

**ATTACHMENT C**

**AMENDMENT NO. 1  
TO PROFESSIONAL SERVICES AGREEMENT  
BETWEEN COUNTY OF MONTEREY AND  
VALI COOPER & ASSOCIATES, INC.**

**THIS AMENDMENT NO. 1** to the Professional Services Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and Vali Cooper & 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 November 2, 2016 (hereinafter, "Agreement") to provide construction management (hereinafter, "services") for the Castroville Bicycle/Pedestrian Path and Railroad Crossing (hereinafter, "Project") through October 24, 2019 for an amount not to exceed \$749,984; and

**WHEREAS**, due to unforeseen field conditions and significant coordination contract change orders during construction of the Project, additional time and effort is required from the CONTRACTOR; and

**WHEREAS**, additional funding is necessary to allow CONTRACTOR to complete services for the Project; and

**WHEREAS**, the Parties wish to amend the Agreement to increase the amount by \$211,107 for a total amount not to exceed \$961,091 with no extension to the term to allow CONTRACTOR to continue to provide services identified in the Agreement and as amended by this Amendment No. 1.

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

1. Amend the second sentence of Paragraph 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 \$961,091.

2. Amend Paragraph 4, "Additional Provisions/Exhibits", to revise "Exhibit D, Incorporation of Request for Proposals (RFP) #8622 and Proposal Documents" to "Exhibit D, Incorporation of Request for Proposals (RFP) #8622, Addendums No. 1-2 to RFP #8622 and Proposal Documents".
3. In all places within the Agreement, any reference to the County's address at 168 West Alisal Street, 2<sup>nd</sup> Floor, Salinas, California 93901 is hereby replaced with 1441 Schilling Place, South 2<sup>nd</sup> Floor, Salinas, California 93901-4527.
4. All other terms and conditions of the Agreement remain unchanged and in full force.
5. This Amendment No. 1 shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.

6. The recitals to this Amendment No. 1 are incorporated into the Agreement and this Amendment No. 1.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 1 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

**COUNTY OF MONTEREY**

**CONTRACTOR\***

By: \_\_\_\_\_

Contracts/Purchasing Officer

Date: \_\_\_\_\_

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

By: \_\_\_\_\_

Mary Grace Perry  
Deputy County Counsel

Date: \_\_\_\_\_

**Approved as to Fiscal Provisions**

By: \_\_\_\_\_

Auditor/Controller

Date: \_\_\_\_\_

**Approved as to Indemnity and Insurance Provisions**

By: \_\_\_\_\_

Risk Management

Date: \_\_\_\_\_

Vali Cooper & Associates, Inc.

Contractor's Business Name

By: \_\_\_\_\_

(Signature of Chair, President or Vice President)

Its: \_\_\_\_\_

Johle Collins, VP  
(Print Name and Title)

Date: \_\_\_\_\_

10/5/17

By: \_\_\_\_\_

(Signature of Secretary, Asst. Secretary, CFO,  
Treasurer or Asst. Treasurer)

Its: \_\_\_\_\_

Marian Ross, CFO  
(Print Name and Title)

Date: \_\_\_\_\_

10/6/2017

\*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) managing members. 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.

6. The recitals to this Amendment No. 1 are incorporated into the Agreement and this Amendment No. 1.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 1 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

**COUNTY OF MONTEREY**

**CONTRACTOR\***

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Contracts/Purchasing Officer

Date: \_\_\_\_\_

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

By: \_\_\_\_\_

Mary Grace Perry  
Deputy County Counsel

Date: \_\_\_\_\_

**Approved as to Fiscal Provisions**

By: \_\_\_\_\_

Auditor/Controller

Date: \_\_\_\_\_

**Approved as to Indemnity and Insurance Provisions**

By: \_\_\_\_\_

Risk Management

Date: \_\_\_\_\_

Vali Cooper & Associates, Inc.

Contractor's Business Name

By: \_\_\_\_\_

(Signature of Chair, President or Vice President)

Its: \_\_\_\_\_

(Print Name and Title)

Date: \_\_\_\_\_

By: \_\_\_\_\_

(Signature of Secretary, Asst. Secretary, CFO,  
Treasurer or Asst. Treasurer)

Its: \_\_\_\_\_

(Print Name and Title)

Date: \_\_\_\_\_

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