

**AMENDMENT NO. 2
TO AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
MCSI WATER SYSTEMS MANAGEMENT**

THIS AMENDMENT NO. 2 to the Agreement between the County of Monterey, representing the Boronda County Sanitation District, a political subdivision of the State of California (hereinafter, "County BCSD") and MCSI Water Systems Management (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the "Parties") as of the last date opposite the respective signatures below.

WHEREAS, CONTRACTOR entered into an Agreement with County on July 30, 2013, (hereinafter, "Agreement") which provided for an initial term to commence with the signing of the Agreement through and including March 31, 2014 for an annual not to exceed amount of \$60,396 with the option to extend the AGREEMENT for four (4) additional one (1) year periods; and

WHEREAS, the Monterey County Board of Supervisors, acting as the Board of Directors of the Boronda County Sanitation District, authorized the Contracts/Purchasing Officer to execute the AGREEMENT and future amendments as stated in the Agreement; and

WHEREAS, the County BCSD desires that CONTRACTOR continue to provide services associated with the management, maintenance and operation of the San Jerardo Water System (hereinafter, "Project"); and

WHEREAS, additional time and funding are required to allow the CONTRACTOR to continue to provide services for the Project for an additional one (1) year period; and

WHEREAS, the Parties wish to further amend the Agreement to extend the term to March 31, 2016 and increase the amount by \$60,396 for a total amount not to exceed \$181,188 to allow CONTRACTOR to continue to provide tasks identified in the Agreement and as amended by this Amendment No. 2.

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

1. Amend the first sentence of Paragraph 3.1 of Section 3.0, "Term of Agreement", to read as follows:

The initial term shall commence with the signing of the AGREEMENT on July 30, 2013 through and including March 31, 2016, with the option to extend the AGREEMENT for two (2) additional one (1) year periods.

2. All other terms and conditions of the Agreement remain unchanged and in full force.

3. This Amendment No. 2 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
4. The recitals to this Amendment No. 2 are incorporated into the Agreement and this Amendment No. 2.

IN WITNESS WHEREOF the Parties hereto have executed this Amendment No. 2 to the Agreement as of the day and year written below:

COUNTY OF MONTEREY

By: [Signature]
 Contracts/Purchasing Officer
 Date: 2/10/15

**Approved as to Form and Legality
 Office of the County Counsel**
 By: [Signature]
 Deputy County Counsel
 Date: 2-23-2015

Approved as to Fiscal Provisions
 By: [Signature]
 Auditor/Controller
 Date: 2-23-15

Approved as to Indemnity and Insurance Provisions
 By: _____
 Risk Management
 Date: _____

CONTRACTOR*

MCSI Water Systems Management
 Contractor's Business Name
 By: [Signature], PRESIDENT
 (Signature of Chair, President or Vice President)

Its: ROSS L. HATCH
 (Print Name and Title)

Date: 2-10-15

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

Its: Russell L. Hatch, CFO
 (Print Name and Title)

Date: 2/10/15

*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.



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

10/29/2014

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER Leap/Carpenter/Kemps Insurance 3187 Collins Dr. Merced, CA 95348 Pedro Ponce	CONTACT NAME: Pedro Ponce PHONE (A/C, No, Ext): 209-384-0727 FAX (A/C, No): 209-384-0401 E-MAIL ADDRESS: <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="text-align: center; border-bottom: 1px solid black;">INSURER(S) AFFORDING COVERAGE</td> <td style="text-align: center; border-bottom: 1px solid black;">NAIC #</td> </tr> <tr> <td>INSURER A : Admiral Insurance Company</td> <td>24856</td> </tr> <tr> <td>INSURER B : Preferred Employers Ins Co</td> <td>10900</td> </tr> <tr> <td>INSURER C :</td> <td></td> </tr> <tr> <td>INSURER D :</td> <td></td> </tr> <tr> <td>INSURER E :</td> <td></td> </tr> <tr> <td>INSURER F :</td> <td></td> </tr> </table>	INSURER(S) AFFORDING COVERAGE	NAIC #	INSURER A : Admiral Insurance Company	24856	INSURER B : Preferred Employers Ins Co	10900	INSURER C :		INSURER D :		INSURER E :		INSURER F :	
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INSURER F :															
INSURED M.C.S.I. Water Systems Mgmt 11552 Hidden Hills Road Carmel Valley, CA 93924															

