

PROFESSIONAL SERVICES AGREEMENT

FOURTH AMENDMENT

This Fourth Amendment to the Professional Services Agreement (“Agreement”) is made effective July 1, 2025, by the City of Commerce, a municipal corporation (“City”), and TransTrack Systems Incorporated (“Consultant”).

RECITALS:

- A. City and Consultant previously entered into an Agreement dated August 17, 2012, for services related to providing ongoing technical assistance, training, and maintenance support for the City’s Transit Business Software Intelligent System, and amendments to that Agreement (if any), and
- B. On July 6, 2021, the City and Consultant entered an updated maintenance, software specifications, and support Agreement for ongoing technical assistance, training, and maintenance support for the City’s Transit Business Software Intelligent System.
- C. The First Amendment was approved on June 28, 2022.
- D. The Second Amendment was approved on June 27, 2023.
- E. The Third Amendment was approved on August 13, 2024.
- F. By this Fourth Amendment, the City and Consultant desire to renew the terms and conditions of the updated Agreement.

AGREEMENT:

NOW THEREFORE, the City and Consultant agree as follows:

- 1. In accordance with Article IV Section 6 of the current End User License, upon notice prior to the expiration of the current term of the license accompanied with payment for renewal, the City of Commerce will be able to continue to use the proprietary Software, TransTrack Manager ®.
- 2. The renewal fee is \$51,149.00 for the continued level of support specified in the City’s End User License, as amended herein.
- 3. Once this Amendment is fully executed by TransTrack Systems, Inc. and the City of Commerce and TransTrack has received the \$51,149.00, the payment will

renew the End User License for the Fiscal Year 2026, July 1, 2025, to June 30, 2026.

No Further Modification: Except as set forth in this Fourth Amendment, all the terms and provisions of the Agreement, including prior Amendments (if any), shall remain in full force and effect.

IN WITNESS WHEREOF, for good and valuable consideration, the receipt and sufficiency of which is acknowledged by both City and Consultant, City and Consultant have executed this Second Amendment to the Agreement as of the date written above.

City: City of Commerce

Signature: _____

Name: Ivan Altamirano, Mayor

Date: _____

APPROVED AS TO FORM:

Signature: _____

Name: Noel Tapia, City Attorney

Date: _____

Attest:

Signature: _____

Name: Lena Shumway, City Clerk

Date: _____

Consultant: TransTrack System Incorporated

Signature: _____

Name / Title: _____

Date: _____

May 1, 2025

Claude McFerguson
Director of Transportation
City of Commerce Municipal Bus Lines
2535 Commerce Way
Commerce, CA 90040

Subject: Renewal of End User License Maintenance & Support Agreement

Dear Mr. McFerguson,

In accordance with Article IV Section 6 of the End User License Maintenance & Support Agreement (License), City of Commerce Transit has the opportunity to renew their License when this letter is signed by a duly authorized representative and returned **no later than June 30, 2025**.

Exhibit F of the License provides the range of fees which may be charged by TransTrack Systems, Inc. for the renewal of the Maintenance and Support portion of the License. Your annual Maintenance and Support fee for **Fiscal Year 2026**, is **\$35,900**. This fee is for the level of support specified in your License and as amended herein. Any services requested other than those set forth in the description of Maintenance and Support will be subject to an additional fee.

Upon receipt of the signed letter, TransTrack Solutions Group will issue an invoice for the annual Maintenance and Support fee. Once payment has been received, your agency will effectively have renewed their License, subject to all other terms and conditions of the License remaining the same, as amended herein, for the **Fiscal Year 2026** term.

Additionally, City of Commerce desires to add functionality to their TransTrack Manager® product. The additions are described in **Exhibit A**, attached to this renewal letter. The one-time services cost will be billed per the milestones associated with each task listed in **Exhibit A**. The annual maintenance of \$5,789, for these additions, is included in the annual Maintenance and Support fee for Fiscal Year 2026.

Amendments to the License, agreed upon by the execution of this letter are:

1. Article IV, Section 6
 - a. "This contract may be terminated for convenience on the last day of the month following a minimum period of 90 (ninety) days notice."
2. Exhibit F
 - a. "Annual Maintenance and Support Fee for **07/01/2025 to 6/30/2026: \$35,900**"
3. Exhibit C
 - a. "Incorporates the contents of Exhibit A of this document"

All other terms and conditions of the License shall remain in full force and effect.

