

**FOURTH AMENDMENT TO AGREEMENT
BETWEEN THE COUNTY OF SAN MATEO AND
ENVIRONMENTAL SCIENCE ASSOCIATES FOR THE PREPARATION OF
DRAFT AND FINAL ENVIRONMENTAL IMPACT REPORTS
FOR THE PILARCITOS QUARRY EXPANSION PROJECT**

THIS FOURTH AMENDMENT TO THE AGREEMENT, entered into this ____ day of _____, 20____, by and between the COUNTY OF SAN MATEO, hereinafter called "County," and Environmental Science Associates, hereinafter called "Contractor."

W I T N E S S E T H:

WHEREAS, pursuant to Government Code, Section 31000, County may contract with independent contractors for the furnishing of such services to or for County or any Department thereof; and

WHEREAS, the parties entered into an Agreement for the preparation of Draft and Final Environmental Impact Reports for the Pilarcitos Quarry Expansion Project on March 7, 2006; and

WHEREAS, on May 15, 2007, this Agreement was amended for the first time to extend the term from May 31, 2007 to June 30, 2008; and

WHEREAS, on September 30, 2008, this Agreement was amended for the second time to increase the maximum amount payable thereunder by \$39,829 from \$318,265 to \$358,094, to revise the Scope of Work, and to extend the term of the Agreement from July 1, 2008 to June 30, 2009; and

WHEREAS, on October 19, 2009, this Agreement was amended for a third time to extend the term from June 30, 2009 to June 30, 2011; and.

WHEREAS, the parties wish to amend the Agreement for a fourth time to increase the maximum amount payable thereunder by \$176,113 from \$358,094 to \$534,207 and to revise further the Scope of Work.

NOW, THEREFORE, IT IS HEREBY AGREED BY THE PARTIES HERETO AS FOLLOWS:

1. Section 3 of the Agreement is amended in its entirety to read as follows:

3. **Payments** In consideration of the services provided by Contractor in accordance with all terms, conditions and specifications set forth herein and in Exhibit "A," County shall make payment to Contractor as specified herein and in Exhibit "B," "C," "D" and

"E." The County reserves the right to withhold payment if the County determines that the quantity or quality of the work performed is unacceptable. In no event shall the County's total fiscal obligation under this Agreement exceed Five Hundred Thirty-Four Thousand Two Hundred Seven Dollars and No Cents (\$534,207).

2. A new Exhibit "E," a copy of which is attached hereto and incorporated by reference into the Agreement, is added to the Agreement, which exhibit includes an added Scope of Work with Cost Amendment and Schedule
3. All other terms and conditions of the Agreement dated March 7, 2006, as amended as described above on May 15, 2007, September 30, 2008, and October 19, 2009, between the County and Contractor shall remain in full force and effect.

IN WITNESS WHEREOF, the parties hereto, by their duly authorized representatives, have affixed their hands.

COUNTY OF SAN MATEO

By: _____
President, Board of Supervisors, San Mateo County

Date: _____

ATTEST:

By: _____
Clerk of Said Board

Environmental Science Associates


Contractor's Signature

Date: 1/14/10

ADDITIONAL SCOPE OF WORK

The following describes the amended tasks associated with restarting the EIR, updating and revising particular EIR issues, and additional meetings. The following scope and tasks are based on our review of project materials, and consultation with the County.

Amended Task 1: Project Management and Coordination

ESA will maintain the original project management team for the EIR (i.e., Dan Sicular and Paul Mitchell). Additional project management time is included in this contract amendment for scoping and reinitiating work on the EIR, as well as for coordination of all team members including subconsultants; communicating with County staff and with other interested agencies; budgeting and tracking costs; invoicing; writing and editing sections of the documents; and overseeing document production.

Amended Task 2: Meetings

Given the substantial project changes and resultant revisions required for the EIR, additional meetings with County staff and the applicant are anticipated. It is assumed that two internal meetings (e.g., with County staff/and or applicant team) will occur for the Administrative Draft EIR phase. No change in meetings is assumed for subsequent phases of the EIR.

Amended Task 3: Prepare Revised Project Description

ESA will prepare a draft revised Project Description for the project. This will include any revised project objectives, descriptions of existing permitted (baseline) conditions for quarry operations and for reclamation, and descriptions of how the project differs from the baseline. As was done previously, the Project Description will include a description of the environmental setting, approach to the analysis, and providing the legal authorities for the approach. ESA will submit a draft Project Description for review by County staff and by the applicant, and a final Project Description incorporating comments on the draft.

