

OFFICE OF THE CITY ATTORNEY
DAWN MCINTOSH, City Attorney
411 West Ocean Boulevard, 9th Floor
Long Beach, CA 90802-4664

1 THIRD AMENDMENT TO AGREEMENT NO. 36133

2 **36133**

3 THIS THIRD AMENDMENT TO AGREEMENT NO. 36133 is made and
4 entered, in duplicate, as of May 31, 2023 for reference purposes only, pursuant to a minute
5 order adopted by the City Council of the City of Long Beach at its meeting on September
6 7, 2021, by and between INTERWEST CONSULTING GROUP INC., a Colorado
7 corporation ("Consultant"), with a place of business at 1 Jenner, Suite 160, Irvine, California
8 92618, and the CITY OF LONG BEACH, a municipal corporation ("City").

9 WHEREAS, City and Consultant (the "Parties") entered into Agreement No.
10 36133 (the "Agreement") whereby Consultant agreed to provide as-needed plan review
11 and inspection services; and

12 WHEREAS, the Parties entered into a First Amendment to increase the
13 contract amount to \$150,000; and

14 WHEREAS, the Parties entered into a Second Amendment to increase the
15 contract amount to \$450,000 and update the rate sheet; and

16 WHEREAS, the Parties desire to add \$175,000 to the Agreement for a total
17 not to exceed amount of \$625,000 and extend the term for one (1) additional one-year
18 period;

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

21 1. Section 1.A. of the Agreement is hereby amended to read as follows:

22 "A. Consultant shall furnish specialized services more particularly
23 described in Exhibit "A", attached to this Agreement and incorporated by this reference, in
24 accordance with the standards of the profession, and City shall pay for these services in
25 the manner described below, for the term ending on October 31, 2023, in an amount not
26 to exceed One Hundred Fifty Thousand Dollars (\$150,000); for the term ending on October
27 31, 2023, in an amount not to exceed Four Hundred Fifty Thousand Dollars (\$450,000); for
28 the term ending on October 31, 2024, in an amount not to exceed Six Hundred Twenty-

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1 Five Thousand Dollars (\$625,000), at the rates or charges shown in Exhibit "B".

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

3 "TERM. The term of this Agreement shall commence at midnight on
4 November 1, 2021, and shall terminate at 11:59 p.m. on October 31, 2024, unless sooner
5 terminated as provided in this Agreement, or unless the services or the Project is
6 completed sooner. The term may be extended for two (2) additional one-year periods, at
7 the discretion of the City Manager."

8 3. Except as expressly amended herein, all terms and conditions in
9 Agreement No. 36133 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 executed with all formalities required by law as of the date first stated above.

June 27, 2023, 2023

INTERWEST CONSULTING GROUP INC.,
a Colorado corporation

By Paul Meschino
Name Paul Meschino
Title President

_____, 2023

By David J. Kniff
Name DAVID J. KNIFF
Title ASSISTANT SECRETARY

"Consultant"

CITY OF LONG BEACH, a municipal corporation

July 11, 2023

By Debra J. Sakem
City Manager

"City"

EXECUTED PURSUANT
TO SECTION 301 OF
THE CITY CHARTER.

This Third Amendment to Agreement No. 36133 is approved as to form on

June 28, 2023.

DAWN MCINTOSH, City Attorney

By [Signature]
Deputy

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**BROADSPEC INC.
CALVIN, GIORDANO & ASSOCIATES, INC.
DAL-TECH ENGINEERING INC.
INTERWEST CONSULTING GROUP, INC.
KUTZMANN & ASSOCIATES, INC.
MERITAGE SYSTEMS, INC.
PROPERTY SPECIALISTS, INC.
TRI-LAKE CONSULTANTS, INC.
WINSTON SERVICES, INC.**

Omnibus Written Consent of Directors Without a Meeting

May 17, 2022

Pursuant to:

