

AMENDMENT TO PURCHASE AGREEMENT

THIS AMENDMENT TO PURCHASE 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” or “Customer”), and **BELL HELICOPTER TEXTRON INC.**, a Delaware corporation whose address is 3255 Bell Flight Boulevard, Fort Worth, Texas 76118 (“Contractor”).

WITNESSETH:

WHEREAS, the Parties entered into a Purchase Agreement dated October 1, 2018 (“Agreement”); and

WHEREAS, the Parties wish to amend the Purchase Agreement to update Exhibit A with Exhibit A-1 reflecting a change in the Equipment, revise the delivery date and to decrease the cost of the Equipment and compensation to the Contractor.

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

1. The equipment in Exhibit A, Equipment Purchased, in the original Agreement is revised as follows and as reflected in the replacement Exhibit A-1, attached hereto:

Exhibit A

Remove Bleed Air Heater -w- Windshield & Chin Bubble Defrost (Air Comm) and replace with 407 Paravion Heater.

Remove Air Conditioner -w- Dual Forward Evaporators (Air Comm) and replace with Paravion Air Conditioner

Remove Weather Data Link – GDL 69HA (Garmin) & XM Radio and Garmin GDL88H ADSB Out
Add Transponder – GTX-345R

2. All references to Exhibit A in the original Agreement are replaced with reference to Exhibit A-1.

3. Article 3. A. of the Purchase Agreement entitled “**EQUIPMENT AND WARRANTIES TO BE PROVIDED**” is amended to read as follows:

“3. **EQUIPMENT AND WARRANTIES TO BE PROVIDED.**”

A. The Equipment shall be inspected at the Contractor's facility located in Piney Flats, Tennessee, by the City prior to final payment being made. Delivery is expected in July of 2019. The inspection date shall be no later than August 1, 2019. In the event the aircraft is not available for inspection by August 1, 2019, the City may waive the breach and Contractor shall increase the acceptable number of Trade-In Aircraft Flight Hours (defined below) (at 60 hours per month) based on the number of days of inspection delay. In the event that the Equipment is not available for inspection by the City before October 1, 2019, the City may terminate this Agreement for cause and City shall be entitled to a full refund of any prepaid amounts."

4. Article 6. B. of the Purchase Agreement entitled "**COMPENSATION**" is amended to read as follows:

6. COMPENSATION.

B. The total compensation payable to Contractor for acquiring and delivering the Equipment, as shown in Exhibit A-1 together with the Warranties shall not exceed the amount of **FIVE MILLION SEVENTY-NINE THOUSAND ONE HUNDRED FIFTY-THREE DOLLARS** (\$5,079,153.00) (the "Maximum Purchase Amount"), payable directly to the Contractor by Lessor, through US Bank escrow, less the agreed upon Credit for the Trade-In Aircraft. Title to the Equipment shall vest with Lessor upon payment of the Maximum Purchase Amount to Contractor. Beneficial use of the Equipment and Warranties shall remain with the City. Upon complete execution of this Agreement and the LPA, the City shall instruct the escrow company to forthwith issue payment to the Contractor in the amount of **FIVE HUNDRED THOUSAND DOLLARS** (\$500,000.00) as a down payment on the Equipment. The City agrees that Contractor will not begin installation of Kits and Customizing until receipt of the down payment."

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

6. This Amendment to Purchase Agreement will not be effective or binding on the City until it has been fully executed by all required signatories of the City and County of Denver, and if required by Charter, approved by the City Council.

