FIRST AMENDMENT
TO PROFESSIONAL SERVICES AGREEMENT
BETWEEN
THE COUNTY OF SANTA CLARA
AND
PRODIS ASSOCIATES
FOR
ARCHITECTURE-ENGINEERING
AND RELATED PROFESSIONAL DESIGN SERVICES
FOR
FOR VARIOUS CAPITAL PROJECTS

WHEREAS, the County of Santa Clara (Owner) and Prodis Associates (Consultant) entered into a Professional Services Agreement on December 15, 2009, which PSA will expire on June 14, 2012 for Consultant to provide Architecture-Engineering and Related Professional Design Services for Various Capital Projects; and

WHEREAS, the PSA had an original compensation limit of $500,000 and an initial term of thirty (30) months; and

WHEREAS, Owner and Consultant wish to extend the term and maximum compensation limit of the PSA to incorporate additional Project Agreements.

NOW, THEREFORE, OWNER AND CONSULTANT agree as follows:

1. Recitals 2.02 A. and 2.03 A. on page 1 of the PSA are replaced with the following:

2.02

A. The sum of all Project Agreements issued pursuant to this PSA shall not exceed One Million Dollars ($1,000,000). If Consultant performs services or incurs expenses beyond this Maximum Compensation Limit, Consultant does so at Consultant’s sole risk and expense.

2.03

A. This Agreement is effective upon the date of full execution by both parties, and shall remain in effect for a period of 54 months ("term"), unless terminated earlier under Section 12 of this Agreement. All Project Agreements must be executed, but
Services not necessarily completed, within the term of this Agreement.

2. Except as modified by the foregoing, all other terms and conditions of the PSA will remain in full force and effect.

IN WITNESS WHEREOF, the parties hereby execute this Project Agreement and it is effective as of the date it is fully executed.

PRODIS ASSOCIATES, CONSULTANT:

By: [Signature]  
Pierre Prodis  
President  
4/20/2012  
Date

COUNTY OF SANTA CLARA:

[Signature]  
George Shirakawa  
President, Board of Supervisors  
Date

Signed and Certified that a copy of this document has been delivered by electronic or other means to the Chairperson, Board of Supervisors.

ATTEST:

[Signature]  
Lynn Regadanz  
Interim Clerk of the Board of Supervisors  
Date

APPROVED AS TO FORM AND LEGALITY:

[Signature]  
Katherine Harasz, Deputy County Counsel  
4-27-2012  
Date