

**MODIFICATION #28
TO
CONTRACT NUMBER 2001-035
BETWEEN THE
COMMONWEALTH OF VIRGINIA
AND
MOTOROLA, INC.**

This MODIFICATION #28 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 #28 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 #28 is to exchange the Department of Corrections’ original equipment selection with a revised equipment list.

Both parties agree to the following:

1. Description of this Modification.

The Department of Corrections is revising the original equipment selection to accommodate their current operational needs. This Modification adds a dispatch console, control stations, and increases the quantity of XTL2500 portable radios. It reduces the quantity of XTL5000 mobile radios, Digital Vehicular Repeaters (DVRS), and XTS5000 portable radios.

2. Modification of Contract Price.

Attachment A summarizes the revised equipment selection and the Contract Price decrease.

3. Contract Price Adjustments.

Original Contract Value:	\$329,673,699.00
Amount of Previous Modifications numbered 1 through 9, 11 through 26 and 29:	\$10,051,544.15
Amount of Modifications numbered 10, 27, and 30:	Pending
Contract Modification #31:	(7,327,874.00)
Contract Modification #32:	(\$15,701,707.50)
Contract Modification #33:	6,060,464.00
Contract Modification #34:	0
Contract Modification #35:	(\$1,064,562.00)
This Modification # 28:	(\$13,316.00)
New Contract Price:	321,678,247.65

4. Completion Date Adjustments.

None.

5. Milestone Payments.

None.

In accordance with this Modification #28, the Contract Milestone Payments for the revised equipment described herein are as stated in the Contract Terms and Conditions.

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 #28 and the provisions of the Contract, the provisions of this Modification #28 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)
Mark Moon
Senior Vice President
Global - Worldwide

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

DATE: July 8, 2009

DATE: July 9, 2009

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

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

DATE: July 7, 2009

DATE: July 9, 2009