

AGREEMENT TO TERMINATE THAT CERTAIN Rz COMMUNICATIONS, INC. SERVICE AGREEMENT AND STATEMENT OF WORK

This Agreement to Terminate that certain Rz Communications, Inc. Service Agreement and Statement of Work ("Agreement") is executed by and between Rz Communications, Inc., a Texas corporation ("Rz"), and Williamson County, Texas, a political subdivision of the State of Texas ("County"); both of which are collectively referred to herein as the "Parties."

RECITALS

WHEREAS, County and Rz entered into that certain Rz Communications, Inc. Service Agreement and Statement of Work ("Service Agreement") on or about August 22, 2006 wherein Rz agreed to provide the County with radio repair and installation services and County agreed to pay Rz for such services in accordance with the terms set forth in the said Service Agreement;

WHEREAS, County and Rz have now mutually decided that it is in both Parties' interest to terminate the Service Agreement; and

NOW, THEREFORE, THE PARTIES AGREES AS FOLLOWS:

AGREEMENT

A. Agreement to Terminate: County and Rz hereby mutually agree to terminate the Service Agreement effective as of the date of the last party's execution hereof.

B. Effect of Termination: The Parties agree that with termination of the Service Agreement, the rights, responsibilities and obligations of both parties under the Service Agreement shall terminate and be of no further force or effect as of the date of the last party's execution hereof.

C. Total Amount Due as of the Date of Termination: Rz hereby agrees to accept and County agrees to pay \$_____ as full and final payment in satisfaction of any and all remaining amounts that may currently be due or that may become due in the future (whether such amounts are currently known or unknown) under the terms of the Service Agreement. County hereby agrees to pay said sum within thirty (30) days from the date of the last party's execution hereof.

D. Authority to Enter Into Agreement: The Parties each represent and warrant to the other party that the warranting party possesses the legal authority to enter into this Agreement and that it has taken all actions necessary to exercise that authority and to lawfully authorize its undersigned signatory to execute this Agreement and to bind such party to its terms. Each person executing this Agreement on behalf of a party warrants that he or she is duly authorized to enter into this Agreement on behalf of such party and to bind it to the terms hereof.

E. Entire Agreement: This Agreement represents the entire and integrated agreement between the Parties and supersedes all prior negotiations, representations, or agreements, either oral or written.

IN WITNESS WHEREOF, the Parties have executed this Agreement on the dates set forth herein below.

Rz COMMUNICATIONS, INC.

By: _____

Printed Name: _____

Capacity: _____

Date: _____, 20____

WILLIAMSON COUNTY, TEXAS

By: _____

Dan A. Gattis

Williamson County Judge

Date: _____, 20____