



Business Partner Program

Overview

Cityworks is a powerful, flexible, and affordable solution designed for local governments, public works, utilities, and other organizations to manage assets, maintenance, permits, and licenses. Built exclusively on Esri's leading GIS technology and the innovative concept of using the geodatabase as the asset repository, Cityworks allows users the unique ability to leverage their investment in GIS.

Cityworks – Azteca Systems, LLC

11075 South State Street
Sandy UT 84070
801-523-2751
www.cityworks.com

Contents

Introduction	3
Types of Partnerships.....	4
Implementation Partner	4
Development Partner	4
International Partner	4
Program Benefits	5
How to Become a Business Partner	5
Steps to Becoming a Business Partner.....	5
Licensing.....	6
Fee.....	6
Partner Levels.....	7
On-going Requirements –Business Partners must comply with the following:	7
Cityworks Technical Support.....	7
Cityworks Training.....	7
Cityworks Consulting Services.....	8

Information in this document is considered confidential and for use only in the context of its intent.
We appreciate your confidence and require that this information not be disclosed to third parties.

Introduction

Thank you for your interest in Azteca Systems and Cityworks, the original and leading GIS-centric asset management solution, designed and created to fully leverage GIS for communities.

In 1996, Azteca Systems introduced a broad range of innovative and powerful tools previously unavailable to Public Works, Utilities, and Geographic Information System (GIS) users. From the very beginning, the Cityworks GIS-centric approach for local government asset management has been a union of two software systems: Esri ArcGIS and Cityworks. With this approach, the GIS is the authoritative system for local government asset inventory. Cityworks provides tools for managing and tracking the work that regulates local government assets. The Cityworks GIS-centric approach leverages an organization's investment in Esri GIS delivering immediate and tangible benefits, including simplifying the process to maintain an asset inventory and eliminating the need for data syncing interfaces and associated data normalization challenges.

Our customers and partners benefit from the innovative approach of the Cityworks GIS-centric platform solutions. These unique and powerful solutions provide you the same competitive edge in your marketplace.

At Cityworks – Azteca Systems, we believe partnering is good business. We actively seek to align with firms that have earned a strong reputation in the industry as knowledgeable, capable, experienced, and trustworthy. Combining our strength in software development with your capabilities makes for an unparalleled and cost-effective solution.

We have evolved a multi-faceted program aimed at enhancing the notoriety of Cityworks, achieving successful implementations, and leveraging the benefits of related products around the world. This requires strong commitment, trusting relationships, great software and unsurpassed services.

Our Business Partner Program is designed to achieve several key goals:

- Satisfy customers
- Combine strengths of our organizations
- Deploy successful implementations
- Promote Cityworks

We look to depend on your capabilities and expertise as service providers, integrators, and international value added resellers. We uphold the responsibility to continue providing state-of-the-art software, training, and solid technical support services.

Information in this document is considered confidential and for use only in the context of its intent. We appreciate your confidence and require that this information not be disclosed to third parties.

Types of Partnerships

Implementation Partner

Cityworks enjoys a solid reputation which was built on successful implementations. To ensure our partners continue this practice, Implementation Partners entering the program are required to work with Cityworks' Enterprise Services Group on their first implementation. Combined with system implementation training, this process helps new partners learn how to implement Cityworks and deliver a successful customer experience. Future implementations can then be carried out independently by the Implementation Partner or with support from Cityworks' Enterprise Services Group.

Services related to a Cityworks project include everything from database design, development and configuration to data creation, collection, and development. System installation, implementation, integration, change management, and business reengineering are often sought by our clients in conjunction with their Cityworks deployment.

Development Partner

Cityworks recognizes a specific type of partnership for organizations and firms that offer strategic integrations to Cityworks. As a result, the Development Partner exists to facilitate integrations and solutions that improve performance and capabilities of Cityworks for the benefit of Cityworks clients.

Development Partners may also be involved in the Implementation Partner program. Additional agreements are involved to facilitate these relationships.

International Partner

Cityworks actively works in conjunction with companies throughout the world to deliver Cityworks to customers outside of the United States of America. It is our preferred strategy to align with Esri's network of International Distribution Partners. Other options may be considered. International Partners will do the following:

- Promote Cityworks outside the United States
- Marketing
- Sales
- Implementation
- Technical Support

Pertaining to all Partnerships

Partnerships require a Mutual Confidentiality/Non-Disclosure Agreement, a license agreement, a partner agreement and an annual fee (An annual fee does not apply to International Partners). Partners are permitted to display the Cityworks Partner logo and employ the assistance of our sales staff in marketing Cityworks to their clients.

