

AMENDMENT NO. 1 TO CONSULTING SERVICES AGREEMENT

(To be used only for Architectural, Engineering or Land Surveying Services.)

1. Identification of Agreement to be Amended.

- (a) Effective Date of Agreement: September 20, 2022
- (b) Agency: Contra Costa County Public Works Department
- (c) Subject: On-Call Transportation Engineering Consulting Services

2. Parties. Agency, and the following named Consultant, mutually agree and promise as follows:

- (a) Consultant's Name & Address: Whitlock & Weinberger Transportation, Inc. d/b/a W-Trans
490 Mendocino Avenue, Suite 201
Santa Rosa, CA 95401

- (b) Type of Business Entity: Corporation

(e.g., individual, corporation, sole proprietorship, partnership, limited liability company)

If corporation, identify state of incorporation: California

3. Project Name, Number, & Location. On-Call Transportation Engineering Consulting Services, various projects.

Countywide locations.

4. Amendment Date. The effective date of this Amendment to Consulting Services Agreement is April 15, 2025.

5. Amendment Specifications. The Agreement identified above is hereby amended as set forth in the Amendment Specifications attached hereto and incorporated by reference.

6. Signatures. The signatures set forth below attest the parties' agreement hereto:

CONSULTANT

<u>SIGNATURE A</u>	<u>SIGNATURE B</u>
Consultant's Name: Whitlock & Weinberger Transportation, Inc. d/b/a W-Trans, a California Corporation By _____ (Signature of individual or officer) _____ (Print name and title, if applicable)	By _____ (Signature of individual or officer) _____ (Print name and title, if applicable)

Note to Consultant: If Consultant is a corporation, the Amendment to Consulting Services Agreement must be signed by two officers. The first signature (Signature A) must be that of the chairman of the board, president, or vice-president; the second signature (Signature B) must be that of the secretary, assistant secretary, chief financial officer, or assistant treasurer. (Civil Code Section 1190 and Corporations Code Section 313.) The acknowledgment below must be signed by a Notary Public.

ACKNOWLEDGMENT

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

STATE OF CALIFORNIA)
)
COUNTY OF _____)

On _____ (Date),

before me, _____ (Name and Title of Officer),

personally appeared, _____,

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS MY HAND AND OFFICIAL SEAL

Signature of Notary Public



AGENCY

- (a) **If Amendment is approved by Agency's governing body (required if total Payment Limit of original Agreement and Amendment exceeds \$100,000, or if original Agreement was approved by Agency's governing body):**

AGENCY, By _____ Board Chair/Designee	ATTEST: Clerk of the Board of Supervisors By _____ Deputy
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- (b) **If Amendment is approved by County Purchasing Agent:**

AGENCY, By _____ County Purchasing Agent or Designee
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APPROVALS

RECOMMENDED BY DEPARTMENT

By _____
Designee

FORM APPROVED BY COUNTY COUNSEL

By _____
Deputy County Counsel

APPROVED: COUNTY ADMINISTRATOR

By _____
Designee

AMENDMENT SPECIFICATIONS

Due to Agency's greater than anticipated need for Consultant's services and Agency's continued need for Consultant services, for good and valuable consideration, Agency and Consultant hereby amend the Agreement as follows:

1. Section 3 (Term) of the Basic Terms of the Agreement is hereby amended by deleting "September 19, 2025" therefrom and replacing it with "September 19, 2026".
2. Section 4 (Payment Limit) of the Basic Terms of the Agreement is hereby amended by increasing the payment limit by \$150,000 from \$250,000 to a new Payment Limit of \$400,000.
3. Exhibit 10-H2 of Attachment 1 (Payment Rates) to Appendix B (Payment Provisions) is hereby deleted in its entirety and replaced with the revised Exhibit 10-H2 (2025) attached hereto and incorporated herein.

All other terms and conditions referenced in the original Agreement entered into on September 20, 2022, between Agency and Consultant, not modified by this Amendment No. 1, shall remain in full force and effect.

