

**AMENDMENT NO. 1 TO AGREEMENT A3991R
2016 SAFE, CLEAN WATER PRIORITY D3 GRANT PROGRAM
BETWEEN THE SANTA CLARA VALLEY WATER DISTRICT
AND ACTERRA STEWARDSHIP**

This Amendment No. 1 (Amendment), effective as of the date it is fully executed by the Parties, amends the terms and conditions of the 2016 Safe, Clean Water Priority D Grant Program Agreement A3991R (Agreement) dated June 14, 2016, between SANTA CLARA VALLEY WATER DISTRICT (District) and the Acterra Stewardship, a fiscally sponsored project of Acterra: Action for a Healthy Planet, a non-profit 501(c)(3) organization (Grantee). The Amendment No. 1 is entered into by the District, Grantee, and Grassroots Ecology, a non-profit corporation incorporated in the State of California, collectively the Parties.

RECITALS

WHEREAS, Grantee has been serving as Grassroots Ecology's fiscal sponsor for the purpose of Grassroots Ecology receiving grant funds under this Agreement;

WHEREAS, the Agreement provides for Grantee to receive a grant amount of up to \$136,469 from the 2016 Safe, Clean Water Priority D Grant Program for the Byrne Preserve Riparian Enhancement Project (Project); and

WHEREAS, Grantee has invoiced and received \$65,987 of the Project grant amount; and

WHEREAS, Grassroots Ecology no longer requires Grantee to serve as its fiscal sponsor because Grassroots Ecology is now a non-profit 501(c)(3) corporation; and

WHEREAS, Grantee now seeks to assign, transfer and convey this Agreement to Grassroots Ecology.

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

1. Grantee does hereby assign, transfer and convey to Grassroots Ecology all right, title, interest and obligations of the Agreement (Assignment).
2. Grassroots Ecology does hereby assume and accept all obligations and liabilities of Grantee related to the Agreement and agrees to be bound by all terms and conditions of the Agreement.
3. District does hereby consent to the Assignment.

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4. Grassroots Ecology and Grantee recognize that the District is acting in reliance upon the Assignment and expects Grassroots Ecology to perform as the District would have expected Grantee to perform under this Agreement.
5. After the Assignment, Grassroots Ecology shall be recognized as the “Grantee” where that term is referenced in the Agreement.
6. Grassroots Ecology shall provide the District with the insurance certificates and endorsements from its insurance broker(s) satisfying the Insurance Requirements contained in Appendix H.
7. Appendix G to the Agreement, Resolution, is deleted and replaced with the Grassroots Ecology’s board resolution, attached to this Amendment No. 1.
8. Section 4. Miscellaneous Provisions. B. Notices, is deleted in its entirety and replaced with the following:

B. Notices

All notices and other communication required or permitted to be given under this Agreement shall be in writing and shall be personally serviced or mailed, postage prepaid and return receipt requested, addressed to the respective parties as follows:

To SCVWD:	Rick Callender Chief of External Affairs Santa Clara Valley Water District 5750 Almaden Expressway San Jose, CA 95118-3686	To Grantee:	Alex Von Feldt Executive Director Grassroots Ecology 3921 East Bayshore Road Palo Alto, CA 94303 Phone: (650) 419-9880 E-mail: alex@grassrootsecology.org
Contact:	Sherilyn Tran, Program Administrator Santa Clara Valley Water District 5750 Almaden Expressway San Jose, CA 95118 Phone: (408) 630-2772 E-mail: Grants@valleywater.org	Grantee Contact:	Junko Bryant Assistant Director Grassroots Ecology 3921 East Bayshore Road Palo, Alto, CA 94303 Phone: (650) 419-9880 E-mail: junko@grassrootsecology.org

9. All other terms and conditions of Agreement No. A3991R, not 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. 1 TO AGREEMENT NO. A3991R THROUGH THE SIGNATURES OF THEIR DULY AUTHORIZED REPRESENTATIVES.

**Acterra Stewardship, a fiscally sponsored
project of Acterra: Action for a Healthy Planet**

Adam Stern
Executive Director

Date

Grassroots Ecology

Alexandra Von Feldt
Executive Director

Date

APPROVED AS TO FORM:

Legal Counsel

Date

Santa Clara Valley Water District

Norma J. Camacho
Chief Executive Officer

Date

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**UPDATED APPENDIX G
RESOLUTION**

Resolution No: 2018-02

RESOLUTION OF GRASSROOTS ECOLOGY BOARD OF DIRECTORS

**APPROVING THE APPLICANT TO APPLY FOR GRANT FUNDS
UNDER THE SAFE, CLEAN WATER AND NATURAL FLOOD
PROTECTION PROGRAM OF 2016**

WHEREAS, the Santa Clara Valley Water District has enacted the **2016** Safe Clean Water Priority D3 Grant Program, which provides funds for restoration of wildlife habitat;

WHEREAS, the Santa Clara Valley Water District's Civic Engagement Unit has been delegated the responsibility for the administration of the grant program, setting up necessary procedures; and

WHEREAS, said procedures established by the Santa Clara Valley Water District require Grantee's Governing Body to certify by resolution the approval of Grantee to apply for and accept grant program funds; and

WHEREAS, Applicant will enter into a Grant Agreement with the Santa Clara Valley Water District;

NOW, THEREFORE, BE IT RESOLVED that the Grassroots Ecology Board of Directors hereby:

1. Approves the submission of an Application for grant funds from Priority D3 of the Safe, Clean Water and Natural Flood Protection Program;
2. Approves the acceptance of grant funds from Priority D3 of the Safe, Clean Water and Natural Flood Protection Program, upon approval of grant funding for the Project by appropriate authorities;
3. Certifies that the Applicant has or will have sufficient funds to operate and maintain the Project(s);
4. Certifies that the Applicant will review and agree to the Special Provisions, General Provisions, Financial Provisions and Insurance Requirements contained in the Agreement; and
5. Appoints the (designated position) Executive Director as agent to conduct all negotiations, execute and submit all documents including, but not limited to Applications, agreements, payment requests and so on, which may be necessary for the completion of the Project.

Approved and Adopted on the 16 day of April, 2018. I, the undersigned, hereby certify that the foregoing Resolution was duly adopted by Grassroots Ecology Board of Directors following a roll call vote:

AYES 4

NOES 0

ABSENT 0

Kat Gordon

(Clerk)

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