

**FIRST AMENDMENT
TO
PROFESSIONAL SERVICES AGREEMENT**

This First Amendment ("Amendment"), dated as of December 12, 2023, is by and between the County of Sonoma, a political subdivision of the State of California ("County"), and Equity First Consulting a California LLC, hereinafter referred to as ("Consultant").

RECITALS

WHEREAS, County and Consultant entered into that certain Agreement, dated June 14, 2022, for planning, facilitation, coaching, and training services; and

WHEREAS, County and Consultant desire to amend the Agreement to provide additional services,

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

AGREEMENT

1. Paragraph 2. Payment shall be amended to read as follows: For all services and incidental costs required hereunder, Consultant shall be paid on a time and material/expense basis in accordance with the budget set forth in Exhibit A, provided, however, that total payments to Consultant shall not exceed \$238,000, without the prior written approval of County.

2. Exhibit A. Scope of work is hereby deleted in its entirety and replaced with the revised exhibit, attached.

3. Except to the extent the Agreement is specifically amended or supplemented hereby, the Agreement, together with exhibits is, and shall continue to be, in full force and effect as originally executed, and nothing contained herein shall, or shall be construed to modify, invalidate or otherwise affect any provision of the Agreement or any right of County arising thereunder.

4. This Amendment shall be governed by and construed under the internal laws of the state of California, and any action to enforce the terms of this Amendment or for the breach thereof shall be brought and tried in the County of Sonoma.

COUNTY AND CONSULTANT HAVE CAREFULLY READ AND REVIEWED THIS AMENDMENT AND EACH TERM AND PROVISION CONTAINED HEREIN AND, BY EXECUTION OF THIS AMENDMENT, SHOW THEIR INFORMED AND VOLUNTARY CONSENT THERETO.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment as of the effective date.

CONSULTANT:
Equity First Consulting, LLC

By: _____

Name: _____

Title: _____

Date: _____

COUNTY OF SONOMA:

CERTIFICATES OF INSURANCE ON
FILE WITH AND APPROVED AS TO
SUBSTANCE FOR COUNTY:

By: _____
Department Head

Date: _____

APPROVED AS TO FORM FOR
COUNTY:

