

**NAPA COUNTY AGREEMENT NO. 210353B
AMENDMENT NO. 2**

PROFESSIONAL SERVICES AGREEMENT

THIS AGREEMENT is made and entered into as of this _____ day of _____, 2022, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as “COUNTY”, and CBG COMMUNICATIONS, INC. a Minnesota corporation, whose main address is 73 Chestnut Road, Suite 203, Paoli, Pennsylvania 19301, hereinafter referred to as “CONTRACTOR”;

RECITALS

WHEREAS, on May 4, 2021, COUNTY and CONTRACTOR entered into Napa County Agreement No. 210353B (“Agreement”) in order for CONTRACTOR to produce a road map and action plan, and secure sources of funding to use in the implementation of broadband solutions; and

WHEREAS, COUNTY and CONTRACTOR amended the Agreement on June 21, 2022, in order to extend the contract term to June 30, 2023, with no change to the maximum compensation; and

WHEREAS, COUNTY and CONTRACTOR now wish to further amend the Agreement in order to increase the maximum compensation and replace Exhibit “B” in its entirety with Exhibit “B-1” to revise the cost breakdown.

TERMS

NOW, THEREFORE, COUNTY and CONTRACTOR agree to amend the Agreement in accordance with the terms and conditions set forth herein:

1. Exhibit “B” is hereby replaced in its entirety with Exhibit “B-1”, attached hereto and incorporated herein by this reference. All references to Exhibit “B” in the Agreement and Amendment No. 1 to the Agreement shall be construed as references to Exhibit “B-1” as of the effective date of this Amendment No. 2 to the Agreement.
2. Paragraph 3. Compensation is amended to read in full as follows:

3. Compensation.

(a) Rates. In consideration of CONTRACTOR’s fulfillment of the promised work, COUNTY shall pay CONTRACTOR at the rates set forth in Exhibit “B-1”, attached hereto and incorporated herein by this reference.

(b) Expenses. No travel or other expenses will be reimbursed by COUNTY.

(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b), the maximum payments under this Agreement shall be a total of ONE HUNDRED FORTY-EIGHT

THOUSAND ONE HUNDRED FIFTY DOLLARS (\$148,150.00) for professional services; 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.

3. Except as provided above, the terms and conditions of the Agreement shall remain in full force and effect as originally approved.

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SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, this Agreement was executed by the parties hereto as of the date first above written.

CBG COMMUNICATIONS, INC.

By ^{DocuSigned by:}
Thomas Robinson
ADE48D5DD17F449...
Thomas Robinson, President/CEO

By ^{DocuSigned by:}
Krystene Rivers
63C76G750D7C4AC...
Krystene Rivers, Secretary/Treasurer

“CONTRACTOR”

NAPA COUNTY, a political subdivision of the State of California

By _____
RYAN GREGORY, Chair
Board of Supervisors

“COUNTY”

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>John L. Myers (e-sign)</u> County Counsel</p> <p>Date: <u>September 1, 2022</u></p> <p>PL No.: <u>77934</u></p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: _____</p> <p>Processed By: _____</p> <p>Deputy Clerk of the Board</p>	<p>ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors</p> <p>By: _____</p>
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EXHIBIT “B-1”**COMPENSATION REIMBURSEMENT**

Contractor will perform all five of the project elements of the Broadband Action Plan Consultant RFP as shown below:

Scope Item Description	Scope Item Cost
1. Seek and secure sources of grant funding or other types of funding to use in the implementation of broadband solutions. Produce paper-based applications if required by grantors. The average cost to create and submit a Major Grant Application is estimated to be \$12,500.	\$50,000
2. Assist in outreach and engagement with County community partners, broadband service providers, local agencies, and associations.	
3. Assist with broadband project preparations and broadband project implementations.	
4. Ensure that any reports, and any deliverable to the County to be delivered in a manner to ensure non-discrimination and equal access to County services and digital properties such as websites, documents, and applications by persons with a disability under the Americans with Disabilities Act (ADA) and under section 508 of the Rehabilitation Act of 1973.	Costs included in Scope Items above.

Total maximum of professional services not to exceed ONE HUNDRED FORTY-EIGHT THOUSAND ONE HUNDRED FIFTY DOLLARS (\$148,150.00).

Costs are projected based on the number of hours and personnel utilized on the project. Personnel hourly rates are as follows:

CBG Communications, Inc.

Project Manager – Tom Robinson - \$175.00

Senior Engineer – Dick Nielsen - \$175.00

Senior Research Associate – Krystene Rivers - \$50.00

Telecommunications Research Corporation

Constance Book, Ph.D. - \$150.00

John Horrigan, Ph.D. - \$150.00