AGENDA

MEETING OF THE
SAN ANTONIO WATER SYSTEM
BOARD OF TRUSTEES
August 2, 2016, 9:00 A.M.
6th Floor Board Room #609
Administrative Offices
2800 U. S. Hwy 281 North, San Antonio, Texas 78212

1. MEETING CALLED TO ORDER.

2. Announcements.
   A. The San Antonio Water System Board of Trustees will, during the Meeting, close the Meeting and hold an Executive Session pursuant to and in accordance with Chapter 551 of the Texas Open Meetings Act. The Board of Trustees may, at any time during the Meeting, close the Meeting and hold an Executive Session for consultation with its attorneys concerning any of the matters to be considered during the Meeting pursuant to Chapter 551 of the Texas Open Meetings Act.

3. Minutes.
   A. Approval of the Minutes of the San Antonio Water System Board of Trustees Regular Board Meeting of May 3, 2016.
   B. Approval of the Minutes of the San Antonio Water System Board of Trustees Special Board meeting of May 18, 2016.


5. Public Comment.

SAN ANTONIO WATER SYSTEM
HANDICAPPED ACCESSIBILITY STATEMENT
The San Antonio Water System Buildings and Meeting Rooms are accessible to individuals with disabilities. Accessible visitor parking spaces as well as the accessible entrance and ramp are located at the west side main entrance of the SAWS Headquarters Building, Tower I, 2800 U.S. Highway 281 North. Individuals with disabilities in need of auxiliary aids and services, including Deaf interpreters, must request such aids and services forty-eight (48) hours prior to the meeting. For assistance, contact the Board Administrator at 210-233-3690 or 711 (Texas Relay Service for the Deaf).
CONSENT AGENDA ITEMS

Items 6 – 39

ITEMS CONCERNING THE PURCHASE OF EQUIPMENT, MATERIALS AND SUPPLIES

6. A Resolution accepting recommendations regarding the contracting for certain services, equipment, materials, and supplies, and authorizing the acceptance of bids as follows:

(Doug Evanson – Yvonne Torres)

A. Award of New One Time Purchases of Materials, Equipment and Services.

1. Approving a one-time purchase from Horton Horticulture, Inc. to provide: purchase of tree trimming services for various SAWS locations, Bid No. 16-16065, for a total of $151,101.00.

B. Award of New and Renewal Annual Goods & Services Requirement Contract and Maintenance Agreements. Estimated annual purchases are based on unit prices bid. Actual totals and quantities may vary from the estimate.

1. Authorizing the extension of an existing contract with Sunbelt Mill Supply to provide: annual contract for spray paints, Bid No. 15-3073, for a total of $59,896.20.

2. Acceptance of the sole source bid of Xylem Water Solutions USA, Inc. to provide: annual contract for repair components for the Leopold Clarivac Floating Sludge Removal units at Dos Rios Water Recycling Center, Bid No. 16-16066, for a total of $997,584.20.

3. Acceptance of the best value bid of Power Pro Tech Services, Inc. to provide: annual contract for generator maintenance service, repair and parts, Bid No. 16-0625, for a total of $430,936.23.

4. Acceptance of the bid of Morrison Supply Co. to provide: annual contract for water meter yokes/resetter brass goods to support external meter replacement program, Bid No. 16-16062, for a total of $319,382.80.

5. Acceptance of the bid of Praxair Distribution to provide: annual contract for liquid carbon dioxide (99.5%) for use in water treatment, Bid No. 16-16057A, for a total of $313,707.60.

6. Acceptance of the sole source bid of Wittigs Office Interiors to provide: annual contract for modular furniture installation and reconfiguration services and reupholstering of Haworth Places panels and flipper doors, Bid No. 16-6068, for a total of $69,233.00.

CAPITAL IMPROVEMENT CONTRACTS

PROJECTS INVOLVING IMPROVEMENTS, EXTENSIONS AND ADDITIONAL CAPACITY

Developer Customer Contracts
7. A Resolution awarding a construction contract to SACC, Inc. in an amount not to exceed $502,020.50 in connection with the East Evans Road 24-inch Approach and Border Main Project; approving a contract between the System, Fair Oaks Mosaic TBY, LLC, and SACC, Inc. for the project work; authorizing the expenditures of funds in the amount of $414,166.92 for the System’s proportionate share of the cost to oversize the proposed water main. Total expenditures: $414,166.92. (GENOVEVA GOMEZ – SAM MILLS)

8. A Resolution awarding a construction contract to Qro Mex Construction, Inc. in an amount of $896,133.50 in connection with the Highland Estates 24-inch Oversize Approach Water Main (12-inch required) Project; approving a contract between the System, SA Highland Estates, Inc., and Qro Mex Construction, Inc. for the project work; authorizing the expenditures of funds in the amount of $739,310.14 for the System’s proportionate share of the cost to oversize the proposed water main. Total expenditures: $739,310.14. (GENOVEVA GOMEZ – SAM MILLS)

Water and Sewer Line Improvements

9. A Resolution awarding a construction contract to Facilities Rehabilitation, Inc. in an amount not to exceed $1,167,749.00 in connection with the Lift Station Elimination Phase II (Lift Station #73) Project. Total expenditures: $1,167,749.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

10. A Resolution awarding a professional services contract to Brown & Gay Engineers, Inc. in an amount not to exceed $954,546.00 in connection with the Helotes Creek Gravity Main and Lift Station No. 246 Elimination Project. Total expenditures: $954,546.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

11. A Resolution awarding a professional services contract to Maestas & Associates, Inc. in an amount not to exceed $455,992.00 in connection with the Pleasanton Road Water Main Replacement at Hume Road Project. Total expenditures: $455,992.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

Production, Transmission and Treatment Improvements

12. A Resolution awarding a professional services contract to Weston Solutions, Inc. in the amount not to exceed $456,010.00 in connection with the Lift Station Rehabilitation Design – Phase 5 Project. Total expenditures: $456,010.00. (GENOVEVA GOMEZ – ANDREA BEYMER)

13. A Resolution approving Contract Amendment No. 1 in the amount not to exceed $500,000.00 to the professional services contract with Arcadis U.S., Inc. in connection with the Treatment Facilities Design Engineering Work Order Contract. Total expenditures: $500,000.00. (GENOVEVA GOMEZ – ANDREA BEYMER)

14. A Resolution approving Contract Amendment No. 2 in the amount not to exceed $397,144.00 to the professional services contract with CH2M Hill, Inc. in connection with the Water Resources Integration Program Phase 1: Construction Management and Inspection Services Project. Total expenditures: $397,144.00. (GENOVEVA GOMEZ – ANDREA BEYMER)
15. A Resolution approving Contract Amendment No. 13 in an amount not to exceed $42,728.40 to the professional services contract with Civil Engineering Consultants in connection with the Water Resources Integration Program, Project 1: Pipeline, Segment II Project. Total expenditures: $42,728.40. (GENOVEVA GOMEZ – ANDREA BEYMER)

REPLACEMENT AND ADJUSTMENT PROJECTS

Governmental Relocations and Replacements

16. A Resolution approving an Interlocal Agreement with Bexar County; approving the expenditure of funds in the amount of $791,370.17 for the adjustment of water and sewer facilities by Bexar County in connection with the Salado Creek Tributary D at Ira Lee (SC-41) Project. Total expenditures: $791,370.17. (GENOVEVA GOMEZ – KATHLEEN PRICE)

17. A Resolution approving an Advance Funding Agreement with the Texas Department of Transportation; approving the expenditures of funds in the amount of $11,000.00 for the adjustment of water facilities by the Texas Department of Transportation in connection with the US 90: Loop 1604 to IH 410 Project. Total expenditures: $11,000.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

18. A Resolution approving an Interlocal Agreement with the Texas Department of Transportation for the reimbursement of funds in the amount of $2,303,118.10 for the IH 10: Foster Road to Graytown Road Project. Total reimbursement: $2,303,118.10. (GENOVEVA GOMEZ – KATHLEEN PRICE)

WATER RESOURCES PROJECTS

19. A Resolution awarding a consulting contract to CH2M Hill Engineers, Inc. in the amount not to exceed $400,000.00 for a period of five years beginning August 2, 2016 through August 1, 2021 for engineering support in connection with the Vista Ridge Project. Total expenditures: $400,000.00. (GENOVEVA GOMEZ – TIMOTHY SKOGLUND)

EASEMENT AND REAL PROPERTY

20. A Resolution authorizing a Lease Renewal Addendum between the San Antonio Water System and the Texas Medical Association for a renewal term which consists of extending the term of the current lease for a period of twelve months, with the option to renew lease for two additional terms of twelve-months each at the Texas Medical Association Building for approximately 1,163 sf of office space located at 401 W. 15th Street, Suite 985, Austin, Texas in a total rent amount not to exceed $154,465.44 for the three, twelve-month lease terms. Total expenditures: $154,465.44. (NANCY BELINSKY – BRUCE HABY)
21. A Resolution authorizing an amendment to the Shopping Center Sublease Agreement between the San Antonio Water System and CPS Energy for a term of thirty-six months at the Las Palmas Shopping Center for approximately 2,857 sf of office space located at 803 Castroville Road, Suite 406, San Antonio, Texas in a total base rent amount not to exceed $102,288.00 and the total annual pro rata share of maintenance and utility expenses are not to exceed $48,000.00 for a total sum of $150,288.00 for the thirty-six month sublease term. Total expenditures: $150,288.00.  
(NANCY BELINSKY – BRUCE HABY)

22. A Resolution approving the acquisition of three permanent sewer line easements from NuStar Logistics, LP, a Delaware limited partnership, being approximately 0.532 acres for the permanent easements located along IH-10, between Camp Bullis Road and Dominion Drive, in the northwest quadrant of Bexar County, Texas, in connection with the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project in a total amount not to exceed $365,278.00. Total expenditures: $365,278.00.  
(NANCY BELINSKY – BRUCE HABY)

23. A Resolution approving the acquisition of two permanent sewer line easements from Cromwell Street, LLC, a Texas limited liability company, being approximately 0.528 acres for the permanent easements located along IH-10, between Camp Bullis Road and Dominion Drive, in the northwest quadrant of Bexar County, Texas, in connection with the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project in a total amount not to exceed $349,296.00. Total expenditures: $349,296.00.  
(NANCY BELINSKY – BRUCE HABY)

24. A Resolution declaring a public necessity for public use, the acquisition of certain privately owned real property being permanent sewer easements, the project consisting of the adjustment of approximately 900 linear feet of existing 8-inch within Tributary 5, north of Circle S Drive between Circle N Drive West and Circle N Drive East in the northwest quadrants of Bexar County, Texas, which easements shall be acquired by negotiation and/or condemnation, if necessary, for the public use of the expansion and operation of the System through the construction of the French Creek Tributary NWWC LC-23 Project; requesting that the City Council of the City of San Antonio adopt an ordinance reaffirming and declaring that the project is for a public use and a public necessity exists for the acquisition of the easements and authorizing the System to take all appropriate action to acquire the easements by negotiation and/or condemnation. Affected property located in: CB 4526.  
(NANCY BELINSKY – BRUCE HABY)

25. A Resolution declaring 27 tracts of land in Bexar County and Atascosa County, Texas, as surplus to the System as required by City Ordinance No. 75686; recommending that the San Antonio Planning Commission and City Council consent to such declaration as required by City Ordinance No. 75686; authorizing the President/Chief Executive Officer or his duly appointed designee to dispose of said properties pursuant to Section 272.001 or Section 253.014 of the Texas Local Government Code and applicable City of San Antonio and System policies and procedures.  
(NANCY BELINSKY – BRUCE HABY)
MISCELLANEOUS ITEMS

26. A Resolution rescinding Resolution No. 16-093 dated April 5, 2016, that awarded a contract to Amigo Pat Texas, LLC doing business as Polston Applied Technologies Texas; awarding a service contract to Terra Contracting Services, LLC, in the amount of $1,085,995.95 for the period ending December 31, 2016, in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract. Total expenditures: $1,085,995.95. (JEFF HABY – TAMSEN MCNARIE)
27. A Resolution awarding a construction contract to National Power Rodding Corporation in an amount not to exceed $1,813,657.47 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1. Total expenditures: $1,813,657.47. (JEFF HABY – TAMSEN MCNARIE)

28. A Resolution awarding a construction contract to Facilities Rehabilitation, Inc. in an amount not to exceed $1,570,475.00 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 2. Total expenditures: $1,570,475.00. (JEFF HABY – TAMSEN MCNARIE)

29. A Resolution awarding a construction contract to Austin Constructors, LLC in an amount not to exceed $1,599,575.00 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 3. Total expenditures: $1,599,575.00. (JEFF HABY – TAMSEN MCNARIE)

30. A Resolution awarding a construction contract to Austin Constructors, LLC in an amount not to exceed $1,673,700.00 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 4. Total expenditures: $1,673,700.00. (JEFF HABY – TAMSEN MCNARIE)

31. A Resolution approving a service contract with Hardin & Associates Consulting, LLC in an amount not to exceed $270,000.00 for inspection services in connection with the Resource Protection and Compliance Backflow Contract. Total expenditures: $270,000.00. (STEVE CLOUSE – SCOTT HALTY)

32. A Resolution awarding a professional services contract to Tetra Tech, Inc. in an amount not to exceed $950,000.00 in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract I. Total expenditures: $950,000.00. (GENOVEVA GOMEZ – SAM MILLS)

33. A Resolution awarding a professional services contract to Kimley-Horn and Associates, Inc. in an amount not to exceed $950,000.00 in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract II. Total expenditures: $950,000.00. (GENOVEVA GOMEZ – SAM MILLS)

34. A Resolution awarding a professional services contract to Construct-Ability, LLC in an amount not to exceed $150,000.00 in connection with the Construction Feasibility Review Services Contract 1. Total expenditures: $150,000.00. (GENOVEVA GOMEZ – ANDREA BEYMER)

35. A Resolution awarding a professional services contract to R. H. Shackelford, Inc. in an amount not to exceed $50,000.00 in connection with the Construction Feasibility Review Services Contract 2. Total expenditures: $50,000.00. (GENOVEVA GOMEZ – ANDREA BEYMER)
36. A Resolution accepting the recommendation of the Audit Committee of the San Antonio Water System to approve a salary increase for Stacey Isenberg, Chief of Internal Audit of the System. (PAT JASSO, PRESIDING CHAIR, AUDIT COMMITTEE)

37. A Resolution approving a performance award and a salary increase for Robert R. Puente, President/Chief Executive Officer of the System; approving the First Amendment to Employment Contract between the San Antonio Water System and Robert R. Puente. (BERTO GUERRA, JR., CHAIRMAN, BOARD OF TRUSTEES)

38. A Resolution approving a five-year Subscription License and Services Agreement with Infor Public Sector, Inc. in an amount not to exceed $2,697,750.00, and approving a Time and Material Services Work Order with Infor Public Sector, Inc. for professional services in an amount not to exceed $255,000.00 to migrate and up-grade Infor financial applications. Total expenditures: $2,952,750.00. (DOUG EVANSON – MARGARITA HUBBARD)


ITEMS FOR INDIVIDUAL CONSIDERATION

CAPITAL IMPROVEMENT CONTRACTS

PROJECTS INVOLVING IMPROVEMENTS, EXTENSIONS AND ADDITIONAL CAPACITY

Developer Customer Contracts

40. A Resolution approving Utility Service Agreements to provide water and/or wastewater service to the tracts listed below requiring potential oversizing of mains (OVR), and/or are located outside the San Antonio Water System water and/or wastewater Certificate of Convenience and Necessity (CCN). (GENOVEVA GOMEZ – SAM MILLS)
<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Developer</th>
<th>Acres</th>
<th>W EDUs</th>
<th>WW EDUs</th>
<th>CoSA / CoSA ETJ / Outside</th>
<th>EARZ / CZ</th>
<th>Board Reason</th>
<th>W CCN</th>
<th>WW CCN</th>
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<tr>
<td>1</td>
<td>The Apartments at the Golf Club of Texas Tract</td>
<td>Falcon First Residential, LLC</td>
<td>15.135</td>
<td>207</td>
<td>194</td>
<td>CoSA ETJ</td>
<td>Outside</td>
<td>OVR</td>
<td>In</td>
<td>In</td>
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<tr>
<td>2</td>
<td>Ladera Development</td>
<td>Cook Inlet Region, Inc.</td>
<td>1,125</td>
<td>3,515</td>
<td>0</td>
<td>CoSA ETJ</td>
<td>Outside</td>
<td>OVR</td>
<td>In</td>
<td>In</td>
</tr>
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<td>3</td>
<td>West Borgfeld Subdivision Tract</td>
<td>Pulte Homes of Texas, L.P.</td>
<td>106</td>
<td>460</td>
<td>445</td>
<td>CoSA ETJ</td>
<td>Inside</td>
<td>OVR</td>
<td>In</td>
<td>In</td>
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<tr>
<td></td>
<td><strong>Totals</strong></td>
<td></td>
<td>1,246.14</td>
<td>4,182</td>
<td>639</td>
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<td></td>
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</table>

Water and Sewer Line Improvements

41. A Resolution awarding a construction contract to R.L. Jones, LP in an amount not to exceed $2,332,996.00 in connection with the U.S. Highway 281 Water Main Replacement Project. Total expenditures: $2,332,996.00. (GENOVEVA GOMEZ – ANDREA BEYMER)

42. A Resolution awarding a construction contract to R.L. Jones, LP in an amount not to exceed $3,982,031.00 in connection with the 2016 Water Construction Contract. Total expenditures: $3,982,031.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

43. A Resolution awarding a construction contract to Spiess Construction Co., Inc. in an amount not to exceed $11,949,261.00 in connection with the W6: Western Watershed Sewer Relief Line (P3 and P4 – Middle Segment) Project. Total expenditures: $11,949,261.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

44. A Resolution awarding a construction contract to SAK Construction, LLC in an amount not to exceed $4,482,049.25 in connection with the C13 Broadway Corridor Sewer Project Packages 1C and 3C. Total expenditures: $4,482,049.25. (GENOVEVA GOMEZ – KATHLEEN PRICE)

REPLACEMENT AND ADJUSTMENT PROJECTS

Governmental Relocations and Replacements

45. A Resolution approving an Interlocal Agreement with the City of San Antonio and awarding a construction contract to Oscar Renda Contracting, Inc. in an amount not to exceed $12,976,849.00 in connection with the C5 Culebra – Castroville to Laredo & C28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project. Total expenditures: $12,976,849.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

MISCELLANEOUS ITEMS

46. A Resolution awarding a service contract to G4S Secure Solutions (USA), Inc. in an amount not to exceed $15,422,495.64 for a three-year contract period with the option of two one-year extensions for security services. Total expenditures: $15,422,495.64. (JEFF HABY – JOSHUA DEAN)
47. A Resolution approving an extension to a service contract with US Security Associates, Inc. in an amount not to exceed $400,000.00 for a two-month period through October 2, 2016 for security services. Total expenditures: $400,000.00. (JEFF HABY – JOSHUA DEAN)

48. BRIEFING SESSION.
   A. Briefing and deliberation regarding the Vista Ridge Project
   B. Briefing and deliberation regarding Recycled Water Use & Availability
   C. Briefing and deliberation regarding SAWS Land Disposition Program
   D. Briefing and deliberation regarding Quarterly Financial Report and Investment Report

49. President/Chief Executive Officer’s Report.
   A. SAWS savings from refunding of Canyon Regional Water Authority Bonds
   B. SAWS response to recent contractor-caused main breaks on the Northwest side

50. Inquiries of the Board of Trustees for future briefings and/or follow-up action.

51. The Regular Session of the August 2, 2016, Regular Board Meeting is hereby recessed to hold an Executive Session and discuss the matters listed below pursuant to Sections 551.071 and 551.076 of the Texas Open Meetings Act.

52. EXECUTIVE SESSION.
   A. Deliberation regarding deployment, or specific occasions for implementation, of security personnel or devices, and consultation with attorneys regarding such security matters.
   B. Consultation with attorneys regarding legal matters in connection with the construction contract between the San Antonio Water System and S.J. Louis Construction of Texas, Ltd. for the Southwest Bexar Sewer Pipeline Project (a/k/a Medina River Sewer Outfall Project) Segment 3.

53. The Regular Session of the Regular Board Meeting of August 2, 2016, is hereby reconvened.

54. Adjournment. THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES MEETING OF AUGUST 2, 2016, IS HEREBY ADJOURNED.
MINUTES

MEETING OF THE
SAN ANTONIO WATER SYSTEM
BOARD OF TRUSTEES
May 3, 2016, 9:00 A.M.
6th Floor Board Room #609
Administrative Offices
2800 U. S. Hwy 281 North, San Antonio, Texas 78212

Board Members Present:
Berto Guerra, Jr., Chairman
Ivy R. Taylor, Mayor
Pat Jasso, Vice Chair
Ernesto Arrellano, Jr., Secretary
Louis E. Rowe, Assistant Secretary
Pat Merritt, Trustee
David P. McGee, Trustee

Board Members Absent:
None

1. MEETING CALLED TO ORDER.

The meeting of the San Antonio Water System Board of Trustees was held on May 3, 2016, and called to order at 9:10 a.m. by Chairman Berto Guerra.

2. Announcements.

A. The San Antonio Water System Board of Trustees will, during the Meeting, close the Meeting and hold an Executive Session pursuant to and in accordance with Chapter 551 of the Texas Open Meetings Act. The Board of Trustees may, at any time during the Meeting, close the Meeting and hold an Executive Session for consultation with its attorneys concerning any of the matters to be considered during the Meeting pursuant to Chapter 551 of the Texas Open Meetings Act.

Chairman Guerra recognized the week of May 1 through May 7 as National Drinking Water Week. SAWS would participate by distributing SAWS water bottles at various locations throughout the city and. The goal was to bring awareness to the value of SAWS drinking water and the importance of water to the community.
3. Minutes.
   A. Approval of the Minutes of the San Antonio Water System Board of Trustees
      Regular Board Meeting of March 1, 2016.

   Chairman Guerra asked if there were any corrections to the minutes. Hearing none, he stated
   the minutes were approved as presented.


   Robert R. Puente announced an award from the Texas Association of Mexican-American
   Chambers of Commerce for the 2016 Woman of Distinction that honored Genoveva Gomez.
   Ms. Gomez was recently hired and served as the vice president of engineering and
   construction. Chairman Guerra congratulated Ms. Gomez on her prestigious award.

   Mr. Puente stated SAWS also was recognized with an award from the Texas Commission on
   Environmental Quality (TCEQ), the 2016 Texas Environmental Excellence Award. This
   award was for SAWS Impact High School Education Program. This program was led by the
   education department that included Lynne Christopher and Greg Wukasch.

   He presented the next award, the Watermark Award given for Excellence in Communication.
   Last November, there were articles in the newspaper regarding the proposed rate increase
   going before city council. The chairman wrote an article to clarify certain points regarding
   the proposed rate increase. The article was given this award by the American Water Works
   Association and the Water Environmental Association. Mr. Puente presented the award to
   Chairman Guerra and thanked him for his leadership.

   Next, the Chairman moved to item 42A, a briefing regarding the SA Tomorrow Plan. He
   welcomed City Manager Sheryl Sculley.

42. BRIEFING SESSION.
   A. Briefing and deliberation regarding the City of San Antonio’s SA Tomorrow Plan

   Ms. Sculley introduced the San Antonio Tomorrow Comprehensive Plan. Over the past
   couple of years, the city worked with the community and consultants to develop and update
   to the city’s comprehensive development plan. There were four major components or key
   guidelines that emerged from the plan. The first was to capitalize on 13 unique community
   activity growth centers. The second was to continue to develop well-designed community
   spaces. Thirdly, to have a diversified economy as a means to reinvent these activity growth
   centers, and to make sure that housing choices were available within those growth centers.
   And lastly, to develop a multi-modal transportation network. The plan would focus on
   rejuvenating the growth centers and balancing the needs for living, jobs as well as recreation.

   SAWS played a huge role in the planning process. She stated she had the opportunity to
   meet with Mr. Puente as part of the comprehensive plan process to talk about the
   infrastructure needs throughout the community related to water and sewer and the future
   planning for growth and development in the community. The draft plan was available to the
   public online, and there were a series of public meetings scheduled in May. A presentation
   would be made to the Planning Commission, and would be presented to City Council in June.
Ms. Sculley introduced Peter Zanoni, Deputy City Manager, and Bridgett White, Interim Planning Director, who would review the specifics of the comprehensive plan.

Ms. White provided highlights of the plan and reviewed the details for the goals and policies created during the process. During the development of the plan, nine plan elements were developed and working groups were formed for each element. The plan elements included community health and wellness, growth and city form, historic preservation, housing, job and economic competitiveness, military, natural resources and environmental sustainability, public facilities and community safety, and transportation connectivity. These groups worked closely with staff and consultants to make sure that the drafted goals and policies addressed the issues identified very early on in the process. SAWS representation was really strong throughout the process.

There were 13 activity centers or growth centers, which was very unique to the City of San Antonio. These growth centers were identified by analysis and had at least 15,000 jobs. This was helpful to be able to target at least 60 percent of the growth into these growth centers, to build upon the employment already identified, add housing, improve the community, and also protect and preserve the existing neighborhoods. A diversified economy was another component of the plan. Eighty percent of the new jobs since 2000 have been in the military, health care, education, and tourism sectors. For the City of San Antonio to be economically competitive, a diverse economy was needed and included other sectors such as information technology, aerospace, advanced manufacturing, and renewable energy. The transportation network needed to be studied. Given the anticipated growth by 2040, it would be important to look at innovative approaches to the transportation network such as a more robust transit system, expansion of bike and trail system, and also opportunities for rail. The city worked closely with VIA during the development of their Vision 2040. The comprehensive plan and the multi-modal transportation plan were very similar to VIA’s plan. Well-designed community spaces were reviewed and place types were identified. These 12 place types would build upon existing community features such as waterways and transit systems, and would revitalize and transform other areas of the city.

She stated there were over 60 goals in the plan and 357 policies. One of goals and policies developed was the Growth and City Form that focused specifically on water supply and development. The goal was development practices that avoid, minimize or mitigate negative impacts on natural resources and water supply. The policy would look at developing those regulations, incentives and other tools to facilitate development types. Another goal and policy was the Natural Resources and Environment that also focused on natural resources and water supply. The goal was to protect the natural environment from unsustainable land use and development, with a policy related to protecting the Edwards Aquifer recharge and contributing zones, and preserving rivers and creeks.

She highlighted one the place types, green neighborhoods. This particular place type focused on sustainability, with key features such as natural drainage ways, connected pedestrian and bike networks, urban agriculture or urban farming, and some single family residential with some higher density residential. She reviewed different illustrations of a green neighborhood place type and examples of the implementation of these practices in Nashville, Tennessee and Seattle, Washington. The plan was in the approval and adoption process. The Planning Commission would consider the plan on May 11, and she anticipated City Council would
review in June, with an adoption June 16. There were a number of public open houses planned over the next two weeks, and the plan was available on the city’s website.

Mayor Taylor acknowledged the work of staff and thanked Ms. Sculley, Mr. Zanoni and Ms. White for presenting the comprehensive plan. A thorough process was conducted to identify goals and policies to maintain and increase the quality of life in the community even during tremendous growth. She commented on the cooperation and collaboration with others community entities, like SAWS and CPS, universities, hospitals, and major employers. She asked for the Board’s help in advocating for a coordinated and strategic approach. There were challenges now that could be improved upon, but even as more people come, there would be more demand and strain for services.

Chairman Guerra commented on his admiration of the city because San Antonio was a city that stuck together and planned for the future. He stated the Board was there to help and participate in the process. He thanked Mayor Taylor, Ms. Sculley, Ms. White, and Mr. Zanoni for their leadership, and congratulated them on an outstanding and comprehensive plan.

Chairman Guerra moved back to Item 5, Public Comment.

5. Public Comment.

Alan Montemayor commented on his tour of SAWS desalination facility, and supported the source of water that would supplement San Antonio. He opposed the Vista Ridge Project, and commented on the savings of about $450 million in a rate lock, and the Abengoa Vista Ridge (AVR) loan. He recommended an increase in conservation and a look at rainwater harvesting as sustainable alternative water supplies.

Margaret Day spoke on behalf of Terry Burns, chair of the Alamo Sierra Club, and in opposition of the Vista Ridge Project. She discussed concerns about the financial trouble of AVR and SAWS Board’s obligation to assure fiduciary oversight over the project. She asked the Board to provide a reputable third-party analysis of the project and to provide public input hearings.

David Klar stated he was a concerned SAWS ratepayer. He asked Mayor Taylor, the Board, and San Antonio City Council to cancel the Vista Ridge Project. He commented on the financial issues of AVR, the project loan of $120 million, and the sale of 80 percent of the project to Garney. He supported SAWS original mission of conserving water.

Lauren Ice stated she worked with Save Our Springs Alliance in Austin, and was part of a regional coalition that included rural landowners, conservation groups, and San Antonio residents who opposed the Vista Ridge Project. She discussed the project and discouragement of conservation. She stated brackish desalination remained the best option for SAWS because it was more affordable and flexible. She commented on other projects looking at the Carrizo Wilcox Aquifer, and the sale of excess water.

Bobby Mengden stated he did not wish to speak.
CONSENT AGENDA ITEMS

Items 6 – 34

ITEMS CONCERNING THE PURCHASE OF EQUIPMENT, MATERIALS AND SUPPLIES

6. A Resolution accepting recommendations regarding the contracting for certain services, equipment, materials, and supplies, and authorizing the acceptance of bids as follows:
   (DOUG EVANSON – YVONNE TORRES)

   A. Award of New One Time Purchases of Materials, Equipment and Services.

   1. Approving a one-time purchase from Grande Truck Center to provide:
      purchase of one 16,000 GVWR (minimum) regular cab truck with
      mounted utility body and 1,300 lb. powered liftgate, Bid No. 16-16017,
      Item A, for a total of $61,875.00.

   2. Approving a one-time purchase from Silsbee Ford to provide:
      purchase of one 19,000 GVWR (minimum) 84” CA, 4x2 regular cab, cab chassis with
      installed reinforced utility body and a 3,000 lb. corner mounted crane
      and 1,300 lb. powered liftgate, Bid No. 16-16017, Item B, for a total of
      $78,613.00.

   3. Approving a one-time purchase from Doggett Freightliner of South TX, LLC to provide:
      purchase of four 66,000 GVWR cab and chassis (single
      cab) trucks with installed 10 cubic yard, single engine, combination
      jet/vacuum sewer cleaning machines, Bid No. 16-16013, for a total of
      $1,511,836.00.

   4. Approving a one-time purchase from Holt Texas, Ltd. to provide:
      eleven tractors, two-wheel drive with ROPS/FOPS canopy, front-mounted
      bucket and rear mounted extendible backhoe (platform type), Bid No.
      16-16025, Item A, for a total of $769,450.00.

   5. Approving a one-time purchase from ASCO Equipment to provide:
      purchase of four tractors, four-wheel drive with ROPS/FOPS canopy,
      front-mounted bucket and rear mounted extendible backhoe (platform
      type), Bid No. 16-16025, Item B, for a total of $297,868.00.

   6. Approving a one-time purchase from Gillette AC to provide:
      purchase and installation of DX/Humidification Air Condition System for SAWS
      Headquarters Data Center, Bid No. 16-16008, for a total of $67,750.00.

   7. Approving a one-time purchase from Priority Environmental to provide:
      removal of asbestos containing material (ACM) of boiler at the Heating
      and Cooling Plant and third party air monitoring, Bid No. 16-16001, for
      a total of $63,899.80.

   8. Approving a one-time purchase from Warehouse Rack to provide:
      purchase and installation of new industrial shelving bulk racking and
      pallet racking for multiple buildings at the West Side Operations Center
      and North Side Operations Center, Bid No. 16-16006, for a total of
      $113,242.00.
9. Approving a one-time purchase from Caldwell Country Chevrolet to provide: purchase of thirty-one 6,300 GVWR (minimum) 4x2 wide and short bed extended, club, super cap pickup trucks, Bid No. 16-16038, Item A, for a total of $672,359.00.

10. Approving a one-time purchase from Caldwell Country Chevrolet to provide: purchase of two 6,300 GVWR (minimum) 4x4 wide and short type bed, extended, club super cab pickup trucks, Bid No. 16-16038, Item B, for a total of $50,976.00.

11. Approving a one-time purchase from Silsbee Toyota to provide: purchase of five 5,200 GVWR (minimum) 4x2 wide and short type bed, extended access, super cab pickup trucks, Bid No. 16-16038, Item C, for a total of $107,230.00.

B. Award of New and Renewal Annual Goods & Services Requirement Contract and Maintenance Agreements. Estimated annual purchases are based on unit prices bid. Actual totals and quantities may vary from the estimate.

1. Acceptance of the best value bid of Dahill Office Technology Corporation to provide: multi-functional (fax/scan/printing/copy equipment) and wide format printing equipment, Bid No. 15-5039, for a total of $1,131,692.81.

2. Acceptance of the bid of Teqsys, Inc. to provide: annual contract for Netbackup appliance and maintenance, Bid No. 16-16010, for a total of $63,436.00.

3. Acceptance of the bid of Capitol Aggregates, Inc. to provide: annual contract for concrete aggregates (washed river rocks), Bid No. 16-6024, for a total of $66,205.00.

4. Authorizing the extension of an existing contract of Discount Light Depot dba MCOR Lighting to provide: annual contract for lamps and ballasts to maintain facility lighting, Bid No. 14-0284A, Groups 1 & 3, for a total of $56,029.42.

5. Authorizing the extension of an existing contract of Star Shuttle, Inc. to provide: annual contract for charter bus service, Bid No. 14-4016, for a total of $56,300.00.

6. Authorizing the extension of an existing contract of GC3 Specialty Chemicals to provide: annual contract for treatment of condensate hot water, condenser water and chilled water, Bid No. 13-0189A, for a total of $62,822.41.

7. Authorizing the extension of an existing contract of Austin Armature Works, LP to provide: annual contract for high service pump repair, machining and technical/field support services, Bid No. 15-7033, for a total of $88,063.75.

8. Acceptance of the bid of Commonwealth Computer, Co. to provide: annual contract for Dell desktops, laptops, monitors and printers, Bid No. 16-6023, for a total of $436,383.55.
CAPITAL IMPROVEMENT CONTRACTS
PROJECTS INVOLVING IMPROVEMENTS, EXTENSIONS AND ADDITIONAL CAPACITY

Water and Sewer Line Improvements

7. A Resolution awarding a professional services contract to Alpha Testing, Inc. in an amount not to exceed $100,000.00 in connection with the 2016 Geotechnical Engineering and Construction Materials Testing Services Contract. Total expenditures: $100,000.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

8. A Resolution awarding a professional services contract to Arias & Associates, Inc. in an amount not to exceed $100,000.00 in connection with the 2016 Geotechnical Engineering and Construction Materials Testing Services Contract. Total expenditures: $100,000.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

9. A Resolution awarding a professional services contract to Drash Consultants, LLC in an amount not to exceed $100,000.00 in connection with the 2016 Geotechnical Engineering and Construction Materials Testing Services Contract. Total expenditures: $100,000.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

10. A Resolution awarding a professional services contract to Fugro Consultants, Inc. in an amount not to exceed $100,000.00 in connection with the 2016 Geotechnical Engineering and Construction Materials Testing Services Contract. Total expenditures: $100,000.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

11. A Resolution awarding a professional services contract to Terracon Consultants, Inc. in an amount not to exceed $100,000.00 in connection with the 2016 Geotechnical Engineering and Construction Materials Testing Services Contract. Total expenditures: $100,000.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

Production, Transmission and Treatment Improvements

12. A Resolution ratifying the actions of the Vice President of Engineering and Construction in approving Change Order No. 30 in an amount not to exceed $647,494.91 to the construction contract with Pepper-Lawson Waterworks, LLC in connection with the Dos Rios Water Recycling Center Re-rating Headworks Improvements and Process Enhancements Phase I Project. Total expenditures: $647,494.91. (GENOVEVA GOMEZ – ASHOK KAJI)

13. A Resolution awarding a construction contract to H2O Steel Contractors, LLC in an amount not to exceed $711,145.00 in connection with the West View Tank Replacement Project. Total expenditures: $711,145.00. (GENOVEVA GOMEZ – ANDREA BEYMER)

14. A Resolution approving Contract Amendment No. 1 in the amount not to exceed $40,000.00 to the professional services contract with Freese and Nichols, Inc. in connection with the Southeast Tank and Pump Station Project. Total expenditures: $40,000.00. (GENOVEVA GOMEZ – ANDREA BEYMER)
15. A Resolution approving Contract Amendment No. 1 in the amount not to exceed $35,000.00 to the professional services contract with River City Engineering in connection with the 2013 Recycle Engineering Design Services Contract. Total expenditures: $35,000.00. (GENOVEVA GOMEZ – ANDREA BEYMER)

16. A Resolution approving Contract Amendment No. 1 in the amount not to exceed $200,000.00 to the professional services contract with LBG-Guyton Corporation in connection with the Water Resources Engineering Consultant Services Contract. Total expenditures: $200,000.00. (GENOVEVA GOMEZ – ANDREA BEYMER)

REPLACEMENT AND ADJUSTMENT PROJECTS

Governmental Relocations and Replacements

17. A Resolution approving the expenditure of funds in the amount of $91,350.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2016 Asphalt Overlay Task Order Contract – Package 5. Total expenditures: $91,350.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

18. A Resolution approving the expenditure of funds in the amount of $935,859.59 for the adjustment and replacement of water and sewer facilities by the City of San Antonio in connection with the Espada Road: IH 410 to Ashley Road Project. Total expenditures: $935,859.59. (GENOVEVA GOMEZ – KATHLEEN PRICE)

19. A Resolution approving an Interlocal Agreement with Bexar County; approving the expenditure of funds in the amount of $137,266.99 for the adjustment of water facilities by Bexar County in connection with the FM 471 Culebra Road (PTF) Project. Total expenditures: $137,266.99. (GENOVEVA GOMEZ – KATHLEEN PRICE)

20. A Resolution approving an Advance Funding Agreement with the Texas Department of Transportation; approving the expenditure of funds in the amount of $38,156.36 for the removal, handling and disposal of abandoned asbestos cement pipe in connection with the Loop 404: Potranco to FM 471 Project. Total expenditures: $38,156.36. (GENOVEVA GOMEZ – KATHLEEN PRICE)

EASEMENT AND REAL PROPERTY

21. A Resolution approving the acquisition of a permanent sewer line easement and a temporary construction easement from Dague Ranch, LP, a Texas limited partnership, being approximately 0.663 of an acre, for the permanent easement, and 2.096 acres, for the temporary easement, located near the Huebner Road and Summer Knoll Intersection, in the northeast quadrant of Bexar County, Texas, in connection with the Stone Creek Lift Station Elimination – No. 135 Project in a total amount not to exceed $103,351.00. Total expenditures: $103,351.00. (NANCY BELINSKY – BRUCE HABY)

22. A Resolution approving the acquisition of a permanent sewer line easement and a temporary construction easement from Fourth Quarter Properties LXIV, LP, a Georgia limited partnership, being approximately 4.353 acres for the permanent easement, and 0.1979 acres for the temporary construction easement, located along IH-10, between Camp Bullis Road and Dominion Drive, in the northwest quadrant of
Bexar County, Texas, in connection with the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project in a total amount not to exceed $289,588.00. Total expenditures: $289,588.00. (NANCY BELINSKY – BRUCE HABY)

23. A Resolution approving a settlement and authorizing the expenditure of an additional payment of $105,300.00 to Applewhite 1604 Partners, L.P., a Texas limited partnership, et al, in settlement of litigation between the System and Applewhite 1604 Partners, L.P., in connection with the acquisition of a 13.214 acre permanent waterline easement located on the southwest corner of Loop 1604 and Applewhite Road, in San Antonio, Bexar County, Texas, owned by Applewhite 1604 Partners, L.P., for the Water Resources Integration Program, Project 1, Segment 1; authorizing the System’s counsel to take all necessary steps to conclude the litigation in accordance with this settlement and to take all necessary or advisable action in furtherance of same. Total expenditures: $105,300.00. (NANCY BELINSKY – BRUCE HABY)

WATER RESOURCES ITEMS

24. A Resolution acceptance of a bid for the Lease of Edwards Aquifer Authority Groundwater Rights and approving a Lease Agreement with the holders of Edwards Aquifer Authority Groundwater Rights for a total of 320 acre-feets per annum or Edwards Aquifer Groundwater Rights at an average cost of $43,200.00 per year for the term of five years beginning in 2017 for a total obligation of the Lease Agreements not to exceed $216,000.00. Total expenditures: $216,000.00. (DONOVAN BURTON – DARREN THOMPSON)

MISCELLANEOUS ITEMS

25. A Resolution awarding a construction contract to Facilities Rehabilitation, Inc. in an amount not to exceed $771,450.00 in connection with the 2016 Sanitary Sewer Laterals Renewal and Repair Construction Contract Package 1. Total expenditures: $771,450.00. (JEFF HABY – TAMSEN MCNARIE)

26. A Resolution awarding a construction contract to Texas Pride Utilities, LLC in an amount not to exceed $740,150.00 in connection with the 2016 Sanitary Sewer Laterals Renewal and Repair Construction Contract Package 2. Total expenditures: $740,150.00. (JEFF HABY – TAMSEN MCNARIE)

27. A Resolution awarding a service contract to Ace Pipe Cleaning, Inc. in an amount not to exceed $533,154.90 through December 31, 2016 and an option for a one-year extension in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Small Collection System Assets, Package 1 Contract. Total expenditures: $533,154.90. (JEFF HABY – TAMSEN MCNARIE)

28. A Resolution awarding a service contract to Terra Contracting Services, LLC in an amount not to exceed $431,812.05 through December 31, 2016 and an option for a one-year extension in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Small Collection System Assets, Package 2 Contract. Total expenditures: $431,812.05. (JEFF HABY – TAMSEN MCNARIE)
A Resolution ratifying the actions of the Vice President of Production and Treatment in awarding an emergency purchase order to Peerless Equipment, Ltd. in an amount not to exceed $68,292.00 in connection with the emergency repair of Recycle Pumps No. 1 and No. 2 at the Leon Creek Water Recycling Center Recycle Water Pump Station. Total expenditures: $68,292.00. (JEFF HABY – PARVIZ CHAVOL)

A Resolution approving the expenditures of funds in an amount not to exceed $134,838.14 to reimburse the City of San Antonio for the emergency repair of a chilled water valve in Market Street near the Central Cooling Plant. Total expenditures: $134,838.14. (JEFF HABY – DANIEL MYERS)

A Resolution ratifying the actions of the Vice President of Customer Service in approving Contract Amendment No. 1 in an amount not to exceed $98,724.15 to the services contract with Olameter Corporation in connection with the Meter Reading Services Program. Total expenditures: $98,724.15. (DOUG EVANSON – AGNES BARARD)

A Resolution approving Change Order No. 2 in an amount not to exceed $600,067.28 to the service contract with Hach Company in connection with the Wastewater Flow Metering Services Contract. Total expenditures: $600,067.28. (GENOVEVA GOMEZ – SAM MILLS)

A Resolution authorizing the expenditure of funds in an amount not to exceed $77,474.76 for the purchase of Aruba Wireless equipment and services through the State of Texas Department of Information Resources contract (DIR-TSO-2701), through reseller Solid IT Networks, in connection with the North and West Service Operations Centers. Total expenditures: $77,474.76. (DOUG EVANSON – MARGARITA HUBBARD)

A Resolution authorizing the filing of an Amicus Brief in PUC Docket No. 42862 at the Public Utility Commission of Texas regarding the appeal of the water and sewer rates of the Town of Woodloch; further authorizing the System’s General Counsel to take all necessary action relating to such Amicus Brief. (NANCY BELINSKY)

Chairman Guerra asked if there were any items in the Consent Agenda that should be pulled for individual discussion or consideration.

Mr. Rowe made a motion to approve the Consent Agenda Items, Nos. 6 – 34. Ms. Jasso seconded the motion.

Consent Agenda Items, Nos. 6 – 34, were unanimously approved. Electronic voting. Mr. Arrellano was not present for the vote.

Next, the Chairman moved to Item 45, Executive Session.

At this point in the meeting, an Executive Session was held. The time was 9:55 a.m.
44. The Regular Session of the May 3, 2016, Regular Board Meeting is hereby recessed to hold an Executive Session and discuss the matters listed below pursuant to Sections 551.071 and 551.074 of the Texas Open Meetings Act.

45. **EXECUTIVE SESSION.**

   A. Consultation with attorneys regarding legal issues related to the Water Transmission and Purchase Agreement between the City of San Antonio, Texas, acting by and through the San Antonio Water System Board of Trustees and Abengoa Vista Ridge, LLC.

46. The Regular Session of the Regular Board Meeting of May 3, 2016, is hereby reconvened.

The meeting reconvened at 11:05 a.m. The Chairman stated that no decisions were made in Executive Session.

**ITEMS FOR INDIVIDUAL CONSIDERATION**

35. A Resolution establishing the SAWS Rate Set Date for determination of the Final Benchmark Rate pursuant to and described in the Water Transmission and Purchase Agreement between the City of San Antonio, Texas, acting by and through the San Antonio Water System Board of Trustees, and Abengoa Vista Ridge, LLC; and addressing other matters related to the foregoing. (ROBERT R. PUENTE)

Mr. Puente presented Item 35, to establish the SAWS Rate Set Date. He gave a status of the discussion with Abengoa and Garney regarding change of control. Things were progressing well, and there was work to be done before the item would come to the Board for consideration. Staff was assessing the progress of any financial impacts of the terms of the Garney negotiations with Abengoa and the various banks. There was also ongoing due diligence by SAWS, including resolution of pending litigation, resolution of Abengoa's company loans, and any technical specifications. How these items were resolved would influence the recommendation to the Board about change of control.

The Vista Ridge Project was the biggest project in SAWS history. It would truly diversify the water portfolio. All of this could not have been done without the leadership of this Board and specifically the mayor. He discussed some of the criticism about the project, which included the project was too risky, the project would drain the Carrizo Aquifer, Abengoa was financially unstable, and the project was too expensive.

SAWS would only pay for water that was made available. Additional protection against risk included the ability to terminate the contract at any time either for convenience or because of default. And the financial close date of May 2017 had always been a true stop measure for SAWS so at the time AVR, and now Garney, would know that until financial close certain things had to be done.

In regards to draining the aquifer, this water was managed by the local residents of the Post Oak Savannah Groundwater Conservation District. If other projects were to come in, the
groundwater district would have the say to reduce the water available and SAWS would only pay for the water made available for the project. It was very important to the negotiations that the control and protection of the aquifer was left with the local residents.

In regards to Abengoa’s financially unstable, there was consideration that Abengoa’s business model was risky so Garney Construction was listed in the WTPA as a project construction firm. Garney was known for their stability, and if something did happen to Abengoa, SAWS would always retain absolute discretion to the consent of change of control.

The project was a 30-year fixed price. He commented on the example the chairman gave to buy milk for your grandchildren and pay the same price 30 years from now as today. SAWS would not spend any money until financial close and this would protect SAWS by not having to do any construction, spend any serious money until funding was in place and construction started on the project. Even with all the expenses involved, all the lawyer fees involved to get to this point to see whether or not this was a good change of control, the contract protected SAWS to make sure these expenses were reimbursed.

He discussed how the interest rates could move during the 18-month period from the approval of the contract in 2014 to present and potentially up to financial close in May 2017. SAWS wanted an opportunity to lock the interest rate at a certain time. The interest rates were at historic lows. There was a potential of up to $15 million a year could be saved on interest costs. This would also shift the risk to the project company, and it was up to the project company to borrow the money and get financing in place. He reviewed the volatility of interest rates over the last 20 years. The community needed to understand that this was very important because it was directly related to the amount of money that would come out of the ratepayers’ pockets to pay for the monthly water bill. The capital cost of the groundwater unit price at a 4.23% interest rate corresponded to a $1,645 price for the water, compared to the contract price of $1,852 at a 5.54% interest rate. Over the next 30 years, the cumulative savings that would be realized from locking in the interest rate could be as much as $300 million from the original projection or as much as $450 million from the maximum price over the next 30 years.

He recommended approval to provide seven business days notice to the project company and establish the final benchmark rate for the project in accordance with the contract. This would be the actual fixed price for the next 30 years. He thanked the chairman and mayor for their involvement in the negotiations and, at the time, Reed Williams. Each person brought a certain knowledge to these negotiations, and particularly the chairman had negotiated the basis points for the contract interest rate.

Chairman Guerra commented on the impact interest rates would have on price that would save roughly $15 million per year or $450 million over 30 years. He stated that was better than his milk story and was an incredible deal. This deal could have fallen apart completely. He thanked the mayor for being a strong leader and helping SAWS keep this project together.

Mr. McGee made a motion to approve Item 35. Ms. Jasso seconded the motion.

Mr. Rowe commented on the expected inflation average over the next 30 years of about two-and-a-half percent a year, and the fluctuation during the contract period.
Mayor Taylor acknowledged all the work that had gone into this very complex project. She appreciated all the Trustees who have been involved before she was even directly involved in her role as mayor. She stated this project had always been about securing our water future for our community, and how the project connected to the comprehensive plan for growth. In addition to ensuring that water was available, there had always been a priority to maintain affordability, remain committed to conservation, and continue to protect the ratepayers.

After no further discussion, Item 35 was unanimously approved. Electronic voting.

CAPITAL IMPROVEMENT CONTRACTS
PROJECTS INVOLVING IMPROVEMENTS, EXTENSIONS AND ADDITIONAL CAPACITY

Developer Customer Contracts

36. A Resolution approving an Interlocal Agreement with the Alamo Area Council of Governments for the reimbursement of funds for the construction work costs and design fees in connection with the development of water services to Joint Base San Antonio in support of the military; approving an amount up to $125,000.00 payable to the Alamo Area Council of Government for the monitoring, consultation, and accounting review related to the performance of the Agreement. Total expenditures: $125,000.00. (GENOVEVA GOMEZ – SAM MILLS)

Sam Mills presented Item 36, an interlocal agreement with Alamo Area Council of Governments (AACOG) for the development of water services to Joint Base San Antonio (JBSA). He discussed some of the challenges that JBSA faced including Edwards Aquifer cutbacks, the redundancy of water service, perception of inadequate water for the bases, reliable future water to the military locations, and maintaining and attracting new military missions in the future.

He reviewed the partnerships with various leaders and agencies, including AACOG and JBSA. SAWS had the infrastructure and the water supplies around the bases, and SAWS Master Planning and Engineering group worked with JBSA to develop a plan to interconnect the bases to the system. He reviewed the project summary for the five bases that included Camp Bullis, Ft. Sam Houston, Lackland, Medina and Security Hill. The projects were estimated at about 4,600 acre-feet per year with nine points of connection among the different basis, and totaled about $5.5 million in impact fees. City Council asked SAWS to waive those impact fees. The total infrastructure cost was a little over $10 million so the total cost of service to the five bases was about $15.8 million.

In October last year, the Board approved a resolution to partner with AACOG and other agencies. SAWS successfully worked with AACOG and JBSA for the $5 million state grant, the Defense Economic Adjustment Assistance Grant. With the $5 million grant, AACOG would use about $200,000.00 for materials that would be directly donated to the base, and the remaining $4.8 million to be reimbursed to SAWS for the project work. An interlocal agreement with AACOG was required to get the design and construction costs reimbursed by AACOG, and SAWS would pay AACOG an administrative fee of $125,000.00.

He discussed the project timelines. Security Hill project was currently under construction.
Camp Bullis was the number one priority and would be done in 2016 to address failing Trinity wells. Fort Sam, Lackland and Medina were scheduled for 2017. SAWS would invoice AACOG for reimbursement, and the invoices were due to the governor's office by August 2017. All the projects had to be completed by November 2017. Staff recommended approval of the interlocal agreement with AACOG.

Mr. Rowe made a motion to approve Item 36. Ms. Merritt seconded the motion.

Mayor Taylor thanked staff for their work and stated how important it was for the city to work in partnership to protect the military bases in San Antonio. She commented on a visit to some of the bases with Congressman Will Hurd and Congressman Matt Thornbury, chairman of the Committee on Armed Services and U.S. House of Representatives. This was a great example of why San Antonio was in a very strong position as the federal government made decisions related to the Department of Defense.

After no further discussion, Item 36 was unanimously approved. Electronic voting.

37. A Resolution approving Utility Service Agreements to provide water and/or wastewater service to the tracts listed below requiring potential oversizing of mains (OVR), and/or are located outside the San Antonio Water System water and/or wastewater Certificate of Convenience and Necessity (CCN). (GENOVA GOMEZ – SAM MILLS)

<table>
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<th>No.</th>
<th>Tract Name</th>
<th>Developer</th>
<th>Acres</th>
<th>W EDUs</th>
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<th>CoSA / CoSA ETJ / CoSA ETJ / Outside</th>
<th>EARZ / CZ</th>
<th>Board Reason</th>
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<td>Fischer Tract</td>
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<td>OVR</td>
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<td>Mission Del Lago Tract</td>
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<td>1,962</td>
<td>CoSA</td>
<td>Outside</td>
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Mr. Mills presented Item 37, approval of Utility Service Agreements (USA) for the Fischer and Mission Del Lago tracts. Both were within SAWS water and wastewater CCNs and both required some oversizing.

The Fischer tract was 141 acres and the developer was asking for 500 water and wastewater equivalent dwelling units (EDU). The tract was within San Antonio's extraterritorial jurisdiction (ETJ), and was within SAWS water and wastewater CCNs. The oversizing included a booster station that would be about $4 million for SAWS share of the work and about $255,000.00 for the developer's share. An off-site 24-inch water main would be about $3.2 million SAWS share and about $1 million for the developer's share. There was also an on-site 12-inch water main that the developer would get impact fee credits for a $748,000.00 contribution to build the water main. This replaced a USA approved by the Board last December. During the process of updating the water master plan, there was some additional infrastructure needed for this area, and a booster station would be increased based on the master plan. The tract was located over the Edward Aquifer recharge zone. The developer would pay the $2,060.00 special impact fee by agreement that was approved by the Board in 2014, and the developer requested that their share of the construction work for the oversizing...
component be capped at $3 million. He reviewed project maps and proposed infrastructure for the tract.

The Mission Del Lago tract was a mixed-use tract and totaled 465 acres. The developer was requesting 1,962 water and wastewater EDUs. The tract was within the city limits of San Antonio, and within both SAWS water and wastewater CCNs. The oversizing would be for a sewer main. The first option included $3.6 million for SAWS share, and about $1.2 million for the developer's share. The second option would be $2.1 million for SAWS share and about half a million for the developer’s share. Both options eliminated an existing lift station, No. 192, and about 20,000 feet of force main. He reviewed the risk category. Option I allowed the entire tract to be served by gravity main, but Option II was there in case Option I could not be constructed because of easements or possible grade issues. Option II involved the construction of a new lift station and force main, but also eliminated the existing lift station. He reviewed project maps and proposed infrastructure for the tract.

Staff recommendation is approval of the USAs for the Fischer and Mission Del Lago tracts.

Mr. Rowe made a motion to approve Item 37. Mr. Arrellano seconded the motion.

Ms. Merritt inquired about Option I service by gravity for the Mission Del Lago Tract. Mr. Mills replied that the service would be entirely by gravity and no lift station was required. There would be no requirement for pumping or electrical devices. The wastewater would flow through the pipe all the way down to the existing gravity main that flowed to the treatment plant.

After no further discussion, Item 37 was unanimously approved. Electronic voting. Mayor Taylor was not present for the vote.

38. A Resolution approving a new 30-year Utility Service Agreement with the Verano Land Group, LP and Texas A&M University-San Antonio to provide water and/or wastewater services to the specified tract of land requiring the System’s financial participation in the development of infrastructure and impact fee credits; superseding and replacing previous related Utility Service Agreements; acknowledging the satisfaction of obligations in certain other agreements; authorizing the execution of an Amended and Restated Consent Agreement with the City of San Antonio, Texas, Verano Land Group, LP, and the Board of Directors of Reinvestment Zone Number Twenty Eight, San Antonio, Texas; authorizing the execution of an Amendment and Restatement of Assignment of Right to Receive Reimbursements with the Verano Land Group, LP. (GENOVEVA GOMEZ – SAM MILLS)

<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Developer</th>
<th>Acres</th>
<th>W EDUs</th>
<th>WW EDUs</th>
<th>CoSA / CoSA ETJ / Outside</th>
<th>EARZ/ CZ</th>
<th>Board Reason</th>
<th>W CCN</th>
<th>WW CCN</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Verano Tract</td>
<td>Texas A&amp;M University System (TAMUS) &amp; Verano Land Group, LP</td>
<td>2,455.14</td>
<td>12,371</td>
<td>13,832</td>
<td>CoSA</td>
<td>Outside</td>
<td>OVR</td>
<td>In</td>
<td>In</td>
</tr>
</tbody>
</table>

Mr. Mills presented Item 38, a USA for the Verano tract. The tract was located on the south side and was about 2,455 acres. The developer was requesting 12,371 water EDUs and
13,832 wastewater EDUs. The tract was a mixed-used development, within the city limits, and within both SAWS water and sewer CCNs. The tract also included about 694.5 acres that was for Texas A&M University-San Antonio.

