

FIFTH AMENDATORY AGREEMENT

THIS FIFTH AMENDATORY AGREEMENT is between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **ALFRED BENESCH & COMPANY**, an Illinois corporation doing business at 7951 East Maplewood Avenue, Suite 122, Greenwood Village, Colorado 80111 (“Consultant” and the City and Consultant are referred to collectively as “the parties”).

RECITALS

A. By an Assignment And Assumption of Agreement (dated January 12, 2011), Consultant undertook all duties and responsibilities set forth in the Agreement dated March 11, 2008 between the City and Assignor, as amended by the Amendatory Agreement dated December 23, 2008 and as further amended by the Second Amendatory Agreement dated January 5, 2010. On July 20, 2011, the Agreement was further amended by the Fourth Amendatory Agreement. The Agreement, Amendatory Agreement, Second Amendatory Agreement, and Assignment and Assumption of Agreement, and Fourth Amendatory Agreement constitute the “Agreement”.

B. The City and Consultant wish to amend the Agreement as set forth below.

The parties hereby amend the Agreement as follows:

1. Section 1 of the Agreement, entitled “**TERM OF AGREEMENT**”, is amended as follows:

“**2. TERM.** The term of this Agreement commences on January 1, 2008 and will terminate on July 1, 2012; provided however, that any work in progress initiated during the Term, as extended herein, may continue, at the Manager’s sole discretion, and be paid for until completed, all terms of the Agreement remaining in force until completion thereof.”

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

3. Consultant assures and guarantees that it possess the legal authority, pursuant to any proper, appropriate and official motion, resolution, or action passed or taken, to enter into the Fifth Amendatory Agreement. The persons signing and executing the Fifth Amendatory Agreement on behalf of Consultant hereby warrant and guarantee that Consultant fully authorized her or him or them to execute the Fifth Amendatory Agreement on its behalf and to validly and legally bind Consultant to all terms, performances, and provisions in the Agreement as amended by the Fifth Amendatory Agreement set forth herein.

4. The Fifth Amendatory Agreement may be executed in two (2) counterparts, each of which is an original of the Fifth Amendatory Agreement and together constitute the same instrument.

Contract Control Number: ENVHL-OC81064-05

Contractor Name: Alfred Benesch & Company

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:

DOUGLAS J. FRIEDNASH, Attorney
for the City and County of Denver

By _____

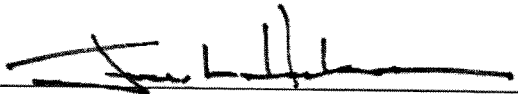
By _____

By _____



Contract Control Number: ENVHL-OC81064-05

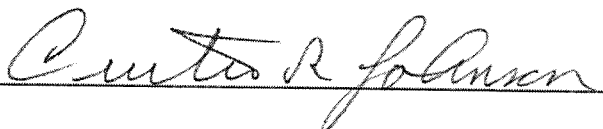
Contractor Name: Alfred Benesch & Company

By: 

Name: JAMES L. HECKMAN
(please print)

Title: V.P.
(please print)

ATTEST: [if required]

By: 

Name: Curtis R Johnson
(please print)

Title: Senior Project manager
(please print)