Our sales team maintains the highest level of industry knowledge and subject expertise combined with an in-depth understanding of Cityworks, GIS, and related technologies. This enables them to help your customers clearly understand the benefits of our unique approach to asset maintenance management and how it can best serve their organization. Implementation Partners are encouraged to promote Cityworks by facilitating demonstrations and meetings that include your Cityworks Regional Account Manager. Partnerships require a Mutual Confidentiality/Non-Disclosure Agreement, a license agreement, a partnering agreement and an annual fee.

Information in this document is considered confidential and for use only in the context of its intent. We appreciate your confidence and require that this information not be disclosed to third parties.

Program Benefits

Business Enablement

- Recognized as a Cityworks Partner Program partner
- Access to the secure Partner content on *MyCityworks*
- Join partner business-focused webcasts
- Complimentary Cityworks Software for sales demos, marketing, internal training, testing and development
- Invitation to Annual Cityworks Partner Summit
- Discounts on Cityworks Conference (CC) registration
- Opportunities to be recognized for industry or technology expertise

Technical Enablement

- Access to Cityworks technical expertise, resources, and technology best practices
- Join Cityworks webcasts for partners
- Access to new and partner-specific training offerings
- Invitations to Partner Summit and CC preconference training
- Opportunities to participate in pre-release program and holistic testing

Marketing Enablement

- Access to marketing best practices and branding guidelines
- Promote partnership and alignment with Cityworks Partner Program emblem
- Listing in Cityworks Partner Directory on Cityworks website
- Opportunities to sponsor and exhibit at Cityworks Conference, Cityworks RUGs, and other events
- Opportunities for Cityworks Magazine advertising
- Share your work in articles, press releases, and success stories

Community Enablement

- Part of the Cityworks community of 60+ partners around the globe
- Participate in Partner MyCityworks Forums
- Cityworks social media (Twitter, Linked-In, Instagram, etc.)
- Industry Communities, Blogs, and Forums

How to Become a Business Partner

New Partners enter the program by reviewing this document, the **Business Partner Program Overview and Terms**, completing any necessary applications, agreeing to all of the terms herein, and abiding by the ongoing program requirements. These steps are in place to ensure our clients, partners, and Azteca the best opportunity for a successful and mutually beneficial relationship.

Steps to Becoming a Business Partner

To become a Partner, follow these steps:

1. Establish a sponsor in Cityworks.
2. Review and complete the Cityworks Business Partner Application.
3. Schedule your New Partner meeting with Cityworks.
4. Review, complete, and sign the Cityworks Business Partner Agreement.
5. Enter New Partner/trial period – training, Cityworks implementation and/or integration.
6. Upon final acceptance, end New Partner/trial period and receive full benefits of the Cityworks Business Partner Program.
7. Pay the required fee at the next annual renewal (waived for first year for New Partners).

Information in this document is considered confidential and for use only in the context of its intent. We appreciate your confidence and require that this information not be disclosed to third parties.

Sponsor

Typically, this would be your Regional Account Manager or management staff. Your sponsor will work with you to help determine the best options for success and guide you through the review process. It's important your sponsor understands your opportunities for implementing Cityworks to ensure your time and effort spent in forming a more formal relationship is worthwhile for both you and Cityworks.

Business Partner Application

The Azteca-Cityworks Business Partner Application is a document to help us learn more about you, your team, and your business. It is important for us to clearly understand who you are and how your company is structured. The application also helps identify the key personnel within your organization, enabling us to address the appropriate staff.

New Partner Meeting

This meeting provides you the opportunity to meet the Cityworks team, highlight how your organization can be a successful partner, and showcase your key staff, capabilities, and experience. The meeting is typically held via webcast.

Trial Period

Upon completion of the Business Partner application and Partner Program Contract, you will enter a trial period. During this period, you will attend training, work with Cityworks' Sales and Enterprise Solutions teams to deliver a successful implementation or integration and participate in events. While in the trial period may not use marketing or title of "Cityworks Partner" until the trial period completes successfully.

Transition to Full Partner

Upon completion of your first successful implementation or your integration being signed off by Cityworks, the trial period will end, and you will be responsible for meeting the requirements outlined by Azteca and for the partner fee at the next renewal cycle.

Licensing

Cityworks software is provided to Partners upon successful completion of applicable training. These licenses are non-transferable and not-for-resale (NFR) and not to be used in lieu of the customer's license; they are for use in implementation services or development services only (based on the type of partnership established). New software products may be available to selected partners on a limited basis. Business Partners receive a full suite of the Cityworks software upon completion of training and an executed agreement. This includes either download access and licensing or a cloud hosted environment for the Cityworks Platform.

