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CLERK OF THE BOARD
OF COUNTY COMMISSIONERS
MIAMI-DADE COUNTY, FLORIDA

Memorandum

MIAMI-DADE COUNTY

Date: October 9, 2025

To: Honorable Chairman Anthony Rodriguez
and Members, Board of County Commissioners

From: Daniella Levine Cava
Mayor

Agenda Item No. 8(N)(5)

Resolution No. R-953-25

Subject: Request for a Non-Competitive Designated Purchase for Additional Time and Expenditure Authority for *Contract No. RFP808*, Computer Aided Dispatch/Automated Vehicle Locator System (CAD/AVL) Replacement Project

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Executive Summary

This item seeks Board approval for a five-year contract extension and additional expenditure authority of $11,000,000 for continued and enhanced services related to the Department of Transportation and Public Works' (DTPW) Computer Aided Dispatch/Automated Vehicle Locator (CAD/AVL) System, provided by Clever Devices Ltd. (Clever). This mission-critical system supports real-time vehicle tracking, dispatch and communications, and operational data analysis for Metrobus, Metrorail, and Metromover.

Under the extended term, Clever will continue providing maintenance and technical support; upgrade the CAD/AVL application to the most current version; provide perpetual and Software-as-a-Service (SaaS) licenses; and implement new functionality for battery-electric bus operations, disruption management, and real-time vehicle and operator assignments. These enhancements include advanced Electric Vehicle Management System (EVMS) features to manage DTPW's incoming fleet of 100 sixty-foot articulated electric buses, such as charge management, route optimization, and energy-status monitoring prior to operator logon.

As part of DTPW's technology modernization strategy, a competitive solicitation will be issued for a replacement CAD/AVL system, as further detailed in the Background section. Given the complexity of procurement and implementation, the transition to a new system will take multiple years. This extension will ensure uninterrupted support during that period, maximize the County's existing investment and position DTPW to competitively procure the most advanced and cost-effective solution to modernize operations, improve efficiency and enhance the customer experience. Accordingly, it is in the County's best interest to approve this designated purchase pursuant to Section 2-8.1(b)(3) of the Miami-Dade County Code, as competition for ongoing support is not practicable at this time due to the proprietary nature of the current system.

Recommendation

It is recommended that the Board approve this request for a non-competitive designated purchase under *Contract No. RFP808*, *Computer Aided Dispatch/Automated Vehicle Locator System (CAD/AVL) Replacement Project*, by a two-thirds vote of the Board members present, pursuant to Section 2-8.1(b)(3) of the Miami-Dade County Code. Approval will extend the contract term by five years and increase the expenditure authority by $11,000,000. This extension will allow DTPW to continue receiving maintenance and technical support under existing contract terms and engage Clever to provide professional services for system upgrades and electric vehicle management functionality to support the incoming fleet of electric buses.

Background

The current contract was competitively awarded on November 5, 2013, via Resolution No. R-891-13, for a 12-year term. Under this contract, DTPW purchased, implemented, integrated, and now operates the CAD/AVL System, which is essential to transit service delivery. The system integrates with vehicle location tracking, route adherence monitoring, incident reporting, vehicle diagnostics, operator communications, electronic signage, automated passenger counting, and traffic signal prioritization.

Consistent with the tenets of WISE305 (i.e., Miami-Dade County's efficiency and fiscal responsibility initiative), DTPW continually evaluates its technology portfolio in coordination with the Information Technology Department (ITD) to modernize operations, improve efficiency, and reduce costs, undertaking open competitive system replacements where feasible. The CAD/AVL System has been identified as a priority for replacement with a single, integrated platform that will consolidate multiple functions, eliminate redundancies and simplify administration. There are numerous solutions in the marketplace that can meet these comprehensive needs and improve both operations and customer experience. In the current technology environment, in addition to the existing CAD/AVL System, additional supplemental systems such as transit performance analysis software and automated passenger counting hardware and software are required to meet the comprehensive needs of DTPW that are anticipated to be consolidated under the scope of the CAD/AVL replacement solicitation. As such, future designated purchases to extend related contracts, as they approach expiration, may be presented to the Board to align with the term of *Contract No. RFP808*.

DTPW has conducted extensive market research and industry outreach to identify the most effective competitive solicitation method for system replacement, balancing open competition with project risk management. To that end, DTPW plans to issue a two-phase solicitation: (1) Qualifications Review to shortlist vendors with demonstrated capability; and (2) Proof of Concept and Technical Proposal to allow shortlisted vendors to demonstrate live system performance in the DTPW environment before contract award. Although this process extends the procurement timeline, it will reduce the risk of implementation failure by validating functionality in real-world operations before long-term commitment. A subsequent Request to Advertise, delineating the process, outlining the procurement timeline, and seeking approval of compensation for Proof of Concept participants, will be presented for Board approval.

Additionally, DTPW is coordinating with ITD to migrate the OpenSky radio network, which is integrated with the CAD/AVL System, to the new P25 standard due to the end-of-life status of OpenSky. If this migration requires funding above the County Mayor's delegated authority, a separate designated purchase item will be presented to the Board.

In the interim, Clever remains the sole proprietary provider of maintenance and support services for the existing system. Continuing services through Clever is the only viable option to ensure uninterrupted system operation for the existing CAD/AVL system and integration with incoming electric buses, which will be deployed on the South Dade TransitWay and other Metrobus routes. Therefore, competition for ongoing support is not practicable at this time due to the proprietary nature of the system. DTPW worked extensively with Clever to refine the scope of the professional services engagement for the upgrade of the system and implementation of the EVMS features, and to negotiate cost to ensure fiscal responsibility, resulting in a cost reduction of $573,000 and a payment schedule that spreads the implementation costs over a three-year period. These efforts resulted in an extended timeline for placing this item on the Board agenda. Approval of this designated purchase pursuant to Section 2-8.1(b)(3) of the Miami-Dade County

Code is in the County's best interest to ensure continuity of service during the transition to a replacement system.

Scope
The impact of this item is countywide in nature.

Delegated Authority
The County Mayor or the County Mayor's designee will have the authority to execute Supplemental Agreement No. 4 and exercise all provisions of the contract, including any cancellation or extensions, pursuant to Section 2-8.1 of the County Code and Implementing Order 3-38.

Fiscal Impact/Funding Source
The contract expires on November 30, 2025, and has an existing cumulative allocation of $14,386,044. If this request is approved, the contract will have a modified cumulative allocation of $25,386,044 and will expire on November 30, 2030. The requested increase in expenditure authority is based on the negotiated rates for the professional services required to upgrade to an enhanced software version and ongoing maintenance and support services over the additional five-year term as well as contingency funds for future services, which may include additional services related to cyber security, infrastructure upgrades, or other operational needs. These costs were determined through an analysis of the required technical enhancements, projected system support needs, and the long-term operational requirements of DTPW.

Department	Existing Cumulative Allocation	Additional Allocation Requested*	Modified Cumulative Allocation	Funding Source	Contract Manager
DTPW	$14,386,044	$11,000,000	$25,386,044	DTPW Operating Funds	Alonzo Joseph
Total:	**$14,386,044**	**$11,000,000**	**$25,386,044**		

*The requested additional allocation for Fiscal Year 2025-26 can be found in the Fiscal Year 2025-26 Proposed Budget & Multi-Year Capital Plan, Volume 2, Transportation and Public Works, page 128, Other Operating.

Track Record/Monitor
Vaness Stroman of the Strategic Procurement Department (SPD) is the Procurement Contracting Manager. Alonzo Joseph of DTPW is the Chief of Contracts and Procurement.

Awarded Vendor

Vendor	Principal Address	Local Address	Principal
Clever Devices Ltd.	300 Crossways Park Drive Woodbury, NY 11797	None	Francis Ingrassia

Due Diligence
Pursuant to Resolution No. R-187-12, due diligence was conducted in accordance with SPD's Procurement Guidelines to determine vendor responsibility, including verifying corporate status and that there are no performance and compliance issues through various vendor responsibility lists and a keyword internet search. The lists that were referenced included convicted vendors, debarred vendors, delinquent contractors, suspended vendors, and federal excluded parties. There were no adverse findings relating to vendor responsibility.

Applicability of Ordinances and Contract Measures

- The two percent User Access Program applies where permitted by funding source.
- The Small Business Enterprise Selection Factor does not apply.
- Local Preference does not apply.
- The Living Wage Ordinance does not apply.

Jimmy Morales
Chief Operating Officer

MEMORANDUM
(Revised)

TO: Honorable Chairman Anthony Rodriguez
and Members, Board of County Commissioners

DATE: October 9, 2025

FROM: Geri Bonzon-Keenan
County Attorney

SUBJECT: Agenda Item No. 8(N)(5)

Please note any items checked.