Amended Task 4: Prepare New Notice of Preparation

ESA will work with San Mateo County staff to produce a new Notice of Preparation (NOP) for the EIR. ESA will prepare a draft of the NOP, submit it to the County for comments and prepare the text of the final NOP. This will be submitted to the County for final formatting and distribution. We assume that the NOP will be mailed to the same list as the original NOP. Our budget does not include printing or mailing of the NOP. It is assumed that no Initial Study will be distributed with the NOP.

Amended Task 5: Prepare Revised Administrative Draft

The project team will revise the Administrative Draft EIR (ADEIR) in accordance with current CEQA Guidelines and will submit five (5) copies (including one unbound camera-ready copy) of the revised ADEIR to County staff for review. The ADEIR will address concerns identified by Responsible and Trustee agencies, County staff, and the public.

The project team, with the cooperation of County staff, will review any relevant new information relating to the project site, the proposed project, and the potentially affected environment on and in the vicinity of the site. This task will include, but not be limited to, the new Mining and Reclamation Plan and its supporting technical appendices. Project team members will also conduct any necessary additional site visits and field studies, as needed. This task will also include review of public and agency comments received in response to the new NOP. On the basis of the available data, review of NOP comments, and field reconnaissance, the project team will prepare a memorandum that identifies any remaining information requirements.

As part of this task ESA will confirm with County staff the final assumptions to be used in the EIR analyses concerning the project description, the range of alternatives to be examined, impact significance criteria, the bases for cumulative impact analyses, and any other analytic assumptions that may require further resolution. On the basis of this consultation, the review of public and agency scoping comments, and the evaluation of available information conducted as part of this task, ESA will make any appropriate recommendations for revising the scope of work, and will prepare necessary scope revisions in consultation with County staff.

Since the time the EIR work was suspended, many of the applicable regulatory and informational databases the EIR utilizes have been updated with new information (including but not limited to, databases maintained by the California Natural Diversity Database, California Native Plant Society, Department of Conservation, BAAQMD meteorological data, Caltrans data, etc.), potential new or revisions to applicable local and regional planning documents, changes in applicable regulatory framework (e.g., greenhouse gases/climate change, etc.) miscellaneous other relevant data and information is available regarding local physical and environmental conditions. The EIR will be updated as appropriate to reflect this new information. All EIR graphics and tables will also be updated appropriately.

In light of the revised project, and any changes in physical and regulatory settings discussed above, updating of the setting section and/or a new impact analysis of the following topics will be required.

- Land Use and Agricultural Resources
- Geology, Soils and Seismicity
- Hydrology and Water Quality
- Biological Resources
- Transportation and Traffic
- Air Quality/Climate Change
- Noise and Vibration
- Hazards and Hazardous Materials
- Aesthetics
- Cultural Resources
- Alternatives
- Cumulative Analysis

The following provides additional detail on specific revised tasks required for some of the principal environmental topics:

Land Use and Agricultural Resources

The issue of consistency of the original project with Local Coastal Plan polices was never resolved. As the revised Mining and Reclamation Plan proposes to mine within a portion of the property delineated as ESHA, this issue is now even more complex, and will require substantial effort to resolve.

Geology, Soils, and Seismicity

The revised Mining and Reclamation Plan contains several features, such as steeper, higher cut slopes, reconfigured drainage and sedimentation basins, and new water features, which will need to be examined by our Geology and Geotechnology subconsultant, Paul Seidelman. Mr. Seidelman will conduct a reconnaissance of the project site focusing on the areas now proposed for future mining, and will prepare a new technical memorandum. ESA's geologists will use the new memo as a basis for re-writing impact statements and mitigation measures.

