

**AMENDMENT NO. 1
NAPA COUNTY AGREEMENT NO. 220139B**

PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 1 OF NAPA COUNTY AGREEMENT NO 220139B is made and entered into as of this 1st day of November, 2023, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as "COUNTY", and "ENVIRONMENTAL SCIENCES ASSOCIATES, INC.," a California corporation, whose business address is 575 Market St, Ste 3700, San Francisco, CA 94105, hereinafter referred to as "CONTRACTOR."

RECITALS

WHEREAS, COUNTY and CONTRACTOR entered into Napa County Agreement No. 220139B (the "Agreement") on September 14, 2021, for the purpose of assisting the COUNTY with the preparation, review, coordination and processing of an environmental impact report ("EIR") under the California Environmental Quality Act ("CEQA") for a proposed project, submitted by Jackson Family Investments, III LLC ("Project Applicant"), to demolish some existing buildings and develop a 79-room boutique hotel and related infrastructure with restaurant and retail spaces at 3010 North St. Helena Highway, in unincorporated Napa County; and

WHEREAS, COUNTY and CONTRACTOR now wish to amend the Agreement to increase the maximum compensation allowable under this Agreement to add additional analysis in the air quality technical report and further testing to determine the potential significance of archaeological resources on the project site.

TERMS

NOW, THEREFORE, COUNTY and CONTRACTOR amend Agreement No. 220139B as follows:

1. Paragraph 2 of the Agreement is hereby amended to read in full as follows:

Scope of Services.

CONTRACTOR shall provide COUNTY those services set forth in Exhibit A attached to the Agreement and in Exhibit A-1, attached hereto and incorporated by reference herein. ."

2. Paragraph 3, subsection (c) of the Agreement is amended to read in full as follows:
Compensation.

(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b), the maximum payments under this Agreement shall be a total of Three Hundred Seventy-Four Thousand Nine Hundred Ninety-Five dollars (\$374,995) for professional services provided, however,

that such amounts shall not be constructed as guaranteed sums, and compensation shall be based upon services actually rendered.”

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.

ENVIRONMENTAL SCIENCE ASSOCIATES

Daniel Dameron

By: _____
Dan Dameron, Vice President

Albert Cuisinot

By: _____
Albert Cuisinot (Nov 2, 2023 09:48 PDT)
Albert Cuisinot, Chief Financial Officer

“CONTRACTOR”

**NAPA COUNTY, a political subdivision of
the State of California**

By _____
Belia Ramos, Chair
Board of Supervisors

“COUNTY”

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>Laura J. Anderson (e-sign)</u> Deputy County Counsel</p> <p>Date: October 3, 2023</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>
---	--	--



575 Market Street, Suite 3700
San Francisco, CA 94105
415.896.5900 [phone](tel:415.896.5900)
415.896.0332 [fax](tel:415.896.0332)
esassoc.com

September 14, 2023

Napa County Planning, Building and Environmental Services

Attention: Trevor Hawkes
Supervising Planner
1195 Third Street, Suite 210
Napa, CA 94559

Submitted Electronically via Email

RE: Contract Modification Request #1 – Inn at the Abbey Project Environmental Impact Report

Dear Trevor:

Intended for Napa County staff review and approval for work under contract with Napa County, this letter requests a contract modification for the Inn at the Abbey Project (Project) Environmental Impact Report (EIR). The County approved the preliminary approach and scope of work dated July 30, 2021. Since approval of the July 2021 scope, ESA has performed site visits and work related to the Project technical studies, drafted several sections of the Administrative Draft EIR, and attended Project-related meetings. ESA has also performed ongoing Project management-related activities. Based on the results of site visits/technical studies and regulatory developments, ESA is requesting a contract modification to cover additional costs to ensure that the appropriate level of information is included in the Draft EIR. Tasks identified for expanded information and analysis are described below.

Expanded Scope of Work

Task 2 – Technical Studies

Task 2A. Air Quality Analysis

The most recent update to the Bay Area Air Quality Management District (BAAQMD) 2022 CEQA Guidelines (updated April 2023) recommends inclusion of fugitive dust emissions from onsite construction activities in the analysis of annual particulate matter (PM_{2.5}) concentrations as part of a project's construction health risk analysis. Previously, the impact of fugitive dust emissions was considered to be less than significant with implementation of BAAQMD recommended dust control measures¹. In addition, the updated guidelines expand the definition of sensitive receptors to include offsite workers and onsite workers not part of the project being evaluated.

