

**MODIFICATION # 29
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #29 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 #29 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 #29 is to document the Revised Baseline Master Schedule and the new Final Project Acceptance date of April 28, 2010, which is 158 workdays behind the Original Final Project Acceptance date of September 2, 2009.

Both parties agree to the following:

The STARS Master Schedule 021408 received via Transmittal Number CHD_M_LAC_08_01199B on February 21, 2008, is accepted and acknowledged as the new Master Schedule baseline for the STARS implementation. As the finalization of this Modification # 29 has been postponed by managerial and legal reviews from all parties', Master Schedule 052108 will be utilized as the new Master Schedule baseline. Since the February 14, 2008, proposed Master Schedule, only minor changes have been made. These include additional predecessors and additional tasks to civil infrastructure, which do not effect the Schedule completion date. As well, implementation progress and adjusted duration for Site Lock Down in all remaining sites to maintain the final project acceptance date of April 28, 2010, were performed. Master Schedule 052108 replaces the project schedule file, entitled; "Mod1Section13b-ProjectSchedule_v3.pdf" referenced in Modification #1. This revised baseline delineates the addition of a 90 workday period starting February 14, 2008, for all sites to be "Locked Down," meaning that the Commonwealth has approved a site location, it is determined to be a viable site and the MOU / lease document has been received by Motorola. The Final Project Acceptance date is not expected to move out beyond this 90 day period for sites to be locked down and may be reduced should all sites be locked down prior to the end of the 90 day period. The parties may mutually agree upon further updated schedules without the necessity of a Contract Modification, as provided in Modification #3. Also, if the State does not respond to Motorola in writing within fifteen (15) calendar days after the State's receipt of an updated schedule from Motorola, then that schedule will be deemed agreed upon by both parties. This modification accepts and acknowledges the revised baseline Master Schedule and revises Modification #3 only and any cost changes associated with this Modification or other mutually agreed upon updated schedules will be determined later.

Contract Value Remains: \$338,281,883.49

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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 #29 and the provisions of the Contract, the provisions of this Modification #29 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
STARS Program Director

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

DATE: 7/10/08

DATE: 7/22/08

Reviewed by: (Signature on File)
Lorraine Chambliss
Motorola Project Manager

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

DATE: 7/10/08

DATE: 7/10/08