

**FIRST AMENDMENT
TO
PROFESSIONAL SERVICES AGREEMENT**

This First Amendment ("Amendment"), dated as of September 13, 2022, is by and between the County of Sonoma, a political subdivision of the State of California ("County"), and Dyett & Bhatia, Urban and Regional Planners, a California corporation hereinafter referred to as ("Consultant").

RECITALS

WHEREAS, County and Consultant entered into that certain Agreement, dated December 17, 2019, for the processing and preparation of The Specific Plan & Program EIR for the Sonoma Developmental Center; and

WHEREAS, County and Consultant desire to amend the Agreement to provide additional services, augment existing services and to increase the amount not to exceed of the agreement by \$238,328 for additional tasks added to the scope of work including outreach to additional bodies and agencies, expanded community outreach to underrepresented communities, clarification of vision and guiding principles, use of an existing water supply assessment to review and provide edits for consistency with State law, inclusion of project alternatives, open house meetings to present draft goals and policy topics to the public; and

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

AGREEMENT

1. Agreement Section 2.1 Payment Terms, first paragraph is deleted and replaced with the following:

2.1 Payment. 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 B2, provided, however, that total payments to Consultant under the Agreement and this Amendment shall not exceed \$1,684,037, without the prior written approval of County. Consultant shall submit its bills in arrears on a monthly basis in a form approved by County's Auditor and the Head of the County Department receiving the services. The bills shall show or include: (i) the task(s) performed; (ii) the time in quarter hours devoted to the task(s); (iii) the hourly rate or rates of the persons performing the task(s); and (iv) copies of receipts for reimbursable materials/expenses, if any. Expenses not expressly authorized by the Agreement shall not be reimbursed.

2. Exhibit A: Scope of Work, is deleted in its entirety and replaced with the attached Exhibit A2: Scope of Work

3. Exhibit B is deleted in its entirety and replaced with the attached Exhibit B2.

4. 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.

5. 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:

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, Permit Sonoma

Date: _____

EXHIBIT A2: SCOPE OF WORK

This section presents the proposed Scope of Work. Initials in parentheses following the sub-section heading identify the lead firm for each sub-task:

- **D&B:** Dyett & Bhatia, Urban and Regional Planners
- **PDC:** Public Dialogue Consortium
- **HWI:** Hornberger + Worstell Inc.
- **WRA:** WRA, Environmental Consultants
- **KMA:** Keyser Marston Associates
- **W-Trans:** Whitlock & Weinberger
- **Questa:** Questa Engineering
- **BKF:** BKF Engineering
- **P&T:** Page & Turnbull
- **BPD:** Bottomley Planning & Design
- **CSA:** Charles Salter & Associates
- **CBI:** Consensus Building Institute

“All” refers to the entire consulting team.

TASK I: ORIENTATION AND PROJECT KICKOFF (ALL)

Objective: Engage with County staff and other appropriate representatives to understand key issues, organize background materials and baseline data, clarify the work plan, refine the community engagement strategy and launch the project website.

- 1-A Project Initiation (D&B).** Upon award of contract, D&B will work with County staff to develop a detailed work program and schedule organizing the scope of work below into a fluid series of activities, deliverables, meetings, and overall schedule with milestones. Greater detail for individual tasks (such as economics, transportation and EIR) not presented here because of space limitations will be fleshed out in coordination with staff.
- 1-B Kickoff Meeting (All).** D&B will facilitate a meeting with County staff to review project objectives, discuss project issues and challenges, review the work plan and preliminary public engagement program, clarify responsibilities and expectations, and establish communication protocols. Prior to the meeting, the team will review relevant background information, plans and other documentation. The team will assemble a list of GIS, data, and information requests to review at the kick off meeting.
- 1-C Ongoing Project Management (D&B).** D&B will participate in bi-weekly check in

meetings throughout the course of the project, maintaining the schedule and action item list as needed for ongoing project management. Other team members may attend bi-weekly meetings on an as needed basis. The scope of work assumes ad hoc phone calls and email correspondence with staff for coordination through the project.

Meetings	Deliverables
<ul style="list-style-type: none">• Kickoff Meeting	<ul style="list-style-type: none">• Final Scope of Work• Final Project Schedule• Data Needs Memo to Staff• Kickoff Meeting Summary

TASK 2: COMMUNITY ENGAGEMENT STRATEGY (D&B, PDC, CBI)

Objective: Develop and implement a comprehensive strategy to inform, engage, and solicit input from all segments of the community throughout the process. Recognize and build on the visioning work completed previously by local community groups while also meaningfully engaging other stakeholders in a conversation about the future of the SDC site. Establish and actively maintain communication with stakeholders and community members throughout the process.

We understand that successful outreach meets people where they are and provides meaningful opportunities for input that influences outcomes. A preliminary approach to community engagement is presented below, focused on identifying a community-wide vision for the future of the SDC site and soliciting input on the critical issues that will need to be addressed to implement the vision. The principal components are outlined below and the timing is shown on the schedule at the end of this section. This is a suggested program that includes a broad range of tested and proven methods, including community meetings, pop-up outreach at events around the community, online and social media engagement, and public meetings, as well as activities specifically targeted to engage youth, non-English speakers, mobility-impaired people, and other traditionally under-represented constituencies. As one of the first steps after award of contract, we will work with County staff and the CAC to refine the strategy and tailor it for the SDC Specific Plan process.

2-A Project Website and Branding (D&B). D&B will design a logo and branding to uniquely identify the SDC Specific Plan and establish visual unity across all project documents and products. D&B will also design a bilingual (English-Spanish) project website that will serve as the primary web portal for the Specific Plan. The site will serve four primary purposes: 1) provide general information about the project, such as purpose, schedule, “Specific Plan 101”, and FAQs; 2) serve as a regularly updated library of project documents, presentations, and meeting materials as they are completed; 3) alert the public to upcoming meetings and other means of participation; and 4) provide opportunities to engage and provide input in creative and convenient ways at any point in the process. Online engagement activities described below will be accessed from this site. The website will offer an option to subscribe to a project mailing list, which D&B will maintain. The mailing list will be

used to proactively inform community members of milestones, meetings, and the availability of key project documents.

