



Amendment No. 3
to
Enterprise License Agreement No. 2009ELA3656 (ELA)
between
City of Riverside
and
Environmental Systems Research Institute, Inc. (ESRI)

This Amendment No. 3 is effective as of July 1, 2015 and changes the ELA to extend the period of performance and to update pricing and product list, as follows:

1. Enterprise License Terms and Conditions.

1.1 Web Services. Each reference to Web Services found in the Enterprise License Terms and Conditions is replaced with Online Services.

1.2. Section 7.1 Term. The following is added to section 7.1 Term:

"b. The term of the ELA is extended from July 1, 2015 to June 30, 2018, unless this ELA is terminated earlier as provided herein."

1.3. Appendices. During the extended term of this ELA starting on July 1, 2015 and expiring on June 30, 2018, the following new appendices shall apply. A copy of each is attached hereto and incorporated herein by this reference.

Appendix A, Software and Deployment Schedule
Appendix B, Enterprise License Fee Schedule

2.0 License Agreement—Agreements No. 2009MLA3656. The License Agreement is updated pursuant to section 9.1 Future Updates found in the General License Terms and Conditions, (E200).

All other terms and conditions of the ELA as amended shall remain the same. Accepted and agreed:

CITY OF RIVERSIDE
(Licensee)

Signature: _____

Printed Name: _____

Title: _____

Date: _____

ENVIRONMENTAL SYSTEMS
RESEARCH INSTITUTE, INC.
(Esri)


Signature:  _____

Printed Name: _____

Title: **Chris Johnson**
Manager, Commercial & Government Contracts

Date: **6/30/15** _____

APPROVED AS TO FORM


DEPUTY CITY ATTORNEY

**APPENDIX A
SOFTWARE AND DEPLOYMENT SCHEDULE**

For the extended period beginning July 1, 2015 and expiring on June 30, 2018, City may Deploy the Enterprise License Software up to the total quantity of licenses indicated below to Licensees during the term of this ELA.

**Table A-1
Enterprise License Software—Unlimited Quantities**

Item	Total Qty./Seats to Be Deployed
Desktop Software	
ArcGIS for Desktop: ArcGIS for Desktop Advanced, Standard, and Basic (single and concurrent use)	Unlimited
ArcGIS for 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)	Unlimited
ArcGIS for Server: ArcGIS for Server Enterprise and Workgroup (Advanced, Standard, and Basic)	Unlimited
ArcGIS for Server extensions: ArcGIS 3D Analyst, ArcGIS Geostatistical Analyst, ArcGIS Image Extension, ArcGIS Network Analyst, ArcGIS Schematics, ArcGIS Spatial Analyst, ArcGIS Workflow Manager and ArcGIS GeoEvent Extension	Unlimited
ArcGIS Engine: ArcGIS Engine development tools for deploying custom applications	Unlimited
ArcGIS Engine extensions: ArcGIS 3D Analyst, ArcGIS Geodatabase Update, ArcGIS Network Analyst, ArcGIS Schematics, and ArcGIS Spatial Analyst (single and concurrent use)	Unlimited
ArcGIS Runtime: Standard deployment licenses for custom applications	Unlimited
ArcGIS Runtime extensions: ArcGIS 3D Analyst, ArcGIS Network Analyst, and ArcGIS Spatial Analyst (single use)	Unlimited
Mapping and Charting solutions: Esri Production Mapping	Unlimited

**Table A-2
Enterprise License Software—Limited Quantities**

Item	Rolled-In Qty. (if applicable)	Qty./Seats to Be Deployed	Total
Esri Developer Network (EDN) annual subscriptions	N/A	2	2
ArcGIS Data Interoperability for Desktop extension	2	0	0

Product	Number of Subscriptions	Named Users per Subscription	Annual Credits per Subscription
ArcGIS Online: Level 3 Subscription	1	100	17,500
ArcGIS Online Credits: Additional 10,000 credits per year	N/A	N/A	N/A

APPENDIX B
ENTERPRISE LICENSE FEE SCHEDULE

For the extended period beginning July 1, 2015 and expiring on June 30, 2018, the ELA Fee is \$920,000. The ELA Fee is in consideration of the Enterprise License Software, ELA Maintenance, and Esri International User Conference registrations.

	Year 7 2015	Year 8 2016	Year 9 2017	ELA Fee
Payments	\$240,000	\$310,000	\$370,000	\$920,000
Number of Esri International User Conference registrations per Year	25	25	25	
Number of Tier 1 Help Desk Individuals	10	10	10	
Number of Sets of Backup Media, if requested	2	2	2	
Support Incidents for EDN per Year	One 10-Pack	One 10-Pack	One 10-Pack	
Extended Term of ELA pursuant to Section 7.1	Three (3) years from July 1, 2015 to June 30, 2018			

Purchases of Esri Software, Data, Online Services, Documentation, and maintenance not included in this ELA shall be based on and limited to the Master License Agreement 2009MLA3656 found attached to this ELA.

Delivery or receipt of tangible media could cause prior and future license fees to be subject to taxes. City acknowledges that Esri has a right to invoice, and City agrees to pay any such sales or use tax associated with receipt of tangible media.