

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

CONTRACT NO. SP035

MODIFICATION NO. 6

FOR

**PHOTO ENFORCEMENT MAINTENANCE
AND CITATION PROCESSING SERVICES**

This Modification No. 6 to Contract No. SP035 is made and entered into this 12th day of June 2013, by and between the LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY, hereinafter referred to as "METRO", and XEROX STATE AND LOCAL SOLUTIONS INC. (formerly known as ACS STATE & LOCAL SOLUTIONS, INC.), hereinafter referred to as "CONTRACTOR".

WHEREAS, Contractor and Metro entered into Contract No. SP035, effective February 1, 2000; Modification No. 1, dated October 5, 2001; Modification No. 2, dated December 9, 2004; Modification No. 3, dated December 7, 2006; Modification No. 4, dated June 8, 2011; and Modification No. 5, dated June 8, 2011, the ("Existing Contract") and;

WHEREAS, Contractor and Metro desire to modify the Existing Contract as provided herein.

WHEREAS, METRO acknowledges that Contractor has been acquired by XEROX and has changed its legal name from ACS STATE & LOCAL SOLUTIONS, INC. to XEROX STATE & LOCAL SOLUTIONS, INC. as demonstrated by Attachment A, and the parties desire to amend the Contract to reflect such legal name change.

Now, therefore, it is mutually agreed, by and between the parties as follows:

1. CHANGE OF LEGAL NAME OF CONTRACTOR

The parties hereby agree that, effective April 2, 2012, each appearance in the Contract of the term "Contractor" is deemed to refer to XEROX STATE & LOCAL SOLUTIONS, INC. (XEROX)

2. ARTICLE V: PERIOD OF PERFORMANCE

The period of performance for the Blue Line and Orange Line Phase 1 is extended for a period of three (3) months, from June 30, 2013 to September 30, 2013.

The period of performance for the Orange Line Phase 2 is included, extending the period of performance for three (3) months, from June 30, 2013 to September 30, 2013.

3. ARTICLE IV: COMPENSATION is hereby revised as shown below:

The total contract value of \$12,359,820 is increased by an additional amount of \$382,800 for a new contract value in the Not-to-Exceed amount of \$12,742,620.


4. RECAPTULATION

	Amount of Action	Cumulative Amount
Base Contract		\$3,497,960
Modification No. 1	-0-	\$3,497,960
Modification No. 2	-0-	\$3,497,960
Modification No. 3	\$6,072,000	\$9,569,960
Modification No. 4	\$2,692,800	\$12,262,760
Modification No. 5	\$97,060	\$12,359,820
Modification No. 6	\$382,800	\$12,742,620
Total of all Modifications	\$9,244,660	

Except as expressly amended hereby, the Existing Contract remains in full force and effect as originally executed.

IN WITNESS WHEREOF, the parties have caused this Modification No. 6 to the Existing Contract to be executed by their respective officers duly authorized on the date first written above.

XEROX STATE & LOCAL SOLUTIONS, INC.

By: 
(Signature)

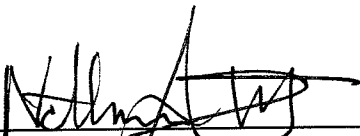
ALLEN SHUTT
Sr. Vice President
(Typed Name and Title)

6/17/13

Date

**LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY**

ARTHUR LEAHY
Chief Executive Officer

FOR 
By: Donald C. Dwyer
Deputy Executive Officer
Procurement

6/20/13
Date

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

CONTRACT NO. SP035

MODIFICATION NO. 7

FOR

**PHOTO ENFORCEMENT MAINTENANCE
AND CITATION PROCESSING SERVICES**

This Modification No. 7 to Contract No. SP035 is made and entered into this 16th day of September 2013, by and between the LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY, hereinafter referred to as "METRO", and XEROX STATE AND LOCAL SOLUTIONS INC. (formerly known as ACS STATE & LOCAL SOLUTIONS, INC.), hereinafter referred to as "CONTRACTOR".

WHEREAS, Contractor and Metro entered into Contract No. SP035, effective February 1, 2000; Modification No. 1, dated October 5, 2001; Modification No. 2, dated December 9, 2004; Modification No. 3, dated December 7, 2006; Modification No. 4, dated June 8, 2011; Modification No. 5, dated June 8, 2011, and Modification No. 6, dated June 12, 2013 the ("Existing Contract") and;

WHEREAS, Contractor and Metro desire to modify the Existing Contract as provided herein.

