

AMENDMENT NO. 1
TO PROFESSIONAL SERVICES AGREEMENT

Effective **January 1, 2024** (“Effective Date”), this Amendment (“Amendment”) amends the Professional Services Agreement, dated **May 23, 2023** by and between the Truckee Tahoe Airport District, a public agency organized and operating under the laws of the State of California (“District”), and Sierra Business Council an IRS recognized 501c3 public benefit corporation (“Consultant”). District and Consultant are sometimes individually referred to as “Party” and collectively as “Parties” in this Amendment.

WHEREAS, the parties wish to extend the Agreement and add additional work.

NOW, THEREFORE, be it mutually agreed that the Professional Services Agreement between the District and Consultant is hereby amended as set forth herein.

1. Section 1, Services. Exhibit A, Scope of Services, shall be modified to include the attached Proposal & Scope of Work for “Phase III: Steady State.”

2. Section 2, Compensation. The total amount paid for services rendered by Consultant under this Agreement shall be modified to, not to exceed the sum of **\$83,333.33**, which includes the original Agreement sum of \$50,000 for Phase II, plus \$33,333.33 for Phase III.

3. Section 5, Term. The Agreement shall be extended until **December 31, 2024**, on which date this Agreement will automatically terminate unless earlier terminated.

4. Entire Agreement. Except as expressly modified by this Amendment, the Agreement shall be and remain in full force and effect in accordance with its terms and shall constitute the legal, valid, binding and enforceable obligations to the parties.

This Amendment and the Agreement (including any written amendments thereto), collectively, are the complete Agreement of the parties and supersede any prior agreements or representations, whether oral or written, with respect thereto.

IN WITNESS WHEREOF, the parties have caused this Amendment to be duly executed by their authorized representatives.

TRUCKEE TAHOE AIRPORT DISTRICT:

By: Robb Etnyre
Robb Etnyre (Feb 12, 2024 07:52 PST)

Robb Etnyre

Its: General Manager

Date: 02/12/2024

SIERRA BUSINESS COUNCIL:

By: Steve Frisch
Steve Frisch (Feb 8, 2024 15:57 PST)

Steve Frisch

Its: President

Date: 02/08/2024

ATTEST:

By: Lauren Tapia

Lauren Tapia

By: Kristin York
Kristin York (Feb 8, 2024 16:30 PST)

Kristin York

Its: Vice President

Date: 02/08/2024

Climate Transformation Alliance

Phase III: Steady State

PROPOSAL & SCOPE OF WORK

Town of Truckee, Truckee Donner Public Utility District & Truckee Tahoe Airport District

Program Overview

We are now in Phase III, a steady state phase of the Climate Transformation Alliance (CTA), which will consist of Sierra Business Council (SBC) convening the Governing Partners (Town of Truckee, Truckee Donner Public Utility District, and Truckee Tahoe Airport District) to follow the mission, goals, and objectives developed in the strategic plan. Meetings will be convened on a monthly basis, virtually, for the Governing Partners, as well as on a quarterly basis, in person, for the Governing Partners and the full CTA membership. Deliverables from this phase of the program, aside from meeting facilitation, will include, as needed, tracking funding opportunities, developing grant proposals to move collaborative projects forward, assisting in the management of collaborative projects, supporting the recruitment of new members, and facilitating in-person events and engagement.

Accountabilities

SBC:

As the Program Administrator, SBC will continue to staff the CTA. SBC will work with the Governing Partners on updated contracts and memorandums of understanding (MOUs), in addition to the services listed below in the “Scope of Work, Timeline & Deliverables” section, including research, stakeholder engagement, meeting facilitation, recording, and program administration functions. SBC will also track funding opportunities, develop grant proposals for collaborative projects, assist in the management of collaborative projects, recruit new members, and facilitate in-person events and engagement. In addition, the program will be able to access guidance from SBC’s experience in climate and greenhouse gas emissions reduction planning and implementation, government affairs and advocacy expertise regarding climate issues, as well as leverage SBC’s statewide network of climate adaptation and mitigation organizations and best practices.

