

AMENDMENT NO. 3

NAPA COUNTY AGREEMENT NO. 240241B

PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 3 TO NAPA COUNTY AGREEMENT NO. 240241B is made and entered into as of this 5th day of August, 2025, 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, on December 17, 2024, COUNTY and CONTRACTOR amended the Agreement 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.; and

WHEREAS, on May 6, 2025, COUNTY and CONTRACTOR amended the Agreement to increase the maximum compensation allowable under this Agreement to add services for legal support and outside counsel services in preparing the RCAAP as well as the CEQA document selected by Napa County for review of the environmental effects of the RCAAP. This would include legal support by reviewing and providing feedback on the administrative and screen check drafts of the draft and final RCAAP, administrative and screen check drafts of the CEQA document, reviewing public comments received by the County on the RCAAP and the CEQA document and providing legal support in drafting responses to such comments, and interfacing with Ascent and County staff and officials, including, as needed, attendance at public meetings and/or closed sessions of the decisionmakers.

WHEREAS, COUNTY and CONTRACTOR now wish to amend the Agreement to increase the maximum compensation allowable under this Agreement by \$130,000 and to add services for the preparation of an Initial Study (IS) checklist and a Mitigated Negative Declaration (MND), assuming the IS concludes that any potential environmental impacts related to RCAAP implementation can be mitigated to a less-than-significant level. Additional services would include continued project management and coordination, meetings support, assessing potential environmental impacts and recommending feasible mitigation measures for potentially significant impacts. Environmental factors that may be affected by RCAAP implementation include Air Quality/Greenhouse Gas Emissions, Biological Resources, Cultural Resources, Energy, Noise and Vibration, and Transportation. Project deliverables will include an IS administrative draft, IS public draft, MND, administrative draft response to comments memorandum, final

response to comments memorandum, mitigation and monitoring and reporting program, and hearing and approval support.

TERMS

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

1. Paragraph 1 "Term of the Agreement" is amended to extend the expiration date from December 31, 2025 to June 30, 2027.

2. Paragraph 2 is hereby amended to read in full as follows:

Scope of Services. CONTRACTOR shall provide COUNTY those services set forth in Exhibits "A" and "A-1" and "A-2" and "A-3" 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.

3. Paragraph 3 is amended to read in full as follows:

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" and "B-2" and "B-3", 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 Six Hundred Seventy-Seven Thousand Six Hundred Seventy Dollars (\$677,670) 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.

4. Except as provided herein, the terms and provisions of the Agreement shall remain in full force and effect.

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IN WITNESS WHEREOF, this Amendment No. 3 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 _____
ANNE COTTRELL, Chair
Board of Supervisors

"COUNTY"

<p>APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u>McKayla McMahon</u> Deputy County Counsel</p> <p>Date: <u>July 17, 2025</u> Doc.No. 134978</p>	<p>APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS</p> <p>Date: _____</p> <p>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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EXHIBITS "A3" & "B3"
SCOPE OF WORK AND COMPENSTATION



July 9, 2025

Jesse Gutiérrez
Planning, Building, & Environmental Services, Napa County
1195 Third Street, Suite 210
Napa, CA 94559
via email: Jesse.Gutierrez@countyofnapa.org

Subject: Amendment #3 for the Napa County Regional Climate Action and Adaptation Plan (Agreement No. 240241B)

Dear Mr. Gutiérrez:

Ascent appreciates this opportunity to submit a scope of work to assist with California Environmental Quality Act (CEQA) compliance for the Napa County Regional Climate Action and Adaptation Plan (RCAAP). In February of 2025, Ascent prepared a CEQA approach memorandum (pursuant to Phase 4, Task 2 of our existing contract) that outlines the need for CEQA documentation in accordance with the CEQA Guidelines; documents CEQA Guidelines Section 15183.5 requirements and streamlining benefits; and identifies a range of potential CEQA documentation pathways for the RCAAP. Among the potential CEQA compliance approaches outlined in the memo was preparation of an Initial Study/Mitigated Declaration (IS/MND), pursuant to Appendix G of the CEQA Guidelines. On Friday, June 27, 2025, the Climate Action Committee approved staff's recommendation to initiate preparation of an IS/MND for the RCAAP.

