

**AMENDMENT NO. 1 TO AGREEMENT DATED DECEMBER 20, 2022 BETWEEN
PICTOMETRY INTERNATIONAL CORP. AND INDIAN RIVER COUNTY, FL**

1. This Amendment, including all Sections and Appendices referenced herein (collectively, this “Amendment”) is entered into by and between Pictometry International Corp. and its affiliates, also dba EagleView, (“EagleView”) and Indian River County, FL (“Customer”), and supplements and modifies the terms of the Agreement dated December 20, 2022 as, to the extent applicable, previously modified by addenda or amendments thereto (collectively, the “Agreement”). Any purchase order or similar document issued by Customer in connection with this Amendment is issued solely for Customer’s internal administrative purposes and the terms and conditions set forth on such purchase order shall be of no force or effect as between the parties. To the extent that there is any inconsistency between the terms set forth in this Amendment and those set forth in the Agreement, the terms set forth in this Amendment shall prevail.

2. MODIFICATIONS TO AGREEMENT:

- a. The products, pricing, product parameters and payment schedule pertaining to the Fifth, Sixth, and Seventh Projects set forth in Section A of this Amendment shall be added to the Agreement.
- b. The Map attached to this Amendment shall be added to the Agreement.
- c. All other terms and conditions set forth in the Agreement shall remain in full force and effect.

This Amendment is hereby accepted and agreed to by the undersigned parties and shall become effective upon the last date of execution by each Customer and EagleView (the “Effective Date”).

PARTIES:

CUSTOMER	EAGLEVIEW
INDIAN RIVER COUNTY, FL	PICTOMETRY INTERNATIONAL CORP.
	A Delaware Corporation
SIGNATURE:	SIGNATURE:
NAME:	NAME:
TITLE:	TITLE:
EXECUTION DATE:	EXECUTION DATE:

SECTION A**PRODUCT DESCRIPTIONS, PRICES AND PAYMENT TERMS**

Pictometry International Corp.
25 Methodist Hill Drive
Rochester, NY 14623

ORDER #
LC-10014882

BILL TO
Indian River County, FL
Rachelle Benken
Indian River County, FL 1800 27th Street Building B Vero Beach, Florida 32960
(772) 226-1609
rbenken@indianriver.gov

SHIP TO
Indian River County, FL
Rachelle Benken
Indian River County, FL 1800 27th Street Building B Vero Beach, Florida 32960
(772) 226-1609
rbenken@indianriver.gov

CUSTOMER ID	SALES REP	FREQUENCY OF PROJECT(S)
A1198457	Stafford Cassell	Annual

PROJECT 5

QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE %	AMOUNT ¹
355	Tiles - Standard Compressed (3in GSD; MrSID format) Per Sector	Available with purchase of corresponding tile product. New processing or re-processing to MrSID of individual tiles of 3-inch GSD imagery. Tiles are provided "as is." Refer to Product Parameters for additional details. <i>Product Parameters:</i> Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	\$ 4.00	100%	\$ 0.00
1	Media Drive Capacity 931G - Drive Model 1T - EXTPOWER	External USB 2.0 / eSATA Externally Powered. Delivery media prices include copying a complete image library onto media. Sub-warehousing sold separately.	\$ 199.00	100%	\$ 0.00
355	Reveal Essentials+ Property	Provides high resolution, measurable oblique and orthogonal imagery at a Property level. Oblique and orthogonal image frames collected at 3in GSD or better. Orthomosaic imagery produced at 3in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present. Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by EagleView. Delivery extent based on an EagleView approved delivery grid shapefile. <i>Product Parameters:</i> Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	\$ 400.00	12.26%	\$ 124,587.25

