Attachment A

Second Amendment to Agreement

AMENDMENT NO. 2 TO LAC EXTERNAL ENTITY AGREEMENT DATED MAY 15, 2018 BETWEEN
PICTOMETRY INTERNATIONAL CORP. AND COUNTY OF SANTA BARBARA, CA

———

1. This Amendment No. 2, including all Sections and Appendices referenced herein (collectively, this "Amendment") is entered into by and between Pictometry International Corp. and its affiliates ("Pictometry") and County of Santa Barbara, CA ("Customer"), and supplements and modifies the terms of the LAC External Entity Agreement dated May 15, 2018 as, to the extent applicable, previously modified by addenda or amendments thereto (collectively, the "Agreement"). Any purchase order or similar document issued by Customer in connection with this Amendment is issued solely for Customer's internal administrative purposes and the terms and conditions set forth on such purchase order shall be of no force or effect as between the parties. To the extent that there is any inconsistency between the terms set forth in this Amendment and those set forth in the Agreement, the terms set forth in this Amendment shall prevail.

2. MODIFICATIONS TO AGREEMENT:
    a. As of the Effective Date of this Amendment:
        i. Pictometry will allow Customer to provide access to the products and services listed in Section A of the Agreement to any political unit or subdivision, including cities, located totally or substantially within Customer's boundaries, provided such entities comply with the same terms and conditions applicable to Customer's usage of the products and services under the Agreement.
        ii. The Second and Third Projects as set forth in the amendment between the parties dated August 17, 2021 shall be deleted and replaced with the Second and Third Projects set forth in this Amendment.
        iii. The Fourth Project set forth in Section A of this Agreement shall be added to the Agreement.
        iv. The following shall be added to (A) of RapidAccess - Disaster Response Program ("DRP") set forth in Section A: Product Descriptions, Prices and Payment Terms of the Agreement: "**Wildfire**: areas affected by wildfire that include appraisable structures at a density of 100 structures per sq. mi or greater."
        v. The map attached to this Amendment shall be added to the Agreement.
        vi. All other terms and conditions set forth in the Agreement shall remain in full force and effect.

This Amendment is hereby accepted and agreed to by the undersigned parties and shall become effective upon the last date of execution by each Customer and Pictometry (the "Effective Date").
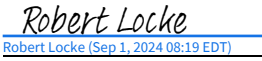
[Signature page follows]

Amendment No. 2 to the Agreement by and between the
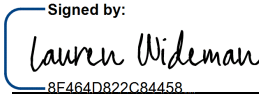# County of Santa Barbara and Pictometry International Corp.

IN WITNESS WHEREOF, the Parties have executed this Amendment No. 2 to be effective on the date executed by COUNTY ("Effective Date").
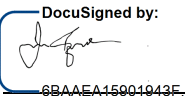
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ATTEST:

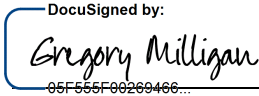Mona Miyasato
County Executive Officer
Clerk of the Board

</td><td>

COUNTY OF SANTA BARBARA:

</td></tr>
<tr><td>

By: _____
       Deputy Clerk

</td><td>

By: _____
       Steve Lavagnino, Chair
       Board of Supervisors

Date: _____

</td></tr>
<tr><td>

RECOMMENDED FOR APPROVAL:

Chris Chirgwin, CIO
Information Technology

</td><td>

CONTRACTOR:

Pictometry International Corp.

