

**AMENDMENT NO. 2
NAPA COUNTY AGREEMENT NO. 200199B**

PROFESSIONAL SERVICES AGREEMENT

THIS AMENEMENT NO. 2 OF NAPA COUNTY AGREEMENT NO. 200199B (the Agreement)(previously referred to as Napa County Agreement No. 200199C) is made and entered into as of this _____ day of _____, 2025, by and between NAPA COUNTY, a political subdivision of the State of California, hereinafter referred to as “COUNTY”, and Land Logistics, Inc., an S-Corporation whose mailing address is 216 F Street #38, Davis, CA 95616, hereinafter referred to as “CONTRACTOR”;

RECITALS

WHEREAS, COUNTY and CONTRACTOR entered into Napa County Agreement No. 200199C on November 25, 2019, to obtain specialized services, as authored by Government Code section 31000, in order to conduct annual SMARA (Surface Mining and Reclamation Act) lead agency inspections required under Public Resources Code Section 2774 for the Syar Napa Quarry Facility (Mine ID #91-28-0004) and associated Surface Mining Permit (#P08-00337-SMP) (the Project); and

WHEREAS, in May of 2022, COUNTY and CONTRACTOR amended the Agreement to increase the maximum compensation payable to CONTRACTOR for services during Fiscal Year 2022/2023 and future fiscal years, and to extend the term of the Agreement; and

WHEREAS, COUNTY and CONTRACTOR now wish to amend the Agreement to increase the maximum compensation payable to CONTRACTOR for services during Fiscal Year 2025/2026 and future fiscal years; and

WHEREAS, COUNTY and CONTRACTOR now wish to amend the Agreement to extend the term of the Agreement.

TERMS

NOW, THEREFORE, the Agreement is amended as follows:

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

1. Term of the Agreement. The term of this Agreement shall commence on the date first above written and shall expire on June 30, 2026, 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 COUNTY 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 extend two (2) 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 the purposes of this Agreement, "fiscal year" shall mean the period commencing on July 1 and ending on June 30.

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

2. Scope of Services. CONTRACTOR shall provide COUNTY those services set forth in Exhibit "A", attached to Agreement No. 200199B and Exhibit "A-1", attached hereto, incorporated by reference herein.

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

3. Compensation.

(c) Maximum Amount. Notwithstanding subparagraphs (a) and (b), the total maximum payments under this Agreement shall be a total of One Hundred Fifteen Thousand and Seventy-Four Dollars and No Cents (\$115,074.00) for professional services; provided, however, that such amounts shall not be construed as guaranteed sums, and compensation shall be based upon services actually rendered.

[Rest of Page Intentionally Left Blank]

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

IN WITNESS WHEREOF, this Agreement was executed by the parties hereto as of the date first above written.

LAND LOGISTICS, INC.

By B. Millar
BRIAN MILLAR, President and Secretary

"CONTRACTOR"

NAPA COUNTY

By _____
ANNE COTRELL, 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: <u>May 28, 2025</u></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>
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EXHIBIT “A-1”

SCOPE OF WORK

CONTRACTOR shall provide COUNTY with the following services:

I. DESCRIPTION OF SERVICES

See Attached. For purposes of this Exhibit “A-1”, references in the Attachment to Land Logistics, Inc. shall mean CONTRACTOR.

II. COMPLIANCE WITH GOVERNMENT CODE SECTION 7550. As required by Government Code section 7550, each document or report prepared by CONTRACTOR for or under the direction of COUNTY pursuant to this Agreement shall contain the numbers and dollar amounts of the Agreement and all subcontracts under the Agreement relating to the preparation of the document or written report. The Agreement and subcontract dollar amounts shall be contained in a separate section of the document or written report. If multiple documents or written reports are the subject of the Agreement or subcontracts, the disclosure section may also contain a statement indicating that the total contract amount represents compensation for multiple documents or written reports.

Proposal to County of Napa for Continued Annual SMARA Inspection Services/SMARA Services for the Syar/Vulcan Materials Napa Quarry Facility Mine CA MINE ID# 91-28-0004



INTRODUCTION AND APPROACH

Project Understanding

The Surface mining and Reclamation Act (SMARA) of 1975 (SMARA Public Resources Code [PRC] § 2710 *et seq.*) prohibits surface mining operations in California without first obtaining lead agency approval of a reclamation plan and submitting financial assurances sufficient to reclaim the site in accordance with the reclamation plan. Reclamation plans describe, in detail, how lands disturbed by mining activities will be reclaimed to a condition that is readily adaptable for



alternative land uses following the completion of surface mining activities. Financial assurances are required to guarantee that sufficient funds would be available for the lead agency to reclaim disturbed lands in accordance with the approved reclamation plan should the mining operator fail to do so. Financial assurances are required to be reviewed annually by the lead agency to determine adequacy based on annual changes in the amount of land that is subject to reclamation and changes to reclamation costs.

