

AMENDMENT NUMBER SEVEN TO
AGREEMENT FOR PROFESSIONAL SERVICES

THIS SEVENTH AMENDMENT TO AGREEMENT FOR PROFESSIONAL SERVICES ("Amendment") is made and entered into as of July _____, 2026 by and between the Sonoma County Community Development Commission, a public body corporate and politic ("Commission"), and MidPen Housing Corporation, a California public benefit corporation ("Consultant").

RECITALS:

A. Commission and Consultant are parties to that certain Agreement for Professional Services, dated July 20, 2016, as amended by the First, Second, Third, Fourth, Fifth, Corrected Fifth, and Sixth Amendments thereto (collectively, the "Original Agreement") in connection with provision of professional services (the "Services") with respect to the planned mixed-use Roseland Village Project (the "Project").

B. Commission retained Consultant pursuant to the Original Agreement to provide planning, entitlement, and other predevelopment work in connection with the Project for an amount not to exceed \$1,544,200. The Second Amendment increased the Agreement budget to \$2,400,200 and the Fourth Amendment further increased the budget to \$3,303,978, amended the scope of services, and extended the term through July 20, 2023. The Fifth Amendment increased the budget to \$5,420,000, amended the scope of services, and extended the term through January 20, 2025. The Correction to the Fifth Amendment extended the term to June 30, 2026. The Sixth Amendment increased the budget from \$5,420,000 to \$5,470,000 and amended the scope of services.

C. The parties hereto desire to amend the Original Agreement as hereinafter set forth.

NOW, THEREFORE, with respect to the foregoing Recitals, and in consideration of the covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned hereby amend the Agreement as follows:

AGREEMENT

1. Term of Agreement. The following language in Section 3 is hereby amended to the Agreement to read as follows:

The term of this Agreement shall be from July 1, 2026 to December 31, 2026 unless terminated earlier in accordance with the provisions of Article 4. Commission and Consultant may elect to extend the Term of Agreement until December 31, 2027.

2. Effective Date. Effective Date of the Amendment is July 1, 2026.

3. Execution Date. Execution Date of the Amendment is July____, 2026.

4. Full Force and Effect. Except as expressly modified hereby, all other terms and provisions of the Original Agreement shall remain in full force and effect, are incorporated herein by this reference and shall govern the conduct of the parties; provided, however, to the extent of any inconsistency between the provisions of the Original Agreement and the provisions of this Amendment, the provisions of this Amendment shall control.

5. Counterparts. This Amendment may be executed in multiple counterparts, each of which shall be deemed an original instrument, and all of which, taken together, shall constitute one and the same instrument. The signature of any party hereto to any counterpart hereof shall be deemed a signature to, and may be appended to, any other counterpart hereof.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the date and year above written.

COMMISSION:

SONOMA COUNTY COMMUNITY DEVELOPMENT COMMISSION
a public body corporate and public

By: _____

Name: Michelle Whitman

Its: Executive Director

APPROVED AS TO FORM

By: _____

Name: Aldo Mercado

Its: Deputy County Counsel

CONSULTANT:

MIDPEN HOUSING CORPORATION
a California public benefit corporation

By: _____

Name: Joanna Carman

Its: Assistant Secretary