



**FIRST AMENDMENT
TO
PROFESSIONAL SERVICES AGREEMENT
BETWEEN
THE TOWN OF PARADISE VALLEY
AND
MICHAEL BAKER INTERNATIONAL, INC.**

THIS FIRST AMENDMENT TO THE PROFESSIONAL SERVICES AGREEMENT (this “First Amendment”) is entered into as of May 8, 2025, between the Town of Paradise Valley, an Arizona municipal corporation (the “Town”), and Michael Baker International, Inc., a Pennsylvania company (the “Consultant”).

RECITALS

A. The Town and the Consultant entered into Professional Services Agreement, No. CON-25-012-ENG, dated September 11, 2024, for the Consultant to assess the Town’s Zoning Code and provide a technical memorandum regarding updating the same (the “Agreement”).

B. The Town has determined that additional services by the Consultant are necessary to complete a comprehensive update of the Town’s Zoning Code (the “Additional Services”).

C. The Town and the Consultant desire to enter into this First Amendment to (i) extend the term of the Agreement, (ii) modify the scope of work to include the Additional Services, and (iii) provide for an increase in compensation to the Consultant for the Additional Services.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing introduction and recitals, which are incorporated herein by reference, the following mutual covenants and conditions, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Town and the Consultant hereby agree as follows:

1. **Incorporation of Defined Terms.** All capitalized terms not otherwise defined in this First Amendment have the same meanings as contained in the Agreement.

2. **Term of Agreement.** The term of the Agreement is hereby extended and shall remain in full force and effect until September 30, 2026, unless terminated as otherwise provided pursuant to the terms and conditions of the Agreement.

3. **Scope of Work.** The Consultant shall provide the Additional Services as set forth in the additional scope of work attached hereto as part of Exhibit 1 and incorporated herein by reference.

4. Compensation. The Town shall increase the compensation to the Consultant by \$129,510.00 for the Additional Services at the rates set forth in the additional project budget attached hereto as a part of Exhibit 1 and incorporated herein by reference, resulting in a total compensation of not-to-exceed \$160,690.00.

5. Effect of Amendment. The Agreement is affirmed and ratified and, except as expressly modified herein, all terms and conditions of the Agreement shall remain in full force and effect.

6. Non-Default. By executing this First Amendment, the Consultant affirmatively asserts that (i) the Town is not currently in default, nor has been in default at any time prior to this First Amendment, under any of the terms or conditions of the Agreement, and (ii) any and all claims, known and unknown, relating to the Agreement and existing on or before the date of this First Amendment are forever waived.

7. Conflict of Interest. This First Amendment and the Agreement may be canceled by the Town pursuant to ARIZ. REV. STAT. § 38-511.

8. Forced Labor of Ethnic Uyghurs. To the extent applicable under ARIZ. REV. STAT. § 35-394, the Consultant warrants and certifies that it does not currently, and agrees that it will not, for the duration of the Agreement, as amended, use the forced labor, any goods or services produced by the forced labor, or any contractors, subcontractors, or suppliers that use the forced labor or any goods or services produced by the forced labor of ethnic Uyghurs in the People's Republic of China. If the Consultant becomes aware that it is not in compliance with this paragraph, the Consultant shall notify the Town of the noncompliance within five business days of becoming aware of it. If the Consultant fails to provide a written certification that the Consultant has remedied the noncompliance within 180 days after that, the Agreement shall terminate unless the termination date of the Agreement occurs before the end of the remedy, in which case the Agreement terminates on its termination date.

[SIGNATURES ON FOLLOWING PAGES]

IN WITNESS WHEREOF, the parties hereto have executed this instrument as of the date and year first set forth above.

“Town”

TOWN OF PARADISE VALLEY,
an Arizona municipal corporation

Andrew Ching, Town Manager

ATTEST:

Duncan Miller, Town Clerk

APPROVED AS TO FORM:

Andrew J. McGuire, Town Attorney
Gust Rosenfeld, PLC

“Consultant”

MICHAEL BAKER INTERNATIONAL,
INC., a Pennsylvania corporation

By: 

Name: Tony Cabrera, PE

Title: Vice President - Office Executive

EXHIBIT 1
TO
FIRST AMENDMENT
TO
PROFESSIONAL SERVICES AGREEMENT
BETWEEN
THE TOWN OF PARADISE VALLEY
AND
MICHAEL BAKER INTERNATIONAL, INC.