He reviewed the oversizing for the tract that included a water tank, a 24-inch water main and an off-site gravity main. The water tank would be $3.2 million for SAWS share and about $2.2 million for the developer's share. The developer would receive impact fee credits for building a 24-inch water main that would cost about $607,000.00 and a wastewater gravity main that would cost about $4.1 million.

Previous USAs were issued by SAWS and BexarMet in 2009. This agreement would supersede all of the existing agreements. There were also some support agreements and various memos of understanding issued through BexarMet at that time. This would supersede and terminate all of the existing agreements and replace it with a single USA between SAWS, the developer and Texas A&M. SAWS would be reimbursed for $2.1 million through the Tax Increment Reinvestment Zone (TIRZ) #28 for Verano's share of the $2.7 million that SAWS has spent to date. In the original USA, SAWS made sure to cover both the developer and Texas A&M. SAWS made sure that the sewer main was in when Texas A&M opened. SAWS built $2.7 million in infrastructure that would be reimbursed through the TIRZ over 30 years or so. The new agreement stipulated that SAWS would not fund anything further and everything else would be funded by the developer. The developer would go through the standard process of building mains and would receive impact fee credits instead. SAWS ultimately through this agreement, would consent to the transfer of the TIRZ to the Verano Land Group, who would oversee the overall development. SAWS would be reimbursed through the TIRZ for the Texas A&M impact fees over the next 30 years. He reviewed project maps and proposed infrastructure for the tract.

Staff recommended the approval of the USA for the Verano tract, approval of the amended and restated consent agreement between the City of San Antonio, Verano Land Group, and the Board of Directors of Tax Increment Reinvestment Zone #28, and an amendment and restatement of assignment of right to receive reimbursements from the Verano Land Group.

Ms. Jasso made a motion to approve Item 38. Mr. Arrellano seconded the motion.

Ms. Jasso inquired about the timeline for the option to remove the lift station and do the gravity main. Mr. Mills replied that the developer anticipated needing about 2,600 EDUs for the northern portion of the tract to develop between the main campus and Loop 410. The developer had some cash flow in order to build the larger infrastructure and the gravity option, and staff came up with 1,000 EDUs as the trigger point.

Ms. Jasso asked if the goal was to not encourage lift stations. Mr. Mills confirmed. Sometimes a lift station was allowed. In this case, there was a compromise knowing it was a temporary lift station. The concern was always that a temporary lift station could become a permanent lift station, and that was why the 1,000 EDUs trigger was established as an interim step. The hope was that the development succeeded and the full 2,600 EDUs were built on the northern portion.

Mr. Rowe inquired about the average development in the area. Mr. Mills replied that it had
been fairly slow. Of course, the campus was anticipated to ultimately be successful. The developer had some major home builders online that were interested in building this tract. There was more interest in the tract than there was in previous years.

Ms. Jasso asked that she be kept updated on the progress. Mr. Mills confirmed.

After no further discussion, Item 38 was unanimously approved. Electronic voting. Mayor Taylor was not present for the vote.

REPLACEMENT AND ADJUSTMENT PROJECTS

Water and Sewer Line Improvements

39. A Resolution awarding a professional services contract to Kimley-Horn and Associates, Inc. in an amount not to exceed $3,021,402.00 in connection with the E-20 Wurzbach: Jones Maltsberger to Nacogdoches Sewer Project. Total expenditures: $3,021,402.00. (GENOVEVA GOMEZ – KATHLEEN PRICE)

Lee Perry presented Item 39, award of a professional services contract for the E-20 Wurzbach: Jones Maltsberger to Nacogdoches Road Project. He reviewed the project purpose to replace approximately 4.5 miles of existing 8-inch to 42-inch sewer pipe with sizes up to 66-inch. The project was required by the Consent Decree to be completed by July 2023, and was identified in the 2011 Master Plan to be constructed between 2016 and 2020. There were confirmed capacity constraints that were identified during the evaluation of the eastern sewershed. The sewer pipe was in very bad condition and had capacity issues.

He discussed the project background and location. The E-20 service area conveyed flows for a majority of northeast and a portion of north central San Antonio all the way up into Stone Oak. The service area had approximately 70 sanitary sewer overflows (SSO) from 2009 to present. In late Fall 2015, the main began experiencing SSOs during dry, peak weather events. As a result, a temporary relief line was installed to take flow off of the area and take it downstream to discharge into a larger main. The relief line was determined to be an emergency and the Board ratified the construction contract in February. The project also would connect directly to the E-19 project, which was awarded for design in December 2015, and was directly downstream. The project was located north central and just east of the airport. The project would be constructed in two segments. Segment 1 was to begin construction in 2018, and Segment 2 was to begin construction in 2019. He reviewed a map of the project location and photos of the temporary relief line. He discussed the condition of the existing pipe that was in poor condition.

The RFQ was issued for design in January. There were nine responses. Kimley-Horn and Associates, Inc. was selected as the most qualified respondent. Kimely-Horn was a local/non-SMWB firm. He reviewed the basic services of $2.4 million that included the design, bid, and construction phase for both segments of the project. As required by the Consent Decree, an alternative analysis would be completed. Supplemental services in the amount of $609,000.00 included subsurface utility work, environmental studies, archeological research, and easement documents. Staff recommended the award of an engineering contract to Kimley-Horn and Associates, Inc. in the amount of $3,021,402.00.

Ms. Merritt made a motion to approve Item 39. Mr. Arrellano seconded the motion.
Mr. Rowe inquired about the consultant selection review and the background information on the selection process. Mr. Perry replied that a technical committee evaluated all respondents. The categories were experience, project approach, and past performance. The selection committee made the final recommendation that included SMWB participation.

Ms. Jasso asked if the company had done work for SAWS before. Mr. Perry confirmed.

After no further discussion, Item 39 was unanimously approved. Electronic voting. Mayor Taylor was not present for the vote.

**Governmental Relocations and Replacements**

40. A Resolution approving an Interlocal Agreement and Advance Funding Agreement with the Texas Department of Transportation; approving the expenditure of funds in the amount of $3,234,315.00 for the adjustment of water and sewer facilities by the Texas Department of Transportation in connection with the Loop 1604: Potranco to FM 471 Project. Total expenditures: $3,234,315.00.

(GENOVEVA GOMEZ – KATHLEEN PRICE)

Nina Bittle presented Item 40, the Loop 1604: Potranco to FM 471 Project. The Texas Department of Transportation (TxDOT) was planning to expand Loop 1604 to a four-lane expressway from Potranco to FM 471. The project length was approximately 4.1 miles and anticipated to be about a two to three year project. Both SAWS and CPS Energy would joint bid with TxDOT, and the bids would be secured by lowest bid. SAWS would also receive a partial reimbursement from TxDOT on the project.

She reviewed the limits for the project located in west of Bexar County and maps of the project location and conditions. With this project, TxDOT would fully develop the right-of-way with the development of two main frontage roads and three main lane roads. SAWS proposed work was the adjustment and relocation of approximately 9,300 feet of 6-inch through 24-inch water main constructed between 1986 and 2012. The 2012 facilities were put in place within easements by developers. SAWS sewer work was the adjustments of 830 feet of 24-inch sewer main constructed between 1986 and 2008.

Critical habitat had been identified within the project limits just outside Loop 1604 between Kilmarnoch Lane and Reed Road. Because of this, TxDOT would acquire right-of-way of approximately 3.7 acres. The new right-of-way contained a SAWS water line within an easement, so the relocation of the main would be reimbursed by TxDOT. The partial reimbursement consisted of approximately 2,000 feet of 12-inch water main between Kilmarnoch Lane and Reed Road. TxDOT would pay for the design and construction fees for any SAWS facilities that need to be replaced due to right-of-way improvements. A total of about $392,000.00 of water adjustment work would be reimbursed by TxDOT. The remaining $3.2 million of water adjustment work and sewer adjustment work would be funded by SAWS. Staff recommended the execution of an Interlocal Agreement and Advance Funding Agreement with TxDOT, and the authorization of expenditures in the amount of $3,234,315.00 for the project.

Ms. Merritt made a motion to approve Item 40. Mr. Rowe seconded the motion.
After no further discussion, Item 40 was unanimously approved. Electronic voting. Mayor Taylor was not present for the vote.

MISCELLANEOUS ITEMS

41. A Resolution awarding a contract to IPC (USA), Inc. in the amount not to exceed $8,290,888.00 for the period of May 3, 2016 through March 31, 2019, with the option for two additional one-year extensions, for the purchase of unleaded gasoline with E-10 and ultra-low sulfur diesel fuel. Total expenditures: $8,290,888.00.

(MIKE BRINKMANN – CARLOS MENDOZA)

Carlos Mendoza presented Item 41, the award of an annual contract for the purchase of unleaded and diesel fuels. In March, the City of San Antonio awarded a three-year contract to IPC, Inc. for unleaded and diesel fuels. Through interlocal participation, entities such as CPS Energy, SAWS, VIA, and various school districts around the San Antonio area could enter into a separate agreement with IPC, Inc. to take advantage of the wholesale prices as well as a fixed discount of approximately two cents per gallon.

Based on the estimated annual fuel usage, staff was requesting an amount not to exceed $8,290,888.00 for a period of three years. This was based off of annual fuel usage, which was about 500,000 gallons of unleaded and 700,000 gallons of low sulfur diesel. Prices would come from the Oil Price Information Service (OPIS) index and would be monitored on a weekly basis. Any fuel ordered for any particular week would be charged the OPIS index minus a fixed discount.

He reviewed the average annual fuel price per gallon for unleaded and diesel fuel and the historical fuel consumption since 2010. To determine the overall cost for SAWS, the annual fuel cost was multiplied by consumption. He reviewed the annual fuel costs since 2010. Fuel was approximately 35 percent of the fleet department’s budget so fuel management was very important. SAWS has about 1,135 pieces of equipment that used fuel. The fuel was managed with the use of fuel cards, and fuel rings were installed on the filler nozzles to activate the pumps. An automated system was used to monitor the underground fuel storage tanks in realtime and to help ensure fuel deliveries were charged accurately. An extensive preventative maintenance program and GPS system were implemented to also help with fuel management. With the opening of the west and north side operation centers, there would be reduced windshield times for the crews that would also save fuel and help response time to the customers.

Staff recommended the approval of the annual contract with IPC, Inc. in the amount not to exceed $8,290,888.00, with up to two one-year extensions that would require staff to come back for Board approval.

Ms. Jasso made a motion to approve Item 41. Mr. Arrellano seconded the motion.

After no further discussion, Item 41 was unanimously approved. Electronic voting. Mayor Taylor was not present for the vote.
Next, the Chairman moved to Item 45, Executive Session.

At this point in the meeting, an Executive Session was held. The time was 12:07 p.m.

44. The Regular Session of the May 3, 2016, Regular Board Meeting is hereby recessed to hold an Executive Session and discuss the matters listed below pursuant to Sections 551.071 and 551.074 of the Texas Open Meetings Act.

45. EXECUTIVE SESSION.


D. Deliberation regarding the annual evaluation, performance objectives and duties of the President/Chief Executive Officer; and consultation with attorneys concerning legal issues regarding the annual evaluation, performance objectives and duties of the President/Chief Executive Officer.

46. The Regular Session of the Regular Board Meeting of May 3, 2016, is hereby reconvened.

The meeting reconvened at 1:07 p.m. The Chairman stated that no decisions were made in Executive Session.

47. A Resolution ratifying the filing of a Motion to Intervene and Comments in PUC Docket No. 45794 at the Public Utility Commission of Texas regarding the petition of Cibolo Valley Partners, LLC to amend, by expedited release, SAWS’ sewer CCN in Comal and Bexar Counties; further authorizing the System’s General Counsel to take all necessary action relating to such Motion to Intervene and Comments.

   (NANCY BELINSKY)

Keith Martin presented Item 47, ratifying the filing of a motion to intervene and comments in PUC Docket No. 45794 regarding the petition of Cibolo Valley Partners, LLC to amend, by expedited release, SAWS sewer CCN in Comal and Bexar Counties.

   Ms. Merritt made a motion to approve Item 47. Mr. Arrellano seconded the motion.

   After no further discussion, Item 47 was unanimously approved. Electronic voting. Mayor Taylor and Mr. McGee were not present for the vote.

43. Inquiries of the Board of Trustees for future briefings and/or follow-up action.

None
48. Adjournment. THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES MEETING OF MAY 3, 2016, IS HEREBY ADJOURNED.

The San Antonio Water System Board of Trustees Meeting of May 3, 2016, adjourned at 1:09 p.m.

__________________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________________
Ernesto Arrellano, Jr., Secretary
MINUTES
SPECIAL MEETING OF THE
SAN ANTONIO WATER SYSTEM
BOARD OF TRUSTEES
May 18, 2016, 9:00 A.M.
6th Floor Board Room #609
Administrative Offices
2800 U. S. Hwy 281 North, San Antonio, Texas

Board Members Present:
Berto Guerra, Jr., Chairman
Ivy R. Taylor, Mayor
Pat Jasso, Vice Chair
Ernesto Arrellano, Jr., Secretary
Louis E. Rowe, Assistant Secretary
Pat Merritt, Trustee
David P. McGee, Trustee

Board Members Absent:
None

1. MEETING CALLED TO ORDER.

The special meeting of the San Antonio Water System Board of Trustees was held on May 18, 2016, and called to order at 9:34 a.m. by Chairman Berto Guerra.

2. ANNOUNCEMENTS. The San Antonio Water System Board of Trustees may, at any time during the Meeting, close the Meeting and hold an Executive Session for consultation with its attorneys concerning any of the matters to be considered during the Meeting pursuant to Chapter 551 of the Texas Open Meetings Act.

Chairman Guerra moved to Items 7 through 13.

7. A Resolution approving a contract with Bexar County Master Gardeners in an amount not to exceed $237,500.00 for the initial contract term ending December 31, 2018 with two one-year options to extend to provide conservation outreach to landscape professionals and the community, and special projects associated with the Water Conservation Programs. Total expenditures: $237,500.00.

(DONOVAN BURTON – KAREN GUZ)
Karen Guz presented Items 7 through 13. She reviewed the history of contracts that supported conservation programs by allowing SAWS to reach more people. The very first contract with a nonprofit organization was signed in 1994 with the Bexar County Master Gardeners. She discussed the importance to educate the community about water conservation, and the use of performance agreements for activities related to water conservation.

She discussed the impact of conservation partnerships and the additional number of customers reached. Some of the methods used to interact included presentations, workshops, rebates, home consultations and business consultations. About 154,000 customers were reached in 2014, and about 80 percent of the education contacts were through the conservation partnerships. She discussed the unique resources and specialties of each of the seven organizations who would partner with SAWS. The partners included Bexar County Master Gardeners, Mitchell Lake Audubon, Gardening Volunteers of South Texas, Botanical Society, Build San Antonio Green, Eco Centro, and Green Spaces Alliance.

Each of the seven organizations would have the same contract, but the amount under the contract would be different because some of the organizations had a history of doing more activities and had more capacity. Some of the methods used to interact with the customers included presentations, workshops, tours and neighborhood events. Over a weekend there could be 20 different places where people were going to learn about water conservation and water saver landscaping. SAWS staff could not possibly be at all of these events. These expert volunteers were able to give a presentation or even take a SAWS meter to teach people how to read their water meter.

She reviewed the minimum expectations of all the partners. A designated conservation coordinator would be assigned to each partner to ensure SAWS programs and policies were promoted. A calendar of pre-approved activities would be maintained as well as some had demonstration sites that must be maintained, like Water Saver Lane at the Botanical Gardens and the Rainwater Harvesting at Eco Centro. The partners must also document their activities. Through the partnerships SAWS would be able to reach more of the growing community. Also by having these diverse groups, it would allow SAWS to reach new audiences and to connect in a meaningful way with more of the customers, ultimately increasing the Water IQ.

Chairman Guerra commended Ms. Guz and her team for a great job. He commented on the continued focus of conservation efforts and actual water savings through the many outreach programs. SAWS was spending over $1.25 million to continue our nationwide leadership on conservation and because conservation was considered a water supply. Although Vista Ridge was a high profile project, it was extremely important to make sure that the community continued to be on the leading edge of conserving water.

Mr. Arrellano stated these were another great example of SAWS outreach efforts that spanned over 20 years. Partnerships like these brought passionate experts into the outreach program, and made it easier for SAWS to go out and increase the Water IQ of the customers. He commented on the increase in customers reached and the number of organizations that were participating in the program.

Ms. Jasso commented on the outreach to the community that might not ordinarily be into
conservation or realize how little effort it would take. She thanked staff for their hard work.

Mr. Rowe commended staff for expanding information on conservation. He noticed that there were four returning partners. He asked if there were any partners that did not return. Ms. Guz replied no.

Mr. Puente commented that Jim Greenwood had signed up to speak regarding these specific issues. Chairman Guerra invited Mr. Greenwood to come up.

Mr. Greenwood stated he was a volunteer for the San Antonio Botanical Gardens. He thanked the Board for their consideration of this funding. He stated SAWS had done a phenomenal job not only in securing water for the City of San Antonio but for reaching out in the community. Water conservation through plants was essential. He also thanked the Board for their commitment to conservation and outreach to the community.

Ms. Guz stated staff recommended the award of a contract with Bexar County Master Gardeners in an amount not to exceed $237,500.00 for the initial contract term through 2018, with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the water conservation programs.

Mr. Arrellano made a motion to approve Item 7. Mr. Rowe seconded the motion.

After no further discussion, Item 7 was unanimously approved. Electronic voting.

8. A Resolution approving a contract with Build San Antonio Green in an amount not to exceed $175,000.00 for the initial contract term ending December 31, 2018 with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the Water Conservation Programs. Total expenditures: $175,000.00. (DONOVAN BURTON – KAREN GUZ)

Ms. Guz stated staff recommended the award of a contract with Build San Antonio Green in an amount not to exceed $175,000.00 for the initial contract term through 2018, with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the water conservation programs.

Mr. Rowe made a motion to approve Item 8. Mr. Arrellano seconded the motion.

After no further discussion, Item 8 was unanimously approved. Electronic voting.

9. A Resolution approving a contract with Garden Volunteers of South Texas in an amount not to exceed $237,500.00 for the initial contract term ending December 31, 2018 with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the existing Water Conservation Programs. Total expenditures: $237,500.00. (DONOVAN BURTON – KAREN GUZ)

Ms. Guz stated staff recommended the award of a contract with Garden Volunteers of South Texas in an amount not to exceed $237,500.00 for the initial contract term through 2018,
with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the water conservation programs.

Mr. Arrellano made a motion to approve Item 9. Ms. Merritt seconded the motion.

After no further discussion, Item 9 was unanimously approved. Electronic voting.

10. **A Resolution approving a contract with Green Space Alliance in an amount not to exceed $100,000.00 for the initial contract term ending December 31, 2018 with two one-year options to extend to provide conservation outreach to landscape professionals and the community, and special projects associated with the Water Conservation Programs. Total expenditures: $100,000.00. (DONOVAN BURTON – KAREN GUZ)**

Ms. Guz stated staff recommended the award of a contract with Green Space Alliance in an amount not to exceed $100,000.00 for the initial contract term through 2018, with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the water conservation programs.

Mr. Arrellano made a motion to approve Item 10. Mr. Rowen seconded the motion.

After no further discussion, Item 10 was unanimously approved. Electronic voting.

11. **A Resolution approving a contract with National Audubon Society, Inc. Mitchell Lake Audubon Center in an amount not to exceed $150,000.00 for the initial contract term ending December 31, 2018 with two one-year options to extend to provide conservation outreach to landscape professionals and the community, and special projects associated with the Water Conservation Programs. Total expenditures: $150,000.00. (DONOVAN BURTON – KAREN GUZ)**

Ms. Guz stated staff recommended the award of a contract with National Audubon Society, Inc. Mitchell Lake Audubon Center in an amount not to exceed $150,000.00 for the initial contract term through 2018, with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the water conservation programs.

Ms. Jasso made a motion to approve Item 11. Mr. Arrellano seconded the motion.

After no further discussion, Item 11 was unanimously approved. Electronic voting.

12. **A Resolution approving a contract with San Antonio Botanical Society in an amount not to exceed $212,500.00 for the initial contract term ending December 31, 2018 with two one-year options to extend to provide conservation outreach to landscape professionals and the community, and special projects associated with the Water Conservation Programs. Total expenditures: $212,500.00. (DONOVAN BURTON – KAREN GUZ)**

Ms. Guz stated staff recommended the award of a contract with San Antonio Botanical Society in an amount not to exceed $212,500.00 for the initial contract term through 2018,
with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the water conservation programs.

Mr. McGee made a motion to approve Item 12. Mr. Rowe seconded the motion.

After no further discussion, Item 12 was unanimously approved. Electronic voting.

13. **A Resolution approving a contract with William R. Sinkin Eco Centro in an amount not to exceed $137,500.00 for the initial contract term ending December 31, 2018 with two one-year options to extend to provide conservation outreach to landscape professionals and the community, and special projects associated with the Water Conservation Programs. Total expenditures: $137,500.00.**

(DONOVAN BURTON – KAREN GUZ)

Ms. Guz stated staff recommended the award of a contract with William R. Sinkin Eco Centro in an amount not to exceed $137,500.00 for the initial contract term through 2018, with two one-year options to extend, to provide conservation outreach to landscape professionals and the community, and special projects associated with the water conservation programs.

Ms. Jasso made a motion to approve Item 13. Mr. Arrellano seconded the motion.

After no further discussion, Item 13 was unanimously approved. Electronic voting.

Chairman Guerra moved back to Item 3, Public Comment.

3. **PUBLIC COMMENT.**

Terry Burns stated he was chair of the Alamo Sierra Club. He spoke in opposition of the Vista Ridge Project and spending any money for the project. He discussed the need for serious water conservation and eliminating the need for the Vista Ridge Project.

Wendell Fuquay stated he lived in San Antonio and was a member of the Sierra Club. He spoke in opposition of the Vista Ridge Project, and discussed the need for a paradigm shift towards more conservation and sustainable growth.

Alan Montemayor stated he was a SAWS customer and San Antonio resident. He commented on the notice of the meeting and believed it to be in violation of the Texas Open Meetings Act. He opposed the Vista Ridge Project and asked the Board to vote down Item 6. He expressed his concern for the perception of abundant water in San Antonio, and support for continued conservation activities and outreach.

At this point in the meeting, an Executive Session was held. The time was 10:12 a.m.

4. **EXECUTIVE SESSION.** The Regular Session of the May 18, 2016 Special Board Meeting is hereby recessed to hold an Executive Session and discuss the matters listed below pursuant to Section 551.071 of the Texas Open Meetings Act.
A. Consultation with attorneys regarding legal issues involving the Water Transmission and Purchase Agreement between the City of San Antonio, Texas, acting by and through the San Antonio Water System Board of Trustees and Abengoa Vista Ridge, LLC.

5. RECONVENE REGULAR SESSION. The Regular Session of the Special Board Meeting of May 18, 2016, is hereby reconvened.

The meeting reconvened at 11:11 a.m. The Chairman stated that no decisions were made in Executive Session.

6. A Resolution of the San Antonio Water System Board of Trustees consenting to a Change In Control of Abengoa Vista Ridge, LLC, and approving Amendments to the Water Transmission and Purchase Agreement between the City of San Antonio, Texas, acting by and through San Antonio Water System, and Abengoa Vista Ridge, LLC, effectuating a Change In Control in the Project Company and making other conforming changes in connection therewith; addressing other matters relating to the foregoing, including approval of execution of related agreements to which SAWS is a party. (ROBERT R. PUENTE – DONOVAN BURTON)

Mr. Puente thanked Doug Evanson, Nancy Belinsky, Donovan Burton, and Steve Clouse for the tremendous amount of work to make sure this contract moved forward. He also thanked the Chairman, Mayor and Board for their leadership and unwavering support to provide water for the community over the next 30 years. He commented on the result of the interest rate lock that resulted in a $529 million cost reduction for the project.

Mr. Burton presented Item 6, consent to a change in control for the Vista Ridge Project and amendments to the Water Transmission and Purchase Agreement (WTPA). He reviewed the work over the last few months regarding a potential change in control for the Vista Ridge Project. Garney Construction came out as the lead firm to lead the Vista Ridge Project. Garney had a 30-year history in San Antonio and was familiar with the project area.

He discussed the consent to change in control from Abengoa Vista Ridge (AVR) to Garney, several conforming amendments to the WTPA and other related documents and agreements. Garney would have 80 percent equity and 100 percent of the decision making for the project. AVR would become a silent 20 percent equity partner. Most importantly, the risk profile would be the same as in the original WTPA. Garney had committed to spend about $56 million of equity to get to financial close and about an $840 million mini-perm bank loan at financial close.

He reviewed the critical pieces of the transaction that included financial deal points, legal concerns, and some technical specifications. AVR would discharge some of the intercompany loans, and Garney would pay a lot of the unpaid contractors. Garney had structured both short-term and long-term financing agreements with the banks that were going to mitigate the interest rate. SAWS had locked in at a low interest rate and now that risk would shift over to the private sector. Garney would also take draws on loans rather than taking all of the money up front, and would resolve the existing Bridge Loan. At the
end of the day, there was no change to SAWS customers' fixed cost, and that would be the cost for the water and infrastructure moving forward for 30 years. In addition, AVR would pay SAWS for the due diligence costs that was part of the original contract.

Mr. Burton discussed the importance of the project’s technical specifications. Garney would spend even more money to increase the quality of the project. Steel-based pipe would be used, and Garney added a five-year warranty on leaks. Impressed cathodic protection would be used on the pipeline, which would help against corrosion. Higher well field standards would be used, and concrete and composite tanks would be used so those would last well beyond the 50-year time frame.

He discussed the option for Garney to bring on an operating service provider, which was part of the original contract. Should Garney bring in an operating service provider, it had to be done 18 months prior to commercial operations and would be subject to SAWS consent.

He stated the most notable change in the original contract was the right-of-way. The original contract stated 100-foot right-of-way. In this contract, staff was comfortable moving to an 85-foot right-of-way. This would allow the pipeline to be installed and maintained, so the conforming amendments would move the 100-foot easements to 85-foot easements. The other change would be the easement acquisition schedule. Financial close was expected sometime in the fall of 2016, and 25 percent of the easements would be acquired prior to financial close. This included all the key easements of the pump stations, the terminus sites, and well fields that needed to be acquired prior to financial close. The water was absolutely the most critical piece of the project. This was another area that the risk profile actually got better. Garney was doing title searches and linking very specific groundwater leases to the Vista Ridge Project. Because of these changes, the Blue Water lawsuit would be dismissed.

Staff was confident of Garney’s ability to lead the project. The risk profile of the project did not change, and, in fact, it had actually improved. This would bring water security for the future, and the project would be a higher quality project at a much lower price. The 30-year fixed price would be $4,606 per acre-foot, which was $529 million lower than the capped price. Staff recommended the Board take action with the consent to change in control, approve the amendments to the contract, and allow for the execution of the related documents. He introduced Scott Parrish, Chief Operating Officer with Garney.

Mr. Parish stated he represented the 1,100 employee owners of Garney Construction. He expressed his appreciation for the consideration of Garney as lead on the project. It was a historic project for both Garney and SAWS to help secure San Antonio’s water future. He congratulated the Board and staff for having the foresight to build in the rate lock in the WTPA because through these negotiations a $500 million savings over the life of the contract would be realized.

Mr. Rowe made a motion to approve Item 6. Mr. McGee seconded the motion.

Chairman Guerra commented on the teamwork to develop an agreement that respected all the covenants in the WTPA, and how it continually protected SAWS customers. He discussed the publicly posted negotiations that were open to the public. He thanked Mr. Parrish for continuing to work with SAWS and for agreeing to move this project forward. Garney had proven time and time again that they know how to build a high-quality product.
Garney had agreed to spend even more money to build a quality project, and would actually reduce the risks to SAWS during the 30 years and beyond. He commented on the lower cost of the project due to the interest rate lock and how the project would secure the future for the city. He thanked the Mayor, City Council, and Board for their leadership on the project.

Mayor Taylor expressed her appreciation to the leadership and to the entire Board. She stated she had also thanked former board member Reed Williams for his contributions to the project. She thanked staff for crafting an agreement that could focus on top priorities, but still try to anticipate some of the challenges to protect the ratepayers of the community. She stated the biggest risk was not to secure the city’s water future, and continued commitment would be made to conservation. She thanked the individuals who come out and consistently asked questions because it was part of the process, and it helped create the best product possible. She commented on the steps necessary to achieve the long-term goals for the community, and the continued efforts to keep in mind the needs and concerns of the ratepayers.

Ms. Merritt also thanked Mr. Burton and his team for all their hard work on the project.

After no further discussion, Item 6 was unanimously approved. Electronic voting.

14. ADJOURNMENT. The San Antonio Water System Board of Trustees Special Board Meeting of May 18, 2016, is hereby adjourned.

The San Antonio Water System Board of Trustees Special Meeting of May 18, 2016, adjourned at 11:43 a.m.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees
FROM: Robert R. Puente, President/Chief Executive Officer
SUBJECT: Acceptance of Bids for Services, Equipment, Materials and Supplies

The attached resolution accepts bids and awards contracts for services, equipment and supplies as follows:

<table>
<thead>
<tr>
<th>Description</th>
<th>This Board Meeting</th>
<th>Year-to-Date</th>
</tr>
</thead>
<tbody>
<tr>
<td>A. Award of New One Time Purchases of Materials, Equipment or Services</td>
<td>Number of Contracts (SMWB)</td>
<td>Estimated Amount (SMWB)</td>
</tr>
<tr>
<td>(December 2014)</td>
<td>1</td>
<td>151,101.00</td>
</tr>
<tr>
<td>B. Award of New and Renewal of Annual Goods &amp; Services Requirements Contracts and Maintenance Agreements (December 2014)</td>
<td>6</td>
<td>2,186,740.03</td>
</tr>
<tr>
<td></td>
<td>7</td>
<td>$2,337,841.03</td>
</tr>
</tbody>
</table>

SMWB Purchasing Contracts (percentage) 42.86% 23.96% 51.02% 45.40%

Approved:

Robert R. Puente
President/Chief Executive Officer

Reviewed:

Yvonne C. Torres, Director
Purchasing Division

Marisol V. Robles
SMWB Program Manager
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING BIDS AND AWARDING CONTRACTS FOR THE PROCUREMENT OF CERTAIN SERVICES, EQUIPMENT, MATERIALS AND SUPPLIES; AUTHORIZING EXPENDITURES TO PROCURE THE SAID SERVICES, EQUIPMENT, MATERIALS AND SUPPLIES; AUTHORIZING THE DIRECTOR OF THE PURCHASING DIVISION, OR HER DESIGNEE, TO EXECUTE DOCUMENTS RELATED THERETO; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the Director of the Purchasing Division of the San Antonio Water System (the "System") has recommended certain bids be accepted, that certain contracts be awarded, and that certain other actions be taken to procure services, equipment, materials and supplies which are necessary for the operation of the System; and

WHEREAS, the said recommendations are fully set out in "Attachment I" which is attached hereto and made a part hereof, and said recommendations have been approved by the System's President/Chief Executive Officer; and

WHEREAS, the appropriate bidding procedures regarding the procurement of goods and services have been adhered to in the compiling of the attached recommendations, as reflected in administrative records supporting this resolution; and

WHEREAS, funds are available in the System's budget to pay for the required services, equipment, materials and supplies; and

WHEREAS, the Board of Trustees of the San Antonio Water System desires (i) to accept the bids and award the contracts as recommended, (ii) to authorize from available funds of the System the expenditures necessary to carry out the recommended procurements, and (iii) to authorize the Director of the Purchasing Division or her designee to execute all contracts and other documents necessary to carry out the recommended procurements; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bids are accepted and the contracts are awarded for procurement of the services, equipment, materials and supplies listed in Attachment I, as recommended by the Director of the Purchasing Division.

2. That the expenditure of the necessary funds from the appropriate budget fund of the System for the procurement of the said services, equipment, materials and supplies is hereby authorized.
3. That the Director of the Purchasing Division, or her designee, is hereby authorized to notify bidders of the acceptance of bids, to execute contracts and other documents, and to carry out all other actions necessary to procure the said services, equipment, materials and supplies.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

6. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this the 2nd day of August, 2016

Berto Guerra, Jr., Chairman

ATTEST:

Ernesto Arrellano, Jr., Secretary
**Award of New One Time Purchases of Materials, Equipment or Services**

A. The following items will establish price and delivery for the one time purchase of Materials, Equipment and Services. These items are included in the current budget. Payment will be made from the applicable fund.

<table>
<thead>
<tr>
<th>VENDOR</th>
<th>DESCRIPTION</th>
<th>ITEM NO(s.)</th>
<th>ESTIMATED TOTAL PURCHASES</th>
<th>REMARKS</th>
</tr>
</thead>
<tbody>
<tr>
<td>Horton Horticulture, Inc.</td>
<td>One Time Purchase of Tree Trimming Services for Various SAWS Locations Bid No. 16-16065</td>
<td>All</td>
<td>$151,101.00</td>
<td>This is a one time purchase of tree trimming and removal services for various System locations to insure compliance with TCEQ Regulations &amp; COSA ordinances related to tree canopies on property lines, streets and sidewalks.</td>
</tr>
</tbody>
</table>

*Indicates vendor is an SMWB, unless otherwise noted vendor is non minority.*

Board Date: August 2, 2016
**Award of New and Renewal Annual Goods & Services Requirement Contracts and Maintenance Agreements**

B. The following items will establish estimated quantities, unit price and delivery for the Service and Supply Contracts and their extensions. These items are included in the current budget. Payment will be made from the applicable fund. Estimated annual purchase is based on unit price bid; actual total and quantities, may vary from the estimate.

<table>
<thead>
<tr>
<th>VENDOR</th>
<th>DESCRIPTION</th>
<th>NO(s.)</th>
<th>PURCHASES</th>
<th>REMARKS</th>
</tr>
</thead>
<tbody>
<tr>
<td>1. Sunbelt Mill Supply (SBE)</td>
<td>Annual Contract for Spray Paints Bid No. 15-3073</td>
<td>All</td>
<td>$ 59,896.20</td>
<td>This is an extension of an existing contract. This contract will be utilized by System employees to purchase various types of paints. These paints are used for marking and touching up purposes i.e. lawns, streets and equipment. Base bid and first year extension total through August 31, 2017 is $59,896.20. Sunbelt Mill Supply has performed well during the contract period and System has determined pricing to be favorable. This contract extension will be effective September 1, 2016 through August 31, 2017. If determined that an extension is favorable to the System, price and service considered, the award includes the availability of two (2) additional one-year options to extend as provided for and approved for in future years budgets.</td>
</tr>
<tr>
<td>2. Xylem Water Solutions USA, Inc.</td>
<td>Annual Contract for Leopold Repair Components for the Dos Rios Water Recycling Center Bid No. 16-16066</td>
<td>All</td>
<td>$ 997,584.20</td>
<td>This is a sole source. This is a new contract. This contract will be utilized to operate and maintain 40 Leopold Clarivac Floating Sludge Removal units at the Dos Rios Water Recycling Center. This contract will be effective Date of Award (August 2, 2016) through May 31, 2017. If determined that an extension is favorable to the System, price and service considered, the award includes the availability of two (2) additional one-year options to extend as provided for and approved for in future years budgets.</td>
</tr>
</tbody>
</table>

*Indicates vendor is an SMWB unless otherwise noted vendor is non minority.

Board Date: August 2, 2016
Award of New and Renewal Annual Goods & Services Requirement Contracts and Maintenance Agreements

B. The following items will establish estimated quantities, unit price and delivery for the Service and Supply Contracts and their extensions. These items are included in the current budget. Payment will be made from the applicable fund. Estimated annual purchase is based on unit price bid; actual total and quantities, may vary from the estimate.

<table>
<thead>
<tr>
<th>VENDOR</th>
<th>DESCRIPTION</th>
<th>NO(s)</th>
<th>PURCHASES</th>
<th>REMARKS</th>
</tr>
</thead>
</table>
| Power Pro Tech Services, Inc. (SBE) | Best Value for Annual Contract for Generator Maintenance Service, Repair and Parts Bid No. 16-0625 | All   | $430,936.23 | DIRECTOR Comments

Leopold, a Xylem brand, is the sole source equipment manufacturer for the ClariVac Floating Sludge Collector Floats. The ClariVac equipment SAWS currently has at the Dos Rios Waste Water Treatment Plant is a proprietary floating sludge vacuum system and has been used by SAWS for more than 25 years. There are other types of floating systems but no two are the same because all systems are custom fabricated for sludge loading and basin dimensions. This award also includes other proprietary OEM parts that have failed or are failing. SAWS Maintenance contacted a few fiberglass fabrication companies to see if they could fabricate the floats. They told us that the floats are custom made for each application and that each of the 12 floats differs in buoyancy and mounting. They could not guarantee the floats would provide the proper buoyancy and stated that field adjustment would be very difficult. This contract covers the floats and OEM replacement parts anticipated to be needed over the next three years until the rehabilitation is complete. Recommend award.

This is a new contract. This contract will be utilized by System employees for annual maintenance, repair and parts of generators. This contract will be effective Date of Award (August 2, 2016) through May 31, 2017. If determined that an extension is favorable to System, price and service considered, the award includes the availability of three (3) additional one-year options to extend as provided for and approved in future year’s budgets.

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Award of New and Renewal Annual Goods & Services Requirement Contracts and Maintenance Agreements

B. The following items will establish estimated quantities, unit price and delivery for the Service and Supply Contracts and their extensions. These items are included in the current budget. Payment will be made from the applicable fund. Estimated annual purchase is based on unit price bid; actual total and quantities, may vary from the estimate.

<table>
<thead>
<tr>
<th>VENDOR</th>
<th>DESCRIPTION</th>
<th>NO(s.)</th>
<th>PURCHASES</th>
<th>REMARKS</th>
</tr>
</thead>
<tbody>
<tr>
<td>4. Morrison Supply Co.</td>
<td>Annual Contract for Water Meter Replacement Program Miscellaneous Waterworks</td>
<td>All</td>
<td>$319,382.80</td>
<td>This is a new contract. This contract will be utilized for the purchase of water meter yokes/resetters brass goods to support the external meter replacement program.</td>
</tr>
<tr>
<td></td>
<td>Goods Water Meter Yokes/Resetter Bid No. 16-16062</td>
<td></td>
<td></td>
<td>This contract will be effective Date of Award (August 2, 2016) through May 31, 2017. If determined that an extension is favorable to the System, price and service considered, the award includes the availability of three (3) additional one-year options to extend as provided for and approved in future year's budgets.</td>
</tr>
<tr>
<td>5. Praxair Distribution</td>
<td>Annual Contract for Liquid Carbon Dioxide (99.5%) Bid No. 16-16057A</td>
<td>All</td>
<td>$313,707.60</td>
<td>This is a new contract. This contract will be utilized by System employees for delivery of liquid carbon dioxide 99.5% purity for use in the treatment of potable water supplies at the Desal Plant at the Twin Oaks ASR Treatment Facility.</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td>This contract will be effective Date of Award (August 2, 2016) through May 31, 2017. If determined that an extension is favorable to System, price and service considered, the award includes the availability of three (3) additional one-year options to extend as provided for and approved in future year's budgets.</td>
</tr>
<tr>
<td>6. Wittigs Office Interiors</td>
<td>Annual Contract for Modular Furniture Installation and Reconfiguration</td>
<td>All</td>
<td>$69,233.00</td>
<td>This is a sole source. This is a new contract. This contract will be utilized by System employee for modular reconfiguration services for existing furniture owned by SAWS.</td>
</tr>
<tr>
<td>(SBE)</td>
<td>Services and Reupholstering of Haworth Places Panels and Flipper Doors</td>
<td></td>
<td></td>
<td>This contract will be effective Date of Award (August 2, 2016) through May 31, 2017. If determined that an extension is favorable to System, price and service considered, the award includes the availability of three (3) additional one-year options to extend as provided for and approved in future year's budgets.</td>
</tr>
<tr>
<td></td>
<td>Bid No. 16-6068</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*Indicates vendor is an SMWB unless otherwise noted vendor is non minority.

Board Date: August 2, 2016
Award of New and Renewal Annual Goods & Services Requirement Contracts and Maintenance Agreements

B. The following items will establish estimated quantities, unit price and delivery for the Service and Supply Contracts and their extensions. These items are included in the current budget. Payment will be made from the applicable fund. Estimated annual purchase is based on unit price bid; actual total and quantities, may vary from the estimate.

<table>
<thead>
<tr>
<th>Vendor</th>
<th>Description</th>
<th>No(s)</th>
<th>Purchases</th>
</tr>
</thead>
<tbody>
<tr>
<td>Wittigs Office Interiors</td>
<td>is the sole authorized dealer in the San Antonio area for furniture manufacturers Haworth places and Unigroup panel systems, the existing modular furniture owned by System (Headquarters and remote sites). Facilities is frequently requested to accommodate new staff or moves of departments which require cubical setup or reconfigurations. When new product is needed, it must be Haworth places and/or Unigroup panel systems in order to maintain product compatibility and in order to connect to existing configurations. Additionally the installers must be manufacturer authorized installers. Recommend award.</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

$2,190,740.03

*Indicates vendor is an SMWB unless otherwise noted vendor is non minority.
# SAN ANTONIO WATER SYSTEM

## P. O. BOX 2449

SAN ANTONIO, TEXAS 78298-2449

### TABULATION OF BIDS

**PROPOSAL FOR**

One Time Purchase of Tree Trimming Services for Various SAWS Locations

**DATE**

3:00 p.m., June 13, 2016

<table>
<thead>
<tr>
<th>ITEM NO.</th>
<th>DESCRIPTION AND APPROXIMATE QUANTITY</th>
<th>ORIGIN OF BID</th>
<th>PRICE</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>ASR 4588 Hardy Road San Antonio, TX 78112</td>
<td>Hilton Horticulture, Inc. 538 Everest San Antonio, TX 78209</td>
<td>35,400.00</td>
</tr>
<tr>
<td>2.</td>
<td>Van Dyke 254 Seale Road San Antonio, TX 78219</td>
<td>L &amp; M Facility Maintenance, Inc. 5401 Bandera Rd. #2 San Antonio, TX 78238</td>
<td>1,673.00</td>
</tr>
<tr>
<td>3.</td>
<td>Artesia 703 AT&amp;T Center Parkway San Antonio, TX 78219</td>
<td>Burkett Arbor Care, LLC 139 Grey Oaks Helotes, TX 78023</td>
<td>8,366.00</td>
</tr>
<tr>
<td>4.</td>
<td>Lions Field 4011 Meadowlark Ave. San Antonio, TX 78210</td>
<td></td>
<td>334.00</td>
</tr>
<tr>
<td>5.</td>
<td>Highlands Tank 1323 Vanderbilt San Antonio, TX 78210</td>
<td></td>
<td>836.00</td>
</tr>
<tr>
<td>6.</td>
<td>Dos Rios Treatment Plant 3495 Valley Road San Antonio, TX 78221</td>
<td></td>
<td>14,640.00</td>
</tr>
<tr>
<td>7.</td>
<td>Dos Rios Lab 3610 Valley Road San Antonio, TX 78221</td>
<td></td>
<td>5,019.00</td>
</tr>
<tr>
<td>8.</td>
<td>Mission De Largo 10762 Pleasanton Road San Antonio, TX 78221</td>
<td></td>
<td>5,019.00</td>
</tr>
<tr>
<td>9.</td>
<td>Leon Creek 1104 Mauerman Road San Antonio, TX 78224</td>
<td></td>
<td>20,078.00</td>
</tr>
<tr>
<td>10.</td>
<td>Medio Creek 2232 Hunt Lane San Antonio, TX 78228</td>
<td></td>
<td>40,156.00</td>
</tr>
<tr>
<td>11.</td>
<td>Bitters 105 Bitters Road San Antonio, TX 78216</td>
<td></td>
<td>4,015.00</td>
</tr>
<tr>
<td>12.</td>
<td>Aspen 105 Bitters San Antonio, TX 78216</td>
<td></td>
<td>4,015.00</td>
</tr>
<tr>
<td>13.</td>
<td>Bitters Station 13535 West Ave. San Antonio, TX 78216</td>
<td></td>
<td>2,677.00</td>
</tr>
<tr>
<td>14.</td>
<td>Fleetwood 508 Ventura Hill Country Village, 78232</td>
<td></td>
<td>5,354.00</td>
</tr>
<tr>
<td>15.</td>
<td>Grissom Tank 7723 Grissom Road San Antonio, TX 78250</td>
<td></td>
<td>2,677.00</td>
</tr>
<tr>
<td>16.</td>
<td>Micron Pump Station 7203 Micron Drive San Antonio, TX 78251</td>
<td></td>
<td>1,838.00</td>
</tr>
<tr>
<td>17.</td>
<td>Ingman Treatment Plant 6539 Peace Pipe Road San Antonio, TX 78238</td>
<td></td>
<td>1,673.00</td>
</tr>
<tr>
<td>18.</td>
<td>Horseshoe Bend 56622 Horseshoe Bend San Antonio, TX 78228</td>
<td></td>
<td>2,677.00</td>
</tr>
<tr>
<td>19.</td>
<td>Hutchins Tank 1033 Hutchins Ave. San Antonio, TX 78221</td>
<td></td>
<td>2,677.00</td>
</tr>
<tr>
<td>20.</td>
<td>Southcross Service Center 2706 W. Southcross San Antonio, TX 78211</td>
<td></td>
<td>2,677.00</td>
</tr>
</tbody>
</table>
### SAN ANTONIO WATER SYSTEM

**P. O. BOX 2449**  
**SAN ANTONIO, TEXAS 78298-2449**  
**TABULATION OF BIDS**

**PROPOSAL:** One Time Purchase of Tree Trimming Services for Various SAWS Locations  
**TIME & DATE:** 3:00 p.m., June 13, 2016

<table>
<thead>
<tr>
<th>ITEM NO.</th>
<th>DESCRIPTION AND APPROXIMATE QUANTITY</th>
<th>PRICE</th>
<th>Low Bidder</th>
<th>Net 1% Terms</th>
<th>Delivery Days</th>
</tr>
</thead>
<tbody>
<tr>
<td>21.</td>
<td>Dwyer Tank  7201 San Valley Dr.  San Antonio, TX 78227</td>
<td>2,300.00</td>
<td>600.00</td>
<td>229,675.00</td>
<td>15 days</td>
</tr>
<tr>
<td>22.</td>
<td>SW 21st Tank  2518 SW 21st Street  San Antonio, TX 78226</td>
<td>4,600.00</td>
<td>1,500.00</td>
<td>4,015.00</td>
<td>30 days</td>
</tr>
<tr>
<td>23.</td>
<td>Randolph Station  212 S. Weidner Road  San Antonio, TX 78233</td>
<td>3,450.00</td>
<td>3,000.00</td>
<td>4,015.00</td>
<td>20 days</td>
</tr>
<tr>
<td>24.</td>
<td>Wayland Tank  5994 Randolph Blvd.  San Antonio, TX 78223</td>
<td>2,300.00</td>
<td>1,600.00</td>
<td>2,677.00</td>
<td>20 days</td>
</tr>
<tr>
<td>25.</td>
<td>Stahl  6413 Kings Mountain  San Antonio, TX 78247</td>
<td>1,750.00</td>
<td>1,600.00</td>
<td>2,677.00</td>
<td>20 days</td>
</tr>
<tr>
<td>26.</td>
<td>Fredericksburg Tank  4901 Gus Eckert  San Antonio, TX 78240</td>
<td>1,750.00</td>
<td>1,000.00</td>
<td>4,015.00</td>
<td>15 days</td>
</tr>
<tr>
<td>27.</td>
<td>Babcock Tank  10202 Horn Blvd.  San Antonio, TX 78240</td>
<td>2,300.00</td>
<td>1,600.00</td>
<td>4,015.00</td>
<td>15 days</td>
</tr>
<tr>
<td>28.</td>
<td>Basin Pump Station  7110 Basin Drive  San Antonio, TX 78216</td>
<td>4,600.00</td>
<td>7,500.00</td>
<td>2,677.00</td>
<td>15 days</td>
</tr>
<tr>
<td>29.</td>
<td>Market St. Pump Station  106 Market W  San Antonio, TX 78205</td>
<td>1,750.00</td>
<td>1,500.00</td>
<td>4,015.00</td>
<td>30 days</td>
</tr>
</tbody>
</table>

**TOTAL** | **TOTAL** | **229,675.00**

- **LOW BIDDER**
  - Euter Tree Care
  - Goodman Treescapes
  - Heartwood Tree Service & Solutions
  - Horton Horticulture Inc.
  - Hunter Demolition
  - La Med Facilities Maintenance Inc.
  - New Heights Professional Tree Service
  - Pro-Care Landscape
  - Rios Tree Service
  - SA Tree Surgeons
  - Tree Amigos
  - Tree Trimming San Antonio
  - Tree Wise Men

*LOW BIDDER BID INVITATIONS WERE E-MAILED TO AND/OR PICKED UP BY:*

- Above All Tree and Landscape
- Action Tree Service
- Arboretum Tree Service
- Artistic Tree
- Bartlett Tree Experts
- BB Tree Trimming
- Booker’s Tree Service
- Burkett Arbor Care LLC
- Canopy Tree Service
- Cantu Contracting
- DADS Lawn Services
- Davey Tree Expert

- Euter Tree Care
- Goodman Treescapes
- Heartwood Tree Service & Solutions
- Horton Horticulture Inc.
- Hunter Demolition
- La Med Facilities Maintenance Inc.
- New Heights Professional Tree Service
- Pro-Care Landscape
- Rios Tree Service
- SA Tree Surgeons
- Tree Amigos
- Tree Trimming San Antonio
- Tree Wise Men

- Demandstar
- SAWs Website
### SAN ANTONIO WATER SYSTEM
P. O. BOX 2449
SAN ANTONIO, TEXAS 78298-2449

**TABULATION OF BIDS**

**PROPOSAL:** Annual Contract for Spray Paints

**FOR:** (Date of Award through August 31, 2016)

**TIME & DATE:** 3:00 p.m., September 14, 2015

**ITEM NO:** DESCRIPTION AND APPROXIMATE QUANTITY

<table>
<thead>
<tr>
<th>GROUP</th>
<th>16 oz. cans (12 oz. net wt.)</th>
<th>UNIT PRICE TOTAL</th>
</tr>
</thead>
<tbody>
<tr>
<td>1.</td>
<td>Safety Orange</td>
<td>3.95</td>
</tr>
<tr>
<td></td>
<td>Krylon Part #K02410, Lawson No. 1456</td>
<td>331.80</td>
</tr>
<tr>
<td>2.</td>
<td>Safety Red</td>
<td>3.95</td>
</tr>
<tr>
<td></td>
<td>Krylon Part #K02116, Lawson No. 1455</td>
<td>568.80</td>
</tr>
<tr>
<td>3.</td>
<td>Safety Yellow</td>
<td>3.95</td>
</tr>
<tr>
<td></td>
<td>Krylon Part #K01813, Lawson No. 1455</td>
<td>1,422.00</td>
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**SUB TOTAL FOR GROUP 1**

<table>
<thead>
<tr>
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<tr>
<td></td>
<td>2,322.60</td>
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<tr>
<td></td>
<td>2,087.40</td>
</tr>
<tr>
<td></td>
<td>2,428.44</td>
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<tr>
<td></td>
<td>2,463.72</td>
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<tr>
<td></td>
<td>2,934.12</td>
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<tr>
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<td>2,403.60</td>
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<tr>
<td></td>
<td>2,493.12</td>
</tr>
<tr>
<td></td>
<td>3,234.00</td>
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**Price List Catalog Number**

| Krylon 2015 Industrial | KPL-1-2015 | Airgas.com |

**Discount Off Price List (%)**

| 30% | Price Varies | 10% |

**Multiplier for Discount**

| 70 | Call | 86 |

**Effective Date of Price List**

Jan 1, 2015 / 1/1/15 / 9/10/15

---

**GROUP 2**

**INVERTED MARKING PAINT**

Water-Based 20 oz. cans (17 oz net wt.)

