

**MODIFICATION # 12
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #12 is an agreement between the Commonwealth of Virginia through its Department of State Police, hereinafter referred to as “State” or “Commonwealth,” and Motorola, Inc., hereinafter referred to as “Motorola,” which modifies Contract Number 2001-035 (the “Contract”) between the parties. This Modification #12 is hereby incorporated into and made an integral part of the Contract effective July 13, 2004. This Modification will be effective as of the last date signed below.

The purpose of this Modification #12 is to modify the Division One Burgess Site and the Division Five Eastville Site, from Microwave-only Sites to Microwave/Radio (“LMR”) Sites.

Both parties agree to the following:

1. Description of this Modification.

A. Overview.

The Division One Burgess Site and Division Five Eastville Site are currently Microwave-only Sites. The Commonwealth has requested that both Sites are changed to 4-channel, Microwave/Radio (“LMR”) Sites.

B. Modification of Contract Price.

The following summarizes the increase in the Contract Price for the additional equipment, materials, and associated services, based upon the modifications to the Division One Burgess Site and Division Five Eastville Site. In addition to the LMR equipment, (Site Controller, Site Router, 4-channel LMR, and associated antenna network), Uninterruptible Power Supplies (UPS) were added at each Site for LMR operation. The increased site equipment required an increase to the building sizes. As a result, the Eastville building will be increased from 12-feet X 20-feet to 12-feet X 34-feet and the Burgess building will be increased from 12-feet X 26-feet to 12-feet X 34-feet.

Description	Eastville	Burgess
Trunked Remote Site Controller	\$ 8,509.00	\$ 8,509.00
Ethernet Switch and Site Router	\$ 8,230.00	\$ 8,230.00
4-Channel LMR Site		
Materials	\$ 86,776.00	\$ 86,776.00
Labor	\$ 67,404.00	\$ 67,404.00

Description	Eastville	Burgess
VHF Antenna Network		
Materials	\$ 95,245.00	\$ 95,245.00
Labor	\$ 11,930.00	\$ 11,930.00
Bird RF Sensor Monitor	\$ 4,136.00	\$ 4,136.00
UPS (20 KVA)	\$ 25,577.00	\$ 25,577.00
Shelter Size Increase, Including Generator (45 KW)		
Materials	\$ 29,198.00	\$ 21,129.00
Labor	\$ 23,483.00	\$ 17,005.00
Total Customer Price	\$360,488.00	\$345,941.00
Grand Total For This Modification #12		\$706,429.00

2. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9, 13, and 14.	(\$691,747.14)
Amount of Modifications numbered 10 and 11:	Pending
This Modification #12:	\$706,429.00
New Contract Value:	\$329,688,380.86

3. Completion Date Adjustments.

None.

4. Milestone Payments.

In accordance with this Modification #12, the following Milestone Payments are added to the Contract:

MONTH AND QUARTER	MILESTONE NAME	CONTRACT MILESTONE	MILESTONE AS OF MODIFICATION NO. 12
Q3'06	Completion of work as described in this Modification #12 – Eastville Site	N/A	\$360,488.00
Q3'06	Completion of work as described in this Modification #12 –	N/A	\$345,941.00

MONTH AND QUARTER	MILESTONE NAME	CONTRACT MILESTONE	MILESTONE AS OF MODIFICATION NO. 12
	Burgess Site		
MODIFICATION #12 TOTAL			\$706,429.00

The foregoing is the complete and final expression of the parties' agreement to modify Contract 2001-035 and cannot be modified, except by a writing signed by duly authorized representatives of both parties. If there are any inconsistencies between the provisions of this Modification #12 and the provisions of the Contract, the provisions of this Modification #12 will prevail.

ALL OTHER TERMS AND CONDITIONS OF THE CONTRACT REMAIN UNCHANGED AND SHALL REMAIN IN FULL FORCE.

PERSONS SIGNING THIS CONTRACT MODIFICATION ARE AUTHORIZED REPRESENTATIVES OF EACH PARTY TO THIS CONTRACT AND ACKNOWLEDGE THAT EACH PARTY AGREES TO BE BOUND BY THE TERMS AND CONDITIONS OF THIS CONTRACT MODIFICATION.

MOTOROLA, INC.

COMMONWEALTH OF VIRGINIA

Department of State Police

BY: (Signature on File)
Robert C. Wartmann
MCEI President

BY: (Signature on File)
Colonel W. Steven Flaherty
Superintendent

DATE: September 28, 2006

DATE: September 29, 2006

Reviewed by: (Signature on File)
Michael Archbold
Motorola Project Manager

BY: (Signature on File)
Patricia T. Trent, CPPB, VCO
Procurement and Contract Officer

DATE: September 28, 2006

DATE: September 29, 2006

Approved:

BY: (Signature on File)
Judith M. Alexander, Esq.
Commercial Attorney – Law Dept.

DATE: September 28, 2006