

FIRST AMENDMENT TO CONTINUING CONTRACT FOR PROFESSIONAL CONSTRUCTION ENGINEERING INSPECTION (CEI) SERVICES

THIS AGREEMENT made and entered into this 21st day of March, 2012 by and between **Nassau County Board of County Commissioners**, hereinafter referred to as "County," and **CDM Smith Inc.**, a Delaware corporation formerly known as Wilbur Smith Associates, Inc., whose corporate office address is One Cambridge Place 50 Hampshire Street, Cambridge, Massachusetts 02139, and whose local office address is 7029-1 Commonwealth Avenue, Jacksonville, Florida 32220, hereinafter referred to as "CDM Smith."

WHEREAS, on July 26, 2010, the County entered into an Agreement with Wilbur Smith Associates, Inc., contract number CM1582, to perform professional construction engineering inspection services as needed; and

WHEREAS, on February 25, 2011 Wilbur Smith Associates, Inc. merged with Camp Dresser & McKee. Effective January 9, 2012 Wilbur Smith Associates, Inc. merged into its parent company, CDM Smith Inc.; and

WHEREAS, it has become necessary to amend the Agreement entered into on July 26, 2010.

NOW, THEREFORE, for and in consideration of the mutual covenants contained herein, the parties hereto do mutually agree as follows:

- 1. Name Change. This amendment is an administrative change to the Agreement which both parties acknowledge that, effective

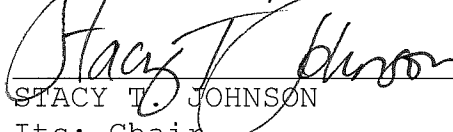
January 9, 2012, Wilbur Smith Associates, Inc. merged into its parent company, CDM Smith Inc.

2. Assumption. CDM Smith Inc. assumes the obligations of Wilbur Smith Associates, Inc as set forth in the Agreement entered into on July 26, 2010.

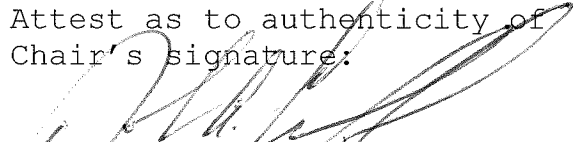
3. The parties agree that no further modification of the Agreement entered into on July 26, 2010 is required to reflect this Name Change.

IN WITNESS WHEREOF, the effective date of this Agreement shall be the date of its being signed by the last signing party this 21st day of March, 2012.

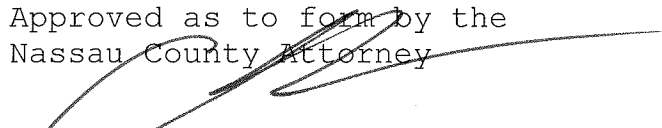
BOARD OF COUNTY COMMISSIONERS
NASSAU COUNTY, FLORIDA



STACY T. JOHNSON
Its: Chair

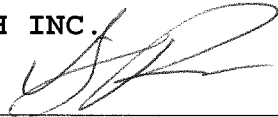
Attest as to authenticity of
Chair's signature:


JOHN A. CRAWFORD
Its: Ex-Officio Clerk

Approved as to form by the
Nassau County Attorney


DAVID A. HALLMAN

CDM SMITH INC.



By: VIRGIL ROOK
Its: VICE PRESIDENT

State of Florida
County of Orange

Before me personally appeared Virgil E. Rook,
who is personally known or produced _____
as identification, known to be the person described in and who
executed the foregoing instrument, and acknowledge to and before
me that he/she executed said instrument for the purpose therein
expressed.

WITNESS my hand and official seal, this 15th day of
February, 2012.

