

THIRD AMENDATORY AGREEMENT

THIS THIRD AMENDATORY AGREEMENT is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (hereinafter referred to as the “City”), and **SQUIRE PATTON BOGGS LLP**, an Ohio limited liability partnership with its principal place of business located at 127 Public Square, Key Tower, Cleveland, Ohio 44114 (the “Special Counsel”), jointly (“the Parties”).

The Parties entered into a Special Counsel Agreement dated **June 21, 2019** and an Amendatory Agreement dated **July 21, 2020** and a Second Amendatory Agreement dated **November 24, 2021** (the “Agreement”) to provide professional legal services and to serve as environmental counsel legal support to the City, and other legal matters and services, as necessary and directed by the City Attorney.

The Parties wish to amend the Agreement to extend the term.

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

1. Paragraph 3 of the Agreement entitled “**TERM**” is hereby deleted in its entirety and replaced with:

“**3. TERM**: The Agreement will commence on **May 6, 2019** and will expire on **December 31, 2025** (the “Term”).”

2. Paragraph 4, titled “**PAYMENT OF FEES**” is hereby deleted in its entirety and replaced with:

“**4. PAYMENT OF FEES**:

A. The City shall pay to Special Counsel, and Special Counsel agrees to accept as full payment fees not to exceed **ONE MILLION DOLLARS AND ZERO CENTS (\$1,000,000.00)**, 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**.

B. Fees. Special Counsel shall be paid at the following rates, in accordance with the Billing Requirements set forth in **Exhibit A**:
Attorneys: \$490.00/hour

Paralegals: \$250.00/hour

In no case shall the hourly rates billed for attorneys and paralegals exceed **ONE MILLION DOLLARS AND ZERO CENTS (\$1,000,000.00)**.

C. **Expenses and Costs:** Any expenses or costs must be approved in accordance with the Billing Requirements set forth in Exhibit A.

D. **Maximum Contract Amount:**

a. Notwithstanding any other provision of the Agreement, including any exhibits or appendices, the City's maximum payment obligation is **ONE MILLION DOLLARS AND ZERO CENTS (\$1,000,000.00)**, (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.

b. The City's payment obligation, whether direct or contingent, extends only to funds appropriated annually by the Denver City Council, paid into the Treasury of the City, and encumbered for the purpose of the Agreement. The City does not by the Agreement irrevocably pledge present cash reserves for payment or performance in future fiscal years. The Agreement does not and is not intended to create a multiple-fiscal year direct or indirect debt or financial obligation of the City."

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

4. This Third Amendatory Agreement is not 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.

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Contract Control Number: ATTNY-202265096-[[03]]
Contract Legacy Number: ATTNY-201950224
Contractor Name: SQUIRE PATTON BOGGS 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:

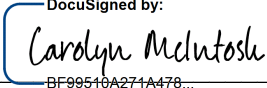
Attorney for the City and County of Denver

By:

By:

By:

Contract Control Number: ATTNY-202265096-[[03]]
Contract Legacy Number: ATTNY-201950224
Contractor Name: SQUIRE PATTON BOGGS LLP

By:  _____
DocuSigned by:
Carolyn McIntosh
BF99510A271A478...

Name: Carolyn McIntosh
(please print)

Title: Senior Partner
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)