

SECOND AMENDMENT TO AGREEMENT

This Amendment of the Agreement, entered into this 16th day of April 2014, by and between the CITY OF ALAMEDA, a municipal corporation (hereinafter referred to as "City"), and **Russell Resources, Inc.**, a California corporation, whose address is 440 Nova Albion Way, San Rafael, CA 94903, (hereinafter referred to as ("Consultant")), is made with reference to the following:

RECITALS:

A. On January 1, 2013, an agreement was entered into by and between City and Consultant (hereinafter "Agreement").

B. On June 19, 2013, an amendment to agreement was entered into by and between City and Consultant.

C. City and Consultant desire to modify the Agreement on the terms and conditions set forth herein.

NOW, THEREFORE, it is mutually agreed by and between and undersigned parties as follows:

1. Paragraph 1 ("Term") of the Agreement is modified to read as follows:

"The term of this agreement shall commence on the 1st day of January 2013, and shall terminate on the 30th day of June 2015, unless terminated earlier as set forth herein."

2. Paragraph 2 ("Services to be Performed") of the Agreement is modified to read as follows:

"Consultant shall perform each and every service set forth in Exhibits "A", "A-1" and "A-2" which are attached hereto and incorporated herein by this reference."

3. Paragraph 3 ("Compensation to Consultant") of the Agreement is modified to read as follows:

"Consultant shall be compensated for services performed pursuant to this Agreement in the amount not to exceed \$70,000.00 as set forth in Exhibit "A", in the amount not to exceed \$144,500.00 as set forth in Exhibit "A-1" and in the amount not to exceed \$183,500 as set forth in Exhibit "A-2" for a total of \$398,000 which are attached hereto and incorporated herein by this reference."

4. Except as expressly modified herein, all other terms and covenants set forth in the Agreement shall remain the same and shall be in full force and effect.

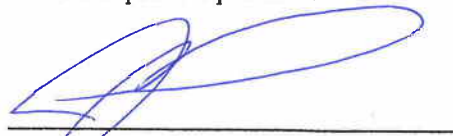
IN WITNESS WHEREOF, the parties hereto have caused this modification of Agreement to be executed on the day and year first above written.

Russell Resources, Inc.



Peter Russell
President

CITY OF ALAMEDA
A Municipal Corporation



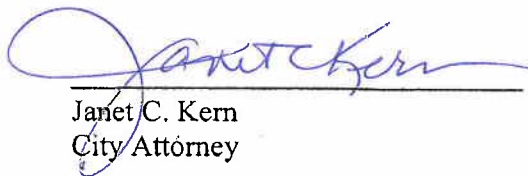
John A. Russo
City Manager

RECOMMENDED FOR APPROVAL:



Jennifer Ott
Chief Operating Officer – Alameda Point

APPROVED AS TO FORM:



Janet C. Kern
City Attorney

**2013 Scope of Work and Budget for Russell Resources, Inc.
Alameda Point, Alameda, California**

November 26, 2012

Note: The budget below reflects the same billing rate used during 2008, 2009, 2010, 2011, and 2012 and includes estimated expenses. This work is budgeted at the typical work effort through 2012.

Task 1: Attend Regularly Scheduled BRAC Meetings: BRAC (Base Realignment and Closure) Cleanup Team (BCT), Remedial Advisory Board (RAB), and Proposed Plan public meetings (preparation, meeting attendance [10 in Alameda and 1 in San Diego], and documentation of meeting). Estimate 6 BCT meetings, 3 RAB meetings, and 1 Proposed Plan public meetings.

Budget: \$12,200 (assumes average cost is \$1,200 per BCT meeting plus travel to 1 San Diego meeting, \$900 per RAB meeting, and \$700 per Proposed Plan public meeting) — 17% of budget

Task 2: Attend Meetings in Furtherance of Conveyance between and among ARRA, Navy, and others. Estimate 5 meetings.

Budget: \$4,500 (assumes average cost is \$900 per meeting) — 6% of budget

Task 3: Attend Meetings with Environmental Regulators and technical supplemental meetings (preparation, meeting attendance, and documentation of meeting). Estimate 8 meetings.

Budget: \$8,800 (assumes average cost is \$1,100 per meeting) — 13% of budget

Task 4: Review of Technical Documents, including reports, work plans, and environmental regulators' comments on same, and preparation of draft ARRA comments on selected of these documents. Estimate 45 documents.

Budget: \$25,900 (assumes 30 documents perused at \$200 each, 7 documents reviewed at \$1,600 each, and 3 documents reviewed and commented upon at \$2,900 each) — 37% of budget

Task 5: Reporting on RAB Meetings, including updating on important technical issues that come before the RAB. This reporting is for the ARRA Board.

Budget: \$2,200 (assumes 3 RAB meeting reports at \$750 each)—3% of budget

Task 6: Additional Consultation (at the request of ARRA) and contingency. The ARRA must preauthorize these tasks.

Budget: \$13,400 (approximately 25% of the budget for Tasks 1-5)—19% of budget

Task 11: Project Management, Including email, phone, other correspondence, cost accounting, contract maintenance, invoicing, coordination, etc.

