

**FIRST AMENDMENT TO SERVICES AGREEMENT FOR SOFTWARE
SUBSCRIPTION, MAINTENANCE, AND SUPPORT FOR MARS WATER METER TEST
SYSTEM**

This First Amendment to the Services Agreement for Software Subscription, Maintenance, and on-going Technical Services & Customer Support for MARS Water Meter Test System (First Amendment) is made and entered into by and between the City of San Diego (City) and OW Investors, LLC, dba Mars Company (MARS) (Contractor), also referred to individually as "Party" and collectively as the "Parties."

RECITALS

1. City approved Sole Source #4072 for Software Subscription, Maintenance, and on-going Technical Services & Customer Support for MARS Water Meter Test System, resulting in a contract between the City and Contractor (Contract). The Contract is comprised of the Services Agreement between the City and Contractor which includes Scope of Work with Attachments, Wage Requirements, and Revised City's General Contract Terms and Provisions.

2. The Contract may be amended by written agreement executed by duly authorized representatives of both Parties.

3. The Parties wish to amend the Contract to add equipment, services & software, upgrade current equipment, and increase the Amount of Compensation. The Amendment is comprised of Contractor's Proposal (Attachment 1).

TERMS

1. Section 3.1 of the Agreement is revised in its entirety to read as follows:

Amount of Compensation. City shall pay Contractor for performance of all Services rendered in accordance with this Agreement in an amount not to exceed \$2,479,516.00 or the amount referenced in the Purchase Order. In no event shall the amount of compensation exceed \$3,000,000.00, without prior consent of City's Council.

2. This First Amendment will be effective when signed by both parties and approved by the City Attorney in accordance with Charter section 40.

3. All provisions of the Agreement not addressed in this First Amendment remain in full force and effect.

IN WITNESS WHEREOF, this First Amendment is executed by City and Contractor acting by and through their authorized officers.

Contractor

By: [Signature]

Name: Mike Corey

Title: CEO

Date: 2/10/2020

City of San Diego

By: [Signature]

Name: Kristina Peralta
Director

Title: Purchasing & Contracting

Date: 12 FEB 2020

Approved as to form this 12 day of

Feb, 2020

MARA W. ELLIOTT, City Attorney

By: [Signature]
Deputy City Attorney

Ray Palmucci
Print Name

ATTACHMENT 1

City of San Diego



Proposal



November 13, 2019



PROPOSAL OVERVIEW

SUMMARY

As per our discussion, I am pleased to provide you a proposal for the MARS Company Water Meter Test Bench System. The Test Bench configuration is based on our meeting and subsequent conversations.

The proposed system configuration will provide the City of San Diego the ability to “grade” your meters (both existing and new meters), test more meters at a time, reduce the test time, generate highly accurate results (repeatable within ¼ of 1%) and certify your employees by both training and assisting on the installation of the System. The result is increased productivity, more accurate meters and, most important, **increased recovered revenue**.

Each Test Bench System is fully automated, allowing the operator to perform other functions while executing the meter testing. The Meter Testing System provides:

- Gravimetric testing equipment operates **5 times faster** than traditional volumetric meter testing equipment.
- Automated and Computerized – **Accurate and unattended meter testing** with data that is accessible by your network.
- NIST Traceable scale systems – Unsurpassed **repeatable accuracy to within 1/10%**. The test results speak directly to the Courts.

The Test Bench Systems, with the Gravimetric System, includes scales and is compliant with American Water Works Association (AWWA) standards and is traceable to NIST (National Institute of Standards and Technology) Handbook 44 specifications.

Many changes within the industry have occurred over the past few years, including:

- Technology requirements demanded by the User Community
- Meter Technology changes and enhancements provided by the meter manufacturers
- The demand for more data by the User Community, including meter reading statistics and facts for trending and analytics
- Technology within the computer and manufacturing sectors
- Reliance on the data provided by Meter Operations

MARS Company has strategically developed products and solutions to maintain our leading position in the Water Meter Test Bench and Meter Testing industry. Product development includes hardware and software enhancements, as well as placement of core industry talent and expertise along with programs to ensure the accuracy and integrity of your meter testing investment.

Water utilities are consistently challenged to improve operations, increase conservation efforts and provide safe, clean drinking water to their constituents in the most fiscally responsible manner.

MARS Company genuinely understands the challenges faced by our customers and strives to provide new and innovative solutions to assist in meeting their needs.

Municipalities are investing in relational database billing systems and are constantly looking for easier ways of data manipulation and integration.

