

AMENDMENT NO. 1

NAPA COUNTY AGREEMENT NO. 240241B PROFESSIONAL

SERVICES AGREEMENT

THIS AMENDMENT NO. 1 TO NAPA COUNTY AGREEMENT NO. 240241B is made and entered into as of this 17th day of December, 2024, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as “COUNTY”, and Ascent Environmental Inc., a California corporation”, whose mailing [or business] address is 455 Capitol Mall, Suite 300, Sacramento, CA. 95814, hereinafter referred to as “CONTRACTOR”.

RECITALS

WHEREAS, COUNTY and CONTRACTOR entered into Napa County Agreement No. 240241B (the “Agreement”) on December 19, 2023 to obtain specialized services, as authorized by Government Code section 31000, in order to develop a Regional Climate Action and Adaptation Plan (RCAAP) and associated California Environmental Quality Act (CEQA) document that identifies specific actions and strategies to reduce greenhouse gas emissions (GHG) and adapt to climate change within the following jurisdictions: City of American Canyon, City of Calistoga, City of Napa, County of Napa, City of St. Helena, and Town of Yountville; and

WHEREAS, COUNTY and CONTRACTOR now wish to amend the Agreement to increase the maximum compensation by \$76,750 and to add services for continued and additional support for updates and revisions to emissions forecasts, revisions to GHG Measures, Climate VA and Adaptation Measures, ensuring RCAAP is compliant with Section 508 of the Rehabilitation Act of 1973, additional community outreach support, additional Climate Action Committee meeting support, additional project coordination and management, and contingent additional support and project coordination.

TERMS

NOW, THEREFORE, COUNTY and CONTRACTOR amend Agreement No. 240241B as follows:

1. Paragraph 2 is hereby amended to read in full as follows:
 2. **Scope of Services.** CONTRACTOR shall provide COUNTY those services set forth in Exhibits “A” and “A-1”, attached to the Agreement, in addition to the Request for Proposal No. PBES102301 seeking a consultant to prepare the RCAAP and CONTRACTOR’s proposal, incorporated by reference herein.
2. Paragraph 3 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 Exhibits “B” and “B-1”, attached hereto and incorporated by reference herein.

(b) Expenses. Travel and other expenses will be reimbursed by COUNTY upon submission of an invoice in accordance with Paragraph 4 at the rates and/or in accordance with the provisions set forth in Exhibit "B."

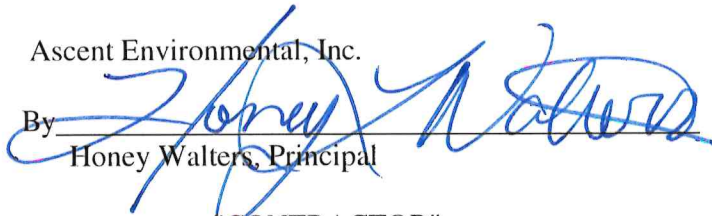
(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b), the maximum payments under this Agreement shall be a total Four Hundred Sixty-Five Thousand Two Hundred Seventy Dollars (\$465,270) for professional services and Two Hundred Eleven Thousand Forty Dollars (\$211,040) for expenses; provided, 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 herein, the terms and provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment No. 1 to the Agreement was executed by the parties hereto as of the date first above written.

Ascent Environmental, Inc.

By



Honey Walters, Principal

"CONTRACTOR"

NAPA COUNTY, a political subdivision of the State of California

By

JOELLE GALLAGHER, Chair
Board of Supervisors

"COUNTY"

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Chris R.Y. Apallas</u> Deputy</p> <p>Date: November 25, 2024 Doc. No. 123518</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 "A-1"

SCOPE OF WORK

CONTRACTOR shall provide COUNTY with the following services:

I. DESCRIPTION OF SERVICES

Napa County Regional Climate Action and Adaptation Plan (R-CAAP) SCOPE OF WORK FOR AMENDMENT #1