ATTACHED EXHIBITS

A-1 EQUIPMENT PURCHASED

[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: POLIC-201843211-01

Contractor Name: BELL HELICOPTER TEXTRON INC

By: Veronica Rojas

Name: Veronica Rojas
(please print)

Title: Manager, Contracts
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)



Exhibit A-1

EQUIPMENT PURCHASED

Specifications of equipment, training, and warranties to be provide by Contractor are set out on the attached pages, which together with this cover sheet constitute Exhibit A

Basic Aircraft

Bell 407GXP Basic Aircraft	1	\$ 3,100,000.00	\$ 3,100,000.00
----------------------------	---	-----------------	-----------------

Standard Factory Installed Kits

Rotor Brake	1	NSP	NSP
Dual Controls	1	NSP	NSP
28 Amps Battery	1	NSP	NSP
M/R Blades - High Vis	1	NSP	NSP
Aux Fuel Tank Provisions (19 Gal)	1	NSP	NSP
Wire Strike Protection System	1	NSP	NSP
Doors - Jettisonable (Crew Only)	1	NSP	NSP
Glass Cockpit - G1000 (Garmin)	1	NSP	NSP
Tail Rotor Camera	1	NSP	NSP
LED Lighting (Interior/Exterior)	1	NSP	NSP
High Skid Gear -w- Flitesteps	1	NSP	NSP

Kits and Customizing

5250 lbs Max Gross Weight	1	\$ 0.00	\$ 0.00
Artex C406-NHM ELT Provisions	1	\$ 3,400.00	\$ 3,400.00
Aux Fuel Tank Equipment (19 Gal)	1	\$ 34,000.00	\$ 34,000.00
Artex C406-NHM ELT -w- PGM Adaptor	1	\$ 15,500.00	\$ 15,500.00
Cargo Hook Provisions	1	\$ 12,400.00	\$ 12,400.00
Expanded Avionics Shelf	1	\$ 4,100.00	\$ 4,100.00
Headliner - Standard -w- AC Ducting	1	\$ 3,800.00	\$ 3,800.00
Increased Starter Generator	1	\$ 6,800.00	\$ 6,800.00
Radar Altimeter - RA4500 (FreeFlight)	1	\$ 34,400.00	\$ 34,400.00
Snow Baffles	1	\$ 6,100.00	\$ 6,100.00
Soundproofing - Corporate	1	\$ 1,300.00	\$ 1,300.00
Traffic Avoidance System - GTS 800 TAS (Garmin)	1	\$ 42,700.00	\$ 42,700.00
AeroDynamix NVG STC (does not include AeroDynamix NVG Covert IR Formation Lighting System)	1	\$ 106,500.00	\$ 106,500.00
407 Paravion Air Conditioner	1	\$ 90,900.00	\$ 90,900.00
Audio System - DAC (Becker) -w- 1 REU – 2 ACU6101 Control Panels in Cockpit - 1 ACU6101 in Cabin -w- 2 place Aft Xmit & 3 Place Aft ICS – ICS CALL	1	\$ 72,100.00	\$ 72,100.00
Baggage Floor Protector (AA)	1	\$ 1,500.00	\$ 1,500.00
Paravion Bleed Air Heater	1	\$ 29,400.00	\$ 29,400.00
Bulged Skylights Kit - (LH & RH gray) (AA)	1	\$ 4,500.00	\$ 4,500.00
Boattail Shelf (AA)	1	\$ 7,100.00	\$ 7,100.00
Bulkhead Protector (AA)	1	\$ 700.00	\$ 700.00

