

ORDINANCE NO. _____

AN ORDINANCE OF THE CITY OF DENTON, A TEXAS HOME-RULE MUNICIPAL CORPORATION, AUTHORIZING THE APPROVAL OF A FOURTH AMENDMENT TO A CONTRACT BETWEEN THE CITY OF DENTON AND SCHNEIDER ELECTRIC SMART GRID SOLUTIONS, LLC, FORMERLY TELVENT USA, LLC, AMENDING THE CONTRACT APPROVED BY CITY COUNCIL ON MAY 7, 2013, IN THE NOT-TO-EXCEED AMOUNT OF \$491,813.75; SAID FOURTH AMENDMENT TO CONTINUE TO PROVIDE VENDOR SUPPORT OF THE DENTON MUNICIPAL ELECTRIC (DME) ARCFM SOLUTION AND ASSOCIATED SOFTWARE MODULES ALONG WITH NEW HARDWARE AND SOFTWARE UPGRADES, WHICH IS THE SOLE PROVIDER OF THESE ITEMS, IN ACCORDANCE WITH TEXAS LOCAL GOVERNMENT CODE 252.022, WHICH PROVIDES THAT PROCUREMENT OF COMMODITIES AND SERVICES THAT ARE AVAILABLE FROM ONE SOURCE ARE EXEMPT FROM COMPETITIVE BIDDING, AND IF OVER \$50,000, SHALL BE AWARDED BY THE GOVERNING BODY; PROVIDING FOR THE EXPENDITURE OF FUNDS THEREFOR; AND PROVIDING AN EFFECTIVE DATE (FILE 8048 – PROVIDING FOR A TWO (2) YEAR TERM AND AN ADDITIONAL FOURTH AMENDMENT EXPENDITURE AMOUNT NOT-TO-EXCEED \$95,000.00).

WHEREAS, on May 7, 2013, by Ordinance No. 2013-118, the City awarded a contract to Telvent USA, LLC, in the amount of \$491,813.75, for the purchase of a Geographic Information/Facilities Management System (GIS) software products for core operations, enhanced web-based GIS, and a new Outage Management System; and

WHEREAS, on October 18, 2016, by Ordinance No. 2016-322, City Council awarded a First Amendment to Telvent USA, LLC, in the amount of \$129,401.00, for vendor support of the Denton Municipal Electric (DME) ARCFM Solution and associated software modules along with new hardware and software upgrades; and

WHEREAS, on August 8, 2018, Purchasing awarded a Second Amendment to Telvent USA, LLC, in the amount of \$4,667.00, for vendor support of the Denton Municipal Electric (DME) ARCFM Solution and associated software modules along with new hardware and software upgrades; and

WHEREAS, on March 3, 2020, by Ordinance No. 20-498, the City Council awarded a Third Amendment to Telvent USA, LLC, in the amount of \$142,000.00, to provide continued vendor support of the Denton Municipal Electric (DME) ARCFM Solution and associated software modules along with new hardware and software upgrades; and

WHEREAS, on April 8, 2022, Purchasing executed a Name Change with Schneider Electric Smart Grid Solutions, LLC, formally Telvent USA, LLC; and

WHEREAS, this procurement was undertaken as part of the City's governmental function; and

WHEREAS, the additional fees under the proposed Fourth Amendment are fair and reasonable and are consistent with, and not higher than, the recommended practices and fees applicable to the Provider's profession, and such fees do not exceed the maximum provided by law; NOW, THEREFORE,

THE COUNCIL OF THE CITY OF DENTON HEREBY ORDAINS:

SECTION 1. The Fourth Amendment, increasing the amount of the contract between the City and Schneider Electric Smart Grid Solutions, LLC, formerly Telvent USA, LLC, which is on file in the office of the Purchasing Agent, in the amount of Ninety-Five Thousand and 00/100 (\$95,000.00), is hereby approved and the expenditure of funds therefor is hereby authorized in accordance with said amendment.

SECTION 2. The City Council hereby finds that this bid, and the award thereof, constitutes a procurement of items that are available from only one source, including items that are only available from one source because of patents, copyrights, secret processes, or natural monopolies; films, manuscripts, or books; electricity, gas, water and other utility purchases; captive replacement parts or components for equipment; and library materials for a public library that are available only from the persons holding exclusive distribution rights to the materials; and need not be submitted to competitive bids.