Hydrology and Water Quality

While the fieldwork that Balance Hydrologics completed for the original analysis will still be useful, additional work will be necessary to gauge the effects of changes to natural drainage and surface configuration proposed in the revised Mining and Reclamation Plan. Balance will conduct additional fieldwork focusing on the A+B mining area, and will prepare a new technical memorandum describing existing hydrologic conditions, changes to hydrology that would occur with the revised plan, and consequent effects on hydrology and surface and groundwater quality. Balance will also examine the potential beneficial effects of the new plan on streamflows in Nuff Creek and Pilarcitos Creek at different stages of completion of proposed mining. Given that the project proposes potential habitat benefits in Pilarcitos Creek from baseflow releases during dry years, Balance will consider project effects in the context of watershed enhancements proposed in the Pilarcitos Creek watershed plan. Balance will also contribute to the formulation and analysis of project alternatives, and to the crafting of impacts and mitigation measures. ESA's hydrologists will use the new Balance memo as a basis for re-writing the impact analysis for the EIR.

Biological Resources

ESA biologists will thoroughly review the revised Mining and Reclamation Plan, including biological appendices and the recently completed wetland delineation report. ESA will analyze any additional information on the species of concern and include this information in the setting section and in the impact analysis. ESA will also review the revised designation of ESHAs, the proposed conservation easement, and the proposed Habitat Conservation Plan (HCP), and evaluate the adequacy of these proposals as they relate to EIR mitigation measures. We expect to have to expend some effort to better understand the applicant's proposed HCP, since they are still in early stages of this effort.

The analysis will consider the effects of mining the ESHA delineated between former mining areas A+B; the original mining plan would have avoided direct disturbance of all areas delineated as ESHA. This issue will have to be examined both from the perspective of impacts on sensitive biological resources, and also the consistency with applicable plans and polices contained in the Local Coastal Program. Our proposed scope of work includes two full field days of fieldwork (note: the staff field biologists who prepared our prior biology section are no longer with ESA).

Air Quality and Climate Change

The Air quality and greenhouse gas impact analysis will be updated and revised to reflect the changes in the project description. Additionally, the impact analysis will be updated to include consideration of the Bay Area Air Quality Management District's (BAAQMD) Draft CEQA Guidelines released in September of 2009 and scheduled for adoption in October 2009. Task include the following:

- Discuss BAAQMD's 2009 Draft CEQA Guidelines and proposed new criteria pollutant and GHG Significance Thresholds under CEQA.
- Reevaluate criteria air pollutant emissions likely to be generated during project operations based on the revised project description, as needed. Compare these emissions to both the current and proposed significance thresholds of the BAAQMD.
- Calculate the net change in GHG emissions that would be generated by the project on the basis of the latest available emissions factors, increases in on-site fuel consumption and estimated energy consumption (natural gas and electricity).
- Evaluate whether project impacts would exceed any of the BAAQMD recommended significance thresholds or whether the project would conflict with the 2005 Ozone Strategy or the pending 2009 Clean Air Plan.
- Calculate the project's contribution to greenhouse gas (GHG) emissions based on net increases in diesel fuel combustion and electricity generation. Discuss the project's GHG emissions with respect to the goals of GHG Scoping Plan of the CARB and potential significance thresholds such as the proposed 7,000 MT per year industrial project threshold of the CARB, and the proposed 1,100 MT/year threshold of BAAQMD.
- Discuss any sustainability feature elements of the proposed project that would reduce GHG emissions compared to a "business as usual" development.
- Identify practical, feasible mitigation measures for air quality identified for the project. Evaluate whether mitigation measures would reduce the impacts below a level of significance and identify the parties who would be responsible for implementing each measure.

Noise

Tasks necessary to revise Noise section of the previous ADEIR include the following:

- Reevaluate the noise levels likely to be generated during operational activities given the reduced mining areas and evaluate the potential for construction to adversely affect adjacent land uses or violate noise control ordinances.
- Identify any needed practical, feasible mitigation measures for revised noise impacts identified for the project. Evaluate whether mitigation measures would reduce the impacts below a level of significance and identify the parties who would be responsible for implementing each measure.
- No new noise measurements are proposed.

