

AMENDMENT NO. 3

TO ANNUAL PROFESSIONAL DESIGN SERVICES AGREEMENT

This AMENDMENT NO. 3 TO ANNUAL PROFESSIONAL DESIGN SERVICES AGREEMENT (Amendment No. 3), is made and entered into to be effective on August 25, 2023, by and between **ORANGE COUNTY SANITATION DISTRICT**, hereinafter referred to as "OC SAN," and **BROWN AND CALDWELL**, hereinafter referred to as "CONSULTANT."

WITNESSETH:

WHEREAS, OC SAN and CONSULTANT previously executed an Annual Professional Design Services Agreement for **CONTRACT NO. FE21-00-04**, dated July 1, 2021, (Agreement), Amendment No. 1 dated July 1, 2022, and Amendment No. 2 dated July 1, 2023, for professional design services for selected projects on a task order basis; and

WHEREAS, on July 26, 2023, OC SAN's Board of Directors approved an increase in total compensation threshold per year from \$600,000 to \$1,000,000 and an increase in total compensation threshold per individual Task Order for Master Contracts from \$300,000 to \$500,000; and

WHEREAS, on July 26, 2023, OC SAN's Board of Directors approved an increase of the individual Task Order threshold from \$25,000 to \$100,000 to allow Director of Engineering with concurrence from Purchasing Manager to solicit a Task Order proposal from a single Consultant on the prequalified list; and

WHEREAS, CONSULTANT is qualified to provide the necessary services in connection with any specific project for which CONSULTANT is given a task order by OC SAN based on its demonstrated competence and has agreed to provide the necessary services; and

NOW, THEREFORE, in consideration of the promises and mutual benefits, which will result to the parties in carrying out the terms of this Amendment No. 3, it is mutually agreed as follows:

1. The third Recital to the Agreement referencing Task Orders estimated to cost \$25,000 or less is hereby amended to state “WHEREAS, for Task Orders estimated to cost \$100,000 or less, the Director of Engineering, with concurrence of the Purchasing Manager, may solicit a proposal from one (1) firm on the prequalified list, which will include the project types for which the consultants are prequalified;”.
2. The section in the Agreement entitled “COMPENSATION” is hereby amended to increase the total compensation threshold per year from \$600,000 to an amount not to exceed \$1,000,000, pursuant to the current Ordinance, and all in accordance with the same terms and conditions of the Agreement. The total compensation threshold per individual Task Order is hereby increased from \$300,000 to an amount not to exceed \$500,000, pursuant to the current Ordinance, and all in accordance with the same terms and conditions of the Agreement.

3. This Amendment No. 3 is supplemental to the Agreement and Amendment Nos. 1 and 2, is by this reference made a part of the Agreement, and all of the terms, conditions, and provisions thereof, unless specifically modified herein, shall continue in full force and effect.
4. In the event of any conflict or inconsistency between the provisions of this Amendment No. 3 and any of the provisions of the Agreement and Amendment Nos. 1 and 2, the provisions of this Amendment No. 3 shall in all respects govern and control.

[INTENTIONALLY LEFT BLANK. SIGNATURES FOLLOW ON THE NEXT PAGE.]

IN WITNESS WHEREOF, this Amendment No. 3 has been executed in the name of OC SAN and CONSULTANT by their respective authorized officers and is executed as of the day and year first written above.

BROWN AND CALDWELL

By _____

Printed Name & Title

ORANGE COUNTY SANITATION DISTRICT

By _____

Ryan Gallagher
Board Vice-Chairman

By _____

Kelly A. Lore
Clerk of the Board

By _____

Ruth Zintzun
Finance & Procurement Manager