

**FIRST AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT NUMBER F001410
WITH FCS INTERNATIONAL, INC. DBA FIRSTCARBON SOLUTIONS**

This First Amendment to Agreement number F001410, dated May 16, 2017 ("Agreement") is made as of this 26 day of February 2019, by and between the City of Santa Rosa, a municipal corporation ("City"), and FCS International Inc., a California Corporation, dba, FirstCarbon Solutions ("Consultant").

RECITALS

- A. City and Consultant entered into the Agreement for Consultant to prepare an Environmental Impact Report (EIR) for the Elnoka Continuing Care Retirement Community project located at 6160 Sonoma Highway and 300-425 Elnoka Lane, Assessor's Parcel Numbers 031-050-014, -018, -019; 031-050-060 through -072; and 031-061-003.
- B. City and Consultant now desire to amend the Agreement for the purpose of adding to the scope of services, increasing compensation, and extending the time of performance.

AMENDMENT

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

1. Section 1. Scope of Services

The scope of services is being amended to include the additional services identified in Exhibit A-1, attached to this Amendment.

2. Section 2. Compensation

Section 2(c) is amended to increase the compensation payable to Consultant under the Agreement by \$59,800 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 three hundred sixty three thousand two hundred dollars and no cents (\$363,200). The City's Chief Financial Officer is authorized to pay all proper claims from Charge Number 08007-5320."

3. Section 12. Time of Performance

The last sentence of Section 12 is amended to read as follows:

"Consultant shall complete all the required services and tasks and complete and tender all deliverables to the reasonable satisfaction of City, not later than

December 31, 2019."

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: FCS International, Inc., dba
FirstCarbon Solutions

TYPE OF BUSINESS ENTITY (check one):

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

Signatures of Authorized Persons:

By: _____
 Print Name: C Patricia Scott
 Title: _____
 By: _____
 Print Name: Jason Brandman
 Title: Vice President

CITY OF SANTA ROSA
a Municipal Corporation

By: Gloria Hurtado
 Print Name: GLORIA HURTADO

Director, _____ Department
 Title: DEPUTY CITY MANAGER

APPROVED AS TO FORM:

[Signature]
 Office of the City Attorney

City of Santa Rosa Business Tax Cert. No.

9997057856

Attachment: Exhibit A-1 - Scope of Services



ELNOKA CCRC ENVIRONMENTAL IMPACT REPORT (EIR) – SCOPE OF WORK FOR ADDITIONAL SERVICES

Scope of Work for Tasks Completed in 2018

Task A: Additional EIR Alternatives Analysis

As part of their Screencheck Draft EIR comments, the City requested updates to the Reduced Density Alternative description and, thus, all the respective topical analyses needed to be updated. In addition, the Environmentally Superior Alternative text and respective table needed to be updated.

Task B: Additional EIR Revisions and Submittals

The original scope of work included submittal of an Administrative Draft EIR, Screencheck Draft EIR, and public Draft EIR to the City. The City requested an additional Proofcheck Draft EIR submittal.

Task C: Additional Project Management Time

The original scope of work assumed a 41-week schedule from project initiation until Final EIR submittal. Project initiation occurred on May 16, 2017 with execution of the EIR contract. Due to the protracted schedule, which is approximately one year, additional scope and budget associated with this task was required to ensure research, analysis, communications, and report writing tasks were completed, along with ongoing support to City staff and discussions of technical issues. This task required an additional 28 hours of project management time.

Scope of Work for Tasks Completed in 2019

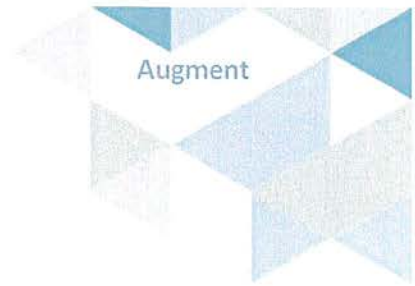
Task A: Submittal of Updated Administrative Draft EIR

In response to the January 8, 2019 email provided by the City, providing direction and request on various updates to the EIR, FCS will make necessary revisions to the current draft of the document and submit a Administrative Draft EIR for review.

As part of this update, the City has also requested revisions to the Alternatives section of the EIR. More specifically, the City has requested that FCS reevaluate the project alternatives to eliminate the Cottage Alternative and revise the Reduced Density Alternative to 460 units.

Thus, the City's request necessitates revisions to the Alternatives Chapter and updates to the respective topical analyses for the revised Reduced Density Alternative. In addition, the Environmentally Superior Alternative text and respective table require updating.

