

**Amendment 4 to Addendum 1
Enterprise License Addendum
Contract No. 2006-224**

Pursuant to the terms and conditions of the Software License Agreement No. 2006-224 ("Agreement") between The City of Riverside, California ("Licensee") and Telvent USA Corporation ("Telvent"), the parties now wish to amend the Enterprise License Addendum of the Software License Agreement ("Addendum 1") as detailed below.

Term and Renewal

This ELA shall have an effective date of November 1, 2019 and shall continue in effect for a period of two (2) years from this date.

ELA pricing shall be as follows:

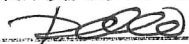
	Nov 1, 2019 - Oct 31, 2020	Nov 1, 2020 - Oct 31, 2021
Total Annual Cost	\$115,000	\$115,000

Product List

For the avoidance of doubt, the Telvent products to which Licensee shall have access to during the term of this Amendment 4 are as follows:

- ArcFM
- Designer
- ArcFM Viewer with Inspector
- Conduit Manager
- ArcFM Web
- ArcFM Geodatabase Manager

Approved as to Form

By: 
Rosemary Koo
Senior Deputy City Attorney

Unless otherwise expressly stated herein, no other terms are altered by this Amendment.

ACCEPTED AND AGREED:

City of Riverside, California

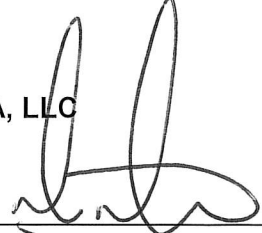
Signature: _____

Printed Name: _____

Title: _____

Date: _____

Telvent USA, LLC

Signature:  _____

Printed Name: Drew Ditter

Title: Director of Operations

Date: October 4, 2019

CERTIFIED AS TO FUNDS AVAILABILITY:

BY: 
Chief Financial Officer/City Treasurer

Joint Unanimous Written Consents
of the
Sole Member
and the
Board of Managers
of
Telvent USA, LLC

Effective the 1st day of March, 2017

The undersigned, being the sole member (the "Sole Member") and all of the members of the Board of Managers (the "Board") of Telvent USA, LLC, a Delaware limited liability company (the "Company"), acting pursuant to the provisions of the Limited Liability Company Act of the State of Delaware and pursuant to the provisions of the Company's Limited Liability Company Agreement, do hereby unanimously consent to the adoption, and do hereby adopt, the following resolutions with the same force and effect as if adopted by a unanimous vote at fully convened meetings of the Sole Member and the Board:

Removal and Election of Managers by the Sole Member

RESOLVED, that the removal of Larry Stack from the Board effective March 1, 2017, is hereby approved, verified, and confirmed.

RESOLVED, that the removal of Thomas Dilworth from the Board effective March 1, 2017, is hereby approved, verified, and confirmed.

FURTHER RESOLVED, that Peter Wexler is hereby elected to the Board, to serve in such capacity until his successor is duly elected and qualified or until his earlier resignation, removal, or incapacity.

FURTHER RESOLVED, that Donald Stinson is hereby elected to the Board, to serve in such capacity until his successor is duly elected and qualified or until his earlier resignation, removal, or incapacity.

WHEREFORE, the current managers of the Company are as follows:

Peter Wexler
Donald Stinson

Removal and Election of Officers by the Board

RESOLVED, that the removal of the following officers effective March 1, 2017, is unanimously approved, verified, and confirmed:

<u>Name</u>	<u>Office / Position</u>
Ronald Sznaider	President
Larry Stack	Senior Vice President, Oil & Gas Pipeline Applications
Stuart Barvir	Vice President, Oil & Gas Pipelines and Upstream Sales
Trevor MacMaster	Vice President, Oil & Gas Solutions Delivery
Jeff Forbes	Vice President, Oil & Gas Professional & Technical Services
Marko Kolak	Vice President, Smart Grid IT North America
Jay Stinson	Vice President, Geospatial
Karen Madden	Vice President, Cloud Services
Mike Tankersley	Director, Pipeline Simulation Software
Joanna Lyons	Director, Solutions Delivery
James Wahrenberger	Director, Technical & Professional Services
Drew Ditter	Director of Operations, Geospatial
Paul McNally	Director, WWW Software Solutions

Tom Dilworth
Oscar Leal

Chief Financial Officer
Chief Accounting Officer

FURTHER RESOLVED, that the election of the following officers effective March 1, 2017, is hereby unanimously approved, verified, and confirmed, to serve in such offices until the election of their successors or their earlier resignation, removal, or incapacity:

<u>Name</u>	<u>Office / Position</u>
Donald Stinson	President
Marko Kolak	Vice President, Smart Grid IT North America
Drew Ditter	Director of Operations, Geospatial
Oscar Leal	Chief Financial Officer

WHEREFORE, the current officers of the Company are as follows:

<u>Name</u>	<u>Office / Position</u>
Donald Stinson	President
Marko Kolak	Vice President
Drew Ditter	Vice President
Oscar Leal	Chief Financial Officer
James Danley	Vice President and Treasurer
Robert Murray	Vice President
Mary Kibble	Secretary
Robert Brodsky	Assistant Secretary
Victor Copeland	Assistant Secretary

(signature page follows)

IN WITNESS WHEREOF, the undersigned, being the Sole Member and all of the members of the Board of the Company have executed this written consent as of the date first indicated above.

SOLE MEMBER:

SCHNEIDER ELECTRIC GRID AUTOMATION, INC.

By: _____
Donald Stinson
President

BOARD OF MANAGERS:

Donald Stinson

Peter Wexler

CERTIFIED AS TO FUNDS AVAILABILITY:

BY: _____
Chief Financial Officer/ City Treasurer

Peter Wexler