

OFFICE OF THE CITY ATTORNEY
CHARLES PARKIN, City Attorney
333 West Ocean Boulevard, 11th Floor
Long Beach, CA 90802-4664

1 FIFTH AMENDMENT TO AGREEMENT NO. 34228

2 **34228**

3 THIS FIFTH AMENDMENT TO AGREEMENT NO. 34228 is made and
4 entered, in duplicate, as of January 9, 2018, for reference purposes only, pursuant to a
5 minute order adopted by the City Council of the City of Long Beach at its meeting on May
6 2, 2017, by and between OVERLAND, PACIFIC & CUTLER, LLC., a Delaware limited
7 liability company ("Consultant"), with a place of business at 3750 Schaufele Avenue, Suite
8 150, Long Beach, California 90808, and the CITY OF LONG BEACH, a municipal
9 corporation ("City").

10 WHEREAS, City requires specialized services requiring unique skills to be
11 performed in connection with as-needed acquisition, relocation, property management and
12 related services; and

13 WHEREAS, City and Consultant (the "Parties") entered into Agreement No.
14 34228 (the "Agreement") whereby Consultant agreed to provide these services; and

15 WHEREAS, the Parties entered into a First Amendment to the Agreement to
16 add \$350,000 for a total not to exceed amount of \$750,000; and

17 WHEREAS, the Parties entered into a Second Amendment to the Agreement
18 to add \$150,000 for a total not to exceed amount of \$900,000; and

19 WHEREAS, the Parties entered into a Third Amendment to the Agreement
20 to add \$20,000 for a total not to exceed amount of \$920,000; and

21 WHEREAS, the Parties entered into a Fourth Amendment to the Agreement
22 to add \$400,000 for a total not to exceed amount of \$1,320,000; and

23 WHEREAS, the Parties desire to add \$800,000 for a total not to exceed
24 amount of \$2,120,000;

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

- 27 1. Section 1.A. of the Agreement is hereby amended to read as follows:
28

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1 "A. Consultant shall furnish specialized services more particularly described in
2 Exhibit "A", attached to the Agreement and incorporated by this reference, in accordance
3 with the standards of the profession, and City shall pay for these services in the manner
4 described below, not to exceed Two Million One Hundred Twenty Thousand Dollars
5 (\$2,120,000), at the rates or charges shown in Exhibit "B".

6 2. Except as expressly modified herein, all of the terms and conditions
7 contained in Agreement No. 34228 are ratified and confirmed and shall remain in full force
8 and effect.

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

11 OVERLAND, PACIFIC & CUTLER, LLC, a
12 Delaware limited liability company
13 January 10, 2018 By [Signature]
14 Name BRIAN EVERETT
15 Title CEO

16 January 12, 2018 By [Signature]
17 Name Mark La Bonte
18 Title Manager

"Consultant"

19 CITY OF LONG BEACH, a municipal
20 corporation
21 1/13 2018 By [Signature]
22 City Manager

"City"

23 This Fifth Amendment to Agreement No. 34228 is approved as to form on
24 1/18 2018.

25 CHARLES PARKIN, City Attorney
26 By [Signature]
27 Deputy
28

01415729

201726310292



State of California
Secretary of State

1028139 out

Limited Liability Company
Articles of Organization - Conversion

LLC-1A

File #

FILED
Secretary of State
State of California

SEP 20 2017

IMPORTANT — Read all instructions before completing this form.

This Space For Filing Use Only

Converted Entity Information

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)

Overland, Pacific & Cutler, LLC

2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

3. The limited liability company will be managed by (check only one):

One Manager

More Than One Manager

All Limited Liability Company Member(s)

4. Initial Street Address of Limited Liability Company's Designated Office in CA
3750 Schauffele Avenue, Suite 150, Long Beach

City State Zip Code
CA 90808

5. Initial Mailing Address of Limited Liability Company, if different from Item 4

City State Zip Code

6. Initial Agent for Service of Process: Item 6a; List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b; If the agent is an individual, list the agent's CA business or residential street address. Item 6c; If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.

a. Name of Agent For Service of Process

Mark La Bonte

b. If an individual, Street Address of Agent for Service of Process - Do not list a P.O. Box
3750 Schauffele Avenue, Suite 150, Long Beach

City State Zip Code
CA 90808

c. If an individual, Mailing Address of Agent for Service of Process
3750 Schauffele Avenue, Suite 150, Long Beach, CA 90808

City State Zip Code

Converting Entity Information

7. Name of Converting Entity

Overland, Pacific & Cutler, Inc.

8. Form of Entity

Corporation

9. Jurisdiction

California

10. CA Secretary of State File Number, if any

1028139

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

The class and number of outstanding interests entitled to vote.
5,920 shares of common stock

AND

The percentage vote required of each class.
more than 50% of the common stock

Additional Information

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.

13. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which execution is my act and deed.

Signature of Authorized Person

Brian Everett, CEO

Type or Print Name and Title of Authorized Person

Signature of Authorized Person

Craig Justesen, Secretary

Type or Print Name and Title of Authorized Person

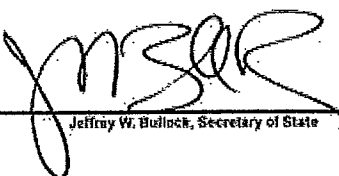
Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A CALIFORNIA LIMITED LIABILITY COMPANY UNDER THE NAME OF "OVERLAND, PACIFIC & CUTLER, LLC" TO A DELAWARE LIMITED LIABILITY COMPANY, FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2017, AT 5:29 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6551722 8100F
SR# 20176282395

Authentication: 203271666
Date: 09-21-17

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:29 PM 09/21/2017
FILED 05:29 PM 09/21/2017
SR 20176282395 - File Number 6551722

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE LIMITED LIABILITY COMPANY TO
A DELAWARE LIMITED LIABILITY COMPANY PURSUANT TO
SECTION 18-214 OF THE LIMITED LIABILITY ACT

- 1.) The jurisdiction where the Non-Delaware Limited Liability Company first formed is California
- 2.) The jurisdiction immediately prior to filing this Certificate is California
- 3.) The date the Non-Delaware Limited Liability Company first formed is October 24, 1980
- 4.) The name of the Non-Delaware Limited Liability Company immediately prior to filing this Certificate is Overland, Pacific & Cutler, LLC
- 5.) The name of the Limited Liability Company as set forth in the Certificate of Formation is Overland, Pacific & Cutler, LLC

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the
20th day of September, A.D. 2017

By: 
Authorized Person

Name: Brian Everett
Print or Type

Delaware

Page 1

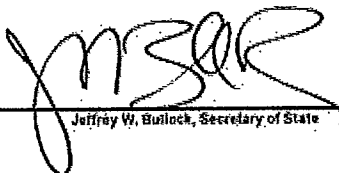
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OVERLAND, PACIFIC & CUTLER, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF OCTOBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OVERLAND, PACIFIC & CUTLER, LLC" WAS FORMED ON THE TWENTY-FIRST DAY OF SEPTEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN ASSESSED TO DATE.




Jeffrey W. Bullock, Secretary of State

6551722 8300

SR# 20176696162

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203426212

Date: 10-19-17

OVERLAND, PACIFIC & CUTLER, LLC
(a Delaware Limited Liability Company)

Written Consent of Board of Managers

The undersigned, being all of the members of the Board of Managers (the "Board") of Overland, Pacific & Cutler, LLC, a Delaware limited liability company (the "Company"), acting pursuant to Section 18-404(d) of the Delaware Limited Liability Company Act and Section 5.5(f) of the Limited Liability Company Agreement of the Company (the "LLC Agreement"), **DO HEREBY CONSENT** to the taking of the following actions by unanimous written consent in lieu of a meeting and **DO HEREBY ADOPT** the following resolutions which will have the same effect as if such actions were taken and such resolutions were adopted at a meeting of the Board:

