



SUPPLEMENTAL AGREEMENT NO. 1 TO PROFESSIONAL SERVICES AGREEMENT

MDX PROCUREMENT/CONTRACT NO.: ITB-23-18

MDX WORK PROGRAM NO.: N/A

MDX PROJECT/SERVICE TITLE: PERSONNEL SERVICES

THIS SUPPLEMENTAL AGREEMENT NO. 1 TO PROFESSIONAL SERVICES AGREEMENT (as "SA #1") is made and entered into this 26 day of January, 2023 (the "Effective Date"), by and between the **Greater Miami Expressway Agency** ("GMX"), a body politic and corporate, a public instrumentality and an agency of the State of Florida, existing under Florida Statutes Chapter 348, Part I, as amended, acting by and through its Governing Board, and **22nd Century Technologies, Inc.**, (the "Contractor"), a New Jersey corporation with its principal place of business located at 8251 Greensboro Drive, Suite 900, McLean, Virginia 22102 and duly authorized to conduct business in the State of Florida, Federal I.D. No. 22-3502121 (collectively, referred to herein as the "Parties" to this SA # 1).

WITNESSETH

WHEREAS, MDX competitively procured for all Services necessary to provide **Personnel Services** (the "Services"), and subsequently on **May 16, 2023** entered into Professional Services Agreement MDX Procurement/Contract No. **ITB-23-18**, with the Contractor to perform the Services (the "Agreement" or "Contract"); and

WHEREAS, during the 2023 Regular Legislative Session, the Florida Legislature clarified the legal status, ownership, and control of the roads that constitute the expressway system in Miami-Dade County and portions of northeast Monroe County. (348.03031(1), Fla. Stat.); and

WHEREAS, the Legislature clarified the authority of the Greater Miami Expressway Agency (GMX) and dissolved the Miami-Dade Expressway Authority (MDX) (Chapter 2019-169, Laws of Florida; 348.03031(4), Fla. Stat., and 2019-169, Laws of Florida).

NOW THEREFORE, in accordance with Section 8.3 *Approval Authority of Agreements and Supplemental Agreements* of the Procurement Policy; incorporated herein and in consideration of the mutual promises and covenants contained herein, and for such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties do hereby agree as follows:

1. The foregoing recitations are true and correct and are incorporated herein by reference.

As

Initials (Contractor)



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2. All references to "Miami Dade County Expressway Authority and/or MDX" are hereby dissolved and replaced with ***Greater Miami Expressway Agency*** and/or ***GMX***.
3. The MDX Procurement/Contract No. ITB-23-18 is hereby replaced with ***GMX Procurement/Contract- ITB-13-18***.
4. The MDX Project/Service Title Personnel Services is hereby replaced with the ***GMX Project/Service Title Personnel Services***.
5. The defined terms used herein, unless otherwise defined in this SA #1, shall have the meanings ascribed to them in the Contract Documents.
6. Except as expressly provided herein, all of the terms, conditions, covenants, agreements and understandings contained in the Contract Documents shall remain unchanged and in full force and effect, and the same are hereby expressly ratified and confirmed by the Parties.
7. ~~This SA #1 shall not alter or change in any manner the force and effect of the Contract except insofar as the same is altered and amended by this SA #1. Wherever the terms of this SA #1 and the terms of the Contract Documents are in conflict, the terms of this SA #1 shall govern and control.~~
8. The Parties hereby agree the consideration expressed in this SA #1, that the monetary sum(s) agreed to herein constitute a full and complete settlement of all the matters relating to and set forth herein, including, but not limited to, all direct costs for equipment, manpower and materials, as well as indirect costs, expenses and profit (inclusive of overhead of any kind) and delay damages relating to the issues set forth in this SA #1. The settlement outlined herein, is limited to and applies only to any claims arising out of or on account of the matters described and set forth in this SA #1 which constitutes the totality of SA #1.

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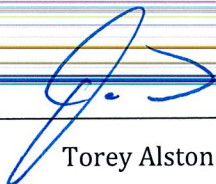
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IN WITNESS WHEREOF, the Parties have caused this SA #1 to be executed by their respective and duly authorized officers as of the Effective Date defined herein.

GREATER MIAMI EXPRESSWAY AGENCY

22ND CENTURY TECHNOLOGIES, INC.

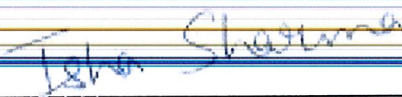
By: _____

 1/26/24

Torey Alston

Interim Executive Director

By: _____



Signature of Authorized Officer

Isha Sharma

Print Name of Authorized Officer

Contracts Manager

Title of Authorized Officer



Initials (Contractor)