

FIRST AMENDMENT TO MASTER AGREEMENT

ECOLANE USA INC

Web-Based, Hosted Scheduling Software and Video Surveillance System for Paratransit Service

This FIRST AMENDMENT TO MASTER AGREEMENT (“First Amendment”) is made and entered into this _____ day of _____, _____, by and between the CITY OF RIVERSIDE, a California charter city and municipal corporation (“City”), and ECOLANE USA INC, a Delaware corporation authorized to do business in California (“Customer”), with reference to the following facts:

RECITALS

WHEREAS, on August 29, 2024, City and Customer entered into that certain Master Agreement (“Agreement”) for a Web-Based, Hosted Scheduling Software and Video Surveillance System for Paratransit Service, with compensation in the amount of not to exceed Five Hundred Forty-Nine Thousand Three Hundred Eight Dollars and Fifty Cents (\$549,308.50); and

WHEREAS, City and Customer desire to amend the Scope of Work to include additional services; and

WHEREAS, City and Customer desire to increase compensation in the amount of not to exceed Forty-Eight Thousand Seven Hundred Ninety-Eight Dollars and Eighty Cents (\$48,798.80) for the first year and Thirty-One Thousand Two Hundred and Ninety-Eight Dollars and Eighty Cents (\$31,298.80) per annum thereafter for the additional services and Ten Thousand Dollars (\$10,000.00) for optional training as needed, per annum.

NOW, THEREFORE, in consideration of the foregoing recitals, which are incorporated herein by this reference, City and Customer mutually agree as follows:

1. Exhibit A is hereby amended by adding the additional services and compensation set forth in the Quotes attached hereto as Exhibit “A-1” and incorporated herein by this reference.

2. All terms and conditions of the Agreement not inconsistent herewith shall remain in full force and effect and are hereby incorporated by reference into this First Amendment as though set forth in full herein.

[SIGNATURES ON FOLLOWING PAGE.]

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

CITY OF RIVERSIDE, a California charter city and municipal corporation

By: _____
City Manager

ATTEST:

By: _____
City Clerk

CERTIFIED AS TO AVAILABILITY OF FUNDS:

By: Julie Nemes
Chief Financial Officer

APPROVED AS TO FORM:

By: Jack Liu
Assistant City Attorney

ECOLANE USA INC, a Delaware corporation authorized to do business in California

By: Adam Fox
Adam Fox (Jan 6, 2026 15:39:59 EST)

Print Name: Adam Fox

Title: President

(Signature of Board Chair, President, or Vice President)

and

By: James Hajek
James Hajek (Jan 6, 2026 17:02:11 EST)

Print Name: James Hajek

Title: CFO

(Signature of Secretary, Assistant Secretary, CFO, Treasurer, or Assistant Treasurer)

EXHIBIT “A-1”

SCOPE OF SERVICES

Ecolane
 940 West Valley Road
 Wayne, PA 19087
 United States
 T: 844-326-5263

| | |
|---------|------------|
| Quote # | 375 v4 |
| Date | 2024/12/10 |
| Expires | 2024/12/31 |
| Contact | Tommy Jack |

Prepared for City of Riverside
 Randy Barragan
 3900 Main St
 Riverside, CA 92501
 United States
 T: (951) 351-6141
 E: rbarragan@riversideca.gov

ACCEPT QUOTE

5 yr SaaS - IVR/SMS

Value Adds

Year 1 Fees

| Item | Qty | Price | Total |
|---|-----|------------|-------------------------------|
| INTERACTIVE Additional call flow license | 1 | \$5,000.00 | \$5,000.00[†] |
| Night before or day-of service arrival notifications | | | |
| INTERACTIVE Setup costs and licenses | 1 | \$7,500.00 | \$7,500.00[†] |
| Includes 1 call flow (night before or day-of service arrival notifications) and web-based call flow reports | | | |
| INTERACTIVE Spanish language option | 1 | \$5,000.00 | \$5,000.00[†] |
| Total Licenses and Professional Services for Year 1 | | | \$17,500.00 USD |

Ongoing Annual Fees

| Item | Qty | Price | Total |
|--|-----|-------------|--------------------------------|
| 5yr SaaS INTERACTIVE | 1 | \$20,122.00 | \$20,122.00 |
| Use an Interactive Voice Response system to automatically call your riders to remind them of their trip and let them cancel, without ever having to bother your call center. Requires third-party licensing and setup costs for one call flow. Additional charges required to cover monthly IVR call costs with commitment estimates based on trip volume. | | | \$13,079.30[†] |
| 35% Item Discount (\$7,042.70) | | | |
| INTERACTIVE Monthly IVR Costs, Annualized | 1 | \$11,700.00 | \$11,700.00[†] |
| Customer responsible for overages set at \$0.044/min, allotted 14,500 minutes/month, which is based upon # of trips performed weekly | | | |

