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June 23, 2017

Mr. Claude McFerguson
Director of Transportation
City of Commerce
5555 Jillson Street
Commerce, CA 90040

**Subject: Renewal of End User License Maintenance & Support Agreement
(Amendment 005)**

Dear Mr. McFerguson:

The City of Commerce has the opportunity to renew the End User License ("License") Agreement with TransTrack Systems[®], Inc. with the payment for Fiscal Year 2018 Maintenance and Support.

In accordance with Article IV Section 6 of the current End User License, upon notice prior to the expiration of the current term of the License accompanied with payment for a renewal, Commerce will be able to continue to use the proprietary Software, TransTrack Manager[®].

Exhibit F of the License provides the range of fees which may be charged by TransTrack for a renewal of the Maintenance and Support portion of the License.

The fee for a renewal is \$21,100 for the level of support specified in the License. Any additional services requested, other than those set forth in the description of Maintenance and Support, will be subject to an additional fee.

Once this letter is fully executed by both TransTrack Systems[®], Inc. and an authorized representative of Commerce, and TransTrack has received the \$21,100 payment, it will serve to renew the End User License for the 2018 fiscal year term, subject to all other terms and conditions of the End User License remaining the same.

This letter shall also amend Exhibit F of the License by adding the following sentence:

"Annual Maintenance and Support Fee for July 1, 2017 – June 30, 2018: \$21,100."

All other terms and conditions of the License shall remain in full force and effect.

AGREED AND ACCEPTED

TransTrack Systems[®], Inc.

Mary Sue O'Melia
President

Date: _____

AGREED AND ACCEPTED

City of Commerce

By: _____

Date: _____