While BAAQMD Guidelines leave it up to the discretion of the lead agency to follow the updated guidelines, the County has decided to amend this scope of work to include fugitive dust emissions with exhaust emissions in evaluating the Project's local risks and hazards impact. To incorporate these changes to the recommendations into the Project's construction health risk assessment at the County's request, ESA will conduct the following tasks:

¹ Quantification of fugitive dust is not required for the comparison of a project's construction-related criteria air pollutants to the BAAQMD's mass emissions thresholds for construction.

1. Estimate fugitive dust emissions from grading, bulldozing, demolition and material transfer activities during the demolition, site preparation and grading phases using methodology consistent with CalEEMod.
2. Expand the receptor grid in the dispersion model to include offsite workers.
3. Model onsite fugitive dust emissions as an additional area source to estimate concentrations at all offsite receptors.
4. Estimate health risk and hazards to workers using parameters from BAAQMD and OEHHA.
5. Identify mitigation measures if impacts are found to be significant.
6. Estimate mitigated fugitive dust emissions and mitigated health risks.

The results of the preceding tasks would be documented in the air quality technical report. ESA requests an additional \$9,600 to support Task 2A.

Task 2D. Archaeological Resources

On July 20, 2023, ESA conducted a surface survey of the project site. ESA identified the following:

- Potential cultural materials were found at the location of a documented pre-contact archaeological site at parcels 022-130-023 and 022-130-024.
- A concentration of obsidian flakes (50+) was identified that may be associated with the previously documented site (a diffuse obsidian lithic scatter).
- The previously documented site has not been evaluated for California Register of Historical Resources eligibility.
- One previously documented bedrock milling station is mapped adjacent to the recorded resource, but just outside of the project site.
- Midden soil reported during prior study of the diffuse lithic scatter.
- A pre-contact archaeological site with similar attributes is mapped on parcels 022-220-028 and -029 and has been determined not eligible for the National Register of Historic Places.

As a result of the findings of the initial surface survey, ESA proposes the following expanded scope of work to conduct further testing to determine the potential significance of archaeological resources on the project site that could be disturbed by development of the Project:

1. **Testing Plan Development** – ESA will develop an archaeological testing plan that entails field investigation and outlines subsequent reporting needs at the location of the previously documented archaeological site on parcels 022-120-023 and -024. The plan would examine obsidian deposits and the associated soil matrix for evidence of cultural processes and aim to test spatial association between any culturally generated obsidian deposits and the nearby documented bedrock milling station. The testing plan would be designed to focus on areas that would be disturbed during Project construction and operation, and sensitive nearby agricultural areas would be avoided. ESA will confirm proposed testing areas and methodologies with the Project applicant prior to conducting any subsurface work on the project site. It is anticipated that subsurface work would be conducted by hand and disturbance of paved surfaces would not be required.
2. **Archaeological Testing** – Testing at parcels 022-130-023 and -024 would determine the presence or absence of culturally modified materials and, if present, determine if they qualify as a historical resource pursuant to CEQA.

Testing would consist of a Registered Professional Archaeologist (RPA) completing a series of up to 12 testing units to determine if the cultural materials are eligible on the bases that they are 1) associated with events that have made a significant contribution to the broad patterns of local or regional history or the cultural heritage of California and United States, and/or 2) have yielded, or have the potential to yield, information important to the prehistory or history of the local area, California, or the United States. As described above, ESA will focus testing efforts outside of nearby sensitive agricultural operations and on areas proposed for Project development. All conclusions of significance would be completed in coordination with Napa County.

ESA recommends the testing be completed in coordination with a culturally affiliated Native American representative of the area. This scope includes budget for one Native American representative to be present during testing.

3. **Reporting** – ESA will draft a results report that includes a determination of significance based on the professional judgement of the RPA, with consideration of input from the Native American representative. If the testing determines that the cultural materials do not qualify as a historical resource (i.e., are not culturally modified materials), then the Project may continue with a less-than-significant finding for cultural resources. Mitigation may be recommended that includes monitoring during ground disturbing activities and/or actions to follow in the event of additional cultural resources identification outside of the tested areas.

If the testing determines that the cultural materials qualify as a historical resource, then the Project may also continue with a less-than-significant finding for cultural resources. Mitigation may be recommended that includes data recovery according to the provisions of Public Resources Code Section 21083.2.

