

**AMENDMENT NO. 5
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
BENDER ROSENTHAL, INC.**

THIS AMENDMENT NO. 5 to the Professional Services Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and Bender Rosenthal, Inc. (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the "Parties") and effective as of the last date opposite the respective signatures below.

WHEREAS, CONTRACTOR entered into a Professional Services Agreement with County on February 1, 2012 (hereinafter, "Agreement") to provide on-call real estate services through January 31, 2014 for an amount not to exceed \$100,000; and

WHEREAS, Agreement was amended by the Parties on April 29, 2013 (hereinafter, "Amendment No. 1", including Exhibit B-1 – Federal Provisions) to revise Exhibit B – Federal Provisions with no increase to the Agreement's not to exceed amount and with no extension to the Agreement's term; and

WHEREAS, Agreement was amended by the Parties on October 31, 2013 (hereinafter, "Amendment No. 2") to extend the term for one (1) additional year through January 31, 2015 with no increase to the Agreement's not to exceed amount; and

WHEREAS, Agreement was amended by the Parties on December 8, 2014 (hereinafter, "Amendment No. 3") to extend the term for one (1) additional year through January 31, 2016 and to increase the Agreement amount by \$100,000 which resulted in a total not to exceed amount of \$200,000; and

WHEREAS, Agreement was amended by the Parties on October 20, 2015 (hereinafter, "Amendment No. 4", including Exhibit B-2 – Federal Provisions) to revise Exhibit B-1 – Federal Provisions and to extend the term for one (1) additional year through January 31, 2017 with no increase to the Agreement's not to exceed amount; and

WHEREAS, the County has a continued need for on-call real estate services, beyond the anticipated five (5) year Agreement term allowed per Request for Qualifications (RFQ) #10249; and

WHEREAS, additional time is necessary to allow County staff to prepare and process a new RFQ; and

WHEREAS, the Parties wish to further amend the Agreement to extend the term one (1) additional year to January 31, 2018 with no associated dollar amount increase to allow CONTRACTOR to continue to provide services identified in the Agreement and as amended by this Amendment No.5.

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

1. Amend the first sentence of Paragraph 3, "Term of Agreement", to read as follows:

The term of this Agreement is from January 31, 2012 to January 31, 2018, unless sooner terminated pursuant to the terms of this Agreement.

2. Invoices under this Agreement shall be submitted monthly and promptly, and in accordance with Paragraph 6, "Payment Conditions", of the Agreement. All invoices shall reference the Multi-Year Agreement (MYA) number #3000*270, Project name and associated Purchase Order number, and an original hardcopy shall be sent to the following:

County of Monterey
Resource Management Agency (RMA) – Finance Division
168 West Alisal Street, 2nd Floor
Salinas, California 93901

Any questions pertaining to invoices under this Agreement shall be directed to the RMA Finance Division at (831) 755-4800.

3. All other terms and conditions of the Agreement remain unchanged and in full force.
4. This Amendment No. 5 and all previous amendments shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
5. The recitals to this Amendment No. 5 are incorporated into the Agreement and this Amendment No. 5.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 5 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

COUNTY OF MONTEREY

CONTRACTOR*

By: _____
Contracts/Purchasing Officer

Bender Rosenthal, Inc.
Contractor's Business Name

Date: _____

By: _____
(Signature of Chair, President or Vice President)

Its: Robert Morrison, President
(Print Name and Title)

Date: 11/16/16

**Approved as to Form and Legality
Office of the County Counsel**

By: _____
Mary Grace Perry
Deputy County Counsel

By: _____
(Signature of Secretary, Asst. Secretary, CFO,
Treasurer or Assistant Treasurer)

Its: Robert C. Schaevitz, CFO
(Print Name and Title)

Date: 11-18-2016

Date: 11/16/16

Approved as to Fiscal Provisions

By: _____
Auditor/Controller

Date: 11-18-16

Approved as to Indemnity and Insurance Provisions

By: _____
Risk Management

Date: _____

*INSTRUCTIONS: IF CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers. IF CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership. IF CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any, and shall personally sign the Agreement.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 5 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

COUNTY OF MONTEREY

CONTRACTOR*

By: _____
Contracts/Purchasing Officer

Bender Rosenthal, Inc.
Contractor's Business Name

Date: _____

By: _____
(Signature of Chair, President or Vice President)

Its: Robert Morrison, President
(Print Name and Title)

Date: 11/16/16

**Approved as to Form and Legality
Office of the County Counsel**

By: _____
(Signature of Secretary, Asst. Secretary, CFO,
Treasurer or Assistant Treasurer)

By: _____
Mary Grace Perry
Deputy County Counsel

Its: Robert C. Schaefer, CFO
(Print Name and Title)

Date: _____

Date: 11/16/16

Approved as to Fiscal Provisions

By: _____
Auditor/Controller

Date: _____

Approved as to Indemnity and Insurance Provisions

By: _____
Risk Management

Date: _____

*INSTRUCTIONS: IF CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers. If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership. IF CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any, and shall personally sign the Agreement.