

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT is made and entered into by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”), and TransCore, LP, a Delaware limited liability company registered to do business in Colorado, whose address is 8158 Adams Drive, Hummelstown, PA 17036 (“Vendor” or “TransCore”), jointly “the Parties.”

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated March 5, 2014 and (the “Agreement”), relating to the replacement of Denver’s traffic signal system software with Advanced Traffic Management System (ATMS); and

WHEREAS, the Parties wish to amend the Agreement to revise article 16 entitled “Third Party Beneficiaries” as follows; and

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

1. Article 16 of the Agreement entitled “Third Party Beneficiaries” is amended to read as follows:

“16. THIRD PARTY BENEFICIARIES: It is the express intention of City and Vendor that the Denver Regional Council of Governments (“DRCOG”) municipalities and counties listed below and the Colorado Department of Transportation shall receive the benefit of a Grant of License of the Software as presented in Article 2 of this Agreement without further cost. No other services or benefits shall be received by the DRCOG municipalities and counties and the Colorado Department of Transportation as part of this Agreement and must be purchased separately from Vendor pursuant to the Cost Schedule presented in Exhibit A, SOW.

2. This Amendatory Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.

3. 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 _____

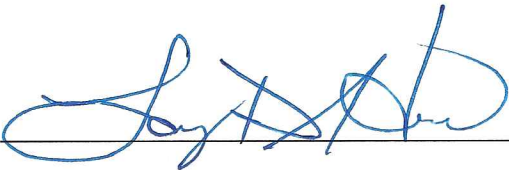
By _____

By _____



Contract Control Number: PWADM-201314013-01

Contractor Name: TRANSCORE LP

By:  _____

Name: Larry D. Henson
(please print)

Title: Vice President
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

