

LOG # 5588

CONTRACT TRANSMITTAL RECORD

PERSONAL SERVICE

PROFESSIONAL SERVICE

CHANGE ORDER # 5

STANDARD PO #

CONTRACT PO # 2654324

TYPE OF CONTRACT: (Check One) (IF APPLICABLE)
 CONSTRUCTION/DEMOLITION LEASE DEED

DEPARTMENT HEAD'S SIGNATURE
[Signature]

DEPARTMENT
GSD
DDOT

FUNDING SOURCE %
FEDERAL 24.1 STATE 6.0 CITY 33.4 GSD/QOL 36.5

DEPARTMENT CONTACT PERSON
ED PORCHE

PHONE NO.
628-0910.

CONTRACTOR'S NAME: ASSETWORKS, LLC

DATE PREPARED
6/3/15

CONTRACTOR'S ADDRESS:
998 OLD EAGLE SCHOOL ROAD, SUITE 1215
WAYNE, PA 19087

CHANGE
CURRENT CONTRACT AMOUNT \$4,235,366.88
CONTRACT CHANGE AMOUNT \$1,673,463.94
TOTAL CONTRACT AMOUNT \$5,908,830.82

PHONE NO. (905) 629-8727

CORPORATION PARTNERSHIP INDIVIDUAL

FEDERAL EMPLOYER/SOCIAL SECURITY NUMBER: 49-0521049

PURPOSE OF CONTRACT: AUTOMATION OF GARAGES AND FUEL SITES AND PROPERTY MANAGEMENT SOFTWARE

LENGTH OF CONTRACT: 9/27/04-5/2/19

ACCOUNT STRING: 1000-470100-006004-617900-12153-000000-A4510 \$558,670.92 GSD
3100-350099-000000-628500-13824-000000-00000 \$610,917.70 GSD QOL
5303-207081-000058-644100-13888-000000-DOT51 \$503,875.32 DDOT

APPROVER MUST ALSO MAKE APPROPRIATE NOTES IN ORACLE

TIME & DATE IN

REQUESTING DEPARTMENT

[Signature]
AUTHORIZED DEPARTMENT REPRESENTATIVE

6-18-15

BUDGET
 RECOMMEND APPROVAL
 RECOMMEND DENIAL

[Signature]
BUDGET DIRECTOR OR DEPUTY

JUN 24 2015

GRANT MANAGEMENT SECTION
 RECOMMEND APPROVAL
 RECOMMEND DENIAL

GRANT DIRECTOR OR DEPUTY

FINANCE DEPARTMENT
 RECOMMEND APPROVAL
 RECOMMEND DENIAL

[Signature]
FINANCE DIRECTOR OR DEPUTY

6/25/15

LAW DEPARTMENT
 RECOMMEND APPROVAL
 RECOMMEND DENIAL

[Signature]
CORPORATION COUNSEL

6/29/15

OFFICE OF CONTRACTING AND PROCUREMENT
 RECOMMEND APPROVAL
 RECOMMEND DENIAL

[Signature]
CHIEF PROCUREMENT OFFICER OR DEPUTY

CITY COUNCIL APPROVAL: DATE
FINANCIAL REVIEW COMMISSION APPROVAL: DATE

RECEIVED
JUN 25 2015
CITY OF DETROIT CONTRACTING SECTION

JUL 28 2015

FRC APPROVAL

AUG 24 2015

PROFESSIONAL SERVICES CONTRACT

BETWEEN

CITY OF DETROIT MICHIGAN

AND

ASSETWORKS, LLC

CONTRACT CPO No. 2654324

AMENDMENT No. 5

**CITY OF DETROIT
AMENDMENT AGREEMENT NO. 5
TO CONTRACT NO. 2654324**

This amendment of Contract No. 2654324 (herein called the "Amendment") dated May 6, 2015. City of Detroit, a Michigan municipal corporation, acting by and through its General Services Department ("City"), and AssetWorks, LLC, a Delaware Limited Liability Corporation, with its principal place of business located at 998 Old Eagle School Road, Suite 1215, Wayne, PA 19087 (hereinafter together with its assignees and successors in interest called the "Contractor").

WITNESSETH:

WHEREAS, the City of Detroit has engaged the Contractor to provide certain ("services") to the City, and

WHEREAS, the City and the Contractor have entered into a Contract reflecting the terms and conditions governing the subject engagement, and

WHEREAS, it is the mutual desire of the parties to enter into this Amendment to amend the Contract as set out in detail in the following sections:

WHEREAS, the main purpose of this Amendment is to add additional funds and time to this Amended Contract

NOW, THEREFORE, in consideration of the foregoing, and of the benefits to accrue to the parties from this Amendment, the parties agree that this Contract is amended as follows:

**1. AMENDMENT TO ARTICLE 4
CONTRACT EFFECTIVE DATE OF TIME AND PERFORMANCE**

Section 4.03, Article 4 which now reads:

The City and the Contactor agrees that the Contact commencement date is November 3, 2004. The Contract shall terminate on May 2, 2015.

Section 4.03, Article 4 Is Amended to read:

The City and the Contactor agrees that the Contact commencement date is November 3, 2004. The Contract shall terminate on May 2, 2019.

2. AMENDMENT TO ARTICLE 7 COMPENSATION

Section 7.01 of Article 7, which now reads:

Compensation for services shall not exceed the amount of Four Million One Hundred Eighteen Thousand, Three Hundred Sixty Six Dollars and 88/100 (\$4,235,366.88), inclusive of expenses, and will be paid in the manner set forth in Exhibit B, B-1, B-2, B-3 and B-4. Unless this Contract is amended pursuant to Section 16, this amount shall be the entire compensation to which the Contractor is entitled for performance of Services under this Contract.

Section 7.01 of Article 7, is amended to read

Compensation for services shall not exceed the amount of Five Million Nine Hundred Eight Thousand, Eight Hundred Thirty Dollars and 82/100 (\$5,908,830.82), inclusive of expenses, and will be paid in the manner set forth in Exhibit B-5A, B-5B and B-5C. Unless this Contract is amended pursuant to Section 16, this amount shall be the entire compensation to which the Contractor is entitled for performance of Services under this Contract.

AMENDMENT TO EXHIBIT A

Exhibit A of the Contract is further amended by additional services to be performed by the contractor in attached Exhibit A-3.

AMENDMENT TO EXHIBIT B

Exhibit B of the Contract is amended by adding the additional fees and expenses identified in attached Exhibit B-5A, B-5B and B-5C.

8. EFFECT OF AMENDMENT TERMS ON THE REMAINING PROVISIONS OF THE CONTRACT

8.01 With the exception of the provisions of the Contract specifically contained in the Amendment, all other terms, conditions and covenants contained in the Contract shall remain in full force and effect and as set forth in the Contract.

9. AMENDMENT AUTHORIZATION

9.01 This Amendment to the Contract shall not become effective until:

- (a) The Amendment has been approved by the required City departments;
- (b) The Amendment has been authorized by resolution of the City Council, and
- (c) The Amendment has been signed by the City's Purchasing Director

Prior to the approvals set forth in this Article 9 of the Amendment, the Finance Director shall not authorized any payments to the Contractor pursuant to this Amendment, nor shall the City incur any liability to pay for any services or to reimburse the Contractor for any expenditures authorized by this Amendment.