[Scope of Work and Project Budget]

See following pages.

March 21, 2024

Mr. Chad Weaver
Community Development Department
Town of Paradise Valley
6401 E. Lincoln Drive
Paradise Valley, AZ 85253

RE: Zoning Code Update – Scope and Fee

Dear Mr. Weaver:

Based on the completed Zoning Code Analysis and our review discussions with staff, I am pleased to provide the Town of Paradise Valley with our revised understanding of the project scope and cost estimate to facilitate planning services for the comprehensive update of the Town of Paradise Valley Zoning Code.

Our fee to provide services is based on our understanding of the proposed scope of work. Please feel free to call myself or Robbie at your convenience should you have any questions or wish to discuss this proposal in further detail. I can be reached directly at 602.798.7513 / 480.250.6829 or at matthewk@mbakerintl.com.

Sincerely,

MICHAEL BAKER INTERNATIONAL, INC.



Matthew Klyszeiko
Department Manager – Planning

Attachment A: Scope of Work

Attachment B: Project Budget

ATTACHMENT A

SCOPE OF WORK (SOW)

PHASE I: DIAGNOSE

Task 1.1 Project Coordination and Management

This Task includes facilitating typical project management responsibilities such as project planning, schedule management, quality assurance, and quality control for all work conducted. We will schedule and facilitate project planning meetings with key staff at specific project intervals, and/or before any public meeting or workshop.

Task 1.2 Preparation of an Annotated Outline

An annotated outline will be prepared to provide a preview of a draft new ordinance structure by illustrating a chapter-by-chapter detailed description of the entire codes' contents in an outline format to explicitly identify the intended changes and rationale for changes. The annotated outline will serve as the "roadmap" for the zoning code reorganization process and will include:

- An overview of the structure and organization of the Code.
- Descriptions of all new or significantly revised sections of code.
- Description of the recommended approach and commentary explaining the rationale behind the recommendation.
- Notations of obsolete areas removed, and new content introduced.
- Notations of where previous code content has been included.

PHASE II: DRAFT

Task 2.1 Preparation of the Discussion Draft Updates

The draft ordinance language will be based on the findings of all prior Tasks and be limited to addressing issue areas agreed upon and discussed within the Zoning Ordinance Analysis only, unless otherwise noted below.

Due to the sheer volume and complexity of the information within this effort, Michael Baker recommends managing the draft ordinance development process through a series of "modules". The preliminary number and sequence of the modules will consist of the following:

- **Module 1:** Code reorganization
- **Module 2:** Ordinance language cleanup and changes to ensure compliance with Arizona Revised Statutes
- **Module 3:** Major code language, section changes, and graphic enhancement for usability and clarification
- **Module 4 (Additional Services):** Development handbook & application updates

In addition, each initial module draft will contain footnotes and highlights describing the rationale for new standards and procedures as well as include tables and charts to aid in describing zoning themes or concepts. In order to avoid costly rework, sample illustrations and placeholders will be used at this draft stage for the purpose of reaching agreement on style, content, and clarity.

Task 2.2 Town Staff Review and Comment of Draft Module

We will meet with Town staff to introduce each draft module. For each module, staff will be provided with a hands-on introduction to new language or key focus areas of each module. For each module, staff will be provided with a digital copy for internal review and comment by all Town departments, including, legal counsel. The Town's project manager will consolidate all internal staff comments into one master comment matrix. We will then use the comment matrix to conduct detailed staff review meetings for each module before commencement of Task 4.1.

Task 2.3 Enhanced Zoning Graphics

Michael Baker will prepare a maximum of ten (10) computer renderings to illustrate key zoning themes or concepts. The illustrations will be developed concurrently with each zoning module as needed.

