

SECOND AMENDATORY LEASE PURCHASE AGREEMENT

This **SECOND AMENDATORY LEASE PURCHASE AGREEMENT** is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **HARDLINE EQUIPMENT LLC**, a Colorado limited liability company whose address is 7550 Dahlia St., Commerce City, Colorado 80022 (the “Contractor”), jointly (“the Parties”).

RECITALS:

A. The Parties entered into a Lease Purchase Agreement dated May 18, 2022 an Amendatory Agreement dated October 4, 2022 (the “Agreement”) to provide Equipment to the City.

B. The Parties wish to amend the Agreement to replace Exhibit A-1 with Exhibit A-2.

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

1. All references in the original Agreement to “...Exhibits A, A-1...” shall be deleted in their entirety and replaced with “...**Exhibit A-2**...” as applicable. The Scope of Work marked as **Exhibit A-2** attached to this Second Amendatory Agreement is hereby incorporated by reference.

2. Section 6 of the Agreement entitled **COMPENSATION**, sub-paragraph B. is amended to read as follows:

“B. The total compensation payable to Contractor for acquiring and delivering the Equipment together with the Warranties shall not exceed the amount of **EIGHT MILLION TWO HUNDRED SIXTY-FIVE THOUSAND EIGHT HUNDRED FIFTY-SEVEN DOLLARS AND FIFTY-THREE CENTS (\$8,265,857.53)** (the “**Maximum Purchase Amount**”), payable directly to the Contractor by the escrow company. Payment by the escrow company shall be initiated after delivery of the Equipment, examination of the Equipment and the City’s issuance of an Acceptance Certificate. The escrow company shall make payment for each acceptance certificate based upon deliveries made. Title to the Equipment shall vest with the Bank upon payment of the Maximum Purchase Amount to Contractor. Beneficial use of the Equipment and Warranties shall remain with the City.”

3. As herein amended, the Agreement is affirmed and ratified in each and every particular.

4. This Second Amendatory Lease Purchase Agreement will not be 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.

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Contract Control Number: DOTI-202265112-02 [202262301-02]
Contractor Name: HARDLINE EQUIPMENT LLC

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:

DOTI-202265112-02 [202262301-02]
HARDLINE EQUIPMENT LLC

By: DocuSigned by:
Walt Tokunaga
D40778A9AA784BD...

Name: walt Tokunaga
(please print)

Title: Managing member
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

EXHIBIT A-2**EQUIPMENT**

<u>Quantity</u>	<u>Item</u>	<u>Price</u>
9	Dulevo 6000 High Dump	\$2,412,332.69
1	Container Odd Unit Freight Cost	\$5,794.05
	Subtotal 1	\$2,418,126.74
5 (for ASLs)	2023 Dennis Eagle Pro View single steer (Left Hand Drive) cab and chassis equipped Cummins L9 350HP (8.9 liter inline diesel)	\$1,177,454.75
3 (for ASLs)	2023 Dennis Eagle Pro View single steer (Left Hand Drive) cab and chassis Cummins L9 350HP (8.9 liter (CNG-EPA, CARB 2018 L9N 8.9L)) AND	\$3,767,855.20
13 (for ASLs)	2023 Dennis Eagle Pro View single steer (Left Hand Drive) cab and chassis equipped Cummins L9 350HP (8.9 liter inline diesel)	
4 (for RLs)	2023 Dennis Eagle Pro View single steer (Left Hand Drive) cab and chassis equipped Cummins L9 350HP (8.9 liter inline diesel)**	\$902,420.80
	Subtotal 2	\$5,847,730.75
	TOTAL PURCHASE AMOUNT:	\$8,265,857.53

Specifications of equipment, training, and warranties to be provided by Contractor are set out on the attached pages, which together with this cover sheet constitute **Exhibit A-2**.

Note: A change in each line item is authorized provided the change accommodates availability or spec changes.



Po Box 39
Henderson, Co. 80640

Proposal

Phone: 303-288-8989
Fax: 303-288-8787
www.hardlineequipment.com

Date	No.
1/14/2022	2544

Name / Address
City and County of Denver Accounts Payable 5440 Roslyn Bldg C Denver, CO 80216

Ship To
City and County of Denver 5440 Roslyn St Bldg C Door 1 Denver, Colorado 80216

