

# Attachment C

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**AMENDMENT NO. 5  
TO PROFESSIONAL SERVICES AGREEMENT  
BETWEEN COUNTY OF MONTEREY AND  
WALLACE GROUP**

**THIS AMENDMENT NO. 5** to the Professional Services Agreement between the County of Monterey, a political subdivision of the State of California (hereinafter, "County") and Wallace Group (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 February 1, 2012 (hereinafter, "Agreement") to provide on-call County Service Area (CSA)/County Sanitation District (CSD) engineering services (hereinafter, "services") through January 25, 2014 for an amount not to exceed \$100,000; and

**WHEREAS**, Agreement was amended by the Parties on October 7, 2013 (hereinafter, "Amendment No. 1", including Exhibit B-1 – Federal Provisions) to replace Exhibit B – Federal Provisions, to extend the term for one (1) additional year through January 25, 2015 and to increase the amount by \$100,000 which resulted in a total not to exceed amount of \$200,000; and

**WHEREAS**, Agreement was amended by the Parties on September 8, 2014 (hereinafter, "Amendment No. 2") to extend the term for one (1) additional year through January 25, 2016 with no increase in the not to exceed amount; and

**WHEREAS**, Agreement was amended by the Parties on October 30, 2015 (hereinafter, "Amendment No. 3") to extend the term for one (1) additional year through January 25, 2017 with no increase in the not to exceed amount; and

**WHEREAS**, Agreement was amended by the Parties on January 30, 2017 (hereinafter, "Amendment No. 4") to extend the term for one (1) additional year through January 25, 2018 with no increase in the not to exceed amount; and

**WHEREAS**, the County has a continued need for services beyond the anticipated five (5) year Agreement term allowed per Request for Qualifications (RFQ) #10249; and

**WHEREAS**, additional time is necessary to allow County Staff to prepare and process a new RFQ; and

**WHEREAS**, the Parties wish to further amend the Agreement to extend the term for one (1) additional year to January 25, 2019 with no associated dollar amount increase to allow CONTRACTOR to continue to provide services identified in the Agreement and as amended by this Amendment No. 5.

**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 January 25, 2012 to January 25, 2019, unless sooner terminated pursuant to the terms of this Agreement.
2. 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.
3. All other terms and conditions of the Agreement remain unchanged and in full force.
4. This Amendment No. 5 and all previous amendments shall be attached to the Agreement and incorporated therein as if fully set forth in the Agreement.
5. The recitals to this Amendment No. 5 are incorporated into the Agreement and this Amendment No. 5.

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment No. 5 to the Agreement which shall be effective as of the last date opposite the respective signatures below.

**COUNTY OF MONTEREY**

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

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

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

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

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

**Approved as to Fiscal Provisions**

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

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

**Approved as to Indemnity and Insurance Provisions**

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

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

**CONTRACTOR\***

Wallace Group

Contractor's Business Name

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

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

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

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

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

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) 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.

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