

**SECOND AMENDMENT  
TO PROFESSIONAL SERVICES AGREEMENT**

This Second Amendment ("Second Amendment ") is effective as of the final date of execution hereof (the "Effective Date") and is entered into between American Traffic Solutions, Inc. ("ATS"), a corporation duly registered under the laws of the State of Kansas with its principal place of business at 1150 North Alma School Rd. Mesa, Arizona 85201 and the City of Covina ("City"), a municipal corporation of the State of California. The City and ATS may individually be referred to as a "Party" or collectively as the "Parties."

**RECITALS**

WHEREAS, on September 28, 2006, the City and ATS entered into a Professional Services Agreement for the City's use of the Axisis™ System to enforce traffic violations (the "Agreement"); and,

WHEREAS, on May 6, 2014, the Parties entered into that certain First Amendment to the Agreement to amend the monthly unit price relative to various service fee descriptions; and,

WHEREAS, section 17 of the Agreement requires any amendments, modifications, or alterations of the Agreement to be in writing and duly executed by the parties; and,

WHEREAS, the City and ATS mutually desire to amend, modify or alter certain terms and conditions of the Agreement.

**TERMS AND CONDITIONS**

NOW THEREFORE, in consideration of the mutual covenants and promises contained in this First Amendment, the City and ATS do hereby agree as set forth below:

1. The above recitals are true and correct and are incorporated herein.
2. The term of this Agreement shall be extended on for one (1) year beginning on April 17, 2016 and ending on April 16, 2017.
3. Section 4(f) of the Agreement regarding collections compared with fee is hereby deleted in its entirety.
4. Except as expressly amended or modified by the terms of this Second Amendment, all terms of the Agreement and the First Amendment shall remain in full force and effect. In the event of a conflict between the terms of this Second Amendment and the Agreement and First Amendment, the terms of this Second Amendment shall prevail and control.
5. The provisions of this Second Amendment, including the recitals, comprise all of the terms, conditions, agreements, and representations of the parties with respect to the subject matter hereof. All representations and promises made by any party to another, whether in writing or orally, concerning the subject matter of this Second Amendment are merged into this Second Amendment.
6. This Second Amendment may be executed in one or more counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same instrument. Each party represents and warrants that the representative signing this Second Amendment on its behalf has all right and authority to bind and commit that party to the terms and conditions of this Second Amendment.

IN WITNESS WHEREOF, the parties hereto have executed this Second Amendment.

**CITY OF COVINA, CALIFORNIA**

By:

*Andrew M. Miller* 4/20/14  
Mayor or City Manager Date

**ATTEST:**

By:

*Sharon F. Clark* 4/21/16  
City Clerk *Chief Deputy City Clerk* Date

**AMERICAN TRAFFIC SOLUTIONS, INC.**

By:

*David M. Roberts* 3-28-16  
David M. Roberts Date  
President & COO

**APPROVED AS TO FORM**

By:

*[Signature]* 04/14/16  
City Attorney Date