P.O. No.	Rep	VIN #	Body S/N #	Body Model #	
	TS			Dulevo 6000	
Item	Qty	U/M	Description	Rate	Amount
Sales General	9		MPO# 10883A0117 New Dulevo 6000 HD - Vacuum Assisted Mechanical Sweeper Main Technical Specifications and Standard Equipment - Stainless Steel Hopper (Regular Dump) - Hydraulically Powered with Variable Pump and Hydraulic Motor Directly Connected to the Front Differential - Hydraulic Power Steering with Four Wheel Steering - Self-leveling Rear Hydraulic Suspension - DOT Approved Lighting System (LED Tail Lights, Incandescent Headlights and Side Turns) - Two Seats (Driving From Right Side) Pressurized Cab Equipped with Filtering System and Safety Belts - Working Hour Meter - Speedometer with Total Miles and Working Odometer - Air Conditioning (Standard) - Heat - Brigade Rear-View Color Camera with 7" Monitor - LED Work Light Mounted on Side Broom (One Per Side) - LED Work Lights Mounted on Front Corners of Cab Illuminating Front Broom Area - 2 LED Strobe Lights Mounted on Front / Top of Cab - 1 LED Strobe Light Mounted on Upper Rear	221,090.00	1,989,810.00

Total



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P.O. No.	Rep	VIN #	Body S/N #	Body Model #	
	TS			Dulevo 6000	
Item	Qty	U/M	Description	Rate	Amount
			<ul style="list-style-type: none"> - Hydraulic Dumping from the Ground or in Raised Position - Stainless Steel Water Nozzles Equipped on Front Broom, and Each Side Broom - 105 Gallon Stainless Steel Water Tank - Mirror for Front Broom Visibility Mounted in Center of Cab - USB, CD, AM/FM Player with 2 Speakers - Sweeping System Consists of: <ul style="list-style-type: none"> - Hydraulically Adjustable, Centrally Located Main Broom - Left and Right Side Brooms - 180 Degree Right Hand / Left Hand Front Extendable Broom Equipped with Shear Bolt - Dual Belt Driven Conveyor with 11 Vertical Flights and Squeegees - Suction System Consists of: <ul style="list-style-type: none"> - Two Hydraulically Controlled Suction Turbines - Polyester Gore Filtering System - Gore Filter Equipped with Standard 5 Year Warranty - Hydraulic Filter Shaker - User and Maintenance Manuals / Parts CD - 6000K.60.04 / 6000K.09.21 		
Sales General	9		Iveco / FPT Tier IV Final Engine (095016000A)	10,860.00	97,740.00
Sales General	9		- programming to Accommodate RPM Increase under Steering Wheel to a Maximum of 1,950 RPM, Program to Limit Speed while in Sweep Mode to a Maximum of 9 mph	606.48	5,458.32

Total



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P.O. No.	Rep	VIN #	Body S/N #	Body Model #	
	TS			Dulevo 6000	
Item	Qty	U/M	Description	Rate	Amount
Dulevo 6000 HD			- Engine Air Intake System: 1. Dual safety dry-type air filter 2. In-Cab air filter	480.00	480.00
Sales General	9		Stainless Steel Cover Protecting Suspension Solenoids at Rear of Machine	257.60	2,318.40
Dulevo 6000 HD	9		Service Brakes	2,930.00	26,370.00
Dulevo 6000 HD	9		Back Up Alarm: 1. A heavy-duty Federal Signal Corp. SAE type B 107dB audible back-up alarm and warning light shall be provided. 2. Horn shall include a stainless steel protective cover	128.80	1,159.20
Dulevo 6000 HD	9		Operator Seat	3,090.00	27,810.00
Dulevo 6000 HD	9		Cab Windows Used Shall be Tinted Safety Glass	250.00	2,250.00
Dulevo 6000 HD	9		Radio: 1. AM/FM CD USB high-power stereo radio with two 2-way 5-1/2" flush mounted in cab.	309.12	2,782.08
Dulevo 6000 HD	9		Exterior Rear View Mirrors: 1. Two (2) mirrors required, cab A-pillar mounting bracket mounted left and right side for external rear view mirrors.	680.00	6,120.00
Dulevo 6000 HD	9		Main mirrors, Moto-Mirror 7" x 14" motor head (left, right), heated, breakaway type stainless steel.	620.00	5,580.00
Dulevo 6000 HD	9		Vehicle Signage shall be applied as follows: 1. "Danger Keep Back 50 Feet", rear of cab at roof level.	125.00	1,125.00
Dulevo 6000 HD	9		2. "Slow Moving Vehicle", rear of sweeper, DOT approved.	25.00	225.00
Dulevo 6000 HD	9		Water Spray System:	5,250.00	47,250.00
Dulevo 6000 HD	9		- LubeCore Auto Lube System With Heavy Duty Korilla Line and Crimped Fittings	7,077.00	63,693.00

Total



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	TS			Dulevo 6000	
Item	Qty	U/M	Description	Rate	Amount
Dulevo 6000 HD	9		- 3M Reflective DOT Tape on All Four Sides of Sweeper	120.00	1,080.00
Freight - 3rd Party	9		- Freight/Shipping Must Include Even Number of Units to Qualify for Pricing (Freight on Even Numbers of Sweepers are Included)		0.00
Freight Costs	1		Freight Costs for 9th Odd Number Unit	5,794.05	5,794.05
Sales Discount			Six (6) or more units are still eligible for -6.40% Discount	-18,327.31	-18,327.31
Dulevo 6000 HD	9		CPI Index January 2022 (As of January 12, 2022 CPI Adjustment = 13.43%)	16,601.00	149,409.00

Total	\$2,418,126.74
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Thank you for your business. Sales Tax Notice: Hardline Equipment LLC will be collecting all Sales Taxes due unless Buyer provides exemption documentation acceptable to your jurisdiction. This includes, but not limited to, all affiliated Nexus interstate Sales Taxes for your specific state and jurisdiction. This is subject to change. If Sales Tax is not presented on this document Hardline Equipment reserves the right to collect and remit sales taxes to comply with your state and jurisdiction regulations. By receiving this document, you agree to the collection of Sales Taxes.



