

AMENDATORY AGREEMENT

THIS AMENDATORY AGREEMENT is made and entered into this ____ day of _____, 2010, by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **ZIA CONSULTING, INC.**, a Colorado corporation, whose address is 4141 Arapahoe Ave., Suite 207, Boulder, CO 80303 (the “Consultant”). Each party may be individually referred to as a “Party” or collectively as the “Parties.”

10-136-A

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated February 9, 2010, to provide on-call professional services related to document migration and management (the “Agreement”); and

WHEREAS, the Parties wish to amend the Agreement to increase the compensation to the Contractor; and

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

1. Article 3(D)(i) of the Agreement entitled “**Maximum Contract Liability**” is hereby amended to read as follows:

3. COMPENSATION AND PAYMENT:

D. Maximum Contract Liability:

(i) Any other provision of this Agreement notwithstanding, in no event shall the City be liable to pay for services rendered and expenses incurred by the Consultant under the terms of this Agreement for any amount in excess of **ONE MILLION TWO HUNDRED FIFTY THOUSAND (\$1,250,000.00)** (the “Maximum Contract Amount”). The Consultant acknowledges that the City is not obligated to execute an agreement or an amendment to Consultant for any further services and that any services performed by Consultant beyond that specifically described in **Exhibit A** or contained in an Order are performed at Consultant’s risk and without authorization under this Agreement.

2. As herein amended, the Agreement is affirmed and ratified in each and every particular.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Parties hereto have executed this Amendatory Agreement as of the day and year first written above.

ATTEST:

CITY AND COUNTY OF DENVER:

By: _____
STEPHANIE Y. O'MALLEY,
Clerk and Recorder, Ex-Officio
Clerk of the City and County of Denver

By: _____
M A Y O R

RECOMMENDED AND APPROVED:

By: *[Signature]*
Chief Information Officer

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

DAVID R. FINE, Attorney for the
City and County of Denver

By: _____
Manager of Finance
Contract Control No. OC02021(1)

By: _____
Assistant City Attorney

By: _____
Auditor

“CITY”

ZIA CONSULTING, INC.

Taxpayer (IRS) I.D. No. 56-2356083

By: *[Signature]*

Name: Michael A. Mahon
(please print)

Title: President

“CONTRACTOR”