Our new MARS Meter Management (M3) Enterprise Software is the latest development allowing customers to easily harness the power of software technology. The MARS Company M3 Software Packages provide both new and existing customers with the ability to capture valuable meter testing data based on their individual meter testing programs. Custom reporting, extensive data exporting features and browser-based access allow multiple departments the power of data analytics to improve customer service, implement operational improvements and make informed purchasing decisions.

MARS M3 Enterprise Software is comprised of four important modules:

- Core Platform Software Module: Architected for future connectivity, expandability and consistent feature updates
- Advanced Connectivity Software Module: Less errors on data entry means less re-tests and less errors on report generation
- Custom Test, Enhanced Reporting & Export Software Module: Ability to data search and filter data with compatible export formats to integrate with billing systems.
- Advanced Scale & Control Software Module: Ability to securely communicate with the separately provided full-color, multi-touch display (MTD) for gravimetric weight-scale interpretation and to control automated functions of the test system.

Choosing MARS M3 Enterprise Software to implement will improve outcomes for your customers while capturing operational efficiencies and data integration capabilities while rewarding employees in the accomplishment of their daily tasks. When you consider the changes observed you will conclude that you will receive significant benefits in selecting MARS M3 Enterprise Software Management System to better deliver services to their community while maximizing revenue recovery.

Based on our discussions, we are providing the following recommendation for your review. The proposal will address the following key areas:

Price Schedule #1

- New MARS Series 2410 Test Bench System
 - Install the new Series 2410 Test Bench System
 - ☐ Advanced Scale and Control System (Gravimetric)
 - ☐ MARS M3 Enterprise Meter Management Advanced Software Suite (includes 1st Year Annual Software License Fee) and Computer, Printer
 - ☐ Supports 5/8" through 2" Meters
 - ☐ C715 Compliance
 - ☐ Ultra-Low Flow with 10 Gallon Stainless Steel Calibrated Tank with Deck Scale
 - Install M3 Enterprise Advanced Software Suite¹
 - ☐ Core Module, Connectivity Module, Advanced Reporting Module, Advanced Scale Module
- Upgrade the existing Series 2400 to the Series 2410 Advanced
 - Includes:
 - ☐ Supports 5/8" through 2" Meters (currently 5/8"-1" only)
 - ☐ C715 Compliance
 - ☐ Ultra-Low Flow with 10 Gallon Stainless Steel Calibrated Tank with Deck Scale
- Upgrade the existing Series 10000 to the Series 10010 Advanced
 - Includes:
 - ☐ Supports 5/8" through 2" Meters (currently 1-1/2"-2" only)
 - ☐ C715 Compliance
 - ☐ Ultra-Low Flow with 10 Gallon Stainless Steel Calibrated Tank with Deck Scale
- New MARS Recirculation System for the Current location
 - The Series 10000 and existing Recirculation System will be moved to the permanent location with the Large Bench installation
 - The new Recirculation System will be installed in the current location
 - ☐ Supports:
 - The current Series 2400 (upgraded to the 2410)
 - The new Series 2410
- Train the Operators and provide Certification Certificates

