

Attachment A

**AMENDMENT NO. 2
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
VALI COOPER & ASSOCIATES, A TRC COMPANY**

THIS AMENDMENT NO. 2 to Professional Services Agreement No. A-14465 between the County of Monterey, a political subdivision of the State of California (hereinafter, “County”) and Vali Cooper & Associates, a TRC Company (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, County entered into Professional Services Agreement No. A-14465 with Vali Cooper & Associates, a TRC Company on July 29, 2019 (hereinafter, “Agreement”) to provide on-call construction management services (hereinafter, “services”) for various construction projects located in Monterey County per Request for Qualifications (RFQ) #10709 through July 15, 2022, with the option to extend the Agreement for two (2) additional one (1) year period(s) for an amount not to exceed \$750,000; and

WHEREAS, the Agreement was amended by the Parties on July 20, 2022 (hereinafter, “Amendment No. 1”) to update the provisions, to extend the term for one (1) additional year through July 15, 2023, and to increase the amount by \$1,500,000 which resulted in a total not to exceed amount of \$2,250,000; and

WHEREAS, the County has a continued need for services; and

WHEREAS, additional time and funding are necessary to allow CONTRACTOR to continue to provide the services required by the County; and

WHEREAS, the Parties wish to further amend the Agreement to extend the term for one (1) additional year to July 15, 2024 and to increase the amount by \$750,000 for a total amount not to exceed \$3,000,000 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 amend the Agreement as follows:

1. Amend the second sentence of Section 2, “Payments by County”, to read as follows:

The total amount payable by County to CONTRACTOR under this Agreement shall not exceed the sum of \$3,000,000.

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

The term of this Agreement is from July 16, 2019 to July 15, 2024, unless sooner terminated pursuant to the terms of this Agreement.

3. All other terms and conditions of the Agreement, including all Exhibits thereto, shall remain unchanged and in full force.
4. This Amendment No. 2 and the previous Amendment No. 1 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
5. 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 which shall be effective as of the last date opposite the respective signatures below.

COUNTY OF MONTEREY
Debra R. Wilson, Contracts/Purchasing Officer

By: _____

Its: _____
(Print Name and Title)

Date: _____

Approved as to Form
Office of the County Counsel
Leslie J. Girard, County Counsel

DocuSigned by:
By: Sean Collins
2EDC94A01B26445...

Sean M. Collins
Deputy County Counsel

Date: 5/25/2023 | 5:52 PM PDT

Approved as to Fiscal Provisions
Rupa Shah, Auditor-Controller

DocuSigned by:
By: Ma Mon
2617DD077D65495...

Its: Chief Deputy Auditor-Controller
(Print Name and Title)

Date: 5/30/2023 | 8:25 AM PDT

Approved as to Indemnity and Insurance Provisions
Office of the County Counsel-Risk Management
Leslie J. Girard, County Counsel

By: _____

Its: _____
(Print Name and Title)

Date: _____

*INSTRUCTIONS: If CONTRACTOR is a corporation, including non-profit corporations, the full legal name of the corporation shall be set forth above together with the signatures of two (2) specified officers per California Corporations Code Section 313. If CONTRACTOR is a Limited Liability Corporation (LLC), the full legal name of the LLC shall be set forth above together with the signatures of two (2) managers. If CONTRACTOR is a partnership, the full legal 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 or Amendment to said Agreement.

CONTRACTOR*
Vali Cooper & Associates, a TRC Company

DocuSigned by:
By: Michael Coucaud
FDCC8338BE1D4EF...

Its: Michael Coucaud, Vice President
(Print Name and Title)

Date: 5/24/2023 | 6:02 PM PDT

DocuSigned by:
By: Grant Ratkovic
0FC241EA8EED4E8...

Its: Grant Ratkovic, Assistant Secretary
(Print Name and Title)

Date: 5/24/2023 | 10:58 PM PDT