

MODIFICATION OF PROFESSIONAL SERVICES AGREEMENT

DATED DECEMBER 2, 2015

BETWEEN CLARK COUNTY AND R. W. THORPE & ASSOCIATES, INC.

THIS MODIFICATION OF PROFESSIONAL SERVICES AGREEMENT, hereinafter the Modification, is entered into this \_\_\_\_\_ day of December, 2015 between Clark County, hereinafter referred to as the County and R. W. Thorpe & Associates, Inc. hereinafter referred to as the Contractor.

W I T N E S S E I H:

WHEREAS, the parties entered into a Professional Services Agreement on December 2, 2015, hereinafter referred to as the Agreement, and

WHEREAS, the parties have agreed to modify the Agreement as set forth herein and in accordance with Exhibit A to this Modification, which is attached hereto.

NOW, THEREFORE, in consideration of payments, covenants, and agreements, hereinafter mentioned, to be made and performed by the parties hereto, the parties covenant and agree as follows:

I. MODIFICATIONS:

The County and the Contractor hereby agree to modify the original Agreement to expand the Contractor's scope of work, provide for additional payment for the expanded work, and to extend the schedule for completion of work, all as set forth below and in Exhibit A hereto.

II. REASONS FOR MODIFICATIONS; CONTROLLING DOCUMENTS:

- A. The Contractor is engaged in completion of its obligations pursuant to the Agreement, and the County desires to engage it for further assistance in work to prepare and complete a camera-ready Addendum to the Draft Supplemental Environmental Impact Statement in connection with the County's 2016 Comprehensive Growth Management Plan update.
- B. Except as modified above all existing terms and conditions set forth in the Agreement remain in full force and effect.

III. ENTIRE CONTRACT; PERFORMANCE OF CONTRACT; NO WAIVER.

- A. The parties agree that the Agreement, as amended by this Modification, is the complete expression of the terms hereto and any oral representations or understanding not incorporated herein

are excluded. Any further modification of the Agreement shall be in writing and signed by both parties. Failure to comply with any of the provisions stated herein shall constitute material breach of contract and cause for termination. If there is a conflict between the provisions of the Agreement, the Modification, and Exhibit A to the Modification, the provisions of the Modification will control over the Agreement and Exhibit A. Exhibit A will control as to scope of work, the Contractor'.

- B. Both parties recognize that time is of the essence in the performance of the provisions of this contract.
- C. The parties also agree that the forgiveness of the non-compliance of any provision of the Agreement as modified does not constitute a waiver of the provisions of the Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this contract to be executed the day and year first hereinabove written.

Attest:

BOARD OF COUNTY COMMISSIONERS  
FOR CLARK COUNTY, WASHINGTON

\_\_\_\_\_  
Clerk of the Board

\_\_\_\_\_  
David Madore, Chair

APPROVED AS TO FORM ONLY:  
Anthony F. Golik, Prosecuting Attorney

\_\_\_\_\_  
Jeanne E. Stewart, Councilor

By: \_\_\_\_\_  
Christine Cook  
Sr. Deputy Prosecuting Attorney

\_\_\_\_\_  
Tom Mielke, Councilor

# R.W. THORPE & ASSOCIATES, INC.

Seattle • Anchorage • Denver • Winthrop

❖ Planning | Landscape Architecture | Project Management | Environmental | Economics



PRINCIPALS:

Robert W. Thorpe, AICP, President

ASSOCIATES:

Lee A. Michaelis, AICP, Senior Associate

Stephen Speidel, ASLA, Senior Associate

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**EXHIBIT A TO MODIFICATION  
OF PROFESSIONAL SERVICES  
AGREEMENT  
dated December 2, 2015**

**Clark County Comprehensive Plan  
SEPA Review Documents  
Land Use Alternatives**

**Professional Expert Review of November 24, 2015 County Councilor Adopted Land Use  
Alternative –IE- Alternative 4(rural) and its impact on Alternative 1, 2, 3, & 4  
SEPA Addendum to address Analysis/conclusions**

The R.W. Thorpe & Associates' team has a 45+ years' experience in the preparation of County and City Comprehensive Plans/regulation/carrying capacity analysis and support SEPA documents (i.e. EIS, SEIS, and Addendums). We and the R.W. Thorpe & Associates team members have the staff time, availability, and issue expertise to provide the required services in a timely manner per the time schedule we discussed at our December 2 meeting. The team is committed to prepare an addendum that supports the FSEIS in any potential appeals. In doing so, the team will work with county staff and the County's current contractor for analysis of environmental impacts.

We understand the update is being accomplished by utilizing the Supplemental EIS (SEIS) process which includes a DRAFT and FINAL SEIS. The DRAFT was issued in August 2015. Both documents are supplements to the Clark County 2007, Growth Management Plan Final EIS. We understand that the ongoing environmental review process is being headed by ESA and includes technical sub-consultants and input from Clark County staff. R.W. Thorpe & Associates, Inc. is proposing to add expertise to that process to review the Planning Assumptions used in the rural buildable lands analysis and to analyze four alternatives, focusing on a "carrying capacity analysis" to test the assumptions/conclusion in alternatives 1 through 4 (rural and resource lands).

