

**FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT  
BETWEEN CITY OF UPLAND AND WILLDAN FINANCIAL SERVICES**

This First Amendment to the Professional Services Agreement for Financial Services Related to Debt Issuances ("First Amendment") is made and entered into on the 28<sup>th</sup> of July, 2025, by and between the City of Upland, a municipal corporation ("City), and Willdan Financial Services, a California Corporation ("Consultant"). City and Consultant are sometimes individually referred to herein as "Party" and collectively as "Parties."

**RECITALS**

- A. WHEREAS, the Parties have entered into a Professional Services Agreement for Financial Services Related to Debt Issuances dated July 1, 2025 ("Agreement") for the purpose of providing financial services related to debt issuances through June 30, 2028.
- B. WHEREAS, the Parties now desire to amend the Agreement to increase the compensation due Consultant for the period July 1, 2025 to June 30, 2028 by an additional \$18,000 annually for an aggregate amount not to exceed \$204,000 for Financial Services Related to Debt Issuances.

**AGREEMENT**

- 1. Incorporation of Recitals. The recitals listed above are true and correct and are hereby incorporated herein by this reference.
- 2. Compensation.
  - a. The compensation for services performed pursuant to the Extended Term shall not exceed the total cost of \$68,000 annually, for an aggregate amount not to exceed \$204,000 for Financial Services Related to Debt Issuances.
  - b. The City Manager may approve Additional Work up to ten percent (10%) of the amount of the Agreement or \$20,400. In no event shall the total sum of the Agreement exceed \$224,400.
- 3. Full Force and Effect of Agreement. Except as amended by this First Amendment, all terms and provisions of the Agreement shall remain in full force and effect.

**[SIGNATURES ON FOLLOWING PAGE]**

**SIGNATURE PAGE FOR FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT BETWEEN CITY OF UPLAND AND WILLDAN FINANCIAL SERVICES**

IN WITNESS WHEREOF, the Parties hereto have executed this Agreement on the date first above written.

**CITY OF UPLAND**

**WILLDAN FINANCIAL SERVICES**

Approved By:

By: <sup>DocuSigned by:</sup>  
Michael Blay  
ED26F9DCC3FF48A...  
Michael Blay,  
City Manager

By: <sup>Signed by:</sup>  
Gladys Ceballos  
E3BA93DZA9304E8...

Its: VP and Group Manager

Printed Name: Gladys Ceballos

*(Two Signatures of Corporate Officers Required For Corporations)*

By: <sup>Signed by:</sup>  
Rebekah Smith  
D6A765E4A9C043F...

Its: Assistant Secretary

Printed Name: Rebekah Smith

Attested by:

By: <sup>DocuSigned by:</sup>  
Keri Johnson  
F421A8F858E347A...  
Keri Johnson,  
City Clerk

Approved as to form:

By: <sup>Signed by:</sup>  
Stephen Deitsch  
9326570F6DB648E...  
Best Best & Krieger LLP  
City Attorney