

OFFICE OF THE CITY ATTORNEY
CHARLES PARKIN, City Attorney
411 West Ocean Boulevard, 9th Floor
Long Beach, CA 90802-4664

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THIRD AMENDMENT TO AGREEMENT NO. 34135

34135

THIS THIRD AMENDMENT TO AGREEMENT NO. 34135 is made and entered, in duplicate, as of October 7, 2020 for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting on October 6, 2020, by and between D. WOOLLEY & ASSOCIATES, INC., a California corporation ("Consultant"), with a place of business at 2832 Walnut Avenue, Suite A, Tustin, California 92780, and the CITY OF LONG BEACH, a municipal corporation ("City").

WHEREAS, City and Consultant (the "Parties") entered into Agreement No. 34135 (the "Agreement") whereby Consultant agreed to provide as-needed surveying services; and

WHEREAS, the Parties entered into a First Amendment to the Agreement to extend the term to December 31, 2019; and

WHEREAS, the Parties entered into a Second Amendment to the Agreement to extend the term to December 31, 2020; and

WHEREAS, the Parties desire to extend the term one (1) additional one-year period;

NOW, THEREFORE, in consideration of the mutual terms, covenants, and conditions herein contained, the Parties agree as follows:

1. Section 2 of the Agreement is hereby amended to read as follows:
2. TERM. The term of this Agreement shall commence at midnight on January 1, 2016, and shall terminate at 11:59 p.m. on December 31, 2021, unless sooner terminated as provided in this Agreement, or unless the services or the Project is completed sooner.
2. Except as expressly amended herein, all terms and conditions in Agreement No. 34135 are ratified and confirmed and shall remain in full force and effect.

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IN WITNESS WHEREOF, the Parties have caused this document to be duly executed with all formalities required by law as of the date first stated above.

D. WOOLLEY & ASSOCIATES, INC., a California corporation

_____, 2020

By [Signature]
Name TREVOR RICE
Title PRESIDENT

_____, 2020

By [Signature]
Name TREVOR RICE
Title SECRETARY

"Consultant"

CITY OF LONG BEACH, a municipal corporation

October 22, 2020

By Linda F. Jackson

City Manager
EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER

"City"

This Third Amendment to Agreement No. 34135 is approved as to form on

OCT. 15, 2020.

CHARLES PARKIN, City Attorney

By [Signature]
Deputy

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CONSENT OF THE BOARD OF DIRECTORS

OF

D. WOOLLEY & ASSOCIATES, INC.

Pursuant to Section 307 of the California Corporations Code (the "Code"), the undersigned, being the sole Director of D. Woolley & Associates, Inc., a California corporation ("D. Woolley"), hereby adopt the following resolution, effective June 14, 2017:

TRANSFER OF SHARES.

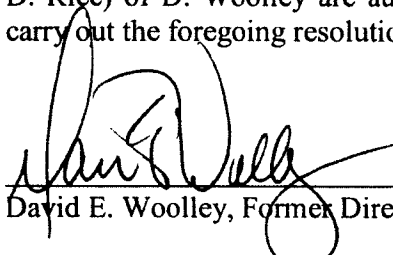
RESOLVED, that pursuant to the Stock Purchase Agreement (along with the following documents: Promissory Note, Stock Pledge Agreement, Receiver Instructions, Shareholder Loan Promissory Note and Consultant Agreement (collectively "Accompanying Documents")) dated May 17, 2017, 100% of the shares of D. Woolley's Common Stock formerly held by David E. Woolley are sold to Trevor D. Rice in return for consideration in the amounts as specified in the Stock Purchase Agreement and the Accompanying Documents.

REPLACEMENT OF STOCK CERTIFICATES.

RESOLVED, that the D. Woolley's Common Stock issued to David E. Woolley as Stock Certificate **No. 1**, is cancelled and replaced by Stock Certificate **No. 2**, which reflects the transfer of 100% of the shares of D. Woolley to Trevor D. Rice.

GENERAL AUTHORIZATION.

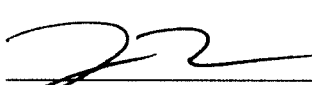
RESOLVED, that Former Officer (Seller David E. Woolley) and the Current Officer (Buyer Trevor D. Rice) of D. Woolley are authorized and directed to take all actions necessary or appropriate to carry out the foregoing resolutions.



David E. Woolley, Former Director (Seller)

5/23/17

Date



Trevor D. Rice, Current Director (Buyer)

5/23/17

Date

MINUTES OF SPECIAL MEETING

-of-

BOARD OF DIRECTORS

-of-

D. WOOLLEY & ASSOCIATES, INC.

June 14, 2017

TIME AND PLACE

The Special Meeting of the Board of Directors (the "Directors") of D. Woolley & Associates, Inc. (the "Corporation"), a California corporation, was held on the 14th day of June, 2016 at 10:00 a.m., at the offices of D. Woolley & Associates, Inc., 2832 Walnut Avenue, Suite A, Tustin, California 92780.

PERSONS PRESENT AND AUTHORITY TO ACT

The following Directors, constituting all of the Directors of the Corporation, were present:

Trevor D. Rice

CHAIRPERSON AND SECRETARY

The meeting was called to order by Trevor D. Rice who served as Chairperson of the meeting. Trevor D. Rice also served as Secretary of the meeting and recorded the minutes.

VALIDITY OF THE MEETING

The Directors waived notice of the time and place of this meeting and executed the Waiver at the end of these Minutes as confirmation thereof.

APPROVAL OF PRIOR MINUTES

Upon motion duly made, seconded and unanimously carried, the Minutes of the Annual Meeting of the Board of Directors held on August 19, 2016 were approved, after the reading of the Minutes was dispensed without objection.

ELECTION OF OFFICERS

The Chairperson called for nominations of officers to serve until their death, resignation, removal or their successors are elected and qualified. Upon motion duly made, seconded and unanimously carried, the following persons were elected to serve as officers of the Corporation until their death, resignation, removal or their successors are elected and qualified:

<u>NAME</u>	<u>OFFICE</u>
Trevor D. Rice	Chief Financial Officer
Trevor D. Rice	President
Trevor D. Rice	Secretary

Each officer so elected, being present at this meeting, accepted his office.

RATIFICATION OF OFFICERS' ACTIONS

The Chairperson then reported to the meeting the activities of the Corporation through the period ended June 14, 2017. The Directors then reviewed the past activities, financial data, contracts, agreements and the status of the business of the Corporation.

The manner of ratification and affirmation of the acts of the officers on behalf of the Corporation through the period ended June 14, 2017 was then discussed at length. Upon motion duly made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the prior acts, commitments and contracts executed by the officers of the corporation by and on behalf of the Corporation for the period ended June 14, 2017, be and they hereby are ratified, confirmed and adopted as those of the Corporation.

As there was no further business to come before the Shareholders, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

DATED: June 14, 2017



Trevor D. Rice, Chairperson and Secretary

Approval of Waiver of Notice:

DATED: June 14, 2017



Trevor D. Rice, Director