

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (“City”) and **CARASOFT TECHNOLOGY CORPORATION** (“Carahsoft”), a Maryland corporation, registered to do business in Colorado, whose address is 1860 Michael Faraday Drive, Suite 100, Reston, Virginia 20190. Carahsoft may be referred to herein as “Contractor”.

WITNESSETH:

WHEREAS, the Parties entered into a three-party agreement dated February 2, 2015, to provide cloud based technology services and licenses (“Agreement”), with **VERTIBA, LLC** as the third party; and

WHEREAS, the Parties wish to amend the Agreement to increase the compensation to the Contractor for the purchase of third party licenses.

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

1. Article 20.5 of the “Maximum Contract Liability” is amended to read as follows:

“20.5 Maximum Contract Liability:

20.5.1 Notwithstanding any other provision of the Agreement, the City’s maximum payment obligation will not exceed **SEVEN MILLION FIVE HUNDRED THOUSAND DOLLARS** (\$7,500,000.00) (the “Maximum Contract Amount”). The City is not obligated to execute an Agreement or any amendments for any further services, including any services performed by Contractor beyond that specifically described in Exhibit B. Any services performed beyond those in Exhibit B are performed at Contractor’s risk and without authorization under the Agreement.”

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

[SIGNATURE PAGES FOLLOW]

Contract Control Number:

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:

By _____

By _____

By _____



