

TRI-VALLEY TRANSPORTATION COUNCIL

TRI-VALLEY TRANSPORTATION COUNCIL RESOLUTION NO. 2023-09

A RESOLUTION APPROVING AMENDMENT TO A PROFESSIONAL SERVICES AGREEMENT FOR BOOKKEEPING AND ACCOUNTING SERVICES BETWEEN THE TRI-VALLEY TRANSPORTATION COUNCIL AND MAZE AND ASSOCIATES TO MEMORIALIZE THE ASSIGNMENT TO KRISH & COMPANY

WHEREAS, on April 17, 2023, TVTC Board awarded a Professional Services Agreement (“Agreement”) contract for Bookkeeping and Accounting Services to Maze and Associates; and,

WHEREAS, on May 31, 2023, Maze and Associates announced its plan to separate its tax, accounting services and governmental advisory services practices into an independent and separate firm, as Krisch & Company, an Accountancy Corporation, effective June 1, 2023; and,

WHEREAS, Maze & Associates confirmed to TVTC Staff that there is no change in the personnel assigned to the TVTC Contract; however, the Accounting and Bookkeeping services will now be handled under Krisch and Company; and,

WHEREAS, TVTC Staff now recommends an amendment to the Professional Services Agreement to memorialize the assignment and assumption of the Agreement to and by Krisch and Company; and,

NOW THEREFORE BE IT RESOLVED THAT TVTC:

1. Approves the amendment to the Professional Services Agreement for Bookkeeping and Accounting Services to memorialize the assignment and assumption of the Agreement to and by Krisch and Company; and
2. Authorizes the Chairperson to execute the Amendment on behalf of TVTC, subject to review and approval as to form by the General Counsel.

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PASSED, APPROVED AND ADOPTED at the meeting of October 16, 2023, by the following votes:

AYES: Testa, Andersen, Haubert, Perkins, Josey

NOES:

ABSENT: Kiick, Arnerich


ABSTAIN:

DocuSigned by:

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Jean Josey, Chair
Tri-Valley Transportation Council

ATTEST:

DocuSigned by:

EA06458A7AE046C
Sai Midididdi, TVTC Administrative Staff

TRI-VALLEY TRANSPORTATION COUNCIL

FIRST AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT BETWEEN THE TRI-VALLEY TRANSPORTATION COUNCIL AND MAZE AND ASSOCIATES

THIS FIRST AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT is made as 30th day of October 2023 by and between THE TRI-VALLEY TRANSPORTATION COUNCIL ("TVTC"), MAZE AND ASSOCIATES ("Maze"), and Krish & Company ("Krish") (sometimes referred together as the "Parties") who agree as follows:

RECITALS

WHEREAS, on April 15, 2023, TVTC and Maze entered into that certain Professional Services Agreement ("Agreement") whereby Maze agreed to provide Accounting and Bookkeeping services for TVTC, as further described in the Scope of Work contained in Exhibit A to the Agreement. A true and correct copy of the Agreement and its exhibits is attached hereto as Exhibit 1 hereto; and

WHEREAS, on May 31, 2023, Maze and Associates announced its plan to separate its tax, accounting services and governmental advisory services practices into an independent and separate firm, as Krisch & Company, an Accountancy Corporation, effective June 1, 2023; and

WHEREAS, Section 7 of the Agreement states that Maze shall not assign, sublet, transfer, or otherwise substitute its interest in this Agreement, or any of its obligations hereunder, without the prior written consent of the TVTC; and

WHEREAS, TVTC desires to consent to the assignment upon Krish's assumption of all rights, obligations, and terms of the Agreement.

WHEREAS, TVTC and Contractor now desire to amend the Agreement to memorialize the assignment of the Agreement and Krish desires to assume all rights, obligations and terms of the Agreement.

NOW, THEREFORE, the foregoing recitals are deemed true and correct and made a part of this Amendment and for and in consideration of the promises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, TVTC, Maze, and Krish do hereby agree to amend the Agreement as follows:

1. Maze & Associates assigns its interest in the Agreement to Krish & Company and Krish & Company accepts the assignment and assumes all rights and obligations of Maze and Associates and agrees to all terms under the Agreement.
2. The title of the Agreement shall be changed to Professional Services Agreement

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between Tri-Valley Transportation Council (“TVTC”) and Krisch and Company for Bookkeeping and Accounting Services.

3. All references to “Contractor” in the Agreement shall be deemed to refer to Krish & Company.
4. All other terms which are defined in the Agreement shall have the same meaning when used in this Amendment, unless specifically provided herein to the contrary.
5. All other terms, conditions and provisions in the Agreement remain in full force and effect. If there is a conflict between the terms of this Amendment and the Agreement, the terms of the Agreement will control unless specifically modified by this Amendment.

[SIGNATURES ON THE FOLLOWING PAGE]

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IN WITNESS WHEREOF the Parties have executed this Amendment on the dates indicated below, the latest of which shall be deemed the effective date of this Agreement.

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DATED: 11/2/2023

DocuSigned by:



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By: Jean Josey, Chair
Tri-Valley Transportation Council

KRISCH & COMPANY, CONTRACTOR

DATED: 11/2/2023

DocuSigned by:



DA41ACF9101A486...

By: Krisch & Company, Authorized
Executive of Company

MAZE & ASSOCIATES, CONTRACTOR

DATED: 10/30/2023

DocuSigned by:



AE5BEEF2C1AE487...

By: Maze & Associates, Authorized
Executive of Company

APPROVE AS TO FORM

DATED: 11/2/2023

DocuSigned by:



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By: Steve Mattas, Legal Counsel,
Meyers Nave