

**SECOND AMENDMENT
TO
PROFESSIONAL SERVICES AGREEMENT**

This Second Amendment ("Amendment"), dated as of August 25, 2026, is by and between the County of Sonoma, a political subdivision of the State of California ("County"), and WRA, Inc., DBA WRA Environmental Consultants, a California corporation, hereinafter referred to as ("Consultant").

RECITALS

WHEREAS, County and Consultant entered into that certain Agreement, dated December 12, 2023 ("Original Agreement") for coordination, facilitation, and preparation of a mitigation bank enabling instrument and related services;

WHEREAS, County and Consultant entered into a First Amendment to the Original Agreement on March 26, 2024 in order to expand the scope of services to include land use specialists that will be identified by Consultant and approved by County Counsel prior to any engagement; and

WHEREAS, County and Consultant desire to further amend the Agreement to extend the Agreement term by two years.

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 3. Term of Agreement shall be amended to read as follows:

"The term of this Agreement shall be from October 24, 2023 to October 24, 2028, unless terminated earlier in accordance with the provisions of Article 4 below."

2. 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.

3. 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:

WRA, Inc., DBA WRA Environmental Consultants

By: Ashley Zavagno

Name: Ashley Zavagno

Title: Restoration Ecology Director

Date: 7/1/2026

COUNTY OF SONOMA:

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

By: _____
Department Director or Designee

Date: _____

APPROVED AS TO FORM FOR
COUNTY:

By: _____
County Counsel

Date: _____

EXECUTED:

By: _____
Department Director

Date: _____