

**AMENDMENT NO. 5 TO AGREEMENT A4382G
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND PMA CONSULTANTS, LLC.**

This Amendment No. 5 (Amendment), effective as of the date it is fully executed by the Parties, amends the terms and conditions of the Standard On-Call Consultant Agreement A4382G (Agreement) dated July 27, 2020, Amendment No. 1 dated June 14, 2022, Amendment No. 2 dated March 6, 2023, Amendment No. 3 dated January 23, 2024, and Amendment No. 4 dated September 24, 2024 between SANTA CLARA VALLEY WATER DISTRICT (Valley Water) and PMA CONSULTANTS, LLC., (Consultant), collectively, the Parties.

RECITALS

WHEREAS, the Consultant is currently providing On-Call Third Party Internal Auditor services; and

WHEREAS, the Parties desire to increase the Not-To-Exceed fee to provide funds for Consultant to continue performing on-call third-party internal auditor services for the audit and advisory services to the Internal Audit Program and to make administrative changes.

NOW, THEREFORE, in consideration of the mutual promises and agreements stated herein and notwithstanding anything to the contrary stated in the Agreement, District and Consultant hereby agree to amend the Agreement as follows:

1. Standard On-Call Consultant Agreement, Section Twelve, Miscellaneous Provisions, subsection 23. Schedule and Attachments, is amended to state as follows:

“23. Schedules and Attachments

Schedule OC, Scope of Services, and the following listed Attachments are incorporated herein by this reference as though set forth in full:

Revised Attachment One to Schedule OC - Fees and Payments (REVISED)
Revised Attachment Two to Schedule OC - Schedule of Completion (UNCHANGED)
Attachment Three to Schedule OC - Consultant's Key Staff and Subconsultants (REVISED)
Attachment Four to Schedule OC - Reference Materials (UNCHANGED)”

2. Revised Schedule OC, Attachment One, Fees and Payments, subsection 1. is amended to state as follows:

“1. Total Authorized Funding

Total payment for Services performed, to the satisfaction of Valley Water, as described in the Schedule and in all approved Task Orders will not exceed a total amount of **\$1,300,000** (Not-to-Exceed Fees or NTE). Under no conditions will the total compensation to the Consultant exceed this NTE payment amount without prior written approval in the form of an amendment to this Agreement executed by Valley Water's Board of Directors (Board), or Chief Executive Officer, or designee, as authorized by the Board. It is understood and agreed that this total is an estimate, and the total amount of Services to be requested by Valley Water may be less. **There is no guarantee, either expressed or implied, as to the actual dollar amount that will be authorized pursuant to this Agreement.”**

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3. Revised Schedule OC, Attachment One, Fees and Payments, Hourly/Unit Rate Schedule. is amended to state as follows on the next page:

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CLASSIFICATION/STAFF	HOURLY/UNIT RATE YEAR 1 Effective 7/27/20	HOURLY/UNIT RATE YEAR 2	HOURLY/UNIT RATE YEAR 3	HOURLY/UNIT RATE YEAR 4 Effective 3/6/23	HOURLY/UNIT RATE YEAR 5	HOURLY/UNIT RATE YEAR 6 Effective 1/10/25	HOURLY/UNIT RATE YEAR 7
Consultant(s): PMA Consultants , LLC							
Lead Auditor, Mike Brown	\$274	\$281	\$288	\$297	\$306	\$314	\$322
Lead Auditor, Angel Ripepi	---	---	---	---	---	\$324	\$334
Lead Auditor, Andrew Chattaway	---	---	---	---	---	\$324	\$334
Lead Auditor, Christine Beckwith	---	---	---	---	---	\$277	\$285
Team Auditor, Ezra Mitchell	---	---	---	---	---	\$195	\$201
Team Auditor, Matt Helner	---	---	---	---	---	\$201	\$207
Team Auditor, Jim Bergman	---	---	---	---	---	\$208	\$214
Team Auditor, Sean Hashemian	---	---	---	---	---	\$255	\$263
Subconsultant(s): Colorado Independent Consultants Network, LLC							
Team Auditor	\$165	\$169	\$173	\$179	\$185	\$242	\$248
Subconsultant(s): Tanner Pacific, Inc.							
Lead Auditor, John Mahoney	\$285	\$292	\$299	\$308	\$318	\$326	\$335
Lead Auditor, EJ Shalaby	---	---	---	---	---	\$289	\$298
Lead Auditor, Jonathan Tristao	---	---	---	---	---	\$272	\$280
Lead Auditor, Youseff Elkassis	---	---	---	---	---	\$247	\$254
Lead Auditor, Alfred Pedroza,	---	---	---	---	---	\$329	\$338
Auditor, Ben Pare	---	---	---	---	---	\$147	\$152
Auditor, Claudia Guiliana	---	---	---	---	---	\$198	\$204
Auditor, Andre Belanich	---	---	---	---	---	\$205	\$211
Auditor, Frederick Ghosn	---	---	---	---	---	\$225	\$232

