

AMENDATORY AGREEMENT

THIS 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 **ZONAR SYSTEMS, INC.**, a Washington corporation registered to do business in Colorado, whose address is 18200 Cascade Ave., Suite 200, Seattle, Washington 91888 (the “Vendor” or “Zonar”).

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated October 21, 2013 (the “Agreement”), to provide hardware, services, maintenance and support; and

WHEREAS, the Parties wish to amend the Agreement to increase funding and contract capacity; and

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

1. Article 5(D)(i) of the Agreement entitled “Maximum Contract Liability” is amended to read as follows:

“5. **COMPENSATION AND PAYMENT:**

D. Maximum Contract Liability:

(i) Any other provision of this Agreement notwithstanding, in no event shall the City be liable for payment for services rendered and expenses incurred by Vendor under the terms of this Agreement for any amount in excess of the sum of **ONE MILLION FIVE HUNDRED EIGHTY-FOUR THOUSAND FIVE HUNDRED TWENTY-SEVEN DOLLARS AND SIXTY-TWO CENTS (\$1,584,527.62)**. Vendor acknowledges that any work performed by Vendor beyond that specifically authorized by the City is performed at Vendor’s risk and without authorization under this Agreement.”

2. 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 _____

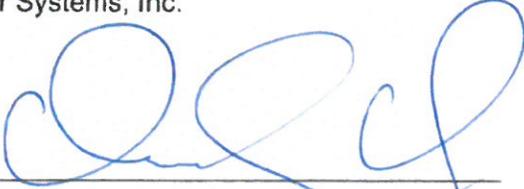
By _____

By _____



Contract Control Number: PWADM-201312449-01

Contractor Name: Zonar Systems, Inc.

By:  _____

Name: Michael C. King
(please print)

Title: General Counsel
(please print)

ATTEST: [if required]

By:  _____

Name: Kendall Stever
(please print)

Title: CFO
(please print)

