

**MODIFICATION # 34  
TO  
CONTRACT NUMBER 2001-035  
BETWEEN THE  
COMMONWEALTH OF VIRGINIA  
AND  
MOTOROLA, INC.**

This MODIFICATION #34 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 #34 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 #34 is to address the initially deployed laptops, which experienced an unacceptably high failure rate. The Commonwealth and Motorola have mutually agreed to replacing the initially deployed Phase 1 laptops with the latest model (ML910) and upgrading the remaining Phase 2 laptops at no cost to the Commonwealth.

Both parties agree to the following:

**1. Description of this Modification.**

- A. Motorola will replace 555 Phase 1 (P4) ML900 laptops with ML910 laptops.
- B. Motorola will upgrade 1,495 Phase 2 ML900 consisting of 800 NOA 1.1 and 695 NOA 1.2 by replacing the hard drives and keyboards.
- C. Motorola will provide 299 ML910 for the balance of the laptops that have not been delivered. The Commonwealth will be invoiced at the Contract price.
- D. Motorola will install an external Global Positioning System (GPS) in all STARS vehicles that are equipped with laptops. This upgrade will allow the STARS users the ability to use either an upgraded ML900 or an ML910 in any vehicle that is equipped with a STARS docking station without the loss of functionality.
- E. Motorola will provide a three (3) year warranty extension for all ML900s and ML910s as listed in items A through C. The warranty period will commence October 1, 2009.

**2. Modification of Contract Price.**

None.

**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 # 28:	(\$13,316.00)
Contract Modification #31:	(\$7,327,874.00)
Contract Modification #32:	(\$15,701,707.50)
Contract Modification #33:	\$6,060,464.00
Contract Modification #35:	(\$1,064,562.00)
<b>This Modification #34:</b>	<b>0</b>
New Contract Price:	\$321,678,247.65

**4. Completion Date Adjustments.**

None.

**5. Milestone Payments.**

None.

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 #34 and the provisions of the Contract, the provisions of this Modification #34 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