FIRST AMENDMENT TO AGREEMENT

THIS FIRST AMENDMENT TO AGREEMENT (Amendment) made and entered into as of this 27th day of November, 2023, (Effective Date) amends the Agreement entered into between the CITY OF FRESNO, a California municipal corporation (City), and Carollo Engineers Inc., a Delaware Corporation (Consultant).

RECITALS

WHEREAS, City and Consultant entered into a Consultant Services Agreement on May 31, 2023, (Agreement) to provide professional engineering services for the Downtown Area Water and Wastewater Infrastructure Improvement Study (Project); and

WHEREAS, the City and the Consultant now desire to expand the scope of services to include design, bidding support, and construction support services related to the Project; and

WHEREAS, the expanded scope of services will also require an increase in Consultant's compensation, as well as an increase in contingency, increasing the total fee by $2,000,406 for an increased total fee not to exceed $2,737,279 and increasing the contingency by $300,000 for an increased contingency amount not to exceed $374,000; and

WHEREAS, with entry into this Agreement, the Consultant agrees the Consultant has no claim, demand, or dispute against the City.

AGREEMENT

NOW, THEREFORE, the City and the Consultant agree that the aforesaid Agreement be amended as follows:

1. **Exhibit A** of the Agreement is amended to expand the scope of services as indicated in **Exhibit A2** attached hereto and incorporated herein by reference.

2. Section 3(a) of the Agreement amended in its entirety to read as follows:

> "(a) The Consultant's sole compensation for satisfactory performance of all services required or rendered pursuant to this Agreement shall be a total fee not exceed $2,737,279 (Two-million, Seven-hundred thirty-seven Thousand, Two-hundred Seventy-nine Dollars) paid on a time and materials basis in accordance with the schedule of fees contained in **Exhibit A**, and a contingency amount not to exceed $374,000 (Three-hundred Seventy-four Thousand Dollars) for any additional work rendered pursuant to Subsection (c) below and authorized in writing by the Director."

3. Except as otherwise provided herein, the Agreement entered into by the City and the Consultant on May 31, 2023, remains in full force and effect.

[SIGNATURES FOLLOW ON THE NEXT PAGE.]

IN WITNESS WHEREOF, the City and the Consultant have executed this Amendment at Fresno, California, the day and year first above written.

CITY OF FRESNO,
a California municipal corporation

DocuSigned by:
By: _____ 11/27/2023
850A517DB3DD42F...
Brock D. Buche, PE, PLS
Director of Public Utilities

APPROVED AS TO FORM:
ANDREW JANZ
City Attorney

DocuSigned by:
By: _____ 9/29/2023
71318AF32A24406...
Jennifer M. Quintanilla Date
Senior Deputy City Attorney

ATTEST:
TODD STERMER, CMC
City Clerk

DocuSigned by:
By: _____ 11/27/2023
2F1BC57F778C4E1...
Tina M Your Date
Deputy

Carollo Engineers, Inc., a Delaware Corporation

DocuSigned by:
By: _____ 9/29/2023
927BA483C31A467...

Name: Paul Amico

Title: Vice President
(If corporation or LLC, Board Chair, Pres. or Vice Pres.)

DocuSigned by:
By: _____ 9/29/2023
89704BBD9A5A4CC...

Name: Michael Barnes

Title: Secretary
(If corporation or LLC, CFO, Treasurer, Secretary or Assistant Secretary)

Attachment:
Exhibit A2 – Expanded Scope of Services

Exhibit A2

EXPANDED SCOPE OF SERVICES

Consultant Service Agreement between City of Fresno (City)
and Carollo Engineers, Inc., a Delaware Corporation (Consultant)
Downtown Area Water and Wastewater Infrastructure Improvements Study

The expanded scope of services are in addition to those in the original agreement, with effective date of May 31, 2023, and are necessary for development of construction documents and construction awards in response to the recent City receipt of California Department of Housing and Community Development Infill Infrastructure Grant Catalytics Program (IIGC) and State General Funding.

Amendment No. 1 Understanding

The City requests that Carollo expedite planning and design of both the water and sewer infrastructure within the on-going Phase I feasibility study area to encumber construction and soft cost by the end of this current 2023-2024 fiscal year. This scope of work describes three additional task orders, with their respective sub tasks, for the expedited design of the water and sewer improvements within the Phase I boundary of the project.