_____ **"3-Day Rule" for committees applicable if raised**

_____ **6 weeks required between first reading and public hearing**

_____ **4 weeks notification to municipal officials required prior to public hearing**

_____ **Decreases revenues or increases expenditures without balancing budget**

_____ **Budget required**

_____ **Statement of fiscal impact required**

_____ **Statement of social equity required**

_____ **Ordinance creating a new board requires detailed County Mayor's report for public hearing**

_____ **No committee review**

✓
_____ **Applicable legislation requires more than a majority vote (i.e., 2/3's present ____, 2/3 membership ____, 3/5's ____, unanimous ____, majority plus one ____, CDMP 7 vote requirement per 2-116.1(3)(h) or (4)(c) ____, CDMP 2/3 vote requirement per 2-116.1(3) (h) or (4)(c) ____, CDMP 9 vote requirement per 2-116.1(4)(c) (2) ____) to approve**

_____ **Current information regarding funding source, index code and available balance, and available capacity (if debt is contemplated) required**

Approved _____ Mayor
Veto _____
Override _____

Agenda Item No. 8(N)(5)
10-9-25

RESOLUTION NO. R-953-25

RESOLUTION AUTHORIZING AWARD OF A DESIGNATED PURCHASE PURSUANT TO SECTION 2-8.1(B)(3) OF THE COUNTY CODE BY A TWO-THIRDS VOTE OF THE BOARD MEMBERS PRESENT; AUTHORIZING ADDITIONAL TIME OF FIVE YEARS AND EXPENDITURE AUTHORITY IN THE AMOUNT OF $11,000,000.00 FOR CONTRACT NO. RFP808; AND AUTHORIZING THE COUNTY MAYOR OR COUNTY MAYOR'S DESIGNEE TO EXECUTE SUPPLEMENTAL AGREEMENT NO. 4 ON BEHALF OF MIAMI-DADE COUNTY AND TO EXERCISE ALL PROVISIONS OF THE CONTRACT, INCLUDING ANY CANCELLATION OR EXTENSIONS, PURSUANT TO SECTION 2-8.1 OF THE CODE OF MIAMI-DADE COUNTY, FLORIDA AND IMPLEMENTING ORDER 3-38

WHEREAS, this Board desires to accomplish the purposes outlined in the accompanying memorandum, a copy of which is incorporated herein by reference,

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COUNTY COMMISSIONERS OF MIAMI-DADE COUNTY, FLORIDA, that:

Section 1. This Board finds it is in the best interest of Miami-Dade County to approve a designated purchase under Contract No. RFP808, Computer Aided Dispatch/Automated Vehicle Locator System (CAD/AVL) Replacement Project, authorizing additional time of five years and expenditure authority in the amount of $11,000,000.00 for a total modified contract value of $25,386,044.00, for the Department of Transportation and Public Works.

Section 2. This Board authorizes the County Mayor or County Mayor's designee to execute Supplemental Agreement No. 4 to Contract No. RFP808 in substantially the form attached hereto, and to exercise all provisions of the Contract, including any cancellation and extension provisions pursuant to section 2-8.1 of the Code of Miami-Dade County, Florida and Implementing Order 3-38.

The foregoing resolution was offered by Commissioner **Raquel A. Regalado**, who moved its adoption. The motion was seconded by Commissioner **Marleine Bastien** and upon being put to a vote, the vote was as follows:

Anthony Rodriguez, Chairman	**aye**		
Kionne L. McGhee, Vice Chairman	**aye**		
Marleine Bastien	**aye**	Juan Carlos Bermudez	**aye**
Sen. René García	**aye**	Oliver G. Gilbert, III	**aye**
Roberto J. Gonzalez	**aye**	Keon Hardemon	**aye**
Danielle Cohen Higgins	**aye**	Eileen Higgins	**aye**
Natalie Milian Orbis	**aye**	Raquel A. Regalado	**aye**
Micky Steinberg	**aye**		

The Chairperson thereupon declared this resolution duly passed and adopted this 9th day of October, 2025. This resolution shall become effective upon the earlier of (1) 10 days after the date of its adoption unless vetoed by the County Mayor, and if vetoed, shall become effective only upon an override by this Board, or (2) approval by the County Mayor of this resolution and the filing of this approval with the Clerk of the Board.

MIAMI-DADE COUNTY, FLORIDA
BY ITS BOARD OF
COUNTY COMMISSIONERS

JUAN FERNANDEZ-BARQUIN, CLERK

By: **Basia Pruna**
Deputy Clerk

Approved by County Attorney as
to form and legal sufficiency.

Bruce Libhaber

SUPPLEMENTAL AGREEMENT NO. 4

Contract Number: **RFP808**

Contract Title: **COMPUTER AIDED DISPATCH/AUTOMATED VEHICLE LOCATOR REPLACEMENT PROJECT AND KENDALL DRIVE SIGNALIZATION SOLUTION**

Contractor: **Clever Devices Ltd.**
300 Crossways Park Drive
Woodbury, NY 11797

In accordance with the above referenced Contract, this Supplemental Agreement No. 4, when properly executed, shall become part of the Contract, and amends the Contract as follows:

A. In accordance with Article 5, *"Contract Term,"* this Supplemental Agreement No. 4 extends the contract term for an additional five (5) years. The contract expiration date is therefore extended through November 30, 2030, payable pursuant to the Payment Schedule attached hereto as Attachment B.

B. The Contractor shall provide ongoing services and functional upgrades in the manner outlined within the Scope of Work attached hereto as Attachment A.

C. The Contractor agrees to maintain the pricing specified in the Payment Scheduled attached hereto as Attachment B as firm and fixed for the term of the Contract. Miami-Dade County reserves the right, at its sole discretion, to select additional services during the term of the Contract. Should Miami-Dade County choose to select additional services, such selections will be formalized through the execution of a subsequent Supplemental Agreement.

All other terms, covenants and conditions of the original Contract, and any Supplemental Agreement(s) issued thereto, shall remain in full force and effect, except to the extent herein amended.

IN WITNESS WHEREOF, the parties have executed this Supplemental Agreement No. 4 to County Contract No. 808, *Computer Aided Dispatch/Automated Vehicle Locator Replacement Project and Kendall Drive Signalization Solution.*

Clever Devices Ltd.

By: Signed by: Francis J. Ingrassia

Name: Francis J. Ingrassia

Title: President

Date: 8/6/2025

Attest: Signed by: Andrew Stanton
Corporate Secretary/Notary

CLEVER DEVICES LTD. CORPORATE SEAL 1988 NEW YORK

Miami-Dade County

By: ______________________

Name: Daniella Levine Cava

Title: Mayor

Date: ______________________

Attest: ______________________
Clerk of the Board

Approved as to form
and legal sufficiency

____
Assistant County Attorney

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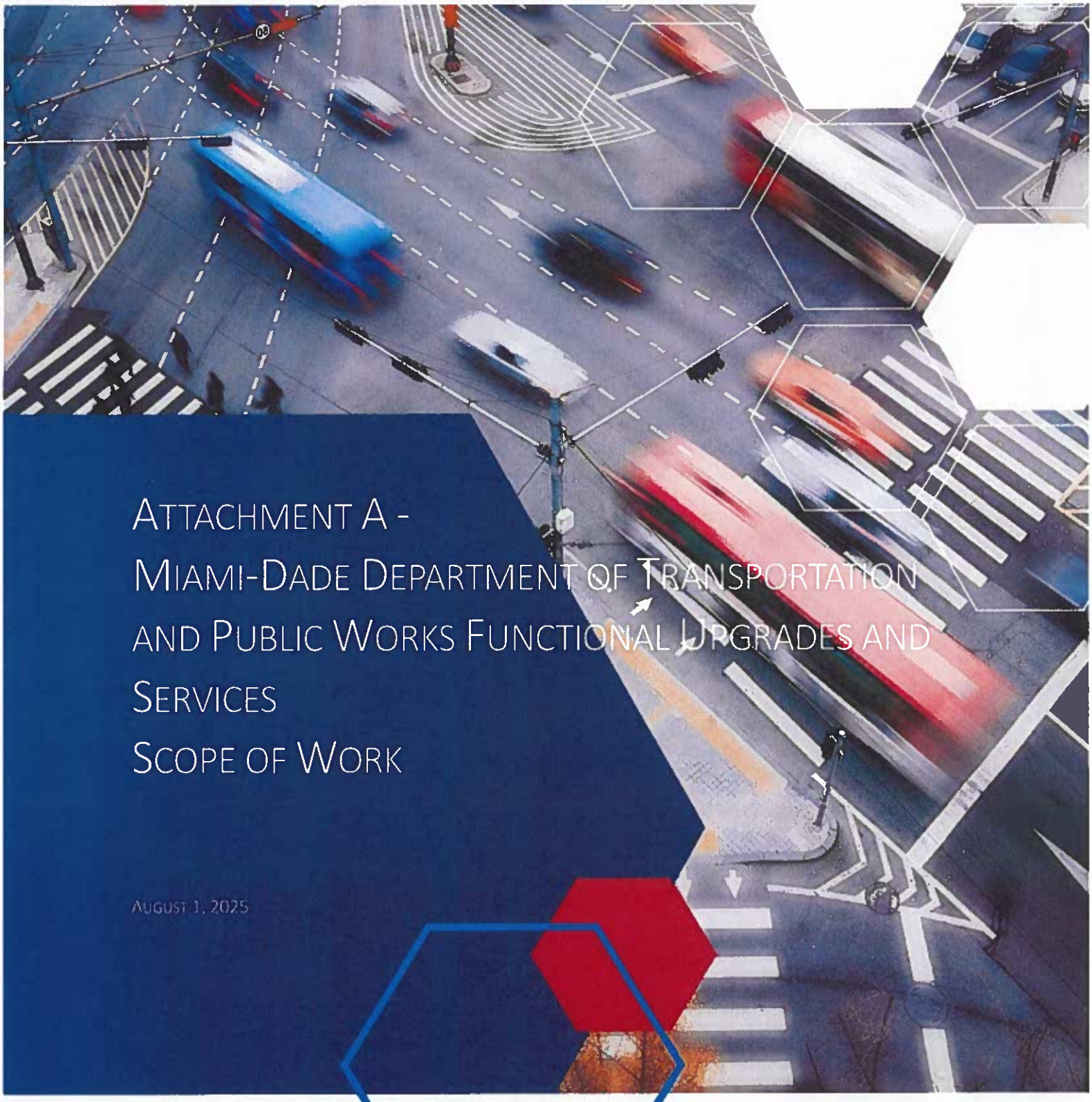
Clever Devices
Where Mobility Matters



Attachment A - Miami-Dade Department of Transportation and Public Works Functional Upgrades and Services Scope of Work

August 1, 2025

300 Crossways Park Drive
Woodbury, New York 11797

516-433-6100

www.cleverdevices.com

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CONTENTS

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1 EXECUTIVE SUMMARY

This Statement of Work (SOW) defines the continuation of services and functional upgrades to the Intelligent Transportation System (ITS) currently deployed by the Department of Transportation and Public Works (DTPW) under contract RFP808.

