

**AMENDMENT NUMBER THREE  
TO PROFESSIONAL SERVICES AGREEMENT  
FOR INTERIM MANAGEMENT ASSISTANCE**

This Amendment is made and entered into this 26<sup>th</sup> day of November, 2012 ("Effective Date") by and between the City of Costa Mesa, a municipal corporation ("City") and MANAGEMENT PARTNERS INC., a California corporation ("Consultant").

WHEREAS, Consultant and City entered into an agreement on March 1, 2011, for Consultant to provide interim management assistance (the "Agreement");

WHEREAS, Section 4.1 of the Agreement as amended by Amendment Number Two provides for a term through December 31, 2012, after which Consultant and City may mutually agree, in writing, to renew the Agreement for up to four term periods of one (1) year each; and

WHEREAS, Consultant and City desire to renew the Agreement through December 31, 2013, and adjust the compensation accordingly.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

1. Pursuant to Section 4.1 of the Agreement, the Parties agree to renew the Agreement for an additional term commencing December 1, 2012 and ending December 31, 2013.

2. Section 2.1 of the Agreement is deleted in its entirety and replaced by the following:

2.1. Compensation. Consultant shall provide interim management assistance at a rate of \$124 per hour, for Tammy Letourneau. During this engagement, the actual consultant hours spent will be reimbursed by the City. Consultant's compensation shall in no case exceed Thirty Seven Thousand Dollars (\$37,000).

3. All terms not herein defined shall have the same meaning and use as set forth in the Agreement.

4. All other terms, conditions, and provisions of the Agreement not in conflict with this Amendment and previous Amendments, shall remain in full force and effect.

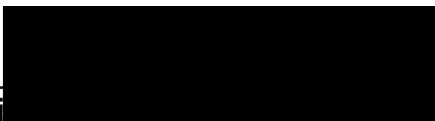
IN WITNESS WHEREOF, the Parties hereto have set their hand by their duly authorized representatives as of the day and year first above written.

CITY OF COSTA MESA,  
A municipal corporation

  
\_\_\_\_\_  
Chief Executive Officer

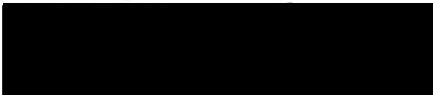
Date: 11/28/12

MANAGEMENT PARTNERS, INC.

  
\_\_\_\_\_  
Signature  
Gerald Newfarmer, CEO  
\_\_\_\_\_  
Name and Title

Date: 12/14/12

ATTEST:

  
\_\_\_\_\_  
City Clerk and ex-officio Clerk  
of the City of Costa Mesa




Date: 12/20/12

APPROVED AS TO CONTENT:

  
\_\_\_\_\_  
Project Manager

Date: 12/20/12

APPROVED AS TO FORM:

  
\_\_\_\_\_  
City

Date: 12/06/12