



Sales Agreement

Agreement No. 00000033 Created Date 11/13/2020
Created By Michael Boyd Expiration Date 12/15/2020

This agreement describes the products and/or services to be provided and/or licensed by the Customer at the address below. Prior to installation and/or use, an authorized representative of the Customer must agree to the terms and conditions of the License Agreement(s) associated with the product(s) listed below (provided separately).

Customer Information

Account Name Lexington-Fayette Urban County Government Contact Name Linda Gorton
Bill To 200 East Main Street Title Mayor
Lexington, KY 40507 Phone (859) 425-2255
United States

Vendor Information

Company Name Novotx Prepared By Michael Boyd
Company Address 1436 S Legend Hills Drive Title Sales Executive
Suite 335 Email mboyd@novotx.com
Clearfield, UT 84015 Phone (407) 731-3115
US

Products and Services

Table with 5 columns: Product, Product Description, Quantity, Sales Price, Total Price. Rows include Connect Annual Subscription and Implementation Services.

Total Price \$32,500.00

Payment Terms

Payment Terms

Elements XS Citizen Connect Annual Subscription: \$7,500 (paid annually), first year due upon contracting.

Implementation Services: \$25,000, paid in four equal milestones-

- 1. Milestone: Elements XS Connect (Module) Deployed. 25% of Implementation (\$6,250). Due upon setup of Elements XS Connect with access for LFUCG.
2. Milestone: Elements XS Connect (Module) Configuration Started. 25% of Implementation (\$6,250). Due upon completed evaluation of LFUCG requirements and the start of configuring site to meet client needs.
3. Milestone: Initial Training Started. 25% of Implementation (\$6,250). Due upon start of initial training of Elements XS Connect.
4. Milestone: Final Training Completed, Project Acceptance. 25% of Implementation (\$6,250). Due upon completion of training and project acceptance

The annual subscription of Elements XS Citizen Connect for \$7,500 shall be guaranteed for a period of 3 years. After the guaranteed price period, price increases are not to exceed the Consumer Price Index.



Items Included with Implementation Services

Implementation

Services Included Includes up to 14 billable days (\$1800/day) of Professional Services applied toward the configuration of Elements XS Citizen Connect site as outlined in RFP#24-2020, project management, main application workflows, training, certified product testing, go-live support, and post go-live support.

Required Licensing

All Elements XS deployments require Esri's ArcGIS Enterprise and/or an active subscription to ArcGIS Online. On-premise deployments also require Microsoft SQL Server and a standard Windows server operating environment. Pricing in this agreement does not include these products and Customer is responsible for purchasing, installing, and maintaining these applications.

Additional Transaction Terms

Scope Limitations & Additional Services

Additional professional services are billed at \$1,800 per day (\$225 per hour). Services beyond the project scope must be approved by Customer prior to services being performed and will be billed separately. Services beyond the scope of this agreement include:

- Any scripts, interfaces, reports or program code requested by the Licensee, other than Program Modifications to the Elements XS applications that provide specific functionality uniquely designed for the Licensee
- Consulting services for Custom Applications or Custom Programming performed specifically for the Licensee

Travel Expenses

Travel expenses will be billed actual, as incurred, for any services performed onsite.

Sales Tax

Customer agrees to pay any and all sales, use, excise or transaction taxes with respect to the products and services under this Sales Agreement.

Cooperative Purchasing

Specific eligible political subdivisions and nonprofit educational or public health institutions ("Eligible Procurement Unit(s)") are permitted to utilize procurement agreements developed by the City, at their discretion and with the agreement of the awarded Consultant. Consultant may, at its sole discretion, accept orders from Eligible Procurement Unit(s) for the purchase of the Materials and/or Services at the prices and under the terms and conditions of this Agreement, in such quantities and configurations as may be agreed upon between the parties. All cooperative procurements under this Agreement shall be transacted solely between the requesting Eligible Procurement Unit(s) and Consultant. Payment for such purchases will be the sole responsibility of the Eligible Procurement Unit(s). The exercise of any rights, responsibilities or remedies by the Eligible Procurement Unit(s) shall be the exclusive obligation of such unit. The City assumes no responsibility for payment, performance or any liability or obligation associated with any cooperative procurement under this Agreement. The City shall not be responsible for any disputes arising out of transactions made by others.

Additional Terms

Elements XS Citizen Connect annual subscription is for unlimited internal and external users within LFUCG ROW permitting department only.

Data Migration

No data migration from legacy system has been paid for.

Development

Novotx Development Team to build the following within 90 days of contracting as outlined in the RFP: External user to register their organization [in Citizen Connect] and have ability for multiple users within their organization.



Novotx LLC | 1436 Legend Hills Dr Ste 335 | Clearfield, UT 84015 | sales@novotx.com

November 13, 2020

Authorized by Justin Gough, President of NovotX, L.L.C.

Purchase Authorization

By signing below, Customer agrees to purchase the products and services listed above.

Authorized Signature _____ Date _____

Printed Name _____ Title _____