COVERAGES**CERTIFICATE NUMBER:****REVISION NUMBER:**

THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	GENERAL LIABILITY			FEIECC1539901	05/26/2014	05/26/2015	EACH OCCURRENCE	\$ 1,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>				E.L. EACH ACCIDENT	\$ 1,000,000
	CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR						DAMAGE TO RENTED PREMISES (Ea occurrence)	\$ 50,000
							MED EXP (Any one person)	\$ 5,000
							PERSONAL & ADV INJURY	\$ 1,000,000
							GENERAL AGGREGATE	\$ 2,000,000
							PRODUCTS - COMP/OP AGG	\$ 2,000,000
								\$
	GEN'L AGGREGATE LIMIT APPLIES PER:							
	<input checked="" type="checkbox"/> POLICY	<input type="checkbox"/> PRO-JECT	<input type="checkbox"/> LOC					
	AUTOMOBILE LIABILITY						COMBINED SINGLE LIMIT (Ea accident)	\$
	<input type="checkbox"/> ANY AUTO						BODILY INJURY (Per person)	\$
	<input type="checkbox"/> ALL OWNED AUTOS	<input type="checkbox"/> SCHEDULED AUTOS					BODILY INJURY (Per accident)	\$
	<input type="checkbox"/> HIRED AUTOS	<input type="checkbox"/> NON-OWNED AUTOS					PROPERTY DAMAGE (PER ACCIDENT)	\$
								\$
	UMBRELLA LIAB						EACH OCCURRENCE	\$
	<input type="checkbox"/> EXCESS LIAB	<input type="checkbox"/> OCCUR					AGGREGATE	\$
		<input type="checkbox"/> CLAIMS-MADE						\$
								\$
	DED							\$
	RETENTION \$							\$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY			WKN10844314	11/01/2014	11/01/2015	<input checked="" type="checkbox"/> WC STATUTORY LIMITS	<input type="checkbox"/> OTHER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	<input type="checkbox"/>	N/A				E.L. EACH ACCIDENT	\$ 1,000,000
	If yes, describe under DESCRIPTION OF OPERATIONS below						E.L. DISEASE - EA EMPLOYEE	\$ 1,000,000
							E.L. DISEASE - POLICY LIMIT	\$ 1,000,000
A	Pollution Lia			FEIECC1539901	05/26/2014	05/26/2015	Agg Limit	2,000,000
A	Professional Lia			FEIECC1539901			Agg Limit	2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

The County of Monterey, Its Officers, Agents and Employees are named as Additional Insured with respects to the General Liability. Waiver of Subrogation & Primary/Non-Contributory Wording Endorsements all apply. 10 Day Notice applies for non-payment of premium. Order #839300
 Location of Site: Old State Rd, Salinas CA

CERTIFICATE HOLDER**CANCELLATION**

MONTE04

County of Monterey
 Contracts/Purchasing Dept.
 168 W. Alisal Street; 3rd Fl.
 Salinas, CA 93901

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.