- Task 10 includes water and sewer design of the improvements identified in the Phase I study area per tasks 2 – 5 of the original contract scope of work. As of 9/20/2023, the improvements have yet to be identified. This work is expected to be funded by the earmarked State Budget consisting of $10 million for each water and wastewater improvements.
- Task 11 includes the water and sewer design of the improvements provided by the City as shown in Exhibits 1 and 2 attached to this scope of work document. This work is expected to be funded by the IIGC grant.
- Task 12 provides CEQA Environmental Permitting support to be completed by Carollo's Subconsultant Rincon Consultants.

The construction of these projects must fall within Fiscal Year 2023-2024 and the design needs to be completed no later than April 10th, 2024, to allow time for project bidding, purchasing administration, and council award before the June 6th, 2024 council meeting.

It should be noted that several of the projects to be delivered under this State funding have not been identified at this time. Carollo is working with the City to model the wastewater collection system and water distribution system improvements to identify the necessary projects. To achieve the timeline identified above, the projects need to be identified by the City and Carollo by October 30, 2023.

Assumptions associated with each task are listed at the end of each respective task section. As the project water and sewer improvements are further identified in tasks 2-5, Carollo will provide a revised scope and fee reflecting the actual work to be completed. As stated, the water and sewer improvements have not been identified, therefore the task 11 scope items are based on the Carollo's best assessment on an anticipated scope of work.

Exhibit A2

Task 10 Water and Sewer Design of the State Funded Phase 1 Improvements

The water and sewer improvements to be funded by the State budget have not yet been identified and are expected to be based on the Phase I findings identified in Tasks 2 through 5 of the original Feasibility Study contract. Given the expedited schedule, the following scope of work is included in Task 10.

Carollo will prepare 30% conceptual design submittals for acceptance by City of Fresno and then the plans shall be directly progressed to a 60% and 90% deliverable. Carollo will incorporate 30%, 60%, and 90% design comments and with the expectation that the 100% plans will be the bid set with no further review by the City.

Carollo will develop the project technical specifications, as necessary in conjunction with the referenced City standard specifications and drawings. It is expected that the project will utilize the City standard contract document (front ends) sections 1 through 6. Carollo will review the front-end documents developed by the City of Fresno.

Task 10.1 Water and Sewer Pipeline Improvements Construction Document Development (30%)

Preparation of 30% conceptual design submittal includes a plan-view alignment and a profile of major design intersections or conflicts that need discussion and coordination with the City. The 30% deliverable will include topographic and utility basemap from Tasks 10.6 and 10.7The 30% design deliverable specifications will include an anticipated table of contents of Carollo technical specifications necessary for the project.

Task 10.2 Water and Sewer Construction Document Development (60%)

Upon completion of City review of the 30% deliverable package, Carollo will incorporate comments received from City into a matrix and respond accordingly in preparation for the 60% design deliverable.

The 60% design deliverable will include a full plan and profile design of the water and sewer alignments and all the necessary details associated with the design.

The 60% design deliverable specifications will include a completed draft of the City's front ends and complete Carollo Technical Specifications for review by City staff.

Task 10.3 Water and Sewer Construction Document Development (90%)

Upon completion of City review of the 60% deliverable package, Carollo will incorporate comments received from City into a matrix and respond accordingly in preparation for the 90% design deliverable.

The 90% design deliverable will include the plan and profile design of the water and sewer alignments and all the necessary details associated with the design.

The 90% design deliverable specifications will include a completed draft of the City's front ends and complete Carollo Technical Specifications for review by City staff.

Exhibit A2

Task 10.4 Water and Sewer Construction Document Development (100%)

Upon completion of City review of the 90% deliverable package, Carollo will incorporate comments received from City into a matrix and respond accordingly in preparation for the 100% design deliverable. Carollo will revise the deliverable as necessary and send the final construction package to the City for bid advertisement. Carollo will meet with the City to go through received comments from the 90% submittal package and achieve final concurrence to progress the plans to 100% (bidset).

Task 10.5 Bidding Support

Carollo will provide bidding support to City staff during the bidding period. This work includes answering questions from potential contractors, developing bid package addenda, attending the pre-bid conference and providing a bid evaluation of the received contractor bid packages.

