

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 **SKILLSOFT CORPORATION**, a Delaware corporation whose address is 107 Northeastern Blvd., Nashua, New Hampshire 03062 (the “Contractor”), jointly (“the Parties”).

WITNESSETH:

A. The Parties entered into an Agreement dated June 19, 2013, a First Amendatory Agreement dated July 21, 2014, a Second Amendatory Agreement dated June 28, 2016, a Third Amendatory Agreement dated June 8, 2017, and a Fourth Amendatory Agreement dated May 9, 2018 (collectively, the “Agreement”) to provide the City with an on-line learning solution and to import third-party course progress/completion data into Skillport, and to have the option to integrate that data into Skillport views or reporting.

B. The Parties wish to amend the Agreement to increase funding and extend the term.

NOW THEREFORE, in consideration of the premises and the Parties’ mutual covenants and obligations, 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 May 30, 2013 through May 29, 2020 (the "Term").”

2. 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 Contractor under the terms of this Agreement for any amount in excess of the sum of **ONE MILLION EIGHT HUNDRED NINETY-FIVE THOUSAND FIVE HUNDRED FIFTEEN DOLLARS AND 29/100 CENTS (\$1,895,515.29)**. Contractor acknowledges that any work performed by Contractor beyond that specifically authorized by the City is performed at Contractor's risk and without authorization under this Agreement.”

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

4. This Fifth Amendatory Agreement will not be effective or binding on the City until it has been fully executed by all required signatories of the City and County of Denver, and if required by Charter, approved by the City Council.

[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: CSAHR-201310840-05

Contractor Name: SKILLSOFT CORPORATION

By: Melissa Talty

Name: Melissa Talty
Manager, Revenue & Royalties
(please print)

Title: _____
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)

