

CONSULTANT: PCC Farmland Trust dba Washington Farmland Trust
CONTACT PERSON: Robin Fay
ADDRESS: PO Box 2206
Seattle, WA 98111
FEDERAL TAX ID NUMBER/U.B.I. NUMBER: 91-2021165 / 601998610
TELEPHONE NUMBER: (206) 777-4043
COUNTY DEPT: Conservation & Natural Resources – Surface Water Management
DEPT. CONTACT PERSON: Jessica Hamill
TELEPHONE NUMBER: (425) 388-6476
PROJECT: Community Floodplain Solutions – Sky Valley
AMOUNT: \$1,850,000.00
FUND SOURCE: Grant #SEAFBD-2019-SnCoPW-00051
CONTRACT DURATION: Execution through June 30, 2023

AGREEMENT FOR PROFESSIONAL SERVICES – AMENDMENT NO.1
AGREEMENT NO. CC02-20

THIS AMENDMENT NO.1 to that certain Agreement for Professional Services (the “Agreement”) dated May 19, 2020, is made by and between SNOHOMISH COUNTY, a political subdivision of the State of Washington (the “COUNTY”) and PCC FARMLAND TRUST, a Washington Nonprofit Corporation (the “CONSULTANT”).

WHEREAS, on September 1, 2020, PCC adopted and utilize PCC FARMLAND TRUST dba WASHINGTON FARMLAND TRUST as evidenced by the Board Resolution attached hereto and by this reference made part of this amendment; and

WHEREAS, The COUNTY consents to the adoption of a DBA of the PCC FARMLAND TRUST to dba as WASHINGTON FARMLAND TRUST; and

WHEREAS, The COUNTY and the CONSULTANT wish to amend Schedule A, Scope of Work, due dates for Task 2, due dates and add fund to Task 3, and Schedule B-1 Compensation.

NOW, THEREFORE, for and in consideration of the benefits conferred on both parties and the mutual promises set forth below, the parties agree that the Agreement be amended as follows:

AMENDMENT NO. 1 TO AGREEMENT FOR CONSULTING SERVICES WITH PCC FARMLAND TRUST

6. Delete in its entirety Schedule A, Task 3, Deliverables, bullet 5 which reads:
- Memo with comments on DRAFT and FINAL CME White Paper. DUE to County: 6/30/2022

And replace with:

- Memo with comments on DRAFT and FINAL CME White Paper. DUE to County: 4/30/2023

7. Delete in its entirety Schedule B-1 -Compensation which reads:

PCCFT budget for this scope of work is \$1,050,000 in eligible costs, reimbursable from FbD grant funds. PCCFT invoices will clearly communicate task numbers associated with charges, and include sufficient backup documentation for billing and audit purposes. Table 1 is an example of details required with each invoice submittal.

Task	Budget
1. Project Management and Administration	\$ 20,000.00
2. Landowner and Stakeholder Engagement	\$ 30,000.00
3. Agricultural Resiliency Planning and Implementation	\$1,000,000.00
TOTAL	\$1,050,000.00

And replace with:

WFT budget for this scope of work is \$1,850,000 in eligible costs, reimbursable from FbD grant funds. WFT invoices will clearly communicate task numbers associated with charges, and include sufficient backup documentation for billing and audit purposes. Table 1 is an example of details required with each invoice submittal.

Task	Budget
1. Project Management and Administration	\$ 20,000.00
2. Landowner and Stakeholder Engagement	\$ 30,000.00
3. Agricultural Resiliency Planning and Implementation	\$1,800,000.00
TOTAL	\$1,850,000.00

8. Consistent with the amendments described in Sections 1 through 4, a revised **Schedule A**, attached hereto and by this reference made part of the original Agreement. Schedule A-1 replaces the original Schedule A.



Board Resolution Authorizing Adoption of a DBA

Authorization Requested: To adopt and utilize a DBA (Doing Business As) for the purposes of recognizing the Trust's name change on September 1st.

**PCC FARMLAND TRUST Resolution by the Board of Trustees
Authorization to utilize a DBA to recognize the new name of Washington Farmland Trust.**


RESOLUTION

BE IT RESOLVED THAT the Board of Directors:

1. Approves and authorizes the PCC Farmland Trust to operate under the trade name "Washington Farmland Trust".
2. Ratifies the registration with the Washington Secretary of State of the trade name "Washington Farmland Trust".
3. All actions to be undertaken and documents to be executed in furtherance of the above may be executed by any one of the following, or their successors in office:

Melissa Campbell Executive Director
Mark Kantor President

ADOPTED on August 12, 2020 by the Board of Directors of the PCC FARMLAND TRUST.

By: 
Printed Name: Mark Kantor
Its: President

Dedicated to generations of family farms

pccfarmlandtrust.org



1402 Third Avenue #709, Seattle, Washington 98101
206.547.9855 | farmlandtrust@pccfarmlandtrust.org

Schedule A-1

Scope of Services

Purpose of the Project

Snohomish County received funding from Washington Department of Ecology Floodplains by Design (FbD) program to implement the “Community Floodplain Solutions – Sky Valley” project (FbD Grant Project). The FbD grant period of performance is July 1, 2019 to June 30, 2023.

