

## FIRST AMENDMENT TO BIKE SHARE SERVICES AGREEMENT

TECHNOLOGIES BEWEGEN, INC. doing business as Bewegen Technologies Inc.

Citywide Bike Share Program  
[Federal Aid Project No. CML-5058(098)]

THIS FIRST AMENDMENT TO BIKE SHARE SERVICES AGREEMENT ("First Amendment") is made and entered into this \_\_\_\_\_ day of \_\_\_\_\_, 2018, by and between the CITY OF RIVERSIDE, a California charter city and municipal corporation ("City"), and TECHNOLOGIES BEWEGEN, INC., a Quebec, Canada, company authorized to do business in California, doing business as Bewegen Technologies, Inc. ("Contractor"), with respect to the following:

### RECITALS

WHEREAS, the City and Contractor entered into that certain Bike Share Services Agreement dated April 12, 2018 ("Agreement"); and

WHEREAS, the City received additional grant funding to expand the Bike Share Program with additional stations; and

WHEREAS, the City and Contractor have agreed to add additional services and an increase in compensation for the additional services.

NOW, THEREFORE, incorporating the recitals set out above, the parties hereto mutually agree to the following amendment to the Agreement.

1. Section 1, Scope of Services, is hereby amended to add two (2) additional stations funded by the ATP Cycle 1 grant, as set forth in Exhibit "A-1," attached hereto and incorporated herein by reference.

2. Section 3, Compensation, is hereby amended to increase the compensation by an additional Seventy Thousand Thirty-Nine Dollars (\$70,039), as set forth in Exhibit "B-1," attached hereto and incorporated herein by reference, for total compensation in the amount of Three Hundred Thirty-Three Thousand Nine Hundred Forty-Three Dollars (\$333,943)."

3. All other terms and conditions of the Agreement between the parties which are not inconsistent with the terms of this First Amendment shall remain in full force and effect as if fully set forth herein.

4. In the event of any inconsistency between the provisions of this First Amendment and the documents comprising the Agreement, the provisions of this First Amendment shall prevail.

IN WITNESS WHEREOF, the parties hereto have caused this First Amendment to Bike Share Services Agreement to be duly executed the day and year first above written.

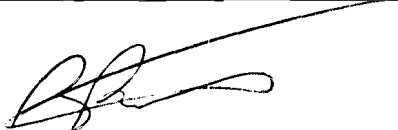
CITY OF RIVERSIDE,  
a California charter city and municipal  
corporation

TECHNOLOGIES BEWEGEN, INC.,  
a Quebec, Canada, company authorized  
to do business in California, doing business  
as Bewegen Technologies, Inc.

By: \_\_\_\_\_  
City Manager

By:   
Its: CEO


Attest: \_\_\_\_\_  
Colleen J. Nicol  
City Clerk

By:   
Its: Director

Certified as to Availability of Funds:

By:   
Chief Financial Officer

Approved as to Form:

By:   
Ruthann M. Elder  
Deputy City Attorney

**EXHIBIT “A-1”**

**SCOPE OF SERVICES**

## Pricing for Additional Equipment

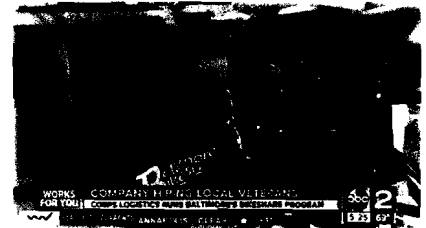
### Capital Costs – Additional Equipment

To provide straightforward pricing, Bewegen has presented our total capital costs in the table below. A detailed capital cost breakdown is included on the following page.

Item	Price
Complete Bike Share System	\$70,039.00 USD
<b>Includes:</b>	
<ul style="list-style-type: none"> <li>10 Pedelec Smart Bicycles</li> <li>2 kiosk payment terminal stations</li> <li>14 docking points</li> <li>Any number of virtual stations</li> <li>Any number of free-floating virtual areas</li> <li>Site Planning</li> <li>Shipping &amp; Installation</li> </ul>	<ul style="list-style-type: none"> <li>Testing &amp; GoLive</li> <li>IT Infrastructure: <ul style="list-style-type: none"> <li>Website</li> <li>Mobile Application</li> <li>Back Office</li> </ul> </li> <li>Ongoing IT support</li> <li>Ongoing technical support</li> </ul>

### Option A: Operations & Maintenance Included at NO Additional Cost

For Option A, Bewegen will use revenue generated from the bike share system to fund the full operational and maintenance services listed in Option A. There are two major sources of revenue for bike share systems: (1) system usage and (2) sponsorship & advertising. Bewegen has conducted a financial analysis of the Riverside region based on years of experience in the bike sharing industry. Bewegen's financial department and business teams have concluded that these two sources of revenue will create sufficient funding for the continued operation and maintenance of the City of Riverside's bike share.



