

Amendment 1
to Spreadly Service Agreement

This Amendment 1 ("Amendment") to Spreadly Service Agreement ("Agreement") between Spreadly, Inc. ("Spreadly"), and Environmental Systems Research Institute, Inc. ("Customer"), is effective as of the Agreement signature date. If there is a conflict between this Amendment and the Agreement, the terms and conditions of the Amendment shall prevail.

The Parties agree as follows.

1. Notwithstanding anything to the contrary in the Agreement, Customer may use the Spreadly API and Services to process data, use credit card vaulting and facilitate payments in relation to sales within the eCommerce platform used by Customer, including sales by

- a. Customer,
- b. Customer's third-party distributors and resellers,
- c. Participants in Customer's global Esri Partner Network (EPN) program or its equivalent, regardless of the program title, ("EPN Partners") which develop and market proprietary solutions, services, content, systems integration, management consulting, and hardware for the Esri ArcGIS platform; and
- d. Other developers and marketers of proprietary applications, tools, widgets, add-ins, services, data, and/or content designed for use with Esri products and distributed or licensed to end users through Esri's online platform ArcGIS Marketplace Store or its equivalent, regardless of the platform title ("Esri Marketplace Providers").

2. For the avoidance of doubt, in no case Customer would permit or allow any of the above-listed parties to use Spreadly API and Services independent of Customer's eCommerce platform.

3. Customer may disclose the terms and conditions of the Agreement to the above-listed parties with the exception of pricing information.

IN WITNESS WHEREOF, the Parties have caused this Amendment to be executed and delivered by their duly authorized representatives as of the date first written above.

Spreadly, Inc.

By: Nellie Vail
Name: Nellie Vail
Title: Director of Finance & HR
Date: January 30, 2019

Environmental Systems Research Institute, Inc.

By: Erick Arial
Name: Erick Arial
Title: Mgr, Commercial and Gov't Contracts
Date: January 30, 2019