

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **SENER GOLDFARB & RICE LLC**, a Colorado Limited Liability Company, with its principal place of business located at 3900 E. Mexico Ave., Suite 700, Denver, Colorado 80210 (the “Special Counsel”), jointly “the Parties”.

WITNESSETH:

WHEREAS, the City and Special Counsel entered into the Agreement dated January 2, 2014 to provide professional legal services for conflicts counsel cases, overflow matters and other legal matters and services, as necessary; and

WHEREAS, the Parties wish to amend the Agreement to extend the term of the agreement, and to increase the maximum compensation amount.

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

1. Article 3 of the Agreement, entitled “**TERM**” is amended to read as follows:

3. TERM: The Agreement will commence on October 1, 2013 and will expire on September 30, 2018 (the “Term”).

2. Article 4 of the Agreement, entitled “**PAYMENT OF FEES AND EXPENSES**” is amended to read as follows:

4. PAYMENT OF FEES AND EXPENSES:

a. The City shall pay to Special Counsel, and Special Counsel agrees to accept as full payment of fees **not to exceed TWO MILLION DOLLARS AND ZERO CENTS (\$2,000,000.00)**, which shall be paid from time to time on the basis of monthly statements rendered by Special Counsel to the City.

d. Maximum Contract Amount:

(1) Notwithstanding any other provision of the Agreement, the City’s maximum payment obligation **will not exceed TWO MILLION DOLLARS AND ZERO CENTS (\$2,000,000.00)** (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. Any services performed beyond those set forth in this

Agreement are performed at Special Counsel's risk and without authorization under the Agreement.

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

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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 _____

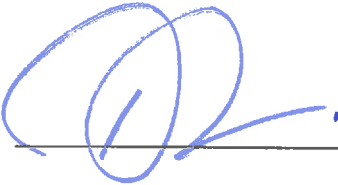
By _____

By _____



Contract Control Number: ATTNY-201313803-01

Contractor Name: SENTER GOLDFARB & RICE LLC

By:  _____

Name: THOMAS S. RICE
(please print)

Title: OF COUNSEL
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

