

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT is made and entered into this ____ day of _____, 2010, by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City” or “Customer”), and **QWEST COMMUNICATIONS COMPANY, LLC**, whose address is 1801 California Street, Suite 900, Denver, Colorado 80202(the “Contractor or Qwest”) collectively (the “Parties”).

WITNESSETH:

WHEREAS, the City and the Contractor entered into an Agreement dated November 3, 2009 relating to hardware products for the City’s data network systems and associated services related to the installation of those products (the “Agreement”); and

WHEREAS, the Parties wish to amend the Agreement to substitute the equipment listed in the bill of materials found in Exhibit C; and

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

1. The Agreement is hereby amended by replacement of Exhibit C with Exhibit C-1, attached hereto. Any references in the Agreement to “Exhibit C” are hereby replaced by “Exhibit C-1.”
2. As herein amended, the Agreement is affirmed and ratified in each and every particular.

[SIGNATURE PAGE FOLLOWS]

09-1034-A

IN WITNESS WHEREOF, the parties hereto have executed this Amendatory Agreement as of the day and year first written above.

ATTEST:

CITY AND COUNTY OF DENVER:

By: _____
STEPHANIE Y. O'MALLEY,
Clerk and Recorder, Ex-Officio
Clerk of the City and County of Denver

By: _____
MAYOR

RECOMMENDED AND APPROVED:

By: *[Signature]*
Chief Information Officer

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

DAVID R. FINE, Attorney for the
City and County of Denver

By: _____
Manager of Finance
Contract Control No. XC93050(1)

By: _____
Assistant City Attorney

By: _____
Auditor

“CITY”

QWEST COMMUNICATIONS CO., LLC
Taxpayer (IRS) I.D. No. 04-6141739

By: *[Signature]*

Name: Richard Fernandez
(please print)

Title: Director of IT management

“CONTRACTOR”

Exhibit C-1 - Bill of Materials

**Denver City and County
Security Upgrade**

CCD Cisco Discounts 50.0% 20.0%

Payment 1 (Security Upg/MPLS Discovery/Pilot) 209,722.50
Payment 1 (Pro Svcs) 85,540.00

911 Comm Center	Description	Qty	List Each	List Total	Price Each	Price Total
ASA5510-SEC-BUN-K9 CAB-AC	ASA 5510 Security Plus Appl with SW, HA, 2GE+3FE, 3DES/AES Power Cord,110V	2	4,495	8,990	2,248	4,495
SF-ASA-8-0-K8	ASA 5500 Series Software v8.0	2	-	-	-	-
Webb Bldg Sec DMZ						
ASA5520-BUN-K9 CAB-AC	ASA 5520 Appliance with SW, HA, 4GE+1FE, 3DES/AES Power Cord,110V	4	7,995	31,980	3,998	15,990
SF-ASA-8-0-K8	ASA 5500 Series Software v8.0	4	-	-	-	-
Security Info Manager						
CS-MARS-110-K9 CAB-AC	CSMARS 110 2RU Appliance;7500EPS;1500GB;RAID 10,Redundant Power Cord,110V	1	95,000	95,000	47,500	47,500
CS-MARS-210-K9 CAB-AC	CSMARS 210 2RU Appliance;15000EPS;2000GB;RAID10,Redundant Power Cord,110V	2	150,000	150,000	75,000	75,000
CS-MARS-GC2-K9 CAB-AC	MARS GC2 2RU Appliance;2000GB;RAID10;Redundant PS Power Cord,110V	1	125,000	125,000	62,500	62,500
CS-MARS-GC2-K9 CAB-AC	MARS GC2 2RU Appliance;2000GB;RAID10;Redundant PS Power Cord,110V	2	-	-	-	-
Misc Firewalls						
ASA5505-SEC-BUN-K9 CAB-AC-C5	ASA 5505 Sec Plus Appliance with SW, UL Users, HA, 3DES/AES AC Power Cord, Type C5, US	5	1,695	8,475	848	4,238
SF-ASA-8-0-K8	ASA 5500 Series Software v8.0	5	-	-	-	-
Totals						209,723

