

SECOND AMENDATORY AGREEMENT

THIS SECOND AMENDATORY AGREEMENT is entered into as of the date indicated on the signature page, by and between the **CITY AND COUNTY OF DENVER**, a Colorado municipal corporation ("City"), Party of the First Part, and **BOMBARDIER TRANSPORTATION (HOLDINGS) USA INC.**, a Delaware corporation (the "Contractor"), Party of the Second Part;

WITNESSETH

WHEREAS, the parties entered into an Agreement dated July 27, 2018, which Agreement was subsequently amended by a First Amendment to the Agreement on June 11, 2019 (the "Existing Agreement") for the purchase of new Automated Ground Transportation System vehicles for use at Denver International Airport; and

WHEREAS, the parties desire to amend the Existing Agreement by amending an exhibit for purposes of updating the payment schedule contained therein; and

NOW, THEREFORE, for and in consideration of the premises and other good and valuable consideration, the parties hereto agree as follows:

1. **EXHIBITS G** is hereby amended by deleting Exhibit G in its entirety and replacing it with the attached Exhibit G.

2. **Section 4.01 COMPENSATION** is hereby deleted and replaced with the following-

"4.01 COMPENSATION The City hereby agrees to pay the Contractor, and the Contractor agrees to accept as its sole compensation for its complete costs incurred in the project's scope of work as set forth in the Contract Documents. Payment Schedule of Values is attached as Exhibit G. Exhibit G Schedule of Values is subject to change by the City upon notice to the Contractor however any changes to Exhibit G shall be mutually negotiated by the parties."

3. Except as otherwise provided herein, all of the terms and conditions of the Existing Agreement shall remain in full force and effect as though set out in full herein.

4. This Second Amendatory Agreement shall not be effective or binding on the City until fully executed by all signatories of the City and County of Denver.

[END OF PAGE]

Contract Control Number: PLANE-202054866-02 / Alfresco 201841190-02
Contractor Name: BOMBARDIER TRANSPORTATION HOLDING USA
INC

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:

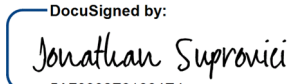
Contract Control Number:
Contractor Name:
INC

PLANE-202054866-02 / Alfresco 201841190-02
BOMBARDIER TRANSPORTATION HOLDING USA

By: 
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Name: Robert DeCostro
(please print)
Title: APM Project Portfolio Senior Director
(please print)

ATTEST: [if required]

By: 
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Name: Jonathan Suprovici
(please print)
Title: Project Manager
(please print)

Exhibit G - 300R Payment Schedule of Values

EXHIBIT G PAYMENT SCHEDULE SOV		
MILESTONE	AMOUNT	COMPLETE DATE
NTP	\$ 11,505,000	2018/08/07
Monthly Report 01	\$ 34,413	2018/09/07
Monthly Report 02	\$ 34,413	2018/10/07
Submit CDR Docs	\$ 2,296,876	2018/11/07
Monthly Report 03	\$ 34,413	2018/11/07
Monthly Report 04	\$ 34,413	2018/12/07
Place P/O for Signaling	\$ 2,296,876	2019/01/07
Monthly Report 05	\$ 34,413	2019/01/07
Monthly Report 06	\$ 34,413	2019/02/07
PDR Docs Accepted	\$ 2,296,876	2019/03/07
Monthly Report 07	\$ 34,413	2019/03/07
Monthly Report 08	\$ 34,413	2019/04/07
Monthly Report 09	\$ 34,413	2019/05/07
Monthly Report 10	\$ 34,413	2019/06/07
FDR Docs Accepted - 85%	\$ 1,952,345	2019/07/07
Monthly Report 11	\$ 34,413	2019/07/07
CCR03-R1 Lighting - A	\$ 28,518	2019/07/07
Monthly Report 12	\$ 34,413	2019/08/07
Monthly Report 13	\$ 34,413	2019/09/07
90% Final Release Material / FDR Docs Accepted	\$ 3,792,319	2019/10/07
Monthly Report 14	\$ 34,413	2019/10/07
Monthly Report 15	\$ 34,413	2019/11/07
Monthly Report 16	\$ 34,413	2019/12/07
Monthly Report 17	\$ 34,413	2020/01/07
Monthly Report 18	\$ 34,413	2020/02/07
CCR03-R1 Lighting - B	\$ 28,518	2020/02/07
Monthly Report 19	\$ 34,413	2020/03/07
Monthly Report 20	\$ 34,413	2020/04/07
CCR03-R1 Lighting - C	\$ 39,925	2020/04/07
100% Final Release Material	\$ 383,088	2020/04/30
Monthly Report 21	\$ 34,413	2020/05/07
Monthly Report 22	\$ 34,413	2020/06/07
Monthly Report 23	\$ 34,413	2020/07/07
Monthly Report 24	\$ 34,413	2020/08/07
Monthly Report 25	\$ 34,413	2020/09/07
Car body Compression Test	\$ 1,200,000	2020/10/07
Monthly Report 26	\$ 34,413	2020/10/07
Monthly Report 27	\$ 34,413	2020/11/07
Monthly Report 28	\$ 34,413	2020/12/07
Monthly Report 29	\$ 34,413	2021/01/07
Material Match	\$ 1,178,643	2021/02/07
Start of Manufacturing	\$ 3,000,000	2021/03/08
Fit out 1 on Car 1 Completed	\$ 2,500,000	2021/04/30