Budget: \$3,000 (assume \$500 per month for 6 months)—4% of budget

Total Budget: \$70,000

**2013/14 Scope of Work and Budget for Russell Resources, Inc.
Alameda Point, Alameda, California**

May 13, 2013

Note: The budget below reflects the same billing rate used since 2008, and includes estimated expenses. This work is budgeted at the typical work effort during 2012, which was prior to the heightened level of effort associated with the Phase 1 transfer, and includes preparation of a Site Management Plan for the Phase 1 transfer area.

Task 1: Attend Regularly Scheduled BRAC Meetings: BRAC (Base Realignment and Closure) Cleanup Team (BCT), Remedial Advisory Board (RAB), and Proposed Plan public meetings (preparation and meeting attendance – 16 in the Bay and 1 in San Diego). Estimate 11 BCT meetings, 4 RAB meetings, and 2 Proposed Plan public meetings.

Budget: \$21,000 (assumes average cost is \$1,200 per BCT meeting plus travel to 1 San Diego meeting, \$900 per RAB meeting, and \$700 per Proposed Plan public meeting)—15% of budget

Task 2: Attend Meetings in Furtherance of Conveyance between and among the City of Alameda, Navy, and others for Phase 2 transfer. Estimate 5 meetings.

Budget: \$4,500 (assumes average cost is \$900 per meeting)—3% of budget

Task 3: Attend Meetings with Environmental Regulators and technical supplemental meetings (preparation, meeting attendance, and documentation of meeting). Estimate 8 meetings.

Budget: \$8,800 (assumes average cost is \$1,100 per meeting)—6% of budget

Task 4: Review of Technical Documents, including reports, work plans, and environmental regulators' comments on same, and preparation of draft City of Alameda comments on selected of these documents. Estimate 72 documents.

Budget: \$25,800 (assumes 60 documents perused at \$200 each, 10 documents reviewed at \$1,800 each, and 2 documents reviewed and commented upon at \$2,900 each)—25% of budget

Task 5: Reporting on RAB Meetings, including updating on important technical issues that come before the RAB. This reporting is for the City Council.

Budget: \$1,800 (assumes 4 RAB meeting reports at \$450 each)—1% of budget

Task 6: Attend Development-Related Meetings, (at the request of the City) in support of negotiations among the City, developers, and other parties related to environmental matters. Estimate 5 meetings.

Budget: \$4,500 (assumes average cost of \$900 per meeting)—3% of budget

Task 7: Prepare Internal Draft SMP for review by City staff, including figures, tables, and appendices. The internal draft SMP will be based on the SMP approved by the DTSC for the Alameda Landing Project at the adjacent FISCA, and on the SMP approved by the BCT for the proposed LBNL Second Campus project. It is assumed that fifteen figures will be needed. Outside graphics services will be used, the cost of which is included in this budget.

Budget: \$17,200 (assumes 15 figures at \$300 each plus 50 hours of drafting and preparation time; assumes electronic publishing only)—12% of budget

Task 8 Prepare Draft SMP for review by the BCT. This task includes revising the internal draft SMP text, tables, and figures in response to comments received, reproduction, and distribution. One meeting with the BCT at Alameda Point to introduce and discuss the document is assumed.

Budget: \$5,500 (includes publishing 10 paper copies at \$100 each; assumes 15 figures at \$100 each plus 12 hours of drafting and preparation time)—4% of budget)

Task 9 Prepare Draft Final SMP for review by the BCT. This task includes preparing a Response to Comments and revising the draft SMP text, tables, and figures in response to comments received, reproduction, and distribution.

Budget: \$6,900 (includes publishing 10 paper copies at \$100 each; assumes 8 figures at \$100 each plus 20 hours of drafting and preparation time)—5% of budget)

Task 10: Prepare Final SMP for concurrence by the BCT. This task includes preparing a Response to Comments and revising the draft final SMP text, tables, and figures in response to comments received, reproduction, and distribution.

Budget: \$4,800 (includes publishing 10 paper copies at \$100 each; assumes 8 figures at \$100 each plus 12 hours of drafting and preparation time)—3% of budget)

Task 11: Additional Consultation (at the request of the City of Alameda) and contingency. The City of Alameda must preauthorize these tasks.

Budget: \$25,500 (approximately 25% of the budget for Tasks 1-10)—19% of budget

Task 12: Project Management, Including email, phone, other correspondence, cost accounting, contract maintenance, invoicing, coordination, etc.

Budget: \$6,000 (assume \$500 per month for 12 months)—4% of budget

SMP Subtotal (Tasks 7 through 10 and part of Task 11)	\$42,600	29%
Non-SMP Subtotal	\$101,900	71%
Total Budget:	<u>\$144,500</u>	100%

**2014/15 Scope of Work and Budget for Russell Resources, Inc.
Alameda Point, Alameda, California**

March 16, 2014

Notes:

This scope and budget is intended to cover services through June 2015. The work load beginning in July 2014 is budgeted at the typical work effort for the trailing twelve months, neglecting the two busiest months (April and June 2013), a 16 percent reduction in effort. This budgeting approach reflects the expectation that the required level of effort will diminish as environmental investigation and remediation activity at Alameda Point matures and winds down. This budget includes estimated expenses.

