

Amendment No. 1 to Connexionz Agreement

Yamhill County Transit Area and Connexionz, Ltd.

This First Amendment ("Amendment No. 1") to the Connexionz agreement dated June 13, 2019 ("Agreement") is by and between **Yamhill County Transit Area**, an ORS Chapter 451 County Service district (YCTA) and **Connexionz, LTD**, (CONTRACTOR) based in Christchurch New Zealand with offices in the United States located at 27943 Smyth Drive, Suite 103, Valencia, CA 91355, referred to individually as Party and collectively as Parties.

RECITALS.

- A. WHEREAS, under the Agreement YCTA originally acquired and deployed Android tablet-based GPS Fixed Route Technology, Real Time Passenger Information, and CAD/AVL software and related apparatus ("Equipment") to support the public transit needs of YCTA and Yamhill County acting by and through YCTA and its contracted service provider; and
- B. WHEREAS, the YCTA Board of Directors/Yamhill County Board of Commissioners have approved the expanded deployment of CAD/AVL software and hardware to further update the real time passenger information system currently being used by YCTA and retrofit ten (10) fixed route buses with new upgrades and provide installation and training for the upgrades ("New Equipment"); and
- C. WHEREAS, the New Equipment provides additional features such as ADA compliant next stop announcements, passenger displays, engine monitoring, emergency alarms, and WIFI capable systems that are an extension of the vendor's "base" system and that will improve efficiency, make data collection easier for the drivers and transit staff and enhance and improve the customer experience while riding the bus; and
- D. WHEREAS, YCTA and CONTRACTOR, now desire to amend the Agreement and enter this Amendment No. 1 for CONTRACTOR to provide the New Equipment described in this Amendment No. 1 to YCTA in accordance with the terms herein and to memorialize changes to the Agreement as set forth below.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises and covenants, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, herein the Parties agree as follows:

1. Section 3.0 of the Agreement is amended to include the following:

3.4 YCTA shall make payment as provided below upon the milestone payment schedule for the New Equipment as provided by CONTRACTOR following successful deployment. YCTA shall pay invoices within thirty (30) days after an invoice has been received and approved by the authorized YCTA representative.

3.5 The costs of the New Equipment, as set forth in amended Exhibit B to the Agreement, which is attached to this Amendment No. 1 as Exhibit A

and which is incorporated herein by this reference, constitute the entire compensation due to CONTRACTOR under this Amendment No. 1.

The balance of Section 3 remains unchanged.

2. Section 9.0 of the Agreement is amended to include the following:

9.1.5 All hardware provided under amendment 1 is accompanied by a 1-year warranty which warrants against all defects or malfunction which are not due to misuse. YCTA will ship any warranted hardware back to CONTRACTOR for a replacement. The warranty "term" begins after successful completion and approval of installation

3. Exhibit B of the Agreement is hereby amended to include the expanded deployment of YCTA's CAD/AVL and real-time system work plan overview and the expanded deployment project elements as detailed in Exhibit A to this Amendment No. 1.

4. YCTA and CONTRACTOR hereby incorporate the foregoing recitals as a material portion of their Amendment No. 1.

5. SEVERABILITY. If any terms or provisions of this Amendment No. 1 or the application there to any person or circumstance shall to any extent be invalid or unenforceable, the remainder of this Amendment No. 1 or the application of such term or provision to person or circumstances other than those as to which it is held invalid or unenforceable shall not be affected thereby and each term and provision of this Amendment No 1 shall be valid and enforceable to the fullest extent permitted by law.

6. REMAINING PROVISIONS. The remaining provisions of the original Agreement not amended by this Amendment No. 1 shall remain in full force and effect.

IN WITNESS WHEREOF, YCTA and CONTRACTOR have caused this Amendment No. 1 to be executed in their names or their official acts by their respective representatives, each of whom is duly authorized to execute the same.

AGREED TO AND ACCEPTED AS STATED ABOVE:

YAMHILL COUNTY TRANSIT AREA



MARY STARRETT, Chair Yamhill County Transit Area

Date: 9/23/21

CONNEXIONZ, LTD.

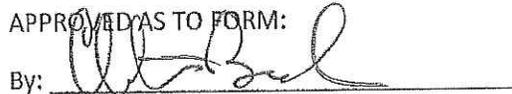


Print Name: Brian Garrett

Title: US Sales Director

Date: 09/13/2021

APPROVED AS TO FORM:



CHRISTIAN BOENISCH
County Counsel

Accepted by Yamhill County
Board of Commissioners on
5/27/21 by Board Order
21-196

Exhibit A
(see attached)

Expanded Deployment of Yamhill County Transit's CAD/AVL and Real-time System

Work Plan Overview

In 2019 the County of Yamhill and Connexionz entered into an agreement for the deployment of the real-time CAD/AVL and real-time system for the fixed route fleet. The original contract expires in 2022.

