

**AMENDMENT NO. 2
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
GC ENVIRONMENTAL, INC**

THIS AMENDMENT NO. 2 to the Professional Services Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and GC Environmental, Inc. (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the County and CONTRACTOR are referred to as the "Parties").

WHEREAS, CONTRACTOR entered into a Professional Services Agreement with County on April 19, 2012 for on-call landfill monitoring services (hereinafter, "Agreement"); and

WHEREAS, Agreement was amended by the Parties on February 18, 2014, (hereinafter, "Amendment No. 1"); and

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

WHEREAS, the Parties wish to further amend the Agreement to extend the term to March 21, 2016 to allow CONTRACTOR to continue to provide services identified in the Agreement and as amended by this Amendment No. 2.

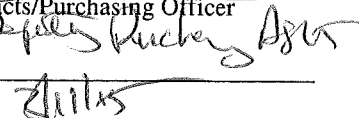
NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

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, 2016, unless sooner terminated pursuant to the terms of this Agreement.
2. All other terms and conditions of the Agreement remain unchanged and in full force.
3. This Amendment No. 2 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 2 to the Agreement as of the day and year written below:

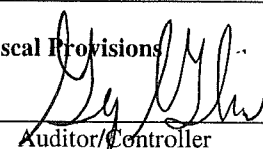
COUNTY OF MONTEREY

By: 
Contracts/Purchasing Officer
Date: 

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

By: 
Deputy County Counsel
Date: 3-9-15

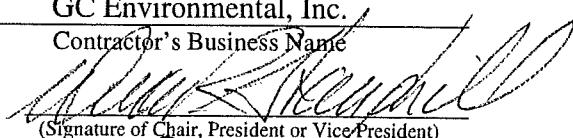
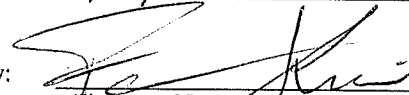
Approved as to Fiscal Provisions

By: 
Auditor/Controller
Date: 3-9-15

Approved as to Indemnity and Insurance Provisions

By: _____
Risk Management
Date: _____

CONTRACTOR*

GC Environmental, Inc.
Contractor's Business Name
By: 
(Signature of Chair, President or Vice President)
Its: Dean R Stanphill, President
(Print Name and Title)
Date: 3/3/15
By: 
(Signature of Secretary, Asst. Secretary, CFO,
Treasurer or Assistant Treasurer)
Its: Farideh Kia, CFO
(Print Name and Title)
Date: 3/4/15

*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.