Denver City and County
Modules 2, 3, 4, 5, & VPN

CCD Cisco Discounts 50.0% 20.0%

Payment 2 (Product) \$77,855.66
 Payment 2 (Pro Svcs) 176,029.33

Qty	List Each	List Total	Price Each	Price Total
6	9,500	57,000	4,750	28,500
6	10,000	60,000	5,000	30,000
12	38,000	456,000	19,000	228,000
12	-	-	-	-
6	495	2,970	248	1,485
4	5,000	20,000	2,500	10,000
8	-	-	-	-
8	8,000	64,000	4,000	32,000
3	37,500	112,500	18,750	56,250
18	4,000	72,000	2,000	36,000
8	1,495	11,960	748	5,980
5	15,000	75,000	7,500	37,500
5	-	-	-	-
5	-	-	-	-
1	25,000	25,000	12,500	12,500
1	-	-	-	-
1	-	-	-	-
105	995	104,475	498	52,238
4	500	2,000	250	1,000
105	66	6,978	80	8,374
26	66	1,716	79	2,059
12	-	-	-	-
12	-	-	-	-
12	-	-	-	-
12	-	-	-	-
12	-	-	-	-
12	-	-	-	-
Totals		1,071,599		541,886

ASR1002s w' HA for Safety Headend (2) (PAB)

Qty	List Price	List Total	Price Each	Price Total
2	45,000	90,000	22,500	45,000
2	10,000	20,000	5,000	10,000
4	-	-	-	-
4	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
4	500	2,000	250	1,000
Totals		112,000		56,000

ASR1002s w' HA for Route Reflectors (2)

Qty	List Price	List Total	Price Each	Price Total
2	45,000	90,000	22,500	45,000
4	-	-	-	-
4	-	-	-	-

ASR1000-ESP5	ASR1K Embedded Services Processor,5Gbps,Crypto,ASR1002 only	2	-	-	-	-	-
FLASR1-JOSRED-RTU	SW Redundancy Right-To-Use Feat Lic for ASR1000 Series	2	-	-	-	-	-
SASR1R1-AESK9-2ZSR	Cisco ASR 1000 Series RP1 ADVANCED ENTERPRISE	2	-	-	-	-	-
GLC-SX-MM=	GE SFP, LC connector SX transceiver	4	500	2,000	250	1,000	46,000
Totals				92,000			

ASAS580s for Inter-VPF FWs (2)

Qty	List Price	List Total	Price Each	Price Total
2	129,995	259,990	64,998	129,995
4	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
2	-	-	-	-
4	1,495	5,980	748	2,990
Totals		265,970		132,985

VPN Pricing

Product	Description	Qty	List Each	List Total	Price Each	Price Total
ASAS550-BUN-K9	ASA 5550 Appliance with SW, HA, 8GE+1FE, 3DES/AES	2	#####	39,990.00	9,997.50	19,995.00
CAB-AC	Power Cord,110V	2	-	-	-	-
SF-ASA-8-0-K8	ASA 5500 Series Software v8.0	2	-	-	-	-
ASA-ADV-END-SEC	ASA 5500 Advanced Endpoint Assessment License for SSL VPN	2	995.00	1,990.00	497.50	995.00
ASA5500-SSL-5000	ASA 5500 SSL VPN 5000 Peer License	2	#####	159,990.00	39,997.50	79,995.00
ASA-VPN-CLNT-K9	Cisco VPN Client Software (Windows, Solaris, Linux, Mac)	2	-	-	-	-
ASA-180W-PWR-AC	ASA 180W AC Power Supply	2	-	-	-	-
ASA-ANYCONN-CSD-K	ASA 5500 AnyConnect Client + Cisco Security Desktop Software	2	-	-	-	-
ASA5500-ENCR-K9	ASA 5500 Strong Encryption License (3DES/AES)	2	-	-	-	-
SSM-4GE-INC	SSM-4GE embedded within ASA 5550 systems	2	-	-	-	-
Totals				201,970		100,985