Price Schedule #2

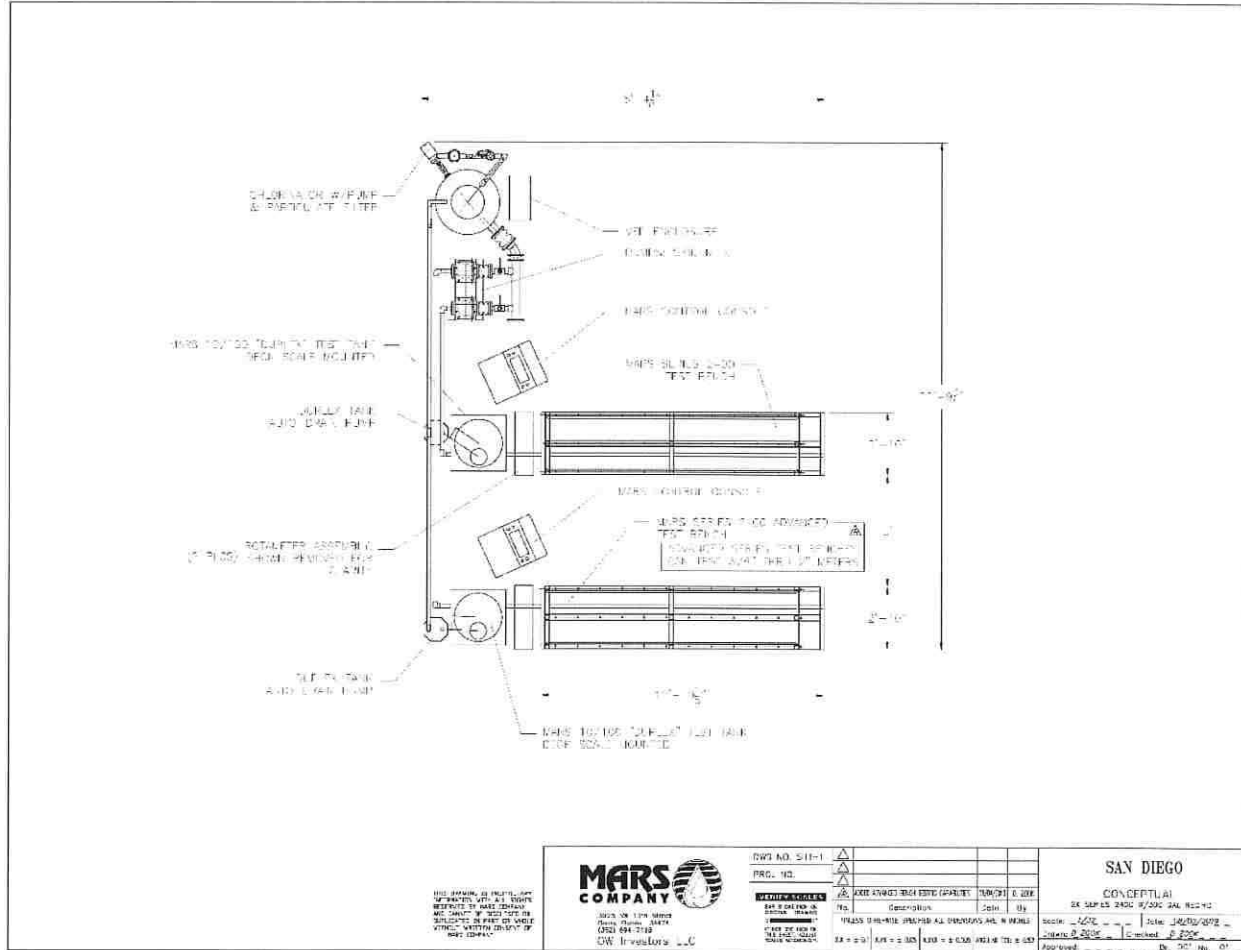
- Upgrade the current Gravimetric Consoles to the MARS Advanced Scale System
 - Includes new Consoles with the new Advanced Scale Management System
 - ☐ Replaces the current consoles and discontinued 1310 scale instrument
 - ☐ Includes Installation, Training, Freight Fees
 - ☐ 1st Year License for the Advanced Scale Module included for each existing bench
 - Discounts
 - ☐ 1st Year Introductory Discount for the Advanced Scale Module for each existing bench
 - ☐ Three (3) Console Trad-In Allowance (\$15,000 each)
 - ☐ Concurrent work discount based on installation at the same time as Schedule #1 above

¹ Includes 1st year of M3 Annual Subscription license

Price Schedule #3

- Additional License Fees for the additional M3 Modules listed in Schedules 1 and 2
 ➤ 2021, 2022, 2023, 2024

Below is the projected layout for the dual 2410 installation (current testing facility, aka “temporary”).



Price Schedule #4

MARS will perform (i) Test Bench Maintenance and Calibration Certification (MCC) services on the New Series 2410 Test Bench, and (2) IT Services for the New Series 2410 Test Bench in accordance with Attachment 4 Section A of Agreement dated July 1, 2019 between the Parties.

MARS Company thanks you for providing this opportunity to be of service.

