

**SECOND AMENDMENT TO EXCLUSIVE AGREEMENT BETWEEN THE CITY OF
OXNARD, IN THE COUNTY OF VENTURA, CA AND REDFLEX TRAFFIC SYSTEMS, INC.
FOR PHOTO RED LIGHT ENFORCEMENT PROGRAM**

This Second Amendment (“**Second Amendment**”) to the Exclusive Agreement between the City of Oxnard, in the County of Ventura, CA and Redflex Traffic Systems, Inc. for Photo Red Light Enforcement Program (“**Agreement**”) is made and entered into in the County of Ventura, State of California, this 15th day of October, 2015, by and between the City of Oxnard, a municipal corporation (the “**City**”) and Redflex Traffic Systems, Inc. (“**Redflex**”). It shall be considered retroactive to September 23, 2015 (the “Effective Date”).

RECITALS

- A. The Parties executed the Exclusive Agreement between the City of Oxnard, in the County of Ventura, CA and Redflex Traffic Systems, Inc. for Photo Red Light Enforcement Program on September 23, 2008 (the “Agreement”).
- B. On April 10, 2012 the City sent a letter to Redflex outlining its intent to execute the first of two (2) additional one (1) year extension periods, which would commence on September 23, 2013, and requesting that the SMARTscene Live!TM System be added to all approaches that have the SMARTscene Live!TM System capability.
- C. The First Amendment, executed on August 24th, 2015, memorialized the Parties’ agreement to execute requests outlined in the April 10, 2012 letter.
- D. This Second Amendment is to confirm the Parties’ agreement to extend the Term as provided for in Section 2 of the Agreement on a month-to-month basis (not to exceed one year) upon the expiration of the current Term on September 23, 2015.

TERMS AND CONDITIONS

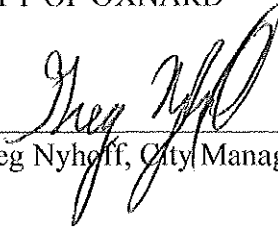
City and Redflex agree as follows:

- 1. Term Extension:

The Parties agree to extend the Term on a month-to-month basis upon the expiration of the current Term on September 23, 2015 until the earlier of (1) termination, (2) the Parties enter into a new contract for automated photo enforcement cameras, or (3) one year; provided, however that either Party may terminate this extension upon thirty (30) days written notice to the other Party.


- 2. All terms and conditions set forth in the Agreement which are not specifically modified by this Second Amendment remain in full force and effect.

CITY OF OXNARD



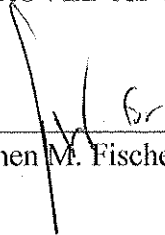
Greg Nyhoff, City Manager

REDFLEX




Michael Finn, CEO, Redflex Traffic Systems,
Inc.

APPROVED AS TO FORM:



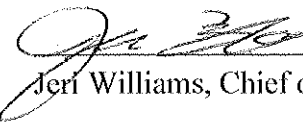
Stephen M. Fischer, Interim City Attorney

APPROVED AS TO INSURANCE:



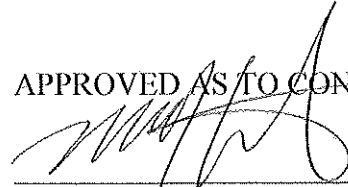
Risk Manager

APPROVED AS TO CONTENT:



Jeri Williams, Chief of Police

APPROVED AS TO CONTENT:



Randy Latimer, Project Manager