

## THIRD AMENDATORY AGREEMENT

This **THIRD AMENDATORY AGREEMENT** is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”) and **TRANSCORE ITS, LLC**, a Delaware limited liability company whose address is 4415 Lewis Road, Harrisburg, Pennsylvania 17111-2541 (the “Vendor”), jointly (“the Parties”).

### WITNESSETH:

**A.** The Parties entered into an Agreement dated March 5, 2014, a First Amendatory Agreement dated August 11, 2014, and a Second Amendatory Agreement dated November 27, 2018 (collectively, the “Agreement”) relating to the replacement of Denver’s traffic signal system software with Advanced Traffic Management System (ATMS).

**B.** The Parties wish to amend the Agreement to extend the term and increase the maximum contract amount.

**NOW THEREFORE**, in consideration of the premises and the Parties’ mutual covenants and obligations, the Parties agree as follows:

1. Section 4 of the Agreement entitled **TERM** is amended to read as follows:

“4. **TERM**: The term of the Agreement is January 1, 2014 through December 31, 2026.”

2. Section 5 of the Agreement entitled **COMPENSATION AND PAYMENT** Sub-paragraph D(i) entitled “**Maximum Contract Liability**” is amended to read as follows:

“5. **COMPENSATION AND PAYMENT**:

**D. Maximum Contract Liability**:

(i) Notwithstanding any other provision of the Agreement, the City’s maximum payment obligation will not exceed **ONE MILLION THIRTY-FOUR THOUSAND NINE HUNDRED FIFTY-EIGHT DOLLARS AND NINETY-ONE CENTS (\$1,034,958.91)** (the “Maximum Contract Amount”). The City is not obligated to execute an Agreement or any amendments for any further services, including any services performed by Vendor beyond that specifically described in Exhibits A and B. Any services performed beyond those in Exhibits A and B are performed at Vendor’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 Third 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.

**Contract Control Number:** DOTI-202159306-03 [201314013-03]  
**Contractor Name:** TRANSCORE ITS, LLC

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:**

Attorney for the City and County of Denver

By:

By:

\_\_\_\_\_

\_\_\_\_\_

By:

\_\_\_\_\_

**Contract Control Number:**  
**Contractor Name:**

DOTI-202159306-03 [201314013-03]  
TRANSCORE ITS, LLC

By:  AA2D20235AD348C...

Name: Ryan Saville  
(please print)

Title: Associate Vice President  
(please print)

ATTEST: [if required]

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

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

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



2940 South 300 West, Unit D  
 South Salt Lake City, UT 84115  
 801-886-9170 phone 801-886-9169 fax  
 www.transcore.com

May 18, 2021

Nick Tolle  
 Project Manager  
 City and County of Denver  
 Department of Transportation and Infrastructure

Re: The City and County of Denver TCS Contract PWADM-201314013-00 extension

Dear Mr. Tolle,

Please accept this letter as TransCore's acknowledgment and agreement with the City and County of Denver's correspondence requesting extension of The City and County of Denver TCS Agreement PWADM-201314013-00 ("Agreement") period of performance to December 31, 2023.

TransCore will provide TransSuite Maintenance and Support services for the TransSuite TMS Module based on the following fee schedule:

Item Description	From	To	Amount
<b>TransSuite Support and Maintenance (TransSuite TMS Module)</b>	1/1/2022	12/31/2022	\$12,834.62
<b>TransSuite Support and Maintenance (TransSuite TMS Module)</b>	1/1/2023	12/31/2023	\$13,283.83

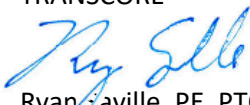
For additional work performed outside of the maintenance agreement the following rates will be used:

	CY 2022	CY 2023
<b>Project Manager</b>	\$215.36	\$221.82
<b>Software Engineer II</b>	\$180.35	\$185.76
<b>Software Engineer I</b>	\$180.35	\$185.76
<b>Communications Specialist</b>	\$143.22	\$147.52
<b>Programmer/Analyst</b>	\$119.88	\$123.48

All other terms of the Agreement remain unchanged.