- 2-B Native American Consultation (D&B).** Pursuant to SB18 and AB52, we will assist the County with tribal consultation, notifying the NAHC of the planning process and contacting tribal representatives in the planning area.
- 2-C Key Informant Interviews (D&B).** D&B and other team members will conduct 15 face-to-face interviews in small groups over two days at the outset of the project. These may include property owners, developers, business owners, public agency staff, elected officials, and others. This will elicit candid input on planning issues and give us a broad sense of the community, major issues of concern, deal breakers, desirables, and the political factors that may come into play.
- 2-D Community Advisory Committee (D&B, with team).** The County will convene a Community Advisory Committee (CAC) to serve as ambassadors for the project in the community and provide a forum for public discussion. We will work closely with the CAC throughout the process, relying on them to review draft documents, help guide policy direction, and provide recommendations to County decision-makers at critical junctures. It is anticipated that the CAC will meet 12 times over the course of the project. At an initial meeting, the CAC will review and the Draft Community Engagement Strategy and provide feedback with a view to refining it. While the background reports are being prepared, the CAC will host a speaker series (described below) that provides an opportunity to learn about key issues at hand and a forum for discussion. The CAC will also receive presentations on background conditions and will review and provide feedback on key project deliverables, including the land use/circulation/design alternatives; the preferred plan; and draft policies for the Specific Plan. Brief meeting summaries will be prepared and posted to the project website in English and Spanish.
- 2-E Speaker Series/Webinars (D&B, with PDC).** The D&B/PDC team will host a speaker series featuring subject matter experts on key issues for the SDC Specific Plan, such as real estate market trends, open space planning, and adaptive reuse of historic buildings. Speakers would be invited to speak before the CAC at up to four meetings while the background reports are being prepared, although meetings would be promoted and open to the community at large. Each meeting will be recorded and posted to the project website as an interactive on-demand webinar, allowing interested members of the public the opportunity to view the content and submit comments and questions.
- 2-F Technical Advisory Committee (D&B, with team).** The County will convene a Technical Advisory Committee (TAC) to advise on technical aspects of the plan and provide valuable insight on topics such as land use, circulation, housing, safety, and infrastructure. The D&B team will participate in up to 6 TAC meetings during the course of the project. The TAC will review and provide feedback on key project deliverables, including the background reports; the water supply assessment; the land use/circulation/design alternatives; the preferred plan; and the admin draft specific plan and focused studies. Brief meeting summaries will be prepared and posted to the project website in English and Spanish.

- 2-G Community Conversations (PDC).** The “community conversations” are interviews and small group discussions organized around a set of aspirational questions developed to elicit community input relative to phases of the project. The initial phase of questions will be tailored to asking about the kind of community that residents want to live in, what is important to them about their community, and what guidelines and actions they believe would help move their community toward the future they would like to see. Follow up community conversations build upon what is learned from phase one, engaging community members in concerns, preferences and recommendations for alternative site development plans, and a preferred project alternative. These face-to-face conversations would take place at community events and gathering places, as well as at scheduled meetings/focus groups arranged through referrals from the Community Advisory Committee, local organizations like Los Cien and other community members. PDC will conduct community conversation interviews at up to three events/locations to ensure Glen Ellen and Eldridge community participation, as well as organize and facilitate up to six small group conversations. Interviews and small group conversations will be conducted in both English and Spanish, and if appropriate, may be conducted online using video conference technology. PDC will recruit and train college students and/or youth leaders from Sonoma County to support community conversations work and related outreach. Summaries of community input will be prepared and posted to the project website in English and Spanish. Online engagement will be used at each phase to mirror the work of community conversations (see below).
- 2-H Community Workshops (D&B, with PDC).** The D&B/ PDC team will facilitate a total of five community workshops and one open house. It is anticipated that the first workshop will focus on identifying goals, principles, issues and opportunities; the second and third workshop will focus on evaluating land use, circulation and design alternatives; and the fourth and fifth will focus on building a Preferred Plan around which to craft the Public Review Draft. As requested in the RFP, a community open house will be held during the public review period for the Draft plan and EIR. Feedback from the CAC will be used to inform workshop format and engagement strategies. Small group facilitation, including facilitation in Spanish, will be part of each workshop design. Workshop summaries will be prepared and posted to the project website in English and Spanish. (Note: Simultaneous translation services for those with language or accessibility needs are not included in this budget proposal, although D&B/PDC will work with the County to identify vendors for these services if the need arises.)
- 2-I Online Engagement (D&B, with PDC).** Knowing that many residents lead busy lives and may not be able to set aside time to participate in person, we will design and disseminate one complementary online activities at two stages in the process – at the initial visioning/goals/principles and at the alternatives stage. We propose to use either a standard software platform (like SurveyMonkey) or Maptionnaire, an effective online tool which has the ability to integrate interactive images and mapping, allowing participants to engage with and comment directly on the material presented. D&B has used this tool on several specific plans, including very recently for University City in San Diego, gaining 1,600 responses. We will draft content and revise it based on staff feedback prior to launching activities. Feedback from the CAC

will be used to inform development of the activities, which will be accessed from the project website. The D&B team will provide social media content in English and Spanish for County staff and CAC members to push out through established channels.

