

From 1-27-10  
staff rep

AMENDMENT ONE  
TO  
PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT ONE TO PROFESSIONAL SERVICES AGREEMENT (the "Amendment") made and entered this 10th day of November, 2009 between AMERICAN TRAFFIC SOLUTIONS, INC. (herein "ATS"), a corporation duly registered under the laws of the State of Kansas with its principal place of business at 7681 East Grey Road, Scottsdale, Arizona 85260, and The CITY OF SOUTH SAN FRANCISCO, CALIFORNIA (herein "City"), a municipal corporation of the State of California with principal offices at 33 Arroyo Drive, Suite C, South San Francisco, CA 94080 (collectively the "Parties").

WITNESSETH:

WHEREAS, on October 6, 2006 ATS and the City entered into a Professional Services Agreement (the "Agreement") whereby the City contracted with ATS to provide a Photo Safety Enforcement Program to the City;

WHEREAS, the City and ATS wish to modify and amend the Agreement;

NOW THEREFORE, in consideration of the promises and other good and valuable consideration specified in this Amendment, the Parties hereby agree to amend the Agreement as follows:

1. **Section 6. Fees and Payments** shall be amended by deleting the section entitled "Revenue Neutrality Clause" in its entirety.

2. All other terms and conditions of the Agreement shall remain in full force and effect unless specifically changed by the terms and conditions of this Amendment.

IN WITNESS WHEREOF, the parties have executed this Amendment One to Professional Services Agreement as of the date accepted by the City.

AMERICAN TRAFFIC SOLUTIONS, INC.

By: [Signature]  
Name: Adam E. Tuton  
Title: Executive Vice President, COO  
Date: 11-10-09

CITY OF SOUTH SAN FRANCISCO, CA

By: [Signature]  
Name: BARBARA M. WAGEL  
Title: City Manager  
Date: 11-3-09

ACCEPTED AS TO FORM:

By: [Signature]  
Name: STEVEN T. MITTAS  
Title: City Attorney  
Date: 11/4/09

ATTEST:

By: [Signature]  
Name: [Signature]  
Title: City Clerk  
Date: 11/5/09