



# ERIE COUNTY WATER AUTHORITY

## INTEROFFICE MEMORANDUM

October 18, 2021

To: Terrence D. McCracken, Secretary to the Authority

From: Jeffrey C. Schlierf, Acting Manager of Information Technology *JCS*

Subject: Cityworks Software & Licensing Agreement (Extension)

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Cityworks is the GIS (Geographical Information System) based public asset management software purchased by the Authority in November 2015. It is used to manage the Authority's geographically distributed water systems throughout Erie County. Cityworks software is currently used in Line Maintenance for daily service requests, work orders, and hydrant and valve inspections.

Azteca System is the owner of this extensive platform of products and requires an annual software and licensing agreement. Our former agreement is scheduled to expire on November 30, 2021. Azteca requires the Authority to sign an annual agreement before they will issue an invoice to renew our agreement for another year.

This agreement enables the Authority to continue to utilize Cityworks software and obtain any necessary support.

The annual cost to extend the Cityworks Standard ELA is \$90,000.00.

### **Budget Information**

Unit: 8525 Information Technology

G/L: 931245 Software License Expense

The following documents are attached to process the extension of the above referenced contract:

- Blue Authorization Form.
- Copy of the redlined agreement.
- Three originals of the renewal agreement and invoice as presented by Azteca Systems LLC – Cityworks and approved by the Authority's Legal Department.

JCS

Attachment

cc: Karen Prendergast

ERIE COUNTY WATER AUTHORITY  
AUTHORIZATION FORM  
For Approval/Execution of Documents  
(check which apply)

<b>Contract:</b> <b>Project Description:</b> <u>Cityworks Software Licensing Agreement (Extension) 2021</u>	<b>Project No.:</b> _____
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**Item Description:**


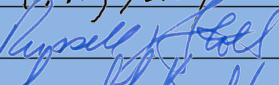

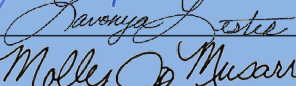
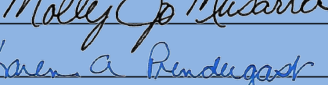
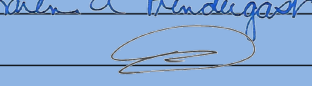

<input checked="" type="checkbox"/> Agreement	<input type="checkbox"/> Professional Service Contract	<input type="checkbox"/> Amendment	<input type="checkbox"/> Change Order
<input type="checkbox"/> BCD	<input type="checkbox"/> NYSDOT Agreement	<input type="checkbox"/> Contract Documents	<input type="checkbox"/> Addendum
<input type="checkbox"/> Recommendation for Award of Contract	<input type="checkbox"/> Recommendation to Reject Bids		
<input type="checkbox"/> Request for Proposals			
<input type="checkbox"/> Other _____			

**Action Requested:**


<input checked="" type="checkbox"/> Board Authorization to Execute	<input type="checkbox"/> Legal Approval
<input type="checkbox"/> Board Authorization to Award	<input checked="" type="checkbox"/> Execution by the Chairman
<input type="checkbox"/> Board Authorization to Advertise for Bids	<input type="checkbox"/> Execution by the Secretary to the Authority
<input type="checkbox"/> Board Authorization to Solicit Request for Proposals	
<input type="checkbox"/> Other _____	

**Approvals Needed:**

**APPROVED AS TO CONTENT:**

<input checked="" type="checkbox"/> Acting Manager of IT	<u></u>	Date: <u>10/20/2021</u>
<input checked="" type="checkbox"/> Chief Operating Officer	<u></u>	Date: <u>10/20/21</u>
<input checked="" type="checkbox"/> Executive Engineer	<u></u>	Date: <u>10/20/2021</u>
<input checked="" type="checkbox"/> Director of Administration	<u></u>	Date: <u>10/20/2021</u>
<input checked="" type="checkbox"/> Risk Manager	<u></u>	Date: <u>10/20/2021</u>
<input checked="" type="checkbox"/> Chief Financial Officer	<u></u>	Date: <u>10/20/2021</u>
<input checked="" type="checkbox"/> Legal	<u></u>	Date: <u>10/20/2021</u>

**APPROVED FOR BOARD RESOLUTION:**

<input checked="" type="checkbox"/> Secretary to the Authority	<u></u>	Date: <u>10-20-21</u>
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**Remarks:** \_\_\_\_\_