IN WITNESS WHEREOF, the City and the Contractor, by and through their duly authorize officers and representatives, have executed this Contract as of the dates of their respective signatures:

WITNESSES:

1. [Signature]
(Signature)
2. [Signature]
(Signature)
(title)

CONTRACTOR: AssetWorks, LLC

BY: [Signature]
(Signature)
John H. Hines III PRESIDENT
(Print Name) (Title)

WITNESSES:

1. [Signature]
(Signature)
2. [Signature]
(Signature)

CITY OF DETROIT:
General Services Department

BY: [Signature]
(Signature)
Rrad Dick Director
(Print Name) (Title)

WITNESSES:

1. [Signature]
(Signature)
2. [Signature]
(Signature)

CITY OF DETROIT:
Department Of Transportation

BY: [Signature]
(Signature)
Dan C. Dirks Director
(Print Name) (Title)

THIS AMENDMENT WAS APPROVED BY THE CITY COUNCIL ON

JUL 28 2015 FRC APPROVAL AUG 24 2015

Date
[Signature]
Purchasing Director Date

APPROVED BY LAW DEPARTMENT PURSUANT TO SECTION 7.5-206 OF THE 2012 CHARTER OF THE CITY OF ETROIT

[Signature] 6-29-15
Corporation Counsel Date

THIS AMENDMENT IS NOT VALID OR AUTHORIZED UNTIL APPROVED BY RESOLUTION OF THE CITY COUNCIL AND SIGNED BY THE PURCHASING DIRECTOR.

CITY ACKNOWLEDGMENT

STATE OF Michigan)
)SS.
COUNTY OF Wayne)

The foregoing contract was acknowledged before me the 11 day of June,
2015, by Dan Durks,
(name of person who signed the contract)
the Director,
(title of person who signed the contract as it appears on the contract)
of Detroit Department of Transportation,
(complete name of the corporation)
on behalf of the Corporation.

Edward E. Porche

Notary Public, County of Wayne

State of Michigan

My commission expires: 12/15/20

EDWARD E. PORCHE
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Dec 15, 2020
ACTING IN COUNTY OF Wayne

CITY ACKNOWLEDGMENT

STATE OF Michigan)
)SS.
COUNTY OF Wayne)

The foregoing contract was acknowledged before me the 11 day of June
2015 by Brad Dick,
(name of person who signed the contract)
the Director,
(title of person who signed the contract as it appears on the contract)
of General Services,
(complete name of the City department)
on behalf of the City.

Ed E Porche

Notary Public, County of Wayne

State of Michigan

My commission expires: 12-15-20

EDWARD E. PORCHE
NOTARY PUBLIC, STATE OF MI
COUNTY OF WAYNE
MY COMMISSION EXPIRES Dec 15, 2020
ACTING IN COUNTY OF Wayne

LIMITED LIABILITY CORPORATION CERTIFICATE OF AUTHORITY

I, Brian Beattie, Corporate Secretary of AssetWorks LLC, a Delaware limited liability company (the "Corporation"),

DO HEREBY CERTIFY that the President of AssetWorks LLC is authorized to execute and deliver, in the name of and on behalf of the Corporation and under its corporate seal or otherwise, the foregoing amendment ('Contract'); and the execution and delivery of the Contract by the President shall be conclusive evidence that the same has been duly approved.

FURTHER, I CERTIFY that John H. Hines III is President, of the Corporation.

FURTHER, I CERTIFY that John H. Hines III, President, is authorized to execute and commit the Corporation to the conditions, obligations, stipulations and undertakings contained in Contract No. 2654324, as amended, between the City and the above-referenced Corporation and that all necessary corporate approvals have been obtained in relationship thereto.

IN WITNESS THEREOF, I have set my hand this 28th day of May, 2013.

CORPORATE SEAL
(if any)



Corporation Secretary

AMENDED EXHIBIT A-3

ADDITIONAL SCOPE OF SERVICES

I. Notice to Proceed

The amended term of this Contract shall begin on the day of approval by the approval body and shall terminate May 2, 2019. The Contractor shall commence performance of this Contract upon receipt of a written "Notice to Proceed" from the City and in the manner specified in the Notice to Proceed.

II. Services to be Performed

This amended scope of services for additional services to the General Services Department is to provide hardware and software to FuelFocus FMS System to upgrade to Win7 and WAF Upgrades.

III. Deliverables

	UNITS
FUELFOCUS CONTROLLERS	
FuelFocus RF Controller-4 Hose Win7 Upgrade	3
FuelFocus RF Controller-8 Hose Win7 Upgrade	2
FuelFocus RF Controller-12 Hose Win7 Upgrade	1
FuelFocus WAF Upgrade Kit	6
FUELFOCUS CONTROLLERS OPTIONS	
High Power RF Controller Antena w/mast (2.4ghz)	6
SOFTWARE & INTERGRATION LICENSES	
Veeder Root Intergration (per site if mulitiple sites)	6
NOZZLE TAGS	
Universal Nozzle Tag	44
IDENTIFICATION OPTIONS	
RF Vehicle ID Box OBDII Canbus	2,100
OBDII Canbus Easy Connect "Y" Cable	1,600
J1939 Deutsche 9 Pin Eassy Connect "Y" Cable	500
Vehicle Fuel Inlet Antena	2,100
RF Vehicle ID Box Programmer	1
RF Vehicle Starter Kit	1
RFVehicle Box Installation Training	16
PROFESSIONAL SERVICES	
Fuel Master Technician	30
on site terminations and start up	
Fuel Software Installer/Trainer	12

AMENDED EXHIBIT B-5C

FEE SCHEDULE

City of Detroit Department of Transportation

FleetFocus M5 ASP

FleetFocus M5 ASP including Hosting and Maintenance and Support
For up to 450 Transit Equipment Units; including Performance
Measures & Monitors, Dashboard, Shop Portal, InfoCenter Reporting
with Crystal Reports, Ad-hoc and MobileFocus Modules

Contract Terms	Units	Unit Cost	Periods	Total
May 3, 2015-May 2, 2016	450	13.24	12	71,496.00
May 3, 2016-May 2, 2017	450	13.57	12	73,278.00
May 3, 2017-May 2, 2018	450	13.91	12	75,114.00
May 3, 2018-May 2, 2019	450	14.26	12	77,004.00
Subtotal, DDOT Minimum FleetFocuc M5 Hosting 2015-2019				296,892.00

FuelFocus Maintenance and Support

Including FuelFocus Software Updates, Covered Replacement Parts,
and Unlimited Telephone Support

Contract Terms	Unit Cost	Periods	Total
May 3, 2015-May 2, 2016	21,554.00	1	21,554.00
May 3, 2016-May 2, 2017	22,092.85	1	22,092.85
May 3, 2017-May 2, 2018	22,645.17	1	22,645.17
May 3, 2018-May 2, 2019	23,211.30	1	23,211.30
Subtotal, DDOT Fuel Maintenance 2015-2019			89,503.32

Property Management Software

Aim IWMS (formerly known as FMAX) 10 concurrent users licence for
Maintenance and Operations, including Hosting and Maintenance and
Support with 5 Desk users

Contract Terms	Unit Cost	Periods	Total
May 3, 2015-May 2, 2016	2,447.50	12	29,370.00
May 3, 2016-May 2, 2017	2,447.50	12	29,370.00
May 3, 2017-May 2, 2018	2,447.50	12	29,370.00
May 3, 2018-May 2, 2019	2,447.50	12	29,370.00
Subtotal, DDOT Aim Hosting 2015-2019			117,480.00

DDOT Grand Total 2015-2019 503,875.32

AMENDED EXHIBIT B-5A

The Contractor shall be paid for those Services performed pursuant to the Contract a maximum amount of Five Million Nine Hundred Eight Thousand Eight Hundred Thirty Dollars and 82/100 Dollars (\$5,908,830.82), for a four (4) year period beginning on the date of approval by the City Council and expiring May 2, 2019.