SECTION 3. The acceptance and approval of the above items shall not constitute a contract between the City and the person submitting the quotation for such items until such person shall comply with all requirements specified by the Purchasing Department.

SECTION 4. The City Manager is hereby authorized to execute any contracts relating to the items specified in Section 1, and the expenditure of funds pursuant to said contracts is hereby authorized.

SECTION 5. The City Council of the City of Denton, hereby expressly delegates the authority to take any actions that may be required or permitted to be performed by the City of Denton under this ordinance to the City Manager of the City of Denton, or their designee.

SECTION 6. This ordinance shall become effective immediately upon its passage and approval.

The motion to approve this ordinance was made by _____ and seconded by _____, the ordinance was passed and approved by the following vote [__ - __]:

	Aye	Nay	Abstain	Absent
Mayor Gerard Hudspeth:	_____	_____	_____	_____
Vicki Byrd, District 1:	_____	_____	_____	_____
Brian Beck, District 2:	_____	_____	_____	_____
Jesse Davis, District 3:	_____	_____	_____	_____
Alison Maguire, District 4:	_____	_____	_____	_____
Brandon Chase McGee, At Large Place 5:	_____	_____	_____	_____
Chris Watts, At Large Place 6:	_____	_____	_____	_____

PASSED AND APPROVED this the _____ day of _____, 2022.

GERARD HUDSPETH, MAYOR

ATTEST:
ROSA RIOS, CITY SECRETARY

BY: _____

APPROVED AS TO LEGAL FORM:
MACK REINWAND, CITY ATTORNEY

BY: Marcella Lunn
Digitally signed by Marcella Lunn
DN: cn=Marcella Lunn, o,
ou=City of Denton,
email=marcella.lunn@cityofde
nton.com, c=US
Date: 2022.08.10 16:47:21
-05'00'



Docusign City Council Transmittal Coversheet

FILE	8048
File Name	Schneider Software Support Amendment
Purchasing Contact	Christa Christian
City Council Target Date	
Piggy Back Option	No
Contract Expiration	
Ordinance	



**Small Utility Enterprise License Agreement
City of Denton, Texas, a Texas Municipal Corporation
Amendment No. 4**

In accordance with the terms and conditions of the Small Utility Enterprise License Agreement (“Agreement” or “ELA”) between City of Denton, Texas, a Texas Municipal Corporation (“Licensee”), and Schneider Electric Smart Grid Solutions, LLC, formerly Telvent USA, LLC (“Schneider Electric” or “Telvent”), Contract No. 5770, the parties hereby wish to amend the Agreement for the purpose of extending the ELA for an additional two (2) years and change the contract number from 5770 to 8048. The terms of the Agreement shall be amended as follows.

Article 6, Term, Termination, and Renewal

The paragraph a. of Article 6 shall be deleted and replaced with the following provision, with changes shown in italics.

- a. **Term:** The license granted by this ELA Amendment 4 is for *an additional two (2) years* from the Effective Date, unless terminated earlier as provided herein. The term of all licenses and the authorized period of use for all Enterprise Software deployed by Licensee shall be concurrent with the term of this ELA Amendment. No indefinite or perpetual term license grants are provided with this ELA.

For the avoidance of doubt, the term of this Amendment 4 shall be from December 1, 2022 through November 30, 2024.

In **Exhibit 2 – Enterprise Software**, the list of Schneider Electric proprietary software to which Licensee shall have access to during the term of this Amendment 4 shall be as follows:

- | | |
|--------------------|-------------------------------|
| • ArcFM | • Fiber Manager |
| • ArcFM Editor XI | • ArcFM Viewer with Redliner |
| • ArcFM Viewer | • ArcFM Viewer with Inspector |
| • ArcFM Mobile | • ArcFM Web |
| • Designer | • ArcFM Geodatabase Manager |
| • Designer XI | |
| • Designer Express | • Wavepoint |
| • Network Adapter | • Conduit Manager |
| • Responder | • Responder Adapters |

Exhibit 3 – ELA Fees Schedule, shall be deleted and replaced with the following.