Task 10.6 Geotechnical

Carollo will subcontract with BSK & Associates (BSK) to perform the geotechnical field evaluation and report. Carollo will recommend locations for geotechnical field evaluation. The locations for exploratory borings will be based on the proposed project alignments. BSK will obtain all City of Fresno encroachment permits for the geotechnical investigations and will restore sites as required by the City and perform laboratory testing to evaluate the properties of the site soils. The geotechnical report will include the following:

- Geotechnical Recommendations Report:
  - Summarizes the findings and subsurface site conditions using data obtained from field evaluation and laboratory testing. The report will include:
  - Site plan showing exploratory boring locations.
  - Log of exploratory borings, including visual soil classification, depth to groundwater, and existing pavement thickness.
  - Laboratory test results.
  - Provide engineering recommendations for replacement sewers and laterals using the data described in the Geotechnical Data Report.

Task 10.7 Survey and Utility Investigation

A complete topographic survey will be completed by Carollo's subconsultant for the Project, Blair, Church, & Flynn Consulting Engineers (BCF).

The survey will obtain rim and invert elevations of sanitary sewer and storm drain manholes, clean-out lids, utility valve covers, meter covers, utility boxes, hydrants, surface evidence of underground utilities (e.g., trenches or markouts), curb and gutter lines, edges of sidewalks, and other prominent features that may impact design.

The survey will be tied horizontally to the North America Datum of 1983 (NAD83) and vertically to the City of Fresno Benchmark system or using NGVD29 Datum (U.S.G.S Datum). Right-of-way lines will be based on a combination of record data and any monuments collected during topographic surveying. The right-of-way lines to be included in the survey will be considered approximate only.

Exhibit A2

BCF will also complete the utility investigation within the area and provide an approximate location of existing known utilities along the alignment and within the survey boundaries.

Task 10.8 Engineering Services During Construction

This task is a placeholder for engineering services during construction. Once the water and sewer improvements are further defined, this task will be updated with a detailed scope of work. No hours are associated with this task at this time.

Task 10.9 Project Management, Administration and Controls

This task includes the project administration for the management of the Amendment 1 scope of work. Tasks include regular billing administration, progress report development, managing budget, and invoice preparation. Additionally, this task includes four extra meetings associated with internal design coordination, internal discussions among Carollo design staff, or other meetings necessary to progress the project.

Task 10.10 Additional Meetings

This task includes an additional six project meetings with the larger project team and the City of Fresno Staff to discuss project design development, coordinate with City consultants for other projects currently in progress (e.g. Akel Engineering Group), and potential future development conflicts. Additionally this task includes design review workshops at each deliverable for the 30%, 60%, and 90% deliverables.

Task 10 Deliverables

- Full-Size PDF and four full size hard copies of the 30% design plans.
- 30% construction cost estimate (Level 4 estimate).
- 30% Comment response matrix
- Full-Size PDF and four hard copies of the 60% design plans.
- 60% construction cost estimate (Level 3 estimate).
- 60% Comment response matrix
- Full-Size PDF and four hard copies of the 90% design plans.
- 90% construction cost estimate (Level 1 estimate).
- 90% comment response matrix
- 100% (bid set) design plans.
- Geotechnical Report Draft and Final
- Meeting Agendas and Minutes

Task 10 Assumptions

- Once the water and sewer improvements have been further identified, Carollo will provide a revised scope and fee to reflect the scope of work for the actual improvements to be made.
- Fee assumptions assumed 30 plan and profile sheets, 7 specific detail sheets and 3 general sheets.

- Topographic survey and geotechnical budgetary place holders assume approximately 10,000 linear feet of improvements each both water and sewer improvements for a grand total of 20,000 linear feet of improvements.
- CAD Design will follow the City of Fresno Standard drawings standards.
- Water and Sewer improvements will be identified in Tasks 2 through 5 of the original Feasibility Study contract. Carollo will identify the water system improvements and will Coordinate with the City's Collection System Mater Plan Update consultant for the sewer improvements.
- It is assumed the City of Fresno reviews for the 30% and the 60% will be internal reviews within Department of Public Utilities. The 90% review will be sent to Construction Management and Public Works only. The 100% (bidset) will not be re-sent to Construction Management and Public Works for concurrence.
- Scope and Fee for the Task 10.6 and 10.7 is based on the same assumptions of the design scope and fee.

Task 11 Water and Sewer Design of the IIGC Grant Improvements

This task includes final design of the water and sewer facilities as shown in Exhibits 1 and 2. Given the expedited schedule, the following scope of work is included in Task 11.

