

**THIRD AMENDMENT TO THE
AGREEMENT**

THIS THIRD AMENDMENT TO THE AGREEMENT (“Amendment”) is made and entered into this ____ day of August 2015 (“Effective Date”), by and among Airbus DS Communications, Inc. f/k/a Cassidian Communications, Inc. (“Airbus DS Communications”) and the Lexington-Fayette Urban County Government (“LFUCG”). LFUCG may be referred to herein as the “Customer”. Unless otherwise defined herein, all capitalized terms shall have the meaning set for the in the Agreement (as defined below).

RECITALS

A. WHEREAS, Airbus DS Communications and LFUCG and the Lexington Fayette Urban County Airport Corporation (“Airport”) entered into that certain Purchase Agreement dated May 17, 2012, whereby Airbus Communications agreed to provide the LFUCG and Airport a new 800 MHz digital simulcast trunked radio network compliant with the Association of Public Safety Communications Officials (APCO) Project-25 standards (“System”);

B. WHEREAS, the parties also previously entered into an Amended Agreement entitled “First Amendment to the Purchase Agreement” dated May 30, 2013, which provides Hardware and licensing of Software will be made available for purchase by any other governmental entity or subdivision;

C. WHEREAS, the parties also previously entered into an Amended Agreement entitled “Second Amendment to the Purchase Agreement” dated December 4, 2014, which provides for the purchase of four (4) Avtec Scout Console Positions at the LFUCG Fire Department Communications Center;

D. WHEREAS, the original Purchase Agreement dated May 17, 2012, the First Amendment to the Purchase Agreement dated May 30, 2013 and the Second Amendment to the Purchase Agreement dated December 4, 2014, shall hereinafter be referred to collectively as the “Agreement”, a copy of which is attached hereto and incorporated herein by reference as Exhibit A;

E. WHEREAS, in accordance with Section 8 of the Agreement, Customer and Airbus DS Communications desire to memorialize a Change Order and amend the Agreement consistent with the foregoing which includes the purchase of additional equipment and/or services expressed in Airbus DS Communications Proposal dated June 26, 2015 and the additional clarifications contained therein (collectively “Exhibit B”).

AGREEMENT

NOW THEREFORE, for and in consideration of the above premises, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, Customer and Airbus DS Communications hereto agree as follows:

1. **Recitals.** That the above recitals are incorporated herein by reference as if fully stated.

2. **Scope.** Airbus DS Communications shall deploy a new 9-channel simulcast site at the LFUCG Public Safety Operations Center ("PSOC") pursuant to the terms of Exhibit B, inclusive of options 1 through 3, expressed on pages 4 -7.
 - A. The deployment of the 9-channel simulcast site will include relocation of existing radio console dispatch equipment to the PSOC which will connect back to the LFUCG PD HQ equipment room via the microwave network. The previous LFUCG deployment of the P25 network, the microwave network will also be backed up to LFUCG provided terrestrial fiber at the PSOC.

3. **Price.** The total price for the consolidation of the PSOC and the upgrade and deployment of the 9-channel simulcast site shall be in an amount not to exceed \$1,542,083.

4. **Entire Agreement, Conflict.** This Amendment and the Exhibits hereto shall constitute the entire understanding between the Customer and Airbus DS Communications. In the event of a conflict between the terms of this Amendment and the terms of the Agreement, this Amendment shall control. All other terms of the Agreement shall remain unchanged and remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be signed by their authorized representatives as of the Effective Date.

**Lexington-Fayette Urban County
Government**

Airbus DS Communications, Inc.

By: _____

By: Derek R Gamble

Name: Jim Gray

Name: Derek R Gamble

Title: Mayor

Title: Senior Legal Counsel

Exhibit A

Purchase Agreement dated May 17, 2012, as amended by the First Amendment to the Purchase Agreement dated May 30, 2013 and by the Second Amendment to the Purchase Agreement dated December 4, 2014

Exhibit B

Airbus DS Communications Proposal dated June 26, 2015