- (a) Section 7-108-202 of the Colorado Corporations and Associations Act (the "*CO Act*") and the Bylaws of BroadSpec Inc., a Colorado corporation ("*BroadSpec*");
- (b) Section 607.0821 of the Florida Business Corporation Act and the Bylaws of Calvin, Giordano & Associates, Inc., a Florida corporation ("*Calvin*");
- (c) Section 21.415 of the Texas Business Organizations Code ("*TX Code*") and the Amended and Restated Bylaws of Dal-Tech Engineering Inc., a Texas corporation ("*Dal-Tech*");
- (d) Section 7-108-202 of the CO Act and the Bylaws of Interwest Consulting Group, Inc., a Colorado corporation ("*Interwest*");
- (e) Section 603 of the Corporations Code of California (the "*CA Code*") and the Bylaws of Kutzmann & Associates, Inc., a California corporation ("*Kutzmann*");
- (f) Section 7-108-202 of the CO Act and the Bylaws of Meritage Systems, Inc., a Colorado corporation ("*Meritage*");
- (g) Section 603 of the CA Code and the Bylaws of Property Specialists, Inc., a California corporation ("*Property*"); and
- (h) Section 603 of the CA Code and the Bylaws of Tri-Lake Consultants, Inc., a California corporation ("*Tri-Lake*");
- (i) Section 21.415 of the TX Code and the Bylaws of Winston Services, Inc., a Texas corporation ("*Winston*" and, collectively with BroadSpec, Calvin, Dal-Tech, Interwest, Kutzmann, Meritage, Property and Tri-Lake, the "*Companies*");

the undersigned, being all of the directors of each of the Companies, hereby consent in writing by this Omnibus Written Consent of Directors Without a Meeting (this "*Consent*") to the adoption of the following resolutions:

Election of Director

RESOLVED, that Christopher Giordano is hereby duly elected as a director of each of the Companies, to serve until such individual's successor is duly elected or appointed or until the earlier of such individual's resignation, removal or death; and

FURTHER RESOLVED, that, for the avoidance of doubt, the current directors of the Companies are as follows:

Elizabeth Burke
Christopher Giordano
Michael C. McCurdie
Bradley J. Mundt (Chairman)
Loren J. Schlachet

Removal of Officers

RESOLVED, that Avner Alkhas is hereby removed as Chief Financial Officer of the Companies;

FURTHER RESOLVED, that Dennis Giordano is hereby removed as President and General Manager of Calvin;

FURTHER RESOLVED, that Curt Keyser is hereby removed as Vice President of Calvin;
and

FURTHER RESOLVED, that Sarah Sinatra-Gould is hereby removed as Director of Calvin.

Appointment of Officers

RESOLVED, that Christopher Giordano is hereby duly appointed as Chief Executive Officer of each of BroadSpec, Interwest, Kutzmann, Property and Tri-Lake and President and Chief Executive Officer of each of Calvin, Dal-Tech, Meritage and Winston, to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death;

FURTHER RESOLVED, that Sean English is hereby duly appointed as Chief Financial Officer of each of the Companies (other than Meritage), to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death;

FURTHER RESOLVED, that Paul Meschino is hereby duly appointed as President of each of BroadSpec, Interwest, Kutzmann, Property and Tri-Lake, to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death;

FURTHER RESOLVED, that Matthew Causley is hereby duly appointed as Vice President of Operations of each of Dal-Tech and Winston and Vice President of Operations and Assistant Secretary of Calvin, to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death;

FURTHER RESOLVED, that Jenna Martinetti is hereby duly appointed as Vice President of Operations of Calvin, to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death;

FURTHER RESOLVED, that David Kniff is hereby duly appointed as Assistant Secretary of each of BroadSpec, Interwest, Kutzmann, Property and Tri-Lake, to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death;

FURTHER RESOLVED, that Michelle Aiken is hereby duly appointed as Assistant Secretary of each of the Companies (other than Meritage), to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death;

FURTHER RESOLVED, that Dawn Hopkins is hereby duly appointed as Assistant Secretary of each of Calvin and Dal-Tech, to serve until such individual's successor is duly appointed and qualified or until the earlier of such individual's resignation, removal or death; and

FURTHER RESOLVED, that, for the avoidance of doubt, the current officers of the Companies are as listed on Exhibit A hereto.

General

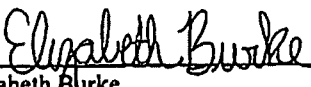
RESOLVED, that any and all actions heretofore or hereafter taken by the officers of the Companies (the "*Authorized Officers*"), or any of them, within the foregoing resolutions, be and each of them is hereby ratified, confirmed and approved; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized, empowered and directed to execute and deliver such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as such Authorized Officers or any such Authorized Officer may deem necessary, advisable or appropriate to implement the purposes and intent of the foregoing resolutions; each such agreement, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as such Authorized Officers or any such Authorized Officer executing the same may approve, the execution and delivery of any such agreement, instrument or document by any such Authorized Officers or any such Authorized Officer or the taking of such action to be conclusive evidence of such authorization and approval.

