

AMENDMENT NO. 2 TO INDEPENDENT CONTRACTOR AGREEMENT
NO. 22C4597

This Amendment No. 2 (“**Amendment**”) shall serve to modify the existing Contract No. 22C4597 (“**Contract**”) between the County of Santa Cruz (“**County**”) and Kimley-Horn and Associates, Inc. (“Kimley-Horn” or “**Contractor**”). County and Contractor may sometimes be referred to in this Amendment collectively as “**Parties**” or individually as “**Party**.”

I. Background.

- a. The Parties entered the Contract effective September 1, 2022.
- b. The Contract was previously amended on April 9, 2024.
- c. The Contractor’s billing rate and fee schedule included services provided by a subconsultant to complete tasks as assigned under the Scope of Work. Subconsultant total costs were less than initially budgeted resulting in a balance of \$30,340.00. The remaining balance needs to be allocated back to the Contractor to cover staff time to ensure completion of the Contract’s Scope of Work.

II. Effective Date of Amendment.

- a. This Amendment shall be effective as of the date fully executed by the Parties (“**Effective Date**”).

III. Changes to Contract.

- a. By executing this Amendment, the Parties agree that the Contract shall be changed in the following manner.
 1. Amend and update Contractor’s fee schedule by appending Exhibit B.2 to the existing Exhibit “B” in the Contract. Exhibit B.2 together with existing Exhibits B and B.1 shall together constitute Exhibit B for the purposes of interpreting the Contract.
- b. All other existing provisions of the Contract not specifically addressed by this Amendment shall remain unchanged and in full force and effect.

IV. Attachments/Exhibits.

The following Exhibits and/or Attachments are attached to this Amendment and hereby incorporated into its terms by this reference as though set forth in full:

- a. Exhibit B.2: Fee Schedule

In Witness Whereof, the Parties have executed this Amendment by their duly authorized officers or representatives.




<u>KIMLEY-HORN & ASSOCIATES, INC.</u> (“Contractor”)	COUNTY OF SANTA CRUZ (“County”)
<p>[Signature of person signing for Contractor]</p> <p>Signed by:  1/28/2025</p> <p>3DA2F372162341F... Frederik Venter, Principal Date</p> <p>2</p>	<p>Matt Machado</p> <p>Deputy CAO, Director of Community Development and Infrastructure</p> <p>_____ Date</p> <p>4</p>
<p>Address: 10 Almaden Blvd, Suite 1250 San Jose, CA 95113</p> <p>Telephone: (669) 800-4146</p> <p>Fax: N/A</p> <p>Email: Frederik.venter@kimley-horn.com</p>	<p>Approved as to Form:</p> <p>Signed by:  1/28/2025</p> <p>D52DC6AA0E74498... Office of County Counsel Date</p> <p>1</p>
<p>DISTRIBUTION: Planning Contractor</p>	<p>Approved as to Insurance:</p> <p>Signed by:  1/28/2025</p> <p>E4EADC5BA53B4DB... Risk Management Date</p> <p>3</p>

Exhibit B.2
Fee Schedule

The Contractor shall perform the duties and tasks assigned in the Scope of Services for a total fee not to exceed \$104,753.02. This includes direct expenses for the project such as in-house duplicating, facsimile, mileage, telephone, postage, in-house blueprinting, and traffic counts. The services will be invoiced and payable monthly on a percent (%) complete basis based on hourly rates as shown below.

Title/Role	Rate	Estimated Total Hours	Estimated Total Cost
Michael Schmitt /PM	\$318.19	235	\$74,788.29
Senior Professional II	\$243.97	89	\$21,730.54
Analyst I	\$129.98	31	\$4,069.19
		Subtotal	
		Subconsultant	\$1,665.00
		Mileage	\$2,500.00
		Total	\$104,753.02

Certificate Of Completion

Envelope Id: 716745F2-2187-45E9-B908-080306E94C85	Status: Completed
Subject: Please Sign: Amendment to Contract No. 22C4597 with Kimley Horn	
Source Envelope: 7B9BE35F-FDDA-4109-B7A1-CB120D9FF4AB	
Document Pages: 3	Signatures: 2
Certificate Pages: 5	Initials: 0
AutoNav: Enabled	Envelope Originator:
Envelopeld Stamping: Enabled	Fernanda Dias Pini
Time Zone: (UTC-08:00) Pacific Time (US & Canada)	701 Ocean Street
	Santa Cruz, CA 95060
	Fernanda.DiasPini@santacruzcountyca.gov
	IP Address: 63.194.190.100

