\$ -	-	\$ -
		subtotals		\$ 333,826.00
TOTAL	Please ensure the total cost proposal for this task is reflected in the orange box in Column F (add manually).			\$ 333,826.00
Public Engagement Costs Summary				
Cost Item Number	Cost Item Description (e.g. staff, etc.)	Unit Cost (e.g. rate, etc.)	Units (e.g. hours, etc.)	Total Cost
A	Engagement Implementation (RHI)			
1	Phase 1 - System Design Community Outreach and Engagement (first six months)	\$ 47,748.00	1.00	\$ 47,748.00
2	Phase 2 - System Installation Outreach and Engagement (second six months)	\$ 40,526.00	1.00	\$ 40,526.00
3	Phase 3 - System Year 2 Outreach and Engagement	\$ 40,526.00	1.00	\$ 40,526.00
4	Phase 4 - System Year 3 Outreach and Engagement	\$ 40,526.00	1.00	\$ 40,526.00
5	Expenses (engagement phases) - Printing, Travel, translation services, pop-up engagement event cost, engagement partner (NeoNiche) project field work, or other expenses	\$ 28,750.00	4.00	\$ 115,000.00
		subtotals		\$ 284,326.00
B	Engagement Implementation (non-RHI)			
1	Zack Urban	\$ 230.00	39.00	\$ 8,970.00
2	IBI (blended rate for local PM and system folks)	\$ 190.00	41.00	\$ 7,790.00
3	eleven-x	\$ 200.00	25.00	\$ 5,000.00
		subtotals		\$ 21,760.00
TOTAL	Please ensure the total cost proposal for this task is reflected in the orange box in Column F (add manually).			\$ 306,086.00

System Planning and Design Costs Summary					
Cost Item Number	Cost Item Description (e.g. staff, etc.)	Unit Cost (e.g. rate, etc.)	Units (e.g. hours, etc.)	Total Cost	
A	Group of Items Name				
1	eleven-x and subs	\$ 122,984.00	1.00	\$ 122,984.00	
		subtotals		\$ 122,984.00	
B	Group of Items Name				
		subtotals		\$ -	
TOTAL	Please ensure the total cost proposal for this task is reflected in the orange box in Column F (add manually).			\$ 122,984.00	
Provide, Install and Maintain ITS Hardware Costs Summary					
Cost Item Number	Cost Item Description (e.g. staff, etc.)	Unit Cost (e.g. rate, etc.)	Units (e.g. hours, items, etc.)	Total Cost	Annual Software Costs Associated with Calibration Years 2 and 3
A	Equipment				
1	SPS-X in-ground parking sensors	\$ 99.00	4,958.00	\$ 490,842.00	\$ -
2	Extended 10-year Warranty for SPS-X sensors	\$ 34.00	4,958.00	\$ 168,572.00	\$ -
3	LoRaWAN Gateways	\$ 1,185.00	30.00	\$ 35,550.00	\$ -
4	Digital Signage	\$ 15,755.00	10.00	\$ 157,550.00	\$ -
5		\$ -	-	\$ -	\$ -
6		\$ -	-	\$ -	\$ -
7		\$ -	-	\$ -	\$ -
		subtotals		\$ 852,514.00	\$ -
B	Installation				
1	Sensor installation	\$ 138.00	4,958.00	\$ 684,204.00	\$ -
2	Line painting	\$ 23.28	4,091.00	\$ 95,238.48	\$ -
3	Gateway installation	\$ 6,383.00	30.00	\$ 191,490.00	\$ -
4	Sticker/decal installation (unit cost is per price change) for every 3-months for 2 year period	\$ 7,000.00	8.00	\$ 56,000.00	\$ -
		subtotals		\$ 1,026,932.48	\$ -
C	Contingency				
1	Contingency on the entire project	\$ 457,944.52	\$ 1.00	\$ 457,944.52	\$ -
		subtotals		\$ 457,944.52	\$ -
TOTAL	Please ensure the total cost proposal for this task is reflected in the orange box in Column F (add manually)			\$ 2,337,391.00	