By: _____
County Counsel

Date: _____

By: _____
Director
Office of Equity

Date: _____

Exhibit A
Sonoma County Office of Equity
Scope of Work

| | | | | |
|--|---|--|--------------|---------------------|
| Objective | | | | |
| 1 Refine process, document gaps, learnings, and assets of first phase of the Core Team work and training, and inform and plan second phase development. | | | | |
| Project activities that support the identified goal and objectives | | Deliverables | Hours | Costs |
| Tasks | | | | |
| 1.1 | Consultant analyzes and reviews documentation pertaining process for the Core Team's first phase of work. | Consultant reviews documents and record of previous work | 15 | \$3,750.00 |
| 1.2 | Consultant analyzes and reviews existing evaluation of the first phase of Racial Equity Learning Program. | Consultant reviews record of previous work, including other consultant's assessments, previous core team surveys, and other documents as pertinent. | 15 | \$3,750.00 |
| 1.3 | Consultant conducts and analyzes the organization's existing strengths and opportunities for growth, and includes recommendations on how to address challenges and leverage strengths through recommended next steps for a second phase of development. | Consultant presents a brief with written analysis and recommended next steps for a second phase of development for the review of the Director of the Office of Equity. | 25 | \$6,250.00 |
| 1.4 | Consultant presents analysis and explains findings and recommendations to the Office of Equity. | Power Point Presentation with main takeaways and recommendations. | 5 | \$1,250.00 |
| TOTAL | | | 60 | \$15,000.00 |
| Objective | | | | |
| 2 Support the creation of a Core Team Steering Committee, including co-design steps, Committee and general Core Team facilitation, and provide additional support as needed. | | | | |
| Project activities that support the identified goal and objectives | | Deliverables | Hours | Costs |
| Tasks | | | | |
| 2.1 | Consultant supports the Office of Equity in facilitating and documenting the co-design process and creation of the Core Team's Steering Committee. | Deliver 3 (2-hr) meetings, meeting agendas and notes, other applicable documentation | 24 | \$6,000.00 |
| 2.2 | Consultant provides facilitation services for the ongoing meetings of the Steering Committee. | Deliver 12 (2-hr) meetings, meeting agendas and notes | 60 | \$15,000.00 |
| 2.3 | Consultant provides facilitation services for the overall Equity Core Team as needed by the Office of Equity. | Deliver 4 (2-hr) meetings, meeting agendas and notes | 32 | \$8,000.00 |
| 2.4 | Consultant provides team coaching sessions for Steering Committee. | Deliver 12 (50-min) Coaching sessions | 48 | \$12,000.00 |
| 2.5 | Consultant provides Technical Assistance as requested by the Office of Equity. | Provide 30 hours of support for OOE staff | 30 | \$7,500.00 |
| 2.6 | Consultant provides leadership training to enhance the skills of Office of Equity staff and Steering Committee members. | Deliver 4 (2-hr) trainings, meeting agendas and notes | 48 | \$12,000.00 |
| TOTAL | | | 242 | \$60,500.00 |
| Objective | | | | |
| 3 Support the alignment of the Office of Equity and the Core Team with the County's Racial Equity and Social Justice Pillar goals. | | | | |
| Project activities that support the identified goal and objectives | | Deliverables | Hours | Costs |
| Tasks | | | | |
| 3.1 | Consultant facilitates strategic sessions to receive final round of feedback and presents final Mission, Vision, and Values of the Office of Equity to Core Team members. | Deliver 2 (3-hr) meetings, meeting agendas and notes, and PPT | 30 | \$7,500.00 |
| 3.2 | Consultant provides synthesis and final draft of Mission, Vision, and values for the Office of Equity's review. | Deliver document with final recommended for the adoption of a Mission, Vision and Values of the Office of Equity | 20 | \$5,000.00 |
| TOTAL | | | 50 | \$12,500.00 |
| Objective | | | | |
| 4 Support the Steering Committee in the development of a Racial Equity Action Plan | | | | |
| Project activities that support the identified goal and objectives | | Deliverables | Hours | Costs |
| Tasks | | | | |
| 4.1 | Consultant provides support services for the planning and co-design process of the Racial Equity Action Plan. | Consultant facilitates meetings, creates agendas and other applicable documents | 75 | \$18,750.00 |
| 4.2 | Consultant provides support in gathering and reviewing feedback. | Consultant facilitates meetings, reviews agendas and other applicable documents | 85 | \$21,250.00 |
| 4.3 | Consultant provides research and analysis support services. | Consultant supports research and analysis | 60 | \$15,000.00 |
| 4.4 | Consultant drafts and designs the Racial Equity Action Plan for the Steering Committee and Office of Equity's review. | Consultant presents a final recommendation for the adoption of a Racial Equity Action Plan | 120 | \$30,000.00 |
| TOTAL | | | 340 | \$85,000.00 |
| Objective | | | | |
| 5 Capacity Building of Office of Equity on creating equity-centered processes, systems, culture. | | | | |
| Project activities that support the identified goal and objectives | | Deliverables | Hours | Costs |
| Tasks | | | | |
| 5.1 | Consultant creates and delivers planning sessions for OOE Staff. | Deliver 6 (8-hr) sessions and share session notes and recommendations. | 70 | \$17,500.00 |
| TOTAL | | | 70 | \$17,500.00 |
| Objective | | | | |
| 6 Administrative Hours and Support | | | | |
| Project activities that support the identified goal and objectives | | Deliverables | Hours | Costs |
| Tasks | | | | |
| 6.1 | Consultant regularly checks-in with OOE staff for direction and alignment. | Consultant participates in meetings, creates agendas and meeting notes | 190 | \$47,500.00 |
| TOTAL | | | 190 | \$47,500.00 |
| Consultant's rate of pay for all services performed is \$250 per hour. Consultant, with direction and in collaboration with County, will perform the tasks listed above. | | TOTAL CONTRACT AMOUNTS | 952 | \$238,000.00 |