TO:                              DATE ISSUED:   APRIL 28, 2015
CONNEXIONZ LIMITED              CURRENT REFERENCE NO:  225-11
LV12, BDG2, 1 SHOW PLACE          CONTRACT TITLE:    BUS TRACKING SYSTEM SUPPORT
PO BOX 9001                      AMENDMENT NO:  3
TOWER JUNCTION 8149              
ADDINGTON, CHRISTCHURCH          
NEW ZELAND

THIS IS A NOTICE OF AMENDMENT OF CONTRACT AND NOT AN ORDER. NO WORK IS AUTHORIZED UNTIL
THE VENDOR RECEIVES A VALID COUNTY PURCHASE ORDER ENCUMBERING CONTRACT FUNDS.

This is your notice that the above referenced contract has been modified as detailed in
the attached Amendment 3.

CONTRACT PRICING:
1) REFER TO ATTACHED EXHIBIT B OF Agreement No. 225-11 AND CONNEXIONZ QUOTE #CNX-2015-0319

ATTACHMENTS:
1) AMENDMENT 3 TO AGREEMENT NO. 225-11
2) CONNEXIONZ QUOTE #CNX-2015-0319

EMPLOYEES NOT TO BENEFIT:
NO COUNTY EMPLOYEE SHALL RECEIVE ANY SHARE OR BENEFIT OF THIS CONTRACT NOT AVAILABLE TO
THE GENERAL PUBLIC.

VENDOR CONTACT:    PETER COOK       VENDOR TEL. NO.:    +64-3-3394536
VENDOR EMAIL:    peter_cook@connexionz.nz  VENDOR FAX. NO.:    +64-3-3394537
VENDOR PAYMENT TERMS: NET 30 DAYS
TAX IDENTIFICATION NUMBER (EIN/SSN):    68-635-861
COUNTY CONTACT:    STEVEN YAFFE       COUNTY TEL. NO.:    703-228-3690

CONTRACT AUTHORIZATION

ICOR SHCHEBAKOV
PROCUREMENT OFFICER

DISTRIBUTION

VENDOR:  1
BID FOLDER:  1

5/19/15
NOTICE OF AMENDMENT OF CONTRACT

TO:
CONNEXIONZ LIMITED
LV12, BDG2, 1 SHOW PLACE
PO BOX 9001
TOWER JUNCTION 8149
ADDINGTON, CHRISTCHURCH
NEW ZEALAND

DATE ISSUED: APRIL 28, 2015
CURRENT REFERENCE NO: 225-11
CONTRACT TITLE: BUS TRACKING SYSTEM SUPPORT
AMENDMENT NO: 3

THIS IS A NOTICE OF AMENDMENT OF CONTRACT AND NOT AN ORDER. NO WORK IS AUTHORIZED UNTIL THE VENDOR RECEIVES A VALID COUNTY PURCHASE ORDER ENCUMBERING CONTRACT FUNDS.

This is your notice that the above referenced contract has been modified as detailed in the attached Amendment 3.

CONTRACT PRICING:
1) REFER TO ATTACHED EXHIBIT B OF AGREEMENT NO. 225-11 AND CONNEXIONZ QUOTE #CNX-2015-0319

ATTACHMENTS:
1) AMENDMENT 3 TO AGREEMENT NO. 225-11
2) CONNEXIONZ QUOTE #CNX-2015-0319

EMPLOYEES NOT TO BENEFIT:
NO COUNTY EMPLOYEE SHALL RECEIVE ANY SHARE OR BENEFIT OF THIS CONTRACT NOT AVAILABLE TO THE GENERAL PUBLIC.

VENDOR CONTACT: ROBERT COOK
VENDOR EMAIL: Robert_Cook@connexions.co.nz
VENDOR PAYMENT TERMS: NET 30 DAYS
TAX IDENTIFICATION NUMBER (EIN/SSN): 68-639-861

VENDOR TEL. NO.: +64-3-3394516
VENDOR FAX. NO.: +64-3-3394537

COUNTY CONTACT: STEVEN YAFFE
COUNTY TEL. NO.: 703-228-3690

CONTRACT AUTHORIZATION

DISTRIBUTION
VENDOR: 1
BID FOLDER: 1

DATE
4/28/15

IGOR SEREBRAKOV
PROCUREMENT OFFICER
ARLINGTON COUNTY, VIRGINIA
AGreement No. 225-11

AMENDMENT NUMBER 1

This Amendment Number 1 ("Amendment") is made on the date of execution of the Amendment by the County and amends Agreement Number 225-11 dated June 8, 2011 ("Main Agreement") and made between Connexionz Limited ("Contractor") and the County Board of Arlington County, Virginia ("County").

