

FIRST AMENDMENT TO SERVICES CONTRACT

THIS FIRST AMENDMENT TO THE SERVICES CONTRACT (the “Amendment”), is made and entered into this ____ day of _____ 2024, by and between the TOWN OF BLADENSBURG, a municipal corporation organized and existing under the laws of the State of Maryland, hereinafter referred to as the “Town”, and CONDUENT STATE AND LOCAL SOLUTIONS, INC., having an address at 12410 Milestone Center Drive, Germantown, Maryland 20876, hereinafter referred to as the “Conduent” and MODAXO GROUP, INC. having an address of 5060 Spectrum Way, Suite 100, Mississauga, ONT, L4W, 5N5, Canada, hereinafter referred to as “Modaxo” . The Town, Conduent and Modaxo may sometimes hereinafter be referred to as a “Party” or collectively as the “Parties.”

RECITALS

WHEREAS, the Town and Conduent entered into a Contract dated December 13, 2021, (the “Contract”) whereby Conduent agreed to provide an automated traffic enforcement, collection and violation processing system to the Town for a period of three (3) years; and

WHEREAS, the Town received notice dated January 22, 2024 that Conduent intended to sell, assign and transfer the Contract to Modaxo Group, Inc. and Modaxo Acquisition USA Inc., (“Modaxo”), intended to assume the Contract (together the “Transaction”) ; and

WHEREAS, Conduent and Modaxo have requested that the Town consent to the Transaction as required by paragraph 14 of the Contract; and

WHEREAS, the Town desires that Modaxo, as successor entity, provide the Contract services and assume the benefits and obligations of the Contract through this Amendment; and

WHEREAS, Modaxo agrees through this Amendment to serve as the Contractor under the Agreement as amended, to provide an automated traffic enforcement, collection and violation processing system to the Town commencing on the date the Transaction is effective; and

WHEREAS, the Town and Modaxo agree to extend the Contract for an additional one year period, to and until December 12, 2025; and

WHEREAS, the Parties have agreed to amend the Contract in accordance with Paragraph 31 thereof to reflect the foregoing changes.

NOW, THEREFORE, for and in consideration of the mutual obligations herein contained, and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties hereby covenant and agree as follows:

1. **Recitals.** The recitals set forth hereinabove are hereby incorporated into this Amendment the same as if fully set forth herein below.

2. The Contract is hereby amended, as of the date of the Transaction, to reference Modaxo instead of Conduent as the contractor entitled to the obligations and benefits of the Contract.

3. The Contract is hereby extended, as per paragraph 2 of the Contract, to and until December 12, 2025.

4. **Full Force & Effect.** Except as amended hereby, the Contract in all other respects, is ratified and confirmed. All other provisions of the Contract remain unmodified and in full force and effect.

5. **Counterparts.** This Amendment may be executed in any number of counterparts and/or by facsimile, each of which shall be deemed to be an original and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, the Parties have placed their hands and seals and executed this Amendment as of the day and year first written above.

CONDUENT STATE AND LOCAL SOLUTIONS, INC.

By: _____(SEAL)
Name and title:

MODAXO GROUP, INC

By: _____(SEAL)
Name and title:

TOWN OF BLADENSBURG:

By: _____(SEAL)
Takisha James, Mayor

Approved as to form and legal sufficiency:

Suellen M. Ferguson, Town Counsel