Fee

There is a base fee to become a Partner. This fee is renewable, paid annually at the beginning of the term, and covers administrative, program offerings, services, and related costs. The annual fee and program offerings may change based on the tier requirements met as laid out in the "Partner Levels" section. Business Partner fees, annual renewal rates, and program requirements are subject to change. Other additional fees and costs may apply.

Information in this document is considered confidential and for use only in the context of its intent. We appreciate your confidence and require that this information not be disclosed to third parties.

Partner Levels

The Cityworks' Partner Program has tier levels as outlined below. Partnership levels are reviewed on an annual basis.

Annual Requirements	Platinum	Gold	Silver	Member
Software Revenue	\$250,000	\$100,000	\$25,000	
Training	X	X	X	X
Cityworks Conference Attendance	X	X	X	X
Event Sponsorship (Cityworks Conference, User Group, etc.)	X	X	X	X
Cityworks Magazine or Other Article	X	X	X	
State/Local Presentations	X	X	X	
National Capabilities + Presentations	X	X		
International Capabilities	X			
Fee (annual renewal date July 1)	\$1,500	\$1,500	\$1,500	\$3,000

On-going Requirements –Business Partners must comply with the following:

1. Attend Cityworks Administration (AMS or PLL) training course prior to performing their initial Cityworks implementation.
2. Attend the Cityworks Conference.
3. Maintain Cityworks proficiency by taking training courses regularly and maintain a minimum of one Cityworks-trained staff member who is proficient and has the ability to deploy Cityworks, implementation, integration, and/or other product related services.
4. Pay the annual Partner fee.
5. Maintain an active link on your website to www.cityworks.com.

Cityworks Technical Support

Your organization is **NOT** eligible to obtain support for the Cityworks suite of software until training requirements have been met as outlined herein. Contact the training department or visit our campus website (<https://mycityworks.force.com/>) to arrange to participate in a training course.

Once training is complete, Implementation Business Partners can access Cityworks Technical Support from 8:00 a.m. to 5:00 p.m. (Mountain Time) at (801) 990-1888. Cityworks' staff of experts is available within these time frames to answer your questions directly via phone, email, or remote access support.

Software Update & Support is covered under the Cityworks License agreement as part of the annual fee including new versions, patches, updates, and technical support, see Attachment C. For all other matters, such as implementation, integration, configuration, consulting, and training, Professional Services Consulting is the vehicle.

In addition, Partners are provided secured access to the MyCityworks website to obtain important information related to software updates, implementation details, events, forms, and other marketing-related details.

Cityworks Training

To ensure successful use and support of Cityworks, it is important for your organization to take all relevant training on an annual basis. The minimum required training for Implementation Partners consists of Cityworks Administration (for

Information in this document is considered confidential and for use only in the context of its intent. We appreciate your confidence and require that this information not be disclosed to third parties.

AMS or PLL) training. Upon completion of these courses, Implementation Partners are authorized to use the licensed Cityworks software suite of products (as previously stated) and in accordance with the terms herein.

Administration training is available at the Cityworks offices in Sandy, Utah (Salt Lake City), West Bend, Wisconsin (Milwaukee), and DeSoto, Texas (Dallas) throughout the year. Remote Interactive Training (web) is available AFTER first attending an in-classroom training. It is important to note that training alone does not authorize Implementation Partners to perform their initial implementation. Courses can be found at www.mycityworks.com/cityworkscampus.

Cityworks Consulting Services

Azteca Systems Consulting Services is a remotely-delivered, consultative support option that adds the element of proactive support, providing a comprehensive result beyond “break-fix” product implementation and configuration. Consulting Services provides advice and guidance for the implementation and configuration of Cityworks and Related Products performed by Business Partners. To include:

- Discovery
- Configuration and configuration review
- Installation
- Report development
- Training and coaching
- Rollout support

The Consulting Services hourly rate shall be as listed below. Upon written 30-day notice, Azteca Systems shall have the right to alter this rate. Please provide a purchase order or credit card for billing purposes.

Consulting Services	(801) 990-1888
Professional Support	\$200/hr. (minimum billing ½ hour every 15 minutes thereafter)
	\$2,200/day for on-site support

Information contained in this document is subject to change without notice. Azteca Systems Inc. reserves the right to adjust and amend program requirements, benefits, and responsibilities as it sees fit.

Information in this document is considered confidential and for use only in the context of its intent. We appreciate your confidence and require that this information not be disclosed to third parties.