

CONTRACT AWARDS FOR CONSTRUCTION, PROFESSIONAL SERVICES, AND
GOODS AND SERVICES

PROJECT NAME: InfoCare Renewal

CONTRACT NUMBER: Purchase Order

CONTRACT AMOUNT: \$74,361.83

CONTRACTOR: Innovyze, Inc.

NOTICE OF AWARD DATE: 07/8/2020
(mm/dd/yyyy)

CONTACT INFORMATION

CONTACT PERSON: Kathy Hoffman

PHONE: 748-5071

E-MAIL: FN_Procurement@hbws.org

Order Number 225336 000 OP
 Branch/Plant 5835

Shipped From INNOVYZE, INC.
 6720 SW MACADAM AVENUE, SUITE 150
 PORTLAND OR 97219

Ship To TECHNICAL ENGINEERING PROJECTS
 630 S. BERETANIA ST
 COMPUTER OPERATIONS
 ATTN: LYANN OKADA
 HONOLULU HI 96843

Ordered 7/8/2020 Freight
 Requested 7/8/2020 Order Taken By Currency Code USD Base Currency USD
 Delivery

Approved for Sole Source Procurement pursuant to Section 3-122-81, No. 4, Hawaii Administrative Rules.
 Quotation# Q-64513

Line	Rev	Description /Supplier Item	Ordered	UOM	Unit Price	PU UM	Extended Price	Request Date	Order No	Ty
1.000	0	Innovyze InfoCare Renewal		EA	.0000	EA	74,361.83	7/8/2020	00133582	OR
							Total Order	74,361.83		
							Total Order	74,361.83		
Term	Net 30 Days									
		Tax Rate			.00		74,361.83			



Empowering water experts

Quotation Date: 22-June-2020
Quote Valid Until: 15-July-2020
Payment Terms: NET 30

TOTAL
74,361.83 USD

QUOTATION NO.
Q-64513

Innovyze Inc
6720 S Macadam Ave. Ste 200
Portland, Oregon 97219-2368
United States

Main: + 1 (888) [REDACTED]
Federal Tax ID: [REDACTED]
[Terms and Conditions](#)

PRODUCT	DISC (%)	UNIT PRICE	QTY	TOTAL
InfoWater Suite Floating (Unlimited Links)	50.00	26,790.00	1	-13,395.00
Credit for Product Upgrade				
Serial No: IWR01SUNL02-F000795				
InfoWater Suite Floating (Unlimited Links) - InfoCare Renewal		5,358.00	1	-3,125.50
InfoCare Credited from: 15-July-2020 through 14-February-2021. Credited amount will reflect any purchase price discount applied.				
InfoSurge Floating (Unlimited Links) - InfoCare Renewal		-4,413.00	1	-2,574.25
InfoCare Credited from: 15-July-2020 through 14-February-2021. Credited amount will reflect any purchase price discount applied.				
InfoWater Floating (Unlimited Links)	50.00	25,215.00	2	-25,215.00
Credit for Product Upgrade				
Serial No: IWR01RUNL07-F000229				
InfoWater Floating (Unlimited Links) - InfoCare Renewal		5,043.00	2	-5,883.50
InfoCare Credited from: 15-July-2020 through 14-February-2021. Credited amount will reflect any purchase price discount applied.				
InfoWater Pro Suite Floating (Unlimited Links)		43,250.00	1	43,250.00
InfoWater Pro Suite Floating (Unlimited Links) - InfoCare		8,650.00	1	5,045.83
15-July-2020 to 14-February-2021				
InfoWater Pro Floating (Unlimited Links)		31,525.00	2	63,050.00
InfoWater Pro Floating (Unlimited Links) - InfoCare		6,305.00	2	7,355.83
15-July-2020 to 14-February-2021				
InfoSurge Pro Floating (Unlimited Links) - InfoCare		4,545.00	1	2,651.25
15-July-2020 to 14-February-2021				
SUBTOTAL				71,159.66
TAX				3,202.17
TOTAL				74,361.83

