

**FOURTH AMENDATORY
AGREEMENT**

This **FOURTH AMENDATORY AGREEMENT** is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”), and **ENVIRONMENTAL SYSTEMS RESEARCH INSTITUTE, INC.**, a California corporation, whose address is 380 New York Street, Redlands, California 92373 ("ESRI" or the "Consultant") collectively, the “Parties.” This Fourth Amendatory Agreement is effective on March 4, 2020.

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated June 26, 2008, ESRI contract 2008ELA9 (the “Agreement”), relating to a City wide GIS license agreement; and

WHEREAS, the Parties amended the Agreement on April 7, 2011, on May 24, 2014, and on January 9, 2017; and

WHEREAS, the Parties wish to further amend the Agreement to extend the period of performance and to increase funding, as set forth in this Fourth Amendatory Agreement; and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth, the Parties agree as follows:

1. Section 7.1 Term is modified to add the following new sentence:

“The term of the ELA is extended for an additional three-year period beginning March 4, 2020, and expiring on March 3, 2023 unless this ELA is terminated earlier as provided herein.”

2. Attached hereto as Appendix A and Appendix B, are additional terms and conditions of the Fourth Amendment to the Agreement, for the extended period beginning March 4, 2020 to March 3, 2023 which are hereby incorporated herein.

3. Paragraph 1 (i) of the Agreement General Terms and Conditions, entitled **MAXIMUM FUNDING & PAYMENT LIABILITY**, is updated with the following”

“(i) Any other provision of this ELA notwithstanding, for the extended period beginning March 4, 2020 and expiring on March 3, 2023 in no event shall the City be liable for payment under the Agreement for any amount in excess of **FOUR MILLION SEVEN HUNDRED SIXTY-NINE THOUSAND THREE HUNDRED AND FIVE DOLLARS (\$4,769,305.00)** (“Maximum

Contract Amount”). ESRI acknowledges that any work performed by it beyond that specifically authorized by the City is performed at ESRI’s risk and without authorization under this Agreement.”

4. This Fourth Amendatory Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.

5. Except as herein amended, the Agreement as previously amended is affirmed and ratified in each and every particular.

6. This Fourth Amendatory Agreement is not effective or binding on the City until it has been fully executed by all required signatories of the City and County of Denver, and if required by Charter, approved by the City Council.

[SIGNATURE PAGES FOLLOW]

**APPENDIX A
PRODUCTS AND DEPLOYMENT SCHEDULE**

For the extended period beginning March 4, 2020 and expiring on March 3, 2023, City may Deploy the ELA Products up to the total quantity of licenses indicated below to Licensees during the term of this ELA.

Table A-1, ELA Products—Unlimited Quantities

Item	Total Qty./Seats to Be Deployed
ArcGIS Desktop: Advanced, Standard, Basic (Single and Concurrent Use) – ArcGIS Pro is included as delivered through Desktop	Uncapped
ArcGIS Desktop Extensions: ArcGIS 3D Analyst, ArcGIS Data Reviewer, ArcGIS Geostatistical Analyst, ArcGIS Network Analyst, ArcGIS Publisher, ArcGIS Schematics, ArcGIS Spatial Analyst, and ArcGIS Workflow Manager (Single and Concurrent Use)	Uncapped
ArcGIS Enterprise: Enterprise and Workgroup (Advanced and Standard)	Uncapped
ArcGIS Enterprise Extensions: ArcGIS 3D Analyst, ArcGIS Geostatistical Analyst, ArcGIS Network Analyst, ArcGIS Schematics, ArcGIS Spatial Analyst, and ArcGIS Workflow Manager	Uncapped
ArcGIS GIS Server: Advanced, Standard, Basic	Uncapped
ArcGIS Enterprise Additional Capability Servers: ArcGIS Image Server, ArcGIS GeoEvent Server	Uncapped
Mapping and Charting Solutions: Esri Production Mapping for Desktop	Uncapped

Table A-2, ELA Products—Limited Quantities

Product	Rolled-In Qty. (if applicable)	Qty./Seats to Be Deployed	Total
Insights for use with ArcGIS Online: Term Licenses	0	30	30
ArcPad	5	0	5
Business Analyst Web App: Single Users	0	15	15
Insights for use with ArcGIS Enterprise: Term Licenses	0	30	30
ArcGIS Developer Subscription: Enterprise Annual Subscriptions	0	2	2

Table A-2 is continued on the next page.

