

AMENDMENT NO. TWO TO CONTRACT NO. 29605 29605

RE: Extension of Contract No. 29605 (PA-01406) for Furnishing and Delivering Parts and Service to Overhaul and Repair Helicopter Engines to the City of Long Beach (BPPW06000142)

This Amendment to Contract No. 29605 is made and entered as of September 18, 2008 by and between the CITY OF LONG BEACH, a municipal corporation, and Vector Aerospace Helicopter Services Inc., formally known as Acroheliopro Global Services Inc (Contractor)

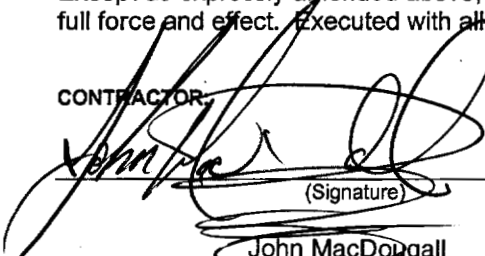
Contract No. 29605 is amended by mutual agreement of the parties and as indicated below by a check or other mark preceding the appropriate amendment:

- 1. The term is extended to July 1, 2009.
- 2. No funds have been added for the (1) year extension.
- 3. Prices during this period shall remain firm.
- 4. The price for certain items shall be increased as shown on Exhibit "A", which is attached hereto and incorporated herein by this reference.
- 5. The price for certain items shall be decreased as shown on Exhibit "A", which is attached hereto and incorporated herein by this reference.
- 6. The discount offered to the City is increased by ____ %.
- 7. The items or locations identified on Exhibit "B", which is attached hereto and incorporated herein by this reference, are hereby deleted from the Contract.
- 8. The locations identified on Exhibit "B", which is attached hereto and incorporated herein by this reference, are hereby added to the Contract.
- 9. Current permits, licenses, insurance and other required information are enclosed as Addendum No. 1.

Except as expressly amended above, all terms and conditions in this Contract are ratified and confirmed and remain in full force and effect. Executed with all formalities required by law as of the date first stated above.

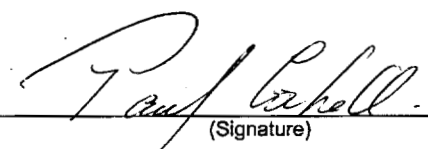
Attach Notary if Out-of-State Contractor

CONTRACTOR:



 (Signature)
 John MacDougall

 (Print / Type Name)



 (Signature)
 Paul Cockell

 (Print / Type Name)

 President / Vice President / Secretary / Treasurer
 (circle one)

 Chief Operating Officer
 President / Vice President / Secretary / Treasurer
 (circle one)

Attesting to the signatures only of John MacDougall and Paul Cockell this 1st day of October 2008 in Richmond, British Columbia Canada.

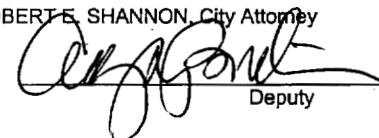
THE CITY OF LONG BEACH:

By:  **Assistant City Manager**

 City Manager

HANS PODZUN NOTARY PUBLIC
 Approved as to form:
 ROBERTE SHANNON, City Attorney

EXECUTED PURSUANT TO SECTION 501 OF THE CITY CHARTER.

By: 

 Deputy

HANS PODZUN, NOTARY PUBLIC
in and for the Province of British Columbia

630 - 4400 Hazelbridge Way,
Richmond, B.C. V6X 3R8
PH: (604) 273-1101 FAX (604) 273-9196
PERMANENT COMMISSION

BID SECTION

BID TO FURNISH AND DELIVER PARTS AND SERVICE TO OVERHAUL AND REPAIR HELICOPTER ENGINES FOR CITY OF LONG BEACH PUBLIC WORKS DEPARTMENT, FLEET SERVICES BUREAU.

WE ARE PLEASED TO SUBMIT THIS BID IN ACCORDANCE WITH THE CITY OF LONG BEACH INVITATION TO BID, SPECIFICATIONS AND TERMS AND CONDITIONS TO FURNISH AND DELIVER THE FOLLOWING EQUIPMENT, MATERIAL, SUPPLIES OR SERVICES FOB DESTINATION CITY OF LONG BEACH.

SALES TAX

UNIT EXTENSION PRICES STATED HEREIN SHALL NOT INCLUDE SALES TAX.

SUMMARY OF BID ITEMS

1. Discounts shall be submitted using the current Turbomeca manufacturer's price list as published by Turbomeca. Bidder shall furnish parts as listed in current manufacturer's catalogs and/or price lists.