Amendment No.
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EXHIBIT 10-H2 COST PROPOSAL Page 1 of 3

SPECIFIC RATE OF COMPENSATION (USE FOR ON-CALL OR AS-NEEDED CONTRACTS)
(CONSTRUCTION ENGINEERING AND INSPECTION CONTRACTS)

Note: Mark-ups are Not Allowed
Consultant W-Trans

☒ Prime Consultant ☐ Subconsultant ☐ 2nd Tier Subconsultant

Project No. Various Contract No. On-call TE 2022-2026 Participation Amount \$400,000 Date 09/18/24

For Combined Rate	Fringe Benefit 35.2 % + General & Administrative 144.37 %	=	179.57%
OR			
For Home Office Rate	Fringe Benefit % + General & Administrative %	=	Home Office ICR%
For Field Office Rate	Fringe Benefit % + General & Administrative %	=	Field Office ICR%
Fee = 10%			

BILLING INFORMATION

CALCULATION INFORMATION

Name/Job Title/Classification ¹	2022 Hourly Billing Rates ²		Effective Date of Hourly Rate		Actual or Avg. Hourly Rate ³	% or \$ Increase	Hourly Range - for Classifications Only
	Straight	OT(1.5x)	OT(2x)	From	To		
Mark Spencer – Project Manager * Senior Principal	\$289.08			01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$94.00 \$97.76 \$101.67 \$105.74 \$109.97	Not Applicable 4.0% 4.0% 4.0% 4.0%
Dalene J. Whitlock – Senior Principal	\$333.67			01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$108.50 \$112.84 \$117.35 \$122.04 \$126.92	Not Applicable 4.0% 4.0% 4.0% 4.0%
Kenny Jeong – Senior Engineer	\$174.71			01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$56.81 \$59.08 \$61.44 \$63.90 \$66.46	Not Applicable 4.0% 4.0% 4.0% 4.0%

Senior Principal	\$333.67				01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$108.50 \$112.84 \$117.35 \$122.04 \$126.92	4.0% 4.0% 4.0% 4.0% 4.0%	\$285-\$395
Principal	\$259.58				01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$84.41 \$87.79 \$91.30 \$94.95 \$98.75	4.0% 4.0% 4.0% 4.0% 4.0%	\$225-\$315
Senior Engineer/Planner	\$196.02				01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$63.74 \$66.29 \$68.94 \$71.70 \$74.57	4.0% 4.0% 4.0% 4.0% 4.0%	\$170-\$245
Engineer/Planner	\$166.93				01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$54.28 \$56.45 \$58.71 \$61.06 \$63.50	4.0% 4.0% 4.0% 4.0% 4.0%	\$165-\$210
Associate Engineer/Planner	\$160.31				01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$52.13 \$54.22 \$56.39 \$58.65 \$61.00	4.0% 4.0% 4.0% 4.0% 4.0%	\$160-\$195
Assistant Engineer	\$134.54				01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$43.75 \$45.50 \$47.32 \$49.21 \$51.18	4.0% 4.0% 4.0% 4.0% 4.0%	\$130 - \$170
Administrative Assistance	\$129.78				01/01/2022 01/01/2023 01/01/2024 01/01/2025 01/01/2026	12/31/2022 12/31/2023 12/31/2024 12/31/2025 12/31/2026	\$42.20 \$43.89 \$45.65 \$47.48 \$49.38	4.0% 4.0% 4.0% 4.0% 4.0%	\$125-\$160

(Add pages as necessary) NOTES:

1. Key personnel **must** be marked with an asterisk (*) and employees that are subject to prevailing wage requirements must be marked with two asterisks (**). All costs must comply with the Federal cost principles. Subconsultants will provide their own cost proposals.
2. The cost proposal format shall not be amended.
3. Billing rate = actual hourly rate * (1 + ICR) * (1 + Fee). Indirect cost rates shall be updated on an annual basis in accordance with the consultant's annual accounting period and established by a cognizant agency or accepted by Caltrans. All costs must comply with the Federal cost principles for reimbursement.
4. For named employees and key personnel enter the actual hourly rate. For classifications only, enter the Average Hourly Rate for that classification.

