

## **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

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

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

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)

ATTEST:

By: \_\_\_\_\_  
City Clerk

**and**

CERTIFIED AS TO AVAILABILITY OF FUNDS:

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)

By: Julie Nemes  
Chief Financial Officer

APPROVED AS TO FORM:

By: Jack Liu  
Assistant City Attorney

**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 Night before or day-of service arrival notifications	1	\$5,000.00	\$5,000.00 <sup>†</sup>
INTERACTIVE Setup costs and licenses Includes 1 call flow (night before or day-of service arrival notifications) and web-based call flow reports	1	\$7,500.00	\$7,500.00 <sup>†</sup>
INTERACTIVE Spanish language option	1	\$5,000.00	\$5,000.00 <sup>†</sup>
Total Licenses and Professional Services for Year 1			\$17,500.00 USD

Ongoing Annual Fees

Item	Qty	Price	Total
5yr SaaS INTERACTIVE 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 committment estimates based on trip volume.  35% Item Discount (\$7,042.70)	1	\$20,122.00	<del>\$20,122.00</del> \$13,079.30 <sup>†</sup>
INTERACTIVE Monthly IVR Costs, Annualized Customer responsible for overages set at \$0.044/min, allotted 14,500 minutes/month, which is based upon # of trips performed weekly	1	\$11,700.00	\$11,700.00 <sup>†</sup>

Item	Qty	Price	Total
5yr SaaS NOTIFY	1	\$10,030.00	<del>\$10,030.00</del>
Text Messaging Arrival Notification License. (10,000 SMS text messages included)			\$6,519.50 <sup>†</sup>
35% Item Discount (\$3,510.50)			

<sup>†</sup> Non-taxable item

Please contact us if you have any questions.

Ongoing Annual Fees	\$41,852.00
Subtotal	
Discount	(\$10,553.20)
<b>Annual Recurring Total After Year 1</b>	<b>\$31,298.80 USD</b>
Year 1 Fees	\$17,500.00
Ongoing Annual Fees due Year 1	\$41,852.00*
Discount	(\$10,553.20)
<b>Total due Year 1</b>	<b>\$48,798.80 USD</b>


\* 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)
<b>Total</b>	<b>\$17,500.00 USD</b>	<b>\$31,298.80 USD</b>

Quote Attachments

 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

**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

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

ACCEPT QUOTE

## Training Package

### Training & Professional Services

#### Year 1 Fees

Item	Qty	Price	Total
<b>Platinum Level Training Package</b>	1	\$10,000.00	<b>\$10,000.00</b>

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.


<b>Total Licenses and Professional Services for Year 1</b>	<b>\$10,000.00 USD</b>
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ACCEPT QUOTE

#### Cost Breakdown

Category	Year 1 Fees
Training & Implementation / Training	\$10,000.00
<b>Total</b>	<b>\$10,000.00 USD</b>

#### 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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