



Next Generation Public Safety Software

ProPhoenix Corporation

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Moorestown, NJ 08057, USA
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Appendix C

Cost Proportions by Operational Product Type

Operational Product Type	% of Overall Costs	Software License Cost
CAD	69%	\$473,841.49
RMS	31%	\$212,885.31
Total		\$686,726.80

Annual Support & Maintenance	CAD	RMS	Total
% of ASM	68%	32%	
Year 2	\$77,380.12	\$36,414.18	\$113,794.30
Year 3	\$79,701.53	\$37,506.60	\$117,208.13
Year 4	\$82,092.57	\$38,631.80	\$120,724.37
Year 5	\$84,555.35	\$39,790.75	\$124,346.10
Year 6	\$87,092.01	\$40,984.47	\$128,076.48

Payment Disclaimer

Fees and milestone payments are due in full as outlined on pages 1 and 2 of the Software License Agreement. Failure to make timely payments in full may result in penalties, service disruptions, or termination of the agreement as specified in the contract terms.

SOFTWARE LICENSE AND SUPPORT AGREEMENT

This SOFTWARE LICENSE AND SUPPORT AGREEMENT ("Agreement") is entered into this ____ day of _____, 2025 by and between Chenosa Systems Corporation, a New Jersey corporation doing business as "ProPhoenix," with its principal place of business at 502 Pleasant Valley Avenue, Moorestown, NJ 08057 ("ProPhoenix"), and Wasco County, an Oregon political subdivision with its principal place of business at 511 Washington St Ste 102, The Dalles, Wasco County, Oregon 97058 ("Licensee").

In consideration for the mutual promises contained herein, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree that ProPhoenix will provide, and Licensee will accept, the software and services described in the proposal described below and attached to this Agreement as Appendix A (the "Proposal"), in exchange for the fees set forth in the Proposal and pursuant to the terms and conditions set forth in this Agreement.

THE PROPOSAL INCORPORATED INTO THIS AGREEMENT IS:

Title: ProPhoenix Software for CAD/MOBILE/RMS

Proposal: 24-251

Date: 01/14/2025

ADDITIONAL TERMS AND LICENSE RESTRICTIONS:

Number of licensed Sites: 1

PAYMENT TERMS:

Payment Milestones	Payment	When Invoiced
1. Project Initiation	\$171,681.70	Completion of Initiation Phase
2. Project Planning Stage 1	\$85,840.85	Completion of Planning Stage 1
3. Project Planning Phase Complete	\$103,009.02	Planning Stage Phase Completed
4. Implementation Phase Stage 1	\$85,840.85	Implementation Stage 1 Completed
5. Implementation Phase Complete	\$103,009.02	Implementation Phase Completed
6. Go Live Ready	\$137,345.36	Go Live Ready Phase Completed
Total Project Costs	\$686,726.80	

Subsequent Year Software and Support Fees begin (1) one year from date shown below

Support Year	Annual Support Fee	When Invoiced
Year 1	\$110,479.90	Included in Purchase Price
Year 2	\$113,794.30	1 st Anniversary of Go Live
Year 3	\$117,208.13	2nd Anniversary of Go Live
Year 4	\$120,724.37	3 rd Anniversary of Go Live
Year 5	\$124,346.10	4 th Anniversary of Go Live
Year 6	\$128,076.48	5 th Anniversary of Go Live
Each year thereafter	Limited to 3% maximum increase over prior year's total.	

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The parties agree to the terms and conditions of this Software License and Support Agreement as of the date set forth above.

PROPHOENIX CORPORATION:

CUSTOMER: WASCO COUNTY

By: Paul Hoppe

By: Scott C. Hege

Name: Paul Hoppe

Name: Scott C. Hege

Title: Executive Vice

President Date: 01/29/2025

Title: Commissioner Chair

Date: April 16, 20 25

Delivery Address, if different from above:
