

SECOND AMENDATORY AGREEMENT

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 TransCore, LP, a Delaware limited liability company registered to do business in Colorado, whose address is 8158 Adams Drive, Hummelstown, PA 17036 (“Vendor” or “TransCore”), jointly “the Parties.”

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated March 5, 2014, and an Amendatory Agreement dated August 11, 2014 (the “Agreement”), relating to the replacement of Denver’s traffic signal system software with Advanced Traffic Management System (ATMS); and

WHEREAS, the Parties wish to amend the Agreement to extend the term; and

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

1. Article 4 of the Agreement entitled “**TERM**” is amended to read as follows:

“4. **TERM**: The term of the Agreement is January 1, 2014 through January 22, 2022.”

2. This Second Amendatory Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.

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

[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: PWADM-201314013-02

Contractor Name: TRANSCORE, LP

By: RS

Name: Ryan Saville
(please print)

Title: Associate Vice President
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

