

**AMENDMENT NO. 4 OF  
NAPA COUNTY AGREEMENT NO. 200362B  
PROFESSIONAL SERVICES AGREEMENT**

**THIS AMENDMENT NO. 4 OF NAPA COUNTY AGREEMENT NO. 200362B** (the “Amendment”) is made and entered into effective as of the 31<sup>st</sup> day of January, 2022, by and between the Napa County Groundwater Sustainability Agency and its Board of Directors, hereinafter referred to as “NCGSA”, and Concur, Inc. a California corporation whose mailing address is 1832 Second Street, Suite N, Berkeley, CA 94710, hereinafter referred to as “CONTRACTOR”;

**RECITALS**

**WHEREAS**, NCGSA and CONTRACTOR entered into Napa County Agreement No. 200362C, also known as Napa County Agreement No. 200362B (the “Agreement”) on April 20, 2020, executed Amendment No. 1 of the Agreement on June 9, 2020, executed Amendment No. 2 of the Agreement on December 15, 2020, and executed Amendment No. 3 on June 22, 2021; and

**WHEREAS**, NCGSA desires to modify the scope of services to secure additional services from CONTRACTOR and modify the term of the agreement.

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

1. Paragraph 1 is amended in full as follows:

1. **Term of the Agreement.** The term of this Agreement shall commence on the date first above written and shall expire on June 30, 2022, unless terminated earlier in accordance with Paragraphs 9 (Termination for Cause), 10 (Other Termination) or 23(a) (Covenant of No Undisclosed Conflict); except that the obligations of the parties under Paragraphs 7 (Insurance) and 8 (Indemnification) shall continue in full force and effect after said expiration date or early termination in relation to acts or omissions occurring prior to such dates during the term of the Agreement, and the obligations of CONTRACTOR to NCGSA shall also continue after said expiration date or early termination in relation to the obligations prescribed by Paragraphs 15 (Confidentiality), 20 (Taxes) and 21 (Access to Records/Retention).

2. Paragraph 2 is amended in full as follows:

2. **Scope of Services.**

Scope of Services Commencing January 31, 2022. CONTRACTOR shall provide NCGSA those services set forth in Exhibit “A-4”, attached hereto.

3. Paragraph 3 is amended in full as follows:

3. **Compensation.**

(a) **Rates.** In consideration of CONTRACTOR’s fulfillment of the promised work, NCGSA shall pay the CONTRACTOR at the hourly rates specified in Exhibit “B-4.”

(b) Expenses. Expenses related to fulfilling the scope of work in Exhibit "A-4" will be reimbursed by NCGSA at cost, upon submission of an invoice in accordance with Paragraph 4 at the rates and/or in accordance with the policy set forth in Exhibit "B-4."

(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b), the maximum payments under this Agreement shall not exceed a total of FOUR HUNDRED AND THIRTY-NINE THOUSAND NINE HUNDRED TWENTY DOLLARS (\$439,920.00) for professional services including expenses; provided, however, that such amounts shall not be construed as guaranteed sums, and compensation shall be based upon services rendered and reimbursable expenses actually incurred.

4. Except as provided in paragraphs (1)-(3) above, the terms and provisions of the Agreement shall remain in full force and effect as last approved.

5. This Amendment may be executed in multiple counterparts, each of which shall be deemed to be an original but all of which shall constitute one and the same agreement. This Amendment may be executed by facsimile or electronic (.pdf) signature and a facsimile or electronic (.pdf) signature shall constitute an original for all purposes.

**IN WITNESS WHEREOF**, the parties hereto have executed this Amendment No. 4 of Napa County Agreement No. 200362B on the date first above written.

CONCUR, Inc.

By \_\_\_\_\_  
Scott McCreary, Ph.D., President/Secretary

"CONTRACTOR"

NAPA COUNTY GROUNDWATER SUSTAINABILITY  
AGENCY

By \_\_\_\_\_  
RYAN GREGORY, Chair

"NCGSA"

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <i>Chris R.Y. Apallas</i> Deputy County Counsel</p> <p>Date: February 22, 2022</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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**EXHIBIT "A-4"**

**CONCUR Scope of Work  
Commencing January 31, 2022  
Facilitation Services for Groundwater Sustainability Plan Advisory Committee  
(see Task Descriptions in Exhibit B-4)**

Task 10: Support Formation of the NCGSA Technical Advisory Group (TAG)	\$53,575
Task 11: Advise on Implementation of Communication and Engagement Plan, as necessary and requested by County staff	\$2,000
Task 12: Conduct Ongoing Strategic Project Planning, as necessary and requested by County staff	\$1,200
Task 13: Prepare Concise Memos on Strategic Planning Issues, as necessary and requested by County staff	\$1,200
Task 14: Assist NCGSA staff and technical consultants, as necessary and requested by County staff	\$1,200
<b>Subtotal:</b>	<b>\$59,175</b>