This would include the need for W-Trans to provide a trip generation table and memorandum for the new alternative, which also would be utilized in quantifying the impacts for air quality, greenhouse gases, and noise.



Task B: Updates to Reflect Updated CEQA Guidelines

The City has requested that the EIR reflect all relevant and necessary updates to the CEQA Guidelines that went into effect January 3, 2019. More specifically, while the EIR would not be refined per the updates to the CEQA Checklist in Appendix G, key areas relating to Energy and Wildlife, would occur.

Task C: Screencheck and Draft EIR

Following receipt of the comments on the updated Administrative Draft EIR, FCS will complete revisions and prepare the Screencheck Draft EIR. This scope assumes that only minor edits and corrections will be provided on the Screencheck Draft EIR for which FCS will prepare the Draft EIR for public review. If more extensive revisions are required, as a result of refinements to the project and specific requests on the part of the City, a budget augment may be required.

Task D: Meetings

Based on the protracted schedule, FCS will be required to continue to meet with City staff during the EIR preparation process to discuss and resolve problems, develop strategies, and participate in communications. Hence, FCS requires budget for additional meetings and conference calls. This scope of work assumes attendance at two (2) meetings in Santa Rosa and up to five (5) conference calls. Additional meetings can be attended on a time and materials basis.

Task E: Project Management

Based on the schedule identified below, additional scope and budget associated with this task is required to ensure research, analysis, communications, and report writing tasks are completed, along with ongoing support to City staff and discussions of technical issues. This task required an additional 40 hours of project management time.

UPDATED SCHEDULE

FCS has prepared the following updated EIR schedule.

Task	Week
City provides Notice to Proceed re: Additional Services to FCS	2
FCS submits Administrative Draft EIR to City	5
FCS receives comments from City on Administrative Draft EIR	7
FCS Submits Screencheck and Draft EIR for final review by City	8-9
City releases Draft EIR for public review (start of 45-Day Draft EIR public review/comment period)	9
End 45-Day Draft EIR public review/comment period	15



Task	Week
FCS submits Administrative Final EIR to City	18
City provides comments on Administrative Final EIR to FCS	21
FCS submits Screencheck Final EIR to the City	23
City provides comments on Screencheck Final EIR	25
FCS submits Final EIR and MMRP to the City	26
Final EIR Hearing	To Be Determined

ADDITIONAL BUDGET

FCS has prepared the following augment budget identifying the costs of each additional task included in this proposal.

Task	Fee
Scope of Work Tasks to be Completed in 2018	
Additional EIR Alternatives Analysis	\$5,800
Additional EIR Revisions and Submittal	\$11,900
Additional Project Management	\$4,500
Scope of Work Tasks to be Completed in 2019	
Updated Administrative Draft EIR	\$15,100
Screencheck Draft and Draft EIR	\$4,500
Updates to Reflect New CEQA Guidelines	\$6,500
Meetings	\$4,000
Additional Project Management	\$6,000
Additional Direct costs	\$1,500
Total Fees	\$59,800

Assumptions

The assumptions used in calculating the above fees are:

- The EIR will continue to follow the format of the CEQA Guidelines Appendix G Environmental Checklist at the time that the City published the Notice of Preparation (NOP) on July 12, 2018. The Natural Resources Agency submitted amendments to the CEQA Guidelines Appendix G Environmental Checklist—in addition to amendments to the CEQA Guidelines—and the California Office of Administrative Law approved those amendments on December 28, 2019. In general,

CEQA affords lead agencies the discretion to define the contents of an EIR and the CEQA Guidelines provide Appendix G as a sample form for wide use. Pursuant to CEQA Guidelines Section 15125(a), the environmental setting is normally established at the time the NOP is published or when the environmental analysis has begun. Therefore, no revisions to the EIR are required.

- There will be no major or substantial revisions to the project description that will require updates to the EIR analysis. If such changes occur, a scope and budget adjustment will be needed to account for the project revisions and respective CEQA analyses.
- This price is based on completion of the work within the proposed schedule. If delays occur, an amendment of the price would be warranted to accommodate additional project management and other costs, and to reflect adjustments for updated billing rates.
- The fee is valid for up to 30 days from the date of this scope, after which it may be subject to revision.
- Costs have been allocated to tasks based upon FCS's proposed approach. During the work, FCS may, on its sole authority, re-allocate costs among tasks and/or direct costs, as circumstances warrant, so long as the adjustments maintain the total price within its authorized amount.