<table>
<thead>
<tr>
<th>2,400 ea.</th>
<th>INVERTED WHITE KRYLON Part RS03901, Lawson No. 14546</th>
<th>UNIT PRICE TOTAL</th>
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<tr>
<td>1.</td>
<td>Fluorescent CautIon Blue</td>
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<td>Krylon Part RS03620, Lawson No. 14547</td>
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<td>2.</td>
<td>Fluorescent Safety Green</td>
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<td>3.</td>
<td>Fluorescent Purple</td>
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<td>Krylon Part RS03715, Lawson No. 14565</td>
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<td>4.</td>
<td>APWA Utility Yellow</td>
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<tr>
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<td>Krylon Part RS03801, Lawson No. 14562</td>
<td>117.60</td>
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**SUB TOTAL FOR GROUP 2**

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<td>2,403.60</td>
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<td>3,234.00</td>
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<td>2,087.40</td>
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<td>2,493.12</td>
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<td>ITEM NO.</td>
<td>DESCRIPTION AND APPROPRIATE QUANTITY</td>
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<tr>
<td>60 ea.</td>
<td>APWA Orange Krylon Part #503505, Lawson No. 14549</td>
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<td>60 ea.</td>
<td>APWA Orange Krylon Part #503505, Lawson No. 14549</td>
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<tr>
<td>60 ea.</td>
<td>APWA Orange Krylon Part #503505, Lawson No. 14549</td>
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<td>60 ea.</td>
<td>APWA Orange Krylon Part #503505, Lawson No. 14549</td>
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<td>60 ea.</td>
<td>APWA Orange Krylon Part #503505, Lawson No. 14549</td>
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<td>APWA Orange Krylon Part #503505, Lawson No. 14549</td>
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<td>60 ea.</td>
<td>APWA Orange Krylon Part #503505, Lawson No. 14549</td>
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<td>60 ea.</td>
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**SUB TOTAL FOR GROUP 2**

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<th>UNIT PRICE</th>
<th>TOTAL</th>
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<td>18,681.84</td>
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<td>17,543.52</td>
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<td>23,971.68</td>
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**Price List Catalog Number**

| 2015 Industrial KPL-1-2015 | Airgas.com |

**Discount Off Price List (%)**

| 30% | Price Varies |

**Multiplier for Discount**

| x.70 | Call | 86 |

**Effective Date of Price List**

| Jan. 1, 2015 | 1/1/15 | 9/10/15 |

**GROUP 3 INTERIOR/EXTERIOR INDUSTRIAL MAINTENANCE PAINTS, Spray Paint, Fast Drying 16-oz. cans (12 oz net wt.)**

<table>
<thead>
<tr>
<th>UNIT PRICE</th>
<th>TOTAL</th>
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<tbody>
<tr>
<td>3.90</td>
<td>1,755.00</td>
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<td>1,845.00</td>
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<tr>
<td>4.42</td>
<td>1,989.00</td>
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<td>2,070.00</td>
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<tr>
<td>4.60</td>
<td>1,872.00</td>
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<tr>
<td>4.16</td>
<td>2,565.00</td>
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</tbody>
</table>

**240 ea. Gloss White Krylon Part #K01501, Lawson No. 14556**

<table>
<thead>
<tr>
<th>UNIT PRICE</th>
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<tbody>
<tr>
<td>3.90</td>
<td>936.00</td>
</tr>
<tr>
<td>3.55</td>
<td>852.00</td>
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<tr>
<td>4.05</td>
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<td>4.16</td>
<td>998.40</td>
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<tr>
<td>5.70</td>
<td>1,368.00</td>
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</table>

**240 ea. Regal Blue Krylon Part #K01901, Lawson No. 14558**

<table>
<thead>
<tr>
<th>UNIT PRICE</th>
<th>TOTAL</th>
</tr>
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<tbody>
<tr>
<td>3.90</td>
<td>936.00</td>
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<tr>
<td>3.55</td>
<td>852.00</td>
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<td>998.40</td>
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<td>5.70</td>
<td>1,368.00</td>
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</table>

**SUB TOTAL FOR GROUP 3**

<table>
<thead>
<tr>
<th>UNIT PRICE</th>
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<tr>
<td>3,627.00</td>
<td>3,301.50</td>
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<tr>
<td>3,766.50</td>
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<td>3,868.80</td>
<td>5,301.00</td>
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</table>

**Price List Catalog Number**

| 2015 Industrial KPL-1-2015 | Airgas.com |

**Discount Off Price List (%)**

| 30% | Price Varies |

**Multiplier for Discount**

| x.70 | Call | 86 |

**Effective Date of Price List**

<p>| Jan. 1, 2015 | 1/1/15 | 9/10/15 |</p>
<table>
<thead>
<tr>
<th>GROUP 4</th>
<th>TOUGH COAT ACRYLIC ALKYD ENAMELS</th>
<th>Spray Paint, Fast Drying</th>
<th>16 oz. cans (12 oz. Net wt.)</th>
</tr>
</thead>
<tbody>
<tr>
<td>34 ea</td>
<td>OSHA Purple</td>
<td>UNIT</td>
<td>1,197.60</td>
</tr>
<tr>
<td>Krylon Part #SD1580, Lawson No. 14561</td>
<td>PRICE</td>
<td>5.75</td>
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</tr>
<tr>
<td>TOTAL</td>
<td>6,194.00</td>
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<tr>
<td>240 ea</td>
<td>Primer Red</td>
<td>UNIT</td>
<td>1,197.60</td>
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<tr>
<td>Rust-o-lem Part #V2169838, Lawson No. 15020</td>
<td>PRICE</td>
<td>5.75</td>
<td></td>
</tr>
<tr>
<td>TOTAL</td>
<td>8,782.00</td>
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<td></td>
</tr>
</tbody>
</table>

**SUB TOTAL FOR GROUP 4**

| | TOTAL | 15,976.00 |

**Price List Catalog Number**

| | Krylon 2015 Industrial | KPL-1-2015 |
| | 10% |

**Multiplier for Discount**

| | x.70 |
| | Call |

**Effective Date of Price List**

| | 1/1/15 |
| | 9/10/15 |

**GROUP 5 | FARM & IMPLEMENT PAINTS | Spray Paint, Fast Drying | 16 oz. cans (22 oz. Net wt.)**

| 150 ea | John Deere/Green | UNIT | 6,194.00 |
| Krylon Part #K01817, Lawson No. 14557 | PRICE | 3.99 |
| TOTAL | 628.50 |
| 240 ea | School Bus Yellow | UNIT | 1,197.60 |
| Krylon Part #K01809, Lawson No. 14563 | PRICE | 3.99 |
| TOTAL | 876.00 |

**SUB TOTAL FOR GROUP 5**

| | TOTAL | 7,170.60 |

**Price List Catalog Number**

| | Krylon 2015 Industrial | KPL-1-2015 |
| | 10% |

**Discount Off Price List (%)**

| | 30% |

**Price Varies**

| | 10% |

**BID NOT TABULATED NON-RESPONSIVE**
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<th>Item</th>
<th>Description</th>
<th>Unit Price</th>
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<tr>
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<td>Spray Paints</td>
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<tr>
<td></td>
<td>Metallic Paints</td>
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<td></td>
<td>16 oz. cans (11 oz. Net wt.)</td>
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<td>480 ea. Bright Silver Krylon Part #01401, Lawson No. 14533</td>
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<td>Discount Off Price List (%) 10%</td>
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<td></td>
<td>Marking/Stripping Wand</td>
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<td>40 ea. Krylon Part No. K7096, Lawson No. 16134</td>
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</table>
**SAN ANTONIO WATER SYSTEM**

**P. O. BOX 2449**

**SAN ANTONIO, TEXAS 78298-2449**

**TABULATION OF BIDS**

**PROPOSAL**

Annual Contract for Spray Paints

**FOR**

**TIME & DATE**

(Date of Award through August 31, 2016) 3:00 p.m., September 14, 2015

**ITEM NO**

DESCRIPTION AND APPROXIMATE QUANTITY

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<tr>
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<th>DESCRIPTION</th>
<th>EXTENSION 1</th>
<th>EXTENSION 2</th>
<th>EXTENSION 3</th>
<th>TERMS 1</th>
<th>TERMS 2</th>
<th>TERMS 3</th>
<th>DELIVERY DAYS</th>
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<td>Net 30</td>
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<td>2 days</td>
<td>5 days</td>
<td>2-5 days</td>
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<td>7-10 days</td>
<td>2-5 days</td>
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<td>5 days</td>
</tr>
</tbody>
</table>

*LOW BIDDER*

BID INVITATIONS WERE E-MAILED TO AND/OR PICKED UP BY:

- Alamo Iron Works
- Dobie Supply
- Ferguson Waterworks
- Grainger
- JP Painting
- MSC Industrial Supply
- My Parts Plus
- NAPA
- Paint and Stain Specialist
- Pintura Paint Store
- Poppe Automotive Warehouse Inc
- Pyramid School Products
- Roberts Painting
- Safety Supply Inc.
- Saf-T-Glove, Inc.
- Sherwin Williams
- Sunbelt Mill Supply
- Sunset Painting
- Demandstar
- SAWS Website

**SAN ANTONIO WATER SYSTEM**

**P. O. BOX 2449**

**SAN ANTONIO, TEXAS 78298-2449**

**TABULATION OF BIDS**
Leopold, a Xylem brand, is the sole source equipment manufacturer for the ClariVac Floating Sludge Collector Floats. The ClariVac equipment SAWS currently has at the Dos Rios Waste Water Treatment Plant is a proprietary floating sludge vacuum system and has been used by SAWS for more than 25 years. There are other types of floating systems but unfortunately no two are the same because all systems are custom fabricated for sludge loading and basin dimensions.

Leopold custom makes each float for each application. The Dos Rios Waste Water Treatment Plant has 20 sludge settling basins, the vacuum system in each basin floats on fiberglass floats, each basin has 12 floats (240 floats total) each of the 12 floats differs in buoyancy and mounting. The floats at Dos Rios have deteriorated and need to be replaced as our units are floating uneven which creates a challenge for both operations and maintenance. Last year 24 floats on two different units (basins) were replaced with great success, and we need to continue the replacements.

This award also includes other parts that have failed or are failing. A few examples are the guide and cable drive assembly parts that drive the floating system and keep it aligned and the scum scraper blades that ride ahead of the floating units and clear the basins of floating scum. In both of these examples, the parts are bent, worn and need to be replaced.

SAWS Maintenance contacted a few fiberglass fabrication companies to see if they could fabricate the floats. They told us that the floats are custom made for each application and that each of the 12 floats differs in buoyancy and mounting. They could not guarantee the floats would provide the proper buoyancy and stated that field adjustment would be very difficult. The other needed replacement parts are also proprietary and are only available from the manufacturer. For this reason Xylem, manufacturer of the Leopold system, is the only source for these parts.

We worked with Xylem, to get the cost down for the purchase of the remainder of the 18 floats and OEM replacement parts over the next 3 years until the rehabilitation for the remaining 18 floating sludge removal systems is complete. The total estimated cost for rehabilitating all 18 of the remaining floating sludge removal assemblies is approximately $1,000,000. See Attached Price Schedule.
## PRICE SCHEDULE

Quantities provided are only estimates and in no way binding to SAWS. SAWS reserves the right to change quantities and add or delete items listed below depending on SAWS need.

<table>
<thead>
<tr>
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<th>Unit Price</th>
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<td>REPLACEMENT FLOATS, REFERENCE DWGs I15125.93.01 &amp; I15125.93.02</td>
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**LEOPOLD CLARIVAC REPAIR COMPONENTS FOR DOS RIOS WATER RECYCLING CENTER**

**SOLE SOURCE**

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<td>07-024-111 - COMPRESSION SPRING</td>
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<td>PLASTIC SQUARE WASHER</td>
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### FIXED GUIDE WHEEL ASSEMBLY, REFERENCE DRAWING C-1236

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<td>XX-XXX-XXX - FIXED GUIDE WHEEL BRACKET - 4 BOLT MODEL</td>
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<td>19</td>
<td>05-124-075 - HEX HD ELASTIC STOP NUT 3/4&quot; -10</td>
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### BLADE SUPPORT ARM ASSEMBLY, REFERENCE DRAWING A-776

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<tr>
<td>20</td>
<td>08-161-002 - STAINLESS STEEL BLADE SUPPORT ARM WELDMENT</td>
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### BLADE SUPPORT ARM ASSEMBLY, REFERENCE DRAWING A-776

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<tr>
<td>22</td>
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<td>08-324-710 - PIVOT BUSHING SLEEVE</td>
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## LEOPOLD CLARIVAC REPAIR COMPONENTS FOR DOS RIOS WATER RECYCLING CENTER

**SOLE SOURCE**

### SKIMMER BLADE ASSEMBLY (W/ SPLICE PLATE) 1st STAGE
Leopold Contract No. 85-8989-LV, **REF. DWG. A-782**

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<td>25</td>
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### SKIMMER BLADE ASSEMBLY (W/ SPLICE PLATE) 2nd STAGE
Leopold Contract No. 85-9537-LV, **REF. DWG. A-782**

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### COUNTERWEIGHT ASSEMBLY, **REFERENCE DRAWING B-1143**

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<td>27</td>
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<td>08-324-704 - COUNTERWEIGHT W/CLEARANCE HOLE 3/8&quot;-DIAMETER</td>
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### SKIMMER BLADE/WIPER ASSEMBLY, **REFERENCE DRAWING B-1142**

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<td>29</td>
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**LOCK ARM ASSEMBLY, REFERENCE DRAWING C-1335**

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## LEOPOLD CLARIVAC REPAIR COMPONENTS FOR DOS RIOS WATER RECYCLING CENTER
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## LEOPOLD CLARIVAC REPAIR COMPONENTS FOR DOS RIOS WATER RECYCLING CENTER
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<td>$3.86</td>
<td>$38.60</td>
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</tr>
<tr>
<td>55</td>
<td>M</td>
<td>08-162-555 – YOKE GUIDE RAIL</td>
<td>EA</td>
<td>5</td>
<td>$323.91</td>
<td>$1,619.55</td>
</tr>
</tbody>
</table>

### ADJUSTABLE IDLER. ASSEMBLY, REF. DWG. A-1264

<table>
<thead>
<tr>
<th>Line Item</th>
<th>Ref. Dwg. Item</th>
<th>Part No. - Description</th>
<th>UOM</th>
<th>Qty</th>
<th>Unit Price</th>
<th>Line Item Allowance</th>
</tr>
</thead>
<tbody>
<tr>
<td>56</td>
<td>Q</td>
<td>08-162-557 – IDLER COVER</td>
<td>EA</td>
<td>5</td>
<td>$318.62</td>
<td>$1,593.10</td>
</tr>
<tr>
<td>57</td>
<td>B-B</td>
<td>08-162-803 – ACTUATING DOG W/ SOCKET CAP SCREWS</td>
<td>EA</td>
<td>20</td>
<td>$61.00</td>
<td>$1,220.00</td>
</tr>
<tr>
<td>58</td>
<td></td>
<td>MICSELLANEOUS ITEMS</td>
<td>LS</td>
<td>1</td>
<td></td>
<td>$20,000</td>
</tr>
</tbody>
</table>

**TOTAL AMOUNT**

$997,584.12
BEST VALUE BID FOR
PURCHASE OF GENERATOR MAINTENANCE SERVICE, REPAIR AND PARTS
SAWS Bid No. 16-0625

SUPPLEMENTARY COMMENTS:

Staff recommends that the contract be awarded to Power Pro Tech Services Inc, Non-local/SBE Classification firm, as the bidder who will provide the goods or services at the best value for the System based on the selection criteria set forth below. Price and other factors have been considered. In determining the “best value”, the Evaluation Criteria listed below have been considered and weighted as shown.

A) Evaluation Committee: All properly submitted bids were reviewed by an Evaluation Committee.

B) Weighted Evaluation Criteria: The following weighted criteria were considered to determine which bid offers the “best value” to the System.

<table>
<thead>
<tr>
<th>Criteria</th>
<th>Point</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Experience Company and Personnel</td>
<td>20</td>
</tr>
<tr>
<td>b. References/Similar prior experience</td>
<td>10</td>
</tr>
<tr>
<td>c. PM &amp; Standard Emergency Repairs Resources Staff</td>
<td>10</td>
</tr>
<tr>
<td>d. Financial/Operational Stability</td>
<td>5</td>
</tr>
<tr>
<td>e. Bidder’s Pricing</td>
<td>40</td>
</tr>
<tr>
<td>f. Small Minority Women Business Program Compliance</td>
<td>15</td>
</tr>
<tr>
<td>TOTAL</td>
<td>100</td>
</tr>
</tbody>
</table>

System received bids from the following companies:

<table>
<thead>
<tr>
<th>NO</th>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>BEST VALUE SCORE</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td><em>Power Pro Tech Services Inc.</em></td>
<td>$430,936.23</td>
<td>438</td>
<td>Non-Local/SBE</td>
</tr>
<tr>
<td></td>
<td>Ext 1: $430,936.23</td>
<td>Ext 2: $430,936.23</td>
<td>Ext 3: $430,936.23</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Loftin Equipment</td>
<td>$522,310.00</td>
<td>424.75</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>3</td>
<td>L J Power</td>
<td>$476,280.00</td>
<td>409.45</td>
<td>Non-Local/Non-SMWB</td>
</tr>
</tbody>
</table>

Revision 6/12/12
Additionally, the overall SMWB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>Vendor Name</th>
<th>Annual Contract for Purchase of Generator Maintenance Service, Repair and Parts</th>
</tr>
</thead>
<tbody>
<tr>
<td>Power Pro Tech Services Inc.</td>
<td></td>
</tr>
<tr>
<td>SBE</td>
<td>100.00%</td>
</tr>
<tr>
<td>MBE - African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Hispanic</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE - Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE - Non-Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>SMWB Total</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

**PERIOD OF AWARD**

This contract will be utilized by System for annual maintenance, repair and parts of generators. Services to include inspection and maintenance service performed at 3-month intervals totaling four per unit, per year, plus annual preventative maintenance. Contract also includes other miscellaneous services on an as needed basis. This bid also includes emergency services.

This contract will be awarded from “Date of Award” (August 2, 2016) through May 31, 2017. If determined that an extension is favorable to System, price and service considered, the award includes the availability of three (3) additional one-year options to extend as provided for and approved in future year's budgets.

In determining the best value staff considered relevant criteria specifically listed in the request for bid. Staff has determined that Power Pro Tech Services Inc. will provide services at the best value to System.
## SAN ANTONIO WATER SYSTEM
P. O. BOX 2449
SAN ANTONIO, TEXAS 78298-2449

### TABULATION OF BIDS

**Annual Contract for Water Meter Replacement Program Miscellaneous Waterworks Brass Goods Water Meter Yokes/Resetter**

**ITEM NO.** | DESCRIPTION AND APPROXIMATE QUANTITY | UNIT PRICE | TOTAL |
--- | --- | --- | --- |
1 | WATER METER YOKES / RESETTER 3,500 ea. Relocator, Mfg: Mueller, P/N: 5/8x3/4x7, B-24118N, AY McDonald Series: 718-207-WX or Approved Equal, SAWS No. 44678 | UNIT PRICE: 61.09 | TOTAL: 213,815.00 |
| | Manufacturer/Model | MFR/MODEL: Ford V42-7-W-NL | AY McDonald 7182070X | James Jones 234B24118-3-N | Mueller B24118R3N |
| 2 | Yoke Meter 5/8x3/4x12, B-24118N, AY McDonald Series: 718-212-WX or Approved equal, SAWS No. 44679 | UNIT PRICE: 64.01 | TOTAL: 96,015.00 |
| | Manufacturer/Model | MFR/MODEL: Ford V42-12-W-NL | AY McDonald 7182120X | James Jones 238B24118-3-N | Mueller B24118R3N |
| 3 | Yoke Meter 1x1x12 Relocator, Mfg: Mueller, P/N: 1X1X12; B-24118-3N, AY McDonald Series: 718-412-JX or Approved equal, SAWS No. 44680 | UNIT PRICE: 119.41 | TOTAL: 9,552.80 |
| | Manufacturer/Model | MFR/MODEL: Ford V44-12-W-NL | AY McDonald 718412TX | James Jones 390B24118-3-N | Mueller B24118R3N |
| **TOTAL** | | | **TOTAL:** 319,382.80 |

**EXTENSION 1**

<table>
<thead>
<tr>
<th>Terms</th>
<th>Net</th>
<th>30 days</th>
</tr>
</thead>
</table>

**EXTENSION 2**

<table>
<thead>
<tr>
<th>Terms</th>
<th>Net</th>
<th>30 days</th>
</tr>
</thead>
</table>

**EXTENSION 3**

<table>
<thead>
<tr>
<th>Terms</th>
<th>Net</th>
<th>30 days</th>
</tr>
</thead>
</table>

**DELIVERY SCHEDULE**

---

**LOW BIDDER**

**BID INVITATIONS E-MAILED TO AND/OR PICKED UP BY:**

- Act Pipe & Supply
- AY McDonald
- Cohen Pipe
- Cox
- Ferguson Waterworks
- Fortiline
- Gajeske
- HD Supply Waterworks
- Hydro Pro Solutions
- KLP Commercial
- MS Techline Pipe

**BID NOT TABULATED**

---
# SAN ANTONIO WATER SYSTEM
## P. O. BOX 2449
## SAN ANTONIO, TEXAS 78298-2449

### TABULATION OF BIDS

**PROPOSAL**
Annual Contract for

**FOR**
Liquid Carbon Dioxide (99.5%)

**TIME & DATE**
(1) Date of Award through May 31, 2017
3:00 p.m., June 8, 2016

**ITEM NO.**
DESCRIPTİON AND APPROXIMATE QUANTITY

<table>
<thead>
<tr>
<th>Item No</th>
<th>Description and Approximate Quantity</th>
<th>Price/gal</th>
<th>Subtotal</th>
<th>Net Days</th>
</tr>
</thead>
<tbody>
<tr>
<td>3,485,640 lb</td>
<td>Liquid Carbon Dioxide (99.5%)</td>
<td>0.09</td>
<td>313,707.60</td>
<td>Net 30 days</td>
</tr>
<tr>
<td>1</td>
<td>TOTAL</td>
<td></td>
<td>348,564.00</td>
<td></td>
</tr>
<tr>
<td>3,485,640 lb</td>
<td>Liquid Carbon Dioxide (99.5%)</td>
<td>0.10</td>
<td></td>
<td>3 days</td>
</tr>
<tr>
<td>1</td>
<td>TOTAL</td>
<td></td>
<td>348,564.00</td>
<td></td>
</tr>
</tbody>
</table>

**BID INVITATIONS E-MAILED TO AND/OR PICKED UP BY:**

- Air Products
- Airgas USA
- Bell Chemical
- Brenntag
- Co2 Air Inc.
- Coastal
- Continental Chemical USA
- DS Supplies
- Dupuy Oxygen
- DX Group
- GAC Chemical
- K Industrial Supply
- Liberty Gases
- Matheson Gas
- Metro Welding
- Mission Gas
- National Gases
- Noah Tech
- Penco
- Praxair Distribution
- Precision Blend Gas
- Ranahan Supply
- Rowell Chemical
- Seidler Chemical
- Univar USA
- Wrico Corp.
- Demandstar
- SAWS Website
Wittigs Office Interiors is the sole authorized dealer in the San Antonio area for furniture manufacturers Haworth places and Unigroup panel systems. The existing modular furniture owned by System (Headquarters and remote sites) are Haworth places and Unigroup panel systems. The new product ordered must be Haworth places and/or Unigroup panel systems in order to maintain product compatibility when connecting to existing configurations or when a reconfiguration is requested. Additionally, Wittig’s provides manufacturer authorized installers.

The bid submitted by Wittigs Office Interiors meets System requirements to provide modular furniture installation and reconfiguration services and reupholstering of Haworth places panels and Unigroup panel systems used in maintaining Headquarters and remote sites. Prices are as detailed below.

<table>
<thead>
<tr>
<th>Description</th>
<th>Quantity</th>
<th>Unit Price</th>
<th>Extended Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Coordinator</td>
<td>175 Hours</td>
<td>$60.00</td>
<td>$10,500.00</td>
</tr>
<tr>
<td>INSTALLER- Hayworth Certified normal business hrs</td>
<td>850 Hours</td>
<td>$37.50</td>
<td>$31,875.00</td>
</tr>
<tr>
<td>INSTALLER- Hayworth Certified after business hrs</td>
<td>50 Hours</td>
<td>$56.50</td>
<td>$2,825.00</td>
</tr>
<tr>
<td>ASSITANT INSTALLER normal business hrs</td>
<td>20 Hours</td>
<td>$36.00</td>
<td>$720.00</td>
</tr>
<tr>
<td>ASSITANT INSTALLER after business hrs</td>
<td>5 Hours</td>
<td>$54.00</td>
<td>$270.00</td>
</tr>
<tr>
<td>Design Services</td>
<td>100 Hours</td>
<td>$55.00</td>
<td>$5,500.00</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td><strong>$51,690.00</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
<th>Quantity</th>
<th>Unit Price</th>
<th>Extended Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>From SAWS HQ</td>
<td>15 Hours</td>
<td>$37.50</td>
<td>$562.50</td>
</tr>
<tr>
<td>From Pan Am Surplus Warehouse/ Across from Splashtown</td>
<td>15 Hours</td>
<td>$37.50</td>
<td>$562.50</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td><strong>$1,125.00</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
<th>Quantity</th>
<th>Unit Price</th>
<th>Extended Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Labor</td>
<td>65 Hours</td>
<td>$28.00</td>
<td>$1,820.00</td>
</tr>
<tr>
<td>FABRIC- Hayworth Certified</td>
<td>50 Yds</td>
<td>$21.96</td>
<td>$1,098.00</td>
</tr>
<tr>
<td>Pick up/ delivery fee</td>
<td>10 Trip</td>
<td>$150.00</td>
<td>$1,500.00</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td><strong>$4,418.00</strong></td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Description</th>
<th>Cost plus Mark Up</th>
<th>Percent Markup times $10,000.00</th>
<th>Extended Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>Cost Plus applies to all Purchased Parts</td>
<td>20%</td>
<td>$2,000.00</td>
<td>$12,000.00</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td></td>
<td></td>
<td><strong>$12,000.00</strong></td>
</tr>
</tbody>
</table>

- The award amount is $69,233.00
TO: San Antonio Water System Board of Trustees

FROM: Sam Mills, P.E., Director, Development, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF CONSTRUCTION CONTRACT AND APPROVAL OF EXPENDITURES FOR THE EAST EVANS ROAD 24-INCH APPROACH AND BORDER MAIN PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution accepts the low responsible bid from SACC, Inc., a local/non-SMWB contractor, in the amount of $502,020.50 on a Developer Customer construction contract, and authorizes the payment of $376,515.38 for associated construction fees for the cost to oversize the water main to SACC, Inc. and reimbursements of $37,651.54 for associated design fees to Fair Oaks Mosaic TBY, LLC.

- On August 5, 2014, by Resolution No. 14-183, the San Antonio Water System (the “System”) Board of Trustees approved a Utility Service Agreement (USA) to provide water and/or wastewater services to a tract of land known as the 47-Acre Evans Road Tract, being developed by Fair Oaks Mosaic TBY, LLC, (the “Developer”) and the oversizing of approximately 1,737 linear feet of 12-inch water main to 24-inch water main located between the proposed Green Mountain Pump Station and Dusty Canyon along Evans Road in order to conform with the Water Infrastructure Master Plan.

- The Developer is required to construct a 12-inch water main. System staff recommends oversizing a portion of the 12-inch water main to a 24-inch water main. The Developer is responsible for 25 percent of the oversizing and for $125,505.12 of the project costs. The System is responsible for 75 percent of the oversizing.

- The System solicited bids for the construction of the oversize water main. Upon Board authorization of the construction contract, the Developer, will enter into a contract with both the contractor and the System.

- This project consists of the oversize construction of approximately 1,737 linear feet of 24-inch water main. The construction area is located over the Edwards Aquifer Recharge Zone and over the Edwards Aquifer Contributing Zone.

- SACC, Inc., has submitted the low bid of $502,020.50 for construction of the project.
• The System will pay to SACC, Inc., monthly, for the System’s proportionate share of the construction costs for the oversize project. The Developer, will pay SACC, Inc., within twelve working days of the notice of approval for payment(s) by the System.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

This is a Capital Improvement Project that will be financed by the Service Recovery Account, job number 16-1055. The applicable water main oversize payment will be made monthly to SACC, Inc., in accordance with the Utility Service Regulations. The applicable design fees payment will be made to the Developer. The responsible low bid for the project was SACC, Inc. The System will contribute $376,515.38 for construction costs and $37,651.54 for associated design fees for a total cost of $414,166.92. The Developer will pay $125,505.12 of the construction costs and the remainder of the design fees. The project will be funded from the 2016 Capital Improvements Plan Oversize Projects fund.

Upon completion of construction, the cost of the project will be recorded as a Developer contribution along with an allowance for reimbursement.

**SUPPLEMENTARY COMMENTS:**

Bids for this project were opened on July 15, 2016, at 10:00 a.m. The following bids were accepted for submittal:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>SACC, Inc.*</td>
<td>$502,020.50</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oilfield Services, Co., Inc.</td>
<td>$572,318.00</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>DNT Construction LLC</td>
<td>$574,713.18</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>*Engineer’s Estimate</td>
<td>$588,032.60</td>
<td></td>
</tr>
<tr>
<td>D. Plata Construction Co., LLC</td>
<td>$592,771.93</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Benchmark Utilities Contractors</td>
<td>$605,392.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Wauters Engineering, LLC</td>
<td>$607,220.38</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Veritas Management Company, LLC dba Black Castle General Contractor</td>
<td>$607,242.70</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Bartech Construction, Co.</td>
<td>$607,247.00</td>
<td>Local/ BE</td>
</tr>
<tr>
<td>Pesado Construction Co.</td>
<td>$688,555.50</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Atlas Construction, Inc.</td>
<td>$715,248.00</td>
<td>Non–Local/MBE–Hispanic</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder

The contract provides for the completion of this project within 90 calendar days.
Award of Construction Contract
East Evans Road 24-inch Approach and Border Main Project

Sam Mills, P.E.
Director
Development

APPROVED:

Robert R. Puente
President/Chief Executive Office

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

Attachments:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF SACC, INC., IN THE AMOUNT OF $502,020.50 FOR THE CONSTRUCTION OF THE 24-INCH WATER MAIN IN CONNECTION WITH THE EAST EVANS ROAD 24-INCH APPROACH AND BORDER MAIN PROJECT; AWARDING A CONSTRUCTION CONTRACT TO SACC, INC., IN THE AMOUNT OF $502,020.50 FOR THE PROJECT WORK; AUTHORIZING THE EXPENDITURE OF SYSTEM FUNDS IN THE AMOUNT OF $376,515.38 FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE PROJECT WORK; AUTHORIZING THE EXPENDITURE OF SYSTEM FUNDS IN THE AMOUNT OF $37,651.54 FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE ENGINEERING DESIGN FEES; AUTHORIZING A TOTAL AMOUNT NOT TO EXCEED $414,166.92 FROM SYSTEM'S 2016 CAPITAL IMPROVEMENTS PLAN OVERSIZE PROJECTS FUND FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE PROJECT WORK AND ENGINEERING FEES RELATED TO THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT WITH FAIR OAKS MOSAIC TBY, LLC, AND SACC, INC., AND PROVIDE PAYMENT IN AN AMOUNT NOT TO EXCEED $376,515.38 TO SACC, INC., AND REIMBURSEMENTS OF $37,651.54 TO FAIR OAKS MOSAIC TBY, LLC, FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE COST TO OVERSIZE THE PROPOSED WATER MAIN; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, by Resolution No. 14-183, approved on August 5, 2014, the San Antonio Water System (the “System”) authorized the extension of water service within the 47-Acre Evans Road Tract being developed by Fair Oaks Mosaic TBY, LLC, and the oversize of approximately 1,737 linear feet of 12-inch water main to a 24-inch water main to conform with the Water Infrastructure Master Plan; and

WHEREAS, Fair Oaks Mosaic TBY, LLC, is required to construct a 12-inch water main and the System has elected to oversize a portion of the 12-inch water main to a 24-inch water main; and

WHEREAS, the System has solicited bids for the East Evans Road 24-inch Approach and Border Main Project (the “project work”); and
WHEREAS, the project work includes the oversize construction of approximately 1,737 linear feet of 12-inch water main to 24-inch water main; and

WHEREAS, SACC, Inc., a local, non-SMWB contractor, submitted the bid of $502,020.50 for construction of the project and this bid is determined to be the lowest responsible bid; and

WHEREAS, Fair Oaks Mosaic TBY, LLC, is responsible for funding their proportionate share of the construction of the project; and

WHEREAS, Fair Oaks Mosaic TBY, LLC, is responsible for 25 percent of the project costs for the 24-inch oversized main, the System is responsible for 75 percent of the project costs for the 24-inch oversized main; and

WHEREAS, the System will pay to SACC, Inc., monthly, for the System’s proportionate share of the cost to oversize the water main in accordance with the Utility Service Regulations; and

WHEREAS, the amount of $414,166.92 is available in the System’s 2016 Capital Improvements Plan Oversize Projects Fund for the System’s proportionate share of the project work costs and engineering fees related to oversizing the off-site water main; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the bid of SACC, Inc., in the amount of $502,020.50 for the project work, in connection with the East Evans Road 24-inch Approach and Border Main Project, (ii) to award a construction contract to SACC, Inc., in the amount of $502,020.50 for the project work, (iii) to authorize System funds in the amount of $376,515.38 for the project work, (iv) to authorize System funds in the amount of $37,651.54 for design fees, (v) to make available a total amount not to exceed $414,166.92 from the System’s 2016 Capital Improvements Plan Oversize Projects Fund for the System’s proportionate share of the project work and engineering fees related to oversizing the proposed off-site water main, and (vi) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with Fair Oaks Mosaic TBY, LLC, and SACC, Inc., for the project work and to provide payment in an amount not to exceed $376,515.38 to SACC, Inc., and reimbursements in an amount not to exceed $37,651.54 to Fair Oaks Mosaic TBY, LLC, for the System’s cost to oversize the proposed off-site water main; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of SACC, Inc., in the amount of $502,020.50 for the project work in connection with the East Evans Road 24-inch Approach and Border Main Project is hereby accepted.

2. That a construction contract for the project work is hereby awarded to SACC, Inc., in the amount of $502,020.50.
3. That the expenditure of System funds in an amount of $376,515.38 for the System's proportionate share of the project work is hereby approved.

4. That the expenditure of System funds in the amount of $37,651.54 for the System’s proportionate share of engineering design fees associated with the project work is hereby authorized and approved.

5. That a total sum not to exceed $414,166.92 consisting of the System’s proportionate share of the project work costs and engineering fees related to 24-inch Oversize (12-inch required) water main, is hereby made available and is to be expended from the System’s 2016 Capital Improvements Plan Oversize Projects Fund.

6. That the President/Chief Executive Officer or his duly appointed designee, is hereby authorized and directed to execute a contract with Fair Oaks Mosaic TBY, LLC, and SACC, Inc., and to further provide payment in an amount not to exceed $376,515.38 for the cost to oversize the off-site water main to SACC, Inc. and reimbursements in an amount not to exceed $37,651.54 to Fair Oaks Mosaic TBY, LLC, in accordance with the Utility Service Regulations in connection with the East Evans Road 24-inch Approach and Border Main Project.

7. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

8. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

9. This resolution shall take effect immediately upon its passage.

PASSED AND APPROVED on this 2nd day of August, 2016.

____________________________
Berto Guerra, Jr., Chairman

ATTEST:

____________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Sam Mills, P.E., Director, Development, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF CONSTRUCTION CONTRACT AND APPROVAL OF EXPENDITURES FOR THE HIGHLAND ESTATES 24-INCH OVERSIZE APPROACH WATER MAIN (12-INCH REQUIRED) PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution accepts the low responsible bid from Qro Mex Construction, Inc., a non-local/MBE-Hispanic contractor, in the amount of $896,133.50 on a Developer Customer construction contract, and authorizes the payment of $672,100.13 for associated construction fees for the cost to oversize the water main to Qro Mex Construction, Inc., and reimbursements of $67,210.01 for associated design fees to SA Highland Estates, Inc.

- On April 2, 2013, by Resolution No. 13-090, the San Antonio Water System (the “System”) Board of Trustees approved a Utility Service Agreement (USA) to provide water and/or wastewater services to a tract of land known as Highland Estates P.U.D., a 184.41-acre tract, being developed by SA Highland Estates, Inc., (the “Developer”) and the oversizing of approximately 4,931 linear feet of 12-inch water main to 24-inch water main located along Borgfeld Drive and through the Highland Estates Subdivision in order to conform with the Water Infrastructure Master Plan.

- The Developer is required to construct a 12-inch water main. The System staff recommends oversizing a portion of the 12-inch water main to a 24-inch water main. The Developer is responsible for 25 percent of the oversizing and is responsible for $224,033.37 of the project costs. The System is responsible for 75 percent of the oversizing.

- The System solicited bids for the construction of the oversize water main. Upon Board authorization of the construction contract, SA Highland Estates, Inc., will enter into a contract with both the contractor and the System.

- This project consists of the oversize construction of approximately 4,931 linear feet of 24-inch water main. The construction area is located over the Edwards Aquifer Contributing Zone. The tract is not located within a City Council District.
Award of Construction Contract
Highland Estates 24-inch Oversize Approach Water Main
(12-inch Required) Project

- Qro Mex Construction, Inc., has submitted the low bid of $896,133.50 for construction of the project.

- The System will pay to Qro Mex Construction, Inc., monthly, for the System’s proportionate share of the construction costs for the oversize project. The Developer will pay Qro Mex Construction, Inc., within twelve working days of the notice of approval for payment(s) by the System.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

This is a Capital Improvement Project that will be financed by the Service Recovery Account, job number 14-1178. The applicable water main oversize payment will be made monthly to Qro Mex Construction, Inc. in accordance with the Utility Service Regulations. The applicable design fees payment will be made to the Developer. The responsible low bid for the project was Qro Mex Construction, Inc. The System will contribute $672,100.13 for construction costs and $67,210.01 for associated design fees for a total cost of $739,310.14. The Developer will pay $224,033.37 of the construction costs and the remainder of the design fees. The project will be funded from the 2016 Capital Improvements Plan Oversize Projects fund.

Upon completion of construction, the cost of the project will be recorded as a Developer contribution along with an allowance for reimbursement.

**SUPPLEMENTARY COMMENTS:**

Bids for this project were opened on July 19, 2016, at 3:00 p.m. The following bids were accepted for submittal:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/MINORITY</th>
</tr>
</thead>
<tbody>
<tr>
<td>Qro Mex Construction, Inc.*</td>
<td>$896,133.50</td>
<td>Non–Local/MBE–Hispanic</td>
</tr>
<tr>
<td>D. Plata Construction Co., LLC</td>
<td>$1,176,950.61</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Benchmark Utility Contractors, Inc.</td>
<td>$1,226,567.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Veritas Management Company, LLC dba Black Castle General Contractor</td>
<td>$1,248,214.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$1,294,066.48</td>
<td></td>
</tr>
<tr>
<td>Brown Excavation &amp; Utilities, LLC</td>
<td>$1,436,215.00</td>
<td>Local/WBE–Caucasian</td>
</tr>
<tr>
<td>Wauters Engineering, LLC</td>
<td>$1,548,626.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Pesado Construction Co.</td>
<td>$1,567,678.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil-Field Services Co., Inc.</td>
<td>$1,626,164.00</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>DNT Construction, LLC</td>
<td>$1,858,365.12</td>
<td>Local/Non–SMWB</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder
Award of Construction Contract
Highland Estates 24-inch Oversize Approach Water Main
(12-inch Required) Project

The Engineer’s Opinion of Probable Construction Cost Estimate for this project was $1,294,066.48. The contract provides for the completion of this project within 90 calendar days.

Sam Mills, P.E.
Director Development

Genoveva G. Gomez, P.E.
Vice President Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Office

Attachments:
1. Project Area Map
2. Project Site Map
SAN ANTONIO WATER SYSTEM
PROJECT AREA MAP
ATTACHMENT I

HIGHLAND ESTATES 24" OVERSIZE APPROACH
WATER MAIN (12" REQUIRED)

LEGEND

★ PROJECT SITE

EDWARDS AQUIFER RECHARGE ZONE
SAN ANTONIO WATER SYSTEM
PROJECT SITE MAP
ATTACHMENT II

HIGHLAND ESTATES 24" OVERSIZE APPROACH
WATER MAIN (12" REQUIRED)

LEGEND
️ PROJECT LIMITS

Edwards Aquifer Contributing Zone
OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF QRO MEX CONSTRUCTION, INC., IN THE AMOUNT OF $896,133.50 FOR THE CONSTRUCTION OF THE 24-INCH WATER MAIN IN CONNECTION WITH THE HIGHLAND ESTATES 24-INCH OVERSIZE APPROACH WATER MAIN (12-INCH REQUIRED) PROJECT; AWARDING A CONSTRUCTION CONTRACT TO QRO MEX CONSTRUCTION, INC., IN THE AMOUNT OF $896,133.50 FOR THE PROJECT WORK; AUTHORIZING THE EXPENDITURE OF SYSTEM FUNDS IN THE AMOUNT OF $672,100.13 FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE PROJECT WORK; AUTHORIZING THE EXPENDITURE OF SYSTEM FUNDS IN THE AMOUNT OF $67,210.01 FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE ENGINEERING DESIGN FEES; AUTHORIZING A TOTAL AMOUNT NOT TO EXCEED $739,310.14 FROM SYSTEM'S 2016 CAPITAL IMPROVEMENTS PLAN OVERSIZE PROJECTS FUND FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE PROJECT WORK AND ENGINEERING FEES RELATED TO THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT WITH SA HIGHLAND ESTATES, INC., AND QRO MEX CONSTRUCTION, INC., AND PROVIDE PAYMENT IN AN AMOUNT NOT TO EXCEED $672,100.13 TO QRO MEX CONSTRUCTION, INC., AND REIMBURSEMENTS OF $67,210.01 TO SA HIGHLAND ESTATES, INC., FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE COST TO OVERSIZE THE PROPOSED WATER MAIN; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, by Resolution No. 13-090, approved on April 2, 2013, the San Antonio Water System (the “System”) authorized the extension of water service within the Highland Estates P.U.D. a 184.41-acre tract being developed by SA Highland Estates, Inc., and the oversize of approximately 4,931 linear feet of 12-inch water main to a 24-inch water main to conform with the Water Infrastructure Master Plan; and

WHEREAS, SA Highland Estates, Inc., is required to construct a 12-inch water main and the System has elected to oversize a portion of the 12-inch water main to a 24-inch water main; and
WHEREAS, the System has solicited bids for the Highland Estates 24-inch Oversize Approach Water Main (12-inch Required) Project (the “project work”); and

WHEREAS, the project work includes the oversize construction of approximately 4,931 linear feet of 12-inch water main to 24-inch water main; and

WHEREAS, Qro Mex Construction, Inc., a non-local/MBE-Hispanic contractor, submitted the bid of $896,133.50 for construction of the project and this bid is determined to be the lowest responsible bid; and

WHEREAS, SA Highland Estates, Inc., is responsible for funding their proportionate share of the construction of the project; and

WHEREAS, SA Highland Estates, Inc., is responsible for 25 percent of the project costs for the 24-inch oversized main, the System is responsible for 75 percent of the project costs for the 24-inch oversized main; and

WHEREAS, the System will pay to Qro Mex Construction, Inc., monthly, for the System’s proportionate share of the cost to oversize the water main in accordance with the Utility Service Regulations; and

WHEREAS, the amount of $739,310.14 is available in the System’s 2016 Capital Improvements Plan Oversize Projects Fund for the System’s proportionate share of the project work costs and engineering fees related to oversizing the off-site water main; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the bid of Qro Mex Construction, Inc., in the amount of $896,133.50 for the project work, in connection with the Highland Estates 24-inch Oversize Approach Water Main (12-inch Required) Project, (ii) to award a construction contract to Qro Mex Construction, Inc., in the amount of $896,133.50 for the project work, (iii) to authorize System funds in the amount of $672,100.13 for the project work, (iv) to authorize System funds in the amount of $67,210.01 for design fees, (v) to make available a total amount not to exceed $739,310.14 from the System’s 2016 Capital Improvements Plan Oversize Projects Fund for the System’s proportionate share of the project work and engineering fees related to oversizing the proposed off-site water main, and (vi) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with SA Highland Estates, Inc., and Qro Mex Construction, Inc. for the project work and to provide payment in an amount not to exceed $672,100.13 to Qro Mex Construction, Inc. and reimbursements in an amount not to exceed $67,210.01 to SA Highland Estates, Inc., for the System’s cost to oversize the proposed off-site water main; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of Qro Mex Construction, Inc., in the amount of $896,133.50 for the project work in connection with the Highland Estates 24-inch Oversize Approach Water Main (12-inch Required) Project is hereby accepted.

2. That a construction contract for the project work is hereby awarded to Qro Mex
Construction, Inc., in the amount of $896,133.50.

3. That the expenditure of System funds in an amount of $672,100.13 for the System's proportionate share of the project work is hereby approved.

4. That the expenditure of System funds in the amount of $67,210.01 for the System's proportionate share of engineering design fees associated with the project work is hereby authorized and approved.

5. That a total sum not to exceed $739,310.14 consisting of the System's proportionate share of the project work costs and engineering fees related to 24-inch Oversize (12-inch required) water main, is hereby made available and is to be expended from the System's 2016 Capital Improvements Plan Oversize Projects Fund.

6. That the President/Chief Executive Officer or his duly appointed designee, is hereby authorized and directed to execute a contract with SA Highland Estates, Inc., and Qro Mex Construction, Inc., and to further provide payment in an amount not to exceed $672,100.13 for the cost to oversize the off-site water main to Qro Mex Construction, Inc., and reimbursements in an amount not to exceed $67,210.01 to SA Highland Estates, Inc., in accordance with the Utility Service Regulations in connection with the Highland Estates 24-inch Oversize Approach Water Main (12-inch Required) Project.

7. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

8. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

9. This resolution shall take effect immediately upon its passage.

PASSED AND APPROVED on this 2nd day of August, 2016.

____________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________
Ernesto Arrellano, Jr., Secretary
TO:       San Antonio Water System Board of Trustees
   
FROM:  Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice
   President, Engineering and Construction
   
THROUGH: Robert R. Puente, President/Chief Executive Officer
   
SUBJECT: AWARD OF CONSTRUCTION CONTRACT FOR THE LIFT STATION
   ELIMINATION PHASE II (LIFT STATION #73) PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $1,167,749.00 to Facilities
Rehabilitation, Inc., a non-local MBE-Hispanic firm, in connection with the Lift Station
Elimination Phase II (Lift Station #73) Project. This project is located in Council District 3.

•  The contract that is the subject of the attached resolution will authorize work that is
required by the Consent Decree between the San Antonio Water System, the United States
of America, and the State of Texas that was lodged in the United States District Court for
the Western District of Texas on July 23, 2013.

•  The Lift Station Elimination Phase II (Lift Station #73) Project consists of construction of
approximately 1,570 linear feet of 8-inch sanitary sewer main which will extend from IH
410 along a portion of Commercial and then parallel with the Railroad to Villaret and will
include the decommissioning of Lift Station #73.

•  Facilities Rehabilitation, Inc., has submitted the low responsible bid of $1,167,749.00.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2016 Capital Improvement
Program. This project is included in the Wastewater Core Business budget line item. The total
amount is $1,167,749.00 for sewer related construction work under job number 09-2507.

SUPPLEMENTARY COMMENTS:

Kimley-Horn and Associates, Inc., prepared the plans and specifications for this project under their
professional services contract. The engineer’s estimated construction cost was $1,271,000.00.
A bid opening was held on June 2, 2016 at 2:00 PM. Five firms responded to the request for bids. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Facilities Rehabilitation, Inc.*</td>
<td>$1,167,749.00</td>
<td>Non–Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$1,271,000.00</td>
<td></td>
</tr>
<tr>
<td>Veritas Management Company LLC, dba Black Castle General Contractor</td>
<td>$1,272,567.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Atlas Construction, Inc.</td>
<td>$1,307,754.00</td>
<td>Non–Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil-Field Services Co., Inc.</td>
<td>$1,574,334.00</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Wauters Engineering, LLC</td>
<td>$1,598,065.19</td>
<td>Local/SBE</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder

The bid amount represents an 8.12 percent decrease from the estimated construction cost.
Award of Construction Contract
Lift Station Elimination Phase II (Lift Station #73) Project

This contract has 180 days for construction completion.

Kathleen M. Price, P.E.
Director
Pipelines

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

Robert R. Puente
President/Chief Executive Officer

Approvals:

Attachments:
1. Project Area Map
2. Project Site Map
SAN ANTONIO WATER SYSTEM
PROJECT AREA MAP
ATTACHMENT I

LEGEND
★ PROJECT SITE
EDWARDS RECHARGE ZONE

LIFT STATION ELIMINATION
PROJECT PHASE II - LS 73
SAN ANTONIO WATER SYSTEM
PROJECT SITE MAP
ATTACHMENT II

LIFT STATION ELIMINATION
PROJECT PHASE II - LS 73

LEGEND
PROJECT LIMITS
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF FACILITIES REHABILITATION INC., IN THE AMOUNT OF $1,167,749.00 IN CONNECTION WITH THE LIFT STATION ELIMINATION PHASE II (LIFT STATION #73) PROJECT; AWARDING A CONTRACT TO FACILITIES REHABILITATION INC., IN THE AMOUNT OF $1,167,749.00 FOR THE PROJECT WORK; APPROVING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $1,167,749.00 FOR THE PROJECT WORK; APPROVING TOTAL EXPENDITURES AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $1,167,749.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CEO OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSTRUCTION CONTRACT WITH FACILITIES REHABILITATION INC. AND TO PAY FACILITIES REHABILITATION INC. AN AMOUNT NOT TO EXCEED $1,167,749.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is undertaking the Lift Station Elimination Phase II (Lift Station #73) Project; and

WHEREAS, the Lift Station Elimination Phase II (Lift Station #73) Project consists of construction of approximately 1,570 linear feet of 8-inch sanitary sewer main which will extend from IH 410 along a portion of Commercial and then parallel with the Rail Road to Villaret and will include the decommissioning of Lift Station #73; and

WHEREAS, the System has solicited bids for the project work; and

WHEREAS, Facilities Rehabilitation, Inc., a non-local MBE-Hispanic firm, is now declared the lowest responsible bidder and has submitted the low responsible bid of $1,167,749.00 for the project work; and

WHEREAS, System funds in the amount of $1,167,749.00 are required for the project work; and

WHEREAS, the total amount of $1,167,749.00 is available from the System’s Project Fund for the project work; and
WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the bid of Facilities Rehabilitation, Inc., in the amount of $1,167,749.00 for the project work in connection with the Lift Station Elimination Phase II (Lift Station #73) Project, (ii) to award a construction contract to Facilities Rehabilitation, Inc., in the amount $1,167,749.00 for the project work, (iii) to approve the expenditure of System funds in an amount of $1,167,749.00 for the project work, (iv) to approve a total expenditure and make available an amount not to exceed $1,167,749.00 from the System’s project fund for the project work, and (v) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with Facilities Rehabilitation, Inc., and to pay Facilities Rehabilitation, Inc., an amount not to exceed $1,167,749.00 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of Facilities Rehabilitation, Inc., in the amount of $1,167,749.00 for the project work in connection with the Lift Station Elimination Phase II (Lift Station #73) Project is hereby accepted.

2. That a construction contract in the amount of $1,167,749.00 for the project work is hereby awarded to Facilities Rehabilitation, Inc.

3. That the expenditure of System funds in the amount of $1,167,749.00 for the project work is hereby authorized and approved.

4. That a total sum not to exceed $1,167,749.00 for the project work is hereby made available and is to be expended from the System’s Project Fund.

5. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a contract with Facilities Rehabilitation, Inc., for the project work and to pay an amount not to exceed $1,167,749.00 to Facilities Rehabilitation, Inc., for the project work in connection with the Lift Station Elimination Phase II (Lift Station #73) Project.

6. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.
8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

______________________________
Berto Guerra, Jr., Chairman

ATTEST:

______________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF AN ENGINEERING CONTRACT FOR THE HELOTES CREEK GRAVITY MAIN AND LIFT STATION NO. 246 ELIMINATION PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards an engineering contract to Brown & Gay Engineers, Inc., a local, non-SMWB firm, and authorizes funds in an amount not to exceed $954,546.00 for the Helotes Creek Gravity Main and Lift Station No. 246 Elimination Project. This project is located in the City of Helotes.

- The Helotes Creek Gravity Main and Lift Station No. 246 Elimination Project will eliminate Lift Station No. 246 (San Antonio Ranch), located east of the San Antonio Ranch Subdivision and west of State Highway 16 North in Helotes. This project will extend generally along Helotes Creek, Los Reyes Creek, and State Highway 16 from the existing San Antonio Ranch lift station near Jericho Road to Circle A Trail. A portion of this project is within the Edwards Aquifer Recharge Zone (EARZ). This project is planned to be constructed during the budget year of 2019.

- The San Antonio Water System (the “System”) has taken a regional approach to avoid multiple small upgrades to the lift stations in this area and instead has applied a special impact fee by agreement for the Bandera Road area. Each developer will pay into the impact fee agreement to fund this project and the System will take on the risk of finalizing the project prior to the need for upgrades for the lift stations. Funds collected from developers will be used to offset the cost of this project to the rate payers.

- A request for qualifications was issued on January 29, 2016 to local firms for the required design services. Eleven statements of qualifications were received. Brown & Gay Engineers, Inc., a local, non-SMWB firm, was selected through the System’s Architect/Engineer selection process.

- Basic services to be provided includes an Alternatives Analysis (Phase A/Preliminary Engineering Phase) along with the standard professional engineering services including Design Phases, Bid Phase, Construction Phase, and Closeout Phase services related to the design of the sanitary sewer and lift station elimination project. Basic services will be
provided for a lump sum fee of $866,844.00.

- Supplemental services include but are not limited to Design and Permitting Services, Right-of-Way/Easements Acquisition Support, Construction Phase services and other additional professional services. Supplemental services will be provided for an amount not to exceed $87,702.00.

- The total fee for engineering services is not to exceed $954,546.00.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2016 Capital Improvement Program. This project is included in the Wastewater Core Business budget line item. The amount is $954,546.00 for sewer related engineering services. The job number is 16-4403.

**SUPPLEMENTARY COMMENTS:**

Eleven firms responded to the request for qualifications. The evaluation team selected Brown & Gay Engineers, Inc., as one of the most qualified firms. The System’s Architect/Engineer Selection Committee recommends that Brown & Gay Engineers, Inc., be awarded the contract. The firms are described as follows:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arredondo, Zepeda &amp; Brunz, LLC</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Bain Medina Bain, Inc.</td>
<td>Local/WBE–Caucasian</td>
</tr>
<tr>
<td><strong>Brown &amp; Gay Engineers, Inc.</strong></td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>CAS Consulting &amp; Services, Inc.</td>
<td>Local/MBE–Asian</td>
</tr>
<tr>
<td>Ford Engineering Inc.</td>
<td>Local/WBE–Caucasian</td>
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<tr>
<td>Hanz Thornhill, Inc. dba HMT Engineering &amp; Surveying</td>
<td>Local/SBE</td>
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<tr>
<td>LJA Engineering, Inc.</td>
<td>Local/Non–SMWB</td>
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<tr>
<td>LNV, Inc.</td>
<td>Local/MBE–Hispanic</td>
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<tr>
<td>Maestas &amp; Associates, Inc.</td>
<td>Local/MBE–Hispanic</td>
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<tr>
<td>Merrick &amp; Company, Inc.</td>
<td>Local/Non–SMWB</td>
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<tr>
<td>Weston Solutions, Inc.</td>
<td>Local/Non–SMWB</td>
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</tbody>
</table>

*Selected Firm
Award of an Engineering Contract
Helotes Creek Gravity Main and Lift Station No. 246 Elimination Project

Helotes Creek Gravity Main and Lift Station #246 Elimination Project
BROWN & GAY ENGINEERS, INC.

SMWB ANALYSIS – BOARD AWARD

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
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</thead>
<tbody>
<tr>
<td>SBE</td>
<td>0.00%</td>
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<tr>
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<td><strong>SMWB Total</strong></td>
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</tr>
</tbody>
</table>

Kathleen M. Price, P.E.
Director
Pipelines

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

Attachments:
1. Project Area Map
2. Project Site Map
SAN ANTONIO WATER SYSTEM
PROJECT SITE MAP
ATTACHMENT II

HELOTES CREEK GRAVITY MAIN AND
LIFT STATION NO. 246 ELIMINATION

Legend

- PROJECT LIMITS
- EDWARDS AQUIFER RECHARGE ZONE

San Antonio Water System
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE PROPOSAL OF AND AWARDING A PROFESSIONAL SERVICES CONTRACT TO BROWN AND GAY ENGINEERS, INC. IN AN AMOUNT NOT TO EXCEED $954,546.00 IN CONNECTION WITH THE HELOTES CREEK GRAVITY MAIN AND LIFT STATION NO. 246 ELIMINATION PROJECT; APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $954,546.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT ENGINEERING WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH BROWN AND GAY ENGINEERS, INC. AND TO PAY BROWN AND GAY ENGINEERS, INC., AN AMOUNT NOT TO EXCEED $954,546.00 FOR THE PROJECT ENGINEERING WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is undertaking to eliminate Lift Station No. 246 (San Antonio Ranch) by constructing a new gravity sewer main to connect to the existing gravity sewer system referred to as the Helotes Creek Gravity Main and Lift Station No. 246 Elimination Project as part of its Capital Improvement Program; and

WHEREAS, this project will extend generally along Helotes Creek, Los Reyes Creek, and State Highway 16 from the existing San Antonio Ranch lift station near Jericho Road to Circle A Trail and has a portion located within the Edwards Aquifer Recharge Zone; and

WHEREAS, the System has taken a regional approach to avoid multiple small upgrades to the lift stations in this area and instead has applied a special impact fee by agreement for the Bandera Road area requiring each developer to pay into the impact fee agreement to fund this project; and

WHEREAS, the System will take on the risk of finalizing the project prior to the need for upgrades for the lift stations and funds collected from developers will be used to offset the cost of this project to the rate payers; and

WHEREAS, the System requires professional engineering services relating to the installation of sewer systems and abandonment (elimination) of the lift station (the "project engineering work"); and
WHEREAS, the System has solicited qualification statements for the required project engineering work in connection with the project; and

WHEREAS, Brown & Gay Engineers, Inc., a local, non-SMWB firm, has been determined to be the most qualified provider of these engineering services on the basis of demonstrated competence and qualifications; and

WHEREAS, basic services will be provided for a lump sum of $866,844.00; and

WHEREAS, supplemental services will be provided for an amount not to exceed $87,702.00; and

WHEREAS, the amount of $954,546.00 is available from the System’s Project Fund for the project engineering work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the proposal of and award a professional services contract to Brown & Gay Engineers, Inc., in an amount not to exceed $954,546.00 for the project engineering work in connection with the Helotes Creek Gravity Main and Lift Station No. 246 Elimination Project, (ii) to approve the expenditure of System funds in an amount not to exceed $954,546.00 for the project engineering work, (iii) to make available for the sewer project engineering work an amount not to exceed $954,546.00 from the System’s Project Fund, and (iv) to authorize the System’s President/Chief Executive Officer or his duly appointed designee to execute a standard professional services contract with Brown & Gay Engineers, Inc., for the project engineering work and to pay an amount not to exceed $954,546.00 to Brown & Gay Engineers, Inc., for the project engineering work in connection with this project; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. The proposal of Brown & Gay Engineers, Inc., to perform engineering services in connection with the Helotes Creek Gravity Main and Lift Station No. 246 Elimination Project is hereby accepted.

2. That a professional services contract in an amount not to exceed $954,546.00 is hereby awarded to Brown & Gay Engineers, Inc., for engineering services including basic engineering services and required supplemental services in connection with the project.

3. That the expenditure of funds in an amount not to exceed $954,546.00 for the project engineering work is hereby approved.

