

SECOND AMENDMENT TO AGREEMENT
with PDM GROUP

The parties hereto agree to amend that certain Agreement dated October 1, 2003, amended June 17, 2004, by and between the SANTA CRUZ COUNTY REGIONAL TRANSPORTATION COMMISSION and PDM GROUP, increasing hourly billing rates; changing Section 2 (Compensation) by adjusting the contract value to a total amount not to exceed \$65,621; and, amending language in Section 3 (Term) extending the term of the agreement to June 30, 2006, as follows:

1. **COMPENSATION.** In consideration for CONTRACTOR accomplishing said result, COMMISSION agrees to pay CONTRACTOR on a time and materials basis at a compensation rate set forth in Exhibit 1 – to Second Amendment, which by this reference is incorporated herein, for a total not to exceed \$65,621.

2. **TERM.** The term of this Contract shall be: October 1, 2003 through June 30, 2006, contingent on continued allocation in the Commission’s FY05-06 Budget and Work Program.

All other provisions of said Agreement shall remain the same.

Dated: June 2, 2005

SANTA CRUZ COUNTY
REGIONAL TRANSPORTATION COMMISSION

By _____
Pat Dellin, Acting Executive Director

CONTRACTOR

By _____
PDM Group
Dale Dennis, Principal
Address: 1034 Rolling Woods Way
Concord, CA 94521

Approved as to form:

County Counsel

Attachment: Exhibit 1 – to Second Amendment (Compensation)
Distribution: PDM Group
SCCRTC Finance Officer
Auditor-Controller

Exhibit 1 – to Second Amendment

COMPENSATION

COMMISSION agrees to pay CONTRACTOR, including subconsultants, at an hourly rate, plus expenses, effective July 1, 2005 as described below:

| | | |
|-----------------|-------------------------------------|---|
| Dale Dennis, PE | Project Delivery Management Group | \$169 per hour |
| Heidi Ouren | HQE Incorporated (Subconsultant) | \$156 per hour thru 12/31/05 \$164 per hour as of 1/1/2006 |

Upon the written approval of the COMMISSION's Executive Director, additional CONTRACTOR personnel and sub consultants may be compensated for work performed in delivery of the scope of services outlined in this agreement.

These hourly rates are an all-inclusive rate for all direct labor and indirect costs. Transportation and subsistence costs shall not exceed the rates authorized for payment to State Employees under current State Department of Personnel Administration rules. The hourly rates shall remain in effect for the duration of the contract, unless amended by mutual agreement of the CONTRACTOR and the COMMISSION's Executive Director to allow for cost escalations. In no event shall an adjustment in the hourly rates result in an increase in the COMMISSION's obligation set forth in Article 2. Compensation.