

**AMENDMENT NO. 2 TO AGREEMENT FOR  
PROFESSIONAL TRANSIT MANAGEMENT CONSULTING SERVICES AGREEMENT  
BCB, LLC *BELIEVE CREATE BUILD***

THIS AMENDMENT NO. 2 (Amendment #2) is made the last date set forth adjacent to the signatures of the parties below, by and between Yamhill County, a political subdivision of the State of Oregon acting by and through its Board of Commissioners ("County") and BCB, LLC *Believe Create Build*, an Oregon limited liability company, located at 14138 S. Caufield Road, Oregon City, OR 97045("Contractor")

**RECITALS**

A. County and Contractor are parties to that certain Agreement dated June 29, 2015 whereby Contractor is performing professional consulting services in connection with transit management services and performing related duties required by County as detailed in the Agreement. The Agreement is memorialized in County records as Board Order 15-211 (the "Underlying Agreement"). The Underlying Agreement was first amended on March 31, 2016, as memorialized in County records as Board Order 16-115.

B. County and Contractor now desire to further modify and extend the Underlying Agreement and to provide for certain additional transit services according to the terms and conditions more particularly set forth herein below.

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth herein below and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. Section 4 of the Underlying Agreement is hereby amended to include additional compensation not-to-exceed \$10,000.00 for certain specific additional transit services as may be agreed upon in advance between County and Contractor. Any such additional transit services shall require prior written approval and authorization by the County Administrator or designee.

2. Section 8 of the Underlying Agreement is hereby amended to extend the term of the Underlying Agreement through June 30, 2020, unless earlier terminated in accordance with subsection 8.2.

3. Ratification. Except as otherwise expressly modified by the terms of this Amendment #2, the Underlying Agreement shall remain unchanged and continue in full force and effect. All terms, covenants and conditions of the Underlying Agreement not expressly modified herein are hereby confirmed and ratified and remain in full force and effect, and constitute valid and binding obligations of County and Contractor enforceable according to the terms thereof.

4. Authority. County and Contractor and each of the persons executing this Amendment #2 on behalf of County and Contractor hereby covenants and warrants that: (i) such party has full right and authority to enter into this Amendment #2 and has taken all action required to authorize such party (and each person executing this Amendment #2 on behalf of such party) to enter into this Amendment #2, and (ii) the person signing on behalf of such party is authorized to do so on behalf of such entity.

5. Binding Effect. All of the covenants contained in this Amendment #2 shall be binding upon and shall inure to the benefit of the parties hereto and their respective heirs, legal representatives and permitted successors and assigns.

6. Counterparts. This Amendment #2 may be executed in multiple counterparts, each of which shall be an original, but all of which shall constitute one and the same Amendment #2.

7. Recitals. The foregoing recitals are intended to be a material part of this Amendment #2 and are incorporated herein by this reference.

IN WITNESS WHEREOF, the parties have executed this Amendment #2 on the dates set forth adjacent to their signatures below.

**BCB, LLC BELIEVE CREATE BUILD**



Title: Management Consultant

Date: 6-29-18

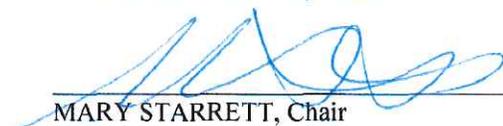
SS# /Tax ID#: 47-3016661

**APPROVED AS TO FORM:**

By: 

CHRISTIAN BOENISCH, County Counsel

**YAMHILL COUNTY, OREGON**



MARY STARRETT, Chair

Board of Commissioners

Date: 6/14/18



LAURA TSCHABOLD, County Administrator

Date: 6-14-18

Accepted by Yamhill County  
Board of Commissioners on  
6/14/18 by Board Order  
# 18-197