

**REINSTATEMENT AND AMENDMENT NO. 2
TO THE AGREEMENT FOR SERVICES
BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
AVASANT, LLC**

PREAMBLE

This agreement ("Amendment No. 2") is entered into between the City of Santa Clara, California, a chartered California municipal corporation (City) and Avasant, LLC, a California limited liability company, (Contractor). City and Contractor may be referred to individually as a "Party" or collectively as the "Parties" or the "Parties to this Agreement."

RECITALS

- A. The Parties previously entered into an agreement entitled "Agreement for the Performance of Services by and between the City of Santa Clara, California, and Avasant, LLC", January 28, 2016 (the "Original Agreement");
- B. The Original Agreement was previously amended by Amendment No. 1, dated July 3, 2017, and is again amended by this Amendment No. 2. The Original Agreement and all previous amendments are collectively referred to herein as the "Original Agreement as Amended"; and
- C. The termination of the Original Agreement as Amended, which terminated on June 30, 2018, is hereby revoked and, except as expressly modified by this Amendment No. 2, the Original Agreement as Amended shall be, and hereby is, reinstated in its entirety and shall be in full force and effect as if the same had never been terminated; and
- D. The Parties entered into the Original Agreement as Amended for the purpose of having Contractor provide outsourcing advisory services including contract transition and governance services, and the Parties now wish to amend the Original Agreement as Amended to extending end date of contract and providing additional governance support services.

The Parties agree as follows:

AGREEMENT TERMS AND CONDITIONS

1. AMENDMENT TERMS AND CONDITIONS

That Section Five of the Original Agreement as Amended, entitled "TERM OF AGREEMENT" is hereby amended to read as follows:

Unless otherwise set forth in this Agreement or unless this paragraph is subsequently modified by a written amendment to this Agreement, the term of this Agreement shall begin on the Effective Date of this Agreement and terminate on June 30, 2019.

AND

That Exhibit B of the Original Agreement as Amended, entitled "FEE SCHEDULE" is hereby deleted in its entirety and replaced with an updated Exhibit B-2 "FEE SCHEDULE"

2. TERMS

All other terms of the Original Agreement as Amended which are not in conflict with the provisions of this Amendment No. 2 shall remain unchanged in full force and effect. In case of a conflict in the terms of the Original Agreement as Amended and this Amendment No. 2, the provisions of this Amendment No.2 shall control.

3. COUNTERPARTS

This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but both of which shall constitute one and the same instrument.

The Parties acknowledge and accept the terms and conditions of this Amendment No. 2 as evidenced by the following signatures of their duly authorized representatives.

CITY OF SANTA CLARA, CALIFORNIA
a chartered California municipal corporation

Approved as to Form:

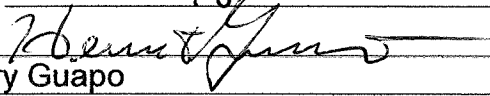
Dated: _____

BRIAN DOYLE
City Attorney

DEANNA J. SANTANA
City Manager
1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Fax: (408) 241-6771

"CITY"

AVASANT, LLC
A CALIFORNIA LIMITED LIABILITY COMPANY

Dated: 8-30-18
By (Signature): 
Name: Henry Guapo
Title: Partner
Principal
Place of
Business
Address: 1960 East Grand Avenue, Suite 1050
El Segundo, California 90245
Email
Address: Henry.guapo@avasant.com
Telephone: (310) 643-3030
Fax: (310) 643-3033

"CONTRACTOR"