

**MODIFICATION # 37
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #37 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 #37 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 #37 is to modify the Division Four Elkins Branch Site, from Microwave-only to a Microwave/Radio ("LMR") site.

Both parties agree to the following:

1. Description of this Modification.

A. Overview.

The original system design included a microwave only site at Walker Mountain Repeater. Walker Mountain Repeater is no longer part of the system design and is now being replaced by the Elkins Branch Site. The Commonwealth has requested that the Elkins Branch Site be changed to a 4-channel, Microwave/Radio ("LMR") Site.

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 Four Elkins Branch 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 the Site for LMR operation.

Description	Elkins Branch
Trunked Remote Site Controller	\$ 8,509.00
Ethernet Switch and Site Router	\$ 8,230.00
4-Channel LMR Site	
Materials	\$ 86,776.00
Labor	\$ 67,404.00
VHF Antenna Network	
Materials	95,245.00

Description	Elkins Branch
Labor	\$ 11,930.00
Bird RF Sensor Monitor	\$ 4,136.00
UPS (20 KVA)	\$ 25,577.00
Total Customer Price	\$307,807.00
Grand Total For This Modification #37	\$307,807.00

2. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9, 11 through 26, 28 through 29 and 31 through 35:	(\$7,995,451.35)
Amount of Modifications numbered 10, 27, 30, and 36:	Pending
This Modification # 37:	\$307,807.00
New Contract Price:	321,986,054.65

3. Completion Date Adjustments.

None.

4. Milestone Payments.

In accordance with this Modification #37, the following Milestone Payment will be added to the Contract:

MONTH AND QUARTER	MILESTONE NAME	CONTRACT MILESTONE	MILESTONE AS OF MODIFICATION #37
Q_10	Completion of work as described in this Modification #37 – Elkins Branch Site	N/A	\$307,807.00
MODIFICATION #37 TOTAL			\$307,807.00

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 #37 and the provisions of the Contract, the provisions of this Modification #37 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)
David Walker
Motorola PM Director

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

DATE: December 8, 2009

DATE: December 14, 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: December 15, 2009

DATE: December 14, 2009