

**FIRST AMENDATORY AGREEMENT**

**THIS FIRST AMENDATORY AGREEMENT** is entered into as of the date indicated on the signature page, by and between the **CITY AND COUNTY OF DENVER**, a Colorado municipal corporation ("City"), Party of the First Part, and **BOMBARDIER TRANSPORTATION (HOLDINGS) USA, INC.**, a Delaware corporation (the "Contractor"), Party of the Second Part;

**WITNESSETH**

**WHEREAS**, the parties entered into an Agreement dated November 27, 2012 (the "Existing Agreement") in which the Contractor agreed to upgrade the Central Control System for its Automated Ground Transportation System, as well as replace the Automated Train Control; and

**WHEREAS**, the parties desire to amend the Existing Agreement by increasing the Term of the Agreement; and

**NOW, THEREFORE**, for and in consideration of the premises and other good and valuable consideration, the parties hereto agree as follows:

1. **SECTION 7 TERM** is hereby amended by deleting **Section 7** in its entirety and replacing it with the following:

**“7. TERM:**

The term of this Contract shall commence on the date of issuance of this Contract and shall terminate when (a) all obligations of the Contractor hereunder been performed or (b) the Contract is terminated in the manner provided in Section 11, whichever date is earlier but in no event later than September 30, 2017.”

2. Except as otherwise provided herein, all of the terms and conditions of the Existing Agreement shall remain in full force and effect as though set out in full herein.

3. This First Amendatory Agreement shall not be effective or binding on the City until fully executed by all signatories of the City and County of Denver.

[END OF PAGE]

**Contract Control Number:** PLANE-201207703-01

**Contractor Name:** BOMBARDIER TRANSPORTATION  
(HOLDINGS) USA, INC.

By: *Jennifer Callery*

Name: JENNIFER CALLERY  
(please print)

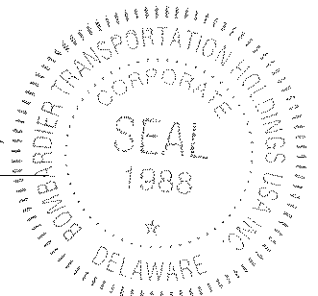
Title: Vice President  
(please print)

**ATTEST: [if required]**

By: *Johnetta Fair*

Name: Johnetta Fair  
(please print)

Title: Secretary  
(please print)



**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 \_\_\_\_\_

