

FIFTH AMENDATORY AGREEMENT

THIS FIFTH 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 **REPUBLIC PARKING SYSTEM, INC.**, a Tennessee corporation with an address of 2000 Republic Center, Chattanooga, Tennessee 37450 (the “Contractor”).

WITNESSETH:

WHEREAS, the City and the Contractor entered into an Agreement dated October 24, 2006, and amended the Agreement on August 11, 2009, June 29, 2010, February 17, 2011 and August 12, 2011, relating to operating and managing certain City owned, off-street parking facilities (the “Agreement”); and

WHEREAS, the City and the Contractor wish to amend the Agreement to extend the term and to increase the compensation to the Contractor; and

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

1. That the first sentence of Article 4 of the Agreement, entitled “**TERM**”, is hereby amended to read as follows:

“4. **TERM**: This Agreement shall have a term commencing on October 1, 2006 and terminating on August 31, 2012.”

2. That the first sentence of article 6(B) of the Agreement entitled “**CONTRACTOR FEE(S)**” is amended to read as follows:

“B. The maximum amount payable to the Contractor under the term of the Agreement, whether as direct or incentive fee, as reimbursable Operating Expenses or for any other purpose, shall not exceed **SIX HUNDRED SIXTEEN THOUSAND DOLLARS (\$616,000.00)**.”

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

4. 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-CE62042-05

Contractor Name: REPUBLIC PARKING SYSTEM

By: Brian Kern

Name: BRIAN KERN
(please print)

Title: VICE PRESIDENT
(please print)

ATTEST: [if required]

By: Dana Klein

Name: DANA KLEIN
(please print)

Title: MANAGER
(please print)

