

**AMENDMENT NO. 3 TO AGREEMENT NO. 47260C-5
BETWEEN
THE LOS ANGELES DEPARTMENT OF WATER AND POWER
AND
CDM SMITH INC.**

THIS AMENDMENT NO. 3 to Agreement No. 47260C-5 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as "LADWP") and CDM Smith Inc. (hereinafter referred to as "CDM").

WHEREAS, LADWP selected CDM, Tetra Tech Inc. (TT), and CH2M Hill (CH) for Engineering Design Services for the Owens Lake Dust Mitigation Program (OLDMP); and

WHEREAS, LADWP entered into Agreement Nos. 47260A-5, 47260B-5, and 47260C-5 (Agreements) with TT, CH and CDM, respectively for a period of three years from August 29, 2014 to August 28, 2017 with a cumulative not-to-exceed amount of \$12,000,000; and

WHEREAS, Amendment No. 1 was approved on April 5, 2016 via Resolution No. 016227 which increased the not-to-exceed amount to \$17,250,000; and Amendment No. 2 was approved on March 21, 2017 via Resolution No. 017185 which increased the not-to-exceed amount to \$20,420,000; and

WHEREAS, during the construction of the Phase 9/10 Project, LADWP encountered a significant number of unanticipated archeological, paleontological, biological resources and Tribal sensitive sites, necessitating design changes on over 30 percent of the design drawings presented at time of bid; and

WHEREAS, LADWP has determined it necessary to increase the not-to-exceed amount by \$3,000,000 to offset the increased design charges associated with encountered resources, ensure that adequate funds are available for the completion of the Phase 9/10 Project, and to respond to any further weather related events impacting the OLDMP during the fall of 2017 and spring of 2018; and

WHEREAS, LADWP has determined it necessary to extend the term by one year for a cumulative term of four years, ending August 28, 2018 to allow TT, CH, and CDM to complete the remaining tasks outlined in the Agreements, as allocated and/or continue to be allocated toward the implementation of these water saving measures; and

NOW, THEREFORE, BE IT RESOLVED that LADWP approves Amendment No. 3 to Agreement Nos. 47260A-5, 47260B-5, and 47260C-5 to increase the not-to-exceed amount from \$20,420,000 to \$23,420,000 and extend the terms of the Agreements for one additional year through August 28, 2018.

BE IT FURTHER RESOLVED Amendment No. 3 to Agreement Nos. 47260A-5, 47260B-5, and 47260C-5 is as follows:

1. Article I, Section 201, Term of the Agreement is amended to increase the contract term to a maximum of twelve (12) months to read as follows:

The term of this Agreement shall commence, provided the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate forty-eight (48) months thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein.

2. Article I, Section 301.1, Not-to-Exceed Amount is amended to increase the contract not-to-exceed amount by \$3,000,000 to read as follows:

The cumulative compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement along with other Agreements numbered consecutively from 47260A-5, 47260B-5, and 47260C-5 shall not exceed Twenty-Three Million Four Hundred Twenty Thousand Dollars (\$23,420,000).

3. Except as amended herein and as previously amended, all terms and conditions of Agreement Nos. 47260A-5, 47260B-5, and 47260C-5 shall remain the same and are incorporated herein as if fully set forth.
4. This Amendment No. 3 is executed in triplicate originals, each of which is deemed to be an original. This Amendment No. 3 consists of four (4) pages.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment No. 3 to Agreement Nos. 47260A-5, 47260B-5, and 47260C-5 to be executed by their authorized representatives on the day and year written below.

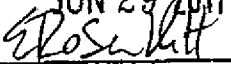
DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER COMMISSIONERS

By: _____
DAVID H. WRIGHT
General Manager

Date: _____

And: _____
BARBARA E. MOSCHOS
Secretary

APPROVED AS TO FORM AND LEGALITY
MICHAEL N. FEUER, CITY ATTORNEY

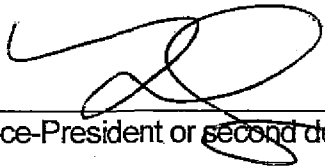
JUN 29 2017
BY  _____
ERIC ROSENBLATT
DEPUTY CITY ATTORNEY

IN WITNESS WHEREOF, each Party hereto has caused Amendment to be executed by their duly authorized representatives.

CDM SMITH INC.

By: _____
President or Managing Principal

Date: _____

By:  _____
Vice-President or second designee

Date: 6/29/2017