Deborah Mancusi
Notary Signature

Notary Public-State of Florida

My Commission Expires: May 12, 2013





3522 Thomasville Road, Suite 300
Tallahassee, Florida 32309
tel: +1 850 386-9500
fax: +1 850 668-6745
cdmsmith.com

January 24, 2012

Ms. Dawn M. Krass
Contract Specialist
Nassau County Contract Management
96135 Nassau Place, Suite 6
Yulee, Florida 32097

RE: Wilbur Smith Associates Merger and Legal Name Change

Dear Ms. Krass:

On February 25, 2011, Camp Dresser & McKee Inc. (CDM) and Wilbur Smith Associates, Inc. combined to expand our global, full-service capabilities in water, environment, transportation, energy and facilities. Over the course of 2011, we prepared to integrate our employees, systems and operations into a single firm dedicated to the continued delivery of exceptional client service and technical excellence. In December 2011, based on shareholder approval to amend the firm's Articles of Organization, Camp Dresser & McKee Inc. officially changed its legal name to CDM Smith Inc. to reflect that integration.

Please be advised that Wilbur Smith Associates, Inc. merged into its parent company, CDM Smith Inc., on January 9, 2012. By operation of law, CDM Smith Inc. is now the successor in interest for all contracts with your agency. CDM Smith Inc. will continue to perform all existing and future contracts with your agency. All the rights and obligations under the contract(s) are the responsibility of CDM Smith Inc. Documentation supporting these changes is included with this letter such that your contractual files can be updated to reflect that CDM Smith Inc. is the contracting entity, as well as your accounting records to reflect that future payments should be made to CDM Smith Inc. These documents include:

- Articles of Amendment to change the company name to CDM Smith Inc.;
- Certificate of Good Standing for CDM Smith Inc.;
- Articles of Merger; and,
- W-9 for CDM Smith Inc.

We will be pleased to provide you with any additional information that you require regarding these changes. As always, our unwavering focus remains on providing our clients with exceptional service and creating innovative, sustainable solutions that improve environmental value, quality of life and economic prosperity.

Please let me know if you have any questions or require any further information about this change. I look forward to our continued work together.

Very truly yours,

Robert A. Hamm, PE
Client Service Manager

**DF
PC**

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Articles of Merger

FORM MUST BE TYPED

**Involving Domestic Corporations,
Foreign Corporations or Foreign Other Entities**
(General Laws Chapter 156D, Section 11.06; 950 CMR 113.37)

Exact name, jurisdiction and date of organization of each party to the merger:

(1) EXACT NAME	(2) JURISDICTION	DATE OF ORGANIZATION
<u>CDM Smith Inc.</u>	<u>Massachusetts</u>	<u>December 29, 1970</u>
<u>Wilbur Smith Associates, Inc.</u>	<u>Delaware</u>	<u>December 16, 1960</u>

(3) The foreign corporation or other entity is / is not* authorized to conduct business in the Commonwealth.

(4) Exact name of the surviving entity: CDM Smith Inc.

(5) Jurisdiction under the laws of which the surviving entity will be organized: Massachusetts

(6) The merger shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

(7-8) For each domestic corporation that is a party to the merger:**

(check appropriate box)

The plan of merger was duly approved by the shareholders, and where required, by each separate voting group as provided by G.L. Chapter 156D and the articles of organization.

OR

The plan of merger did not require the approval of the shareholders.

(9) Participation of each other domestic entity, foreign corporation, or foreign other entity was duly authorized by the law under which the other entity or foreign corporation is organized and by its organizational documents.

* Check appropriate box

** Provide this information for each domestic corporation separately

- (10) Attach any amendment to articles of organization of the surviving entity, where the survivor is a domestic business corporation.
- (11) Attach the articles of organization of the surviving entity, where the survivor is a NEW domestic business corporation, including all the supplemental information required by 950 CMR 113.16.
- (12) State the executive office address of the surviving foreign other entity if such information is not on the public record in the foreign jurisdiction: 1301 Gervais Street, Suite 1600, Columbia, South Carolina 29201
(number, street, city or town, state, zip code)

Signed by: Richard D. King
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 9th day of January, 2012

Signed by: Richard D. King
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

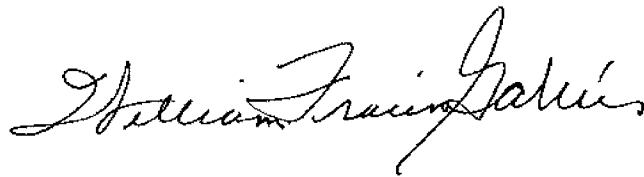
on this 9th day of January, 2012

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

January 09, 2012 02:20 PM

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth



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Foreign Profit Corporation

WILBUR SMITH ASSOCIATES, INC.