FEE SCHEDULE

City of Detroit General Services Department

FleetFocus M5 Hosting and Property

Management

FleetFocus M5 Hosting including Maintenance and Support
Minimum price based upon 2,400 equipment units

Contract Terms	Units	Unit Cost	Periods	Total
May 3, 2015-May 2, 2016	2400	2.85	12	82,080.00
May 3, 2016-May 2, 2017	2400	2.92	12	84,096.00
May 3, 2017-May 2, 2018	2400	2.99	12	86,112.00
May 3, 2018-May 2, 2019	2400	3.07	12	88,416.00
Subtotal, GSD FleetFocuc M5 Hosting 2015-2019				340,704.00

FuelFocus Maintenance and Support

Including FuelFocus Software Updates, Covered Replacement Parts,
and Unlimited Telephone Support

Contract Terms	Unit Cost	Periods	Total
May 3, 2015-May 2, 2016	26,482.00	1	26,482.00
May 3, 2016-May 2, 2017	27,144.05	1	27,144.05
May 3, 2017-May 2, 2018	27,822.65	1	27,822.65
May 3, 2018-May 2, 2019	28,518.22	1	28,518.22
Subtotal, GSD Fuel Maintenance 2015-2019			109,966.92

Property Management Software

Aim IWMS (formerly known as FMAX) 10 concurrent users licence for
Maintenance and Operations, including Hostind and Maintenance and Support

Contract Terms	Unit Cost	Periods	Total
May 3, 2015-May 2, 2016	2,250.00	12	27,000.00
May 3, 2016-May 2, 2017	2,250.00	12	27,000.00
May 3, 2017-May 2, 2018	2,250.00	12	27,000.00
May 3, 2018-May 2, 2019	2,250.00	12	27,000.00
Subtotal, GSD Property Management 2015-2019			108,000.00

GSD Grand Total 2015-2019 558,670.92

AMENDED EXHIBIT B-5B

FEE SCHEDULE

City of Detroit General Services Department
FuelFocus FMS System Win7 and WAF Upgrades

FUELFOCUS CONTROLLERS			
FuelFocus RF Controller-4 Hose Win7 Upgrade	3	5,994.20	17,982.60
FuelFocus RF Controller-8 Hose Win7 Upgrade	2	6,334.20	12,668.40
FuelFocus RF Controller-12 Hose Win7 Upgrade	1	7,269.20	7,269.20
FuelFocus WAF Upgrade Kit	6	3,795.00	22,770.00
FUELFOCUS CONTROLLERS OPTIONS			
High Power RF Controller Antena w/mast (2.4ghx)	6	660.00	3,960.00
SOFTWARE & INTERGRATION LICENSES			
Veeder Root Intergration (per site if mulitple sites)	6	1,295.00	7,770.00
NOZZLE TAGS			
Universal Nozzle			
Tag	44	245.00	10,780.00
IDENTIFICATION OPTIONS			
RF Vehicle ID Box OBDII Canbus	2,100	183.17	384,657.00
OBDII Canbus Easy Connect "Y" Cable	1,600	26.95	43,120.00
J1939 Deutsche 9 Pin Eassy Connect "Y" Cable	500	54.95	27,475.00
Vehicle Fuel Inlet Antena	2,100	18.05	37,905.00
RF Vehicle ID Box Programmer	1	1,280.00	1,280.00
RF Vehicle Starter Kit	1	1,576.50	1,576.50
RFVehicle Box Installation Training	16	205.00	3,280.00
PROFESSIONAL SERVICES			
Fuel Master Technician	30	205.00	6,150.00
on site terminations and start up			
Fuel Software Installer/Trainer	12	205.00	2,460.00
Installs Software, trains customer on setup & reports			
Remote Upgrade Start Up Assistance	18	205.00	3,690.00
Fleet/Fuel Project Manager	8	225.00	1,800.00
Travel Expenses (estimated)	1	4,000.00	4,000.00
Billed at actual at job completion			
FleetFocus M5 Onsite Training	5	1,640.00	8,200.00
MAINTENANCE SUPPORT			
Maintenance and Support-Year One	1	1,554.00	1,554.00
SHIPPING OPTIONS			
Standard Shipping	6	95.00	570.00
GSD PROJECT UPGRADES TOTAL COST			610,917.70

CITY OF DETROIT CONTRACT SUBMISSION TO FINANCIAL REVIEW COMMISSION
 THE FOLLOWING CONTRACTS ARE BEING SENT TO THE FRC FOR REVIEW AND APPROVAL PURSUANT TO
 SECTION 6, SUBSECTION 6 OF THE MICHIGAN FINANCIAL REVIEW COMMISSION ACT
 For August 24, 2015 Meeting

Updated Listing: Prepared By: Boyse Jackson, Chief Procurement Officer - 8/10/2015

City Council and Water Board Approvals Through August 10, 2015

Department	Contract Number	Description	Competitively Bid	Lowest Bid	City Council Approval Date	Office of the Chief Financial Officer Approval Date	Comments
CONTRACTS GREATER THAN \$750K							
1	PLANNING AND DEVELOPMENT 2911278	Contract Amount: \$918,767.75 (New Contract) Contract Period: Upon Approval from FRC through 12/31/2022 Source: 100% Federal Funding Purpose: To Provide Demolition and Redevelopment of Former Southwestern High School Contractor: North American Commerce Center, LLC Location: 6632 Telegraph Road, Suite 350, Bloomfield Hills, MI 48301	Investment Agreement	Investment Agreement	07/28/15	8/24/2015	Contract will employ 100's of jobs by 2021. Company will invest up to \$30M to Project
2	GENERAL SERVICES 2654324	Contract Amount: \$1,673,463.94 (Increase of Funds and Extension of Time) Contract Period: 5/9/2015 through 5/2/2019 Source: 33.4 City, 6.0 State, 24.1 Federal, 36.5 QOL Funding Purpose: To Provide Software that will Provide Automation of Fuel Usage and Property Management at DDOT and GSD Garages Contractor: AssetWorks, LLC Location: 998 Old Eagle School Road, Suite 1215, Wayne, PA 19087	Proprietary Software	Proprietary Software	07/28/15	8/24/2015	Original Contract Amount: \$4,235,366.88. Original contract date is November 3, 2014 through May 2, 2015
3	HOUSING AND REVITALIZATION 2898967	Contract Amount: \$1,500,000.00 (Increase of Funds and Extension of Time) Contract Period: 7/1/2015 through 6/30/2016 Source: 100% Federal Funding Purpose: To Provide for the Planning and Development Support for Eligible CDBG Economic Activities for the City of Detroit Contractor: Invest Detroit Foundation Location: 600 Renaissance Center, Suite 1710, Detroit, MI 48243	Foundation Agreement	Foundation Agreement	07/28/15	8/24/2015	Contract Increase: \$750,000.00. Original contract amount was \$750,000.00 and original contract date is 7/1/2014 through 6/30/2015.
4	INNOVATION AND TECHNOLOGY 2780852	Contract Amount: \$3,000,000.00 (Increase of Funds and Extension of Time) Contract Period: 1/23/2015 through 1/23/2016 Source: 100% City Funding Purpose: To Provide Network Support and Equipment (Leased and Purchased) Contractor: Groundwork Location: Ford Field, 2000 Brush Street, Suite 262, Detroit, MI 48226	Existing Renewal Option	Existing Renewal Option	08/06/15	8/24/2015	Renewal necessary so DoIT can continue support of City's Voice Data Infrastructure. Total Contract Amount: \$12,500,000.00 This Amendment is for increase of funds only. Previous contract amount is \$9,500,000.00.
CONTRACTS GREATER THAN 2 YEARS							
		No Contracts Submitted for this Category					

Department	Contract Number	Description	Competitively Bid	Lowest Bid	City Council Approval Date	Office of the Chief Financial Officer Approval Date	Comments
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WITH 1 ENTITY, WITHIN 1 YEAR, GREATER THAN \$750K