PRICING

Price Schedule #1

City of San Diego Proposal		
New Series 2410, Upgrade Each Current Bench to Support 5/8" - 2" (including C715), Standalone Recirculation System for the 2410's, Installation, Training		
Item	Description	Price
1	Series 2410 Test Bench System, includes	\$158,139.00
	·Advanced Scale and Control System (Gravimetric)	
	·MARS M3 Enterprise Meter Management Advanced Software Suite (includes 1st Year Annual Software License Fee) and Computer, Printer	
	·Includes 1st Year M3 Unlimited License Subscription	
	·Supports 5/8" through 2" Meters	
	·Includes C715 compliance	
	·Ultra Low Flow with 10 Gallon Stainless Steel Calibrated Tank with Deck Scale	
	·10 Gal. / 100 Gal. Stainless Steel Calibrated Duplex Tank with Deck Scale	
2	MARS 2-Bench Recirculation System, includes	\$63,251.00
	·800 Gallon Polyethylene Supply Tank	
	·Supply side pumps, all return pumps, VFDs and VFD Panel, all required piping and valves	
	·Chlorination / Filtration System	
3	Upgrade the Series 10000 to 10010 Advanced, includes	\$17,280.00
	·Supports 5/8" through 2" Meters	
	·Includes C715 compliance	
	·Ultra Low Flow with 10 Gallon Stainless Steel Calibrated Tank with Deck Scale	
4	Upgrade the Series 2400 to 2410 Advanced, includes	\$23,123.00
	·Supports 5/8" through 2" Meters	
	·Includes C715 compliance	
	·Ultra Low Flow with 10 Gallon Stainless Steel Calibrated Tank with Deck Scale	
5	Installation Assistance and Training with Certified MARS Personnel - Test Bench Hardware	\$43,875.00
6	Installation Assistance and Training with Certified MARS Personnel - M3 Software	\$6,655.00
7	Freight, Handling and Crating Fees	\$12,870.00
Project Total		\$325,193.00

MARS Company and the City of San Diego have existing Standard Terms and Conditions Agreement, End User License Agreement and MARS Calibration Certification Agreement in place. Our recommendation is to utilize these existing Agreements to move forward. A summary is as follows:

- Prices quoted are in US dollars (USD).
- The pricing does not include any taxes, duties or tariffs, if applicable.
- Pricing includes freight, handling and crating fees. MARS Company will manage the shipping.
- Delivery is quoted as approximately 90 days after receipt of order (ARO).
- Any changes to the Projected Scope of Work (SOW) will require an authorized Change Notice mutually agreed upon in writing between the Customer and MARS Company.
- The above pricing in this document is valid through (90) days from the date of this Proposal.


Price Schedule #2

San Diego - Advanced Scale Upgrade with M3 Advanced Scale Module			
Item	Description	Annual Fee	One-Time Fee
1	MARS Advanced Scale Upgrade (Console) - 3-Bench System		
	·Test Bench Advanced Scale and Control Hardware		\$176,022.00
	·Equipment Installation		\$23,520.00
	·Freight, Handling and Crating Fees		\$9,360.00
2	M3 Enterprise Annual Software Maintenance and Support Update		
	·Existing 2400 and 10000 Test Bench - Advanced Scale Module Only (1st Year)	\$20,224.00	
	·Large Bench - Advanced Scale Module Only (1st Year)	\$30,337.00	
3	Discounts		
	·Qty 3 Scale and Console Trade-In		(\$45,000.00)
	·Concurrent Work Discount (Based on same time work as with 2410 installation)		(\$5,000.00)
	·Introductory Advanced Scale & Control Software Discount	(\$50,561.00)	
Sub-Totals		\$0.00	\$158,902.00
Invoice Total - Year 1		\$158,902.00	





Price Schedule #3

San Diego - Additional M3 License Fees (new Test Bench and (3) Advanced Scale Module Upgrades) Extended Years 2021, 2022, 2023, 2024			
Year	Description	Annual Fee	One-Time Fee
2021	M3 Enterprise Annual Software Maintenance and Support Update		
	·New 2410 Advanced Software Suite	\$44,354.00	
	·Existing 2400 and 10000 Test Bench - Advanced Scale Module Only	\$20,224.00	
	·Large Bench - Advanced Scale Module Only	\$30,337.00	
2022	M3 Enterprise Annual Software Maintenance and Support Update		
	·New 2410 Advanced Software Suite	\$44,354.00	
	·Existing 2400 and 10000 Test Bench - Advanced Scale Module Only	\$20,224.00	
	·Large Bench - Advanced Scale Module Only	\$30,337.00	
2023	M3 Enterprise Annual Software Maintenance and Support Update		
	·New 2410 Advanced Software Suite	\$44,354.00	
	·Existing 2400 and 10000 Test Bench - Advanced Scale Module Only	\$20,224.00	
	·Large Bench - Advanced Scale Module Only	\$30,337.00	
2024	M3 Enterprise Annual Software Maintenance and Support Update		
	·New 2410 Advanced Software Suite	\$44,354.00	
	·Existing 2400 and 10000 Test Bench - Advanced Scale Module Only	\$20,224.00	
	·Large Bench - Advanced Scale Module Only	\$30,337.00	
Sub-Totals		\$379,660.00	\$0.00
Invoice Total - Year 1		\$379,660.00	