The system at YCT has so far worked effectively and efficiently. YCT has garnered confidence in the accurate arrival predictions and location data from the system and hope to grow on it.

The current investment in the software system has allowed Yamhill to cost effectively purchase ADA compliant audio/visual announcement systems, rugged vehicle routers, rugged vehicle tablets, and LCD infotainment systems for the 5 new buses which were delivered in early 2021. There is no additional software cost connected with these vehicles as it's already covered through the original procurement.

To match the ADA compliance and technology features of the rest of the fleet, YCT intends to retrofit 10 additional fixed route vehicles to meet the same level functionality. This will improve the overall ADA compliance of the entire fixed route fleet as well as provide a scalable onboard architecture which easily add future options like passenger wifi or live view cameras. The LCD infotainment system will allow for digital upload of passenger information and simple Title VI compliance using digital announcements. The infotainment system is integrated with the real-time system to provide any stop, schedule, and alert details.

Additionally, YCT intends to retrofit the entire demand response fleet with the same rugged transit tablets and mobile routers. These tablets will ensure smoother connections to the network and remedy power issues. The routers will allow for future integrations that might be useful to YCT like live viewing video cameras in real-time.

The software from Connexionz continues to get updated under any continued support and maintenance contract and the Yamhill staff and operators understand how it works. All the route data from YCT services are in the system. Additionally, the hardware platform from Connexionz is plug and play. So, the system can be easily expanded without "re-inventing the wheel".

This proposed changes will offer many benefits for YCT:

1. Brings more public visibility and ADA compliance to the Yamhill Transit service
2. Adds additional real-time options for riders to use on internet and applications, including full ADA accessibility and options for SMS services that can be incorporated in to new signage
3. Adds useful text services and subscription services for regular and consistent riders
4. Gives Yamhill Transit Service a new public spotlight
5. Introduces integrated multimedia services that help produce revenue and meet Title VI.
6. Improves general hardware reliability fleet wide.

To many more years of service,



Brian Garrett – US Sales Director

Sole Source Justification

Connexionz provides the current CAD/AVL and real-time system for YCT fleetwide which was originally contracted in 2018. YCT continue the support, hosting, and operation of the provided technology solution and are invested in it's continued successful use.

Connexionz core solution uses an onboard device which tracks vehicle positions and shares them alongside Yamhill provided schedules, route patterns, and vehicle assignments through back-office software. That internal system then passes on the predictive arrivals for stops across the system to phone, apps, and signage. The Connexionz solution depends on YCT consistent updating of route/schedule data via their 'routeplanner' module which YCT staff is already trained to use.

As add-ons for the core system, Connexionz provides proprietary software solutions and services that are extensions of that original system. These include mobile data terminals, media systems, and announcement solutions.

Given the economics and simplicity of adding the Connexionz hardware add-on's to the existing technology suite rather than replacing the entire solution, which originally cost \$140k, YCT proposed to sole source Connexionz for this work. Connexionz has presented a solution which has no additional software or software support fees for bus upgrades and can utilize the existing on route data and software. Without replacing Connexionz CAD/AVL with a different solution, the optional solutions from Connexionz are the only solution which can take advantage of the existing investments and the entries already made in Connexionz system for routes, stops, and vehicle assignments. The redundancy, double entry, cost, and training requirements needed to deploy a competing solution make growing the Connexionz solution the less expensive, labor intensive, and has very little risk for YCT.

Expanded Deployment Project Elements

1. Update to real-time passenger information systems

- a. Update of Real-time portal to include ADA, alerts and subscriptions, and trip planning
- b. Local SMS text service for rider arrivals
- c. Yamhill Transit System – Branded application
- d. Go-To-Market support

2. Vehicle Hardware Upgrade (30 transit vehicles)

- a. Vehicle routers
- b. Medius upgrade – for automatic voice annunciation
- c. Internal LED sign for next-stops
- d. New transit grade Android Mobile Data Terminals with mounts
- e. Multimedia LCD system

3. Project management + Training

- a. Project management
- b. Onsite Training
- c. Initial multimedia campaign assistance

1. Update to Real-Time Passenger Information Systems

- A. Connexionz is going to upgrade YCT to our newest real-time passenger information website. The new website has a responsive and modern design and allows for new options like trip planning, e-mail subscription and alert services, ADA page for screen readers, moving map, and “bus times” page which promotes use of stop based QR codes.



- B. Connexionz will provide a local SMS phone number ie (503-xxx-xxxx) that will accept stop queries from riders. Users can send for an arrival in real-time or they can use the website/app to request a specific notification or subscribe to service alerts. The solution has a prepayment for 200,000 texts in/out. A second number will send alerts from the central system if users subscribe to them through the web portal.

C. Connexionz will wrap the website up in to a downloadable application which directly mimics the website functionality. The application will be available in the Apple and Android stores.