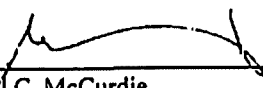
[Signature Page Follows]

This Consent may be executed in separate counterparts, each of which shall constitute an original and all of which together shall form a single instrument. Delivery of an executed signature page to this Consent by facsimile or other electronic transmission (including in Adobe PDF format) will be effective as delivery of a manually executed counterpart to this Consent. This Consent shall be effective as of the date first set forth above when executed by all of the directors of each of the Companies in the places designated for their signatures below.

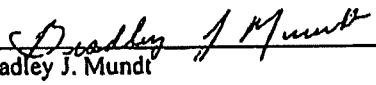
Upon execution of this Consent, the undersigned hereby direct that this Consent be filed in each Company's minute book.



Elizabeth Burke
Director



Michael C. McCurdie
Director



Bradley J. Mundt
Director



Loren J. Schlachet
Director

Exhibit A

Officers

BroadSpec

Christopher Giordano	Chief Executive Officer
Paul Meschino	President
Sean English	Chief Financial Officer
Loren J. Schlachet	Vice President
Elizabeth Burke	Vice President and Secretary
Daniel J. Haynes	Vice President and Treasurer
Michelle Aiken	Assistant Secretary
David Kniff	Assistant Secretary

Calvin

Christopher Giordano	President and Chief Executive Officer
Sean English	Chief Financial Officer
Loren J. Schlachet	Vice President
Tammy Cook-Weeden	Vice President of Operations
Jenna Martinetti	Vice President of Operations
Steve Watts	Vice President of Operations
Elizabeth Burke	Vice President and Secretary
Daniel J. Haynes	Vice President and Treasurer
Matthew Causley	Vice President of Operations and Assistant Secretary
Michelle Aiken	Assistant Secretary
Dawn Hopkins	Assistant Secretary

Dal-Tech

Christopher Giordano	President and Chief Executive Officer
Sean English	Chief Financial Officer
Loren J. Schlachet	Vice President
Matthew Causley	Vice President of Operations
Elizabeth Burke	Vice President and Secretary
Daniel J. Haynes	Vice President and Treasurer
Michelle Aiken	Assistant Secretary
Dawn Hopkins	Assistant Secretary

Interwest

Christopher Giordano	Chief Executive Officer
Paul Meschino	President
Sean English	Chief Financial Officer
Loren J. Schlachet	Vice President
Elizabeth Burke	Vice President and Secretary
Daniel J. Haynes	Vice President and Treasurer
Warren Kent Jorgensen	Vice President of Real Estate and Broker of Record
Michelle Aiken	Assistant Secretary
David Kniff	Assistant Secretary

Kutzmann

Christopher Giordano	Chief Executive Officer
Paul Meschino	President
Sean English	Chief Financial Officer
Loren J. Schlachet	Vice President
Elizabeth Burke	Vice President and Secretary
Daniel J. Haynes	Vice President and Treasurer
Michelle Aiken	Assistant Secretary
David Kniff	Assistant Secretary

Meritage

Christopher Giordano	President and Chief Executive Officer
Loren J. Schlachet	Vice President
Elizabeth Burke	Vice President and Secretary
Daniel J. Haynes	Vice President and Treasurer

Property

Christopher Giordano	Chief Executive Officer
Paul Meschino	President
Sean English	Chief Financial Officer
Loren J. Schlachet	Vice President
Elizabeth Burke	Vice President and Secretary
Daniel J. Haynes	Vice President and Treasurer
Warren Kent Jorgensen	Vice President of Real Estate and Broker of Record
Michelle Aiken	Assistant Secretary
David Kniff	Assistant Secretary

Tri-Lake

Christopher Giordano	Chief Executive Officer
Paul Meschino	President
Sean English	Chief Financial Officer

Loren J. Schlachet
Elizabeth Burke
Daniel J. Haynes
Michelle Aiken
David Kniff

Vice President
Vice President and Secretary
Vice President and Treasurer
Assistant Secretary
Assistant Secretary

Winston

Christopher Giordano
Sean English
Loren J. Schlachet
Matthew Causley
Elizabeth Burke
Daniel J. Haynes
Michelle Aiken

President and Chief Executive Officer
Chief Financial Officer
Vice President
Vice President of Operations
Vice President and Secretary
Vice President and Treasurer
Assistant Secretary