

**AMENDED AND RESTATED SOFTWARE LICENSE, IMPLEMENTATION AND SUPPORT AND
MAINTENANCE AGREEMENT**

This AGREEMENT is made and entered into this _____ day of _____, 2017 by and between the City of Lee’s Summit, Missouri, a Municipal Corporation organized and existing under the Constitution and laws of the State of Missouri (hereinafter “City”) and N. Harris Computer Corporation, a _____, THROUGH Advanced Utility Systems, a duly authorized division of N. Harris Computer Corporation, (hereinafter referred to as “Service Provider.”

WITNESSETH:

WHEREAS, City and Service Provider entered into a Software License, Implementation and Support and Maintenance Agreement on or about October 28, 2010 (hereinafter “Original Agreement”) which governed the provision of certain software licensing and implementation, as well as support and maintenance by Service Provider to City; and,

WHEREAS, Advanced Utility Systems is a duly authorized division of Service Provider and serves as the primary representative of Service Provider for purposes of providing support and maintenance to City associated with the terms and conditions of the Original Agreement; and,

WHEREAS, Schedule D of the Original Agreement contemplates an Annual Support and Maintenance Fee for up to 4 years after the contract date, and then stipulates that City shall pay “the then prevailing Annual Support and Maintenance Fee...”; and,

WHEREAS, City and Service Provider, through Advanced Utility Systems, have negotiated terms and conditions for future Annual Support and Maintenance Fees which differ from the language contained in Schedule D and wish to modify the terms of the Original Agreement governing the same in order to formalize said terms and conditions; and,

WHEREAS, Service Provider, through Advanced Utility Systems, is the only qualified entity able to provide support and maintenance due to the proprietary nature of the products that are licensed to City; and,

WHEREAS, City and Service Provider desire to amend and restate the Original Agreement to incorporate the specific provisions related to modification of Schedule D.

NOW, THEREFORE, in consideration of the mutual covenants and considerations herein contained, IT IS HEREBY AGREED by the parties hereto as follows:

1. That Schedule D – Support and Maintenance Agreement of the Original Agreement is hereby repealed and revoked in its entirety and replaced with the attached “Exhibit A.”
2. That all other provisions of the Original Agreement not inconsistent with the modifications contained in Section 1, above, shall remain in full force and effect.

3. This Agreement shall be binding on the parties thereto only after it has been duly executed and approved by the City and the Service Provider.

CITY OF LEE’S SUMMIT, MISSOURI

City Manager Date

APPROVED AS TO FORM:

Office of the City Attorney

SERVICE PROVIDER

Title Date