| Item | Qty | Price | Total |
|--|--|-------------|-------------------------------|
| 5yr SaaS NOTIFY | 1 | \$10,030.00 | \$10,030.00 |
| Text Messaging Arrival Notification License. (10,000 SMS text messages included) | | | \$6,519.50[†] |
| 35% Item Discount (\$3,510.50) | | | |
| [†] Non-taxable item | | | |
| Please contact us if you have any questions. | | | |
| | Ongoing Annual Fees | | |
| | Subtotal | | \$41,852.00 |
| | Discount | | (\$10,553.20) |
| | Annual Recurring Total After Year 1 | | \$31,298.80 USD |
| | Year 1 Fees | | \$17,500.00 |
| | Ongoing Annual Fees due Year 1 | | \$41,852.00* |
| | Discount | | (\$10,553.20) |
| | Total due Year 1 | | \$48,798.80 USD |

** Recurring fees billed Ongoing Annual Fees with 1 upfront payment(s).*

ACCEPT QUOTE

Cost Breakdown

| Category | Year 1 Fees | Ongoing Annual Fees |
|-------------------------------|------------------------|------------------------|
| Value Added Items / 5 yr SaaS | — | \$30,152.00 |
| Non-Recurring Items | \$17,500.00 | — |
| Recurring Items | — | \$11,700.00 |
| Discount | — | (\$10,553.20) |
| Total | \$17,500.00 USD | \$31,298.80 USD |

Quote Attachments

[!\[\]\(0b5e7e25e8775f7e7e80906ada4f0021_img.jpg\) Master_Agreement_-_Ecolane.pdf](#) (230 KB)

Year 1 price includes initial licensing, year 1 maintenance, and professional services; annual maintenance is paid in years 2, 3, 4, 5.

Payment Terms: 75% due at system set up, 20% due at completion of training, 5% due at system acceptance. Annual due 1 year from contract signing.

Additional Terms:

Implementation/Training Assumes 8 hrs. per day on-site excluding weekends and holidays.

All prices are in US dollars. All applicable sales/use taxes are additional and payment of such is the sole responsibility of the prime contractor.

Prime contractors may purchase tablets and airtime through a cellular provider. Prices for tablets range from \$0 to \$499 depending on carrier. Please coordinate your cellular provider/tablets with Ecolane prior to ordering hardware.

Upgrade and webinar training is included for upgrades; additional on-site or new employee training is charged using Training day rates as applicable.

* Data plan does not include web browsing, etc. A 2GB data plan is more than sufficient for the Ecolane Touchscreen MDT Software and Navigation. The agency is responsible for the data plan and any overages unless otherwise noted.

Ecolane
940 West Valley Road
Wayne, PA 19087
United States

T: 844-326-5263

| | |
|---------|-----------------|
| Quote # | 792 v3 |
| Date | 2025/05/15 |
| Expires | 2025/06/30 |
| Contact | Misty Mansfield |

Prepared for City of Riverside - Special Transit
Randy Barragan
8095 Lincoln Ave
Riverside, CA 92507
United States

T: (951) 351-6141
E: rbarragan@riversideca.gov

ACCEPT QUOTE

Training Package

Training & Professional Services

Year 1 Fees

| Item | Qty | Price | Total |
|--|-----|-------------|--------------------|
| Platinum Level Training Package | 1 | \$10,000.00 | \$10,000.00 |

5 days of customized in-person training designed for agencies needs. Includes training server. Full agency training from drivers to reporting. Ecolane trainer will provide a schedule to accommodate agency training needs. This will cover multiple drivers, reservation, dispatch, scheduling, and reporting training sessions. Must be done on consecutive days.

Please contact us if you have any questions.

| | |
|--|------------------------|
| Total Licenses and Professional Services for Year 1 | \$10,000.00 USD |
|--|------------------------|

ACCEPT QUOTE

Cost Breakdown

| Category | Year 1 Fees |
|--------------------------------------|------------------------|
| Training & Implementation / Training | \$10,000.00 |
| Total | \$10,000.00 USD |

Quote Attachments

 [Master_Agreement_-_Ecolane.pdf](#) (230 KB)

Payment Terms: 100% Year 1 due at signing (Net 30). The annual amount will be added to agencies total ARR and billed at same time annually based on the effective date of the contract.

*Year 2 will be prorated based on signing date if necessary

Additional Terms:

Implementation/Training Assumes 8 hrs. per day on-site excluding weekends and holidays.

All prices are in US dollars. All applicable sales/use taxes are additional and payment of such is the sole responsibility of the prime contractor.

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Upgrade and webinar training is included for upgrades; additional on-site or new employee training is charged using Training day rates as applicable.

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