1	Oblique Imagery Bundle w/One (1) Year of EFS Maint & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, five (5) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	\$ 0.00		\$ 0.00
1	Pictometry Connect - EarlyAccess	<p>Pictometry Connect - EarlyAccess provides authorized users the ability to login and access the imagery, as specified elsewhere in this agreement, immediately following its preliminary processing and quality control checks and prior to its final processing. Early Access imagery will become available in CONNECT Explorer incrementally as it is processed and it will remain available until final, fully processed imagery is made available through other means. This offering requires an active Pictometry CONNECT account and the current purchase of access to an imagery product.</p> <p><i>Product Parameters:</i> Server Integration: Third-Party Integrator: Domain URL:</p>	\$ 10,000.00	100%	\$ 0.00
1	Pictometry Connect View - CA	<p>Pictometry Connect View - CA (Custom Access) provides visualization-only access to the Pictometry-hosted custom imagery libraries specified elsewhere in this Agreement via a web application or server based integration. Requires a customer-provided web application or server based application. With respect to imagery available through this product to third parties or the Public, Pictometry reserves the right to reduce the resolution of the imagery available. Term commences on date of activation. The quantity represents the number of years in the Connect term.</p> <p><i>Product Parameters:</i> Admin User: Rachelle Benken Admin User Email: rbenken@indianriver.gov</p>	\$ 750.00	100.3%	-\$ 2.25
1	Survey Report - Imagery Project - Compiled To Accuracy Statement	Available with corresponding imagery purchase. Product Includes: Report signed/sealed by appropriately credentialed personnel. Report details production statistics including GPS/INS post processing and includes an NSSDA compliant "Compiled To" accuracy statement.	\$ 1,500.00	100%	\$ 0.00
1	RapidAccess - Disaster Response Program	RapidAccess - Disaster Response Program is an emergency response program offering flights after an emergency or disaster. Refer to the attached detailed description of the Disaster Response Program. Term commences on date of initial shipment of imagery for a project. The quantity represents the number of years in the DRP term.	\$ 0.00		\$ 0.00

1	E-911 Interface - Unlimited Seats in all PSAPS	Perpetual License. Product enables system interface but does not cover the actual integration. Licensee must engage third party to provide this integration.	\$ 15,000.00	100%	\$ 0.00
1	State License Fee	State license fee.	\$ 0.00		\$ 0.00
1	Pictometry Connect - CA - 50	Pictometry Connect - CA - 50 (Custom Access) provides up to 50 concurrent authorized users the ability to login and access the Pictometry-hosted custom imagery libraries specified elsewhere in this Agreement via a web-based, server-based or desktop integration. The default deployment is through web-based Pictometry Connect. Term commences on date of activation. The quantity represents the number of years in the Connect term. <i>Product Parameters:</i> Admin User: Rachelle Benken Admin User Email: rbenken@indianriver.gov	\$ 2,200.00	100%	\$ 0.00
SUBTOTAL					\$124,585.00

PROJECT 6

QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE %	AMOUNT ¹
355	Reveal Essentials+ Property	Provides high resolution, measurable oblique and orthogonal imagery at a Property level. Oblique and orthogonal image frames collected at 3in GSD or better. Orthomosaic imagery produced at 3in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present. Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by EagleView. Delivery extent based on an EagleView approved delivery grid shapefile. <i>Product Parameters:</i> Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover	\$ 400.00	12.26%	\$ 124,587.25
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1	Pictometry Connect View - CA	<p>Pictometry Connect View - CA (Custom Access) provides visualization-only access to the Pictometry-hosted custom imagery libraries specified elsewhere in this Agreement via a web application or server based integration. Requires a customer-provided web application or server based application. With respect to imagery available through this product to third parties or the Public, Pictometry reserves the right to reduce the resolution of the imagery available. Term commences on date of activation. The quantity represents the number of years in the Connect term.</p> <p><i>Product Parameters:</i> Admin User: Rachelle Benken Admin User Email: rbenken@indianriver.gov</p>	\$ 750.00	100.3%	-\$ 2.25
1	RapidAccess - Disaster Response Program	RapidAccess - Disaster Response Program is an emergency response program offering flights after an emergency or disaster. Refer to the attached detailed description of the Disaster Response Program. Term commences on date of initial shipment of imagery for a project. The quantity represents the number of years in the DRP term.	\$ 0.00		\$ 0.00
1	Oblique Imagery Bundle w/One (1) Year of EFS Maint & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, five (5) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	\$ 0.00		\$ 0.00
1	State License Fee	State license fee.	\$ 0.00		\$ 0.00
1	Survey Report - Imagery Project - Compiled To Accuracy Statement	Available with corresponding imagery purchase. Product Includes: Report signed/sealed by appropriately credentialed personnel. Report details production statistics including GPS/INS post processing and includes an NSSDA compliant "Compiled To" accuracy statement.	\$ 1,500.00	100%	\$ 0.00
355	Tiles - Standard Compressed (3in GSD; MrSID format) Per Sector	<p>Available with purchase of corresponding tile product. New processing or re-processing to MrSID of individual tiles of 3-inch GSD imagery. Tiles are provided "as is." Refer to Product Parameters for additional details.</p> <p><i>Product Parameters:</i> Elevation Data Source: Public Avail - NED/USGS/GeoBase Leaf: Leaf Off: Less than 30% leaf cover</p>	\$ 4.00	100%	\$ 0.00
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1	Media Drive Capacity 931G - Drive Model 1T - EXTPOWER	External USB 2.0 / eSATA Externally Powered. Delivery media prices include copying a complete image library onto media. Sub-warehousing sold separately.	\$ 199.00	100%	\$ 0.00
SUBTOTAL					\$124,585.00

