

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

This Second Amendment to Agreement number F001410, dated May 16, 2017 ("Agreement") is made as of this _____ day of _____, 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-2, attached to this Amendment.

2. Section 2. Compensation

Section 2(c) is amended to increase the compensation payable to Consultant under the Agreement by \$159,849 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 five hundred twenty-three thousand forty nine dollars and no cents (\$523,049). 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

July 1, 2020."

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: _____)

CITY OF SANTA ROSA
a Municipal Corporation

By: _____

Print Name: _____

Director, _____ Department

Title: _____

APPROVED AS TO FORM:

Office of the City Attorney

Signatures of Authorized Persons:

By: _____

Print Name: Patricia Schaefer

Title: COO

By: _____

Print Name: Robert Francisco

Title: President

ATTEST:

City Clerk

City of Santa Rosa Business Tax Cert. No.

9997057856

Attachment: Exhibit A-2 - Scope of Services

Amendment to Professional Services Agreement
Form approved by the City Attorney 8-8-14

SANTA ROSA ELNOKA CCRC EIR – ADDITIONAL SERVICES AUGMENT

Task 1: CEQA Appendix G Checklist Update and Legal Review

Updates to the California Environmental Quality Act (CEQA) Appendix G Checklist took effect on December 28, 2018. It is FCS's recommendation that the Elnoka CCRC Draft EIR be updated to include the revised checklist list questions. Updates would require edits to almost all of the technical sections of the Draft EIR including Aesthetics, Air Quality, Cultural Resources, Geology, Hazards, Hydrology, Land Use and Planning, Noise, Population and Housing, Utilities, and Transportation and Traffic, as well as the additional of Energy, Tribal Resources, and Wildfire analysis sections. These updates and additions require additional research, analysis, and document formatting.

Additionally, FCS's internal legal team will review the Draft EIR to ensure appropriate checklist updates have been made and review the document for defensibility. Simultaneously, the review will ensure the most up to date information, data sources, and analysis methods are used. This additional in-depth legal review is recommended due to the protracted timeline and regulatory changes since the original environmental settings and analyses were completed. Updates will include the following:

- Determining if changes to topography and soil conditions onsite have occurred
- Determining if any changes to the status of potentially hazardous materials onsite have occurred
- Determining if any changes to aesthetic conditions have occurred that would significantly affect analysis
- Conducting an additional biological resources site visits and new special-status species database search during which any changes to biological conditions will be noted. The results will be incorporated into the Draft EIR Biological Resources Section.
- Updated resources record search within the NWIC and Sacred Lands File databases the results of which will be incorporated in to the Draft EIR Cultural Resources section.
- Confirmation of occupancy status of all three onsite residences
- Confirming City's storm water capacity
- Reviewing the project's updated Policy Statement
- Updating city population, housing, and growth data
- Updating, fire, police, school, recreation facility, water, wastewater, stormwater, solid waste and energy information and status

Finally, as a result to updates in the topical sections of the Draft EIR, the Alternative's and Cumulative sections of the Draft EIR will also require revision to ensure accuracy and consistency.

Task 2: Update Draft EIR Transportation Section Analysis and Mitigation

FCS understands that the City is coordinating with Caltrans regarding the transportation mitigation measures provided in the Administrative Draft EIR. This task covers coordination and update of the Transportation and Traffic section analyses and mitigation measures by FCS in coordination with W-Trans

and the City. As indicated previously, FCS will also update the Appendix G Checklist Questions in the Transportation and Traffic section.

In accordance with direction from the City, FCS will update the Draft EIR Transportation and Traffic section's trail discussion to reflect the updated approach to trail inclusion, consistency with the Bicycle and Pedestrian Master Plan, Task 3's Bicycle and Pedestrian Path Feasibility Study, and related CEQA analysis. FCS assumes this will require revision of the analysis, conclusion, and mitigation related to trail access.