Now, therefore, it is mutually agreed, by and between the parties as follows:

1. ARTICLE V: PERIOD OF PERFORMANCE

The period of performance for the Blue Line and Orange Line Phase 1 is extended for a period of three (3) months, from October 1, 2013 to December 31, 2013.

The period of performance for the Orange Line Phase 2 is included, extending the period of performance for three (3) months, from October 1, 2013 to December 31, 2013.

2. **ARTICLE IV: COMPENSATION** is hereby revised as shown below:

The total contract value of \$12,742,620 is increased by an additional amount of \$382,800 for a new contract value in the Not-to-Exceed amount of \$13,125,420.

3. **RECAPTULATION**

	Amount of Action	Cumulative Amount
Base Contract		\$ 3,497,960
Modification No. 1	-0-	\$ 3,497,960
Modification No. 2	-0-	\$ 3,497,960
Modification No. 3	\$6,072,000	\$ 9,569,960
Modification No. 4	\$2,692,800	\$12,262,760
Modification No. 5	\$ 97,060	\$12,359,820
Modification No. 6	\$ 382,800	\$12,742,620
Modification No. 7	\$ 382,800	\$13,125,420
Total of all Modifications	\$9,627,460	

Except as expressly amended hereby, the Existing Contract remains in full force and effect as originally executed.

IN WITNESS WHEREOF, the parties have caused this Modification No. 7 to the Existing Contract to be executed by their respective officers duly authorized on the date first written above.

XEROX STATE & LOCAL SOLUTIONS, INC.

By: Allen Shutt
(Signature)

ALLEN SHUTT
Vice President
(Typed Name and Title)

9/20/13
Date

**LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY**

ARTHUR LEAHY
Chief Executive Officer

By: Donald C. Dwyer
Donald C. Dwyer
Deputy Executive Officer
Procurement

9/25/13
Date

LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY

CONTRACT NO. SP035

MODIFICATION NO. 8

FOR

**PHOTO ENFORCEMENT MAINTENANCE
AND CITATION PROCESSING SERVICES**

This Modification No. 8 to Contract No. SP035 is made and entered into this 18th day of December 2013, by and between the LOS ANGELES COUNTY METROPOLITAN TRANSPORTATION AUTHORITY, hereinafter referred to as "METRO", and XEROX STATE AND LOCAL SOLUTIONS INC. (formerly known as ACS STATE & LOCAL SOLUTIONS, INC.), hereinafter referred to as "CONTRACTOR".

WHEREAS, Contractor and Metro entered into Contract No. SP035, effective February 1, 2000; Modification No. 1, dated October 5, 2001; Modification No. 2, dated December 9, 2004; Modification No. 3, dated December 7, 2006; Modification No. 4, dated June 8, 2011; Modification No. 5, dated June 8, 2011, Modification No. 6, dated June 12, 2013, and Modification No. 7, dated September 17, 2013, the ("Existing Contract") and;

WHEREAS, Contractor and Metro desire to modify the Existing Contract as provided herein.

Now, therefore, it is mutually agreed, by and between the parties as follows:

1. ARTICLE V: PERIOD OF PERFORMANCE

The period of performance for the Blue Line and Orange Line Phase 1 is extended for a period of six (6) months, from December 31, 2013 to June 30, 2014.

The period of performance for the Orange Line Phase 2 is included, extending the period of performance for six (6) months, from December 31, 2013 to June 30, 2014.

2. **ARTICLE IV: COMPENSATION** is hereby revised as shown below:

The total contract value of \$13,125,420 is increased by an additional amount of \$765,600 for a new contract value in the Not-to-Exceed amount of \$13,891,020.


3. **RECAPTULATION**

	Amount of Action	Cumulative Amount
Base Contract		\$ 3,497,960
Modification No. 1	-0-	\$ 3,497,960
Modification No. 2	-0-	\$ 3,497,960
Modification No. 3	\$6,072,000	\$ 9,569,960
Modification No. 4	\$2,692,800	\$12,262,760
Modification No. 5	\$ 97,060	\$12,359,820
Modification No. 6	\$ 382,800	\$12,742,620
Modification No. 7	\$ 382,800	\$13,125,420
Modification No. 8	\$765,600	\$13,891,020
Total of all Modifications	\$10,393,060	

Except as expressly amended hereby, the Existing Contract remains in full force and effect as originally executed.