4. That an amount not to exceed $954,546.00 for the project engineering work is hereby made available and is to be expended from the System’s Project Fund.
5. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a professional services contract for design services with Brown & Gay Engineers, Inc., and to pay an amount not to exceed $954,546.00 for the project engineering work provided in connection with the project.

6. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

    PASSED AND APPROVED this 2\textsuperscript{nd} day of August, 2016.

__________________________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF AN ENGINEERING CONTRACT FOR THE PLEASANTON ROAD WATER MAIN REPLACEMENT AT HUME ROAD PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards an engineering contract to Maestas & Associates, Inc., a local, MBE-Hispanic firm, and authorizes funds in an amount not to exceed $455,992.00 for the Pleasanton Road Water Main Replacement at Hume Road Project.

- The Pleasanton Road Water Main Replacement at Hume Road Project will consist of installing or replacing approximately 5.7 miles of water main along Pleasanton Road, Camelot Lane, and Trumbo Road in Bexar and Atascosa counties. This project is planned to be constructed during the budget year of 2017.

- This project is in a former District Special Project area and was requested due to high pressures and undersized pipe that continues to fail which can require boil water notices to be issued. These failures have resulted in San Antonio Water System (the “System”) forces performing numerous repairs. The existing main ranges in size from 4-inch to 8-inch and will be replaced with sizes ranging from 8-inch to 12-inch.

- A request for qualifications was issued on January 25, 2016 to local firms for the required design services. Twelve statements of qualifications were received. Maestas & Associates, Inc., was selected through the System’s Architect/Engineer selection process.

- Basic services to be provided includes a Phase A Study, Design Phase, Bid Phase, Construction Phase, and Project Closeout services related to the design of a potable water pipeline project. Basic services will be provided for a lump sum fee of $372,638.00.

- Supplemental services include but are not limited to Surveying, Environmental, Cultural, and Geotechnical, Right-of-Way/Easements Acquisition Support, and other additional professional services. Supplemental services will be provided for an amount not to exceed $83,354.00.
• The total fee for engineering services is not to exceed $455,992.00.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2015 Capital Improvement Program. This project is included in the Water Core Business budget line item. The amount is $455,992.00 for water related engineering services. The job number is 15-4305.

**SUPPLEMENTARY COMMENTS:**

Twelve firms responded to the request for qualifications. The evaluation team selected Maestas & Associates, Inc., as one of the most qualified firms. The System’s Architect/Engineer Selection Committee recommends that Maestas & Associates, Inc., be awarded the contract. The firms are described as follows:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arredondo, Zepeda &amp; Brunz, LLC</td>
<td>Local/MBE–Hispanic</td>
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<td>Bain Medina Bain, Inc.</td>
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<td>Don Durben Inc. DBA Civil Engineering Consultants</td>
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<td>Greg Gomez, Inc.</td>
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<td>Gonzalez De La Garza &amp; Associates</td>
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<td>LNV, Inc.</td>
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<tr>
<td><strong>Maestas &amp; Associates, Inc.</strong></td>
<td><strong>Local/MBE–Hispanic</strong></td>
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<td>Mendez Engineering</td>
<td>Local/MBE–Hispanic</td>
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<td>Modeco, LLC</td>
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<tr>
<td>Vickrey &amp; Associates, Inc.</td>
<td>Local/WBE–Caucasian</td>
</tr>
</tbody>
</table>

*Selected Firm*
## Pleasanton Road Water Main Replacement at Hume Road Project

**MAESTAS & ASSOCIATES, INC.**

<table>
<thead>
<tr>
<th>SMWB ANALYSIS – BOARD AWARD</th>
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</thead>
<tbody>
<tr>
<td>SBE</td>
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<td>WBE–Minority</td>
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<tr>
<td>WBE–Non–Minority</td>
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<tr>
<td><strong>SMWB Total</strong></td>
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</tr>
</tbody>
</table>

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**Kathleen M. Price, P.E.**
Director
Pipelines

**Robert R. Puente**
President/Chief Executive Officer

**Genoveva G. Gomez, P.E.**
Vice President
Engineering and Construction

**APPROVED:**

---

**Attachments:**
1. Project Area Map
2. Project Site Map
SAN ANTONIO WATER SYSTEM PROJECT SITE MAP ATTACHMENT II

PLEASANTON ROAD WATER MAIN REPLACEMENT AT HUME ROAD

LEGEND
PROJECT LIMITS
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE PROPOSAL OF AND AWARDING A PROFESSIONAL SERVICES CONTRACT TO MAESTAS AND ASSOCIATES, INC., IN AN AMOUNT NOT TO EXCEED $455,992.00 IN CONNECTION WITH THE PLEASANTON ROAD WATER MAIN REPLACEMENT AT HUME ROAD PROJECT; APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $455,992.00 FROM THE SYSTEM'S PROJECT FUND FOR THE PROJECT ENGINEERING WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH MAESTAS AND ASSOCIATES, INC., AND TO PAY MAESTAS AND ASSOCIATES, INC., AN AMOUNT NOT TO EXCEED $455,992.00 FOR THE PROJECT ENGINEERING WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is undertaking to install or replace potable water main along Pleasanton Road, Camelot Lane, and Trumbo Road in the Bexar and Atascosa counties referred to as the Pleasanton Road Water Main Replacement at Hume Road Project as part of its Capital Improvement Program; and

WHEREAS, this project is in a former District Special Project area and was requested due to high pressures and undersized pipe that continues to fail which can require boil water notices to be issued and have resulted in System forces performing numerous repairs; and

WHEREAS, the existing main ranges in size from 4-inch to 8-inch and will be replaced with sizes ranging from 8-inch to 12-inch; and

WHEREAS, the System requires professional engineering services relating to the installation of potable water pipeline system (the “project engineering work”); and

WHEREAS, the System has solicited qualification statements for the required project engineering work in connection with the project; and

WHEREAS, Maestas & Associates, Inc., has been determined to be the most qualified provider of these engineering services on the basis of demonstrated competence and qualifications; and

DRAFT
WHEREAS, basic services will be provided for a lump sum of $372,638.00; and

WHEREAS, supplemental services will be provided for an amount not to exceed $83,354.00; and

WHEREAS, the amount of $455,992.00 is available from the System’s Project Fund for the project engineering work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the proposal of and award a professional services contract to Maestas & Associates, Inc., in an amount not to exceed $455,992.00 for the project engineering work in connection with the Pleasanton Road Water Main Replacement at Hume Road Project, (ii) to approve the expenditure of System funds in an amount not to exceed $455,992.00 for the project engineering work, (iii) to make available for the sewer project engineering work an amount not to exceed $455,992.00 from the System’s Project Fund, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a standard professional services contract with Maestas & Associates, Inc., for the project engineering work and to pay an amount not to exceed $455,992.00 to Maestas & Associates, Inc., for the project engineering work in connection with this project; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the proposal of Maestas & Associates, Inc., to perform engineering services in connection with the Pleasanton Road Water Main Replacement at Hume Road Project is hereby accepted.

2. That a professional services contract in an amount not to exceed $455,992.00 is hereby awarded to Maestas & Associates, Inc., for engineering services including basic engineering services and required supplemental services in connection with the project.

3. That the expenditure of funds in an amount not to exceed $455,992.00 for the project engineering work is hereby approved.

4. That an amount not to exceed $455,992.00 for the project engineering work is hereby made available and is to be expended from the System’s Project Fund.

5. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a professional services contract for design services with Maestas & Associates, Inc., and to pay an amount not to exceed $455,992.00 for the project engineering work provided in connection with the project.

6. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of
the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

________________________________
Berto Guerra, Jr., Chairman

ATTEST:

________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees
FROM: Andrea Beymer, P.E., Director, Plants and Major Projects, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction
THROUGH: Robert R. Puente, President/Chief Executive Officer
SUBJECT: AWARD OF A PROFESSIONAL SERVICES CONTRACT FOR THE LIFT STATIONS REHABILITATION DESIGN – PHASE 5 PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a professional services contract to Weston Solutions, Inc., a local, non-SMWB firm, and authorizes funds in an amount not to exceed $456,010.00 for the Lift Stations Rehabilitation Design – Phase 5 Project (the “project”).

- The San Antonio Water System (the “System”) currently operates and maintains 152 sanitary sewer lift stations spread over a wide service area including 28 lift stations located over the Edwards Aquifer Recharge Zone.

- To ensure regulatory compliance and to minimize the likelihood of failures, periodic rehabilitation of these lift stations is required. The System has initiated a program to assess, rehabilitate and upgrade such lift stations in five phases to be completed by 2023 as required by the Environmental Protection Agency’s 2013 Consent Decree.

- The project includes the rehabilitation of 16 lift stations located at the Port Authority of San Antonio and Lackland Air Force Base. The assessment of these lift stations was completed as part of the Lift Station Rehabilitation Program. The assessment recommended safety and operational improvements, security fencing, and significant improvements to all lift stations to stay in regulatory compliance, and raising of equipment at one lift station to bring it out of the 100-year floodplain.

- The scope of work for this contract includes an environmental study and preliminary design for the replacement of pumps, wet well rehabilitation, wet well capacity increase if needed, electrical system replacement, emergency power, Supervisory Control and Data Acquisition System (SCADA), security fencing, and safety and operational upgrades.

- A Request for Qualifications was issued on December 15, 2015 to local firms for the required design services. Nine statements of qualifications were received. Weston Solutions, Inc., was selected through the System’s Architect/Engineer selection process.
Basic services to be provided include an environmental study and preliminary design report. Basic services will be provided for a lump sum amount of $244,668.00.

Supplemental services include surveying, additional environmental studies and other related services. Supplemental services will be provided for an amount not to exceed $211,342.00.

The total fee for professional services is not to exceed $456,010.00.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2016 Capital Improvement Program. This project is included in the Wastewater Core Business, Collection Facilities, Lift Station Rehabilitation Phase 5 budget line item. The amount is $456,010.00 for collection facilities related engineering services. The job number is 16-2502.

SUPPLEMENTARY COMMENTS:

Nine firms responded to the Request for Qualifications. The evaluation team selected Weston Solutions, Inc., as one of the most qualified firms. The System’s Architect/Engineer Selection Committee recommends that Weston Solutions, Inc., be awarded the contract. The participating firms are as follows:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
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</thead>
<tbody>
<tr>
<td>Arredondo, Zepeda &amp; Brunz, LLC</td>
<td>Local/MBE–Hispanic</td>
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<tr>
<td>Atkins North America, Inc.</td>
<td>Local/Non–SMWB</td>
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<td>Ford Engineering, Inc.</td>
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<td>LNV, Inc.</td>
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<td>Vickrey &amp; Associates, Inc.</td>
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<tr>
<td><strong>Weston Solutions, Inc.</strong>*</td>
<td><strong>Local/Non–SMWB</strong></td>
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</tbody>
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* Selected Firm
Additionally, the overall SMWB analysis is shown in the following table:

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<th>Lift Stations Rehabilitation Design – Phase 5 Project</th>
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<td>WESTON SOLUTIONS, INC.</td>
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<tr>
<td>WBE–Non–Minority</td>
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<tr>
<td>SMWB Total</td>
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The Lift Station Rehabilitation program was initiated in 2004. The following is an updated status of the program:

Phase 1: Rehabilitation of 20 lift stations is complete.

Lift Stations SCADA: Connection of 14 lift stations to the System’s central control and SCADA monitoring system is complete.

Phase 2: Rehabilitation of 38 lift stations is complete.

Phase 3: Rehabilitation of 21 lift stations is complete.

Phase 4: The design services for the rehabilitation of five lift stations and the elimination of one lift station is in progress.

Phase 5: The assessment phase is complete. This item is for the environmental study and preliminary design for the rehabilitation of 16 lift stations. The Environmental Protection Agency’s 2013 Consent Decree requires that these lift stations be rehabilitated by 2023. The design for the project will be awarded through an amendment closer to the CIP funding for construction of 2021.

All remaining lift stations have been evaluated and no additional work is necessary beyond this phased program.
Andrea Beymer, P.E.
Director
Plants and Major Project

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Attachment:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE PROPOSAL OF AND AWARDING A PROFESSIONAL SERVICES CONTRACT TO WESTON SOLUTIONS, INC., IN AN AMOUNT NOT TO EXCEED $456,010.00 IN CONNECTION WITH THE LIFT STATIONS REHABILITATION DESIGN – PHASE 5 PROJECT; APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $456,010.00 FROM THE SYSTEM’S PROJECT FUND FOR PROJECT ENGINEERING WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH WESTON SOLUTIONS, INC., AND TO PAY WESTON SOLUTIONS, INC., AN AMOUNT NOT TO EXCEED $456,010.00 FOR THE PROJECT ENGINEERING WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, to ensure regulatory compliance and to minimize the likelihood of failures, the rehabilitation of these lift stations is required and a program was initiated to assess, rehabilitate and upgrade lift stations in five phases to be completed by 2023 as required by the Environmental Protection Agency's 2013 Consent Decree; and

WHEREAS, the Lift Stations Rehabilitation Design – Phase 5 Project (the “project”) includes the rehabilitation of 16 lift stations located at the Port Authority of San Antonio and Lackland Air Force Base; and

WHEREAS, the San Antonio Water System (the “System”) requires engineering services relating to the rehabilitation of lift station systems (the “project engineering work”); and

WHEREAS, the System has solicited qualification statements for the required project engineering work in connection with the project; and

WHEREAS, Weston Solutions, Inc., has been determined to be the most qualified provider of these professional services on the basis of demonstrated competence and qualifications; and

WHEREAS, basic services will be provided for a lump sum of $244,668.00; and
WHEREAS, supplemental services will be provided for an amount not to exceed $211,342.00; and

WHEREAS, the amount of $456,010.00 is available from the System’s Project Fund for the project engineering work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the proposal of and award a professional services contract to Weston Solutions, Inc., a local, non-SMWB firm, in an amount not to exceed $456,010.00 for the project engineering work in connection with the Lift Stations Rehabilitation Design – Phase 5 Project, (ii) to approve the expenditure of System funds in an amount not to exceed $456,010.00 for the project engineering work, (iii) to make available for the project engineering work an amount not to exceed $456,010.00 from the System’s Project Fund, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a standard professional services contract with Weston Solutions, Inc., for the project engineering work, and to pay an amount not to exceed $456,010.00 to Weston Solutions, Inc., for the project engineering work in connection with this project; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. The proposal of Weston Solutions, Inc., to perform engineering services in connection with the Lift Stations Rehabilitation Design – Phase 5 Project is hereby accepted.

2. That a professional services contract in an amount not to exceed $456,010.00 is hereby awarded to Weston Solutions, Inc., for engineering services including basic engineering services and required supplemental services in connection with the project.

3. That the expenditure of funds in an amount not to exceed $456,010.00 for the project engineering work is hereby approved.

4. That an amount not to exceed $456,010.00 for the project engineering work is hereby made available, and is to be expended from the System’s Project Fund.

5. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a standard professional services contract with Weston Solutions, Inc., and to pay an amount not to exceed $456,010.00 to Weston Solutions, Inc., for the project engineering work in connection with the project.

6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.
7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative, or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution shall take effect immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

______________________________
Berto Guerra, Jr., Chairman

ATTEST:

______________________________
Ernesto Arrellano, Jr., Secretary
AGENDA ITEM NO. 13

TO: San Antonio Water System Board of Trustees

FROM: Andrea Beymer, P.E., Director, Plants and Major Projects, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVAL OF A CONTRACT AMENDMENT NO. 1 AND AUTHORIZATION FOR ADDITIONAL FUNDS FOR PROFESSIONAL SERVICES IN CONNECTION WITH THE TREATMENT FACILITIES DESIGN ENGINEERING WORK ORDER CONTRACT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution approved Contract Amendment No. 1 and amends Resolution No. 15-165 by authorizing additional funds to an existing professional services contract with Arcadis U.S., Inc., a local, non-SMWB firm, in the amount not to exceed $500,000.00 professional services in connection with the Treatment Facilities Design Engineering Work Order Contract.

- On August 4, 2015, by Resolution No. 15-165, the San Antonio Water System’s (the “System”) Board of Trustees authorized a professional services contract with Arcadis U.S., Inc., and provided funds in the amount of $500,000.00 for engineering services in connection with the Treatment Facilities Design Engineering Work Order Contract.

- The System routinely hires engineering consultants to design most Capital Improvement Program (CIP) projects for water production and transmission, heating and cooling, building, recycle, and wastewater collection and treatment facilities through the Request for Qualifications process; however, assistance is required to meet unspecified CIP projects that are identified as “urgent” or projects with limited/relatively small scope of services.

- The use of design engineering work order contracts allows these projects to be assigned as soon as they are identified. This practice will ensure that the System is able to meet the requested expedited design schedules.

- Projects will be assigned to the contract on a work order basis as they are identified. The scope of services and fees will be negotiated for each project prior to authorization to proceed.

- Additional engineering services are needed to complete work that exceed the current capacity of the existing contract. This work is associated with the replacement of sludge pumps at the Leon Creek WRC, electrical equipment, SCADA systems, and other related appurtenances.
• Additional funding in the amount of $500,000.00 is available from the System Project Fund that can be added to the current contract with Arcadis U.S., Inc.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2016 Capital Improvement Program. The work is included in the Wastewater Core Business, Treatment Facilities Engineering Work Order Contract budget line item. The total contract amount will not exceed $500,000.00. The job number is 15-6502.

The revised authorization for this project is as follows:

<table>
<thead>
<tr>
<th>Amount Authorized</th>
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<tbody>
<tr>
<td>Original Contract Amount (Resolution No. 15-165)</td>
</tr>
<tr>
<td>Proposed Contract Amendment No. 1</td>
</tr>
<tr>
<td>Revised Contract Amount</td>
</tr>
</tbody>
</table>

As a result of the Contract Amendment No. 1, the amount is $1,000,000.00. This represents 100 percent increase in the System’s original contract amount.

Andrea Beymer, P. E.
Director
Plants and Major Projects

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING A CONTRACT AMENDMENT NO. 1 TO THE EXISTING PROFESSIONAL SERVICES CONTRACT WITH ARCADIS U.S., INC., FOR ADDITIONAL FUNDS IN AN AMOUNT NOT TO EXCEED $500,000.00 IN CONNECTION WITH THE TREATMENT FACILITIES DESIGN ENGINEERING WORK ORDER CONTRACT; AMENDING RESOLUTION NO. 15-165, BY APPROVING ADDITIONAL EXPENDITURES IN AN AMOUNT NOT TO EXCEED $500,000.00 FROM THE SYSTEM’S PROJECT FUND IN CONNECTION WITH THE PROJECT; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE AN AMENDMENT TO THE PROFESSIONAL SERVICES CONTRACT WITH ARCADIS U.S., INC., AND TO PAY AN ADDITIONAL AMOUNT NOT TO EXCEED $500,000.00 TO ARCADIS U.S., INC., FOR ADDITIONAL ENGINEERING SERVICES; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, on August 4, 2015 by Resolution No. 15-165, the San Antonio Water System’s (the “System”) Board of Trustees authorized a professional services contract with Arcadis U.S., Inc., and provided funds in the amount of $500,000.00 for engineering services in connection with the Treatment Facilities Design Engineering Work Order Contract; and

WHEREAS, the System routinely hires engineering consultants to design most Capital Improvement Program (CIP) projects for water production and transmission, heating and cooling, building, recycle, and wastewater collection and treatment facilities through the Request for Qualifications process; however, assistance is required to meet unspecified CIP projects that are identified as “urgent” or with limited scope of services; and

WHEREAS, the use of a design engineering work order contracts allows these projects to be assigned as soon as they are identified, and ensures that the System is able to meet the requested expedited design schedules; and

WHEREAS, projects will be assigned to the contract on a work order basis as they are identified and the scope of services and fees will be negotiated for each project prior to authorization to proceed; and
WHEREAS, the total additional funding in the amount of $500,000.00 is available from the System’s Project Fund; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve a Contract Amendment No. 1 to the existing professional services contract with Arcadis U.S., Inc., for additional funds in an amount not to exceed $500,000.00 in connection with the Treatment Facilities Design Engineering Work Order Contract, (ii) to amend Resolution No. 15-165, by providing for additional expenditures of System funds in an amount not to exceed $500,000.00 for the engineering services, (iii) to make available for the additional engineering services an amount not to exceed $500,000.00 from the System’s Project Fund, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute an amendment to the professional services contract with Arcadis U.S., Inc., for the project engineering work and to pay the additional amount not to exceed $500,000.00 to Arcadis U.S., Inc., for the additional engineering services; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That Contract Amendment No. 1 is hereby approved to provide additional engineering services related to the existing professional services contract with Arcadis U.S., Inc., in an amount not to exceed $500,000.00 in connection with the Treatment Facilities Design Engineering Work Order Contract.

2. That Resolution No. 15-165 is hereby amended by providing additional engineering services in an amount not to exceed $500,000.00.

3. That an amount not to exceed $500,000.00 is hereby made available and to be expended from the System’s Project Fund for the additional engineering services.

4. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute an amendment to the professional services contract with Arcadis U.S., Inc., and to pay Arcadis U.S., Inc., in an amount not to exceed $500,000.00 to for the project engineering work.

5. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.
6. If any part, section, paragraph, sentence, phrase, or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

7. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Andrea Beymer, P.E., Director, Plants and Major Projects, and Genoveva G. Gomez, P.E., Vice President Engineering & Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVAL OF CONTRACT AMENDMENT NO. 2 AND AUTHORIZATION FOR ADDITIONAL FUNDS FOR PROFESSIONAL SERVICES IN CONNECTION WITH THE WATER RESOURCES INTEGRATION PROGRAM PHASE 1: CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution approves Contract Amendment No. 2 and amends Resolution No. 13-325 by authorizing additional funds to an existing professional services contract with CH2MHill, Inc., a local, non-SMWB firm, in the amount not to exceed $397,144.00 for professional services in connection with the Water Resources Integration Program Phase 1: Construction Management and Inspection Services Project (the “project”).

- The Water Resources Integration Program (WRIP) was identified in the 2009 Water Management Plan Update. The WRIP will deliver water from the San Antonio Water System’s (the “System”) Aquifer Storage and Recovery Facility, Local Carrizo, Expanded Carrizo and Brackish Desalination Programs to new and existing facilities in southwestern, western and northwestern Bexar County.

- The WRIP consists of approximately 45 miles of transmission main beginning at the Twin Oaks West Pump Station, located at the Twin Oaks/ASR Facility in south Bexar County, to the Old Pearsall Road Pump Station located in southwest San Antonio and will ultimately terminate at the existing Anderson Pump Station in northwest San Antonio.

- Phase 1 of the WRIP is currently completing construction and includes the construction of the Twin Oaks West Pump Station, the Old Pearsall Road Pump Station and approximately 28 miles of water transmission main between the two pump stations. Phase 2 will consist of an additional 17 miles of transmission main beginning at the Old Pearsall Road Pump Station and terminating at the existing Anderson Pump Station and will include the required pump station upgrades to complete the Program.

- On August 13, 2013, by Resolution No. 13-325, the System’s Board of Trustees authorized a professional services contract in the amount of $3,681,855.00 with CH2MHill, Inc., in connection with the project.
Approving Contract Amendment No. 2 and Additional Funds

Water Resources Integration Program Phase 1: Construction Management and Inspection Services Project

- Contract Amendment No. 2 is required to fund the additional construction management and inspection services for four additional months to final completion of the project expected by the end of 2016.

- Additional funding in the amount of $397,144.00 is available from the System’s Project Fund and can be added to the current contract with CH2M Hill, Inc.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure through the transfer of funds from the CY 2016 Capital Improvement Program. The Contract Amendment will be funded through a transfer from the Water Supply Core Business, Water Resources Category, WRIP budget line item to job number 13-8607.

The revised authorization for this project is as follows:

<table>
<thead>
<tr>
<th></th>
<th>Amount Authorized</th>
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</thead>
<tbody>
<tr>
<td>Original Contract Amount</td>
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<tr>
<td>Contract Amendment No. 1</td>
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<tr>
<td>Proposed Contract Amendment No.2</td>
<td>397,144.00</td>
</tr>
<tr>
<td>Revised Contract Amount</td>
<td>$4,078,999.00</td>
</tr>
</tbody>
</table>

As a result of Contract Amendment No. 2, the new contract amount is $4,078,999.00. This represents a 10.8 percent increase in the System’s original contract amount.

**SUPPLEMENTARY COMMENTS:**

The contract was amended with no cost Contract Amendment No. 1 on October 8, 2015 to clarify the Program Quality Assurance Services scope of work.
Approving Contract Amendment No. 2 and Additional Funds
Water Resources Integration Program Phase 1: Construction Management and Inspection Services Project

Andrea Beymer, P.E.
Director
Plants and Major Projects

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING CONTRACT AMENDMENT NO. 2 TO THE EXISTING PROFESSIONAL SERVICES CONTRACT WITH CH2MHILL, INC., FOR ADDITIONAL FUNDS IN AN AMOUNT NOT TO EXCEED $397,144.00 IN CONNECTION WITH THE WATER RESOURCES INTEGRATION PROGRAM, PHASE 1: CONSTRUCTION MANAGEMENT AND INSPECTION SERVICES PROJECT CONTRACT; AMENDING RESOLUTION NO. 13-325, TO APPROVE ADDITIONAL EXPENDITURES IN AN AMOUNT NOT TO EXCEED $397,144.00 FROM THE SYSTEM’S PROJECT FUND IN CONNECTION WITH THE CONTRACT; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE AN AMENDMENT TO THE EXISTING PROFESSIONAL SERVICES AGREEMENT WITH CH2MHILL, INC., AND TO PAY CH2MHILL, INC., AN ADDITIONAL AMOUNT NOT TO EXCEED $397,144.00 FOR ADDITIONAL ENGINEERING SERVICES; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is developing the Water Resources Integration Program (WRIP) as part of its Long Range Water Resources Plan; and

WHEREAS, the WRIP will consist of approximately 45 miles of transmission main beginning at the high service pump station located at the Twin Oaks/ASR Facility in south Bexar County, to the Old Pearsall Road Pump Station, and terminate at the Anderson Pump Station; and

WHEREAS, the WRIP will require two new pump stations, the Twin Oaks West and Old Pearsall Road Pump Stations, and upgrades at the existing Anderson Pump Station; and

WHEREAS, on August 13, 2013, by Resolution No. 13-325, the System’s Board of Trustees authorized a professional services contract with CH2MHill, Inc., and provided funds in the amount of $3,681,855.00 for professional services in connection with the Water Resources Integration Program Phase 1: Construction Management and Inspection Services Contract; and

WHEREAS, additional professional services are needed for additional construction management and inspection services through the final completion of the project expected to be completed by the end of 2016; and
WHEREAS, additional funding in the amount of $397,144.00 is available from the System’s Project Fund; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve Contract Amendment No. 2 to the existing professional services contract with CH2MHill, Inc., for additional funds in an amount not to exceed $397,144.00 in connection with the Water Resources Integration Program Phase 1: Construction Management and Inspection Services Contract, (ii) to amend Resolution No. 13-325 by providing for additional expenditures of System funds in an amount not to exceed $397,144.00 for the professional services, (iii) to make available for the additional professional services an amount not to exceed $397,144.00 from the System’s Project Fund, and (iv) to authorize the System’s President/Chief Executive Officer or his duly appointed designee to execute an amendment to the professional services agreement with CH2MHill, Inc., for the additional project work and to pay the additional amount not to exceed $397,144.00 to CH2MHill, Inc., for the additional professional services; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That Contract Amendment No. 2 is hereby approved to provide additional engineering services related to the existing professional services contract with CH2MHill, Inc., in an amount not to exceed $397,144.00 in connection with the Water Resources Integration Program Phase 1: Construction Management and Inspection Services Contract.

2. That Resolution No. 13-325 is hereby amended by providing additional professional services in an amount not to exceed $397,144.00.

3. That an amount not to exceed $397,144.00 is hereby made available and is to be expended from the System’s Project Fund for the additional professional services.

4. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute an amendment to the professional services contract with CH2MHill, Inc., and to pay CH2MHill, Inc., an amount not to exceed $397,144.00 for the project work.

5. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such a meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

6. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative, or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.
7. That this resolution shall become effective upon its passage.

PASSED AND APPROVED this 2\textsuperscript{nd} day of August, 2016.

_________________________________

Berto Guerra, Jr., Chairman

ATTEST:

_________________________________

Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Andrea Beymer, P.E., Director, Plants and Major Projects, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVAL OF CONTRACT AMENDMENT NO. 13 AND AUTHORIZATION OF ADDITIONAL FUNDS FOR PROFESSIONAL ENGINEERING SERVICES IN CONNECTION WITH THE WATER RESOURCES INTEGRATION PROGRAM, PROJECT 1: PIPELINE, SEGMENT II PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution approves Contract Amendment No. 13 and amends Resolution No. 09-255, by authorizing $42,728.40 for additional professional engineering services and authorizes the San Antonio Water System’s (the “System”) President/Chief Executive Officer to provide additional payment in an amount not to exceed $42,728.40 to Civil Engineering Consultants, for professional engineering services in connection with the Water Resources Integration Program (WRIP), Project 1: Pipeline, Segment II Project.

- The WRIP was identified in the 2009 Water Management Plan Update. The WRIP will deliver water from the System’s Aquifer Storage and Recovery (ASR) Facility, Local Carrizo and Brackish Desalination programs to new and existing facilities in western and northwestern Bexar County.

- The WRIP consists of approximately 45 miles of transmission main beginning at the high service pump station located at the Twin Oaks/ASR Facility in south Bexar County, to the Old Pearsall Road Pump Station, and terminate at the Anderson Pump Station.

- Phase I of the WRIP is currently completing construction and includes the construction of the Twin Oaks West Pump Station, the Old Pearsall Road Pump Station and approximately 28 miles of water transmission main between the two pump stations. Phase 2 will consist of an additional 17 miles of transmission main beginning at the Old Pearsall Road Pump Station and terminating at the existing Anderson Pump Station and will include the required pump station upgrades to complete the Program.

- The Water Resources Integration Program Project 1: Pipeline, Segment II Project consists of approximately 16 miles of water transmission pipeline beginning at a point approximately one mile west of SH 16 in south Bexar County, and continues north-northwest to a point in southwest San Antonio, approximately two miles west of the...
new intermediate Old Pearsall Pump Station.

- By Resolution No. 09-255, passed and approved on September 1, 2009, the System’s Board of Trustees approved a professional services agreement in the amount of $2,599,894.00 with Civil Engineering Consultants, which included $2,311,107.00 for basic engineering services and $288,787.00 for supplemental engineering services in connection with the WRIP Project.

- Contract Amendment No. 13 includes additional professional engineering services related to the design of an interconnection point from the WRIP pipeline to the System’s Medina River Pump Station and related pump station upgrades. The proposed work will include bidding phase services for the design work already completed. The total additional amount to complete the professional services is $42,728.40.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure, included in the CY 2015 Capital Improvement Program. This additional work is to be funded through a transfer from the Water Supply Core Business, Water Resources Category, Water Resources Integration Pipeline budget line item. The amount is $42,728.40 for the integration engineering work. The job number is 09-8613-220.
The revised authorization for this project is as follows:

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<th>Original Contract Amount (Resolution No. 09-255)</th>
<th>Amount Authorized</th>
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<tr>
<td>Contract Amendment No. 1 (No Board Action Required)</td>
<td>$2,599,894.00</td>
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<td>Contract Amendment No. 2 (Resolution No. 10-352)</td>
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<td>Contract Amendment No. 3 (Resolution No. 11-281)</td>
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<tr>
<td>Contract Amendment No. 4 (Resolution No. 12-250)</td>
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<tr>
<td>Contract Amendment No. 5 (No Board Action Required)</td>
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<tr>
<td>Contract Amendment No. 6 (Resolution No. 13-249)</td>
<td>300,000.00</td>
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<tr>
<td>Contract Amendment No. 7 (Administrative Approval-No Board Action Required)</td>
<td>6,492.50</td>
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<td>Contract Amendment No. 8 (Administrative Approval-No Board Action Required)</td>
<td>8,971.00</td>
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<tr>
<td>Contract Amendment No. 9 (Resolution No. 15-145)</td>
<td>110,360.50</td>
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<tr>
<td>Contract Amendment No. 10 (No Board Action Required)</td>
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</tr>
<tr>
<td>Contract Amendment No. 11 (Resolution No. 16-035)</td>
<td>69,900.00</td>
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<tr>
<td>Contract Amendment No. 12 (No Board Action Required)</td>
<td>0.00</td>
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<td>Additional funds authorized by this resolution</td>
<td>42,728.40</td>
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</tbody>
</table>

Revised Contract Amount | $3,241,766.40

As a result of Contract Amendment No. 13, the new contract amount is $3,241,766.40. This represents a 24.7 percent increase in the original contract amount.

**SUPPLEMENTARY COMMENTS:**

The contract was amended with the no-cost Contract Amendment No. 1 on August 12, 2010. Due to the delay in the acquisition of the landowner rights-of-entry needed to perform the engineering services, this amendment allowed Civil Engineering Consultants to combine the Study, Report and Preliminary Design Phases as well as redistribute sub-consultant costs so work could continue as rights-of-entry were obtained.

Resolution No. 10-352, adopted on December 7, 2010, authorized Contract Amendment No. 2 with additional funds in the amount of $34,856.00 for additional professional engineering services associated with peer review. The purpose of peer review was for each consultant working on the WRIP to submit a copy of their design package to another WRIP design consultant to complete a peer constructability review.

Resolution No. 11-281, adopted on October 4, 2011, authorized Contract Amendment No. 3 with additional funds in the amount of $24,100.00 for an environmental subsurface investigation, pipeline design and development of construction requirements for a property within the alignment that had the potential for environmental impacts to the proposed pipeline.
Resolution No. 12-250, adopted on May 1, 2012, authorized Contract Amendment No. 4 with additional funds in the amount of $44,464.00 for redesign of the pipeline in order to move approximately 7,200 linear feet of pipeline alignment onto the BexarMet property and avoid a large easement acquisition from the Burlington Northern Santa Fe Railroad Company.

The contract was amended with the no-cost Contract Amendment No. 5 on August 28, 2012, to reallocate funds from one supplemental service to another. In this case, funds were moved from supplemental subsurface utility excavation services to the supplemental geotechnical services in order to complete the geotechnical testing for the design of the Medina River crossing for the project.

Resolution No. 13-249, adopted on September 10, 2013, authorized Contract Amendment No. 6 with additional funds in the amount of $300,000.00 to redesign the pipeline in order to allow for ultimate flow of up to 75 MGD.

The contract was administratively amended with Contract Amendment No. 7 on May 22, 2014, authorizing additional funds in the amount of $6,492.50 for condemnation hearing services, including expert witness testimony, data preparation and additional meetings associated with the acquisition of easements for the project.

The contract was administratively amended with Contract Amendment No. 8 on February 10, 2015, authorizing additional funds in the amount of $8,971.00 for additional survey plats and revisions to the design phase documents.

Resolution No. 15-145, adopted on July 7, 2015, authorized Contract Amendment No. 9 with additional funds in the amount of $110,360.50 for the development of program specific contract specifications, development of bid documents to satisfy the Texas Water Development Board (TWDB) funding requirements, cost analysis during contractor negotiations for the Request for Competitive Sealed Proposals process, additional survey plats for access easements, and contractor compliance monitoring related to TWDB funding during the construction phase.

The contract was amended with the no-cost Contract Amendment No. 10 on November 17, 2015, to reallocate funds from supplemental services to construction phase services. In this case, funds were moved from TWDB American Iron and Steel provisions compliance assistance to RFI response and shop drawing/submittal review in order to properly address remaining RFIs and submittals for the project.

Resolution No. 16-035, adopted on February 9, 2016, authorized Contract Amendment No. 11 with additional funds in the amount of $69,900.00 for the additional engineering services related to the design of an interconnection point from the WRIP pipeline to the System’s Medina River Pump Station and related pump station upgrades.
The contract was amended with the no-cost Contract Amendment No. 12 on June 27, 2016, to reallocate funds from construction phase services to supplemental services. In this case, funds were moved from TWDB American Iron and Steel provisions compliance assistance to Survey Work.

Andrea Beymer, P.E.  
Director  
Plants and Major Projects

Genoveva G. Gomez, P.E.  
Vice President  
Engineering and Construction

Robert R. Puente  
President/Chief Executive Officer

Attachments:

1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING CONTRACT AMENDMENT NO. 13 TO PROVIDE FOR ADDITIONAL ENGINEERING SERVICES TO THE EXISTING PROFESSIONAL SERVICES AGREEMENT WITH CIVIL ENGINEERING CONSULTANTS, IN AN AMOUNT NOT TO EXCEED $42,728.40 IN CONNECTION WITH THE WATER RESOURCES INTEGRATION PROGRAM, PROJECT 1: PIPELINE, SEGMENT II PROJECT; AMENDING RESOLUTION NO. 09-255, AS PREVIOUSLY AMENDED BY RESOLUTION NOS. 10-352, 11-281, 12-250, 13-249 15-145, AND 16-035, BY APPROVING ADDITIONAL EXPENDITURES IN AN AMOUNT NOT TO EXCEED $42,728.40 FOR A TOTAL AUTHORIZATION AMOUNT NOT TO EXCEED $3,241,766.40; APPROVING THAT AN AMOUNT NOT TO EXCEED $42,728.40 BE MADE AVAILABLE AND EXPENDED FROM THE SYSTEM’S PROJECT FUND FOR ADDITIONAL ENGINEERING SERVICES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE AN AMENDMENT TO THE EXISTING PROFESSIONAL SERVICES AGREEMENT WITH CIVIL ENGINEERING CONSULTANTS, AND TO PAY CIVIL ENGINEERING CONSULTANTS, AN ADDITIONAL AMOUNT NOT TO EXCEED $42,728.40 FOR ADDITIONAL ENGINEERING SERVICES; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is developing the Water Resources Integration Program (WRIP) as part of its Long Range Water Resources Plan; and

WHEREAS, the WRIP will consist of approximately 45 miles of transmission main beginning at the high service pump station located at the Twin Oaks/ASR Facility in south Bexar County, to the Old Pearsall Road Pump Station, and terminate at the Anderson Pump Station. This program will require two new pump stations, the Twin Oaks West and Old Pearsall Road Pump Stations, and upgrades at the existing Anderson Pump Station; and

WHEREAS, the Water Resources Integration Pipeline, Project 1: Pipeline,
Segment II Project (the “project work”) consists of approximately 16 miles of water transmission pipeline beginning at a point approximately one mile west of SH 16 in south Bexar County, and continue north-northwest to a point in southwest San Antonio, approximately two miles west of the new intermediate Old Pearsall Pump Station; and

WHEREAS, the System’s Board of Trustees by Resolution No. 09-255, adopted September 1, 2009, originally approved the expenditure of $2,599,894.00 for professional engineering services in connection with the project work; and

WHEREAS, Contract Amendment No. 13 includes additional professional engineering services related to the design of an interconnection point from the WRIP pipeline to the System’s Medina River Pump Station and related Pump Station upgrades; and

WHEREAS, an additional amount to complete the professional engineering services associated with the project work is $42,728.40 and the amount for Contract Amendment No. 13 will not exceed $3,241,766.40 for the additional professional engineering services; and

WHEREAS, the required amount not to exceed $42,728.40 is available from the System’s Project Fund for additional professional engineering services; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve Contract Amendment No. 13 by amending the existing professional services agreement with Civil Engineering Consultants, for additional engineering services in an amount not to exceed $42,728.40 in connection with the Water Resources Integration Program, Project 1: Pipeline, Segment II Project, (ii) to amend Resolution No. 09-255, as amended by Resolution Nos. 10-352, 11-281, 12-250, 13-249, 15-145, and 16-035 by approving the expenditure of System funds in an amount not to exceed $42,728.40 to Civil Engineering Consultants, for a total authorization not to exceed $3,241,766.40 for the additional engineering services related to the project work, (iii) to make available the total amount not to exceed $42,728.40 from System’s Project Fund, and (iv) to authorize the System’s President/Chief Executive Officer or his duly appointed designee to execute an amendment to the professional services agreement with Civil Engineering Consultants, and pay an amount not to exceed $42,728.40 to Civil Engineering Consultants, for the additional engineering services; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That Contract Amendment No. 13 in an amount not to exceed $42,728.40 is hereby approved to provide for additional engineering services related to the existing professional services agreement with Civil Engineering Consultants, in connection with the Water Resources Integration Program, Project 1: Pipeline, Segment II Project.

2. That Resolution No. 09-255, as amended by Resolution Nos. 10-352, 11-281, 12-250, 13-249, 15-145, and 16-035, is hereby amended by adding additional engineering services in an additional amount not to exceed $42,728.40 from the previous total amount of $3,199,038.00 to a
revised total of $3,241,766.40.

3. That an amount not to exceed $42,728.40 is hereby made available and is to be expended from the System’s Project Fund for additional engineering services related to the project work.

4. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute an amendment to the existing professional services agreement with Civil Engineering Consultants, and pay Civil Engineering Consultants, an amount not to exceed $42,728.40 for additional engineering services related to the project work.

5. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

6. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

7. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

__________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVING AN INTERLOCAL AGREEMENT AND AUTHORIZING EXPENDITURES TO BEXAR COUNTY IN CONNECTION WITH THE SALADO CREEK TRIBUTARY D AT IRA LEE (SC-41) PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to execute an Interlocal Agreement with Bexar County through Bexar County Flood Control (the “County”) and authorizes expenditures to the County in an amount not to exceed $791,370.17 for the joint construction of water and sewer facility adjustments in connection with the Salado Creek Tributary D at Ira Lee (SC-41) Project.

- The County proposes to construct street and drainage improvements in the area illustrated on the attached maps. The County’s improvement work is estimated to cost $2,778,973.47.

- Due to the reconstruction and expansion of the channel for the Salado Creek Tributary D at Ira Lee (SC-41) project, the existing water mains constructed between 1978 through 2012 require adjustment to avoid conflicts with the County’s street and drainage improvements.

- The existing sewer mains constructed between 1979 through 2012 require adjustment to avoid conflicts with the County’s street and drainage improvements.

- The water adjustment work will consist of approximately 240 feet of 16-inch water main.

- The sewer adjustment work will consist of approximately 2,413 feet of 8-inch, 15-inch and 24-inch sewer main.

- It is anticipated that 9.7 percent of the sewer adjustment work will be eligible for reimbursement. This percentage of the sewer work is eligible for reimbursement due to relocation from an existing San Antonio Water System (the “System”) easement. The remaining 90.3 percent for the sewer adjustment work and 100 percent of the water adjustment work will be funded by the System.

- Since the County’s proposed street and drainage improvements will conflict with portions
of the sewer main within an existing easement, the County has agreed to pay for its pro-rata share of engineering design services at a cost of $3,084.29 and construction costs at a cost of $74,895.23 associated with the project work.

- Within thirty calendar days of the execution of this Interlocal Agreement by the last signatory, the County has agreed to reimburse the System its pro-rata share of engineering design costs associated with the replacement of the water main that lies within a dedicated easement within the County’s project limits.

- The County approved the bid of Tropical Contracting, LLC for construction of this project on June, 2016. As part of the joint bidding, advanced approval for funding and for the execution of an Interlocal Agreement is required by the County prior to issuing a notice to proceed on construction.

- Funds, as determined by the amount bid, will be transferred to County following the execution of the Interlocal Agreement.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2016 Capital Improvement Program. The water work is included in the Water Delivery Core Business, Governmental – Water Category, and Governmental Water Replacements budget line item. The amount is $91,801.02 for water work. The job number is 14-5002-000.

The sewer work is included in the Wastewater Core Business, Governmental – Wastewater Category, and Governmental Wastewater Replacements budget line item. The amount is $699,569.16 for sewer work. The job number is 14-5502-000.
Approval of an Interlocal Agreement and Authorization for
Expenditures of Funds to Bexar County for
Salado Creek Tributary D at Ira Lee (SC-41) Project

Kathleen M. Price, P.E.
Director
Pipelines

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
SAN ANTONIO WATER SYSTEM
PROJECT AREA MAP
ATTACHMENT I

LEGEND
★ PROJECT SITE
☐ EDWARDS AQUIFER RECHARGE ZONE

SALADO CREEK TRIBUTARY D
AT IRA LEE (SC-41)
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF
TRUSTEES APPROVING AN INTERLOCAL AGREEMENT
WITH BEXAR COUNTY AND AUTHORIZING THE
PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY
APPOINTED DESIGNEE TO EXECUTE THE
INTERLOCAL AGREEMENT FOR THE ADJUSTMENT OF
WATER AND SEWER FACILITIES BY BEXAR COUNTY IN
CONNECTION WITH THE SALADO CREEK TRIBUTARY
D AT IRA LEE (SC-41) PROJECT; AUTHORIZING THE
EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO
EXCEED $791,370.17 FOR THE PROJECT WORK;
FINDING THE RESOLUTION TO HAVE BEEN
CONSIDERED PURSUANT TO THE LAWS GOVERNING
OPEN MEETINGS; PROVIDING A SEVERABILITY
CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, Bexar County through the Bexar County Flood Control (the
“County”) proposes to construct the Salado Creek Tributary D at Ira Lee (SC-41) Project; and

WHEREAS, the Salado Creek Tributary D at Ira Lee (SC-41) Project will require
the adjustment of certain water and sewer facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, the project work will consist of the adjustment of approximately 240
feet of 16-inch water main and the adjustment of approximately 2,413 feet of 8-inch, 15-inch and
24-inch sewer mains; and

WHEREAS, the County has requested that the System execute an Interlocal
Agreement and pay for the project work costs; and

WHEREAS, System funds in the amount of $791,370.17 are required for the
project work; and

WHEREAS, the amount of $791,370.17 is available from the System’s Project
Fund for the project work; and

WHEREAS, the County’s proposed drainage improvements will conflict with
portions of the existing sewer main that lie within an existing easement, the County has agreed to
pay for its pro-rata share of associated engineering design services at a cost of $3,084.29 and
construction costs at a cost of $74,895.23 associated with the Project Work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to
approve an Interlocal Agreement with the County for the adjustment of water and sewer facilities
by the County in connection with the Salado Creek Tributary D at Ira Lee (SC-41) Project and to
authorize the President/Chief Executive Officer or his duly appointed designee to execute the
Interlocal Agreement, and (ii) to authorize the expenditure of funds in the amount not to exceed $791,370.17 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That an Interlocal Agreement with the County substantially in the form of the agreement attached hereto is hereby approved and the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute the Interlocal Agreement with the County in connection with the Salado Creek Tributary D at Ira Lee (SC-41) Project.

2. That the expenditure of funds in the amount of $791,370.17 for the adjustment of water and sewer facilities by the County in connection with the Salado Creek Tributary D at Ira Lee (SC-41) Project is hereby approved.

3. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

4. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative, or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid, or ineffective.

5. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED the 22nd day of August, 2016.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

Ernesto Arrellano, Jr., Secretary
STATE OF TEXAS §
COUNTY OF BEXAR §

INTERLOCAL AGREEMENT

This Interlocal Agreement (also referred to herein as the “Agreement”) is made and entered into this ___ day of ________, 2016, by and between the COUNTY OF BEXAR, a political subdivision of the State of Texas (“COUNTY”), and SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES, a political subdivision of the State of Texas (“SAWS”) (also, individually, a “Party” or, collectively, the “Parties), pursuant to the Interlocal Cooperation Act, Chapter 791 of the Government Code.

PURPOSE

1.01 The purpose of this Agreement is to facilitate the COUNTY’s improvement of the Salado Creek Tributary D at Ira Lee (SC-41) (the “Project”) by including certain necessary SAWS adjustments in COUNTY’s Specifications for the Project, thus assuring the coordination of COUNTY’s road and drainage improvements with SAWS’s adjustments.

SERVICES

2.01 COUNTY agrees to include in the Bexar County Flood Control Specifications for the Project the plans and specifications for SAWS Water Job No. 14-5002 and SAWS Sewer Job No. 14-5502 (the “SAWS Work”) which SAWS shall prepare and deliver to COUNTY and are incorporated by reference herein, and will be incorporated in the construction contract for the Project.

2.02 Immediately after tabulating all of the bids received for the Project, COUNTY will notify SAWS in writing of the name of the contractor selected by COUNTY for the Project (the “Contractor”) and the bid amount (the “Original Bid”) for the SAWS Work.

2.03 COUNTY agrees to use its best efforts to enforce all of its rights and remedies against the Contractor for the SAWS Work.

2.04 COUNTY agrees to allow SAWS access to the Project site to (i) inspect and witness testing of the SAWS Work and to determine if the SAWS Work is in conformity with the plans, specifications and special provisions applicable thereto and is in good working order, and (ii) verify all quantities used in connection with the SAWS Work.

FEE

3.01 COUNTY agrees to provide funding reimbursing SAWS for all engineering design fee and associated work to be performed by the SAWS Engineering Design Consultant that is attributed to the County’s portion of the SAWS Work being performed on the Project. County also agrees to contribute costs for construction of certain portions of the SAWS Work associated with the Project that are necessitated by SAWS having to relocate certain infrastructure out of its current easement. This work is defined in footnote 1 of Exhibit A and referred to as “SAWS County Work”. The costs associated with SAWS County Work are delineated in Exhibit A and B, attached hereto and incorporated for all purposes.

Salado Creek Tributary D at Ira Lee (SC-41) Project
3.02 Within thirty (30) calendar days of the execution of this Interlocal Agreement by the last signatory, COUNTY shall deliver to SAWS good and sufficient funds (the “County Funds”) in the amount of Three Thousand, Eighty-Four Dollars and Twenty-Nine Cents ($3,084.29) for the engineering design fees associated with SAWS County Work as further defined in Exhibit A.

3.03 COUNTY acknowledges that SAWS has provided the COUNTY with two signed copies of this Interlocal Agreement. COUNTY will return one fully executed original to SAWS upon COUNTY’s approval. Within thirty (30) calendar days of the execution of this Interlocal Agreement by the last signatory, SAWS shall deliver to COUNTY good and sufficient funds (the “SAWS Funds”) for the bid amount for SAWS Work, minus SAWS County Work (9.7% of the bid for SAWS Work) as identified in Exhibit B, plus ten percent (10%) contingency, for a total of Seven Hundred Ninety-One Thousand, Three Hundred Seventy Dollars and Seventeen Cents ($791,370.17). Any and all control and beneficial use of the funds by the COUNTY, will be contingent on SAWS receiving a fully executed original of this Interlocal Agreement from the COUNTY and the funds owed by County to SAWS as described in §3.02.

3.04 If the cost of performing the SAWS Work exceeds the Original Bid, the following provisions shall apply:

   (a) Costs exceed Original Bid but do not exceed the Original Bid plus ten percent (10%) contingency. Once COUNTY receives notice from the Contractor that additional funds will be needed for SAWS Work, COUNTY will notify SAWS in writing of the change order. Unless, SAWS objects within five (5) business days of receipt of the written notification of the change order, COUNTY will proceed with SAWS Work and utilize the contingency amount for payment to the Contractor.

   (b) Change Orders. If change orders are requested by SAWS or required for SAWS Work under this Agreement, SAWS will make a change order request and SAWS staff or SAWS’s Consultant shall prepare the change order. If COUNTY requires a change order that affects the SAWS Work, the change order will be submitted to SAWS staff for approval. SAWS staff agrees to use good faith efforts to respond to change orders within five business days after SAWS staff’s receipt of request, or such additional period of time as may be reasonable and necessary under the circumstances based on the complexity of the change order. In no event will SAWS’s deliberative process be allowed to jeopardize COUNTY’s timely completion of COUNTY’s Project, as determined by COUNTY. SAWS staff is under no obligation to approve any change orders, and in no event shall SAWS be responsible for costs or expenses under change orders that are not approved by SAWS staff.

   (c) If a change order results in total costs exceeding the amount stated in §3.03, COUNTY will send copies of invoices covering the additional amounts authorized by a change order approved by SAWS staff, and SAWS shall pay COUNTY the additional amounts in the approved change order within 15 days, unless further time is required for Board action to appropriate funds.

3.05 If the cost of performing the SAWS Work is less than the amount stated in §3.03, COUNTY agrees to refund the overpayment to SAWS within 15 days of determination of same.
3.06 After County’s final recapitulation with the contractor, County will refund SAWS for SAWS Funds previously paid but unused.

3.07 If the cost of performing the SAWS Work engineering design fees that is attributed to the SAWS County’ Work being performed on Project is less than the amount stated in §3.02, SAWS agrees to refund the overpayment to COUNTY within 15 days of determination of same.

3.08 The Parties acknowledge that the financial commitments stated in this Agreement are independent of the necessary operating and maintenance expenses that are SAWS’s responsibilities.

SAWS RESPONSIBILITY

4.01 SAWS agrees to accept full responsibility for inspection and acceptance of work performed as the SAWS Work and SAWS County Work as identified in Exhibit B.

4.02 Following Substantial Completion of SAWS Work and SAWS County Work, SAWS shall be responsible for all costs associated with operating and maintaining SAWS Work and SAWS County Work. Substantial Completion is the date certified by COUNTY, County’s design professional and SAWS (including SAWS design professional) that the contractor has reached that stage of completion when SAWS and COUNTY accept use of SAWS Work and SAWS County Work for its intended purposes.

ENTIRE AGREEMENT

5.01 This Agreement, along with the specifications for the SAWS Work, supersedes any and all other agreements, either oral or in writing, and no other agreement, statement, or promise relating to the subject matter of this Agreement that is not contained herein shall be valid or binding.

ATTORNEY’S FEES

6.01 If any action at law or in equity is brought to enforce or interpret the provisions of this Agreement, to the extent allowed by law, the prevailing Party shall be entitled to reasonable attorney’s fees in addition to any other relief to which the prevailing Party may be entitled.

TEXAS LAW TO APPLY

7.01 This Agreement is performable in Bexar County, Texas and the validity of any of its terms or provisions, as well as the rights and duties of the Parties, shall be governed by the laws of the State of Texas.

SEVERABILITY

8.01 If any one or more of the provisions contained in the Agreement is for any reason be held to be invalid, illegal, or unenforceable in any respect, that invalidity, illegality, or unenforceability will not affect any other provision and this Agreement will be construed as if the invalid, illegal, or unenforceable provision had never been contained herein.
AMENDMENT

9.01 No amendment, supplementation, modification, or alteration of the terms hereof will be binding unless it is in writing, dated subsequent to the date hereof and duly executed by the Parties.

THIRD PARTY BENEFICIARY

10.01 SAWS shall be considered a third party beneficiary under COUNTY’s contract for the Project; provided, however, that prior to final completion of the work under the contract for the Project, SAWS shall not enforce any remedies against the Contractor without the prior written consent of COUNTY, which consent may be withheld if COUNTY reasonably believes that enforcement would have an adverse effect on final completion of the Project. Prior to final completion of the work under the contract for the Project, COUNTY shall cooperate in the prosecution of any action against the Contractor, to the extent consistent with the terms of the Project Contract Documents, which SAWS may reasonably determine to be necessary to undertake in connection with the SAWS Work done by the Contractor or its subcontractors.

INDEMNIFICATION

11.01 COUNTY agrees to include SAWS in the list of parties being indemnified by the COUNTY’s contractors under contract documents, so that SAWS receives the benefit of all indemnities under the contract documents.

INSURANCE

12.01 In all contracts entered into by COUNTY for SAWS Work, County shall include provisions reflecting:

(a) With regard to insurance coverage during the construction phase of the Project, COUNTY shall require all consultants, contractors, subcontractors and suppliers to maintain insurance coverage limits that are sufficient to compensate COUNTY and SAWS for their respective interests in the Project with regard to any liability a third party may have due to the services, equipment, or materials provided for construction of the Project. SAWS shall be named as an additional insured on all policies naming COUNTY as an additional insured. COUNTY shall provide SAWS’s Designated Representative with copies of the completed Certificates of Insurance which Certificates shall be completed by an agent authorized to bind the named underwriters and their companies to the coverage limits and termination provisions shown thereon. SAWS reserves the right to review the insurance requirements during the effective period of this Agreement, and any extension or renewal hereof, and to modify insurance coverage and limits when deemed necessary and prudent by SAWS’s Risk Manager based upon changes in statutory law or court decisions. If SAWS requests a coverage modification which results in an increased cost, SAWS shall be responsible for the increased cost and COUNTY shall have no obligation to request a coverage modification until SAWS submits payment to cover the increased cost. COUNTY will not allow any modifications to the insurance coverage through which SAWS may incur increased risks.

(b) COUNTY shall require all contractors and service providers to maintain statutory
worker’s compensation insurance for all of their employees with a waiver of subrogation in favor of COUNTY and SAWS.

