

AMENDMENT NO. 3 TO INDEPENDENT CONTRACTOR AGREEMENT

NO. 19D0322

This Amendment No. 3 (“**Amendment**”) shall serve to modify the existing Independent Contractor Agreement No. 19D0322 (“**Agreement**”) between the County of Santa Cruz (“**County**”) and Kimley-Horn and Associates, Inc. (“**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 into the Agreement effective January 29, 2019.
- b. The Parties previously executed the following amendments to the Contract:
 1. Amendment No. 1, effective June 29, 2019.
 2. Amendment No. 2, effective June 28, 2024.
- c. The Parties agreed to several tasks that were postponed because of the irregular traffic patterns created by summer traffic. The tasks rely on normal traffic patterns that includes schools being in session; however, the Contractor will not be able to complete them until fiscal year 2025. The Contractor also provided staff augmentation until the vacant County staff position was filled in July 2024. Therefore, the Agreement needs to be extended, so the Contractor can complete their studies that rely on normal traffic patterns.

II Effective Date of Amendment.

- a. This Amendment shall be retroactively effective as of July 1, 2024, hereto (“Effective Date”).

III. Changes to Agreement.

- a. By executing this Amendment, the Parties agree that the Contract shall be changed in the following manner.
 1. Section 2 “Compensation” shall be decreased by \$100,000 to a new not-to-exceed total of \$100,000 annually.
 2. Section 3 “Term” shall be modified to extend the expiration of the agreement to June 30, 2025.
- b. All other existing provisions of the Contract not specifically addressed by this Amendment shall remain unchanged and in full force and effect. In the event of a conflict between the language of this Amendment and the Contract or any previous amendment of the Contract, the language of this Amendment shall control.

| | |
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| <u>KIMLEY-HORN AND ASSOCIATES, INC.</u> (“Contractor”) | COUNTY OF SANTA CRUZ (“County”) |
| <p>[Signature of person signing for Contractor]</p> <div data-bbox="321 489 500 579"> <p>Signed by:</p>  <p>3DA2F372152341F...</p> </div> <p style="text-align: right;">3/14/2025</p> <hr/> <p>Frederik Venter, Vice President Date</p> <p>2</p> | <p>Matt Machado</p> <p>Deputy CAO, Director of Community Development and Infrastructure</p> <hr/> <p style="text-align: right;">Date</p> <p>4</p> |
| <p>Address: 100 West San Fernando Street San Jose, CA 95113</p> <p>Telephone: (669) 800-4146</p> <p>Fax:</p> <p>Email: frederik.venter@kimley-horn.com</p> | <p>Approved as to Form:</p> <div data-bbox="925 709 1182 800"> <p>Signed by:</p>  <p>D52DC6AA0E74498...</p> </div> <p style="text-align: right;">3/5/2025</p> <hr/> <p>Office of County Counsel Date</p> <p>1</p> |
| <p>DISTRIBUTION: Community Development and Infrastructure Contractor</p> | <p>Approved as to Insurance:</p> <div data-bbox="925 926 1117 1016"> <p>Signed by:</p>  <p>E4EADC5BA53B4DB...</p> </div> <p style="text-align: right;">3/15/2025</p> <hr/> <p>Risk Management Date</p> <p>3</p> |

Certificate Of Completion

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| Subject: Complete with Docusign: Amendment No. 3 19D0322 Kimley Horn and Associates, Inc.pdf | |
| Source Envelope: | |
| Document Pages: 2 | Signatures: 3 |
| Certificate Pages: 6 | Initials: 0 |
| AutoNav: Enabled | Envelope Originator: |
| EnvelopeId Stamping: Enabled | Rosa Ortiz-Rocha |
| Time Zone: (UTC-08:00) Pacific Time (US & Canada) | 701 Ocean Street |
| | Santa Cruz, CA 95060 |
| | Rosa.Ortiz-Rocha@santacruzcountyca.gov |
| | IP Address: 63.194.190.100 |

Record Tracking

| | | |
|--------------------------------------|--|--------------------|
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| Security Appliance Status: Connected | Pool: FedRamp | |
| Storage Appliance Status: Connected | Pool: County of Santa Cruz | Location: Docusign |

Signer Events

| Signature | Timestamp |
|---|--|
| <p>Natalie Kirkish</p> <p>Natalie.Kirkish@santacruzcountyca.gov</p> <p>County Counsel</p> <p>Security Level: Email, Account Authentication (None)</p> | <p>Sent: 3/5/2025 2:31:04 PM</p> <p>Viewed: 3/5/2025 3:48:51 PM</p> <p>Signed: 3/5/2025 3:51:06 PM</p> |

Signed by:



D52DC6AA0E74498...