Customer service made the following updates during 2024:

1. Invested in and launched a new ticketing platform, FreshService, to enhance user experience when submitting any help requests
2. Modified customer service business day hours to be 8:00 a.m. – 6:00 p.m. EST

TransTrack Systems, Inc. made the following updates to its proprietary software TransTrack Manager® during calendar year 2024:

1. Monthly Service Reconciliation Report – added grand totals to the bottom of the report for scheduled, modified and actual hours and miles
2. Update to Subfleet Look-up view – added fields for estimated cost and capital responsibility for NTD reporting. These fields populate the NTD A-35 Service Vehicle Inventory report
3. Update to Safety & Security views – separated the assault reporting section to allow for assault reporting NTD compliance
4. Update to NTD A-30 Revenue Vehicle Inventory report – updated the layout of the report to reflect the layout in TrAMS and to improve readability
5. Plan Actions / Close the Month for all Modules – modified the month filter to include year-to-date through “month,” eliminating the need to reclose individual months
6. The help request window now includes a subject line
7. APC data views – added filters for Trip ID and Stop ID to improve functionality

AGREED AND ACCEPTED

TransTrack Systems®, Inc.

By: Paola Realpozo

Name: Paola Realpozo

Title: General Manager

Date: 05/02/2025

By: Yoshiro Nakasato

Name: Yoshiro Nakasato

Title: Finance Manager

Date: 05-01-2025

City of Commerce

By: _____

Name: _____

Title: _____

Date: _____

By: _____

Name: _____

Title: _____

Date: _____

Exhibit A

April 22, 2025

To: Claude McFerguson
Executive Director
City of Commerce

Subject: Quote #35479917369 – PTASP, GMV OTP Import, Feedback Notification & TAM Module

TransTrack Solutions Group (“TTSG”) is pleased to share the following quotation for your review. Please reach out to me with any questions you may have.

If this quotation is acceptable to the City of Commerce, please have a duly authorized representative sign “Attachment C” and return the full quotation copy to me and Paola Realpozo, General Manager of TTSG (paola.realpozo@transtrack.net). Alternatively, you may provide a Purchase Order in lieu of this letter assuming all other terms and conditions from the End User License Agreement remain intact.

Sincerely,

Susann Poggioli
Account Executive
480.206.1001
Susann.poggioli@transtrack.net
TransTrack Solutions Group

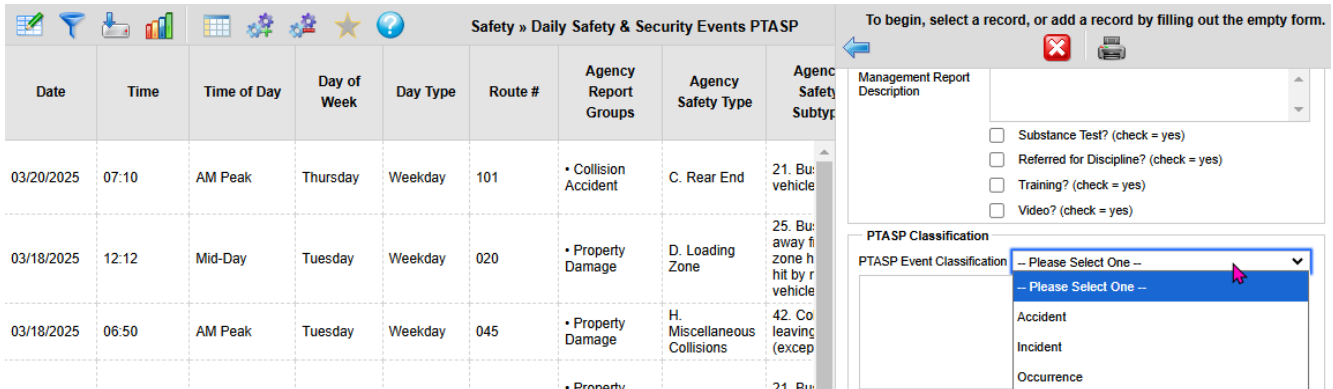
Attachments:

Attachment A – Description of Services
Attachment B – Price Quote & Payment Terms
Attachment C – Authorization to Begin Work

Attachment A – Description of Services

Scope of Work – PTASP Module

City of Commerce desires to add the PTASP module to their TransTrack Manager® instance. The PTASP module includes an enhanced Safety & Security Events view to include a PTASP safety classification.