Governing Partners:

The Governing Partners will continue to act as CTA’s primary decision-making body. The Governing Partners will participate in the development of CTA programs alongside SBC and will be responsible for funding CTA. If outside funding is awarded, the funding commitment for the Governing Partners will be adjusted accordingly.

Scope of Work, Timeline & Deliverables

Below is a scope of work broken down by program task. This proposal is for Phase III: Steady State, which will begin in January 2024 and will be completed in December 2024. This scope of work and budget are based on a one-year timeline and allow for extension or expansion. Extension or expansion of the contract would trigger a budget amendment.

Task	Deliverable
Program Administration & Coordination	Develop meeting agendas, prepare presentation materials, coordinate internally with governing partners and externally with founding members and potential members, and complete monthly invoicing and quarterly reporting.
Meeting Convening & Facilitation	Plan and facilitate quarterly meetings for CTA members, monthly meetings for the governing partners, and subcommittee meetings when necessary.
Track Fundraising Opportunities & Grant Writing	Track local, state, and federal funding opportunities. Develop grant proposals for applicable projects or programs. Develop a fundraising strategy and assist in the development of a sliding scale fee structure.
Program Development & Management	Aid in the development of collaborative CTA programs and provide program management.
Greenhouse Gas Inventory Collection	Collect greenhouse gas emissions inventories from all members that have one to inform emissions reduction efforts.
Member Recruitment	Support the ongoing recruitment of new members in the Truckee and North Tahoe regions.
Manage Communications	Manage CTA communications, including the website, social media, and other methods of outreach.
In-Person Events & Engagement	Plan, facilitate, and attend in-person events, including relevant conferences, to engage with the local community and collaborate with others in the field.

Our Team

Program Manager: Meredith Anderson

Meeting Facilitator: Steve Frisch

SBC Accounting: Michelle Bassard & Angela Gleason

Other SBC staff who may assist include, but are not limited to, the following: Erica Backhus, Jill Sanford, Sam Ruderman, Sherry Hao, Brittney Gutierrez, Tallulah Pellissier Lloyd, and David Jaeger.

Program Cost Structure

The following pricing estimates are based on previous work done for the CTA and account for SBC's 2024 hourly rates. This proposal is based on a not-to-exceed price and will be split evenly between the three governing partners. In the event that another funding source becomes available, the governing partners' invoices will be adjusted accordingly to reflect the alternative funding amount. If Phase II has not yet been paid, its budget may be added to the Phase III: Steady State invoice.

SBC Staff	2024 Rate
President	\$257
Vice President	\$191
Director	\$174
Senior Program Manager	\$169
Program Manager II	\$145
Program Manager	\$136
Planning Technician	\$125
Analyst	\$120

CTA Budget	Hours	Cost
President Labor	~60	\$15,420
Vice President Labor	~12	\$2,292
Program Director Labor	~88	\$15,312
Project Manager Labor	~365	\$51,280
Planning Technician Labor	~52	\$6,500
Analyst Labor	~35	\$4,200
Meeting Supplies & Refreshments (\$75 / quarterly meeting)	N/A	\$300
Other Event & IT Expenses	N/A	\$4,696
Total NTE		\$100,000
Total per Governing Partner NTE		\$33,333.33

Please note the following:

- Staff time devoted to the development of funding proposals under this agreement will be capped at 25% of the total contract amount.
- If staff are promoted during the Phase III contract term, their rate will reflect this change.
- Any event and meeting supply expenses over the \$4,696 cap will be charged to the Governing Partners as external to this budget.

Billing Preference

SBC requests the following billing schedule upon execution of the contract:

- Monthly billing of time and materials, net 30 days

Thank you for allowing SBC to collaborate on this program, and we look forward to moving ahead with Phase III of CTA.

Steven R. Frisch

Steve Frisch, President

11-28-2023

Date











Amendment No. 1 - Professional Services Agreement - TTAD/SBC - 1/1/24

Final Audit Report

2024-02-12


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 Agreement completed.

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