Docusign Envelope ID: F503E9FF-DBA6-84DE-80A3-0658DE21BE8F

AMENDMENT NUMBER NO. 2
TO
MA-017-23010163
BETWEEN
COUNTY OF ORANGE
AND
WILLIAM C MCCAUGHEY DBA INNOVATIVE TDM SOLUTIONS
FOR
ORANGE COUNTY COMMUTER ASSISTANCE PROGRAM SERVICES

This Amendment No. 2 to Contract MA-017-23010163 (hereinafter referred to as "Amendment Number No. 2") is made and entered into as of the date fully executed by and between the County of Orange, a political subdivision of the State of California ("County") and William C. McCaughey DBA Innovative TDM Solutions, ("Contractor"), with County and Contractor sometimes individually referred to as "Party" or collectively referred to as "Parties".

Recitals

WHEREAS, County and Contractor entered into Contract MA-017-23010163 for the provision of full-service administration, coordination, monitoring and implementation for the County's Commuter Assistance Program Services including Rideshare for the County of Orange, commencing on January 1, 2023 and expiring on December 31, 2025 ("Contract"); and,

WHEREAS, the Parties executed Amendment No. 1 to renew the Contract for a period of one year, effective January 1, 2026, through December 31, 2026; and,

WHEREAS, the Parties now desire to enter into Amendment No. 2 to renew the Contract for one (1) additional one-year period effective January 1, 2027, through December 31, 2027; and,

NOW THEREFORE, the Parties agree as follows:

1. The Contract is hereby renewed for one (1) additional year, effective January 1, 2027, and expiring on December 31, 2027.

2. Paragraph 3, "Term of Contract" is deleted in its entirety and replaced with the following:

"3. **Term of Contract**: The Contract shall be effective January 1, 2023, and shall continue through December 31, 2027, unless terminated by the County."

3. Paragraph 41, "Notices" shall be amended to update the County contact with the following:

County: Program Manager, Karen Alvarez
Human Resource Services/Employee Benefits
400 W Civic Center Dr., 1st Floor
Santa Ana, CA 92701

Docusign Envelope ID: F503E9FF-DBA6-84DE-80A3-0658DE21BE8F

4. Attachment B, Cost/Compensation for Contractor Services, Paragraph 2.A., is deleted in its entirety and replaced with the following:

"**A. ADMINISTRATIVE FEES**: Rates shall be inclusive of all fees (to include furnishing all staff, labor, insurance requirements, taxes required, e-Bulletins, parking fees, telephone/fax communication and any other fees to maintain daily operations of program) to administer, coordinate and monitor the County's Commuter Assistance Program Servies including Rideshare.

Item No	Contract Term	Administration, Coordination & Monitoring	*Monthly Flat Rate	Annual Total
001	1/1/2023 - 12/31/2023	Monthly fees shall not exceed	$18,691.00	$224,292.00
002	1/1/2024 - 12/31/2024	Monthly fees shall not exceed	$19,438.67	$233,264.00
003	1/1/2025 – 12/31/2025	Monthly fees shall not exceed	$20,216.25	$242,595.00
004	1/1/2026 – 12/31/2026	Monthly fees shall not exceed	$21,024.92	$252,299.00
005	1/1/2027 – 12/31/2027	Monthly fees shall not exceed	$21,865.92	$262,391.00

* Contractor shall be responsible to perform all duties and responsibilities as per Attachment A - Scope of Work to perform and maintain daily operation of the program at the rates specified."

5. Attachment B, Cost/Compensation for Contractor Servies, Paragraph 2.C., is deleted in its entirety and replaced with the following:

"C. PROGRAM PRINTING MATERIALS/MISCELLANEOUS FEES: Shall be inclusive of **all** printing material costs for Newsletters, posters, graphics design, postage, event materials and prizes and special rewards for rideshare participants and target marketing.

Item No	Contract Term	Yearly Printing Material/Misc. Fees *	Percentage Over Cost **
001	1/1/2023 - 12/31/2023	$10,000.00	5%
002	1/1/2024 - 12/31/2024	$10,500.00	5%
003	1/1/2025 – 12/31/2025	$11,025.00	5%
004	1/1/2026 – 12/31/2026	$11,575.00	5%
005	1/1/2027 – 12/31/2027	$12,150.00	5%

* Shall not exceed the yearly allotted amount as listed above.
** Contractor shall not exceed allotted percent over cost of submitted invoice."

Docusign Envelope ID: F503E9FF-DBA6-84DE-80A3-0658DE21BE8F

6. Attachment B, Cost/Compensation for Contractor Services, Paragraph 2.D., is deleted in its entirety and replaced with the following:

"D. PROGRAM DIRECT INCENTIVES:

	CONTRACT TERM				
INCENTIVES	**1/1/2023 - 12/31/2023**	**1/1/2024 - 12/31/2024**	**1/1/2025 – 12/31/2025**	**1/1/2026 – 12/31/2026**	**1/1/2027 – 12/31/2027**
Metrolink Startup Bonus	**$5,000.00**	**$5,250.00**	**$5,520.00**	**$5,800.00**	**$6,100.00**
OCTA Startup Bonus	**$900.00**	**$945.00**	**$995.00**	**$1,045.00**	**$1,100.00**
Vanpool Startup Bonus	**$600.00**	**$900.00**	**$900.00**	**$1,200.00**	**$1,200.00**
Club Rideshare Registration	**$8,360.00**	**$8,780.00**	**$9,220.00**	**$9,680.00**	**$10,150.00**
Club Rideshare Renewals/Referrals	**$3,750.00**	**$3,950.00**	**$4,150.00**	**$4,360.00**	**$4,580.00**
Monthly $25.00 e-Card Winners	**$900.00**	**$900.00**	**$900.00**	**$900.00**	**$900.00**
Get A Charge	**$4,200.00**	**$4,200.00**	**$4,400.00**	**$4,650.00**	**$4,900.00**
Other Incentives TBD	**$2,000.00**	**$2,000.00**	**$2,000.00**	**$2,000.00**	**$2,000.00**
Annual Totals	**$25,710.00**	**$26,925.00**	**$28,085.00**	**$29,635.00**	**$30,930.00**

7. All other terms and conditions in this Contact shall remain unchanged and with full force and effect.

Docusign Envelope ID: F503E9FF-DBA6-84DE-80A3-0658DE21BE8F

SIGNATURE PAGE

IN WITNESS WHEREOF, the Parties hereto have executed this Amendment on the date first written above

WILLIAM C MCCAUGHEY

If the Contractor is a corporation, signatures of two specific corporate officers are required as further set forth.

- The first corporate officer signature must be one of the following: 1) Chairman of the Board, 2) President, 3) Vice President; and
- The second corporate officer signature must be one of the following: 1) Secretary, 2) Assistant Secretary, 3) Chief Financial Officer, 4) Assistant Treasurer.

In the alternative, a single corporate signature is acceptable when accompanied by a corporate resolution demonstrating the legal authority of the signature to bind the company.

Signature	Name	Title	Date
DocuSigned by: Bill McCaughey 8B98A6FD46FD488...	Bill McCaughey	President	10/21/2026

COUNTY OF ORANGE, a political subdivision of the State of California

COUNTY AUTHORIZED SIGNATURE:

Signature	Name	Title	Date
		Deputy Procurement Agent	

Approved as to form:
County Counsel

Signature	Name	Title	Date
Signed by: Nikhil G. Daftary 6FF0958338A14D3...	Nikhil G. Daftary	**Deputy**	10/21/2026