

FIFTH AMENDMENT TO AGREEMENT

This FIFTH AMENDMENT TO AGREEMENT is dated for identification this 16th day of September, 2025, and amends that certain agreement for Goldfarb and Lipman Agreement dated July 21, 2022, made by and between the Town of Los Gatos, ("Town,") and Goldfarb & Lipman LLP. ("Consultant.")

RECITALS

- A. Town and Consultant entered into an Agreement for land use counsel on July 21, 2022, ("Agreement"), a copy of which is attached hereto and incorporated by reference as Exhibit A to this Amendment.
- B. Town and Consultant entered into a first amendment to the Agreement on December 3, 2024, ("Amendment"), a copy of which is attached hereto and incorporated by reference as Exhibit A to this Amendment.
- C. Town and Consultant entered into a second amendment to the Agreement on May 20, 2025, ("Amendment"), a copy of which is attached hereto and incorporated by reference as Exhibit A to this Amendment.
- D. Town and Consultant entered into a third amendment to the Agreement on August 5, 2025, ("Amendment"), a copy of which is attached hereto and incorporated by reference as Exhibit A to this Amendment.
- E. Town and Consultant entered into a fourth amendment to the Agreement on September 2, 2025, ("Amendment"), a copy of which is attached hereto and incorporated by reference as Exhibit A to this Amendment.

AMENDMENT

- 1. The compensation section is amended to read \$309,938.73.
- 2. All other terms and conditions of the Agreement remain in full force and effect.

Town of Los Gatos

Goldfarb & Lipman:

By: _____
Chris Constantin, Town Manager

By: _____
Barbara Kautz, Esquire

Department Approval:

Gabrielle Whelan, Town Attorney