

AMENDATORY AGREEMENT

THIS AMENDATORY SPECIAL COUNSEL AGREEMENT (“Agreement”) is made between the **CITY AND COUNTY OF DENVER**, a home rule and municipal corporation of the State of Colorado (“City”) and **NOSSAMAN, LLP**, a California Foreign Limited Liability Partnership, with its principal place of business located at 777 South Figueroa Street, 34th Floor, Los Angeles, California 90017, (“Special Counsel”), collectively “the Parties.”

RECITALS:

WHEREAS, the Parties entered into an Agreement executed on July 19, 2024 (the “Agreement”) to perform, and complete all the services and produce all the deliverables set forth in the Agreement, to the City’s satisfaction.

WHEREAS, the Parties now wish to amend the Agreement to update the Fees.

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

1. Section 4 of the Agreement titled **PAYMENT OF FEES AND EXPENSES** subsection a is hereby amended to:

“4.a. The City shall pay to Special Counsel, and Special Counsel agrees to accept as full payment fees not to exceed **ONE MILLION NINE HUNDRED FIFTY THOUSAND DOLLARS AND ZERO CENTS (\$1,950,000.00)**, which shall be paid from time to time on the basis of monthly statements rendered by Special Counsel to the City in accordance with Section 5 and the Billing Requirements set forth in **Exhibit A**.”

2. Section 4 of the Agreement titled **PAYMENT OF FEES AND EXPENSES** subsection **d(1)** titled **Maximum Contract Amount** is hereby amended to:

“4d. **Maximum Contract Amount.**

(1) Notwithstanding any other provision of the Agreement, the City’s maximum payment obligation will not exceed **ONE MILLION NINE HUNDRED FIFTY THOUSAND DOLLARS AND ZERO CENTS (\$1,950,000.00)**, (the “Maximum Contract Amount”). The City is not obligated to execute an Agreement or any amendments for any further

services, including any services performed by Special Counsel beyond that specifically stated herein. Any services performed beyond those in expressly described in this Agreement are performed at Special Counsel's risk and without authorization under the Agreement."

3. As herein amended, the Agreement is affirmed and ratified in each and every particular.

4. This Amendatory 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.

[SIGNATURE PAGES TO FOLLOW]
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Contract Control Number: ATTNY-202474283-01, ATTNY-202580099-01
Contractor Name: NOSSAMAN LLP

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at
Denver, Colorado as of:

SEAL **CITY AND COUNTY OF DENVER:**

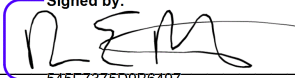
ATTEST: By: _____

APPROVED AS TO FORM: **REGISTERED AND COUNTERSIGNED:**
Attorney for the City and County of Denver
By: _____ By: _____

By: _____

Contract Control Number:
Contractor Name:

ATTNY-202474283-01, ATTNY-202580099-01
NOSSAMAN LLP

By:  Signed by:
545E7375D9B6497 ...

Name: Brent E. Butzin
(please print)

Title: Partner
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)