



Contract Number

20-324 A-2

SAP Number

4400012695 A-2

**Project & Facilities Management
Department**

Department Contract Representative	Richard Ayala
Telephone Number	(909) 387-5111
Contractor	Langan CA, Inc.
Contractor Representative	Dorinda Shipman, PG
Telephone Number	(415) 717-2516
Contract Term	6/2/2020 – 5/31/25
Original Contract Amount	\$ 965,879
Amendment #2 Amount	-
Total Contract Amount	\$ 965,879
Cost Center	7830001000

IT IS HEREBY AGREED AS FOLLOWS:

**AMENDMENT NO. 2
CONTRACT NO. 20-324
SOFTWARE CONSULTING SERVICES**

WHEREAS, on June 2, 2020, San Bernardino County, previously referred to as County of San Bernardino, ("County") and Robert Stephen Consulting LLC ("RSC") entered into Contract No. 20-324 ("Contract") to provide technical support and services of Archibus System Software (Services) for the term June 2, 2020, through May 31, 2025 in the not-to-exceed amount of \$767,529; and

WHEREAS, on August 22, 2023, the County and RSC amended the Contract increasing the total contract amount by \$198,350, for a total of \$965,879, to provide additional software modules to the Archibus system platform and provide a revised scope of services; and

WHEREAS, on September 30, 2024, RSC notified the County that it was selling certain assets to Langan CA, Inc. (Langan) and in that transaction, assigning all rights and obligations under the Contract to Langan; and

WHEREAS, Section H.2 of the Contract provides that without the prior written consent of the County, the Contract is not assignable by RSC either in whole or in part; and

WHEREAS, County now desires to enter into an amendment to assign the Contract from RSC to Langan; and

NOW THEREFORE, effective as of the date this Amendment No. 2 is fully executed, the parties agree as follows:

1. The County, pursuant to Section H.2 of the Contract, hereby consents to the assignment of the Contract by RSC to Langan. The County, in giving its consent to this assignment, does not release RSC from any claims or remedies it may have against RSC under the Contract for obligations incurred prior to the effective date of the assignment.
2. Langan hereby accepts the assignment of all of RSC's obligations, responsibilities, and duties under the Contract and all of RSC's rights, title, and interest in and to the Contract.
3. All references to "Contractor" in the Contract shall mean Langan, and all references to "RSC" in the Contract shall be replaced with "Langan".
4. **REPLACE Section K. NOTICES**, with the following:
All written notices provided for in this Contract or which either party desires to give to the other shall be deemed fully given, when made in writing and either served personally, or by facsimile, or deposited in the United States mail, postage prepaid, and addressed to the other party as follows:

San Bernardino County
Chief of Facilities Management
Project and Facilities Management Department
200 South Lena Road
San Bernardino, CA 92415-0055

Langan CA, Inc.
300 Kimball Drive, 4th Floor
Parsippany, NJ 07054

Notice shall be deemed communicated two (2) County working days from the time of mailing if mailed as provided in this paragraph.

5. **ADD Attachment D, Campaign Contribution Disclosure (SB 1439).**
6. **All other terms and conditions of this Contract shall remain the same.**

This Amendment may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts shall together constitute one and the same Amendment. The parties shall be entitled to sign and transmit an electronic signature of this Amendment (whether by facsimile, PDF or other email transmission), which signature shall be binding on the party whose name is contained therein. Each party providing an electronic signature agrees to promptly execute and deliver to the other party an original signed Amendment upon request.

[Signatures on the Following Page]

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IN WITNESS WHEREOF, San Bernardino County and the Contractor have each caused this Amendment to be subscribed by its respective duly authorized officers, on its behalf.

SAN BERNARDINO COUNTY

LANGAN CA, INC.

▶ _____

Chair, Board of Supervisors

Dated: _____

SIGNED AND CERTIFIED THAT A COPY OF THIS DOCUMENT HAS BEEN DELIVERED TO THE CHAIR OF THE BOARD

Lynna Monell
Clerk of the Board of Supervisors
of the San Bernardino County

By _____
Deputy

By ▶ _____
(Authorized signature - sign in blue ink)

Name _____
(Print or type name of person signing contract)

Title _____
(Print or Type)

Dated: _____

Address _____

FOR COUNTY USE ONLY

Approved as to Legal Form

▶ _____
Kaleigh Ragon, Deputy County Counsel

Date _____

Reviewed for Contract Compliance

▶ _____

Date _____

Reviewed/Approved by Department

▶ _____
Jennifer Costa, Chief of Facilities Management
Project & Facilities Management Department

Date _____



ATTACHMENT D

Campaign Contribution Disclosure (SB 1439)

DEFINITIONS

Actively supporting the matter: (a) Communicate directly with a member of the Board of Supervisors or other County elected officer [Sheriff, Assessor-Recorder-Clerk, District Attorney, Auditor-Controller/Treasurer/Tax Collector] for the purpose of influencing the decision on the matter; or (b) testifies or makes an oral statement before the County in a proceeding on the matter for the purpose of influencing the County's decision on the matter; or (c) communicates with County employees, for the purpose of influencing the County's decision on the matter; or (d) when the person/company's agent lobbies in person, testifies in person or otherwise communicates with the Board or County employees for purposes of influencing the County's decision in a matter.