Develop, Install and Maintain ITS Software Costs Summary

Cost Item Number	Cost Item Description (e.g. staff, etc.)	Unit Cost (e.g. rate, etc.)	Units (e.g. hours, items, etc.)	Total Cost	Annual Software Costs Associated with Calibration Years 2 and 3
A	<i>eleven-x Software</i>				
1	Setup, integrations, support, training, etc	\$ 200.00	840.00	\$ 168,000.00	\$ -
2	Managed IoT Network Service (per gateway annual fee)	\$ 1,380.00	30.00	\$ -	\$ 41,400.00
3	Digital Signage Connectivity (per sign annual fee)	\$ 1,800.00	10.00	\$ -	\$ 18,000.00
4	Application Software Subscription (per sensor annual fee)	\$ 30.00	4,958.00	\$ -	\$ 148,740.00
5	Digital Signage Module (per sensor annual fee)	\$ 15.00	4,958.00	\$ -	\$ 74,370.00
6	eleven-x and CurblQ dashboard consolidation	\$ 200.00	240.00	\$ 48,000.00	\$ -
7	Enforcement Module (no Cost to the County for 2-years after Go-Live)	\$ -	-	\$ -	\$ -
8	Navigation App (no Cost to the County for 2-years after Go-Live)	\$ -	-	\$ -	\$ -
	subtotals			\$ 216,000.00	\$ 282,510.00
B	<i>Smarking Software</i>				
1	Setup and integration of IPS, Flowbird/Cale, ParkMobile, and eleven-x occupancy data	\$ 58,842.00	1.00	\$ 58,842.00	\$ -
2	Software Subscription for all parking stalls and payment methods (annual fee)	\$ 120,805.00	1.00	\$ -	\$ 120,805.00
	subtotals			\$ 58,842.00	\$ 120,805.00
C	<i>IBI Software</i>				
1	CurblQ setup and integrations	\$ 26,881.00	1.00	\$ 26,881.00	\$ -
2	CurblQ Software Subscription (annual fee)	\$ 78,000.00	1.00	\$ -	\$ 78,000.00
3	CurblQ and eleven-x dashbaord consolidation	\$ 17,250.00	1.00	\$ 17,250.00	\$ -
	subtotals			\$ 44,131.00	\$ 78,000.00
				\$ 318,973.00	\$ 481,315.00
TOTAL	Please ensure the total cost proposal for this task is reflected in the orange box in Column F (add manually).			\$ 1,281,603.00	

Public-Facing Parking Guidance Application Costs Summary

Cost Item Number	Cost Item Description (e.g. staff, etc.)	Unit Cost (e.g. rate, etc.)	Units (e.g. hours, items, etc.)	Total Cost	Annual Software Costs Associated with Calibration Years 2 and 3
A	<i>Group of Items Name</i>				
1	Public facing dashboard setup and integrations	17,250.00	1.00	\$ 17,250.00	\$ -
2	Public Facing Website Software Subscription (annual fee)	15,015.00	1.00	\$ -	\$ 15,015.00
	subtotals			\$ 17,250.00	\$ 15,015.00
TOTAL	Please ensure the total cost proposal for this task is reflected in the orange box in Column F (add manually).			\$ 47,280.00	

Transition Planning Costs Summary

Cost Item Number	Cost Item Description (e.g. staff, etc.)	Unit Cost (e.g. rate, etc.)	Units (e.g. hours, etc.)	Total Cost
A	<i>Group of Items Name</i>			
1	eleven-x and subs - training, documentation, etc.	\$ 80,114.00	1.00	\$ 80,114.00
TOTAL	Please ensure the total cost proposal for this task is reflected in the orange box in Column F (add manually).			\$ 80,114.00