<u>New Parts</u>	<u>% off list</u>
a) New Parts, Outright	<u>List Price + 5%</u> %
b) New Parts, Embodied	<u>List Price + 5%</u> %
c) Exchange/Overhauled Parts	<u>List Price + 5%</u> %
d) Tooling	<u>List Price + 5%</u> %

Price List No. 2008 Price List Dated _____

Applicable Price Column _____ (enclose copy)

BID SECTION

SUMMARY OF BID ITEMS (continued)

2. Enter the total cost for **exchange** of the following airframe components installed in the City's helicopters as listed in the Turbomeca, Maintenance Manual, Chapter 5 and Service Letters, 2070/00/AR2B/14. Note: Costs shall reflect discount. Actual price charged for overhaul shall not exceed 10% of the price quoted. Overhauls shall be billed using cost for labor and actual materials replaced.

Per Engine

Module M01	\$ 26,490.00
Module M02	\$ 38,110.00
Module M03	\$ 178,770.00
Module M04	\$ 40,880.00
Module M05	\$ 37,200.00
Control and Monitoring Harness	\$ 5,446.23
Control Harness (Regulation Harness 7150001020)	\$ 5,446.23
Igniter Plug	\$ 222.18
Injector	\$ 380.45
Junction and Turbine 4.5, Confirmation Box	\$ 1,952.69
Alternator	\$ 1,559.33
Torque Confirmation Box	\$ 695.61
Speed Sensor	\$ 449.44
Exhaust Pipe	\$ 3,812.15
Adjusted Valve Assembly (Fuel Valve 73140001010)	\$ 8,814.40
Digital Engine Control Unit	\$ 38,546.24
Pump and Metering Unit Assembly	\$ 34,230.00
Ignition Unit	\$ to be determined
Bleed Valve	\$ 6,345.00
P3 Transmitter	\$ 900.00
Speed Sensor (N1)	\$ 449.44
Speed Sensor (N2)	\$ 543.10
Pyrometric Harness	\$ 2,533.95
Oil Pump	\$ 6,632.96
Valve Assembly (Oil Valve 79250001010)	\$ 1,996.34
Low Oil Pressure Switch	\$ 798.09
Low Fuel Pressure Switch	\$ to be determined
Visual Pre-blockage Indicator (Oil Filter)	\$ 337.29
Electrical Magnetic Plug	\$ 596.31
Pre-blockage Pressure Switch (Fuel Filter)	\$ to be determined
Freewheel Assembly	\$ 11,994.67
Total Cost:	\$ 446,132.11 + TBD *

* Pricing shown as "TBD" = "To Be Determined" are for those items for which the price is not published, and which vary according to the condition of each unit. Prices will be determined and quoted as the need for each item arises.

BID SECTION

SUMMARY OF BID ITEMS (continued)

- a) Enter the average estimate for overhaul of the following airframe components installed in the City's helicopters as listed in the Turbomeca, Maintenance Manual, Chapter 5 and Service Letters, 2070/00/AR2B/14. Note: Costs shall reflect discount. Actual price charged for overhaul shall not exceed 10% of price quoted. Overhauls shall be billed using cost for labor and actual materials replaced.

Module M01	\$ 23,841.00
Module M02	\$ 34,299.00
Module M03	\$ 160,893.00
Module M04	\$ 36,792.00
Module M05	\$ 33,480.00
Pump and Metering Unit Assembly	\$ 30,807.00
Adjusted Valve Assembly	\$ 7,932.96
Freewheel Assembly	\$ 10,795.20
Total Cost:	\$ 338,840.16

- b) Provide the hourly cost for the rental of a Turbomeca, Arriel 2B1 engine and include the cost of recertification, if any.

Rental	
1. hourly	\$ 205.40 / per hour
2. daily	\$ 117.50 / per day
Re-Certification	\$ No Charge

- c) Provide hourly rate for the following:

Standard Shop	\$ 99.00 / per hour
Technical Assistance	\$ 99.00 / per hour
Weekend Rate (Field Labor)	\$ 99.00 / per hour
After Hours Call Out (Field Labor)	\$ 110.00 / per hour
Holidays (Field Labor)	\$ 110.00 / per hour

* Pricing shown as "TBD" = "To Be Determined" are for those items for which the price is not published, and which vary according to the condition of each unit. Prices will be determined and quoted as the need for each item arises.

BID SECTION

SUMMARY OF BID ITEMS (continued)

- d) **WARRANTY:** Bidder shall state hour or calendar life warranty on all work performed on the airframe, and/or airframe accessories, modification, overhaul, and/or repair of the airframe, time life components and/or accessories.