(c) COUNTY will require the consultants, contractors, and any subcontractors to provide all statutorily-required payment and performance bonds at no additional cost to the Parties. On services for which performance bonds are not statutorily required, COUNTY shall determine whether to require performance bonds.

**CURRENT REVENUES**

13.01 In accordance with Section 791.011(d)(3) of the Texas Government Code, the party paying for the performance of governmental functions or services, if any, must make those payments from current revenues available to the paying party.

**EXECUTED IN DUPLICATE ORIGINALS, EACH OF WHICH WILL HAVE FULL FORCE AND EFFECT ON THIS _______ DAY OF ______________________, 2016.**

**BEXAR COUNTY, TEXAS**

By: ____________________________
Nelson W. Wolff
County Judge

**SAN ANTONIO WATER SYSTEM**

By: ____________________________
Robert R. Puente
President/Chief Executive Officer

**ATTEST:**

By: ____________________________
Gerard C. Rickhoff
County Clerk

**APPROVED AS TO LEGAL FORM:**

Nicholas “Nico” LaHood
Criminal District Attorney
Bexar County, Texas

By: ____________________________
Jill Torbert
Assistant Criminal District Attorney
-Civil Section
APPROVED AS TO FINANCIAL FORM:

By: __________________________

Susan Yeatts
County Auditor

By: __________________________

David Smith
County Manager

APPROVED:

By: __________________________

Renee D. Green, PE
Director of Public Works/County Engineer
**Exhibit “A”**

**Engineering Design Fees and Funds Committed by County and SAWS**

<table>
<thead>
<tr>
<th>Cost Category</th>
<th>Design Fee(s) Approved Amounts</th>
<th>SAWS County Work</th>
<th>SAWS Work</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>SEWER DESIGN FEES</strong></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>40% Design Phase</td>
<td>$15,715.00</td>
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<td>$14,635.38</td>
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<tr>
<td>70% Design Phase</td>
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<td>95% Design Phase</td>
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<td>$269.65</td>
<td>$3,655.35</td>
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<tr>
<td>Bid Phase</td>
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<td>Construction</td>
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<tr>
<td>Project Closeout Phase</td>
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<tr>
<td>Buoyance Analysis</td>
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<td>Metes and Bounds 24” Sewer</td>
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<td><strong>WATER DESIGN FEES</strong></td>
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<td>40% Design Phase</td>
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<td>$5,250.00</td>
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<td>70% Design Phase</td>
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<tr>
<td>95% Design Phase</td>
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<td>Bid Phase</td>
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<tr>
<td>Construction</td>
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<td>Project Closeout Phase</td>
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<td><strong>$ -</strong></td>
<td><strong>$19,955.00</strong></td>
</tr>
<tr>
<td><strong>Total County Contribution</strong></td>
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<tr>
<td>“County Funds”</td>
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<td><strong>$3,084.29</strong></td>
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<tr>
<td><strong>Total SAWS Contribution</strong></td>
<td></td>
<td></td>
<td><strong>$61,765.71</strong></td>
</tr>
</tbody>
</table>

See footnotes, following:

1The County is responsible for the design relocation costs of the sewer lines that are in a dedicated SAWS Easement. County Sewer Work includes all design and engineering professional services fees associated with the 24-inch sewer main as included in the SAWS Sewer Job No. 13-5526. The County Sewer Work will be referred to under this Agreement as the “SAWS County Work.”
**Exhibit “B”**

**Construction Costs and Funds Committed by County and SAWS**

<table>
<thead>
<tr>
<th>Cost Category</th>
<th>SAWS Work</th>
<th>SAWS County Work</th>
<th>Total</th>
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</thead>
<tbody>
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<td>Water Main Relocation$^2$</td>
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<td>$83,455.47</td>
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<td>Sewer Main Relocation$^3$</td>
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<td>Contingency (10% of Construction)</td>
<td>$71,942.74</td>
<td>$6,808.66</td>
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<tr>
<td><strong>Total Contributions =</strong></td>
<td><strong>$791,370.17</strong></td>
<td><strong>$74,895.23</strong></td>
<td><strong>$866,265.40</strong></td>
</tr>
</tbody>
</table>

1. Actual SAWS advanced funding will be based on total bid minus County contribution of 9.7% of the total estimated construction costs.
2. Bid price based on 240.1 linear feet of 16 in. Water Main.
3. Bid price based on 165.8 linear feet of 24 in. Sanitary Sewer Main.
TO: San Antonio Water System Board of Trustees
FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction
THROUGH: Robert R. Puente, President/Chief Executive Officer
SUBJECT: APPROVING AN ADVANCE FUNDING AGREEMENT AND AUTHORIZING EXPENDITURES OF FUNDS TO THE TEXAS DEPARTMENT OF TRANSPORTATION IN CONNECTION WITH THE US 90: LOOP 1604 TO IH 410 PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to execute an Advance Funding Agreement with the Texas Department of Transportation (TxDOT) and authorizes expenditures to TxDOT in the amount not to exceed $11,000.00 for the joint construction of water facility adjustments in connection with the US 90: Loop 1604 to IH 410 Project. This project is located in Council District 4.

- TxDOT intends to expand the frontage roads and add sidewalks, with intersection and ramp operational improvements along the US 90: Loop 1604 to IH 410 Project in the area illustrated on the attached maps. The TxDOT highway and drainage cost estimate is $22,716,470.32 for the TxDOT work.

- Due to the addition of sidewalks within the US 90: Loop 1604 to IH 410 Project, the existing water mains constructed between 1997 and 1999 require valve adjustment to avoid conflicts with proposed TxDOT improvements.

- The existing sewer facilities within the project limits that were constructed between 1986 and 1994 do not require adjustments or replacements; therefore, there is no sewer work on this project.

- The water adjustment work will consist of approximately seven valve box adjustments.

- Funds authorized for this project will be transferred to TxDOT following Board approval and execution of the Advance Funding Agreement.

- The letting date for this project was May 06, 2015.

Staff recommends that the Board approve this resolution.
Approval of an Advance Funding Agreement and Expenditure of Funds to the Texas Department of Transportation for the US 90: Loop 1604 to IH 410 Project

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2016 Capital Improvement Program. The water work is included in the Water Delivery Core Business, Governmental - Water Category, and Governmental Water Replacements budget line item. The amount is $11,000.00 for water work. The job number is 14-5208-000.

Kathleen M. Price, P.E.  
Director  
Pipelines

Genoveva G. Gomez, P.E.  
Vice President  
Engineering and Construction

APPROVED:

Robert R. Puente  
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING AN ADVANCE FUNDING AGREEMENT WITH THE TEXAS DEPARTMENT OF TRANSPORTATION AND AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE THE ADVANCE FUNDING AGREEMENT FOR THE ADJUSTMENT OF WATER FACILITIES BY THE TEXAS DEPARTMENT OF TRANSPORTATION IN CONNECTION WITH THE US 90: LOOP 1604 TO IH 410 PROJECT; AUTHORIZING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $11,000.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the Texas Department of Transportation (TxDOT) intends to reconstruct the highway and drainage on the US 90: Loop 1604 to IH 410 Project; and

WHEREAS, the US 90: Loop 1604 to IH 410 Project will require the adjustment of certain water facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, the project work will consist of the adjustment of approximately seven valve boxes; and

WHEREAS, TxDOT has requested that the System execute an Advance Funding Agreement and advance funds for the project work costs; and

WHEREAS, System funds in an amount not to exceed $11,000.00 are required for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve an Advance Funding Agreement with TxDOT for the adjustment of water facilities in connection with the US 90: Loop 1604 to IH 410 Project and to authorize the President/Chief Executive Officer or his duly appointed designee to execute the Advance Funding Agreement, and (ii) to authorize the expenditure of funds in the amount not to exceed $11,000.00 for the project work; now, therefore:
BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That an Advance Funding Agreement with TxDOT is hereby approved and the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute the Advance Funding Agreement with TxDOT in connection with the US 90: Loop 1604 to IH 410 Project.

2. That the expenditure of funds in the amount of $11,000.00 for the adjustment of water facilities by TxDOT in connection with the US 90: Loop 1604 to IH 410 Project is hereby authorized.

3. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

4. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid, or ineffective.

5. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

___________________________________
Berto Guerra, Jr., Chairman

ATTEST:

___________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVING AN INTERLOCAL AGREEMENT WITH THE TEXAS DEPARTMENT OF TRANSPORTATION IN CONNECTION WITH THE IH 10: FOSTER ROAD TO GRAYTOWN ROAD PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to execute an Interlocal Agreement with the Texas Department of Transportation (TxDOT) to reimburse the San Antonio Water System (the “System”) for the construction cost, consultant services fees, and the System’s costs relating to the construction of water facility adjustments in connection with the IH 10: Foster Road to Graytown Road Project. The reimbursement amount is $2,303,118.10. This project is located in Council District 2.

- TxDOT intends to widen main lanes and frontage roads and reconstruct ramps on the IH 10: Foster Road to Graytown Road Project in the area illustrated on the attached maps. TxDOT’s improvement work is estimated to cost $63,752,806.00.

- Due to proposed improvements of IH 10: Foster Road to Graytown Road Project, the existing water mains that were constructed between 1986 and 2013 require adjustments to avoid conflicts with the TxDOT improvements.

- The existing sewer facilities within the project limits that were constructed in 1991 do not require adjustments or replacements; therefore, there is no sewer work on this project.

- The water adjustment work will consist of approximately 2,443 feet of 6-inch through 16-inch water main adjust, steel casing, and concrete saddles.

- TxDOT requires that an Interlocal Agreement be executed for utility adjustments that are eligible for reimbursement by State law.

- It is anticipated that 100 percent of the water work will be eligible for reimbursement through the Federal Utility and State Utility Procedures. There is no construction work to be funded by the System.

- The System’s work will be performed as part of a joint bid with TxDOT and will be paid
Approval of an Interlocal Agreement with TxDOT
IH 10: Foster Road to Graytown Road Project

directly by TxDOT. The System will pay for the engineering services for the project and will be reimbursed by TxDOT at the completion of the project.

- Reimbursement includes $1,916,023.10 for construction, $280,425.00 for consultant fees, and $106,670.00 for the System's services for a total amount of $2,303,118.10.

- The letting date for this work was in June 2016.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

There is no financial impact from this resolution. The job number is 15-5061-000 for water.

SUPPLEMENTARY COMMENTS:

Water facility adjustments for this project will be included in the bid documents issued by TxDOT for the joint bid work. This work will be accomplished concurrently with the highway improvements. TxDOT will reimburse the System for construction costs, consultant services fees, and the System's costs required for the construction of water facility adjustments that are estimated to be $2,303,118.10.

Kathleen M. Price, P.E.
Director PIPES

Genoveva G. Gomez, P.E.
Vice President Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING AN INTERLOCAL AGREEMENT WITH THE TEXAS DEPARTMENT OF TRANSPORTATION AND AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE THE INTERLOCAL AGREEMENT FOR REIMBURSEMENT TO THE SAN ANTONIO WATER SYSTEM FOR CONSTRUCTION, DESIGN AND PROJECT WORK COSTS IN AN AMOUNT ESTIMATED TO BE $2,303,118.10 IN CONNECTION WITH THE IH 10: FOSTER ROAD TO GRAYTOWN ROAD PROJECT; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the Texas Department of Transportation (TxDOT) is constructing the highway and interchange work for the IH 10: Foster Road to Graytown Road Project; and

WHEREAS, the IH 10: Foster Road to Graytown Road Project requires the adjustment of certain water facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, the project work will consist of the adjustment of approximately 2,443 feet of 6-inch through 16-inch water main, steel casing and concrete saddles; and

WHEREAS, the project work costs are eligible for reimbursement through the Federal Utility and State Utility Procedures; and

WHEREAS, TxDOT has requested that the System enter into an Interlocal Agreement for the reimbursement of project work costs; and

WHEREAS, reimbursement includes $1,916,023.10 for construction, $280,425.00 for consultant fees, and $106,670.00 for the System’s services for a total amount of $2,303,118.10; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) approve an Interlocal Agreement with TxDOT for the reimbursement of the construction cost, consultant services fees, and the System’s cost in connection with the IH 10: Foster Road to Graytown Road Project, and (ii) authorize the President/Chief Executive Officer or his duly appointed designee to execute the Interlocal Agreement with TxDOT; now, therefore:
BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That an Interlocal Agreement with TxDOT in connection with the IH 10: Foster Road to Graytown Road Project is hereby approved.

2. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute an Interlocal Agreement with TxDOT for the reimbursement of the project work costs, consultant service’s fees, and the System’s costs in connection with the IH 10: Foster Road to Graytown Road Project.

3. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

4. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid, or ineffective.

5. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Tim Skoglund, P.E., Senior Director, Vista Ridge, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF A CONSULTING CONTRACT FOR A TECHNICAL ADVISOR TO ASSIST THE SAN ANTONIO WATER SYSTEM IN MONITORING EXECUTION OF THE VISTA RIDGE PROJECT AND IN FULFILLING OBLIGATIONS TO ESTABLISH ELECTRIC POWER SERVICE

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a consulting contract to CH2M Hill Engineers, Inc. (CH2M), a local, non-SMWB firm, to serve as Technical Advisor to the San Antonio Water System (the “System”) on the Vista Ridge Project. The contract is in an amount not to exceed $400,000.00 on a Time & Materials basis for a term of five years.

- The Vista Ridge Regional Supply Project Water Transmission and Purchase Agreement (WTPA) places on the Vista Ridge Project Company (Project Company) the responsibility for developing, financing, constructing, and operating the project in exchange for a fixed price for water delivered and reimbursement of O&M costs incurred. After expiration of the WTPA at the end of the 30-year term, ownership of project assets will transfer to the System.

- The WTPA also places upon the System the responsibility for establishing electric power service for project facilities to be constructed by the Project Company. Electric service is essential for completion and operation of the Project and must be ready for performance testing of the Project no later than 39 months following the Financial Closing Date of the WTPA.

- To ensure that the Project Company executes the project in a way that minimizes the System’s O&M cost obligations and conveys to the System a quality, well-maintained system at the end of the WTPA term, staff solicited the services of a Technical Advisor to assist in review and observation of the project as it moves through development, design, construction, and into operation. Technical Advisor services are also needed to assist the System in technical communication and rate negotiation with the electric service providers who will supply electric power for project facilities.
Five firms submitted responses to the Request for Qualifications (RFQ) by the due date of December 12, 2015. All firms were evaluated and CH2M was selected as the most qualified firm.

The WTPA provides the System with opportunities to review and comment on development and design documents generated by the Project Company, to observe construction progress to confirm conformance with WTPA standards, and to review water payments and O&M cost substantiation. Because the System’s review and observation will largely be reactive to designs, schedules and timelines determined by the Project Company, the Technical Advisor’s services are proposed as-needed on a Time & Materials basis of payment.

The contract term of five years will run through the remainder of the Development Phase, all of the Construction Phase, and approximately one year into the Operations Phase of the Project.

A summary of Technical Advisor services that may be provided include:

- Coordination of review and observation efforts
- Management, tracking, and archiving of documents and schedules
- Risk and opportunity analysis of project modification options to optimize the System’s long-term cost and ownership of the infrastructure
- Review of development documents (e.g. permits, governmental approvals, environmental studies, etc.)
- Review of design specifications and drawings
- Finalization of Appendices 3, 5, and 9
- Construction document review (e.g. shop drawings, design modifications, etc.)
- Water quality assessment and coordination with the System’s integration project
- Specialty construction observation by civil, mechanical, process, electrical, and structural engineers
- Facilities commissioning, performance test coordination, and troubleshooting
- Support for the System in establishing electric service:
  - Evaluation of power grid infrastructure, service quality and reliability
  - Determination of needed upgrades to power grid and associated costs
  - Design review and construction observation of new power grid infrastructure, if any
  - Assistance during the System’s negotiation of electricity rates
  - Construction, startup, and operations-phase troubleshooting
- Budget Panel support
- O&M cost substantiation evaluation

To maintain tight control on expenditures for this Time & Materials contract, staff will review Consultant’s periodic work plans, authorize work prior to performance, and conduct monthly meetings to review performance and budget status reports.
Award of Consulting Contract for a Technical Advisor to Assist in Monitoring the Execution of the Vista Ridge Project

- The not-to-exceed amount of $400,000.00 provides only for services that may be needed through Financial Close. After Financial Close, staff will likely propose a contract amendment for Board approval to adjust the not-to-exceed amount providing for all other services identified in the contract not completed through Financial Close. The anticipated, full five-year value of the contract, if later approved by the Board, is expected to be $4.5 million exclusive of all regular construction observation services that staff is proposing to perform with in-house personnel.

- The scope of services envisioned to be used in 2016 through Financial Close will generally include Task Items 1.1–8, 3.1–3, 3.5, and 3.10–11 listed in Exhibit B of the contract involving review of preliminary engineering work that the Project Company has already begun and will complete before Financial Close. Additionally, various technical appendices will need to be further developed and finalized in coordination with the System before Financial Close.

Staff recommends Board approval of the resolution.

**FINANCIAL IMPACT:**

Funds for services to be expended during FY 2016 through FY 2020 are included in the five-year Water Supply Budget that was approved in conjunction with the FY 2016 Annual Operating Budget. Expenditures will be funded with revenues from the System Fund. Services will be paid from the Vista Ridge Water Supply Project (Company: 1000, Accounting Unit: 5046500, Account Code: 511312).

**SUPPLEMENTARY COMMENTS:**

Five firms responded to the Request for Qualifications. CH2M was selected through the Architect/Engineer Selection process as a qualified consultant. The submitting firms are as follows:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
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<tbody>
<tr>
<td>AECOM</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Black &amp; Veatch Corporation</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>CH2M Hill Engineers, Inc.*</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>HDR, Inc.</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>KCI Technologies, Inc.</td>
<td>Local/Non–SMWB</td>
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*Selected Firm

CH2M has proposed to subcontract approximately 23% of the total estimated contract value using the following SMWB firms:
Award of Consulting Contract for a Technical Advisor to Assist in Monitoring the Execution of the Vista Ridge Project

- Grubb Engineering – assistance establishing and negotiating rates for electric service
- Foster CM Group – inspection and construction review
- S&GE – inspection and document management
- Hicks & Company – environmental document review
- Integrated Testing and Engineering Company – geotechnical review and materials testing

CH2M originally proposed to subcontract 35% of the total contract value using SMWB firms in large part to fulfill the RFQ requirement for construction inspection services. Staff’s subsequent decision to hire inspectors as direct employees has reduced CH2M’s SMWB participation estimate for the full scope of the proposed services to just below the 25% SMWB participation goal. The overall SMWB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>Vista Ridge Technical Advisor</th>
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<tbody>
<tr>
<td>CH2M HILL ENGINEERS, INC.</td>
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<tr>
<th>SMWB ANALYSIS – BOARD AWARD</th>
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<tbody>
<tr>
<td>SBE</td>
<td>0%</td>
</tr>
<tr>
<td>MBE–African American</td>
<td>8%</td>
</tr>
<tr>
<td>MBE–Asian</td>
<td>0%</td>
</tr>
<tr>
<td>MBE–Hispanic</td>
<td>0%</td>
</tr>
<tr>
<td>MBE–Other</td>
<td>0%</td>
</tr>
<tr>
<td>WBE–Minority</td>
<td>6%</td>
</tr>
<tr>
<td>WBE–Non–Minority</td>
<td>9%</td>
</tr>
<tr>
<td>SMWB Total</td>
<td>23%</td>
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Timothy E. Åkoglund, P.E.
Senior Director, Vista Ridge Engineering and Construction

Genoveva G. Gomez, P.E.
Vice President Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AWARDING A CONSULTING CONTRACT FOR ENGINEERING SUPPORT OF THE VISTA RIDGE PROJECT TO CH2M HILL ENGINEERS, INC. IN AN AMOUNT NOT TO EXCEED $400,000.00 FOR A TERM OF FIVE YEARS; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSULTING AGREEMENT WITH CH2M HILL ENGINEERS, INC. FOR A FIVE-YEAR PERIOD BEGINNING AUGUST 2, 2016 ENDING AUGUST 1, 2021; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) has entered into a Water Transmission and Purchase Agreement (WTPA) with Abengoa Vista Ridge (the “Project Company”) to provide a new water source for the City of San Antonio and to convey water to a delivery point within San Antonio; and

WHEREAS, the System has need for a Technical Advisor to provide consulting services to assist in review and observation of the execution of the Vista Ridge Project (the “Project”) by the Project Company and in establishing and negotiating electric power service for Project facilities; and

WHEREAS, the System has determined that entering into a consulting contract with CH2M Hill Engineers, Inc. (CH2M) for the needed services is consistent with State law governing professional services procurement; and

WHEREAS, CH2M, a local, non-SMWB firm, has been determined to be the most qualified, responsive provider for the Technical Advisor consulting services needed for the Project on the basis of demonstrated competence and qualifications; and

WHEREAS, a consulting agreement with a term of five years in an amount not to exceed $400,000.00 will provide for a sufficient duration and level of support needed by the System to meet its objectives in review and observation of the Project’s execution and in establishing electric power service; and

WHEREAS, the amount of $400,000.00 is available from the System’s Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to award a consulting contract to CH2M for a period of five years in an amount not to exceed $400,000.00, (ii) to approve the expenditure of funds in an amount not to exceed $400,000.00 from the System’s
Project Fund for consulting services for the period beginning August 2, 2016 and ending August 1, 2021, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a consulting agreement with CH2M for the Project work and to pay CH2M a total amount not to exceed $400,000.00 for work in connection with Technical Advisor consulting services for the Vista Ridge Project; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That a consulting contract is hereby awarded to CH2M for an amount not to exceed $400,000.00 for a period of five years beginning August 2, 2016 and ending August 1, 2021. Expenditures and term shall not be exceeded without prior Board Approval.

2. That the expenditure of System funds in an amount not to exceed $400,000.00 is hereby approved.

3. That the President/Chief Executive Officer or his designee is hereby authorized to execute a consulting agreement with CH2M to serve as the System’s Technical Advisor for the Vista Ridge Project in accordance with the preceding terms, in an amount not to exceed $400,000.00, and for a period of five years beginning August 2, 2016 and ending August 1, 2021.

4. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

6. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August 2016.

_____________________________
Berto Guerra Jr., Chairman

ATTEST:

_____________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Bruce A. Haby, Manager, Corporate Real Estate, and Nancy Belinsky, Vice President and General Counsel

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AUTHORIZATION TO EXECUTE A TWELVE-MONTH LEASE RENEWAL ADDENDUM WITH TWO ADDITIONAL OPTIONAL TERMS OF TWELVE MONTHS EACH BETWEEN THE SAN ANTONIO WATER SYSTEM AND THE TEXAS MEDICAL ASSOCIATION

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer or his duly appointed designee to execute a lease renewal addendum (the “Lease Renewal”) between the San Antonio Water System (SAWS) and the Texas Medical Association extending the term of SAWS’ current lease for a period of twelve months, with the option to renew the lease for two additional terms of twelve months, for the continued operation of the Chief Executive Officer and the Legislative Affairs Department at the Texas Medical Association Office Building in Austin, Texas.

- On September 4, 2009, SAWS executed an Office Building Lease Agreement (the “Lease”) with the Texas Medical Association, through Board Resolution No. 09-242, for a three year period with one, two-year renewal option, for office space at the Texas Medical Association Building. An additional two-year option was subsequently added, and per Board Resolution Nos. 12-380 and 14-227, SAWS exercised its two two-year options. The Lease will expire on September 30, 2016.

- SAWS desires to execute a Lease Renewal Addendum for office space at the Texas Medical Association Building for continuing the legislative and regulatory agency support for SAWS.

- The basic Lease Renewal terms are as follows:
  - Building: 401 W. 15th Street, Suite 985, Austin, Texas 78701
  - Leased Premises: Approximately 1,163 sq. ft. of rental area
  - Monthly Base Rent: $21.00/sf ($2,035.25/mo.)
  - Monthly Tenant Parking: $300.00 (four unreserved parking spaces @ $75 ea.)
  - Monthly Operating Expense: $15.80/sf ($1,531.28/mo.)
  - Term: Twelve months, expiring September 30, 2017, with the option to renew for two additional twelve-month terms
The annual base rental amount will be $24,423.00 for Year 1, anticipated not to exceed $25,586.04 for Year 2 and $26,748.96 for Year 3; the annual rental rate of $3,600.00 for tenant parking for Years 1-3 is $10,800.00 and the annual pro rata share of operating expenses is anticipated not to exceed $20,212.92 for Year 1, $22,236.60 for Year 2 and $24,457.92 for Year 3.

<table>
<thead>
<tr>
<th>Year 1 Total</th>
<th>$48,235.92</th>
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<td>10/1/2016 to 9/30/2017</td>
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<tr>
<th>Year 2 Total</th>
<th>$51,422.64</th>
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<tr>
<td>10/1/2017 to 9/30/2018</td>
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<tr>
<th>Year 3 Total</th>
<th>$54,806.88</th>
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<tr>
<td>10/1/2018 to 9/30/2019</td>
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| TOTAL 3 TERMS OF TWELVE MONTHS EACH | $154,465.44 |

Based on estimated base rent, tenant parking and pro rata operating expense increases for a twelve-month term and two additional twelve-month terms of the Lease Renewal, the total amount would not exceed $154,465.44.

Staff recommends that the Board approve this Resolution.

**FINANCIAL IMPACT:**

The sum of $154,465.44 over the twelve-month term and two additional twelve-month terms of the Lease Renewal is a total expenditure of $154,465.44. Expenditures made in Fiscal Years 2016 through 2019 are to be authorized from the System Fund (Company: 1000, Accounting Unit: 5002600, Account Code: 511211).
Lease Renewal Addendum Between The San Antonio Water System and Texas Medical Association

Bruce A. Haby
Manager, Corporate Real Estate

Nancy Belinsky
Vice President and General Counsel

APPROVED:

Robert R. Puente
President/Chief Executive Officer
OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A LEASE RENEWAL ADDENDUM (THE “LEASE RENEWAL”) BETWEEN THE SAN ANTONIO WATER SYSTEM AND THE TEXAS MEDICAL ASSOCIATION FOR A TWELVE MONTH RENEWAL TERM, WITH THE OPTION TO RENEW THE LEASE FOR TWO ADDITIONAL TERMS OF TWELVE MONTHS EACH AT THE TEXAS MEDICAL ASSOCIATION BUILDING FOR APPROXIMATELY 1,163 SF OF OFFICE SPACE LOCATED AT 401 W. 15TH STREET, SUITE 985, AUSTIN, TEXAS (THE “PREMISES”) IN A TOTAL RENT AMOUNT NOT TO EXCEED THE SUM OF $154,465.44 FOR THE THREE, TWELVE-MONTH LEASE TERMS, PURSUANT TO AND CONTINGENT UPON BOARD APPROVAL OF SUBSEQUENT YEAR’S BUDGET WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE THE RENEWAL ADDENDUM, EXERCISE AT HIS DISCRETION THE TWO TWELVE MONTH OPTION TERMS, AND TO PAY THE TOTAL AMOUNT NOT TO EXCEED $154,465.44 DURING THE ENTIRE LEASE RENEWAL TERMS OF THE LEASE TO TEXAS MEDICAL ASSOCIATION OR SUCCESSOR OR ASSIGNS; FINDING THIS RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System Board of Trustees on September 4, 2009, executed a three-year Office Building Lease Agreement (the “Lease”) through Resolution No. 09-242, with the exercise of renewal options authorized by San Antonio Water System Board of Trustees through Resolution No. 12-380 and Resolution No. 14-227, for office space at the Texas Medical Association Building; and

WHEREAS, the 1,163 square foot leased property (the “Premises”) has been used to continue the legislative and regulatory agency support for the San Antonio Water System (the “System”); and

WHEREAS, the Lease will be expiring September 30, 2016, and the System desires to continue to use the Premises for said purposes and execute this twelve-month Lease Renewal, which contains options to renew for two additional twelve-month terms; and
WHEREAS, a total amount not to exceed $154,465.44 is available in the System Fund for a twelve-month term and two additional twelve-month terms; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) authorize the President/Chief Executive Officer or his duly appointed designee to execute the Lease Renewal in substantially the form attached hereto as Attachment I, providing for a twelve-month term and two additional twelve-month terms with the Texas Medical Association for office space located at the Texas Medical Association Office Building in Austin, Texas, for a total amount not to exceed $154,465.44 for the twelve-month renewal term expiring September 30, 2017, and an option to renew for two additional twelve-month terms contained in the Lease Renewal, (ii) authorize the expenditures from the System Fund in an amount not to exceed $12,058.98 for Fiscal Year 2016 pursuant to the Lease Renewal, $49,032.60 for Fiscal Year 2017, $52,268.70 for Fiscal Year 2018 and $41,105.16 for Fiscal Year 2019, pursuant to and contingent upon Board approval of subsequent year’s budget with a line item for such expenditures and (iii) authorize the President/Chief Executive Officer or his duly appointed designee to exercise at his discretion the renewal options and to pay an amount not to exceed $154,465.44 to Texas Medical Association or its successors or assigns over a twelve month term and, as applicable, the two additional twelve month terms; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute the Lease Renewal with the Texas Medical Association in substantially the form attached hereto as Attachment I, providing for a twelve-month term expiring September 30, 2017, with an option to renew for two additional twelve-month terms contained in the Lease Renewal in a total amount not to exceed $154,465.44.

2. That the expenditures in an amount not to exceed $12,058.98 for Fiscal Year 2016, $49,032.60 for Fiscal Year 2017, $52,268.70 for Fiscal Year 2018 and $41,105.16 for Fiscal Year 2019, are hereby authorized to be expended from the System Fund, pursuant to and contingent upon Board approval of subsequent year’s budget with a line item for such expenditures.

3. That the President/Chief Executive Officer or his duly appointed designee is authorized to exercise at his discretion the two twelve-month renewal options and to pay an amount not to exceed $154,465.44 to Texas Medical Association or its successors or assigns over the twelve-month term and, as applicable, the two additional twelve-month terms of the Lease Renewal.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.
6. The resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

________________________________________
Berto Guerra, Jr., Chairman

ATTEST:

________________________________________
Ernesto Arrellano, Jr., Secretary

Attachment:
I Lease Renewal
June 20, 2016

Bruce Haby
San Antonio Water System
2800 US Hwy 281 N.
San Antonio, Texas 78212

Re: Lease Term Renewal - Texas Medical Association Building

Dear Bruce,

In accordance with our recent communication regarding your lease renewal, please let this letter serve as a renewal addendum to your lease agreement. Should you find the terms acceptable, this document shall serve as a third addendum to your lease agreement with the Texas Medical Association dated September 4, 2009. The terms of your original lease are proposed to be amended as follows:

Area: 1,163 Rentable SF

Proposed Term: Twelve (12) Months

Commencement Date: October 1, 2016

Lease Term Expiration: September 30, 2017 (Twelve (12) Months)

Basic Rental:

Year 1 $2,035.25 per mo. ($21.00 per s.f.)

Estimated OPE:

$1,531.28 per mo. ($15.80 per s.f.)

Adjusted Rental Rate:

Year 1 $3,566.53 per mo. ($36.80 per s.f.)

Parking: Up to four (4) unreserved parking spaces at a rate of $75.00 per space per month currently being utilized.
Option to Renew: Tenant shall have the right and option to renew this Lease for 2 additional terms of twelve (12) months by delivering written notice of the exercise thereof to Landlord at least three (3) months prior to the expiration of the Lease Term, provided that at the time of any such notice Tenant is not in default hereunder. Upon the delivery of said notice and subject to the conditions set forth in the preceding sentence, the primary Lease Term shall be extended upon the same terms, covenants and conditions provided in this Lease with the exception of the Basic Rental payable. The Basic Rental payable for each year during such extended Lease Term shall be at the prevailing Rental Rates in the Building at the commencement of such extended term.

All other terms of the agreement shall remain the same and in full force and effect. Please sign below to show acceptance of the above terms.

**Texas Medical Association**

By: John Dorman  
Title: Director, Division of Administrative Services

**San Antonio Water System**

By: Nancy Belinsky  
Vice President and General Counsel

Should the renewal terms above be acceptable, please execute two copies and return to my office. Once it has been fully executed by TMA, a copy will be returned to you. Should you have any questions, or need to discuss the terms further, feel free to contact me at your convenience. We appreciate your tenancy in the building and look forward to having San Antonio Water System here for another term.

Best Regards,

Lisa Hensley  
Texas Medical Association  
Director, Property Management
TO: San Antonio Water System Board of Trustees

FROM: Bruce A. Haby, Manager, Corporate Real Estate, and Nancy Belinsky, Vice President and General Counsel

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AUTHORIZATION TO EXECUTE AN AMENDMENT TO THE SHOPPING CENTER SUBLEASE AGREEMENT BETWEEN THE SAN ANTONIO WATER SYSTEM AND CPS ENERGY AT THE LAS PALMAS SHOPPING CENTER

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer or his duly appointed designee to execute an Amendment to Shopping Center Sublease Agreement (the “Sublease Amendment”) between the San Antonio Water System (SAWS) and CPS Energy for a period of thirty six months for the continued operation of our customer service center located at the Las Palmas Shopping Center. The annual base rental amount during the sublease term is not to exceed $102,288.00 and the annual pro rata share of maintenance and utility expense is not to exceed $48,000.00 for a total sum during the sublease term of $150,288.00.

- On February 3, 1998, SAWS executed a Sublease Agreement (the “Sublease”) with CPS Energy, through Board Resolution No. 98-029, for a seven year period with two five-year extension options, for office space at the Las Palmas Shopping Center.

- Since that time, several extensions of the Sublease Agreement have been executed, including, most recently, on January 24, 2013, an amendment to the Sublease Agreement, with a term of thirty six months. The amendment was approved per Board Resolution No. 13-009, dated January 9, 2013.

- SAWS now desires to modify and extend the existing Sublease Agreement for office space at the Las Palmas Shopping Center for the continued operation of our customer service center to accommodate customer payments and opening of accounts, general office use, administrative uses, and file storage.
The basic sublease terms are as follows:

- **Building:** 803 Castroville Road, Suite 406, San Antonio, Texas 78237
- **Leased Premises:** Approximately 2,857 sq. ft. of rental area
- **Annual Base Rent:**
  - Months 1-12: $33,864.00
  - Months 13-24: $33,864.00
  - Months 25-36: $34,560.00
- **Annual Operating Expenses:** $16,000.00
- **Security Deposit:** None
- **Term:** Thirty-six months

Staff recommends that the Board approve this Resolution.

**FINANCIAL IMPACT:**
Funds for these services to be provided during FY 2016 will be paid from the System Fund budgeted in 2016, pursuant to and contingent upon Board approval of the FY 2016 budget with a line item for such expenditures (Company: 1000, Accounting Unit: 5017400, Account Code: 511211). Total 2016 amount $45,709.00.

Funds for these services to be provided during FY 2017 will be paid from the System Fund budgeted in 2017, pursuant to and contingent upon Board approval of the FY 2017 budget with a line item for such expenditures (Company: 1000, Accounting Unit: 5017400, Account Code: 511211). Total 2017 amount $49,864.00.

Funds for these services to be provided during FY 2018 will be paid from the System Fund budgeted in 2018, pursuant to and contingent upon Board approval of the FY 2018 budget with a line item for such expenditures (Company: 1000, Accounting Unit: 5017400, Account Code: 511211). Total 2018 amount $50,502.00.

Funds for these services to be provided during FY 2019 will be paid from the System Fund budgeted in 2019, pursuant to and contingent upon Board approval of the FY 2019 budget with a line item for such expenditures (Company: 1000, Accounting Unit: 5017400, Account Code: 511211). Total 2019 amount $4,213.00.

Total value of this action is $150,288.00.
Sublease Agreement Between The
San Antonio Water System and CPS Energy

Bruce A. Haby
Manager, Corporate Real Estate

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Nancy Belinsky
Vice President and General Counsel
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE AN AMENDMENT TO SHOPPING CENTER SUBLEASE AGREEMENT (THE “SUBLEASE AMENDMENT”) BETWEEN THE SAN ANTONIO WATER SYSTEM (THE “SYSTEM”) AND CPS ENERGY FOR A TERM OF THIRTY-SIX MONTHS AT THE LAS PALMAS SHOPPING CENTER FOR APPROXIMATELY 2,857 SF OF OFFICE SPACE LOCATED AT 803 CASTROVILLE ROAD, SUITE 406, SAN ANTONIO, TEXAS (THE “PROPERTY”) IN A TOTAL BASE RENT AMOUNT NOT TO EXCEED $102,288.00 AND TOTAL ANNUAL PRO RATA SHARE OF MAINTENANCE AND UTILITY EXPENSES NOT TO EXCEED $48,000.00 FOR A TOTAL SUM OF $150,288.00 FOR THE THIRTY-SIX MONTH SUBLEASE TERM PURSUANT TO AND CONTINGENT UPON BOARD APPROVAL OF SUBSEQUENT YEAR’S BUDGET WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO PAY THE TOTAL AMOUNT NOT TO EXCEED $150,288.00 DURING THE TERM OF THE SUBLEASE AGREEMENT TO CPS ENERGY FOR SAID SUBLEASE; FINDING THIS RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, since 1998, the System has operated a customer service center at the Property pursuant to a Sublease Agreement (the “Sublease”) with CPS Energy; and

WHEREAS, the 2,857 square-foot lease property is necessary for the operation of the System and continues to be used to accommodate the customer service center, customer payments and opening of accounts, general office use, administrative uses, and file storage; and

WHEREAS, the System and CPS Energy have agreed to extend the Sublease for a thirty-six month period, beginning February 1, 2016 and expiring January 31, 2019, with a monthly base rental rate of $2,822.00 for payment period February 1, 2016 through January 31, 2018 and a monthly base rental rate of $2,880.00 for payment period February 1, 2018 through January 31, 2019 for a total amount over the thirty-six month term of $102,288.00 plus a total amount over the thirty-six month term of $48,000.00 for the San Antonio Water System’s pro-rata share of the maintenance and utility expenses; and
WHEREAS, the total amount not to exceed $150,288.00 is available in the System Fund over a thirty-six month term; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) authorize the President/Chief Executive Officer or his duly appointed designee to execute a Sublease Amendment, in substantially the form attached hereto as Attachment I, providing an additional thirty-six month sublease term with CPS Energy for office space located at the Las Palmas Shopping Center in San Antonio, Texas, for a total amount not to exceed $150,288.00 for the thirty-six month term of the Sublease Amendment, (ii) authorize the expenditures from the System Fund in an amount not to exceed $45,709.00 for Fiscal Year 2016, an amount not to exceed $49,864.00 for Fiscal Year 2017, an amount not to exceed $50,502.00 for Fiscal Year 2018, an amount not to exceed $4,213.00 for Fiscal Year 2019 pursuant to and contingent upon Board approval of subsequent year’s budget with a line item for such expenditures, and (iii) authorize the President/Chief Executive Officer or his duly appointed designee to pay an amount not to exceed $150,288.00 to CPS Energy over the term of the sublease; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a Sublease Amendment, in substantially the form attached hereto as Attachment I, providing for an additional thirty-six month sublease term with CPS Energy at a total amount not to exceed $150,288.00 over the term of the sublease.

2. That the expenditures in an amount not to exceed $45,709.00 are hereby authorized to be expended from the System Fund for Fiscal Year 2016, an amount not to exceed $49,864.00 for Fiscal Year 2017, an amount not to exceed $50,502.00 for Fiscal Year 2018, and an amount not to exceed $4,213.00 in the Fiscal Year 2019, such expenditures in subsequent fiscal years being pursuant to and contingent upon Board approval of subsequent year’s budget with a line item for such expenditures.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to pay CPS Energy a total amount not to exceed $150,288.00 in accordance with the terms of the Sublease Amendment.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.
6. The resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

Berto Guerra, Jr., Chairman

ATTEST:

Ernesto Arrellano, Jr., Secretary

Attachment:
I Sublease Amendment
AMENDMENT TO SHOPPING CENTER SUBLEASE

THIS AMENDMENT TO SHOPPING CENTER SUBLEASE (this “Amendment”) is dated effective this 1st day of February, 2016, by and between CPS ENERGY (“Sublessor”), and the San Antonio Water System (Sublessee), with an address of 2800 U.S. Hwy 281 North, San Antonio, Texas 78212

WITNESSETH

WHEREAS, Sublessor and TCP Las Palmas Partners, LTD., successor in interest to Coscan Commercial Limited Partnership, entered into a Shopping Center Lease dated the 22nd day of November, 1993, and amended said Lease by First Amendment to Shopping Center Lease dated May 27, 1997, by Second Amendment to Shopping Center Lease dated August 27, 1997, by Third Amendment to Shopping Center Lease dated January 15, 1998, by Fourth Amendment to Shopping Center Lease dated December 28, 2004, by Fifth Amendment to Shopping Center Lease dated October 24, 2007, by Sixth Amendment to Shopping Center Lease dated March 22, 2011, and by Seventh Amendment to Shopping Center Lease dated February 15th, 2016 (hereinafter collectively referred to as “Shopping Center Lease”), for the following described property (“Premises”) located in the City of San Antonio, County of Bexar, State of Texas:

Approximately 17,421 square feet located in Suite 406, 803 Castroville Road, San Antonio, Texas 78237 being a part of land out of Lot 1, 2 and Lot 4, N.C.B 11250, Las Palmas Subdivision Unit 2, as recorded in Volume 3050, Page 101 and Volume 4400, Page 225 of the Deed and Plat Records of Bexar County, Texas;

WHEREAS, the parties entered into Shopping Center Sublease dated May 15, 2005, and amended on March 18, 2011, January 26, 2012, and January 24, 2013 (Sublease”), whereby Sublessor subleased from Sublessor the following described property located in the City of San Antonio, County of Bexar, State of Texas, to-wit:

Approximately 2,857 square feet located in Suite 406, 803 Castroville Road, San Antonio, Texas 78237 being a part of land out of Lot 1, 2 and Lot 4, N.C.B 11250, Las Palmas Subdivision Unit 2, as recorded in Volume 3050, Page 101 and Volume 4400, Page 225 of the Deed and Plat Records of Bexar County, Texas (see attached Exhibit “A” for description); and

WHEREAS, it is the mutual desire of the parties hereto to modify and amend said Sublease.

NOW THEREFORE, for and in consideration for the Base Rent stated herein, Sublessor and Sublessee do hereby renew and amend said Sublease, effective with exhibits and covenants as contained in said Sublease, save and except as follows:

A. Sublease Term: The “Sublease Term”, is hereby amended to add an additional period of thirty-six (36) months commencing on February 1, 2016 and expiring on January 31, 2019.

B. Base Rent: The “Base Rent”, is hereby amended to provide for twenty-four payments at $2,822.00 per month from February 1, 2016 through January 31, 2018. Sublessee shall have up to sixty (60) days from the date of Sublessee execution to make any back payment for the Base Rent (to the extent not already paid by Sublessee) for the period beginning February 1, 2016. The rent will increase for 12 months to $2880.00 per month from February 1, 2018 through January 31, 2019.

C. Sublessee’s pro rata share of maintenance and utility expense shall not exceed $16,000.00 annually from February 1, 2016 through January 31, 2019.

D. Sublessor is not responsible for making any Leasehold Improvements or providing funds for Leasehold Improvements for the extended Lease Term.

E. All terms, covenants, obligations and conditions in the Sublease, not superseded or amended by any provisions in this Amendment shall remain in full force and effect as originally written in the Sublease.

Amendment to Sublease
This Amendment shall be binding on the parties hereto, their heirs, successors, administrators and assigns.

**IN WITNESS WHEREOF**, the parties hereto have executed this Amendment to Sublease Agreement as of the date hereinabove set forth.

**SUBLESSOR:**
CPS Energy

______________________________
John L. Benedict
Vice President/ Real Estate
Date: _________________________

**SUBLESSEE:**
San Antonio Water System

______________________________
Nancy Belinsky
Vice President / General Counsel
Date: _________________________

**Consent of Landlord**
Landlord consents to this Amendment by and between Sublessor and Sublessee

**Landlord:**
TCP Las Palmas Partners, LTD
By: TCP Las Palmas, Inc
It’s General Partner

______________________________
Name:________________________
Title:________________________
TO: San Antonio Water System Board of Trustees

FROM: Bruce A. Haby, Manager, Corporate Real Estate, and Nancy Belinsky, Vice President and General Counsel

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AUTHORIZATION TO PURCHASE THREE PERMANENT SEWER LINE EASEMENTS FOR W-31 IH-10: BOERNE STAGE ROAD TO OLD FREDERICKSBURG PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the purchase of three permanent sewer line easements (the “Easements”) containing approximately 0.532 acres in the aggregate for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project (the “Project”). It also authorizes the expenditure of $365,278.00 for the Easements.

- The Project was identified in the Comprehensive Wastewater Master Plan developed by the San Antonio Water System (SAWS) Master Planning Division. The mains are in poor condition due to deterioration and lack sufficient capacity to handle future sewer flows due to growth and flows due to inflow and infiltration during peak storm events.

- The Project will replace the existing Falcon Center Lift Station (LS #169) and Woodland Hills Lift Station (LS #232), approximately 1.2 miles of 10-inch force main and approximately 2 miles linear feet of 12-inch force main in the Western Sewershed along Interstate Highway 10 between Boerne Stage Road and Old Camp Bullis Road with a 33-inch, 36-inch and 42-inch sanitary sewer gravity main. Inflow and Infiltration contributes to the need to complete the Project.

- SAWS requires the acquisition of the Easements located along IH-10, between Camp Bullis Road and Dominion Drive, Bexar County, Texas for the construction of the Project.

- The property on which the Easements are located is owned by NuStar Logistics, LP, a Delaware limited partnership (the “Owner”).

- SAWS initial offer of $365,278.00 was based on an appraisal dated April 26, 2016. SAWS and the Owner have agreed on the purchase amount of $365,278.00 for the Easements.
Authorization to Purchase Easements for the 
W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The design for this project was initially budgeted in the 2009 Wastewater Core Business, Collection Growth category, CCMA Lift Stations line item. The funding for the acquisition of the Easements will come from the 2014 Wastewater CIP budget, Collection Category, W-31: IH-10 Boerne Stage to Old Fredericksburg item.

The total amount is $365,278.00 for the acquisition of the Easements.

Bruce A. Haby  
Manager, Corporate Real Estate

Nancy Belinsky  
Vice President and General Counsel

APPROVED:

Robert R. Puente  
President/Chief Executive Officer

Attachments:  
I  Project Area Map  
II  Project Site Map
W-31 IH-10: BOERNE STAGE TO OLD FREDERICKSBURG
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM (THE “SYSTEM”) BOARD OF TRUSTEES APPROVING THE ACQUISITION OF THREE PERMANENT SEWER LINE EASEMENTS FROM NUSTAR LOGISTICS, LP, A DELAWARE LIMITED PARTNERSHIP, BEING APPROXIMATELY 0.532 ACRES IN THE AGGREGATE AND LOCATED ALONG IH-10, BETWEEN CAMP BULLIS ROAD AND DOMINION DRIVE, IN THE NORTHWEST QUADRANT OF BEXAR COUNTY, TEXAS, (COLLECTIVELY, THE “EASEMENTS”), IN CONNECTION WITH THE W-31 IH-10: BOERNE STAGE ROAD TO OLD FREDERICKSBURG PROJECT (THE “PROJECT”) IN A TOTAL AMOUNT NOT TO EXCEED $365,278.00; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the System has determined that acquisition of the Easements, being more particularly described and depicted in Attachment I, attached hereto and incorporated herein for all purposes, is necessary for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project; and

WHEREAS, the property on which the Easements are located is owned by NuStar Logistics, LP, a Delaware limited partnership (together with any other party shown on a title search as owning a fee simple interest in said property, the “Owner”); and

WHEREAS, the Owner has agreed to grant the Easements to the System for the sum of $365,278.00; and

WHEREAS, funds in the amount not to exceed $365,278.00 are available in the Project Fund for the purchase of the Easements; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) approve the acquisition of the Easements for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project as herein described, and (ii) authorize the expenditure of funds in an amount not to exceed $365,278.00 for the acquisition of the Easements; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the acquisition of the Easements, in substantially the form attached as Attachment I, for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project, is hereby approved.
2. That the expenditure from the Project Fund in the 2014 Wastewater CIP budget in a total amount not to exceed $365,278.00 for the acquisition of the Easements is hereby approved, made available and is to be expended from the Project Fund.

3. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute all documents necessary to effectuate the acquisition of the Easements and to pay an amount not to exceed $365,278.00 to the Owner for the acquisition of the Easements.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and void as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

6. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016

__________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________
Ernesto Arrellano, Jr., Secretary

Attachment:
I Permanent Easement Agreement
NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER’S LICENSE NUMBER.

PIPELINE EASEMENT AGREEMENT

FOR VALUABLE CONSIDERATION, the receipt of which is hereby acknowledged, the undersigned NuStar Logistics, L.P., a Delaware limited partnership, with an address of 19003 IH 10 West, San Antonio, Texas 78257, herein called GRANTOR (whether one or more), hereby grants and conveys, without warranty of any kind, unto City of San Antonio by and through its San Antonio Water System, herein called GRANTEE, the RIGHT OF WAY and EASEMENT to horizontally drill, construct, install, inspect, maintain, alter, repair, protect, replace, substitute, operate and abandon in place one up to a fifty-four (54") inch below-ground sanitary sewer pipeline and up to two (2) at-grade appurtenant manholes in connection with the said pipeline in, under, through, and across the real property more particularly described on Exhibit “A” and depicted on Exhibit “B” attached hereto and made a part hereof (the “Easement Area”)

TO HAVE AND TO HOLD the aforesaid right of way and easement, together with all and singular the rights and appurtenances thereto in any way belonging, including the right of ingress and egress over the Easement Area for the above stated purposes (collectively, the “Easement”) to Grantee until the use of said Easement shall be abandoned, which shall be deemed to occur upon the failure of Grantee to complete construction of said pipeline across the Easement Area within thirty-six (36) months from the effective date hereof, at the time of which deemed abandonment this Easement shall be automatically released and terminated; provided, however, upon such deemed abandonment, if Grantor shall make written request of Grantee, Grantee shall execute, and deliver to Grantor for recording, a written and recordable instrument evidencing the release and termination of this easement and right of way. In the event the Easement terminates pursuant to its terms, Grantee shall (i) take industry standard precautions to prevent the integrity of said pipeline from failing and subsequent settling of the soil to occur and (ii) remove the two (2) aforementioned manholes and restore the land to as near its original condition as is practicable. Excluded and excepted from this instrument and this conveyance are any and all warranties, express or implied, regarding the Easement Area, including, without limitation, any warranties of title arising by common law or by statute.

Grantor and Grantee agree that Grantee shall at all times have such rights of ingress and egress over said Easement Area, but not over any adjacent Grantor property. Furthermore, Grantee agrees that it shall not use or block access to Grantor’s roads, driveways, or parking areas (save and except any future roads, driveways or parking areas constructed within twenty feet (20’) of Grantee’s manholes) for any construction, maintenance, or corresponding staging activities associated with said pipeline and as said work pertains to the Easement Area.
Grantor reserves the right to use and enjoy the Easement Area for such purposes as do not unreasonably interfere with the Easement. Furthermore, Grantor reserves the right to construct improvements upon the Easement Area including, but not limited to asphalt and/or concrete driveways and parking areas, concrete curbs and underground drainage features, signage, landscaping, and fencing. Grantee shall have a minimum of fifteen feet (15') of cover from current grade to the top of said pipeline.

Notwithstanding the foregoing, Grantee shall take the Easement subject to any and all existing encumbrances within the Easement Area, whether or not said encumbrances are placed of record.

It is expressly agreed by Grantee that upon completion of the initial installation of the pipeline and appurtenances or subsequent construction, maintenance, repair, modification, inspection, or replacement thereof, Grantee shall promptly restore the surface of Grantee’s land to as near its original condition as is practicable. Grantee will promptly reimburse Grantor, or its designated agent or tenant as their respective interests may appear, for damages to any improvements including, but not limited to asphalt and/or concrete driveways and parking areas, concrete curbs and underground drainage features, signage, landscaping, and fencing caused by Grantee’s exercise of its rights hereunder, whether in connection with the initial installation of the pipeline and appurtenances or subsequent construction, maintenance, repair, modification, inspection, or replacement thereof.

Except in the event of an emergency, Grantee shall notify Grantor, at least ten (10) days prior to construction or other work within the Easement Area as to (i) the scope of work, (ii) the identity of the contractor who will be performing such work, and (iii) the length of time to complete such work. Grantee shall at all times during the term of this agreement comply with the requirements attached to this agreement as Exhibit “C” attached hereto and incorporated herein.

TO THE GREATEST EXTENT ALLOWED BY LAW AND AS MATERIAL CONSIDERATION FOR THE GRANT OF THE RIGHTS CONTAINED HEREIN, GRANTEE ACCEPTS THE EASEMENT AREA IN ITS AS IS, WHERE IS AND WITH ALL FAULTS CONDITION, AND EXPRESSLY WITHOUT ANY WARRANTIES, REPRESENTATIONS, OR GUARANTEES, EITHER EXPRESS OF IMPLIED, OF ANY KIND, NATURE OR TYPE WHATSOEVER, FROM OR ON BEHALF OF GRANTOR. Grantee acknowledges and agrees that Grantor shall have no duty to improve, repair or maintain the Easement Area.

It is not a waiver of or consent to default if the nondefaulting party fails to declare immediately a default or delays in taking any action. Pursuit of any remedies for breach of this agreement does not preclude pursuit of any other remedies available at law or in equity, provided, however, except as expressly provided in this agreement for deemed abandonment or failure to construct, Grantor shall not have the right to terminate this easement for a default. This agreement contains the complete agreement of the parties and cannot be varied except by written agreement of the parties. The parties agree that there are no oral agreements, representations, or warranties that are not expressly set forth in this agreement. If any provision in this agreement is for any reason unenforceable, to the extent the unenforceability does not destroy the basis of the bargain among the parties, the unenforceability will not affect any other provision hereof, and this agreement
will be construed as if the unenforceable provision had never been a part of the agreement. Whenever context requires, the singular includes the plural and neuter includes the masculine or feminine gender, and vice versa. This agreement will not be construed more or less favorably between the parties by reason of authorship or origin of language. All obligations that survive the termination or expiration of an agreement by their nature shall survive the expiration or termination of this agreement, including, but not limited to all restoration obligations as well as all release obligations.

This agreement may not be assigned in whole or in part, except with the written consent of Grantor, which consent will not be unreasonably withheld, conditioned or delayed. Notwithstanding the foregoing, with written notice to Grantor, no such written consent shall be required for an assignment of this agreement by Grantee to a successor of Grantee, whether private, governmental or quasi-governmental.

This agreement and the terms, conditions, and provisions of this agreement shall extend to and be binding upon the heirs, devisees, executors, administrators, successors and assigns of the parties hereto.

This agreement may be executed in multiple counterparts with the same effect as if all signatory parties had signed the same document. All counterparts will be construed together and will constitute one and the same instrument.

NOTWITHSTANDING ANYTHING CONTRARY CONTAINED HEREIN, GRANTEE SHALL BE LIABLE FOR ALL ACTS AND OMISSIONS AND DAMAGES AND LIABILITIES OCCASIONED BY GRANTEE AND ITS CONTRACTORS, SUBCONTRACTORS AND AGENTS, INCLUDING, BUT NOT LIMITED TO, CLAIMS FOR DAMAGES LOSS AND/OR EXPENSES DUE TO ENVIRONMENTAL CONTAMINATION, BODILY INJURY OR DEATH AND INJURY OR DESTRUCTION OF TANGIBLE PERSONAL PROPERTY. TO THE FULLEST EXTENT ALLOWED BY LAW AND THE CONSTITUTION OF THE STATE OF TEXAS, WITHOUT CREATION OF A SINKING FUND, GRANTEE SHALL DEFEND, INDEMNIFY AND HOLD HARMLESS GRANTOR FROM ANY AND ALL DAMAGE OR DISRUPTION TO THE EXISTING INFRASTRUCTURE RESULTING FROM THE ACTS OR OMISSIONS OF GRANTEE AND ITS CONTRACTORS, SUBCONTRACTORS AND AGENTS.

[THE REST OF THIS PAGE LEFT BLANK INTENTIONALLY]
Executed on the dates of the acknowledgments below, to be effective as of ________, 2016.