Signature Adoption: Pre-selected Style

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ID: b763e46b-8c75-436f-b147-3f5717480ab2

Frederik Venter


frederik.venter@kimley-horn.com

SVP, PE # 64621

Kimley-Horn and Associates, Inc

Security Level: Email, Account Authentication (None)

Signed by:



3DA2F372152341F...

Signature Adoption: Uploaded Signature Image

Using IP Address: 165.1.214.167

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Resent: 3/14/2025 10:52:11 AM

Viewed: 3/14/2025 11:51:28 AM

Signed: 3/14/2025 11:52:22 AM

Electronic Record and Signature Disclosure:

Accepted: 3/14/2025 11:51:28 AM

ID: 1e9473dc-0f02-4d3c-9012-c04f0ecfe6ca

Gina Borasi

Gina.Borasi@santacruzcountyca.gov

Risk Manager

County of Santa Cruz

Security Level: Email, Account Authentication (None)

Signed by:



E4EADC5BA53B4DB...

Signature Adoption: Pre-selected Style

Using IP Address: 24.6.202.106

Sent: 3/14/2025 11:52:23 AM

Viewed: 3/15/2025 1:37:03 PM

Signed: 3/15/2025 1:37:25 PM

Electronic Record and Signature Disclosure:

Accepted: 12/18/2023 9:38:58 AM

ID: 5f1392e5-7eb7-47e8-b6a6-baa8d5c3b8c6

Rosa Ortiz-Rocha

rosa.ortiz-rocha@santacruzcountyca.gov

Executive Secretary

County of Santa Cruz

Security Level: Email, Account Authentication (None)

Sent: 3/15/2025 1:37:26 PM

Viewed: 3/17/2025 8:57:39 AM

Electronic Record and Signature Disclosure:

Accepted: 1/29/2024 10:02:47 AM

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| Signer Events | Signature | Timestamp |
|--|------------------|---------------------|
| Matt Machado Matt.Machado@santacruzcountyca.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 3/1/2022 8:22:46 AM ID: 82550d6a-8dcd-4ff4-b394-1d902bcd64c7 | | |
| 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 |
| CBD eSignature cbd.esignature@santacruzcountyca.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 6/20/2024 3:08:48 PM ID: 4b7794de-1393-406f-a9a3-56a92d4b90d7 | | |
| DPW Accounts Payable DPWAccounts.Payable@santacruzcountyca.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 2/23/2025 11:39:48 PM ID: 072b42a8-50ee-43f9-8bc9-d6f31365d3ac | | |
| Michele Suttora Michele.Suttora@santacruzcountyca.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 3/1/2022 8:20:18 AM ID: 7f34d27a-8b16-475d-8339-490100c382b4 | | |
| Russell Chen Russell.Chen@santacruzcountyca.gov Security Level: Email, Account Authentication (None) Electronic Record and Signature Disclosure: Accepted: 5/28/2024 2:45:01 PM ID: dd4239eb-891a-46fc-bef5-58f89df6d44b | | |
| Witness Events | Signature | Timestamp |
| Notary Events | Signature | Timestamp |
| Envelope Summary Events | Status | Timestamps |
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| Payment Events | Status | Timestamps |

Electronic Record and Signature Disclosure

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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.

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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..

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The minimum system requirements for using the DocuSign system may change over time. The current system requirements are found here: <https://support.docusign.com/guides/signer-guide-signing-system-requirements>.

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To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please confirm that you have read this ERSD, and (i) that you are able to print on paper or electronically save this ERSD for your future reference and access; or (ii) that you are able to email this ERSD to an email address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format as described herein, then select the check-box next to 'I agree to use electronic records and signatures' before clicking 'CONTINUE' within the DocuSign system.

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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.