<u>Work/Workmanship Performed</u>	<u>Hours</u>	<u>Months</u>	<u>Minimum Warranty</u>
1) Engine Modification (Labor)	<u>Next Overhaul</u>	<u>36</u>	<u> </u>
2) New Parts	<u>1,000</u>	<u>24</u>	<u>1500 cycles</u>
3) Exchange/Overhaul Parts Components	<u>800</u>	<u>9</u>	<u>1200 cycles</u>
4) Engine Time Life Components (New)	<u>1,000</u>	<u>24</u>	<u>1500 cycles</u>
5) Engine Accessories (New)	<u>1,000</u>	<u>24</u>	<u>1500 cycles</u>

DELIVERY (PARTS/MATERIALS): 2 days after receipt of order. (If time shown is more than two (2) working days after receipt of order, bid may be disqualified.)

DELIVERY (OVERHAUL): 30 days after receipt of order. (If time shown is more than thirty (30) working days after receipt of order, bid may be disqualified.)

PAYMENT TERMS: Net 30 Days



**2008 PRICE LIST
TURBO-SHAFT ENGINES HELICOPTERS
ARRIEL Modules**

MODULES	Version	NEW SPARE MODULE PRICE	STANDARD EXCHANGE FIXED PRICE
ARRIEL		USD	USD
		(1)	(2)
MODULE 1 SOX (Without Oil Pump)	1A1/A2	-	25 630
	1B	-	25 630
	1C/1C1/1D	-	25 630
	1D1/1C2	54 400	26 790
	1E2	77 800	26 790
	2B	-	25 650
	2C	80 500	26 490
	2C1	80 500	26 490
	2C2	82 500	27 160
MODULE 2 AXIAL COMPRESSOR	1A1/A2	-	39 360
	1B	-	39 360
	1C/1C1/1D	-	39 360
	1D1/1C2	84 800	39 360
	1E2	84 800	39 360
	2B	-	37 430
	2C	86 800	38 110
	2C1	86 800	38 110
2C2	92 200	40 420	
MODULE 3 GENERATOR	1A1/A2	-	158 220
	1B (3)	-	158 220
	1C/1C1/1D	-	158 220
	1D1/1C2	353 800	173 710
	1E2	365 300	173 710
	2B	-	175 720
	2C	422 100	178 770
	2C1	422 100	178 770
2C2	443 100	187 600	
MODULE 4 POWER TURBINE	1A1/A2	-	35 400
	1B	-	35 400
	1C/1C1/1D	-	35 400
	1D1/1C2	78 400	35 400
	1E2	78 400	35 400
	2B	-	37 530
	2C	86 300	40 880
	2C1	86 300	40 880
2C2	88 300	41 910	
MODULE 5 REDUCTION GEAR	1A1/A2	-	35 840
	1B	-	35 840
	1C/1C1/1D	-	35 840
	1D1/1C2	70 300	35 840
	1E2	74 500	36 930
	2B	-	36 310
	2C	78 000	37 200
2C1	78 000	37 200	
2C2	93 800	44 580	

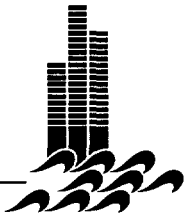
(1) The prices include the delivery of the module and its assembly kit in wooden case.

(2) Life limited parts and design changes excluded.

(3) Amount for ARRIEL 1B (TU146) engine.

Note 1 : Optional material container for long storage, prices upon request.

Note 2 : Overhaul price for modules engine will be quoted upon request.



CITY OF LONG BEACH

DEPARTMENT OF FINANCIAL MANAGEMENT

333 W. OCEAN BLVD., PLAZA LEVEL ! LONG BEACH, CA 90802 ! TEL#(562)570-6361 FAX#(562)570-599

PURCHASING DIVISION

October 21, 2008

ADDENDUM NO. 1

TO: Larry Herrera, City Clerk

ATTN: Allison Bunma, City Clerk Analyst

RE: CONTRACT NO. 29605 (BID NO. PA-01406) - FURNISHING AND DELIVERING PARTS AND SERVICES TO OVERHAUL AND REPAIR HELICOPTER ENGINES TO THE CITY OF LONG BEACH (BPPW07000142)

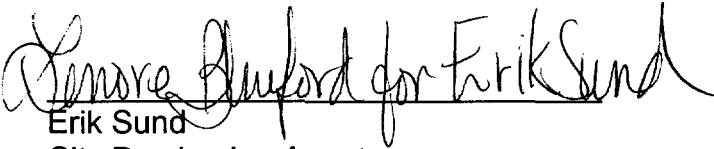
Please note the following changes:

- Contracts signed under "Acroheliopro Global Services, Inc." will now be under "Vector Aerospace Helicopter Services, Inc."

Please find attached the letter from the vendor as a proof that the name has changed.

For any questions, please call Michelle King, Buyer, at (562) 570-6020.