Licensee shall pay the following ELA Fees for the duration of this Amendment 4. Payment for each year shall be due within 30 days of receipt of an invoice from Schneider Electric.



	Year 1 December 1, 2022 – November 30, 2023	Year 2 December 1, 2023 – November 30, 2024
Total Annual Fee	\$47,500	\$47,500

For a two year not to exceed amount of \$95,000

This Amendment constitutes the entire agreement between the parties regarding the matters of this Amendment and supersedes all prior and contemporaneous agreements and understandings regarding the matters of this Amendment. In the event of a conflict between this Amendment and the Agreement as it relates to the matters of this Amendment, the terms of this Amendment will control. Otherwise, all terms and conditions of the Agreement not specifically amended as provided herein shall remain unchanged and in full force and effect.

Accepted and Agreed:

**City of Denton, Texas, a Texas
Municipal Corporation**

Signature: _____


Printed Name: _____

Title: _____

Date: _____

**Schneider Electric Smart Grid
Solutions, LLC**

DocuSigned by:

Signature:  _____
04CEFA4FC4AD4C6...

Printed Name: Drew Ditter

Title: Global Operations Director

Date: 7/18/2022

IN WITNESS WHEREOF, the parties of these presents have executed this agreement in the year and day first above written.

THIS AGREEMENT HAS BEEN
BOTH REVIEWED AND APPROVED
as to financial and operational obligations
and business terms.

DocuSigned by:

Antonio Puente

E3760944C2BF4B5...

SIGNATURE

Antonio Puente

PRINTED NAME

DME General Manager

TITLE

Electric

DEPARTMENT

CITY OF DENTON, TEXAS

BY:

SARA HENSLEY
CITY MANAGER

ATTEST:
ROSA RIOS, CITY SECRETARY

BY:

APPROVED AS TO LEGAL FORM:
MACK REINWAND , CITY ATTORNEY

DocuSigned by:

Marcella Lunn

4B070831B4AA438...

BY:

Certificate Of Completion

Envelope Id: 2D9793DD500D4020926D56EBD160BE7D

Status: Sent

Subject: Please DocuSign: City Council Contract 8048 Schneider Software Support Amendment

Source Envelope:

Document Pages: 4

Signatures: 3

Envelope Originator:

Certificate Pages: 6

Initials: 1

Christa Christian

AutoNav: Enabled

901B Texas Street

Enveloped Stamping: Enabled

Denton, TX 76209

Time Zone: (UTC-06:00) Central Time (US & Canada)

Christa.Christian@cityofdenton.com

IP Address: 198.49.140.104

Record Tracking

Status: Original

Holder: Christa Christian

Location: DocuSign

7/13/2022 10:23:48 AM

Christa.Christian@cityofdenton.com

Signer Events**Signature****Timestamp**

Christa Christian

Completed

Sent: 7/13/2022 11:06:30 AM

christa.christian@cityofdenton.com

Viewed: 7/13/2022 11:06:42 AM

Senior Buyer

Signed: 7/13/2022 11:07:22 AM

City of Denton

Using IP Address: 198.49.140.104

Security Level: Email, Account Authentication
(None)**Electronic Record and Signature Disclosure:**

Not Offered via DocuSign

Tabitha Millsop



Sent: 7/13/2022 11:07:24 AM

tabitha.millsop@cityofdenton.com

Viewed: 7/13/2022 12:10:13 PM

Assistant Purchasing Manager

Signed: 7/13/2022 12:10:21 PM

City of Denton

Signature Adoption: Pre-selected Style

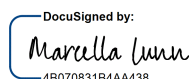
Security Level: Email, Account Authentication
(None)

Using IP Address: 198.49.140.104

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Marcella Lunn



Sent: 7/13/2022 12:10:23 PM

marcella.lunn@cityofdenton.com

Viewed: 7/15/2022 10:19:22 AM

Deputy City Attorney

Signed: 7/15/2022 10:20:02 AM

City of Denton

Signature Adoption: Pre-selected Style

Security Level: Email, Account Authentication
(None)

Using IP Address: 198.49.140.10

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Drew Ditter



Sent: 7/15/2022 10:20:04 AM

drew.ditter@se.com

Resent: 7/15/2022 12:16:04 PM

Global Operations Director

Resent: 7/15/2022 12:17:38 PM

Schneider Electric Smart Grid Solutions, LLC.