PROJECT 7

QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE %	AMOUNT ¹
1	Oblique Imagery Bundle w/One (1) Year of EFS Maint & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, five (5) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	\$ 0.00		\$ 0.00
1	Pictometry Connect View - CA	<p>Pictometry Connect View - CA (Custom Access) provides visualization-only access to the Pictometry-hosted custom imagery libraries specified elsewhere in this Agreement via a web application or server based integration. Requires a customer-provided web application or server based application. With respect to imagery available through this product to third parties or the Public, Pictometry reserves the right to reduce the resolution of the imagery available. Term commences on date of activation. The quantity represents the number of years in the Connect term.</p> <p><i>Product Parameters:</i> Admin User: Rachelle Benken Admin User Email: rbenken@indianriver.gov</p>	\$ 750.00	100.3%	-\$ 2.25

355	Reveal Essentials+ Property	<p>Provides high resolution, measurable oblique and orthogonal imagery at a Property level. Oblique and orthogonal image frames collected at 3in GSD or better. Orthomosaic imagery produced at 3in GSD via a fully automated photogrammetric process which includes project-wide color and contrast balancing. Visible seamlines may be present.</p> <p>Delivery to be provided via online viewer (separate CONNECT account required) and offline in one file format, projection, and coordinate system selected by the customer from those which are supported by EagleView. Delivery extent based on an EagleView approved delivery grid shapefile.</p> <p><i>Product Parameters:</i></p> <p>Elevation Data Source: Public Avail - NED/USGS/GeoBase</p> <p>Leaf: Leaf Off: Less than 30% leaf cover</p>	\$ 400.00	12.26%	\$ 124,587.25
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1	State License Fee	State license fee.	\$ 0.00		\$ 0.00
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SUBTOTAL					\$ 124,585.00

Thank you for choosing EagleView as your service provider.

TOTAL

\$ 373,755.00

¹Amount per product = ((1-Discount %) * Qty * List Price)

Geofences:

FL Indian River (Primary)

Geofences Products Affected:

Pictometry Connect - EarlyAccess
Pictometry Connect View - CA
Pictometry Connect - CA - 50

FEES; PAYMENT TERMS

Customer hereby agrees to pay the Fees specified in this Section A of the Agreement in accordance with the following payment terms. All amounts due to EagleView pursuant to the Agreement (the "Fees") are expressed in United States dollars and do not include any duties, taxes (including, without limitation, any sales, use, ad valorem or withholding, value added or other taxes) or handling fees, all of which are in addition to the amounts shown above and, to the extent applicable to purchases by Customer, shall be paid by Customer to EagleView without reducing any amount owed to EagleView unless documents satisfactory to EagleView evidencing exemption from such taxes is provided to EagleView prior to billing. To the extent any amounts properly invoiced pursuant to the Agreement are not paid within thirty (30) days following the invoice due date, such unpaid amounts shall accrue, and Customer shall pay, interest at the rate of 1.5% per month (or at the maximum rate allowed by law, if less). In addition, Customer shall pay EagleView all costs EagleView incurs in collecting past due amounts due under this Agreement including, but not limited to, attorneys' fees and court costs.

Fifth Project

Due at Initial Shipment of Imagery - \$124,585.00

Total Payments - \$124,585.00

Sixth Project

Due at Initial Shipment of Imagery - \$124,585.00

Total Payments - \$124,585.00

Seventh Project

Due at Initial Shipment of Imagery - \$124,585.00

Total Payments - \$124,585.00

MAP(S) (IF APPLICABLE)