The Ascent team has prepared the enclosed scope of work to address the preparation of an IS/MND for the RCAAP. This effort is scoped as a new task under Phase 4 of our existing contract. Ascent's principal-in-charge (Honey Walters) and project director (Erik de Kok) will continue to provide oversight and project coordination. CEQA lead (Greta Brownlow) and CEQA planner (Jessica Babcock) will lead the execution of the scope of work described in the attached materials.

We look forward to our continued collaboration on this important project. If you have any questions regarding the enclosed scope of work and cost estimate, please feel free to contact us.

Sincerely,

A blue ink signature of Honey Walters.

Honey Walters
Principal
p: 916.930.3184
e: Honey.Walters@ascent.inc

A blue ink signature of Greta Brownlow.

Greta Brownlow
Environmental Planning Services Director
p: 510.206.3603
e: Greta.Brownlow@ascent.inc

Attachments:

- A Scope of Work
- B Price Proposal

ATTACHMENT A

PROPOSED SCOPE OF WORK

NAPA COUNTY REGIONAL CLIMATE ACTION AND ADAPTATION PLAN

INITIAL STUDY

AGREEMENT NO. 240241B, AMENDMENT #3

INTRODUCTION

The adoption of the RCAAP is considered a project under the California Environmental Quality Act (CEQA) (Public Resources Code, Section 21000 et seq.), and preparation of an appropriate environmental document is required to analyze the potential environmental impacts of RCAAP implementation. CEQA documentation is also required for the RCAAP to be considered a qualified GHG reduction plan, as defined in Section 15183.5(b) of the CEQA Guidelines (California Code of Regulations, title 14, division 6, section 15000 et seq.). Preparation of a GHG reduction plan that demonstrates compliance with the requirements of CEQA Guidelines Section 15183.5(b) is a stated objective of the RCAAP, providing a mechanism for member agencies to streamline the analysis and mitigation of GHG emissions for future discretionary projects subject to CEQA within participating Napa County jurisdictions.

Adoption of the RCAAP by local jurisdictions in the JPA would be a discretionary action by a public agency that could cause a direct, or reasonably foreseeable, indirect, physical change in the environment. CEQA requires that, unless determined to be exempt from CEQA, agency decisions to approve such actions be informed by analyzing the project's potential environmental impacts, including those related to implementation of measures and actions to reduce GHG emissions and adapt to climate change. While the adoption of a plan to reduce GHG emissions and adapt to climate change would be largely beneficial to member agencies and the environment of the region, there may be adverse environmental consequences that result from the implementation of individual measures and actions.

Ascent understands that Napa County will assume the Lead Agency role with other jurisdictions in the JPA acting as Responsible Agencies. To ensure that the RCAAP can be efficiently adopted and effectively implemented, we recommend that the Responsible Agencies be actively engaged in the scoping, preparation, and review of the environmental document through active consultation with the Lead Agency and targeted outreach within their own jurisdictions. When approving the project, the decision-making bodies of the Responsible Agencies would consider the Lead Agency's environmental document prior to acting upon or approving the project. Pursuant to CEQA Guidelines 15096, each Responsible Agency would certify that its decision-making body reviewed and considered the information contained in the environmental document; affirm that the environmental document is adequate; adopt mitigation and/or alternatives to address any significant impacts; and make its own findings and issue its own approvals for the project, including the adoption of a Mitigation Monitoring and Reporting Program. In the spirit of producing and certifying a single environmental document for the RCAAP, a joint process for scoping and review of the environmental document would be established to ensure ongoing continuity and collaboration.

PROPOSED SCOPE OF WORK

Pursuant to the direction of the Napa Climate Action Committee, an Initial Study (IS) checklist will be prepared to determine whether implementing the RCAAP would have a significant impact on the environment. Assuming the IS concludes, based on substantial evidence, that any potential environmental impacts related to RCAAP implementation can be mitigated to a less-than-significant level, a Mitigated Negative Declaration (MND) would be prepared. The IS/MND would include a description of the RCAAP, identification of baseline environmental setting conditions, and identification of environmental effects. The analysis would include a checklist for each resource that mirrors the sample environmental checklist provided in Appendix G of the CEQA Guidelines, with brief discussions to substantiate the conclusions reached for each threshold.