IN WITNESS WHEREOF, the parties have caused this Modification No. 8 to the Existing Contract to be executed by their respective officers duly authorized on the date first written above.

XEROX STATE & LOCAL SOLUTIONS, INC.

By: 
(Signature)


ALLEN SHUTT
Vice President

(Typed Name and Title)

12/26/12
Date

LOS ANGELES COUNTY METROPOLITAN
TRANSPORTATION AUTHORITY

ARTHUR LEAHY
Chief Executive Officer

By: 
Donald C. Dwyer
Deputy Executive Officer
Procurement

12/23/13
Date



Xerox State & Local Solutions, Inc.
 606 S. Olive St.
 23rd floor
 Los Angeles CA 90014

INVOICE

Invoice 962697

Page Number: 1
 Date: 11/3/2013
 Customer: 222679

Please Remit Payments To:
 Affiliated Computer Services
 P.O. Box 201322
 Dallas TX 75320-1322

SOLD

TO: SP035- MTA BLUE LINE RED LIGHT
 METROPOLITAN TRANSPORTATION AUTHORITY
 PO BOX 512296
 LOS ANGELES CA 90051-0296

SHIP

TO: SP035- MTA BLUE LINE RED LIGHT
 METROPOLITAN TRANSPORTATION AUTHORITY
 PO BOX 512296
 LOS ANGELES CA 90051-0296

CUSTOMER P.O.		ORDER #	TERMS		DUE DATE
		1107182	NET 30		12/3/2013
ITEM NUMBER	DESCRIPTION	UM	QUANTITY	UNIT PRICE	AMOUNT
200140	October 2013 Monthly Maintenance Fees - MTA Blue Line Photo Enforcement 20 Active Approaches *** Monthly Administrative Fee . (Contract SP035 - MTA Blue Line Red Light)	EA	20	2,200.000000	44,000.00

RECEIVED
 2013 NOV 15 A 9:38
 ACCOUNTS PAYABLE

962697



42361954

Subtotal:	\$ 44,000.00
Tax:	
Total:	\$ 44,000.00

October 2013

This report contains unadjusted and unaudited data and is for estimating purposes only. The report does not match the monthly revenues cities receive because of statutorily required adjustments.

CITY NAME	REVENUE			PAYMENT TRANSACTION COUNTS			
	GENERAL	TRAFFIC	TOTAL	CONTINUANCE	DISPOSITION	OTHER	TOTAL
BALDWIN PARK	\$35,110.41	\$21,080.43	\$56,190.84	215	390	19	624
BELL GARDENS	\$41.34	\$25.65	\$66.99	0	9	1	10
BEVERLY HILLS	\$55,667.75	\$32,830.64	\$88,498.39	302	310	131	743
COMMERCE	\$62,432.78	\$39,620.76	\$102,053.54	305	771	77	1153
COMPTON	\$14.69	\$9.61	\$24.30	0	1	0	1
COVINA	\$27,046.43	\$16,562.95	\$43,609.38	148	279	16	443
CULVER CITY	\$115,247.47	\$71,206.41	\$186,453.88	650	694	177	1521
EL MONTE	\$0	\$0	\$0	0	0	1	1
GARDENA	\$1,128.37	\$595.07	\$1,723.44	5	51	1	57
GLENDALE	\$801.31	\$482.41	\$1,283.72	2	24	2	28
HAWTHORNE	\$41,738.15	\$26,625.00	\$68,363.15	282	421	51	754
INGLEWOOD	\$40,193.24	\$23,586.09	\$63,779.33	256	696	22	974
L.A. COUNTY	\$9,268.62	\$1,309.62	\$10,578.24	0	9	0	9
LANCASTER	\$406	\$265.46	\$671.91	0	29	7	36
LONG BEACH	\$75.80	\$48.89	\$124.69	0	12	0	12
LOS ANGELES	\$3,338.37	\$3,415.13	\$6,753.50	1	130	2	133
LOS CERRITOS	\$13,333.63	\$8,041.95	\$21,375.58	70	161	13	244
LYNWOOD	\$6,212.01	\$3,996.06	\$10,208.07	35	101	2	138
MONTEBELLO	\$36,694.62	\$22,513.67	\$59,208.29	208	360	44	612
MTA	\$190	\$239,442.01	\$239,631.98	1018	1266	233	2517
PASADENA	\$277.99	\$183.88	\$461.87	0	9	2	11
SANTA CLARITA	\$34,159.37	\$20,877.14	\$55,036.51	229	259	40	528
SOUTH GATE	\$20,377	\$12,099.64	\$32,476.70	111	233	11	355
WALNUT	\$30,540.49	\$19,296.58	\$49,837.07	232	240	17	489
WEST HOLLYWOOD	\$47,856.38	\$29,343.34	\$77,199.72	257	295	83	635
WHITTIER	\$127.79	\$125.10	\$252.89	0	2	0	2



