

PROFESSIONAL SERVICES AGREEMENT NO. C104320

AMENDMENT NO. 1

This Amendment No. 1 to the Professional Services Agreement No. C104320, dated August 23, 2007 ("Agreement"), is made and entered into this 17 day of MARCH, 2009 by and between the City of Glendale, a California Municipal Corporation ("CITY") and Redflex Traffic Systems, a Delaware corporation ("CONSULTANT").

WHEREAS, CITY has engaged CONSULTANT to provide photo red light enforcement services as part of a pilot project entitled "Red Light Photo Enforcement Pilot Program"; and

WHEREAS, CITY has decided to further evaluate the pilot project entitled "Red Light Photo Enforcement Pilot Program" at various intersections in the City of Glendale for a period of six additional months; and

WHEREAS, the estimated fee for additional professional services shall not exceed \$192,600.00 during the six month extension.

NOW, THEREFORE, the parties agree as follows:

- (1) In consideration of CONSULTANT's full, complete, timely, and faithful performance of the work required by this Agreement, City shall pay CONSULTANT the not-to-exceed sum of one hundred ninety-two thousand and six hundred dollars (\$192,600.00), payable on a monthly basis.
- (2) All other provisions, requirements, terms and conditions of the Agreement shall remain in full force and effect.

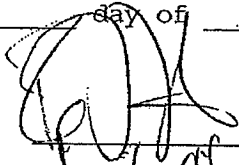
IN WITNESS WHEREOF, CITY and CONTRACTOR have caused this Amendment No. 1 to the Professional Services Agreement No. C104320 to be executed by their duly authorized representatives on this _____ day of _____, 2009.

City of Glendale ("City"):

Dated: _____

By

Title



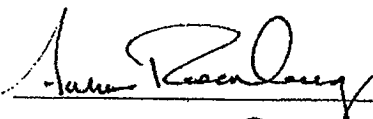
City Mayor

Redflex Traffic Systems
("CONSULTANT")


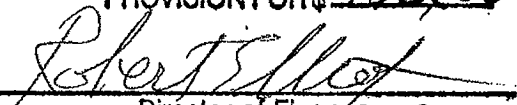
Dated: 6-29-09

By


Title



EXECUTIVE VICE PRESIDENT

 CITY OF GLENDALE
DATE 7-2-2009
APPROVED AS TO FINANCIAL
PROVISION FOR \$ 192,600.00


Director of Finance

APPROVED AS TO FORM


Assistant City Attorney
DATE 7-2-09

PROFESSIONAL SERVICES AGREEMENT NO. C104320

AMENDMENT NO. 2

This Amendment No. 2 to the Professional Services Agreement No. C104320, dated August 23, 2007 ("Agreement"), is made and entered into this 15th day of September, 2009 by and between the City of Glendale, a California Municipal Corporation ("CITY") and Redflex Traffic Systems, a Delaware corporation ("CONSULTANT").

WHEREAS, CITY has engaged CONSULTANT to provide photo red light enforcement services as part of a pilot project entitled "Red Light Photo Enforcement Pilot Program"; and

WHEREAS, CITY has decided to further evaluate the pilot project entitled "Red Light Photo Enforcement Pilot Program" at various intersections in the City of Glendale for a period of two additional months; and

WHEREAS, the estimated fee for additional professional services shall not exceed \$64,200.00 during the two month extension.

NOW, THEREFORE, the parties agree as follows:

- (1) In consideration of CONSULTANT's full, complete, timely, and faithful performance of the work required by this Agreement, City shall pay CONSULTANT the not-to-exceed sum of sixty four thousand and two hundred dollars (\$64,200.00), payable on a monthly basis.
- (2) All other provisions, requirements, terms and conditions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, CITY and COUNSULTANT have caused this Amendment No. 2 to the Professional Services Agreement No. C104320 to be executed by their duly authorized representatives on this 13 day of Oct., 2009.

City of Glendale ("CITY"):

Dated: 10/13/09

By [Signature]
Title Deputy City Mgr.

Redflex Traffic Systems
("CONSULTANT")

Dated: _____

By [Signature]
Title Aaron M. Rosenberg
Executive Vice President

APPROVED AS TO FORM
[Signature]
General Counsel - Police
Date: 10/12/09