Task 3: Additional W-Trans/Questa Engineering Effort

The following items identify work completed and expected to be completed by W-Trans to assist with the coordination and completion of the project transportation analysis and mitigation:

- W-Trans has coordinated with the applicant's traffic engineer via City Staff to determine the viability of potential alternative mitigation measures at the Highway 12/Oakmont Drive intersection and will update the circulation analysis to incorporate the revised recommendations.
- W-Trans has participated in two conference calls and three meetings with City Staff that are beyond those included in previously-approved work scopes (including that approved in February 2019). In addition to these previous meetings, an additional three coordination calls or meetings with the City related to finalization of the traffic impact study and DEIR circulation section are included in this scope, as are four hours of time for general assistance to City Staff as review and finalization of the DEIR progresses. It is assumed that any coordination with Caltrans will occur as part of the above meetings and not require a separate trip to the District 4 office in Oakland.
- W-Trans will assist FCS in updating the ADEIR to incorporate modifications made to the analysis and recommendations since the Spring of 2019. Following submittal of the updated ADEIR, circulation-related comments will be addressed so FCS can complete the DEIR.
- W-Trans will update the original 2017 Traffic Impact Study to reflect the ADEIR updates that have been made over the past two years.
- W-Trans will coordinate with Questa Engineering as Questa completes a trail feasibility study, providing background information and assistance as the study is prepared and its findings are reported to the City. This includes two meetings at the City. Questa will serve as a subconsultant to W-Trans.
- W-Trans will assist the city in coordinating with Caltrans regarding Intersection Control evaluation (ICE) Analyses on Sonoma Highway (additional detail provided below).
- W-Trans will assist the City in establishing a rough proportionality between the project's circulation impacts and the improvements to be implemented by the applicant. The exact structure of this effort is not yet defined and will be dependent on the mechanisms deemed by the City to be most appropriate for implementing the mitigation measures, particularly for those at the Highway 12 intersections at Calistoga Road and Melita Road (east) that involve improvements outside areas controlled by the City and the applicant. W-Trans will assist the City in establishing appropriate methodologies for determining proportionate share costs, review

proportionate share calculations prepared by the applicant, and attend up to three check-in meetings with the City and FCS during the rough proportionality effort. If appropriate, W-Trans will prepare a letter outlining the recommended approach. The budget allocated to this task includes 28 hours of Principal-level time.

Feasibility Study

The Feasibility Study will provide the following items with results and recommendations in a Bound Report format with accompanying map/plan graphics. Graphics may include independently prepared mapping outlining trail options and suggested modifications to site plan.

- Kickoff meeting and progress conference call and a findings meeting with City (two meetings)
- Site visit
- Identification of at least two trail location alternatives, considering
 - Engineering issues (grades, creek crossings, setbacks, etc.)
 - Elnoka property needs such as security, site plan infrastructure and circulation
 - Other potential environmental issues to be evaluated further associated with potential trail alignments
- Scope includes additional analysis of bridge crossings and more detailed review of grades and right of way needs
- Coordination with developer's engineer (Breljie and Race)
- Coordination with Annadel State Park staff
- Conclusions and recommendations for use in environmental impact analysis/mitigation measures and subsequent Right of Way/planning efforts
- Preparation of 16 to 20 page Bound Report with plan sheets and details, preliminary cost estimate.

Caltrans Intersection Control Evaluation (ICE) Analyses

Caltrans has indicated that Intersection Control Evaluations (ICE) will be required at any location on Sonoma Highway (State Route 12) where mitigations involve intersection expansion or new/modified traffic controls. For the Elnoka CCRC EIR, this includes the intersections at Sonoma Highway/Calistoga Road, Sonoma Highway/Melita Road (east), and Sonoma Highway/Elnoka Project Access. The purpose of the ICE process is to analyze different forms of traffic control and identify those that are most appropriate from operational, safety, and feasibility perspectives. The primary interest to Caltrans for the Elnoka CCRC analysis is to assess whether modern roundabouts should be considered as mitigation instead of expanded or new signalized intersections.

Caltrans has indicated that they will provide additional direction on the extent of ICE analysis required for the Elnoka CCRC project, but as of 9/23/19 had not yet responded with this information. In order to expedite the analysis, the following scope has been included in this augment. While this scope reflects a fairly streamlined ICE effort, we believe it will be sufficient for the purposes of determining the viability

of roundabout(s) as potential mitigation measures based on W-Trans's past experiences with these types of analyses and Caltrans District 4.