Since the original ITS deployment in 2013, advancements in cellular communications and computing have enabled new functionalities that enhance passenger experience and improve efficiencies in fleet operations. These advancements form the technical basis for the services and upgrades outlined in this SOW.

To support these technological capabilities, DTPW has installed mobile access routers on its bus fleet to enable fleetwide connectivity. This infrastructure enables the deployment of the ITS services and enhancements described in this SOW.
This SOW includes the following elements:

- Extension of current services and updates to existing applications, as detailed in Section 3.1.
- Implementation of Clever Devices' Electric Vehicle Management Solution (EVMS) and associated EVMS training, as described in Section 3.1.4.
- Disruption Management

As detailed in subsequent sections of this SOW, the planned services incorporate the following implementation efficiencies and system integrations:

- Leverages existing onboard infrastructure, requiring no new equipment or physical modifications. This approach minimizes costs, eliminates lead times, and reduces project duration.
- Delivers electric vehicle management capabilities through EVMS, which integrates vehicle data capture, schedule data (operator, block, service characteristics, etc.), and communication with charging infrastructure to support fleet operations.
- Integrates EVMS with existing Clever Devices Automatic Vehicle Monitoring (AVM) solution, which monitors the health of mechanical and physical components across the Bus fleet.
- Adds fleetwide Disruption Management capabilities and tools that assist DTPW's Operations Team in managing unforeseen major events impacting service as well as distributing the resulting updated information to the public for an improved passenger experience.
- Builds on DTPW staff's existing familiarity with Clever Device systems, minimizing the learning curve and expediting operational value.
- Leverages Clever Devices' existing knowledge of DTPW's and ITD's operational practices to support project acceleration.

The Clever Devices' system architecture and design support backward and forward compatibility and is modular in design, enabling application upgrades and the addition of new capabilities without modifying onboard hardware. This SOW outlines a software-based deployment approach that requires no changes to vehicle hardware. Only software and server-side upgrades are required, allowing implementation without pulling vehicles from service.

The EVMS enables DTPW Bus Operations personnel to manage the electric bus fleet by monitoring vehicle state of charge, and combining it with the schedule data and energy consumption profiles to anticipate potential issues related to electric fleet performance and take appropriate action.

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As DTPW manages the installation and maintenance of on-premises IT server infrastructure, project deployment timelines are dependent on DTPW's capacity to deliver the necessary server updates and complete the associated change management processes. Clever Devices will coordinate with DTPW and ITD to support timely deployment of the components in this SOW.

2 INTRODUCTION

This SOW includes the following major elements, as aligned with the requirements of DTPW:

1. Continuation of current services over a five-year term, upgrades to existing applications, addition of the rail-specific software components (formerly under a separate contract), adding the perpetual and SaaS licenses for the wayside signs and on-board infotainment signs, and the implementation of new software functionality to support battery-electric bus operations through the EVMS.
2. Disruption Management and its Vehicle and Operator Assignment Module (VOAM), which enables real-time operator assignment and schedule adjustments to support operations for the entire fleet, and is a critical component for EVMS functionality as it collects vehicle energy status prior to operator logon.

This SOW includes a project deployment plan and timeline, structured around stated assumptions and implementation dependencies outlined in later sections.

3 PROPOSAL COMPONENTS

3.1 BASE

3.1.1 CONTINUATION OF SERVICES

This SOW includes the continuation and renewal of the following existing applications and services:

- Software Maintenance
- Database Services
- Training
- Onsite Support including:
  - Systems Support Engineer
  - Field Service Technician
- PSA support

3.1.2 RAIL-SPECIFIC SOFTWARE MAINTENANCE:

This maintenance covers functionality originally deployed by Clever Devices as a subcontractor to Hitachi Rail International under a separate project (New Rail Cars). Upon expiration of the Hitachi contract, Clever Devices entered an agreement directly with the County to continue the support services. The provisions of such agreementare now incorproated into Contract RFP808.

3.1.3 ADDITIONAL LICENSES (SAAS)

MDT currently utilizes multi-media content players for CleverVision onboard signs and wayside LCD BusTime signs. A total of 632 onboard signs and 55 wayside signs are licensed under a grandfathered perpetual software model. These signs will continue to be supported under the terms of the existing software maintenance agreement.

All CleverVision content players not covered under the grandfathered perpetual license model require an annual SaaS license. This SOW SaaS licenses for the following:

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- 100 New Flyer Battery-Electric Buses with onboard CleverVision.
- 122 Wayside signs. These licenses are currently covered under separate corridor-specific contracts (South Corridor, Golden Glades and Dadeland South), each with its own support term (i.e., 3-years vs 5-years) . Upon expiration of these contracts – beginning as early as February 2028 - the County will assume responsibility for maintaining SaaS license coverage to ensure uninterrupted public content display. By 2030, all 122 licenses shall fall under County management.
- Please refer to Appendix A – Sign Inventory and Software Maintenance/SaaS Schedule for the schedule of software maintenance and SaaS licenses.

3.1.4 Additional Required Services – Customer Success Manager

This SOW includes the provision of a Customer Success Manager.
DTPW will continue to receive support under the Customer Success Program, which includes system health monitoring, status updates on ongoing projects, resolution of open support cases, and processing of outstanding return material authorizations (RMAs).

A shared Customer Success leader will be assigned to support DTPW. This individual will coordinate with internal resources including Project Management, Product Managers, System Support Engineers, Field Technicians, and subject matter experts to support contract execution and issue resolution.

This role includes coordination and oversight of managed and support services delivered to DTPW Responsibilities include internal communication, service issue management, and escalation handling to support operational continuity.
The Customer Success leader will support operations by:

- Coordinating vehicle and system deployment, planning and assisting in the development of maintenance strategies such as providing fleet conformity reports and identifying potential areas for improvement.
- Coordinating the Implementation of system updates and configuration changes
- Assisting with the resolution of action items
- Identifying service trends and recommending system/process improvements

Clever Devices shall conduct bi-weekly status update meetings with DTPW to review operational activities, issue resolution, and system performance. In addition, the parties shall conduct an Executive Quarterly Business Review (EQBR) to assess overall system performance, review project milestones, and discuss future operational planning.
Both the bi-weekly status meetings and EQBR meetings shall follow a structured agenda. Each session shall include a review of contract performance indicators, current project status, and follow-up on previously identified items.

Bi-weekly status meetings shall be attended by DTPW and Clever Devices stakeholders responsible for the day-to-day operations. EQBRs shall include executive-level representation from both parties, along with other key operational staff. Meeting participants shall be jointly reviewed and designated by DTPW and Clever Devices to ensure continuity and appropriate stakeholder involvement.

Meeting frequency may be adjusted by mutual agreement between DTPW and Clever Devices based on project needs, operational milestones, or service delivery requirements.

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3.1.5 Electric Vehicle Management System (EVMS)

EVMS shall be deployed for 169 vehicles, including 69 Proterra vehicles and 100 New Flyer vehicles. Of the New Flyer vehicles, 40 have been delivered and 60 are part of contracted 2025 bus builds.

EVMS supports DTPW's electric fleet operations by integrating onboard vehicle data, schedule and operator assignments, charging infrastructure, and environmental inputs (e.g. weather) to forecast vehicle range and inform service planning. The platform includes a web-based dashboard and interfaces with other Clever Devices systems, including IVN, CleverCAD, and CleverReports, to provide real-time visibility and coordinated system performance across the fleet.

3.1.5.1 EVMS Dependencies

In support of EVMS functionality, DTPW shall ensure that the following minimum J1939 data elements are available via the Intelligent Vehicle Network (IVN):

- State Of Charge (SoC) – Updated at a minimum interval of every 250ms
- Accumulated Mileage or Total Vehicle Distance – Provided as a float with at least two decimal places
- Battery Temperature
- Ambient Temperature - HVAC
- Charger Connection Signal/Status (Energy Source Connection Status)
- Charging Mode Status – Indicates whether charging is active or inactive
- Battery Voltage (ESS voltage)
- Battery Current (ESS current)
- Regenerative Braking Power Recovered

All data must be provided in a non-proprietary format, compliant with an industry standard protocol. This list reflects the minimum required data set to support EVMS and does not preclude the need for additional J1939 data elements or equipment required for full functionality. Additional signals that may enhance the EVMS solutions are detailed in Appendix B – EVMS Data Requirements.

In support of EVMS charge management functionality, DTPW shall also ensure the following is available to the EVMS server:

- OCPP 1.6 JSON protocol support

Note: Support for OCPP 1.6 JSON features may vary by manufacturer and charger type.