PHASE III: PUBLIC OUTREACH

Task 3.1 Community meetings / Public Review

Due to the complexities of the zoning ordinance, it has been our experience that the facilitation of multiple code specific community meetings can foster workshop "fatigue" and cause residents to lose interest in participating in the process. Therefore, it is our recommendation that community workshops should be held to a minimum, and focus on review of key issues that were identified as a priority or central focus of community dialogue or debate as a result of preliminary community and staff meetings.

These community workshops will utilize multi-media presentations to give a brief overview of identified issues, along with explanations and the rationale used in the creation of the proposed revisions. Within this community meeting/workshop approach, this scope allows for up to four public meetings/open houses which could be organized as follows:

Community Meeting #1: Project Introduction & Issue Identification

Community Meeting #2-3: Draft Module Review (meetings aligned with modules 1/2 and 3 as outlined in Task 2.1)

Community Meeting #4: Final Code Review

Further, beyond reviewing the code update with the general public in a community workshop, we will also work with staff to utilize additional methods for receiving public comments, such as placing draft copies of zoning ordinance material on the Town's website and accepting email comments along with traditional walk-in questions or comments.

In order to minimize changes and avoid unexpected issues raised by Planning Commission or Town Council members during the formal adoption process, we suggest that Commission and Council Work Sessions are also held to incrementally review those modules/issues that are found to be of particular interest or focus to these decision-making bodies. This scope provides for a total of three (3) Commission and three (3) Council work sessions. These meetings should be scheduled through Town staff based on Council availability.

(Additional Services) If it is found during the Ordinance Update process that the level of zoning ordinance modifications and corresponding community participation levels necessitates more detailed discussion on specific issues (i.e. prior code interpretations, SUP properties, etc.), additional “topic focused” community workshops can be scheduled as Additional Services. At this stage, separate Commission and Council or one joint work session may also be needed to share feedback from these additional outreach efforts.

PHASE IV: DELIVER

Task 4.1 Final Codification & Updates

All modules will need to be packaged into a single coherent, readable document, with consistent format, table numbering, cross-references, and hyperlinks. At this point in the drafting process, final illustrations and graphics will also be completed and inserted into the zoning ordinance based on regulation language confirmed during Phase 2. The complete draft will be placed on the Town’s website for public review prior to formal review and adoption by the Planning Commission and Town Council.

Task 4.2 Public Hearing & Formal Adoption

To conclude the effort, Michael Baker will provide technical support to Town staff during the formal adoption process of the Zoning Ordinance Update. Team members will attend up to three (3) Planning and Zoning Commission and three (3) Town Council work sessions/hearings to complement Town staff and present specific technical aspects of the new code as well as address project related questions as part of the adoption process. Michael baker will prepare all presentation material in a format approved by Town staff. Within this Task, staff will be responsible for preparing and coordinating necessary public notifications requirements relative to formal Ordinance adoption.

Task 4.3: Client Initiated Tasks

To give staff the flexibility to apply additional resources to strategically address unexpected requests or opportunities that arise during the Zoning Code Update process, this Task sets-aside funds to be used only as needed and only when specifically directed by staff in writing.

ATTACHMENT B

PROJECT BUDGET

Associated fees do not include any scope items identified as “Additional Services”. Additional Services tasks may be facilitated through Task 4.3 or via separately negotiated scope and fee proposals.

Project Budget	Total Fee
Project Components	
Phase 1 - Diagnose (Sub-Task 1.1 - 1.2)	\$9,000
Phase 2 – Draft (Sub-Tasks 2.1 - 2.3)	\$60,260
Phase 3 – Public Outreach (Sub-Task 3.1)	\$17,390
Phase 4 - Deliver (Sub-Tasks 4.1 - 4.2)	\$15,860
Client Initiated Tasks (Sub-Task 4.3)	\$25,000
Subtotal	\$127,510
Reimbursable/Ancillary Services (mileage, lodging, meals, reprographics, public meeting materials, translation services)	\$2,000
Lump Sum	\$129,510