Date	Time	Time of Day	Day of Week	Day Type	Route #	Agency Report Groups	Agency Safety Type	Agency Safety Subtype
03/20/2025	07:10	AM Peak	Thursday	Weekday	101	• Collision Accident	C. Rear End	21. Bu-vehicle
03/18/2025	12:12	Mid-Day	Tuesday	Weekday	020	• Property Damage	D. Loading Zone	25. Bu-vehicle
03/18/2025	06:50	AM Peak	Tuesday	Weekday	045	• Property Damage	H. Miscellaneous Collisions	42. Co-leaving (except
03/18/2025	06:50	AM Peak	Tuesday	Weekday	045	• Property	C. Rear End	21. Bu-vehicle

To begin, select a record, or add a record by filling out the empty form.

Management Report Description

☐ Substance Test? (check = yes)

☐ Referred for Discipline? (check = yes)

☐ Training? (check = yes)

☐ Video? (check = yes)

PTASP Classification

PTASP Event Classification

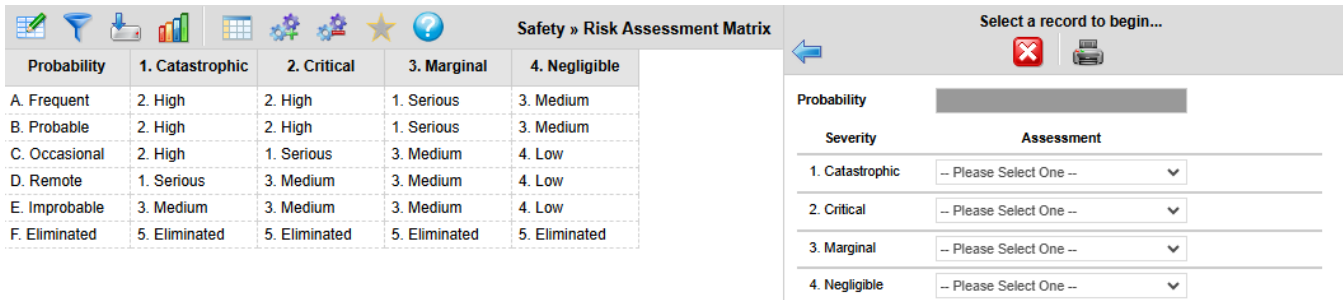
-- Please Select One --

Accident

Incident

Occurrence

It also includes the Risk Assessment Matrix and System Hazards views, which allows for the establishment of your risk matrix and recording of system hazards. TransTrack staff will work with Commerce staff to establish your risk matrix for recording all system hazards.



Probability	1. Catastrophic	2. Critical	3. Marginal	4. Negligible
A. Frequent	2. High	2. High	1. Serious	3. Medium
B. Probable	2. High	2. High	1. Serious	3. Medium
C. Occasional	2. High	1. Serious	3. Medium	4. Low
D. Remote	1. Serious	3. Medium	3. Medium	4. Low
E. Improbable	3. Medium	3. Medium	3. Medium	4. Low
F. Eliminated	5. Eliminated	5. Eliminated	5. Eliminated	5. Eliminated

Select a record to begin...

Probability

Severity

Assessment

1. Catastrophic

2. Critical

3. Marginal

4. Negligible

-- Please Select One --

The PTASP target report is also included for safety reporting.

TransTrack staff will work with the City of Commerce to set-up the system hazard matrix view for the PTASP module, provide training documentation and virtually train staff on the use of the module.

