

**CONSENT TO ASSIGNMENT AND SECOND AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT BETWEEN THE CITY OF PALOS VERDES ESTATES AND HR GREEN CALIFORNIA, INC.**

THIS SECOND AMENDMENT (“Second Amendment”) is made and entered into this 14<sup>th</sup> day of November 2017, by and between the CITY OF PALOS VERDES ESTATES, a general law city and municipal corporation (“City”), HR Green California, Inc., a California corporation; and HR GREEN PACIFIC, INC., a California corporation.

1. **RECITALS.** This Second Amendment is made with reference to the following facts and objectives:
  - A. On July 13, 2015, the CITY and the HR Green California, Inc. entered into an agreement for consulting services in the areas of Building and Safety, Engineering and Public Works. The Agreement authorizes the City to utilize HR Green California, Inc. for the administration and management of capital improvement projects.
  - B. On September 8, 2015, the City amended to the contract to clarify the fee component for the administration and management of capital improvement projects. The Agreement and First Amendment to the Agreement are referred to collectively as the “Agreement.”
  - C. On October 30, 2017, HR Green California, Inc. notified the City of its intention to assign its rights and obligations under the Agreement to HR Green Pacific, Inc.
  - D. Section 13 of the Agreement prohibits the assignment of the Agreement without the written approval of the City.
  - E. The City reviewed the information submitted by HR Green California, Inc. and determined that HR Green Pacific, Inc. possesses the operational and technical ability to provide the services required by the Agreement.
  - F. The City is willing to consent to the assignment of the Agreement to HR Green Pacific, Inc. only if HR Green Pacific, Inc. guaranties the timely and full performance of the obligations required by the Agreement; and
  - G. The City and HR Green Pacific, Inc. now mutually desire by this Second Amendment to the Agreement to amend the terms of the Agreement.
2. **CONSENT TO ASSIGNMENT.** On November 14, 2017, the Palos Verdes Estates City Council approved and consented to the assignment of the Agreement from HR Green California, Inc. to HR Green Pacific, Inc., subject to the provisions of this Consent to Assignment and Second Amendment to the Agreement.
3. **AMENDMENT.** In consideration of the foregoing and pursuant to Section 28 of the Agreement, the Agreement is amended as follows:

A. The Agreement, in its entirety, is amended to insert HR Green Pacific, Inc. in place of HR Green California, Inc. throughout.

4. **COUNTERPARTS.** This Amendment may be executed in any number or counterparts, each of which will be an original, but all of which together constitutes one instrument executed on the same date.

4. **LIMITED AMENDMENT.** Except as modified by this Amendment, all other terms and conditions of the Agreement, as amended by Amendment No. 1, remain in full force and effect.

This Amendment is executed on and shall become effective this 14<sup>th</sup> day of November, 2017, at Palos Verdes Estates, California.

CITY OF PALOS VERDES ESTATES

  
\_\_\_\_\_  
JAMES D. VANDEVER, Mayor

ATTEST:

  
\_\_\_\_\_  
Lauren Pettit, Deputy City Clerk

HR GREEN CALIFORNIA, INC.,  
a California Corporation

By: \_\_\_\_\_

Its: \_\_\_\_\_

HR GREEN PACIFIC, INC.,  
a California Corporation

By: \_\_\_\_\_

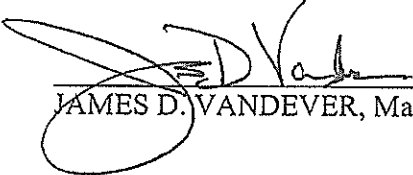
Its: \_\_\_\_\_

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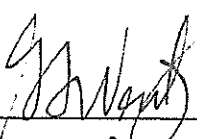
CITY OF PALOS VERDES ESTATES

  
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 JAMES D. VANDEVER, Mayor

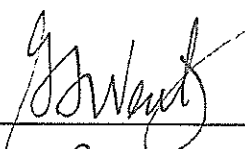
ATTEST:

  
 \_\_\_\_\_  
 Lauren Pettit, Deputy City Clerk

HR GREEN CALIFORNIA, INC.,  
 a California Corporation

By:   
 \_\_\_\_\_  
 Its: VICE PRESIDENT

HR GREEN PACIFIC, INC.,  
 a California Corporation

By:   
 \_\_\_\_\_  
 Its: VICE PRESIDENT

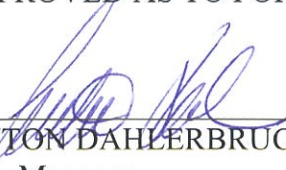
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APPROVED AS TO FORM:



CHRISTI HOGIN  
City Attorney

APPROVED AS TO FORM:



ANTON DAHLERBRUCH  
City Manager