Viewed: 7/18/2022 10:27:02 AM

Security Level: Email, Account Authentication
(None)

Signature Adoption: Pre-selected Style

Using IP Address: 165.225.10.81

Signed: 7/18/2022 11:10:12 AM

Electronic Record and Signature Disclosure:

Accepted: 7/18/2022 10:27:02 AM

ID: a9dcb3ec-a63e-4ab5-964f-32235116f571

Signer Events	Signature	Timestamp
Antonio Puente Antonio.Puente@cityofdenton.com DME General Manager Security Level: Email, Account Authentication (None)	<div> <div>DocuSigned by:</div> <div>Antonio Puente</div> <div>E3760944C2BF4B5...</div> </div> Signature Adoption: Pre-selected Style Using IP Address: 198.49.140.10	Sent: 7/18/2022 11:10:14 AM Viewed: 7/18/2022 2:32:34 PM Signed: 7/18/2022 2:32:51 PM

Electronic Record and Signature Disclosure:
 Accepted: 7/18/2022 2:32:34 PM
 ID: de21b813-52bb-42f4-9136-99045670c2d9

Cheyenne Defee
 cheyenne.defee@cityofdenton.com
 Procurement Administration Supervisor
 City of Denton
 Security Level: Email, Account Authentication (None)

Sent: 7/18/2022 2:32:55 PM

Electronic Record and Signature Disclosure:
 Not Offered via DocuSign

Sara Hensley
 sara.hensley@cityofdenton.com
 Security Level: Email, Account Authentication (None)

Electronic Record and Signature Disclosure:
 Not Offered via DocuSign

Rosa Rios
 rosa.rios@cityofdenton.com
 Security Level: Email, Account Authentication (None)

Electronic Record and Signature Disclosure:
 Accepted: 7/6/2022 6:32:13 PM
 ID: 3dbd21db-73b6-4c10-be75-8715eaecce65

In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp

Cheyenne Defee
 cheyenne.defee@cityofdenton.com
 Procurement Administration Supervisor
 City of Denton
 Security Level: Email, Account Authentication (None)

COPIED

Sent: 7/13/2022 11:07:24 AM

Electronic Record and Signature Disclosure:
 Not Offered via DocuSign

Carbon Copy Events	Status	Timestamp
<div>Gretna Jones gretna.jones@cityofdenton.com Legal Secretary City of Denton Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign City Secretary Office citysecretary@cityofdenton.com Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Not Offered via DocuSign Mark Zimmerer mark.zimmerer@cityofdenton.com Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 7/18/2022 1:28:41 PM ID: 79c223f8-d900-4558-9eb9-21104dba1e4e</div>	<div>COPIED</div>	<div>Sent: 7/18/2022 2:32:54 PM Viewed: 7/19/2022 10:32:38 AM</div>
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	7/13/2022 11:06:30 AM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, City of Denton (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through your DocuSign, Inc. (DocuSign) Express user account. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to these terms and conditions, please confirm your agreement by clicking the 'I agree' button at the bottom of this document.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. For such copies, as long as you are an authorized user of the DocuSign system you will have the ability to download and print any documents we send to you through your DocuSign user account for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of your DocuSign account. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use your DocuSign Express user account to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through your DocuSign user account all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact City of Denton:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: purchasing@cityofdenton.com

To advise City of Denton of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at melissa.kraft@cityofdenton.com and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

In addition, you must notify DocuSign, Inc to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in DocuSign.

To request paper copies from City of Denton

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to purchasing@cityofdenton.com and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with City of Denton

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign account, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an e-mail to purchasing@cityofdenton.com and in the body of such request you must state your e-mail, full name, US Postal Address, telephone number, and account number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none">•Allow per session cookies•Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

By checking the 'I Agree' box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC RECORD AND SIGNATURE DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify City of Denton as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by City of Denton during the course of my relationship with you.