

**AMENDMENT TO AGREEMENT DATED 3/25/2013 BETWEEN
PICTOMETRY INTERNATIONAL CORP. ("Pictometry")
AND
WILLIAMSON COUNTY, TX ("Customer")**

1. This Amendment, including all Sections and Appendices referenced herein (collectively, this "Amendment") is entered into by and between Pictometry and Customer and supplements and modifies the terms of the Agreement dated 3/25/2013 as, to the extent applicable, previously modified by addenda or amendments thereto (collectively, the "Agreement").

Section A: Product Descriptions, Prices and Fees

2. MODIFICATIONS TO AGREEMENT:

Third and Fourth Captures

- a. The products, product descriptions, prices, and fees set forth in Section A of the Agreement, with respect to the Third and Fourth Captures, shall be deleted in their entirety and replaced with the products, product descriptions, prices, and fees set forth in Section A attached to this Amendment.
- b. The sector map attached to this Amendment shall be added to the Agreement.

Except as expressly modified by this Amendment, all other terms and conditions set forth in the Agreement shall remain in full force and effect.

This Amendment shall become effective only upon execution by duly authorized officers of Customer and Pictometry, respectively, and receipt by Pictometry of such fully executed document.

PARTIES:

CUSTOMER	PICTOMETRY
WILLIAMSON COUNTY, TX	PICTOMETRY INTERNATIONAL CORP.
(entity type)	a Delaware corporation
SIGNATURE: 	SIGNATURE: 
NAME: Dan Gattis	NAME: Linda B. Salpini
TITLE: County Judge	TITLE: Senior Vice President, Finance
DATE: 10/18/2014	EXECUTION DATE: 10/29/14
	DATE OF RECEIPT (EFFECTIVE DATE)

SECTION A**PRODUCT DESCRIPTIONS, PRICES AND FEES**

Pictometry International Corp.
100 Town Centre Drive, Suite A
Rochester, NY 14623

ORDER #

C123601

BILL TO

Williamson County, TX
Richard Sample, GIS Manager
301 SE Inner Loop, Suite 105
Georgetown, Texas 78626
(512) 943-1489
rsample@wilco.org

SHIP TO

Williamson County, TX
Richard Sample, GIS Manager
301 SE Inner Loop, Suite 105
Georgetown, Texas 78626
(512) 943-1489
rsample@wilco.org

CUSTOMER ID

A117697

SALES REP

MThom

FREQUENCY OF PROJECT

Annual

THIRD CAPTURE

QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE (%)	AMOUNT ¹
9	IMAGERY - NEIGHBORHOOD - 4-way (N5) (4in) Per Sector	Product includes 4-inch GSD oblique frame images (4-way), 4-inch GSD orthogonal frame images, 1-meter GSD ortho mosaic sector tiles and one area-wide 1-meter GSD mosaic (ECW format). Orthogonal GSD: 0.32 feet/pixel; Nominal Oblique GSD (all values +/-10%): Front Line: 0.33 feet/pixel, Middle Line: 0.36 feet/pixel, Back Line: 0.44 feet/pixel.	\$400.00		\$3,600.00
9	Mosaic Standard Tiles (4in) Per Sector (JPG)	4-inch GSD Mosaic Tiles in JPG Format. Tiles are provided "as is." Refer to license agreement for additional details.	\$40.00	\$20.00 (50%)	\$180.00
1	Media Drive Capacity 931G - Drive Model 1T - EXTPOWER	External USB 2.0 / eSATA Externally Powered. Delivery media prices include copying a complete image library onto media. Sub-warehousing sold separately.	\$199.00	\$99.50 (50%)	\$99.50
9	Mosaic Tile Area-wide in MrSID Format - 4in GSD Per Sector (Combined)	New processing or re-processing of MRSID area-wide mosaics of 4-inch GSD imagery. Tiles are provided "as is." Refer to license agreement for additional details.	\$8.00	\$2.00 (75%)	\$18.00
1	EAP PROGRAM	Refer to detailed description of EAP Program in the Agreement.	\$0.00		\$0.00
1	Electronic Field Study (EFS)	One copy of Electronic Field Study software, latest version.	\$0.00		\$0.00
1	Oblique Imagery Bundle with One (1) Year of EFS Maintenance & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, five (5) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	\$0.00		\$0.00
1	Pictometry for ArcGIS Desktop - Active X Extension - Government (Seat)	Pictometry for ArcGIS Desktop. Active X extension compatible with ArcMap versions 9.3xx and 10.	\$0.00		\$0.00
SUBTOTAL - THIRD CAPTURE					\$3,897.50

