

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

This Fifth Amendment to Agreement number F001410, dated May 16, 2017 ("Agreement") is made as of this _____ day of _____, 2021, 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, which Agreement was amended pursuant to the First, Second, Third, and Fourth Amendments for the purpose of augmenting the scope of work and adding additional compensation.

- B. City and Consultant now desire to further 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 additional services identified in Exhibit A-4, attached to this Amendment and made part hereof.

2. Section 2. Compensation

Section 2(c) is amended to increase the compensation payable to Consultant under the Agreement by \$93,385 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 six hundred and seventy-four thousand, three hundred and seventy-nine dollars and no cents (\$674,379). 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 June 30, 2022."

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: _____
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.
9997057856

Attachment: Exhibit A-4 - Scope of Services

Amendment to Professional Services Agreement
Form approved by the City Attorney 08/08/2014

SANTA ROSA ELNOKA EIR – FINAL EIR AUGMENT

FCS has initiated preparation of the administrative draft FEIR and has expended the remaining budget in our contract. Accordingly, FCS requests additional funds, as discussed below, to allow us to finish preparation of the FEIR, findings of fact, and attend hearings at the planning commission and city council.

Augment 4 Tasks

The following tasks reflect the anticipated remaining level of effort required to code, process, and prepare responses to the 868 letters received in response to the Draft EIR, as well as the verbal comments provided by the public and planning commissioners at the public hearing held within the 45-day review period. The augment also reinstates the task covering preparation of findings of fact and a statement of overriding considerations, as included in our original contract. This scope also includes a contingency to address anticipated late comments that could be submitted in advance of the planning commission and city council hearings. The contingency would be used at the direction of city staff, if needed.

Task 1: Administrative FEIR

As part of the preparation of the Administrative Draft FEIR, FCS will perform the following tasks:

- Compile a list of commenters to cross check against the city's list
- Review the letters and individual comments to develop a list of potential master responses for review and confirmation by the city
- Code all of the individual comments in the 868 public comment letters
- Code the verbal comments provided in a transcript of the May 27, 2021, Planning Commission hearing
- Draft master responses to address comments that are raised by multiple parties
- Draft individual responses for all comments received in the 868 public comment letters
- Draft individual responses for all verbal comments provided at the May 27, 2021 Planning Commission hearing
- Compile all coded letters, master responses, and individual responses, and submit the Administrative FEIR

Task 2: Screencheck FEIR

FCS will meet with the City to discuss comments and feedback on the Administrative FEIR.

FCS will revise the Administrative FEIR based on one set of consolidated comments and will prepare the Screencheck FEIR, for final review before publication.

Task 3: Final EIR

FCS will revise the Screencheck FEIR based on one set of consolidated comments and will prepare the Final EIR.

Task 4: Hearing Attendance

Mary Bean, Project Director will attend the planning commission and city council hearings for the project. Ms. Bean will be available to assist and support preparations for the meeting, and will also be available to answer questions, if needed. This scope assumes one Planning Commission and one City Council hearing, and a total of 20 hours, including advanced planning with City staff.

Task 5: Management and Meetings

Mary Bean will oversee and manage the preparation of the FEIR, with assistance from key staff.

Task 6: Findings of Fact / Statement of Overriding Considerations

As envisioned in the original contract, pursuant to CEQA Guidelines Sections 15091 and 15093, FCS will prepare draft Findings of Fact for each potentially significant effect identified in the EIR and a Statement of Overriding Considerations for the unavoidable significant impacts associated with the project. As required by the CEQA Guidelines, one of three findings must be made for each significant effect and must be supported by substantial evidence in the record. The Statement of Overriding Considerations will rely on input from the project team regarding the benefits of the project. FCS will consult with the County to review draft findings and to finalize the Findings.

Because of the extraordinary number of comment letters and the additional anticipated information in the Errata, this task will be more involved than originally envisioned because the Findings will include incorporate the information in the Errata, additional discussion to address the benefits and reduced impacts associated with the revised site plan, and include evidence supporting the decision not to recirculate.

Task 7: Late Comments / Contingency

FCS anticipated that additional comments may be submitted in advance of the planning commission and/or city council hearings. Typically, a lead agency will request assistance in preparing responses to such late comments, which are oftentimes submitted by law firms representing project opponents and which can often include numerous complex comments. Accordingly, FCS suggests that a contingency fund be identified to cover associated costs.

Cost Estimate

Task	Fees
Task 1: Administrative FEIR	\$49,145
Task 2: Screencheck FEIR	\$14,830
Task 3: FEIR	\$5,940
Task 4: Attendance at public hearings	\$5,200
Task 5: Management and meetings	\$2,080
Task 6: Findings of Fact / Statement of Overriding Considerations	\$8,130
Task 7: Late comments / contingency	\$8,060
Total FCS Professional Fee	\$93,385

The proposed fees are based upon the Scope of Work described above, which includes all labor and direct costs.

Assumptions:

- This budget assumes approximately 10 minutes per letter, to read, code, bracket and prepare a response. It also includes time for senior review, as well as word processing and compilation of the 868 letters into a single PDF.
- We are exploring ways to streamline this process further; however, we will seek to simply recover the actual costs to prepare the Final EIR.