Price Schedule #4

	Qty	2020		2021		2022		2023		Totals
		Annual Fee	One-Time Fee	Annual Fee	One-Time Fee	Annual Fee	One-Time Fee	Annual Fee	One-Time Fee	
 MARS Calibration Certification (MCC) - Annual*										
Small Bench/Mobile (Truck Tester)	1			\$53,140		\$53,140		\$53,140		\$159,420
Additional MARS Enhanced Support Required for Compliance with Specific SD IT Needs	1	\$25,600		\$25,600		\$25,600		\$25,600		\$102,400
Sub-Total MCC		\$25,600		\$78,740		\$78,740		\$78,740		\$261,880

City of San Diego Proposal

			2020		2021		2022		2023		Totals
			Annual Fee	One-Time Fee	Annual Fee	One-Time Fee	Annual Fee	One-Time Fee	Annual Fee	One-Time Fee	
New Equipment & Services	Series 2410 Test Bench System -Gravimetric Scale System -Advanced Scale and Control Scale System (Gravimetric) -MARS M3 Enterprise Meter Management Advanced Software Suite (includes 1st year annual software license fee) and Computer, Printer -Includes 1st Year Unlimited License Subscription -Ultra Low Flow with 10 Gallon Stainless Steel Calibrated Tank with Deck Scale (AWWA C715-18 Compliant) -10 Gal. / 100 Gal. Stainless Steel Calibrated Duplex Tank with Deck Scale Sub-Total	1		\$158,139							
	MARS Recirculation System -800 Gallon Polyethylene Supply Tank -Supply side pumps, all return pumps, VFDs and VFD Panel, all required piping and valves -Chlorination / Filtration System Sub-Total	1		\$63,251							
	Upgrade the Series 10000 to 10010 Advanced -Supports 5/8" through 2" Meters -Includes C715 compliance Sub-Total	1		\$17,280							
	Installation Assistance/Training with Certified MARS Personnel -Installation Assistance and Training - Test Bench Hardware Sub-Total	1		\$43,875							
	Installation Assistance/Training with Certified MARS Personnel -Installation Assistance and Training - M3 Software Sub-Total	1		\$6,635							
	Freight, Handling and Crating Fees Sub-Total	1		\$9,750							
 MARS Scale Upgrade to Three Bench System Test Bench Advanced Scale and Control Hardware Equipment Installation Freight, Handling, and Crating Fees Sub-Total MCC	Qty 3 3 3		\$178,022 \$23,530 \$9,360								
 M3 Enterprise Annual Software Maint. and Support Renewal New 2410 M3 Advanced Software Suite Existing Small Benches ¹ - Advanced Scale Module Only Large Bench ² - Advanced Scale Module Only Sub-Total M3	Qty 1 2 1	\$0 \$30,224 \$30,337		\$44,354 \$20,224 \$30,337		\$44,354 \$20,224 \$30,337		\$44,354 \$20,224 \$30,337		\$133,062 \$80,896 \$121,348	
 MARS Calibration Certification (MCC) - Annual³ Small Bench/Mobile (Truck Tester) Additional MARS Enhanced Support Required for Compliance with Specific S Sub-Total MCC	Qty 1 1	\$25,600		\$53,140 \$25,600		\$53,140 \$25,600		\$53,140 \$25,600		\$159,420 \$102,400	
 ANSI / AWWA C-715 Compliant Test Bench Upgrade Series 2410 Test Bench C-715 Upgrade Equipment Installation Freight, Handling, and Crating Fees Sub-total	Qty 1 1 1	\$15,280 \$7,843 \$3,120								\$26,243	
Sub Grand Total (no discounts)			\$76,161	\$934,095	\$173,655	\$0	\$173,655	\$0	\$173,655	\$0	
Grand Total (no discounts)				\$610,236	\$173,655		\$173,655		\$173,655		\$1,131,221
Introductory Advanced Scale & Control Module Discount			(\$50,561)								(\$50,561)
Current M3 Legacy License Discount Amount						\$0			(\$4,020)		
Qty 3 Scale & Console Trade-in				(\$45,000)							(\$45,000)
Concurrent Work Discount				(\$5,000)							(\$5,000)
MARS Calibration Certification (MCC) - Annual			\$25,600		\$78,740		\$78,740		\$78,740		\$261,820
M3 Enterprise Annual Software Maintenance and Support			\$0		\$94,915	\$0	\$94,915	\$0	\$94,915	\$0	\$284,745
New Equipment & Services				\$298,950		\$0	\$0	\$0	\$0	\$0	\$298,950
MARS Scale Upgrade to Three Bench System				\$163,902		\$0	\$0	\$0	\$0	\$0	\$163,902
ANSI / AWWA C-715 Compliant Test Bench Upgrade				\$21,243							\$21,243
Grand Total (Including All Discounts)				\$509,695	\$173,655		\$173,655		\$173,655		\$1,030,660