If you have any questions or need additional information please feel free to contact me, Ryan Saville, with any questions at (801) 808-5190.

Sincerely,  
 TRANSCORE

  
 Ryan Saville, PE, PTOE  
 Associate Vice President



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 South Salt Lake City, UT 84115  
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May 18, 2021

Nick Tolle  
 Project Manager  
 City and County of Denver  
 Department of Transportation and Infrastructure

Re: The City and County of Denver TCS Contract PWADM-201314013-00 extension

Dear Mr. Tolle,

Please accept this letter as TransCore's acknowledgment and agreement with the City and County of Denver's correspondence requesting extension of The City and County of Denver TCS Agreement PWADM-201314013-00 ("Agreement") period of performance to December 31, 2026.

TransCore will provide TransSuite Maintenance and Support services for the TransSuite TCS Module based on the following fee schedule:

Item Description	From	To	Amount
<b>TransSuite Support and Maintenance (TransSuite TCS Module)</b>	1/1/2022	12/31/2022	\$25,669.23
<b>TransSuite Support and Maintenance (TransSuite TCS Module)</b>	1/1/2023	12/31/2023	\$26,567.65

For additional work performed outside of the maintenance agreement the following rates will be used:

	CY 2022	CY 2023
<b>Project Manager</b>	\$215.36	\$221.82
<b>Software Engineer II</b>	\$180.35	\$185.76
<b>Software Engineer I</b>	\$180.35	\$185.76
<b>Communications Specialist</b>	\$143.22	\$147.52
<b>Programmer/Analyst</b>	\$119.88	\$123.48

Additionally the requirement to maintain an annual agreement for the TransSuite TCS Source Code will be removed starting January 1, 2022.

All other terms of the Agreement remain unchanged.

If you have any questions or need additional information please feel free to contact me, Ryan Saville, with any questions at (801) 808-5190.

Sincerely,  
 TRANSCORE

Ryan Saville, PE, PTOE  
 Associate Vice President



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May 18, 2021

Nicholas Tolle  
 Project Manager  
 City and County of Denver  
 Department of Transportation and Infrastructure  
 Re: The City and County of Denver TCS Contract PWADM-201314013-00 extension

Dear Mr. Tolle,

Please accept this letter as TransCore's acknowledgment and agreement with the City and County of Denver's correspondence requesting extension of The City and County of Denver TCS Agreement PWADM-201314013-00 ("Agreement") period of performance to December 31, 2023.

TransCore's current maintenance agreement with the City of Denver includes provisions to provide work on a time and materials basis using prescribed rates.

For additional work performed outside of the maintenance agreement the following rates will be used:

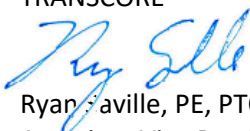
	CY 2022	CY 2023
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<b>Programmer/Analyst</b>	\$119.88	\$123.48

The type of services that will be performed using these rates may include:

Service	Estimated Cost
Modifications to TransSuite interfaces to allow CCD to meet business operational needs	\$4,500.00
Addition of new custom features to TransSuite	\$4,500.00
Configuration and deployment of new server hardware for the TransSuite software	\$4,500.00
Installation, configuration and training on additional TransSuite modules that CCD may procure	\$4,500.00
Technical consulting	\$4,500.00
Configuration and support of C2C interfaces with other TransSuite systems (i.e. C2C connections with CDOT and Lakewood)	\$4,500.00
Provide support for Adaptive Signal Control systems	\$8,502.25
<b>Total:</b>	<b>\$35,502.25</b>

If you have any questions or need additional information please feel free to contact me, Ryan Saville, with any questions at (801) 808-5190.

Sincerely,  
 TRANSCORE

  
 Ryan Saville, PE, PTOE  
 Associate Vice President