

EXHIBIT A

**FIRST AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT NUMBER F001332A
WITH SHUTE MIHALY & WEINBERGER LLP**

This First Amendment to Agreement number F001332A, dated October 17, 2016 ("Agreement") is made as of this _____ day of _____, 2017, by and between the City of Santa Rosa, a municipal corporation ("City"), and Shute Mihaly & Weinberger, a limited liability partnership ("Consultant").

RECITALS

- A. City and Consultant entered into the Agreement for Consultant to represent City in the civil litigation matter of *CVSR Holdings, LLC v. City of Santa Rosa, et al.*
- B. City and Consultant now desire to amend the Agreement for the purpose of increasing compensation.

AMENDMENT

NOW, THEREFORE, the parties agree to amend the Agreement as follows:

1. Section 2. Compensation

Section 2(c) is amended to increase the compensation payable to Consultant under the Agreement by \$75,000.00 to read as follows:

"Notwithstanding any other provision in this Agreement to the contrary, the total maximum compensation to be paid for the satisfactory accomplishment of the services to be performed hereunder shall in no event exceed the sum of one hundred thirty five thousand dollars and no cents (\$135,000.00), unless the parties amend this Agreement in writing signed by both parties."

All other terms of the Agreement shall remain in full force and effect.

Executed as of the day and year first above stated.

CONSULTANT:

Name of Firm: **SHUTE MIHALY &
WEINBERGER LLP**

TYPE OF BUSINESS ENTITY (*check
one*):

- Individual/Sole Proprietor
- Partnership
- Corporation
- Limited Liability Company
- Other (please specify: Limited Liability Partnership)

Signatures of Authorized Persons:

By: _____

Print Name: _____

Title: _____

By: _____

Print Name: _____

Title: _____

CITY OF SANTA ROSA
a Municipal Corporation

By: _____

Print
Name: _____

Title: _____

APPROVED AS TO FORM:

Office of the City Attorney

ATTEST:

City Clerk

City of Santa Rosa Business Tax Cert. No.