- Notes: 1- MCC does not reflect Prevailing Wage labor rates
 2- Introductory Scale System Discount valid for 1st year only
 3- All Discounts are year to year and require customer to be actively engaged in respective discount category
 4- All M3 Upgrade and MCC must be coordinated with MARS; Pricing is valid 90 days from November 13, 2019 or Feb 11 2020.
 5- MARS General Terms and Conditions apply to this proposal
 6- Includes quantity of 1 separate MCC visit(s) per 12 month period
 7- Tiered Pricing Limit = Unlimited meters per 12 months
 8- Tiered Pricing Limit = Unlimited meters per 12 months
 9- One-time Fee includes T&E, installation labor, and training

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MARS TEST BENCH SYSTEM SOLUTION

SERIES 2410 METER TEST BENCH SYSTEM – DESCRIPTION

The MARS **Series 2410** is a double row, 24-position bench and includes the MARS Advanced Scale (Gravimetric) System (scale system, computer, printer and the MARS M3 Enterprise Year 1 Annual Software License Fee) and the Apple iPad.

Testing Capacity:

- 5/8"x3/4" meters – up to (24) at a time; or
- 1" meters – up to twenty (20) at a time; or
- 1-1/2" meters – up to ten (10) at a time; or
- 2" meters – up to ten (10) at a time.

Features included in this configuration:

- 10 Gal./1 Cu.Ft. and 100 Gal./10 Cu.Ft. Calibrated Stainless-Steel Duplex Tank with deck scale
- 10 Gallon Ultra Low Flow Stainless Steel Calibrated Tank with Scale
- Three (3) additional precision rotometers that cover a flow range from 0.1 – 160 gpm
- Additional Ultra Low Flow Rotometer
- Corrosive Protection (polyester coated steel bench frame)
- All standard meter adapters, meter and adapter gaskets, manual flow control valves, document station, electric actuated clamping device, carrier bars and spacer spools for MARS standard configuration (specifications can be provided per request)
- Precision Gravimetric Weight Scale System & Console
 - Full Color, Multi-Touch Display for Increased Ease of Use
 - Advanced Interpretation of Weight Transmitter Data
 - Compatible with Avery Weigh-Tronix & Other Scales
 - Enhanced Control for Other External Systems
 - Optional Water Temperature Correction to Ensure Accuracy
- Year 1 MARS M3 Enterprise Meter Management Software Annual License Subscription – includes software, computer, server, iPad, router and printer
 - The MARS M3 Enterprise Advanced Software Suite includes the following modules:
 - ☒ Core Platform Module;
 - ☒ Advanced Connectivity Module;
 - ☒ Custom Test, Enhanced Reporting & Export Software Module;
 - ☒ Advanced Scale & Control Software Module

MARS RECIRCULATION SYSTEM – DESCRIPTION

The MARS Recirculation System includes an 800-gallon polyethylene tank with supply and return pumps, all related piping, valves, VFDs and chlorination system. The proposed Recirculation System recycles the test water used on the two (2) MARS Series 2400 Test Bench Systems, maintaining volume and pressure to test all the meters at the recommended AWWA Specifications, per Table 5-3 of the current AWWA M6 Manual and Addendum.

The benefits provided by the Recirculation System include:

- Compliance with local, state and/or Federal laws and regulations as it reduces the chemicals released into the environment;
- An immediate reduction in test water consumption;
- An immediate reduction in water dumped to waste after each test;
- Improved customer perception as the Utility sets an example for water conservation practices.



INSTALLATION

The On-Site Start-up with MARS Personnel includes installation supervision, scale certification and test bench training at your facility. We will allow up to three (3) days of bench set-up with your assistance. This does not include any work on main electrical power supply / components, main water supply / components or any building modifications that may be necessary. The City of San Diego is to provide 120V single phase service for operation of the MARS Gravimetric Console and 240/480 3-phase service for the Recirculation System Pump. City of San Diego employees will have an opportunity to receive MARS certificates of training.