Filing Information

Document Number 818433
FEI/EIN Number 570405950
Date Filed 01/11/1965
State DE
Status INACTIVE
Last Event WITHDRAWAL
Event Date Filed 01/19/2012
Event Effective Date NONE

Principal Address

ONE CAMBRIDGE PLACE
 50 HAMPSHIRE STREET
 CAMBRIDGE MA 02139 US

Changed 01/18/2012

Mailing Address

ONE CAMBRIDGE PLACE
 50 HAMPSHIRE STREET
 CAMBRIDGE MA 02139 US

Changed 01/18/2012

Registered Agent Name & Address

None

FL US

Registered Agent Revoked: 01/19/2012

Officer/Director Detail

Name & Address

Title COO

STUMP, GERALD COO
 P.O. BOX 92, BANK OF AMERICA TWR
 COLUMBIA SC 29202

Title SEC

LEWIS, JAMES E SEC.
 P.O. BOX 92, BANK OF AMERICA TWR
 COLUMBIA SC 29202

Title CFO

JOHNSON, DAVID S CFO
 P.O. BOX 92
 COLUMBIA SC 29202

Title CEO

SMITH, MILLEDGE S COE
 P.O. BOX 92, BANK OF AMERICA TOWER
 COLUMBIA SC 29202 US

Title VP

HUGHES, ARTHUR T VP
 P.O. BOX 92, BANK OF AMERICA TOWER
 COLUMBIA SC 29202 US

Title RVP

BROOKS, WILLIAM G
 P.O. BOX 92, BANK OF AMERICA TOWER
 COLUMBIA SC 29202 US

Annual Reports

Report Year Filed Date

2009	01/05/2009
2010	01/06/2010
2011	01/04/2011

Document Images

01/19/2012 -- Withdrawal	View image in PDF format
01/04/2011 -- ANNUAL REPORT	View image in PDF format
01/06/2010 -- ANNUAL REPORT	View image in PDF format
01/05/2009 -- ANNUAL REPORT	View image in PDF format
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03/31/1995 -- ANNUAL REPORT	View image in PDF format

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State of Florida, Department of State

818433

Florida Department of State
Division of Corporations
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DIVISION OF CORPORATIONS
12 JAN 18 AM 9:29

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850)222-1092
Fax Number : (850)878-5368

DISSOLUTION OR WITHDRAWAL
WILBUR SMITH ASSOCIATES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$35.00

Withdrawal
10/11/12

JUL/KG

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WILBUR SMITH ASSOCIATES, INC.
(Name of Corporation)

DOCUMENT NUMBER: 818433

The enclosed **withdrawal application** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Patricia Wilson
(Name of Person)

Camp Dresser & McKee, Inc.
(Firm/Company)

50 Hampshire Street
(Address)

Cambridge, Massachusetts 02139
(City/State and Zip code)

For further information concerning this matter, please call:

_____ at (_____) _____
(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

MAILING ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL OF
AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS IN FLORIDA**

WILBUR SMITH ASSOCIATES, INC.
(Name of Corporation)

818433
(Document Number of Corporation (if known))

Delaware
(Incorporated Under Laws of)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
12 JAN 18 AM 9:29

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

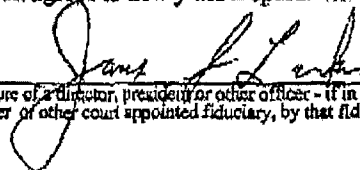
This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address for the corporation:

One Cambridge Place 50 Hampshire Street
(Mailing Address)

Cambridge, Massachusetts 02139
(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.

 January 17 2012
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary) (Date)

JAMES S. LACKMAN GENERAL COUNSEL
(Typed or printed name of person signing) (Title of person signing)

FILING FEE \$35