

**AMENDMENT NO. 2 TO AGREEMENT  
FOR PROFESSIONAL SERVICES WITH IMS**

This Amendment No. 2 (Amendment No. 2) to the Professional Services Agreement entered into by City and Consultant on August 8, 2022, as amended by Amendment No. 1 on August 30, 2023 (collectively, the "Agreement") is made and entered into as of March 30, 2024 ("Effective Date") by and between the City of Upland, a municipal corporation ("City") and IMS, LP, ("Consultant"). City and Consultant are sometimes referred to herein individually as a "Party" and collectively as "Parties."

**RECITALS**

A. WHEREAS, City and Consultant have entered into the Agreement for purposes of providing 2022 Citywide Sidewalk Master Plan services.

B. WHEREAS, City and Consultant desire and intend to extend the term of the Agreement in order to complete the final tasks required by the 2022 Citywide Sidewalk Master Plan services.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants, conditions, and promises contained in this Amendment No. 2 and the Agreement, the Parties mutually agree as follows:

**AGREEMENT**

1. Incorporation of Recitals. The recitals listed above are true and correct and are hereby incorporated herein by this reference.

2. Term Commencing March 30, 2024. Notwithstanding any provisions in Section 5 of the Agreement to the contrary, the Agreement shall remain in effect until the tasks described in the Agreement are completed, but in no event beyond December 31, 2024, unless sooner terminated pursuant to the provisions of the Agreement.

3. Electronic Transmission. A manually signed copy of this Amendment No. 2, which is transmitted by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original executed copy of this Amendment No. 2 for all purposes. This Amendment No. 2 may be signed using an electronic signature.

4. Counterparts. This Amendment No. 2 may be signed in counterparts, each of which shall constitute an original.

IN WITNESS WHEREOF, the Parties hereto shall be deemed to have executed this Amendment No.2 as of the Effective Date first herein above written.

CITY OF UPLAND

CONSULTANT

DocuSigned by:  
*Michael Blay*  
ED26F9D003FF48A...  
Michael Blay  
City Manager

Signed by:  
*Mikael Nieminen*  
1369CDAE80584E1...  
Mikael Nieminen  
CEO

APPROVED AS TO FORM:

IMS Infrastructure Management Services, LP.

Signed by:  
*Stephen Deitsch*  
9326970F6DB048E...  
Stephen Deitsch  
Best, Best & Krieger LLP  
City Attorney

Signed by:  
*John Till*  
D43CAA77F166475...  
John Till  
CFO

ATTEST:

DocuSigned by:  
*Keri Johnson*  
F421A8F05DE047A...  
Keri Johnson  
City Clerk