

**AMENDMENT NUMBER FIVE
TO PROFESSIONAL SERVICES AGREEMENT**

THIS AMENDMENT NUMBER FIVE TO PROFESSIONAL SERVICES AGREEMENT ("Amendment"), is made and entered into April 29, 2016 ("Effective Date"), by and between the CITY OF COSTA MESA, a municipal corporation (the "City") and KEYSER MARSTON ASSOCIATES, INC., a California corporation ("Consultant").

WHEREAS, on July 1, 2012, the City entered into a Professional Services Agreement with Consultant to provide financial consulting services ("Agreement"), and subsequently amended the Agreement to extend its term through June 30, 2016 and to adjust Consultant's compensation; and

WHEREAS, the City now desires to amend the Agreement to increase Consultant's compensation, as set forth in Amendment Number Four to the Agreement, in the amount of Nineteen Thousand Seventy-Five Dollar and Zero Cents (\$19,075.00), through the term of the Agreement.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereby amend the Agreement as follows:

1. Section 2.1 of the Agreement is amended to provide that the total compensation paid to Consultant shall not exceed One Hundred Twenty-Six Thousand Nine Hundred Ninety-Two Dollars and Zero Cents (\$126,992.00).
2. All other terms and provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by and through their respective authorized officers, as of the date first above written.

CITY OF COSTA MESA



Chief Executive Officer

Date:

5/19/16

CONSULTANT



Signature

Date:

May 10, 2016

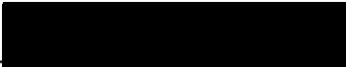
Kathleen H. Head, Vice President

Name and Title



Taxpayer ID Number

ATTEST:



City Clerk

APPROVED AS TO FORM:



City Attorney

Date: 05/17/16

APPROVED AS TO INSURANCE:



Risk Management

Date: 5/16/16

PURCHASING APPROVAL:

Finance Director, Interim

Date: 5.13.16