

**MODIFICATION # 21
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #21 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 #21 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 #21 is for the Commonwealth to make a final purchase of microwave equipment as a Last Time Buy ("LTB").

Both parties agree to the following:

1. Description of this Modification.

A. Overview.

Microwave Networks, Inc. ("MNI"), Motorola's subcontractor of microwave equipment for STARS, announced the end-of-life-cycle for its CM product line. The Commonwealth has advised of its intent to continue utilizing the CM product line, due to its familiarity with the products, product reliability, training, and spares availability.

B. Terms. The parties have agreed to the following terms that pertain to this LTB:

- (1) MNI will build all the CM radios remaining on the Contract, including 6 GHz and 11 GHz models, as set forth in Attachment A – CM Last Time Buy Summary, which is attached hereto and incorporated herein.
- (2) When manufacturing is completed, the CM radios will be inventoried and stored in a warehouse until shipment to a specified STARS/Virginia State Police location.
- (3) Motorola will provide the Commonwealth with a written inventory of the CM radios when they are ready to be shipped to the MNI warehouse in Stafford, TX, which is designated as the delivery point.
- (4) Prior to shipment of the CM radios from the MNI warehouse in Stafford, Texas to a specified STARS/Virginia State Police location, MNI shall retune equipment to licensed frequencies and perform a Factory Acceptance Test ("FAT").

(5) Title to and Risk of Loss for the CM Radios will pass to the Commonwealth in accordance with Section 4.6 (Contractor's Title To Materials and Equipment) of Contract Appendix 1a (STARS Terms and Conditions), as revised in Modification #4, effective June 17, 2005.

(6) MNI will use all commercially reasonable efforts to make CM radio hardware and software support available through December 31, 2022.

C. Modification of Contract Price.

There is no change to the Contract Price.

2. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9 and 12 through 19	\$7,999,194.49
Amount of Modifications numbered 10, 11, and 20	Pending
Contract Modification #22	\$207,200.00
Contract Modification #23	(\$436,794.00)
This Modification #21:	\$0.00
New Contract Value:	\$337,443,299.49

3. Completion Date Adjustments.

None.

4. Milestone Payments.

In accordance with this Modification #21, the Contract Milestone Payments are modified as follows:

CONTRACT MONTH AND QUARTER	MONTH AND QUARTER AS OF MOD. NO. 21	MILESTONE NAME	CONTRACT MILESTONE AMOUNT	MILESTONE AMOUNT AS OF MOD. NO. 21
Oct '06	Payment Due Upon Execution of this Modification	Microwave Staging Event #2	\$11,620,852	\$6,577,011.19

The Milestones for the Microwave Staging Events #3 and 4 will be modified in a subsequent Modification.

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 #21 and the provisions of the Contract, the provisions of this Modification #21 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)
Michael Archbold
Motorola Project Manager

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

DATE: November 30, 2007

DATE: November 30, 2007

Reviewed by: (Signature on File)
Tony Hansen
Motorola Project Manager

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

DATE: November 30, 2007

DATE: November 30, 2007

Reviewed By:

Marty Rogan
Contracts

DATE: _____

Attachment A

CM Last Time Buy Summary

No.	Site 1	Site 2	Description/Type	# Radios
1	N/A	N/A	Spares (See Attachment B)	-
2	Greens Knob	Long Mtn Rptr	New CM6 OC3 x 2	4
3	Pinnacle Knob	Mt Weather	New CM6 OC3	2
4	Bear Den Mtn	Gordonsville Rptr	New CM6 OC3	2
5	Bear Den Mtn	Harrisonburg AO	New CM6 OC3	2
6	Camp 30 VDOT	Mt Weather	New CM6 OC3	2
7	Camp 30 VDOT	7th Division HQ	New CM6 OC3	2
8	7th Division HQ	Independent Hill AO	New CM6 OC3	2
9	Greens Knob	6th Division HQ	New CM6 OC3 x 2	4
10	Thornburg	Edge Hill VDOT	New CM6 OC3	2
11	Edge Hill VDOT	Independent Hill AO	New CM6 OC3	2
12	North Mtn Rptr	Elliot Knob	New CM6 OC3	2
13	Duncan Knob	Sounding Knob	Refurbished CM 28DS1	2
14	Apple Orchard Mtn	Long Mtn Rptr	New CM6 OC3	2
15	North Mtn Rptr	Apple Orchard Mtn	New CM6 OC3	2
16	3rd Division HQ	Hightop Mtn	New CM6 OC3	2
17	Bear Den Mtn	Hightop Mtn	New CM6 OC3	2
18	Old Staunton AO	Bear Den Mtn	New CM6 OC3	2
19	Old Staunton AO	Elliot Knob	New CM6 OC3	2
20	4th Division HQ	Dead Pine	New CM6 OC3 x 2	4
21	4th Division HQ	Walker Mtn Rptr	New CM6 OC3 x 3	6
22	4th Division HQ	Little Walker	New CM6 OC3	2
23	Walker Mtn Rptr	Buck Mtn	New CM6 OC3 x 2	4
24	Walker Mtn Rptr	East River Mtn	New CM6 OC3	2
25	Beamer Knob	Buck Mtn	New CM6 OC3 x 2	4
26	Beamer Knob	Bull Mtn Rptr	New CM6 OC3 x 2	4