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4. Attachment Three to Schedule OC, Consultant's Key Staff and Subconsultants is amended to state as follows:

"1. Consultant's key staff assigned to the Project are as follows:

Team Member	Classification	Project Role	Contact Information
Mike Brown	Managing Director	Lead Auditor/ Project Manager	4251 Kipling Street, Ste. 230 Wheatridge, CO 80033 mbrown@pmaconsultants.com (702) 624-2401
Angel Ripepi		Lead Auditor	4251 Kipling Street, Ste. 230 Wheatridge, CO 80033 aripepi@pmaconsultants.com
Andrew Chattaway		Lead Auditor	4251 Kipling Street, Ste. 230 Wheat Ridge, CO 80033 achattaway@pmaconsultants.com
Christine Beckwith		Lead Auditor	4251 Kipling Street, Ste. 230 Wheat Ridge, CO 80033 cbeckwith@pmaconsultants.com
Ezra Mitchell		Auditor	4251 Kipling Street, Ste. 230 Wheatridge, CO 80033 emitchell@pmaconsultants.com
Matt Helner		Auditor	4251 Kipling Street, Ste. 230 Wheat Ridge, CO 80033 mhelner@pmaconsultants.com
Jim Bergman		Auditor	4251 Kipling Street, Ste. 230 Wheat Ridge, CO 80033 jbergman@pmaconsultants.com
Sean Hashemian		Auditor	4251 Kipling Street, Ste. 230 Wheat Ridge, CO 80033 shashemian@pmaconsultants.com

2. The following Subconsultants are authorized to perform Services on this Agreement:

Firm	Team Member	Project Role	Contact Information
Tanner Pacific, Inc.	John Manoney	Lead Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 jmahoney@tannerpacific.com (605) 585-4484
Tanner Pacific, Inc.	EJ Shalaby	Lead Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 eshalaby@tannerpacific.com

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Tanner Pacific, Inc.	Jonathan Tristao	Lead Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 jtristao@tannerpacific.com
Tanner Pacific, Inc.	Youseff Elkassis	Lead Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 yelkassis@tannerpacific.com
Tanner Pacific, Inc.	Alfred Pedroza	Lead Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 apedroza@tannerpacific.com
Tanner Pacific, Inc.	Ben Pare	Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 bpere@tannerpacific.com
Tanner Pacific, Inc.	Claudia Guiliana	Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 cgiuliano@tannerpacific.com
Tanner Pacific, Inc.	Andre Belanich	Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 abelanich@tannerpacific.com
Tanner Pacific, Inc.	Frederick Ghosn	Auditor	751 Laurel Street, Suite 609 San Carlos, CA 94074 fghosn@tannerpacific.com
Colorado Independent Consultants Network, LLC	John Olenberger	Auditor	8100 East 32nd Avenue Denver, CO 80238 jolenberger@cicn.biz (303) 333-8989
Colorado Independent Consultants Network, LLC	Andre Fall	Auditor	8100 East 32nd Avenue Denver, CO 80238 afall@cicn.us

5. All other terms and conditions of the Agreement A4382G, Amendment No. 1, Amendment No. 2, Amendment No. 3, and Amendment No. 4 not otherwise amended as stated herein remain in full force and effect.

(SIGNATURES FOLLOW ON NEXT PAGE)

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IN WITNESS WHEREOF, THE PARTIES HAVE SET FORTH BELOW THEIR CONSENT TO THE TERMS AND CONDITIONS OF THIS AMENDMENT NO. 4 TO AGREEMENT A4382G THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.

SANTA CLARA VALLEY WATER DISTRICT
Valley Water

By: _____
Tony Estremera
Chair, Board of Directors

Date: _____

ATTEST:

Candice Kwok-Smith
Clerk, Board of Directors

PMA CONSULTANTS, LLC.
Consultant

DocuSigned by:
By: W. Michael Brown
W. Michael Brown
Managing Director

Date: 11/13/2025

Consultant's Address:
4251 Kipling Street, Ste. 230
Wheat Ridge, CO 80033

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