<div align="center">**SECOND AMENDATORY AGREEMENT**</div>

THIS SECOND 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 **COMPRI CONSULTING, INC.**, a Colorado corporation whose address is 2601 Blake Street, Suite 400, Denver, Colorado 80205 (the "Consultant") collectively, the "Parties".

<div align="center">**WITNESSETH:**</div>

WHEREAS, the Parties entered into an Agreement dated December 6, 2011 and amended on October 15, 2013 (the "Agreement"), relating to the support of a diverse business and technology environment on a large scale that integrates over 50+ business functions (Police, Sheriff, EMS, Permitting, Development, Assessment, Taxation, Parks and Recreation, Finance, HR, etc.; and

WHEREAS, the Parties wish to amend the Agreement to extend the term 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 2 of the Agreement entitled "**TERM**" is amended to read as follows:

"**2**. **TERM**: The term of this Agreement shall commence on November 1, 2011, and shall terminate on October 30, 2015, unless earlier terminated in accordance with the Agreement."

2.   Except as herein amended, the Agreement is affirmed and ratified in each and every particular.

<div align="center">**[SIGNATURE PAGES FOLLOW]**</div>

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: TECHS-201102803-02

Contractor Name: COMPRI CONSULTING INC

By: _Tom M_____

Name: _Tom Melaragno_____
    (please print)

Title: _President_____
    (please print)

ATTEST: [if required]

By: _____

Name: _____
    (please print)

Title: _____
    (please print)