

**AMENDMENT TO THE CITY OF COSTA MESA CONTRACT DATED JULY 16, 2014**

This Amendment to the agreement to provide Transient Occupancy Tax Audit Services ("Amendment") is entered into on this 1 day of June, 2015 ("Execution Date"), by and between the City of Costa Mesa ("Client"), on the one hand, and Mayer Hoffman McCann P.C. ("MHM") and Davis Farr LLP ("Davis Farr"), on the other hand, with regard to the following:

**RECITALS:**

WHEREAS, on or about the 16th day of July, 2014, Client entered into an agreement with MHM for MHM to perform certain services ("Original Contract");

WHEREAS, MHM seeks to assign its rights and obligations under the Original Contract to Davis Farr, and Davis Farr desires to succeed to all of MHM's rights and obligations under the Original Contract;

NOW THEREFORE, it is agreed upon by and between the undersigned parties as follows:

**SECTION 1. RECITALS.**

The terms of the Recitals are incorporated herein by reference as terms of this Amendment.

**SECTION 2. CONSENT TO ASSIGNMENT.**

Client hereby approves the assignment of the Agreement and all rights and obligations under the Original Contract from MHM to Davis Farr, effective June 1, 2015. Effective June 1, 2015, Davis Farr assumes all of the rights and obligations under the Original Contract. Accordingly, all references to Mayer Hoffman McCann P.C. in the Original Contract and exhibits thereto are hereby replaced and superseded by Davis Farr LLP.


**SECTION 3. FULL FORCE AND EFFECT.**

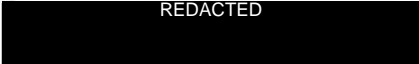
Except as expressly modified herein, all other terms and conditions of the Original Agreement shall be and remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed by their duly authorized representatives on the day and year first written above.

DAVIS FARR LLP

CITY OF COSTA MESA

By:   
Name: Jennifer Farr  
Title: Partner

By:   
Name: Stephen Dumivent  
Title: Interim Finance Director

MAYER HOFFMAN McCANN P.C.

REDACTED

By:  
Name: *William D. Mann*  
Title: *Secretary and General Counsel*

CITY OF COSTA MESA

REDACTED

By:  
Name: *Brenda Green*  
Title: *City clerk 10/9/15*

