

**MODIFICATION # 32  
TO  
CONTRACT NUMBER 2001-035  
BETWEEN THE  
COMMONWEALTH OF VIRGINIA  
AND  
MOTOROLA, INC.**

This MODIFICATION #32 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 #32 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 #32 is to decrease the Contract Price based upon the deletion of **forty-one (41)** Microwave-only Sites which are known as Area Office Sites.

Both parties agree to the following:

**1. Description of this Modification:**

Subsection 8.1, paragraph 2 of Contract Section 8 (Transmitter Sites) provides that the information contained in Section 8 is based upon generic STARS designs, since the STARS Transmitter Sites were not available to Motorola to complete Site walks prior to Contract execution. Given that Motorola has subsequently completed Site walks and the resulting final Transmitter Site designs, this Modification is based upon deviations from the generic (baseline) STARS design and the deletion of **forty-one (41)** Microwave-only Sites from the Contract. These final designs and Site deletions affect the Contract Price based upon adjustments for equipment, services, materials, and labor for civil work and buildings, as detailed below.

**A. Modification of Contract Price – Deletion of Microwave-only Sites.**

The attached spreadsheet summarizes the reduction in the Contract Price for removal of equipment, towers, buildings, and associated services from the Contract, based upon the deletion of **forty-one (41)** Microwave-only Sites from the Contract that is detailed in Attachment A – entitled “Microwave-only Site Deletions from the Final Design.”

## 2. **Contract Price Adjustments.**

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9, 11 through 26 and 29:	\$10,051,544.15
Amount of Modifications numbered 10, 27, and 30:	Pending
Contract Modification # 28:	(\$13,316.00)
Contract Modification #31:	(7,327,874.00)
Contract Modification #33:	6,060,464.00
Contract Modification #34:	0
Contract Modification #35:	(\$1,064,562.00)
<b>This Modification #32:</b>	<b>(\$15,701,707.50)</b>
New Contract Price:	321,678,247.65

## 3. **Completion Date Adjustments.**

None.

## 4. **Milestone Payments.**

No changes.

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 #32 and the provisions of the Contract, the provisions of this Modification #32 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)  
Mark Moon  
Senior Vice President  
Global - Worldwide

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

DATE: July 8, 2009

DATE: July 9, 2009

Reviewed by: (Signature on File)  
Wes Jones  
Motorola Project Manager

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

DATE: July 7, 2009

DATE: July 9, 2009