



SUPPLEMENTAL AGREEMENT NO. 2 TO PROFESSIONAL SERVICES AGREEMENT

MDX PROCUREMENT/CONTRACT NO.: RFQ-17-01(A)

MDX WORK PROGRAM NOS.: N/A

MDX PROJECT/SERVICE TITLE: MISCELLANEOUS MATERIALS ENGINEERING AND TESTING SERVICES

THIS SUPPLEMENTAL AGREEMENT NO. 2 TO PROFESSIONAL SERVICES AGREEMENT (as "SA #2") is made and entered into this 20th day of November, 2023 (the "Effective Date"), by and between the *Greater Miami Expressway Agency* ("GMX"), a body politic and corporate, a public instrumentality and an agency of the State of Florida, existing under Florida Statutes Chapter 348, Part I, as amended, acting by and through its Governing Board, and *WSP USA Environment & Infrastructure Inc.*, (the "Consultant"), a Nevada corporation located at 1075 Big Shanty Road, Suite 100, Kennesaw, Georgia 30144 and duly authorized to conduct business in the State of Florida, Federal I.D. No. 91-1641772 (collectively, referred to herein as the "Parties" to this SA #2

WITNESSETH

WHEREAS, Miami-Dade Expressway Authority ("MDX") competitively procured for all Services necessary to provide *Miscellaneous Materials Engineering and Testing Services* (the "Services"), and subsequently on **December 11, 2018** entered into Agreement MDX Procurement/Contract No. **RFQ-17-01(A)**, with Wood Environment & Infrastructure Solutions, Inc. to perform the Services (the "Agreement"); and

WHEREAS, the term of the Agreement is for three (3) years with an option to extend for up to two (2) years and the Parties; and

WHEREAS, on **December 9, 2021**, *Wood Environment & Infrastructure Solutions, Inc.* and MDX entered into *Supplemental Agreement No. 1* to exercise the extension period allowed for in the Agreement; and

WHEREAS, effective **September 21, 2022**, *Wood Environment & Infrastructure Solutions, Inc.* was acquired by WSP Global Inc. and is now doing business in the United States as *WSP USA Environment & Infrastructure Inc.*; and

WHEREAS, the Parties would like to extend the Agreement for an additional six (6) month term; and



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WHEREAS, during the 2023 Regular Legislative Session, the Florida Legislature clarified the legal status, ownership, and control of the roads that constitute the expressway system in Miami-Dade County and portions of northeast Monroe County. (348.03031(1), Fla. Stat); and

WHEREAS, the Legislature clarified the authority of the Greater Miami Expressway Agency (GMX) and dissolved the Miami-Dade Expressway Authority (MDX) (Chapter 2019-169, Laws of Florida; 348.03031(4), Fla. Stat., and 2019-169, Laws of Florida).

NOW THEREFORE, in accordance with Section 8.3 *Approval Authority of Agreements and Supplemental Agreements* of the Procurement Policy; incorporated herein and in consideration of the mutual promises and covenants contained herein, and for such other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties do hereby agree as follows:

1. The foregoing recitations are true and correct and are incorporated herein by reference.
2. As better described in ***Exhibit A, Name Change Notification***, the corporate name ***Wood Environment & Infrastructure Solutions, Inc.*** a Nevada corporation that is duly authorized to transact business in the State of Florida, changed its corporate name to ***WSP USA Environment & Infrastructure Inc.*** a Nevada corporation that continues to be duly authorized to transact business in the State of Florida.
3. The Parties hereby agree that subject to ***Exhibit B, Amendment to Application for Authorization to Transact Business in Florida*** as filed with the Florida Department of State, Division of Corporations attached hereto, the name ***Wood Environment & Infrastructure Solutions, Inc*** in the Contract Documents is hereby changed to read ***WSP USA Environment & Infrastructure Inc.***
4. The Parties hereby agree this is a name change only which is administrative in nature. The Federal I.D. No. ***91-1641772*** between the name change corporations remains the same.
5. As better described in ***Exhibit C, Entitlement Analysis***, the Parties hereby agree to extend the Agreement for an additional non-compensable six (6) month term.
6. The term of the Agreement is hereby extended until June 10, 2024.
7. All references to "Miami Dade County Expressway Authority and/or MDX" are hereby dissolved and replaced with ***Greater Miami Expressway Agency*** and/or ***GMX***.
8. The MDX Procurement/Contract No. RFQ-17-01(A) is hereby replaced with ***GMX Procurement/Contract No. RFQ-17-01(A)***.



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9. The MDX Project/Service Title Miscellaneous Materials Engineering and Testing Services is hereby replaced with the ***GMX Project/Service Miscellaneous Materials Engineering and Testing Services***.
10. The defined terms used herein, unless otherwise defined in this SA #2, shall have the meanings ascribed to them in the Contract Documents.
11. Except as expressly provided herein, all of the terms, conditions, covenants, agreements and understandings contained in the Contract Documents shall remain unchanged and in full force and effect, and the same are hereby expressly ratified and confirmed by the Parties.
12. This SA #2 shall not alter or change in any manner the force and effect of the Agreement except insofar as the same is altered and amended by this SA #2. Wherever the terms of this SA #2 and the terms of the Contract Documents are in conflict, the terms of this SA #2 shall govern and control.
13. The Parties hereby agree the consideration expressed in this SA #2, that the monetary sum(s) agreed to herein constitute a full and complete settlement of all the matters relating to and set forth herein, including, but not limited to, all direct costs for equipment, manpower and materials, as well as indirect costs, expenses and profit (inclusive of overhead of any kind) and delay damages relating to the issues set forth in this SA #2. The settlement outlined herein, is limited to and applies only to any claims arising out of or on account of the matters described and set forth in this SA #2 which constitutes the totality of SA #2.
14. Exhibits:
 - Exhibit A Name Change Notification
 - Exhibit B Amendment to Application for Authorization to Transact Business in Florida
 - Exhibit C Entitlement Analysis for Time Extension

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Initials (Consultant)



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IN WITNESS WHEREOF, the Parties have caused this SA #2 to be executed by their respective and duly authorized officers as of the Effective Date defined herein.

GREATER MIAMI EXPRESSWAY AGENCY

WSP USA ENVIRONMENT & INFRASTRUCTURE INC.

By: _____

Torey Alston
Interim Executive Director

By: _____

Signature of Authorized Officer

Brian S. Hathaway , PE

Print Name of Authorized Officer

Vice President , Local Business Leader

Title of Authorized Officer

Initials (Consultant)