

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

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THIRD AMENDMENT TO AGREEMENT NO. 33857

33857

THIS THIRD AMENDMENT TO AGREEMENT NO. 33857 is made and entered, in duplicate, as of January 31, 2019, for reference purposes only, pursuant to a minute order adopted by the City Council of the City of Long Beach at its meeting on April 7, 2015, by and between GHD INC., a California corporation, as successor-in-interest to OMNI-MEANS, LTD., a Nevada corporation ("Consultant"), with a place of business at 669 Pacific Street, Suite A, San Luis Obispo, California 93401, and the CITY OF LONG BEACH, a municipal corporation ("City").

WHEREAS, City requires specialized services requiring unique skills to be performed in connection with as-needed traffic engineering, transportation planning and related technical and professional services; and

WHEREAS, City and Consultant (the "Parties") entered into Agreement No. 33857 (the "Agreement") whereby Consultant agreed to provide these services; and

WHEREAS, the Parties entered into a First Amendment to decrease the amount by \$150,000 for a total not to exceed amount of \$250,000; and

WHEREAS, the Parties entered into a Second Amendment to update the change in company information and extend the term to May 31, 2019 and;

WHEREAS, the Parties desire to extend the term one (1) additional one-year period;

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

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

"2. TERM. The term of this Agreement shall commence at midnight on June 1, 2015, and shall terminate at 11:59 p.m. on May 31, 2020, unless sooner terminated as provided in this Agreement, or unless the services or the Project is completed sooner."


2. Except as expressly modified herein, all of the terms and conditions contained in Agreement No. 33857 are ratified and confirmed and shall remain in full force

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1 and effect.

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

4 GHD INC., a California corporation, as
5 successor-in-interest to OMNI-MEANS,
6 LTD., a Nevada corporation

7 MAY 19, 2019 By 
8 Name DOUGLAS J. RIES
9 Title PRINCIPAL VICE-PRESIDENT


10 _____, 2019 By <SEE ATTACHED RESOLUTION>
11 Name _____
12 Title _____

13 Tom Modica
14 Assistant City Manager

"Consultant"

15 EXECUTED PURSUANT
16 TO SECTION 301 OF
17 THE CITY CHARTER

CITY OF LONG BEACH, a municipal
corporation


18 August 1, 2019 By 
19 City Manager

"City"

This Third Amendment Agreement No. 33857 is approved as to form on

20 July 24, 2019.

CHARLES PARKIN, City Attorney

21 By 
22 Deputy

28

**CERTIFIED COPY OF UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF GHD INC.
(the "Corporation")**

Pursuant to Section 307(b) of the California Corporations Code and the Bylaws of GHD Inc., a California corporation (the "Corporation"), the undersigned, being all of the directors of the Corporation, by their signatures below, hereby consent to and authorize the following actions by unanimous written consent, without a meeting of the directors:

1. Prior Acts:

RESOLVED, that all of the prior actions taken by the officers of the corporation in the name, or for the benefit of this Corporation, are hereby approved, ratified, and confirmed as the actions of this Corporation.

2. Designation of Executive Officers:

RESOLVED, that the following persons are elected to the offices appearing opposite their respective names as indicated below, to serve at the pleasure of the board until the next annual meeting of the directors of the Corporation and until their respective successors are duly elected and qualified:

Ashley Wright	Chairman
Iver Skavdal	President
Stephen Quigley	Executive Vice-President
Harry Sturdevant	Executive Vice-President
Michael Moran	Treasurer
J. Duncan Findlay	Secretary
Lindsay Ray	Assistant Secretary

3. Designation of Vice-Presidents

RESOLVED, that for purposes of accommodating regional and local client requirements that contracts be executed by an "officer" of the Corporation, all individuals of the Corporation have been designated from time-to-time as a "Principal" by the North American Leadership Team (NALT) are also hereby designated a Vice-President of the corporation, with authority to execute agreements on behalf of the Corporation in that capacity, subject to the Limits of Authority QA100 authorization level applicable to a Principal. The current Vice-Presidents of the Corporation are listed in Schedule A attached hereto.

4. Designation of Specific Engineers in Responsible Charge:

WHEREAS, the Corporation provides engineering services in a number of jurisdictions requiring that engineers in responsible charge be designated by specific board resolution, NOW THEREFOR, IT IS HEREBY

RESOLVED, that the following licensed professional engineers who are full-time regular employees of the Corporation are hereby designated to be the engineers in responsible charge of the Corporation's engineering practice as required under applicable state law and engineering board regulations, in the jurisdictions appearing opposite their respective names below, and that the designated engineer in responsible charge, or an engineer under a designated engineer's direct supervision, shall make all engineering decisions pertaining to engineering activities in each such jurisdiction.

4. Establishment of Job Related Authority Levels:

RESOLVED, that the job related authority levels established under GHD Group Pty Ltd document QA100, as revised for use in North America and as approved by the North American Leadership Team (NALT), are hereby confirmed as the Corporations job related authority levels for company operations until such time as revised authority levels are established.

The execution of this consent shall constitute a written waiver of any notice required by the California Corporations Code or this Corporation's Articles of Incorporations and Bylaws.

This Board action may be executed in any number of counterparts, all of which taken together shall constitute one instrument. Facsimile or PDF copies of signatures of this action shall be deemed valid and original for all purposes.

SCHEDULE A


CURRENT VICE-PRESIDENTS OF GHD INC.

- | | |
|-------------------|----------------------|
| Steven Allen | Phil Baker |
| Paul Baron | Christopher Benjamin |
| Douglas Camlin | Scott Crosswell |
| Alex Culick | Steven Davie |
| Mark Dockum | Marc Drainville |
| Jeffrey Gaarder | Kelvin George |
| Andrew Glitzer | Charles Hahl |
| Paul Hermann | David Lindow |
| Vincent Maillard | Anthony Petroccitto |
| Karen Reinhardt | Daniel Reiter |
| Douglas Ries | Craig Robinson |
| Douglas Rollman | Isa Saah |
| William Silva | Brian Swift |
| Kamesh Vedula | Gregory Watanabe |
| Matthew Weber | Theodore Whiton |
| Matthew Winkelman | Michael Worlton |
| Seth Yoskowitz | Thor Young |

CERTIFICATE

CERTIFIED to be a true copy of the Unanimous Written Consent of the Directors GHD Inc. as passed by the directors by unanimous consent on May 3, 2018, which resolution remains in full force and effect, unamended.

Dated: June 15, 2018



Duncan Findlay
Corporate Secretary

I have authority to bind the Corporation