

**AMENDMENT NO. 4
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
ES ENGINEERING SERVICES, LLC, A DELAWARE LIMITED LIABILITY COMPANY**

THIS AMENDMENT NO. 4 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 Agreement's 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 Agreement's not to exceed amount; and

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

WHEREAS, the County has a continued need for services for on-call landfill monitoring services; and

Amendment No. 4 to Professional Services Agreement
ES Engineering Services, LLC, a Delaware limited liability company
On-Call Landfill Monitoring Services (RFQ#10249)
RMA – Public Works
Term: March 21, 2012 – March 21, 2017
Not to Exceed: \$200,000.00

WHEREAS, the Parties wish to amend the Agreement to extend the term for an additional one (1) year to March 21, 2017 with no associated dollar amount increase to allow CONTRACTOR to continue to provide tasks identified in the Agreement and as amended by this Amendment No. 4.

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 March 21, 2012 to March 21, 2017, 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# 3000*364), Project name and associated Purchase Order (PO) 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. 4 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
5. The recitals to this Amendment No. 4 are incorporated into the Agreement and this Amendment No. 4.

Amendment No. 4 to Professional Services Agreement
ES Engineering Services, LLC, a Delaware limited liability company
On-Call Landfill Monitoring Services (RFQ#10249)
RMA – Public Works
Term: March 21, 2012 – March 21, 2017
Not to Exceed: \$200,000.00

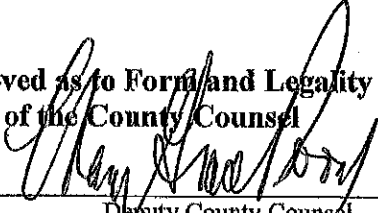
IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 4 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

COUNTY OF MONTEREY

By: 
Contracts/Purchasing Officer

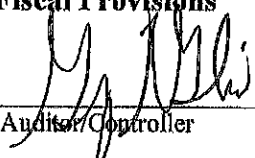
Date: 31 Mar 2014

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

By: 
Deputy County Counsel

Date: MAR 6 2016

Approved as to Fiscal Provisions

By: 
Auditor/Controller

Date: 3-28-16

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.

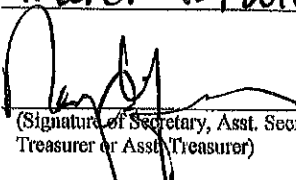
CONTRACTOR*

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

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

Its: Vijay Manthipragada, President
(Print Name and Title)

Date: March 10, 2016

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

Its: Nasim Assari, Secretary
(Print Name and Title)

Date: March 10, 2016