The budget below reflects an 8.2 percent billing rate increase for Dr. Peter Russell for work beginning in July 2014. This is Russell Resources' first billing rate change for Alameda Point work since 2008, which equates to a 1.3 percent annual increase.

Task 1: Attend Regularly Scheduled BRAC Meetings: BRAC (Base Realignment and Closure) Cleanup Team (BCT) and Proposed Plan public meetings (preparation and meeting attendance – 16 in the Bay Area and 1 in San Diego). Estimate 15 BCT meetings and 2 Proposed Plan public meetings.

Budget: \$24,400 (assumes average cost is \$1,300 per BCT meeting in Alameda plus travel to 1 two-day BCT meeting in San Diego and \$700 per Proposed Plan public meeting in Alameda)—13% of budget

Task 2: Attend Regularly Scheduled RAB Meetings: Restoration Advisory Board (RAB) meetings (preparation and meeting attendance – 5 meetings in Alameda, assumed to be on the same day as a BCT meeting).

Budget: \$3,300 (assumes average cost is \$660 per RAB meeting)—2% of budget

Task 3: Attend Meetings in Furtherance of Conveyance between and among the City of Alameda, Navy, and others for Phase 2 transfer. Estimate 15 meetings and teleconferences.

Budget: \$13,500 (assumes average cost is \$900 per meeting for preparation and attendance)—7% of budget

Task 4: Attend Meetings with Environmental Regulators and technical supplemental meetings (preparation, meeting attendance, and documentation of meeting). Estimate 9 meetings.

Budget: \$10,400 (assumes average cost is \$1,150 per meeting)—6% of budget

Task 5: Review of Technical Documents, including reports, work plans, and environmental regulators' comments on same, and preparation of draft City of Alameda comments on selected of these documents. Estimate 72 documents.

Budget: \$35,500 (assumes 60 documents perused at \$210 each, 10 documents reviewed at \$1,750 each, and 2 documents reviewed and commented upon at \$2,700 each)—19% of budget

Task 6: Reporting on RAB Meetings, including updating on important technical issues that come before the RAB. This reporting is for the City Council.

Budget: \$0 (assumes 0 RAB meeting reports at \$450 each)—0% of budget

Task 7: Participate in Redevelopment-Related Meetings, (at the request of the City) in support of negotiations among the City, developers, and other parties related to environmental matters. Estimate 25 meetings and teleconferences.

Budget: \$13,800 (assumes average cost of \$550 per meeting)—7% of budget

Task 8: Prepare Internal Draft SMP Revision for Phase 2 Transfer for review by City staff, including figures, tables, and appendices. The internal draft SMP will be based on the SMP approved by the BCT and the Navy for the Phase 1 Transfer at Alameda Point. It is assumed that 4 figures will be needed. Outside graphics services will be used, the cost of which is included in this budget.

Budget: \$10,600 (assumes 4 figures at \$300 each plus 35 hours of drafting and preparation time; assumes electronic publishing only)—6% of budget

Task 9: Prepare Draft SMP Revision for Phase 2 Transfer for review by the BCT. This task includes revising the internal draft SMP text, tables, and figures in response to comments received, reproduction, and distribution. One meeting with the BCT at Alameda Point to introduce and discuss the document is assumed.

Budget: \$4,600 (includes publishing 10 paper copies at \$100 each; assumes 4 figures at \$100 each plus 12 hours of drafting and preparation time)—3% of budget)

Task 10: Prepare Draft Final SMP Revision for Phase 2 Transfer for review by the BCT. This task includes preparing a Response to Comments and revising the draft SMP text, tables, and figures in response to comments received, reproduction, and distribution.

Budget: \$9,500 (includes publishing 10 paper copies at \$100 each; assumes 4 figures at \$100 each plus 30 hours of drafting and preparation time)—5% of budget)

Task 11: Prepare Final SMP Revision for Phase 2 Transfer for concurrence by the BCT.
 This task includes preparing a Response to Comments and revising the draft final SMP text, tables, and figures in response to comments received, reproduction, and distribution.

Budget: \$5,000 (includes publishing 10 paper copies at \$100 each; assumes 8 figures at \$100 each plus 12 hours of drafting and preparation time)—3% of budget)

Task 12: Additional Consultation (at the request of the City of Alameda) and contingency.
 The City of Alameda must preauthorize these tasks.

Budget: \$45,800 (approximately 35% of the budget for Tasks 1-11)—25% of budget

Task 13: Project Management, Including email, phone, other correspondence, cost accounting, contract maintenance, invoicing, coordination, etc.

Budget: \$7,200 (assume \$600 per month for 12 months)—4% of budget

SMP Subtotal (Tasks 8 through 11 and part of Task 12)	\$40,600	22%
Non-SMP Subtotal	\$142,900	78%
Total Budget:	<u>\$183,500</u>	100%