<b>Resolution Date:</b> _____	<b>Item No:</b> _____
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**Azteca Systems, LLC - Cityworks**  
 11075 S State St, Suite 24 | Sandy, UT 84070  
 801-523-2751 | Fax # 801-523-3734

Quote Number Q-11763-1  
 Created Date 9/16/2021

**Contact Information**

Contact Name:	Jeff Schlierf	Prepared By Name:	Jenn Miya
Customer:	Erie County Water Authority (NY)	Prepared By Phone:	(801) 872-9528
Contact Address:	295 Main St. Buffalo, NY 14203-2494	Prepared By Email:	jmiya@cityworks.com

**Quote Lines**

Product Name	Quantity	Net Unit Price
Server AMS Standard ELA	1.00	USD 90,000.00
AMS Native Mobile Apps ELA License	1.00	USD 0.00
AMS Respond ELA License	1.00	USD 0.00
Storeroom ELA License	1.00	USD 0.00
Equipment Checkout ELA License	1.00	USD 0.00
Contracts ELA License	1.00	USD 0.00
Cityworks for Excel ELA License	1.00	USD 0.00
eURL ELA License	1.00	USD 0.00
Cityworks Analytics for AMS	1.00	USD 0.00
<b>TOTAL:</b>		USD 90,000.00

**Maintenance Start Date: 12/1/2021    Maintenance End Date: 11/30/2022**

Quote Notes:

**Terms and Conditions**

Payment Terms  
 Payment due within 30 days

All quotations are valid for ninety-days (90) from the date above, unless otherwise stated in this quotation form. All prices quoted are in USD, unless specifically provided otherwise, above. These prices and terms are valid only for items purchased for use and delivery for the Customers listed above.

Unless otherwise referenced, this quotation is for the Cityworks software products referenced above only. Pricing for implementation services (installation, configuration, training, etc.), or other software applications is provided separately and upon request.

The procurement, installation and administration of the Esri software or any other third-party software utilized in conjunction with Cityworks will be the responsibility of the Customer.

The procurement, installation and administration of the RDBMS utilized in conjunction with Cityworks will be the responsibility of the Customer. Currently, Cityworks supports Oracle and SQL Server. The procurement, installation and administration of the infrastructure (hardware and networking) utilized in conjunction with Cityworks will be the responsibility of the Customer.

Azteca Systems, LLC acknowledges this software and licensing agreement with the Erie County Water Authority (the "Authority"), a public authority, is subject to the provisions of the New York Freedom of Information and Opening Meeting Laws. This agreement would be a public document and therefore, the terms, conditions and the quotation is subject to public disclosure including but no limited to placing a copy of this software and licensing agreement on the Authority's public website as an item placed on the agenda for approval by the Authority's Board of Commissioners.

#### Software Licensing

All Azteca Systems software offered in this quotation are commercial off-the-shelf (COTS) software developed at private expense, and is subject to the terms and conditions of the signed "Cityworks Software License and Maintenance Agreement" ("Agreement") and any and all addendums or amendments thereto. A fully executed copy of the Agreement and any addendum(s) is required before delivery and installation and usage of the software is subject to the terms of the current license agreement.

#### **Azteca Systems, LLC shall provide Certificates of Insurance certifying the coverage required by the attached "Insurance Addendum. Which is incorporated and made part of this Agreement**

Azteca Systems, LLC shall name Erie County Water Authority as an Additional Insured on all applicable liability policies

The terms and conditions of the executed Cityworks Software License Agreement apply to this Quote unless otherwise specifically stated herein. Any additional or conflicting terms set forth in any purchase orders, invoices, or other standard form documents exchanged during the ordering process, other than product descriptions, quantities, pricing, and dates are void and of no effect.

Delivery method is by way of download through Azteca Systems, LLC. customer support web portal.

#### Taxes

Prices quoted do not include any state, sales, local, or use taxes. Pursuant to Public Authorities Law § 1063, the Authority is exempt from all state, sales, local, or use taxes.

#### International Customers

These items are controlled by the U.S. government and authorized for export only to the country of ultimate destination for use by the ultimate consignee or end-user(s) herein identified. They may not be resold, transferred, or otherwise disposed of, to any other country or to any person other than the authorized ultimate consignee or end-user(s), either in their original form or after being incorporated into other items, without first obtaining approval from the U.S. government or as otherwise authorized by U.S. law and regulations.

Your signature indicates your acceptance of this Quote, and that you have read and accepted the Terms and Conditions set forth above. This software and licensing agreement shall remain in effect until November 30, 2022.