No.	Site 1	Site 2	Description/Type	# Radios
27	White Top Mtn	Brumley Mtn	New CM6 OC3	2
28	White Top Mtn	Little Walker	New CM6 OC3	2
29	East River Mtn	Big A Mtn Rptr	New CM6 OC3	2
30	Big A Mtn Rptr	Brumley Mtn	New CM6 OC3	2
31	6th Division HQ	Ft Lewis Mtn Rptr	New CM11 OC3 x 2	4
32	Poor Mtn	Ft Lewis Mtn Rptr	New CM6 OC3 x 2	4
33	Poor Mtn	Dead Pine	New CM6 OC3 x 2	4
34	Bull Mtn Rptr	Martinsville AO	New CM6 OC3 x 2	4
35	Martinsville AO	Turkey Cock Mtn	New CM6 OC3 x 2	4
36	White Oak Mtn	Turkey Cock Mtn	New CM6 OC3 x 2	4
37	Thornburg	Fredericksburg AO	Refurbished CM 28DS1	4
38	Covington VDOF	North Mtn Rptr	Refurbished CM 28DS1	4
39	Pinnacle Knob (Future)	Winchester AO (Future)	Refurbished CM 28DS1	4
40	Bear Den Mtn	Charlottesville AO	Refurbished CM 28DS1	4
41	Walker Mtn Rptr	Dismal Mtn	Refurbished CM 28DS1	4
42	White Top Mtn	Bristol AO	Refurbished CM 28DS1	4
43	Big A Mtn Rptr	Keen Mtn	Refurbished CM 28DS1	4
44	Big A Mtn Rptr	Vasant Rptr	Refurbished CM 28DS1	4
45	Big A Mtn Rptr	Dial Rock	Refurbished CM 28DS1	4
46	High Knob Rptr	Brumley Mtn	Refurbished CM 28DS1	4
47	High Knob Rptr	Hunter Mtn Rptr	Refurbished CM 28DS1	4
48	Duncan Knob	Elliot Knob	Refurbished CM 28DS1	4
49	7th Division HQ	Columbia Pike Rptr	Refurbished CM 28DS1	4
50	Independent Hill AO	Quantico Marine	Refurbished CM 28DS1	4
51	Elkins Branch	Keen Mtn	Refurbished CM 28DS1	4
52	2nd Division HQ (Future)	Culpeper VDOT (Future)	New CM11 8DS1	4
53	Long Mtn Rptr (Future)	Lynchburg VDOT (Future)	New CM11 8DS1	4
54	Long Mtn Rptr (Future)	Lynchburg AO (Future)	New CM11 8DS1	4
55	North Mtn Rptr	Lexington AO	New CM11 8DS1	4

No.	Site 1	Site 2	Description/Type	# Radios
56	North Mtn Rptr (Future)	Clifton Forge Ref (Future)	New CM11 8DS1	4
57	Dismal Mtn	Dublin AO	New CM11 8DS1	4
58	Bedford AO	Apple Orchard Mtn	Refurbished CM 28DS1	4
59	Halifax Rptr	White Oak Mtn	New CM6 OC3	2
60	Beamer Knob (Future)	Galax AO (Future)	New CM11 8DS1	4
61	Big A Mtn Rptr (Future)	Lebanon VDOT (Future)	New CM11 8DS1	4
62	High Knob Rptr	Wise AO	New CM11 8DS1	4
63	High Knob Rptr (Future)	Wise Residency VDOT (Future)	New CM11 8DS1	4
64	Hunter Mtn Rptr (Future)	Jonesville Residency VDOT (Future)	New CM11 8DS1	4
65	Ft Lewis Mtn Rptr (Future)	Salem VDOT Shop (Future)	New CM11 8DS1	4
66	Ft Lewis Mtn Rptr (Future)	Salem VDOT District (Future)	New CM11 8DS1	4
67	White Oak Mtn	Chatham VDOT / Danville AO	New CM11 8DS1	4
68	Greens Knob (Future)	Smith Mtn Lake (Future)	New CM6 8DS1	4
69	7th Division HQ (Future)	Springfield AO (Future)	New CM11 8DS1	4
70	Mt Weather	Leesburg AO	New CM6 8DS1	4
71	Massanutten VDOT	Luray AO	New CM11 28DS1	4
72	Brumley Mtn (Future)	Abington Aviation Off (Future)	New CM11 8DS1	4
73	Brumley Mtn (Future)	Claypool Hill AO (Future)	New CM6 8DS1	4
74	Lunenburg	Fort Pickett EOC	New CM6 28DS1	4
75	Wakefield NWSO (Future)	Waverly Rptr (Future)	New CM11 8DS1	4
76	Waverly Rptr	Waverly AO	New CM11 28DS1	4
77	SPHQ Bear Den	Fulton Depot VDOT Staunton VDOT / AO	New CM11 28DS1	4
78	Fredericksburg AO (Accomac)	Falmouth VDOT (Future)	New CM11 8DS1	4
79	5th Division HQ Accomac	Norfolk VDOT (Melfa AO)	New CM11 8DS1	4
80	Powhatan Petersburg Rptr	Powhatan Petersburg AO	New CM11 8DS1	4