D. Connexionz will assist YCT in announcing all new available features to their ridership by providing up to (2) ads of differing sizes and (1) 3 minute "how-to" video. These ads can be used to get the word out about the new website, SMS.



Track Your Bus in Real-Time

Download the Valley Transit app on your mobile device to get real-time access to your bus routes for convenience.

Search 'Valley Transit Walla Walla' on the app and play store

Learn more at itransitnw.com

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2. Vehicle hardware upgrade w/ central data integration, multimedia, and onboard announcements

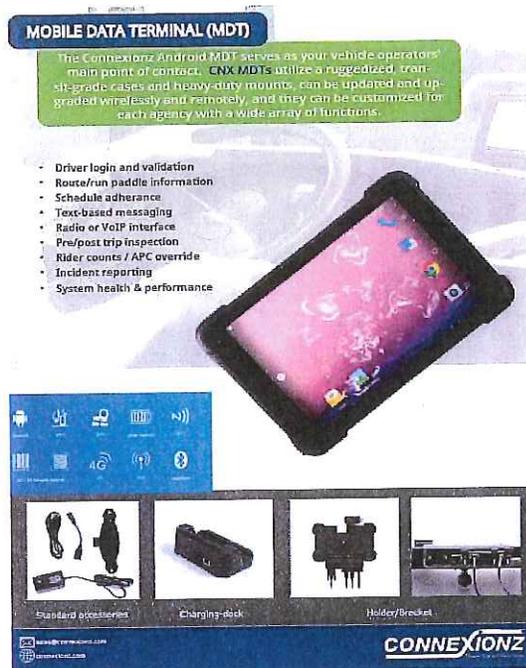
- A. Connexionz will upgrade YCT to our latest onboard computer, the Medius. this newest version of integration computer includes wifi and cellular communications and automatic annunciation capability through text to speech. The upgrade will allow YCT to be on one single hardware platform making for easier management of the overall hardware system and be fully ADA compliant with next-stop announcements across all vehicles. *See appendix for data sheet.*



- B. New internal LED signs from Hanover will share next-stop information with visual scrolling messages. The system also can receive service alert messages from the existing Connexionz platform..



c. New transit grade Android tablets and mounts will upgrade Yamhill demand response and fixed route buses from an unreliable personal grade tablet to a transit grade, hardwired IP67 rated unit from Connexionz. The new tablet will be hardwired to the onboard router.



C. 20" LCD screens will be placed behind the driver of the vehicle and second screen mounted from rail-to-rail in the middle of the bus. These systems are integrated with the CAD/AVL system and can share important announcements, ads, and service alerts which can be scheduled based on routes, stops, and trips.

Oc Orbiter via The Palms

Next Stop Shirley Rd near Stapletons Rd

Tweed St

North Pde near Poulton Ave

North Parade

Shirley Rd near Stapletons Rd

North Pde near Randall St

North Pde near Avarill St

Shirley Rd near Quinns Rd

Shirley Rd near Slater St

ARE YOU A BUDDING POET?

Metro's Poems on Buses Competition & GREAT PRIZES!

At the beginning of May, Metro is going to launch a new type of competition not seen before in Conlarbury called 'Poems on Buses'.

Start writing now and during the month of May you can upload your poem to metroinfo.co.nz

metro

message:
test fixed message

- D. Connexionz will provide a communications upgrade whereby all equipment will use a vehicle router to send its' ping to the back office. This will create a stronger and more reliable connection and allow for future systems needing connectivity to utilize the same data stream. The router also opens up the potential for useful features of the existing video system like auto-upload, clip request, and live-view.



- E. The system will be installed by long-time Connexionz technicians and have a strict "signoff" procedure.

5. Training and Project Management

- A. This project will be independently managed with strict project schedules provided, regular communication, agreed upon scope/sign-off procedures and full transparency.
- B. We will provide a 2-day onsite training during June. This training will include updating the staff on use of new features like: multimedia systems, new MDT's, and transit signage. We will also provide an uptraining session on the core platform: Dispatch, Routeplanner, and Analysis.
- C. Connexionz will also work with YCT to get their first multimedia campaign setup. This includes 40 hours of direct administrative support to assist in create media files and configuring an initial playlist for the screens.

Schedule & Total Cost

The entire contract amount is for up to \$270,130.00 including applicable taxes and shipping. Below is the general cost outline and milestone requirement as well as associated quotes. We expect to deliver the entire project within 6 months from signing.

Phase 1, delivered by Jan 30 , 2022

Update to Real-time Passenger Information Systems - Cost: \$43,000
Training and Multimedia campaign – Cost: \$7,400

Phase 2, delivered by Feb 30 , 2022

Hardware delivery for YCT Vehicles - Cost: \$144,300

Phase 3, delivered by March 30 , 2022

Installation / Project Management - Cost: \$75,250