

AMENDMENT NO. 2 TO THE GENERAL SERVICES AGREEMENT BETWEEN THE CITY OF MANHATTAN BEACH AND BADGER METER, INC.

This Amendment No. 2 ("Amendment No. 2") to that certain agreement by and between the City of Manhattan Beach, a California municipal corporation ("City"), and Badger Meter, Inc., a Wisconsin corporation ("Consultant") (collectively, the "Parties"). The date the City Council approves this Amendment shall be the date it becomes effective ("Effective Date").

RECITALS

A. On October 17, 2024, the City and Consultant's assignor and predecessor-in-interest, Hadronex, Inc. dba SmartCover Systems, a Delaware corporation ("Hadronex"), entered into an agreement for general services for Hadronex to provide the installation, maintenance, and technical support services for the project identified as "Sewer Smart Covers." ("Original Agreement").

B. On March 5, 2025, the City and Consultant entered into a Letter Agreement ("Amendment No. 1"), whereby Badger Meter, Inc.. as Assignee of and Successor in Interest to Hadronex, acknowledged and agreed that it is and would be bound by all terms and conditions of the Original Agreement.

C. The Original Agreement as amended by Amendment No. 1, is hereinafter referred to as the "Agreement."

D. The Parties now desire to amend the Agreement to extend the term of the Agreement, increase the compensation, amend Exhibit A, Scope of Work, Exhibit B, and the Approved Fee Schedule.

NOW, THEREFORE, in consideration of the Parties' performance of the promises, covenants, and conditions stated herein, the Parties hereby agree as follows:

Section 1. Section 3 of the Agreement is hereby amended to extend the term through November 30, 2026, unless sooner terminated as provided in Section 12 of the Agreement.

Section 2. Section 7 of the Agreement is hereby amended to increase the Maximum Compensation amount by \$120,100, for a new Maximum Compensation of \$195,000.

Section 3. Exhibit A, Scope of Work of the Agreement, is hereby amended and restated by Exhibit A-1, Scope of Work attached to this Amendment.

Section 4. Exhibit B, Approved Fee Schedule of the Agreement, is hereby amended and restated by Exhibit B-1, Approved Fee Schedule attached to this Amendment.

Section 5. Except as specifically amended by this Amendment No. 2, all other provisions of the Agreement shall remain in full force and effect.

Approved for use 5/1/24

[SIGNATURE PAGE FOLLOWS]

IN WITNESS THEREOF, the Parties hereto have executed this Amendment No. 2 on the day and year first shown above.

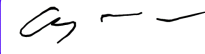
City:

Consultant:

City of Manhattan Beach,
a California municipal corporation

Badger Meter, Inc.,
a Wisconsin corporation

By: _____
Name: Talyn Mirzakhian
Title: City Manager
Date:

Signed by:

By: _____
Name: Corey T. Williams
Title: General Manager
Date: 10/15/2025

ATTEST:

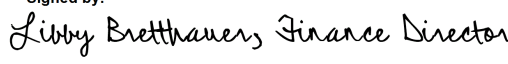
By: _____
Name: Liza Tamura
Title: City Clerk
Date:

APPROVED AS TO FORM:

DocuSigned by:

By: _____
Name: Quinn M. Barrow
Title: City Attorney
Date: 10/27/2025

APPROVED AS TO FISCAL IMPACT:

Signed by:

By: _____
Name: Libby Bretthauer
Title: Finance Director
Date: 10/23/2025

APPROVED AS TO CONTENT:

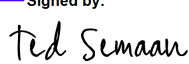
Signed by:

By: _____
Name: Ted Semaan
Title: Interim Public Works Director
Date: 10/15/2025

EXHIBIT A-1

Scope of Work

The Contractor will provide and install: Seven (7) new Smart Covers for seven (7) sewer manholes including full installation, parts and battery warranty, and technical support.

The Contractor will also provide: technical support, parts, and battery warranty for the existing twenty (20) units.

SmartCover Specifications:

1. Manufacturer/Brand: SmartCover Systems
2. Model Supplied: SC-Q-SB-15 - New products only
 - a. Includes:
 - SubSonic DSM sensor (15' cable standard)
 - E-Box (control unit)
 - E-Square antenna
 - PowerPack™ (3.6 VDC lithium thionyl chloride cell battery pack)
3. Specifications:
 - a. Weight: 5.1 lbs total
 - b. Dimensions: 5.5 in x 5.7 in x 4.9 in (E-Box)
 - c. Network: Iridium® NEXT Low-Earth-Orbit Satellite, two-way communication
 - d. Environmental rating: IP68 (fully submersible, sealed against dust and water)
 - e. Operating temperature: -4°F to 140°F (system); some components rated down to -22°F
 - f. Power source lifetime: approx. 2 years under standard timing
 - g. Mounting: standard manhole mounting brackets; optional side mount or NEMA enclosure

EXHIBIT B-1**Approved Fee Schedule**

The Contractor's Fee Schedule for the installation, maintenance, and technical support of seven (7) new units is as follows. Locations are to be determined by the City and are subject to change.

#	Product	Description	Quantity	Rate	Total
1	SC-Q-SB-15	Complete System - Dual Sensor (Ultra-Sonic & Pressure) Standard Range 15' DSM. Includes E-Box, PowerPack, Bracket, E-Square Antenna, & Installation Kit.	7	\$4,575.00	\$32,025.00
2	ASM-SC1	SmartLevel - Required with system. One-year rate for systems.	7	\$430.00	\$3,010.00
3	Install Labor	Labor for proper installation of hardware	7	\$550.00	\$3,850.00
4	Freight out	Shipping for hardware	1	\$284.00	\$284.00
				Total	\$39,169.00

*If applicable, sales tax shall be calculated at the current Manhattan Beach sales tax rate.