Phase 1: Regional Climate Action and Adaptation Plan

TASK 2. Emissions Forecasts

Per the request of County staff, Ascent will complete additional work under Task 2 to update the legislative adjusted forecasts and the Forecasts Technical Memorandum to reflect BAAQMD's Zero NOX rule and CARB's small off-road engine regulations. County staff also requested Ascent to complete additional work to update the Forecasts Memorandum to reflect changes to black carbon in the Revised Final SLCP memo completed in August 2024. Additional budget is required because the original scope of work and budget only assumed extending forecasts to 2045, and did not account for expanding the original set of legislative adjustments or further changes to the SLCP memo.

TASK 3. GHG Reduction Measures

Per the request of County staff, Ascent will complete additional work under Task 2 to make further revisions to the text of proposed GHG reduction measures and implementing actions in the GHG measures matrix. Additional budget is required because the additional work extends beyond the number of revisions to deliverables assumed in the original scope of work and budget.

TASK 4. Adaptation Measures

Per the request of County staff, Ascent will complete additional work under Task 4 to make further revisions to the climate vulnerability assessment, as well as the text of proposed climate adaptation measures and the adaptation measures technical memorandum. Additional budget is required because the additional work extends beyond the number of revisions to deliverables assumed in the original scope of work and budget.

TASK 6. RCAAP Document Preparation

Per the request of County staff, Ascent will ensure that the Public Draft RCAAP and Final RCAAP documents meet accessibility standards (e.g., 508 compliant). An adjustment to the scope of work is needed because the original scope of work and budget did not assume 508 compliance was required.

Phase 2: Public Outreach

Task 1.3 Community Outreach Meetings and Events

Per the request of County staff, Ascent facilitated two community workshops in July 2024, one in-person and one virtual. The virtual community workshop was not included in the Final Community Engagement Strategy prepared in collaboration with staff under Task 1.1 earlier in 2024, which assumed one in-person workshop would be held in Summer 2024 and one in late 2024 or early 2025 when the Draft RCAAP would be released for public review. Staff also requested Ascent's attendance at an additional virtual focus group meeting with agriculture sector interest groups in August 2024, which was not identified in the Final Engagement Plan. Additional budget included under this contract amendment will cover costs incurred for the July 2024 virtual workshop and virtual focus group meeting, and it will ensure sufficient budget is available for the second in-person community workshop envisioned in the Final Community Engagement Strategy.

Phase 3: Coordination

TASK 1. Coordination

Task 1.1 Project Management and Coordination

Project management and coordination activities have expanded beyond the original scope of work and require additional budget for Ascent to (1) manage the additional work described in this contract amendment scope of work; (2) attend and facilitate longer and more frequent coordination meetings; (3) at staff's request, respond to stakeholder emails raising questions or concerns about various issues (e.g., SLCPs and black carbon, or other issues); and (4) ongoing management and coordination activities, since the project schedule was originally a 12-month schedule (January-December 2024), but has now been extended into at least mid-2025, based on the current project status and remaining work that still needs to be completed.

Task 1.2 Climate Action Committee Coordination

Per the request of County staff, the Ascent team will perform additional work under Task 1.2 to support County staff in (1) reviewing, commenting, and preparing material for staff reports to the Climate Action Committee (CAC); (2) preparing PowerPoint slides and giving presentations at CAC meetings; and (3) coordinating with staff on meeting preparation and follow-up items raised in CAC meetings. Additional budget is required because the activities described above were not included in the original scope of work and budgeted hours associated with this task.

Task 1.4 Contingency

This new task will be added to the scope of work to cover unforeseen project needs or ad-hoc requests for Ascent's support on the project. Examples include, but are not limited to, the following: (1) attending meetings not assumed in the scope, (2) making additional rounds of revisions to deliverables not assumed in the scope of work, or (3) drafting responses to comments beyond what was assumed in the scope of work. Ascent will only bill to this task upon authorization/direction of County staff.

