PROJECT NUMBER 43752
AMENDMENT # 1 TO
MASTER LICENSE AND APPLICATION SERVICE PROVIDER AGREEMENT
BETWEEN
ASSETWORKS USA, INC.
AND
MISSISSIPPI DEPARTMENT OF INFORMATION TECHNOLOGY SERVICES
AS CONTRACTING AGENT FOR THE
AGENCIES AND INSTITUTIONS OF THE STATE OF MISSISSIPPI
(ORIGINAL PROJECT NUMBER 42900)

This document (hereinafter referred to as "Amendment Number 1") shall serve to amend the original Master License and Application Service Provider Agreement executed on September 16, 2016 (hereinafter referred to as "Agreement"), between AssetWorks USA, Inc., a Delaware corporation having its principal place of business at 6300 Bridge Point Parkway, Suite 1-240, Austin, Texas 78730 (hereinafter referred to as "Licensor"), and the Mississippi Department of Information Technology Services having its principal place of business at 3771 Eastwood Drive, Jackson, Mississippi 39211 (hereinafter referred to as "ITS"), as contracting agent for the governmental agencies and educational institutions of the State of Mississippi (hereinafter referred to as "Licensee"). ITS and Licensee are sometimes collectively referred to herein as "State". ITS and AssetWorks are sometimes collectively referred to herein as "Parties".

WHEREAS, the Agreement provided that Licensor host and maintain an Application Service Provider ("ASP") solution for a fleet management system, as identified on Exhibit A to the Agreement; and

WHEREAS, pursuant to the terms and conditions of the Agreement, Licensee now desires to add a Master Accounting Ledger Module to the services from Licensor and Licensor is amenable to providing same to Licensee;

NOW THEREFORE, ITS, Licensee, and Licensor, by entering into this Amendment Number 1, mutually agree that the following provisions shall modify the aforementioned Agreement:

Exhibit A to the Agreement shall be and hereby is augmented by Exhibit A-1. All references in the Agreement to Exhibit A shall be and hereby are revised to read "Exhibit A and Exhibit A-1".

All other terms and conditions of the Agreement executed on September 16, 2016, shall remain unchanged and in full force and effect.

State of Mississippi, Department of Information Technology Services, on behalf of Agencies and Institutions of the State of Mississippi

By: _____
Authorized Signature

Printed Name: Craig P. Orgeron, Ph.D.

Title: Executive Director

Date: 8/28/17

AssetWorks USA, Inc.

By: _____
Authorized Signature

Printed Name: SHAUN M. CALLAHAN

Title: VICE PRESIDENT

Date: 8/25/17

EXHIBIT A-1

Item Description	Rate	Qty.	Amount
ACCOUNTING LEDGER MODULE (SMS Module License)	$6,615.00	1	$6,615.00
SERVICE - PROFESSIONAL SERVICES/CUSTOMIZATION PER HOUR Implementation Services Data Conversion Conversion User Setup and Configuration	$161.00	10	$1,610.00
One-Time Charge Sub-total:			**$8,225.00**
*ACCOUNTING LEDGER MODULE (SMS Hosting, Maintenance & Support) (Year 2-4)	$3,492.72	3	$10,478.16
4 Year Prepaid Grand Total:			**$18,703.16**

*Year one software fee includes first year user license, application and database server set up, and base asset configuration. Price increases will not be examined until year four of software use.

Billing Schedule
Unless otherwise agreed to in writing, invoicing will be submitted as follows:

- License/Year One SaaS: Upon installation or completion of base configuration and User Access provided
- Year two renewal or support: 12 months after installation/activation of Year one license/SaaS
- Services: Milestone invoices will be submitted based upon completion of project stages

Pricing include the following:

- Requirements Gathering
- Project Management
- Weekly Status Conference Calls
- Implementation
- Quality Assurance
- Regression Testing
- Deployment To Demo/Test Environment
- Hosting Of Demo/Test Environment
- Review/Training With Customer On Demo/Test Environment
- Deployment To Production Upon Customer Acceptance
- Compatibility With Future Upgrades

Support include the following:

- Toll Free Technical Support
- Internet Support
- Email Support
- Maintenance On Embedded Tutorials