PTASP Target Report

1st Quarter, CY 2025

By Mode

Summary

Mode		1st Quarter Calendar Year 2025		Calendar Year 2025 To Date		Calendar Year 2025 Performance Target	
		Total	Per 100K Rev Miles	Total	Per 100K Rev Miles	Total	Per 100K Rev Miles
Bus (Motorbus)	Fatalities	0	0.00	0	0.00		
	Injuries	0	0.00	0	0.00		
	Safety Events	18	4.91	18	4.91		
	Roadcalls	46	12.56	46	12.56		
Commuter Bus	Fatalities	0	0.00	0	0.00		
	Injuries	0	0.00	0	0.00		
	Safety Events	6	6.45	6	6.45		
	Roadcalls	18	19.34	18	19.34		
Demand Response	Fatalities	0		0			
	Injuries	0		0			
	Safety Events	4		4			
	Roadcalls	0		0			
System-Wide	Fatalities	0	0.00	0	0.00		
	Injuries	0	0.00	0	0.00		
	Safety Events	28	6.10	28	6.10		
	Roadcalls	64	13.93	64	13.93		

Project Acceptance Criteria and Payment Milestones

1. Completion of set-up work | 50% Services + 100% Annual Subscription
2. Completion of training materials and training | 50% Services

Scope of Work – GMV OTP Import

City of Commerce desires to add an import of their OTP data from GMV. TransTrack staff will create an import of the OTP data from GMV into TransTrack Manager®. The import also includes stop sequence data to identify timepoints for the OTP data.

TransTrack staff will work with City of Commerce staff to establish the parameters in TransTrack Manager to monitor their on-time performance (OTP) data.

The raw data will be stored in the Daily On-Time Perf. Monitoring view. City of Commerce will have access to the AVL analytics platform, which displays the OTP data in multiple ways. Additionally, there are OTP reports in the Operations Reports view, including by employee and route. City of Commerce may choose to enter their OTP target in TransTrack Manager® to measure their results by.

Project Acceptance Criteria

1. Completion of import work
2. Completion of set-up work
3. Completion of training materials and training

Scope of Work – Feedback Notification

City of Commerce desires to have a notification automatically sent when a feedback record is not responded to by a supervisor within a certain number of days.

TransTrack staff will create the notification based on the Date of Response field in the Daily Customer Feedback (Commerce) view. If there is not a date entered in the Date of Response field, within the set number of days, from the Date of Referral selected staff will receive an email notification alerting them a supervisor has not responded to the feedback.

Upon the approval of this quote, TransTrack staff will work with Commerce staff to determine how the notification should be formatted as well as the number of days to use to trigger the notification.

Additionally, TransTrack will upgrade City of Commerce's feedback view to include logs of the Customer Service Comments and Supervisor Response fields. The log will provide a history of what is recorded, by whom with a date and time stamp.

Incident Referral & Response:

Response Requested: ☐ Due Date:

Date of Referral: Referred Back Date:

Supervisor Referred To: McFerguson, Claude (10104) ▼

Group Assigned: No Selection Available ▼

Customer Service Comments:

▲▼

Supervisor Response:

▲▼

Date of Response:

Supervisor Responding: -- Please Select One -- ▼

Project Acceptance Criteria

1. Completion of notification programming
2. Completion of set-up work
3. Review with staff

Scope of Work – TAM Module

City of Commerce desires to add the TAM module to their TransTrack Manager® instance. The TAM module includes views to plan facility projects, record facility condition assessments and plan for rolling stock replacement. It also includes several reports, including the NTD A-90 TAM Performance Measure Targets, facility project budget report, facility condition assessment report and rolling stock and equipment planning report. Below are screenshots of each of the views and the reports which are included in the TAM module.

TAM » Facility Group NTD A-90 Targets

To begin, select a record, or add a record by filling out the empty form.

Fiscal Year	Facility Group	Target %	Comments
FY 2023	Administrative & Maintenance	0.00 %	
FY 2020	Administrative & Maintenance	33.33 %	

Fiscal Year: -- Please Select One --
 Facility Group: -- Please Select One --
 Target %: 0 (Enter as Percentage; ex.: 1% Note that you can set this to zero.)
 Comments:

TAM » Facility Condition Assessment

Modify the form below.