Denver City and County

Module 6

CCD Cisco Discounts 50.0% 20.0%

Payment 3 (Products) 852,635.77
 Payment 3 (Pro Svcs) 154,053.33

	Qty	List Each	List Total	Price Each	Price Total
Dual 6500s for Major Sites - 10 Gal, CCB, Roslyn, Webb, PAB					
WS-C6509-E Catalyst 6500 Enhanced 9-slot chassis, 15RU, no PS, no Fan Tray	10	9,500	95,000	4,750	47,500
SV33AIK9-12233SX1 Cisco CAT6000-VSS720 IOS ADVANCED IP SERVICES SSH	10	10,000	100,000	5,000	50,000
VS-S720-10G-3C Cat 6500 Supervisor 720 with 2 ports 10GbE and MSFC3 PFC3C	14	38,000	532,000	19,000	266,000
CF-ADAPTER-SP SP adapter with compact flash for SUP720	14	-	-	-	-
WS-C6509-E-FAN Catalyst 6509-E Chassis Fan Tray	10	495	4,950	248	2,475
WS-CAC-6000W Cat6500 6000W AC Power Supply	20	5,000	100,000	2,500	50,000
CAB-AC-C6K-TWLK Power Cord, 250Vac 16A, twist lock NEMA L6-20 plug, US	40	-	-	-	-
WS-X6708-10G-3C C6K 8 port 10 Gigabit Ethernet module with DFC3C (req. X2)	0	37,500	-	18,750	-
X2-10GB-LR 10GBASE-LR X2 Module	10	4,000	40,000	2,000	20,000
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WS-X6724-SFP Catalyst 6500 24-port GigE Mod: fabric-enabled (Req. SFPs)	8	15,000	120,000	7,500	60,000
WS-X6748-SFP Catalyst 6500 48-port GigE Mod: fabric-enabled (Req. SFPs)	2	25,000	50,000	12,500	25,000
WS-X6748-GE-TX Cat6500 48-port 10/100/1000 GE Mod: fabric enabled, RJ-45	19	15,000	285,000	7,500	142,500
GLC-LH-SM= GE SFP, LC connector LX/LH transceiver *	0	995	-	498	-
GLC-SX-MM= GE SFP, LC connector SX transceiver	157	500	78,500	250	39,250
MPRZ02LCSXXXXPX-1 Custom Fiber Cable, Plenum, 62.5/125 micron, SCLC, 5meter	36	39	1,413	47	1,695
MPRZ02LCSXXXXPX-2 Custom Fiber Cable, Plenum, 62.5/125 micron, SCLC, 10meter	35	49	1,706	58	2,047
NPRZ02LCSXXXXPX-5 Custom Fiber Cable, Plenum, 50/125 micron, SCLC, 5meter	80	36	2,910	44	3,492
SPRZ02SXXXXPX-2 Custom Plenum, Singlemode, Duplex, 20Meter, SC(APC) to SC(UP	10	66	660	79	792
ACE20-MOD-K9 Application Control Engine 20 Hardware	2	-	-	-	-
SC6K-A21-ACE ACE A2(1) Software Release	2	-	-	-	-
ACE-04G-LJC Application Control Engine (ACE) 4Gbps License **	2	39,995	79,990	19,998	39,995
WS-SVC-NAM-2-250S Cisco Catalyst 6500 and Cisco 7600 Network Analysis Module	2	29,995	59,990	14,998	29,995
SC-SVC-NAM-4-1 Cisco NAM 4.1 for Cat6500/C7600 NAM	2	-	-	-	-
VS-F6K-MSFC3 Catalyst 6500 Multilayer Switch Feature Card (MSFC) III	20	-	-	-	-
VS-F6K-3C Catalyst 6500 Sup 720-10G Policy Feature Card 3C	20	-	-	-	-
VS-S720-10G Catalyst 6500 Supervisor 720 with 2 10GbE ports	20	-	-	-	-
MEM-C6K-CPTFL1GB Catalyst 6500 Compact Flash Memory 1GB	20	-	-	-	-
BF-S720-64MB-RP Bootflash for SUP720-64MB-RP	20	-	-	-	-
Totals			1,552,118		780,741

3945s for Large Site Encryption (Roslyn & CCB)

	Qty	List Price	List Total	Price Each	Price Total
CISCO3945-SEC/K9 Cisco 3945 Security Bundle w/SEC license PAK	2	14,395.00	28,790	7,198	14,395
3900-FANASSY Cisco 3925/3945 Fan Assembly (Bezel included)	2	0.00	-	-	-
C3900-SPE150/K9 Cisco Services Performance Engine 150 for Cisco 3945 ISR	2	0.00	-	-	-
ISR-CCP-EXP Cisco Config Pro Express on Router Flash	2	0.00	-	-	-
MEM-3900-1GB-DEF 1GB DRAM (512MB+512MB) for Cisco 3925/3945 ISR (Default)	2	0.00	-	-	-
MEM-CF-256MB 256MB Compact Flash for Cisco 1900, 2900, 3900 ISR	2	0.00	-	-	-
PWR-3900-AC Cisco 3925/3945 AC Power Supply	2	0.00	-	-	-
SL-39-IPB-K9 IP Base License for Cisco 3925/3945	2	0.00	-	-	-
SL-39-SFC-K9 Security License for Cisco 3925/3945	2	0.00	-	-	-
CAB-AC AC Power Cord (North America), C13, NEMA 5-15P, 2.1m	4	0.00	-	-	-
CAB-CONSOLE-USB Console Cable 6 ft with USB Type A and mini-B	0	30.00	-	15	-
PWR-3900-AC/2 Cisco 3925/3945 AC Power Supply (Secondary PS)	2	500.00	1,000	250	500

