

**FIRST AMENDMENT TO  
PROFESSIONAL SERVICES AGREEMENT  
WITH RAFTELIS FINANCIAL CONSULTANTS, INC.**

This First Amendment to that certain Agreement for Professional Services between the Parties dated February 10, 2025 (the "Master Agreement") is made and entered into as of December 8, 2025 ("Effective Date") by and between the City of Upland, a municipal corporation ("City") and Raftelis Financial Consultants, Inc., a North Carolina Corporation, with its principal place of business at 227 W. Trade Suite 1400, Charlotte, NC 28202 (hereinafter referred to as "Consultant"). City and Consultant are sometimes referred to herein individually as a "Party" and collectively as "Parties."

**RECITALS**

A. WHEREAS, the City and the Consultant have entered into the Master Agreement, for the purpose of completing the 2025 Wastewater Rate Study (hereinafter referred to as "the Project"); and

B. WHEREAS, the Parties now desire to amend the Master Agreement to revise the Term of the Agreement and Time of Performance.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants, conditions, and promises contained in this First Amendment and the Master Agreement, the Parties mutually agree as follows:

**AGREEMENT**

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

2. Time of Performance. Section 5 of the Master Agreement is amended to extend the Term of the Master Agreement by six months through June 30, 2026 ("Extended Term").

3. Ratification of Master Agreement. All terms and provisions of the Master Agreement not amended by this First Amendment are hereby reaffirmed and remain in full force and effect.

**SIGNATURE PAGE FOR  
FIRST AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT  
WITH RAFTELIS FIANCIAL CONSULTANTS, INC.**

IN WITNESS WHEREOF, the Parties hereto have executed this First Amendment on the Effective Date first herein above written.

**CITY OF UPLAND**

**CONSULTANT**

APPROVED BY:

**RAFTELIS FINANCIAL CONSULTANTS, INC.**

DocuSigned by:  
*Michael Blay*  
ED26F9DCC3FF48A...  
\_\_\_\_\_  
Michael Blay  
City Manager

DocuSigned by:  
*Sudhir Pardiwala*  
807D27CC23FB4DE...  
\_\_\_\_\_  
Signature

\_\_\_\_\_  
Sudhir Pardiwala  
  
\_\_\_\_\_  
Executive Vice President

ATTEST:

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

DocuSigned by:  
*Keri Johnson*  
F421A8F65BE347A...  
\_\_\_\_\_  
Keri Johnson  
City Clerk

DocuSigned by:  
*Steve Gagnon*  
61E553279D90414...  
\_\_\_\_\_  
Signature

Approved as to form:

\_\_\_\_\_  
Steve Gagnon  
  
\_\_\_\_\_  
Vice President

Signed by:  
*Stephen Deitsch*  
9326570F6DB648E...  
\_\_\_\_\_  
Stephen P. Deitsch  
City Attorney