Fiscal Year	Facility Name	Facility Group	Facility Type	Facility Component	Condition Assessment	Weight
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	Weighted Average	N/A	
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	Electrical	N/A	
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	HVAC	N/A	
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	Interiors	N/A	
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	Plumbing	N/A	
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	Shell	N/A	
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	Site	N/A	
FY 2025	I-985 Park and Ride Lot	Passenger / Parking Facility	Surface Parking Lot	Substructure	N/A	

Condition Assessment: Not Applicable
 Weight: 5 - Excellent, 4 - Good, 3 - Adequate, 2 - Marginal, 1 - Poor, Not Applicable

TAM » Facility Project Planning

To begin, select a record, or add a record by filling out the empty form.

Facility Group	Facility Type	Facility Name	Facility Component	Facility Project	Plan Year	Project Year	\$ Amount
Passenger / Parking Facility	Surface Parking Lot	Indian Trail Park and Ride Lot	Substructure	Asphalt Replacement	FY 2023	FY 2025	\$400,000.00
Passenger / Parking Facility	Surface Parking Lot	Indian Trail Park and Ride Lot	Substructure	Asphalt Replacement	FY 2023	FY 2024	\$400,000.00
Administrative & Maintenance	Combined Administrative & Maintenance Facility	Remington Transit Operations and Maintenance Facility	Site	Asphalt Replacement	FY 2021	FY 2022	\$500,000.00

Facility Name: -- Please Select One --
 Facility Component: -- Please Select One --
 Facility Project: -- Please Select One --
 Plan Year: -- Please Select --
 Project Year: FY 2025
 Budgeted \$ Amount: 0.00
 Spread Amount Over: 1 Year
☒ ACTIVE? (To remove a record without deleting, uncheck the Active check box.)

TAM » Facility Look-Up

To begin, select a record, or add a record by filling out the empty form.

Facility Name	Facility Type	Facility Components	Facility Group	Starting Fiscal Year	Ending Fiscal Year
I-985 Park and Ride Lot	Surface Parking Lot	<ul style="list-style-type: none"> • Electrical • HVAC • Interiors • Plumbing • Shell • Site • Substructure 	Passenger / Parking Facility		
Indian Trail Park and Ride Lot	Surface Parking Lot	<ul style="list-style-type: none"> • Plumbing • Site • Substructure 	Passenger / Parking Facility		
Remington Transit Operations and Maintenance Facility	Combined Administrative & Maintenance Facility	<ul style="list-style-type: none"> • Conveyance • Electrical • Equipment & Fare Collection • Fire Protection • HVAC • Interiors • Plumbing • Shell • Site • Substructure 	Administrative & Maintenance		

Facility Name: -- Please Select One --
 Facility Type: -- Please Select One --
 Facility Components:

- ☐ All
- ☐ Conveyance
- ☐ Electrical
- ☐ Equipment
- ☐ Equipment & Fare Collection
- ☐ Fare Collection Equipment
- ☐ Fire Protection
- ☐ HVAC
- ☐ Interiors
- ☐ Plumbing

 Starting Fiscal Year: -- Please Select One --
 Ending Fiscal Year: -- Please Select One --
☒ ACTIVE? (To remove a record without deleting, uncheck the Active check box.)

TAM » Facility Project Look-Up

To begin, select a record, or add a record by filling out the empty form.

Facility Project:

Facility Project:

☒ ACTIVE? (To remove a record without deleting, uncheck the Active check box.)

TAM » Rolling Stock & Equipment Planning

To begin, select a record, or add a record by filling out the empty form.

Planning Year	# of Years	Asset Category	Asset Class	Vehicles In Fleet	Vehicles Within ULB	Vehicles Exceed ULB	Percent Exceeding ULB	Asset Target	Comments
FY 2021	5 Years	Rolling Stock	BR - Over-the-road Bus	43	0	43	100.00%	Maintain Current Ratio	Commuter Bus Rehab Project begins in 2021 to 2023
FY 2021	5 Years	Rolling Stock	BU - Bus	38	38	0	0.00%	Maintain Current Ratio	
FY 2021	5 Years	Rolling Stock	VN - Van	7	0	7	100.00%	Maintain Current Ratio	4 VN have been ordered, delivery was delayed due to COVID-19
FY 2020	5 Years	Rolling Stock	BR - Over-the-road Bus	43	34	9	20.93%	Maintain Current Ratio	Currently evaluating rehab procurement to address exceeding ULB
FY 2020	5 Years	Rolling Stock	BU - Bus	38	38	0	0.00%	Maintain Current Ratio	
FY 2020	5 Years	Rolling Stock	VN - Van	7	7	0	0.00%	Maintain Current Ratio	

