

FIRST AMENDMENT TO AGREEMENT NO. 17-3476
BETWEEN THE CITY OF LOS ANGELES AND
E2 MANAGETECH, INC.

THIS FIRST AMENDMENT to Agreement No. 17-3476 is made and entered into by and between the CITY OF LOS ANGELES, a municipal corporation ("City"), acting by and through its Board of Harbor Commissioners ("Board"), and E2 MANAGETECH, INC. ("Consultant") as follows:

WHEREAS, Consultant entered into Agreement No. 17-3476 to provide air quality environmental services; and

WHEREAS, Consultant has provided written notice that ENSAFE INC., a Tennessee corporation, has acquired the Environmental Services practice of Consultant; and

WHEREAS, as a result of the acquisition, all employees of the Environmental Services practice of Consultant are now employees of ENSAFE INC.; and

WHEREAS, Consultant requests that Agreement No. 17-3476 be assigned to EnSafe Inc., who agrees to accept said assignment and assume all responsibilities and obligations thereunder;

NOW, THEREFORE, the parties agree as follows:

1. Agreement No. 17-3476 is hereby assigned to ENSAFE, INC.
2. ENSAFE INC. hereby accepts the assignment and agrees to be bound by, perform and assume all of the terms, covenants, obligations and conditions contained thereunder as of the effective date of this First Amendment.
3. Exhibit I is replaced in its entirety with the attached Exhibit I-2.
2. Except as amended herein, all remaining terms and conditions of Agreement No. 17-3476 shall remain in full force and effect.

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(Signature page to follow)

IN WITNESS THEREOF, the parties hereto have executed this First Amendment to Agreement No. 17-3476 on the date to the left of their signatures.

THE CITY OF LOS ANGELES, by its
Board of Harbor Commissioners

Dated: _____, 2017

By: _____
EUGENE D. SEROKA
Executive Director

Attest: _____
AMBER M. KLESGES
Board Secretary

E2 MANAGETECH, INC.

Dated: JUNE 30, 2017

By: *Vijay Gudivaka*
VISAY GUDIVAKA, CEO
(Print/type name and title)

Attest: *[Signature]* Glen J Mayer
CFO

ENSAFE INC.

Dated: _____, 2017

By: _____

(Print/type name and title)

Attest: _____

(Print/type name and title)

(Continued on following page)

IN WITNESS THEREOF, the parties hereto have executed this First Amendment to Agreement No. 17-3476 on the date to the left of their signatures.

THE CITY OF LOS ANGELES, by its
Board of Harbor Commissioners

Dated: _____, 2017

By: _____

EUGENE D. SEROKA
Executive Director

Attest: _____

AMBER M. KLESGES
Board Secretary

E2 MANAGETECH, INC.

Dated: _____, 2017

By: _____

(Print/type name and title)

Attest: _____

ENSAFE INC.

Dated: June 30, 2017

By: _____

Don Bradford
Chief Executive Officer/President

(Print/type name and title)

Attest: _____

Sharon E. Hooper
Vice President, Contracts & Risk Management

(Print/type name and title)

(Continued on following page)

APPROVED AS TO FORM AND LEGALITY

7-7, 2017
MICHAEL N. FEUER, City Attorney
JANNA B. SIDLEY, General Counsel

By: 
MINAH PARK, Deputy City Attorney

MP/jpr

Rev. 01/11/16

EXHIBIT I-2

SMALL/VERY SMALL BUSINESS ENTERPRISE PROGRAM AND LOCAL BUSINESS PREFERENCE PROGRAM

(1) SMALL/VERY SMALL BUSINESS ENTERPRISE PROGRAM

The City of Los Angeles Harbor Department is committed to creating an environment that provides all individuals and businesses open access to the business opportunities available at the Harbor Department in a manner that reflects the diversity of the City of Los Angeles. The Harbor Department's Small Business Enterprise (SBE) Program was created to provide additional opportunities for small businesses to participate in professional service and construction contracts. An overall Department goal of 25% SBE participation, including 5% Very Small Business Enterprise (VSBE) participation, has been established for the Program. The specific goal or requirement for each contract opportunity may be higher or lower based on the scope of work.