GRANTOR:

By: NuStar Logistics, L.P., a Delaware limited partnership

By: NuStar GP, Inc., its general partner

Name: ____________
Printed Name: Carin Hoch
Title: Vice President

STATE OF TEXAS

COUNTY OF BEXAR

This instrument was acknowledged before me on this _____ day of ____________, 2016, by Carin Hoch, Vice President of NuStar GP, Inc., a Delaware corporation, general partner of NuStar Logistics, L.P., a Delaware limited partnership, on behalf of said limited partnership.

Notary Public Signature
GRANTEE:

By: City of San Antonio by and through its
SAN ANTONIO WATER SYSTEM

Name: ________________________________________
Printed Name: __________________________________
Title: ________________________________________

STATE OF TEXAS §

COUNTY OF BEXAR §

Before me, the undersigned notary public, on this day personally appeared ____________________,
known to me (or proved to me on the oath of ___________________ or through
____________________ (description of identity card or other document)) to be the person whose
name is subscribed to the foregoing instrument and acknowledged to me that s/he executed the
same for the purposes and consideration therein expressed.

(Seal) Given under my hand and seal of office this ______ day of ____________, A.D.,
______.

________________________________________
Notary Public, State of Texas
My Commission Expires: ____________________
Exhibit “A”

See attached metes and bounds description
EXHIBIT A-1

MACIAS & ASSOCIATES, L.P.
LAND SURVEYORS

FIELD NOTES
FOR A 0.059 ACRE (2,572 SQUARE FOOT)
SANITARY SEWER EASEMENT

A 0.059-ACRE (2,572 SQUARE FOOT) TRACT OF LAND IN THE HENRY WAGENFUHR SURVEY NO. 429, ABSTRACT NO. 817 IN BEXAR COUNTY, TEXAS, BEING OUT OF LOT 8, BLOCK 5, THE RIM, UNIT 14, NEW CITY BLOCK 14747, RECORDED IN VOLUME 9611, PAGE 113 OF THE DEED AND PLAT RECORDS OF BEXAR COUNTY, TEXAS, HAVING BEEN CONVEYED TO NUSTARLOGISTICS, LP BY SPECIAL WARRANTY DEED EXECUTED FEBRUARY 16, 2010 AND RECORDED IN VOLUME 14368, PAGE 1390 (DOCUMENT NO. 20100027727) OF THE OFFICIAL PUBLIC RECORDS OF BEXAR COUNTY, TEXAS; SAID 0.059-ACRE TRACT AS SHOWN ON THE ACCOMPANYING SKETCH, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on a 60d nail set in the southerly boundary line of the said Lot 8, Block 5 of The Rim, Unit-14, same being the northerly boundary line of Lot 15, Block 5. The Rim, Unit-16 MPCI, New City Block 14747, recorded in Volume 9646, Page 175 of the Deed and Plat Records of Bexar County, Texas, being also in the easterly boundary line of an Off-Site Variable Width Drainage and Utility Easement recorded in Volume 9611, Page 113 of said Deed and Plat Records, said 60d nail having Texas State Plane Grid Coordinate (South Central Zone-4204, NAD83/HARN U.S. Survey Feet,) values of N=13,772,745.93, E=2,093,344.75, for the southwest corner and POINT OF BEGINNING of this tract, from which a Texas Department of Transportation Type II brass disk monument (only the brass stem remains) in concrete, 154.46 feet left of TxDOT Engineers Centerline PC Station 611+21.34, found on a point in the easterly right-of-way line of Interstate Highway 10 (right-of-way width varies), bears S73°48′41″W a distance of 13.88 feet to a calculated point in said easterly right-of-way line of Interstate Highway 10, being the southwest corner of said Lot 8, Block 5 and the northwest corner of said Lot 15, Block 5, from which a 1/2-inch iron rod with plastic cap stamped “PAPE-DAWSON” bears S73°48′41″W a distance of 0.48 feet and continuing with said easterly right-of-way line, same being the westerly boundary line of said Lot 15, Block 5, S16°11′25″E a distance of 30.62 feet;
EXHIBIT A-1

THENCE departing said northerly boundary line of Lot 15, Block 5, through the interior of said Lot 8, Block 5, with said easterly boundary line of the Drainage and Utility Easement, N16°10'45"W for a distance of 288.98 feet to a 60d nail set on an angle point in said Drainage and Utility Easement, for the northwest corner of this tract, from which a magnetic nail with shiner stamped “PAPE-DAWSON” bears S73°48'41"W a distance of 15.94 feet to a calculated point in said easterly right-of-way line, same being the westerly boundary line of Lot 8, Block 5, with said easterly right-of-way line, same being the westerly boundary line of Lot 8, Block 5, N16°11'15"W a distance of 195.36 feet to a calculated point being the northwest corner of Lot 8, Block 5 and S73°48'41"W a distance of 0.47 feet;

THENCE continuing through said interior of Lot 8, Block 5, with said easterly boundary line of the Drainage and Utility Easement, N73°28'16"E for a distance of 9.13 feet to a 60d nail set for the northeast corner of this tract;

THENCE departing said easterly boundary line of the Drainage and Utility Easement, continuing through said interior of Lot 8, Block 5, S16°05'17"E a distance of 289.04 feet to a 60d nail set in said southerly boundary line of Lot 8, Block 5, same being said northerly boundary line of Lot 15, Block 5, for the southeast corner of this tract;

THENCE with said southerly boundary line of Lot 8, Block 5, same being said northerly boundary line of Lot 15, Block 5, S73°48'41"W for a distance of 8.67 feet to the POINT OF BEGINNING and containing 0.059 acre (2,572 square feet) of land.

BEARING BASIS NOTE

All coordinates and bearings refer to the Texas State Plane Coordinate System, South Central Zone (4204), Geoid 2009, North American Datum of 1983/HARN and are based on the use of the Leica Virtual Reference System (VRS) Network for San Antonio, Texas. Texas Department of Transportation monuments identified as Geodetic Control Station “J5” and Geodetic Control Station “Z0150693” in Bexar County, Texas were used to verify coordinates.

SURVEYOR’S NOTE

The easterly right-of-way line of Interstate Highway 10 was determined through the use of Texas Department of Transportation Type II brass disk monuments in concrete located during the on-the-ground portion of this survey as they relate to the record right-of-way line appearing on State of Texas Department of Transportation, Plans of Proposed Right of Way Project, I.H. 10, Bexar County, R.O.W. C.S.J.: 0072-08-124, Limits: South of Dominion Drive to South of Camp Bullis Road, Final Map dated October 5, 2006 and Final Approval March 19, 2009.

5410 South 1st Street • Austin, Texas 78745 • (512) 442-7875 • Fax (512) 442-7876 • w w w . m a c i a s w o r l d . c o m
EXHIBIT A-1

THE STATE OF TEXAS §

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TRAVIS §

That I, Carmelo L. Macias, a Registered Professional Land Surveyor, do hereby state that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this 11th day of February, 2015, A.D.

Macias & Associates, L.P.
5410 South 1st Street
Austin, Texas 78745
512-442-7875

Carmelo L. Macias
Registered Professional Land Surveyor
No. 4333 – State of Texas

REFERENCES
BCAD PROPERTY ID NO. 1146924
MACIAS & ASSOCIATES, L.P., PROJECT NO. 431-36-14

5410 South 1st Street • Austin, Texas 78745 • (512) 442-7875 • Fax (512) 442-7876 •
www.maciasworld.com
EXHIBIT A-2
MACIAS & ASSOCIATES, L.P.
LAND SURVEYORS – FIRM NO. 101141-00

SAWS PROJECT:
W 31 IH-10
BOERNE STAGE TO
OLD FREDERICKSBURG
VARIABLE WIDTH
PERMANENT WASTEWATER
EASEMENT
SAWS PARCEL NO. P12-053A
SAWS JOB NO. 09-2502

FIELD NOTES
FOR A 0.277-ACRE (12,085 SQUARE FOOT)
VARIABLE WIDTH WASTEWATER EASEMENT

A 0.277-ACRE (12,085 SQUARE FOOT) TRACT OF LAND IN THE HENRY
WAGENFUHR SURVEY NO. 429, ABSTRACT NO. 817 IN BEXAR COUNTY,
TEXAS, BEING OUT OF LOT 14, BLOCK 5, THE RIM, UNIT-15 MPCD, NEW
CITY BLOCK 14747, RECORDED IN VOLUME 9646, PAGE 127 OF THE DEED
AND PLAT RECORDS OF BEXAR COUNTY, TEXAS, SAID LOT 14, BLOCK 5
HAVING BEEN CONVEYED TO NUSTAR LOGISTICS, LP BY SPECIAL
WARRANTY DEED EXECUTED APRIL 15, 2013, DESCRIBED AS TRACT 1
(3.796 ACRES) AND RECORDED IN VOLUME 16052, PAGE 1637 (DOCUMENT
NO. 20130074220) OF THE OFFICIAL PUBLIC RECORDS OF BEXAR COUNTY,
TEXAS; SAID 0.277-ACRE TRACT AS SHOWN ON THE ACCOMPANYING
SKETCH, BEING MORE PARTICULARLY DESCRIBED BY METES AND
BOUNDS AS FOLLOWS:

BEGINNING on a 60d nail set in the interior of the above-described Lot 14, Block 5, being a
point in the curving easterly boundary line of an Off-Site Variable Width Drainage and Utility
Easement shown on said plat of The Rim, Unit-14, recorded in Volume 9611, Page 113 of the
Deed and Plat Records, having Texas State Plane Grid Coordinate (South Central Zone-4204,
NAD83, U.S. Survey Feet,) values of N=13,772,148.23, E=2,093,604.61 for the southwest
corner of this tract, from which a Texas Department of Transportation Type II brass disk
monument in concrete, 224.08 feet left of TXDOT Engineers Centerline PT Station 617+71.51,
found on a point in the easterly right-of-way line of Interstate Highway 10 (right-of-way width
varies), bears S29°41'14"E a distance of 18.28 feet to a calculated point on the south line of said
Lot 14, Block 5, S89°42'17"W a distance of 18.00 feet to a calculated point in said curving
easterly right-of-way line of Interstate Highway 10, being the southwest corner of said Lot 14,
Block 5 and the northwest corner of Lot 13, Block 5 of said The Rim, Unit-15 MPCD, from said
calculated southwest corner, a ½-inch iron rod with a plastic cap stamped “PAPE-DAWSON”
EXHIBIT A-2

bears S89°42’17”W a distance of 0.28 feet, continuing with said curving easterly right-of-way line with the arc of a curve to the left having a radius of 2,341.83 feet, an arc length of 12.40 feet and a chord which bears S31°53’39”E a distance of 12.40 feet;

THENCE through said interior of Lot 14, Block 5, with said curving east boundary line of the existing Off-site Variable Width Drainage & Utility Easement, with the arc of a curve to the right having radius 2,325.83 feet, an arc length of 403.20 feet, a delta angle of 09°55’57” and a chord which bears N26°34’06”N a distance of 402.69 feet to a 60d nail set in the northerly boundary line of said Lot 14, Block 5, same being the southerly boundary line of Lot 15, Block 5, The Rim Unit-16 MPCD recorded in Volume 9646, Page 175 of said Deed and Plat Records of Bexar County, Texas, for the northwest corner of this tract, from which a ½-inch iron rod with a plastic cap stamped “PAPE-DAWSON” found at the northeast corner of said Lot 14, Block 5 and the southwest corner of said Lot 15, Block 5, bears S68°18’46”W a distance of 15.98 feet;

THENCE with said northerly boundary line of Lot 14, Block 5, same being said southerly boundary line of Lot 15, Block 5, N68°18’46”E for a distance of 26.82 feet to a 60d nail set for the northeast corner of this tract;

THENCE departing said southerly boundary line of Lot 15, Block 5, through the interior of Lot 14, Block 5, the following five (5) courses and distances:

1) S23°15’46”E for a distance of 257.60 feet to a 60d nail set for an angle point of this tract;

2) N60°45’08”E for a distance of 30.12 feet to a 60d nail set for an angle point of this tract;

3) S27°36’40”E for a distance of 100.00 feet to a 60d nail set for an angle point of this tract;

4) S62°23’20”W for a distance of 33.90 feet to a 60d nail set for an angle point of this tract;

5) S27°35’07”W for a distance of 49.37 feet to a 60d nail set in the northerly boundary line of said Off-Site Variable Width Drainage and Utility Easement, for the southeast corner of this tract;

THENCE continuing through said interior of Lot 14, Block 5, with said northerly boundary line of the Off-Site Variable Width Drainage and Utility Easement, S89°42’17”W for a distance of 12.01 feet to the POINT OF BEGINNING and containing 0.277 acre (12,085 square feet) of land.
EXHIBIT A-2

BEARING BASIS NOTE
All coordinates and bearings refer to the Texas State Plane Coordinate System, South Central Zone (4204), Geoid 2009, North American Datum of 1983 and are based on the use of the Leica Virtual Reference System (VRS) Network for San Antonio, Texas. Texas Department of Transportation monuments identified as Geodetic Control Station “JS” and Geodetic Control Station “Z0150693” in Bexar County, Texas were used to verify coordinates.

SURVEYOR’S NOTE
The easterly right-of-way line of Interstate Highway 10 was determined through the use of Texas Department of Transportation Type II brass disk monuments in concrete located during the on-the-ground portion of this survey as they relate to the record right-of-way line appearing on State of Texas Department of Transportation, Plans of Proposed Right of Way Project, I.H. 10, Bexar County, R.O.W. C.S.J.: 0072-08-124, Limits: South of Dominion Drive to South of Camp Bullis Road, Final Map dated October 5, 2006 and Final Approval March 19, 2009.

THE STATE OF TEXAS

COUNTY OF TRAVIS

KNOW ALL MEN BY THESE PRESENTS:

That I, Jackie Lee Crow, a Registered Professional Land Surveyor, do hereby state that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this 30th day of November, 2015, A.D.

Macias & Associates, L.P.
5410 South 1st Street
Austin, Texas 78745
512-442-7875

Jackie Lee Crow
Registered Professional Land Surveyor
No. 5209 – State of Texas

REFERENCES
BCAD PROPERTY ID NO. 1181876
MACIAS & ASSOCIATES, L.P., PROJECT NO. 431-39-15
EXHIBIT A-3

MACIAS & ASSOCIATES, L.P.
LAND SURVEYORS – FIRM NO. 101141-00

SAWS PROJECT:
W 31 IH-10
BOERNE STAGE TO
OLD FREDERICKSBURG
VARIABLE WIDTH
PERMANENT WASTEWATER
EASEMENT
SAWS PARCEL NO. P12-053B
SAWS JOB NO. 09-2502

FIELD NOTES
FOR A 0.196-ACRE (8,546 SQUARE FOOT)
VARIABLE WIDTH PERMANENT WASTEWATER EASEMENT

A 0.196-ACRE (8,546 SQUARE FOOT) TRACT OF LAND IN THE HENRY
WAGENFUHR SURVEY NO. 429, ABSTRACT NO. 817 IN BEXAR COUNTY,
TENNESSEE, BEING OUT OF LOT 15, BLOCK 5, THE RIM, UNIT-16 MPCD, NEW
CITY BLOCK 14747, RECORDED IN VOLUME 9646, PAGE 175 OF THE DEED
AND PLAT RECORDS OF BEXAR COUNTY, TEXAS, SAID LOT 15, BLOCK 5
HAVING BEEN CONVEYED TO NUSTAR LOGISTICS, LP BY SPECIAL
WARRANTY DEED EXECUTED APRIL 15, 2013, DESCRIBED AS TRACT 2
(1.307 ACRES) AND RECORDED IN VOLUME 16052, PAGE 1637 (DOCUMENT
NO. 20130074220) OF THE OFFICIAL PUBLIC RECORDS OF BEXAR COUNTY,
TEXAS; SAID 0.196-ACRE TRACT AS SHOWN ON THE ACCOMPANYING
SKETCH, BEING MORE PARTICULARLY DESCRIBED BY METES AND
BOUNDS AS FOLLOWS:

BEGINNING on a 60d nail set in the northerly boundary line of the said Lot 15, Block 5 of The
Rim, Unit-16 MPCD, same being the southerly boundary line of Lot 8, Block 5, The Rim, Unit-
14, New City Block 14747, recorded in Volume 9611, Page 113 of the Deed and Plat Records of
Bexar County, Texas, being also in the east boundary line of an Off-Site Variable Width
Drainage and Utility Easement shown on said plat of The Rim, Unit-16 MPCD recorded in
Volume 9611, Page 113 of the Deed and Plat Records, said 60d nail having Texas State Plane
Grid Coordinate (South Central Zone-4204, NAD83 U.S. Survey Feet,) values of
N=13,772,745.93, E=2,093,344.75 for the northwest corner of this tract, from which a Texas
Department of Transportation Type II brass disk monument (only the brass stem remains) in
concrete, 154.46 feet left of TXDOT Engineers Centerline PC Station 611+21.34, found on a
point in the easterly right-of-way line of Interstate Highway 10 (right-of-way width varies), bears
S73°48′41″W a distance of 16.36 feet to a calculated point in said easterly right-of-way line of
Interstate Highway 10, being the northwest corner of said Lot 15, Block 5 and the southwest
corner of said Lot 8, Block 5, from said calculated northwest corner a ½-inch iron rod with a
EXHIBIT A-3

plastic cap stamped "PAPE-DAWSON" bears S73°48'41"W a distance of 0.48 feet and continuing with said easterly right-of-way line, same being the westerly boundary line of said Lot 15, Block 5, S16°11'25"E a distance of 30.62 feet;

THENCE departing said easterly boundary line of the Off-Site Variable Width Drainage and Utility Easement, with said northerly boundary of Lot 15, Block 5, same being said southerly boundary line of Lot 8, Block 5, N73°48'41"E for a distance of 51.04 feet to a 60d nail set for the northeast corner of this tract;

THENCE departing said southerly boundary line of Lot 8, Block 5, through the interior of said Lot 15, Block 5, the following three (3) courses and distances:

1) S16°11'19"E for a distance of 100.00 feet to a 60d nail set for an angle point this tract;

2) S72°04'20"W for a distance of 32.21 feet to a 60d nail set for an angle point this tract;

3) S23°15'46"E for a distance of 147.92 feet to a 60d nail set in the southerly boundary line of said Lot 15, Block 5, same being the northerly boundary line of Lot 14, Block 5, The Rim, Unit-15 MPCD, New City Block 14747, recorded in Volume 9646, Page 127 of said Plat and Deed Records, for the southeast corner of this tract;

THENCE with said southerly boundary line of Lot 15, Block 5, same being said northerly boundary line of Lot 14, Block 5, S68°18'46"W for a distance of 26.82 feet to a 60d nail set in said east boundary line of the Off-Site Variable Width Drainage and Utility Easement shown on the plat of The Rim, Unit-16 MPCD recorded in Volume 9611, Page 113 of the Deed and Plat Records, for the southwest corner of this tract, from which a Texas Department of Transportation Type II brass disk monument in concrete, 224.08 feet left of TXDOT Engineers Centerline PC Station 617+71.51, found on a point in the easterly right-of-way line of Interstate Highway 10, bears S68°18'46"W a distance of 16.36 feet to a 1/2-inch iron rod with plastic cap stamped "PAPE-DAWSON" found in the curving easterly right-of-way line of Interstate Highway 10, being the southwest corner of said Lot 15, Block 5 and the northwest corner of said Lot 14, Block 5 and with said curving right-of-way line with the arc of a curve to the left having a radius of 2,341.83 feet, an arc distance of 427.24 feet and a chord which bears S26°52'45"E a distance of 426.65 feet;

THENCE departing said northerly boundary line of Lot 14, Block 5, with said east boundary line of the Off-Site Variable Width Drainage and Utility Easement, through said interior of Lot 15, Block 5, with the arc of a curve to the right having a radius of 2,325.83 feet, an arc distance of 220.42 feet, a delta angle of 05°25'48" and a chord which bears N18°53'13"W a distance of 220.34 feet to a 60d nail set at a point of tangency;

THENCE N16°10'46"W for a distance of 30.25 feet to the POINT OF BEGINNING and containing 0.196 acre (8,546 square feet) of land.

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EXHIBIT A-3

BEARING BASIS NOTE

All coordinates and bearings refer to the Texas State Plane Coordinate System, South Central Zone (4204), Geoid 2009, North American Datum of 1983 and are based on the use of the Leica Virtual Reference System (VRS) Network for San Antonio, Texas. Texas Department of Transportation monuments identified as Geodetic Control Station “J5” and Geodetic Control Station “Z0150693” in Bexar County, Texas were used to verify coordinates.

SURVEYOR’S NOTE

The easterly right-of-way line of Interstate Highway 10 was determined through the use of Texas Department of Transportation Type II brass disk monuments in concrete located during the on-the-ground portion of this survey as they relate to the record right-of-way line appearing on State of Texas Department of Transportation, Plans of Proposed Right of Way Project, I.H. 10, Bexar County, R.O.W. C.S.J.: 0072-08-124, Limits: South of Dominion Drive to South of Camp Bullis Road, Final Map dated October 5, 2006 and Final Approval March 19, 2009.

THE STATE OF TEXAS §

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TRAVIS §

That I, Jackie Lee Crow, a Registered Professional Land Surveyor, do hereby state that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this 25th day of November, 2015, A.D.

Macias & Associates, L.P.
5410 South 1st Street
Austin, Texas 78745
512-442-7875

Jackie Lee Crow
Registered Professional Land Surveyor
No. 5209 – State of Texas

REFERENCES

BCAD PROPERTY ID NO. 1182958
MACIAS & ASSOCIATES, L.P., PROJECT NO. 431-39-15

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Exhibit “B”

See attached depiction of Easement Area
NOTES:

This survey was performed without the benefit of a title report. Record information on this drawing is based on a public records search by the surveyor and may not include all easements or instruments pertaining to this property.

All coordinates and bearings refer to the Texas State Plane Coordinate System, South Central Zone (4204) Geoid 2009, North American Datum of 1983/HARN and are based on use of the Leica Virtual Reference System (VRS) network for San Antonio, Texas. Texas Department of Transportation monuments identified as geodetic control station "JS" and geodetic control station "Z0150693" in Bexar County, Texas, were used to verify coordinates.

STATE OF TEXAS

COUNTY OF TRAVIS

I hereby certify that this field note description was prepared from the results of an actual survey made on the ground under my supervision and that it is true and correct to the best of my knowledge.

CARMELO L. MACIAS
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 4333 - STATE OF TEXAS
EXHIBIT B-2

SKETCH TO ACCOMPANY LEGAL DESCRIPTION

PROJECT LEGEND

- ▲ 600 NAIL SET
- ○ 1/2" IRON ROD WITH PLASTIC CAP STAMPED "AS NOTED" FOUND
- ☡ CHISELED "X" IN CONCRETE FOUND (UNLESS NOTED OTHERWISE)
- ☐ TSS DOT TYPE II BRASS DISK MONUMENT IN CONCRETE FOUND
- ▲ MAG NAIL WITH SHINER STAMPED "AS NOTED" FOUND
- ● 1/2" IRON ROD FOUND
- △ CALCULATED POINT

R.O.W. RIGHT-OF-WAY
VOL., PG. VOLUME, PAGE
DOC. NO. DOCUMENT NUMBER
D.P.R.B.C.TX. DEED AND PLAT RECORDS OF BEARX COUNTY, TEXAS
D.R.B.C.TX. DEED RECORDS OF BEARX COUNTY, TEXAS
O.P.R.B.C.TX. OFFICIAL PUBLIC RECORDS OF BEARX COUNTY, TEXAS
( ) RECORD INFORMATION
R.C.P. REINFORCED CONCRETE PIPE
C.M.P. CORRUGATED METAL PIPE

BREAK IN SCALE

NOTES:

THIS SURVEY WAS PERFORMED WITHOUT THE BENEFIT OF A TITLE REPORT. RECORD INFORMATION ON THIS DRAWING IS BASED ON A PUBLIC RECORDS SEARCH BY THE SURVEYOR AND MAY NOT INCLUDE ALL EASEMENTS OR INSTRUMENTS PERTAINING TO THIS PROPERTY.

ALL COORDINATES AND BEARINGS REFER TO THE TEXAS STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE (4204) GECID 2009, NORTH AMERICAN DATUM OF 1983 AND ARE BASED ON USE OF THE LEICA VIRTUAL REFERENCE SYSTEM (VRS) NETWORK FOR SAN ANTONIO, TEXAS. TEXAS DEPARTMENT OF TRANSPORTATION MONUMENTS IDENTIFIED AS GEODETIC CONTROL STATION "U5" AND GEODETIC CONTROL STATION "Z0150693" IN BEARX COUNTY, TEXAS, WERE USED TO VERIFY COORDINATES.

STATE OF TEXAS
COUNTY OF TRAVIS

I HEREBY CERTIFY THAT THIS FIELD NOTE DESCRIPTION WAS PREPARED FROM THE RESULTS OF AN ACTUAL SURVEY MADE ON THE GROUND UNDER MY SUPERVISION AND THAT IT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

Jackie Lee Crow

Registered Professional Land Surveyor
NO. 5209 - STATE OF TEXAS

MACIAS & ASSOCIATES, L.P.
LAND SURVEYORS, FIRM NO. 101141-00

5410 SOUTH 1ST STREET
AUSTIN, TEXAS 78745
PH: (512) 442-7875
FAX: (512) 442-7576
EMAIL: WWW.MACIASSURVEY.COM
EXHIBIT B-3

SKETCH TO ACCOMPANY LEGAL DESCRIPTION

NOTES:

THIS SURVEY WAS PERFORMED WITHOUT THE BENEFIT OF A TITLE REPORT. RECORD INFORMATION ON THIS DRAWING IS BASED ON A PUBLIC RECORDS SEARCH BY THE SURVEYOR AND MAY NOT INCLUDE ALL EASEMENTS OR INSTRUMENTS PERTAINING TO THIS PROPERTY.

ALL COORDINATES AND BOUNDARIES REFER TO THE TEXAS STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE (4204) ECRID 2009, NORTH AMERICAN DATUM OF 1983 AND ARE DETERMINED AND BASED ON USE OF THE LEICA VIRTUAL REFERENCE SYSTEM (VRS) NETWORK FOR SAN ANTONIO, TEXAS. TEXAS DEPARTMENT OF TRANSPORTATION MONUMENTS IDENTIFIED AS GEODETIC CONTROL STATION "J5" AND GEODETIC CONTROL STATION "20150893" IN BEAR COUNTY, TEXAS, WERE USED TO VERIFY COORDINATES.

STATE OF TEXAS
COUNTY OF TRAVIS

I HEREBY CERTIFY THAT THIS FIELD NOTE DESCRIPTION WAS PREPARED FROM THE RESULTS OF AN ACTUAL SURVEY MADE ON THE GROUND UNDER MY SUPERVISION AND THAT IT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

Jackie Lee Crow
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 5209 - STATE OF TEXAS

11/25/2015

MACIAS & ASSOCIATES, L.P.
LAND SURVEYORS - FIRM NO. 101141-00
5410 South 1st Street
Austin, Texas 78745
Ph. (512) 442-7875
Fax (512) 442-7876
Email: info@maciasworld.com
### Exhibit “C”

**GRANTOR’S INSURANCE SPECIFICATIONS &
CERTIFICATE OF LIABILITY INSURANCE REQUIREMENTS**

**Minimum Insurance Requirements - Easement**

With respect to rights granted to Grantee herein, and in addition to Grantee’s obligations of indemnification thereunder, Grantee shall, at its sole cost and expense, obtain and maintain the following insurance policies:

<table>
<thead>
<tr>
<th>Policy</th>
<th>Limits</th>
<th>Coverage</th>
</tr>
</thead>
<tbody>
<tr>
<td>Workers’ Compensation</td>
<td>Amount required by Law in each state where Grantee conducts operations.</td>
<td>Must include coverage for alternate employers and borrowed servants, if leased employees will be used. To the extent Grantee’s activities are subject to the Jones Act, the Longshore and Harbor Workers Compensation Act, or the Defense Base Act (collectively, the “Acts”), the Workers’ Compensation policy must be endorsed to cover all liability under any such Acts.</td>
</tr>
<tr>
<td>Stop Gap Employers Liability</td>
<td>$500,000 (each accident or disease)</td>
<td>Required in all states where Workers’ Compensation insurance is a monopolistic state-run system.</td>
</tr>
<tr>
<td>Employer’s Liability</td>
<td>• $500,000 for bodily injury (each accident)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• $500,000 for bodily injury by disease (policy limits)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• $500,000 for bodily injury by disease (each employee)</td>
<td></td>
</tr>
<tr>
<td>Commercial General Liability</td>
<td>• $2,000,000 general aggregate limit</td>
<td>Must be written on Insurance Services Office (ISO) Form CG 00 01 12 04 or a substitute form providing equivalent coverage, covering liability arising from premises, operations, personal injury, advertising injury, products/completed operations, and liability assumed under an insured contract (including tort liability of a third party assumed in a business contract).</td>
</tr>
<tr>
<td></td>
<td>• $1,000,000 each occurrence limit (bodily injury/property damage)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• $1,000,000 each occurrence limit (personal injury and advertising injury)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• $2,000,000 aggregate limit (products/completed operations)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• $1,000,000 each occurrence limit (products/completed operations)</td>
<td></td>
</tr>
<tr>
<td></td>
<td>• $1,000,000 any one premises (damage to premises rented to you)</td>
<td></td>
</tr>
<tr>
<td>Business Automobile Liability</td>
<td>$1,000,000 combined single limit (bodily injury/property damage)</td>
<td>Must include coverage for all owned, non-owned and hired vehicles.</td>
</tr>
<tr>
<td>Umbrella/Excess Liability</td>
<td>$10,000,000 each occurrence limit</td>
<td>Must include terms at least as</td>
</tr>
</tbody>
</table>
The Workers' Compensation, Commercial General Liability and Business Automobile Liability policies will, to the fullest extent allowable by Law, include a waiver of subrogation in favor of Grantor, its Affiliates, and each of their respective officers, directors, employees and borrowed servants. The Commercial General Liability policy will (i) include Grantor, its Affiliates, and each of their respective officers, directors, employees and borrowed servants as additional insureds (collectively, the "Grantor Insured Group"); and (ii) be primary and non-contributory with respect to any insurance or self-insurance maintained by Grantor. Any additional insured endorsement may be either specific to the Grantor Insured Group or "blanket" or "automatic" (i.e., addressing any person or entity), as required by contract. The endorsement must include coverage for "completed operations" if the work involves construction, repairs, or maintenance. Grantee shall provide a copy of the additional insured endorsement to Grantor within 60 days following commencement of construction upon the Easement and within 60 days of each policy renewal.

Notwithstanding any of the foregoing, Grantee may elect to self-insure the coverages outlined in this section, and in such event, no certificates of insurance for such self-insurance shall be required by Grantee.

**Workers' Compensation and Employers Liability**
Grantee may elect to self-insure for Workers' Compensation and Employers Liability if these requirements are met. Grantee shall:

1. Provide, if requested, a copy of the Certificate of Authority to Self-Insure Workers' Compensation obligations issued by the state in which the operations are to be performed or the employer's state of hire.
2. obtain Workers' Compensation and Employers Liability insurance immediately if the state rescinds the Certificate of Authority.
3. waive any right of recovery against NuStar, excluding gross negligence.

The option to self-insure Workers' Compensation and Employers Liability is specific to Grantee and does not extend to contractors Grantee may hire.

**Automobile Liability**
Grantee may elect to self-insure for Automobile Liability. To the extent Grantee elects to self-insure, any deductibles and any self-insurance coverage or retention shall be treated as if they were insurance coverage or an insurance policy, and Grantor shall have the same benefits and protection from the Grantee as if insurance coverage had been obtained for that amount.

The option to self-insure Automobile Liability is specific to Grantee and does not extend to subcontractor Grantee may hire.

**Commercial General Liability, Umbrella/Excess Liability**
Grantee may elect to self-insure for Commercial General Liability, Umbrella/Excess Liability. To the extent Grantee elects to self-insure, any deductibles and any self-insurance coverage or retention shall be treated as if they were insurance coverage or an insurance policy, and Grantor shall have the same benefits and protection from the Grantee as if insurance coverage had been obtained for that amount.

The option to self-insure Commercial General Liability, Umbrella/Excess Liability is specific to Grantee and does not extend to subcontractors Grantee may hire.

Grantee covenants and agrees to require its general contractors:
(A) maintain the insurance coverages and limits required hereby and any additional insurance and/or bonds required by law (i) beginning not later than commencement of construction upon the Easement until two years following completion of construction associated with this Easement, if a "claims-made" policy is maintained, the retroactive date must precede the date of commencement of Work under this Easement;

(B) require general contractors who may perform construction under this Easement to maintain coverages, requirements, and limits at least as broad as those listed in this Exhibit (excluding any Umbrella/Excess Liability requirements, which shall not be required) from the time when the contractors begin work, throughout the term of the contractors' work and, with respect to any coverage maintained on a "claims-made" policy, for two (2) years following completion of the contractor's work;

(C) procure the required insurance from an insurance provider eligible to do business in the state or states where Work will be performed and having and maintaining a Financial Strength Rating of "A-" or better and a Financial Size Category of "VII" or better, as rated in the A.M. Best Key Rating Guide for Property and Casualty Insurance Companies; provided, however, with respect to Workers' Compensation insurance, Grantee may procure such insurance from the state fund of the state where Work is to be performed; and

(D) deliver to Grantee certificates of insurance stating the types of insurance and policy limits, and require contractor or their insurers to provide, at least 30 days prior written notice to Grantee of any cancellation, non-renewal, or reduction in coverage, terms, or limits, and upon receipt of any such notice, Grantee shall promptly forward such notice to Grantor.
TO: San Antonio Water System Board of Trustees

FROM: Bruce A. Haby, Manager, Corporate Real Estate, and Nancy Belinsky, Vice President and General Counsel

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AUTHORIZATION TO PURCHASE TWO PERMANENT SEWER LINE EASEMENTS FOR W-31 IH-10: BOERNE STAGE ROAD TO OLD FREDERICKSBURG PROJECT

Board Action Date: August 2nd, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the purchase of two permanent sewer line easements (the “Easements”) containing approximately 0.528 acres in the aggregate for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project (the “Project”). It also authorizes the expenditure of $349,296.00 for the Easements.

- The Project was identified in the Comprehensive Wastewater Master Plan developed by the San Antonio Water System (SAWS) Master Planning Division. The mains are in poor condition due to deterioration and lack sufficient capacity to handle future sewer flows due to growth and flows due to inflow and infiltration during peak storm events.

- The Project will replace the existing Falcon Center Lift Station (LS #169) and Woodland Hills Lift Station (LS #232), approximately 1.2 miles of 10-inch force main and approximately 2 miles linear feet of 12-inch force main in the Western Sewershed along Interstate Highway 10 between Boerne Stage Road and Old Camp Bullis Road with a 33-inch, 36-inch and 42-inch sanitary sewer gravity main. Inflow and Infiltration contributes to the need to complete the Project.

- SAWS requires the acquisition of the Easements located along IH-10, between Camp Bullis Road and Dominion Drive, Bexar County, Texas for the construction of the Project.

- The property on which the Easements are located is owned by Cromwell Street, LLC, a Texas limited liability Company (the “Owner”).

- SAWS initial offer of $349,296.00 was based on an appraisal dated March 7, 2015. SAWS and the Owner have agreed on the purchase amount of $349,296.00 for the Easements.
Authorization to Purchase Easements for the
W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The design for this project was initially budgeted in the 2009 Wastewater Core Business, Collection Growth category, CCMA Lift Stations line item. The funding for the acquisition of the Easements will come from the 2014 Wastewater CIP budget, Collection Category, W-31: IH-10 Boerne Stage to Old Fredericksburg item.

The total amount is $349,296.00 for the acquisition of the Easements.

Bruce A. Haby  
Manager, Corporate Real Estate

Nancy Belinsky  
Vice President and General Counsel

Robert R. Puente  
President/Chief Executive Officer

Attachments:
I  Project Area Map
II  Project Site Map
SAN ANTONIO WATER SYSTEM
PROJECT SITE MAP
ATTACHMENT II

W-31 IH-10: BOERNE STAGE
TO OLD FREDERICKSBURG

LEGEND

- PROJECT LIMITS
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM (THE “SYSTEM”) BOARD OF TRUSTEES APPROVING THE ACQUISITION OF TWO PERMANENT SEWER LINE EASEMENTS FROM CROMWELL STREET, LLC, A TEXAS LIMITED LIABILITY COMPANY, BEING APPROXIMATELY 0.528 ACRES IN THE AGGREGATE AND LOCATED ALONG IH-10, BETWEEN CAMP BULLIS ROAD AND DOMINION DRIVE, IN THE NORTHWEST QUADRANT OF BEXAR COUNTY, TEXAS, (COLLECTIVELY, THE “EASEMENTS”), IN CONNECTION WITH THE W-31 IH-10: BOERNE STAGE ROAD TO OLD FREDERICKSBURG PROJECT (THE “PROJECT”) IN A TOTAL AMOUNT NOT TO EXCEED $349,296.00; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the System has determined that acquisition of the Easements, being more particularly described and depicted in Attachment I, attached hereto and incorporated herein for all purposes, is necessary for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project; and

WHEREAS, the property on which the Easements are located is owned by Cromwell Street, LLC, a Texas limited liability Company (together with any other party shown on a title search as owning a fee simple interest in said property, the “Owner”); and

WHEREAS, the Owner has agreed to grant the Easements to the System for the sum of $349,296.00; and

WHEREAS, funds in the amount not to exceed $349,296.00 are available in the Project Fund for the purchase of the Easements; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) approve the acquisition of the Easements for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project as herein described, and (ii) authorize the expenditure of funds in an amount not to exceed $349,296.00 for the acquisition of the Easements; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the acquisition of the Easements, in substantially the form attached as Attachment I, for the W-31 IH-10: Boerne Stage Road to Old Fredericksburg Project, is hereby approved.
2. That the expenditure from the Project Fund in the 2014 Wastewater CIP budget in a total amount not to exceed $349,296.00 for the acquisition of the Easements is hereby approved, made available and is to be expended from the Project Fund.

3. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute all documents necessary to effectuate the acquisition of the Easements and to pay an amount not to exceed $349,296.00 to the Owner for the acquisition of the Easements.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if an exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

6. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016

______________________________
Berto Guerra, Jr., Chairman

ATTEST:

______________________________
Ernesto Arrellano, Jr., Secretary

Attachment:
1 Permanent Easement Agreement
NOTICE OF CONFIDENTIALITY RIGHTS: IF YOU ARE A NATURAL PERSON, YOU MAY REMOVE OR STRIKE ANY OR ALL OF THE FOLLOWING INFORMATION FROM ANY INSTRUMENT THAT TRANSFERS AN INTEREST IN REAL PROPERTY BEFORE IT IS FILED FOR RECORD IN THE PUBLIC RECORDS: YOUR SOCIAL SECURITY NUMBER OR YOUR DRIVER'S LICENSE NUMBER.

PERMANENT EASEMENT – SEWER

STATE OF TEXAS

COUNTY OF BEXAR

KNOW ALL MEN BY THESE PRESENTS

THAT, Cromwell Street, LLC, a Texas limited liability company, hereinafter referred to as "Grantee", whether one or more, for and in consideration of the receipt and sufficiency of which are hereby acknowledged, to Grantor in hand paid by the SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES, Bexar County, Texas, has given, granted, sold, conveyed, and dedicated, and by these presents, does give, grant, sell, convey, and dedicate unto the CITY OF SAN ANTONIO, a Texas Municipal Corporation herein referred to as "Grantee" for the use, benefit and control of the said SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES as such and their successors in office appointed by the City Council of the said City of San Antonio as provided in Ordinance No. 75686, adopted at a regular meeting of said council, April 30, 1992, and subject to the terms and provisions of said ordinance, an easement to construct, reconstruct, realign, inspect, patrol, maintain, operate, repair, add, remove and replace one sewer line and facilities, and appurtenances thereto, in, on, over and through the lands located in Bexar County, Texas as follows:

P12-051:
Being 0.510-acre (22,200 sq. ft.) tract of land in in the James H. Cox Survey No. 22, Abstract No. 155, in Bexar County, Texas, being a portion of Lot 4, Block 9, New City Block 14747, North Rim, Unit 2 MPCD, a subdivision recorded in Volume 9684, Page 91 of the Deed and Plat Records of Bexar County, Texas, and having been conveyed to Cromwell Street LLC in a special warranty deed dated December 18, 2014 and recorded in Volume 17019, Page 546 and document Number 20140220650 of the Official Public Records of Bexar County, Texas, and being more particularly described and depicted in Exhibits "A" and "B" attached hereto and made a part hereof (the "Easement Area");

P12-051A:
Being 0.018-acre (780 sq. ft.) tract of land in in the James H. Cox Survey No. 22, Abstract No. 155, in Bexar County, Texas, being a portion of Lot 4, Block 9, New City Block 14747, North Rim, Unit 2 MPCD, a subdivision recorded in Volume 9684, Page 91 of the Deed and Plat Records of Bexar County, Texas, and having been conveyed to Cromwell Street LLC in a special warranty deed dated December 18, 2014 and recorded in Volume 17019, Page 546 and document Number 20140220650 of the Official Public Records of Bexar County, Texas, and being more particularly described and depicted in
Exhibits "C" and "D" attached hereto and made a part hereof (the "Easement Area");

For the purpose of using said Easement Area for any and all things necessary for the construction, reconstruction, realignment, inspection, patrol, maintenance, operation, repair, addition, removal and/or replacement of the line, facilities and appurtenances to be placed within the above described permanent Easement Area. The Grantee expressly agrees that it will remove from said land all surplus material and will, except for the presence of any at-grade and above ground facilities and appurtenances constructed by Grantee, cause said land to be left as nearly as possible in the condition as it existed prior to the construction of said improvements.

Together with the right of ingress and egress over said Easement Area for the purpose of constructing, reconstructing, realigning inspecting, patrolling, maintaining, operating, repairing, adding and removing said line, facilities and appurtenances; the right to relocate said lines, facilities and appurtenances within said Easement Area; the right to remove from said lands all trees and parts thereof; or, subject to the terms hereof, other obstructions, which may interfere with the exercise of the rights granted hereunder; and the right of exercise of all other rights hereby granted; and Grantor expressly covenants and agrees for itself, its legal representatives, successors and/or assigns, that no building or structure of any kind will be placed on said Easement Area and that removal of any building or structure placed on said Easement Area shall be at Grantor expense. This conveyance is made and accepted subject to any and all easements, covenants, rights of way, access rights, conditions and restrictions of record in Bexar County, Texas, which affect the Easement Area, to the extent the same are valid and enforceable.

Contemporaneously with Grantee's initial construction of the sewer line and facilities pursuant to this easement, Grantee shall construct an 8" diameter stub-out (the "Stub-Out") from Grantee's sewer line. The Stub-Out will be located in the approximate location as depicted on Exhibit "E" attached hereto and shall be at approximately 20' depth from current grade. The construction of the Stub-Out is not and shall not be construed as a contract or commitment to provide service. In no event may any connection be made to said sewer line unless and until (i) a contract for service, utility service agreement or such other agreement as may be utilized from time-to-time by the San Antonio Water System has been executed, (ii) impact fees and any other fees or charges for connection or services have been paid in full, (iii) there is confirmation that sufficient available capacity in the sewer line and (iv) any other applicable condition to service have been satisfied to the San Antonio Water System's satisfaction, all in accordance with the forms, fees, policies and procedures in effect at the time the connection is made. This easement and/or construction of the Stub-Out shall not create any vested rights in favor of the Grantor or the land.

Notwithstanding anything herein to the contrary:

A. Grantee specifically acknowledges and agrees the use of the Easement Area shall not be exclusive, but shall be used in common with Grantor, and its successors, assigns, invitees, licensees, agents, employees, and such other and further grantees of easements, licenses and rights over and across the Easement Area as may from time to time exist, provided, however, such other uses shall not materially interfere with Grantee's use of the Easement Area and shall be subject to the provisions of this easement, including the provisions regarding Encroachments set forth hereinbelow.
B. All work performed by or for Grantee on the Easement Area and all improvements constructed and maintained on the Easement Area shall be performed in accordance with all applicable laws, rules, and regulations of any governmental authority, including but not limited to, all applicable laws, rules and regulations regarding the environment, health or safety.

C. Grantee shall give Grantor at least seven (7) days' prior written notice of its initial entry onto the Easement Area for initial construction of Grantee's project.

D. Grantee shall provide Grantor a copy of the written construction schedule before commencing construction on the Easement Area. Within thirty (30) days following Grantee's receipt of final, approved as-built drawings, Grantee shall furnish Grantor with copies of as-built drawings showing the as-installed locations of all installations constructed by or for Grantee in, on, under, through or over any portions of the Easement Area.

E. Grantee covenants that: (1) after construction or any activity in, on, under, through or over the Easement Area, Grantee shall restore the general elevations and contours thereof, the vegetation and plants thereon (excluding trees), and any parking lot or other improvement thereon to as substantially the same condition as existed prior to such activities; (2) construction or any other activity in, on, under, through or over any of the Easement Area shall not result in an interruption in the utility systems servicing any portions of Grantor's property; and (3) Grantee shall not damage, obstruct or otherwise interfere with the existing utility lines, portions of which are located in the Easement Area. In the event Grantee shall damage, obstruct or otherwise materially interfere with the existing utility lines, Grantee shall repair such damage to the existing utility lines to substantially the same condition that existed prior to such damage.

F. To the maximum extent allowed by law, Grantee shall require that the general contractor engaged by it, for any work performed in, on, under, through or over the Easement Area, obtain commercial general liability insurance of not less than $1,000,000 per occurrence. Grantee shall provide Grantor a copy of Grantee's or its contractor's certificate of insurance or other satisfactory evidence of such insurance coverages before any construction is commenced. Grantor shall require general contractor to add Grantor as additional insured on such commercial general liability insurance.

G. Grantor makes no representation of any kind with respect to the physical condition of the Easement Area and Grantor assumes all risks associated therewith, including with respect to any latent defects. GRANTOR DISCLAIMS THE MAKING OF ANY REPRESENTATIONS OR WARRANTIES, EXPRESS OR IMPLIED, REGARDING THE EASEMENT AREA, OTHER THAN THE WARRANTY OF TITLE. GRANTEE ACKNOWLEDGES THAT IT IS NOT RELYING UPON ANY STATEMENTS, REPRESENTATIONS OR WARRANTIES MADE BY GRANTOR OR ANYONE ACTING ON GRANTOR'S BEHALF CONCERNING THE EASEMENT GRANTED HEREIN, AND IS RELYING ONLY ON ITS OWN INSPECTION OF THE EASEMENT AREA. GRANTEE HEREBY ACCEPTS AN EASEMENT TO THE EASEMENT AREA IN ITS "AS IS," "WHERE IS," AND "WITH ALL FAULTS" CONDITION.

H. Grantor reserves from this easement all mineral rights to the Easement Area, provided, however, Grantor, for itself and its successors and assigns, waives the right to make use of the surface of the Easement Area for drilling, mineral excavation or other mineral extraction.
Notwithstanding anything herein to the contrary, Grantor reserves the right to install, construct, reinstall, reconstruct, repair, add, remove, patrol, inspect, and maintain non-habitable, non-building structures over, across and upon the Easement Area, including utilities across the Easement Area, drainage areas, ditches, culverts, surface parking lots, roads, driveways, sidewalks, and landscaping (any one or more of which is referred to herein as an "Encroachment"), all only upon the following conditions: (i) the Encroachment does not interfere with or interrupt the use of the Easement Area by Grantee for the purposes set out in this easement; (ii) the Encroachment is constructed and operated in compliance with all applicable laws, codes, rules and regulations, and any additional utilities shall be at an approximately perpendicular angle to the Easement Area; (iii) Grantor does not destroy, damage, injure or interfere with Grantee's facilities within the Easement Area; (iv) Grantor obtains the prior written approval of Grantee prior to any excavation within the Easement Area; (v) after any excavation, Grantor restores the surface with cover material to at least the original elevation and compaction; and (vi) any additional utilities permitted to be installed by Grantor across the Easement Area shall be relocated at no expense to Grantee to the extent they interfere with the ability of Grantee to access in the most economical manner its facilities within the Easement Area or use the Easement Area for its intended purposes.

Any notice required or permitted under the terms of this instrument shall be in writing, may be given by the parties hereto or such parties' respective legal counsel, addressed as set forth below, and shall be deemed given and received (i) when hand delivered to the intended recipient, by whatever means; (ii) three (3) business days after the same is deposited in the United States mails, with adequate postage prepaid, and sent by registered or certified mail, with return receipt requested; or (iii) one (1) business day after the same is deposited with an overnight courier service of national or international reputation having a delivery area encompassing the address of the intended recipient, with the delivery charges prepaid. Either party may change its addresses for notices pursuant to a written notice which is given in accordance with the terms hereof.

If to Grantee:  
SAWS  
2800 U.S. Highway 281  
San Antonio, Texas 78298-2449  
Attn.: Corporate Real Estate Manager

If to Grantor:  
Cromwell Street, LLC  
Attn.: Arthur Zuniga  
6101 Holiday Hill Road  
Midland, Texas 79707

TO HAVE AND TO HOLD the above described easement and rights unto the said Grantee, its successors and assigns, until the use of said easement shall be abandoned.

And Grantor does hereby bind itself, its legal representatives, successors and/or assigns to warrant and forever defend all and singular the above described easement and rights unto the said Grantee, its successors and assigns, against every person whomsoever lawfully claiming or to claim the same or any part thereof, subject to all matters of record in Bexar County, Texas.

[Signature Page to Follow]
EXECUTED this 29th day of June, 2016.

Cromwell Street, LLC, a Texas limited liability company

By: Fasken Management, LLC, its Managing Member

By: Charles F. Hedges, Jr.

Name: Charles F. Hedges, Jr.

Title: Senior Vice President

STATE OF Texas

COUNTY OF Midland

This instrument was acknowledged before me on this 29th day of June, 2016, by Charles F. Hedges, Jr., the Senior Vice President of Fasken Management, LLC, a Texas limited liability company, Managing Member of Cromwell Street, LLC, a Texas limited liability company.

ASHLEY VALADEZ
Notary Public, State of Texas
Comm Expires 03-20-2019
Notary ID 130161732

Notary Public
FIELD NOTES

FOR A 0.510-ACRE (22,200 SQUARE FOOT)

VARIABLE WIDTH WASTEWATER EASEMENT

A 0.510-ACRE (22,200 SQUARE FOOT) TRACT OF LAND IN THE JAMES H. COX SURVEY NO. 22, ABSTRACT NO. 155 IN BEXAR COUNTY, TEXAS, BEING A PORTION OF LOT 4, BLOCK 9, NEW CITY BLOCK 14747, NORTH RIM, UNIT 2 MPCD, A SUBDIVISION RECORDED IN VOLUME 9684, PAGE 91, OF THE DEED AND PLAT RECORDS OF BEXAR COUNTY, TEXAS AND BEING HAVING BEEN CONVEYED TO CROMWELL STREET LLC IN A SPECIAL WARRANTY DEED DATED DECEMBER 18, 2014 AND RECORDED IN VOLUME 17019, PAGE 546 AND DOCUMENT NUMBER 20140220650 OF THE OFFICIAL PUBLIC RECORDS OF BEXAR COUNTY, TEXAS; SAID 0.510-ACRE TRACT AS SHOWN ON THE ACCOMPANYING SKETCH, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on a 60d nail set in the interior of the above-described Lot 4 Block 9 of said North Rim, Unit 2 subdivision and being on the south boundary line of a 14-foot wide Gas and Electric easement recorded in Volume 15071, Page 531-535 of the Official Public Records of Bexar County, Texas and the east and boundary line of a 16-foot wide Sanitary Sewer easement dedicated by said North Rim, Unit 2 subdivision having Texas State Plane Grid Coordinate (South Central Zone-4204, NAD83 U.S. Survey Feet,) values of N=13,775,059.70, E=2,092,691.37 for the northwest corner of this tract, from which a 1/2-inch diameter iron rod with plastic cap stamped "PAPE-DAWSON" found on the point of intersection of the existing south right-of-way line of New Camp Bullis Road (120-foot wide right-of-way) and the existing east right-of-way line of Interstate Highway No.10 (right-of-way width varies) bears S49°51'07"W a distance of 28.60 feet to a calculated point in said east right-of-way line of Interstate Highway No. 10 and with said east right-of-way line N14°07'32"W a distance of 15.58 feet;

THENCE through the interior of said Lot 4, Block 9, with the south boundary line of said 14-foot wide Gas and Electric easement, N49°51'07"E for a distance of 27.39 feet to a 60d nail set, for the northeast corner of this tract;
THENCE departing said south boundary line of the 14-foot wide Gas and Electric easement, continuing through the interior of said Lot 4, Block 9 the following three (3) courses and distances:

1) S16°01'20"E for a distance of 60.00 feet to a 60d nail set for an angle point of this tract;

2) S73°58'40"W for a distance of 5.00 feet to a 60d nail set for an angle point of this tract;

3) S16°01'20"E for a distance of 1,042.09 feet to a 60d nail set on the south boundary line of said Lot 4, Block 9, same being the north boundary line of a called 0.822-acre tract of land described in Special Warranty Deed recorded in Volume 17006, Page 1680 & Document No. 20140215824 of the Official Public Records of Bexar County, Texas, for the southeast corner of this tract;

THENCE with the south boundary line of said Lot 4, Block 9 and the north boundary line of said 0.822-acre tract, S73°58'41"W for a distance of 20.00 feet to a 60d nail set on the southeast corner of said 16-foot wide Sanitary Sewer easement, for the southwest corner of this tract, from which a ½-inch diameter iron rod with plastic cap stamped "PAPE-DAWSON" found on an angle point in said existing east right-of-way line of Interstate Highway No.10 bears S73°58'41"W a distance of 30.00 feet to a calculated point on the southwest corner of said Lot 9, Block 4 and the northwest corner of the said 0.822-acre tract and N16°01'20"W a distance of 961.57 feet;

THENCE departing said south boundary line of Lot 4, Block 9, with said east boundary line of the 16-foot wide Sanitary Sewer easement, N16°01'20"W for a distance of 1,090.89 feet to the POINT OF BEGINNING and containing 0.510 acre (22,200 square feet) of land.

BEARING BASIS NOTE

All coordinates and bearings refer to the Texas State Plane Coordinate System, South Central Zone (4204), Geoid 2009, North American Datum of 1983 and are based on the use of the Leica Virtual Reference System (VRS) Network for San Antonio, Texas. Texas Department of Transportation monuments identified as Geodetic Control Station "J5" and Geodetic Control Station "Z0150693" in Bexar County, Texas were used to verify coordinates.

SURVEYOR'S NOTE

The easterly right-of-way line of Interstate Highway 10 was determined through the use of Texas Department of Transportation Type II brass disk monuments in concrete located during the on-the-ground portion of this survey as they relate to the record right-of-way line appearing on State of Texas Department of Transportation, Plans of Proposed Right of Way Project, I.H. 10, Bexar County, R.O.W. C.S.J.: 0072-08-124, Limits: South of Dominion Drive to South of Camp Bullis Road, Final Map dated October 5, 2006 and Final Approval March 19, 2009.
THE STATE OF TEXAS §
COUNTY OF TRAVIS §

KNOW ALL MEN BY THESE PRESENTS:

That I, Jackie Lee Crow, a Registered Professional Land Surveyor, do hereby state that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this 9th day of November, 2015, A.D.

Macias & Associates, L.P.
5410 South 1st Street
Austin, Texas 78745
512-442-7875

Jackie Lee Crow
Registered Professional Land Surveyor
No. 5209 - State of Texas

REFERENCES
BCAD PROPERTY ID NO. 1199799
MACIAS & ASSOCIATES, L.P., PROJECT NO. 431-39-15
# SKETCH TO ACCOMPANY LEGAL DESCRIPTION

## LINE TABLE

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<thead>
<tr>
<th>NUMBER</th>
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<tr>
<td>L1</td>
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<td>20.00'</td>
<td>S73°58'41&quot;W</td>
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<td>L5</td>
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<tr>
<td>L7</td>
<td>15.58'</td>
<td>N14°07'32&quot;W</td>
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## PROJECT LEGEND

- **6D NAIL SET**
- **1/2" IRON ROD WITH PLASTIC CAP STAMPED "AS NOTED" FOUND**
- **CHISELED "X" IN CONCRETE FOUND (UNLESS NOTED OTHERWISE)**
- **TxDOT TYPE II BRASS DISK MONUMENT IN CONCRETE FOUND**
- **MAG NAIL WITH SHINER STAMPED "AS NOTED" FOUND**
- **1/2" IRON ROD FOUND**
- **CALCULATED POINT**
- **R.O.W. **
- **RIGHT-OF-WAY**
- **VOL., PG., VOLUME, PAGE**
- **DOC. NO., DOCUMENT NUMBER**
- **D.P.R.B.C.T.X. , DEED AND PLAT RECORDS OF BEXAR COUNTY, TEXAS**
- **B.R.B.C.T.X. , DEED RECORDS OF BEXAR COUNTY, TEXAS**
- **O.P.R.B.C.T.X. OFFICIAL PUBLIC RECORDS OF BEXAR COUNTY, TEXAS**
- **( ) RECORD INFORMATION**
- **—— BREAK IN SCALE**

## NOTES:

This survey was performed without the benefit of a title report. Record information on this drawing is based on a public records search by the surveyor and may not include all easements or instruments pertaining to this property.

