

INTEGRATION AGREEMENT FOR IBIS TRAX MACHINE AND SUPPORT SERVICES FOR SAPD

REQUEST FOR OFFER ("RFO")

NO.: 6100010212

This Agreement is entered into by and between the City of San Antonio, Texas, a home-rule municipal corporation (City), by and through its Director of Finance or said Director's designee, and Ultra Electronics Forensic Technology, Inc. (Vendor), both of which may be referred to herein collectively as the "Parties".

The Parties hereto severally and collectively agree, and by the execution hereof are bound, to the mutual obligations herein contained and to the performance and accomplishment of the tasks hereinafter described.

1.0 CONTRACT DOCUMENTS

The terms and conditions for performance and payment of compensation for this Agreement are set forth in the following contract documents, true and correct copies of which are attached hereto and fully incorporated herein for all purposes, and shall be interpreted in the order of priority as appears below:

- a. This Integration Agreement;
- b. City's RFO No.: 6100010212, including all attachments and addendums thereto; and
- c. Vendor's proposal submitted in response to City's RFO.
- d. Vendor's software license agreement.

2.0 ATTACHMENT B TO RFO

Attachment B – Ultra Electronics Forensic Technology, Inc. Budgetary Proposal, dated February 5, 2018, with reference No.: S-05413, Rev. 04 is hereby replaced with:

Attachment B – Ultra Electronics Forensic Technology, Inc. Proposal for an IBIS® TRAX-HD3D™ SOLUTION, dated April 19, 2018, with reference No.: S-05413, Rev. 05.

3.0 SOFTWARE LICENSE AGREEMENT

Parties agree that any changes made hereafter to Vendor's Software License Agreement shall be made by amendment, in accordance with Section 006 – General Terms and Conditions, Amendments, in the RFO.

4.0 VENDOR'S COMMENTS TO THE RFO TERMS AND CONDITIONS AND REQUIREMENTS

City hereby accepts Vendor's Comments to the RFO Terms and Conditions and Requirements with the exception of that which is labeled "Ref# P.16 of 23" related to indemnification. However, the parties acknowledge and agree that the indemnification required by City is subject to the provisions of the laws of the State of Texas.

5.0 ENTIRE AGREEMENT

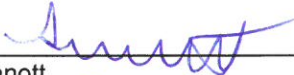
This Agreement, together with its exhibits, if any, constitutes the final and entire agreement between the parties hereto and contains all of the terms and conditions agreed upon. No other agreements, oral or otherwise, regarding the subject matter of this Agreement shall be deemed to exist or to bind the parties hereto, unless the same are in writing, dated subsequent to the date hereto, and duly executed by the parties.

EXECUTED and **AGREED** to as of the dates indicated below. This Agreement may be executed in multiple copies, each of which shall constitute an original.

City of San Antonio

Ultra Electronics Forensic Technology, Inc.

Norbert Dzuik
Title: Procurement Operations Lead
Date: _____



Brian Sinnott
Title: PRESIDENT
Date: APRIL 25, 2018