

**MODIFICATION # 25
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #25 is an agreement between the Commonwealth of Virginia through its Department of State Police, hereinafter referred to as "State" or "Commonwealth," and Motorola, Inc., hereinafter referred to as "Motorola," which modifies Contract Number 2001-035 (the "Contract") between the parties. This Modification #25 is hereby incorporated into and made an integral part of the Contract effective July 13, 2004. This Modification will be effective as of the last date signed below.

The purpose of this Modification #25 is to account for the final site construction costs encountered during the Division 5 build-out.

Both parties agree to the following:

1. Description of this Modification.

Subsection 8.1, paragraph 2 of Contract Section 8 (Transmitter Sites) provides that the information contained in Section 8 is based upon generic STARS designs, since the STARS Transmitter Sites were not available to Motorola to complete Site walks prior to Contract execution. Given that Motorola has subsequently completed Site walks and the resulting final Transmitter Site designs, this Modification is based upon deviations from the generic (baseline) STARS design. These final designs affect the Contract Price based upon adjustments for Equipment, Services, materials, and labor for civil work and buildings, as detailed below.

A. Modification of Contract Price – Microwave/Radio Site Modifications Based Upon Final Design.

1) The chart below summarizes the increase in the Contract Price for modification of the site materials and civil construction costs in eight (8) named Microwave/Radio sites due to final design changes that are detailed in Attachment A – Microwave Site Civil Work Modifications Based upon Final Design, which is attached hereto and fully incorporated herein.

Site Name	Total Contract Adjustment by Site
Suffolk	\$ 65,695.51
Franklin	\$ 251,285.77
5th Division HQ	\$ 64,634.80
Hampton	\$ (195,450.79)
Eastville	\$ 85,416.05
Mathews	\$ 129,043.11
Burgess	\$ 281,000.20
Accomac	\$ 562,536.66
	\$ 1,244,161.31

3) The increase of \$1,244,161.31 to the Contract Price is summarized, by category, below.

Increase in Site Material Costs	\$ 162,667.57
Increase in Civil Construction Costs	\$ 1,081,493.75
	\$ 1,244,161.31

2. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9, 11 through 24, 26, and 29	\$8,807,382.84
This Modification #25:	1,244,161.31
New Contract Value:	\$339,725,243.15

3. Completion Date Adjustments.

None.

4. Milestone Payments.

In accordance with this Modification, the Contract Milestone Payments for the work described herein are modified as follows:

MONTH AND QUARTER	MILESTONE NAME	CONTRACT MILESTONE	AMOUNT OF MILESTONE ADJUSTMENT
Q4' 2008	Additional 5 th Division Site Costs	N/A	\$1,244, 161.31
TOTALS			1,244,161.31

The above listed payments will be due upon execution of this Modification #25. All work outlined in this change order has been completed.

The foregoing is the complete and final expression of the parties' agreement to modify Contract 2001-035 and cannot be modified, except by a writing signed by duly authorized representatives of both parties. If there are any inconsistencies between the provisions of this Modification and the provisions of the Contract, the provisions of this Modification will prevail.

ALL OTHER TERMS AND CONDITIONS OF THE CONTRACT REMAIN UNCHANGED AND SHALL REMAIN IN FULL FORCE.

PERSONS SIGNING THIS CONTRACT MODIFICATION ARE AUTHORIZED REPRESENTATIVES OF EACH PARTY TO THIS CONTRACT AND ACKNOWLEDGE THAT EACH PARTY AGREES TO BE BOUND BY THE TERMS AND CONDITIONS OF THIS CONTRACT MODIFICATION.

MOTOROLA, INC.

COMMONWEALTH OF VIRGINIA
Department of State Police

BY: (Signature on File)
Jim Welch, V. P.
North American Distribution

BY: (Signature on File)
Colonel W. Steven Flaherty
Superintendent

DATE: 11/21/08

DATE: 11/25/08

Reviewed by: (Signature on File)
Wes Jones
Motorola Project Director

BY: (Signature on File)
Patricia T. Trent, CPPB, VCO
Procurement and Contract Officer

DATE: 11/24/08

DATE: 11/25/08