

SECOND AMENDATORY AGREEMENT

THIS SECOND AMENDATORY AGREEMENT is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the "City"), and **ROADSAFE TRAFFIC SYSTEMS, INC.**, a Delaware corporation, with an address of 3537 Delgany Street, Denver, Colorado 80216, hereinafter referred to as the "Contractor", collectively referred to as (the "Parties").

WITNESSETH:

WHEREAS, the Parties entered into an on-call Pavement Marking Contract dated July 27, 2010, and an Amendatory Agreement dated July 20, 2011, to provide pavement marking services (the "Agreement"); and

WHEREAS, the Parties wish to amend the Agreement to amend the term as follows; and

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

1. Paragraph 16 of the Agreement, entitled "**MAXIMUM CONTRACT AND TERM**", is hereby amended to read as follows:

16. MAXIMUM CONTRACT AND TERM

The maximum Contract Amount to be paid by the City to the Contractor for all work performed under this Contract shall in no event exceed the sum of **One Million Seven Hundred Ninety Four Thousand Two Hundred Fifty Dollars and No Cents (\$1,794,250.00)** unless this Contract is modified to increase said amount by a duly authorized, written contract amendment mutually agreeable to and executed by the parties hereto. The term of this Agreement shall be from July 27, 2010 through July 26, 2013. Any work issued to the expiration of the term shall be performed to completion, even if such performance extends beyond the expiration date and the term of the contract shall be extended to accommodate completion of all outstanding work orders. Each project will be assigned and authorized separately and no authorized Project cost will exceed **One Hundred Fifty Thousand Dollars and No Cents (\$150,000.00)**.

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

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

[SIGNATURE PAGES FOLLOW]

Contract Control Number: PWADM-OC01100-02

Contractor Name: ROADS SAFE TRAFFIC SYSTEMS INC

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 _____

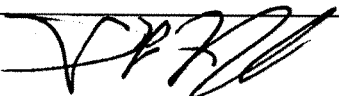
By _____





Title: Estimator (please print)

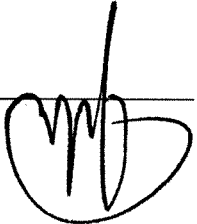
Name: Robert Steno (please print)

By: 

ATTEST: [if required]

Title: _____ (please print)

Name: Jay Tisdall (please print)
District Manager

By: 

ROADSAFE TRAFFIC SYSTEMS INC

Contractor Name:

PWADM-OC01100-02

Contract Control Number: