

**FIRST AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT**

This FIRST AMENDMENT TO PROFESSIONAL SERVICES AGREEMENT (“**AMENDMENT**”) is made and entered into as of October 28, 2025 (“**EFFECTIVE DATE**”), by and between the City of Needles, a California charter city hereinafter referred to as “**CITY**” and Vasquez Company LLP, a California limited liability partnership hereinafter referred to as “**CONSULTANT**.” CITY and CONSULTANT may be referred to individually as a “**PARTY**” and collectively as the “**PARTIES**.”

RECITALS

WHEREAS, the PARTIES entered into that certain Professional Services Agreement dated November 14th, 2023 (“**AGREEMENT**”), the date of approval of the City Council; and

WHEREAS, CONSULTANT agreed to provide professional auditing services for the CITY, with compensation being Sixty-Five Thousand One-Hundred Dollars (\$65,100) for fiscal year 2023 and Sixty-Six Thousand Nine-Hundred and Three Dollars (\$66,903) for fiscal year 2024; and

WHEREAS, Section 3.1.2 of the AGREEMENT provides that the AGREEMENT shall automatically terminate after two (2) years unless extended in writing by the PARTIES with the approval of the City Council; and

WHEREAS, the PARTIES now desire to extend the term of the AGREEMENT to allow CONSULTANT sufficient time to complete the Fiscal Year 2024 audit in the event CONSULTANT cannot complete the Fiscal Year 2024 audit by November 14, 2025, when the term of the two-year AGREEMENT expires.

NOW, THEREFORE, in consideration of the foregoing Recitals and the mutual covenants contained herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, CITY and CONSULTANT agree as follows:

1. **Incorporation of Recitals.** The PARTIES hereby agree that the recitals set forth in this AMENDMENT are deemed incorporated into this AMENDMENT and the AGREEMENT by this reference.

2. **Definitions.** All capitalized terms used but not defined in this AMENDMENT shall have the meanings ascribed to them in the AGREEMENT.

3. **Amendment to Section 3.1.2.** The PARTIES hereby agree that Section 3.1.2 of the AGREEMENT is hereby amended and replaced with the following:

“3.1.2 Term. This Agreement shall become effective when executed and shall remain in effect until March 31, 2026, unless terminated earlier as provided herein. Any further extension of this Agreement shall require written approval by the City Council of the City.”

4. **Purpose of Extension.** The PARTIES acknowledge and agree that the extension of the term of the AGREEMENT is specifically to allow CONSULTANT to complete the Fiscal Year 2024 audit in the event CONSULTANT is unable to complete such audit by November 14, 2025.

5. All other terms of the AGREEMENT not expressly amended by this AMENDMENT shall remain in full force and effect.

6. This AMENDMENT shall be governed by the laws of the State of California. Any legal action arising from or related to this AMENDMENT shall be brought in the state or federal courts of the State of California in and for the County of San Bernardino.

IN WITNESS WHEREOF, the PARTIES hereby have made and executed this AMENDMENT to be effective as of the day and year first above written.

CITY OF NEEDLES, CALIFORNIA

CONSULTANT

VASQUEZ COMPANY LLP

By: _____

By: County A. Canida

Title: _____

Title: Partner

Date: _____

Date: October 13, 2025

ATTEST:

City Clerk

Approved As To Form:

City Attorney