

**FIRST AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT**

This First Amendment ("First Amendment") is dated this as of the final date of execution hereof (the "Effective Date") 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, AZ 85201 and the City of Fayetteville ("Customer"), a municipal corporation of the State of North Carolina. ATS and Customer may each individually be referred to as a party and collectively as the parties.

RECITALS

WHEREAS, on March 10, 2015, Customer and ATS entered into an Agreement for Management of the Photo Citation Program (the "Agreement"); and,

WHEREAS, Article 4 of the Agreement contemplates that written agreement of the Parties is required to amend any term thereof; and,

WHEREAS, Customer 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 First Amendment, Customer and ATS do hereby agree as set forth below:

1. The above recitals are true and correct and are incorporated herein.
2. The Term of the Agreement is hereby extended an additional five (5) years from the date of the first issued and payable citation from the fifth (5th) installed camera following the Effective Date.
3. ARTICLE 17 CONTRACT CERTIFICATION of the Agreement is hereby amended to add the following subsection:

"17.4 NC Iran Divestment Act Certification:

As mandated by N.C. Gen. Stat. § 147-86.59(a), ATS certifies that it is not listed on the Final Divestment List created by the North Carolina State Treasurer pursuant to N.C. Gen. Stat. § 147-86.58. ATS further certifies that in accordance with N.C. Gen. Stat. § 147-86-59(b) it shall not utilize any subcontractor found on the State Treasurer's Final Divestment List. ATS certifies that the signatory to this Contract is authorized by ATS to make the foregoing statement."

4. ARTICLE 18 HUMAN RESOURCES PROVISIONS of the Agreement is hereby amended to add the following subsection:

"18.3 E-Verify:

ATS acknowledges that "E-Verify" is the federal E-Verify program operated by the US Department of Homeland Security and other federal agencies which is used to verify the work authorization of newly hired employees pursuant to federal law and in accordance with Article 2, Chapter 64 of the North Carolina General Statutes. ATS further acknowledges that all employers, as defined by Article 2, Chapter 64 of the North Carolina General Statutes, must use E-Verify and after hiring an employee to work in the United States, shall verify the work authorization of the employee through E-Verify in accordance with NCGS §64-26(a). ATS pledges, attests and warrants through execution of this contract that ATS complies with the requirements of Article 2 of Chapter 64 of the North Carolina General Statutes and further pledges, attests and warrants that any subcontractors currently employed by or subsequently hired by ATS shall comply with any

and all E-Verify requirements. Failure to comply with the above requirements shall be considered a breach of this contract."

5. Except as expressly amended or modified by the terms of this First Amendment, all terms of the Agreement shall remain in full force and effect. In the event of a conflict between the terms of this First Amendment and the Agreement, the terms of this First Amendment shall prevail and control.

6. The provisions of the Agreement, as modified by this First Amendment, including the recitals, comprise all of the terms, conditions, agreements, and representations of the parties with respect to the subject matter hereof.

7. This First 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.

8. Each party represents and warrants that the representative signing this First Amendment on its behalf has all right and authority to bind and commit that party to the terms and conditions of this First Amendment.

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

FAYETTEVILLE, NORTH CAROLINA

AMERICAN TRAFFIC SOLUTIONS, INC.

By: Rob Stone

By: [Signature]

Title: Engineering and Infrastructure Director

Elizabeth Caracciolo
Title: SVP/GM, Government Solutions

Date: 2/15/2017

Date: 8-16-16

THIS INSTRUMENT HAS BEEN PREAUDITED IN THE MANNER REQUIRED BY THE LOCAL GOVERNMENT BUDGET AND FISCAL CONTROL ACT.

Cheryl Espino

ATTEST:

[Signature]
CITY CLERK

