

**FIRST AMENDMENT TO MASTER SERVICE AGREEMENT
FOR BUSINESS LICENSE AND COMPLIANCE SERVICES**

This First Amendment to the Master Service Agreement for Business License Administration and Compliance Services ("First Amendment") is made and entered into on the 9th of June, 2025, by and between the City of Upland, a municipal corporation ("City), and Hinderliter de Llamas and Associates, a California company ("Consultant"). City and Consultant are sometimes individually referred to herein as "Party" and collectively as "Parties."

RECITALS

- A. WHEREAS, the Parties have entered into a Master Service Agreement for Business License Administration and Compliance dated September 12, 2022 ("Agreement") for the purpose of Business License Administration and Compliance Services through June 30, 2025.
- B. WHEREAS, the Parties now desire to amend the Agreement to extend the Term of the Agreement to June 30, 2026 continuing the Business license Administration and Compliance Services.
- C. WHEREAS, the Parties now desire to amend the Agreement to increase the compensation due Consultant for the period July 1, 2025 to June 30, 2026 by an additional \$150,000 for an aggregate amount not to exceed \$495,000 for Business License Administration and Compliance Services.

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 Original Agreement shall be extended for one (1) year commencing July 1, 2025 through June 30, 2026 ("Extended Term") unless earlier terminated

3. Compensation.

- a. The compensation for services performed pursuant to the Extended Term shall not exceed the total cost of \$150,000, for an aggregate amount not to exceed \$495,000 for Business License Administration and Compliance Services.
- b. The City Manager may approve Additional Work up to ten percent (10%) of the amount of the Agreement or \$49,500. In no event shall the total sum of the Agreement exceed \$544,500.

4. Fees: Fees for the Business License Administration and Compliance Services during the Extended Term shall be:

- Admin BL = \$20.00 per account processed
- Collection Fees = 25%
- Discovery Fees = 35%
- Audit Fees = 35%

5. Full Force and Effect of Agreement. Except as amended by this First Amendment, all terms and provisions of the Agreement shall remain in full force and effect.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, City and Consultant have approved this First Amendment effective the day and year first above written.

CITY OF UPLAND, CA

**HINDERLITER DE LLAMAS &
ASSOC.**

By: ^{DocuSigned by:} Michael Blay
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Michael Blay, City Manager

By: ^{Signed by:} Josh Davis
82585F03085E477...
Joshua Davis, VP of TFA

Attested by:

By: ^{DocuSigned by:} Keri Johnson
F421A8F858E347A...
Keri Johnson, City Clerk

Approved as to form:

By: ^{Signed by:} Stephen Ditsch
8326570F6DB848E...
Best Best & Krieger LLP
City Attorney