Delegation of Signing Authority

WHEREAS, the LLC Agreement permits the Board to appoint officers of the Company and delegate to such officers and other agents of the Company such duties and authority as the Board deems appropriate;

WHEREAS, the Board has previously appointed Brian Everett to the office of President and Treasurer, appointed Mark LaBonte to the office of Secretary, and appointed Ray Armstrong to the office of Assistant Secretary (collectively, the "Officers").

WHEREAS, the Board deems it to be advisable and in the best interests of the Company to expressly delegate to the Officers, and to any individual member of the Board in his capacity as a manager, the duty and authority to execute on behalf of the Company contracts with customers, clients, vendors, suppliers and service providers in the ordinary course of business (the "Delegated Authority"),

NOW, THEREFORE BE IT RESOLVED, that the Delegated Authority be, and it hereby is, authorized, approved and delegated.

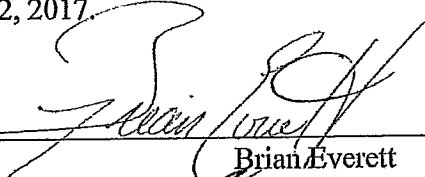
General

RESOLVED, that any and all actions heretofore taken by any officer or manager within the terms of the foregoing resolutions be, and they hereby are, ratified and confirmed as the authorized act and deed of the Company; and

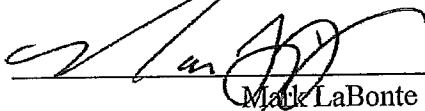
RESOLVED FURTHER, that this Written Consent may be executed in counterparts, each of which shall be deemed an original, but all of which taken together shall constitute one and the same instrument.

-- Signature Page Follows --

IN WITNESS WHEREOF, the undersigned members of the Board of Managers have executed this Written Consent as of October 2, 2017.



Brian Everett



Mark LaBonte

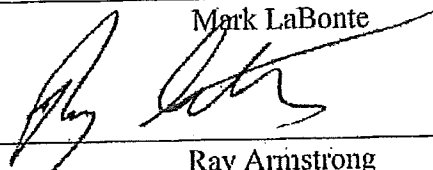
Ray Armstrong

Signature page 1 of 2

IN WITNESS WHEREOF, the undersigned members of the Board of Managers have executed this Written Consent as of October 2, 2017.

Brian Everett

Mark LaBonte

Handwritten signatures of Mark LaBonte and Ray Armstrong. The signature of Mark LaBonte is on the left and the signature of Ray Armstrong is on the right. Both signatures are written in black ink and are somewhat stylized.

Ray Armstrong

Signature page 2 of 2

Request for Taxpayer Identification Number and Certification

**Give Form to the
 requester. Do not
 send to the IRS.**

Print or type See Specific Instructions on page 2.	1 Name (as shown on your income tax return). Name is required on this line; do not leave this line blank. Overland, Pacific & Cutler LLC		
	2 Business name/disregarded entity name, if different from above		
	3 Check appropriate box for federal tax classification; check only one of the following seven boxes: <input type="checkbox"/> Individual/sole proprietor or single-member LLC <input checked="" type="checkbox"/> Limited liability company. Enter the tax classification (C=C corporation, S=S corporation, P=partnership) ▶ <u>P</u> Note. For a single-member LLC that is disregarded, do not check LLC; check the appropriate box in the line above for the tax classification of the single-member owner. <input type="checkbox"/> Other (see instructions) ▶		4 Exemptions (codes apply only to certain entities, not individuals; see instructions on page 3): Exempt payee code (if any) _____ Exemption from FATCA reporting code (if any) _____ <small>(Applies to accounts maintained outside the U.S.)</small>
	5 Address (number, street, and apt. or suite no.) 3750 Schaufele Avenue, Suite 150		Requester's name and address (optional)
	6 City, state, and ZIP code Long Beach, CA 90808		
	7 List account number(s) here (optional)		