Accepted by: Jerome D. Schad

Chair, Erie County Water Authority

Title

10/28/2021

Date

**INSURANCE ADDENDUM**  
**ON-SITE (SERVICE CENTER) AND REMOTE ASSISTANCE TO SUPPORT AZTECA'S**  
**CITYWORKS CMMS**

Insurance Specs:

The following minimum insurance requirements shall apply to vendors providing services to the Erie County Water Authority (ECWA). If a service or project, in the opinion of ECWA, represents an unusual or exceptional risk, ECWA may establish additional insurance requirements for that service or project discussed and agreed to in writing between the vendor and ECWA. All insurance required herein shall be obtained at the sole cost and expense of the contractor, including deductibles and self-insured retentions, and shall be in full force and effect on the contract commencement date and for the duration of the contract. These requirements include but are not limited to the minimum insurance requirements.

Insurance Requirements:

**a. Workers Compensation:**

Part 1: Workers Compensation: Statutory

Part 2: Employers Liability: \$1,000,000 per occurrence and in the annual aggregate.

Note: If New York State domiciled employees are used, coverage to be New York Statutory for both Parts 1 and 2

**b. New York Disability Benefits Liability:** Statutory coverage if New York State domiciled employees are used.

**c. Commercial General Liability:**

- \$2,000,000. General Aggregate
- \$2,000,000. Products/Completed Operations Aggregate
- \$1,000,000. Each Occurrence
- \$1,000,000. Personal Injury/Advertising Liability
- Erie County Water Authority to be included as an Additional Insured for both on-going and completed operations (attach Additional Insured endorsement to Certificate of Insurance)
- Insurance to be primary and non-contributory

**d. Automobile Liability:**

- \$1,000,000. Each Accident
- Erie County Water Authority to be included as an Additional Insured.

**e. Umbrella Liability:**

- \$1,000,000. Each Occurrence
- \$1,000,000. Annual Aggregate
- Erie County Water Authority to be included as an Additional Insured

**f. Cyber Liability**

- \$1,000,000 Per Claim
- \$1,000,000 Annual Aggregate

Certificates of Insurance to be provided to **ECWA** prior to start of work as follows:

ACORD 25 including copy of Additional Insured Endorsement Note: If coverage provided for NYS domiciled employees require Forms C 105.2 and DB 120.1 for Workers Compensation and NYS DBL.

Certificates of Insurance, on forms approved by the New York State Department of Insurance, must be submitted to ECWA prior to the award of contract. Renewals of Certificates of Insurance, on forms approved by the New York State Department of Insurance, must be received by ECWA within 10 days following the expiration of the insurance policy period.

Certificates of Insurance and renewals, on forms approved by the New York State Department of Insurance, must be submitted to ECWA prior to the award of contract. Each insurance carrier issuing a Certificate of Insurance shall be rated by A. M. Best no lower than "A-" with a Financial Strength Code (FSC) of at least VII. The professional service provider shall include ECWA, its officers, agents and employees as additional insured on a Primary and Non-Contributory Basis, including a Waiver of Subrogation endorsement on all applicable liability policies. Any liability coverage on a "claims made" basis should be designated as such on the Certificate of Insurance. Such insurance shall continue through the term of this Agreement and vendor shall purchase at his sole expense either 1) an Extended Reporting Endorsement (also, known as Tail Coverage); or 2) Prior Acts Coverage from new insurer with a retroactive date back to the date of, or prior to, the inception of this Agreement; or 3) demonstrate through Certificates of Insurance that vendor has Maintained continuous coverage with the same or original insurer. Coverage provided under items; 1), 2), or 3) will continue as long as the law allows.

To avoid confusion with similar insurance company names and to properly identify the insurance company, please make sure that the insurer's National Association of Insurance Commissioners (N.A.I.C.) identifying number or A. M. Best identifying number appears on the Certificate of Insurance. Also, at the top of the Certificate of Insurance, please list the project number.

Acceptance of a Certificate of Insurance and/or approval by ECWA shall not be construed to relieve the outside vendor of any obligations, responsibilities or liabilities.

Certificates of Insurance should be e-mailed to [mmusarra@ecwa.org](mailto:mmusarra@ecwa.org) or mailed to Ms. Molly Jo Musarra, ECWA Claim Representative/Risk Manager Erie County Water Authority, 295 Main Street – Room 350, Buffalo, New York 14203-2494, or If you have any questions you can contact Ms. Musarra by e-mail or phone (716) 849-8465.