

**FIRST AMENDMENT TO
PROFESSIONAL SERVICES AGREEMENT**

This First Amendment to the Professional Services Agreement (the "Amendment"), by and between the Mid-America Regional Council, hereinafter referred to as "MARC", and Jackson County, Missouri hereinafter referred to, as "Agency" is effective this 1st day of July, 2023.

WITNESSETH:

WHEREAS, MARC and AGENCY are parties to that certain Professional Services Agreement adopted by Resolution No. 21294 on June 5, 2023 (the "Professional Services Agreement"); and

WHEREAS, MARC and AGENCY wish to amend certain terms and provisions of the Professional Services Agreement as set forth herein;

NOW, THEREFORE, in consideration of the representations, warranties, covenants, and agreements set forth in the Professional Services Agreement and this Amendment and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. **Definitions.** All capitalized terms used in this Amendment and not otherwise defined herein shall herein have the meaning ascribed to such terms in the Professional Services Agreement.
2. **Amendment.** Section VI. Fee Proposal of the Professional Services Agreement is hereby deleted in its entirety and replaced with the following:

VI. Fee Proposal

Costs for the services outlined herein are as follows:

Advance Preparation – \$2,000

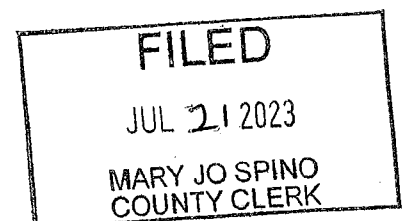
Interviews – \$700

Workshop (two-day) – \$2,250

Summary Report - \$750

MARC Total – \$5,700

MARC proposes to deliver the services for a lump sum fee that is inclusive of expenses such as materials and mileage. Direct expenses are included at cost with no mark-up. Costs will not exceed this amount unless Jackson County directs changes to the scope of services outlined herein. Pricing reflects a 15% GTI member discount rate for GTI services. The fee does not cover the time of Executive Director David Warm who will participate without a fee as a courtesy to the Legislature.



In addition, MARC will subcontract with the following vendors for services requested by the Agency to supplement the goal-setting activities in the workshop agenda. MARC will pay invoices to vendors and bill the Agency for reimbursement, as follows:

- Wickham James (Joni Wickham and Sly James) - \$1,500 - Media relations training for elected officials and staff (1 hour 30 minutes)
- National Association of Counties (NACo) – \$1,000 for travel expenses only (consultation services are provided in-kind) – Perspectives on effective governance and resources available through NACo to support strategic priorities (1 hour 40 minutes)
 - Danny Melgoza, chief strategy officer, NACo
 - Craig Rice, former council member, Montgomery County (MD) Council
- Winning Within and Associates (A’Yanna Webster, Principal) – \$1,500 – Driving a Healthy Work Culture through the Internal Customer Experience: an interactive session for staff participants to identify and explore key individual and team behaviors that support a healthy work culture. (1 hour 30 minutes)

Qualifications and biographies are available upon request. Fees are all-inclusive of time for preparation, travel, etc. Segment times are estimates for planning purposes only and subject to change.

Subconsultant total – \$4,000

GRAND TOTAL - \$9,700

3. **Governing Law.** This Amendment shall be interpreted under and governed by the laws of the State of Missouri. Whenever there is no applicable state statute or decisional precedent governing the interpretation of this Amendment, the federal common law shall govern.

4. **Controlling Agreement.** To the extent that the terms and conditions of this Amendment conflict with the terms and conditions of the Professional Services Agreement, this Amendment and the Professional Services Agreement shall be deemed to conform with the terms and conditions of this Amendment.

5. **Binding Effect.** All of the covenants, terms and conditions set forth in this Amendment shall be binding upon and shall inure to the benefit of all the parties hereto and their respective heirs, legal representatives, successors, and assigns.

IN WITNESS WHEREOF, the parties hereto have signed this Amendment effective as of the date first above written.

MID-AMERICA REGIONAL COUNCIL


By: 
Lauren Palmer
Director of Local Government Services

Date: 7-18-2023

APPROVED AS TO FORM


County Counselor

JACKSON COUNTY, MISSOURI

By: 
Daron McGee
Chair, Jackson County Legislature

Date: 7/18/23

ATTEST:


Clerk of the County Legislature


R. 21342

REVENUE CERTIFICATE

There is a balance otherwise unencumbered to the credit of the appropriation to which the expenditure is chargeable and there is a cash balance otherwise unencumbered in the treasury to the credit of the fund from which payment is to be made each sufficient to provide for the obligation of \$4,000.00 is herein authorized.

Date

7-21-2023


Director of Finance and Purchasing
Account No. 001-0112-56790

PC 011223005 000 ML