

**AMENDMENT NUMBER TWO
TO PROFESSIONAL SERVICES AGREEMENT
WITH
SIEMENS MOBILITY, INC.**

This Amendment Number Two ("Amendment") is made and entered into this 7th day of December, 2021 ("Effective Date"), by and among the CITY OF COSTA MESA, a municipal corporation ("City"), SIEMENS MOBILITY, INC., a Delaware corporation ("Siemens") and YUNEX LLC, a Delaware limited liability company ("Yunex").

WHEREAS, City and Siemens Industry, Inc. entered into an agreement on March 1, 2015 for Siemens Industry, Inc. to provide traffic signal maintenance services (the "Agreement"); and

WHEREAS, on November 27, 2018, City and Siemens amended the Agreement to reflect the assignment of the Agreement from Siemens Industry, Inc. to Siemens; and

WHEREAS, on May 26, 2021, Siemens advised the City that it would be transferring its Intelligent Traffic Systems ("ITS Business") to Yunex on July 1, 2021, and that such transfer would include the transfer of all contracts pertaining to Siemens' ITS Business, including the Agreement, and requested the City's consent to the transfer and assignment of the Agreement; and

WHEREAS, on November 8, 2021, City consented to the assignment of the Agreement; and

WHEREAS, City, Siemens and Yunex desire amend the Agreement to reflect the assignment and Yunex's assumption of Siemens' obligations pursuant to the Agreement and to amend the Agreement as set forth herein.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Yunex hereby assumes all of Siemens' responsibilities, liabilities, covenants and obligations set forth in the Agreement, and agrees to perform and observe all of Siemens' covenants and obligations contained in the Agreement.
2. Any and all references in the Agreement to "Siemens Mobility, Inc." shall be amended to read, "Yunex LLC."
3. Section 6.4 of the Agreement shall be amended to set forth Consultant's contact information as follows:


IF TO CONSULTANT:

Yunex LLC
9225 Bee Cave Road
Building B, Suite 201
Austin, TX 78733
Tel: (770) 598-4705
Attn: Anchal Bansal

4. All terms not defined herein shall have the same meaning and use as set forth in the Agreement.
5. All other terms, conditions, and provisions of the Agreement not in conflict with this Amendment shall remain in full force and effect.
6. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original. All counterparts shall be construed together and shall constitute one agreement.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by and through their respective authorized officers, as of the date first written above.


CITY OF COSTA MESA



City Manager

Date: 2/9/2022


SIEMENS MOBILITY, INC.



Signature

Date: 12/9/21

Marc Buncher, CEO
Name and Title



Signature

Date: 12/13/2022

Marsha Smith, CFO
Name and Title

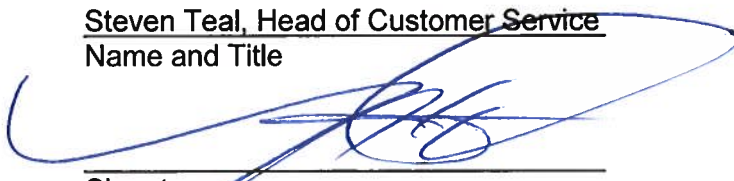
YUNEX LLC



Signature

Date: 1/11/22

Steven Teal, Head of Customer Service
Name and Title



Signature

Date: 1/11/2022

Michael Hutchens, Operations Manager
Name and Title

ATTEST:

Brenda Green 2/10/2022
City Clerk



APPROVED AS TO FORM:

Kimberly Hill Barber
City Attorney

Date: 2/9/22

APPROVED AS TO INSURANCE:

Rg
Risk Management

Date: 2/2/22

APPROVED AS TO CONTENT:

[Signature]
Project Manager

Date: 1/28/2022

DEPARTMENTAL APPROVAL:

[Signature]
Public Services Director

Date: 1-31-22

APPROVED AS TO PURCHASING:

[Signature]
Finance Director

Date: 2/3/22