- 2-J Communitywide Kick Off Event (D&B, with PDC).** In collaboration with County staff and the CAC, the D&B and PDC team will put on a multi-day community kickoff event early in the process. The objective is to host a variety of outreach activities at different times and in different locations so as to reach the widest possible audience and start the project with a splash. Outreach activities would include initial community conversations onsite and in surrounding locations; a site tour led by CAC members and/or local community groups that have been planning reuse of the site for years; and an initial online survey activity. D&B will prepare maps, graphics and other materials for the event as well as a promotional post card or flier. County staff will distribute the post card or flier via a direct mail campaign.
- 2-K E-Newsletters (D&B).** Electronic newsletters will be developed at key points in the process, distributed to the project mailing list, and posted on the project website. They will also be designed to be circulated more broadly, both through the County's existing public outreach channels and in print form. A newsletter is an excellent vehicle for informing the public about the planning process, describing how they as community members can participate and presenting schedules, information about community workshops, key issues, plan alternatives, and policy recommendations. The newsletters will emphasize graphics, photos, and illustrations in order to be eye-catching and make the planning concepts easily understood. E-Newsletters will be prepared in English and Spanish.
- 2-L Decision-Maker Meetings (D&B).** County decisionmakers will be involved at key stages in the process, to receive community input and recommendations from the CAC, provide input and direction at key stages, and ensure there are no surprises at the end of the process. Two joint Planning Commission and Board of Supervisor meetings, two Planning Commission meetings, and two Board of Supervisor meetings are envisioned throughout the process, with an additional four hearings budgeted through the adoption process.
- 2-M Outreach to Additional Bodies and Agencies (D&B).** D&B will attend meetings as needed with the State, and with County elected leaders, state legislators, Municipal Advisory Committees, and City of Sonoma, with support for PowerPoint presentations.
- 2-N Expanded Community Outreach to Underrepresented Communities (CBI, D&B).** CBI will continue to refine the engagement strategy to ensure that the SP process reaches the entire Sonoma Valley community with a particular emphasis on communities that have been historically underrepresented in the planning process including young people, the Spanish speaking community, and adjacent neighborhoods to the south of the site. This work will involve facilitating and attending meetings with the aforementioned groups as well as creating outreach materials and disseminating information. D&B will provide coordination assistance to CBI including preparing e-newsletters, updating the website, and developing and printing meeting materials.

Meetings	Deliverables
<ul style="list-style-type: none"> • Community “Kickoff” to Engagement Event • Up to 6 community workshops/Open Houses • 15 In-Person stakeholder interviews • 12 CAC Meetings • 6 TAC Meetings • 6 Decision-Maker Meetings (10 total) 	<ul style="list-style-type: none"> • Refined Community Engagement Strategy; • Branding and Logo Package with Templates • Project Website • Development of Online Tools • Facilitation and Materials for Project Meetings • E-Newsletter • Display boards/maps (Hard and digital copies)

TASK 3: PLANNING AREA PROFILE AND BACKGROUND REPORT (TEAM)

Objective: Document existing conditions, opportunities, and constraints on the SDC site, drawing on previously prepared technical and specialized analyses to the extent feasible. Peer review available information and prior site-specific studies to identify gaps, focusing efforts on issues critical for promoting future investment and feasible development. Collect and organize data and information required for environmental review so as to streamline the process. Summarize findings in a user-friendly report that emphasizes maps and graphics and highlights key implications for the specific plan.

- 3-A Review of Background Data and Materials (Team).** The D&B team will review prior studies and relevant background materials to become thoroughly acquainted with prior work and focus efforts on areas where further study or updates are needed. D&B will establish a Dropbox folder for file sharing among the project team members.
- 3-B GIS Database and Basemap (D&B).** Using information from the County and focused field work, a GIS database of the planning area will be compiled, showing parcels, key natural features, and other information germane to the project. A planning area basemap will be created for use throughout the project. We assume the County will provide GIS information on land use (such as building area, housing units, improvements value, etc.), as available.
- 3-C Report Preparation.** A Planning Area Profile and Background Report will be prepared with the following chapters, each summarizing the relevant regulatory setting:
 - **Socio-Economic Profile (KMA).** KMA will prepare an overview of demographic, industry, and employment trends in Sonoma County, the Lower Sonoma Valley, and communities nearest the site. Building on prior analysis, the profile will identify key opportunities and constraints for reuse of the site to be explored further in the market study.
 - **Land Use and Public Services (D&B, with BKF).** Maps and text will summarize existing and planned land use on the SDC site and in the surrounding community of Glen Ellen. Public facilities, including schools, parks, and fire stations, will be

mapped and opportunities and constraints will be identified.

- **Architectural Resources (HWI and P&T).** Summarizing from and building on the prior studies, P&T will identify historic structures and places, and broadly define the architectural character of Sonoma Valley for a basis of future design guidelines. With extensive experience in adaptive reuse projects, HWI will review prior reports on structural condition of buildings on the SDC site and evaluate potential from an architectural design usability perspective through site visits and review of existing documentation and materials; this later effort will overlap with that of Task 5.
- **Community Consultation (D&B).** Provide an overview of community consultation to date—including reports and statements prepared by community groups—and the preliminary goals, visions, constraints, and issues identified.
- **Existing Mobility and Travel Patterns (W-Trans).** The Sonoma Developmental Center Mobility Assessment: Existing Conditions report prepared in 2018 contains information regarding existing trip patterns, locations of the site’s existing parking supply, existing transit operations, the existing and planned bicycle network, and broad overviews of existing pedestrian facilities within designated “zones” of the SDC campus that can be carried forth into the background report.

W-Trans will update the vehicle miles traveled (VMT) estimates for the traffic analysis zone (TAZ) encompassing the SDC site using the latest version of the Sonoma County Transportation Authority’s (SCTA) travel demand model. Estimates of VMT per capita and per employee, as well as average vehicle trip lengths, will be summarized. W-Trans will expand upon the pedestrian circulation data contained in the 2018 SDC Mobility Assessment report, conducting field reviews to document where gaps in the sidewalk network exist. Impediments to pedestrian and bicycle connectivity, as well as physical conditions that discourage travel by non-motorized modes, will be identified, including access to employment, services, schools, commercial uses, and transit. The transportation infrastructure within the Plan area will be summarized by block including general description of roadway cross-section (including pedestrian, bicycle, and vehicle facilities), speed limits, crossing types, lighting, bus stops and amenities, and accessibility including presence of curb ramps. Existing transit routes and headways will be confirmed. Exhibits depicting the existing pedestrian, bicycle, and transit facilities will be included.

