

**NAPA COUNTY AGREEMENT NO. 170684B
AMENDMENT NO. 5**

PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 5 OF NAPA COUNTY AGREEMENT NO. 170684B is made and entered into as of this _____ day of _____, 2026, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as “COUNTY”, and HUMANE SOCIETY OF NAPA COUNTY & SPCA, INC. (Napa Humane), 501(c)(3) nonprofit corporation, whose mailing address is P.O. Box 695, Napa, CA 94559, hereinafter referred to as “CONTRACTOR”;

RECITALS

WHEREAS, COUNTY and CONTRACTOR entered into Napa County Agreement No.170684B (the “Agreement”) on December 20, 2016, to provide, at discounted rates, spay and neuter services, as well as any other authorized and recommended veterinary care services, for all animals in the care of COUNTY, as authorized by Government Code section 31000; and

WHEREAS, the Agreement was amended on March 10, 2020, to increase compensation, amended on April 20, 2021, to extend the term of the Agreement, amended on April 19, 2023 to revise the scope of work and increase compensation, and amended on April 23, 2024 to increase compensation; and

WHEREAS, CONTRACTOR continues to operate the only large scale low cost spay/neuter and veterinary care services clinic (the “Clinic”) in Napa County, California; and

WHEREAS, COUNTY continues to require low cost spay/neuter and veterinary care for domestic animals in the custody and for the benefit of COUNTY, continues to offer a program of providing vouchers for County residents with domestic animals to obtain spay or neuter services for free or reduced cost in the interest of population control, continues to desire on-site and off-site veterinary and animal behavior services offered by CONTRACTOR to maximize care for animals in the custody of the Animal Shelter and for community spay and neuter services; and

WHEREAS, the intake of animals in the care of the COUNTY increased by 31% between 2023 and 2025, and the average daily population increased by 35% during the same time period; and

WHEREAS, COUNTY and CONTRACTOR now desire to amend the Agreement to increase maximum compensation to address demand for services.

TERMS

NOW, THEREFORE, the Agreement is amended as follows:

Agreement No. 170684B, Amendment #5
Humane Society of Napa County & SPCA, Inc.

1. Paragraph 3(c) is hereby amended to read in full as follows:

3. **Compensation.**

(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b), the maximum payments under this Agreement for professional services and expenses shall be a total of THREE HUNDRED THIRTY THOUSAND DOLLARS (\$330,000) per fiscal year; 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.

2. **Electronic Signatures.** This Amendment may be executed by electronic signature(s) and transmitted in a portable document format (“PDF”) version by email and such electronic signature(s) shall be deemed original for purposes of this Amendment and shall have the same force and effect as a manually executed original.

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3. Except as provided in paragraphs 1 and 2 above, the terms and provisions of the Agreement shall remain in full force and effect.

IN WITNESS WHEREOF, this Amendment No. 5 was executed by the parties hereto as of the date first above written.

HUMANE SOCIETY OF NAPA COUNTY & SPCA, INC

By *Wendi Piscia*
WENDI PISCIA, Executive Director

By *Kathy Millich*
KATHY MILLICH, President, Board of Directors

"CONTRACTOR"

NAPA COUNTY, a political subdivision of
the State of California

By _____
AMBER MANFREE, Chair, Board of Supervisors

"COUNTY"

APPROVED AS TO FORM Office of County Counsel By: Sabrina S. Wolfson Deputy County Counsel Date: February 19, 2026	APPROVED BY THE NAPA COUNTY BOARD OF SUPERVISORS Date: _____ Processed By: _____ Deputy Clerk of the Board	ATTEST: NEHA HOSKINS Clerk of the Board of Supervisors By: _____
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