

**AMENDMENT NUMBER TWO
TO PROFESSIONAL SERVICES AGREEMENT
FOR INTERIM MANAGEMENT ASSISTANCE**

This Amendment is made and entered into this ____ day of February, 2012 (“Effective Date”) by and between the City of Costa Mesa, a municipal corporation (“City”) and MANAGEMENT PARTNERS INC., a California corporation (“Consultant”).

WHEREAS, Consultant and City entered into an agreement on March 1, 2011, for Consultant to provide interim management assistance (the “Agreement”); and

WHEREAS, Consultant and City desire to amend the Agreement to extend the term and accordingly adjust the amount of compensation by adding \$85,000 to the existing compensation limit.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Section 2.1 of the Agreement is deleted in its entirety and replaced by the following:

2.1 Compensation. Consultant shall provide interim management assistance at a rate of \$124 per hour, for Tammy Letourneau. During this engagement, the actual consultant hours spent will be reimbursed by the City.

2. Section 4.1 of the Agreement is deleted in its entirety and replaced by the following:

4.1. Term. This Agreement shall commence on the Effective Date and continue through December 31, 2012, unless previously terminated as provided herein or as otherwise agreed to in writing by the parties. At the end of the term period, Consultant and City may mutually agree, in writing, to renew the contract for up to four term periods of one (1) year each.

3. All terms not herein defined shall have the same meaning and use as set forth in the Agreement.

4. All other terms, conditions, and provisions of the Agreement not in conflict with this Amendment and previous Amendments, shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have set their hand by their duly authorized representatives as of the day and year first above written.

CITY OF COSTA MESA,
A municipal corporation

Chief Executive Officer

Date: _____

MANAGEMENT PARTNERS, INC.

Signature

Date: _____

Name and Title

ATTEST:

City Clerk and ex-officio Clerk
of the City of Costa Mesa

APPROVED AS TO CONTENT:

Project Manager

Date: _____

APPROVED AS TO FORM:

City Attorney

Date: _____