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Date	No.
9/26/2022	2612

Name / Address
City and County of Denver Accounts Payable 5440 Roslyn Bldg C Denver, CO 80216

Ship To
City and County of Denver 5440 Roslyn St Bldg C Door 1 Denver, Colorado 80216

P.O. No.	Rep	VIN #	Body S/N #	Body Model #	
	RL			Dennis Eagle Pro View	
Item	Qty	U/M	Description	Rate	Amount
DE	21	ea	2023 Dennis Eagle Pro View Dual Drive cab and chassis Equipped for Amrep Side Loader. GVWR = 63,600 - Wheelbase 211" - Drive Axle Combined Designed Weight of 46,000 lbs. with Plated Weight of 43,600 lbs. - Cab to Tandem (C/T)168", Swapped Aluminum wheels for Silver Painted Steel Wheels.	216,141.15	4,538,964.15
DE	1	ea	Breakdown from MN State Contract and Above Line Item total: Chassis = \$183697.50, (10) Silver Painted Steel Wheels, Engine Block Heater = \$361.20, Oil Pan Heater = \$361.20, Battery Blanket Heater = \$361.20, Allison 4560 Upgrade = \$22,050.00, Dual Steer = \$8,268.75, AM/FM Sirius Ready Radio = \$1,102.50.	0.00	0.00
DE	1	ea	Breakdown from MN State Contract and Above Line Item total: Chassis = \$183697.50, (10) Silver Painted Steel Wheels, Engine Block Heater = \$361.20, Oil Pan Heater = \$361.20, Battery Blanket Heater = \$361.20, Allison 4560 Upgrade = \$22,050.00, Dual Steer = \$8,268.75, AM/FM Sirius Ready Radio = \$1,102.50.	0.00	0.00
DE	4	ea	2023 Dennis Eagle Pro View Left Hand Drive Cab and Chassis Equipped for Heil Rear Loader.	207,872.40	831,489.60
DE	1	ea	Breakdown from MN State Contract and Above Line Item total: Chassis = \$183697.50, (10) Silver Painted Steel Wheels, Engine Block Heater = \$361.20, Oil Pan Heater = \$361.20, Battery Blanket Heater = \$361.20, Allison 4560 Upgrade = \$22,050.00, AM/FM Sirius Ready Radio = \$1,102.50.	0.00	0.00

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9/26/2022	2612

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P.O. No.	Rep	VIN #	Body S/N #	Body Model #	
	RL			Dennis Eagle Pro View	
Item	Qty	U/M	Description	Rate	Amount
DE	25	ea	Dennis Eagle Cab Grille Bug Screen (Not on MN State Contract 194865)	341.25	8,531.25
DE	25	ea	Engine Idle Shutdown (Not on MN State Contract 194865)	131.25	3,281.25
DE	25	ea	Engine Exhaust Brake (Not on MN State Contract 194865)	918.75	22,968.75
DE	25	ea	Air/Electric Cab Tilt (Not on MN State Contract 194865)	1,160.25	29,006.25
DE	25	ea	LED Fog Lights (Not on MN State Contract 194865)	204.75	5,118.75
DE	25	ea	NPT Ball Valves to Drain Air Tanks (Not on MN State Contract 194865)	341.25	8,531.25
DE	25	ea	Allison Transmission Dip Stick (Not on MN State Contract 194865)	300.30	7,507.50
DE	125	ea	Spare Key for Ignition and Door Lock (Not on MN State Contract 194865)	67.20	8,400.00
DE	25	ea	Cummins / Allison Update Charges (Not on MN State Contract 194865)	2,500.00	62,500.00
Lubecore	21		Lubecore For Amrep ASL Body Only (Not on MN State Contract 194865)	13,116.00	275,436.00
Lubecore	4		Lubecore For Heil Body Only (Not on MN State Contract 194865)	11,499.00	45,996.00
			Cummins and Allison Warranty Work to Be Completed by Authorized Cummins / Allison Shop		
			****MN State Contract Number 194865 is the Contract Used to Purchase the Dennis Eagle Chassis****		
			Chassis' Include Block Heater, Battery Tray Heater, and Oil Pan Heater		
Total					\$5,847,730.75

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