

**SECOND AMENDMENT TO  
PROFESSIONAL SERVICES AGREEMENT NO. CON-23-021-FIN  
BETWEEN  
THE TOWN OF PARADISE VALLEY  
AND  
CORE HR SOLUTIONS, LLC**

This SECOND AMENDMENT ("Amendment") dated January \_\_, 2023, modifies the Professional Services Agreement, No. CON-23-021-FIN, dated September 23, 2022, between Core HR Solutions, LLC., an Arizona limited liability company ("Consultant"), and the Town of Paradise Valley, an Arizona municipal corporation ("Town"), as amended on December 20, 2022 (the "Original Agreement"). All of the capitalized terms not otherwise defined in this Amendment have the same meanings as contained in the Original Agreement. The following provisions modify sections of the Original Agreement. The sections of the Original Agreement that are not expressly modified by this Amendment shall remain in effect pursuant to their terms.

**AGREEMENT**

1. **Amendment:** The total not-to-exceed amount in Section 3 of the Original Agreement is hereby increased from \$25,000 to \$50,000.
2. **Conflicts.** In the event of any inconsistency, conflict, or ambiguity between this Amendment and the Original Agreement, this Amendment shall govern.
3. **Non-Default.** By executing this Amendment, Consultant affirmatively asserts that (i) the Town is not currently in default, nor has it been in default at any time prior to this Amendment, under any of the terms or conditions of the Original Agreement, and (ii) any and all claims, known and unknown, relating to the Original Agreement and existing on or before the date of this Amendment are forever waived.
4. **Conflict of Interest.** This Amendment and the Original Agreement are subject to the provisions of A.R.S. § 38-511.

Signatures on following page

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the date and year first set forth above.

**“Consultant”**

CORE HR SOLUTIONS, LLC,  
an Arizona Limited Liability Company

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Sonja M. Talley, Principal Consultant

**“Town”**

TOWN OF PARADISE VALLEY,  
an Arizona municipal corporation

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Jill Keimach, Town Manager

ATTEST:

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Duncan Miller, Town Clerk

APPROVED AS TO FORM:

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Andrew J. McGuire, Town Attorney  
Gust Rosenfeld, PLC