PA 133982 7.2 Nicole 2/23/20

BILL TO

SHIP TO

AUTHORIZATION

Honolulu Board of Water Supply
630 S Beretania St
Honolulu, HI 96843-0001
United States

Honolulu Board of Water Supply
630 S Beretania St
Honolulu, HI 96843-0001
United States

Main Contact:
Ann Wong

The estimated tax due, is as identified, an estimate. Actual taxable amount may vary. Customer is responsible for all tax liabilities and/or obligations that result from any purchase identified on, or result from, this quotation. If customer is tax exempt, a copy of a valid exemption certificate must be provided to Innovyze.

Technical support and/or maintenance services ("Support Services") are offered pursuant to this quotation and the Innovyze Software Maintenance & Support Agreement. To receive Support Services, customer acknowledges and agrees that it must at all times continue to be party to the Innovyze Software Maintenance & Support Agreement without interruption. Customer acknowledges and agrees that in the event the Innovyze Software Maintenance & Support Agreement is not renewed or is allowed to lapse (whether as a result of non-renewal, lack of payment, or otherwise): (i) Innovyze will have no obligation to provide customer with the Support Services or any other technical support and/or maintenance of any kind; and (ii) in order to again be eligible to receive Support Services, customer will be required to pay all delinquent payment/outstanding balances due, regardless of duration, plus a twenty-five percent (25%) reinstatement fee.

Any software delivered in connection with this quotation is governed by the Innovyze Standard License Agreement.

In addition to the Company's standard terms and conditions:

- The associated terms for the above products and/or services (the "Solution Set") are, as issued herein, non-cancellable and non-refundable ("NCNR");
- Any prepayment made by customer to Company, as associated with the above Solution Set(s) is also considered non-cancellable and non-refundable ("NCNR"). Modification and/or change to a Solution Set does not alter the NCNR status.
- Customer acknowledges that the NCNR clause shall supersede any and all other applicable language, in any agreement, by and between the parties; where there is a conflict, NCNR terms shall rule.

The undersigned hereby certifies that the individuals and/or positions, as represented by signature below, have the authority to legally bind Customer; to execute any agreement, amendment or change order on behalf of Customer. Explicitly, that binding authority has been granted by proper order, resolution, ordinance or other authorization of Customer. Further, by signing below, Customer acknowledges its consent to the terms and conditions as identified above.

Signature:



Date:

7/1/2020

Name (Print):

Lyann Okada

Title:

TEP Branch Head



June 18, 2020

Ms. Lyann Okada, PE
Manager, Information Technology Division
Board of Water Supply
630 So Bertania Street
Honolulu, HI 96843

Re: Innovyze, Inc. Software & Sole Source

Dear Ms. Okada:

In reference to communications between our organizations, the intent of this letter is to ensure that there is clarity regarding our sole source statement.

Innovyze, Inc. ("Company") was created by way of a merger between Innovyze and XP Solutions in May 2017. Company is the sole and exclusive developer, owner, and distributor of InfoAsset Planner, InfoWater Pro, InfoSurge Pro, InfoWater, InfoSurge, InfoWater MSX add-on Software Packages, including all Suite versions, Viewers, updates, upgrades, and Annual Maintenance (individually and collectively "Software"), within the United States of America.

No other party, directly or indirectly, is currently authorized to sell the Software in the United States of America, as Innovyze, Inc. is the sole-source for manufacturing and distributing the Software within the United States of America.

We maintain the exclusive rights to sell licenses to the Software and we have no approved, authorized or permitted distributors or resellers selling the Software in the United States of America. While Company has in the past authorized certain third party aggregators to distribute the Software to certain end customers when Company is expressly requested to do so by the end customer, Innovyze only grants such third party aggregators the limited right to distribute the Software on a one-off basis (and under Innovyze's direction and control) to the specific end customer as part of that single transaction. Such third-party aggregators do not have any other rights to distribute or sell licenses to the Software.

