

**SECOND AMENDMENT TO
APPENDIX #5
City of Menifee**

This Second Amendment to Appendix #5 the Amended and Restated Western Riverside Council of Governments Professional Service Agreement is made as of _____, 2022 by and between the **Western Riverside Council of Governments, a California public agency** ("WRCOG"), **Yunex LLC, a Delaware corporation** ("Yunex"), and the **City of Menifee** ("Member Agency"). The WRCOG, Yunex, and Member Agency are sometimes individually referred to as "Party" and collectively as "Parties."

RECITALS

WHEREAS, the WRCOG and Siemens Industry Inc., Intelligent Traffic Systems, a Delaware corporation ("Siemens Industry") entered into a Professional Services Agreement ("Original Agreement") on December 18, 2017.

WHEREAS, the WRCOG and Siemens Industry amended and restated the Original Agreement on March 27, 2018, to include additional language ("Agreement").

WHEREAS, the WRCOG, Siemens Industry, and Member Agency executed Appendix #5 to the Agreement ("Original Appendix") on December 9, 2019.

WHEREAS, the WRCOG and Siemens Industry entered into the First Amendment of the Agreement on November 22, 2019 to include the transfer and assignment of the Agreement from Siemens Industry to Siemens Mobility, Inc. ("SMI") and a CPI increase.

WHEREAS, the WRCOG, Siemens Industry, and Member Agency entered into the First Amendment on December 9, 2019 to amend the Original Appendix to include a CPI increase and the transfer and assignment of Appendix #5 from Siemens Industry to SMI.

WHEREAS, by letter dated May 26, 2021, SMI informed the WRCOG of the transfer of its intelligent transportation systems unit to Yunex, and requested the WRCOG's consent to the transfer of the Agreement to Yunex.

WHEREAS, the WRCOG and Yunex entered into the Second Amendment of the Agreement on _____, 2022 to extend the term of the Agreement ("Second Amendment to Agreement").

WHEREAS, the WRCOG, Yunex and Member Agency now wish to enter into this Second Amendment to incorporate extension of the Agreement, and extend the term of the Original Appendix.

TERMS

NOW, THEREFORE the parties enter into this Second Amendment to the Appendix:

1. Term; Incorporation of Second Amendment to Agreement: The term of the Original Appendix, as previously amended, shall continue in effect to December 1, 2023, concurrent with the extension of the term of the Agreement pursuant to the Second Amendment to Agreement, the provisions of which are incorporated herein by reference.
2. Modification: No alteration or variation of the terms of this Second Amendment to the Appendix shall be valid unless made in writing and signed by the parties hereto.
3. Continuation of Existing Provisions: Except as amended by this Second Amendment to the Appendix, all provisions of the Original Appendix, as previously amended, shall remain in full force and effect and shall govern the actions of the parties under this Second Amendment.

[SIGNATURE PAGE TO FOLLOW]

**SIGNATURE PAGE TO
SECOND AMENDMENT TO
APPENDIX #5**

Dated this _____ of _____, 2022.

WRCOG

By: _____
Kurt Wilson, Executive Director

APPROVED AS TO FORM:

Best Best & Krieger LLP

By: _____
General Counsel

Yunex

By: _____
Name: _____
Its: _____

APPROVED AS TO FORM:

By: _____
Name: _____
Its: _____

Member Agency – City of Menifee

By: _____
City Manager

ATTEST:

By: _____
City Clerk

APPROVED AS TO FORM:

By: _____
City Attorney