BY ORDER OF:


Erik Sund
City Purchasing Agent

ES/mk/act



August 5, 2008

City of Long Beach
Department of Financial Management
333 W. Ocean Blvd., Plaza Level
Long Beach, CA 90802

Attention: Anne Takii / Michelle King

Subject: Amendment No. Two to Contract No. 29605 (PA-01406)
Furnishing and Delivering Parts and Services to Overhaul and Repair Helicopter
Engines to the City of Long Beach (BPPW06000094)

Dear Ms Takii and Ms King,

Please find enclosed the signed and notarized documents as requested. We are so sorry for the delay, but experienced some difficulty getting 2008 pricing from the OEM.

Please note, ACROHELIPRO changed its name earlier this year to Vector Aerospace Helicopter Services Inc. I have also attached the name change documents for your reference.

Please let me know if you require anything further.

Regards,

A handwritten signature in black ink, appearing to be "KG" or similar initials.

Kimberly Gosal
Executive Assistant
Phone: 604 276 7511
Fax: 604 276 7675
Email: kim.gosal@vectoraerospace.com



Notification: ACROHELIPRO Global Services renamed to Vector Aerospace - Helicopter Services

Dear Valued Customer:

Since 2004, ACROHELIPRO has operated as a single operating division within the Vector Aerospace Group; having been created from the formerly autonomous divisions ACRO Aerospace and HELIPRO International.

Effective immediately, ACROHELIPRO Global Services has adopted the name of our corporate parent, and is operating as Vector Aerospace - Helicopter Services North America. We now conduct business from our Canadian facilities as *Vector Aerospace Helicopter Services Inc.* and from our US facilities as *Vector Aerospace Helicopter Services USA Inc.* To facilitate the public transition to Vector Aerospace - Helicopter Services North America, we have changed the name and logos of our operating companies in both Canada and the United States from the existing ACROHELIPRO entities to Vector Aerospace.

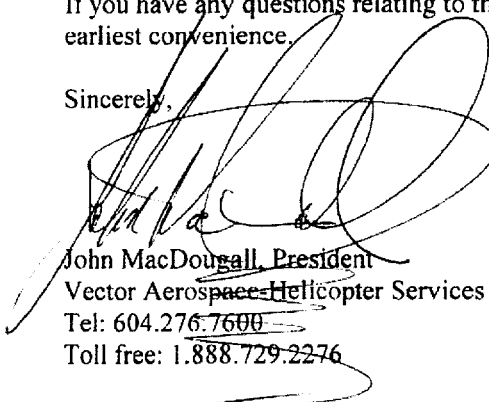
This announcement sets in motion the first phase of a Vector-wide initiative to transition all maintenance, repair, and overhaul assets to the Vector brand, including ACROHELIPRO, Atlantic Turbines, Sigma Aerospace and the newly-acquired Defence Aviation Repair Agency (DARA) Rotary and Components divisions. Vector management anticipates that as a result of efficiencies resulting from a consolidation of resources, knowledge and skills, customers will experience enhanced levels of quality, service and satisfaction.

We wish to emphasize the change will not affect our ability to provide the industry-leading services and products operators have come to expect from all Vector companies, and we continue to provide our world class services in all our traditional product lines including Rolls Royce, Pratt & Whitney, General Electric and Turbomeca engines & associated accessories, Bell, Sikorsky and Eurocopter dynamic components, avionics and structures.

Furthermore, be assured this initiative represents a name change only, and does not affect any of the existing rights and obligations between us and our customers, OEMs and suppliers.

If you have any questions relating to this notification, please do not hesitate to contact us directly at your earliest convenience.

Sincerely,



John MacDougall, President
Vector Aerospace-Helicopter Services North America
Tel: 604.276.7600
Toll free: 1.888.729.2276



Industry Canada

Industrie Canada

**Certificate
of Amendment**

**Canada Business
Corporations Act**

**Certificat
de modification**

**Loi canadienne sur
les sociétés par actions**

Vector Aerospace Helicopter Services Inc.

427841-1

Name of corporation-Dénomination de la société

Corporation number-Numéro de la société

I hereby certify that the articles of the
above-named corporation were amended:

Je certifie que les statuts de la société
susmentionnée ont été modifiés:

- a) under section 13 of the *Canada Business Corporations Act* in accordance with the attached notice;
- b) under section 27 of the *Canada Business Corporations Act* as set out in the attached articles of amendment designating a series of shares;
- c) under section 179 of the *Canada Business Corporations Act* as set out in the attached articles of amendment;
- d) under section 191 of the *Canada Business Corporations Act* as set out in the attached articles of reorganization;

- a) en vertu de l'article 13 de la *Loi canadienne sur les sociétés par actions*, conformément à l'avis ci-joint;
- b) en vertu de l'article 27 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes désignant une série d'actions;
- c) en vertu de l'article 179 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes;
- d) en vertu de l'article 191 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses de réorganisation ci-jointes;

Richard G. Shaw
Director - Directeur

March 4, 2008 / le 4 mars 2008

Date of Amendment - Date de modification