Transportation and Traffic

Tasks necessary to update the Transportation and Traffic section include the following:

- Conduct field reconnaissance to document any changes along SR 92, including Caltrans widening/straightening of SR 92 and intersection alignment in Half Moon Bay.
- Recalculate the existing intersection levels of service (LOS) for the weekday AM and PM peak hours at the four study intersections.
- Recalculate the existing roadway levels of service (LOS) for the weekday AM and PM peak hours for two road segments on SR 92 (i.e., west of, and east of, the site access intersection), based on the lane geometries and peak-hour volumes published by Caltrans.
- Update the collision analysis for SR 92 between SR 1 and I-280, through published SWITRS reports (most recent 3-years).
- Update the description of trip generation and distribution for the existing quarry operations (daily and peak hours) on the basis of any new data provided by the quarry operator.
- Re-estimate future traffic volumes on SR 92 and at the four study intersections for four scenarios -five-year increments beyond 2008, when the current five-year permit will expire (i.e., 2013, 2018, 2023, and 2028). The future traffic volumes will be based on traffic growth factors (obtained from Caltrans).
- Recalculate future-year peak-hour LOS conditions (for four analysis scenario years) for the study intersections and roadway segments (with and without the project), and identify project impacts. The percentage increase of traffic volume at the study intersections and on the study road segments, which can be attributed to the proposed project, will be updated.

- Describe, at a programmatic level of detail, future traffic conditions resulting from the proposed continuation of quarry mining beyond 2028, in terms of traffic operations and safety on SR 92 and at the study intersections. The intent is to establish a framework for future project-level analyses for permit renewals beyond the 20-year planning horizon appropriate for project-level analysis at this time.
- Update any mitigation measures to reduce, or eliminate, significant impacts associated with the proposed project.
- No new traffic counts are assumed.

Alternatives

As required by CEQA Guidelines, the EIR will address a reasonable range of feasible alternatives that meet some or all of the project objectives and that reduce or avoid one or more significant effects of the project. Alternatives previously considered may no longer be valid; additional work is necessary to develop a new range of alternatives. The Alternatives section will include a “no project” alternative, and up to two other alternatives, which may include a mitigated, or "environmentally superior" alternative. Consistent with CEQA Guidelines, each of the alternatives will be analyzed at a lesser level of detail than the proposed project.

Cumulative impacts

ESA will revise the cumulative analysis already performed for the previous ADEIR. ESA will request current project lists from both San Mateo County and the City of Half Moon Bay, and revise the table of cumulative projects. We will re-examine the potential for cumulative impacts, in light of the impacts associated with the new project and their potential to combine with or add incrementally to impacts of the other projects considered.

Task 6 (Preparing Draft EIR), Task 7 (Respond to Comments) and Prepare Administrative Final EIR and MMRP) and Task 8 (Prepare Final EIR)

No changes to the level of staff effort and costs are anticipated with existing EIR Tasks 6, 7 and 8 (other than accounting for adjustments made to reflect our current staff billing rates, personnel assigned to the project, and adjustments for printing costs).

Table 1: EIR for Pilarcitos Quarry Master Plan Expansion and Water Resource Project - Mining and Reclamation Plan