3.1.6 Current Applications and Upgrades

This SOW includes the provision of services to perform upgrades and testing of DTPW's systems including:

- CleverCAD
- BusTime
- BusLink
- BusWare (for Busses)
- DCC
- CleverReports
- AVM
- CleverAnalytics

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The upgraded versions of CleverCAD and associated applications will include the following feature enhancements:

- Multi-variant Headway Display and Improvements for headway management
- Scheduled Headway display improvements
- Implementation of CleverIDP (Identity Provider) for enhanced logon and security features
- Improved PSA selection, entry, and scheduling to onboard vehicles
- Enhanced Incident Management interface (e.g. improved display formatting, multi-attachments, notification settings)
- Customizable Mail Events selected by the operator

Detailed release notes will be made available upon request through Clever Devices' customer support.

A high-level summary chart of application support and functionality covered under this SOW will be developed in coordination with DTPW during the project planning phase. An overview is provided below.

Several applications require upgrades to minimum versions in support of EVMS. However, the final version will be determined based on the timing of notice to proceed for the project and the available version according to Clever Devices' internal development and testing schedule.

TABLE 1: APPLICATION UPGRADES

APPLICATION NAME	CURRENT VERSION	UPGRADES NEEDED FOR
CleverCAD	9.3.337.33	EVMS, Disruption Management, VOAM, Alerts
DCC	3.15.0.72	EVMS, Disruption Management
AVM	3.22.4.18	Generally released new features and functions
Clever Reports	5.5.0.36	EVMS
BusTime	8.0.1.3	GTFS-RT*
CleverWorks	7.0.0.104	Disruption Management, GTFS-RT*
Onboard Applications		
BusWare Bus**	11.2.0.75	EVMS, Disruption Management
CleverWare Mover	6.0.0.121	Disruption Management
CleverWare Rail	5.0.331.5	Disruption Management

*GTFS-RT : Refers to the GTFS-RT trip modifications support and aggregation of 3rd party feeds
**An upgrade of BusWare for EVMS has already been performed in anticipation of the contract

3.2 CAD/DISRUPTION MANAGEMENT MODULE

CleverCAD provides the industry's most comprehensive service restoration tools through the Disruption Management module. Disruption Management provides an intuitive interface for real-time schedule and route adjustments, empowering dispatchers to quickly address and restore service disruptions caused by unforeseen circumstances. Disruption Management improves passengers' perception of service quality and includes:

- The following actions: Canceling/reinstating blocks, reassigning/filling trips, short turns, express routes, creating extra blocks/trips, extending blocks, adjusting scheduled times, creating detours
- Immediate system adjustments for schedule deviations without a full schedule change

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- Automatic distribution of instructions and information to affected vehicles. Includes detours with new route paths so the vehicle never goes off-route and onboard audio announcement adjustments
    - *Note: Turn-by-Turn is not available for IVN4 with an 8GB hard drive unless hard-drives are upgraded. The scope of this project is no-touch for the onboard system. Licensing for turn-by-turn has been included in this proposal so that turn-by-turn can be enabled at such time all IVNs in the MDT fleet can support Turn-by-Turn.*
- Reduces false alerts to users during adjustment periods
- Automatically captures and documents time and distance lost for canceled work segments

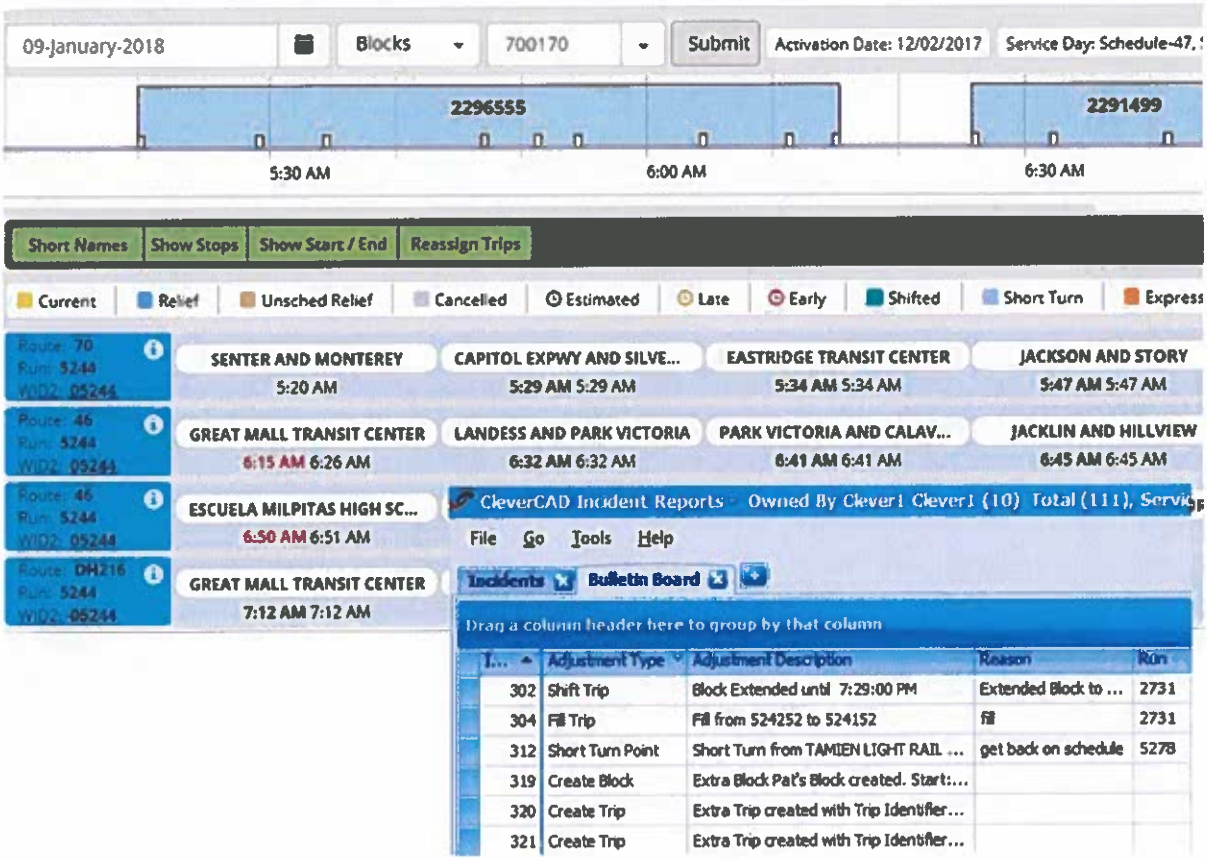

FIGURE 1: CAD DISRUPTION MANAGEMENT

Clever Devices has also included our Vehicle and Operator Assignment Module (VOAM) with this Disruption Management. This module includes a display to manually update vehicle and operator assignments through CleverCAD.

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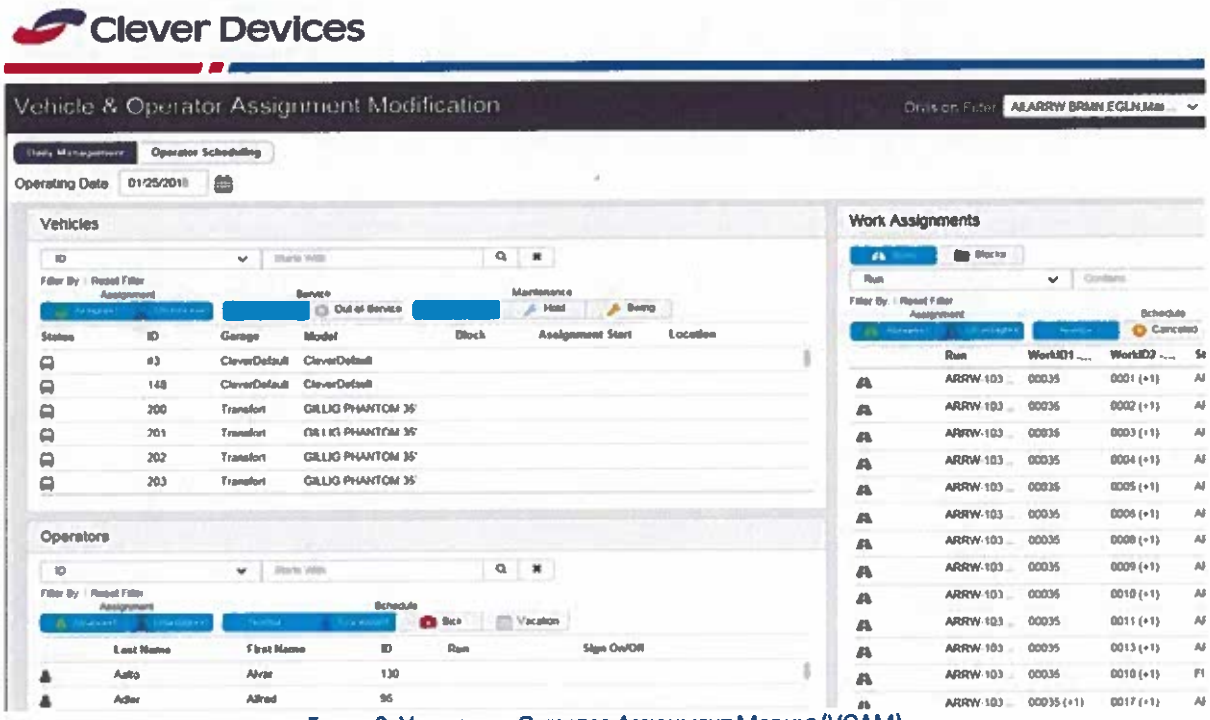

FIGURE 2: VEHICLE AND OPERATOR ASSIGNMENT MODULE (VOAM)

To get the most out of EVMS, it is important at a minimum Electric Vehicle assignments to blocks are entered into VOAM. Using these assignments with EVMS integration, VOAM will warn the user when blocks cannot be fulfilled by the assigned electric vehicle prior to logon. See Section 4.4.3 for data needs.