A local land trust is identified in this grant as an FbD project partner. An RFP was completed, and PCC Farmland Trust dba Washington Farmland Trust (WFT) was selected to perform the services. WFT activities in the identified sub reaches (river miles 9-16) of the Skykomish River will protect floodplain open space in perpetuity to address chronic flooding/risk issues and promote long term viability of local agriculture. This work will also help advance regional efforts to restore natural river processes; improve habitat for threatened salmon, and increase community resilience to changing climactic conditions.

As defined below, WFT staff and contracted representatives will undertake certain FbD Grant Project activities and will collaborate with FbD project partners on other activities. FbD project partners include, but are not limited to, Snohomish County, SLS Project Implementation Team, County Agricultural Coordinator, Snohomish Conservation District (SCD), Sustainable Lands Strategy (SLS), Farmland Conservation Working Group, and area landowners.

Activities

Task 1 – Project Management and Administration

- A. WFT will administer the project. Responsibilities will include, but not be limited to: maintenance of project records; submittal of requests for reimbursement and corresponding backup documentation; progress reports and recipient closeout report (including photos); compliance with applicable procurement, contracting, and professional services agreement requirements; application of, receipt of, and compliance with all required permits, licenses, easements, or property rights necessary for the project.
- B. WFT will manage the project. Efforts will include: conducting, coordinating, and scheduling project activities and assuring quality control. WFT will carry out this project in accordance with any completion dates outlined in this agreement. Budget deviations are allowed between budget objects (e.g., WFT may spend less money on one task and more on another), but under no circumstances may WFT exceed the total project cost. Approval of the County Project Manager is required in advance of any budget deviation.

Task 1 – Expected Outcomes

Timely and complete submittal of quarterly progress reports, billing, and recipient closeout report. Properly maintained project documentation.

Task 1 – Deliverables

- Task progress report and billing will be submitted quarterly to Snohomish County on the following schedule, to allow for FbD Project Manager review, approval, and submittal to Ecology:

DUE to County: Quarter 1 - April 10
 Quarter 2 - July 10
 Quarter 3 - Oct 10
 Quarter 4 - Jan 10

Progress reports will communicate in memo style Task 2 and Task 3 activities completed and underway during the reporting quarter and issues encountered, activities anticipated for the next quarter, and lessons learned. This information will be included with County progress reporting to Ecology.

Task 1 – Budget: \$20,000

- FbD grant - \$20,000
- WFT match - \$0

Task 2 – Landowner and Stakeholder Engagement

Community outreach will engage landowner participation in the permanent protection of floodplain land as a means to address chronic flooding/risk issues and promote long term viability of local agriculture. WFT will contribute to this by providing the following services.

- A. Working with FbD project partners to determine interest in floodplain open space protection options, particularly channel migration easements, through community outreach, specifically:
 - Preparing communications materials for presentations and meetings; and
 - Facilitating up to 10 meetings with project area landowners, including collaborating with Snohomish County to communicate findings and recommendations from the Skykomish geomorphic assessment work as well as the 2-D hydraulic and hydrologic modelling.
- B. Collaborating with the County and SLS to transfer relatable elements from Montana Aquatic Resources Services (MARS) Channel Migration Easement Program (CME) experience to this region. WFT would provide input as to which mechanisms, tools, or program elements may be transferable to Washington State and/or the Skykomish River. 2017 Corps of Engineers approval a CME in Montana signals that regulators recognize the value of passive land conservation in achieving landscape-scale conservation. A Corps-certified CME program is beyond the scope of this contract and FbD grant, but this project seeks to model off of MARS’ pioneering CME program.
- C. Participating in up to 10 SLS Project Implementation Team meetings to help evaluate potential impacts to local agriculture of multi-benefit project concepts proposed for this river reach.
- D. Sharing Farmland Conservation Priorities spatial layers/data set with FbD project partners to create a shared overlay of these partner priorities: farmland conservation, habitat, and flood hazard and flood risk reduction.

Task 2 – Expected Outcomes

This task will enhance community understanding of natural floodplain function and how it is altered by human development and changing climate conditions; broaden agricultural community engagement in more integrated approaches to floodplain management; and increase the likelihood of Task 3 success.

Task 2 – Deliverables

DUE to County: With relevant quarterly reports.