The County of Napa serves as the lead agency under SMARA for the Syar Napa Quarry Mine (CA MINE ID# 91-28-0004) currently operated by Vulcan Materials (formerly Syar Industries). The County of Napa desires that a minimum of two field inspections be conducted of the site for the 2025 SMARA cycle beginning in mid-December and a second inspection prior to April 30, 2026.

There is one (1) mine site within the County of Napa, which produces quarry rock, and is currently active as it was recently permitted by the County and is currently on the State of California's AB3098 List (dated May 6, 2025).

This scope of services is submitted in response to the County's request for Land Logistics to provide SMARA lead agency support services and technical support related to the mining operation under the jurisdiction of the County of Napa. The inspections would commence with the 2025 annual SMARA inspections pursuant to the requirements outlined for the SMARA annual inspections as required under Public Resources Code Section §2774. (b), which requires that the lead agency shall conduct an inspection of a surface mining operation within six (6) months of receipt by the lead agency of the surface mining operation's report submitted pursuant to Section 2207 for compliance with the provisions of SMARA. It is assumed that the annual reporting operations reports (MRRC-2) were received by the County of Napa by July 1, 2025.



Land Logistics understands that achieving compliance requires sensitivity to the perspective of operational and reclamation issues important to the mining operators while meeting the permitting and reporting requirements.

Land Logistics team members have extensive experience working at the local level to achieve compliance in a changing regulatory environment. Land Logistics understands that such tasks sometimes require sensitivity and finesse to achieve compliance with permit conditions and SMARA requirements. Land Logistics also understands that mining operators with limited resources require creative solutions to

achieving compliance with permit conditions and SMARA requirements.

Land Logistics maintains an excellent working relationship with the Department of Conservation – Division of Mine Reclamation (DMR) and the State Mining and Geology Board (SMGB). (In fact, our proposed lead staff on this project, Nash Gonzalez, completed service as the Chair of the SMGB in 2015.) Land Logistics staff has been viewed as agency staff by the Division of Mine Reclamation and the SMGB with no perception of conflicts of interest on the part of DMR and the SMGB. Land Logistics cooperative working relationships with DMR, mine operators, and lead agencies in the past have been a vital thread in achieving compliance with SMARA, while serving the needs and objectives of all parties, including the lead agencies and the mine operators. This is due to both Land Logistics having expertise in the field of SMARA and having personnel with work experience in local municipalities, thus understanding the local issues and agency objectives and practices.

The assignment will involve conducting detailed annual field inspections of the Syar Napa Quarry Facility Mine operated by Vulcan Materials that is subject to SMARA and preparing mine inspection reports utilizing the most current state-approved inspection forms (Form MRRC-1). The mining inspection reports will include the operational status of the mine, the mine's compliance with requirements of SMARA, and its approved reclamation plan and Conditions of Approval. Prior to field inspections Land Logistics will conduct a detailed review of the financial assurances for the mine operations and will review the mining plan, interim management plan, reclamation plan, and conditions of approval. Following the field inspection, Land Logistics will determine the adequacy of the financial assurances. Land Logistics understands that a review of pertinent documents will occur at the County of Napa, Planning, Building and Environmental Services office located at 1195 Third Street, Napa, California. This includes a review of the annual cost estimates provided by the operator to verify the adequacy of the financial assurances.

The following mine operation is within Napa County's Lead Agency Authority under SMARA:

1. *Syar Napa Quarry Facility Mine*

CA MINE ID# 91-28-0004

SCOPE OF WORK/METHODOLOGY

Task 1 – Review of Current entitlements

Prior to commencement of the individual mine inspection, Land Logistics will review the project file(s) of the mining operation subject to SMARA, including entitlements (use permits), reclamation plans, plan amendments, mining plans, interim management plan and all conditions of approval, as well as prior inspection reports prepared by the County. This review will serve as a baseline for conducting the inspection as well as any adjustments to the financial assurances. Land Logistics, under this task will review the County's files so that the information that has been submitted during the past year(s) is provided to Land Logistics. This will allow consistency between Land Logistics' files and those of the County of Napa.