Disruption Management provides traceability and synchronization to Clever Devices' ITS system. Changes are reflected onboard affected vehicles and in Clever Devices' fixed-end products, including websites, mobile apps, social feeds, and onboard and wayside signage. This ensures that dispatchers, operators, and riders are fully informed in real time, minimizing or eliminating impacts on ridership.

If new work, such as a bus bridge or ad-hoc shuttle bus, is created, it will be automatically synchronized into VOAM to perform vehicle and/or operator assignments.

Dispatchers access Disruption Management without interacting with the scheduling system, eliminating the need for system access, modification, export, and processing through the ITS system. All modifications are recorded and become part of historical reporting in CleverReports.

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4 PROJECT DEPLOYMENT - TERM

4.1 PROJECT SCOPE AND TIMELINE

Project Scope, services, and licenses begin immediately upon issuance of the Notice to Proceed (NTP). The project activities for the base scope of work include:

- Deployment of EVMS
- Deployment of Disruption Management
- Upgrade of AVM
- Upgrade of CleverAnalytics
- Upgrade of DCC

Clever Devices shall upgrade the following applications to the current versions required to support EVMS as part of this SOW:

- AVM
- CleverAnalytics
- DCC

A high-level project timeline is included on the following pages, outlining key activities from the NTP date. While the final project schedule will be finalized with MDT after project kickoff, we estimate the project duration to be approximately (12) months dependent on prerequisites and assumptions outlined in this scope of work.

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Preliminary Key Project activities include the following:

- NTP
- Project Initiation and Planning
- Build EVMS
  - Identify Application Upgrade requirements for AVM and CleverAnalytics
  - QA Testing & Release of Application Upgrades
  - MDT Authorization for Production Application Upgrade (by Application/Environment)
  - MDT Validation & Verification of CAN/J1939 Signals accessible by IVN
  - Software Build & Database Alignment
  - QA Test & Release & Pin for Deployment
- Environment Set-up
  - Set-up Hosted Environment and Network Configuration
  - MDT Build IP Sec Tunnel
  - Configure Applications and Central System
- Mini-Fleet Testing
  - Pilot for (<10 Buses) & validation
  - Training
- Full-Fleet Deployment
  - MDT provides buses to be provisioned under Fleet Wave 1
  - Deployment for Fleet Wave 1
  - Replicate PDI process for OEM vehicles pending delivery
  - MDT provides buses to be provisioned under Fleet Wave 2
  - Deployment for Fleet Wave 2
  - MDT provides buses to be provisioned under Fleet Wave 3
  - Deployment for Fleet Wave 3
- Disruption Management & VOAM
  - Deploy Disruption Management and enable VOAM
- Project Closure

Final Key Project activities and responsibilities will be determined and agreed upon after project kickoff.

4.2 PREREQUISITES

The following are noted as prerequisite :

- MDT provides the necessary approval in accordance with the project schedule for the EVMS dependent application upgrades in the production environment.
- Minimum required data set to support EVMS including any additional J1939 data elements or equipment required for full functionality is provided to Clever Devices project team.

4.3 ACCEPTANCE OF PROJECT ACTIVITY AND CLOSEOUT

Clever Devices shall provide confirmation of project progress via a review of the scheduled activities and project status updates by the project team. Clever Devices shall be paid without interruption in accordance with Attachment B, Payment Schedule, for set up fees unless a key activity as listed in section 4.1 that is determined to be the sole responsibility of Clever Devices after kickoff is substantially delayed and remains undelivered. All outstanding payments due to Clever Devices will resume and be brought up to date with the agreed upon payment schedule upon Clever Devices completing any delayed activity.

The following items are required for project closure:

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- Completion of the EVMS deployment for vehicles and quantity referenced in Section 3.1.5
- Upgrade of AVM, CleverAnalytics, & DCC dependencies for EVMS
- Deployment of Disruption Management with VOAM

4.4 DTPW Roles and Responsibilities

4.4.1 DTPW IT Responsibilities

In support of the application and feature upgrades described in this SOW, DTPW must provide additional on-premises server resources meeting Clever Devices' specifications. DTPW shall ensure that these resources are made available in a timely manner as required by the project schedule.

Servers must be provided per an agreed-upon schedule in the project plan to meet project deadlines. If DTPW fails to provide the required server resources on time or as per the specifications, the schedule may be impacted, and Clever Devices will not be liable for any resulting delays.

4.4.2 MDT EVMS Responsibilities

Clever Devices shall assist DTPW in evaluating onboard systems, but DTPW remains responsible for ensuring that these signals are provided in accordance with the EVMS requirements. MDT is furthermore responsible for ensuring the Electric Bus OEM provides all signals to IVN via CAN bus as described in section 3.1.5.1 at a minimum and the needed State of Charge parameters to Clever Devices so EVMS can accurately report onboard metrics.

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4.4.3 MDT VOAM Responsibilities (Part of Disruption Management)

Clever Devices includes and will enable VOAM as part of the Disruption Management deployment. Electric Vehicle to Block assignments into VOAM are a pre-requisite for EVMS to be able to provide warnings for vehicle compatibility and charge status prior to logon. While use of this capability is optional to DTPW, it is highly recommended.

DTPW shall provide vehicle assignments into VOAM through a CSV or REST API, or through manual entry into VOAM to allow CleverCAD, VOAM and EVMS to evaluate if vehicles are adequately charged to meet schedule service prior to logon.

Note: Clever Devices will continue to use the current TrapezeOps interface for logon validation.

4.4.4 MDT Responsibilities for Existing Third-Party System Integration

Clever Devices' continuation of current and future services in this SOW is contingent upon the continued supply of third-party systems in DTPW's system.

4.5 EVMS Hosting

EVMS is an Azure based SaaS offering hosted by Clever Devices in SOC 1 & 2, ISO 27001, PCI and HIPAA compliant Azure data-centers. Management of hosted resources is Clever Devices' responsibility, with exception to a local relay server resources that must be provided by DTPM. This server is used to relay data to and from DTPW to the Azure Cloud for EVMS.

DTPW shall be responsible for the installation, physical hosting, and ongoing operational support of the local relay server, including any necessary infrastructure and network access.

DTPW shall provide networking between its internal systems and the EVMS Azure-hosted cloud environment. This includes establishing secure connectivity, ensuring sufficient bandwidth, and maintaining reliable network uptime required for real-time data relay.

4.6 Exclusions

The following items have been identified as out of scope for this project:

- Validation and verification for the minimum J1939 data elements referenced in Section 3.1.5.1 is the responsibility of MDT.
- Provisioning, validation, and connectivity to the local relay server and IP Sec tunnel configuration in support of the hosted EVMS solution.

4.7 Changes in Scope

Any modifications or changes to the project scope, schedule or resources that are considered deviations to the above will be addressed as Change Requests and processed according to the Clever Devices Project Change Control Process. The Clever Devices Project Manager will oversee the review, impact analysis, documentation and customer approval process for any submitted change requests.

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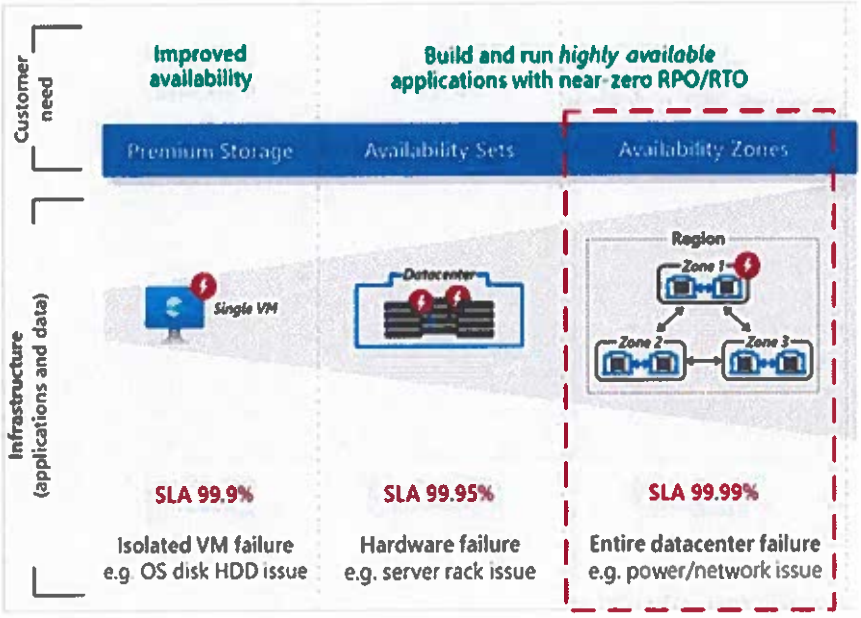
5 OPTIONS

The following options are priced separately and can be exercised later by DTPW. Pricing is provided as budgetary and will be subject to change in order to match the conditions or requirements are available when exercised.