An expanded traffic analysis consistent with the County’s guidelines will be prepared, using updated counts obtained while area schools are in session and reflecting the existing limited uses at the SDC campus. The intersection analysis will include weekday a.m. and p.m. peak hour counts and level of service (LOS) assessments at 15 locations, focusing on the Arnold Drive corridor but also including key locations on the Highway 12 corridor that may be particularly affected by traffic destined to and from the SDC site. While the final selection of intersections will be made in consultation with County staff, the following intersections are suggested:

- Intersections on Sonoma Highway (SR 12): Warm Springs Road (Kenwood), Arnold Drive, Madrone Road, Boyes Boulevard, West Napa Street-Riverside Drive.
- Intersections on Arnold Drive: Warm Springs Road (Glen Ellen), Harney Street, Redwood Street, Madrone Road, Agua Caliente Road, Boyes Boulevard, West Verano Avenue, Petaluma Avenue.
- Intersections on SR 116: Arnold Drive, SR 121.

An arterial roadway segment LOS analysis using volume-to-capacity ratio metrics consistent with the County’s General Plan will be evaluated at six key locations, anticipated to include four locations on Arnold Drive and two locations on Sonoma Highway. 48-hour traffic counts including vehicle volume, speed, and classification will be obtained at these six locations. An exhibit showing existing traffic volumes in the study area will be included. The final selection of study intersections and arterial segments will be made in collaboration with County staff. The existing parking supply in the core developed portion of the SDC site will be inventoried and summarized. The inventory will include all marked on-street parking spaces as well as marked spaces in parking lots.

- **Infrastructure Needs Assessment (BKF).** Much work related to mapping existing infrastructure has already been completed. BKF will provide a short summary synthesizing finding from previous evaluations, highlighting key issues related to serving future development needs.
- **Open Space and Natural Resources (WRA).** The 2018 SDC Existing Conditions Assessment catalogued biotic conditions on the site. WRA will succinctly summarize prior research and analysis and identify the natural resources values and functions for the open space areas on the SDC site. The report will highlight opportunities and constraints related to enhanced connectivity for biotic resources, water resources and recreational uses, with particular focus on the interface and relationship between the developed portions of the site and open space areas, which will be preserved.
- **Natural and Man-Made Hazards (Questa).** Drawing on publicly available data sources and site reconnaissance, Questa will build on prior studies to the SDC site's exposure to both natural and man-made hazards, paying particular attention to wildfire.

Meetings

Deliverables

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- Draft and Final Profile and Background Report

TASK 4: DRAFT AND FINAL PROFILE AND BACKGROUND REPORT

Objective: Assess market demand and housing feasibility to inform development of the specific plan.

KMA will assess market demand for residential, commercial, mixed use, institutional, and open space/recreational development in the plan area. In performing the market assessment, KMA will analyze demographic and industry trends and estimate the plan area’s potential share of market demand, drawing on the prior analysis and supplementing or updating as needed. KMA will work with the D&B team to evaluate the extent to which development opportunities can be accommodated by the reuse of existing buildings and infrastructure and to assess the relative advantages of reuse versus redevelopment. The results of this evaluation will be summarized in the market demand analysis report. KMA will also present the report and findings to the CAC and TAC.

Based on the findings of the market analysis, KMA will prepare a static pro forma to analyze the development economics of building prototypes prepared by the D&B team representing potential key land uses. The pro forma analysis will focus on the economics of mixed-income housing and up to three non-residential land uses. The development pro forma will model development costs, income/sales revenue, and the supported land value for prototypes reflecting a range of land use mixes, building densities and heights, and levels of affordability. The purpose of the pro forma analysis is to understand the capacity of alternative development concepts to support the cost of providing affordable housing and other public benefits. Based on the findings of the analysis, KMA will identify potential policy and regulatory incentives to encourage the development of affordable housing in the plan area. The results of this evaluation will be summarized in a Development Feasibility Memorandum. KMA will also present the report and findings to the CAC and TAC.

TASK 4B: VISION AND GUIDING PRINCIPLES

Objective: Work with the Community to define a future vision for the site and to present guiding principles that help outline how the site will achieve that vision.

D&B will work with the County to develop a draft vision and guiding principles that will be presented to the community and the project’s advisory team (PAT). D&B will refine the vision and guiding principles based on the feedback received and present the PAT with a final version that the PAT will sign off on.

Meetings

Deliverables

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- Community meeting, PAT meeting
 - Draft and final Vision and Guiding Principles

TASK 5: ADAPTIVE REUSE POTENTIAL EVALUATION (HWI, P&T AND D&B)

Objective: Evaluate the potential for adaptive reuse, preservation, and redevelopment of existing structures in order to inform the development of alternatives and the decision on strategies to carry forward into the specific plan.

HWI will take the lead, collaborating with P&T and D&B, to evaluate the potential for adaptive reuse, preservation, and redevelopment of existing structures, with the goal of defining the intersection of historical significance and reuse/adaptability potential that will inform subsequent work. Building upon the prior study of the SDC site and the studies developed in Task 4, recommendations for buildings and site features to preserve, demolition candidates, partial demolition candidates, and buildings with potential for modification will be identified and a preliminary cost/benefit analysis of the different approaches will be prepared. The findings of this evaluation to inform future development scenarios to be developed in Task 7 which will include a mixture of both reuse and redevelopment options including residential and commercial development opportunities that may affect the historic character of SDC. Development scenarios will include both the PEC building and Residence 140 which are currently the only two resources eligible for listing on State or National register.

Meetings

Deliverables

- Draft and Final Adaptive Reuse Potential Analysis

TASK 6: WATER SUPPLY ASSESSMENT (BKF, D&B)

Objective: ~~Complete a water supply~~ Review and provide edits on the Water Supply Assessment conducted by Valley of the Moon Water District (VOMWD) to ensure consistency with the requirements of State law.