Xerox State & Local Solutions, Inc.
 606 S. Olive St.
 23rd floor
 Los Angeles CA 90014

INVOICE

Invoice 973339

Page Number: 1
 Date: 12/3/2013
 Customer: 222679

Please Remit Payments To:
 Affiliated Computer Services
 P.O. Box 201322
 Dallas TX 75320-1322

SOLD

TO: SP035- MTA BLUE LINE RED LIGHT
 METROPOLITAN TRANSPORTATION AUTHORITY
 PO BOX 512296
 LOS ANGELES CA 90051-0296

SHIP

TO: SP035- MTA BLUE LINE RED LIGHT
 METROPOLITAN TRANSPORTATION AUTHORITY
 PO BOX 512296
 LOS ANGELES CA 90051-0296

CUSTOMER P.O.		ORDER #	TERMS		DUE DATE
		1119088	NET 30		1/2/2014
ITEM NUMBER	DESCRIPTION	UM	QUANTITY	UNIT PRICE	AMOUNT
200140	November 2013 Monthly Maintenance Fees - MTA Blue Line Photo Enforcement 20 Active Approaches *** Monthly Administrative Fee . (Contract SP035 - MTA Blue Line Red Light)	EA	20	2,200.000000	44,000.00

973339



42367299

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 2013 DEC 12 A 9:01
 ACCOUNTS PAYABLE

Subtotal:	\$ 44,000.00
Tax:	
Total:	\$ 44,000.00

Oracle Applications - Metropolitan Transportation Authority

File Edit View Folder Tools Reports Actions Window Help

ORACLE

Invoice Workbench (AP Supervisor)

Batch Control Total Batch Actual Total

AP BATCH REVIEW

Open	Type	Trading Partner	Supplier Num	Supplier Site	Invoice Date	Invoice Num	Invoice	Invoice Amount	Tax	Terms	Payment Method	Pay Group	Pay Alo	
<input checked="" type="checkbox"/>	MET	Standard	ACS Transport Solution	65885	PO BOX 201	03-NOV-2013	962697	USD			44,000.00	Immedi	Electronic	Standard
<input type="checkbox"/>														
<input type="checkbox"/>														
<input type="checkbox"/>														

1 General 2 Lines 3 Holds 4 View Payments 5 Scheduled Payments 6 View Prepayment Applications

Payment Method	Document Num	Payment Date	GL Date	Void	Payment Amount	Discount Taken
<input checked="" type="checkbox"/> Electronic	921753	20-NOV-2013	20-NOV-2013	<input type="checkbox"/>	44,000.00	
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		

Payment Overview

Actions... 1 Calculate Tax Tag Details Corrections Quick Match Match All Distributions

Oracle Applications - Metropolitan Transportation Authority

File Edit View Folder Tools Reports Actions Window Help

ORACLE

Invoice Workbench (AP Supervisor)

Batch Control Total Batch Actual Total

AP BATCH REVIEW

Open	Type	Trading Partner	Supplier Num	Supplier Site	Invoice Date	Invoice Num	Invoice	Invoice Amount	Tax	Terms	Payment Method	Pay Group	Pay Alo	
<input checked="" type="checkbox"/>	MET	Standard	ACS Transport Solution	65885	PO BOX 201	03-DEC-2013	973339	USD			44,000.00	Immedi	Electronic	Standard
<input type="checkbox"/>														
<input type="checkbox"/>														
<input type="checkbox"/>														

1 General 2 Lines 3 Holds 4 View Payments 5 Scheduled Payments 6 View Prepayment Applications

Payment Method	Document Num	Payment Date	GL Date	Void	Payment Amount	Discount Taken
<input checked="" type="checkbox"/> Electronic	925606	16-JAN-2014	16-JAN-2014	<input type="checkbox"/>	44,000.00	
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		
<input type="checkbox"/>				<input type="checkbox"/>		

Payment Overview

Actions... 1 Calculate Tax Tag Details Corrections Quick Match Match All Distributions