Carollo will oversee their subconsultant Blair, Church & Flynn (BCF) and BCF will prepare 30% conceptual design submittal for acceptance by City of Fresno and then the plans shall be directly progressed to a 60% and 90% deliverables. Carollo will incorporate 60% and 90% design comments and with the expectation that the 100% plans will be the bid set with no further review by the City. Similar to task 10, the 30 and 60% design submittals are assumed to be only reviewed by the Department of Public Utilities, with the 90% to be submitted to both Public Works and Construction Management for full review.

Carollo will verify the pipeline diameters shown on Exhibits 1 and 2 using the City's Water System Hydraulic Model and Coordinating with the City's consultant currently working on the Collection System Master Plan (Akel Engineering Group).

BCF will develop the project technical specifications, as necessary in conjunction with the referenced City standard specifications and drawings. It is expected that the project will utilize the City standard contract document (front ends) sections 1 through 6. BCF will provide support completion of the front-end documents with final completion of the contract documents to be by City of Fresno. Upon refinement of the construction cost estimates for the water and sewer improvements identified in Exhibits 1 and 2, if IIG funds become available, Carollo and BCF will provide a Scope and Fee to the City to provide design services for additional water and sewer construction to be funded by the IIG.

Task 11.1 Water and Sewer Construction Document Development (30%)

This task is for Carollo to validate the pipeline sizes in Exhibits 1 and 2 using the City's water system hydraulic model as well as for performing design oversight and coordination during BCF preparation of construction documents.

BCF preparation of 30% conceptual design submittal including a plan-view alignment and a profile of major design intersections or conflicts that need discussion and coordination with the City. The 30% deliverable

will include topographic and utility base map from Tasks 11.6 and 11.7 inclusive of specifications with anticipated table of contents of BCF's technical specifications necessary for the project.

Task 11.2 Water and Sewer Construction Document Development (60%)

This task is to coordinate with BCF, oversee the design, and assist in comments from the City and other agencies involved in the project.

Upon completion of City review of the 30% deliverable package, BCF will incorporate comments received from City into a matrix and respond accordingly in preparation for the 60% design deliverable.

The 60% design deliverable will include a full plan and profile design of the water and sewer alignments and all the necessary details associated with the design. The 60% design deliverable specifications will include a completed draft of the City's front ends and complete BCF's Technical Specifications for review by City staff.

Task 11.3 Water and Sewer Construction Document Development (90%)

The level of effort in this task is to coordinate with BCF, oversee the design, and assist in comments from the City and other agencies involved in the project. Upon completion of City review of the 60% deliverable package, BCF will incorporate comments received from City into a matrix and respond accordingly in preparation for the 90% design deliverable.

The 90% design deliverable will include the plan and profile design of the water and sewer alignments and all the necessary details associated with the design. The 90% design deliverable specifications will include a completed draft of the City's front ends and complete BCF Technical Specifications for review by City staff.

Task 11.4 Water and Sewer Construction Document Development (100%)

This task is to coordinate with BCF, oversee the design, and assist in comments from the City and other agencies involved in the project.

Upon completion of City review of the 90% deliverable package, BCF will incorporate comments received from City into a matrix and respond accordingly in preparation for the 100% design deliverable. BCF will revise the deliverable as necessary and send the final construction package to the City for bid advertisement. BCF will meet with the City to go through received comments from the 90% submittal package and achieve final concurrence to progress the plans to 100% (bidset).

Task 11.5 Bidding Support

Carollo will provide bidding support to City staff during the bidding period. This work includes answering questions from potential contractors, developing bid package addenda, attending the pre-bid conference and providing a bid evaluation of the received contractor bid packages.

Task 11.6 Geotechnical

Carollo will subcontract with BSK & Associates (BSK) to perform the geotechnical field evaluation and report. Carollo will recommend locations for geotechnical field evaluation. The locations for exploratory borings will be based on the proposed project alignments that have been identified in Exhibits 1 and 2. BSK will obtain all City of Fresno encroachment permits for the geotechnical investigations and will restore

sites as required by the City and perform laboratory testing to evaluate the properties of the site soils. The geotechnical report will include the following:

- Geotechnical Recommendations Report:
  - » Summarizes the findings and subsurface site conditions using data obtained from field evaluation and laboratory testing. The report will include:
  - » Site plan showing exploratory boring locations.
  - » Log of exploratory borings, including visual soil classification, depth to groundwater, and existing pavement thickness.
  - » Laboratory test results.
  - » Provide engineering recommendations for replacement sewers and laterals using the data described in the Geotechnical Data Report.
  - » Draft and Final Geotechnical Report to be performed by BSK with six bore hold locations 15 feet deep.

