



DATE: April 19, 2017

TO: Governing Board, Intermodal Container Transfer Facility Joint Powers Authority

FROM: Janna B. Sidley, General Counsel

SUBJECT: Third Amendment to EnSafe, Inc. Agreement

The proposed third amendment to the contract with E2Managetech, Inc. (E2) is for continued project management and support services as related to the Intermodal Container Transfer Facility (ICTF) Modernization and Expansion Project. The agreement provides for logistical support and coordination with JPA staff and its consultants for the preparation of the Environmental Impact Report (EIR).

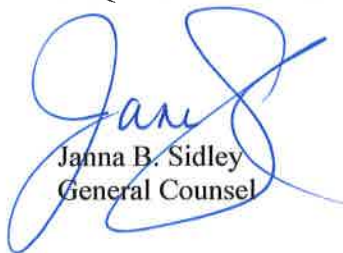
E2Managetech, Inc. is now known as Ensafe, Inc., a Tennessee corporation, as the result of a corporate name change. There is no change to the direct ownership, assets, employees, or lead personnel performing the ICTF work. The proposed amendment will change the name from E2Managetech, Inc. to Ensafe, Inc. All remaining terms and conditions of the agreement shall remain in full force and effect.

On September 3, 2014 the ICTF Joint Powers Authority (JPA) entered into a one-year, \$150,000 contract with E2 for EIR preparation services. On December 10, 2014 the ICTF JPA Board approved a first amendment for an additional \$33,296, bringing the total amount authorized to \$183,296. In addition, the ICTF JPA Board also extended the term of the contract to September 2, 2017. On November 6, 2016, the ICTF JPA Board approved a second amendment extending the term of the contract for another three years for a total term of six years; terminating the contract on September 2, 2020.

It is recommended that the ICTF JPA Board approve the execution of the proposed third amendment to the contract with E2Managetech, Inc. changing the name of the consultant.

It is also recommended that the Board make the following finding:

“The Board finds the activity is administrative activity that will not result in direct or indirect physical changes in the environment, and, as such, is not a “project” as defined by CEQA Guidelines section 15378.”



Janna B. Sidley
General Counsel

THIRD AMENDMENT TO AGREEMENT BETWEEN
THE INTERMODAL CONTAINER TRANSFER FACILITY
JOINT POWERS AUTHORITY AND
ENSAFE, INC.

This Third Amendment to Agreement dated for reference purposes as of April 19, 2017 (“Effective Date”), is entered into between the INTERMODAL CONTAINER TRANSFER FACILITY JOINT POWERS AUTHORITY, a Joint Powers Authority (“ICTF”) and ENSAFE, INC. (“Consultant”) whose address is 5001 Airport Plaza Drive, Suite 260, Long Beach, CA 90815.

WHEREAS, ICTF and E2Managetech, Inc. (“E2”) entered into an Agreement dated September 3, 2014 (“Agreement”) for E2 to provide professional, scientific, expert or technical services to assist the ICTF with the ICTF Modernization Project (“Project”); and

WHEREAS, the Agreement was amended by the parties pursuant to a First Amendment dated December 10, 2014; and a Second Amendment dated November 9, 2016;

WHEREAS, the parties desire to amend the Agreement to provide for the assignment of the Agreement by E2 to Consultant, and the assumption of the Agreement by Consultant, with no change in terms or conditions.

NOW, THEREFORE, IT IS MUTUALLY AGREED that the Agreement is hereby amended as follows:

1. The name of Consultant in the first paragraph of the Agreement is changed to “ENSAFE, INC., a Tennessee corporation.” and, from and after the Effective Date, any references in the Agreement to Consultant shall refer to ENSAFE, INC.

2. The Parties agree that, effective as of the Effective Date, the Agreement is hereby assigned to and assumed by ENSAFE, INC. with no change in terms or conditions.

Except as amended herein, all remaining terms and conditions of the Agreement as previously amended shall remain in full force and effect.

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IN WITNESS WHEREOF, the parties have executed this Third Amendment to Agreement on the date to the left of their signatures.

THE INTERMODAL CONTAINER
TRANSFER FACILITY JOINT POWERS
AUTHORITY, a Joint Powers Authority

Dated: _____

By: _____

Executive Director

Attest: _____

Elena Flores, Board Secretary

ENSAFE, INC.
a Tennessee corporation

Dated: _____

By: _____

Print Name and Title

Attest: _____

Print/type name and title

APPROVED AS TO FORM AND LEGALITY

_____, 2017

JANNA B. SIDLEY
ICTF General Counsel