To provide full assurance for the City of Riverside, Bewegen commits to covering any shortfall in revenue. Option A therefore allows Riverside to receive full bike share operational services from Corps Logistics at **no risk** and **no additional cost**.

### Option B: Annual Fee for Operations & Maintenance

In partnership with Corps Logistics, Bewegen will provide full operational services for the Riverside bike share service. For Option B, the City of Riverside would keep all revenue generated from the system user fees, sponsorship, and advertising.

Item	Price/Bike/Year
Option A:	\$0 (Covered by system revenue)
Option B:	\$1,750 USD
<b>Included in Price:</b>	
<ul style="list-style-type: none"> <li>Maintenance, cleaning, rebalancing, and repair of equipment</li> <li>IT system updates</li> <li>Providing sufficient staff, equipment, and parts to manage the system.</li> <li>Management of each station.</li> <li>Collection of fees.</li> <li>Customer services for system users</li> </ul>	<ul style="list-style-type: none"> <li>IT Hotline: 24 hours a day, 7 days a week.</li> <li>Hardware &amp; Technical Hotline: 24 hours a day, 7 days a week.</li> <li>Marketing, advertisement &amp; sponsorship acquisition.</li> <li>Providing Bike Share Coordinator with monthly reports on performance and other aspects of the system.</li> <li>Operations and maintenance presentations to City staff and key stakeholders.</li> </ul>

### Buy-Back Option

The Bewegen team recognizes the great potential for bike sharing to succeed in the City of Riverside. The region has the community support, political will and transportation infrastructure that are essential to shared mobility programs. In the event that the City does not wish to continue the program, Bewegen offers a Buy-Back option to provide additional assurance and security. The following table outlines Buy-Back rates for Bewegen's equipment:

Year 1	Year 2	Year 3	Year 4	Year 5
60%	45%	35%	25%	15%

## Detailed Capital Cost Breakdown



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### City of Riverside - Additional Equipment: 10 Bicycles, 2 Kiosk Stations

#### Capital Cost

Description	Units	Price Per Unit (USD)	Discount	Total
<b>ELECTRIC-ASSISTED BICYCLES</b>	10	3,789.00 \$	10%	34,101.00 \$
250 watt nominal DynaMe motor				- \$
660 watt lithium-ion battery				- \$
BikeEmotion Module (Boards, Screen, Active Live GPS)				- \$
Standard Basket				- \$
High-capacity internal brakes				- \$
Customized Paint & Personalized Branding and Logo				- \$
<b>Sub Total</b>				<b>34,101.00 \$</b>
<b>RECHARGING DOCKS</b>	14	525.00 \$	10%	6,615.00 \$
Smart Rail Technology				- \$
Dock Housing				- \$
Charger				- \$
Wire harness				- \$
<b>Sub Total</b>				<b>6,615.00 \$</b>
<b>KIOSKS / PAYMENT TERMINAL / WAY FINDING &amp; ADVERTISING PANEL</b>	2	12,777.00 \$	10%	22,998.60 \$
Kiosk Housing and components				- \$
Retro-lit Way Finding Panel				- \$
Retro-lit Advertising Panel				- \$
<b>Sub Total</b>				<b>22,998.60 \$</b>
<b>PLANNING (Per Station)</b>	2	1,400.00 \$		2,800.00 \$
Travel Expenses,				- \$
Dock Station Planning				- \$
Virtual Station/Hub Planning				- \$
<b>Sub Total</b>				<b>2,800.00 \$</b>
<b>INSTALLATION ( Per Station)</b>	2	1,958.00 \$	10%	3,524.40 \$
Dock Station				- \$
Virtual Station/Hub Physical Setup				- \$
Travel Expenses				- \$
Other Expenses (Truck and equipment rentals, specialized tools etc.)				- \$
<b>Sub Total</b>				<b>3,524.40 \$</b>
<b>Total Capital Cost</b>				<b>70,039.00 \$</b>

### Highly Favorable Offer for the City of Riverside

The Bewegen team recognizes the great potential for bike sharing to succeed in the City of Riverside. The region has the cycling culture, educational institutions, and political will that are essential to shared mobility programs. Considering these factors, Bewegen has made a highly favorable offer, including a **10% discount** on our advanced equipment and system installation. These favorable terms are given to demonstrate our strong belief and commitment to the City of Riverside's bike share system.

**EXHIBIT “B-1”**  
**COMPENSATION**

## Pricing for Additional Equipment

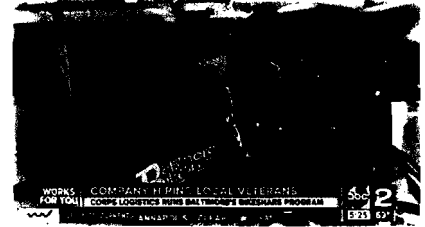
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