Plan Year:

of Years:

Asset Class:

Asset Target Type:

Target %:

Comments:

FY 2023 Facility Budgeted Five-Year Plan

Facility Group

Facility	Component & Project	Budget	FY 2023	FY 2024	FY 2025	FY 2026	FY 2027	FY 2028+
Indian Trail Park and Ride Lot	Substructure - Asphalt Replacement	\$800,000		\$400,000	\$400,000			
Grand Total		\$800,000		\$400,000	\$400,000			

Facility Condition Assessment - Summary

Facility Group	Facility Type	Facility	Condition Assessment
Passenger / Parking Facility	Surface Parking Lot	I-985 Park and Ride Lot	3 - Adequate (3.6)
Passenger / Parking Facility	Surface Parking Lot	Indian Trail Park and Ride Lot	2 - Marginal (2.0)
Administrative & Maintenance	Combined Administrative & Maintenance Facility	Remington Transit Operations and Maintenance Facility	3 - Adequate (3.9)
Passenger / Parking Facility	Bus Transfer Center	Sugarloaf Mills Park and Ride	4 - Good (4.5)
Passenger / Parking Facility	Bus Transfer Center	Transit Center	3 - Adequate (3.3)

Rolling Stock & Equipment Planning Report

FY 2020

Asset Category	Asset Class	Total Fleet	FY 2020		FY 2021		FY 2022		FY 2023		FY 2024	
			Qty	Budget	Qty	Budget	Qty	Budget	Qty	Budget	Qty	Budget
Rolling Stock	BR - Over-the-road Bus	43	6	\$5,400,000	7	\$6,300,000	7	\$6,300,000	7	\$6,300,000	7	\$6,300,000
Rolling Stock	VN - Van	7	1	\$95,000	1	\$95,000	2	\$190,000	1	\$95,000	2	\$190,000
Total		50	7	\$5,495,000	8	\$6,395,000	9	\$6,490,000	8	\$6,395,000	9	\$6,490,000

Transit Asset Management Performance Measure Targets (A-90) FY 2025

1) Rolling Stock - Percent of revenue vehicles that have met or exceeded their useful life benchmark

Performance Measure	2024 Target (%)	2024 Performance (%)	2024 Difference	2025 Target (%)

2) Equipment - Percent of service vehicles that have met or exceeded their useful life benchmark

Performance Measure	2024 Target (%)	2024 Performance (%)	2024 Difference	2025 Target (%)

3) Facility - Percent of facilities rated below 3 on the condition scale

Performance Measure	2024 Target (%)	2024 Performance (%)	2024 Difference	2025 Target (%)
Administrative & Maintenance		100.00		
Passenger / Parking Facility		100.00		

TransTrack staff will work with the City of Commerce to set-up the views for the TAM module, provide training documentation and virtual training for staff.

Project Acceptance Criteria

1. Completion of set-up work
2. Completion of training materials and training

Attachment B – Price Quote & Payment Terms*

	Total
Services (One-time Yr 1)	\$15,249
Year 1 Annual Subscription	\$5,789
Total	\$21,038

*Note: Any annual subscription cost will be prorated upon completion of the project through the end of your annual term. Your next annual renewal will include the total amount shown, subject to the annual escalation rate.

Additionally, any third-party vendor charges to interface with TransTrack are the responsibility of the Agency.

Attachment C – Authorization to Begin Work

Quote #35479917369 : to City of Commerce April 22, 2025, for a total of \$21,038

Subject to the aforementioned scope and terms.

This price quote is valid until June 30, 2025. Work is quoted as fixed cost and will be progressively billed each month for work TransTrack completed. The annual costs will be due for the current fiscal year upon completion of this project. If you approve, please sign, and return to me and Paola Realpozo at paola.realpozo@transtrack.net. Alternatively, you may provide a Purchase Order in lieu of this letter authorization