AUTHORIZED REPRESENTATIVE

Rosalmaria Juonma

ACORD™ CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
2/10/2015

PRODUCER FARMERS INS GRP - O BRIEN AGCY 1722 Seabright Ave Santa Cruz, CA 95062 (831) 429-9595	THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW.												
INSURED MCSI WATER SYSTEM MGMT 11550 HIDDEN HILLS RD CARMEL VALLEY, CA 93924	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th style="width:80%;">INSURERS AFFORDING COVERAGE</th> <th style="width:20%;">NAIC #</th> </tr> <tr> <td>INSURER A: MID CENTURY INSURANCE CO</td> <td></td> </tr> <tr> <td>INSURER B:</td> <td></td> </tr> <tr> <td>INSURER C:</td> <td></td> </tr> <tr> <td>INSURER D:</td> <td></td> </tr> <tr> <td>INSURER E:</td> <td></td> </tr> </table>	INSURERS AFFORDING COVERAGE	NAIC #	INSURER A: MID CENTURY INSURANCE CO		INSURER B:		INSURER C:		INSURER D:		INSURER E:	
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COVERAGES

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INSR LTR	ADD'L INSRD	TYPE OF INSURANCE	POLICY NUMBER	POLICY EFFECTIVE DATE (MM/DD/YY)	POLICY EXPIRATION DATE (MM/DD/YY)	LIMITS								
		GENERAL LIABILITY <input type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS MADE <input type="checkbox"/> OCCUR <hr/> GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC				EACH OCCURRENCE \$ DAMAGE TO RENTED PREMISES (Ea occurrence) \$ MED EXP (Any one person) \$ PERSONAL & ADV INJURY \$ GENERAL AGGREGATE \$ PRODUCTS - COMP/OP AGG \$								
A		AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANYAUTO <input type="checkbox"/> ALLOWED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input type="checkbox"/> HIRED AUTOS <input type="checkbox"/> NON-OWNED AUTOS	604841533	08/12/14	08/12/15	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ 1,000,000								
		GARAGE LIABILITY <input type="checkbox"/> ANYAUTO				AUTO ONLY - EA ACCIDENT \$ OTHER THAN AUTO ONLY: EAACC \$ AGG \$								
		EXCESS/UMBRELLA LIABILITY <input type="checkbox"/> OCCUR <input type="checkbox"/> CLAIMS MADE <hr/> DEDUCTIBLE \$ RETENTION \$				EACH OCCURRENCE \$ AGGREGATE \$ \$ \$ \$								
		WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? If yes, describe under SPECIAL PROVISIONS below				<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:50%;">WC STATUTORY LIMITS</td> <td style="width:50%;">OTHER</td> </tr> <tr> <td>E.L. EACH ACCIDENT</td> <td>\$</td> </tr> <tr> <td>E.L. DISEASE - EA EMPLOYEE</td> <td>\$</td> </tr> <tr> <td>E.L. DISEASE - POLICY LIMIT</td> <td>\$</td> </tr> </table>	WC STATUTORY LIMITS	OTHER	E.L. EACH ACCIDENT	\$	E.L. DISEASE - EA EMPLOYEE	\$	E.L. DISEASE - POLICY LIMIT	\$
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		OTHER												

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES / EXCLUSIONS ADDED BY ENDORSEMENT / SPECIAL PROVISIONS

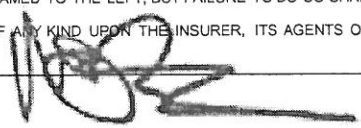
RE: ALL OPERATIONS AS PERTAINS TO NAMED INSURED

CERTIFICATE HOLDER

**COUNTY OF MONTEREY
 CONTRACTS/PURCHASING DEPARTMENT
 168 WEST ALISAL ST, 3RD FLOOR
 SALINAS, CA 93906**

CANCELLATION

SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, THE ISSUING INSURER WILL ~~REBOOK~~ MAIL **30** DAYS WRITTEN NOTICE TO THE CERTIFICATE HOLDER NAMED TO THE LEFT, BUT FAILURE TO DO SO SHALL IMPOSE NO OBLIGATION OR LIABILITY OF ANY KIND UPON THE INSURER, ITS AGENTS OR REPRESENTATIVES.