5.1.1 HOSTING OF IT SERVERS

Clever Devices provides comprehensive, scalable, secure, and cost-effective cloud hosting models, including Infrastructure as a Service (IaaS) and Software as a Service (SaaS) models.

Clever Devices can migrate MDT's existing software applications to an Azure Cloud environment providing the high reliability, scalability and flexibility of cloud hosted infrastructure. Cloud solutions can provide multiple geographically diverse data centers with Clever Devices providing system management meeting MDT's SLA goals and objectives.



Clever Devices system management includes among other services:

- Third-party software to manage the hosted system
- System Recovery
- Data Corruption and Data Center Recovery
- Updates and Patching
- End Point Protection
- Alert Monitoring
- Incident Response
- Disaster Recovery Testing

Clever Devices will work with MDT to create a system cutover plan to minimally impact MDT operations.

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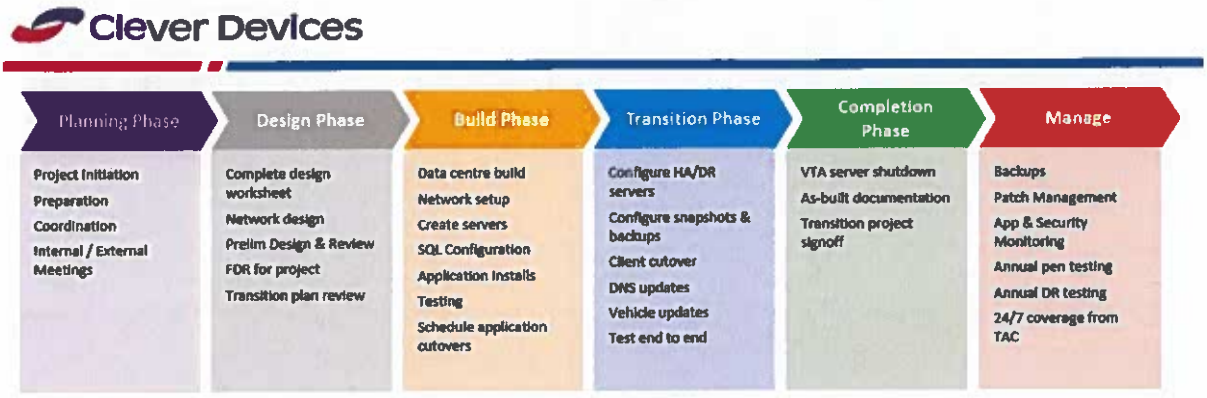

5.1.1.1 HOSTING SERVICES PRICING

Currently Clever Devices offers cloud hosting packages in different categories but could further customize the pre-determined package to tailor it to DTPW's needs. However, due to the widespread expansion and adoption of cloud-hosting services and the multiple choices available in terms of uptime, redundancy, and disaster recovery, as well as the uncertainty around the time when DTPW would exercise this option, the pricing for this section will be deferred until then. This will allow Clever Devices to offer the most efficient pricing and deployment strategy to DTPW.

5.1.2 REAL-TIME DASHBOARDS AND REAL-TIME PASSENGER INFORMATION UPGRADES

Clever Devices is constantly investing in our products and services to meet the needs of the transit CAD/AVL market. The options provided in this section include the addition of Clever Devices products and features that will provide new tools for customer service staff to benefit passengers and operations, and a new CleverCAD Mobile app to improve and empower street supervisors' operations.

5.1.2.1 CLEVERMETRIX – REAL TIME DASHBOARDS

Clever Devices is heavily investing in CleverMetrix to provide more web-based real-time information for customer service and other roles within MDT. Recent CleverMetrix new features include the Pull-Out/In Status Grid Screen, Cancelled Trip Detail Screen and Radio Calls Module. Further, Clever Devices commits to providing a live map in CleverMetrix around September 2025 with additional features planned for release in Q1 2026.

CleverMetrix is a web-based business intelligence platform built to provide real-time transit operations and performance visibility. CleverMetrix is built for many user profiles to provide visibility to everyone inside the transit agency.

Executive / Senior Management	Controller / Dispatcher / Supervisor	Data Manager	Customer Service & Marketing	Planner / Scheduler

It provides the basis for cross-team communication and gives users the wisdom and information that allows for the increased collaboration needed to reach operational excellence. CleverMetrix gathers up-to-the-minute data and immediately relays it to users through leading-edge visualizations.

CleverMetrix has configurable user access through today's most popular browsers (Chrome, Edge, and Safari). Any user in the organization with a web browser can be granted access, whether on a computer, laptop, tablet, or mobile device.

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CleverMetrix provides business intelligence through a widget-based, customizable dashboard and easily accessible high-level reports based on your real-time CleverCAD system data. An example is shown below. This visibility eliminates data silos, allowing all business units inside the transit agency to participate in operational efficiencies, quick customer responses, and data management.

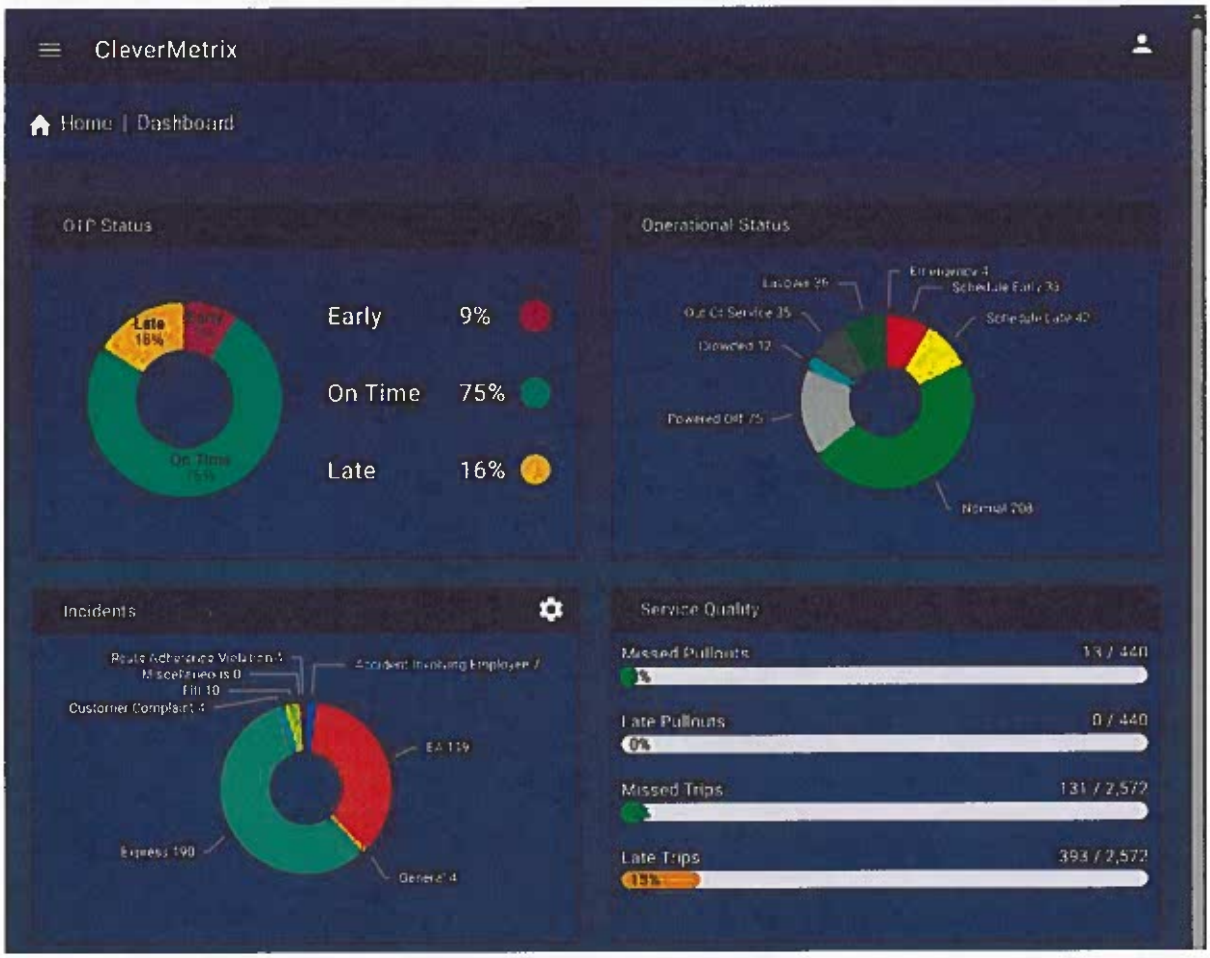

FIGURE 3: CLEVERMETRIX HOME DASHBOARD

Disclaimer: The image above contains features that are dependent on the use of CleverCAD with Disruption Management.

5.1.2.2 CLEVERCAD MOBILE SUPERVISOR APPLICATION

To support street supervisors and other transit agency authorized users, Clever Devices proposes CleverCAD Mobile to run on iOS tablets for mobility: It is lightweight, highly functional, and reliable, ideal for the mobile user. With support for location reporting, communications, work selection, event notification, and supervisor status reporting, CleverCAD Mobile improves the efficiency and effectiveness of issue resolution in the field and time tracking for supervisor activities.

The proposed CleverCAD Mobile Option includes licenses for 35 tablets and deployment of the CleverCAD Mobile server onto MDT servers.