5	DETROIT BUILDING AUTHORITY 2881148	Contract Amount: \$429,968.81 (Increase of Funds and Extension of Time) Contract Period: 7/1/2015 through 6/30/2016 Source: 100% City Funding Purpose: To Provide Cleaning Services for Public Safety Headquarters Contractor: Preferred Building Services Location: 719 Griswold, Suite 2100, Detroit, MI 48226	Exercising Renewal Option	Exercising Renewal Option	7/28/2015	8/24/2015	Total Contract Amount: \$746,852.81. This Amendment #2 is for increase of funds and extension of time. The original amount was approved by the EM for \$316,884.00. The current contract period was July 1, 2014 through June 30, 2015. The increase in funds includes a reimbursement to DBA for \$113K.
6	DETROIT BUILDING AUTHORITY 2881154	Contract Amount: \$684,706.00 (Increase of Funds and Extension of Time) Contract Period: 7/1/2015 through 6/30/2016 Source: 100% City Funding Purpose: To Provide Security Services for the Public Safety Headquarters Contractor: Eagle Security Services, LLC Location: 500 Griswold Avenue, Suite 400, Detroit, MI 48226	Exercising Renewal Option	Exercising Renewal Option	07/28/15	8/24/2015	The Original Contract amount was approved by the EM for \$617,500.00, the original contract period was July 1, 2013 through June 30, 2014. This Amendment #2 is for increase of funds and extension of time. Amendment #1 was approved by City Council on 1/13/15 and approved by FRC on 2/26/15 in the amount of \$658,000.00

DEPARTMENT OF WATER AND SEWAGE CONTRACTS

CONTRACTS GREATER THAN \$750,000.00

		No Contracts Submitted for this Category					
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CONTRACTS GREATER THAN OR EQUAL TO 2 YEARS

		No Contracts Submitted for this Category					
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Detroit City Council
Legislative Policy Division

TO: Purchasing Division Staff
FROM: David Teeter
DATE: July 29, 2015

RE: **PURCHASING ITEMS APPROVED BY THE CITY COUNCIL**

There were no contracts, approved at the July 21, 2015 Regular Session, requested to be Reconsidered.

*The following contracts and purchase orders were reported to the City Council by the indicated Standing Committee, at the Regular Session of July 28, 2015 and **APPROVED***

Reported by the Budget, Finance and Audit Committee:

2881148,Amend.2 Preferred Building Services + \$429,968.81 to \$746,852.81 FINANCE
Submitted in the List and Referred July 21, 2015; for Public Safety Headquarters.

2881154,Amend.2 Eagle Security Services + \$684,700 to \$1,902,200 FINANCE
Submitted in the List and Referred July 21, 2015; for Public Safety Headquarters.

Reported by the Internal Operations Committee:

2654324,Chg.5 AssetWorks (Ext. 5-3-15 thru 5-2-19) + \$1,673,463.94 to \$5,908,830.82 GEN.SERV
Submitted in the List and Referred on July 14, 2015.

87352 Rodney Nolen \$45,000 HUMAN RIGHTS
Submitted in the List and Referred on July 14, 2015.

2909511 The Garcia Law Group \$150,000 LAW
Submitted in the List and Referred on July 21, 2015; Approved with ***WAIVER***.

2909523 The Garcia Law Group \$100,000 LAW
Submitted in the List and Referred on July 21, 2015; Approved, *as corrected*, with ***WAIVER***.

87384 Eric Hobson \$45,000 HUMAN RIGHTS
Submitted in the List and Referred on July 21, 2015; Approved, *as corrected*.

87385 Joy Brickerson (Ayers) \$2,400 CITY COUNCIL
Submitted in Special Letter of July 21, 2014; Placed on Consent Agenda, Approved with ***WAIVER***.

87386 Vibha Venkatesha (Ayers) \$2,400 CITY COUNCIL
Submitted in Special Letter of July 21, 2014; Placed on Consent Agenda, Approved with ***WAIVER***.

Purchasing Division
Contracts and Purchase Orders Received, Considered at Regular Session
of July 28, 2015

Page 2

*The following contracts and purchase orders were reported to the City Council by the indicated Standing Committee, at the Regular Session of July 28, 2015 and **APPROVED***

Reported by the Internal Operations Committee: - *continued*

87387	Richard Hinton (Ayers)	\$2,400	CITY COUNCIL
Submitted in Special Letter of July 21, 2014; Placed on Consent Agenda, Approved with <i>WAIVER</i> .			
87381	Chelsea Baytemur (Castaneda-Lopez)	\$1,200	CITY COUNCIL
Submitted in List for July 28, 2014; Placed on Consent Agenda, Approved with <i>WAIVER</i> .			
87389	Marc E. Clayton (Ayers)	\$2,400	CITY COUNCIL
Submitted in List for July 28, 2014; Placed on Consent Agenda, Approved with <i>WAIVER</i> .			
87398	Bruce Feaster (Benson)	\$35,632	CITY COUNCIL
Submitted in List for July 28, 2014; Placed on Consent Agenda, Approved with <i>WAIVER</i> .			
87399	Bethany Melitz – Lean Consultant	\$95,000	MAYOR’S OFFICE
Submitted in List for July 28, 2015; Moved to New Business.			
87383	Vanessa Johnson – Admin. Assist.	\$31,200	BOARD OF ETHICS
Submitted in List for July 28, 2015; Moved to New Business.			
2911428	W-3 Construction	\$49,551	ELECTIONS
Submitted in List for July 28, 2015; Moved to New Business.			

Reported by the Neighborhood and Community Services Committee:

87380	James Conway – Ft. Wayne Manager	\$44,928	RECREATION
Submitted in List for July 28, 2015; Moved to New Business.			

Reported by the Planning and Economic Development Committee:

2893802,Amend.1	Operation Get Down + \$75,000 to \$175,000	PLAN & DEVELOPT.
Submitted in the List and Referred July 21, 2015.		
2893815,Amend.1	Southwest Counseling Solutions + \$200,000 to \$700,000	PLAN & DEVELOPT.
Submitted in the List and Referred July 21, 2015.		

Purchasing Division
Contracts and Purchase Orders Received, Considered at Regular Session
of July 28, 2015

Page 3

*The following contracts and purchase orders were reported to the City Council by the indicated Standing Committee, at the Regular Session of July 28, 2015 and **APPROVED***

Reported by the Planning and Economic Development Committee: - continued

2898967, Exten. Invest Detroit Foundation + \$750,000 to \$1,500,000 HSING & REVITAL.
Submitted by Special Letter July 17, 2015 and Referred on July 21, 2015.

2911278 North American Commerce Center \$920,500 PLAN & DEVELOPT
Submitted by Special Letter July 20, 2015 and Referred on July 21, 2015.

Reported by the Public Health and Safety Committee:

2907666 QOE Consulting \$24,480 AIRPORT
Submitted in the List and Referred July 14, 2015.

2907666, Amend.1 QOE Consulting + \$28,971 to \$53,451 AIRPORT
Submitted in the List and Referred July 14, 2015.

2907728 J. Ranck Electric \$159,000 AIRPORT
Submitted in the List and Referred July 14, 2015.

2907090, Revenue Red Metal Recycling \$34,000 PUBLIC WORKS
Submitted in the List and Referred July 14, 2015.

2907551, Lease New Center Community Mental Health \$43,791 HEALTH & WELL.
Submitted in the List and Referred July 21, 2015; Approved with *Correction to cost.*

2911454 Priority Dispatch \$57,132 FIRE
Submitted as Special Letter, July 23, 2015; Walked on to Committee Agenda, July 27, 2015.

2898252, Amend.2 Southeast Mi. Health Assoc. + \$513,361 to \$4,628,549 HEALTH & WELL.
Submitted in the List for referral July 28, 2015; Moved to New Business.