It is the policy of the Harbor Department to solicit participation in the performance of all service contracts by all individuals and businesses, including, but not limited to, SBEs, VSBEs, women-owned business enterprises (WBEs), minority-owned business enterprises (MBEs), and disabled veteran business enterprises (DVBES). The SBE Program allows the Harbor Department to target small business participation, including MBEs, WBEs, and DVBES, more effectively. It is the intent of the Harbor Department to make it easier for small businesses to participate in contracts by providing education and assistance on how to do business with the City, and ensuring that payments to small businesses are processed in a timely manner. **In order to ensure the highest participation of SBE/VSBE/MBE/WBE/DVBES, all proposers shall utilize the City's contracts management and opportunities database, the Los Angeles Business Assistance Virtual Network (LABAVN), at <http://www.labavn.org>, to outreach to potential subcontractors.**

The Harbor Department defines a SBE as an independently owned and operated business that is not dominant in its field and meets criteria set forth by the Small Business Administration in Title 13, Code of Federal Regulations, Part 121. Go to www.sba.gov for more information. The Harbor Department defines a VSBE based on the State of California's Micro-business definition which is 1) a small business that has average annual gross receipts of \$3,500,000 or less within the previous three years, or (2) a small business manufacturer with 25 or fewer employees.

The SBE Program is a results-oriented program, requiring consultants who receive contracts from the Harbor Department to perform outreach and utilize certified small businesses. **Based on the work to be performed, it has been determined that the percentage of small business participation will be 25%, including 5% VSBE participation.** The North American Industry Classification System (NAICS) Code for the scope of services is **541620**. This NAICS Code is the industry code that corresponds to at least 51% of the scope of services and will be used to determine the size standard for SBE participation of the Prime Consultant. The maximum SBE size standard for this NAICS Code is \$15 million.

Consultant shall be responsible for determining the SBE status of its subconsultants for purposes of meeting the small business requirement. Subconsultants must qualify as an SBE based on the type of services that they will be performing under the Agreement. All business participation will be determined by the percentage of the total amount of compensation under the agreement paid to SBEs. The Consultant shall not substitute an SBE firm without obtaining prior approval of the City. A request for substitution must be based upon demonstrated good cause. If substitution is permitted, Consultant shall endeavor to make an in-kind substitution for the substituted SBE.

(2) LOCAL BUSINESS PREFERENCE PROGRAM:

The Harbor Department is committed to maximizing opportunities for local and regional businesses, as well as encouraging local and regional businesses to locate and operate within the Southern California region. It is the policy of the Harbor Department to support an increase in local and regional jobs. The Harbor Department's Local Business Preference Program (LBPP) aims to benefit the Southern California region by increasing jobs and expenditures within the local and regional private sector.

The Harbor Department defines a LBE as:

- (a) A business headquartered within Los Angeles, Orange, Riverside, San Bernardino, or Ventura Counties; or
- (b) A business that has at least 50 full-time employees, or 25 full-time employees for specialty marine contracting firms, working in Los Angeles, Orange, Riverside, San Bernardino, or Ventura Counties.

In order for Harbor Department staff to determine the appropriate LBE preference, Consultant shall complete, sign, notarize (where applicable) and submit the attached Affidavit and Contractor Description Form. The Affidavit and Contractor Description Form will signify the LBE status of the Consultant and subconsultants. Prior to contract award, the Harbor Department will verify the status of all LBEs.

Consultant shall complete, sign, notarize (where applicable) and submit as part of the executed agreement the attached Affidavit and Contractor Description Form. The Contractor Description Form, when signed, will signify the Consultant's intent to comply with the SBE and LBPP requirements. Prior to contract award, the Harbor Department will verify the status of all SBEs. In addition, prior to being awarded a contract with the Harbor Department, all contractors and subcontractors must be registered on LABAVN.

In the event of Consultant's noncompliance during the performance of the Agreement, Consultant shall be considered in material breach of contract. In addition to any other remedy available to City under this Agreement or by operation of law, the City may withhold invoice payments to Consultant until noncompliance is corrected, and assess the costs of City's audit of books and records of Consultant and its subconsultants. In the event the Consultant falsifies or misrepresents information contained in any form or other willful noncompliance as determined by City, City may disqualify the Consultant from participation in City contracts for a period of up to five (5) years.

AFFIDAVIT OF COMPANY STATUS

"The undersigned declares under penalty of perjury pursuant to the laws of the State of California that the following information and information contained on **the attached Consultant Description Form** is true and correct and includes all material information necessary to identify and explain the operations of

EnSafe Inc.

Name of Firm

as well as the ownership and location thereof. Further, the undersigned agrees to provide complete and accurate information regarding ownership in the named firm, any proposed changes of the ownership and to permit the audit and examination of firm ownership documents in association with this agreement."