Following the preparation of the proposed IS/MND, the document would be submitted to the State Clearinghouse for a 30-day public review, and Ascent would assist with the preparation of a Notice of Intent to Adopt a Mitigated Negative Declaration, which would be provided to the public, Responsible and Trustee Agencies, and the County Clerk. Although there is no obligation to provide written responses to the comments received during this review period, Ascent strongly recommends doing so to create a complete public record. After considering input received during public review, Ascent will finalize the document. The IS/MND would be adopted by the decision-making body of the Lead and Responsible Agencies prior to approving the RCAAP if they find, on the basis of the whole record before them (including the IS and any comments received), that there is no substantial evidence that the project will have a significant effect on the environment and that the MND reflects the agency's independent judgment and analysis (CEQA Guidelines Section 15074).

The detailed subtasks required to complete this scope of work are outlined below.

Phase 3: Coordination

Task 1: Coordination

Subtask 1.1: Project Management and Coordination

This existing task would be expanded to include ongoing RCAAP project management activities for an additional six months, along with coordination with the CEQA management team and internal team members, and coordination between the Ascent and County teams. Ascent's environmental staff would be available to participate in up to 10 meetings.

Phase 4: California Environmental Quality Act

Task 2: Initial Study

Subtask 2.1: Administrative Draft Initial Study

Under this subtask, Ascent will prepare an initial draft of the IS for internal review. The IS will objectively evaluate the environmental effects of the types of projects anticipated to be necessary to implement the RCAAP, as described above. The level of analysis and degree of impacts will vary depending upon the environmental topic but will be sufficient to provide the “substantial” evidence to support the responses, consistent with CEQA requirements and prior legal direction from the courts. The analysis will not speculate on the individual environmental impacts of specific future projects or improvements, unless specific project details (e.g., project location and size) are available. For each resource section, Ascent will assess potential environmental impacts and recommend feasible mitigation measures for potentially significant impacts. While all Appendix G topics will be covered in the IS, resource areas of particular importance, which could result in significant impact, are described in further detail below.

Air Quality/Greenhouse Gas Emissions

A brief description of applicable federal, state, and local regulations, regional and local conditions within the project area (e.g., attainment designations, existing sources), and the current state of climate change science will be presented. Because RCAAP measures have been designed to reduce GHG emissions, it is expected that measures will result in a net reduction in GHG emissions. The IS will identify sections of the RCAAP where these reductions have been quantified to confirm that these reductions have been adequately substantiated. The IS will also assess the potential for implementation of RCAAP measures and actions to generate air quality and GHG emissions during construction and operation.

Biological Resources

Ascent will compile, review, and analyze existing documentation pertinent to the biological resources within the project area, including reviewing and incorporating as appropriate the information contained in studies initiated by the County. The IS will describe the potential presence of any plant or wildlife species or their habitat considered rare, endangered, threatened, or sensitive by governmental agencies (e.g., California Department of Fish and Wildlife, U.S. Fish and Wildlife Service), or species that otherwise meet the definition of rare or endangered under CEQA. The IS will identify possible biological resource impacts that may occur with implementation of the GHG reduction measures and recommend mitigation measures to reduce impacts. Because it is anticipated that sufficient certainty in implementation details will not be available to inform meaningful quantification, no quantification of disturbance areas or habitat affected is proposed.

Cultural Resources

Ascent will review the proposed GHG reduction measures for the potential to result in impacts to historical, archaeological, or tribal cultural resources, or disturb human remains. Ascent will recommend mitigation to reduce potential impacts upon the discovery of previously unknown resources.

It is assumed that the County will be responsible for Assembly Bill (AB) 52 tribal consultation requirements. If requested, Ascent staff can draft consultation letters and participate in meetings with tribal representatives.

Energy

The IS will consider the potential energy consumption (e.g., gas and electric) of proposed measures and will analyze whether this would constitute a wasteful, inefficient, or unnecessary consumption of energy.

Noise and Vibration

The existing noise environment and applicable local noise and vibration standards will be briefly summarized for the environmental setting based on available documentation. No noise measurements are proposed. The section will provide a qualitative analysis of noise impacts from the implementation of GHG reduction measures upon existing sensitive receptors. Construction and operation-related noise impacts will be qualitatively described. Noise impacts related to construction and/or operations will be identified, and mitigation will be recommended where necessary.

