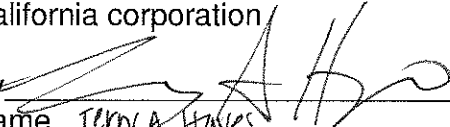


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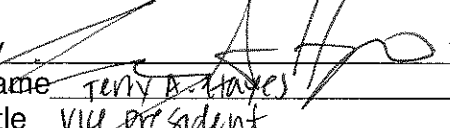
IN WITNESS WHEREOF, the parties have caused this document to be duly executed with all formalities required by law as of the date first stated above.

TERRY A. HAYES ASSOCIATES INC., a California corporation

_____, 2017

By 
Name Terry A. Hayes
Title Chief Executive Officer

_____, 2017

By 
Name Terry A. Hayes
Title Vice President

"Consultant"

CITY OF LONG BEACH, a municipal corporation

March 9, 2017

By 
City Manager


EXECUTED PURSUANT TO SECTION 301 OF THE CITY CHARTER.

"City" Assistant City Manager

This Second Amendment to Agreement No. 33782 is approved as to form on

3/2, 2017.

CHARLES PARKIN, City Attorney

By 
Deputy

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

WRITTEN CONSENTS IN LIEU OF
ANNUAL MEETING OF DIRECTORS
OF
TERRY A. HAYES ASSOCIATES INC.
A California Corporation
FOR YEAR 2015
May 28, 2015 – May 27, 2016

The undersigned, being the sole Director of Terry A. Hayes Associates Inc. (the "Corporation"), acting pursuant to the authority of California Corporations Code §307(b) in lieu of an annual meeting of Directors, does hereby adopt the following Resolutions, having the same force and effect as if resolved pursuant to a regularly noticed and held meeting of the Board of Directors, and shall be effective on the date set forth below:

RESOLVED: That all of the acts and transactions of the Officers of the Corporation for the proceeding year are hereby approved in all respects.

RESOLVED: The Corporation's Principal Executive Office and Principal Place of Business continued to be located at 8522 National Boulevard, Suite 102, Culver City, CA 90232.

WHEREAS: The Corporation's lease for its Principal Executive Office and Principal Place of Business at 8522 National Boulevard, Suite 102, Culver City, California, 90232 with landlord, 8520-22 National Partners, L.P. was coming to term effective June 30, 2016;

RESOLVED: The Directors authorized the Officers to negotiate a new lease with Conjunctive Points Properties III, L.P.;

FURTHER RESOLVED: The Directors authorized the Officers to enter into a new lease agreement dated May 9, 2016 with Conjunctive Points Properties III, L.P. for its Principal Executive Office and Principal Place of Business at 3535 Hayden Avenue, Suite 350, Culver City, CA 90232 effective October 1, 2016 or the date when the Premises are Ready for Occupancy for a period of five (5) years and two (2) months, expiring December 31, 2021 or 5 years and 2 months from the date when Premise was Ready for Occupancy. The monthly rate will be as follows, with a 100% abatement of monthly base rent due on the thirteenth (13) month of the extended lease term:

<u>PERIOD</u>	<u>MONTHLY BASE RENT</u>
Month 1 through 12	\$9,820.20
Month 13 through 24	\$10,114.81
Month 25 through 36	\$10,418.25

TERRY A. HAYES ASSOCIATES INC.
WRITTEN CONSENTS IN LIEU OF
ANNUAL MEETING OF DIRECTORS
2015

Month 37 through 48	\$10,730.80
Month 49 through 60	\$11,052.72
Month 61 and 62	\$11,384.30

WHEREAS: The Corporation was in need of continued support in the area of legal representation;

RESOLVED: That the Corporation's legal counsel shall continue to be C. Angela De La Housaye, Esq. of De La Housaye & Associates, a Law Corporation of 1655 N. Main Street, Suite 260, Walnut Creek, California, 94596 and of 11755 Wilshire Boulevard, 15th Floor, Los Angeles, CA 90025

WHEREAS: The Corporation also was in need of continued support by a Certified Public Accountant, familiar with corporate filings and relevant corporate tax laws;

RESOLVED: That the Corporation's accountant shall continue to be Allen Deilami of Deilami & Associates, Inc. located at 2999 Overland Avenue, Suite 125, Los Angeles, CA 90064.

WHEREAS: The Directors authorized the re-election of the following Officers:

<u>NAME</u>	<u>OFFICE</u>
Terry A. Hayes	President
Terry A. Hayes	Vice President
Terry A. Hayes	Secretary
Terry A. Hayes	Chief Financial Officer

WHEREAS: The Corporation required additional support in various practice and service areas of its industry in order to meet the demands of its clients;

RESOLVED: That the Director of the Corporation authorized the Officers to hire the following employees on the date and for the position specified:

<u>NAME</u>	<u>POSITION</u>	<u>HIRE DATE</u>
Kieran Bartholow	Asst. Planner	06/29/2015
Rosa Soria	Graphics/GIS	08/31/2015
Veronica Holliday	Planner	02/22/2016
Deborah Cluff	Planner	02/24/2016

TERRY A. HAYES ASSOCIATES INC.
WRITTEN CONSENTS IN LIEU OF
ANNUAL MEETING OF DIRECTORS
2015

RESOLVED: That the Corporation accepted the voluntary resignation of:

Vanessa Welch, Planner on June 19, 2015
Deborah Roberts, Planner on August 13, 2015
Michael Sullivan, Planner on October 28, 2015
Madonna Marcelo, Senior Associate on February 25, 2016

WHEREAS: In order to remain competitive in its industry and to continue to attract qualified and competent employees and staff, the Corporation should continue to have a retirement plan in place for its employee and Officers;


RESOLVED: That the Corporation shall continue its relationship with John Hancock for its established 401 (k) plan.

FURTHER RESOVLED: That the Director also authorized the Officers to continue maintaining a Cash Balance Account with UBS Financial.

RESOLVED: That the Financial Statement, specifically the 2015 Revenue and Expense Report of the Corporation for the period ending December 31, 2015 is approved by the Chief Financial Officer and President of the Corporation. A copy will be kept with other corporate records kept in the normal course and scope of business.

DATED:

06/27/2017



Terry A. Hayes
Its Director & Secretary

WRITTEN CONSENTS IN LIEU OF
ANNUAL MEETING OF DIRECTORS

OF

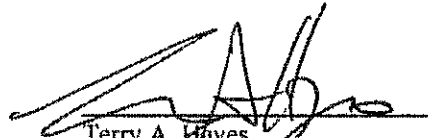
TERRY A. HAYES ASSOCIATES INC.
A California Corporation
FOR YEAR 2015
May 28, 2015 – May 27, 2016

The undersigned, being the shareholder of Terry A. Hayes Associates Inc. (the "Corporation"), acting pursuant to the authority of California Corporations Code §603(a) in lieu of an annual meeting of Shareholders does hereby adopt the following Resolutions, having the same force and effect as if resolved pursuant to a regularly noticed and held meeting of the Shareholders, and shall be effective on the date set forth below:

RESOLVED: That the Financial Statements of the Corporation for the period ending December 31, 2015 are approved by the Chief Financial Officer and President of the Corporation., A copy will be kept with other corporate records kept in the normal course and scope of business.

RESOLVED: That all the acts and transactions of the Officers of the Corporation for the preceding fiscal year, ending December 31, 2015 are hereby approved in all respects.

DATED: 06/27/2017


Terry A. Hayes
Its Director & Secretary