

**NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT
AMENDMENT NO. 2 TO AGREEMENT NO. 210378B (FC)**

PROFESSIONAL SERVICES AGREEMENT

This AMENDMENT NO. 2 (“Amendment No. 2”) TO NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT AGREEMENT NO. 210378B (FC) ("Agreement") is made and entered into effective as of March 26, 2026, by and between the Napa County Flood Control and Water Conservation District, a special district of the State of California ("DISTRICT"), and Pacific Tree Care, a division of the J. Allan Schneider Corp, whose mailing address is PO Box 34 Calistoga, CA 94515 (CONTRACTOR"). DISTRICT and CONTRACTOR may be referred to below individually as "Party" and collectively as "Parties."

RECITALS

WHEREAS, on March 2, 2021, the DISTRICT advertised a Request For Proposals (RFP) for general landscape and maintenance services; Pacific Tree Care was selected through the RFP process; and

WHEREAS, DISTRICT and CONTRACTOR entered into the Agreement as of June 8, 2021, and amended the Agreement on November 26, 2024; and

WHEREAS, the Agreement provides for CONTRACTOR to assist DISTRICT to provide general maintenance and landscaping services including vegetation management, tree removal, and additional related services; and

WHEREAS, DISTRICT wishes to continue to receive these services from CONTRACTOR and CONTRACTOR is willing to continue to provide such services related to the DISTRICT’S programs; and

WHEREAS, DISTRICT and CONTRACTOR now desire to modify the provisions of the Agreement to extend the term of the Agreement to June 30, 2026, with optional renewal.

TERMS

NOW, THEREFORE, DISTRICT and CONTRACTOR hereby agree to amend the Agreement as follows:

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

Term of the Agreement. The term of this Agreement shall commence on the date first above written and shall expire on June 30, 2026, 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 DISTRICT 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). The term of this Agreement shall be automatically renewed for an additional year at the end of each fiscal year, under the terms and conditions then in effect, not to exceed four (4) additional years, unless either party gives the other party written notice of intention not to renew no less than thirty (30) days prior to the expiration of the then current term. For purposes of this Agreement, "fiscal year" shall mean the period commencing on July 1 and ending on June 30.

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

3. This Amendment No. 2 may be executed in counterparts, which when taken together, shall constitute a single signed original as though all Parties had executed the same page.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

IN WITNESS WHEREOF, this Amendment No. 2 is executed by DISTRICT and by CONTRACTOR through its duly authorized officers.

PACIFIC TREE CARE

By Jacob Schneider
JACOB I. SCHNEIDER, Owner/President

“CONTRACTOR”

NAPA COUNTY FLOOD CONTROL AND WATER
CONSERVATION DISTRICT, a special district of
the State of California

By _____
SCOTT SEDGLEY, Chairperson of the Board of
Directors

"DISTRICT"

<p>APPROVED AS TO FORM Office of District Counsel</p> <p>By: <u>Shana A. Bagley</u> Deputy County Counsel</p> <p>Date: <u>March 19, 2026</u> [Doc No 13114674]</p>	<p>APPROVED BY THE BOARD OF DIRECTORS OF THE NAPA COUNTY FLOOD CONTROL AND WATER CONSERVATION DISTRICT</p> <p>Date: _____ Processed By: _____</p> <p>_____ Deputy Secretary of the District Board</p>	<p>ATTEST: Neha Hoskins Secretary of the District Board</p> <p>By: _____</p>
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