</td></tr>
<tr><td>

DocuSigned by:
Chris Chirgwin
By: ___D97209A7A68A4A0...___
       Department Head

</td><td>

Robert Locke
Robert Locke (Sep 1, 2024 08:19 EDT)
By: _____
       Authorized Representative

Name: **Robert Locke**

Title: **President**

</td></tr>
<tr><td>

APPROVED AS TO FORM:

Rachel Van Mullem
County Counsel

</td><td>

APPROVED AS TO ACCOUNTING FORM:

Betsy M. Schaffer, CPA
Auditor-Controller

</td></tr>
<tr><td>

Signed by:
Lauren Wideman
By: ___8F464D822C84458___
       Deputy County Counsel

</td><td>

DocuSigned by:
[signature]
By: ___6BAAEA15901943F...___
       Deputy

</td></tr>
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APPROVED AS TO FORM:

Risk Management

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<tr><td>

DocuSigned by:
Gregory Milligan
By: ___05F555F00269466...___
       Risk Management

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| SECTION A | PRODUCT DESCRIPTIONS, PRICES AND PAYMENT TERMS |

Pictometry International Corp.
25 Methodist Hill Drive
Rochester, NY 14623

ORDER #
2 - LC-10005524

BILL TO	SHIP TO
County of Santa Barbara, CA	County of Santa Barbara, CA
Onelia Rodriguez	Jinna Larkin
105 E Anapamu St. Room 304	105 E Anapamu St. Room 304
Santa Barbara, California 93101	Santa Barbara, California 93101
(805) 568-2550	(805) 568-2878
onrodriguez@countyofsb.org	jlarkin@countyofsb.org

CUSTOMER ID	SALES REP	FREQUENCY OF PROJECT(S)
A1216326	Arjun Cardoza	Biennial

PROJECT 2

QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE %	AMOUNT[1]
819	Reveal Essentials+ Property	Provides high resolution, measurable oblique and orthogonal imagery at a Property level. Oblique and orthogonal image frames collected at 3in GSD or better. Orthomosaic imagery produced at 3in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present. Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by Pictometry. Delivery extent based on an Pictometry approved delivery grid shapefile. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 400.00	55%	$ 147,420.00
819	Reveal Certified Ortho Property	Certified Ortho upgrades a Reveal orthomosaic to an authoritative orthomosaic produced in accordance with state and local requirements. Orthomosaic imagery produced to meet ASPRS Positional Accuracy Standards for Digital Geospatial Data (2014) for a 6in RMSEx / RMSEy Horizontal Accuracy Class. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 50.00		$ 40,950.00

1	Pictometry Connect - EarlyAccess	Pictometry Connect - EarlyAccess provides authorized users the ability to login and access the imagery, as specified elsewhere in this agreement, immediately following its preliminary processing and quality control checks and prior to its final processing. Early Access imagery will become available in CONNECT Explorer incrementally as it is processed and it will remain available until final, fully processed imagery is made available through other means. This offering requires an active Pictometry CONNECT account and the current purchase of access to an imagery product. *Product Parameters*: Server Integration: Third-Party Integrator: Domain URL:	$ 10,000.00	100%	$ 0.00
1	RapidAccess - Disaster Response Program	RapidAccess - Disaster Response Program is an emergency response program offering flights after an emergency or disaster. Refer to the attached detailed description of the Disaster Response Program. Term commences on date of initial shipment of imagery for a project. The quantity represents the number of years in the DRP term.	$ 0.00		$ 0.00
0	Oblique Imagery Bundle w/Three (3)Yrs of EFS Maint & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, fifteen (15) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of three years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	$ 0.00		$ 0.00
1	Oblique Support Bundle	Includes digital copy of the Licensed Documentation for the License Software, one, two, or three hour End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, five, ten, or fifteen hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one, two, or three years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	$ 0.00		$ 0.00

QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE %	AMOUNT[1]
1867	Reveal Essentials+ Neighborhood	Provides high resolution, measurable oblique and orthogonal imagery at a Neighborhood level. Oblique and orthogonal image frames collected at 6in GSD or better. Orthomosaic imagery produced at 6in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present. Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by Pictometry. Delivery extent based on an Pictometry approved delivery grid shapefile. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 160.00	43.75%	$ 168,030.00
1867	Reveal Certified Ortho Neighborhood	Certified Ortho upgrades a Reveal orthomosaic to an authoritative orthomosaic produced in accordance with state and local requirements. Orthomosaic imagery produced to meet ASPRS Positional Accuracy Standards for Digital Geospatial Data (2014) for a 12in RMSEx / RMSEy Horizontal Accuracy Class. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 30.00		$ 56,010.00
1	Oblique Imagery Bundle w/Two(2) Yrs of EFS Maint & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, ten (10) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of two years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	$ 0.00		$ 0.00
				SUBTOTAL	$412,410.00