FOURTH CAPTURE

QTY	PRODUCT NAME	PRODUCT DESCRIPTION	LIST PRICE	DISCOUNT PRICE (%)	AMOUNT ¹
9	IMAGERY - NEIGHBORHOOD - 4-way (N5) (4in) Per Sector	Product includes 4-inch GSD oblique frame images (4-way), 4-inch GSD orthogonal frame images, 1-meter GSD ortho mosaic sector tiles and one area-wide 1-meter GSD mosaic (ECW format). Orthogonal GSD: 0.32 feet/pixel; Nominal Oblique GSD (all values +/-10%): Front Line: 0.33 feet/pixel, Middle Line: 0.36 feet/pixel, Back Line: 0.44 feet/pixel.	\$400.00		\$3,600.00
9	Mosaic Standard Tiles (4in) Per Sector (JPG)	4-inch GSD Mosaic Tiles in JPG Format. Tiles are provided "as is." Refer to license agreement for additional details.	\$40.00	\$20.00 (50%)	\$180.00

1	Media Drive Capacity 931G - Drive Model 1T - EXTPOWER	External USB 2.0 / eSATA Externally Powered. Delivery media prices include copying a complete image library onto media. Sub-warehousing sold separately.	\$199.00	\$99.50 (50%)	\$99.50
9	Mosaic Tile Area-wide in MrSID Format - 4in GSD Per Sector (Combined)	New processing or re-processing of MRSID area-wide mosaics of 4-inch GSD imagery. Tiles are provided "as is." Refer to license agreement for additional details.	\$8.00	\$2.00 (75%)	\$18.00
1	EAP PROGRAM	Refer to detailed description of EAP Program in the Agreement.	\$0.00		\$0.00
1	Electronic Field Study (EFS)	One copy of Electronic Field Study software, latest version.	\$0.00		\$0.00
1	Oblique Imagery Bundle with One (1) Year of EFS Maintenance & Support	Includes digital copy of the Licensed Documentation for the License Software, two (2) End User Training Sessions, one (1) Advanced User Technical Training, one (1) Administration / IT Training Session, five (5) hours of telephone support, one copy of Pictometry Electronic Field Study (EFS) software, latest version, on the storage media specified herein, and access to download updated versions of the EFS Licensed Software for a period of one years from the initial date of shipment of the EFS software, along with a copy of the updated documentation.	\$0.00		\$0.00
1	Pictometry for ArcGIS Desktop - Active X Extension - Government (Seat)	Pictometry for ArcGIS Desktop. Active X extension compatible with ArcMap versions 9.3xx and 10.	\$0.00		\$0.00
SUBTOTAL - FOURTH CAPTURE					\$3,897.50

Thank you for choosing Pictometry as your service provider.	TOTAL	\$7,795.00
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¹Amount per product = ((1-Discount %) * Qty * List Price)

FEES

THIRD CAPTURE

Due at Shipment of Imagery \$3,897.50

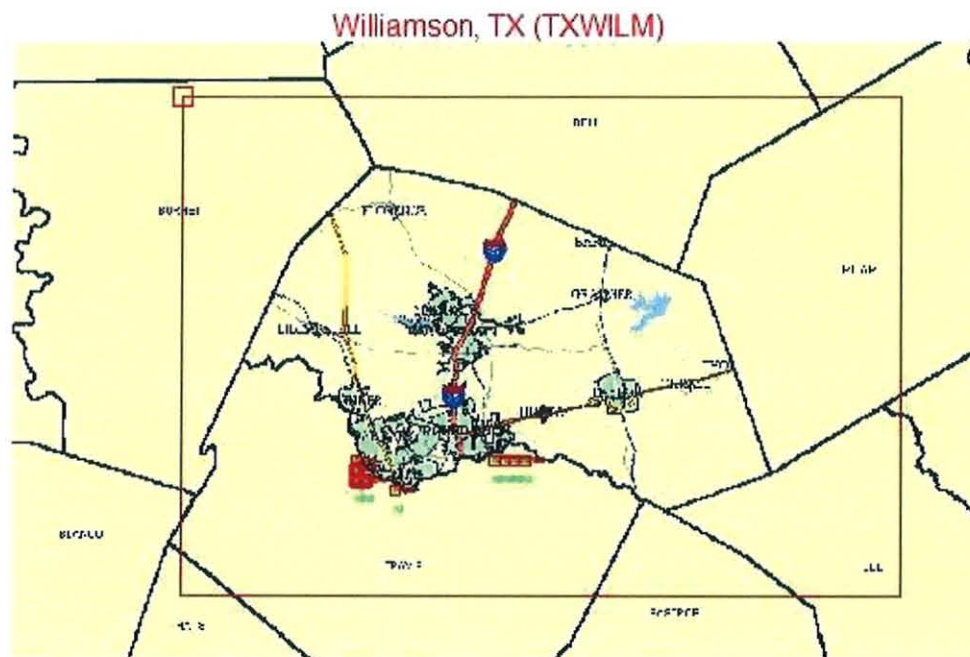
Total Payments \$3,897.50

FOURTH CAPTURE

Due at Shipment of Imagery \$3,897.50

Total Payments \$3,897.50

SECTOR MAP



Community Sectors: 0 Neighborhood Sectors: 9