EXHIBIT 10-H2 COST PROPOSAL Page 2 of 3
SPECIFIC RATE OF COMPENSATION (USE FOR ON-CALL OR AS-NEEDED CONTRACTS)
(CONSTRUCTION ENGINEERING AND INSPECTION CONTRACTS)

Consultant W-Trans _____ ☒ Prime Consultant ☐ Subconsultant
Project No. _____ Contract No. TBD Date 9/18/2024

SCHEDULE OF OTHER DIRECT COST ITEMS (Add additional pages as necessary)				
Description of Item	Quantity	Unit	Unit Cost	Total
Mileage Costs			\$ IRS Rate	\$
Equipment Rental and Supplies			\$	\$
Permit Fees			\$	\$
Plan Sheets			\$	\$
Test			\$	\$
Vehicle			\$	\$
Subconsultant 1:				\$
Subconsultant 2:				\$
Subconsultant 3:				\$
Subconsultant 4:				\$
Subconsultant 5:				\$

Note: Add additional pages if necessary.

NOTES:

1. List other direct cost items with estimated costs. These costs should be competitive in their respective industries and supported with appropriate documentation.
2. Proposed ODC items should be consistently billed regardless of client and contract type.
3. Items when incurred for the same purpose, in like circumstance, should not be included in any indirect cost pool or in the overhead rate.
4. Items such as special tooling, will be reimbursed at actual cost with supporting documentation (invoice).
5. Items listed above that would be considered "tools of the trade" are not reimbursable as other direct cost.
6. Travel related costs should be pre-approved by the contracting agency and shall not exceed current State Department of Personnel Administration rules.
7. If mileage is claimed, the rate should be properly supported by the consultant's calculation of their actual costs for company vehicles. In addition, the miles claimed should be supported by mileage logs.
8. If a consultant proposes rental costs for a vehicle, the company must demonstrate that this is its standard procedure for all of their contracts and that they do not own any vehicles that could be used for the same purpose.
9. The cost proposal format shall not be amended. All costs must comply with the Federal cost principles.
10. Add additional pages if necessary.
11. Subconsultants must provide their own cost proposals.

EXHIBIT 10-H2 COST PROPOSAL**Certification of Direct Costs:**

I, the undersigned, certify to the best of my knowledge and belief that all direct costs identified on the cost proposal(s) in this contract are actual, reasonable, allowable, and allocable to the contract in accordance with the contract terms and the following requirements:

1. Generally Accepted Accounting Principles (GAAP)
2. Terms and conditions of the contract
3. <https://www.gpo.gov/fdsys/pkg/U2> - Letting of Contracts
4. <http://www.eofrac.gov/cgi-bin/text-id> - Contract Cost Principles and Procedures
5. <http://www.eofrac.gov/cgi-bin/text-id> - Procurement, Management, and Administration of Engineering and Design Related Service
6. <https://www.fedpol.gov/fdsys/pkg/CFR-2010-title48-vol17/xml/CFR-21> (when applicable)

All costs must be applied consistently and fairly to all contracts. All documentation of compliance must be retained in the project files and be in compliance with applicable federal and state requirements. Costs that are noncompliant with the federal and state requirements are not eligible for reimbursement.

Prime Consultant or Subconsultant Certifying:

Name: Mark Spencer Title *: President

Signature: 

Date of Certification (mm/dd/yyyy): 09/18/2024

Email: m Spencer@w-trans.com Phone Number: 510-444-2600

Address: 414 13th St, 5th Floor, Oakland, CA 94612

* An individual executive or financial officer of the consultant's or subconsultant's organization at a level no lower than a Vice President or a Chief Financial Officer, or equivalent, who has authority to represent the financial information utilized to establish the cost proposal for the contract.

List services the consultant is providing under the proposed contract:

Professional traffic engineering and transportation planning services.