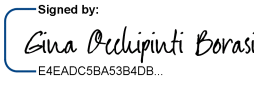
Record Tracking

Status: Original	Holder: Fernanda Dias Pini	Location: DocuSign
1/28/2025 8:58:53 AM	Fernanda.DiasPini@santacruzcountyca.gov	
Security Appliance Status: Connected	Pool: FedRamp	
Storage Appliance Status: Connected	Pool: County of Santa Cruz	Location: DocuSign

Signer Events

Signer Events	Signature	Timestamp
Frederik Venter frederik.venter@kimley-horn.com Vice President, PE # 64621 Kimley-Horn and Associates, Inc Security Level: Email, Account Authentication (None)	 <p>Signed by: 3DA2F372152341F...</p> <p>Signature Adoption: Uploaded Signature Image Using IP Address: 134.238.198.140</p>	<p>Sent: 1/28/2025 9:19:09 AM</p> <p>Viewed: 1/28/2025 9:49:09 AM</p> <p>Signed: 1/28/2025 9:50:53 AM</p>

Electronic Record and Signature Disclosure:
Accepted: 1/28/2025 9:49:09 AM
ID: 689558b6-21a1-4aac-86a0-3447511edbeb

Gina Occhipinti Borasi Gina.Borasi@santacruzcountyca.gov Risk Manager County of Santa Cruz Security Level: Email, Account Authentication (None)	 <p>Signed by: E4EADC5BA53B4DB...</p> <p>Signature Adoption: Pre-selected Style Using IP Address: 63.194.190.100</p>	<p>Sent: 1/28/2025 9:19:09 AM</p> <p>Viewed: 1/28/2025 4:38:33 PM</p> <p>Signed: 1/28/2025 4:38:56 PM</p>
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Electronic Record and Signature Disclosure:
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In Person Signer Events	Signature	Timestamp
Editor Delivery Events	Status	Timestamp
Agent Delivery Events	Status	Timestamp
Intermediary Delivery Events	Status	Timestamp
Certified Delivery Events	Status	Timestamp
Carbon Copy Events	Status	Timestamp
Anais Schenk Anais.Schenk@kimley-horn.com Security Level: Email, Account Authentication (None)	<div>COPIED</div>	Sent: 1/28/2025 9:19:10 AM

Electronic Record and Signature Disclosure:
Not Offered via DocuSign

Carbon Copy Events	Status	Timestamp
<div>Fernanda Dias Pini fernanda.diaspini@santacruzcountyca.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 12/21/2023 10:56:19 AM ID: 4fb54f84-0512-4e30-91c7-e0b27bff8ca2</div>	COPIED	Sent: 1/28/2025 9:19:10 AM
<div>Julie Newbold Julie.Newbold@santacruzcountyca.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 9/12/2022 11:33:15 AM ID: fe6c75a2-4757-41ad-922d-7b7cbc0c9062</div>	COPIED	Sent: 1/28/2025 9:19:10 AM
<div>Mark Connolly Mark.Connolly@santacruzcountyca.gov Principal Planner Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 6/26/2023 7:31:13 AM ID: 290a03d2-85b5-4729-ada1-20dd089c67cd</div>	COPIED	Sent: 1/28/2025 9:19:11 AM Viewed: 1/28/2025 9:41:27 AM
Witness Events	Signature	Timestamp
Notary Events	Signature	Timestamp
Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	1/28/2025 9:19:11 AM
Certified Delivered	Security Checked	1/28/2025 4:38:33 PM
Signing Complete	Security Checked	1/28/2025 4:38:56 PM
Completed	Security Checked	1/28/2025 4:38:56 PM
Payment Events	Status	Timestamps
Electronic Record and Signature Disclosure		

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If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

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If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. Further, you will no longer be able to use the DocuSign system to receive required notices and consents electronically from us or to sign electronically documents from us.

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Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through the DocuSign system all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact County of Santa Cruz:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: nada.algharib@santacruzcounty.us

To advise County of Santa Cruz of your new email address

To let us know of a change in your email address where we should send notices and disclosures electronically to you, you must send an email message to us at nada.algharib@santacruzcounty.us and in the body of such request you must state: your previous email address, your new email address. We do not require any other information from you to change your email address.

If you created a DocuSign account, you may update it with your new email address through your account preferences.

To request paper copies from County of Santa Cruz

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an email to nada.algharib@santacruzcounty.us and in the body of such request you must state your email address, full name, mailing address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with County of Santa Cruz

To inform us that you no longer wish to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your signing session, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an email to nada.algharib@santacruzcounty.us and in the body of such request you must state your email, full name, mailing address, and telephone number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

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- Until or unless you notify County of Santa Cruz as described above, you consent to receive exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you by County of Santa Cruz during the course of your relationship with County of Santa Cruz.