

**AMENDMENT NO. 2
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
BENDER ROSENTHAL, INC.**

THIS AMENDMENT NO. 2 to the Professional Services Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and Bender Rosenthal, Inc. (hereinafter, "CONTRACTOR") is hereby entered into between the County and the CONTRACTOR (collectively, the County and CONTRACTOR are referred to as the "Parties").

WHEREAS, CONTRACTOR entered into a Professional Services Agreement with County on February 1, 2012 (hereinafter, "Agreement"); and

WHEREAS, Agreement was amended by the Parties on April 29, 2013, (hereinafter "Amendment No. 1"); and

WHEREAS, the County desires that CONTRACTOR continue to provide services associated with on-call ~~geotechnical engineering~~ services; and [Signature] 10/24/13
real estate Contractor's Initials Date

WHEREAS, the Parties wish to further amend the Agreement to extend the term to January 31, 2015 to allow CONTRACTOR to continue to provide services identified in the Agreement and as amended by this Amendment No. 2.

NOW, THEREFORE, the Parties agree to modify and 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 January 31, 2012 to January 31, 2015, unless sooner terminated pursuant to the terms of this Agreement.

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.

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
OCT 31 2013

Date: _____

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

By: *Cynthia L. Olson*
Deputy County Counsel

Date: 10-29-13

Approved as to Fiscal Provisions
By: *[Signature]*
Auditor/Controller
10-4-13

Date: _____

Approved as to Indemnity and Insurance Provisions

By: _____
Risk Management

Date: _____

CONTRACTOR*

Bender Rosenthal, Inc.
Contractor's Business Name

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

Its: Robert D. Morrison Vice President
(Print Name and Title)

Date: 10/2/13

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

Its: David B. Wray Secretary
(Print Name and Title)

Date: 10/3/2013

*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.



Policy Number:

Date Entered: 04/19/2013

CERTIFICATE OF LIABILITY INSURANCE

DATE: MM/DD/YYYY
04/19/2013

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 Bill Douglas Kouris Insurance Agency Inc 10345 Danichris Way Elk Grove, CA 95757	CONTACT NAME		
	PHONE (A/C No. Ext)	(916) 508-0974	FAX (A/C No.): (916) 685-9571
	E-MAIL ADDRESS:	bdkouris@aol.com	
INSURER(S) AFFORDING COVERAGE		NAIC #	
INSURED Bander Rosenthal, Inc. 4400 Auburn Boulevard, Suite 102 Sacramento, CA 95841	INSURER A:	Houston Casualty Company	
	INSURER B:	Hartford Casualty Insurance Company	
	INSURER C:	Hartford Fire Insurance Company	
	INSURER D:		
	INSURER E:		
	INSURER F:		

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.

INBR LTR	TYPE OF INSURANCE	ADDL SUBR INSR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
C	GENERAL LIABILITY		57 SBA TX3133	7/21/2012	11/30/2013	EACH OCCURRENCE \$2,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY					DAMAGE TO RENTED PREMISES (Ea occurrence) \$300,000
	CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR					MED EXP (Any one person) \$10,000
						PERSONAL & ADV INJURY \$2,000,000
GENL AGGREGATE LIMIT APPLIES PER:						GENERAL AGGREGATE \$4,000,000
<input checked="" type="checkbox"/> POLICY <input type="checkbox"/> PRO <input type="checkbox"/> LCO						PRODUCTS - COM/PROP AGG \$4,000,000
B	AUTOMOBILE LIABILITY		57 UEC IZ9350	6/14/2012	11/30/2013	COMBINED SINGLE LIMIT (Per accident) \$1,000,000
	<input type="checkbox"/> ANY AUTO					BODILY INJURY (Per person) \$
	<input checked="" type="checkbox"/> ALL OWNED AUTOS	<input checked="" type="checkbox"/> SCHEDULED AUTOS				BODILY INJURY (Per accident) \$
	<input checked="" type="checkbox"/> HIRED AUTOS	<input checked="" type="checkbox"/> NON-OWNED AUTOS				PROPERTY DAMAGE (Per accident) \$
						\$
	UMBRELLA LIAB					EACH OCCURRENCE \$
	EXCESS LIAB					AGGREGATE \$
	DED	RETENTION \$				\$
A	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY		H712-15087			WD STATUTORY LIMITS
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH)	Y/N				E.L. EACH ACCIDENT \$
	If yes, describe under DESCRIPTION OF OPERATIONS below					E.L. DISEASE - EA EMPLOYEE \$
		N/A				E.L. DISEASE - POLICY LIMIT \$
A	Professional Liab		Deductible 10,000	11/30/2012	11/30/2013	\$2,000,000 Per occurrence
						\$2,000,000 Aggregate

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
 10 Days Notice of Cancellation for Non-Payment. 30 Days Cancellation Notice to Certificate Holder.
 all California operations
 Additional Insured: (See CG20 equivalent attached)
 County of Monterey
 Job Location: On-Call Real Estate Services

