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

SECOND AMENDMENT TO AGREEMENT NO. 33846

THIS SECOND AMENDMENT TO AGREEMENT NO. 33846 is made and entered, in duplicate, as of January 31, 2019 for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting on April 7, 2015, by and between ITERIS, INC., a Delaware corporation ("Consultant"), with a place of business at 1700 Carnegie Avenue, Suite 100, Santa Ana, California 92705, and the CITY OF LONG BEACH, a municipal corporation ("City").

WHEREAS, City requires specialized services requiring unique skills to be performed in connection with as-needed traffic engineering, transportation planning and related technical and professional services; and

WHEREAS, City and Consultant (the "Parties") entered into Agreement No. 33846 (the "Agreement") whereby Consultant agreed to provide these services; and

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

WHEREAS, the Parties desire to increase the amount by \$100,000 for a total not to exceed amount of \$700,000 and 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 1.A. of the Agreement is hereby amended to read as follows:
- "A. Consultant shall furnish specialized services more particularly described in Exhibit "A", attached to this Agreement and incorporated by this reference, in accordance with the standards of the profession, and City shall pay for these services in the manner described below, not to exceed Seven Hundred Thousand Dollars (\$700,000), at the rates or charges shown in Exhibit "B"."
 - 2. Section 2 of the Agreement is hereby amended to read as follows:
- "2. <u>TERM</u>. The term of this Agreement shall commence at midnight on June 1, 2015, and shall terminate at 11:59 p.m. on May 31, 2020, unless sooner terminated

as provided in this Agreement, or unless the services or the Project is completed sooner."

 Except as expressly modified herein, all of the terms and conditions contained in Agreement No. 33846 are ratified and confirmed and shall remain in full force and effect.

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.

		ITERIS, INC., a Delaware corporation
February 12	, 2019	Name Ramin Massaumi Title Sr. VP and General Manager
February 12	, 2019	Name Khristine Arakaki Title Assistant Secretary
Tom Modica Assistant City Manager		"Consultant"
EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER		CITY OF LONG BEACH, a municipal corporation
April 6	, 2019	By City Manager
		"City"

This Second Amendment to Agreement No. 33846 is approved as to form on MMM 28____, 2019.

By Deputy