- Communications materials (e.g. maps, brochures, power point, postcard, etc.) to increase landowner and stakeholder understanding of project land protection goals and benefits.
- Agenda and summary of landowner meetings.
- Memo (and supporting information) outlining suggestions, concerns and recommendations for establishing a CME program in WA state and/or the Skykomish River. The County will include the memo in a Channel Migration Easement White Paper. DUE to County: 4/30/2023
- Farmland Conservation Priorities spatial layers/data set and associated maps needed for any of the SLS reach scale plans. DUE to County: 6/30/2020

Task 2 – Budget: \$30,000

- FbD grant - \$30,000
- WFT match - \$0

Task 3 – Agricultural Resiliency Planning and Implementation

The goal of this task is to work with the community on agricultural resiliency efforts such as the purchase of easements, implementation of best management practices, and farmland succession planning. In coordination with County staff and the Project Implementation Team, WFT will promote river and floodplain function by developing a draft forma channel migration easement instrument (CME) which furthers the goals of protecting floodplain areas as a means to address chronic flooding/risk issues. In addition to the channel migration easements, farmland conservation easements and/or conservation covenants (Appendix B) will also be used in conjunction with CME's to protect up to 100 acres of floodplain in perpetuity. Acquisitions will employ a reach-scale approach to help advance habitat restoration and flood risk reduction goals while promoting the viability of continued agricultural activities. WFT will collaborate with County staff as well as project partners, and SLS stakeholders as appropriate, to prepare a long-term stewardship plan for each landowner that includes adherence to the terms of the conservation easement and/or acquisition covenant. Actions will be closely coordinated with SCD staff and be consistent with the District's recently completed Agriculture Resilience Plan; identifying priority agricultural resilience needs throughout the watershed. The Agriculture Resilience Plan is intended to help the local agricultural sector prepare for and adapt to changing climatic conditions by incorporating sea level rise, groundwater level, saltwater intrusion, flooding, and crop impact predictions into packages of landscape-scale resilience projects at high priority agricultural areas.

WFT services will include working with landowners, SCD, the County and the Project Implementation Team to:

- Preparing a Channel Migration Easement instrument and criteria for prioritizing parcels for easement acquisition. This will be included in an Acquisition Strategy supplement to the Lower Skykomish Reach-Scale Plan;
- Work with SLS and the IT (and FbD project partners) to prioritize areas for agricultural easements, (including conservation covenants), especially as aligns and complements channel migration easements. The product from this work will be an acquisition strategy, reviewed by WFT staff. The County will be leading an effort to develop a white paper which shares

examples of how and when to implement a channel migration easement and provide lessons learned and recommendations for acquisitions. WFT will collaborate with the County and project partners on development of the white paper as well as messaging the recommendations/approaches in the white paper.

- Facilitate the acquisition of up to 100 acres of easements on ag land. Provide complete acquisition reports (see Appendix A) for each Property.
- Work with the community and project partners on farmland succession planning and BMP implementation, including:
 - Present to SLS and IT on farmland succession and farmland affordability tools and project area recommendations for farmland succession planning and BMP implementation
 - Implement farmland succession measures and best management practices where feasible and/or necessary in support of easement project development/up to 3 locations in the project area

Task 3 – Expected Outcomes

WFT completion of this work is expected to increase buy-in for resilient community based approaches to floodplain management, provide incentives to agricultural landowners to give the river more room while maintaining the viability of their operation, and provide options for landowners living in high risk areas.

Task 3 – Deliverables

- Task progress report and billing (submitted quarterly to Snohomish County one week before Ecology deadlines). Progress reports will communicate activities completed and underway during the performance period, issues encountered, and lessons learned to inform agriculture resilience landowner engagement and design development. DUE to County: April 10, July 10, Oct 10, Jan 10
- Complete acquisition reports and appraisals for all purchased easements. All documents required in Ecology’s Acquisitions Face Sheet (Appendix A) will be provided prior to reimbursement.
- Comments in DRAFT and FINAL integrated acquisition strategy DUE to County: 8/30/2020 and 11/30/2020
- Memo articulating criteria and approach to securing channel migration easement(s) DUE to County: 4/30/2023
- Memo with comments on DRAFT and FINAL CME White Paper. DUE to County: 4/30/2023

Task 3 – Budget: \$1,800,000

- FbD grant - \$ 1,800,000
- WFT match - \$0

Schedule B-1
Compensation

WFT budget for this scope of work is \$1,850,000 in eligible costs, reimbursable from FbD grant funds. WFT invoices will clearly communicate task numbers associated with charges and include sufficient backup documentation for billing and audit purposes. Table 1 is an example of details required with each invoice submittal.

Task	Budget
1. Project Management and Administration	\$ 20,000.00
2. Landowner and Stakeholder Engagement	\$ 30,000.00
3. Agricultural Resiliency Planning and Implementation	\$1,800,000.00
TOTAL	\$1,850,000.00

Table 1 - Invoice Details Required

Task 1 – Project Management and Administration
Grant Reimbursement

Payee	Job Title	Description	Date	Hours	Rate	Total
J. Doe	Project Manager					

The preceding is an example of the kind of information needed when billing for grant reimbursement and reporting match for this grant.

Washington Farmland Trust invoices will clearly communicate Task numbers associated with charges, and include sufficient backup documentation for billing and audit purposes.