

**AMENDMENT NUMBER 2 TO THE MASTER PRODUCT AND
SERVICES AGREEMENT DATED OCTOBER 12, 2017**

This amendment ("Amendment") modifies the Master Product and Services Agreement between the City of Santa Clara ("City") and Intergraph Corporation through its Hexagon Safety, Infrastructure & Geospatial Division ("Hexagon"), dated October 12, 2017 (the "Master Agreement").

WHEREAS, Hexagon and the City previously executed the Master Agreement with expiration date October 11, 2023;

WHEREAS, Hexagon and the City executed Amendment Number 1 to the Master Agreement on December 2, 2019, which, among other things, modified Orders 1 and 2 under the Master Agreement ("Master Agreement as Amended");

WHEREAS, Order Number 2 provided for Maintenance Services for five years following the conclusion of the Subsystem Extended Warranty Period and is set to end on November 30, 2024;

WHEREAS, the Parties desire to amend the Master Agreement as Amended in order to synchronize the expiration of the Master Agreement as Amended with the conclusion of Order Number 2;

NOW THEREFORE, in consideration of the mutual promises hereof, and the mutual obligations in the Master Agreement as Amended and as further amended herein, the City and Hexagon agree to the following:

1. Section 5.1 is deleted and replaced with the following:

The Term of this Agreement shall begin on the Effective Date and remain in effect until November 30, 2024, or until the Agreement is earlier terminated pursuant to a section below.

2. The City and Hexagon each ratify and confirm the terms, conditions, obligations and undertakings set forth in the Master Agreement as Amended, and except as modified hereby, all other terms and conditions of the Master Agreement as Amended shall remain in full force and legal effect.

[The remainder of this page is left intentionally blank.]

In Witness Whereof, the Parties have entered into the Agreement as of the date stated herein:

City of Santa Clara	Intergraph Corporation
_____	
Authorized Signature	Authorized Signature
_____	<u>Tiffany Taylor</u>
Printed Name	Printed Name
<u>City Manager</u>	<u>Americas Finance Director</u>
Title	Title
_____	July 20, 2023
Date	Date

Approved as to Form:

City Attorney