- Roundabout operational analyses will be completed for the three intersections (Sonoma Highway at Calistoga Road, Melita Road (east), and the project access) under all three "future plus project" scenarios. This evaluation includes identifying the roundabout lane configuration needed to achieve LOS D or better operation at each location. Results will include LOS, as well as the 95th percentile queue lengths on each approach.
- Roundabout "footprints" will be prepared in AutoCAD for each of the three intersections. The footprints are intended to establish the general physical areas that would potentially be affected by roundabout installation, helping to distinguish areas where additional right-of-way may be required as well as potential changes to streets and local access (driveways). The roundabout footprints will be established in consideration of the design principles described in NCHRP Report 672 Roundabouts: An Informational Guide, 2nd Edition. Note that the resulting exhibits will be very conceptual in nature and will not undergo the detailed performance testing associated with design-level; their intent is truly to establish a broad "footprint," consistent with the "Step 1" ICE process outlined in the Caltrans Traffic Operations Policy Directive 13-02 (August 30, 2013).
- The ICE will include a broad comparison of safety between signal and roundabout alternatives, as well as an order-of-magnitude comparison of potential construction and ongoing costs.
- Based on the results of the analysis, W-Trans will identify the intersection control measure(s) that could reasonably be advanced for further consideration. If it is determined that roundabouts are viable options for any of the study intersections, the project's traffic impact analysis and DEIR transportation section, including operational results and mitigation measures, will be updated to reflect this.
- The results of the ICE analysis will be summarized in an administrative draft technical memorandum and submitted to the City of Santa Rosa for review. One meeting or conference call to discuss the results is included in this task.
- A Draft ICE technical memorandum will be prepared and submitted to the Caltrans ICE Coordinator for review and feedback.
- Comments received from Caltrans on the Draft ICE will be addressed, and a final technical memorandum prepared for inclusion as an appendix in the Elnoka CCRC DEIR.

Task 4: Tribal Consultation Coordination and Canine Search

FCS will assist the City of Santa Rosa in coordinating with local tribal representatives regarding the potential for onsite tribal cultural resources and the proper protection and mitigation should such resources be identified onsite. FCS assumes such assistance will include up to two in-person meetings, regular communication with tribal representatives, and any necessary research to support such proceedings. FCS understands that the use of cadaver canines has been requested by tribal representatives.

FCS, through the Institute for Canine Forensics, will conduct a site search for historical human remains. Upon consultation with THPO Buffy McQuillin of Graton Rancheria and Representatives from the Institute for Canine Forensics (ICF), it has been determined that up to 60 acres of the project will require search by trained Human Remains Detection Dogs. The search will require four teams of dogs to be present at the site over the course of four days, along with a tribal representative and project archaeologist. An additional day of search time is also included to cover the offsite intersection mitigation area at the intersection of Sonoma Highway and Melita Road (east).

The city should be aware there are two previously recorded archaeological sites immediately adjacent to the Sonoma Highway/Melita Road (east) intersection that will need to be taken into account (P-49-004729 and P-49-001968).

Task 6: Second Additional Draft EIR Submittal, Document Hard Copies, and Public Notification of Draft EIR

Second Additional Draft EIR Submittal

The original scope of work included submittal of an Administrative Draft EIR, Screencheck Draft EIR, and public Draft EIR to the City. The previous project augment accounted for an additional Administrative Draft EIR submittal which was fulfilled in May 2019. Updates to CEQA trigger the need for a third Administrative Draft EIR submittal. This task covers the additional publication time, including word processing, editing, and document compilation.

Document Hard Copies

The original scope of work indicated that 25 hard copies of both the Draft EIR and Final EIR were to be provided by FCS. Augment 1, executed in January 2019, retracted the provision of hard copies, indicating that, "FCS will provide all materials electronically for the City to print and distribute as they desire and deem necessary." The City now requests, and FCS will provide, up to 15 hard copies of both the Draft and Final EIR. FCS will also submit 15 Summary Forms and 15 CDs of the Draft EIR and 15 CDs of the Final EIR to the State Clearinghouse. All other documentation (MMRP, Findings of Facts, and Statement of Overriding Considerations) will be provided in electronic form only. Printed documents can be requested at additional cost.

Public Notification of Draft EIR

The original scope of work did not include public notification of the Draft EIR beyond delivery to the State Clearinghouse and preparation of the NOA, NOC, and NOD. The January 2019 Augment similarly indicated that the Newspaper Noticing and Local Noticing were outside of the scope of work. The City now requests FCS to implement the following public noticing:

- Post the NOA or similar information in the Legal Notices section of the local newspaper

- Distribute the NOA or similar information to property owners and residences within a 600-foot radius of the project site as identified on a city-provided mailing list. FCS assumes that no more than 400 mailings will be required.