87290 Michael Lehto (Academy Instructor) \$20,160 POLICE
Submitted in the List for referral July 28, 2015; Moved to New Business.

87291 Garth R. Brooks (Academy Instructor) \$45,760 POLICE
Submitted in the List for referral July 28, 2015; Moved to New Business.

87342 Dwayne Love (Ceasefire Initiative) \$76,000 POLICE
Submitted in the List for referral July 28, 2015; Moved to New Business.

Purchasing Division
Contracts and Purchase Orders Received, Considered at Regular Session
of July 28, 2015

Page 4

*The following contracts were **REFERRED** on July 28, 2015 to the indicated Standing Committee for consideration and report to the City Council.*

Referred to Budget, Finance and Audit Committee:

No Contracts Referred

Referred to Internal Operations Committee:

2911229	Sherwin Williams	GENERAL SERVICES
2876477,Ext.	FutureNet Group	INSPECTOR GENERAL

Referred to Neighborhood and Community Services Committee:

No Contracts Referred

Referred to Planning and Economic Development Committee:

No Contracts Referred

Referred to Public Health and Safety Committee:

2865739,Purch.Incr.	Qualified Abatement	BUILD.SAFETY ENGIN.&ENVIRON.
2865134,Renew	J & B Medical Supplies	FIRE / EMS
2895811,Exten.	Southeast MI Health Assoc.	HEALTH AND WELLNESS
87292	Dr. Marilyn Berkley	POLICE
2830398,Amend.	Detroit Building Authority	PUBLIC WORKS
2910810	Bob Maxey Ford	TRANSPORTATION

correction to add Vendor name- approved July 21, 2015

Purchasing Division
Contracts and Purchase Orders Received, Considered at Regular Session
of July 28, 2015

Page 5

The following are contracts that are currently HELD for review, discussion or report to the Standing Committees.

Internal Operations Committee:

Planning and Economic Development Committee:

2896965,Amend.1 Heat and Warmth Fund (THAW) + \$100,000 to \$347,589.40 PLAN & DEVLPT.
Submitted in the List and Referred June 16, 2015.

City Council Contract Agenda Items Review Checklist

Reviewer: (_____) Date Received: _____

Date: 6/3/15 Department General Services Division: Fleet Management

Dept Head/Contact Person: Ed Porche Telephone No: 628-0910

Description: Automation of GSD and DDOT Garages and Fuel Sites and Property Management Software.

Contract No.: 2654324 PO Type: Professional Services Est. Value: \$ \$5,908,830.82 Increase by \$1,673,463.94

Contract Term (if applicable): 9/27/04 to 5/2/19

Funding Source: City: 33.4% State: 6%
Federal: 24.1% Other: GSD/QOL 24.1%
(Documentation must be furnished by the Dept. if anything other than City funding)

Recommended Supplier: AssetWorks, LLC Required Date: 6/3/15

1. The business being awarded is AMENDMENT If a renewal, provide justification for renewal: _____

2. Was the product or service competitively bid? Yes No

Attach Copy of Bid Tabulation/Evaluation score sheets as needed

If the answer to #2 is "NO" explain why there was no competition: _____

3. Was a Co-Operative Agreement Considered? Yes No Co-Operative Name: _____

If answer to #3 is "No" explain why a Co-Op was not considered: N/A

4. Were savings achieved?

Yes Amount \$ _____ No

5. Does this agreement represent an increase? Yes

- Variance in unit price only (Current unit price \$0.00 Proposed Unit Price \$0.00)
 Change in amount/volume of the good or service to be used. Services for GSD Fleet Focus Maintenance, GSD FleetFocus Upgrades and DDOT FleetFocus Maintenance.

6. Does the supplier currently provide other goods and services to the City? Yes No
If yes please list: _____
7. Is this good/service used by other departments? Yes No
If "yes" can this REQ/PAR be combined other department requirements? Yes No
8. Is this a service that can be performed by City employees? Yes No
Is this a service that City employees can be trained to do? Yes No

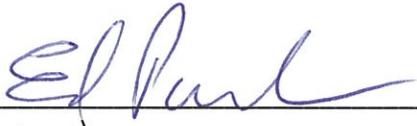
NOTES: Buyer:

a. Excluded Parties List / Supplier Award Management Website Reviewed? Yes _____ No _____

PLACE ON FINANCIAL REVIEW COMMISSION AGENDA

PLACE ON CITY COUNCIL AGENDA

REJECT AND NOTIFY DEPARTMENT DIRECTOR:

SIGNED:  DATE: 6/3/15
(Department)

INFORMATION PROVIDED BY: Ed Porche

TITLE: Contracts Manager

PHONE: 628-0910

porchee@detroitmi.gov

REQUEST FOR INCOME TAX CLEARANCE

REQUESTING DEPARTMENT/DIVISION: GSD CONTACT: Ed Purche PHONE: 628-0910
Fax: ~~628-4588~~

Type of Clearance: New Renewal (Please submit 30 days prior to submitting bid or expiration date)

A. To: City of Detroit
Income Tax Division
Coleman A. Young Municipal Center
2 Woodward Avenue, Ste. 512
Detroit, MI 48226

For: Individual or Company Name AssetWorks LLC
Address 998 Old Eagle School Rd, Suite 1215
City Wayne
State PA Zip Code 19087
Telephone 610-687-9202 Fax # 610-971-9447

Phone: (313) 224-3328 or 224-3329
Fax: (313) 224-4588

B. Name of Chief Financial Officer/Authorized Contact Person
(Include address if different from above)
David Pena, Vice President- Finance

Telephone # 610-687-9202
Fax # 610-971-9447

Employer Identification or Social Security Number 46-0521049
Spouse Social Security Number _____

Nature of Contract: Software Maintenance BID/CONTRACT AMOUNT (if known):
Labor: \$ _____ Material: \$ _____
Contract # (if known) _____

C. ALL QUESTIONS MUST BE ANSWERED TO EXPEDITE APPROVAL PROCESS. ANY QUESTION NOT ANSWERED MAY RESULT IN A DENIAL OF INCOME TAX CLEARANCE

Check One: Individual Corporation Partnership

- INDIVIDUALS ANSWER QUESTIONS 1,2,3,4.**
- Have you filed joint returns with spouse during the last seven (7) years? (If yes, include spouse SSN above) Yes No
 - Are you a student, and/or claimed as a dependent on someone else's tax return? Yes No
 - Were you employed during the last seven (7) years? Yes No
 - Were you a resident of Detroit during the last seven (7) years? Yes No
- CORPORATIONS AND PARTNERSHIPS ANSWER QUESTIONS 5,6,7.**
- Is the company a new business in Detroit? If yes, attach Employer Registration (Form DSS-4). Yes No
 - Will the company have employees working in Detroit? Yes No
 - Will the company use sub-contractors or independent contractors in Detroit? Yes No

D. FOR INCOME TAX USE ONLY

Has the contractor complied with the provisions of the City Income Tax Ordinance?