Exhibit G - 300R Payment Schedule of Values

EXHIBIT G PAYMENT SCHEDULE SOV		
Start of Static Testing on Car 1	\$ 1,500,000	2021/06/14
Final Assembly Car 1	\$ 4,500,000	2021/07/20
CCR03-R1 Lighting - D	\$ 17,111	2021/07/20
Final Assembly Car 2	\$ 3,500,000	2021/08/17
Final Assembly Car 3	\$ 3,500,000	2021/09/07
Final Assembly Car 4	\$ 3,000,000	2021/10/01
Final Assembly Car 5	\$ 3,000,000	2021/10/19
Factory Test Car 1	\$ 300,000	2021/10/28
Factory Test Car 2	\$ 300,000	2021/10/28
Factory Test Car 3	\$ 300,000	2021/10/28
Factory Test Car 4	\$ 300,000	2021/10/28
Final Assembly Car 6	\$ 2,600,000	2021/11/04
Ship Car 1	\$ 300,000	2021/11/09
Ship Car 2	\$ 300,000	2021/11/11
Ship Car 3	\$ 300,000	2021/11/15
Ship Car 4	\$ 300,000	2021/11/17
Factory Test Car 5	\$ 300,000	2021/11/23
Factory Test Car 6	\$ 300,000	2021/11/23
Ship Car 5	\$ 300,000	2021/11/26
Ship Car 6	\$ 300,000	2021/11/30
Final Assembly Car 7	\$ 2,600,000	2021/12/27
Final Assembly Car 8	\$ 3,000,000	2022/01/17
Final Assembly Car 9	\$ 1,000,000	2022/01/31
Factory Test Car 7	\$ 300,000	2022/02/01
Factory Test Car 8	\$ 300,000	2022/02/01
Final Assembly Car 10	\$ 1,000,000	2022/02/14
Final Assembly Car 11	\$ 300,000	2022/02/28
Factory Test Car 9	\$ 300,000	2022/03/01
Factory Test Car 10	\$ 300,000	2022/03/01
Final Assembly Car 12	\$ 300,000	2022/03/21
Final Assembly Car 13	\$ 300,000	2022/04/05
Factory Test Car 11	\$ 300,000	2022/04/06
Factory Test Car 12	\$ 300,000	2022/04/06
Final Assembly Car 14	\$ 300,000	2022/04/18
Final Assembly Car 15	\$ 300,000	2022/05/02
Factory Test Car 13	\$ 300,000	2022/05/04
Factory Test Car 14	\$ 300,000	2022/05/04
Final Assembly Car 16	\$ 300,000	2022/05/16
Ship Car 7	\$ 300,000	2022/05/19
Ship Car 8	\$ 300,000	2022/05/24
Ship Car 9	\$ 300,000	2022/05/27
Factory Test Car 15	\$ 300,000	2022/06/01
Factory Test Car 16	\$ 300,000	2022/06/01
Ship Car 10	\$ 300,000	2022/06/01
Final Assembly Car 17	\$ 50,000	2022/06/06

Exhibit G - 300R Payment Schedule of Values

EXHIBIT G PAYMENT SCHEDULE SOV		
Ship Car 11	\$ 300,000	2022/06/11
Ship Car 12	\$ 300,000	2022/06/15
Ship Car 13	\$ 300,000	2022/06/17
Ship Car 14	\$ 300,000	2022/06/21
Ship Car 15	\$ 300,000	2022/07/05
Ship Car 16	\$ 300,000	2022/07/07
Final Assembly Car 18	\$ 50,000	2022/07/25
Final Assembly Car 19	\$ 50,000	2022/08/08
Factory Test Car 17	\$ 50,000	2022/08/10
Factory Test Car 18	\$ 50,000	2022/08/10
Final Assembly Car 20	\$ 50,000	2022/08/22
Ship Car 17	\$ 50,000	2022/08/24
Ship Car 18	\$ 50,000	2022/08/26
Final Assembly Car 21	\$ 50,000	2022/09/05
Factory Test Car 19	\$ 50,000	2022/09/07
Factory Test Car 20	\$ 50,000	2022/09/07
Ship Car 19	\$ 50,000	2022/09/12
Ship Car 20	\$ 50,000	2022/09/14
Final Assembly Car 22	\$ 50,000	2022/09/19
Final Assembly Car 23	\$ 50,000	2022/10/17
Final Assembly Car 24	\$ 50,000	2022/10/31
Final Assembly Car 25	\$ 50,000	2022/11/14
Final Assembly Car 26	\$ 50,000	2022/12/12
Factory Test Car 21	\$ 50,000	2022/12/30
Factory Test Car 22	\$ 50,000	2022/12/30
Factory Test Car 23	\$ 50,000	2022/12/30
Factory Test Car 24	\$ 50,000	2022/12/30
Factory Test Car 25	\$ 50,000	2022/12/30
Factory Test Car 26	\$ 50,000	2022/12/30
Ship Car 21	\$ 50,000	2023/01/04
Ship Car 22	\$ 50,000	2023/01/06
Ship Car 23	\$ 50,000	2023/01/10
Ship Car 24	\$ 50,000	2023/01/12
Ship Car 25	\$ 50,000	2023/01/16
Ship Car 26	\$ 50,000	2023/01/18
Final Acceptance	\$ 1,200,000	2023/03/12
	\$ 76,814,072	