All coordinates and bearings refer to the Texas State Plane Coordinate System, South Central Zone (4204) Geoid 2009, North American Datum of 1983 and are based on use of the Leica Virtual Reference System (VRS) Network for San Antonio, Texas. Texas Department of Transportation Monuments identified as Geodetic Control Station "J5" and Geodetic Control Station "Z0150693" in Bexar County, Texas, were used to verify coordinates.

I hereby certify that this field note description was prepared from the results of an actual survey made on the ground under my supervision and that it is true and correct to the best of my knowledge.

Jackie Lee Crow
Registered Professional Land Surveyor
No. 5209 — State of Texas

Jackie Lee Crow

State of Texas

County of Travis

11/7/2015

MACIAS & ASSOCIATES, L.P.
LAND SURVEYORS — FIRM NO. 101141-00

5410 South 1st Street
Austin, Texas 78745
Ph. (512) 442-7676
Fax (512) 442-7678
Email: www.maciasworld.com
FIELD NOTES
FOR A 0.018-ACRE (780 SQUARE FOOT)
PERMANENT WASTEWATER EASEMENT

A 0.018-ACRE (780 SQUARE FOOT) TRACT OF LAND IN THE JAMES H. COX SURVEY NO. 22, ABSTRACT NO. 155 IN BEXAR COUNTY, TEXAS, BEING A PORTION OF LOT 4, BLOCK 9, NEW CITY BLOCK 14747, NORTH RIM, UNIT 2 MPCD, A SUBDIVISION RECORDED IN VOLUME 9684, PAGE 91, OF THE DEED AND PLAT RECORDS OF BEXAR COUNTY, TEXAS, HAVING BEEN CONVEYED TO CROMWELL STREET LLC IN A SPECIAL WARRANTY DEED DATED DECEMBER 18, 2014 AND RECORDED IN VOLUME 17019, PAGE 546 AND DOCUMENT NUMBER 20140220650 OF THE OFFICIAL PUBLIC RECORDS OF BEXAR COUNTY, TEXAS; SAID 0.018-ACRE TRACT AS SHOWN ON THE ACCOMPANYING SKETCH, BEING MORE PARTICULARLY DESCRIBED BY METES AND BOUNDS AS FOLLOWS:

BEGINNING on a ½-inch diameter iron rod with plastic cap stamped “Pape Dawson” found on the point of intersection of the existing south right-of-way line of New Camp Bullis Road (120-foot wide right-of-way) and the existing east right-of-way line of Interstate Highway No. 10, (right-of-way width varies), same being the northwest corner of the above-described Lot 4 Block 9 of North Rim, Unit 2 subdivision, being also the northwest corner of a 14-foot wide Gas and Electric easement recorded in Volume 15071, Page 531-535 of the Official Public Records of Bexar County, Texas, said ½-inch diameter iron rod with plastic cap having Texas State Plane Grid Coordinate (South Central Zone-4204, NAD83 U.S. Survey Feet,) values of N=13,775,056.37, E=2,092,665.71, for the northwest corner of this tract;

THENCE with said south right-of-way line of New Camp Bullis Road, the north boundary line of said 14-foot wide Gas and Electric easement and the north boundary line of said Lot 4 Block 9, N49°51'07"E for a distance of 55.43 feet to a 60d nail set, for the northeast corner of this tract, from which a “X” cut in concrete found at an angle point in said south right-of-way line of New Camp Bullis Road and said north boundary line of Lot 4 Block 9, bears N49°51'07"E a distance of 49.11 feet;
THENCE departing said south right-of-way line of Camp Bullis Road, through the interior of said Lot 4, Block 9 and the interior of said 14-foot wide Gas and Electric easement, S16°01'20"E for a distance of 15.34 feet to a 60d nail set on the south boundary line of said 14-foot wide Gas and Electric easement, for the southeast corner of this tract;

THENCE continuing through said interior of Lot 4, Block 9, with said south boundary line of the 14-foot wide Gas & Electric easement, S49°51'07"W for a distance of 56.00 feet to a 60d nail set on said east right-of-way line of Interstate Highway No. 10 and the west boundary line of Lot 4, Block 9, being the southwest corner of said 14-foot wide Gas & Electric easement, for the southwest corner of this tract, from which a ½-inch diameter iron rod with plastic cap stamped "Pape Dawson" found on an angle point in said east right-of-way line of Interstate Highway No. 10, same being the west boundary line of said Lot 4, Block 9, bears S14°07'32"E a distance of 117.70 feet;

THENCE with said east right-of-way line of Interstate Highway No. 10, said west boundary line of Lot 4, Block 9 and the west boundary line of said 14-foot wide Gas & Electric easement, N14°07'32"W for a distance of 15.58 feet to the POINT OF BEGINNING and containing 0.018 acre (780 square feet) of land.
BEARING BASIS NOTE

All coordinates and bearings refer to the Texas State Plane Coordinate System, South Central Zone (4204), Geoid 2009, North American Datum of 1983 and are based on the use of the Leica Virtual Reference System (VRS) Network for San Antonio, Texas. Texas Department of Transportation monuments identified as Geodetic Control Station "J5" and Geodetic Control Station "Z0150693" in Bexar County, Texas were used to verify coordinates.

SURVEYOR'S NOTE

The easterly right-of-way line of Interstate Highway 10 was determined through the use of Texas Department of Transportation Type II brass disk monuments in concrete located during the on-the-ground portion of this survey as they relate to the record right-of-way line appearing on State of Texas Department of Transportation, Plans of Proposed Right of Way Project, I.H. 10, Bexar County, R.O.W. C.S.J.: 0072-08-124, Limits: South of Dominion Drive to South of Camp Bullis Road, Final Map dated October 5, 2006 and Final Approval March 19, 2009.

THE STATE OF TEXAS

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF TRAVIS

That I, Jackie Lee Crow, a Registered Professional Land Surveyor, do hereby state that the above description is true and correct to the best of my knowledge and belief and that the property described herein was determined by a survey made on the ground under my direction and supervision.

WITNESS MY HAND AND SEAL at Austin, Travis County, Texas, this 10th day of November, 2015, A.D.

Macias & Associates, L.P.
5410 South 1st Street
Austin, Texas 78745
512-442-7875

Jackie Lee Crow
Registered Professional Land Surveyor
No. 5209 – State of Texas

REFERENCES

BCAD PROPERTY ID NO. 1199799
MACIAS & ASSOCIATES, L.P., PROJECT NO. 431-39-15

5410 South 1st Street • Austin, Texas 78745 • (512) 442-7875 • Fax (512) 442-7876 • www.maciasworld.com

Page 3 of 5
SKETCH TO ACCOMPANY LEGAL DESCRIPTION

LINE TABLE

<table>
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<tr>
<td>L5</td>
<td>49.11'</td>
<td>N49°51'07&quot;E</td>
</tr>
</tbody>
</table>

NOTES:

THIS SURVEY WAS PERFORMED WITHOUT THE BENEFIT OF A TITLE REPORT. RECORD INFORMATION ON THIS DRAWING IS BASED ON A PUBLIC RECORD SEARCH BY THE SURVEYOR AND MAY NOT INCLUDE ALL EASEMENTS OR INSTRUMENTS PERTAINING TO THIS PROPERTY.

ALL COORDINATES AND BEARINGS REFER TO THE TEXAS STATE PLANE COORDINATE SYSTEM, SOUTH CENTRAL ZONE (4204) GEOD 2009, NORTH AMERICAN DATUM OF 1983 AND ARE BASED ON USE OF THE LEICA VIRTUAL REFERENCE SYSTEM (VRS) NETWORK FOR SAN ANTONIO, TEXAS, TEXAS DEPARTMENT OF TRANSPORTATION MONUMENTS IDENTIFIED AS GEODETIC CONTROL STATION "JS" AND GEODETIC CONTROL STATION "Z0150693" IN BEAR COUNTY, TEXAS, WERE USED TO VERIFY COORDINATES.

STATE OF TEXAS  |
COUNTY OF TRAVIS  |

I HEREBY CERTIFY THAT THIS FIELD NOTE DESCRIPTION WAS PREPARED FROM THE RESULTS OF AN ACTUAL SURVEY MADE ON THE GROUND UNDER MY SUPERVISION AND THAT IT IS TRUE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

[Signature]

JACKIE LEE CROW
REGISTERED PROFESSIONAL LAND SURVEYOR
NO. 5209 - STATE OF TEXAS

DATE: 11/10/2015
DRAWN BY: DLM
MAJ JOB NO.: 631-15-15
REF. No.: 577/55,5/15/15-07/192

MACIAS & ASSOCIATES, L.P.
LAND SURVEYORS - FIRM NO. 10141-00
5410 SOUTH 1ST STREET
AUSTIN, TEXAS 78745  PH. (512)443-7875
FAX (512)443-7874  EMAIL: WWW.MACIASWORLD.COM

PAGE 5 OF 5
TO: San Antonio Water System Board of Trustees

FROM: Bruce A. Haby, Manager, Corporate Real Estate, and Nancy Belinsky, Vice President and General Counsel

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: REQUESTING THE SAN ANTONIO CITY COUNCIL TO DECLARE THE SAN ANTONIO WATER SYSTEM’S FRENCH CREEK TRIBUTARY NWWC LC-23 PROJECT A PUBLIC NECESSITY

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached Resolution requests the San Antonio City Council to declare the San Antonio Water System’s (SAWS) French Creek Tributary NWWC LC-23 Project (the “Project”) a public necessity to obtain for public use, the permanent sewer easements that are required for the Project’s construction and operation, and authorizes the General Counsel and/or designated Special Counsel to file eminent domain proceedings, if necessary.

- The Bexar County Flood Control Program proposes culvert improvements and channel modifications for three drainage crossings along Circle S Drive (between Circle N Drive West and Circle N Drive East) and three additional crossings along Diamond K Trail and Rocking M Trail within the City of Helotes in Northwest Bexar County.

- The existing sewer mains within the County project boundaries were constructed in 1999 and 2005 and require adjustment to avoid conflicts with Bexar County Flood Control Channel improvements.

- This Project will adjust approximately 900 linear feet of existing 8-inch gravity sewer main within Tributary 5 north of Circle S Drive between Circle N Drive West and Circle N Drive East. The estimated total construction cost for this project is $3,300,000.00.

- The Project will require the acquisition of real property being three permanent sewer easements.
• SAWS intends to use every effort available to obtain the required permanent easement land rights through good faith negotiations, but may require eminent domain if the negotiations fail.

• The general location and general route of the Project is set out in Attachment I and Attachment II to the Resolution, attached hereto and incorporated herein for all purposes.

• The requested Ordinance will be presented to the San Antonio City Council as soon as possible.

Staff recommends that the Board approve this Resolution.

**FINANCIAL IMPACT:**

The Project Fund will incur the acquisition costs and possible legal fees associated with the acquisition of the land rights necessary for this project. Funding for these land rights are found in the 2016 Capital Improvement Program, Wastewater Core Business, Governmental - Wastewater Category. By Interlocal Agreement with Bexar County, acquisition costs and legal fees will be reimbursed to SAWS prior to construction due to facilities being adjusted from a current existing easement.

---

Bruce A. Haby  
Manager, Corporate Real Estate

Nancy Belinsky  
Vice President and General Counsel

APPROVED:

Robert R. Puente  
President/Chief Executive Officer

Attachments:
I  Project Area Map  
II  Project Site Map
SAN ANTONIO WATER SYSTEM
PROJECT SITE MAP
ATTACHMENT II

FRENCH CREEK TRIB NWWC LC-23

LEGEND
 PROJECT LIMITS

WHEREAS, the Project calls for design and adjustment of approximately 900 linear feet of sewer main located in northwest quadrant of Bexar County; and

WHEREAS, the System has determined that acquisition of the Easements is necessary for the Project, the general location and general description of the Project being more particularly set out in Attachment I to this Resolution, and the route of the Project being depicted on Attachment II to this Resolution, both attached hereto and incorporated herein for all purposes; and

WHEREAS, the System intends to use every effort available to obtain the required Easements through good faith negotiations, but may require eminent domain if the negotiations fail; and
WHEREAS, the System finds that the acquisition of such Easements for the Project is necessary for the public health, safety, welfare, and best interests of the citizens of the System’s service area; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) affirm and declare that the Project is for a public use and the acquisition of the Easements is for public use and is a public necessity for the completion of the Project, (ii) direct the System staff to negotiate the acquisition of the Easements, (iii) authorize and direct the institution and prosecution to conclusion of all necessary proceedings to condemn such Easements, in the event that the System’s staff is unable to acquire one or more parcels of the Easements by negotiation, (iv) request that the City Council adopt an ordinance to (a) reaffirm and declare that the Project is for a public use and the acquisition of the Easements is for public use and is a public necessity for the completion of the Project, (b) authorize the System to take all appropriate action to acquire the Easements by negotiation and/or condemnation, (c) declare that the conveyance of such Easements shall be to the City of San Antonio for the use and benefit of the System, and (d) authorize the City Manager, or designees, including the City Attorney, the System’s General Counsel and/or designated Special Counsel to file eminent domain proceedings and prosecute such proceedings through final judgment and any appeals, if deemed necessary, and (v) provide and approve funding for the acquisition of the Easements; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the Project is hereby declared to be a necessary public project and a public necessity is hereby declared for the acquisition of the Easements for public use by negotiation and/or condemnation, if necessary, for the Project.

2. That a public necessity hereby exists to acquire the Easements over, under and across certain privately owned real property, by negotiation and/or condemnation, if necessary, for the expansion of the public sanitary sewer system as part of the Project.

3. That the System’s staff is hereby directed to negotiate with the owner(s) of the respective parcels for the acquisition of the Easements, to execute easements and/or sales agreements or other documents acquiring the Easements from the owners of the Easements and to finalize such acquisitions on behalf of the City of San Antonio, for the use and benefit of the System.

4. That in the event the System’s staff is unable to acquire one or more parcels of the Easements by negotiation by reason of its inability to agree with the owners thereof as to the value of the Easements, or is unable to acquire the Easements for any other reason, the City Manager, or designees, including the City Attorney, the System’s General Counsel and/or designated Special Counsel, are hereby authorized and directed to institute and prosecute to conclusion all necessary proceedings to condemn such Easements.
5. That the City Council is hereby requested to (i) adopt an ordinance to reaffirm and declare that the Project is for a necessary public use and the acquisition of the Easements is for a public use and is a public necessity for the completion of the Project, (ii) authorize the System to take all appropriate action to acquire the Easements by negotiation and/or condemnation, (iii) declare that the conveyance of such Easements shall be to the City of San Antonio for the use, benefit and control of the System, and (iv) authorize the City Manager, or designees, including the City Attorney, the System’s General Counsel and/or designated Special Counsel to file eminent domain proceedings and prosecute such proceedings through final judgment and any appeals, if deemed necessary.

6. That funding for the acquisition of the Easements is found in the 2016 Capital Improvement Program, Wastewater Core Business, and Governmental - Wastewater Category and shall be reimbursed by Bexar County through Interlocal Agreement.

7. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

8. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

9. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_____________________________
Berto Guerra, Jr., Chairman

ATTEST:

Ernesto Arrellano, Jr., Secretary

Attachments:
I Description of general route and location of Project
II Depiction of Project route
Route Description

This Project will adjust approximately 900 LF of existing 8-inch gravity sewer main within Tributary 5 north of Circle S Drive between Circle N Drive West and Circle N Drive East within the Evans Valley Acres Subdivision located in the City of Helotes in Northwest Bexar County.

AFFECTING PROPERTY LOCATED IN: CB 4526

Evans Valley Acres LOTS 23 and 24
AGENDA ITEM No. 25

TO: San Antonio Water System Board of Trustees

FROM: Bruce A. Haby, Manager, Corporate Real Estate and Nancy Belinsky, Vice President and General Counsel

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: DECLARATION OF REAL PROPERTY IN BEXAR COUNTY AND ATASCOSA COUNTY, TEXAS, AS SURPLUS TO THE NEEDS OF THE SAN ANTONIO WATER SYSTEM

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution declares the property and improvements used for 27 System properties (the “Properties”) belonging to the City of San Antonio (the “City”), for the use and benefit of the San Antonio Water System (the “System”), surplus to the needs of the System.

- City Ordinance No. 75686 requires all System assets be declared as surplus to the needs of the System prior to their disposition.
- The Properties, shown on the chart herein are owned by the City, for the use and benefit of the System, and are surplus to the needs of the System.
- The System staff has determined that the Properties are no longer necessary for the efficient operation of the System.
- Any easements or rights of way needed for the efficient operation of the System will be retained at the time of any future sale.
- If any of these properties and improvements are not declared surplus by the City, then they will be returned to the Board for further action, as so when needed.

Staff recommends that the Board approve this Resolution.

FINANCIAL IMPACT:

The proceeds from said sale shall be deposited in the Gain/Loss Account for the Water Delivery System.

Described in the chart below are descriptions of the Properties no longer necessary for the efficient operation of the System:
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<tr>
<th>Property</th>
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<tr>
<td>802 Best Way (DSP)</td>
<td>CB: 4844A BLK 140, Lot: 1 Timberwood Park Unit-27</td>
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<tr>
<td>2760 Blackjack (DSP)</td>
<td>CB 4142 P-101 ABS 1081 (Pump Station Site &amp; Pipe R.O.W.)</td>
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<td>Clayton Tank site: 19865 Clayton St. a/k/a</td>
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<td>19845 Clayton St., Somerset, TX (DSP)</td>
<td>CB 4232 P-26D &amp; P-28 ABS 792</td>
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<td>7811 Clegg (SAWS)</td>
<td>NCB 15616 BLK 001, Lot 6</td>
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<td>26806 Duet (DSP)</td>
<td>CB: 4844A BLK 194, Lot 3 Timberwood Park Unit 3 – 43</td>
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<tr>
<td>22936 S US Hwy. 281 (DSP)</td>
<td>CB 4011 P-162 &amp; 170 ABS 7</td>
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<tr>
<td>13651 Kallison (DSP)</td>
<td>CB 4458 P-1C ABS 750</td>
</tr>
<tr>
<td>Lost Lane Lot (SAWS)</td>
<td>Plat Vol 8900 Pg. 137 – Lot between Lots 14 and 15</td>
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<tr>
<td>201 Mabelle (SAWS)</td>
<td>NCB 14951 BLK 5, Lot 14</td>
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<tr>
<td>8501 Monument Oak, Boerne, TX 78015 (SAWS)</td>
<td>CB 4709H BLK 6, Lot 33 The Woods Subd. PUD UT 1</td>
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<tr>
<td>New World Lot (DSP)</td>
<td>0.3704 Acre tract, located within the Richard Bushel Survey No. 325, Abstract 46, CB 5052</td>
</tr>
<tr>
<td>Overlook Parkway &amp; Hwy. 281 North (DSP)</td>
<td>CB 4865 P-20B (.0582 Ac) &amp; P-48A (.0352 Ac) CB 4926 P-2C (1.8306 Ac)</td>
</tr>
<tr>
<td>603 Poco Pass (DSP)</td>
<td>CB 4844A BLK 139, Lot 1 Timberwood Park Unit-27</td>
</tr>
<tr>
<td>2315 Rabbit Nook (DSP)</td>
<td>CB 4382D BLK 2, Lot E-IRR 107.48’ of 6 Elm Valley Park UT-1</td>
</tr>
<tr>
<td>2838 Ray Lieck (DSP)</td>
<td>CB 4383A BLK 1, Lot 1</td>
</tr>
<tr>
<td>13678 Remuda Ranch (DSP)</td>
<td>CB 4450B BLK 1, Lot 149 Canyon Pk Est @ Remuda Ranch</td>
</tr>
<tr>
<td>26719 Shadow Pass</td>
<td>CB 4844A BLK 165, Lot 4 Timberwood Park Unit-33</td>
</tr>
<tr>
<td>23011 Shady Forest, Elmendorf, TX (DSP)</td>
<td>CB 4131A BLK: 152, Lot 2 Waterwood Subd Unit-47</td>
</tr>
<tr>
<td>19785 Shady Lane (DSP)</td>
<td>NCB 34760A BLK A, Lot @ 20 FT of N 46.71 FT of S 54.71 FT of 1</td>
</tr>
<tr>
<td>19810 Shady Lane (DSP)</td>
<td>NCB 16388 BLK B, Lot MID 9.96 FT of 2 “Robert Cervantex Annexatn”</td>
</tr>
<tr>
<td>23460 Sherry (DSP)</td>
<td>CB 4175 P-2A ABS 1261</td>
</tr>
<tr>
<td>Somerset Rd. vacant lot (SAWS)</td>
<td>CB 4300B BLK LOT NE 100 FT OF 12</td>
</tr>
<tr>
<td>4006 Storm Oak, Elmendorf, TX (DSP)</td>
<td>CB 4126A BLK Lot P-100 (South Oaks Estates UT-1)</td>
</tr>
<tr>
<td>Timberline Facility #75 BCAD Prop ID 263709 &amp; 263713 (DSP)</td>
<td>CB 4847 P-6 ABS 262 and CB 4847 P-9 ABS 262</td>
</tr>
<tr>
<td>Timberline Lot BCAD Prop ID 263708 (DSP)</td>
<td>CB 4847 P-5 ABS 262</td>
</tr>
<tr>
<td>Trumbo Rd. Lot – Atascosa County (DSP)</td>
<td>Kool Oasis UNIT 1 BLK, 2 Lot PT of 1 0.52</td>
</tr>
<tr>
<td>2706 W Southcross (DSP)</td>
<td>NCB 8911, BLK 15, Lot 1 - 10</td>
</tr>
</tbody>
</table>
Bruce A. Haby
Manager, Corporate Real Estate

Nancy Belinsky
Vice President and General Counsel

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM (THE “SYSTEM”) BOARD OF TRUSTEES DECLARING 27 TRACTS OF LAND IN BEXAR COUNTY AND ATASCOSA COUNTY, TEXAS (THE “PROPERTIES”), AS SURPLUS TO THE SYSTEM AS REQUIRED BY CITY ORDINANCE NO. 75686; RECOMMENDING THAT THE SAN ANTONIO PLANNING COMMISSION AND CITY COUNCIL CONSENT TO SUCH DECLARATION AS REQUIRED BY CITY ORDINANCE NO. 75686; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO DISPOSE OF SAID PROPERTIES PURSUANT TO SECTION 272.001 OR SECTION 253.014 OF THE TEXAS LOCAL GOVERNMENT CODE AND APPLICABLE CITY OF SAN ANTONIO AND SYSTEM POLICIES AND PROCEDURES; FINDING THIS RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

THE PROPERTIES TO BE DECLARED SURPLUS ARE DESCRIBED BELOW:
<table>
<thead>
<tr>
<th>Property</th>
<th>Legal Description</th>
</tr>
</thead>
<tbody>
<tr>
<td>802 Best Way (DSP)</td>
<td>CB: 4844A BLK: 140 LOT: 1 Timberwood Park Unit-27</td>
</tr>
<tr>
<td>2760 Blackjack (DSP)</td>
<td>CB 4142 P-101 ABS 1081 (Pump Station Site &amp; Pipe R.O.W.)</td>
</tr>
<tr>
<td>Clayton Tank site: 19865 Clayton St. a/k/a 19845 Clayton St., Somerset, TX (DSP)</td>
<td>CB 4232 P-26D &amp; P-28 ABS 792</td>
</tr>
<tr>
<td>7811 Clegg (SAWS)</td>
<td>NCB 15616 BLK 001 LOT 6</td>
</tr>
<tr>
<td>26806 Duet (DSP)</td>
<td>CB: 4844A BLK: 194 LOT: 3 Timberwood Park Unit 3 – 43</td>
</tr>
<tr>
<td>22936 S US Hwy. 281 (DSP)</td>
<td>CB 4011 P-162 &amp; 170 ABS 7</td>
</tr>
<tr>
<td>13651 Kallison (DSP)</td>
<td>CB 4458 P-1C ABS 750</td>
</tr>
<tr>
<td>Lost Lane Lot (SAWS)</td>
<td>Plat Vol 8900 Pg 127 – lot between lots 14 and 15</td>
</tr>
<tr>
<td>201 Mabelle (SAWS)</td>
<td>NCB 14951 BLK 15 LOT 1</td>
</tr>
<tr>
<td>8501 Monument Oak, Boerne, TX 78015 (SAWS)</td>
<td>CB 4709H BLK 3 LOT 33 The Woods Subd PUD UT 1</td>
</tr>
<tr>
<td>New World Lot (DSP)</td>
<td>0.3706 Acre tract , located within the Richard Bushel Survey No. 255, Abstract 46, County Block 5052</td>
</tr>
<tr>
<td>Overlook Parkway &amp; Hwy. 281 North (DSP)</td>
<td>CB 4450B BLK 1 LOT 149 Canyon Pk Est @ Remuda Ranch</td>
</tr>
<tr>
<td>603 Poco Pass (DSP)</td>
<td>CB 4844A BLK: 139 LOT: 1 Timberwood Park Unit-27</td>
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<td>2315 Rabbit Nook (DSP)</td>
<td>CB 4382A BLK 2, Lot E-IRR 107.48’ of 6 Elm Valley Park UT-1</td>
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<td>Timberline Facility #75</td>
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</tr>
<tr>
<td>2706 W Southcross – (DSP)</td>
<td>NCB 8911, BLK 15, Lot 1 - 10</td>
</tr>
</tbody>
</table>
WHEREAS, City Ordinance No. 75686 requires all System assets be declared as surplus to the needs of the System prior to their disposition; and

WHEREAS, staff has determined the need for the Properties are no longer necessary for the efficient operation of the System; and

WHEREAS, any easements or rights of way needed for the efficient operation of the System will be retained at the time of any future sale; and

WHEREAS, upon the sale of said Properties, the proceeds from said sale shall be deposited in the Gain/Loss Account for the Water Delivery System; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) declare the Properties as herein described surplus to the needs of the System as required by City Ordinance No. 75686, (ii) recommend that the Planning Commission and City Council consent to the declaration as required by City Ordinance No. 75686 and (iii) authorize the President/Chief Executive Officer or his duly appointed designee to dispose of said Properties pursuant to Section 272.001 or Section 253.014 of the Local Texas Government Code and all applicable System and City of San Antonio policies and procedures; now therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the Properties are hereby declared surplus to the needs of the System. Such real property is more particularly described in the chart above and incorporated herein for all purposes.

2. That a recommendation is hereby made to the Planning Commission and City Council to consent to the declaration as required by City Ordinance No. 75686.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to dispose of said Property pursuant to Section 272.001 or Section 253.014 of the Texas Local Government Code and all applicable System and City of San Antonio policies and procedures.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.
6. This resolution becomes effective immediately upon its passage.

   PASSED AND APPROVED this 2nd day of August, 2016.

   _______________________________
   Berto Guerra, Jr., Chairman

   ATTEST:

   _______________________________
   Ernesto Arrellano, Jr., Secretary

   Attachments:
   I  Area Map
SURPLUS PROPERTIES
TO: San Antonio Water System Board of Trustees

FROM: Tamsen R. McNarie, Director, Operations Support, and Jeffrey J. Haby, P.E., Vice President, Production and Treatment

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: RESCISSION OF RESOLUTION NO. 16-093 AND AWARD OF THE SANITARY SEWER CLEANING AND INSPECTION OF DESIGNATED “YEAR 4” SIPHONS, PACKAGE 1 CONTRACT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution rescinds Resolution No. 16-093 that awarded a service contract to Amigo PAT Texas, LLC dba Polston Applied Technologies Texas, and awards a contract to Terra Contracting Services, LLC, a local, non-SMWB vendor, in the amount of $1,085,995.95 to perform sewer siphon cleaning and inspection services within the San Antonio Water System (SAWS) sewer service area in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract.

- SAWS’ in-house crews currently clean approximately 1,400 miles of sewer mains a year and inspect approximately 300 miles of sewer main per year using closed circuit television mostly in the smaller diameter range of less than 24 inches in diameter. Siphon cleaning is an integral component of that effort.

- Siphons are points where sewer mains go under rivers or some other low point. There are approximately 300 siphons in the system. Due to a change in flow velocity and direction, material can accumulate within a siphon causing blockages that can result in an overflow. This contract awards cleaning and inspection of six siphons ranging in size from 18 inches to 84 inches in diameter.

- This contract supplements our in-house capabilities and provides for proactive cleaning and inspection of challenging siphons in order to improve the hydraulic performance and to assess and document the condition of the siphons.

- On April 5, 2016, by Resolution No. 16-093, the SAWS Board of Trustees (the “Board”) approved the award of a service contract to Amigo PAT Texas, LLC dba Polston Applied Technologies Texas in the amount of $586,983.50 to perform sewer siphon cleaning and inspection services within the SAWS sewer service area in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract.

- After the Board action and subsequent contract award, Amigo PAT Texas, LLC was found
nonresponsive because of its inability to obtain the bonding required by the contract, which necessitates rescinding the contract.

- Terra Contracting Services, LLC, the second low bidder, submitted a bid of $1,085,995.95 and is found to be responsive. No other bids were submitted.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

Funds for these services to be provided during FY 2016 were included in the FY 2016 Annual Operating Budget and will be financed with revenues from System funds. The System Fund will finance the amount of $1,085,995.95 for the contract services (Company: 1000; Accounting Units: 5043900 and 5045000; Account: 511312). The SAWS bid number for this project is 16-16018.

**SUPPLEMENTARY COMMENTS:**

SAWS Sewer System Improvements staff prepared the specifications for this project. The engineer’s estimated cost is $700,000.00. A bid opening was held on March 14, 2016, at 3:00 p.m. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Polston Applied Technologies Texas*</td>
<td>$586,983.50</td>
<td>Non-Local/SBE</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$700,000.00</td>
<td></td>
</tr>
<tr>
<td>Terra Contracting Services, LLC**</td>
<td>$1,085,995.95</td>
<td>Local/Non-SMWB</td>
</tr>
</tbody>
</table>

* Non-responsive Bidder
** Low Responsible Bidder

<table>
<thead>
<tr>
<th>SMWB ANALYSIS – BOARD AWARD</th>
</tr>
</thead>
<tbody>
<tr>
<td>SBE</td>
</tr>
<tr>
<td>MBE – African American</td>
</tr>
<tr>
<td>MBE – Asian</td>
</tr>
<tr>
<td>MBE – Hispanic</td>
</tr>
<tr>
<td>MBE – Other</td>
</tr>
<tr>
<td>WBE – Minority</td>
</tr>
<tr>
<td>WBE – Non-Minority</td>
</tr>
<tr>
<td>SMWB Total</td>
</tr>
</tbody>
</table>
Rescission of Resolution No. 16-093 and Award of Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract

The bid of Terra Contracting Services, LLC in the amount of $1,085,995.95 represents a 55.1% increase from the estimated cost.

Tamsen R. McNarie
Director, Operations Support

Jeffrey H. Haby, P.E.
Vice President, Production and Treatment

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES RESCINDING RESOLUTION NO. 16-093 DATED APRIL 5, 2016, THAT AWARDED A CONTRACT TO AMIGO PAT TEXAS, LLC DOING BUSINESS AS POLSTON APPLIED TECHNOLOGIES TEXAS; ACCEPTING THE BID OF TERRA CONTRACTING SERVICES, LLC FOR A SERVICE CONTRACT IN THE AMOUNT OF $1,085,995.95 FOR THE PERIOD ENDING DECEMBER 31, 2016, IN CONNECTION WITH THE SANITARY SEWER CLEANING AND INSPECTION OF DESIGNATED “YEAR 4” SIPHONS, PACKAGE 1 CONTRACT; AWARDING A SERVICE CONTRACT TO TERRA CONTRACTING SERVICES, LLC IN THE AMOUNT OF $1,085,995.95 FOR THE PROJECT WORK; APPROVING THE EXPENDITURE OF FUNDS AND TO MAKE AVAILABLE FROM THE SYSTEM FUND THE AMOUNT OF $1,085,995.95 FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A SERVICE CONTRACT FOR THE PERIOD ENDING DECEMBER 31, 2016, WITH TERRA CONTRACTING SERVICES, LLC AND TO PAY TERRA CONTRACTING SERVICES, LLC THE AMOUNT OF $1,085,995.95 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is undertaking to clean and inspect sewer facilities within the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract as part of its maintenance program; and

WHEREAS, cleaning and inspection contracts have been implemented in the past; and

WHEREAS, this project will include the cleaning and inspection of six siphons ranging in size from 18 inches to 84 inches in diameter (the “project work”); and

WHEREAS, the System has solicited bids for the project work; and

WHEREAS, on April 5, 2016, by Resolution No. 16-093, the System’s Board of Trustees approved the award of a service contract to Amigo PAT Texas, LLC dba Polston Applied

DRAFT
Technologies Texas in the amount of $586,983.50 to perform sewer siphon cleaning and inspection services within the sewer service area in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract; and

WHEREAS, Amigo PAT Texas, LLC was found nonresponsive because of its inability to obtain the bonding required by the contract; and

WHEREAS, it is now necessary to rescind Resolution No. 16-093 dated April 5, 2016, and rescind the award of the contract to Amigo PAT Texas, LLC; and

WHEREAS, Terra Contracting Services, LLC, a local, non-SMWB vendor submitted a bid in the amount of $1,085,995.95 for the project work, and this bid has been determined to be the lowest responsible bid; and

WHEREAS, System funds in the 2016 annual budget for cleaning and inspection services are required for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) rescind Resolution No. 16-093 dated April 5, 2016, that awarded a contract to Amigo PAT Texas, LLC, (ii) accept the bid of Terra Contracting Services, LLC for a service contract in the amount of $1,085,995.95 for the period ending December 31, 2016, in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract, (iii) award a service contract for the period ending December 31, 2016, to Terra Contracting Services, LLC in the amount of $1,085,995.95 for the Sanitary SewerCleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract, (iv) approve the expenditure and make available from the System Fund the amount of $1,085,995.95 for the project work, and (v) authorize the President/Chief Executive Officer, or his duly appointed designee to execute a service contract for the period ending December 31, 2016, with Terra Contracting Services, LLC and to pay Terra Contracting Services, LLC the amount of $1,085,995.95 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That Resolution No. 16-093 dated April 5, 2016, that awarded a contract to Amigo PAT Texas, LLC dba Polston Applied Technologies Texas is hereby rescinded.

2. That the bid of Terra Contracting Services, LLC in the amount of $1,085,995.95 for a service contract for the period ending December 31, 2016, in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract is hereby accepted.

3. That a service contract for the period ending December 31, 2016, in the amount of $1,085,995.95 for cleaning and inspection services is hereby awarded to Terra Contracting Services, LLC.

4. That the expenditure of System funds in the amount of $1,085,995.95 for the project work is hereby approved.
5. That the amount of $1,085,995.95 is hereby made available to be expended from the System Fund for the current year.

6. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a service contract for the period ending December 31, 2016, with Terra Contracting Services, LLC and to pay the amount of $1,085,995.95 to Terra Contracting Services, LLC for the project work in connection with the Sanitary Sewer Cleaning and Inspection of Designated “Year 4” Siphons, Package 1 Contract.

7. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

8. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

9. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_______________________________
Berto Guerra, Jr., Chairman

ATTEST:

_______________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Tamsen R. McNarie, Director, Operations Support, and Jeffrey J. Haby, P.E., Vice President, Production and Treatment

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 1

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $1,813,657.47 to National Power Rodding Corporation, a non-local, non-SMWB firm, in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1.

- The San Antonio Water System (SAWS) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years of the date of lodging of the Consent Decree using closed circuit television or pole cameras. SAWS is also required to visually inspect all other mains and clean all mains over a 10-year period.

- Inherent with such a program, there are occasions when numerous manholes require adjustment in order to access the mains for cleaning and inspection.

- During the Capacity and Condition Assessment Phase of the Consent Decree, numerous manholes have been found along drainage ways which are in poor structural condition. The poor structural conditions of these manholes allow for inflow during storm events impacting the ability of system to convey the flows. This contract will be used to address these manholes.

- Approximately 424 specific manholes located in the Eastern Sewershed are included in the contract scope. This contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and replacement.

- The contract will allow for work orders to be issued for the adjustments, rehabilitation and replacements. The work orders will be issued and managed by SAWS Sewer System Improvements staff, and will be charged against the contract as they are executed.
The standard construction bidding process was used for this contract.

National Power Rodding Corporation has submitted the low bid of $1,813,657.47.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

Funds for these contract services to be provided during FY 2016 were included in the FY 2016 Annual Operating Budget and will be financed with revenues from the System Fund. The System Fund will finance the amount of $1,813,657.47 for contract services (Company: 1000; Accounting Unit: 5044500; Account 511220). The SAWS job number for the replacement of any manholes is 16-1403 (CIP). The SAWS job number for all other work is 16-0114 (O&M).

Funds for these contract services to be provided during FY 2017 will be paid from System funds budgeted in the 2017 Budget, pursuant to and contingent upon Board approval of the 2017 budget with a line item for such expenditures (Company: 1000; Accounting Unit: 5044500; Account: 511220).

**SUPPLEMENTARY COMMENTS:**

SAWS engineering staff prepared the specifications for this project. The engineer’s estimated construction cost is $1,950,000.00.

The bid opening was held on June 30, 2016 at 10:00 a.m. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>National Power Rodding Corporation*</td>
<td>$1,813,657.47</td>
<td>Non-Local/Non-SMWB</td>
</tr>
<tr>
<td>D. Guerra Construction, LLC</td>
<td>$1,932,225.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$1,950,000.00</td>
<td></td>
</tr>
<tr>
<td>Austin Constructors, LLC</td>
<td>$1,996,200.00</td>
<td>Non-Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Facilities Rehabilitation, Inc.</td>
<td>$2,009,750.00</td>
<td>Non-Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil-Field Services Co., Inc.</td>
<td>$2,432,700.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder
The bid amount represents a 7% decrease from the estimated construction cost.

The construction contract will remain in full force for a period of 365 calendar days from the Notice to Proceed date or until funds are exhausted from the contract.

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF NATIONAL POWER RODDING CORPORATION FOR A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,813,657.47 IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 1; AWARDING A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,813,657.47 TO NATIONAL POWER RODDING CORPORATION IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 1; APPROVING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $1,813,657.47 FOR THE PROJECT WORK, AND THAT THE SUBSEQUENT YEAR’S EXPENDITURES ARE PURSUANT TO AND CONTINGENT UPON BOARD APPROVAL OF THE SUBSEQUENT YEAR’S BUDGET WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT WITH NATIONAL POWER RODDING CORPORATION AND TO PAY NATIONAL POWER RODDING CORPORATION THE AMOUNT OF $1,813,657.47 FOR THE PROJECT WORK, FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years from the date of lodging of the Consent Decree using closed circuit television or pole cameras; and

WHEREAS, the System requires construction services to perform the necessary manhole adjustments, rehabilitation and replacement for approximately 424 specific manholes located in the Eastern Sewershed (the "project work") related to the wastewater collection system maintenance program; and

WHEREAS, this contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and repair work; and
WHEREAS, the System solicited bids for the project work; and

WHEREAS, National Power Rodding Corporation, a non-local, non-SMWB firm submitted a bid in the amount of $1,813,657.47 for the project work, and this bid has been determined to be the lowest responsible bid; and

WHEREAS, the total amount of $1,813,657.47 is available from the System Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) accept the bid of National Power Rodding Corporation for a construction contract in the amount of $1,813,657.47 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1, (ii) award a construction contract in the amount of $1,813,657.47 to National Power Rodding Corporation in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1, (iii) approve the expenditure of funds in the amount of $1,813,657.47 for the project work, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures, and (iv) authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with National Power Rodding Corporation and to pay National Power Rodding Corporation the amount not to exceed $1,813,657.47 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of National Power Rodding Corporation in the amount of $1,813,657.47 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1 is hereby accepted.

2. That the contract is hereby awarded to National Power Rodding Corporation in the amount of $1,813,657.47 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1.

3. That the expenditure of System funds in the amount of $1,813,657.47 for the project work is hereby approved.

4. That a total amount not to exceed $1,813,657.47 consisting of project work costs is hereby made available from the System Fund, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures.

5. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a contract with National Power Rodding Corporation for the project work and to pay an amount not to exceed $1,813,657.47 to National Power Rodding Corporation for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1.
6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_______________________________
Berto Guerra, Jr., Chairman

ATTEST:

_______________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees
FROM: Tamsen R. McNarie, Director, Operations Support, and Jeffrey J. Haby, P.E., Vice President, Production and Treatment
THROUGH: Robert R. Puente, President/Chief Executive Officer
SUBJECT: AWARD OF 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 2

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $1,570,475.00 to Facilities Rehabilitation, Inc., a non-local, MBE Hispanic firm, in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 2.

- The San Antonio Water System (SAWS) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years of the date of lodging of the Consent Decree using closed circuit television or pole cameras. SAWS is also required to visually inspect all other mains and clean all mains over a 10-year period.

- Inherent with such a program, there are occasions when numerous manholes require adjustment in order to access the mains for cleaning and inspection.

- During the Capacity and Condition Assessment Phase of the Consent Decree, numerous manholes have been found along drainage ways which are in poor structural condition. The poor structural conditions of these manholes allow for inflow during storm events impacting the ability of system to convey the flows. This contract will be used to address these manholes.

- Approximately 355 specific manholes located in the Central Sewershed are included in the contract scope. This contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and replacement.

- The contract will allow for work orders to be issued for the adjustments, rehabilitation and replacements. The work orders will be issued and managed by SAWS Sewer System Improvements staff, and will be charged against the contract as they are executed.
• The standard construction bidding process was used for this contract.

• Facilities Rehabilitation, Inc. has submitted the low bid of $1,570,475.00.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

Funds for these contract services to be provided during FY 2016 were included in the FY 2016 Annual Operating Budget and will be financed with revenues from the System Fund. The System Fund will finance the amount of $1,570,475.00 for contract services (Company: 1000; Accounting Unit: 5044500; Account: 511220). The SAWS job number for the replacement of any manholes is 16-1403 (CIP). The SAWS job number for all other work is 16-0115 (O&M).

Funds for these contract services to be provided during FY 2017 will be paid from System funds budgeted in the 2017 Budget, pursuant to and contingent upon Board approval of the 2017 budget with a line item for such expenditures (Company: 1000; Accounting Unit: 5044500; Account: 511220).

SUPPLEMENTARY COMMENTS:

SAWS engineering staff prepared the specifications for this project. The engineer’s estimated construction cost is $1,610,000.00.

The bid opening was held on June 30, 2016 at 2:00 p.m. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Facilities Rehabilitation, Inc.*</td>
<td>$1,570,475.00</td>
<td>Non-Local/MBE-Hispanic</td>
</tr>
<tr>
<td>National Power Rodding Corporation</td>
<td>$1,595,552.32</td>
<td>Non-Local/Non-SMWB</td>
</tr>
<tr>
<td>D. Guerra Construction, LLC</td>
<td>$1,598,300.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$1,610,000.00</td>
<td></td>
</tr>
<tr>
<td>Austin Constructors, LLC</td>
<td>$1,687,450.00</td>
<td>Non-Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil Field Services Company, Inc.</td>
<td>$2,041,575.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder
2016 Annual Sanitary Sewer Manhole Adjustments, Rehabilitation and Replacement Construction Contract, Package 2

Facilities Rehabilitation, Inc.

SMWB ANALYSIS – BOARD AWARD

<table>
<thead>
<tr>
<th>Category</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>SBE</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Hispanic</td>
<td>100.00%</td>
</tr>
<tr>
<td>MBE - Other</td>
<td>0.00%</td>
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<tr>
<td>WBE - Minority</td>
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<tr>
<td>WBE - Non-Minorit</td>
<td>0.00%</td>
</tr>
<tr>
<td>SMWB Total</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

The bid amount represents a 2.5% decrease from the estimated construction cost.

The construction contract will remain in full force for a period of 365 calendar days from the Notice to Proceed date or until funds are exhausted from the contract.

Tamsen R. McNarie  
Director, Operations Support

Jeffrey J. Haby, P.E.  
Vice President, Production and Treatment

APPROVED:

Robert R. Puente  
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF FACILITIES REHABILITATION, INC. FOR A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,570,475.00 IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 2; AWARDING A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,570,475.00 TO FACILITIES REHABILITATION, INC. IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 2; APPROVING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $1,570,475.00 FOR THE PROJECT WORK, AND THAT THE SUBSEQUENT YEAR'S EXPENDITURES ARE PURSUANT TO AND CONTINGENT UPON BOARD APPROVAL OF THE SUBSEQUENT YEAR'S BUDGET WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT WITH FACILITIES REHABILITATION, INC. AND TO PAY FACILITIES REHABILITATION, INC. THE AMOUNT OF $1,570,475.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years from the date of lodging of the Consent Decree using closed circuit television or pole cameras; and

WHEREAS, the System requires construction services to perform the necessary manhole adjustments, rehabilitation and replacement for approximately 355 specific manholes located in the Central Sewershed (the "project work") related to the wastewater collection system maintenance program; and

WHEREAS, this contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and repair work; and
WHEREAS, the System solicited bids for the project work; and

WHEREAS, Facilities Rehabilitation, Inc., a non-local, MBE-Hispanic firm, submitted a bid in the amount of $1,570,475.00 for the project work, and this bid has been determined to be the lowest responsible bid; and

WHEREAS, the total amount of $1,570,475.00 is available from the System Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) accept the bid of Facilities Rehabilitation, Inc. for a construction contract in the amount of $1,570,475.00 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 2, (ii) award a construction contract in the amount of $1,570,475.00 to Facilities Rehabilitation, Inc. in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 2, (iii) approve the expenditure of funds in the amount of $1,570,475.00 for the project work, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures, and (iv) authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with Facilities Rehabilitation, Inc. and to pay Facilities Rehabilitation, Inc. the amount not to exceed $1,570,475.00 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of Facilities Rehabilitation, Inc. in the amount of $1,570,475.00 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 2 is hereby accepted.

2. That the contract is hereby awarded to Facilities Rehabilitation, Inc. in the amount of $1,570,475.00 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 2.

3. That the expenditure of System funds in the amount of $1,570,475.00 for the project work is hereby approved.

4. That a total amount not to exceed $1,570,475.00 consisting of project work costs is hereby made available from the System Fund, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures.

5. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a contract with Facilities Rehabilitation, Inc. for the project work and to pay an amount not to exceed $1,570,475.00 to Facilities Rehabilitation, Inc. for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 2.
6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_______________________________
Berto Guerra, Jr., Chairman

ATTEST:

___________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Tamsen R. McNarie, Director, Operations Support, and Jeffrey J. Haby, P.E., Vice President, Production and Treatment

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 3

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $1,599,575.00 to Austin Constructors, LLC, a non-local, MBE-Hispanic firm, in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 3.

- The San Antonio Water System (SAWS) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years of the date of lodging of the Consent Decree using closed circuit television or pole cameras. SAWS is also required to visually inspect all other mains and clean all mains over a 10-year period.

- Inherent with such a program, there are occasions when numerous manholes require adjustment in order to access the mains for cleaning and inspection.

- During the Capacity and Condition Assessment Phase of the Consent Decree, numerous manholes have been found along drainage ways which are in poor structural condition. The poor structural conditions of these manholes allow for inflow during storm events impacting the ability of system to convey the flows. This contract will be used to address these manholes.

- Approximately 357 specific manholes located in the Central Sewershed are included in the contract scope. This contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and replacement.

- The contract will allow for work orders to be issued for the adjustments, rehabilitation and replacements. The work orders will be issued and managed by SAWS Sewer System Improvements staff, and will be charged against the contract as they are executed.
The standard construction bidding process was used for this contract.

Austin Constructors, LLC has submitted the low bid of $1,599,575.00.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

Funds for these contract services to be provided during FY 2016 were included in the FY 2016 Annual Operating Budget and will be financed with revenues from the System Fund. The System Fund will finance the amount of $1,599,575.00 for contract services (Company: 1000; Accounting Unit: 5044500; Account: 511220). The SAWS job number for the replacement of any manholes is 16-1403 (CIP). The SAWS job number for all other work is 16-0116 (O&M).

Funds for these contract services to be provided during FY 2017 will be paid from System funds budgeted in the 2017 Budget, pursuant to and contingent upon Board approval of the 2017 budget with a line item for such expenditures (Company: 1000; Accounting Unit: 5044500; Account: 511220).

**SUPPLEMENTARY COMMENTS:**

SAWS engineering staff prepared the specifications for this project. The engineer’s estimated construction cost is $1,630,000.00.

The bid opening was held on July 1, 2016 at 10:00 a.m. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Austin Constructors, LLC*</td>
<td>$1,599,575.00</td>
<td>Non-Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$1,630,000.00</td>
<td></td>
</tr>
<tr>
<td>D. Guerra Construction, LLC</td>
<td>$1,997,935.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil Field Services Company, Inc.</td>
<td>$2,063,825.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder
2016 Annual Sanitary Sewer Manhole Adjustments, Rehabilitation and Replacement Construction Contract, Package 3

Austin Constructors, LLC

SMWB ANALYSIS – BOARD AWARD

<table>
<thead>
<tr>
<th>Category</th>
<th>Percentage</th>
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<tbody>
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</tr>
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<td>MBE – African American</td>
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<td>WBE – Minority</td>
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<tr>
<td>WBE – Non-Minority</td>
<td>4.44%</td>
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<tr>
<td>SMWB Total</td>
<td>100.00%</td>
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</tbody>
</table>

The bid amount represents a 1.9% decrease from the estimated construction cost.

The construction contract will remain in full force for a period of 365 calendar days from the Notice to Proceed date or until funds are exhausted from the contract.

Tamsen R. McNarie  
Director, Operations Support

Jeffrey V. Haby, P.E.  
Vice President, Production and Treatment

Robert R. Puente  
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF AUSTIN CONSTRUCTORS, LLC FOR A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,599,575.00 IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 3; AWARDING A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,599,575.00 TO AUSTIN CONSTRUCTORS, LLC IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 3; APPROVING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $1,599,575.00 FOR THE PROJECT WORK, AND THAT THE SUBSEQUENT YEAR’S EXPENDITURES ARE PURSUANT TO AND CONTINGENT UPON BOARD APPROVAL OF THE SUBSEQUENT YEAR’S BUDGET WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT WITH AUSTIN CONSTRUCTORS, LLC AND TO PAY AUSTIN CONSTRUCTORS, LLC THE AMOUNT OF $1,599,575.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the San Antonio Water System (the “System”) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years from the date of lodging of the Consent Decree using closed circuit television or pole cameras; and

WHEREAS, the System requires construction services to perform the necessary manhole adjustments, rehabilitation and replacement for approximately 357 specific manholes located in the Central Sewershed (the "project work") related to the wastewater collection system maintenance program; and

WHEREAS, this contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and repair work; and

WHEREAS, the System solicited bids for the project work; and
WHEREAS, Austin Constructors, LLC, a non-local, MBE-Hispanic firm, submitted a bid in the amount of $1,599,575.00 for the project work, and this bid has been determined to be the lowest responsible bid; and

WHEREAS, the total amount of $1,599,575.00 is available from the System Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) accept the bid of Austin Constructors, LLC for a construction contract in the amount of $1,599,575.00 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 3, (ii) award a construction contract in the amount of $1,599,575.00 to Austin Constructors, LLC in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 3, (iii) approve the expenditure of funds in the amount of $1,599,575.00 for the project work, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with Austin Constructors, LLC and to pay Austin Constructors, LLC the amount not to exceed $1,599,575.00 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of Austin Constructors, LLC in the amount of $1,599,575.00 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 3 is hereby accepted.

2. That the contract is hereby awarded to Austin Constructors, LLC in the amount of $1,599,575.00 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 3.

3. That the expenditure of System funds in the amount of $1,599,575.00 for the project work is hereby approved.

4. That a total amount not to exceed $1,599,575.00 consisting of project work costs is hereby made available from the System Fund, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures.

5. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a contract with Austin Constructors, LLC for the project work and to pay an amount not to exceed $1,599,575.00 to Austin Constructors, LLC for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 3.
6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

   PASSED AND APPROVED this 2nd day of August, 2016.

   _______________________________  
   Berto Guerra, Jr., Chairman

   ATTEST:

   _______________________________  
   Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Tamsen R. McNarie, Director, Operations Support, and Jeffrey J. Haby, P.E., Vice President, Production and Treatment

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 4

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $1,673,700.00 to Austin Constructors, LLC, a non-local, MBE-Hispanic firm, in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 4.

- The San Antonio Water System (SAWS) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years of the date of lodging of the Consent Decree using closed circuit television or pole cameras. SAWS is also required to visually inspect all other mains and clean all mains over a 10-year period.

- Inherent with such a program, there are occasions when numerous manholes require adjustment in order to access the mains for cleaning and inspection.

- During the Capacity and Condition Assessment Phase of the Consent Decree, numerous manholes have been found along drainage ways which are in poor structural condition. The poor structural conditions of these manholes allow for inflow during storm events impacting the ability of system to convey the flows. This contract will be used to address these manholes.

- Approximately 299 specific manholes located in the Western Sewershed are included in the contract scope. This contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and replacement.

- The contract will allow for work orders to be issued for the adjustments, rehabilitation and replacements. The work orders will be issued and managed by SAWS Sewer System Improvements staff, and will be charged against the contract as they are executed.
The standard construction bidding process was used for this contract.

Austin Constructors, LLC has submitted the low bid of $1,673,700.00.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

Funds for these contract services to be provided during FY 2016 were included in the FY 2016 Annual Operating Budget and will be financed with revenues from the System Fund. The System Fund will finance the amount of $1,673,700.00 for contract services (Company: 1000; Accounting Unit: 5044500; Account: 511220). The SAWS job number for the replacement of any manholes is 16-1403 (CIP). The SAWS job number for all other work is 16-0117 (O&M).

Funds for these contract services to be provided during FY 2017 will be paid from System funds budgeted in the 2017 Budget, pursuant to and contingent upon Board approval of the 2017 budget with a line item for such expenditures (Company: 1000; Accounting Unit: 5044500; Account: 511220).

**SUPPLEMENTARY COMMENTS:**

SAWS engineering staff prepared the specifications for this project. The engineer’s estimated construction cost is $1,421,000.00.

The bid opening was held on July 1, 2016 at 2:00 p.m. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Engineer’s Estimate</td>
<td>$1,421,000.00</td>
<td></td>
</tr>
<tr>
<td>Austin Constructors, LLC*</td>
<td>$1,673,700.00</td>
<td>Non-Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil Field Services Company, Inc.</td>
<td>$1,823,325.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>D. Guerra Construction, LLC</td>
<td>$1,850,450.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>National Power Rodding Corporation</td>
<td>$1,881,236.36</td>
<td>Non-Local/Non-SMWB</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder
The bid amount represents a 17.8% increase from the estimated construction cost.

The construction contract will remain in full force for a period of 365 calendar days from the Notice to Proceed date or until funds are exhausted from the contract.

