

**AMENDMENT NO. 5  
TO PROFESSIONAL SERVICES AGREEMENT  
BETWEEN COUNTY OF MONTEREY AND  
ES ENGINEERING SERVICES, LLC, A DELAWARE LIMITED LIABILITY COMPANY**

**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 ES Engineering Services, LLC, a Delaware limited liability company (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the "Parties") as of the last date opposite the respective signatures below and effective retroactively as of December 31, 2015.

**WHEREAS**, County entered into a Professional Services Agreement with GC Environmental, Inc. on April 19, 2012 (hereinafter referred to as "Agreement" or "April 19, 2012 Agreement") to provide on-call landfill monitoring services (Request for Qualifications (RFQ) #10249) (hereinafter, "services") through March 21, 2014 for an amount not to exceed \$100,000; and

**WHEREAS**, Agreement was amended by the Parties on February 18, 2014 (hereinafter, "Amendment No. 1", including Exhibit B-1 – Federal Provisions) to extend the term for one (1) additional year through March 21, 2015 and to revise Exhibit B – Federal Provisions with no increase in the not to exceed amount; and

**WHEREAS**, Agreement was amended by the Parties on March 11, 2015 (hereinafter, "Amendment No. 2") to extend the term for one (1) additional year through March 21, 2016 with no increase in the not to exceed amount; and

**WHEREAS**, Agreement was amended by the Parties on August 3, 2015 (hereinafter, "Amendment No. 3") to increase the amount by \$100,000 which resulted in a not to exceed amount of \$200,000 with no extension to the term of said Agreement; and

**WHEREAS**, on December 31, 2015, GC Environmental, Inc. executed a "Bill of Sale and Assignment" and an "Assignment and Assumption Agreement" transferring certain of its assets and properties related to or used in connection with the Business pursuant to that certain "Asset Purchase Agreement" dated as of December 29, 2015, to CONTRACTOR; and

**WHEREAS**, on December 29, 2015, GC Environmental, Inc. and its Shareholders and CONTRACTOR and Montrose Environmental Group, Inc. (CONTRACTOR's Parent) entered into an "Asset Purchase Agreement" which transferred GC Environmental, Inc.'s right, title and interest in the April 19, 2012 Agreement between GC Environmental, Inc. and County to CONTRACTOR; and

**WHEREAS**, an "Agreement and Consent to Assignment of Agreement" with an effective date retroactive to December 31, 2015 was executed by the Parties, including GC Environmental, Inc. as of the last date opposite the respective signatures to authorize the assignment of the April 19, 2012 Agreement from GC Environmental, Inc. to CONTRACTOR pursuant to Section 15.06 Assignment and Subcontracting of said April 19, 2012 Agreement; and

Amendment No. 5 to Professional Services Agreement  
ES Engineering Services, LLC, a Delaware limited liability company  
On-Call Landfill Monitoring Services (RFQ#10249)  
RMA – Public Works and Facilities  
Term: March 21, 2012 – March 21, 2018  
Not to Exceed: \$500,000.00

**WHEREAS**, Agreement was amended by the Parties on March 31, 2016 (hereinafter, "Amendment No. 4") to extend the term for one (1) additional year through March 21, 2017 with no increase in the not to exceed amount; and

**WHEREAS**, CONTRACTOR provided services in excess of the Agreement amount; and

**WHEREAS**, County desires to pay CONTRACTOR for excess services rendered in the amount of \$28,520.46 from June 30, 2016 through January 31, 2017; and

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

**WHEREAS**, CONTRACTOR provides highly specialized services related to immediate and ongoing public health and safety needs of the County and loss of these services would pose a risk to public health and safety; and

**WHEREAS**, an increase in funding is necessary in order to process payment to CONTRACTOR and to allow for continued services; 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 for one (1) additional year to March 21, 2018, to increase the amount by \$300,000, which includes \$28,520.46 to provide funding to pay CONTRACTOR for services previously rendered, for a total amount not to exceed \$500,000, and 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 second sentence of Paragraph 2, "Payments by County", to read as follows:  
  
The total amount payable by County to CONTRACTOR under this Agreement shall not exceed the sum of \$500,000.
2. Amend the first sentence of Paragraph 3, "Term of Agreement", to read as follows:  
  
The term of this Agreement is from March 21, 2012 to March 21, 2018, unless sooner terminated pursuant to the terms of this Agreement.
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.

Amendment No. 5 to Professional Services Agreement  
ES Engineering Services, LLC, a Delaware limited liability company  
On-Call Landfill Monitoring Services (RFQ#10249)  
RMA – Public Works and Facilities  
Term: March 21, 2012 – March 21, 2018  
Not to Exceed: \$500,000.00

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.

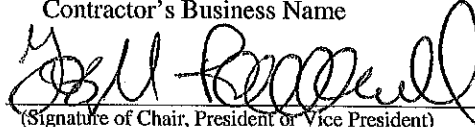
**COUNTY OF MONTEREY**

**CONTRACTOR\***

By: \_\_\_\_\_  
Contracts/Purchasing Officer

ES Engineering Services, LLC,  
a Delaware limited liability company  
Contractor's Business Name

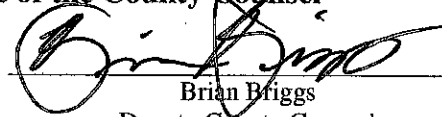
Date: \_\_\_\_\_


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

Its: Jose Revuelta, Vice President  
(Print Name and Title)

Date: 2/14/17

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

By:   
Brian Briggs  
Deputy County Counsel

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

Its: Allan Dicks, Treasurer  
(Print Name and Title)

Date: 2-15-17

Date: 2/14/17

**Approved as to Fiscal Provisions**

By:   
Auditor/Controller

Date: 2/21/17

**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.