

## AMENDATORY AGREEMENT

This **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 **SERVICENOW, INC.**, a Delaware Corporation, whose address is 4810 Eastgate Mall, San Diego, California 92121 (“ServiceNow”), collectively the “Parties”.

### WITNESSETH:

**WHEREAS**, the Parties entered into an Agreement dated December 10, 2012 (the “Agreement”), to implement IT Service Management best practice processes and tool suite, aligned to ITIL (Information Technology Infrastructure Library) standards; and

**WHEREAS**, the Parties wish to amend the Agreement to increase the maximum contract amount, extend the term and allow for the purchase of additional Subscription Services and Professional Services by written Order Form and/or SOW as set out in Section 2 of the Agreement; and

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

1. The Attached Schedule B, attached hereto, comprises additional services, subscription products expenses and their pricing available to the City from 2015 through 2019.

2. Article 3 of the Agreement entitled “Term” is amended to read as follows:

“3. **TERM**: This Agreement commences on the Effective Date and continues until the User subscriptions granted in accordance with this Agreement have expired or been terminated. User subscriptions commence on the start date specified in the applicable Order Form and continue for the Subscription Term detailed therein. The initial Subscription Term is from December 15, 2012 through December 15, 2019.”

3. Article 4(B)(i) of the Agreement entitled “Maximum Contract Liability” is amended to read as follows:

“4. **COMPENSATION AND PAYMENT**:

**B. Maximum Contract Liability**:

(i) Any other provision of this Agreement notwithstanding, in no event shall the City be liable for payment for Professional Services rendered and expenses incurred by ServiceNow for any amount in excess of the sum of **FIVE MILLION THREE HUNDRED SIXTY FOUR THOUSAND TWO HUNDRED**

**TWELVE DOLLARS AND FIFTY ONE CENTS (\$5,364,212.51).** ServiceNow acknowledges that any Professional Services performed by ServiceNow beyond that specifically authorized by the City is performed at ServiceNow's risk and without authorization under this Agreement."

4. Except as amended above, the Agreement is affirmed and ratified in every particular.

**EXHIBIT LIST:**

**SCHEDULE B - BUDGET AMENDMENT**

**[SIGNATURE PAGES FOLLOW]**

Expense	2015		2016		2017		2018		2019	
<b>Licenses</b>										
Tech Services (FTE/Contractor)	270	\$217,080.00	280	\$225,120.00	290	\$233,160.00	300	\$241,200.00	310	\$249,240.00
Tech Services (Vendor)	50	\$40,200.00	50	\$40,200.00	50	\$40,200.00	50	\$40,200.00	50	\$40,200.00
Agency (non-TS) "ITIL" Users	340	\$273,360.00	350	\$281,400.00	360	\$289,440.00	370	\$297,480.00	380	\$305,520.00
<b>licenses/cost</b>	<b>660</b>	<b>\$530,640.00</b>	<b>680</b>	<b>\$546,720.00</b>	<b>700</b>	<b>\$562,800.00</b>	<b>720</b>	<b>\$578,880.00</b>	<b>740</b>	<b>\$594,960.00</b>
<b>Professional Services</b>										
Asset Management	640	\$176,000.00	0	\$0.00	0	\$0.00	0	\$0.00	0	\$0.00
Module 1	80	\$22,000.00	120	\$33,000.00	120	\$33,000.00	120	\$39,000.00	120	\$39,000.00
Module 2	0	\$0.00	120	\$33,000.00	120	\$33,000.00	120	\$39,000.00	120	\$39,000.00
Module 3	0	\$0.00	120	\$33,000.00	120	\$33,000.00	120	\$39,000.00	120	\$39,000.00
Configuration Mgmt Workshop	0	\$0.00	1	\$20,000.00	1	\$20,000.00	1	\$20,000.00	1	\$20,000.00
IT Operations Management	0	\$0.00	1	\$30,000.00	1	\$30,000.00	1	\$30,000.00	1	\$30,000.00
Tech Services Project Manager	480	\$48,000.00	640	\$64,000.00	640	\$64,000.00	640	\$64,000.00	640	\$64,000.00
Purchase New Application Module	0	\$0.00	280	\$168,000.00	290	\$174,000.00	300	\$180,000.00	310	\$186,000.00
Asset Mgmt Training	3	\$6,000.00	0	\$0.00	0	\$0.00	0	\$0.00	0	\$0.00
<b>hrs/cost</b>		<b>\$252,000.00</b>		<b>\$381,000.00</b>		<b>\$387,000.00</b>		<b>\$411,000.00</b>		<b>\$417,000.00</b>
<b>ServiceNow Travel expense</b>		<b>\$4,512.51</b>		<b>\$9,900.00</b>		<b>\$9,900.00</b>		<b>\$9,900.00</b>		<b>\$9,900.00</b>
<b>Professional Development</b>										
Advanced Training (advanced scripting, certification, etc.)	0	\$0.00	5	\$10,000.00	5	\$10,000.00	5	\$10,000.00	5	\$10,000.00
Host ServiceNow Users Group (Rocky Mountain Region)				\$5,000.00						
Tickets for ServiceNow conference		\$0.00	2	\$4,800.00	2	\$4,800.00	2	\$4,800.00	2	\$4,800.00
Travel & accommodations for conference		\$0.00	2	\$5,000.00	2	\$5,000.00	2	\$5,000.00	2	\$5,000.00
		<b>\$0.00</b>		<b>\$24,800.00</b>		<b>\$19,800.00</b>		<b>\$19,800.00</b>		<b>\$19,800.00</b>
		<b>\$787,152.51</b>		<b>\$962,420.00</b>		<b>\$979,500.00</b>		<b>\$1,019,580.00</b>		<b>\$1,041,660.00</b>
<b>5 YEAR TOTAL</b>		<b>\$4,790,312.51</b>								

**Legend**

Annual ITIL User license / per user	\$804.00			
SN professional services / per hr 2015-2017	\$275.00			
SN professional services / per hr 2018-2019	\$325.00			
Tech Svcs Project Manager per/hr	\$100.00			
SN new module cost / per user	\$600.00			
Asset Mgmt Training / per user	\$2,000.00			
ServiceNow travel expense 10% of module cost				
ServiceNow training classes @2k each	\$2,000.00			

**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:  
*Chin Kim*  
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Name: Chin Kim  
(please print)

Title: Senior Director, Orders to Cash  
(please print)

3/18/2015

   
DS  
*gd*

Legal Assistant  
3/18/2015

**ATTEST: [if required]**

By: \_

Name:  
(please print)

Title:  
(please print)