Example Series 2400 with Gravimetric System at Orange County FL

MARS CALIBRATION CERTIFICATION & MAINTENANCE



The key benefits of the MARS Calibration Certification² (MCC) and Annual Maintenance Programs include:

Manage Costs While Maximizing Service Quality

Equipment Accuracy & Dependability



Maintenance, Support & Certification

Independent, 3rd Party Certification



3 Program Tiers & Optional Offerings

All tiers include 24/7 remote technical assistance



Summary of Key Features include:

Summary of MARS Calibration Certification Tiers

Services	Tiers		
	Basic	Priority	Critical
Calibration Certification Point-Inspection Services			
Check & Calibrate Carrier, Spacer Bar & Pin System Alignments to Factory Specs.	8-pt.	8-pt.	8-pt.
Clean & Calibrate Operational Sensitivity for Rotameter Assembly	5-pt.	5-pt.	5-pt.
Valves, Adapters & Gaskets Inspection	5-pt.	10-pt.	10-pt.
Water Leak Checklist	5-pt.	10-pt.	10-pt.
Hydraulic Actuators Pressure & Leak Cycle Time Inspection		6-pt.	6-pt.
Bleeder Solenoid Function Test & Performance Inspection		6-pt.	6-pt.
Hardware Services			
Equipment Calibration, Accuracy and Dependability Certification	Yes	Yes	Yes
Factory Preventative Maintenance Procedures	Yes	Yes	Yes
20% Parts Discount	Yes	Yes	Yes
90-Day Parts Warranty	Yes	Yes	Yes
Scale(s) Recalibration (MARS and Weigh-Tronix)		Yes	Yes
Priority Phone and E-mail Support		Yes	Yes
Repair and Return of Defective Devices		Yes	Yes
Advance Hardware Replacement		Yes	Yes
On-Site Maintenance Next Day			Yes
Support Services			
Remote Technical Assistance	Yes	Yes	Yes
24/7 Remote Technical Assistance		Yes	Yes
Priority Return Service Calls		Yes	Yes
Discounted Rate for Extra Service		Yes	Yes
Emergency Service Calls Support			Yes
Knowledge Services			
Instructor On-Site Training		Yes	Yes
Self-Study Courses		Yes	Yes
Additional Instructor On-Site Training			
Meter Test Training			
Network Services			
Subject Matter Expert/TAC Specialist			
Test Bench Audit			
		Optional	



² MCC Begins After Included Warranty Expiration

M3 ENTERPRISE SOFTWARE MANAGEMENT SYSTEM

The key benefits of upgrading from your unsupported M3 Legacy Software to the latest M3 Enterprise Software System include:

