

**AMENDMENT NO. 1
TO
AGREEMENT BETWEEN
VENTURA COUNTY TRANSPORTATION COMMISSION
AND
ITERIS, INC.
FOR CONSULTANT SERVICES TO UPDATE THE VENTURA COUNTY TRANSPORTATION
MODEL**

This Amendment No. 1 (“First Amendment”) is made as of this ____ day of May, 2026 (“Effective Date”) by and between the VENTURA COUNTY TRANSPORTATION COMMISSION (“VCTC”), and Iteris, Inc. (“CONTRACTOR”). CONTRACTOR and VCTC are sometimes referred to herein together as the “Parties” and singularly as a “Party”.

RECITALS

WHEREAS, VCTC and CONTRACTOR entered into an agreement, Contract No. VCTM-2025, on January 10, 2025, pursuant to which CONTRACTOR agreed to provide consulting services to update the Ventura County Transportation Model (VCTM) (“Agreement”); and,

WHEREAS, CONTRACTOR has incurred budget overages for model development tasks requested by VCTC staff that proved technically challenging to resolve and led to additional work outside of the original scope;

WHEREAS, the Parties desire to amend the Agreement to revise the Scope of Work and increase the Not to Exceed Amount by \$28,900 up to \$399,810.00 to provide for compensation for the additional work;

NOW THEREFORE, VCTC and CONTRACTOR agree as follows:

1. Section 2. – COMPENSATION is revised as follows:

VCTC hereby agrees to pay Consultant a sum not to exceed \$399,810 notwithstanding any contrary indications that may be contained in Consultant’s proposal, for services to be performed and reimbursable costs incurred under this Agreement.

2. Exhibit A – SCOPE OF WORK is revised as follows:

TASK 12: Santa Barbara County Modification

Consultant shall update the model to include land use and network data for Santa Barbara County. Validation of the model shall include external trip data between Ventura County and Santa Barbara County.

Deliverables by March 2026

- Validated base year and forecast year scenarios which includes expansions of the geographic modeling area to include Santa Barbara County, including traffic analysis zones and road networks.

Except to the extent amended herein, all other provisions of the Agreement remain in full force and effect.

This First Amendment may be executed in counterparts and/or by facsimile or other electronic means, and when each Party has signed and delivered at least one such counterpart, each counterpart shall be deemed an original, and, when taken together with other signed counterpart, shall constitute one original, which shall be binding upon and effective as to all Parties.

IN WITNESS THEREOF, the parties have executed this Fifth Amendment on the _____ day of May, 2026.

VENTURA COUNTY TRANSPORTATION COMMISSION

by: _____
Martin Erickson, Executive Director

Approved as to form

by: _____
Lindsay D'Andrea, General Counsel

Attest:

by: _____
Roxanna Ibarra, Clerk of the Board

ITERIS, INC.

by: _____
Its:

ATTACHMENT A – REVISED

“Cost Proposal”