Yes No Signature LUCRETIA JENNINGS Date AUG 09 2014 Expires AUG 09 2015
INCOME TAX INVESTIGATOR

Yes No Signature _____ Date _____ Expires _____

Yes No Signature _____ Date _____ Expires _____

CITY OF DETROIT

ACCOUNTS RECEIVABLE CLEARANCE APPLICATION
2 WOODWARD AVENUE, SUITE 105, COLEMAN A YOUNG MUNICIPAL CENTER
REVENUE COLLECTIONS UNIT (313) 224-4087 / FAX: 224-4238 / RevenueCollections@DetroitMi.gov

SECTION A: BUSINESS LICENSE BUDGET CITY COUNCIL DDOT DPW FINANCE FIRE HEALTH
 HUMAN RIGHTS LAW MAYOR OMBUDSMAN PLANNING & DEVELOPMENT POLICE PURCHASING
 RECREATION WATER & SEWAGE OTHER General Services

ADDRESS OF DEPARTMENT 18100 Meyers Rd Detroit, MI 48235
DATE SENT 1/16/15 CONTACT PERSON Ed Porche
PHONE NUMBER 628-0910 FAX NUMBER 628-1915 EMAIL porchee@detroitmi.gov
CONTRACT AMOUNT \$ 117,000.00

SECTION B: CORPORATION LICENSE TYPE Revenue Clearance
CORPORATION NAME Asset Works, Inc.
ADDRESS 998 Old Eagle School Rd CITY/STATE/ZIP _____ OWN LEASE
CITY PERSONAL PROPERTY NUMBER N/A FID / EIN NUMBER 49-0521049
OTHER CITY-OWNED PROPERTY PARCELS N/A
CONTACT PERSON Lynn Sons PHONE NUMBER 610-687-9202 EMAIL ADDRESS lynn.sons@assetworks.com

SECTION C: PARTNERSHIP LICENSE TYPE _____
BUSINESS NAME _____
BUSINESS ADDRESS _____ CITY/STATE/ZIP _____ OWN LEASE
CITY PERSONAL PROPERTY NUMBER _____ FID / EIN NUMBER _____
A: PARTNER'S NAME _____ PHONE NUMBER _____
HOME ADDRESS _____ CITY/STATE/ZIP _____ OWN LEASE
DRIVER'S LICENSE # _____ OTHER CITY-OWNED PROPERTY PARCELS _____
B. PARTNER'S NAME _____ PHONE NUMBER _____
HOME ADDRESS _____ CITY/STATE/ZIP _____ OWN LEASE
DRIVER'S LICENSE # _____ OTHER CITY-OWNED PROPERTY PARCELS _____
CONTACT PERSON _____ PHONE NUMBER _____ EMAIL ADDRESS _____

SECTION D: SOLE PROPRIETORSHIP LICENSE TYPE _____
BUSINESS NAME _____
BUSINESS ADDRESS _____ CITY/STATE/ZIP _____ OWN LEASE
CITY PERSONAL PROPERTY NUMBER _____ FID / EIN NUMBER _____
OWNER'S NAME _____ DRIVER'S LICENSE # _____ PHONE NUMBER _____
HOME ADDRESS _____ CITY/STATE/ZIP _____ OWN LEASE
OTHER CITY-OWNED PROPERTY PARCELS _____
EMAIL ADDRESS _____

SECTION E: PERSONAL SERVICES
NAME _____ ADDRESS _____ OWN LEASE
CITY/STATE/ZIP _____
PHONE NUMBER _____ DRIVER LICENSE # _____
OTHER PROPERTY ADDRESSES OWNED IN WITHIN DETROIT _____
SOCIAL SECURITY NUMBER _____ EMAIL ADDRESS _____

FOR TREASURY COLLECTION USE ONLY:

APPROVED Annette Smith DENIED DENIED WITH ATTACHMENTS
SIGNATURE DATE JAN 16 2015 CLEARANCE VALID UNTIL AUG 30 2015

REVENUE COLLECTIONS
APPROVED
CONTRACT CLEARANCES

CONTRACT # 2654324 Amendment #5

DEPARTMENT General Services

WAVIER

AGENDA DATE: _____

CONTRACT SYNOPSIS

CONTRACTOR NAME: AssetWorks, LLC

ADDRESS: 998 Old Eagle School Road, Suite, 1215

Wayne, PA 19087

4/27/04-5/2/19

PROJECT: Fuel Pump Automation

TYPE OF FUNDING AND %: 33.4% COD, 36.5 GSD QOL, 24.1 Federal and 6% State.

CONTRACT AMOUNT: \$1,673,463.94 (Increase from \$4,235,366.88 to \$5,908,830.82)

CONTRACT PERIOD: 4/27/04-5/2/19

ADVANCE PAYMENT: _____

BRIEF DESCRIPTION: Automation of GSD and DDOT Garages and Fuel Sites and
Property Management Software and Systems Upgrades.

REASON FOR DELAY: _____

USER NAME

PASSWORD

LOG IN

[Forgot Username?](#)

[Forgot Password?](#)

[Create an Account](#)

Entity Dashboard

- Entity Overview
- Entity Record
- Core Data
- Assertions
- Reps & Certs
- POCs
- Reports
- Service Contract Report
- BioPreferred Report
- Exclusions
- Active Exclusions
- Inactive Exclusions
- Excluded Family Members

RETURN TO SEARCH

Assetworks LLC

DUNS: 828548961 CAGE Code: 58R41

Status: Active

998 Old Eagle School Rd Ste 1215

Wayne, PA, 19087-1805 ,

UNITED STATES

Expiration Date: 05/20/2016
Purpose of Registration: All Awards

Entity Overview

Entity Information

Name: Assetworks LLC
Business Type: Business or Organization
POC Name: Lynn Sons
Registration Status: Active
Activation Date: 05/27/2015
Expiration Date: 05/20/2016

Exclusions

Active Exclusion Records? No

SAM | System for Award Management 1.0

IBM v1.P.32.20150626-1050

WWW7

Note to all Users: This is a Federal Government computer system. Use of this system constitutes consent to monitoring at all times.



Michael Sullivan - FW: RE: AssetWorks Employments Application

From: Sandra McFarland <sandra.mcfarland@assetworks.com>
To: Edward Porche <PorcheE@detroitmi.gov>
Date: 7/1/2015 11:13 PM
Subject: FW: RE: AssetWorks Employments Application

Ed-- AssetWorks uses an online application. Very basic. See below.

Sandra McFarland
Senior Counsel, Trapeze Software Group Inc.
Office: 610.225.8349 Cell: 512.924.6079
Email: sandra.mcfarland@assetworks.com

Counsel for AssetWorks LLC, CourtView Justice Solutions Inc., and Northpointe Inc.
subsidiaries of Trapeze Software Group Inc.

From: Shawn Farrell
Sent: Wednesday, July 01, 2015 10:08 PM
To: Lisa Read
Cc: Sandra McFarland
Subject: RE: AssetWorks Employments Application

Evening everyone,

Below is our process, including photos (in Technicolor -- how charming!)

Example: Applying for an Assetworks position

1. Candidates will go to AssetWork's Website and click on the Career Section.
2. From here, they will pick the job they are interested in.
3. The job will list requirements along with an "Apply" tab. Candidates apply here:

Accounting Manager

THE COMPANY

AssetWorks is an industry-leading provider of technology and consulting solutions for asset and infrastructure-intensive organizations in government, education, utilities, telecommunications, public transportation and the commercial sector. Our market leading suite of Enterprise Asset Management (EAM) software solutions and professional consulting services enable organizations to improve asset management and maintenance practices, streamline operations, and improve accountability for mission-critical assets. AssetWorks is a wholly owned subsidiary of Constellation Software Inc., a publicly traded multinational company based in Toronto, Canada.

AssetWorks' Fleet division provides enterprise class fleet asset and inventory management solutions to organizations with large fleet operations. With the largest installed base in the market and over 25 years of experience, AssetWorks provides our employees with comprehensive product training, industry leading professional development and an energetic workplace.

THE POSITION

Reporting to the Director of Finance, this is a newly created position to meet the growing needs of AssetWorks' largest division. This position requires a motivated and energetic individual who is detail oriented and can meet the demands of a fast-paced, dynamic Finance department while maintaining a positive attitude. The position also requires strong verbal and written communication skills. The position is located in Wayne, PA. The individual selected will interact frequently with the corporate finance team in Toronto.

[Apply Online](#)

4. The fields from here are very easy and generic. Mandatory fields are the full name, email, phone, address, city, state, country, and Zip.