Whereas the County and the Contractor desires to amend the Work called for and the amounts to be paid under the Main Agreement, as amended (if applicable) the Contractor and the County, in consideration of the promises and other good and valuable consideration specified in this Amendment, amend the Main Agreement as follows:

* ADD COMPONENTS REQUIRED FOR CONNEXIONZ "MEDIUS" SYSTEM TO THE EXHIBIT B PER ATTACHED QUOTE #CNX-2015-0319. "MEDIUS" SYSTEM SUPERCEDES "BUS PACK" SYSTEM.
* REPLACE MOTOROLA RADIOS WITH HYTERA RADIOS IN EXHIBIT B PER ATTACHED QUOTE #CNX-2015-0319

All other terms and conditions of the Main Agreement, as amended (if applicable) shall remain in full force and effect.

WITNESS THESE SIGNATURES:

THE COUNTY BOARD OF ARLINGTON COUNTY, VIRGINIA

SIGNED BY:  

SIGNATURE:  

PRINT NAME:  IGOR SCHERBAKOV
AND TITLE:  PROCUREMENT OFFICER
DATE:  4/23/15

CONNEXIONZ LIMITED

SIGNED BY:  

SIGNATURE:  

PRINT NAME:  ROGER CARRUTHERS
AND TITLE:  CHIEF EXECUTIVE OFFICER
DATE:  14th MAY 2015

AGREEMENT No. 225-11
AMENDMENT No. 1
Arlington County Dept. of Environmental Services
2100 Clarendon Blvd,
Arlington,
VA 22201
USA
Attention of Kelley Mackinnon

19th March 2015

Quotation # CNX-2015-0319 - Complete Hardware Kit

Connexionz is pleased to provide this quotation for the supply of Medius units, Data Radio and Voice radio.

On-Board Equipment

<table>
<thead>
<tr>
<th>Required Hardware:</th>
<th>Per bus</th>
<th>Unit Price</th>
<th>Total</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Tracking:</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Medius module</td>
<td>1</td>
<td>$2,800</td>
<td>$ 2,800</td>
</tr>
<tr>
<td>TM8105 data radio with display</td>
<td>1</td>
<td>$1,050</td>
<td>$ 1,050</td>
</tr>
<tr>
<td>CCM300 Options Board</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>(for TM8100 data radio)</td>
<td>1</td>
<td>$ 200</td>
<td>$ 200</td>
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<tr>
<td>GPS Antenna</td>
<td>1</td>
<td>$ 220</td>
<td>$ 220</td>
</tr>
<tr>
<td>Radio antenna</td>
<td>1</td>
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<td>$ 180</td>
</tr>
<tr>
<td>New wiring looms</td>
<td>1</td>
<td>$ 180</td>
<td>$ 180</td>
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<tr>
<td>Complete &quot;Tracking Kit&quot; installation</td>
<td>1</td>
<td>$ 250</td>
<td>$ 250</td>
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<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td><strong>$4,880</strong></td>
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</tr>
<tr>
<td><strong>Voice Comms:</strong></td>
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</tr>
<tr>
<td>Hytera MD782G voice radio</td>
<td>1</td>
<td>$1,289.50</td>
<td>$1,289.50</td>
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<tr>
<td>Voice radio installation</td>
<td>1</td>
<td>lnk</td>
<td></td>
</tr>
<tr>
<td>(Inc labour, cables etc)</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>Sub-Total</strong></td>
<td></td>
<td><strong>$1,289.50</strong></td>
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</tr>
<tr>
<td><strong>GRAND TOTAL</strong></td>
<td></td>
<td><strong>$6,169.50</strong></td>
<td></td>
</tr>
<tr>
<td>Per bus</td>
<td></td>
<td></td>
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</tr>
</tbody>
</table>

Notes:
1. NB: Please note that due to obsolescence all Busspac have now been replaced with the Medius unit. The data radio originally included in the Busspac is now an external digital radio, Telt model #TM8105. Each TM8105 also requires a CCM300 Options Board;
2. NB: Please note that the Motorola radios have been replaced with the Hytera radios for voice communications;
3. Lead time approximately ~4 weeks from receipt of confirmed PO;
4. Next stop announcements licence $180. Additional $250 for installation and cabling;
5. Ticket machine Integration (GFI only, other machines price on application): $350 per;
6. APC functionality: Additional $125 per bus. Additional costs may apply should vehicle specific cabling be required; (excludes sensors);
7. Multimedia functionality $270; (excludes displays);
8. Headsign Integration $240;
Terms & Conditions:
1. Prices DDP, Incoterms 2010;
2. Standard Connexionz Ltd. Terms & Conditions apply;
3. Any order placed against this quotation shall be deemed as an acceptance of Connexionz standard terms & conditions;
4. Payment: Direct bank transfer;
5. Tenor: 30 days.

We trust the above meets with your approval and look forward to hearing from you soon.

Yours sincerely,

[Signature]

Peter Cook
V.P. Regional Sales