

**FIRST AMENDMENT TO
AGREEMENT NO. 08-00553 BETWEEN
THE CITY OF SANTA CLARITA AND
REDFLEX TRAFFIC SYSTEMS, INC.**

Contract No. 08-00553-A

THIS FIRST AMENDMENT ("Amendment") is made and entered into this 9th day of April 2014, by and between the CITY OF SANTA CLARITA, a general law city and municipal corporation existing under the laws of California ("CITY"), and REDFLEX TRAFFIC SYSTEMS, INC. ("CONSULTANT").

1. Section 2 of Agreement No. 08-00553 ("Agreement"), is hereby amended in its entirety to read as follows:

"TERM. The term of this Agreement shall be on a month to month basis up to twelve months commencing April 1, 2014 or until terminated by either party as set forth in Section 8."

2. Section 8 of the Agreement is hereby amended to replace subsections 8.A. and 8.B. with the following language:

"A. Deleted

B. Termination for Convenience: Either party may terminate this Agreement without cause at any time by giving 30 days written notice to the other party. In such instance, CONTRACTOR shall only be entitled to the payment of any amounts described in Exhibit "D" owed for such 30 day notice period."

3. This Amendment may be executed in any number or counterparts, each of which will be an original, but all of which together constitutes one instrument executed on the same date.
4. Except as modified by this Amendment, all other terms and conditions of Agreement No. 08-00553 remain the same.

[SIGNATURES ON NEXT PAGE]

IN WITNESS WHEREOF, the parties hereto have executed this contract the day and year first hereinabove written.

FOR CONSULTANT:

By: 

James A. Saunders, CEO Reflex Traffic Systems, Inc.

Print Name & Title

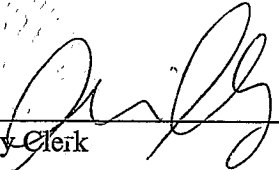
Date: 3/6/14

FOR CITY OF SANTA CLARITA:
KENNETH W. STRIPLIN, CITY MANAGER

By: 
City Manager

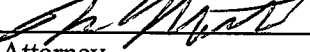
Date: 4-8-14

ATTEST:

By: 
City Clerk

Date: 4/9/14

APPROVED AS TO FORM:
JOSEPH M. MONTES, CITY ATTORNEY

By: 
City Attorney

Date: 4/8/14