**EXHIBIT “B-4”**

Phase 3				
Task	Personnel	Rate	Hours	TOTALS
<b>Task 10: Support Formation of the NCGSA Technical Advisory Group (TAG)</b>				
10a. Conduct initial set of planning and TAG launch tasks. Prepare initial draft of TAG Operational Protocol. Refine with input from GSA staff and consultants. Assist with development of a Solicitation for TAG members. Develop concise document describing purpose and charge of the TAG. Develop a draft solicitation, revise based on comments from NCGSA staff and other consultants, develop Final Solicitation; Develop list of desired qualifications/criteria for TAG participation	Principal	\$250	52	\$13,000
	Senior Affiliate	\$200	34	\$6,800
	Associate	\$150	12	\$1,800
	<i>Subtask Subtotal</i>			\$21,600
10b. Assist with vetting of TAG candidates; review candidate resumes/CVs, published (or unpublished) journal articles, and any other supporting documentation; develop summary of findings for all candidates meeting basic screening criteria	Principal	\$250	16	\$4,000
	Senior Affiliate	\$200	8	\$1,600
	Associate	\$150	2	\$300
	<i>Subtask Subtotal</i>			\$5,900
10c. Develop list of potential interview questions for TAG members; Participate in interviews with TAG candidates; assist with development of list of nominees to be presented to the NCGSA	Principal	\$250	8	\$2,000
	Senior Affiliate	\$200	8	\$1,600
	Associate	\$150	2	\$300
	<i>Subtask Subtotal</i>			\$3,900
10d. In consultation with NCGSA and technical consultants, prepare agendas and supporting materials for initial TAG meeting(s); Preview and comment on draft technical presentations; Participate in initial meeting(s) of TAG; prepare draft of meeting summary, circulate for review, incorporate changes and distribute final meeting summary. Participate in de-briefing meetings	Principal	\$250	30	\$7,500
	Senior Affiliate	\$200	22	\$4,400
	Associate	\$150	20.5	\$3,075
	<i>Subtask Subtotal</i>			\$14,975
10e. Participate in periodic planning meetings with NCGSA staff and TAG members	Principal	\$250	12	\$3,000
	Senior Affiliate	\$200	12	\$2,400
	Associate	\$150	12	\$1,800
	<i>Subtask Subtotal</i>			\$7,200
<b>Task 10 Subtotal</b>				<b>\$53,575</b>
<b>Task 11: Advise on Implementation of Communication and Engagement Plan</b>				
11.a. Advise NCGSA, the RCD, and other partners on the implementation of the outreach and communication plan, as requested by County staff. Update CEP plan for GSP implementation phase, as necessary and requested by NCGSA staff.	Principal	\$250	4	\$1,000
	Senior Affiliate	\$200	2	\$400
	Associate	\$150	4	\$600
	<i>Subtask Subtotal</i>			\$2,000
<b>Task 11 Subtotal</b>				<b>\$2,000</b>
<b>Task 12: Conduct Ongoing Strategic Project Planning</b>				
12.a. Conduct ongoing coordination and strategic planning with NCGSA staff and technical consultant, as necessary and requested by NCGSA staff.	Principal	\$250	2	\$500
	Senior Affiliate	\$200	2	\$400
	Associate	\$150	2	\$300
	<i>Subtask Subtotal</i>			\$1,200
<b>Task 12 Subtotal</b>				<b>\$1,200</b>
<b>Task 13: Prepare Concise Memos on Strategic Planning Issues</b>				
13.a. Prepare concise memos on potential strategic planning issues, as necessary and requested by NCGSA staff	Principal	\$250	2	\$500
	Senior Affiliate	\$200	2	\$400
	Associate	\$150	2	\$300
	<i>Subtask Subtotal</i>			\$1,200
<b>Task 13 Subtotal</b>				<b>\$1,200</b>
<b>Task 14: Assist NCGSA staff and technical consultants, as necessary and requested by County staff</b>				
14.a. Prepare concise memos on a range of potential technical planning issues, as necessary and requested by County staff	Principal	\$250	2	\$500
	Senior Affiliate	\$200	2	\$400
	Associate	\$150	2	\$300
	<i>Subtask Subtotal</i>			\$1,200
<b>Task 14 Subtotal</b>				<b>\$1,200</b>
<b>TOTAL</b>				<b>\$59,175</b>