S39UK9-15001M	Cisco 3925-3945 IOS UNIVERSAL	2	0.00	-	-	-
SL-39-DATA-K9	Data License for Cisco 3925/3945	2	1,000.00	2,000	500	1,000
GLC-SX-MM	GE SFP, LC connector SX transceiver	2	500	1,000	250	500
Totals			32,790			16,395.00

ASR1002s for Major Site Encryption (Webb & Galapago)						
		Qty	List Price	List Total	Price Each	Price Total
ASR1002-5G/K9	ASR1002 w/ESP-5G, AESK9, 4GB DRAM	2	40,000	80,000	20,000	40,000
FLASRI-IPSEC-RTU	Encryption Right-To-Use Feature Lic for ASR1000 Series	2	10,000	20,000	5,000	10,000
ASR1002-FWR-AC	Cisco ASR1002 AC Power Supply	4	-	-	-	-
CAB-AC-RA	Power Cord, 110V, Right Angle	4	-	-	-	-
ASR1000-ESP5	ASR1K Embedded Services Processor, 5Gbps, Crypto, ASR1002 only	2	-	-	-	-
SASR1R1-AESK9-22SR	Cisco ASR 1000 Series RPI ADVANCED ENTERPRISE	2	-	-	-	-
GLC-SX-MM	GE SFP, LC connector SX transceiver	4	500	2,000	250	1,000
Totals			102,000			51,000

MPLS Enable 7206s (2)						
		Qty	List Price	List Total	Price Each	Price Total
FL72-IPB-AISK9	Cisco 7200 Series IP BASE to ADVANCED IP SERVICES Upgrade	2	4,500	9,000	2,250	4,500
Totals			9,000			4,500

Denver City and County

Modules 7-11

CCD Cisco Discounts 50.0% 20.0%

Payment 4 (Product) 697,604.17
 Payment 4 (Pro Svs) 195,973.33

Qty	List Price	List Total	Price Each	Price Total
17	5,995.00	101,915.00	2,997.50	50,957.50
17	7,000.00	119,000.00	3,500.00	59,500.00
17	-	-	-	-
17	995.00	16,915.00	497.50	8,457.50
34	-	-	-	-
17	995.00	16,915.00	497.50	8,457.50
17	45.64	775.88	54.77	931.06
17	-	-	-	-
Totals		255,520.88		128,303.56

Qty	List Price	List Total	Price Each	Price Total
12	14,395.00	172,740	7,198	86,370
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
12	0.00	-	-	-
24	0.00	-	-	-
12	500.00	6,000	250	3,000
12	0.00	-	-	-
12	1,000.00	12,000	500	6,000
24	500	12,000	250	6,000
Totals		202,740		101,370.00

Qty	List Price	List Total	Price Each	Price Total
62	5,995	371,690	2,998	185,845
62	7,000	434,000	3,500	217,000
62	-	-	-	-
62	995	61,690	498	30,845
124	-	-	-	-
62	995	61,690	498	30,845
62	46	2,830	55	3,396
62	-	-	-	-
Totals		931,900		467,930.62

Denver City and County
Unity

CCD Cisco Discounts 50.0% 20.0%
Unity Payment (Product) 52,469.40
Unity Payment (Pro Svcs) 119,539.00