Task 11.7 Survey and Utility Investigation

A complete topographic survey of the Exhibits 1 and 2 alignments will be completed by Carollo's subconsultant for the Project, Blair, Church, & Flynn Consulting Engineers (BCF).

The survey will obtain rim and invert elevations of sanitary sewer and storm drain manholes, clean-out lids, utility valve covers, meter covers, utility boxes, hydrants, surface evidence of underground utilities (e.g., trenches or markouts), curb and gutter lines, edges of sidewalks, and other prominent features that may impact design.

The survey will be tied horizontally to the North America Datum of 1983 (NAD83) and vertically to the City of Fresno Benchmark system or using NGVD29 Datum (U.S.G.S Datum). Right-of-way lines will be based on a combination of record data and any monuments collected during topographic surveying. The right-of-way lines to be included in the survey will be considered approximate only.

BCF will also complete the utility investigation within the area and provide an approximate location of existing known utilities along the alignment and within the survey boundaries.

11.8 Engineering Services During Construction

This task is a placeholder for engineering services during construction. Once the water and sewer improvements are further defined, this task will be updated with a detailed scope of work. There are no hours associated with this task at this time.

11.9 Project Management Administration and Controls

This task includes the project administration for the management of the Amendment 1 scope of work. Tasks include regular billing administration, progress report development, managing budget, and invoice preparation. Additionally, this task includes four extra meetings associated with internal design coordination with BCF.

Exhibit A2

11.10 Additional Design Progress Meetings

This task includes an additional six project meetings with the larger project team and the City of Fresno Staff to discuss project design development, coordinate with City consultants for other projects currently in progress, and potential future development conflicts. Additionally, this task includes design review workshops at each deliverable for the 30%, 60%, and 90% deliverables.

Task 11 Deliverables

- Full-Size PDF and four full size hard copies of the 30% design plans.
- 30% construction cost estimate (Level 4 estimate).
- 30% Comment response matrix
- Full-Size PDF and four hard copies of the 60% design plans.
- 60% construction cost estimate (Level 3 estimate).
- 60% Comment response matrix
- Full-Size PDF and four hard copies of the 90% design plans.
- 90% construction cost estimate (Level 1 estimate).
- 90% comment response matrix
- 100% (bid set) design plans.
- Meeting agendas and minutes

Task 11 Assumptions

- All design, estimates, and specifications will be done by Blair, Church, and Flynn per City of Fresno Standards.
- Blair, Church & Flynn will perform topographic survey and utility investigation.
- All encroachment permit fees for geotechnical investigation and topographic survey will be waived.
- Carollo would validate the water system improvements using the City's existing water system hydraulic model.
- Carollo would coordinate with the City's Collection System Model Update consultant to validate the sewer system improvements.
- It is assumed the City of Fresno reviews for the 30% and the 60% will be internal reviews within Department of Public Utilities. The 90% review will be sent to Construction Management and Public Works only. The 100% (bidset) will not be re-sent to Construction Management and Public Works for concurrence.