Ongoing Maintenance and Operations Costs Summary				
System Lifecycle		# years		
(Please indicate here the total number of years the system/technology will be functional. If individual components have different lifecycles, please provide notes to that effect with each assumed annual maintenance cost line.)				
Cost Item Number	Cost Item Description (e.g. staff, etc.)	Annual Unit Cost (e.g. rate, etc.)	Units (e.g. hours, etc.)	Annual Maintenance Cost
A	<i>eleven-x services</i>			
1	Managed IoT Network Service (per gateway fee) 10 years	\$ 1,380.00	30.00	\$ 41,400.00
2	Digital Signage Connectivity (per sign fee) 10 years	\$ 1,800.00	10.00	\$ 18,000.00
3	Application Software Subscription (per sensor fee) 10 years	\$ 30.00	4,958.00	\$ 148,740.00
4	Digital Signage Module (per sensor fee) 10 years	\$ 15.00	4,958.00	\$ 74,370.00
5	Enforcement Module (per sensor fee) 10 years (first 2 years after go live @ no Charge to the County)	\$ 24.00	-	\$ -
6	Smarking Software Subscription (project fee) 10 years	\$ 120,805.00	1.00	\$ 120,805.00
7	IBI CurbiQ Software Subscription (project fee) 10 years	\$ 78,000.00	1.00	\$ 78,000.00
8	IBI Public Facing Website Software Subscription (project fee) 10 years	\$ 15,015.00	1.00	\$ 15,015.00
9	Navigation App (per sensor fee) 10 years (first 2 years after go live @ no Charge to the County)	\$ 36.00	-	\$ -
		subtotals		\$ 496,330.00
B	<i>Replacement and System Expansion</i>			
1	Sensor, Warranty, Installation and Line Painting, Per 1 Parking Stall	1,662.50	1	
2	Sensor, Warranty, Installation and Line Painting, Per 10 Parking Stalls	529.75	10	
3	Sensor, Warranty, Installation and Line Painting, Per 100 Parking Stalls	285.38	100	
4	Sensor, Warranty, Installation and Line Painting, Per 1000 Parking Stalls	277.61	1000	
5	eleven-x Software Subscription, Digital Signage and Enforcement Modules, Per Additional (1000) Stalls	\$ 69,000.00	1.00	
6	Smarking Software Subscription Per Additional (1000) Stalls	\$ 24,360.00	1.00	
7	IBI CurbiQ Software Subscription and Public Facing Website Subscription Per Additional (1000) Stalls	\$ 17,250.00	1.00	
8	Sensor replacement costs of 25% of the install base (assumption without knowing repaving plans)	\$ 279.00	1,240.00	\$ 345,960.00
9	Sticker/decal installation (unit cost is supply and installation per price change or application)	\$ 7,000.00	4.00	\$ 28,000.00
		subtotals		\$ 373,960.00
	Please provide an annual total		Annual Total	\$ 870,290.00

Payment Schedule

Payment Number	Description	Payment Milestones	Total
1	Project Year 1: One-time advance payment	Project Start; paid with first invoice	\$500,000
1-12	Project Year 1: Monthly payments for work completed in previous month	By the tenth day of each month, the Contractor will submit to the Project Officer an invoice formatted as described in the payment clause of the contract (7. Payment)	Approximately \$3.0 M spread over 12 months
13	Annual recurring subscription starts, Project Year 2: Data Collection and Model Calibration Includes Public Engagement	Pilot Operations Begins for data collection and model calibration	\$565,606
14	Annual recurring subscription, Project Year 3: Data Collection, Model Calibration, and Project Delivery Includes Public Engagement	1st Anniversary of Pilot Operations Begins	\$565,606
15	Annual recurring subscription, O&M Year 1	Transition System to the County	\$496,330

16	Annual recurring subscription, O&M Year 2	1st Anniversary of Transition System to the County	\$496,330
17	Annual recurring subscription, O&M Year 3	2nd Anniversary of Transition System to the County	\$496,330
18	Annual recurring subscription, O&M Year 4	3rd Anniversary of Transition System to the County	\$496,330