

**SECOND MODIFICATION OF PROFESSIONAL
SERVICES AGREEMENT NUMBER 8833 (CCS)**

This Second Modification of Professional Services Agreement Number 8833 (CCS) ("Second Modification"), entered into this 25th day of October, 2010, by and between the CITY OF SANTA MONICA, a municipal corporation ("City"), and HdL COREN & CONE, a California corporation ("Consultant"), is made with reference to the following:

RECITALS:

A. On or about November 6, 2007, the City and Consultant entered into Professional Services Agreement Number 8833 (CCS) to provide property tax auditing services and other consultant services in the amount of Four Hundred Sixty Five Thousand Dollars (\$465,000) ("Original Agreement").

B. On or about December 1, 2008, the City and Consultant entered into the First Modification of Professional Services Agreement Number 8833 (CCS) ("First Modification") to include additional services to be performed by Consultant and to increase the compensation to cover the cost of providing the additional services. The Original Agreement, First Modification, and Second Modification will be collectively referred to as the "Agreement."

C. The City and Consultant desire to enter into this Second Modification to modify the Original Agreement and First Modification to extend the term of the Agreement for an additional two-year period.

AGREEMENT

NOW, THEREFORE, it is mutually agreed by and between the undersigned parties as follows:

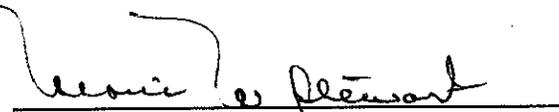
1. Section 1 of the Original Agreement is hereby deleted and replaced with the following:

This Agreement shall commence on the Execution Date, and shall terminate upon completion of the services required by this Agreement, or November 6, 2012, whichever is earlier, unless terminated earlier as set forth herein.

2. Except as set forth in this Second Modification, all other terms and conditions of the Original Agreement and First Modification shall be and remain in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Second Modification to be executed effective as of the date and year first above written.

ATTEST:



MARIA STEWART
City Clerk

CITY OF SANTA MONICA,
A municipal corporation

By: 

ROD GOULD
City Manager

APPROVED AS TO FORM:



JOSEPH LAWRENCE
Acting City Attorney

CONSULTANT:
HdL COREN & CONE

By: 

PAULA CONE
President