

**AMENDMENT # 1  
TO THE  
CITYWORKS®  
LICENSE AGREEMENT**

This Amendment #1 ("Amendment") to the Cityworks Software License Agreement is effective the date of last signature by a party. By executing this Amendment, both parties agree to amend the Cityworks Software License Agreement ("Agreement") between the **Pinellas County, Florida** ("Licensee") and **Azteca Systems, LLC**, the successor entity and Assignee of Azteca Systems, Inc., hereafter referred to as "Azteca Systems" dated on or about June 21, 2016. Through this Amendment, Azteca Systems and the Licensee amend the terms of the Agreement as set forth herein below.

WHEREAS, Azteca Systems, Inc. and Licensee entered into a Software License Agreement ("Agreement") on or about the 21<sup>st</sup> day of June 20, 2016; and

WHEREAS, Azteca Systems, Inc. underwent a corporate restructure on or about September 30, 2016; and

WHEREAS, as part of the corporate restructure described above, Azteca Systems, LLC, assumed all of the rights and obligations of Azteca Systems, Inc., as it pertained to the Agreement with Pinellas County; and

WHEREAS, the Agreement provides to Licensee certain software provided by Azteca Systems and provides maintenance and support by Azteca Systems for the payment of fees by Licensee, as set forth in the Agreement; and

WHEREAS, The Agreement did not require the consent of the Licensee for Azteca Systems to assign as part of the restructuring. However, the License Agreement was binding upon any respective successor and assigns of the parties to the License Agreement, and Azteca Systems, LLC as the Assignee has assumed all obligations of the Azteca Systems, Inc. in regard to the referenced Agreement.

WHEREAS, the Parties are willing to amend the Agreement on the terms and conditions set forth below.

NOW, THEREFORE, in consideration of the foregoing and of the mutual promises contained in this Amendment #1, Azteca Systems and Licensee agree as follows:

1. The Agreement shall be amended to reflect the name of Azteca Systems, LLC in place of Azteca Systems, Inc. and that the contract will be deemed to have been entered into with Licensee and Azteca Systems, LLC.
2. Azteca Systems, LLC represents and warrants as part of this Amendment that it had assumed all obligations of the above referenced Agreement with Pinellas County.

All other terms of the Agreement except as specifically modified by this Amendment shall remain the same.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment #1 to the Agreement to be effective, valid, and binding upon the parties as of the date below as executed by their duly authorized representatives.

Accepted and Agreed:

**AZTECA SYSTEMS, LLC**

By: Brian L. Haslam

Name: Brian L. Haslam

Title: President - CEO

Date: 08/06/2020

**PINELLAS COUNTY, FL – (LICENSEE)**

By: Barry Burton

Name: Barry Burton

Title: County Administrator

Date:                     

APPROVED AS TO FORM

Jacina Haston

JACINA HASTON

OFFICE OF THE COUNTY ATTORNEY