Task 2 – Review of Financial Assurances

Land Logistics will conduct a review of current financial assurances for the subject mine for consistency with the provisions of SMARA and the approved reclamation plans. This will include a review to determine the solvency of the bond, letter of credit or cash surety. For bonds, Land Logistics will verify the financial strength of the surety bond companies issuing the financial assurance mechanism. Land Logistics will also verify that the issuer of financial assurances is approved by the Department of Conservation – Division of Mine Reclamation. This task is to be completed following the inspection. The annual inspection shall serve as the baseline for the Financial Assurance Cost Estimate review. Additionally, Land Logistics personnel will review the annual financial assurance cost estimates (FACE) provided by the operator to the County, along with the reclamation plan, mining plan, and conditions of approval to determine the adequacy of the financial assurance amounts. Land Logistics staff will file the approved FACE with the Department of Conservation along with the revised financial assurances.

Task 3 – Mine Inspection

Land Logistics will inspect the mine site as requested by the County of Napa by December 31, 2019, and within six (6) months of the receipt of the surface mining operations report (MRRC-2 reporting form) submitted by the operator pursuant to Public Resources Code Section 2707. Additionally, Land Logistics will conduct one (1) subsequent inspection as requested by the County no later than March 1, 2020, for a total of two (2) inspections within a twelve (12) month period.

Task 4 – SMARA Report Preparation / Submittal

Within ninety (90) days of completing the inspections, Land Logistics will prepare and submit all reports, including the required FACE to the County for filing with the State of California utilizing the current Department of Conservation – Division of Mine Reclamation's form MRRC-1, noting Land Logistics' findings of the inspection. If the County so chooses, Land Logistics will file, on behalf of the County of Napa, the report with the California Department of Conservation – Division of Mine Reclamation (DMR). A copy of the report, along with a cover letter to the Department of Conservation will be submitted to the Planning, Building and Environmental Services Department for its files, distribution to the mine operator and for submittal to the State. In addition, Land Logistics will also provide a detailed explanation of each of the inspection points noted on attached pages to form MRRC-1. This will also include an evaluation and reporting of the financial assurances for the mine. This provides an expanded explanation beyond the standard reporting form, and will provide the Office of Mine Reclamation with

County of Napa Annual SMARA Inspections Scope of Work and Cost Estimate for the Syar Napa Quarry

greater detail of Land Logistics' findings. In addition, Land Logistics also proposes under this task to prepare a written recommendation regarding the release of or adjustments to the financial assurances based on the site conditions observed during the field inspection.

Under this task, Land Logistics will review the reclamation plan, conditional use permit, interim management plan (IMP), and mitigation monitoring conditions for the mine and will include in its SMARA report an analysis of Land Logistics' findings relative to compliance for the mine inspected. Land Logistics will also provide a list of corrective measures should violations of reclamation plans, use permit conditions and mitigation measures be observed. Under "Corrective Measures," Land Logistics will provide a written explanation as to how to correct any deficiencies and establish reasonable time frames for corrections to be implemented. Land Logistics staff will also discuss corrective measures with the operator in the field prior to submitting the reports, thereby allowing the operator to fully understand what is expected.

Land Logistics will file photographs for the mine site in order to document the operation, reclamation of the site and any violations noted. Each photograph will include an explanation of field observations allowing for ease of reference and provides all parties (operator, County and DMR) with specific details of the field inspection.

Land Logistics has provided the County with a scope to conduct the annual inspection(s), which includes the filing of the required annual report to the Office of Mine Reclamation as well as reviewing the financial assurances for compliance (Annual Cost Estimates and Financial Assurance Instruments). Land Logistics personnel will coordinate the inspection with the mine operator and assist the operator, if necessary with the completion of necessary documents for submittal to both the County and the State of California.

Land Logistics has provided the County with a scope to conduct the annual SMARA inspection for the Syar Napa Quarry Facility Mine, which includes the filing of the required annual report to the Division of Mine Reclamation as well as reviewing the financial assurances, including cost estimates for compliance. Land Logistics will also coordinate with County staff and the mine operator on the scheduling of the inspection, and assist the operator with the completion of necessary documents for submittal to both the County and the State of California. This would include providing assistance to the mine operator in the completion of all required documents. Land Logistics will make itself available at the County offices, on a scheduled basis for mine operator and others for technical assistance.

Although Land Logistics staff would not prepare the mine operator's annual report to the State, cost estimates, Bond forms, Reclamation Plans, Interim Management Plans, etc. directly for the mine operator, Land Logistics can provide technical assistance and direction to mine operator on available resources.

