

**AMENDMENT NO. 3
OF
NAPA COUNTY AGREEMENT NO. 200218B**

PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 3 (Amendment No. 3) OF NAPA COUNTY AGREEMENT NO. 200218 (also known as Napa County Agreement NO. 200218C) is made and entered into as of this 3rd of January, 2023, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as "COUNTY," and The KPA Group, a California corporation, whose business address is 6700 Koll Center Parkway, Suite 125, Pleasanton, California 94566, hereinafter referred to as "CONTRACTOR."

RECITALS

WHEREAS, on December 18, 2019, COUNTY entered into Napa County Agreement No. 200218C (the "Agreement") with CONTRACTOR to obtain specialized services, as authorized by Government Code section 31000, in order to provide engineering design and support services for the South Napa Shelter Project, PW 20-16, hereinafter referred to as "Project;" and

WHEREAS, COUNTY and CONTRACTOR first amended the Agreement on June 16, 2020; and

WHEREAS, COUNTY and CONTRACTOR second amended the Agreement on July 1, 2022; and

WHEREAS, COUNTY and CONTRACTOR now desire to amend the Agreement for a third time to increase compensation and amend the Scope of Work to add services for design and construction assistive services for the Project.

TERMS

NOW, THEREFORE, COUNTY and CONTRACTOR hereby amend the Agreement as follows:

1. Exhibit "A-3," attached hereto and incorporated herein by this reference, is hereby incorporated into the Agreement.
2. Exhibit "B-3," attached hereto and incorporated herein by this reference, is hereby incorporated into the Agreement.
3. Paragraph 2 of the Agreement is amended to read in full as follows:

Scope of Services. CONTRACTOR shall provide COUNTY those services set forth in Exhibit "A" attached to this Agreement as originally approved, in addition to the RFP and CONTRACTOR's proposal, incorporated by reference herein and, on and after the

date first above written, those additional services set forth in Exhibit "A-1," attached to Amendment No. 1 of the Agreement, those additional services set forth in Exhibit "A-2," attached to Amendment No. 2 of the Agreement, and those additional services set forth in Exhibit "A-3," attached to Amendment No. 3 of the Agreement, said Exhibits being incorporated herein by this reference.

4. Subparagraph (c) of Paragraph 3 of the Agreement is amended as follows:

(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b) or any other provision of this Agreement, the maximum payment under this Agreement shall be **THREE HUNDRED TWENTY NINE THOUSAND TWO HUNDRED TEN and 00/100 DOLLARS (\$329,210)**; provided, however, that such amounts shall not be construed as guaranteed sums, and compensation shall be based upon services actually rendered and reimbursable expenses actually incurred. The actual payments made under this Agreement for the work in Exhibit "A" shall not exceed the per task maximum amounts set forth in Exhibits "B" and the actual payments for the work in Exhibit "A-1" shall not exceed the per task maximum amounts set forth in Exhibit "B-1." The actual payments for the work in Exhibit "A-2" shall not exceed the per task maximum amounts set forth in Exhibit "B-2" actual payments for the work in Exhibit "A-3" shall not exceed the per task maximum amounts set forth in Exhibit "B-3" and unless prior written consent to exceed a maximum amount for a specific task has been authorized in writing by the Director of Public Works or their designee. Any approval by the Director of Public Works or their designee to exceed per task maximum shall not alter the maximum payment due under this Agreement as set forth in the first sentence of this subparagraph.

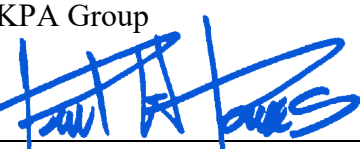
5. Except as provided in paragraphs (1) through (4), above, the terms and provisions of the Agreement shall remain in full force and effect as last approved.

[Remainder Of Page Left Blank Intentionally; Signature Page Follows]

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 3 of Napa County Agreement No. 200218 on the date first above written.

NAPA COUNTY, a political subdivision of the State of California

By _____, Chair of the
Board of Supervisors
"COUNTY"

The KPA Group
By  _____
PAUL POWERS, President and Secretary
"CONTRACTOR"

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Shana A. Bagley</u> County Counsel</p> <p>Date: <u>December 9, 2022</u> [PL No. 84600]</p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: _____ Processed By: _____ Deputy Clerk of the Board</p>	<p>ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors</p> <p>By: _____</p>
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NOTE: Signature of those executing for the Contractor must be acknowledged by Notary Public. If a corporation, this document must be signed by two corporate officers. The first signature must be either the Chairman of the Board, President, or any Vice President. The second signature must be the Secretary, an Assistant Secretary, the Chief Financial Officer, or any Assistant Treasurer. In the alternative, a single corporate signature is acceptable when accompanied by a corporate document demonstrating the legal authority of the signature to bind the company.