TASK	LABOR EFFORT										TOTAL HOURS	TOTAL LABOR COST	Direct Costs					TOTAL COSTS																
	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates	Environmental Science Associates			Environmental Science Associates	Paul Sedlman Associates (Geophysical Factors)	Balance Hydrologics (Hydrology, Water Quality and Drainage)	Gordon Revey (Blasting/Vibration)	Printing		Other Direct Costs	Burden on Direct Costs (15%)														
	Project Director	Project Manager	Project Manager	Deputy Project Manager	Peter Hudson, R.G. C.E.G.	Dylan Dwyer, Associate II	Jack Hutchinson, P.E.	Lesley Lowe, AICP, Senior Transportation Planner	Tom Roberts, C.W.H.	Biological Resources	Dana Garfield Senior Associate	Biological Resources	Brian Olney, Associate I	Biological Resources	Chris Sanchez	Air Quality, Noise, Hazardous Materials	Jonathan Cary, AICP	Land Use, Public Services and Utilities, Visual Quality	Haidi Koenig, RPA	Cultural Resources	Kelly Runyon, GIS Specialist	Word Processing	Graphics	Production/Clerical	Administrative	TOTAL HOURS	TOTAL LABOR COST	Paul Sedlman Associates (Geophysical Factors)	Balance Hydrologics (Hydrology, Water Quality and Drainage)	Gordon Revey (Blasting/Vibration)	Printing	Other Direct Costs	Burden on Direct Costs (15%)	TOTAL COSTS
1. Additional Meetings	8	36	54	12	12	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	36	\$6,150	\$1,000	\$2,900		\$600	\$675	\$11,325	
2. Additional Project Management and Coordination	12	12	12	12	12	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	6	98	\$16,250	\$0	\$0		\$0	\$0	\$16,250	
3. Prepare Revised Project Description	12	24	24	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	12	36	\$5,940	\$0	\$0		\$0	\$0	\$5,940	
4. Prepare Revised NOP	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	12	\$1,440	\$0	\$0		\$0	\$0	\$1,440	
5. Prepare Revised Administrative Draft Master EIR	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	106	\$11,100	\$0	\$0	\$400	\$2,000	\$360	\$13,860	
Land Use, Planning and Agricultural Resources	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	24	\$2,520	\$0	\$0		\$0	\$0	\$2,520	
Hydrology and Water Quality	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	40	\$5,040	\$7,000	\$16,700		\$0	\$1,050	\$13,990	
Transportation and Circulation	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	32	\$4,920	\$0	\$0		\$0	\$0	\$4,920	
Air Quality	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	44	\$6,660	\$0	\$0		\$0	\$0	\$6,660	
Noise and Vibration	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	24	\$3,660	\$0	\$0		\$0	\$0	\$3,660	
Biological Resources	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	94	\$11,460	\$75	\$0	\$500	\$0	\$0	\$12,035	
Hazardous Materials	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	6	\$730	\$0	\$0		\$0	\$0	\$730	
Visual Resources	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	24	\$2,520	\$0	\$0		\$0	\$0	\$2,520	
Cultural Resources	22	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	24	8	\$960	\$0	\$0		\$0	\$0	\$960	
Alternatives	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	16	\$1,920	\$0	\$0		\$0	\$0	\$1,920	
Cumulative Impacts and other Required CEQA Sections	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	16	\$1,920	\$0	\$0		\$0	\$0	\$1,920	
Administrative Draft Master EIR	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	40	\$5,040	\$7,000	\$16,700		\$0	\$1,050	\$13,990	
Prepare Revised Administrative Draft Master EIR	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	4	40	\$5,040	\$7,000	\$16,700		\$0	\$1,050	\$13,990	
Communications Fee (3% of ESA Labor)																																		
EFFORT (Hours)	14	174	166	60	68	20	32	34	34	68	28	78	74	14	20	42	64	17	49	1,022														
TOTAL	2,450	28,710	27,390	10,500	6,460	8,160	2,380	11,700	7,770	1,680	3,000	4,200	6,400	1,530	4,410	\$141,300	\$9,500	\$29,785	\$3,000	\$4,800	\$5,500	\$7,888												

Check 2: \$206,012

Check 1: \$141,300

Funds Currently Remaining in Contract \$59,500

Net New Funds Requested \$155,512

Optional Task: Contingency (10% of Budget) \$20,601

Net New Funds with Optional Contingency \$176,113

Notes: Print runs for Draft EIR and Final EIR assume 20 hardcopies and 50 CDs of each.
 = Estimated Labor Hours (324 hours) for Tasks 6, 7 and 8 nearly identical to that in original EIR contract (328 hours)
 Contingency funds would only be used upon receipt of written authorization from San Mateo County.

Environmental Science Associates
Table 2:

Schedule for Preparation of the Pilarcitos Quarry Master Expansion and Water Resource Project Mining and Reclamation Plan EIR

Revised November 17, 2009

Task	Calendar Days to Complete	Start Date	Completion Date
Authorization to Proceed	0	11/3/2009	11/3/2009
Prepare Revised Project Description	31	11/3/2009	12/4/2009
County Review of Revised Project Description	6	12/4/2009	12/10/2009
Preparation of Administrative Draft EIR	90	12/10/2009	3/10/2010
County review of Administrative Draft EIR	14	3/10/2010	3/24/2010
Preparation of Screencheck Draft EIR	14	3/24/2010	4/7/2010
County review of Screencheck Draft EIR	5	4/7/2010	4/12/2010
Prepare and print Draft EIR	14	4/12/2010	4/26/2010
45 Day Circulation of Draft EIR	45	4/26/2010	6/10/2010
Prepare Admin. Draft Response to Comments and Final EIR	46	6/10/2010	7/26/2010
County review of Admin. Draft Response to Comments and Final EIR	10	7/26/2010	8/5/2010
Prepare Screencheck Final EIR	11	8/5/2010	8/16/2010
County review of Screencheck Final EIR	7	8/16/2010	8/23/2010
Prepare and Print Final EIR	11	8/23/2010	9/3/2010