

**AMENDMENT NO. 5 TO THE AGREEMENT
BETWEEN THE CITY OF SAN MATEO AND
REDFLEX TRAFFIC SYSTEMS, INC. FOR
RED LIGHT TRAFFIC ENFORCEMENT SERVICES (“Amendment No. 5”)**

RECITALS

1. The City of San Mateo (“CITY”), a municipal corporation of the State of California, and REDFLEX TRAFFIC SYSTEMS, INC. (“REDFLEX”), 5651 W. Talavi Blvd., Suite 200, Glendale, AZ 85306, entered into an Agreement for a Photo Red Light Enforcement Program on November 16, 2009 (the “Original Agreement”);

2. The Original Agreement was amended on November 16, 2015 (“Amendment No. 1”), on February 26, 2016 (“Amendment No. 2”), on April 28, 2016 (“Amendment No. 3”), and on May 16, 2016 (“Amendment No. 4”), (the Amendments collectively with the Original Agreement, the “Agreement”); and

3. CITY and REDFLEX wish to amend the Agreement to extend the term.

The parties agree as follows:

TERMS AND CONDITIONS

1. The parties agree to extend the Agreement for one (1) additional two-year Extension Term as provided in Section 2 of the Original Agreement to commence on June 15, 2018 and end on June 14, 2020. The parties hereby ratify and affirm that the CITY has the right, but not the obligation, to extend the Agreement for an additional two (2) year period following the expiration of this Amendment No. 5 on June 14, 2020.

2. Except as expressly amended in this Amendment No. 5, the terms and conditions of the Agreement shall remain in full force and effect. To the extent that this Amendment No. 5 conflicts with the terms and conditions of the Agreement, this Amendment No. 5 shall control.

CITY OF SAN MATEO,
a municipal corporation,

REDFLEX TRAFFIC SYSTEMS, INC.

Larry A. Patterson
City Manager

Virginia O’Malley
Vice President and General Counsel

Date: _____

Date: _____