

**FIFTH AMENDATORY
AGREEMENT**

This **FIFTH 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 Fifth Amendatory Agreement is effective on March 4, 2021.

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated June 26, 2008, ESRI contract 2008ELA9, an Amendatory Agreement, dated April 7, 2011, Second Amendatory Agreement dated May 2, 2014, Third Amendatory Agreement dated January 9, 2017, and Fourth Amendatory Agreement dated February 13, 2020 (the “Agreement”), relating to a City-wide GIS license agreement; and

WHEREAS, the Parties wish to further amend the Agreement to increase the compensation to Consultant and to update applicable appendices, as set forth in this Fifth 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. Delete and replace Appendix A and Appendix B attached to the Fourth Amendment, with Appendix A and Appendix B attached to this Fifth Amendatory Agreement. The attached Appendix A and Appendix B will supersede and apply for the period beginning March 4, 2021 to March 3, 2023.

2. Denver International Airport (DIA) is authorized to participate under the Agreement for the period March 4, 2021 through March 3, 2023.

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 NINE HUNDRED SIXTY-NINE THOUSAND THREE HUNDRED FIVE and 00/100 DOLLARS (\$4,969,305.00)** (“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 Fifth 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 Fifth 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 |
| ArcGIS Hub Premium Unlimited Term License for population less than 1 Million | -- | 1 | 1 |
| ArcGIS Urban Suite: Term Licenses | -- | 5 | 5 |
| ArcGIS Aviation for Airports for ArcGIS Desktop for US Airports: Bundle Maintenance | 1 | -- | 1 |
| ArcGIS Aviation for ArcGIS Desktop: Concurrent Use | 1 | -- | 1 |

| | | | |
|---|----|----|---|
| ArcGIS Aviation Charting for ArcGIS Desktop: Concurrent Use | 1 | -- | 1 |
| ArcGIS Data Interoperability Desktop Extension: Concurrent Use | 1 | -- | 1 |
| Drone2Map for ArcGIS Online | -- | 1 | 1 |
| ArcGIS Full Motion Video | -- | 1 | 1 |

| 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 Subscriptions | 2 | -- | 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 | 245 | 82,500 |
| ArcGIS Online Creator User Types**: Year 3 | 1 | 295 | 95,000 |
| 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, 295 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 \$1,700,000. 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 | \$600,000 | \$650,000 | \$1,700,000 |

| | |
|---|--|
| *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-202158465-05 (TECHS-CE84013-05)
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

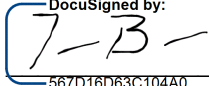
By:

By:

By:

Contract Control Number:
Contractor Name:
INSTITUTE

TECHS-202158465-05 (TECHS-CE84013-05)
ENVIRONMENTAL SYSTEMS RESEARCH

By:  _____
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Name: Timothy Brazeal
(please print)

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

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)