



**Local Agency  
Formation Commission**  
**LAFCO of Napa County**

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**JUNE 5, 2006**  
**AGENDA ITEM NO. 5d**

May 25, 2006

**TO:** Local Agency Formation Commission

**FROM:** Keene Simonds, Acting Executive Officer

**SUBJECT: Amendment to Professional Services Agreement with  
Cotton/Bridges/Associates**

The Commission will consider a second amendment to its agreement for staff support services with Cotton/Bridges/Associates to retroactively extend the term to March 31, 2006. This amendment is to facilitate the payment of an outstanding balance for Cotton/Bridges/Associates for work performed. No increase in the dollar amount of the agreement is proposed.

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At its August 12, 2004 meeting, the Commission approved a professional services agreement between LAFCO and a planning consultant firm, Cotton/Bridges/Associates. The agreement is for planning and support services relating to the preparation of three countywide municipal service reviews for sewer, fire, and flood control. The financial term of the agreement is for a not-to-exceed amount of \$35,000. At its June 6, 2005 meeting, the Commission approved an amendment to extend the term of the agreement to December 31, 2005.

Cotton/Bridges/Associates recently completed its prescribed municipal service review assignments. The last phase of these assignments was completed on March 31, 2006. In order to pay the outstanding balance of \$1,257.20, the County of Napa Auditor's Office has notified LAFCO that an amendment to the agreement is needed to extend the term to cover the period for all work performed by Cotton/Bridges/Associates.

The Executive Officer recommends that the Commission extend the term of the agreement retroactively to March 31, 2006. This amendment will permit the Auditor's Officer to process LAFCO's payment of the outstanding balance (\$1,257.20) due for Cotton/Bridges/Associates.

**RECOMMENDATION**

It is recommended for the Commission to take the following action:

1. Approve the attached Second Amendment to LAFCO Professional Services Agreement 04-02, extending the agreement term to March 31, 2006.

Respectfully submitted,

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Keene Simonds  
Acting Executive Officer

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Dr. Andrew Alexander, Vice-Chair  
Mayor, City of Calistoga

Kevin Block, Commissioner  
Councilmember, City of Napa

Cindy Coffey, Alt. Commissioner  
Councilmember, City of American Canyon

Bill Dodd, Chair  
Supervisor, 4th District

Brad Wagenknecht, Commissioner  
Supervisor, 1st District

Mark Luce, Alt. Commissioner  
Supervisor, 2nd District

Guy Kay, Commissioner  
Representative of the General Public

Brian Kelly, Alt. Commissioner  
Representative of the General Public

Keene Simonds  
Acting Executive Officer

Attachments:

1. LAFCO Professional Services Agreement 04-02 – Second Amendment
2. E-mail from County Auditor's Office
3. LAFCO Professional Services Agreement 04-02 – First Amendment
4. LAFCO Professional Services Agreement 04-02

**LOCAL AGENCY FORMATION COMMISSION  
OF NAPA COUNTY**

**SECOND AMENDMENT TO AGREEMENT NO. 04-02**

**PROFESSIONAL SERVICES AGREEMENT**

**THIS SECOND AMENDMENT TO AGREEMENT No. 04-02** is made and entered into as of this \_\_\_\_\_ day of \_\_\_\_\_, 2006 by and between the Local Agency Formation Commission of Napa LAFCO, a political subdivision of the State of California, hereinafter referred to as "LAFCO," and Cotton/Bridges/Associates, a division of P & D Consultants, Inc., whose business address is 3840 Rosin Court, Suite 130, Sacramento, CA 95834, hereinafter referred to as "CONSULTANT".

WHEREAS, on August 12, 2004, LAFCO engaged CONSULTANT in Agreement No. 04-02 to provide certain services to the LAFCO; and

WHEREAS, on June 6, 2005, LAFCO and CONSULTANT amended Agreement No. 04-02 to extend its term to December 31, 2005; and

WHEREAS, LAFCO and CONTRACTOR, wish to amend Agreement No. 04-02 so as to further extend its term.

NOW, THEREFORE, the parties agree to amend Agreement No. 04-02 as follows:

1. Paragraph 1, "Term of the Agreement", is amended to read as follows:

"1. Term of the Agreement. The term of this contract is extended through March 31, 2006, unless terminated earlier in accordance with Paragraphs 9 (termination for Cause) or 10 (Termination for Convenience); except that the obligations of CONTRACTOR to LAFCO under Paragraphs 7 (Insurance) and 8 (Indemnification) shall continue in full force an effect after said expiration date or early termination in relation to acts or omissions occurring prior to such dates during the term of the Agreement, and the obligations of CONTRACTOR to LAFCO shall also continue after said expiration date or early termination in relation to the obligations prescribed by Paragraphs 15 (Confidentiality), 20 (Taxes) and 21 (Access to Records/Retention). For purposes of the Agreement, "fiscal year" shall mean the period commencing on July 1 and ending on June 30.

2. All other terms and conditions of Agreement No. 04-02 shall remain in full force and effect.

IN WITNESS THEREOF, the parties have executed this Second Amendment to Agreement No. 04-02 the day and year hereinabove first written.

Cotton/Bridges/Associates

LAFCO OF NAPA, a political subdivision  
of the State of California

By \_\_\_\_\_  
[NAME] , [Title]

By: \_\_\_\_\_  
Bill Dodd, Chair  
LAFCO of Napa County

Date \_\_\_\_\_

Date \_\_\_\_\_

ATTEST: Clerk of LAFCO

By \_\_\_\_\_

**APPROVED AS TO FORM**  
LAFCO Counsel

By: E-Signature Jackie Gong

Date: 5/30/2006