PROJECT 3					
QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE %	AMOUNT[1]
819	Reveal Essentials+ Property	Provides high resolution, measurable oblique and orthogonal imagery at a Property level. Oblique and orthogonal image frames collected at 3in GSD or better. Orthomosaic imagery produced at 3in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present. Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by Pictometry. Delivery extent based on an Pictometry approved delivery grid shapefile. *Product Parameters*:	$ 400.00	55%	$ 147,420.00

		Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover			
819	Reveal Certified Ortho Property	Certified Ortho upgrades a Reveal orthomosaic to an authoritative orthomosaic produced in accordance with state and local requirements. Orthomosaic imagery produced to meet ASPRS Positional Accuracy Standards for Digital Geospatial Data (2014) for a 6in RMSEx / RMSEy Horizontal Accuracy Class. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 50.00		$ 40,950.00
1	Pictometry Connect - EarlyAccess	Pictometry Connect - EarlyAccess provides authorized users the ability to login and access the imagery, as specified elsewhere in this agreement, immediately following its preliminary processing and quality control checks and prior to its final processing. Early Access imagery will become available in CONNECT Explorer incrementally as it is processed and it will remain available until final, fully processed imagery is made available through other means. This offering requires an active Pictometry CONNECT account and the current purchase of access to an imagery product. *Product Parameters*: Server Integration: Third-Party Integrator: Domain URL:	$ 10,000.00	100%	$ 0.00
1	RapidAccess - Disaster Response Program	RapidAccess - Disaster Response Program is an emergency response program offering flights after an emergency or disaster. Refer to the attached detailed description of the Disaster Response Program. Term commences on date of initial shipment of imagery for a project. The quantity represents the number of years in the DRP term.	$ 0.00		$ 0.00
0	Oblique Imagery Bundle w/Three (3)Yrs of EFS Maint & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, fifteen (15) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of three years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	$ 0.00		$ 0.00

1	Oblique Support Bundle	Includes digital copy of the Licensed Documentation for the License Software, one, two, or three hour End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, five, ten, or fifteen hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one, two, or three years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	$ 0.00		$ 0.00
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				SUBTOTAL	$412,410.00

PROJECT 4						
QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE %	AMOUNT[1]
819	Reveal Essentials+ Property	Provides high resolution, measurable oblique and orthogonal imagery at a Property level. Oblique and orthogonal image frames collected at 3in GSD or better. Orthomosaic imagery produced at 3in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present. Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by Pictometry. Delivery extent based on an Pictometry approved delivery grid shapefile. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 400.00	55%	$ 147,420.00
819	Reveal Certified Ortho Property	Certified Ortho upgrades a Reveal orthomosaic to an authoritative orthomosaic produced in accordance with state and local requirements. Orthomosaic imagery produced to meet ASPRS Positional Accuracy Standards for Digital Geospatial Data (2014) for a 6in RMSEx / RMSEy Horizontal Accuracy Class. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 50.00		$ 40,950.00
1867	Reveal Essentials+ Neighborhood	Provides high resolution, measurable oblique and orthogonal imagery at a Neighborhood level. Oblique and orthogonal image frames collected at 6in GSD or better. Orthomosaic imagery produced at 6in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present. Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by Pictometry. Delivery extent based on an Pictometry approved delivery grid shapefile. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 160.00	43.75%	$ 168,030.00
1867	Reveal Certified Ortho Neighborhood	Certified Ortho upgrades a Reveal orthomosaic to an authoritative orthomosaic produced in accordance with state and local requirements. Orthomosaic imagery produced to meet ASPRS Positional Accuracy Standards for Digital Geospatial Data (2014) for a 12in RMSEx / RMSEy Horizontal Accuracy Class. *Product Parameters*: Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	$ 30.00		$ 56,010.00