BKF and D&B will review and provide comments on the water supply assessment conducted for the County by VOMWD to ensure consistency with State Law and the draft Specific Plan. BKF will additionally incorporate findings into the EIR as they are relevant. ~~Based the land use mix and buildout assumptions of the preferred plan, BKF will prepare a water supply assessment (WSA) consistent with the requirements of SB 610 (California Water Code sections 10910 through 10915) and SB 221 (California Government Code section 66473.7), as applicable.~~ The WSA will demonstrate the sufficiency of the Sonoma County Water Agency supplies to satisfy the water demands of the Plan, while still meeting the water existing and planned future commitments. The WSA will consider various water supply alternatives, including annexation to the valley of the Moon Water District, conversion to a private utility, and others. ~~A draft of the WSA will be produced and reviewed with County staff and the TAC.~~ Once vetted, BKF will revise the WSA to address comments from County staff and the TAC to prepare it for public release. BKF will also present key findings to the CAC.

Meetings

Deliverables

- ~~Draft and Final WSA~~ Comments and edits to WSA

TASK 7: PROJECT ALTERNATIVES AND ANALYSIS

Objective: Prepare and evaluate three distinct land use and circulation alternatives that respond to the existing conditions, opportunities, constraints identified in Tasks 3-5 as well as input received from the initial outreach and engagement with stakeholders. Represent the alternatives conceptually with illustrations and examples to facilitate understanding.

- 7-A Development Prototypes (HWI with D&B).** In collaboration with D&B, HWI will develop development up to eight building prototypes to illustrate the development potential of the alternative scenarios, representing varied development scenarios/zoning intensity. These prototypes will illustrate range of land use mixes, building densities/intensities, and heights, which will influence development potential and feasibility of implementing the desired prototypes. Along with these prototypes each scenario will include a set of development statistics and a planning level cost estimate which illustrates the construction costs per unit, and overall development cost at a planning level for the feasibility analysis to be completed by KMA in Task 4.
- **Alternatives Report (D&B with team).** Based on the existing conditions analysis and community outreach, D&B will prepare three concepts for potential development in the planning area. These may include variations on elements such as land uses and mixes, retail location, building sizes and heights, adaptive reuse/ demolition of existing structures, FARs/densities, open spaces, internal circulation/new streets, parking strategies, etc. Visualizations will be prepared for each concept by inserting the prototypes produced into a SketchUp model depicting the urban design of public streets and spaces within the planning area. The model will aid in visualizing the general building massing and key streetscape and urban design elements of a walkable mixed-use neighborhood. We assume a total of nine 3D sketches across three alternatives as well as one eye-level animated “fly-through” of the 3D model for each alternative. Following staff review, the concepts will be finalized. D&B will prepare maps, tables, and buildout numbers for potential opportunity sites. Based these materials, the D&B team will prepare an alternatives report to assess the relative pros and cons of each alternative concept, considering transportation, infrastructure components/capacity, public service delivery, open space, environmental impacts, community health, and ability to achieve project objectives. A comparative analysis of multimodal circulation will be conducted for alternatives.
 - **Final Traffic Assessment.** Evaluation criteria will include pedestrian and bicycle connectivity within the site, level and convenience of transit service including onsite shuttles if appropriate, multimodal connectivity to existing and planned networks beyond the site, influences of parking strategies, VMT metrics, and arterial roadway segment LOS projections for the six selected roadway segments. The analysis of non-auto modes will include a mix of qualitative and quantitative factors, with the quantitative component including a multimodal level of service (MMLoS) evaluation

for the segment of Arnold Drive through the SDC campus (the MMLoS methodology will be the same as that used during the planning process for the nearby Springs Specific Plan, which is based on methods developed by the City of Carlsbad). The VMT evaluation will consider both per capita and per employee metrics and will be based on SCTA model runs with adjustments to account for the components of each alternative that could substantially affect auto travel behavior and trip lengths. The VMT estimates for each alternative will be compared to existing local and regional values.

- **Utility Assessment.** BKF will provide a high-level demand forecasts to assess the impact of up to three alternatives on the utility systems. Based on the demand, make recommendations on how to improve utility systems or identify future studies that may be needed to analyze, evaluate, and determine impacts to the systems.
- **Database of existing building conditions and cost assessments.** The Project Team will organize the information shared by the State and the County on the condition of the existing historic buildings on the site, and the projected costs to rehabilitate and repurpose buildings for a variety of uses. KMA will compare the costs presented in previous analyses and develop cost estimates for existing buildings that are in line with estimates for new construction, and that account for cost increases since the initial analysis due to inflation.
- **Preliminary Financial Analysis.** KMA will conduct a preliminary analysis of the economic feasibility of each of the three alternatives, providing data on costs and returns of all of the major proposed land uses that will inform the development of the alternatives. This analysis will include integration of previous work done by the State to assess adaptive reuse costs on a building-by-building basis and ensure compatibility with the cost estimates for new construction. KMA's analysis will provide the project team with information on how to ensure financial feasibility at the site by revealing how changes to the program at the site may affect financial feasibility. KMA will present preliminary findings to the project team and refine the analysis and the programs of the three alternatives over multiple iterations
- **Final Financial Analysis.** KMA will provide in depth analysis of the final programs for each of the three alternatives following the iterative process described above. Final analysis will include the projected costs and returns for all uses in each alternative, as well as suggestions for alternatives financing mechanisms.
- **Environmental Analysis.** WRA will conduct field assessments to accurately map the top of the bank of Sonoma Creek in order to properly place setbacks on the site and determine where limits of development should be drawn. WRA will also attend field meetings with Sonoma Land Trust and other stakeholders to gain insight on the environmental conditions at the site.
- **Alternatives revisions following PAT Review.** The project team will present two rounds of revisions of the alternatives to the PAT members and follow each presentation with revisions consistent with the feedback presented by PAT members. These revisions will include the type and location of land uses, number of units and amount of non-residential land, extent of historic preservation, and revisions to the presentation of the alternatives, and any other matters of importance to the PAT.

