

**AMENDMENT NO. 3 TO  
PROFESSIONAL SERVICES AGREEMENT  
WITH AMERICAN GLOBAL SECURITY, INC.**

This Amendment No. 3 to that certain Professional Services Agreement by and between the Parties dated July 1, 2021, is made and entered into as of June 30, 2025 (“Effective Date”) by and between the City of Upland, a municipal corporation (“City”) and American Global Security, Inc., a California corporation (“Contractor”). City and Contractor are sometimes referred to herein individually as a “Party” and collectively as “Parties.”

**RECITALS**

A. WHEREAS, City and Contractor entered into a Professional Services Agreement, dated July 1, 2021 for the purpose of providing Metrolink Station Security Guard Services (the “Original Agreement”).

B. WHEREAS, pursuant to Section 1 of the Original Agreement, City may extend the Original Agreement for up to three (3) additional one (1) year Terms.

C. Whereas, the Parties entered into Amendment No. 1 of the Original Agreement as of July 1, 2023, to extend the Term of the Original Agreement for one additional year through June 30, 2024.

C. WHEREAS, the Parties entered into Amendment No. 2 of the Original Agreement to extend the Term of the Original Agreement by a second additional year through June 30, 2025 (Amendment No. 1, Amendment No. 2 and the Original Agreement are collectively hereinafter referred to as “the Agreement”).

D. WHEREAS, the Parties now desire to further amend the Agreement in order to extend the term of the Agreement by a third additional year through June 30, 2026.

NOW, THEREFORE, in consideration of the above recitals and the mutual covenants, conditions, and promises contained in this Amendment No. 3 and the Agreement, the Parties mutually agree as follows:

**AGREEMENT**

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

2. Term. The Term of the Agreement shall be extended for one (1) year commencing July 1, 2025 through June 30, 2026 (“Third Extended Term”) unless earlier terminated.

3. Compensation. The rates of compensation for services performed pursuant to this Amendment No. 3 during the Third Extended Term shall be as set forth in Exhibit

“B” attached hereto and incorporated herein by reference, and shall not exceed in the aggregate the amount of **\$159,957.70**.

4. Full Force. Except as amended by this Amendment No. 3, all provisions of the Agreement, including without limitation the indemnity and insurance provisions, shall remain in full force and effect and shall govern the actions of the Parties under this Amendment No. 3.

5. Electronic Transmission. A manually signed copy of this Amendment No. 3 which is transmitted by facsimile, email or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original executed copy of this Amendment No. 3 for all purposes. This Amendment No. 3 may be signed using an electronic signature.

6. Counterparts. This Amendment No. 3 may be signed in counterparts, each of which shall constitute an original.

**[SIGNATURES ON FOLLOWING PAGE]**

**SIGNATURE PAGE FOR  
AMENDMENT NO. 3 TO THE PROFESSIONAL SERVICES AGREEMENT  
WITH AMERICAN GLOBAL SECURITY, INC.**

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 3 on the Effective Date first herein above written.

**CITY OF UPLAND**

**CONTRACTOR**

APPROVED BY:

**AMERICAN GLOBAL SECURITY, INC.**

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

APPROVED BY:

Signed by:  
*Sulaiman A. Wali*  
\_\_\_\_\_  
Sulaiman A. Wali  
C.E.O.

ATTEST:

DocuSigned by:  
*Keri Johnson*  
\_\_\_\_\_  
Keri Johnson, CMC, CPMC  
City Clerk

APPROVED BY:

DocuSigned by:  
*American Global Security*  
\_\_\_\_\_  
AbdulWali Wardak  
C.F.O.

APPROVED AS TO FORM:

Signed by:  
*Stephen Deitsch*  
\_\_\_\_\_  
Best Best & Krieger LLP  
City Attorney

**EXHIBIT “B”**

**PROPOSED SCHEDULE OF RATES  
METROLINK STATION SECURITY GUARD SERVICES**

**FY 2025-26**

<b>Guard Mobility Options</b>	<b>Regular / Straight Hrs. Est. Annual</b>	<b>Regular / Straight Hr. Rate</b>	<b>Regular / Straight Hr. Subtotal</b>	<b>Holiday / OT. Hrs. Est. Annual</b>	<b>Holiday / OT. Hr. Rate</b>	<b>Holiday / OT. Hr. Subtotal</b>	<b>Annual Total Cost</b>
Foot Patrol Guard Services	<b>6,500 Hrs.</b>	<b>\$ 23.99</b>	<b>\$ 155,935.00</b>	<b>115</b>	<b>\$ 34.98</b>	<b>\$ 4,022.70</b>	<b>\$ 159,957.70</b>

- Includes: ALL labor & associated cost as detailed in Exhibit “A” “Scope of Services” in the original agreement dated July 1, 2021.

American Global Security, Inc.  
Contractor:

CA PPO 120021  
License #

\_\_\_\_\_  
Signed:

\_\_\_\_\_  
Date:

Sulaiman A. Wali  
Name:

C.E.O.  
Title: