

**AMENDMENT NO. 2**

This Amendment modifies Contract No. 11-28-043, for Job Order Contracting (JOC) Consulting Services by and between the County of Cook, Illinois, herein referred to as "County" and The Gordian Group, Inc., authorized to do business in the State of Illinois hereinafter referred to as "Contractor":

**RECITALS**

Whereas, the County and Contractor have entered into a Contract approved by the County Board on May 14, 2012, (hereinafter referred to as the "Contract"), wherein the Contractor is to provide JOC consulting services (hereinafter referred to as the "Services") from May 1, 2012 through April 30, 2015, with two one-year renewal options, in an amount not to exceed \$1,050,000.00; and

Whereas, Amendment # 1 was executed on April 6, 2015, in the amount of \$2,500,000.00; and

Whereas, the Contract will expire on April 30, 2015 and the agreed upon Services are still required; and

Whereas, a renewal is desired for the continuation of Services; and

Whereas, the County and Contractor desire to renew the Contract for one year beginning on May 1, 2015 through April 30, 2016.

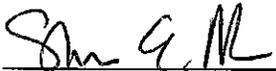
Now therefore, in consideration of mutual covenants contained herein, it is agreed by and between the parties to amend the Contract as follows:

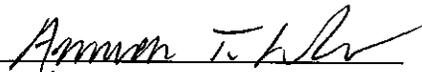
1. The Contract is renewed through April 30, 2016.
2. All other terms and conditions remain as stated in the Contract.

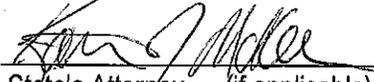
In witness whereof, the County and Contractor have caused this Amendment No. 2 to be executed on the date and year last written below.

County of Cook, Illinois

The Gordian Group, Inc.

By:   
Chief Procurement Officer

  
Signed

By:   
State's Attorney (if applicable)

Ammon T. Lesh  
Type or print name

Vice President of Legal Affairs  
Title

Date: 24 April 2015

Date: April 20, 2015

THE GORDIAN GROUP, INC.  
THE GORDIAN GROUP INTERNATIONAL, INC.

OMNIBUS UNANIMOUS WRITTEN CONSENT IN LIEU OF  
A MEETING OF THE BOARD OF DIRECTORS

August 26, 2013

The undersigned, being all of the members of the Board of Directors (the "*Board*") of each The Gordian Group, Inc., a Georgia corporation (the "*Group*"), and The Gordian Group International, Inc. a Georgia corporation ("*International*"), in lieu of holding a meeting of the Board, hereby take the following actions and adopt the following resolutions by written consent pursuant to Section 14-2-821 of the Georgia Corporate Code. Each of Group and International is also referred to herein as a "*Company*":

**Election of Officers**

RESOLVED, that effective as of the date of this consent, the following individual be, and hereby is, elected to serve as an officer of each of Group and International in the capacity set forth opposite his name, to hold such office until his successor shall have been duly elected and shall have qualified or until his earlier death, resignation or removal:

<u>Name</u>	<u>Position</u>
Ammon Leshner	Corporate Counsel and Vice President of Legal Affairs

**Reaffirmation of Officers**

RESOLVED, that for clarification purposes, the full slate of officers of each Company are:

<u>Name</u>	<u>Position</u>
Harry H. Mellon	Chairman
William Pollak	Chief Executive Officer
Robert D. Coffey	President
David L. Mahler	Vice President of Contracts
Paul R. Schreyer	Corporate Counsel and Regional Manager
Roy E. Kemper	Secretary and Vice President of Finance
Ammon T. Leshner	Corporate Counsel and Vice President of Legal Affairs

**General**

RESOLVED, that the chief executive officer, president, any vice president, secretary or any other officer of each Company (each, an "*Authorized Officer*", collectively, the "*Authorized Officers*") of each Company be, and each of them hereby is, authorized to take all such further action and to execute, deliver and cause the performance of, in the name and on behalf of each Company, and under its corporate seal or otherwise, all such agreements, instruments, certificates and documents and to pay such fees and expenses, as in their judgment shall be necessary, proper or advisable in order to fully carry out the intent and accomplish the purpose of each of the foregoing resolutions.

RESOLVED, that all actions taken by the Board of each Company and Authorized Officers of each Company prior to the date of this written consent which are within the authority conferred hereby be, and hereby are, ratified, confirmed and approved.

The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board of each Company duly called and constituted pursuant to the bylaws of each Company and the laws of the State of Georgia.

This consent may be executed in counterparts and by facsimile or electronically transmitted signature, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

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