

## FIFTH AMENDATORY AGREEMENT

**THIS FIFTH AMENDATORY AGREEMENT** is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”), and **THE REGENTS OF THE UNIVERSITY OF COLORADO**, a body corporate, for and on behalf of the University of Colorado, Denver (the “University”), whose address is University of Colorado Denver, Grants & Contracts, MS F428, Anschutz Medical Campus, Bldg. 500, Rm. W1126, 13001 E. 17<sup>th</sup> Place, Box 6508, Aurora, Colorado 80045-0508.

### WITNESSETH:

**WHEREAS**, the City and the University previously entered into an On-Call Technical and Engineering Services Agreement dated September 29, 2009, an Amendatory Agreement dated August 31, 2010, a Second Amendatory Agreement date October 5, 2011, a Third Amendatory Agreement dated October 22, 2012, and a Fourth Amendatory Agreement dated October 15, 2013, for on-call technical and professional services (collectively, the “Agreement”); and

**WHEREAS**, Section 4.01 of the Agreement allows the City at its sole option to extend the initial term for up to four (4) consecutive one (1) year renewal terms; and

**WHEREAS**, the parties desire to amend the Agreement to extend the term and the Maximum Contract Amount under the Agreement.

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

**1.** Subsection (a) of Section 3.04 of the Agreement, entitled “**Maximum Contract Amount**” is hereby amended to read in its entirety as follows:

**“3.04 Maximum Contract Amount.**

(a) Notwithstanding any other provision of the Agreement, the City’s maximum payment obligation for all services provided under this Agreement shall not exceed **Five Hundred Thousand and No/100 Dollars (\$500,000)** for any single year term of this Agreement (the “Maximum Annual Amount”), and shall not exceed **Two Million Seven Hundred Fifty Thousand and No/100 Dollars (\$2,750,000)** (the “Maximum Contract Amount”) for the full term of the Agreement. In no event shall the maximum payment to the University for all services provided throughout the entire term of this Agreement exceed the Maximum Contract Amount. Any services performed beyond those set forth in any approved assigned project are performed at University’s risk and without authorization under the Agreement.”

2. Section 4.01 of the Agreement, entitled “**Term**” is hereby amended to read in its entirety as follows:

“**4.01 Term.** The initial term of this Agreement shall commence upon execution and shall end August 28, 2010; provided, however, that any work in progress that was initiated during the term of this Agreement shall continue and be paid for hereunder until the completion thereof. All terms and conditions of the Agreement shall remain in full force and effect until such completion. This initial term may be extended upon the same terms and conditions as set forth herein, at the sole option of the City, for up to **five (5)** consecutive one (1) year renewal terms, upon written notice from the Manager issued prior to expiration of the then current term. In no event, however, shall the University’s performance under this Agreement, including the **five (5)** possible extensions, exceed a **six (6)** year period ending on month and day of the execution of this Agreement. In addition, nothing contained herein shall obligate the City to extend the Agreement beyond any given term. The City previously exercised its sole option to extend the term for four additional one year terms ending August 28, 2014. The City hereby exercises its sole option to extend the term for a renewal term ending on March 31, 2015.”

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

**REMAINDER OF PAGE INTENTIONALLY LEFT BLANK**

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

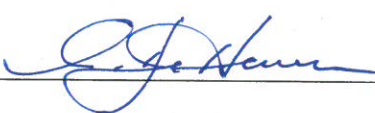
By \_\_\_\_\_

By \_\_\_\_\_



**Contract Control Number:** PWADM-OC91217-06

**Contractor Name:** UNIVERSITY OF COLORADO AT DENVER

By:  1/16/15

Name: Adelita J. DeHerrera, JD  
Contracts Manager  
Office of Grants and Contracts  
(please print)

Title: \_\_\_\_\_  
(please print)

**ATTEST: [if required]**

By: \_\_\_\_\_

Name: \_\_\_\_\_  
(please print)

Title: \_\_\_\_\_  
(please print)

