

**ADAMS COUNTY, COLORADO
AMENDMENT THREE FOR
INDEPENDENT FINANCIAL ADVISOR**

THIS AMENDMENT THREE TO PURCHASE OF SERVICE AGREEMENT (“Amendment Three”) is entered into this 10 day of January, 2018, by and between the Board of County Commissioners of Adams County, Colorado, located at 4430 South Adams County Parkway, Brighton, Colorado 80601, hereinafter referred to as the “County,” and Piper Jaffray and Company, located at 1200 17th Street, Suite 1250, Denver Colorado 80202, hereinafter referred to as the "Contractor." The County and the Contractor may be collectively referred to herein as the “Parties”.

RECITALS

WHEREAS, on February 25, 2016, the County entered into a Purchase of Service Agreement with Piper Jaffray; and,

WHEREAS, the County and the Contractor mutually desire to amend the Service Agreement to extend the term for the third of four, one-year renewal options.

NOW, THEREFORE, for the consideration set forth herein, the sufficiency of which is mutually acknowledged by the parties, the County and the Contractor agree as follows:

1. The Service Agreement is hereby amended to extend the term of the Agreement for one additional year.
2. The County shall pay the Contractor for services furnished under this Agreement, and the Contractor shall accept as full payment for those services, in accordance with pricing fees as follows:
 - a) For a Financing Transaction, the minimum finance transaction fee is \$20,000.00 and \$0.50 per bond for any financing transaction calculated to be above that minimum amount. Any fee that differs would need to be negotiated prior to the commencement of planning a finance transaction. For Ad Hoc analysis and assistance the fee schedule shall be as be in accordance with the pricing fees as stated in the original attached agreement.
3. The Service Agreement and this Amendment Three contain the entire understanding of the parties hereto and neither it, nor the rights and obligations hereunder, may be changed, modified, or waived except by an instrument in writing that is signed by both parties. Any terms, conditions, or provisions of the Service Agreement that are not amended or modified by this Amendment Three shall remain in full force and effect. In the event of any conflicts between the terms, conditions, or provisions of the Service Agreement and this Amendment Three, the terms, conditions, and provisions of this Amendment Three shall control.
4. The Recitals contained in this Amendment Three are incorporated into the body hereof and accurately reflect the intent and agreement of the parties.

5. This Amendment Three may be executed in multiple counterparts, each of which shall be deemed to be an original and all of which taken together shall constitute one and the same agreement.
6. Nothing expressed or implied in this Amendment Three is intended or shall be construed to confer upon or to give to, any person other than the parties, any right, remedy, or claim under or by reason of this Amendment Three or any terms, conditions, or provisions hereof. All terms, conditions, and provisions in this Amendment Three by and on behalf of the County and the Contractor shall be for the sole and exclusive benefit of the County and the Contractor.
7. If any provision of this Amendment Three is determined to be unenforceable or invalid for any reason, the remainder of the Amendment Three shall remain in effect, unless otherwise terminated in accordance with the terms contained in the Service Agreement.
8. Each party represents and warrants that it has the power and ability to enter into this Amendment Three, to grant the rights granted herein, and to perform the duties and obligations herein described.

IN WITNESS WHEREOF, the County and the Contractor have caused their names to be affixed.

ADAMS COUNTY, COLORADO
BOARD OF COUNTY COMMISSIONERS

Mary Bladen
Chair

1/9/18
Date

ATTEST: STAN MARTIN
CLERK AND RECORDER

APPROVED AS TO FORM:

Anna
Deputy Clerk

D. Delat
County Attorney

PIPER JAFFRAY AND COMPANY

P. J. Jaffray
Print Name

Manager Director
Print Title

[Signature]
Signature

1/5/18
Date