While Company has entered into distribution relationships with certain international channel partners, those channel partners operate outside of the United States of America and are prohibited from selling Company's software products within the United States of America pursuant to the terms and conditions of Company's standard channel partner agreement. The software is further protected by trademarks and/or copyright rights owned by Company and/or its affiliated companies.

Sincerely,

Innovyze Inc.
Corporate Headquarters
6720 SW Macadam Avenue,
Suite 150
Portland, Oregon 97219
USA

605 East Huntington Drive,
Suite 205
Monrovia, California 91016
USA

370 Interlocken Boulevard,
Suite 630
Broomfield, Colorado 80021
USA

103937987.1.0059963-00001





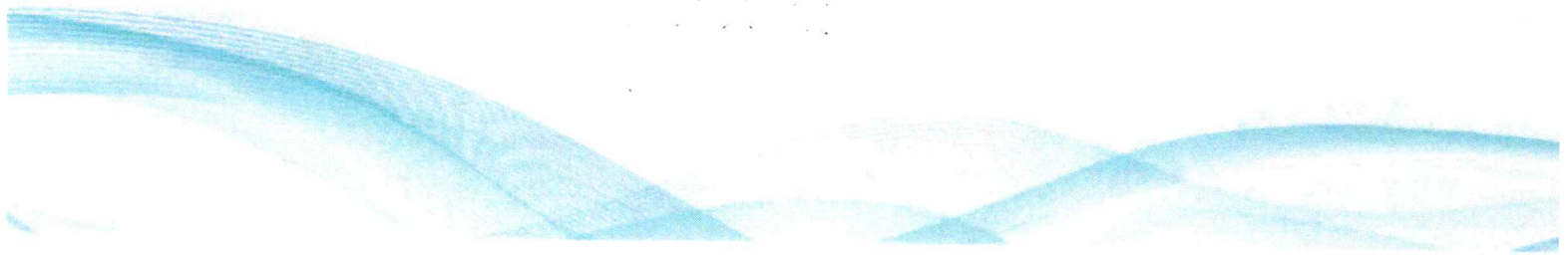
Michael P. McGuire

SVP

Americas Sales & Global Strategic Partnerships

Michael.McGuire@Innovyze.com

720.317.7000





Honolulu Board of Water Supply Small Purchase Request for Quotes

Division: Information Technology

Date: July 6, 2020

Contact Name: Ann Wong

Phone: [REDACTED]

PLEASE PROVIDE A WRITTEN QUOTATION for the following good/service/construction
(Describe below or see attached specifications including additional information or terms (i.e. delivery time, warranty period, etc.): **Total Sum Price shall be based on F.O.B. places of destination. Price quote must be good for a minimum of 30 days.**


Quotation Deadline: July 15, 2020 Via email to: [REDACTED]

VENDOR TO COMPLETE THIS SECTION

Item No.	Description of Item	QTY	UNIT PRICE	TOTAL PRICE
	Refer to attached Quote Q-64513			
By submitting this quote the Vendor acknowledges and accepts the Board of Water Supply's Terms and Conditions found at: https://www.boardofwatersupply.com/bws/media/files/procurement/purchase-orders/gtc-purchase-orders-2020-01.pdf			Shipping/ Handling	
			All applicable taxes & fees	
			TOTAL SUM PRICE	\$74,361.83

Company Name: Innovyze, Inc. Phone: 310.995.8252

Address: 6720 SW Macadam Ave., Ste 200, Portland OR 97219 Proposal / Quotation No.: Q-64513

Signature: 

Date: July 6, 2020

Print Name: Tyler S. Spring

Email: [REDACTED]

Title: SVP Sales Operations

PLEASE RETURN THIS COMPLETED FORM VIA EMAIL TO THE EMAIL ADDRESS STATED ABOVE