

## AMENDATORY AGREEMENT

**THIS AMENDATORY AGREEMENT** is made and entered into this \_\_\_\_ day of \_\_\_\_\_, 2011, by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the “City”), and **XEROX CORPORATION**, with an address of 4600 S. Ulster Street, Suite 1000, Denver, Colorado 80237, hereinafter referred to as (the “Xerox”) collectively, (the “Parties”).

### WITNESSETH:

**WHEREAS**, the Parties entered into an Agreement dated April 19, 2005, to provide leased copiers from Xerox for the City’s use with the option to purchase such copiers (the “Agreement”); and

**WHEREAS**, the Parties wish to amend the Agreement to increase the compensation to Xerox and to include other contract language 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. Article 4 of the Agreement entitled “**PAYMENT**” is hereby amended to read as follows:

“4. **PAYMENT**: The City agrees to pay Xerox, and Xerox agrees to accept as the total compensation for the use of all equipment furnished and for all services provided during the term of this Agreement, the sum of **Two Million Eight Hundred Ninety One Thousand Two Hundred Twenty Nine Dollars and No Cents (\$2,891,229.00)**, payable as described in Exhibit A.”

2. Paragraph 35 is hereby added to the Agreement which reads as follows:

**35. ELECTRONIC SIGNATURES AND ELECTRONIC RECORDS**: Xerox consents to the use of electronic signatures by the City. The Agreement, and any other documents requiring a signature hereunder, may be signed electronically by the City in the manner specified by the City. The Parties agree not to deny the legal effect or enforceability of the Agreement solely because it is in electronic form or because an electronic record was used in its formation. The Parties agree not to object to the admissibility of the Agreement in the form of an electronic record, or a paper copy of an electronic document, or a paper copy of a document bearing an electronic signature, on the ground that it is an electronic record or electronic signature or that it is not in its original form or is not an original.

3. This Amendatory Agreement may be executed in two (2) counterparts, each of which

shall be deemed to be an original, and all of which, taken together, shall constitute one and the same instrument.

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

**[SIGNATURE PAGE FOLLOWS]**

**IN WITNESS WHEREOF**, the Parties hereto have executed this Amendatory Agreement as of the day and year first written above.

**ATTEST:**

**CITY AND COUNTY OF DENVER:**

By: \_\_\_\_\_  
STEPHANIE Y. O'MALLEY,  
Clerk and Recorder, Ex-Officio  
Clerk of the City and County of Denver

By: \_\_\_\_\_  
M A Y O R

**RECOMMENDED AND APPROVED:**

By: \_\_\_\_\_  
Manager of General Services

**APPROVED AS TO FORM:**

**REGISTERED AND COUNTERSIGNED:**

DAVID R. FINE, Attorney for the  
City and County of Denver

By: \_\_\_\_\_  
Manager of Finance  
Contract Control No. **CE46037(1)**

By: \_\_\_\_\_  
Assistant City Attorney

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

**“CITY”**

**XEROX CORPORATION**  
Taxpayer (IRS) I.D. No. 16-0468020

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

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

Title: \_\_\_\_\_

**“XEROX”**