

**SECOND AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT NUMBER F001625
WITH ERNST & YOUNG, LLP**

This Second Amendment to Agreement number F001625, dated December 12, 2017 ("Agreement") is made as of this _____ day of _____, 2018, by and between the City of Santa Rosa, a municipal corporation ("City"), and Ernst & Young, LLP ("Consultant").

RECITALS

- A. City and Consultant entered into the Agreement for Consultant to provide post-fire comprehensive disaster recovery management services.
- B. City and Consultant amended the Agreement for the purpose of increasing compensation and supplementing the scope of recovery management services provided under the Agreement.
- C. City and Consultant now wish to increase compensation to the Agreement.

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 \$813,000 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 and completion of all tasks set forth above shall in no event exceed the sum of two million, three hundred thirteen thousand dollars and no cents, (\$2,313,000). The City's Chief Financial Officer is authorized to pay all proper claims from Charge Number 020100-5320."

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: ERNST & YOUNG, LLP

TYPE OF BUSINESS ENTITY (*check one*):

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

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

Attachment: Exhibit A-1 - Scope of Services

HR6A4XOO5V
City of Santa Rosa Tax Certificate No.