Step 1: Enter Your Details

** mandatory fields*

First Name*	<input type="text"/>	Address*	<input type="text"/>
Middle Initial	<input type="text"/>	City*	<input type="text"/>
Last Name*	<input type="text"/>	State/Province*	<input type="text" value="Choose One"/>
Email*	<input type="text"/>	Country*	<input type="text" value="Choose One"/>
Retype Email*	<input type="text"/>	ZIP / Postal Code*	<input type="text"/>
Phone*	<input type="text"/>		

5. Additionally, the candidates are encouraged to include a copy of their resume, cover letter and any other file they deem necessary for their consideration. The final step in the process is to fill out our EEOC Self Identification. After this, they simply click, "Send Application."

Step 2: Select Files

Select files below and upload (Max. 3 files). You may upload your resume, cover letter and any other file relevant to this job posting. Allowed file formats are .JPG, .GIF, .PNG, .DOC, .DOCX and .PDF

File 1

No file chosen

File 2

No file chosen

File 3

No file chosen

Step 3: EEOC Self Identification

Would you like to fill out the anonymous EEOC Self Identification form?

Yes No

I hope this helps. If you need anything else, I'm at your disposal. If not, I wish you both a wonderful 4th of July!

Warmest regards,

Shawn Farrell
Senior Talent Acquisition Specialist
Volaris Group
shawn.farrell@volarisgroup.com
[979-436-5201](tel:979-436-5201) Cell

Hiring Policy Compliance Affidavit

I, R. D. Sadoo, being duly sworn, state that I am the Sr V.P.
of Assetworks Inc.
Title Name of Bidder Corporation or Other Business Entity

and that I have reviewed the hiring policies of this employer. I affirm that these policies are in compliance with the requirements of Article V, Division 6 of the Detroit City Code of 1984, being Sections 18-5-81 through 18-5-86 thereof. I further affirm that this employer will not inquire or consider the criminal convictions of applicants for employment needed to fulfill the terms of any City contract that may result from the competitive procedure in connection with which this affidavit is submitted, until such times as the employer interviews the applicant or determines that the applicant is qualified.

~~In support of this affidavit, I attach a copy of the application form that will be used to hire employees needed to fulfill the terms of any City contract that may result from the competitive procedure in connection with which this affidavit is submitted.~~ Assetworks Inc. does not discriminate against people with criminal convictions and we don't use an application form in our hiring.

SIGNED,

R. D. Sadoo
Title: Sr V.P. Date: 2-14-13

STATE OF RA
COUNTY OF Chester) SS

The foregoing Affidavit was acknowledged before me the 14 day of Feb 2013
by R. D. Sadoo

Notary Public, County of Chester
State of RA
My commission expires: 9/30/2013

THE COMPANY



Enterprise Asset Management (EAM)

THE POSITION

ESSENTIAL DUTIES AND RESPONSIBILITIES

QUALIFICATIONS

CITY OF DETROIT
SLAVERY ERA RECORDS AND INSURANCE DISCLOSURE AFFIDAVIT

1. Name of Contractor: Assetworks Inc.
2. Address of Contractor: 978 old Eagle School Road,
Suite 1215, Wyne 19087 U.S.A.
3. Name of Predecessor Entities (if any): N/A
4. Prior Affidavit submission? No Yes, on: _____
(Date of prior submission)

If "No", complete Items 5 and 6.

If "Yes", list date of prior submission above, go to Item 6 and execute this Affidavit.

5. Contractor was established in 2008 (year) and did not exist during the slavery era in the United States, is not a successor in interest to any entity that existed during such time, and therefore has no relevant records to search, or any pertinent information to disclose.
- Contractor has searched their records and those of any predecessor entity, and has found no records that they or any predecessor(s) made any investments in, or derived profits from the slave industry or from slave holder insurance policies.
- Contractor has found records that they or their predecessor(s) made investments in, or derived profits from, the slave industry or slave holder insurance policies. The nature of the investment, profits, or insurance policies, including the names of any slaves or slave holders, is disclosed in the attached document(s).
6. I declare that the representations made in this Affidavit are accurate to the best of my knowledge and are based upon a diligent search of records in the Contractor's possession or knowledge. All documentation attached to this Affidavit reflects full disclosure of all records that are required to be disclosed to the City of Detroit. I also acknowledge that any failure to conduct a diligent search, or to make a full and complete disclosure, shall render this contract voidable by the City of Detroit.

R. Donald Lohr (Printed Name) SR V.P. (Title)
R. D. Lohr (Signature) 2-14-13 (Date)

Subscribed and sworn to before me
this 14 day of Feb 2013

Judith Ann Chester
Notary Public, RA County, Michigan
My Commission expires: 9/30/2013

CERTIFICATE OF INSURANCE

NAMED INSURED

CONSTELLATION SOFTWARE INC. and
ASSETWORKS LLC
998 OLD EAGLE SCHOOL RD.
WAYNE, PA 19087

This certificate is issued as a matter of information only and confers no rights upon the certificate holder. This certificate does not amend, extend or alter the coverage afforded by the policies below.

INSURANCE COMPANIES AFFORDING COVERAGE

COMPANY A Zurich Insurance Company Ltd. (AM Best rating A+)
COMPANY B Liberty Mutual Fire Insurance Company (AM Best rating A)
COMPANY C
COMPANY D
COMPANY E Zurich American Insurance Company (AM Best rating A+)

CERTIFICATE HOLDER

CITY OF DETROIT
65 CADILLAC SQUARE, SUITE 3210
DETROIT, MI 48226 U.S.A.
ATTN: GENERAL SERVICES DEPARTMENT

COVERAGES

This is to certify that the policies of insurance listed below have been issued to the insured named above for the policy period indicated, notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate may be issued or may pertain. The insurance afforded by the policies described herein is subject to all the terms, exclusions and conditions of such policies.
LIMITS ARE IN U.S. DOLLARS UNLESS INDICATED OTHERWISE.
LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

TYPE OF INSURANCE	CO LTR	POLICY NUMBER	POLICY EFFECTIVE DATE (YYYY/MM/DD)	POLICY EXPIRATION DATE (YYYY/MM/DD)	LIMITS OF LIABILITY	
COMMERCIAL GENERAL LIABILITY OCCURRENCE BASIS INCLUDING: PRODUCTS AND COMPLETED OPERATIONS CROSS LIABILITY / SEVERABILITY OF INTERESTS / BLANKET CONTRACTUAL LIABILITY PERSONAL INJURY \$1,000,000 LIMIT, ADVERTISING LIABILITY \$1,000,000 LIMIT TENANT'S LEGAL LIABILITY \$1,000,000 LIMIT, MEDICAL EXPENSES \$25,000 LIMIT WAIVER OF SUBROGATION WHERE REQUIRED BY WRITTEN CONTRACT	E	GLO8249874	2014/09/27	2015/09/27	\$ 1,000,000	EACH OCCURRENCE
					\$ 10,000,000	GENERAL AGGREGATE
					\$ 1,000,000	PRODUCTS - COMPLETED OPERATIONS AGGREGATE
ADDITIONAL INSURED: CITY OF DETROIT, but only with respect to liability arising out of the operations of the Named Insured. Such insurance as is afforded by the Commercial General Liability coverage on this policy will be considered as primary insurance, not contributory and not excess of any other insurance.						
AUTOMOBILE LIABILITY - NON-OWNED & HIRED	E	BAP8249865	2014/09/27	2015/09/27	\$ 1,000,000	EACH OCCURRENCE
UMBRELLA LIABILITY	A	8838706	2014/09/27	2015/09/27	\$ 14,000,000	PER OCCURRENCE & IN THE AGGREGATE
NOT APPLICABLE						
PROFESSIONAL LIABILITY AND TECHNOLOGY ERRORS & OMISSIONS CLAIMS MADE BASIS \$500,000 DEDUCTIBLE	E	IPR0435933200	2014/09/27	2015/09/27	\$ 5,000,000	PER CLAIM & IN THE AGGREGATE
NOT APPLICABLE						
NOT APPLICABLE						
NOT APPLICABLE						
WORKERS COMPENSATION & EMPLOYER'S LIABILITY WC - STATUTORY LIMITS INCLUDING WAIVER OF SUBROGATION WHERE REQUIRED BY WRITTEN CONTRACT EXCLUDING THE STATES OF KENTUCKY, NEW HAMPSHIRE, NEW JERSEY	B	WC2-B71-170802	2014/09/27	2015/09/27	\$ 1,000,000	E.L.: -EACH ACCIDENT -EACH DISEASE/ EMPLOYEE -DISEASE POLICY LIMIT