Transportation

The IS will evaluate the potential for impacts resulting from the implementation of transportation-related improvement measures. Because the RCAAP is not anticipated to generate substantial travel, no transportation modeling is proposed. Where vehicle miles traveled reductions are assumed in the GHG emission modeling of the RCAAP, these reductions will be disclosed in the analysis. Mitigation measures will be recommended to reduce the potential for significant impacts.

Ascent Deliverables

- ✓ Administrative draft IS (electronic)

County Responsibilities

- ✓ One consolidated, nonconflicting set of comments on the administrative draft IS in strikethrough/underline (electronic)
- ✓ AB 52 notification

Subtask 2.2: Public Draft Initial Study

Ascent will revise the IS based on the comments provided on the administrative draft and prepare a public IS/MND. Ascent will assist the County with submitting these documents to the State Clearinghouse for a 30-day review. Ascent assumes that these documents will need to be formatted to be compliant with the Web Content Accessibility Guidelines (WCAG) developed by the World Wide Web Consortium.

Note: For the purpose of this scope, it is assumed that the IS will support the preparation of an MND. If significant and unavoidable impacts are identified, we will advise the County on potential options to proceed with CEQA evaluation. If significant impacts are identified that cannot be reduced to a less-than-significant level through incorporation of feasible mitigation measures, Ascent will work with County staff to determine the level of effort required to prepare an alternate CEQA document (e.g., focused Environmental Impact Report) and identify any necessary updates to the scope of this task and associated budget.

Ascent Deliverables

- ✓ Public draft IS (electronic)
- ✓ Mitigated Negative Declaration (electronic)

County Responsibilities

- ✓ Publication and distribution of the public draft IS/MND

Subtask 2.3: Response to Comments

Following public review, Ascent will coordinate with the County, which will collect public and agency comments received on the IS/MND and provide them to Ascent. We will prepare responses to the comments. The responses are assumed to require only clarification and/or explanation of the analysis and conclusions in the IS/MND without the need to revise the analysis or perform additional modeling. We will prepare a draft response to comments in a technical memorandum and will submit it to the County. After up to two rounds of review, we will prepare a final technical memorandum. As noted above, public circulation of responses to comments is not required for an IS/MND; therefore, the memorandum will serve as part of the administrative record but will not be released for public review. Since the type and volume of comments received cannot be known at this time, this scope assumes 135 hours for review and consideration of comments received on the IS/MND. If a high volume of comments is received and additional budget is needed for review and response, Ascent will coordinate with the County on the need for an additional contract amendment.

Ascent will also assist in preparation of the required noticing. The County will be responsible for distributing the Notice of Intent to Adopt an MND to the public, county clerk, and appropriate agencies. It is assumed that the County will also be responsible for posting the notice in a newspaper of general circulation in the county.

Ascent Deliverables

- ✓ Administrative draft Response to Comments Memorandum (electronic)
- ✓ Final Response to Comments Memorandum (electronic)

County Responsibilities

- ✓ One consolidated, nonconflicting set of comments on the administrative draft Response to Comments Memorandum in strikethrough/underline (electronic)
- ✓ Distribution of the Notice of Intent to Adopt an MND

Subtask 2.4: Hearing and Approval Support

The Ascent environmental team will support County staff in preparing reports, presenting, and be available to respond to any CEQA-related questions at a Climate Action Committee hearing or up to six public hearings by local legislative bodies, where the CAP will be considered for adoption.

Ascent will also assist the County and Responsible Agencies with the design and preparation of a Mitigation Monitoring and Reporting Program that clearly identifies any mitigation measures applicable to each agency in the implementation of the RCAAP measures. Preparation of Findings is not included in this scope.

Ascent Deliverables

- ✓ Mitigation Monitoring and Reporting Program (electronic)

SCHEDULE

The enclosed scope of work can be completed approximately 9-10 months from notice to proceed.