Agent: A third-party individual or firm who, for compensation, is representing a party or a participant in the matter submitted to the Board of Supervisors. If an agent is an employee or member of a third-party law, architectural, engineering or consulting firm, or a similar entity, both the entity and the individual are considered agents.

Otherwise related entity: An otherwise related entity is any for-profit organization/company which does not have a parent-subsidary relationship but meets one of the following criteria:

- (1) One business entity has a controlling ownership interest in the other business entity;
- (2) there is shared management and control between the entities; or
- (3) a controlling owner (50% or greater interest as a shareholder or as a general partner) in one entity also is a controlling owner in the other entity.

For purposes of (2), "shared management and control" can be found when the same person or substantially the same persons own and manage the two entities; there are common or commingled funds or assets; the business entities share the use of the same offices or employees, or otherwise share activities, resources or personnel on a regular basis; or there is otherwise a regular and close working relationship between the entities.

Parent-Subsidiary Relationship: A parent-subsidiary relationship exists when one corporation has more than 50 percent of the voting power of another corporation.

Contractors must respond to the questions on the following page. If a question does not apply respond N/A or Not Applicable.

1. Name of Contractor: Langan CA, Inc. (Langan)
2. Is the entity listed in Question No.1 a nonprofit organization under Internal Revenue Code section 501(c)(3)?
 Yes If yes, skip Question Nos. 3-4 and go to Question No. 5 No
3. Name of Principal (i.e., CEO/President) of entity listed in Question No. 1, if the individual actively supports the matter and has a financial interest in the decision: Dorinda Shipman, Principal/Vice President
4. If the entity identified in Question No.1 is a corporation held by 35 or less shareholders, and not publicly traded ("closed corporation"), identify the major shareholder(s):
N/A – our firm has over 100 shareholders
5. Name of any parent, subsidiary, or otherwise related entity for the entity listed in Question No. 1 (see definitions above):

Company Name	Relationship
Langan Engineering and Environmental Services, LLC	Same company, see explanation below.
Langan as a organization has existed since 1970 but a newly formed state-expanding its scope of services in California, the existing Langan entity converted	specific subsidiary was formed in March 2023. Because Langan is to an LLC for tax and regulatory reasons. Since LLCs cannot provide

professional in the State of California, Langan has formed a state-specific entity wholly-owned subsidiary (Langan CA, Inc.). This is still the same business, just a corporate entity change.

6. Name of agent(s) of Contractor:

Company Name	Agent(s)	Date Agent Retained (if less than 12 months prior)
N/A		

7. Name of Subcontractor(s) (including Principal and Agent(s)) that will be providing services/work under the awarded contract if the subcontractor (1) actively supports the matter and (2) has a financial interest in the decision and (3) will be possibly identified in the contract with the County or board governed special district.

Company Name	Subcontractor(s):	Principal and//or Agent(s):
N/A		

8. Name of any known individuals/companies who are not listed in Questions 1-7, but who may (1) actively support or oppose the matter submitted to the Board and (2) have a financial interest in the outcome of the decision:

Company Name	Individual(s) Name
Listed above in Q1, 3, 5	

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9. Was a campaign contribution, of more than \$250, made to any member of the San Bernardino County Board of Supervisors or other County elected officer within the prior 12 months, by any of the individuals or entities listed in Question Nos. 1-8?

No If **no**, please skip Question No. 10.

Yes If **yes**, please continue to complete this form.

10. Name of Board of Supervisor Member or other County elected officer: N/A

Name of Contributor: _____

Date(s) of Contribution(s): _____

Amount(s): _____

Please add an additional sheet(s) to identify additional Board Members or other County elected officers to whom anyone listed made campaign contributions.

By signing the Contract, Contractor certifies that the statements made herein are true and correct. Contractor understands that the individuals and entities listed in Question Nos. 1-8 are prohibited from making campaign contributions of more than \$250 to any member of the Board of Supervisors or other County elected officer while award of this Contract is being considered and for 12 months after a final decision by the County.