

FIRST AMENDATORY AGREEMENT

This **FIRST 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 **BIAS CORPORATION**, a Florida corporation, whose address is 1100 Abernathy Road, Suite 950, Atlanta, Georgia 30328 (the “Customer”), collectively “the Parties”.

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated February 24, 2017 (collectively, the “Agreement”), to provide software licenses, support, and maintenance; and

WHEREAS, the Parties wish to amend the Agreement to adjust the Maximum Contract Liability amount to reflect the pricing on Exhibit A; and

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

1. Articles 5(A) and (D)(i) of the Agreement entitled “Fee” and “Maximum Contract Liability” are amended to read as follows:

“**5. COMPENSATION AND PAYMENT:**

A. Fee: The fee for the software and services described in Exhibits A, B and C for years one (1) and two (2), excluding technical license support fees for year two, is \$3,933,482.15 (the “Fee”). The Fee shall be paid pursuant to the City’s Prompt Payment Ordinance.

D. Maximum Contract Liability:

(i) Notwithstanding any other provision of the Agreement, the City’s maximum payment obligation will not exceed **FIVE MILLION SIX HUNDRED FIFTEEN THOUSAND DOLLARS AND ZERO CENTS** (\$5,615,000.00) (the “Maximum Contract Liability”). The City is not obligated to execute an Agreement or any amendments for any further services, including any services performed by Contractor beyond that specifically described in **Exhibits A, B and C**. Any services performed beyond those in Exhibit A, B, and C, are performed at Contractor’s risk and without authorization under the Agreement.”

2. 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:

By: DocuSigned by:
John ezze11
9BA9BD354FAB416...

Name: John Ezze11
(please print)

Title: EVP- Co-Founder
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

