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

SECOND AMENDMENT TO AGREEMENT NO. 30762

THIS SECOND AMENDMENT TO AGREEMENT NO. 30762 is made and entered, in duplicate, as of February 28, 2011, for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting on June 10, 2008, by and between ITERIS, INC., a Delaware corporation, with a place of business at 1700 Carnegie Avenue, Suite 100, Santa Ana, California 92705 ("Consultant"), and the CITY OF LONG BEACH, a municipal corporation ("City").

WHEREAS, the City and Consultant entered into Agreement No. 30762 for the performance of specialized services in connection with As-Needed Transportation Engineering, Transportation Planning, and Related Technical and Professional Services in a not-to-exceed amount of \$700,000; and

WHEREAS, the parties desire to increase the amount of the Agreement by \$150,000;

NOW, THEREFORE, in consideration of the mutual terms and conditions in the Agreement and in this Amendment, the parties agree as follows:

1. Section 1.A. of Agreement No. 30762 is amended in its entirety to read as follows:

"1. SCOPE OF WORK OR SERVICES.

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 \$850,000, at the rates or charges shown in Exhibit "A"."

 Except as expressly modified herein, all of the terms and conditions contained in Agreement No. 30762 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 1 executed with all formalities required by law as of the date first stated above. 2 3 ITERIS, INC., a Delaware corporation 4 March 14 2011 5 Abbas Mohaddes Type or Pant Name 6 March 14 2011 Assistant 7 /Secretary Dan Gilliam 8 Type or Print Name 9 "Consultant" 10 CITY OF LONG BEACH, a municipal corporation 11 Assistant City Manager 5.10 12 2011 By City Man**age**uted Pursuant 13 SECTION 201 OF THE CITY CHARTER. "City" 14 This Second Amendment to Agreement No. 30762 is approved as to form 15 , 2011. 16 17 ROBERT E. SHANNON-City Attorney 18 By_ 19 Deputy 20 21 22 23 24 25 26 27 28

DFFICE OF THE CITY ATTORNI DBERT E. SHANNON, City Attor 3 West Ocean Boulevard, 11th F Long Beach, CA 90802-4664