

STATE OF TEXAS           §  
  §  
COUNTY OF DALLAS       §

**AMENDMENT TO IXP INTERLOCAL AGREEMENT**

This Amendment to IXP Interlocal Agreement (“Amendment”) is made and entered into as of \_\_\_\_\_, 2014 (“Effective Date”) by and between the City of Carrollton, Texas (“Carrollton”), the City of Farmers Branch, Texas (“Farmers Branch”), the City of Coppell, Texas (“Coppell”), and the Town of Addison, Texas (“Addison”) (Carrollton, Farmers Branch, Coppell, and Addison are hereinafter sometimes referred to together as the “Cities” and individually as a “City”).

Recitals:

1. The Cities previously entered into an agreement entitled *IXP Interlocal Agreement* (and so called herein) that generally recognized and approved Addison entering into an agreement with iXP Corporation, a Delaware corporation (“IXP”), to provide, among other things, temporary management and related services to facilitate the establishment and the initial start-up and operation of a single consolidated public safety communications center for the Cities (the “Communications Center”) and of a local government corporation to further the creation, establishment, and operation of the Communications Center. A copy of the IXP Interlocal Agreement is attached to this Amendment as Exhibit 1. Pursuant to the IXP Interlocal Agreement, Addison entered into an agreement with IXP entitled *IXP Consulting Services Agreement* (the “IXP Consulting Agreement”).

2. Pursuant to that agreement between the Cities entitled *Interlocal Cooperation Agreement Regarding Establishment of the Metrocrest Quad Cities Local Government Corporation* (the “LGC Interlocal Agreement”), the Cities created and established the said local government corporation. The North Texas Emergency Communication Center, Inc., a Texas non-profit local government corporation (“NTECC”), is the Texas local government corporation contemplated by the LGC Interlocal Agreement.

3 The Cities desire to amend the IXP Interlocal Agreement as set forth herein.

**NOW, THEREFORE**, for and in consideration of the mutual benefits and obligations set forth in this Agreement, the City of Carrollton, Texas, the City of Farmers Branch, Texas, the City of Coppell, Texas, and the Town of Addison, Texas do hereby agree as follows:

Section 1. Incorporation of Recitals. The above and foregoing Recitals are true and correct and are incorporated into this Agreement and made a part hereof for all purposes.

Section 2. Amendment. The Cities recognize the amendment to the IXP Consulting Agreement entitled *Amendment to IXP Consulting Services Agreement*, a copy of which is attached to this Amendment as Exhibit 2 (the “IXP Amendment”), and approve the same. As with the IXP Interlocal Agreement, Addison is to execute the IXP Amendment and is authorized to do so.

Section 3. Assignment. The Cities recognize and agree that the IXP Interlocal Agreement, as amended by the IXP Amendment, will be assigned, transferred, and conveyed by

Addison to NTECC, and hereby authorize the NTECC and the respective representative of the Cities serving on the NTECC's Board of Directors to approve and accept the said assignment, transfer, and conveyance and to execute such documents or instruments as may be necessary to consummate the assignment, transfer, and conveyance. Once such assignment, transfer, and conveyance has occurred, Addison will no longer be a party to the IXP Interlocal Agreement, as amended by the IXP Amendment.

Section 4. Certain Words. Capitalized and other words and phrases used in this Amendment but not defined herein have the meaning given to them in the IXP Interlocal Agreement.

Section 5. No Other Amendments. Except as set forth in this Amendment, all other terms, conditions, and provisions of the IXP Interlocal Agreement remain unchanged and in full force and effect. To the extent of any conflict between this Amendment and the IXP Interlocal Agreement, the terms and provisions of this Amendment shall control.

Section 6. Authority to Execute. The undersigned officers and/or agents of the parties hereto are the properly authorized officials and have the necessary authority to execute this Amendment on behalf of the parties hereto.

**EXECUTED** by each of the Cities as of the dates set forth below.

**CITY OF CARROLLTON, TEXAS**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**CITY OF FARMERS BRANCH, TEXAS**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**CITY OF COPPELL, TEXAS**

By: \_\_\_\_\_

Title: \_\_\_\_\_

Date: \_\_\_\_\_

**TOWN OF ADDISON, TEXAS**

By: \_\_\_\_\_

Lea Dunn, City Manager

Date: \_\_\_\_\_

**EXHIBIT 1**

*[attach copy of IXP Interlocal Agreement]*

**EXHIBIT 2**

*[attach copy of the Amendment to IXP Consulting Services Agreement]*