

Attachment F

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Monterey County Board of Supervisors

168 West Alisal Street,
1st Floor
Salinas, CA 93901
831.755.5066

Board Order

Agreement No.: A-12442

Upon motion of Supervisor Potter, seconded by Supervisor Armenta and carried by those members present, the Board of Supervisors hereby:

- a. Approved Amendment No. 5 to Professional Services Agreement No. A-12442 with Denise Duffy & Associates, Inc. to continue to provide services associated with completion of an Environmental Impact Report (EIR) for projects located in the Carmel River Lagoon Area and Carmel River Lagoon Restoration and Management Plan (Request for Proposals No. 2012-CRL-1) for Phases 1 and 2 to extend the expiration date from December 31, 2016 for eighteen (18) additional months through June 30, 2018, for a revised term from April 23, 2013 to June 30, 2018 with no change to the Agreement's not to exceed total amount of \$824,554;
- b. Authorized the Contracts/Purchasing Officer or Contracts/Purchasing Supervisor to execute Amendment No. 5 to Professional Services Agreement No. A-12442; and
- c. Authorized the Contracts/Purchasing Officer or Contracts/Purchasing Supervisor to execute future amendments to Professional Services Agreement No. A-12442 to extend the term beyond the original term authorized in Request for Proposals No. 2012-CRL-1 where the amendments do not significantly alter the scope of work or change the approved Agreement amount. Permit Type: PD060228/Carmel Lagoon Area (REF120051). Focused Environmental Impact Report (EIR) for projects located in the Carmel River Lagoon Area and Carmel River Lagoon Restoration and Management Plan (Request for Proposals (RFP) No. 2012-CRL-1).

PASSED AND ADOPTED on this 6th day of December 2016, by the following vote, to wit:

AYES: Supervisors Armenta, Phillips, Salinas, Parker and Potter

NOES: None

ABSENT: None

I, Gail T. Borkowski, Clerk of the Board of Supervisors of the County of Monterey, State of California, hereby certify that the foregoing is a true copy of an original order of said Board of Supervisors duly made and entered in the minutes thereof of Minute Book 79 for the meeting on December 6, 2016.

Dated: December 8, 2016
File ID: A 16-369

Gail T. Borkowski, Clerk of the Board of Supervisors
County of Monterey, State of California

By Donna Hancock
Deputy

**AMENDMENT NO. 5
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
DENISE DUFFY & ASSOCIATES, INC.**

THIS AMENDMENT NO. 5 to the Professional Services Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and Denise Duffy & Associates, Inc. (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the "Parties") and effective as of the last date opposite the respective signatures below.

WHEREAS, CONTRACTOR entered into a Professional Services Agreement with County on May 1, 2013 (hereinafter, "Agreement") to provide a Programmatic Biological Assessment (BA) and Initial Study (IS) for projects located in the Carmel River Lagoon Area and Carmel River Lagoon Restoration and Management Plan for Phases 1 and 2 (hereinafter, "Project") through April 23, 2014 for an amount not to exceed \$353,100; and

WHEREAS, Agreement was amended by the Parties on April 10, 2014 (hereinafter, "Amendment No. 1") to extend the term for one (1) additional year through April 23, 2015 with no increase in the Agreement's not to exceed amount; and

WHEREAS, Agreement was amended by the Parties on June 13, 2014 (hereinafter, "Amendment No. 2", including Exhibit A-1 – Scope of Services/Payment Provisions) to increase the Agreement amount by \$193,571 which resulted in a total not to exceed amount of \$546,671 to revise the original scope of the Agreement to provide for a Focused Environmental Impact Report (EIR) (hereinafter, "services") for completion of Phase 2 of the Project with no extension to the Agreement's term; and

WHEREAS, Agreement was amended by the Parties on April 23, 2015 (hereinafter, "Amendment No. 3") to extend the term for approximately fourteen (14) additional months through June 30, 2016 with no increase in the Agreement's not to exceed amount; and

WHEREAS, Agreement was amended by the Parties on October 19, 2015 (hereinafter, "Amendment No. 4", including Exhibit A-2 – Scope of Services/Payment Provisions) to extend the term for six (6) additional months through December 31, 2016 and to increase the Agreement amount by \$277,883 which resulted in a total not to exceed amount of \$824,554; and

WHEREAS, services for the Project have not been completed due to delays in the cultural consultation, additional technical analysis and coordination with adjacent landowners; and

WHEREAS, additional time is necessary to allow CONTRACTOR to complete current services for the Project and further negotiate a scope to allow for completion of programmatic permitting requirements for the selected projects within the Project area; and

WHEREAS, the Parties wish to further amend the Agreement to extend the term for eighteen (18) additional months to June 30, 2018 with no associated dollar amount increase to allow CONTRACTOR to continue to provide tasks identified in the Agreement and as amended by this Amendment No. 5.

NOW, THEREFORE, the Parties agree to amend the Agreement as follows:

1. Amend the first sentence of Paragraph 3, "Term of Agreement", to read as follows:

The term of this Agreement is from April 23, 2013 to June 30, 2018, unless sooner terminated pursuant to the terms of this Agreement.

2. Invoices under this Agreement shall be submitted monthly and promptly, and in accordance with Paragraph 6, "Payment Conditions", of the Agreement. All invoices shall reference the Project name, Multi-Year Agreement (MYA) number 3000*844, and associated Delivery Order (DO) number, and an original hardcopy shall be sent to the following:

County of Monterey
Resource Management Agency (RMA) – Finance Division
168 West Alisal Street, 2nd Floor
Salinas, California 93901

Any questions pertaining to invoices under this Agreement shall be directed to the RMA Finance Division at (831) 755-4800.

3. All other terms and conditions of the Agreement remain unchanged and in full force.
4. This Amendment No. 5 and all previous amendments shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
5. The recitals to this Amendment No. 5 are incorporated into the Agreement and this Amendment No. 5.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 5 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

COUNTY OF MONTEREY

By: [Signature]
Contracts/Purchasing Officer

Date: 12-9-16

**Approved as to Form and Legality
Office of the County Counsel**

By: [Signature]
Mary Grace Perry
Deputy County Counsel

Date: 11-2-2016

Approved as to Fiscal Provisions

By: [Signature]
Auditor/Controller

Date: 12-16

Approved as to Indemnity, Insurance Provisions

By: _____
Risk Management

Date: _____

*INSTRUCTIONS: IF CONTRACTOR is a corporation, including limited liability and non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two specified officers. If CONTRACTOR is a partnership, the name of the partnership shall be set forth above together with the signature of a partner who has authority to execute this Agreement on behalf of the partnership. IF CONTRACTOR is contracting in an individual capacity, the individual shall set forth the name of the business, if any, and shall personally sign the Agreement.

CONTRACTOR*

Denise Duffy & Associates, Inc.
Contractor's Business Name

By: [Signature]
(Signature of Chair, President or Vice President)

Its: Denise Duffy, President
(Printed Name and Title)

Date: 10/27/16

By: [Signature]
(Signature of Secretary, Asst. Secretary, CFO, Treasurer or Asst. Treasurer)

Its: Denise Duffy, Secretary
(Printed Name and Title)

Date: 10/27/16