CERTIFICATE HOLDER	CANCELLATION
County of Monterey Contracts/Purchasing Department 168 West Alisal Street, 3rd Floor 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 <i>Bill Kouris</i>

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P.O. BOX 8192, PLEASANTON, CA 94588

CERTIFICATE OF WORKERS' COMPENSATION INSURANCE

ISSUE DATE: 07-30-2013

GROUP:
POLICY NUMBER: 1518715-2013
CERTIFICATE ID: 573
CERTIFICATE EXPIRES: 08-01-2014
08-01-2013/08-01-2014

COUNTY OF MONTEREY
CONTRACTS PURCHASING DEPT
188 W ALISAL ST FL 3
SALINAS CA 93901-2487

NF

JOB:ON CALL REAL ESTATE SERVICES

This is to certify that we have issued a valid Workers' Compensation insurance policy in a form approved by the California Insurance Commissioner to the employer named below for the policy period indicated.

This policy is not subject to cancellation by the Fund except upon 30 days advance written notice to the employer.

We will also give you 30 days advance notice should this policy be cancelled prior to its normal expiration.

This certificate of insurance is not an insurance policy and does not amend, extend or alter the coverage afforded by the policy listed herein. Notwithstanding any requirement, term or condition of any contract or other document with respect to which this certificate of insurance may be issued or to which it may pertain, the insurance afforded by the policy described herein is subject to all the terms, exclusions, and conditions, of such policy.

Authorized Representative

President and CEO

EMPLOYER'S LIABILITY LIMIT INCLUDING DEFENSE COSTS: \$1,000,000 PER OCCURRENCE.

ENDORSEMENT #0015 ENTITLED ADDITIONAL INSURED EMPLOYER EFFECTIVE 2013-07-30 IS ATTACHED TO AND FORMS A PART OF THIS POLICY. NAME OF ADDITIONAL INSURED: COUNTY OF MONTEREY

ENDORSEMENT #2085 ENTITLED CERTIFICATE HOLDERS' NOTICE EFFECTIVE 08-01-2001 IS ATTACHED TO AND FORMS A PART OF THIS POLICY.

EMPLOYER

BENDER ROSENTHAL INC
4400 AUBURN BLVD STE 102
SACRAMENTO CA 95841

NF

[DEC,CN]

POLICY NUMBER: 57 SBA TX3133 COMMERCIAL GENERAL LIABILITY
POLICY NUMBER: 57 UEC IZ935D COMMERCIAL AUTOMOBILE LIABILITY

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

**ADDITIONAL INSURED OWNERS, LESSEES OR
CONTRACTORS AUTOMATIC STATUS WHEN
REQUIRED IN CONSTRUCTION AGREEMENT WITH YOU**

This endorsement modifies insurance provided under the following:

- (a) COMMERCIAL GENERAL LIABILITY COVERAGE
- (b) COMMERCIAL AUTOMOBILE LIABILITY

SCHEDULE

Name of Additional Insured Person(s) or Organization:	Location(s) of Covered Operations
County of Monterey	On-Call Real Estate Services

(Information required to complete this Schedule, if not shown above, will be shown in the Declarations)

A. Section II - WHO IS AN INSURED is amended to include as an additional insured any person or organization for whom you are performing operations when you and such person or organization have agreed in writing in a contract or agreement that such person or organization be added as an additional insured on your policy. Such person or organization is an additional insured only with respect to liability for "bodily injury, property damage" or "personal and advertising injury" caused, in whole or in part, by:

1. Your acts or omissions; or
2. The acts or omissions of those acting on your behalf,

In the performance of your ongoing operations for the additional insured.

A person's or organization's status as an additional insured under this endorsement ends when your operations for that additional insured are completed.

B. With respect to the insurance afforded to these additional insureds, the following additional exclusions apply:

This insurance does not apply to:

1. "Bodily injury", "property damage" or "personal and advertising injury" arising out of the rendering of, or the failure to render, any professional architectural, engineering or surveying services, including:
 - a. The preparing, approving, or failing to prepare or approve, maps, shop drawings, opinions, reports, surveys, field orders, change orders or drawings and specifications; or
 - b. Supervisory, inspection, architectural or engineering activities.
2. "Bodily Injury" or "property damage" occurring after

a. All work, including materials, parts or equipment furnished in connection with such work, on the project (other than service, maintenance or repairs) to be performed by or on behalf of the additional insured(s) at the location of the covered operations has been completed; or

b. That portion of "your work" out of which the injury or damage arises has been put to its intended use by any person or organization other than another contractor or subcontractor engaged in performing operations for a principal as a part of the same project.

In respect to the named additional insured(s), this insurance is primary insurance. Any other insurance maintained by the above-named additional insured(s) is excess and not contributing insurance with the insurance required hereunder.

Additional Insured Parties: County of Monterey, its agents, officers, and employees as additional insureds as applies to On-Call Real Estate Services.

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