

**SECOND AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT

BETWEEN THE CITY OF LOS ALAMITOS
AND
WILLDAN ENGINEERING**

1. PARTIES AND DATE.

This First Amendment to the Professional Services Agreement (Dated September 15, 2008) is made and entered into this 5th day of October 2009, by and between the City of Los Alamitos (“City”) and Willdan Engineering, a Corporation with the principal place of business at 2401 Katella, Suite 450, Anaheim, California 92806 (“Consultant”). City and Consultant are sometimes individually referred to as “Party” and collectively as “Parties” in this First Amendment.

2. RECITALS.

2.1 Agreement. City and Consultant entered into that certain Professional Services Agreement dated September 15, 2008 (“Agreement”), whereby Consultant agreed to provide Building and Safety Services.

2.2 Amendment. City and Consultant desire to amend the Agreement for the first time to extend the term and reduce the compensation.

3. TERMS.

3.1 Term. Section 3.1.2 of the Agreement is hereby amended to reflect an extension of the term to be from **October 1, 2009 to June 30, 2010**. Additionally, Section 3.3.1 Exhibit B will be replaced with new Exhibit B which establishes the following reduced rate fee schedule. Exhibit B is hereby deleted in its entirety and replaced with Exhibit B attached hereto and incorporated herein by reference.

| Fees Collected Per Month | % Of Fee to Consultant |
|-------------------------------------|-----------------------------------|
| Up to \$12,000 | 85% |
| \$12,001 to \$18,000 | 80% |
| \$18,001 to \$24,000 | 75% |
| \$24,001 to \$30,000 | 70% |
| \$30,001 to \$36,000 | 65% |
| Over \$36,000 | 60% |

3.2 Continuing Effect of Agreement. Except as amended by this first Amendment, all provisions of the Agreement shall remain unchanged and in full force and effect. From and after the date of this first Amendment, whenever the term

“Agreement” appears in the Agreement, it shall mean the Agreement as amended by this First Amendment.

3.3 Adequate Consideration. The Parties hereto irrevocably stipulate and agree that they have each received adequate and independent consideration for the performance of the obligations they have undertaken pursuant to this First Amendment.

3.4 Counterparts. This First Amendment may be executed in duplicate originals, each of which is deemed to be an original, but when taken together shall constitute but one and the same instrument.

CITY OF LOS ALAMITOS

WILLDAN ENGINEERING

By: _____
Jeffrey L. Stewart
City Manager

By: _____
James M. Guerra, C.B.O.
Vice-President

Attest:

By: _____
C. Darleen Cordova
Interim City Clerk

Attest:

By: _____
Dean Derleth
City Attorney

EXHIBIT B

ARTICLE I. COST PROPOSAL – REVISED AUGUST 18, 2009

Willdan Engineering is very cognizant of providing the City of Los Alamitos Building Division with proper level of qualified staffing based on a cost sensitive level of service.

BUILDING OFFICIAL

Willdan is proposing to provide Building Official services during public counter hours (5 hours per day). The Building Official will be also be available throughout the regular workday for meetings, plan review and other services as required.

Article II. BUILDING INSPECTIONS

Willdan will continue to provide building, electrical, plumbing and mechanical code field inspections.

Article III. PLAN REVIEW

Willdan will continue to provide plan review services including structural, life safety, energy, disabled access, mechanical, plumbing and electrical code.

Willdan's compensation for all building and safety services including Building Official, Building Inspections and Plan Review is based on an adjustable percent of the total City Fees collected each month:

| <i>Section 3.01 - Fees Collected Per Month</i> | <i>Willdan Percent</i> |
|---|-------------------------------|
| Up to \$12,000 | 85% |
| \$12,001 to \$18,000 | 80% |
| \$18,001 to \$24,000 | 75% |
| \$24,001 to \$30,000 | 70% |
| \$30,001 to \$36,000 | 65% |
| Over \$36,000 | 60% |

Should the City reduce the Building Official's Public Counter Hours by eliminating the afternoon public counter hours as a cost saving measure, Willdan would reduce each of the above percents by 10 percent.

NPDES PROGRAM

The requested add-on services to manage and perform all necessary commercial and industrial NPDES inspections will entail performing of minimum two (2) daily inspections, preparation of documents and all necessary communications. We anticipate this task to take a minimum fifteen (15) hours per week of qualified staff time.

Willdan Engineering proposes to perform all necessary tasks associated with this service at our current hourly rates. Our cost proposal for this service including attendance at required meetings is a not to exceed cost \$41,000 for fiscal year 2009-2010.