

AMENDMENT NO. 1
TO
NAPA COUNTY AGREEMENT NO. 230255B
PROFESSIONAL SERVICES AGREEMENT

THIS AMENDMENT NO. 1 (“Amendment”) **OF NAPA COUNTY AGREEMENT NO. 230255B** is made as of this 12th day of September 2023, by and among NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as “COUNTY,” and CAL ENGINEERING & GEOLOGY, a California corporation, whose business address is 785 Ygnacio Valley Road, Walnut Creek, California, 94596, hereinafter referred to as “CONTRACTOR,” and HALEY & ALDRICH, INC., a Delaware corporation, whose mailing address is 70 Blanchard Road Suite 204 Burlington, MA 01803, hereinafter referred to as “ASSIGNEE,” and collectively referred to as “Parties.”

RECITALS

WHEREAS, by Napa County Agreement No. 230255B (hereinafter referred to as “Agreement”), COUNTY engaged the services of CONTRACTOR to obtain specialized services, as authorized by Government Code section 31000, in order to provide geotechnical engineering, materials testing, and construction inspection support services for various projects for Napa County; and

WHEREAS, pursuant to Exhibit “G,” attached hereto and incorporated herein by this reference, COUNTY has been notified that CONTRACTOR has been acquired by ASSIGNEE, and CONTRACTOR’s name shall be changed to ASSIGNEE’s name effective December 30, 2022; and

WHEREAS, the assignment of the Agreement to ASSIGNEE will not result in any interruption of services for COUNTY, and ASSIGNEE will maintain CONTRACTOR’s current office; and

WHEREAS, ASSIGNEE and CONTRACTOR have requested that COUNTY consent to the assignment in writing; and

WHEREAS, CONTRACTOR, and ASSIGNEE agree to assign the Agreement from CONTRACTOR to ASSIGNEE and COUNTY consents to the assignment; and

WHEREAS, the Parties now desire to amend the Agreement to modify and add to the Scope of Work of the Project and increase the compensation to reflect such changes.

NOW, THEREFORE, COUNTY and CONTRACTOR hereby amend the Agreement as follows:

1. The record of the assignment of Agreement, attached hereto as Exhibit “G,” is hereby added to the Agreement and incorporated by this reference.

2. As of December 30, 2022, all references in the Agreement and this Amendment to “CONTRACTOR” shall be interpreted to mean “ASSIGNEE.”

3. As of December 30, 2022, all payments made by COUNTY under the Agreement shall be rendered to ASSIGNEE and no payments shall be rendered to CONTRACTOR.

4. Subparagraph (c) of Paragraph 3 of the Agreement is amended to read in full as follows:

(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b) or any other provision of this Agreement, the maximum payments under this Agreement shall be **SEVEN HUNDRED FIFTY THOUSAND DOLLARS (\$750,000)** for professional services per fiscal year; 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.

5. Except as provided in paragraphs 1 through 4, above, all other provisions of the Agreement shall remain in full force and effect as previously approved.

IN WITNESS WHEREOF, this Amendment No. 1 to Napa County Agreement No. 230255B was executed by the parties hereto as of the date first above written.

[REMAINDER OF PAGE LEFT BLANK INTENTIONALLY]

CAL ENGINEERING & GEOLOGY

By *Phillip Gregory*
PHILLIP GREGORY, President

By *Kimberly D. Coleman*
KIMBERLY COLEMAN, Controller

“CONTRACTOR”

HALEY & ALDRICH, INC., a Delaware Corporation

By *Patricia E. McKee*
PATRICIA MCKEE, Secretary

By *Scott Zorn*
SCOTT ZORN, West Business Unit Manager

“ASSIGNEE”

NAPA COUNTY, a political subdivision of the State of California

By _____
BELIA RAMOS, Chair
Board of Supervisors

“COUNTY”

<p>“COUNTY” APPROVED AS TO FORM Office of County Counsel</p> <p>By: <u><i>Ryan FitzGerald (e-sign)</i></u> Deputy County Counsel</p> <p>Date: <u>August 23, 2023</u></p> <p>PL No.: 99299</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 "G"

LETTER ADVISING CHANGE OF OWNERSHIP



Haley & Aldrich and Cal Engineering & Geology Plan to Join Forces, Enhancing Geotechnical and Environmental Services for California Clients and Communities

December 01, 2022 09:10 AM Eastern Standard Time

BURLINGTON, Mass.--(BUSINESS WIRE)--Haley & Aldrich, a national environmental and engineering consultancy, announced today it is acquiring Cal Engineering & Geology (CE&G), a Northern California-based geotechnical engineering consultancy. Together, CE&G and Haley & Aldrich will effectively support the renewal of important infrastructure and work to prepare communities and businesses for a resilient future.

The acquisition unites Haley & Aldrich's nationwide environmental and geotechnical engineering expertise — which includes extensive seismic and resilience engineering experience — with CE&G's regional geotechnical water infrastructure, transportation, and municipal practices. This combination strengthens both firms' abilities to help clients address pressing geotechnical, environmental, and sustainability issues, taking projects from planning through design and implementation.

"California has significant climate change and environmental challenges as well as ambitious improvement goals for its aging infrastructure," said Shawn Fiore, Haley & Aldrich's president and CEO. "With our combined expertise and presence in the state, we can provide the leadership needed to address those challenges and help our clients and communities prepare for a more resilient future."

CE&G's clients will gain access to Haley & Aldrich's nationwide team of more than 800 environmental and geotechnical consultants, who offer wide-ranging market experience as well as service capabilities that include emerging contaminant investigation and remediation, deep foundation design, water resource protection and development, and resilience engineering. Haley & Aldrich clients will benefit from CE&G's in-depth California geotechnical and geo-civil expertise, as well as its cutting-edge remote sensing and applied-geographic information systems modeling.

"Both Haley & Aldrich and CE&G appreciate innovation and technical excellence as essential to creating pragmatic, sustainable solutions for California's unique leadership role in developing resilient communities," said Phil Gregory, CE&G's president and CEO. "Our companies fit together not just because of our complementary services but because we both believe in truly listening to clients and then finding and implementing a course of action that meets their big-picture goals."

About Haley & Aldrich

Haley & Aldrich, Inc. is committed to delivering the value our clients need from their capital, operations, and environmental projects. Our one-team approach allows us to draw from our more than 800 engineers, scientists, and constructors in 35 offices for creative collaboration and expert perspectives. Since our founding in 1957, we have had one goal in all we do:

to deliver long-term value efficiently, no matter how straightforward or complex the challenge. Visit haleyaldrich.com.

About Cal Engineering & Geology

Established in 1993, Cal Engineering & Geology, Inc. (CE&G) is a full-service geotechnical and civil consulting, design, construction management, and inspection firm headquartered in Walnut Creek, California, and maintains offices in Hayward and San José, California. CE&G has a 29-year track record of working with public and private industry clients throughout Northern California, completing more than 400 infrastructure improvement and renewal projects. Visit caleng.com.

Contacts

Media

media@haleyaldrich.com