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CleverCAD Mobile uses cellular to stay synchronized with CleverCAD, greatly reducing data bandwidth while providing street supervisor functionality.

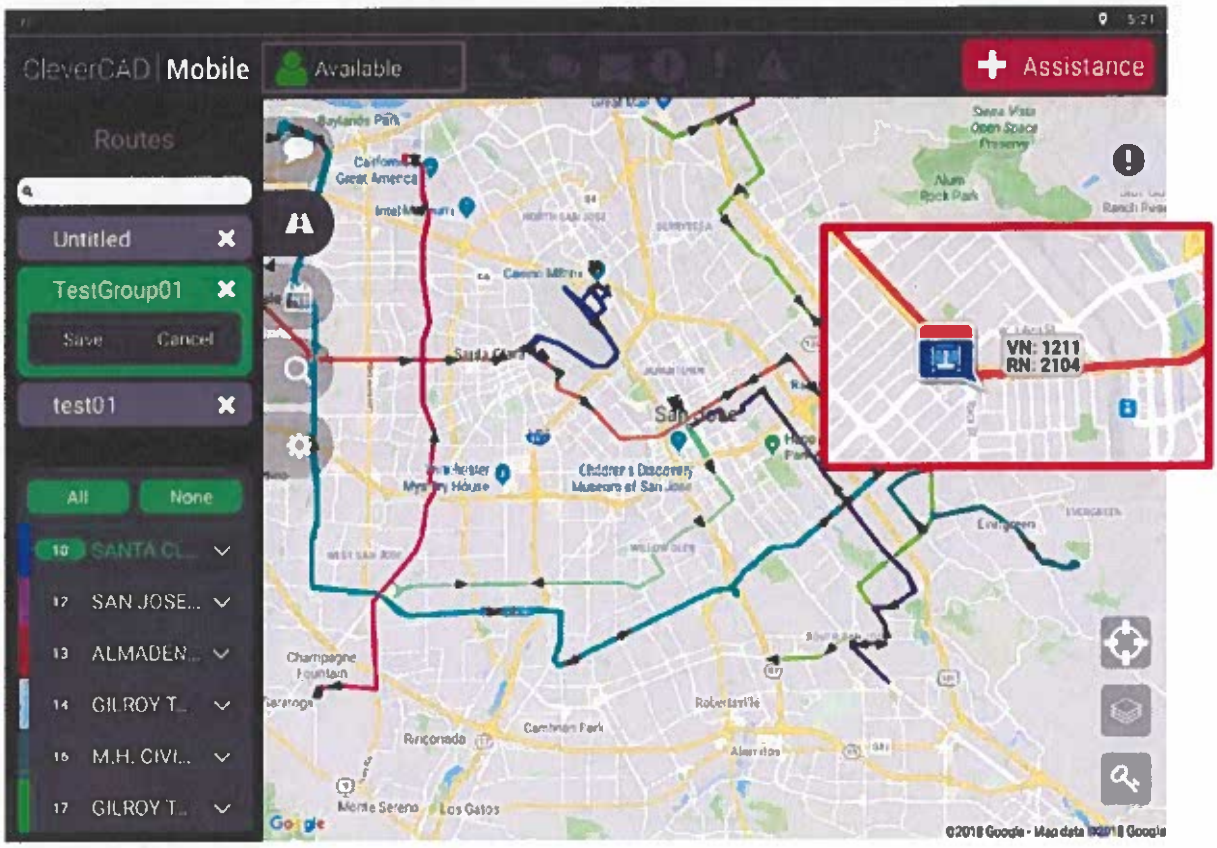

FIGURE 4: CLEVERCAD MOBILE WITH ROUTES SELECTED

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5.1.2.3 BusTime Real Time Passenger Information Enhancements

BusTime is Clever Devices' real-time passenger information (RTPI) system. It is a field-proven solution that allows MDT to communicate the operational status of the fleet (predictions) as well as relay public service messages, alerts, and service bulletins such as system delays and emergencies to the public. MDT currently utilizes BusTime to provide predictions through our BusTime API into CleverVision, wayside signs and other 3rd party applications.

Clever Devices is investing renewed focus into our BusTime passenger information system. The following features and deployment will be provided to Miami through the purchase of the Customer Service, Real-Time Dashboards, and Supervisor Initiative option.

Support for GTFS-RT Trip Modifications for Disruption Management actions. (Released in 2024)
While the BusTime API has long supported all Disruption Management changes, these features will allow 3rd party applications that consume GTFS-RT to be able to better receive schedule changes. Of particular value, the Trip Modifications specification provide a new detoured route path providing significantly improved passenger information.

Web-based Service Bulletins and Announcements – The BusTime application has long provided BusTime service bulletins and GTFS-RT alerts through the BusTime admin console for passenger information including the BusTime API, BusTime website, wayside signs, CleverVision and 3rd parties. To make access to service bulletins easier to use, more modern and accessible to MDT staff, Clever Devices is building a new web-based display for Service Bulletins and Announcement. This display will be accessible through CleverCAD, CleverMetrix or stand alone in a browser.

5.1.2.4 Real-Time Dashboards and Real-Time Passenger Information Upgrades Pricing

The following table shows the initial investment corresponding to application deployment and recurring costs associated to software license maintenance or SaaS subscriptions (CleverMetrix).

	PRICING						
		Recurring Costs					
Solution	Upfront Costs	Year 1	Year 2	Year 3	Year 4	Year 5	
CleverMetrix	$ 403,925	$ 396,900	$ 396,900	$ 396,900	$ 396,900	$ 396,900	$ 2,388,425
CADMobile	$ 106,438	Included	$ 3,881	$ 3,998	$ 4,118	$ 4,241	$ 122,676
BT & RTPI Enhancements	$ 312,556	Included	$ 7,729	$ 7,961	$ 8,199	$ 8,445	$ 344,890
							$ 5,724,619

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APPENDIX A – SIGN INVENTORY AND SOFTWARE MAINTENANCE/SAAS SCHEDULE

	Single/Double Sided		CONTENT PLAYER			LICENSE TERM				Data current as of April 30, 2025
Location	SS	DS	Perpetual	SaaS	Total	W Warrant	Perpetual	SW SaaS	HW Wty Expiration	Notes
Government Center		4	7			1	ART	N/A	Expired	
Hialeah		2	4			1	ART	N/A	Expired	
Earlington Heights		1	2			1	ART	N/A	Expired	
Allapattah		1	2			1	ART	N/A	Expired	
Vizcaya		1	2			1	ART	N/A	Expired	
University		1	1			1	ART	N/A	Expired	
South Miami		1	2			1	ART	N/A	Expired	
Dadeland South		2	4			1	ART	N/A	Expired	
Dadeland North		3	3			1	ART	N/A	Expired	
Douglas Rd		3	6			1	ART	N/A	Expired	
Brickell		2	4			1	ART	N/A	Expired	
Airport		3	N/A			1	ART	Not Started	Expired	Not Installed
Coconut Grove		1	2			1	ART	N/A	Expired	
Spares			N/A	N/A	N/A	1	N/A	N/A	Expired	
Dolphin Park & Ride	16		16			1	ART		Expired	
SW 104 ST	2	4		6		5			Nov 2028; Aug 2029	First date is 32", second in 55"
SW 344TH ST	2	4		6		5			Dec 2028; May 2029	First date is 32", second in 55"
SW 344TH ST		4		4		5			Dec-28	32" Only
AVOCADO DR	2	4		6		5			Nov 2028; Mar 2029	First date is 32", second in 55"
BAUER DR	2	4		6		5			Nov 2028; Apr 2029	First date is 32", second in 55"
CAMPBELL DR	2	4		6		5			Nov 2028; Apr 2030	First date is 32", second in 55"
CARIBBEAN BLVD	2	4		6		5			Nov 2028; Jun 2029	First date is 32", second in 55"
CIVIC CT	2	4		8		5			Nov 2028; Mar 2029	First date is 32", second in 55"
CORAL REEF DR	2	4		6		5			Nov 2028; Jul 2029	First date is 32", second in 55"
EUREKA DR	2	4		6		5			Nov 2028; Jun 2029	First date is 32", second in 55"
HOWARD DR	2	4		6		5			Nov 2028; Aug 2029	First date is 32", second in 55"
KROME AVE	2	4		6		5			Nov 2028; Mar 2029	First date is 32", second in 55"
MARLIN RD	2	4		6		5			Dec 2028; Jun 2029	First date is 32", second in 55"
RICHMOND DR	2	4		6		5			Nov 2028; Aug 2029	First date is 32", second in 55"
Park & Ride Garage at SW 168th St.	2	4		4		5			Dec-28	
SALLAPATTAH RD	2	4		8		5			Nov 2028; Jun 2029	First date is 32", second in 55"
Spares	10	0	N/A	N/A	N/A	5			Dec 2028; Mar, Oct, Dec 2027	3 years
Golden Glades P&R	20	0		20		3	N/A		Feb-28	
Spares	2	0		N/A		3	N/A		Feb-28	
Dadeland South	6	2		10		5	N/A			Shipping Date to be updated
Spares	2	0		N/A		5	N/A			Shipping Date to be updated

ART=Annual Renewable Term

	Content Player Licenses Schedule					
	Year 1 Nov-25	Year 2 Nov-26	Year 3 Nov-27	Year 4 Nov-28	Year 5 Nov-29	Year 6 Nov-30
Perpetual (Buses)	632	632	632	632	632	632
Perpetual (Wayside)	55	55	56	55	56	55
SaaS (Buses)	40	100	100	100	100	100
SaaS (Wayside)	0	0	0	15	80.33*	122

* Prorrated

Year 6 is not part of this scope and it is shown for reference only.

