

THIRD AMENDATORY AGREEMENT

THIS THIRD 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 **CS STARS, LLC**, a Delaware corporation, having its principal place of business at 540 West Madison Street, Suite 1200, Chicago, Illinois 60661 (the “Vendor”).

WITNESSETH:

WHEREAS, the City and the Vendor entered into an Agreement dated May 26, 2009, and amendment the Agreement by way of an amendatory agreement dated October 27, 2009 and on April 27, 2012 relating to maintenance services and support for Federal Medicare reporting as it relates to the STARS™ software (the “Agreement”); and

WHEREAS, the Parties wish to amend the Agreement to extend the term and increase the compensation to the Contractor 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. Article 4 of the Agreement entitled “**TERM**” is amended to read as follows:

“4. **TERM**: The term of the Agreement is from April 1, 2009 and through December 31, 2013.”

2. Articles 5(A) and 5(D)(i) of the Agreement entitled “**Fee**” and “**Maximum Contract Liability**” is amended to read as follows:

“5. **COMPENSATION AND PAYMENT:**

A. **Fee**: The Vendor’s fee for the Software and Services is as follows:

2009/2010 Contract Year: \$130,415 (includes Implementation Fee)
2010/2011 Contract Year: \$138,985
2011/2012 Contract Year: \$129,235
2012 Contract Year: \$99,837
2013 Contract Year: \$144,450

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 the Vendor under the terms of this Agreement for any amount in excess of the sum of **SIX HUNDRED FORTY TWO THOUSAND NINE HUNDRED TWENTY TWO**

DOLLARS AND ZERO CENTS (\$642,922.00). The Vendor acknowledges that any work performed by Vendor beyond that specifically authorized by the City is performed at Vendor's risk without authorization under this Agreement."

3. This Third Amendatory Agreement may be executed in counterparts, each of which shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.

4. 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_____

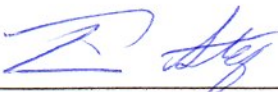
By_____

By_____



Contract Control Number: FINAN-CE94014-03

Contractor Name: CS STARS LLC

By: 

Name: Tim Steff
(please print)

Title: Account Executive
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

