

AMENDMENT NO. 3 TO AGREEMENT A4382G AGMT: A4382Gc FILE: 5095
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND PMA CONSULTANTS, LLC.

This Amendment No. 3 (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 between SANTA CLARA VALLEY WATER DISTRICT (Valley Water) and PMA CONSULTANTS, LLC., (Consultant), collectively, the Parties.

RECITALS

WHEREAS, the Consultant is currently providing professional on-call third-party internal auditor services to support Valley Water; 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.

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. 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. 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 **\$550,000** (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.”**

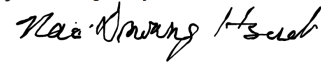
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BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND PMA CONSULTANTS, LLC.**

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

IN WITNESS WHEREOF, THE PARTIES HAVE SET FORTH BELOW THEIR CONSENT TO THE TERMS AND CONDITIONS OF THIS AMENDMENT NO. 3 TO AGREEMENT A4382G THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.

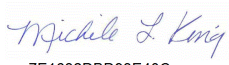
SANTA CLARA VALLEY WATER DISTRICT

Valley Water

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Chair, Board of Directors

Date: 1/23/2024

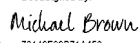
ATTEST:

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Michele L. King, CMC
Clerk, Board of Directors

PMA CONSULTANTS, LLC.

Consultant

DocuSigned by:

By: _____
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W. Michael Brown
Managing Director

Date: 12/28/2023

Consultant's Address:
8181 Arista Place, Suite 100
Broomfield, CO 80021

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