

FIRST AMENDATORY AGREEMENT

This **FIRST AMENDATORY AGREEMENT** by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City” or “Client”), and **LYTX, INC.**, a Delaware corporation, formerly known as Drivecam, Inc., a Delaware corporation, registered to do business in Colorado, whose address is 9785 Towne Centre Drive, San Diego, CA 92121 (“Vendor” or “Lytx”).

WITNESSETH:

WHEREAS, the Parties entered into an Agreement dated May 16, 2013 (the “Agreement”), relating to software license, support and maintenance; and

WHEREAS, the Parties wish to amend the Agreement to extend the term and increase the compensation to the Vendor.

WHEREAS, the Parties wish to amend the Agreement for LYTX, INC. to assume all of the existing terms and conditions of Drivecam, Inc., and as amended, under the Agreement and to add a new clause as follows; and

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

1. The agreement is modified to reflect the vendor’s name change from “**DRIVECAM, INC.**” to “**LYTX, INC.**”

2. Article 4 of the Agreement entitled “**TERM**” is amended to read as follows:

“4. **TERM**: The term of the Agreement is from April 1, 2013 through March 31, 2018.”

3. Articles 5(D)(i) of the Agreement entitled “**MAXIMUM CONTRACT LIABILITY**” is amended to read as follows:

“**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 **SEVEN HUNDRED EIGHTY-SEVEN THOUSAND SEVEN HUNDRED EIGHTEEN DOLLARS AND FOURTEEN CENTS (\$787,718.14)**. 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.”

4. Except as herein amended, the Agreement is assumed, 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-201209229-01

Contractor Name: LYTX, INC.

By: Shelley E. Bennett

Name: Shelley E. Bennett
(please print)

Title: SVP, General Counsel
(please print)

ATTEST: [if required]

By: Connie Scarville

Name: Connie Scarville
(please print)

Title: Paralegal
(please print)