AUTHORIZED REPRESENTATIVE 



M.C.S.I. Water Systems Management
Endorsement Number: 5

Automatic Additional Insured – Owners, Lessees or Contractors

This endorsement, effective 5/26/14 attaches to and forms a part of Policy Number FEIECC1539901. This endorsement changes the Policy. Please read it carefully.

This endorsement modifies insurance provided under the following:

**COMMERCIAL GENERAL LIABILITY COVERAGE PART
CONTRACTORS POLLUTION LIABILITY COVERAGE PART**

SCHEDULE

Name of Person or Organization:

Any person(s) or organization(s) whom the *Named Insured* agrees, in a written contract, to name as an additional insured. However, this status exists only for the project specified in that contract.

The person or organization shown in this Schedule is included as an insured, but only with respect to that person's or organization's vicarious liability arising out of your ongoing operations performed for that insured.



M.C.S.I. Water Systems Management
Endorsement Number: 14

**Automatic Primary and Non-Contributory
Insurance Endorsement
Designated Work Or Project(s)**

This endorsement, effective 5/26/14 attaches to and forms a part of Policy Number FEIECC1539901. This endorsement changes the Policy. Please read it carefully.

SCHEDULE

Name of Person or Organization:

Any person(s) or organization(s) whom the *Named Insured* agrees, in a written contract, to provide Primary and/or Non-contributory status of this insurance. However, this status exists only for the project specified in that contract.

In consideration of an additional premium of \$Applied and notwithstanding anything contained in this policy to the contrary, it is hereby agreed that this policy shall be considered primary to any similar insurance held by third parties in respect to work performed by you under any written contractual agreement with such third party. It is further agreed that any other insurance which the person(s) or organization(s) named in the schedule may have is excess and non-contributory to this insurance.



Automatic Waiver of Subrogation Endorsement

This endorsement, effective 5/26/14 attaches to and forms a part of Policy Number FEIECC1539901. This endorsement changes the Policy. Please read it carefully.

This endorsement modifies insurance provided under the following:

**COMMERCIAL GENERAL LIABILITY COVERAGE PART
CONTRACTORS POLLUTION LIABILITY COVERAGE PART**

SCHEDULE

Name of Person or Organization:

Any person(s) or organization(s) to whom the *Named Insured* agrees, in a written contract, to provide a waiver of subrogation. However, this status exists only for the project specified in that contract.

The Company waives any right of recovery it may have against the person or organization shown in the above Schedule because of payments the Company makes for injury or damage arising out of the *insured's* work done under a contract with that person or organization. The waiver applies only to the person or organization in the above Schedule.

Under no circumstances shall this endorsement act to extend the policy period, change the scope of coverage or increase the Aggregate Limits of Insurance shown in the Declarations.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.



F A R M E R S

E0002

Effective Date: 08/12/14
Policy Number: 60484-15-33
Named Insured: M C S I WATER SYSTEM MGT

DESIGNATED INSURED

Name of person(s) or organization: COUNTY OF MONTEREY ITS OFFICERS, AGENTS, AND EMPLOYEES
Job: BCSD SAN JERARDO WATER SYSTEM CALLE EL ROSARIO AT OLD STAGE RD,
SALINAS CA 93908

This endorsement modifies insurance provided under the following:

BUSINESS AUTO COVERAGE FORM
GARAGE COVERAGE FORM
MOTOR CARRIER COVERAGE FORM
TRUCKERS COVERAGE FORM

The following language is added:

Primary/Non-Contributory Provision.

If the additional insured designated herein has an Other Insurance provision making its policy excess, and You (M C S I WATER SYSTEM MGT) agreed in a written contract or written agreement to provide the Additional Insured coverage on a Primary/Non-Contributory basis under the provision of the Additional Insured endorsement (CA20480299) attached hereto, then this policy shall be Primary/Non-Contributory to any insurance issued directly to the Additional Insured, provided such written contract or written agreement were executed prior to the issuance of the Additional Insured endorsement.