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APPENDIX B – EVMS DATA REQUIREMENTS

EVMS algorithms and features are evolving and improving. In addition to the minimum set of data requirements specified in section 3.1.5.1, Clever Devices recommends the following data points be provided. All data must be configured in non-proprietary format compliant with an industry standard protocol.

Electric Vehicle Data Elements	
Item	Signal Name
1	All Diagnostic Fault Codes from all equipment on J1939
2	Software Identification from all equipment on J1939

Powertrain System Traction Motor, Propulsion Control, Battery or Energy Storage System (ESS)	
Item	Signal Name
1	Odometer
2	Accumulated Mileage or Total Vehicle Distance
3	Vehicle Speed
4	ESS Operational SoC
5	ESS Current
6	ESS Voltage
7	ESS Charging Activity
8	Minimum and Maximum ESS Cell Temperature
9	Minimum and Maximum ESS Cell SoC
10	Minimum and Maximum ESS Cell Voltage
11	ESS power discharged
12	Master Run Switch Status
13	Accelerator Pedal Position
14	Brake Pedal Position
15	Parking or Emergency Brake Application
16	J1939 Health and Diagnostic Messages
17	Propulsion and Ancillary Systems Health and Diagnostic Messages
18	Visual/Audible Indications/Alarms
19	Traction Motor Power Input
20	Traction Motor torque percentage
21	Traction Motor RPMs
22	Propulsion Inverter Power Input
23	Low propulsion system coolant level
24	Regenerative braking power recovered
25	Miles to 0% of useable SoC
26	SoC per unit of distance
27	SoC per unit of elapsed time
28	SoC per "x" completed stops (stop defined as when the

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29	SoC below "x" percent when returning to the garage
30	Idle time (foot brake applied)
31	Idle time (parking brake applied)

Charging System	
Item	Signal Name
1	Charging system power input
2	Charging system performance
3	Garage charger power input
4	Opportunity charger power input
5	Time to complete a full charge

Electric Vehicle Pneumatic System	
Item	Signal Name
1	Primary Pneumatic System Pressure
2	Secondary Pneumatic System Pressure
3	Auxiliary Pneumatic System Pressure (if applicable).
4	Air Compressor Inverter Power Input

Electric Vehicle HVAC System	
Item	Signal Name
1	HVAC Power Input
2	HVAC Status on/off
3	HVAC Supply Air Temperature
4	HVAC Return Air Temperature
5	HVAC wattage consumption;
6	HVAC Cabin Temperature setpoint;
7	Outside Air Temperature
8	Front Door Position
9	Exit Door Position
10	Diesel Fuel Fired Heater Fuel Consumption
11	Diesel Fuel Fired Heater Fuel Level
12	Low HVAC systems coolant level
13	Primary HVAC heat source fuel supply below "x" percent when returning to the garage.

Auxiliary Systems	
Item	Signal Name
1	Wheelchair Ramp Position
2	Hydraulic Pump Inverter Power Input
3	DC to DC Converter Power Input

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CleverReports®
CleverWorks®
IncidentAnalytics®
IdleMonitor®
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ATTACHMENT B – PAYMENT SCHEDULE

In consideration of the services described in Attachment A (Scope of Work), the parties agree to the following annual payment schedule:

Table 1 – Annual Payment Schedule

Term	Description	Cost
Year 1 – (12/01/2025 – 11/30/2026)	Annual Contract Cost	$2,104,153
Year 2 – (12/01/2026 – 11/30/2027)	Annual Contract Cost	$2,249,276
Year 3 – (12/01/2027 – 11/30/2028)	Annual Contract Cost	$2,282,549
Year 4 – (12/01/2028 – 11/30/2029)	Annual Contract Cost	$1,769,096
Year 5 – (12/01/2029 – 11/30/2030)	Annual Contract Cost	$1,846,452
	Five-Year Total:	$10,251,526

Note: Years 1–3 include a fixed $569,336 financed amount (equal to $142,334 per quarter) that repays one-time setup costs for Application Upgrades, EVMS licenses, and the Disruption Management/VOAM module. For this financed component, a Performance Period means each consecutive ninety (90)-day period measured from the NTP date.

Clever Devices will issue each financed installment invoice thirty (30) calendar days before the end of each Performance Period. The first financed installment invoice will be issued thirty (30) calendar days before the end of the first Performance Period following NTP. No financed installment invoice will be issued prior to NTP. Project activities will be jointly tracked by DTPW and Clever Devices to monitor implementation progress.

Pursuant to Section 4.3, DTPW may defer financed quarterly payment(s) in Year 1 if the project is delayed. Any deferred financed installment(s) will become payable upon resumption of the associated work or upon acceptance of the delayed key project activities identified in Attachment A, Section 4.1 that encompasses the deferred scope. If the project is delayed due to the action or inaction of the County, financed invoices will proceed as scheduled herein.

Years 4–5 reflect recurring services only. A full line-item breakdown of base services, new applications, discounts, and financing for the costs described in the table above appears in Table 2.

Payment for the Base component, as identified in Table 2, is consistent with the current Supplemental Agreements to Contract No. RFP808 and is invoiced annually, sixty (60) calendar days before the beginning of each Contract Year.

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(See Table 2 on the following page for detailed cost breakdown)

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Table 2 – Detailed Cost Breakdown

	PRICING						
	Upfront Costs	Recurring Costs					
INVESTMENT	Set-Up	Year 1	Year 2	Year 3	Year 4	Year 5	Five-Year Total
Base							
1a CURRENT SERVICES	$ -	$ 1,233,707	$ 1,270,413	$ 1,308,221	$ 1,347,163	$ 1,387,272	$ 6,546,776
1b Rail-Specific Software	$ -	$ 10,646	$ 10,965	$ 11,294	$ 11,633	$ 11,982	$ 56,520
1c Perpetual and SaaS License additions	$ -	$ 52,693	$ 74,986	$ 79,445	$ 90,199	$ 121,074	$ 418,398
1d Project/Customer Success Manager	$ -	$ 105,951	$ 109,054	$ 112,250	$ 115,542	$ 118,932	$ 561,728
Subtotal Recurrent Services							**$ 7,583,422.02**
New Applications							
2a Application Upgrades	$ 792,108	$ -	$ -	$ -	$ -	$ -	$ 792,108
2b EVMS (169 BEBs)	$ 241,588	$ 131,820	$ 131,820	$ 131,820	$ 131,820	$ 131,820	$ 900,688
2c Disruption Management Includes [VOAM]	$ 981,938	Included	$ 82,702	$ 85,183	$ 87,739	$ 90,371	$ 1,327,933
Subtotal New Applications and Upgrades							**$ 3,020,729.20**
Total Base + New Applications & Upgrades	$ 2,015,634	$ 1,534,817	$ 1,679,940	$ 1,728,213	$ 1,784,096	$ 1,861,452	**$ 10,604,151.22**
DISCOUNTS							
Discount on New Applications and Upgrades (2a, 2b, 2c)	$ (528,287)	$ -	$ -	$ (15,000)	$ (15,000)	$ (15,000)	**$ (573,287)**
Total Base Services & New Applications	$ 1,487,348	$ 1,534,817	$ 1,679,940	$ 1,713,213	$ 1,769,096	$ 1,846,452	**$ 10,030,865**
SET-UP FINANCING (2a, 2b,2c)							
Three-Year Model							
Principal	$ -	$ 445,293	$ 493,922	$ 547,862			
Financing	$ -	$ 124,043	$ 75,414	$ 21,474			$ 220,931
Sub Total Set-Up Financing	$ -	$ 569,336	$ 569,336	$ 569,336			
Total Investment per Year (3-Year Financing)	$ -	$ 2,104,153	$ 2,249,276	$ 2,282,549	$ 1,769,096	$ 1,846,452	**$ 10,251,526**

Attachment B – Payment Schedule

3 Pricing Assumptions & Payment Terms

3.1 Pricing Notes

All item numbers cited in these notes (e.g., 1b, 1c, 1d) refer to the corresponding line items in Table 2 – Detailed Cost Breakdown.

1. Start of maintenance periods for the additional software modules to be determined upon completion. of upgrades which are dependent on MDT's lead times and Change Management process.
2. Pricing is fixed and firm.
3. Prices and Discounts assume that all modules are exercised for a five-year term.
4. Prices and Discounts assume that current contract does not lapse.
5. Prices and Discounts assume that schedule data will include all necessary information for all services and fleet.
6. Prices and Discounts assume that all vehicle OEM data, including battery electric bus information will be made available to Clever Devices through the agency's agreement with the OEM and at no additional cost to Clever Devices.
7. Prices and Discounts assumes that charging infrastructure manufacturers support OCPP v 1.6 JSON at a minimum and that the charger information on interface and operational data will be made available to Clever Devices through the agency's agreement with the provider and at no additional cost to Clever Devices.
8. Maintenance of rail-specific software functionality is covered under (1b).
9. Maintenance of current perpetual licenses and addition of SaaS licenses for content player on Buses and Wayside Signs is covered under (1c).
10. Project/Customer Success Manager (1d) partial allocation to Miami-Dade during the term of the extension.
11. Application Upgrades assume those relevant applications required for the products/modules in the Proposal's Base.
12. EVMS scope for 169 vehicles assumes two manufacturers, two bus types.

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