Task 5 – Meetings and Conference Calls

Under this task land Logistics personnel will be available for onsite meeting meetings at county offices, or available by telephone for discussions pertaining to mine compliance issues, including discussions with the operator, state and county agencies having oversight over the mine. It is anticipated that there would be a total of three onsite meetings per year. Land Logistics would be physically present and if that is not the case, Land Logistics would be available by telephone for discussions.

Cost Estimate for Annual SMARA Compliance Inspections and Financial Assurances

Task 1 – Pre-Inspection Review Analysis / File Review

Land Logistics will conduct a cursory review of the County's files prior to commencing the inspections for 2025/2026 cycle to review any new materials that may have been submitted to the County that will assist Land Logistics in conducting the inspection. Land Logistics will review any new information, which will serve as a baseline for compliance issues. Land Logistics anticipates approximately six hours of review/ preparation for the mine. This task would also involve the review and copying of pertinent files at the County offices in Napa, CA, and would include review of the following documents:

- Reclamation Plan
- Mining Plan
- Interim Management Plan
- Prior entitlements such as Use Permits and associated Conditions of Approval
- Site Plan and other diagrams (slope details, cross-sections, etc.)
- Prior Inspection Reports
- Geotechnical Studies
- Previously filed MRRC-2 State OMR Reporting Forms (submitted by operator)
- SWPPPs
- Air Quality Reports
- Noise Studies
- And other relevant documents

Land Logistics Cost Estimate: 18 Hours = \$2,970.00 (\$165/hr. * 18 hours)

Total cost estimate for this task = \$2,970.00

Task 2 - Review of Financial Assurance Documents

This task would involve the review of files at the Napa County offices in Napa, CA or those files provided electronically to Land Logistics and would include review of the following documents:

- Mining Plan
- Reclamation Plan
- Conditions of Approval/Mitigation Measures
- Interim Management Plan
- Annual Cost Estimates
- Bond/Letter of Credit/Cash Surety
- Previous filed Financial Assurance Documents

Land Logistics Cost Estimate: 7.0 Hours = \$1,155.00 (\$165/hr. * 7.0 hours)

Total cost estimate for this task = \$1,155.00

Task 3 - Inspections

Inspections for the mine will be conducted by the Project Manager, Nash Gonzalez. Brian Millar, Land Logistics' Principal, may be utilized if designated personnel are unavailable due to unforeseeable circumstances. Land Logistics will maintain the same high level of quality regardless of who performs the inspections.

County of Napa Annual SMARA Inspections Scope of Work and Cost Estimate for the Syar Napa Quarry

The cost of mine inspections would include time for the on-site inspections. Travel time to and from the site would be billed at stated per hour fees.

Land Logistics anticipates four (4.0) hours for each of the two (2) mine inspections, which would include a review of all facilities, erosion control facilities in place or lack thereof, and documentation of inspection, with field notes and digital photos.

Initial Inspections:

Land Logistics Cost Estimate: 4.0 Hours/inspection	=	\$1,320.00 (\$165/hr. * 8.0 hours)
Travel Time 4.0 Hours/mine inspection=		\$1,320.00 (\$165/hr.* 8.0 hours)
Total cost estimate for this Task, which includes 2 inspections =		\$2,640.00

Re-Inspection (if applicable):

*Land Logistics Cost Estimates: 9.5 Hrs. = \$1,567.50 (\$165/hr. * 1.5 hours) plus drive time of 4.0 hours, and 5.5 hours for report, for a total of 9.5 hours.*

Task 4 - Report Preparation

Under this task, Land Logistics Personnel will prepare the MRRC-1 report (updated July 11, 2013 by the SMGB) utilizing field notes and photographs. Land Logistics understands the level of complexity and detail that the State of California is seeking, and for this reason, Land Logistics prepares a very detailed report for submittal to the Division of Mine Reclamation. Land Logistics will provide a description of the mine; related background information, reclamation objective(s), summary of field observations, including disturbed and reclaimed areas, a summary of the financial assurances, and noted violations along with corrective measures. Land Logistics will provide the County of Napa with all required copies of the report, including re-inspection reports. Land Logistics will also provide the County with a cover letter for submission to the Division of Mine Reclamation. In addition, Land Logistics will provide the County with electronic copies of all inspection reports for the County's file. Land Logistics will also file the inspection reports with DMR on behalf of the County removing this task from County staff. It is assumed that one (1) inspection report will be prepared for the site, noting the two (2) inspections, as the report preparation period can be left open for a total of 90 days from the initial inspection. However, if the County chooses, two (2) separate mine inspection reports can be filed with DMR for each of the two (2) inspections to be conducted. It should be noted that the scope provides for the preparation of up to two (2) reports if deemed necessary by the County.