Meetings	Deliverables
PAT meetings	<ul style="list-style-type: none"> Initial and Final analyses for traffic, infrast and financial feasibility Development Prototypes Draft Alternatives Report

TASK 8: PRESENTATION OF PROJECT ALTERNATIVES AND ANALYSIS

Objective: Explore the alternatives with stakeholders and community members through a range of outreach events to build consensus around a preferred plan concept.

A draft of the Alternatives Report will be produced and reviewed with County staff and the TAC. Once vetted, the D&B team will revise the report to address comments from County staff and the TAC to prepare it for public release. As described in Task 2 above, the alternatives will be explored with a range of stakeholders through a variety of outreach activities, including CAC meetings, TAC meetings, community conversations, community workshops, and online survey activities. The objective of these outreach activities is to identify and build consensus around a preferred plan concept.

Meetings	Deliverables
Facilitation of Community, TAC and CAC Meetings	<ul style="list-style-type: none"> Development of all meeting materials, including notice, flyers, slides, handouts, web information, display boards, graphics etc. (hard and digital copies). Development of an Alternatives Survey, analysis and presentation of the results of the survey

TASK 9: SPECIFIC PLAN ADMIN DRAFT AND FOCUSED STUDIES

Objective: Prepare a first full draft of the SDC Specific Plan, incorporating major substantive content developed in prior tasks.

The D&B team will prepare an Admin Draft Specific Plan in conformance with State law, supplemented with focused studies that build on the work completed in prior tasks. Content of the Admin Draft will include:

- Introduction and Context (D&B).** Description of the planning area, existing uses, opportunities and constraints. Recap of the planning process will be provided. Relationship to the General Plan and relationship of the EIR to subsequent development, including opportunities for tiering and streamlining, will be described.
- Plan Vision and Goals (D&B).** Recognizing that a clear and compelling vision can

be a powerful marketing tool, the plan will lay out an engaging vision and a roadmap for achieving, with overarching goals in synch with community aspirations.

- **Land Use (D&B).** Distribution, location and extent of proposed land uses. Land use designations, permitted mixes, and development intensities. Development potential, including market-rate and affordable housing units, building square footage, population and job projections. Land use and zoning maps will be provided. Illustrations and photo simulations illustrating future development will be included.
- **Open Space and Resource Conservation (D&B with WRA).** Establish a framework of goals, policies and actions for open space and natural resource conservation and identify allowable and beneficial uses on the SDC site. Particular focus will be paid to the interface between the natural and built environments on the site, in view of the location of the site at a pinch point on the Sonoma Valley Wildlife Corridor.
- **Mobility and Access (D&B with BPD and W-Trans).** Any intersection, roadway, and bicycle and pedestrian movement, and other improvements will be identified. Guidelines will be provided, identifying entrances/ gateways to the community, loading drop-off and pick-up locations, transit access, pedestrian and bicycle facilities, and primary vehicular routes. Proposed cross-sections based on the travel demand needs for the proposed land uses will be developed. A comprehensive set of policies addressing pedestrian, bicycle, auto, parking, transit mobility, travel demand management, and access for people of all ages and abilities will be developed. D&B, with W-Trans assistance, will also develop parking standards.
- **Utilities and Infrastructure (D&B with BKF).** Based on the utility demand forecast for the preferred plan, BKF will make recommendations on how to improve utility systems or identify future studies that may be needed to analyze, evaluate, and determine impacts to the systems. The analysis will consider the age, potential condition and capacity of utilities as well as the cost to relocate them. Public infrastructure improvements as well as private development improvements for public use will be described. A description will be included noting how infrastructure might be phased to accommodate development proposed in the planning area.
- **Development Standards and Design Criteria (D&B, HWI, BPD).** D&B will prepare complete use and development standards and illustrative design guidelines, including parking standards and guidelines. HWI will develop architectural design standards and design guidelines for building prototypes. Street and streetscape improvements, public realm improvements and policies (e.g. Complete Streets, frontage street types, on-street parking, "Green Street" Stormwater Management Opportunities, Lighting and Street Furnishings, Planting Character and Materials etc.), implementation and phasing, signage standards, supporting sketches and diagrams will also be provided. Text will incorporate and reference graphic materials prepared previously in the process as applicable.
- **Implementation and Financing Plan (D&B with KMA and BKF).** In coordination with KMA and BKF, D&B will develop a program of implementation measures coordinated with the County's CIP. BKF will determine an order of magnitude

construction cost for the infrastructure improvements. KMA will evaluate top-level feasibility of infrastructure financing for the plan area, considering the infrastructure cost burden within the context of the real estate value created by the specific plan. Using concept-level cost estimates provided by BKF, KMA will identify whether the infrastructure cost burden is likely to be financeable.

This Infrastructure Financing Review will provide a “reality check” for the plan. Also, as part of this task, KMA will prepare a qualitative assessment of potential funding sources for public facilities and public services in the plan area based on the type and cost of improvements identified by the team. The assessment will consider options for special assessment districts, tax increment financing, as well as impact fees, state and federal grants, and private development contributions.

- **Administration (D&B).** Description of any fees, amendment procedures, development review procedures, and County departments and agencies responsible for Specific Plan implementation and reporting.

Meetings	Deliverables
<ul style="list-style-type: none"> • Open House meetings to present draft goals and policy topics to the public 	<ul style="list-style-type: none"> • Policy Open House Meeting Summary • Admin Draft/ Screencheck Specific Plan and Focused Studies (hard and digital copies)

TASK 10: PUBLIC REVIEW DRAFT PLAN

Objective: Prepare a graphically rich plan that serves as a user-friendly guide for development and preservation in the planning area. Facilitate public review of the Draft Plan.

Following review of the Admin Draft Specific Plan and focused studies by County staff and the TAC, the D&B team will revise the report to address comments to prepare it for public release. As described in Task 2 above, the Public Review Draft Plan will be presented to the community at a CAC meeting, a community open house, and online. This outreach will be an opportunity for community members to see how their input has been considered in development of the Plan and to comment on the Draft before it is presented to decision-makers.

