

Attachment 1

AMENDMENT NUMBER ONE TO AGREEMENT FOR TRAFFIC SIGNAL SYSTEM INTEGRATION UPGRADES

This Amendment is made and entered into this ___ day of July, 2006, ("Effective Date") by and between the City of Costa Mesa, a municipal corporation ("City") and Telvent Farradyne, Inc. a subsidiary of Telvent Traffic North America, Inc., a wholly owned subsidiary of Telvent GIT S.A. ("Consultant").

WHEREAS, Consultant's predecessor in interest, PB Farradyne, a Parsons Brinckerhoff Company, and City entered into an agreement on September 6, 2005, for design and implementation of traffic signal system integration upgrades for the City's central traffic signal control system; and

WHEREAS, Parsons Brinckerhoff Quade and Douglas, Inc. has sold PB Farradyne, its ITS division, to Telvent Traffic North America, Inc., a wholly owned subsidiary of Telvent GIT S.A. ("Telvent"). Telvent has acquired all of the assets of PB Farradyne, as well as all agreements relating to its business, including this Agreement; and

WHEREAS, Consultant and City now wish to amend the Agreement to reflect the assignment of the Agreement to the new company pursuant to the change in name and ownership.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. City hereby assigns this Agreement to Telvent Farradyne, Inc. Telvent Farradyne Inc. hereby assumes PB Farradyne's duties and obligations under this Agreement.
2. All references in the Agreement to the name, PB Farradyne, shall be changed to Telvent Farradyne, Inc.
3. All terms not herein defined shall have the same meaning and use as set forth in the Agreement.
4. All other terms, conditions, and provisions of the Agreement not in conflict with this Amendment, shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have set their hand by their duly authorized representatives as of the day and year first above written.

CITY OF COSTA MESA,
A municipal corporation

Date: _____

Mayor of the City of Costa Mesa

TELVENT FARRADYNE, INC.

Signature

Date: _____

Name and Title

Social Security or Taxpayer ID Number

APPROVED AS TO FORM:

Kimberly Jean Barlow

Date: 7/14/06

City Attorney

APPROVED AS TO CONTENT:

DAVID JORGE

Date: 7/18/00

Project Manager

ATTEST:

City Clerk and ex-officio Clerk
of the City of Costa Mesa