

**SECOND AMENDATORY AGREEMENT**

**THIS SECOND 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 P.O. BOX 207038, Dallas, TX, 75320-7038 (the “Vendor” or “Zonar”).

**WITNESSETH:**

**WHEREAS**, the Parties entered into an Agreement dated October 21, 2013, and an Amendatory Agreement dated February 28, 2017 (the “Agreement”), to provide hardware, services, maintenance and support; and

**WHEREAS**, the Parties wish to amend the Agreement to extend the term and increase funding; 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 October 1, 2013 through September 30, 2019.”

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

“**5. COMPENSATION AND PAYMENT:**

**A. Fee:**

**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 **TWO MILLION EIGHTY-FOUR THOUSAND FIVE HUNDRED TWENTY-SEVEN DOLLARS AND SIXTY-TWO CENTS (\$2,084,527.62)**. 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.”

3. 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 \_\_\_\_\_

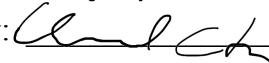
By \_\_\_\_\_

By \_\_\_\_\_



**Contract Control Number:** PWADM-201312449-02

**Contractor Name:** Zonar Systems, Inc

DocuSigned by:  
By:  \_\_\_\_\_  
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Name: Mike King  
(please print)

Title: General Counsel  
(please print)

**ATTEST: [if required]**

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

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

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