If the testing determines that the cultural materials also qualify as a tribal cultural resource based on consultation with the culturally affiliated Native American representative, additional consultation with the Native American representative would be required to further determine the finding and any mutually agreeable mitigation measures.

ESA requests an additional **\$18,335** to support Task 2D. This amount includes up to \$1,265 of reimbursable expenses (e.g. testing supplies, mileage, etc.) and \$1,776 for subconsultant costs related to proposed tribal monitoring.

Task 3 – Administrative Draft EIR

ESA will compile the information from the tasks above into the Air Quality and Cultural and Tribal Cultural Resources sections of Administrative Draft EIR. Where potentially significant impacts are identified, the Administrative Draft EIR will identify proposed mitigation measures to reduce the severity of those impacts. Mitigation measures will be reviewed with the project applicant and County staff to ensure their feasibility prior to publication of the Draft EIR. ESA requests an additional **\$4,800** to support Task 3.

Task 6 – Project Management and Meeting Attendance

In addition to the data organization effort described above, additional project management and meeting time is required to incorporate the additional information and support the completion of Draft EIR. Administrative tasks and senior review hours accompany the expanded air quality and archaeological resources scopes. Considered together, ESA requests an additional **\$3,844** to support Task 6.

Revised Cost Estimate

Table 1 summarizes the total revised cost estimate of **\$374,995**, a cost increase of **\$36,579** from the original (July 2021) proposed scope of work.

TABLE 1
REVISED COST ESTIMATE AUGUST 2023

TASK		2021 COST	2023 COST	COST CHANGE
ESA Labor				
1	Project Kick-Off	960	960	-
2	Technical Studies	52,375	77,269	24,894
3	Administrative Draft EIR	106,845	111,645	4,800
4	Public Draft EIR	33,025	33,025	-
5	Administrative Draft & Final EIR	36,190	36,190	-
6	Project Management & Meeting Attendance	48,270	52,114	3,844
	ESA Labor Subtotal	277,665	311,203	33,538
Direct Costs / Reimbursables				
	Printing, Deliveries, Technical Equipment, etc.	1,754	3,019	1,265
Subconsultants				
	Subconsultant W-Trans (Traffic/Transportation)	58,997	58,997	-
	Tribal Monitor	-	1,776	1,776
	Project Total	338,416	374,995	36,579

ESA can begin work on the modified scope immediately upon written approval of the above scope/cost and a signed contract modification agreement. Please feel free to contact us at (510) 463-6737 if you have any questions or would like additional information about this contract modification request.

Sincerely,



Jill Feyk-Miney
Project Manager
jfeyk-miney@esassoc.com



Elizabeth Kanner
Project Director
EKanner@esassoc.com









FINAL_220139B Amendment 1 w SOW - Environmental Sciences Associates

Final Audit Report

2023-11-02

Created:	2023-11-02
By:	Logan Sakai (lsakai@esassoc.com)
Status:	Signed
Transaction ID:	CBJCHBCAABAATNKabRGRaydUumJdgP9IrYNKgQ0A7G7E

"FINAL_220139B Amendment 1 w SOW - Environmental Sciences Associates" History

-  Document created by Logan Sakai (lsakai@esassoc.com)
2023-11-02 - 1:31:03 AM GMT
-  Document emailed to Daniel Dameron (ddameron@esassoc.com) for signature
2023-11-02 - 1:31:34 AM GMT
-  Email viewed by Daniel Dameron (ddameron@esassoc.com)
2023-11-02 - 3:20:15 AM GMT
-  Document e-signed by Daniel Dameron (ddameron@esassoc.com)
Signature Date: 2023-11-02 - 3:37:15 PM GMT - Time Source: server
-  Document emailed to Albert Cuisinot (acuisinot@esassoc.com) for signature
2023-11-02 - 3:37:16 PM GMT
-  Email viewed by Albert Cuisinot (acuisinot@esassoc.com)
2023-11-02 - 4:48:26 PM GMT
-  Document e-signed by Albert Cuisinot (acuisinot@esassoc.com)
Signature Date: 2023-11-02 - 4:48:42 PM GMT - Time Source: server
-  Agreement completed.
2023-11-02 - 4:48:42 PM GMT



Powered by
Adobe
Acrobat Sign