Task 12 CEQA Support for Water and Sewer Improvements

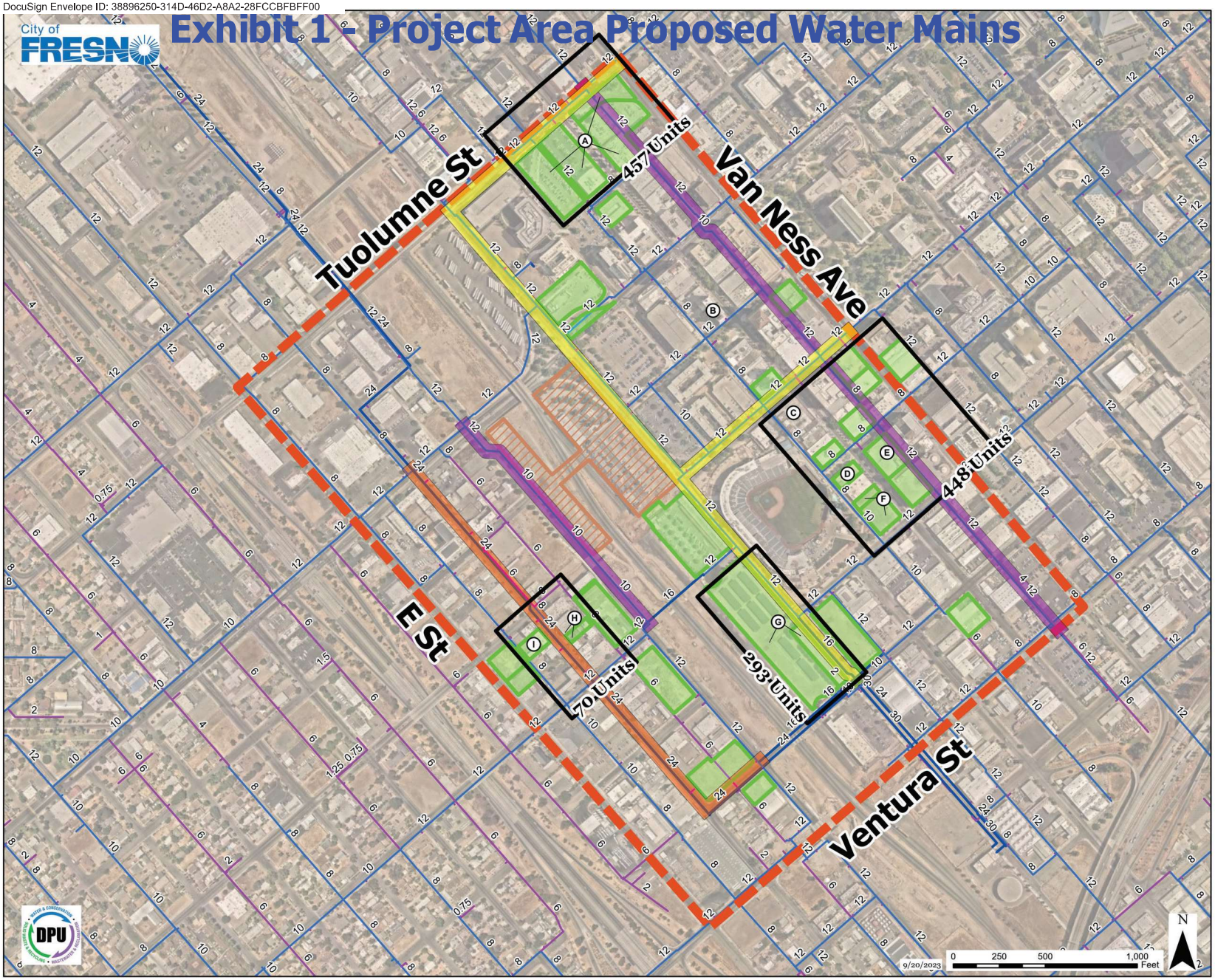
This task includes the CEQA environmental support by Carollo's Subconsultant Rincon Environmental to perform all necessary permitting work through the CEQA process associated with this process. Carollo will include time to support Rincon as necessary, but assume Rincon will be the lead consultant for this effort. Currently, as of 9/20/2023, the water and sewer improvements are not identified therefore, the scope and fee developed by Rincon is simply a placeholder for budgetary purposes.

Exhibit A2

Task 12 Assumptions

- 20,000 linear feet of water and sewer improvements are to be completed for Rincon to use in their Environmental permitting effort. When these improvements are further identified, a revised scope and fee will be provided by Rincon.