The Scope of our assignment would be to provide an Addendum which we anticipate could be accomplished in 3 steps. Step 1: Review the Planning Assumptions introduced on November 4, 2015 and provide professional opinion on the validity of these assumptions and whether they should be applied to the Vacant Buildable Lands Model for the rural lands. Our Opinion Letter/Report will be provided to Clark County by December 30th 2015. Step 2: Assuming that the



Planning Assumptions have a factual basis for incorporation into the buildable lands model, we will work with County Staff to review and revise Alternatives 1, 2, and 3 by incorporating the Planning Assumptions found to be fact based. For any Planning Assumptions found not to be fact based, we will work with County Staff to revise Alternative 4. These draft findings expected to be delivered to Clark County by January 29<sup>th</sup>, 2015. Step 3: "Camera ready" addendum for public presentation by mid-February which will address those issues identified by Clark County Councilors and Staff during the review of the draft. After a 15-day public comments, R.W.Thorpe and Associates will prepare a response to public comments and finalize the Addendum.

The R.W. Thorpe & Associates, Inc, team members (see also [www.rwta.com](http://www.rwta.com))

- Robert W. Thorpe, AICP - Principle in Charge
- Lee A. Michaelis, AICP - Project Manager / Senior Associate
- Tom Walker and Stacey Smith - Land Use Analysis/ Support

Co-Consultants

- Richard Settle, Foster & Pepper – Legal
- Vicki Morris and Associates – Addendum Outline/Technical Review & Analysis/Final Editing
- Optional (for support or discussion in incorporating the findings into the CFP & CFFP)
  - Traffic Impact Fee Analysis – TSI David Markly PE
  - Capital Facilities Element - Stantec – William Holiday PE

**Timeline** – Preliminary subject to review and agreement by direction from Clark County Acting Manager Mark McCauley incorporating County Councilors' recommendations.

- 1) Complete work according to December 2, 2015 Professional Services Agreement with the County.
- 2) Step 1: Review Planning Assumptions and provide professional opinion on the validity of the assumptions and whether they are fact based. Target December 23, 2014 to December 30, 2015.
- 3) Step 2: Prepare working Draft Addendum based on Step 1 initial findings and additional direction given by Clark County- Target January 25, 2016 completing of addendum.
- 4) Step 3: "Camera Ready" Addendum delivery for Publishing by Clark County Target – Feb 19-26, 2016.
- 5) Step 4: After the 15-day public comment, prepare response to public comments.
- 6) Step 5: Prepare "Camera Ready" final Addendum.

Budget - Overall Budget shall not exceed \$45,000. As each step or task is completed, the parties shall meet, and shall agree in writing on a budget subject to the overall maximum above for completion of the subsequent step or task.

A. Start Up – Utilize existing RWTA/Clark County agreement dated November 27, 2015 for the amounts between- \$3000 – 4000. Contract was signed on December 2, 2015.

B. Addendum to the existing contract for the following services.

Step 1 Research – Alternative 4 (rural) –

Validate assumptions & Initial Findings/Recommendations

Week of Dec. 21st – 24th

Review by Clark County

Revisions/redraft Jan. 8th

Step 2- Based on Step 1 Finding

Procedures with Draft Addendum

Draft to County Staff, Councilors

Step 3 – Prepare EIS final addendum

“Camera Ready” disk for Clark County Drafts/providing legal noes/sets

Attend Public Hearing an addendum

Step 4

Response to public comments

On-call County staff requests

Step 5

Prepare camera-ready final addendum

Overall: Cost Ranges – Low End (goal / target) to High End (maximum not to exceed without change order)

A. start up \$2500-\$4500 (Current signed agreement with Clark County)

B. 1. R.W. Thorpe and Associates - \$8000 – 10,000

Morris – \$3000-\$5000

Settle \$4000-\$5000

Expenses – 1 Meeting at Clark County \$15,000-\$20,000

2. R.W. Thorpe and Associates \$15,000 – \$22,000

Step B – 2/3 Preliminary Estimate

To be verified fully Step B-1

Team = \$12,000 to \$20,000 plus expenses

Step 4 – TBD

Clark County and Consultant (RWTA Team)

Option to modify Steps 2-4

Work program and budget following Step 2

We have enclosed attachment A & B for RW Thorpe and Associates/Co-consultants Rate Sheet. We appreciate the opportunity to assist you with Step 1 research, meeting and recommendation at Clark County Administration office on December 2.

We look forward to your review and modifications to the agreement. However, if any portions, steps, or work element are in order or the agreement in its entirety are acceptable, please provide a Clark County Contract with applicable steps and budget approval.

Respectfully Submitted  
*R.W. Thorpe & Associates, Inc.*

Attachments:  
Attachments A&B  
Morris  
Foster and Pepper  
Key Vitae

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