It is assumed that the City or applicant will be responsible for on-site posting of the NOA or similar information. FCS will not be responsible for any onsite postings

As originally contracted, FCS will prepare a NOC and NOD to be provided to the City and State Clearinghouse as necessary. Consistent with the January 2019 Augment, FCS assumes the applicant/City will be responsible for filing the NOD with the Sonoma County Clerk's Office within 5 business days of certification of the EIR and paying related filing fees.

Task 7: Additional Project Management

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. On February 26, 2019, the first augment to the EIR contract was approved, with a new schedule of 26 weeks commencing February 26, 2019. The proposed updated schedule (see below) shows a Final EIR submittal date of May 1, 2020, further extending completion of the Final EIR. FCS will continue to provide additional management related research, analysis, communications, and coordination required to ensure successful project management and completion. A total of approximately 26 hours of FCS time is identified for this.

Schedule and Fees

Schedule

FCS has prepared the following schedule outlining the anticipated timing of each task.

Task	Week
City provides Notice to Proceed re Additional Services to FCS	September 11, 2019
FCS begins Admin Draft EIR update and tribal consultation coordination	September 11, 2019
W-Trans continues traffic coordination and begins ICE analyses	September 11, 2019
City provides direction on transportation issues including ICE analyses.	September 23, 2019
City provides direction on traffic mitigation approach, trail access, tribal resources mitigation approach, and all other outstanding items	October 25, 2019 ¹
W-Trans provides revised final traffic study	November 19, 2019
FCS submits 2nd Draft EIR to City for Review	December 13 2019 ²
City provides FCS comments on 2 nd Draft EIR	January 10, 2020
FCS provides final Proofcheck Draft EIR to City for approval	January 24, 2020 ³
City releases Draft EIR for public review (start of 45-Day Draft EIR public review/comment period)	February 7, 2020
End 45-Day Draft EIR public review/comment period	March 23, 2020
City submits all public comments to FCS	March 24, 2020
FCS submits Administrative Final EIR to City	April 17, 2020
City provides comments on Administrative Final EIR to FCS	May 1, 2020
FCS submits Screencheck Final EIR to the City	May 15, 2020 ⁴
City provides comments on Screencheck Final EIR	May 22, 2020
FCS submits Final EIR and MMRP to the City	May 29, 2020
Final EIR Hearing	To Be Determined

¹ FCS understand that the timing of outstanding information required for documentation completion is currently unknown. Note that the provision of outstanding information and direction affects the timing of transportation study revisions and additions.

² FCS' ability to provide the City with a 2nd Draft EIR for review is dependent upon the provision of final information including revised transportation information from W-Trans. As such, should required information be delayed or require additional time, completion of the 2nd Draft EIR will similarly be delayed. FCS will work with the City to update the schedule as necessary.

³ The delivery of the final Proofcheck Draft EIR to the City within the timeline identified herein is primarily dependent on the extent of comments provided by the City. Should it be determined that the time required to respond to and resolve all city comments exceeds the time identified, FCS will notify the City and adjust the schedule accordingly.

⁴ The delivery of the Administrative Final EIR to the City within the timeline identified herein is primarily dependent on the number of public/agency comments received on the Draft EIR. Should it be determined that the time required to respond appropriately to all comments exceeds the time identified, FCS will notify the City and adjust the schedule accordingly.

Budget

Task	Fees
Task 1: CEQA Appendix G Checklist Update and Legal Review	\$30,110
Task 2: Update Draft EIR Transportation Analysis and Mitigation	\$3,150
Task 3: Additional W-Trans Effort (includes ICE analysis and trail feasibility study)	\$60,379
Task 4: Tribal Consultation Coordination and Canine Search (FCS and Sub)	\$42,960
Task 6: Second Additional Draft EIR Submittal, Document Hard Copies, and Public Notification of Draft EIR	\$14,770
Task 7: Additional Project Management	\$8,480
Total FCS Professional Fee	\$159,849

Assumptions

The assumptions used in calculating the above fees are:

- There will be no revisions to the project description. If project description changes are desired, a scope and budget adjustment will be required 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.
- City staff will be responsible for distribution of documents.
- 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.
- The FCS Project Manager will be the primary representative at project meetings and hearings.