1	Pictometry Connect - EarlyAccess	Pictometry Connect - EarlyAccess provides authorized users the ability to login and access the imagery, as specified elsewhere in this agreement, immediately following its preliminary processing and quality control checks and prior to its final processing. Early Access imagery will become available in CONNECT Explorer incrementally as it is processed and it will remain available until final, fully processed imagery is made available through other means. This offering requires an active Pictometry CONNECT account and the current purchase of access to an imagery product. *Product Parameters*: Server Integration: Third-Party Integrator: Domain URL:	$ 10,000.00	100%	$ 0.00
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1	Oblique Imagery Bundle w/Two(2) Yrs of EFS Maint & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, ten (10) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of two years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	$ 0.00		$ 0.00
				SUBTOTAL	$412,410.00

[1]Amount per product = ((1-Discount %) * Qty * List Price)

FEES; PAYMENT TERMS

Customer hereby agrees to pay the Fees specified in this Section A of the Agreement in accordance with the following payment terms. All amounts due to Pictometry pursuant to the Agreement (the "Fees") are expressed in United States dollars and do not include any duties, taxes (including, without limitation, any sales, use, ad valorem or withholding, value added or other taxes) or handling fees, all of which are in addition to the amounts shown above and, to the extent applicable to purchases by Customer, shall be paid by Customer to Pictometry without reducing any amount owed to Pictometry unless documents satisfactory to Pictometry evidencing exemption from such taxes is provided to Pictometry prior to billing. To the extent any amounts properly invoiced pursuant to the Agreement are not paid within thirty (30) days following the invoice due date, such unpaid amounts shall accrue, and Customer shall pay, interest at the rate of 1.5% per month (or at the maximum rate allowed by law, if less). In addition, Customer shall pay Pictometry all costs Pictometry incurs in collecting past due amounts due under this Agreement including, but not limited to, attorneys' fees and court costs.

Second Project
Year1
Due at Delivery/Activation $206,205.00
Year2
Due at Anniversary of Delivery/Activation $206,205.00

Third Project
Year1
Due at Delivery/Activation $206,205.00
Year2
Due at Anniversary of Delivery/Activation $206,205.00

Fourth Project
Year1
Due at Delivery/Activation $206,205.00
Year2
Due at Anniversary of Delivery/Activation $206,205.00

MAP(S) (IF APPLICABLE)

CA County of Santa Barbara_EV Amendment - Projects 2-4_8-30-24_Clean

Final Audit Report   2024-09-01

Created:	2024-08-31
By:	Lindsey Dickens (Lindsey.Dickens@eagleview.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAAb_gXA35tkuWjagQ4AlO4sthqitdTq8Eh

"CA County of Santa Barbara_EV Amendment - Projects 2-4_8-30-24_Clean" History

📄 Document created by Lindsey Dickens (Lindsey.Dickens@eagleview.com)
2024-08-31 - 5:15:35 PM GMT

✉️ Document emailed to bob.locke@eagleview.com for signature
2024-08-31 - 5:16:42 PM GMT

📄 Email viewed by bob.locke@eagleview.com
2024-09-01 - 12:18:26 PM GMT

✍️ Signer bob.locke@eagleview.com entered name at signing as Robert Locke
2024-09-01 - 12:19:34 PM GMT

✍️ Document e-signed by Robert Locke (bob.locke@eagleview.com)
Signature Date: 2024-09-01 - 12:19:36 PM GMT - Time Source: server

✅ Agreement completed.
2024-09-01 - 12:19:36 PM GMT