EXHIBIT "A-3"

SCOPE OF WORK

CONTRACTOR shall provide COUNTY with the following services:

Project Understanding

Napa County wishes to update building HVAC for code compliance related to the increased building occupancy obtained as part of construction. Currently, the facility utilizes residential-style units nearing the end of their useful service life. List Engineering has been working alongside Napa County and KPA to define required HVAC and electrical changes to the facility. KPA has provided Napa County with a review of additional needs required for increased HVAC capacity as desired and required by code. Napa County wishes to finalize the design before County adoption of the 2022 California Building Code.

The Phase 2 project scope has expanded KPA's original proposal for Phase 2 design services. A description of scope items is defined below. Additional scope items are called out as such.

Occupancy Evaluation:

- Review site conditions including attic sizing and current HVAC unit inventory. Review as-build drawings for conformance and identify changes to current field conditions and identify changes to current field conditions
- Evaluate the electrical service to the building and capacity of electrical service to provide power for replacement HVAC units and new desired layout
- Provide multiple HVAC system replacement scenarios and associated cost estimates
 - Replace existing equipment with the same cooling capacity as current
 - Replace existing equipment with increased cooling capacity from current
 - Revisions to concepts to lower costs after increased equipment costs too great (*additional*)
 - Provided concept utilizing actual dormitory temperature readings (*additional*)
 - Updates (Four) to actual dormitory temperature reading concept including updates to design and cost estimates (*additional*)
 - Provided concept with improvements to Office and Nurse Station HVAC and presented this concept as an added alternate (*additional*)
 - Improvements to Dining Room and Kitchen HVAC to replace single unit as existing with two new units (*additional*)
 - Develop duct replacement strategies for Dormitory and Dining Room ducts to accommodate new larger units
 - Plumbing review indicated Domestic Hot Water will be only adequate with increased population and a second hot water heater was added as an alternate (*additional*)

- Increased outside air to serve increased population and Dining Room
- Addition of Energy Recovery Ventilator (ERV) at Dormitory and Dining Room (*additional*)
- Revisions to toilet room exhaust to incorporate dormitory ERV (*additional*)
- Revisions to kitchen exhaust (*additional*)
- Prepare written report and revise written report multiple times
- Provide detailed Title 24 load calculations and Title 24 compliance documentation
- Participate in meetings and reviews with County Staff and Design Team
- Responded to County requests with additional design scenarios and alternates (*additional*)

General Design:

- Provide County-requested drawing revisions and meetings
- Provide Construction Documents for:
 - New ductwork for Dormitory, Dining Room, and Kitchen
 - Provide second HVAC indoor unit to serve increased Dormitory capacity
 - Revisions to toilet room exhaust
 - Replacement of Office and Nurse Station HVAC units as a Add Alternates (*additional*)
 - Replacement of Dining and Kitchen HVAC units (*additional*)
 - Addition of a second water heater as an Add Alternate (*additional*)
- Provide for Plan Check process including up to two rounds of Plan Review comments
- Provide Title 24 Documentation including base project plus all Add Alternates in one overall Title 24 Document
- Investigation related to implications of utilizing 2022 California Building Code vs current 2019 California Building Code (*additional*)
- Updates to cost estimates and equipment lead times related to utilization of 2022 California Building Code (*additional*)
- Comply with County request for full documentation of all items necessary should Add Alternates be selected after bidding (*additional*)

Scope of Services

This document provides a Scope of Services to design and document required improvements to the South Napa Shelter’s HVAC system based on findings from the Occupancy Evaluation phase.

This scope of services is organized into the following elements:

- Project Management and Coordination
- Site Visit

- Occupancy Evaluation
- HVAC System Design
- Architectural Design
- Construction Documents
- Bidding & Construction Administration

Project Management & Coordination

The KPA Group will manage our architectural and engineering services for the project. Contractor will consult with Napa County, research applicable design criteria, attend project meetings, and communicate with members of the project team. Discussions and decisions made throughout the renovation of the South Napa Shelter will be documented. The project manager will regularly coordinate the project and scheduling efforts and will lead the quality assurance process.