Meetings	Deliverables
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- Meeting facilitation and materials (digital & hard copies)
 - Planning Commission workshop/hearing facilitation and materials (digital & hard copies)
 - Public Review Draft Specific Plan

TASK 11: ENVIRONMENTAL REVIEW

Objective: Prepare a programmatic Environmental Impact Report (EIR) to analyze and mitigate the potential impacts of implementing the Specific Plan. Structure the work plan to streamline environmental review and facilitate timely completion of the project. Prepare the Draft Plan and EIR in parallel to the greatest extent possible so that significant impacts can be mitigated through Plan policies, creating a “self-mitigating plan.”

11-A NOP and Scoping (D&B). D&B will prepare a NOP to be submitted to all responsible and trustee agencies and to the public, informing them that the County is initiating the environmental review required for the Specific Plan. During the 30-day scoping period, a public meeting will be held to take comments on issues to be addressed in the EIR. D&B will coordinate with County staff on the meeting format. D&B will summarize NOP comments received in a Memorandum to be provided to the team.

11-B Technical Analysis and Special Studies (D&B, with Questa, WRA, W-Trans, P&T, CSA). To streamline the overall project timeline, the environmental analysis will draw on technical analysis and special studies prepared in prior tasks to the extent possible. Subject matter experts will prepare the individual chapters of the Draft EIR, summarizing relevant data and information and providing full detail in appendices.

Traffic analysis will be based on VMT metrics rather than LOS and that the County of Sonoma will have adopted VMT significance thresholds by the July 1, 2020 deadline established by the State. Methodologies and modeling techniques to be used in the circulation analysis will be confirmed with County staff prior to commencement of analysis. Noise analysis will assess future traffic noise levels based on projected development associated with the plan area. Graphic noise contour mapping for existing conditions and projected development scenarios will be produced. Air Quality and GHG emissions analysis will be conducted using CalEEMod to estimate emissions emitted by vehicles operated on existing roadways under both existing conditions and future buildout conditions. If CO modeling is warranted, BAAQMD-approved models and ARB emission factors will be used to estimate CO concentrations at up to three intersections analyzed in the traffic study. A visual assessment consistent with County Guidelines will be conducted with photo simulations at up to 3 locations.

11-C Prepare Draft EIR (D&B, with Questa, WRA, W-Trans, P&T, CSA). D&B will prepare a project description that outlines the components of the Specific Plan and provides quantified projections of the population, housing, and employment that would result from implementation. Development of mitigation measures and policies

concurrently will be an iterative process in concert with finalization of the Specific Plan, such that goals, policies, and implementation measures can be used as mitigation measures, where appropriate, to ensure the Plan is self-mitigating to the extent possible. The project description will form the basis for the environmental analysis and will be submitted to County staff for review prior to commencing work on the technical analysis.

The D&B team will prepare an Administrative Draft, Screencheck and Public Review Draft EIR. To streamline environmental review and optimize the timeline for completion of the project, the analysis will draw on the special studies described above, as well as technical and specialized analyses prepared in previous tasks. The Administrative Draft EIR will contain the following chapters:

- Introduction
- Executive Summary
- Project Description
- Environmental Analysis

It is anticipated the EIR will evaluate the issue areas listed as follows.

- Agricultural Resources
 - Air Quality
 - Biological Resource
 - Climate Change/Greenhouse Gases
 - Cultural/Historic Resources
 - Geology, Soils and Mineral Resources
 - Hazards and Public Safety
 - Hydrology, Water Quality and Flooding
 - Land Use, Planning and Population/Housing
 - Noise and Vibration
 - Public Services and Water Supply
 - Public Utilities and Energy
 - Transportation and Circulation
 - Visual Resources
 - Parks and Recreation
 - Tribal Cultural Resources
- **Other CEQA Considerations.** The EIR will discuss growth inducement, irreversible commitment of resources, and issues that were found not to be significant during the scoping process.
 - **Alternatives.** The EIR will address a minimum of three alternatives that could feasibly attain the basic project objectives. Determination of specific alternatives will be done in coordination with County staff, and it is anticipated that some of the alternatives developed earlier in the planning process will be used to develop feasible alternatives for the EIR. Following approval of the Screencheck Draft

EIR, the D&B team will coordinate with the County for the publication and public review of the Draft EIR.

11-D Prepare Final EIR and MMRP (D&B). After close of the 45-day comment period, D&B will bracket and number each individual comment received within each comment letter and any comments received during the public hearing and will prepare responses to each comment. D&B will also prepare the MMRP, following the County’s format and including each mitigation measure identified, timing, entity responsible for implementation, and method of compliance. A draft of the MMRP will be provided with the Admin FEIR. D&B will prepare an Admin and Screencheck Draft FEIR for internal review along with a Final document for circulation ahead of hearings.

Meetings	Deliverables
<ul style="list-style-type: none"> • Scoping Meeting facilitation 	<ul style="list-style-type: none"> • Notice of Preparation • Meeting materials and handouts • Summary Report of scoping comments • Draft and Final Program EIR and Mitigation Monitoring and Reporting Program (hard and digital copies)

TASK 12: PRESENT FINAL SPECIFIC PLAN AND EIR

Objective: Assist staff with required review, attending hearings to present the Plan, EIR, and associated analyses and answer questions as needed.

12-A Public Hearings (D&B, with team). The Draft Specific Plan and Final EIR will be presented at hearings before the Planning Commission and Board of Supervisors. We assume a total of 4 hearings. We will closely coordinate with County staff prior to the hearings to ensure that our presentations respond to specific questions and issues likely to be encountered during the hearings.

12-B Prepare Board-Approved Specific Plan (D&B). Following certification of the EIR and adoption of the Specific Plan, a final version of the Plan will be prepared, incorporating any final direction from the Board of Supervisors.