DESCRIPTION OF OPERATIONS / LOCATIONS / SPECIAL PROVISIONS:

BROKER

The CG&B Group Inc.
120 South Town Centre Blvd.
Markham, ON L6G 1C3

CANCELLATION

Should any of the above described policies be cancelled before the expiration date thereof, the issuing company will endeavour to mail 30 days written notice to the certificate holder named above. Failure to mail such notice shall impose no obligation or liability of any kind upon the company, its agents or representatives

SIGNATURE OF AUTHORIZED REPRESENTATIVE



PRINT NAME

SHEHNAZ ANDANI

DATE (YYYY/MM/DD)

2014/09/09



ZURICH

Additional Insured – Automatic – Owners, Lessees Or Contractors

Policy No.	Exp. Date of Pol.	Eff. Date of End.	Agency No.	Addl. Prem.	Return Prem.
GLO8249874	27 Sept 2015	27 Sept 2014		Included	

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

Named Insured: Constellation Software Inc.
Address (including ZIP Code):

This endorsement modifies insurance provided under the:
Commercial General Liability Coverage Part

- A. **Section II – Who Is An Insured** is amended to include as an insured any person or organization who you are required to add as an additional insured on this policy under a written contract or written agreement.
- B. The insurance provided to the additional insured person or organization applies only to “bodily injury”, “property damage” or “personal and advertising injury” covered under **SECTION I - Coverage A - Bodily Injury And Property Damage Liability** and **Section I - Coverage B - Personal And Advertising Injury Liability**, but only with respect to liability for “bodily injury”, “property damage” or “personal and advertising injury” caused, in whole or in part, by:
 - 1. Your acts or omissions; or
 - 2. The acts or omissions of those acting on your behalf; and resulting directly from:
 - a. Your ongoing operations performed for the additional insured, which is the subject of the written contract or written agreement; or
 - b. “Your work” completed as included in the “products-completed operations hazard”, performed for the additional insured, which is the subject of the written contract or written agreement.
- C. However, regardless of the provisions of paragraphs A. and B. above:
 - 1. We will not extend any insurance coverage to any additional insured person or organization:
 - a. That is not provided to you in this policy; or
 - b. That is any broader coverage than you are required to provide to the additional insured person or organization in the written contract or written agreement; and
 - 2. We will not provide Limits of Insurance to any additional insured person or organization that exceed the lower of:
 - a. The Limits of Insurance provided to you in this policy; or
 - b. The Limits of Insurance you are required to provide in the written contract or written agreement.

The insurance provided to the additional insured person or organization does not apply to:

“Bodily injury“, “property damage“ or “personal and advertising injury“ arising out of the rendering or failure to render any professional architectural, engineering or surveying services including:

1. The preparing, approving or failing to prepare or approve maps, shop drawings, opinions, reports, surveys, field orders, change orders or drawings and specifications; and
2. Supervisory, inspection, architectural or engineering activities.

D. The additional insured must see to it that:

1. We are notified as soon as practicable of an “occurrence“ or offense that may result in a claim;
2. We receive written notice of a claim or “suit“ as soon as practicable; and
3. A request for defense and indemnity of the claim or “suit“ will promptly be brought against any policy issued by another insurer under which the additional insured may be an insured in any capacity. This provision does not apply to insurance on which the additional insured is a Named Insured, if the written contract or written agreement requires that this coverage be primary and non-contributory.

E. For the coverage provided by this endorsement:

1. The following paragraph is added to Paragraph 4.a. of the Other Insurance Condition of **Section IV – Commercial General Liability Conditions**:

This insurance is primary insurance as respects our coverage to the additional insured person or organization, where the written contract or written agreement requires that this insurance be primary and non-contributory. In that event, we will not seek contribution from any other insurance policy available to the additional insured on which the additional insured person or organization is a Named Insured.

2. The following paragraph is added to Paragraph 4.b. of the Other Insurance Condition of **Section IV – Commercial General Liability Conditions**:

This insurance is excess over:

Any of the other insurance, whether primary, excess, contingent or on any other basis, available to an additional insured, in which the additional insured on our policy is also covered as an additional insured by attachment of an endorsement to another policy providing coverage for the same “occurrence“, claim or “suit“. This provision does not apply to any policy in which the additional insured is a Named Insured on such other policy and where our policy is required by written contract or written agreement to provide coverage to the additional insured on a primary and non-contributory basis.

G. This endorsement does not apply to an additional insured which has been added to this policy by an endorsement showing the additional insured in a Schedule of additional insureds, and which endorsement applies specifically to that identified additional insured.

Any provisions in this Coverage Part not changed by the terms and conditions of this endorsement continue to apply as written.

COVENANT OF EQUAL OPPORTUNITY
(Application for Clearance – Terms Enforced After Contract is Awarded)

I, being a duly authorized representative of the Assetworks Inc., (hereinafter "Contractor"), do hereby enter into a Covenant of Equal Opportunity (hereinafter "Covenant") with the City of Detroit, ("hereinafter" City); obligating the Contractor and all sub-contractors not to discriminate against any employee or applicant for employment, training, education, or apprenticeship connected directly or indirectly with the performance of the contract, with respect to his or her hire, promotion, job assignment, tenure, terms, conditions or privileges of employment because of race, color, religious beliefs, public benefit status, national origin, age, marital status, disability, sex, sexual orientation, or gender identity or expression.

I understand that it is my responsibility to ensure that all potential sub-contractors are reported to the City of Detroit Human Rights Department and have a current *Contract Specific* Clearance on file prior to working on any City of Detroit contract. I further understand that the City of Detroit reserves the rights to require additional information prior to, during, and at any time after the Clearance is issued.

Furthermore, I understand that this covenant is valid for the life of the contract and that a breach of this covenant shall be deemed a material breach of the contract and subject to damages in accordance with the City of Detroit Code, Ordinance No. 27-3-2, Section (c).

RFQ / PO No. 2654324

Printed Name of Contractor: Assetworks Inc.
(Type or Print Legibly)

Contractor Address: Wayne, PA, 19087
(City) (State) (Zip)

Contractor Phone/E-mail: 905-629-8727 / Catherine.lai@trapezgroup.com
(Phone) (E-mail)

Printed Name & Title of Authorized Representative: Brian Beattie

Signature of Authorized Representative: [Signature]

Date: Mar. 8, 2012

Signature of Notary: [Signature]

Printed Name of Seal of Notary: Steve Cimicata

My Commission Expires: N/A

notary stamp →

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GENERAL SERVICES DEPT

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<input checked="" type="checkbox"/> Accepted by: <u>[Signature]</u>	<input type="checkbox"/> Rejected by: _____
Please email or fax Covenant and Award Letter to Director of Human Rights Department 1026 CAYMOC at HumanRightsCL@detroitmi.gov or fax (313) 224-3434.	