The KPA Group will meet with Napa County and shelter staff to discuss the needs and elements related to HVAC improvement of the various spaces identified. KPA will coordinate and communicate with Napa County's project design team to align project goals with the design. Contractor will manage the services of mechanical sub-consultant List Engineering, electrical sub-consultant Aurum Consulting Engineers, and structural sub-consultant Tuan & Robinson.

Site Visit

KPA has visited the South Napa Shelter with sub-consulting engineers for a closer investigation of existing mechanical and HVAC systems. The site visit has allowed for verification of existing conditions including current air flow measurements and electrical system capacity. A review of findings with the County has taken place shortly after the site visit to explain more information about the current condition state of HVAC system at the shelter. Site visits have included:

- Initial visit to investigate current HVAC unit types and serial numbers along with available electrical capacity
- Revisit to assess individual building locations where new proposed HVAC units will be located and to review necessary inclusions with County per individual locations

Occupancy Evaluation

KPA and sub-consulting engineers will review the current building code for requirements related to occupancy increase of the shelter. Contractor will document air distribution and areas of deficiency and perform MEP calculations for system capacity. Changes to building mechanical or electrical systems required for increased occupancy will be outlined for inclusion in a conceptual diagram of updates required at the building. Any required changes to fire alarm systems based on adjacent air flow capacity of units will be outlined in the memo but are not anticipated. KPA will update the previously provided Occupancy Memo with findings, calculations and conceptual diagram as appropriate. The Occupancy Memo was revised to be

two separate documents, with summary of evaluation provided in one document and backup information provided in a separate document.

HVAC System Design

KPA will perform mechanical, electrical, structural, and plumbing engineering services required for redesign of the shelter's HVAC system. Required changes to the building's electrical system for new HVAC components will be included in the design including for new feeders and disconnects to accommodate HVAC equipment. Plumbing system design will incorporate required changes based on the new HVAC system. Structural engineering services will be required for support of HVAC units in the building's attic location and at exterior pads for units. KPA will prepare required mechanical, electrical and structural drawings for the new HVAC system. The design will be split up into 60% Design and 100% Construction Documents including Add Alternates for bidding purposes.

Architectural Design

KPA will incorporate architectural items that were not included in Phase 1 design that the County wishes to add to the overall project. An overview of these items are:

- Remove existing occupancy signage and replace with new sign showing correction of 79 maximum occupants from currently posted 116 occupants
- Add sanitary napkin disposal to Room 106 – All Gender Toilet Room
- Lower food service counter height to 34" maximum (ADA compliance)
- Relocate comment box across hall to above trash receptacle (ADA compliance)
- Add ISA signage at bottom lockers to 5% of total lockers in facility (ADA compliance)
- Secure walk-off mat at Door 113 side exit (ADA compliance)
- Provide keyed deadbolt lock to Laundry Door 120

The Design Development phase will include:

- Demolition plans
- Architectural floor plans and outline specifications
- Mechanical floor plans
- Roof plans (if required)
- List of plumbing and mechanical specification sections
- Meeting to review 60% design via virtual meeting

The Construction Documents design phase will include:

- Comments and revisions from the 60% design review
- Complete Architectural plans, details, and specifications
- Complete MEP and structural drawings
- Mechanical, plumbing and electrical specifications as required
- MEP calculations and structural calculations

- Single line diagrams for existing and new conditions
- Power plans for proposed HVAC equipment with locations, circuiting, schedules and details
- Mechanical Energy Compliance Forms (Title 24 requirements)
- Meeting for final review and adjustments
- Assess opening to comply with 5lb force at conference and dining room doors

Project Design - Design Development – 60% design documents

The KPA Group will expand the selected concept provided in the Feasibility Study into Project Design documents and incorporate additional changes to building HVAC components the County and Shelter have elected to add to the project. Design Development will determine the final scope of the project and relationships among project components. Design Development documents will provide a clearly-defined design with a comprehensive scope, budget, and schedule. Coordination with List Engineering, List’s electrical sub-consultant, and Tuan & Robinson structural engineers will continue, and drawings updated accordingly. Contractor will meet with Napa County during this phase to provide project status updates and further define project design. Code required changes will be incorporated and the project schedule and cost estimate will be updated as the design progresses. During Project Design, KPA will:

- Further evaluate existing conditions
- Expand code review conducted during the Feasibility Study during Schematic Design
- Update existing conditions drawings based on information developed in the Schematic Design phase
- Finalize the definition of alternate bids and begin their incorporation into drawings
- Advance building code review
- Update construction cost estimates prepared as part of KPA feasibility analysis process
- Prepare mechanical, plumbing, and electrical power and lighting systems calculations if needed
- Document additional ADA requirements and architectural elements into project documents
- Prepare draft specifications
- Develop Design Document documents, including:
 - Architectural improvements
 - Site equipment pads and enclosure locations
 - HVAC equipment schedules and locations
 - Revisions to building outside air and exhaust systems
 - Outline of required electrical systems alteration including run of new electrical circuits

- Incorporate review comments and obtain approval to proceed to the Construction Documents phase

Construction Documents

Design Development documents will be advanced into Construction Documents. Construction Documents will refine the extent, configuration, location, relationships, and dimensions of the work to be completed. Final design changes will be made including final changes to equipment enclosure types, structural details and electrical one-line diagrams. Specifications will be completed. Contractor will meet with Napa County during this phase to discuss project elements related to design and bidding. A construction schedule will be established, and a construction cost estimate will be provided. Documentation and drawings will be coordinated between disciplines appropriately. Final code-required changes will be incorporated. During the Construction Documents phase, KPA will:

- Complete and document building and MEP systems code review and analysis
- Complete structural detailing related to pads, enclosures, and attic supports and access openings
- Complete technical specifications
- Finalize the construction cost estimate
- Finish necessary calculations related to electrical system changes and structural engineering
- Develop Construction Documents, including:
 - Architectural improvements
 - Site equipment pad and enclosure locations detailing
 - Final equipment schedules
 - Final documentation related to electrical system alteration
- Review Construction Documents with Napa County
- Incorporate Napa County comments and proceed with one revision phase

Bidding & Construction Administration Services

KPA will assist Napa County with bidding services related to Phase 2 shelter improvements. Contractor will respond to questions from potential bidders and issue documentation related to clarifications if required. KPA will perform Construction Administration services related to the architectural improvements and redesign of the HVAC system for South Napa Shelter. During construction, KPA will attend progress meetings on a twice monthly basis due to the fast-track nature of this project. For general Construction Administration services, KPA will:

- Prepare and distribute correspondence including information requests, trouble reports, field directives, and cost change requests

- Visit the shelter for observation and work progress related to the architectural improvements and new HVAC system
- Maintain project logs
- Provide consultation and advice
- Confirm specifications for required items
- Notify the County and the Contractor of any failure in HVAC system or supports work or materials to conform to the requirements of the Contract, Plans or Specifications

KPA will review and respond to any RFIs related to the improvement design and HVAC system. Contractor will issue necessary interpretations and clarifications including replies to other information requests. Contractor will assist Napa County with supplemental instructions related to maintenance requirements and warranty information for individual units. KPA will review and respond to shop drawings submittals for the improvement design and HVAC system. Contractor will review and approve shop drawings and submittals for conformance to the design. Contractor will review required system testing and balancing.

Construction phase deliverables may include necessary notices, communications, interpretations, and clarifications, as required. KPA will perform a final punch list related to the improvement design and HVAC system. After substantial completion, KPA will incorporate into an electronic record set changes made during the construction process.

Deliverables

Design Development – Design Development-level plans showing architectural improvements, HVAC design, HVAC equipment schedules, locations, equipment enclosure and general service areas. An updated project schedule and cost estimate will be presented along with a draft set of specifications.

Construction Documents – Final plans showing architectural improvements, HVAC design, HVAC equipment schedules, architectural inclusions, structural details, electrical drawings and final locations of HVAC units. Final specifications will be provided. Design-related adjustments to cost estimate will be provided.

Construction Schedule

Napa County wishes to incorporate this design addition into the original construction project. The construction of previously designed improvements to the South Napa Shelter is complete with minor revisions to project components and functionality underway. Construction of the architectural improvements and new HVAC system is estimated to be complete by Summer 2023.

Owner Responsibilities

- Provide access to the existing facility
- Provide a representative with complete authority to transmit instructions, receive information, and provide directives
- Provide timely review, feedback, and directives to maintain project schedule
- Coordinate with other project stakeholders and approval agencies
- Testing and removal of hazardous materials
- Coordination with utilities and local governments for any required utility connects and permitting
- All administrative contract processing for construction of the designed work

EXHIBIT "B-3"

COMPENSATION

Service	Occupancy Update (add)	As Needed Design Services (add)	As Needed Construction Administration (add)	TOTAL Amended Services added
Amendment 3	16,405.00	36,750.00	2,000.00	\$55,155.00