

PROFESSIONAL SERVICES AGREEMENT

This Professional Services Agreement ("Agreement") is entered into effective the 1st day of July, 2016 by and between Oster Professional Group CPA's, LLP, an Oregon limited liability partnership ("OPG"), and the City of Ontario, Oregon, an Oregon local government entity ("City").

RECITALS

WHEREAS, City wishes to engage OPG to provide consulting Services ("Services") to City, as specified in each Scope of Work agreed upon by the parties which will be Exhibits to this Agreement; and

WHEREAS, OPG wishes to provide the Services under the terms and conditions specified in this Agreement and in each Scope of Work.

NOW, THEREFORE, in consideration of the mutual promises set forth below and these Recitals, City and OPG agree as follows:

AGREEMENT

1. OPG's Services.

1.1 **Description of Services.** OPG shall provide all Services specified in any Scope of Work attached as an Appendix to this Agreement.

1.1.1 A Scope of Work shall become binding on the date the document is fully executed by OPG and City, at which time OPG will be obligated to provide the Services as specified in such Scope of Work.

1.2 **Manner of Rendering Services.** OPG shall determine the method, details, and means of performing the Services.

1.3 **Direction and Control of Services.** City may not control, direct, or supervise OPG's employees.

1.4 **Services for Other Entities.** OPG is free to provide Services to other entities or persons during the term of this Agreement.

1.5 **No Authority to Bind or Obligate City.** OPG shall have no authority to bind, obligate or commit City by any promise or representation, unless OPG has obtained the prior written approval of an authorized representative of City.

1.6 **Compliance with Laws.** OPG shall strictly comply with all applicable federal, state, and local civil laws and statutes, ordinances, regulations and codes.