

Attachment H

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**AMENDMENT NO. 3
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN COUNTY OF MONTEREY AND
DENISE DUFFY & ASSOCIATES, INC.**

THIS AMENDMENT NO. 3 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") 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 and Initial Study for projects located in the Carmel River Lagoon Area and a Carmel River Lagoon Restoration and Management Plan for Phases 1 and 2 (hereinafter, "Project"); and

WHEREAS, Agreement was amended by the Parties on April 10, 2014 (hereinafter, "Amendment No. 1"), and June 13, 2014 (hereinafter, "Amendment No. 2", including Exhibit A-1 – Scope of Services/Payment Provisions) and incorporated into the Agreement by this reference; and

WHEREAS, Phase 1 of the Project has been completed; and

WHEREAS, tasks identified in Phase 2 of the Project are underway; and

WHEREAS, additional time is necessary to allow for completion of negotiations between the Parties to add newly identified tasks to Phase 2 associated with completion of the Project; and

WHEREAS, the Parties wish to further amend the Agreement to extend the term to June 30, 2016 with no associated dollar amount increase to allow additional time for completion of negotiations between the Parties for the addition of newly identified tasks associated with completion of the Project.

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, 2016, 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. 3 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.

4. The recitals to this Amendment No. 3 are incorporated into the Agreement and this Amendment No. 3.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 3 to the Agreement as of the last date opposite the respective signatures below:

COUNTY OF MONTEREY

CONTRACTOR*

By: [Signature]
Contracts/Purchasing Officer Agent

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

Date: 4/23/15

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

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

Date: 4/7/15

Approved as to Form and Legality
Office of the County Counsel

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

By: [Signature]
Deputy County Counsel

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

Date: 4-22-15

Date: 4/7/15

Approved as to Fiscal Provisions

By: [Signature]
Auditor/Controller

Date: 4/22/15

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.