Cockpit/Cabin Floor Protector Kit (AA)	1	\$ 1,400.00	\$ 1,400.00
Combination LED Strobe/Position Light (2 -Left/Right Horizontal Stab) (Whelen)	1	\$ 18,200.00	\$ 18,200.00
Door - Sliding LH (AA)	1	\$ 27,700.00	\$ 27,700.00
Door - High Visibility Kit (Crew - LH & RH) (AA)	1	\$ 32,400.00	\$ 32,400.00
Door - Sliding RH (AA)	1	\$ 27,700.00	\$ 27,700.00
Door Openers - Automatic - for Hi Viz Crew Doors (AA)	1	\$ 4,200.00	\$ 4,200.00
Door Openers - Automatic - for Baggage Door (AA)	1	\$ 800.00	\$ 800.00
Expanded Instrument Panel (AA)	1	\$ 24,600.00	\$ 24,600.00
Inlet Barrier Filter w/Access Door (AA)	1	\$ 35,700.00	\$ 35,700.00
Locking Fuel Cap Kit (AA)	1	\$ 1,800.00	\$ 1,800.00
Mission Equipment Shelf located in Baggage Compartment (Edwards)	1	\$ 18,700.00	\$ 18,700.00
Polycarb Windshield LH and RH, Clear	1	\$ 40,100.00	\$ 40,100.00
Pre-Flight Kit Includes (4) Step Handles (2) Folding Maintenance Steps or (2) Access. Steps (1) Door Retention Strap (AA)	1	\$ 3,900.00	\$ 3,900.00
Pulse Landing Lights (MaxPulse)	1	\$ 3,900.00	\$ 3,900.00
Quick Release Pins (2 door kit) (Meeker)	1	\$ 1,700.00	\$ 1,700.00
Rappelling Fixture Kit LH & RH (AA)	1	\$ 5,600.00	\$ 5,600.00
(Provisions only) HD/SD Airborne Video Downlink Surveillance Network Aircraft Transmit HD/SD System at 6.5 GHz Bell 407 Aircraft Platform w/Omnidirectional Antenna	1	\$ 35,894.00	\$ 35,894.00
HD/SD Downlink Provisions to consist of the following items ONLY: HDX Mount Tray, Antenna Mount, Wiring and space allocation	1	\$ 0.00	\$ 0.00
Three (3) sets of NVG Goggles-MODEL AN / AVS-9 (M949 ALPHA) AVIATOR NIGHT VISION IMAGING SYSTEM	1	\$ 89,143.00	\$ 89,143.00
AAI Quick Mount for MX-10 with dovetail mount	1	\$ 20,344.00	\$ 20,344.00
Churchill ARS 700C Augmented Reality Mapping System (ATOM) Mission Computer -w- Internal Dual Recording / WiFi Router	1	\$ 183,572.00	\$ 183,572.00
Trakka Beam A800 Searchlight w/slaving and IR filters mounted on Meeker Universal Aft Fuselage Mount	1	\$ 171,184.00	\$ 171,184.00
Aeronautical Accessories Mid-Continent MD-302 Standby Attitude Module	1	\$ 14,173.00	\$ 14,173.00
One (1) Macro Blue MB12W touchscreen, sunlight readable, NVIS monitor, with one (1) DVI-D/HDMI input, two (2) (3G, HD, SD,) SDI inputs and two (2) SDI loop throughs, Mounted in left side of expanded instrument panel and interfaced to EO/IR sensor	1	\$ 34,890.00	\$ 34,890.00
PROVISIONS ONLY- Transceiver - TDFM-9000 P90029 /136-174,764-870,450- 520MHZ/TDMA/OTAR/AES-w-DES/DES-XL/DES-OFB, SmartZone Trunking/DVP-XL Encryption (Technisonic)	1	\$ 32,978.00	\$ 32,978.00
Rotary Knob Controller for MB12W monitor in cockpit	1	\$ 3,165.00	\$ 3,165.00
Transponder – GTX-345R	1	\$ 21,600.00	\$ 21,600.00
Wescam MX-10 -w- Cables, 1) Thermal Imager, Cooled MWIR, SD 640x512 pixel. 2) Color Daylight Imager, HD 1920x1080 pixel. 3) Lowlight Imager / MX-GEO with Internal GPS / Hand Controller/Map-Search Lt Interface	1	\$ 597,910.00	\$ 597,910.00

Kits and Customizing Subtotal: \$ 1,930,453.00

Training

Complimentary Field Maintenance Training	1	\$ 0.00	\$ 0.00
Complimentary Electrical Training	1	\$ 0.00	\$ 0.00
Complimentary 407GX Garmin Avionics	1	\$ 0.00	\$ 0.00
Complimentary Ground - FTD - & Flight Training	1	\$ 0.00	\$ 0.00

Night Vision Goggles	2	\$ 24,350.00	\$ 48,700.00
			Training Subtotal: \$48,700.00

Certification

U.S. FAA	1	\$ 0.00	\$ 0.00
----------	---	---------	---------

Purchase Price **\$5,079,153.00**