

1 SECOND AMENDMENT TO AGREEMENT NO. 33652

2 **33652**

3 THIS SECOND AMENDMENT TO AGREEMENT NO. 33652 is made and  
4 entered, in duplicate, as of October 5, 2017, 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  
6 November 18, 2014, by and between D. WOOLLEY & ASSOCIATES, INC., a California  
7 corporation ("Consultant"), with a place of business at 2832 Walnut Avenue, Suite A,  
8 Tustin, California 92780, and the CITY OF LONG BEACH, a municipal corporation ("City").

9 WHEREAS, City requires specialized services requiring unique skills to be  
10 performed in connection with as-needed surveying services; and

11 WHEREAS, City and Consultant (the "Parties") entered into Agreement No.  
12 33652 (the "Agreement") whereby Consultant agreed to provide these services; and

13 WHEREAS, the Parties entered into a First Amendment to the Agreement to  
14 extend the term; and

15 WHEREAS, the Parties wish to exercise their second and final option to  
16 extend the term;

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

19 1. Section 2 of the Agreement is hereby amended to read as follows:

20 "2. TERM. The term of this Agreement shall commence at midnight on  
21 December 31, 2014, and shall terminate at 11:59 p.m. on January 1, 2019, unless sooner  
22 terminated as provided in this Agreement, or unless the services or the Project is  
23 completed sooner."

24 2. Except as expressly modified herein, all of the terms and conditions  
25 contained in Agreement No. 33652 are ratified and confirmed and shall remain in full force  
26 and effect.

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

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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

10/30, 2017

By [Signature]  
Name TREVOR RICE  
Title VICE-PRESIDENT

10/30, 2017

By [Signature]  
Name TREVOR RICE  
Title SECRETARY

"Consultant"

CITY OF LONG BEACH, a municipal corporation

Dec. 7, 2017

By [Signature]  
City Manager  
EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER.

"City" Tom Modica  
Assistant City Manager

This Second Amendment to Agreement No. 33652 is approved as to form on Nov. 27, 2017.

CHARLES PARKIN, City Attorney

By [Signature]  
Deputy

**MINUTES OF SPECIAL MEETING**

**-of-**

**BOARD OF DIRECTORS**

**-of-**

**D. WOOLLEY & ASSOCIATES, INC.**

**May 16, 2016**

**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 16<sup>th</sup> day of May, 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 Director, constituting all of the Directors of the Corporation, was present:

David E. Woolley

**CHAIRPERSON AND SECRETARY**

The meeting was called to order by David E. Woolley who served as Chairperson of the meeting. David E. Woolley also served as Secretary of the meeting and recorded the minutes.

**VALIDITY OF THE MEETING**

The Director 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 Meeting of the Board of Directors held on August 19, 2015, 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:

<b><u>NAME</u></b>	<b><u>OFFICE</u></b>
David E. Woolley	Chief Financial Officer
David E. Woolley	President
Trevor D. Rice	Secretary
Trevor D. Rice	Vice President

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 May 16, 2016. The Director 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 May 16, 2016 was then discussed at length. Upon motion duly made, seconded, and unanimously carried, the following resolutions were adopted:

**RESOLVED**, that Mr. Trevor Rice is appointed to serve as the Vice President and the Secretary of the Corporation, and it is hereby further

**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 May 16, 2016, be and they hereby are ratified, confirmed and adopted as those of the Corporation.

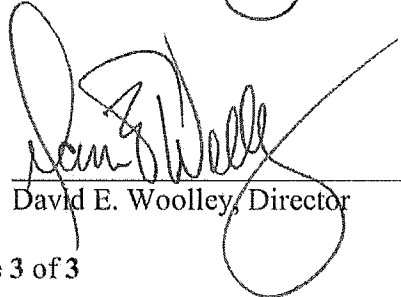
As there was no further business to come before the Shareholders, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

DATED: May 16, 2016

  
\_\_\_\_\_  
David E. Woolley, Chairperson

**Approval of Waiver of Notice:**

DATED: May 16, 2016

  
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David E. Woolley, Director