

**AMENDMENT NO. 2 TO AGREEMENT A4570A
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND SJOBERG EVASHENK CONSULTING, INC.**

This Amendment No. 2 (Amendment), effective as of the date it is fully executed by the Parties, amends the terms and conditions of the Standard Consultant Agreement A4570A (Agreement) dated November 23, 2021, and as amended through Amendment No 1. Dated September 24, 2024 between SANTA CLARA VALLEY WATER DISTRICT (District or Valley Water) and SJOBERG EVASHENK CONSULTING, INC., (Consultant), collectively, the Parties.

RECITALS

WHEREAS, the Consultant is currently providing Board Audit Consultant Services; and

WHEREAS, the Agreement currently expires on November 22, 2025; and

WHEREAS, the Parties desire to amend the Agreement to extend the agreement term and to increase the Not-to-Exceed fee to allow the Consultant to continue to provide board audit consultant services to the Board of Directors' Audit Committee, and make administrative updates.

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. Agreement, Standard Admin-GEN Consultant Agreement, Section Twelve, Miscellaneous, subsection 23. Schedule(s) and Attachments is amended to state as follows:

“23. Schedule(s) and Attachments

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

Revised Attachment One to Schedule Admin-GEN Scope of Services, Fees and Payments (REVISED)
Revised Attachment Two to Schedule Admin-GEN Scope of Services, Schedule of Completion (REVISED)
Attachment Three to Schedule Admin-GEN Scope of Services, Consultant's Key Staff and Subconsultants (UNCHANGED)
Attachment Four to Schedule Admin-GEN Scope of Services, Reference Materials (UNCHANGED).”

2. Attachment One to Schedule Admin-Gen, Fees and Payments, paragraphs 1 and 2 are 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(s) will not exceed a total amount of **\$1,400,000.00** (Not-to-Exceed or NTE Fee). Under no conditions will the total compensation to Consultant exceed NTE Fee 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.

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2. Cost Breakdown

The NTE compensation of this Agreement consists of the following task fee breakdown. No Services will be performed or fees paid by Valley Water to Consultant for Supplemental Services without prior written authorization by Valley Water as stated in this Agreement.

COST BREAKDOWN

Task	Description	Not-to-Exceed Fees Amendment
1	Project Management	\$37,500
2	<i>General Audit Services</i>	
	A. General Audit Committee Services	\$30,000
	B. Specific Audit Services	\$120,000
3	Supplemental Services	\$62,500
Total Not-to-Exceed Fees For Each Audit		\$250,000
Total Not-to-Exceed Amount of This Agreement		\$1,400,000

3. Attachment Two to Schedule Admin-GEN, Schedule of Completion, paragraph 2 is amended to state as follows:

"2. This Agreement expires on November 22, 2026 unless, prior to its expiration, its term is modified by a written amendment hereto, signed by both Parties."
4. All other terms and conditions of the Agreement A4570A, as amended by Amendment No. 1 and not otherwise amended as stated herein, remain in full force and effect.

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**IN WITNESS WHEREOF, THE PARTIES HAVE SET FORTH AGREE TO BE BOUND BY THE
TERMS AND CONDITIONS OF THIS AMENDMENT NO. 2 TO AGREEMENT A4570A
THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.**

SANTA CLARA VALLEY WATER DISTRICT
Valley Water

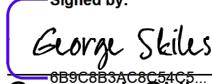
By: _____
Tony Estremera
Chair, Board of Directors

Date: _____

ATTEST:

Candice Kwok-Smith
Clerk, Board of Directors

**SJOBERG EVASHENK CONSULTING,
INC.**
Consultant

Signed by:
By: 
George J. Skiles
Chair, Board of Directors

Date: 6/3/2025 _____

Consultant's Address:
455 Capitol Mall, Suite 700
Sacramento, CA 95814

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