Product	Number of Subscriptions	Named Users per Subscription	Annual Credits per Subscription
ArcGIS Enterprise Editor User Types**: Year 2020	1	125	N/A
ArcGIS Enterprise Editor User Types**: Year 2021	1	150	N/A
ArcGIS Enterprise Editor User Types**: Year 2023	1	175	N/A
ArcGIS Enterprise Field Worker User Types**: Year 2020	1	250	N/A
ArcGIS Enterprise Field Worker User Types**: Year 2021	1	325	N/A
ArcGIS Enterprise Field Worker User Types**: Year 2022	1	350	N/A
ArcGIS Enterprise Creator User Types**: Year 2020	1	150	N/A
ArcGIS Enterprise Creator User Types**: Year 2021	1	200	N/A
ArcGIS Enterprise Creator User Types**: Year 2022	1	250	N/A
ArcGIS Online Viewer User Types**: Year 2020	1	75	N/A
ArcGIS Online Viewer User Types**: Year 2021	1	75	N/A
ArcGIS Online Viewer User Types**: Year 2022	1	75	N/A
ArcGIS Online Editor User Types**: Year 2020	1	125	15,750
ArcGIS Online Editor User Types**: Year 2021	1	150	18,750
ArcGIS Online Editor User Types**: Year 2022	1	175	22,000
ArcGIS Online Field Worker User Types**: Year 1	1	250	31,250
ArcGIS Online Field Worker User Types**: Year 2	1	325	40,750
ArcGIS Online Field Worker User Types**: Year 3	1	350	43,750

ArcGIS Online Creator User Types**: Year 1	1	175	37,500
ArcGIS Online Creator User Types**: Year 2	1	225	50,000
ArcGIS Online Creator User Types**: Year 3	1	275	62,500
ArcGIS Online Credits: Additional Online Credits	1	N/A	50,000

** Esri is providing the above ArcGIS Online and Enterprise User Types to allow the City and County of Denver flexibility of use. The combination of ArcGIS Online and Enterprise User Types must not exceed the following: 175 Editors, 350 Field Workers, 275 Creators, and 30 Insights licenses at any time.

**APPENDIX B
ELA FEE SCHEDULE**

For the extended period beginning March 4, 2020 and expiring on March 3, 2023, the ELA Fee is \$1,500,000. The ELA Fee is in consideration of the ELA Products, ELA Maintenance, Esri Enterprise Advantage Program and Esri International User Conference registrations.

	Year 7 March 4, 2020 to March 3, 2021	Year 8 March 4, 2021 to March 3, 2022	Year 9 March 4, 2022 to March 3, 2023	ELA Fee
Payments	\$450,000	\$500,000	\$550,000	\$1,500,000

*Esri Enterprise Advantage Program (EEAP) annual subscription includes: -100 Technical Advisory hours; -100 Learning and Services Credits; -One day planning session	1
Number of Esri International User Conference Registrations per Year	10
Number of Tier 1 Help Desk Individuals	5
Number of Sets of Backup Media, if Requested	5
Extended Term of ELA pursuant to Section 7.1	Three years from March 4, 2020 to March 3, 2023

* Unused Learning and Services credits will expire 24 months from their purchase date, or one month after the expiration of the program, whichever is first.

Contract Control Number: TECHS-201952333 [TECHS-CE84013-04]
Contractor Name: ENVIRONMENTAL SYSTEMS RESEARCH
INSTITUTE

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at
Denver, Colorado as of:

SEAL

CITY AND COUNTY OF DENVER:

ATTEST:

By:

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

Attorney for the City and County of Denver

By:

By:

By:

Contract Control Number:
Contractor Name:

TECHS-201952333 [TECHS-CE84013-04]
ENVIRONMENTAL SYSTEMS RESEARCH
INSTITUTE

By: 
81A2642D9826482...

Name: Chris Johnson, Manager Commercial and Government Contracts
(please print)

Title: Manager, Commercial & Government Contracts
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)