The Contractor's Fee Schedule for the twenty (20) existing units is as follows. Rates are for eleven (11) months and for the period of 11/15/2025-11/30/2026. Locations are to be determined by the City and are subject to change. Rates and quantities are subject to change based on written approval from both the Contractor and City, after the initial one (1) year period.

#	Product	Description	Qty	Months	Rate	Total
1	ASM-RD-1R	Renewal SmartRain™ - Rain data service. Provides continued rain data per site 01/01/2026-11/30/2026 7088 [SMARTRAIN] NORTH 7089 [SMARTRAIN] SOUTH	2	11	\$117.00	\$234.00
2	ASM-SC1R	Renewal: SmartLevel – REQUIRED for system to function. 01/01/2026-11/30/2026 6736 MH 20-46 28 th & Manhattan 6737 MH 5-10 Voorhees Sewer Lift 6738 MH 17-18A Bell Sewer Lift 6739 MH 8-17 3109 Pine 6740 MH 7-37 Maple & Rosecrans 6741 MH 14-12 13 th & Morningside 6742 MH 23-49 Seaview and Strand 9244 MH 10-029 Duncan Ave and Poinsettia 9245 Alma and 31 st street 9246 23rd and Peck 9247 7 th and Highland 9248 23 rd and Alma 9249 MH 09-010 9 th and Dianthus	13	11	\$394.17	\$5,124.21

3	EW-SC1R	Renewal: System Warranty- Covers all systems parts except PowerPack- PARTS ONLY 01/01/2026-11/30/2026 6736 MH 20-46 28th & Manhattan 6737 MH 5-10 Voorhees Sewer Lift 6738 MH 17-18A Bell Sewer Lift 6739 MH 8-17 3109 Pine 6740 MH 7-37 Maple & Rosecrans 6741 MH 14-12 13th & Morningside 6742 MH 23-49 Seaview and Strand 9244 MH 10-029 Duncan Ave and Poinsettia 9245 Alma and 31st street 9246 23rd and Peck 9247 7th and Highland 9248 23rd and Alma 9249 MH 09-010 9th and Dianthus	13	11	\$447.33	\$5,815.29
4	PW-5C1R	Renewal: Power Warranty: PARTS ONLY 01/01/2026-11/30/2026 6736 MH 20-46 28th & Manhattan 6737 MH 5-10 Voorhees Sewer Lift 6738 MH 17-18A Bell Sewer Lift 6739 MH 8-17 3109 Pine 6740 MH 7-37 Maple & Rosecrans 6741 MH 14-12 13th & Morningside 6742 MH 23-49 Seaview and Strand 9244 MH 10-029 Duncan	13	11	\$222.75	\$2,895.75

		Ave and Poinsettia 9245 Alma and 31 st street 9246 23 rd and Peck 9247 7 th and Highland 9248 23rd and Alma 9249 MH 09-010 9 th and Dianthus				
5	ASM-SC1R	Renewal: SmartLevel – REQUIRED for system to function. 11/15/2025-11/30/2026 14394 18 th and Highland 14395 8 th and Ocean 14396 Keats and Meadows 14397 Pacific and Rosecrans 14398 5 th and Ingleside 14399 26 th and Laurel 14400 17 th and Ocean	7	12	\$430.00	\$3,010.00
6	EW-SC1R	Renewal: System Warranty- Covers all systems parts except PowerPack- PARTS ONLY 11/15/2026-11/30/2026 14394 18 th and Highland 14395 8 th and Ocean 14396 Keats and Meadows 14397 Pacific and Rosecrans 14398 5 th and Ingleside 14399 26 th and Laurel 14400 17 th and Ocean	7	12	\$48.008	\$3,416.00
7	Notes	Details regarding order: FOR THE UNITS BELOW, THE POWER WARRANTY WAS NOT ADDDED AS IT DOES NOT END UNTIL	7	12	\$0	\$0

		11/14/2026 11/15/2025 - 11/30/2026				
		14394 18 th and Highland				
		14395 8 th and Ocean				
		14396 Keats and Meadows				
		14397 Pacific and Rosecrans				
		14398 5 th and Ingleside				
		14399 26 th and Laurel				
		14400 17 th and Ocean				
					Total	\$20,495.25

*If applicable, sales tax shall be calculated at the current Manhattan Beach sales tax rate.

**The units due in December have been prorated to 11 months to streamline with the other units due in November 2026.

Additional services include:

1. System Installation by a local, certified field service technician
2. Initial Website set up and in-person website training will be provided by a SmartCover Systems representative.
3. Application engineering support provided for training and website assistance as requested by the City in writing.

Training Details:

1. Format and Limits:
 - a. Available in person (at City Hall, or another agreed location)
 - b. Available remotely (via online platform, screen-sharing)
 - c. No limit, all staff who need access/training can attend
 - d. Additional sessions can be held in the future (included in cost)
2. Topics Covered:
 - a. System Orientation: Components overview (E-Box, DSM sensor, antenna, PowerPack)
 - b. Website / Platform Training: Step-by-step navigation of the MySmartCover platform
 - Dashboard features (real-time monitoring, alerts, reporting)
 - Alarm configuration and management
 - Data retrieval, exporting, and analytics
 - User management (adding/removing users, setting roles/permissions)
 - c. Operational Best Practices:
 - Routine checks (signal quality, battery status, mounting integrity)
 - Troubleshooting common issues (connectivity, power, sensor errors)
 - Maintenance intervals and vendor support process
 - d. Practical Exercises:
 - Simulated alarm response
 - Viewing and interpreting level and flow data
 - Configuring reporting intervals