Land Logistics Cost Estimate:

Report Preparation: 14.0 Hrs. /Report = \$4,620.00 (\$165/hr. * 28.0 Hours)

This task includes reproduction/mailing and distribution of report to State DMR, operator and County of Napa

Total cost estimate for this Task = \$4,620.00

Task 5 - Meetings and Telephone Conferences

Under this task Land Logistics personnel will be available for onsite meeting meetings at County offices, or available by telephone for discussions pertaining to mine compliance issues, including discussions with the operator, state and county agencies having oversight over the mine. It is anticipated that there would be a total of three onsite meetings per year. Land Logistics would be physically present and if that is not the case, Land Logistics would be available by telephone for discussions. Land Logistics has budgeted a total of 16 hours for this

County of Napa Annual SMARA Inspections Scope of Work and Cost Estimate for the Syar Napa Quarry

task that would include both onsite and telephone conference calls. In addition to the 16 hours, travel time of 4.0 hrs. has been allotted for up to three on site meetings.

Land Logistics Cost Estimate: 16.0 Hours/meeting	=	\$2,600.00 (\$165/hr. * 16.0 hours)
Travel Time 4.0 Hours/meeting=		\$1,980.00 (\$165/hr. *12.0 hours)
Total cost estimate for this Task =		\$4,580.00

Total Estimated Cost for the Subject Mine: \$ 15,965.00

***Total Cost Not to Exceed \$47,895.00 for a Three (3) Year Period**

**Note this estimate assumes the Syar/Vulcan Napa Quarry Facility Mine to be currently in compliance and on the AB3098 List. Those mine sites in good standing are assumed to have an approved reclamation plan, current financial assurance cost estimates and an approved financial assurance mechanism. It should also be noted that this estimate does not include the cost of a geologist, should one be required to analyze associated geotechnical issues. The proposal assumes that any geological or geotechnical work may be provided by state licensed geologist provided by the operator upon approval by the County of Napa. Additionally, this estimate does not include a re-inspection cost. If a re-inspection should be necessary a fee of \$1,567.00 for each re-inspection shall be charged in addition to the set fee of \$15,965.00*

Project / Budget Assumptions:

The preceding cost estimate is based on the following assumptions:

- A County representative(s) may accompany Land Logistics personnel on all inspections if they choose. This will provide an opportunity for County and Land Logistics personnel to jointly interact with the mine operator and provide for collaborative effort in creating consistency and provide an educational environment for County personnel.
- The estimates for the mine assume the mine and County files to be currently in compliance. The mine site in good standing and is assumed to have an approved reclamation plan, current financial assurance cost estimates and an approved financial assurance mechanism.
- Land Logistics staff can provide limited training to County staff if so desired in the review of Financial Assurance Cost Estimate reviews as well as how to evaluate the adequacy and strength of Financial Assurance Instruments, such as bonds, CD's and letters of credit. It is also assumed that County Personnel shall coordinate all receipts of such documents from mine operators and provide copies to Land Logistics either by US Mail or electronic copy.
- County staff will work with Land Logistics staff where possible to schedule inspection appointments.
- County staff will provide maps and directions to the mine location as needed. The County will provide electronic mapping to Land Logistics wherever possible for inclusion onto the annual inspection reports to file with the State Division of Mine Reclamation (DMR).
- The County of Napa will be responsible for all items not identified in this Scope of Work and Cost Estimate.
- Costs if the mine requires more than one (1) re-inspection beyond the two stated in the scope shall be billed at an hourly rate as established in this proposal.

County of Napa Annual SMARA Inspections Scope of Work and Cost Estimate for the Syar Napa Quarry

- The County of Napa shall request revised financial assurance documents from the mine operator prior to the initiation of Land Logistics work effort on the project. Land Logistics can still commence inspection efforts, however, a violation may be noted along with corrective measures on the inspection report.
- It is assumed that County personnel will take all inquiries from the operator and will assist the operator in providing and submitting all required documentation.
- The operator has filed its annual reports (MRRC-2) with both the Napa County and the Division of Mine Reclamation. And such reports will be provided to Land Logistics prior to commencing project.
- It is assumed that if slope stability issues are encountered in the field, the operator's geologist or other third party geologist and costs of said party to be covered by the operator will be required to conduct a thorough evaluation of the mine and report findings to the County and Land Logistics. In the event that the County is aware of any slope stability issues prior to commencing the inspection efforts, the County shall notify Land Logistics so that this may be considered in the final report.
- Land Logistics meets the minimum qualifications required for this assignment, including the scope of work provided.