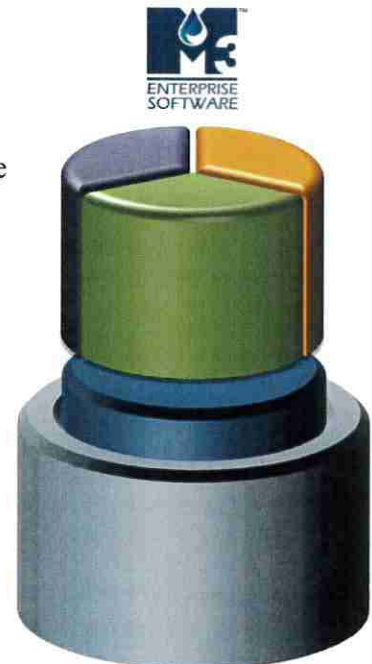


M3 ENTERPRISE SOFTWARE MANAGEMENT SYSTEM - FEATURES & BENEFITS

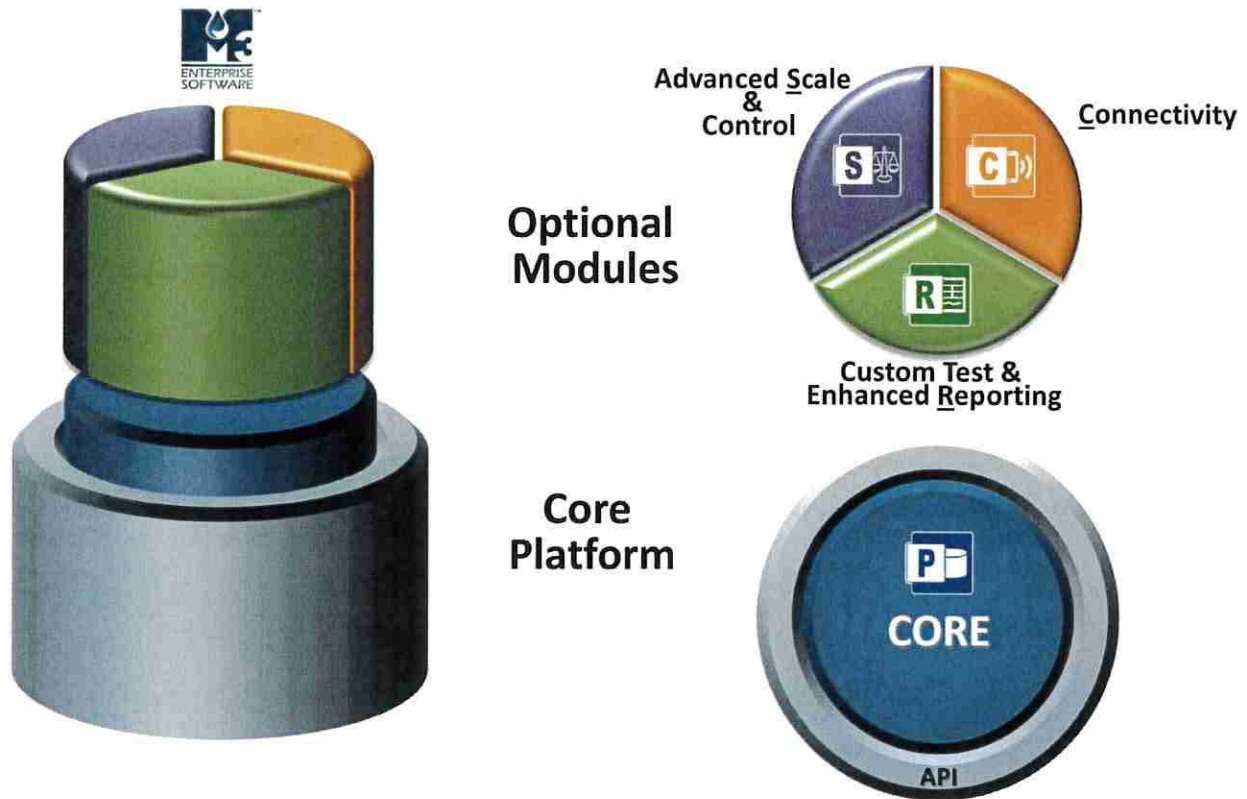
- MARS M3 Enterprise Software System replaces the M3 Legacy system (decommissioned 12/31/16) - Current M3 Legacy software is no longer supported.
- Run unmanned tests to increase efficiency and reduce errors
- Integration with other Enterprise Network Systems (ERP Systems)
- Designed to be used with hand held tablet devices for ease of data input
- Automated operation eliminates operator errors
- Perfect for small and scalable for regional test facilities
- Expedite customer service inquiries
- Generate custom reports for legal litigation
- Easy for IT to manage
- AWWA M6 Standards Compliant
- The M3 Enterprise Software Management System provides a foundation for not only the current Meter Testing Facility but for future development and industry changes / requirements. Key features include:

M3 SOFTWARE – SYSTEM OVERVIEW

- Optional Software Modules
 - Advanced Connectivity Module
 - Custom Test, Enhanced Reporting & Export Software Module
 - Advanced Scale & Control Software Module
- Core Platform Software (Required) - 3 Configurations
 - Large Bench (3" Meters+)
 - Small / Medium Bench (< 3" Meters)
 - Mobile Tester (Trailer or Truck Mounted)



M3 SOFTWARE – SYSTEM ARCHITECTURE



Optional Software Module Features & Benefits		
<p style="text-align: center;">Scale & Control</p> <p style="text-align: center;"></p> <ul style="list-style-type: none"> • Full Color, Multi-Touch Display For Increased Ease of Use • Advanced Interpretation of Weight Transmitter Data • Compatible With Avery Weigh-Tronix & Other Scales • Enhanced Control For Other External Systems • Optional Water Temperature Correction To Ensure Accuracy • Remote, Online Software Updates • Remote Diagnostics • Expandable, Modular Design 	<p style="text-align: center;">Connectivity</p> <p style="text-align: center;"></p> <ul style="list-style-type: none"> • Enhanced Interface For Multi-Bench Configurations • iPad (Included) For Wireless Remote Access & Easy Data Entry • Local & Remote Web Browser Interface For Administration & Reporting • Multi-User, Role-Based Access To Program And Database • Native Handheld Tablet Support • WPA2 Secure Wireless Connection • Data Local & Remote Single Admin • Multi-Bench, Single Network Database 	<p style="text-align: center;">Custom Test & Reporting</p> <p style="text-align: center;"></p> <ul style="list-style-type: none"> • Improved Custom Test Capability • Expanded Data Backup Capability • Automated Test Filtering • Reports Generation Enhancement • Export Multiple Reports With Custom Filtering • Batch Export - Historical Data • Enhanced Testing Protocols • Auto-Filter Meter Drop Down • Formats: .docx, .pdf, .xlsx • Self-Check Option during Test • Individual Meter Reporting Capability

Bold Text Indicates New / Enhanced Features

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