Part I Taxpayer Identification Number (TIN)

Enter your TIN in the appropriate box. The TIN provided must match the name given on line 1 to avoid backup withholding. For individuals, this is generally your social security number (SSN). However, for a resident alien, sole proprietor, or disregarded entity, see the Part I instructions on page 3. For other entities, it is your employer identification number (EIN). If you do not have a number, see *How to get a TIN* on page 3.

Social security number									

or

Employer identification number									

Note. If the account is in more than one name, see the instructions for line 1 and the chart on page 4 for guidelines on whose number to enter.

Part II Certification

Under penalties of perjury, I certify that:

1. The number shown on this form is my correct taxpayer identification number (or I am waiting for a number to be issued to me); and
2. I am not subject to backup withholding because: (a) I am exempt from backup withholding, or (b) I have not been notified by the Internal Revenue Service (IRS) that I am subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the IRS has notified me that I am no longer subject to backup withholding; and
3. I am a U.S. citizen or other U.S. person (defined below); and
4. The FATCA code(s) entered on this form (if any) indicating that I am exempt from FATCA reporting is correct.

Certification instructions. You must cross out item 2 above if you have been notified by the IRS that you are currently subject to backup withholding because you have failed to report all interest and dividends on your tax return. For real estate transactions, item 2 does not apply. For mortgage interest paid, acquisition or abandonment of secured property, cancellation of debt, contributions to an individual retirement arrangement (IRA), and generally, payments other than interest and dividends, you are not required to sign the certification, but you must provide your correct TIN. See the instructions on page 3.

Sign Here	Signature of U.S. person ▶	Date ▶ 10/05/2017
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General Instructions

Section references are to the Internal Revenue Code unless otherwise noted.
Future developments. Information about developments affecting Form W-9 (such as legislation enacted after we release it) is at www.irs.gov/fw9.

Purpose of Form

An individual or entity (Form W-9 requester) who is required to file an information return with the IRS must obtain your correct taxpayer identification number (TIN) which may be your social security number (SSN), individual taxpayer identification number (ITIN), adoption taxpayer identification number (ATIN), or employer identification number (EIN), to report on an information return the amount paid to you, or other amount reportable on an information return. Examples of information returns include, but are not limited to, the following:

- Form 1099-INT (Interest earned or paid)
- Form 1099-DIV (dividends, including those from stocks or mutual funds)
- Form 1099-MISC (various types of income, prizes, awards, or gross proceeds)
- Form 1099-B (stock or mutual fund sales and certain other transactions by brokers)
- Form 1099-S (proceeds from real estate transactions)
- Form 1099-K (merchant card and third party network transactions)

- Form 1098 (home mortgage interest), 1098-E (student loan interest), 1098-T (tuition)
- Form 1099-C (canceled debt)
- Form 1099-A (acquisition or abandonment of secured property)

Use Form W-9 only if you are a U.S. person (including a resident alien), to provide your correct TIN.

If you do not return Form W-9 to the requester with a TIN, you might be subject to backup withholding. See What is backup withholding? on page 2.

By signing the filled-out form, you:

1. Certify that the TIN you are giving is correct (or you are waiting for a number to be issued),
2. Certify that you are not subject to backup withholding, or
3. Claim exemption from backup withholding if you are a U.S. exempt payee. If applicable, you are also certifying that as a U.S. person, your allocable share of any partnership income from a U.S. trade or business is not subject to the withholding tax on foreign partners' share of effectively connected income, and
4. Certify that FATCA code(s) entered on this form (if any) indicating that you are exempt from the FATCA reporting, is correct. See *What is FATCA reporting?* on page 2 for further information.