Unity Connection 8.0 (4/ Product Description	Qty	List Ea	List Total	Price Ea	Price Total
MCS7845B-K9-UCCI CUCxn 8.0 MCS-7845-13,4x300 HDD,8GB RAM,Quad-Cores	2	#####	52,000.00	13,000.00	26,000.00
UNITY-PWR-US Power Cord - US, Can, Mex, PR, Phil, Ven, Tai, Col, Ecu	4	-	-	-	-
UNITYCN8-HA-7845 Unity Connection 8 x HA for 7845	1	-	-	-	-
UNITYCN8-HA-PAK Unity Connection 8 x HA PAK	1	-	-	-	-
UNITYCN8-K9 Unity Connection 8 x Software	1	-	-	-	-
UNITYCN8-7845 Unity Connection 8 x for 7845	1	-	-	-	-
UNITYCN8-USR One Unity Connection, 8 x User - All user Features	11300	75.00	847,500.00	37.50	423,750.00
UCSS-MSG UCSS for Messaging Products - Unity/Unity Cxn	1	-	-	-	-
UCSS-MSG-1-1 UCSS for Messaging - 1 Year - 1 User	11300	10.00	113,000.00	5.00	56,500.00
Totals			1,012,500.00		506,250.00

2 x 2921 with 3 OSIG T1s - 1331 Cherokee, 1437 Bannock	Qty	List Each	List Total	Price Ea	Price Total
C2921-VSEC/K9 Cisco 2921 Voice Sec. Bundle, PVD3-32, UC and SEC License P	2	5,495.00	10,990.00	2,747.50	5,495.00
ISR-CCP-EXP Cisco Config Pro Express on Router Flash	2	Included	-	-	-
MEM-CF-256MB 256MB Compact Flash for Cisco 1900, 2900, 3900 ISR	2	Included	-	-	-
PWR-2921-51-AC Cisco 2921/2951 AC Power Supply	2	Included	-	-	-
SL-29-IPB-K9 IP Base License for Cisco 2901-2951	2	Included	-	-	-
SL-29-SEC-K9 Security License for Cisco 2901-2951	2	Included	-	-	-
SL-29-UC-K9 Unified Communication License for Cisco 2901-2951	2	Included	-	-	-
CAB-AC AC Power Cord (North America), C13, NEMA 5-15P, 2.1m	2	-	-	-	-
CAB-CONSOLE-USB Console Cable 6 ft with USB Type A and mini-B	2	30.00	60.00	15.00	30.00
MEM-2900-512U1GB 512MB to 1GB DRAM Upgrade (512MB+512MB) for Cisco 2901-2921	2	500.00	1,000.00	250.00	500.00
PVD3-32 32-channel high-density voice and video DSP module	2	1,600.00	3,200.00	800.00	1,600.00
PVD3-32U64 PVD3 32-channel to 64-channel factory upgrade	2	1,500.00	3,000.00	750.00	1,500.00
PVD3-32 32-Channel Packet Voice/Fax DSP Module	1	1,600.00	1,600.00	800.00	800.00
VVIC2-2MFT-T1/E1 2-Port 2nd Gen Multiflex Trunk Voice/WAN Int. Card - T1/E1	5	2,000.00	10,000.00	1,000.00	5,000.00
S29UK9-15001M Cisco 2901-2921 IOS UNIVERSAL	2	-	-	-	-
PVD2-48 48-Channel Packet Voice/Fax DSP Module	2	2,400	4,800	1,200	2,400
VVIC2-2MFT-T1/E1 2-Port 2nd Gen Multiflex Trunk Voice/WAN Int. Card - T1/E1	2	2,000	4,000	1,000	2,000
X2-10GB-SR= 10GBASE-SR X2 Module	4	1,995.00	7,980.00	997.50	3,990.00
GLC-T= 1000BASE-T SFP	12	395.00	4,740.00	197.50	2,370.00
GLC-SX-MM= GE SFP, LC connector SX transceiver	2	500.00	1,000.00	250.00	500.00
Totals			52,370.00		26,185.00

OSIG T1 Adds for Nortels - 3 at 1331 Cherokee, 1437 Bannock, 1200 Federal, 1 at 950 Josepl	Qty	List Each	List Total	Price Ea	Price Total
NTZC72AA Dual Port DTI/PRI Package	8	7,153	57,221	6,125.76	49,006.08
QCAD133A Cable PRI/DTI I/O to MDF 50ft	8	-	-	-	-
NT5D12AH Dual DTI/PRI T1 Card	8	-	-	-	-
NT5D16BA Cable Assembly Trunk	8	-	-	-	-
NT6D80AB NT6D80AB MSDL card Multi-Purpose Serial Data Link	4	2,874	11,495	2,522.18	10,088.72
NTCK80AB NTCK80AB MSDL cable DDP TO MSDL Cable (6FT)	10	117	1,171	93.96	939.60
Totals			69,888		60,034.40