Meetings	Deliverables
<ul style="list-style-type: none"> • Attendance at Four Hearings 	<ul style="list-style-type: none"> • Preparation of Hearing materials, slides, handouts, diagrams, etc. • Final Specific Plan (hearing copies) • Final Program EIR and Mitigation Monitoring Plan (hearing copies) • The Specific Plan, final approved version • Certified Program EIR and Mitigation Monitoring and Reporting Program

OPTIONAL TASK: LIMITED PHASE II ENVIRONMENTAL INVESTIGATION (QUESTA)

Questa's proposed scope of services to complete the limited Phase II Environmental Investigation will include the following tasks:

(1) Project management and work plan development; (2) USA Dig notification and marking of boreholes; (3) Preparation of Encroachment and Drilling permit applications (if required), Traffic Control Plan, Health and Safety Plan for submittal to required agencies of Sonoma County and Permit fees to required entities; (4) Drilling/sampling (Drill rig and crew) of 4 to 8 total boreholes, to depths of approximately 10 to 20 feet; backfill of holes with Portland cement grout in accordance with permit requirements. Borehole locations will be mapped using a hand-held GPS device; (5) Disposal of drill spoils for 4 to 8 boreholes; additional testing may be required for contaminated soils disposal; (6) Traffic control/health and safety during drilling (Technician and materials); (7) Field Engineer/Geologist logging of- and sample collection from- boreholes including groundwater depth measurements, if present; (8) Laboratory analytical testing will be performed on select soil samples for the presence of chemical or metals contamination. Tested constituents may include total petroleum hydrocarbons (TPH) as gasoline, diesel, motor oil, the metals lead and arsenic, volatile organic compounds, and others as deemed appropriate. (9) Data developed in the investigation will be reviewed and analyzed and results will be presented on borehole logs and summary tables which will be drafted for inclusion in the summary report; and (10) Preparation of a summary report including the results of the subsurface investigation, a borehole location map, a summary of the materials encountered in the boreholes, borehole logs, results of the testing for contaminants, and conclusions regarding the results of the investigation.

COST ESTIMATE

Estimated costs for the will be approximately \$22,500.00 to complete an investigation that includes one day drilling (approximately 4 to 5 boreholes) and \$32,500.00 for an investigation that includes 2 days of drilling (7 to 8 boreholes). Questa will perform the work on a time-and-expenses basis in accordance with its Schedule of Fees. A retainer in the amount of \$5,000.00 to pay for permits and the first day of drilling costs will be required.

SCOPE OF WORK/BUDGET ASSUMPTIONS

Our Scope of Work/Budget are based on the following assumptions:

- *Meeting Attendance.* The budget assumes attendance at meetings as shown in the Scope of Work. Meetings with County Staff will occur as needed throughout the planning process, as specified. All meetings are assumed to be attended by D&B, with sub-consultant attendance as noted or as required. Costs of additional meeting attendance would be on a time and materials basis if requested; such costs are not included within the guaranteed maximum fee.
- *Consolidated Comments and Direction.* Unless otherwise noted in in the Scope of Work, County staff will provide a single set of consolidated, non-conflicting comments

on the review drafts of all documents. Unless otherwise specified, each product will be finalized following one round of staff review; additional iterations and reviews will be considered additional service.

- *Presentations, Agendas, Meetings Summaries.* PDC or D&B will prepare agendas, handouts, presentations, and meeting summaries for all public meetings. PDC or D&B will also prepare agendas and presentations for all decision-maker meetings that we attend. As decision-maker meetings are structured around review of products, these products would be forwarded to County staff in advance of the meetings. We assume that County staff will be responsible for staff reports.
- *Electronic Files.* Electronic files of all documents will be provided in PDF and Word via email or file transfer service. PDFs will be provided in high-resolution print format and lower-resolution web-compatible format, as appropriate. D&B will also provide native electronic files of all documents created by the consultant team upon completion of the project – these may be in Word or for graphic-intensive documents, in Adobe InDesign. Maps will be provided in Illustrator or ArcGIS format, depending on native format.
- *Printed Copies.* Six (6) hard copies of final reports and Specific Plan document will be provided. Only electronic copies of all other documents will be provided.
- *Final EIR Effort.* Because the effort to prepare the Final EIR (Response to Comments on the Draft EIR) is not predictable in advance, our budget assumes that 90 hours of consultant time. In our experience, this will be sufficient for a project of the scale of the SDC Specific Plan.
- *EIR Filing Fees.* The County will be responsible for paying all EIR filing fees; these are not included in the budget.
- *Increased Costs Due to Delay and Suspension.* Should the project extend beyond December of 2021, for no fault of consultant, the budget for remaining work would be adjusted to account for change in costs/billing rates (based on change in the San Francisco CPI). Should the project be suspended for longer than three months for no fault of consultant, the County and consultant will confer if additional re-start costs are necessary.

Exhibit B2

		Original Budget	Budget Request Item	Budget Amendment Amount	Revised Budget
Task 1	Project Orientation & Kick Off	54,094			54,094
Task 2	Community Engagement Strategy	303,544	1A, 1B, 2	88,385	391,929
Task 3	Profiles and Background Report	179,826			179,826
Task 4	Market Demand Study	45,128			45,128
Task 4A	Vision and Guiding Principles		3B	9,000	9,000
Task 5	Adaptive Reuse Potential Evaluatiion	75,010			75,010
task 6	Water Supply Assessment	32,712	6	(27,312)	5,400
Task 7	Project Alternatives Presentation of Alternatives	178,848	3A, 3C	108,015	286,863
Task 8	(mtgs in Task 2)	7,630			7,630
Task 9	Admin Draft Specific Plan and Studies	242,943			242,943
Task 10	Public Review Draft Plan	24,686			24,686
Task 11	Environmental Review	254,381	4	30,000	284,381
Task 12	Present Final Plan and EIR	44,647			44,647
Task 12A	Limited Phase II Environmental - Borings	32,500			32,500
Inflation			5	30,240	30,240
Total		1,475,949		238,328	1,714,277