MODIFICATION NUMBER TWO
TO CONTRACT 20-03250CG

This Modification Number two to the Contract Agreement is hereby entered into and made effective as of the date of the last signature below the ("Effective Date"), by and between UTAH TRANSIT AUTHORITY, a public transit district organized under the laws of the State of Utah, (hereinafter "UTA") and Talrace (hereinafter "Contractor").

RECITALS

WHEREAS, on March 31, 2020 UTA entered into a contract for the Rewrite of Computer Added Dispatch (CAD)/Automatic Vehicle Location (AVL) Software; and

WHEREAS, an upgrade to UTA's CAD/AVL is needed and additional services for programming to complete this project, identified as TMS Upgrade is required; and

WHEREAS, the Contractor has agreed to perform these services; and

WHEREAS, UTA and the Contractor now desire to modify the Contract Agreement as set forth herein.
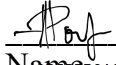
CONTRACT AGREEMENT

NOW, THEREFORE, on the stated Recitals, which are incorporated hereby in reference, and for and in consideration of the mutual covenants and agreements hereafter set forth, the mutual benefits to the parties to be derived here from, and for other valuable consideration, the receipt and sufficiency of which the parties acknowledge, it is hereby agreed as follows:

1. Services to Be Provided: Contractor shall perform all services as set forth in the Scope of Services – Attachment C, attached. Contractor shall provide all labor, materials and incidentals necessary for the work. All work shall be in accordance with the original contract terms and conditions.

2. Period of Performance: Work will commence as of the effective date of this modification and will continue for approximately twenty-four (24) months or an estimated June 31st, 2024.

3. Consideration: Contractor shall be reimbursed at the rate of $36.00 per hour for a not to exceed of $400,000. The total amount of the contract is hereby increased by $400,000.00 from $459,725 to a new total estimated amount of $859,725.

4. Other Terms Remain in Effect: All other terms and conditions remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed and delivered the Agreement as to the date written above.

TALRACE:

DocuSigned by:

_____
Name

CEO, Talrace, LLC   6/8/2022
_____
Title

UTAH TRANSIT AUTHORITY:

_____
Jay Fox
Executive Director

_____
Alisha Garrett
Chief Enterprise Strategy Officer

_____
Kyle Brimley
IT Director

DocuSigned by:

Michael Bell   6/7/2022
_____
Michael Bell
Assistant Attorney General

EXHIBIT C
SCOPE – TMS Upgrade

Contractor will be working on the following:
1. MDD (Mobile Data Device) work
a. Move from EventHub to IoT Hub
b. Change UI to responsive design and update design with original MDD standards
c. Update Unit Tests to a minimum of 80% coverage
d. Introduce Integration tests
e. Create a messaging end-to-end test suite
f. Upgrade data structure with cold path and Introduce Spark

2. CAD/AVL work
a. Move from EventHub to IoT Hub
b. Remove APIM to assist with cost savings
c. Introduce cold data path storage
d. Make CADAVL offline mode for Emergency center use. (This is a very important feature to comply with an Emergency Center when UTA has emergency service disruptions)

3. Move TRAX Whiteboard from its unsupported platform to CADAVL (add Unit Tests)
4. Upgrade Incident Log code to new platform (add Unit Tests)
5. Upgrade Detours code to new platform (add Unit Tests)
6. Upgrade Sign Manager code to new platform (add Unit Tests)
7. Upgrade Geofence Manager code to new platform (add Unit Tests)
8. Upgrade Trapeze Nav Route Verifier code to new platform (add Unit Tests)
9. Upgrade Reliability Reporter code to new platform (add Unit Tests)
10. Upgrade Bus Gap Monitor code to new platform (add Unit Tests)

EXHIBIT D
PRICING

Cost estimation:

Field Activity	Hours	Resources	Hourly Rate	Total Cost
Analysis of architecture, preparation of workflow for new functionality	200	Tech Project Manager, Team Lead, Software Engineers, QA, Designer	$30.00	$6000.00
Create design mockups	200	Designer; Tech Project Manager	$30.00	$6000.00
1776 As a user, I want to be able to change the YTT Moves/Am/PM/Pull-out/Pull-in/Comments for a single day without it affecting future days.	400	Tech Project Manager, Team Lead, Software Engineers	$30.00	$12000.00
1942 As a user, I want the changes I make on the pull-out page to copy to future weeks.	600	Tech Project Manager, Team Lead, Software Engineers	$30.00	$18000.00
1943 As a user, I want the changes I make on the pull-in page to copy to future weeks.	80	Tech Project Manager, Software Engineers	$30.00	$2400.00
1944 As a user, I want to be able to manually add trains to the AM/PM Moves sections.	400	Tech Project Manager, Software Engineers	$30.00	$12000.00
1945 As a user, I want the manually added trains in the AM/PM Moves section to copy to future weeks.	400	Tech Project Manager, Team Lead, Software Engineers	$30.00	$12000.00
1992 As a user, I want to be able to duplicate an event and not have the word "copy" added to the copied event.	20	Tech Project Manager, Software Engineers	$30.00	$600.00
1993 As a user, I want the end time of an event to default to 2 hours after the start time that I set.	40	Tech Project Manager, Software Engineers	$30.00	$1200.00
1994 As a user, I need the ability to print a monthly summary of the calendar events.	400	Tech Project Manager, Software Engineers	$30.00	$12000.00
1995 As a user, I need the ability to add a route to the tool that isn't in Trapeze.	400	Tech Project Manager, Team Lead, Software Engineers	$30.00	$12000.00

Field Activity	Hours	Resources	Hourly Rate	Total Cost
1996 As a user, I want the system to automatically add the routing information and pull-out time to the pull-out pages.	600	Tech Project Manager, Team Lead, Software Engineers	$30.00	$18000.00
1997 As a user, I want the system to automatically add the routing information to the pull-in tab.	80	Tech Project Manager, Software Engineers	$30.00	$2400.00
Creation of the workflow documentation	200	Tech Project Manager, QA, Software Engineers	$30.00	$6000.00

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Update DevOps environments	180	DevOps Engineer, Team Lead	$30.00	$5400.00
Quality assurance	800	Tech Project Manager, QA	$30.00	$24000.00
Meetings, standups, communication, status reports	500	Tech Project Manager, Team Lead, Software Engineers, QA, Designer	$30.00	$15000.00
	5500			$165000.00