Project: **Montague Expressway Widening, Projects 4179**
& Other Project Management Services, Projects 4178, 4186, 5069, 7086, 7098

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AMENDMENT No. 5 TO AGREEMENT FOR CONSULTATION AND OTHER SERVICES

This Amendment is entered into this 16th day of March, 2004, by and between the City of Milpitas, a municipal corporation of the State of California (hereafter referred to as "CITY") O'Brien Kreitzberg and URS Corporation Americas, (hereafter referred to as "CONSULTANT or URS").

RECITALS

WHEREAS, the City of Milpitas and O'Brien Kreitzberg entered into an agreement for professional project management services on November 2, 1999, for Projects No.'s 4179 & 4180 (hereafter "Agreement"); and

WHEREAS, the City of Milpitas and O'Brien Kreitzberg entered into an Agreement Amendment No. 1 for professional project management services on September 19, 2000, for Projects No.'s 4179 & 4180; and

WHEREAS, the City of Milpitas and O'Brien Kreitzberg entered into an Agreement Amendment No. 2 to continue professional project management services on March 20, 2001, for Projects No.'s 4179, 4180, 4133, & 4178; and

WHEREAS, the City of Milpitas and O'Brien Kreitzberg entered into an Agreement Amendment No. 3 to continue professional project management services on December 4, 2001, for Projects No.'s 4179, 4180, 4133, & 4178; and

WHEREAS, the City of Milpitas and O'Brien Kreitzberg entered into an Agreement Amendment No. 4 to continue professional project management services on March 2, 2004, for Projects No.'s 4178, 4179, 5069,7086 and 7089; and

WHEREAS, O'Brien Kreizberg has been acquired by URS and the parties desire to assign the Agreement, including all rights and obligations therein to URS Corporation Americas.

NOW THEREFORE, in consideration of the mutual covenants and conditions herein contained, the parties agree to amend the Agreement as follows:

1. The parties to the Agreement referred to hereinabove including the Amendments thereto are hereby modified to change the Consultant from O'Brien Kreitzberg to URS Corporation Americas.

2. The parties further agree that O'Brien Kreitzberg assigns all of its rights and obligation under the Agreement and the Amendments thereto to URS Corporation Americas. URS Corporation Americas hereby agrees to assume all of the rights and obligations of the Consultant under the Agreement and Amendments thereto.

3. Except as modified herein, all other provisions of the Agreement and Amendments 1 through 4 thereto shall remain in full force and effect.

This Amendment is executed as of the date written above.

CITY OF MILPITAS

CONSULTANT

David McNeely, City Engineer
(As to content)

URS Corporation Americas

Thomas J. Wilson, City Manager

APPROVED AS TO FORM

Steven T. Mattas, City Attorney

ATTESTED BY:

City Clerk