Exhibit 1 – Project Area Proposed Water Mains



Legend

Water Mains by Diameter

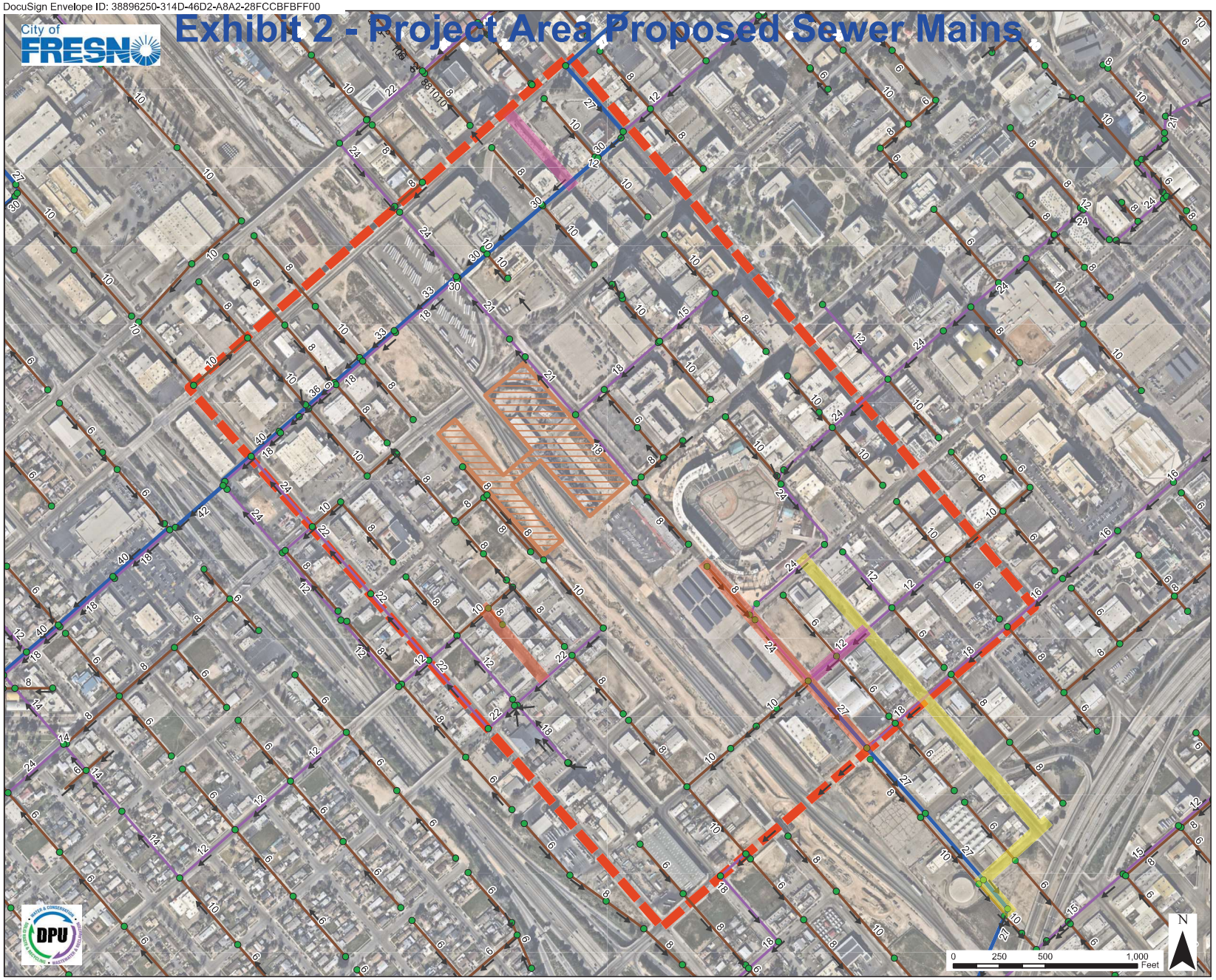
- 6" and Smaller
- 8" - 12"
- 14" and Larger
- Site Location
- HSR Station
- IIGS Potential Sites
- Proposed 12" Water Main(Approx. 5,423 LF)
- Proposed 16" Water Main(Approx. 2,831 LF)
- Proposed 24" Water Main(Approx. 5,781 LF)

Potential Dwelling Units	
A. CVS, Fresno Housing building and Lot 2	(457 Units)
B. Helm Building	(95 Units)
C. JC Penny's Building	(100 Units)
D. Former Berkeley Building	
E. Gottschalks	(75 Units)
F. Surface Parking Lot 6	(99 Units)
G. Grizzlies Surface Parking Lot and city warehouse	(293 Units)
H. Bing Kong Building and neighboring lot	(40 Units)
I. Peacock Building	(30 Units)

Water Mains by Diameter

City of Fresno
Department of Public Utilities

Exhibit 2 - Project Area Proposed Sewer Mains



Legend

Sewer Mains by Diameter

- 10" and Smaller
- 12"- 24"
- 26" and Larger
- Sewer Main Flow Direction
- Manholes
- Site Location
- HSR Station
- Proposed 12" Sewer Main (Approx. 1,779 LF)
- Proposed 18" Sewer Main (Approx. 863 LF)
- Proposed 24" Sewer Main (Approx. 2,581 LF)

Sanitary Sewer Mains by Diameter

City of Fresno
Department of Public Utilities