Work Product/Milestone	Duration	Estimated Due Date
2.1 Administrative Draft Initial Study	4 months from Notice to Proceed	Late Fall 2025
Comments on Administrative Draft Initial Study	6 weeks	Early Winter 2026
2.2 Public Draft Initial Study	4 weeks	Winter 2026
Release of Initial Study and Public Review	4 weeks	Late Winter/Early Spring 2026
2.3 Response to Comments	4 weeks	Spring 2026
Task 2.4 Hearing and Approval Support	4 weeks	Spring 2026

ATTACHMENT B
PRICE PROPOSAL
NAPA COUNTY REGIONAL CLIMATE ACTION AND ADAPTATION PLAN
INITIAL STUDY
AGREEMENT NO. 240241B, AMENDMENT #3

The proposed price for the RCAAP Initial Study is presented on the enclosed spreadsheet.

ASSUMPTIONS

1. **Time and Materials:** Work is authorized on a time-and-materials basis and will be billed monthly.
2. **Price and Staff Allocation to Tasks.** Labor and other direct costs have been allocated to tasks to determine the total budget. Ascent may reallocate costs and labor resources, as needed, as long as the total contract price is not exceeded.
3. **Billing Rates.** Costs were determined based on the proposed scope of work and Ascent's current billing rates. Any budget augmentations or contract amendments in subsequent years will be calculated using updated billing rates, unless precluded by contract terms.

Amendment #3 Budget

NAPA COUNTY REGIONAL CLIMATE ACTION AND ADAPTATION PLAN

7/9/2025

REGIONAL CLIMATE ACTION AND ADAPTATION PLAN										
Task 1:	Project Orientation	Price	Hours	Waters	Project Director/Manager	Stepanovich	Horn	Stover/Law	Babcock	Qian
	Project Orientation	\$	-	0	0	0	0	0	0	0
Subtotal, Task 1		\$	0	0	0	0	0	0	0	0
Task 2: Emissions Forecasts										
	Emissions Forecasts	\$	-	0	0	0	0	0	0	0
Subtotal, Task 2		\$	0	0	0	0	0	0	0	0
Task 3: GHG Reduction Measures										
	GHG Reduction Measures	\$	-	0	0	0	0	0	0	0
Subtotal, Task 3		\$	0	0	0	0	0	0	0	0
Task 4: Adaptation Measures										
	Adaptation Measures	\$	-	0	0	0	0	0	0	0
Subtotal, Task 4		\$	0	0	0	0	0	0	0	0
Task 5: Implementation and Monitoring Plan										
	Implementation and Monitoring Plan	\$	-	0	0	0	0	0	0	0
Subtotal, Task 5		\$	0	0	0	0	0	0	0	0
Task 6: RCAP Document Preparation										
	RCAP Document Preparation	\$	-	0	0	0	0	0	0	0
Subtotal, Task 6		\$	0	0	0	0	0	0	0	0
PHASE 2: PUBLIC OUTREACH										
Task 1: PUBLIC OUTREACH										
	Public Outreach	\$	-	0	0	0	0	0	0	0
Subtotal, Task 1		\$	0	0	0	0	0	0	0	0
PHASE 3: COORDINATION										
Task 1: COORDINATION										
	Coordination	\$	-	0	0	0	0	0	0	0
Subtotal, Task 1		\$	0	0	0	0	0	0	0	0
PHASE 4: CALIFORNIA ENVIRONMENTAL QUALITY ACT										
Task 1: CEQA APPROACH MEMO										
	CEQA Approach Memo	\$	-	0	0	0	0	0	0	0
Subtotal, Task 1		\$	0	0	0	0	0	0	0	0
Task 2: INITIAL STUDY										
	Initial Study	\$	-	0	0	0	0	0	0	0
Subtotal, Task 2		\$	0	0	0	0	0	0	0	0



Subtotal, Task 2		\$	90,100	514	5	10	10	3	44	137	0	0	5	131	110	9	50	0
LABOR SUBTOTAL		\$	130,000	693	1.6	70	70	3	60	169	0	0	5	131	110	9	50	0
		\$	5,740			\$ 19,250	\$ 9,800	\$ 585	\$ 18,000	\$ 32,955	\$ -	\$ -	\$ 775	\$ 19,450	\$ 14,850	\$ 1,125	\$ 7,250	\$ -

TOTAL PRICE	\$	130,000
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23-2017 - Agreement 240241B

Final Audit Report

2025-07-21

Created:	2025-07-21
By:	Tasha Marshall (Tasha.Marshall@ascent.inc)
Status:	Signed
Transaction ID:	CBJCHBCAABAAxbxz2Iz91iEj5_dIWOWAwHozgiHQrG_E8

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