

**AMENDMENT NO. 2 TO AGREEMENT A4504A
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND KAYUGA SOLUTION, INC.**

This Amendment No. 2, effective as of the date it is fully executed by the Parties, amends the terms and conditions of the Standard On-Call Consultant Agreement A4504A dated August 10, 2021, as amended by Amendment No. 1, dated August 16, 2024 (collectively, the Agreement) between SANTA CLARA VALLEY WATER DISTRICT (Valley Water) and KAYUGA SOLUTION, INC., (Consultant), collectively, the Parties.

RECITALS

WHEREAS, the Consultant is currently providing on-call professional services for Valley Water's Asset Management Program; and

WHEREAS, the Parties desire to amend the Agreement to increase the Not-To-Exceed fees for the Consultant to continue to provide on-call professional services for the Valley Water Asset Management Program.

NOW, THEREFORE, in consideration of the mutual promises and agreements stated herein, Valley Water and Consultant hereby agree to further amend the Agreement as follows:

1. Standard On-Call Consultant Agreement, Section Twelve, Miscellaneous Provisions, subsection 23. Schedules 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 (UNCHANGED)
Attachment Four to Schedule OC - Reference Materials (UNCHANGED)”

2. Schedule OC, Scope of Services, subsection 1.A, Representatives, is amended to state as follows:

“1. Representatives

- A. Valley Water's representatives are as listed below. Unless otherwise provided in this Agreement, all correspondence to Valley Water must be addressed to Valley Water's Project Manager (VPM).

Elizabeth (Lizzie) Mercado (VWPM)
Senior Civil Engineer
Business Support and Asset Management Unit
Santa Clara Valley Water District
5750 Almaden Expressway
San Jose, CA 95118-3638

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Phone: (408) 630-2492
Cell: (408) 858-2332
Email: emercado@valleywater.org

James Bohan, P.E.
Asset Management Manager
Business Support and Asset Management Unit
Santa Clara Valley Water District
5750 Almaden Expressway
San Jose, CA 95118-3638

Phone: (408) 630-2575
Cell: (408) 502-1567
Email: jbohan@valleywater.org

3. 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 **\$1,400,000** (Not-to-Exceed Fees or NTE). Under no condition 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 the 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 the maximum amount Consultant can be paid under this Agreement, and the amount of Services requested by Valley Water may result in total payment well below this amount. **There is no guarantee, either expressed or implied, as to the actual dollar amount that will be authorized pursuant to this Agreement.”**

4. All other terms and conditions of Agreement A4504A, as amended by Amendment No. 1, remain in full force and effect.

(SIGNATURES FOLLOW ON NEXT PAGE)

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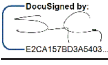
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**IN WITNESS WHEREOF, THE PARTIES HAVE SET FORTH BELOW THEIR CONSENT TO
THE TERMS AND CONDITIONS OF THIS AMENDMENT NO. 2 TO AGREEMENT A4504A
THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.**

SANTA CLARA VALLEY WATER DISTRICT
Valley Water

KAYUGA SOLUTION, INC.
Consultant

By: _____
Nai Hsueh
Chair, Board of Directors

By:  _____
Colin Chung
President

Date: _____

Date: 10/30/2024

ATTEST:

Consultant's Address:
28241 Crown Valley Parkway #F216
Laguna Niguel, CA 93677

Michele L. King, CMC
Clerk, Board of Directors

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