

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

1 FIRST AMENDMENT TO AGREEMENT NO. 32396

2 **32396**

3 THIS FIRST AMENDMENT TO AGREEMENT NO. 32396 is made and  
4 entered, in duplicate, as of July 2, 2014, 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 October 4, 2011, by and between ITERIS, INC., a Delaware corporation, with a place of  
7 business at 1700 Carnegie Avenue, Suite 100, Santa Ana, California 92705  
8 ("Consultant"), 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 Transportation Engineering, Transportation  
11 Planning, and Related Technical and Professional Services; and

12 WHEREAS, the parties entered Agreement No. 32396 whereby Consultant  
13 agreed to provide these Services; and

14 WHEREAS, the parties desire to extend the term without increasing the  
15 authorized amount;

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

18 1. Section 2 of Agreement No. 32396 is hereby amended to read as  
19 follows:

20 "2. TERM. The term of this Agreement shall commence at midnight on  
21 October 5, 2011, and shall terminate at 11:59 p.m. on October 4, 2015, 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. 32396 are ratified and confirmed and shall remain in full  
26 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.

ITERIS, INC., a Delaware corporation

July 22, 2014

By [Signature]  
Name Abbas M. Abdallah  
Title CFO/President

July 22, 2014

By [Signature]  
Name Dan Gilligan  
Title Vice President Contracts

"Consultant"

CITY OF LONG BEACH, a municipal corporation  
**Assistant City Manager**

August 25, 2014

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

"City"

This First Amendment to Agreement No. 32396 is approved as to form on

Aug 4, 2014.

CHARLES PARKIN, City Attorney

By [Signature] Deputy