

**THIRD AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT**

This Third Amendment (“Third Amendment”) is effective as of the final date of execution hereof and is entered into between American Traffic Solutions, Inc. (“ATS”), a corporation duly registered under the laws of the State of Kansas with its principal place of business at 1150 N. Alma School Rd, Mesa, Arizona 85201 and the City of New Port Richey, FL (“City”), a municipal corporation of the State of Florida.

RECITALS

WHEREAS, on October 5, 2010 the City and ATS entered into a contract for Photo Enforcement Services Agreement (the “Agreement”) to provide Automated Traffic Enforcement Systems;

WHEREAS, on September 4, 2013, the parties executed a First Amendment to the Agreement;

WHEREAS, on June 21, 2016, the parties executed a Second Amendment to the Agreement;

WHEREAS, Section 15 of the Agreement requires any change, addition, deletion, extension or modification of the Agreement to be in writing and duly executed by the parties; and

WHEREAS, the City and ATS mutually desire to amend, modify or alter certain terms and conditions of the Agreement.

TERMS AND CONDITIONS

NOW THEREFORE, in consideration of the mutual covenants and promises contained in this Third Amendment, the City and ATS do hereby agree as set forth below:

1. The above recitals are true and correct and are incorporated herein.
2. Section 3.1 of Article II “General Terms and Conditions” is hereby amended to extend the Term of the Agreement and additional two years until June 20, 2019.
3. Section 1 of Exhibit A is hereby amended to add the following: At the City’s request, ATS will contribute \$3,000 per each additional year of the Term of the Agreement towards the City’s Traffic Safety Awareness Campaign to further the City’s goal of enhancing traffic safety and reducing dangerous driving. The City has agreed to apply these funds to the uses outlined in its letter dated June 14, 2017 in furtherance of this public safety purpose.
4. Except as expressly amended or modified by the terms of this Third Amendment, all terms of the Agreement as amended by the First Amendment and Second Amendment shall remain in full force and effect. In the event of a conflict between the terms of this Third Amendment and the Agreement or the First Amendment or the Second Amendment, the terms of this Third Amendment shall prevail and control.

5. The provisions of the Agreement, as amended by the First, Second, and Third Amendments, including the recitals, comprise all of the terms, conditions, agreements, and representations of the parties with respect to the subject matter hereof.
6. This Third Amendment may be executed in one or more counterparts, each of which shall constitute an original, but all of which taken together shall constitute one and the same instrument
7. Each party represents and warrants that the representative signing this Third Amendment on its behalf has all right and authority to bind and commit that party to the terms and conditions of this Third Amendment.

IN WITNESS WHEREOF, the parties hereto have executed this Third Amendment.

CITY OF NEW PORT RICHEY, FL

AMERICAN TRAFFIC SOLUTIONS, INC.

By: _____

By: _____

Title: _____

Name: Elizabeth Caracciolo
SVP/GM ATS State and Local Government
Solutions

Date: _____

Date: _____

APPROVED AS TO FORM

By: _____
City Attorney

Date: _____