(1) **Small/Very Small Business Enterprise Program:** Please indicate the ownership of your company. Please check all that apply. At least one box must be checked:

SBE VSBE MBE WBE DVBE OBE

- A Small Business Enterprise (SBE) is an independently owned and operated business that is not dominant in its field and meets criteria set forth by the Small Business Administration in Title 13, Code of Federal Regulations, Part 121.
- A Very Small Business Enterprise (VSBE) is 1) a small business that has average annual gross receipts of \$3,500,000 or less within the previous three years, or (2) a small business manufacturer with 25 or fewer employees.
- A Minority Business Enterprise (MBE) is defined as a business in which a minority owns and controls at least 51% of the business. A Woman Business (WBE) is defined as a business in which a woman owns and controls at least 51% of the business. For the purpose of this project, a minority includes:
 - (1) Black (all persons having origins in any of the Black African racial groups not of Hispanic origin);
 - (2) Hispanic (all persons of Mexican, Puerto Rican, Cuban, Central or South American or other Spanish Culture or origin, regardless of race);
 - (3) Asian and Pacific Islander (all persons having origins in any of the original peoples of the Far East, Southeast Asia, The Indian Subcontinent, or the Pacific Islands); and
 - (4) American Indian or Alaskan Native (all persons having origins in any of the original peoples of North America and maintaining identifiable tribal affiliations through membership and participation or community identification).
- A Disabled Veteran Business Enterprise (DVBE) is defined as a business in which a disabled veteran owns at least 51% of the business, and the daily business operations are managed and controlled by one or more disabled veterans.
- An OBE (Other Business Enterprise) is any enterprise that is neither an SBE, VSBE, MBE, WBE, or DVBE.

(2) **Local Business Preference Program:** Please indicate the Local Business Enterprise status of your company.

Only one box must be checked:

LBE Non-LBE

- A Local Business Enterprise (LBE) is: (a) a business headquartered within Los Angeles, Orange, Riverside, San Bernardino, or Ventura Counties; or (b) a business that has at least 50 full-time employees, or 25 full-time employees for specialty marine contracting firms, working in Los Angeles, Orange, Riverside, San Bernardino, or Ventura Counties. "Headquartered" shall mean that the business physically conducts and manages all of its operations from a location in the above-named counties.
- A Non-LBE is any business that does not meet the definition of a LBE.

Signature: Sharon E. Hooper
Printed Name: Sharon E. Hooper

Title: VP, Contracts & Risk Management
Date Signed: 06/28/2017

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of ~~California~~ Tennessee
County of Shelby

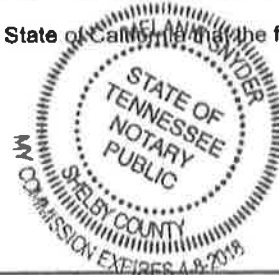
On 06/28/2017 before me, Melanie Snyder
(Insert name and title of the officer) notary public

personally appeared Sharon E. Hooper,
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of ~~California~~ Tennessee that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Melanie Snyder (Seal)



Contractor Description Form

PRIME CONTRACTOR

Contract Title: As - Needed Air Quality Services
Business Name: EnSafe Inc. Award Total: \$ TBD
Owner's Ethnicity: N/A Gender N/A Group: SBE VSBE MBE WBE OBE DVBE
(Check all that apply)
Primary NAICS Code: 541330 Average Three Year Gross Revenue: \$ ~55M
Address: 5724 Summer Trees Drive
City/State/Zip: Memphis, TN 38134
Telephone: (562) 740-1060 FAX: (562) 740-1070
Contact Person/Title: Greg Alexander - Project Manager; Sharon E. Hooper/VP Contracts & Risk Management
Email Address: galexander@ensafe.com, contracts@ensafe.com

➤ I certify that I have utilized the LABAVN to outreach to SBE/VSBE/MBE/WBE/DVBEs for potential subcontracting opportunities associated with this RFP. N/A Yes (Please check)

SUBCONTRACTOR

Business Name: iLanco Environmental, LLC Award Total: \$ TBD
Services to be provided: Air Quality Professional Services
Owner's Ethnicity: Caucasian Gender F Group: SBE VSBE MBE WBE OBE DVBE
(Check all that apply)
Primary NAICS Code: 541620 Average Three Year Gross Revenue: \$ 150,000
Address: 1817 Harriman Ln., Suite B
City/State/Zip: Los Angeles, CA
Telephone: (310) 408-8297 FAX: () N/A
Contact Person/Title: Lora Granovsky
Email Address: Lora.Granovsky@iLancoEnvironmental.com

SUBCONTRACTOR

Business Name: E2 ManageTech, Inc Award Total: \$ TBD
Services to be provided: Air Quality Professional Services
Owner's Ethnicity: N/A Gender N/A Group: SBE VSBE MBE WBE OBE DVBE
(Check all that apply)
Primary NAICS Code: 541620 Average Three Year Gross Revenue: \$ ~11M
Address: 5001 Airport Plaza Drive, Suite 260
City/State/Zip: Long Beach, CA 90815
Telephone: (281) 407-0820 FAX: () N/A
Contact Person/Title: Glenn Mayer, CFO
Email address: gmayer@e2managetech.com