Tamsen R. McNarie  
Director, Operations Support

Jeffrey J. Haby, P.E.  
Vice President, Production and Treatment

APPROVED:

Robert R. Puente  
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF AUSTIN CONSTRUCTORS, LLC FOR A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,673,700.00 IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 4; AWARDING A CONSTRUCTION CONTRACT IN THE AMOUNT OF $1,673,700.00 TO AUSTIN CONSTRUCTORS, LLC IN CONNECTION WITH THE 2016 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 4; APPROVING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $1,673,700.00 FOR THE PROJECT WORK, AND THAT THE SUBSEQUENT YEAR'S EXPENDITURES ARE PURSUANT TO AND CONTINGENT UPON BOARD APPROVAL OF THE SUBSEQUENT YEAR'S BUDGET WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT WITH AUSTIN CONSTRUCTORS, LLC AND TO PAY AUSTIN CONSTRUCTORS, LLC THE AMOUNT OF $1,673,700.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is required under the Consent Decree to inspect small diameter gravity sewer mains that are clay pipe installed prior to 1983, all small diameter concrete mains, and all large diameter mains over a period not to exceed four years from the date of lodging of the Consent Decree using closed circuit television or pole cameras; and

WHEREAS, the System requires construction services to perform the necessary manhole adjustments, rehabilitation and replacement for approximately 299 specific manholes located in the Western Sewershed (the "project work") related to the wastewater collection system maintenance program; and

WHEREAS, this contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary manhole adjustments, rehabilitation and repair work; and
WHEREAS, the System solicited bids for the project work; and

WHEREAS, Austin Constructors, LLC, a non-local, MBE-Hispanic firm, submitted a bid in the amount of $1,673,700.00 for the project work, and this bid has been determined to be the lowest responsible bid; and

WHEREAS, the total amount of $1,673,700.00 is available from the System Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) accept the bid of Austin Constructors, LLC for a construction contract in the amount of $1,673,700.00 in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 4, (ii) award a construction contract in the amount of $1,673,700.00 to Austin Constructors, LLC in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 4, (iii) approve the expenditure of funds in the amount of $1,673,700.00 for the project work, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures, and (iv) authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with Austin Constructors, LLC and to pay Austin Constructors, LLC the amount not to exceed $1,673,700.00 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of Austin Constructors, LLC in the amount of $1,673,700.00 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 4 is hereby accepted.

2. That the contract is hereby awarded to Austin Constructors, LLC in the amount of $1,673,700.00 for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 4.

3. That the expenditure of System funds in the amount of $1,673,700.00 for the project work is hereby approved.

4. That a total amount not to exceed $1,673,700.00 consisting of project work costs is hereby made available from the System Fund, and that the subsequent year’s expenditures are pursuant to and contingent upon Board approval of the subsequent year’s budget with a line item for such expenditures.

5. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a contract with Austin Constructors, LLC for the project work and to pay an amount not to exceed $1,673,700.00 to Austin Constructors, LLC for the project work in connection with the 2016 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 4.
6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_______________________________
Berto Guerra, Jr., Chairman

ATTEST:

_______________________________
Ernesto Arrellano, Jr., Secretary
TO:        San Antonio Water System Board of Trustees

FROM:      Scott R. Halty, Director, Resource Protection and Compliance, and Steven M. Clouse, Senior Vice President/Chief Operating Officer

THROUGH:   Robert R. Puente, President/Chief Executive Officer

SUBJECT:   AWARD A SERVICE CONTRACT FOR BACKFLOW PREVENTION SITE VERIFICATION

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a service contract to Hardin & Associates Consulting, LLC, a non-local, WBE-Caucasian firm and authorizes funds in the amount of $270,000.00 for the Resource Protection and Compliance Backflow Contract.

- The City of San Antonio has adopted ordinances (codified at Sections 34-1075 through 34-1084 of the City Code and hereafter referred to as the “ordinances”) for the purpose of preventing contamination of the System’s potable water delivery system. These ordinances require the installation and annual testing of backflow prevention devices to prevent contamination of the potable water system.

- The ordinances require that each property owner have each backflow prevention device located on the owner’s property inspected and tested annually by a state licensed backflow assembly tester.

- The ordinances require that each property owner submit to the System a report of the annual testing and inspection prepared by the inspector not later than 30 days after the inspection is completed.

- The ordinances provide that should the System give written notice to a property owner that the System has not received the annual report of testing and inspection and the owner does not submit the annual report of testing and inspection within 90 days after the date of notice, then in that event the System may terminate water service to the location where the backflow prevention devices are located for which an annual report of testing and inspection has not been received, upon approval of a resolution by the System Board of Trustees authorizing such termination.

- The System gave an Annual Notice in 2015 and a Second Notice on February 2016 to the property owners that were not in compliance with City Code reporting Requirements. The System gave an additional Final written notice on June 21st 2016 to these property owners
that an annual report of testing and inspection had not been received by the System.

- More than 30 days has elapsed since the Final notice was given to these property owners that an annual report of testing and inspection has not been received by the System. Despite written notice, the System has not received an annual report of testing and inspection that is required by the ordinance and is facilitating a contractor to confirm and verify that the non-compliant addresses are accounted for.

- The scope of work may include a site inspection, review of records, updating of records and verification of the requirement for backflow prevention protection at said location/address within the City of San Antonio City Limits and ETJ. The contractor will be responsible for the verification and documentation of proper maintenance and inspection of Backflow Protection at commercial establishments with equal to or less than three backflow assemblies at said locations/addresses.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

This expenditure is funded out of the Operations 2016 budget. The total contract amount will not exceed $270,000.00.

**SUPPLEMENTARY COMMENTS:**

This contract will be valid for one year from the date of execution. One firm responded to the Request for Qualifications. Hardin & Associates Consulting, LLC, was selected through the System’s Selection Procedure as a qualified consultant. The submitting Individuals are as follows:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Hardin &amp; Associates Consulting, LLC *</td>
<td>Non-Local / WBE-Caucasian</td>
</tr>
</tbody>
</table>

*Selected Firm

Hardin & Associates Consulting, LLC proposed to use the following sub-consultants for services on this contract:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>PERCENT OF FEE</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Lupton Backflow</td>
<td>35%</td>
<td>Non-Local/ Non-SMWB</td>
</tr>
<tr>
<td>G-6 Services, LLC</td>
<td>35%</td>
<td>Local/ Non-SMWB</td>
</tr>
</tbody>
</table>

Additionally, the overall SMWB analysis is shown in the following table:
### BACKFLOW PREVENTION SITE VERIFICATION CONTRACT

**HARDIN & ASSOCIATES CONSULTING, LLC**

**SMWB ANALYSIS – BOARD AWARD**

<table>
<thead>
<tr>
<th>Category</th>
<th>Percentage</th>
</tr>
</thead>
<tbody>
<tr>
<td>SBE</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Hispanic</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE - Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE - Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE - Non-Minority</td>
<td>30.00%</td>
</tr>
<tr>
<td><strong>SMWB Total</strong></td>
<td><strong>30.00%</strong></td>
</tr>
</tbody>
</table>

**APPROVED:**

Scott R. Halty  
Director - Resource Protection and Compliance

Steven M. Clouse  
Senior Vice President/Chief Operating Officer

Robert R. Puente  
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID FROM HARDIN & ASSOCIATES CONSULTING, LLC FOR BACKFLOW PREVENTION SITE VERIFICATION SERVICES IN THE AMOUNT OF $270,000.00; AWARDING A SERVICE CONTRACT TO HARDIN & ASSOCIATES CONSULTING, LLC FOR A ONE-YEAR PERIOD WITH AN OPTION TO EXTEND FOR THREE ADDITIONAL ONE-YEAR PERIODS IN THE AMOUNT OF $270,000.00; APPROVING THE EXPENDITURE OF SYSTEM FUNDS IN THE AMOUNT OF $270,000.00 FOR BACKFLOW PREVENTION SITE VERIFICATION SERVICES, AND THAT SUBSEQUENT YEARS’ EXPENDITURES ARE PURSUANT TO AND CONTINGENT UPON BOARD APPROVAL OF SUBSEQUENT YEARS’ BUDGET WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/ CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A SERVICE CONTRACT WITH HARDIN & ASSOCIATES CONSULTING, LLC AND TO PAY HARDIN & ASSOCIATES CONSULTING, LLC THE AMOUNT OF $270,000.00 FOR BACKFLOW PREVENTION SITE VERIFICATION SERVICES; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the City of San Antonio has adopted ordinances (codified at Sections 34-1075 through 34-1084 of the City Code and hereafter referred to as the “ordinances”) for the purpose of preventing contamination of the San Antonio Water System’s (the “System”) potable water delivery system, and these ordinances require the installation and annual testing of backflow prevention devices to prevent contamination of the potable water system; and

WHEREAS, the ordinances require that each property owner have each backflow prevention device located on the owner’s property inspected and tested annually by a state licensed backflow assembly tester; and

WHEREAS, the System subsequently issued a Formal Invitation for Bids on June 23, 2016 for an Annual Services Contract to provide Backflow Prevention Site Verification Services in which only one bid was received; and
WHEREAS, Hardin & Associates Consulting LLC., a Non-Local/WBE Caucasian Business Enterprise, has been determined to have submitted a responsive bid; and

WHEREAS, the scope of work may include a site inspection, review of records, updating of records and verification of the requirement for backflow prevention protection at said location/address within the City of San Antonio City Limits and ETJ; and

WHEREAS, the contractor will be responsible for the verification and documentation of proper maintenance and inspection of Backflow Protection at commercial establishments with equal to or less than three backflow assemblies at said locations/addresses; and

WHEREAS, the service contract will be awarded to Hardin & Associates Consulting, LLC in the amount of $270,000.00 for the initial one-year period; and

WHEREAS, the service contract provides for a one-year term from August 2, 2016 through September 30, 2017, with the availability of three additional one-year options to extend; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the bid of Hardin & Associates Consulting, LLC in the amount of $270,000.00 for a service contract for a one-year period for Backflow Prevention Site Verification Services, (ii) to award a service contract in the amount of $270,000.00 for a one-year period of August 2, 2016 through September 13, 2017 to Hardin & Associates Consulting, LLC, with the availability of three additional one-year options to extend, (iii) to approve the expenditures and make available from the System Fund the amount of $270,000.00 for Backflow Prevention Site Verification Services, and that subsequent years’ expenditures are pursuant to and contingent upon the Board’s approval of subsequent years’ budgets with a line item for such expenditures, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a service contract with Hardin & Associates Consulting, LLC with the availability to extend the service contract for three additional one-year periods, and to pay Hardin & Associates Consulting, LLC the amount of $270,000.00 for the initial one-year period; now therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of Hardin & Associates Consulting, LLC in the amount of $270,000.00 for a service contract for a one-year period for Backflow Prevention Site Verification Services is hereby accepted.

2. That a service contract for the period of August 2, 2016 through September 31, 2017 with the availability of three additional one-year option periods is hereby awarded to Hardin & Associates Consulting, LLC in the amount of $270,000.00 for the initial period for Backflow Prevention Site Verification Services.

3. That the expenditures of System funds in the amount of $270,000.00 for Backflow
Prevention Site Verification Services is hereby approved and that subsequent years’ expenditures are pursuant to and contingent upon the Board’s approval of subsequent years’ budgets with a line item for such expenditures.

4. That the System's President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a service contract with Hardin & Associates Consulting, LLC with the availability to extend the service contract for three additional one-year periods, and to pay Hardin & Associates Consulting, LLC the amount of $270,000.00 for the initial one-year period.

5. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

6. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if an exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

7. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

__________________________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Sam Mills, P.E., Director, Development, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF ENGINEERING CONTRACT FOR THE WATER PRODUCTION FACILITIES PAINTING AND REHABILITATION DESIGN SERVICES CONTRACT I

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards an engineering contract in the amount not to exceed $950,000.00 to Tetra Tech, Inc., a non-SMWB owned national firm with a local office, in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract I for various San Antonio Water System’s (the “System”) facilities.

- The System operates and maintains 132 water storage tanks throughout Bexar County. There is an on-going water storage tank maintenance program to provide new paint coatings for rust and corrosion protection and to improve general appearance. The water tanks are also rehabilitated to comply with the Texas Commission on Environmental Quality requirements, the American Water Works Association, and the Occupational Safety & Health Administration standards.

- The work may include some or all of the following: preliminary engineering reports including initial inspection of the facilities, an analysis of existing paint coatings and soils including testing for heavy metals, electrical and Supervisory Control and Data Acquisition System (SCADA) upgrades, pipe and valve replacement, ladder and hatch replacement, possible site and drainage improvements, any necessary permitting, the preparation of design plans and specifications, bidding, and construction inspection services.

- The services will be required on an “as-needed” basis, and the scope of services will depend upon the nature of each individual project. A work order will be issued once an individual project and scope are identified.

- The fee will be determined using an hourly rate not-to-exceed method. The amount of professional engineering design services will not exceed $950,000.00.
Tetra Tech, Inc., was selected for the Water Production Facilities Painting and Rehabilitation Design Services Contract I, and Kimley-Horn and Associates, Inc. was selected for the Water Production Facilities Painting and Rehabilitation Design Services Contract II, through the System’s Architect and Engineer selection process.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Water Production Facilities Painting and Rehabilitation Design Services Contract I costs will be funded by the System’s operation and maintenance budget. The engineering service costs associated with the System’s facilities will be paid from System funds budgeted in Company 1000, Center Number 5027500, Account 511312.

**SUPPLEMENTARY COMMENTS:**

Eight firms responded to Interest Statement Requests. The System’s Architect and Engineer Selection Committee evaluated the respondents and recommended that Tetra Tech, Inc., a non-SMWBE owned national firm with a local office, be awarded the Water Production Facilities Painting and Rehabilitation Design Services Contract I.

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Freese and Nichols, Inc.</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Kimley-Horn and Associates, Inc.</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Kleinfelder, Inc.</td>
<td>Non–Local/Non–SMWB</td>
</tr>
<tr>
<td>LNV, Inc., dba LNV Engineering</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Merrick &amp; Company</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>River City Engineering, PLLC</td>
<td>Local/WBE–Caucasian</td>
</tr>
<tr>
<td><strong>Tetra Tech, Inc.</strong></td>
<td><strong>Local/Non–SMWB</strong></td>
</tr>
<tr>
<td>Vickrey &amp; Associates, Inc.</td>
<td>Local/WBE–Caucasian</td>
</tr>
</tbody>
</table>

* Selected Firm
Tetra Tech, Inc. proposed to use the following sub-consultants for services on this contract:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>ACTIVITY</th>
<th>LOCAL/SMWB</th>
<th>PARTICIPATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arias &amp; Associates, Inc.</td>
<td>Geotechnical</td>
<td>Local/MBE–Hispanic</td>
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</tr>
<tr>
<td>Certified Inspection</td>
<td>Tank Inspection / Evaluation</td>
<td>Local/Non–SMWB</td>
<td>5.00%</td>
</tr>
<tr>
<td>Corrpro Waterworks</td>
<td>Cathodic Protection</td>
<td>Non–Local /SBE</td>
<td>1.00%</td>
</tr>
<tr>
<td>Ground Penetrating Radar Systems, Inc.</td>
<td>Structural</td>
<td>Local/Non-SMWB</td>
<td>1.00%</td>
</tr>
<tr>
<td>Grubb Engineering, Inc.</td>
<td>Electrical / SCADA</td>
<td>Local/WBE–Caucasian</td>
<td>20.00%</td>
</tr>
<tr>
<td>Maverick Land Surveying Company</td>
<td>Survey</td>
<td>Local/SBE</td>
<td>5.00%</td>
</tr>
<tr>
<td>Ron Perrin Technologies</td>
<td>Divers/Video/Robotic Camera</td>
<td>Non–Local/SBE</td>
<td>1.00%</td>
</tr>
<tr>
<td>San Antonio Testing Laboratory</td>
<td>Environmental Testing</td>
<td>Local/WBE–Hispanic</td>
<td>1.00%</td>
</tr>
<tr>
<td>Structural Engineering Associates, Inc.</td>
<td>Structural Engineering</td>
<td>Local/MBE–Hispanic</td>
<td>3.00%</td>
</tr>
</tbody>
</table>

|                         | Total SMWB Participation  | 32.00%          |
|                         | Total Sub-Consultant Participation | 38.00% |

The SMWB designation is as follows:

<table>
<thead>
<tr>
<th></th>
<th>SBE</th>
<th>MBE–African American</th>
<th>MBE–Asian</th>
<th>MBE–Hispanic</th>
<th>MBE–Other</th>
<th>WBE–Minority</th>
<th>WBE–Non–Minority</th>
<th>SMWB Total</th>
</tr>
</thead>
<tbody>
<tr>
<td>SMWB ANALYSIS – BOARD AWARD</td>
<td>7.00%</td>
<td>0.00%</td>
<td>0.00%</td>
<td>4.00%</td>
<td>0.00%</td>
<td>1.00%</td>
<td>20.00%</td>
<td>32.00%</td>
</tr>
</tbody>
</table>
Award of Engineering Contact for
Water Production Facilities Painting and Rehabilitation
Design Services Contract I

Sam Mills, P.E.
Director
Development

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE PROPOSAL OF TETRA TECH, INC., IN AN AMOUNT NOT TO EXCEED $950,000.00 FOR THE WATER PRODUCTION FACILITIES PAINTING AND REHABILITATION DESIGN SERVICES CONTRACT I; AWARDING A PROFESSIONAL SERVICES CONTRACT TO TETRA TECH, INC., IN AN AMOUNT NOT TO EXCEED $950,000.00 FOR ENGINEERING SERVICES IN CONNECTION WITH THIS PROJECT; AUTHORIZING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $950,000.00 FROM THE SYSTEM FUND FOR THE PROJECT ENGINEERING SERVICES IN CONNECTION WITH THIS PROJECT; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH TETRA TECH, INC., AND TO PAY TETRA TECH, INC., AN AMOUNT NOT TO EXCEED $950,000.00 FOR PROJECT ENGINEERING SERVICES IN CONNECTION WITH THE PROJECT; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) has established an annual program to paint and rehabilitate existing water facilities; and

WHEREAS, the System requires professional engineering services (“project engineering work”) relating to the Water Production Facilities Painting and Rehabilitation Design Services Contract I (the “project”); and

WHEREAS, the System has solicited proposals for the required project engineering work in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract I, which may include some or all of the following: preliminary engineering reports including initial inspection of the facilities, an analysis of existing paint coatings and soils including testing for heavy metals, electrical and Supervisory Control and Data Acquisition System upgrades, pipe and valve replacement, ladder and hatch replacement, possible site and drainage improvements, any necessary permitting, the preparation of design plans and specifications, bidding, and construction inspection services; and

WHEREAS, the services will be required on an “as-needed” basis, the scope of the services will depend upon the nature of each individual project, and a work order will be issued once an individual project and scope are identified; and
WHEREAS, the System’s Architect and Engineer Selection Committee has selected Tetra Tech, Inc., to provide the necessary project engineering work for the project; and

WHEREAS, Tetra Tech, Inc., a local non-SMWB firm, is deemed to be the most highly qualified provider of these engineering services on the basis of demonstrated competence and qualifications; and

WHEREAS, System funds in an amount not to exceed $950,000.00 are required for the project engineering work; and

WHEREAS, the required amount not to exceed $950,000.00 is available from the System Fund; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the proposal of Tetra Tech, Inc., in an amount not to exceed $950,000.00 for the project engineering work in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract I, (ii) to award a professional services contract to Tetra Tech, Inc., in an amount not to exceed $950,000.00 for the project engineering work, (iii) to authorize the expenditure of System funds in an amount not to exceed $950,000.00 for the project engineering work, (iv) to make available for the project engineering work a total amount not to exceed $950,000.00 from the System Fund, and (v) to authorize the President/Chief Executive Officer to execute a standard professional services contract with Tetra Tech, Inc., for the project engineering work and further to pay an amount not to exceed $950,000.00 to Tetra Tech, Inc., for the project engineering work in connection with this project; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the proposal of Tetra Tech, Inc., for the project engineering work in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract I, is hereby accepted.

2. That a professional services contract in an amount not to exceed $950,000.00 is hereby awarded to Tetra Tech, Inc., for the project engineering work in connection with the project.

3. That the expenditure of System funds in an amount not to exceed $950,000.00 for the project engineering work is hereby approved.

4. That an amount not to exceed $950,000.00 for the project engineering work is hereby made available and is to be expended from the System Fund.

5. That the President/Chief Executive Officer is hereby authorized to execute a standard professional services contract for architect/engineer services with Tetra Tech, Inc., and to pay an amount not to exceed $950,000.00 to Tetra Tech, Inc., for the project engineering work provided in connection with this project.
6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

     PASSED AND APPROVED this 2nd day of August, 2016.

     _____________________________________________
     Berto Guerra, Jr., Chairman

     ATTEST:

     _____________________________________________
     Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Sam Mills, P.E., Director, Development, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF ENGINEERING CONTRACT FOR THE WATER PRODUCTION FACILITIES PAINTING AND REHABILITATION DESIGN SERVICES CONTRACT II

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards an engineering contract in the amount not to exceed $950,000.00 to Kimley-Horn and Associates, Inc., a non-SMWB owned national firm with a local office, in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract II for various San Antonio Water System (the “System”) facilities.

- The San Antonio Water System operates and maintains 132 water storage tanks throughout Bexar County. There is an on-going water storage tank maintenance program to provide new paint coatings for rust and corrosion protection and to improve general appearance. The water tanks are also rehabilitated to comply with the Texas Commission on Environmental Quality requirements, the American Water Works Association, and the Occupational Safety & Health Administration standards.

- The work may include some or all of the following: preliminary engineering reports including initial inspection of the facilities, an analysis of existing paint coatings and soils including testing for heavy metals, electrical and Supervisory Control and Data Acquisition System (SCADA) upgrades, pipe and valve replacement, ladder and hatch replacement, possible site and drainage improvements, any necessary permitting, the preparation of design plans and specifications, bidding, and construction inspection services.

- The services will be required on an “as-needed” basis, and the scope of services will depend upon the nature of each individual project. A work order will be issued once an individual project and scope are identified.

- The fee will be determined using an hourly rate not-to-exceed method. The amount of professional engineering design services will not exceed $950,000.00.

- Kimley-Horn and Associates, Inc., was selected for the Water Production Facilities Painting and Rehabilitation Design Services Contract II, and Tetra Tech, Inc. was selected
Award of Engineering Contract for Water Production Facilities Painting and Rehabilitation Design Services Contract II

for the Water Production Facilities Painting and Rehabilitation Design Services Contract I, through the System’s Architect and Engineer selection process.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Water Production Facilities Painting and Rehabilitation Design Services Contract II costs will be funded by the System’s operation and maintenance budget. The engineering service costs associated with the System’s facilities will be paid from System funds budgeted in Company 1000, Center Number 5027500, Account 511312.

SUPPLEMENTARY COMMENTS:

Eight firms responded to Interest Statement Requests. The System’s Architect and Engineer Selection Committee evaluated the respondents and recommended that Kimley-Horn and Associates, Inc., be awarded the Water Production Facilities Painting and Rehabilitation Design Services Contract II.

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Freese and Nichols, Inc.</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td><strong>Kimley-Horn and Associates, Inc.</strong></td>
<td><strong>Local/Non–SMWB</strong></td>
</tr>
<tr>
<td>Kleinfelder, Inc.</td>
<td>Non–Local/Non–SMWB</td>
</tr>
<tr>
<td>LNV, Inc., dba LNV Engineering</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Merrick &amp; Company</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>River City Engineering, PLLC</td>
<td>Local/WBE–Caucasian</td>
</tr>
<tr>
<td>Tetra Tech, Inc.</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Vickrey &amp; Associates, Inc.</td>
<td>Local/WBE–Caucasian</td>
</tr>
</tbody>
</table>

* Selected Firm
Kimley-Horn and Associates, Inc., proposed to use the following sub-consultants for services on this contract:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>ACTIVITY</th>
<th>LOCAL/SMWB</th>
<th>PARTICIPATION</th>
</tr>
</thead>
<tbody>
<tr>
<td>Certified Inspection</td>
<td>Tank Inspection, Testing, Resident Project Rep., NACE Inspector</td>
<td>Local/Non–SMWB</td>
<td>15.00%</td>
</tr>
<tr>
<td>Grubb Engineering, Inc.</td>
<td>Electrical, Controls, SCADA, Cathodic Engineering</td>
<td>Local/WBE–Caucasian</td>
<td>9.00%</td>
</tr>
<tr>
<td>Structural Engineering Associates, Inc.</td>
<td>Structural Engineering</td>
<td>Local/MBE–Hispanic</td>
<td>2.00%</td>
</tr>
<tr>
<td>V&amp;A Consulting Engineers, Inc.</td>
<td>Corrosion/Cathodic Engineering</td>
<td>Non–Local/MBE–Hispanic</td>
<td>0.50%</td>
</tr>
<tr>
<td>KFW Engineers &amp; Surveying</td>
<td>Surveying</td>
<td>Local/SBE</td>
<td>0.50%</td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Total SMWB Participation</strong></td>
<td><strong>12.00%</strong></td>
</tr>
<tr>
<td></td>
<td></td>
<td><strong>Total Sub-Consultant Participation</strong></td>
<td><strong>27.00%</strong></td>
</tr>
</tbody>
</table>

The SMWB designation is as follows:

<table>
<thead>
<tr>
<th>SMWB ANALYSIS – BOARD AWARD</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>SBE</td>
<td>0.50%</td>
</tr>
<tr>
<td>MBE–African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Hispanic</td>
<td>2.50%</td>
</tr>
<tr>
<td>MBE–Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE–Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE–Non–Minority</td>
<td>9.00%</td>
</tr>
<tr>
<td><strong>SMWB Total</strong></td>
<td><strong>12.00%</strong></td>
</tr>
</tbody>
</table>
Award of Engineering Contract for
Water Production Facilities Painting and Rehabilitation
Design Services Contract II

Sam Mills, P.E.
Director
Development

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE PROPOSAL OF KIMLEY-HORN AND ASSOCIATES, INC., IN AN AMOUNT NOT TO EXCEED $950,000.00 FOR THE WATER PRODUCTION FACILITIES PAINTING AND REHABILITATION DESIGN SERVICES CONTRACT II; AWARDING A PROFESSIONAL SERVICES CONTRACT TO KIMLEY-HORN AND ASSOCIATES, INC., IN AN AMOUNT NOT TO EXCEED $950,000.00 FOR ENGINEERING SERVICES IN CONNECTION WITH THIS PROJECT; AUTHORIZING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $950,000.00 FROM THE SYSTEM’S FUND FOR THE PROJECT ENGINEERING SERVICES IN CONNECTION WITH THIS PROJECT; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH KIMLEY-HORN AND ASSOCIATES, INC., AND TO PAY KIMLEY-HORN AND ASSOCIATES, INC., AN AMOUNT NOT TO EXCEED $950,000.00 FOR PROJECT ENGINEERING SERVICES IN CONNECTION WITH THE PROJECT; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) has established an annual program to paint and rehabilitate existing water facilities; and

WHEREAS, the System requires professional engineering services (“project engineering work”) relating to the Water Production Facilities Painting and Rehabilitation Design Services Contract II (the “project”); and

WHEREAS, the System has solicited proposals for the required project engineering work in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract II, which may include some or all of the following: preliminary engineering reports including initial inspection of the facilities, an analysis of existing paint coatings and soils including testing for heavy metals, electrical and Supervisory Control and Data Acquisition System upgrades, pipe and valve replacement, ladder and hatch replacement, possible site and drainage improvements, any necessary permitting, the preparation of design plans and specifications, bidding, and construction inspection services; and
WHEREAS, the services will be required on an “as-needed” basis, and the scope of the services will depend upon the nature of each individual project and a work order will be issued once an individual project and scope are identified; and

WHEREAS, the System's Architect and Engineer Selection Committee has selected Kimley-Horn and Associates, Inc., to provide the necessary project engineering work for the project; and

WHEREAS, Kimley-Horn and Associates, Inc., a local, non-SMWB firm, is deemed to be the most highly qualified provider of these engineering services on the basis of demonstrated competence and qualifications; and

WHEREAS, System funds in an amount not to exceed $950,000.00 are required for the project engineering work; and

WHEREAS, the required amount not to exceed $950,000.00 is available from the System’s Project Fund; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the proposal of Kimley-Horn and Associates, Inc., in an amount not to exceed $950,000.00 for the project engineering work in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract II, (ii) to award a professional services contract to Kimley-Horn and Associates, Inc., in an amount not to exceed $950,000.00 for the project engineering work, (iii) to authorize the expenditure of System funds in an amount not to exceed $950,000.00 for the project engineering work, (iv) to make available for the project engineering work a total amount not to exceed $950,000.00 from the System’s Project Fund, and (v) to authorize the System’s President/Chief Executive Officer or his duly appointed designee to execute a standard professional services contract with Kimley-Horn and Associates, Inc., for the project engineering work and further to pay an amount not to exceed $950,000.00 to Kimley-Horn and Associates, Inc., for the project engineering work in connection with this project; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the proposal of Kimley-Horn and Associates, Inc., for the project engineering work in connection with the Water Production Facilities Painting and Rehabilitation Design Services Contract II, is hereby accepted.

2. That a professional services contract in an amount not to exceed $950,000.00 is hereby awarded to Kimley-Horn and Associates, Inc., for the project engineering work in connection with the project.

3. That the expenditure of System funds in an amount not to exceed $950,000.00 for the project engineering work is hereby approved.
4. That an amount not to exceed $950,000.00 for the project engineering work is hereby made available and is to be expended from the System's Project Fund.

5. That the President/Chief Executive Officer is hereby authorized to execute a standard professional services contract for architect/engineer services with Kimley-Horn and Associates, Inc., and to pay an amount not to exceed $950,000.00 to Kimley-Horn and Associates, Inc., for the project engineering work provided in connection with this project.

6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

Berto Guerra, Jr., Chairman

ATTEST:

Ernesto Arrellano, Jr., Secretary
AGENDA ITEM NO. 34

TO: San Antonio Water System Board of Trustees

FROM: Andrea Beymer, P.E., Director, Plants and Major Projects, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF PROFESSIONAL SERVICES CONTRACT IN CONNECTION WITH THE CONSTRUCTION FEASIBILITY REVIEW SERVICES – CONTRACT 1

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a professional services contract to Construct-Ability, LLC, a local, non-SMWB firm, and authorizes funds in the amount of $150,000.00 for the Construction Feasibility Review Services – Contract 1.

- The San Antonio Water System’s (the “System”) engineering staff requires the services for a third party construction feasibility review of engineering plans and specifications to assess the constructability of the projects, verify construction cost estimates and schedules, and provide general value engineering.

- The use of construction feasibility review services contract will enhance the quality of the construction documents to ensure they are accurate, complete, biddable, and buildable. These services will further contribute to the accuracy of the cost estimates and schedules, thereby potentially reducing costs and mitigating risks during construction.

- Projects will be assigned to the contract on a work order basis as they are identified. The scope of services and fees will be negotiated for each project prior to authorization to proceed.

- The scope of work will include (i) review of Capital Improvement Program budget amounts planned for individual projects and preparation of associated cost variance reports, (ii) submittal of detailed constructability reviews with recommendations of alternative means and methods for construction activities, construction sequencing and scheduling, (iii) review of construction cost estimates prepared by other consultants, and preparation of detailed estimates for labor and material costs showing prices based on most recent comparable costs specifically associated with the South Texas market, (iv) review of Request for Proposal/Change Orders and recommendations regarding the proposed costs and time, and (v) other value engineering services as requested.

Staff recommends that the Board approve this resolution.
FINANCIAL IMPACT:

The expense for the Construction Feasibility Review Services is $150,000.00. This expense will be paid from the Operating Fund, Company 1000, Accounting Unit 5014100, Account 511312. The job number is 16-0111.

SUPPLEMENTARY COMMENTS:

Six firms responded to the Request for Qualifications. Construct-Ability, LLC was selected through the System’s Architect/Engineer Selection procedure as a qualified consultant. The submitting firms are as follows:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arredondo, Zepeda &amp; Brunz, LLC</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>CAS Consulting &amp; Services, Inc.</td>
<td>Local/MBE–Asian</td>
</tr>
<tr>
<td><strong>Construct-Ability, LLC</strong>*</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Freese and Nichols, Inc.</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>R. H. Shackelford, Inc.</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>S Squared Construction Engineering, LLC</td>
<td>Non–Local /WBE–Caucasian</td>
</tr>
</tbody>
</table>

*Selected Firm

Construct-Ability, LLC proposed to use the following sub-consultants for services on this contract:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>PERCENT OF FEE</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>S&amp;GE, L.L.C.</td>
<td>15.00%</td>
<td>Local/WBE–Hispanic</td>
</tr>
<tr>
<td>Construct-Assurance, Inc.</td>
<td>10.00%</td>
<td>Local/MBE–Hispanic</td>
</tr>
</tbody>
</table>
Additionally, the overall SMWB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>CONSTRUCTION FEASIBILITY REVIEW SERVICES – CONTRACT 1</th>
</tr>
</thead>
<tbody>
<tr>
<td>CONSTRUCT-ABILITY, LLC</td>
</tr>
<tr>
<td>SMWB ANALYSIS – BOARD AWARD</td>
</tr>
<tr>
<td>SBE</td>
</tr>
<tr>
<td>MBE–African American</td>
</tr>
<tr>
<td>MBE–Asian</td>
</tr>
<tr>
<td>MBE–Hispanic</td>
</tr>
<tr>
<td>MBE–Other</td>
</tr>
<tr>
<td>WBE–Minority</td>
</tr>
<tr>
<td>WBE–Non–Minority</td>
</tr>
<tr>
<td>SMWB Total</td>
</tr>
</tbody>
</table>

Andrea Beymer, P.E.
Director
Plants and Major Projects

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AWARDING A PROFESSIONAL SERVICES CONTRACT TO CONSTRUCT-ABILITY, LLC IN AN AMOUNT NOT TO EXCEED $150,000.00 IN CONNECTION WITH THE CONSTRUCTION FEASIBILITY REVIEW SERVICES CONTRACT – CONTRACT 1; APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $150,000.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT ENGINEERING WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH CONSTRUCT-ABILITY, LLC AND TO PAY CONSTRUCT-ABILITY, LLC AN AMOUNT NOT TO EXCEED $150,000.00 FOR THE PROJECT ENGINEERING WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) requires professional engineering services (the “project engineering work”) for a third party construction feasibility review of the engineering plans and specifications for on various Capital Improvement Program; and

WHEREAS, the use of construction feasibility review services contract will enhance the quality of the construction documents to ensure they are accurate and buildable, potentially reducing costs and mitigating risks during construction; and

WHEREAS, Construct-Ability, LLC, a local, non-SMWB firm, was selected through the System’s Architect/Engineer Selection Procedure for the project engineering work; and

WHEREAS, a contract in an amount not to exceed $150,000.00 is to be awarded to Construct-Ability, LLC; and

WHEREAS, the amount of $150,000.00 is available from the System’s Project Fund for the project engineering work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to award a professional services contract to Construct-Ability, LLC in an amount not to exceed $150,000.00 for the project engineering work in connection with the Construction Feasibility Review Services Contract – Contract 1, (ii) to make available for the project engineering work an amount not to
exceed $150,000.00 from the System’s Project Fund, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a standard professional services contract with Construct-Ability, LLC for the project engineering work, and further to make payment in an amount not to exceed $150,000.00 to Construct-Ability, LLC for the project engineering work in connection with this contract; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That a professional services contract in an amount not to exceed $150,000.00 is hereby awarded to Construct-Ability, LLC for engineering services in connection with the Construction Feasibility Review Services Contract – Contract 1.

2. That an amount not to exceed $150,000.00 for the project engineering work is hereby made available, and is to be expended from the System’s Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a standard professional services contract with Construct-Ability, LLC, and to make payment in an amount not to exceed $150,000.00 to Construct-Ability, LLC for the project engineering work.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase, or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision hereof is hereafter held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

6. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________________
Ernesto Arrellano, Jr., Secretary
AGENDA ITEM NO. ______

TO: San Antonio Water System Board of Trustees

FROM: Andrea Beymer, P.E., Director, Plants and Major Projects, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF PROFESSIONAL SERVICES CONTRACT IN CONNECTION WITH THE CONSTRUCTION FEASIBILITY REVIEW SERVICES – CONTRACT 2

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a professional services contract to R. H. Shackelford, Inc., a local, SBE firm, and authorizes funds in the amount of $50,000.00 for the Construction Feasibility Review Services – Contract 2.

- The San Antonio Water System’s (the “System”) engineering staff requires the services for a third party construction feasibility review of engineering plans and specifications to assess the constructability of the projects, verify construction cost estimates and schedules, and provide general value engineering.

- The use of construction feasibility review services contract will enhance the quality of the construction documents to ensure they are accurate, complete, biddable, and buildable. These services will further contribute to the accuracy of the cost estimates and schedules, thereby potentially reducing costs and mitigating risks during construction.

- Projects will be assigned to the contract on a work order basis as they are identified. The scope of services and fees will be negotiated for each project prior to authorization to proceed.

- The scope of work will include (i) review of Capital Improvement Program budget amounts planned for individual projects and preparation of associated cost variance reports, (ii) submittal of detailed constructability reviews with recommendations of alternative means and methods for construction activities, construction sequencing and scheduling, (iii) review of construction cost estimates prepared by other consultants, and preparation of detailed estimates for labor and material costs showing prices based on most recent comparable costs specifically associated with the South Texas market, (iv) review of Request for Proposal/Change Orders and recommendations regarding the proposed costs and time, and (v) other value engineering services as requested.

Staff recommends that the Board approve this resolution.
FINANCIAL IMPACT:

The expense for the Construction Feasibility Review Services is $50,000.00. This expense will be paid from the Operating Fund, Company 1000, Accounting Unit 5014100, Account 511312. The job number is 16-0111.

SUPPLEMENTARY COMMENTS:

Six firms responded to the Request for Qualifications. R. H. Shackelford, Inc. was selected through the System’s Architect/Engineer Selection procedure as a qualified consultant. The submitting firms are as follows:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arredondo, Zepeda &amp; Brunz, LLC</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>CAS Consulting &amp; Services, Inc.</td>
<td>Local/MBE–Asian</td>
</tr>
<tr>
<td>Construct-Ability, LLC</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Freese and Nichols, Inc.</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td><strong>R. H. Shackelford, Inc.</strong>*</td>
<td><strong>Local/SBE</strong></td>
</tr>
<tr>
<td>S Squared Construction Engineering, LLC</td>
<td>Non–Local/WBE–Caucasian</td>
</tr>
</tbody>
</table>

*Selected Firm

R. H. Shackelford, Inc. proposed to use the following sub-consultants for services on this contract:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>PERCENT OF FEE</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Maestas &amp; Associates, Inc.</td>
<td>20.00%</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>LNV, Inc.</td>
<td>20.00%</td>
<td>Local/MBE–Hispanic</td>
</tr>
</tbody>
</table>
Additionally, the overall SMWB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>SMWB Analysis - Board Award</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>SBE</td>
<td>60.00%</td>
</tr>
<tr>
<td>MBE-African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE-Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE-Hispanic</td>
<td>40.00%</td>
</tr>
<tr>
<td>MBE-Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE-Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE-Non-Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>SMWB Total</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

Andrea Beymer, P.E.
Director
Plants and Major Projects

APPROVED:

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AWARDING A PROFESSIONAL SERVICES CONTRACT TO R. H. SHACKELFORD, INC. IN AN AMOUNT NOT TO EXCEED $50,000.00 IN CONNECTION WITH THE CONSTRUCTION FEASIBILITY REVIEW SERVICES CONTRACT – CONTRACT 2; APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $50,000.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT ENGINEERING WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH R. H. SHACKELFORD, INC. AND TO PAY R. H. SHACKELFORD, INC. AN AMOUNT NOT TO EXCEED $50,000.00 FOR THE PROJECT ENGINEERING WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) requires professional engineering services (the “project engineering work”) for a third party construction feasibility review of the engineering plans and specifications for various Capital Improvement Projects; and

WHEREAS, the use of construction feasibility review services contract will enhance the quality of the construction documents to ensure they are accurate and buildable, potentially reducing costs and mitigating risks during construction; and

WHEREAS, R. H. Shackelford, Inc., a local, SBE firm, was selected through the System’s Architect/Engineer Selection Procedure for the project engineering work; and

WHEREAS, a contract in an amount not to exceed $50,000.00 is to be awarded to R. H. Shackelford, Inc.; and

WHEREAS, the amount of $50,000.00 is available from the System’s Project Fund for the project engineering work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to award a professional services contract to R. H. Shackelford, Inc. in an amount not to exceed $50,000.00 for the project engineering work in connection with the Construction Feasibility Review Services Contract – Contract 2, (ii) to make available for the project engineering work an amount not to exceed $50,000.00 from the System's Project Fund, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a standard professional services
contract with R. H. Shackelford, Inc. for the project engineering work, and further to make payment in an amount not to exceed $50,000.00 to R. H. Shackelford, Inc. for the project engineering work in connection with this contract; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That a professional services contract in an amount not to exceed $50,000.00 is hereby awarded to R. H. Shackelford, Inc. for engineering services in connection with the Construction Feasibility Review Services Contract – Contract 2.

2. That an amount not to exceed $50,000.00 for the project engineering work is hereby made available, and is to be expended from the System’s Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a standard professional services contract with R. H. Shackelford, Inc., and to make payment in an amount not to exceed $50,000.00 to R. H. Shackelford, Inc. for the project engineering work.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase, or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

6. This resolution becomes effective immediately upon its passage.

PASSED AND Approved this 2nd day of August, 2016.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Margarita Hubbard, Interim Chief of Information Systems, and Douglas P. Evanson, Senior Vice President/Chief Financial Officer

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVING AN AGREEMENT FOR LICENSING AND MAINTENANCE SERVICES RELATED TO INFOR CLOUD BASED FINANCIAL APPLICATIONS AND APPROVING A TIME AND MATERIAL SERVICES WORK ORDER TO MIGRATE AND UPGRADE FINANCIAL APPLICATIONS TO INFOR CLOUD BASED FINANCIAL APPLICATIONS

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution approves the Subscription License and Services Agreement with Infor Public Sector, Inc. (“Infor”) related to cloud based financial applications (software as a service or SaaS) and approves a Time and Materials Services Work Order to migrate and upgrade current financial applications to Infor’s cloud based applications.

- Since 2007, San Antonio Water System (SAWS) has utilized Infor’s financial applications software which includes the following modules: Human Resources, Payroll, Procurement, Supply Chain Management, Budgeting, General Ledger and Financial Reporting. This software is currently hosted on SAWS servers.

- In order to ensure continued support for the Infor financial applications and improve system performance and workflow process efficiencies, SAWS must upgrade to the latest version of the software for the financial applications. SAWS has the option to upgrade to the latest version of the software and continue to host the applications on SAWS servers or upgrade to the cloud based solution offered by Infor.

- The Infor cloud based solution offers several key advantages over a SAWS hosted solution. With the Infor cloud based solution, all future software updates and upgrades are done by Infor personnel at no additional cost to SAWS. Updates are typically necessary annually and major upgrades are typically necessary every three to five years. Additionally, the Infor cloud hosted solution ensures that data is backed up and can be recovered and relocated in the event of a disaster.

- The Subscription License and Services Agreement provides the Infor cloud based financial applications for a period of five years at a total cost of $2,697,750.
The Time and Material Services Work Order provides professional services in the amount of $255,000 to migrate and upgrade SAWS current financial applications to Infor’s cloud based solution.

The total cost of Infor’s cloud based solution for the next five years is $2,952,750, which is 5% less than the projected cost to maintain the financial applications on SAWS servers for the next five years of $3,132,000.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

Total cost of the professional services related to the migration and upgrade of the Infor financial applications to Infor’s cloud based solution and five years of licensing and maintenance services is not to exceed $2,952,750. These charges are operating expenses and will be paid from System Funds budgeted in 2016, and expenditures for future years are pursuant to and contingent upon Board approval of future year’s budgets with a line item for such expenditures (Company: 1000, Accounting Unit: 5021000, Account: 511381).

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Margaret Hubbard  
Interim Chief of Information Systems

Douglas P. Evanson  
Senior Vice President/Chief Financial Officer

Robert R. Puente  
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING A FIVE YEAR SUBSCRIPTION LICENSE AND SERVICES AGREEMENT WITH INFOR PUBLIC SECTOR, INC. IN AN AMOUNT NOT TO EXCEED $2,697,750.00; APPROVING A TIME AND MATERIAL SERVICES WORK ORDER WITH INFOR PUBLIC SECTOR, INC. FOR PROFESSIONAL SERVICES IN AN AMOUNT NOT TO EXCEED $255,000.00 TO MIGRATE AND UPGRADE INFOR FINANCIAL APPLICATIONS; AUTHORIZING TOTAL EXPENDITURES IN AN AMOUNT NOT TO EXCEED $2,952,750.00 TO PAY INFOR PUBLIC SECTOR, INC. FROM THE SYSTEM FUND FOR INFOR FINANCIAL APPLICATIONS, AND EXPENDITURES FOR FUTURE YEARS ARE PURSUANT TO AND CONTINGENT ON BOARD APPROVAL OF FUTURE YEARS BUDGETS WITH A LINE ITEM FOR SUCH EXPENDITURES; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, since 2007 San Antonio Water System (the “System”) has utilized Infor Public Sector, Inc. (Infor) financial applications software which includes the following modules: Human Resources, Payroll, Procurement, Supply Chain Management, Budgeting, General Ledger and Financial Reporting; and

WHEREAS, an upgrade to the existing Infor financial applications software is necessary to ensure continued support and improve system performance and workflow process efficiencies; and

WHEREAS, the System has the option to upgrade the Infor software to the latest version and continue to host the financial applications on System servers or migrate and upgrade to a cloud based solution offered by Infor; and

WHEREAS, the Infor cloud based solution offers several key advantages over a System hosted solution; and

WHEREAS, the five year cost for the Infor cloud based solution is less than the projected cost of a System hosted solution; and

WHEREAS, funds in an amount not to exceed $255,000.00 are required to migrate and upgrade to the Infor cloud based solution and $2,697,750.00 is required for licensing and maintenance support for five years; and
WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve a five year Subscription License and Services Agreement with Infor Public Sector, Inc. in an amount not to exceed $2,697,750.00, (ii) to approve a Time and Material Services Work Order with Infor Public Sector, Inc. for professional services in an amount not to exceed $255,000.00 to migrate and upgrade Infor financial applications, (iii) to authorize total expenditures in the amount not to exceed $2,952,750.00 to Infor Public Sector, Inc. from the System Fund for Infor financial applications, and expenditures for future years are pursuant to and contingent upon Board approval of future year’s budgets with a line item for such expenditures, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute the agreement with Infor Public Sector, Inc., and to pay Infor Public Sector, Inc. an amount not to exceed $2,952,750.00 for Infor financial applications; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That a five year Subscription License and Services Agreement with Infor Public Sector, Inc. in an amount not to exceed $2,697,750.00 is hereby approved.

2. That a Time and Material Services Work Order with Infor Public Sector, Inc. for professional services in an amount not to exceed $255,000.00 to migrate and upgrade Infor financial applications is hereby approved.

3. That total expenditures in the amount not to exceed $2,952,750.00 to Infor Public Sector, Inc. from the System Fund for Infor financial applications are hereby authorized, and expenditures for future years are pursuant to and contingent upon Board approval of future year’s budgets with a line item for such expenditures.

4. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute the agreement with Infor Public Sector, Inc., and to pay Infor Public Sector, Inc. an amount not to exceed $2,952,750.00 for Infor financial applications.

5. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

6. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

7. This Resolution is effective immediately upon passage of this resolution.
PASSED AND APPROVED this the 2nd day of August, 2016.

ATTEST:

__________________________
Berto Guerra, Jr., Chairman

__________________________
Ernesto Arrellano, Jr., Secretary
AGENDA ITEM NO. 39

TO: San Antonio Water System Board of Trustees

FROM: Douglas P. Evanson, Senior Vice President/Chief Financial Officer

THROUGH: Robert R. Puente President/Chief Executive Officer

SUBJECT: APPOINTMENT OF A POOL OF INVESTMENT BANKING FIRMS TO PROVIDE UNDERWRITING SERVICES

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution appoints a pool of Investment Banking firms to provide underwriting services to assist the San Antonio Water System (SAWS) in the financing of its proposed capital improvement programs, for a period of three years, with an option of a two-year extension or until the Board of Trustees appoints an updated pool. Underwriters provide the services of selling municipal debt to the investment community.

- The selection of a pool of underwriters allows the selected firms the ability to analyze SAWS’ current debt and future capital requirements to suggest funding mechanisms that will provide SAWS the lowest cost of capital given current market conditions.

- The standard process of requesting and evaluating proposals based on experience and qualifications using SAWS’ decision analysis tool was utilized. The selection of the firms was based upon the following criteria:
  - Firm Qualifications and Experience – 25%
  - Team Experience – 20%
  - Distribution Capability – 20%
  - Financing Ideas – 20%
  - SMWB Participation – 15%

- Based on the results of the evaluation process, the following pool of Investment Banking firms to provide underwriting services is recommended:

<table>
<thead>
<tr>
<th>NAME OF FIRM</th>
<th>LOCAL/SMWB</th>
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</thead>
<tbody>
<tr>
<td>Backstrom McCarley Berry &amp; Co., LLC</td>
<td>Non-Local/AABE</td>
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<tr>
<td>Bank of America/ Merrill Lynch</td>
<td>Local/Non-SMWB</td>
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<tr>
<td>Barclays Capital</td>
<td>Non-Local/Non-SMWB</td>
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<td>Cabrera Capital Markets</td>
<td>Non-Local/MBE-Hispanic</td>
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<tr>
<td>Citigroup Global Markets, Inc.</td>
<td>Local/Non-SMWB</td>
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<td>Coastal Securities</td>
<td>Local/Non-SMWB</td>
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<tr>
<td>Frost Bank Capital Markets</td>
<td>Local/Non-SMWB</td>
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<tr>
<td>Hilltop Securities Inc.</td>
<td>Local/Non-SMWB</td>
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<tr>
<td>Firm</td>
<td>Designation</td>
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<td>J.P. Morgan Securities, LLC.</td>
<td>Local/Non-SMWB</td>
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<tr>
<td>Jefferies &amp; Company, Inc.</td>
<td>Non-Local/Non-SMWB</td>
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<tr>
<td>Loop Capital Markets, LLC.</td>
<td>Non-Local/AABE</td>
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<td>M.E. Allison &amp; Co., Inc.</td>
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<td>Mesirow Financial, Inc.</td>
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<tr>
<td>Piper Jaffray &amp; Co.</td>
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<td>Raymond James &amp; Associates, Inc.</td>
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<td>RBC Capital Markets</td>
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<tr>
<td>Seibert Brandford Shank &amp; Co.</td>
<td>Local/WBE-AABE</td>
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<tr>
<td>Stifel, Nicolaus &amp; Co., Inc.</td>
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<tr>
<td>Wells Fargo Bank</td>
<td>Local/Non-SMWB</td>
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<td>William Blair &amp; Company</td>
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</table>

- The recommended pool consists of 21 firms. The specific syndicate for each individual transaction would consist of approximately four to six firms, depending upon the size and complexity of each transaction. Following the designation of the senior manager and formulation of a plan of finance, including sizing and structure recommendations, other members of the specific syndicate will be formulated. Each syndicate will reflect a balance of national, regional, and SMWB firms.

- The selection of a firm to be included in the underwriting syndicate for each bond transaction will be based upon the financing ideas the firm presented to SAWS, the firm’s performance in previous bond transactions, and any recent positive or negative news regarding the firm. Inclusion in the pool of underwriters does not guarantee participation in any or all of SAWS transactions. SAWS may, at its sole discretion, add or remove any firm from participation in the pool or shorten or lengthen the period of time for which the pool is in place.

**FINANCIAL IMPACT:**

The appointment of the pool of Investment Banking firms to provide underwriting services creates no immediate contractual or financial obligation of SAWS.

**SUPPLEMENTAL INFORMATION:**

The System’s co-financial advisors of Public Financial Management, Inc. and Estrada Hinojosa assisted staff in the formulation of this recommendation.

Request for Proposals were distributed May 24, 2016. Thirty-two (32) proposals were received.

The 32 responding firms are described as follows:
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<td>Fidelity Capital Markets</td>
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<td>Frost Bank Capital Markets</td>
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<td>George K. Baum &amp; Co.</td>
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<td>Goldman Sachs &amp; Co.</td>
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<td>Hilltop Securities Inc.</td>
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<td>Hutchinson, Shockey, Erley &amp; Co.</td>
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<td>J.P. Morgan Securities, LLC.</td>
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<td>Mischler Financial Group, Inc.</td>
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<td>Morgan Stanley &amp; Co., Inc.</td>
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<td>Oppenheimer &amp; Co., Inc.</td>
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<td>Rice Financial Products Inc.</td>
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<td>SAMCO Capital Markets</td>
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<td>Stern Brothers &amp; Co.</td>
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APPROVED:

[Signature]

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPOINTING A POOL OF INVESTMENT BANKING FIRMS CONSISTING OF BACKSTROM MCCARLEY BERRY & CO., LLC, BANK OF AMERICA MERRILL LYNCH, BARCLAYS CAPITAL, INC., CABELA CAPITAL MARKETS, LLC., CITIGROUP GLOBAL MARKETS, INC., COASTAL SECURITIES, INC., FROST BANK CAPITAL MARKETS, HILLTOP SECURITIES INC., J.P. MORGAN SECURITIES, LLC, JEFFRIES & COMPANY, INC., LOOP CAPITAL MARKETS, LLC., M.E. ALLISON & CO., INC., MESIROW FINANCIAL, INC., PIPER JAFFRAY & CO., RAMIREZ & CO., INC., RAYMOND JAMES & ASSOCIATES, INC., RBC CAPITAL MARKETS LLC, SEIBERT BRANDFORD SHANK & CO., STIFEL, NICOLAUS & CO., INC., WELLS FARGO SECURITIES, AND WILLIAM & COMPANY TO PROVIDE UNDERWRITING SERVICES TO ASSIST THE SAN ANTONIO WATER SYSTEM IN SECURING FUNDING FOR ITS CAPITAL IMPROVEMENTS PROGRAMS; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) monitors its outstanding debt and investigates opportunities to manage this debt in an effective and efficient manner; and

WHEREAS, the capital requirements of the System over the next five years is over $1.5 billion; and

WHEREAS, the System is desirous to debt finance a portion of its Capital Improvements Programs; and

WHEREAS, in order to proceed in a timely fashion with financing capital improvements, a pool of Investment Banking firms to provide underwriting services needs to be appointed to assist in the structuring, marketing, and sale of debt; and

WHEREAS, the System’s standard process for solicitation and evaluation of proposals for professional services has been completed. Firms were evaluated based upon the objectives of firm and team experience, financing ideas, distribution capability, and SMWB participation, with national, regional, and small and minority business represented; and

WHEREAS, inclusion in the pool of underwriters does not guarantee participation in any or all of the System’s transactions. The System may, at its sole discretion,
add or remove any firm from the pool or shorten or lengthen the period of time for which the pool is in place; and

WHEREAS, selection of firms to an underwriting syndicate formed at the time of a bond issue will be based upon financing ideas the firm presented to the System, the firm’s performance in previous bond transactions, and any recent positive or negative news regarding the firm; and

WHEREAS, the San Antonio Water System Board of Trustees desires to appoint a pool of Investment Banking firms to provide underwriting services for a term of three years with an option of a two-year extension, or until the Board of Trustees appoints an updated pool, consisting of 21 firms; now, therefore: and

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the following Investment Banking firms are hereby appointed to provide underwriting services to assist the System from time to time for the issuance of debt for a term of three years with an option of a two-year extension, or until the Board of Trustees appoints an updated pool:

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</table>
2. The inclusion in the pool of underwriters does not guarantee participation in any or all of the System’s transactions. The System may, at its sole discretion, add or remove any member of the pool or shorten or lengthen the period of time for which the pool is in place. The selection of a firm to an underwriting syndicate formed at the time of a bond issue will be based upon financing ideas the firm presented to the System, the firm’s performance in previous bond transactions, and any recent positive or negative news regarding the firm.

3. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public and public notice of the time, place, and subject matter of the public business to be considered at such meeting, including this resolution, was given, all as required by Chapter 551, as amended, Texas Government Code.

4. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

5. This resolution is effective immediately upon its passage.

PASSED AND APPROVED on the 2nd day of August, 2016.

______________________________
Berto Guerra, Jr., Chairman

Attest:

______________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Sam Mills, P.E., Director, Development, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: UTILITY SERVICE AGREEMENT FOR WATER AND/OR WASTEWATER SERVICES TO TRACTS REQUIRING THE SAN ANTONIO WATER SYSTEM FINANCIAL PARTICIPATION IN THE DEVELOPMENT OF INFRASTRUCTURE THROUGH OVERSIZING OR IMPACT FEE CREDITS AND/OR ARE LOCATED OUTSIDE THE SAN ANTONIO WATER SYSTEM WATER AND/OR WASTEWATER CERTIFICATE OF CONVENIENCE AND NECESSITY

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution approves Utility Service Agreements (USA) to provide water and/or wastewater services to the specified tracts of land requiring San Antonio Water System’s (the “System”) financial participation in the development of infrastructure through oversizing or impact fee credits, and/or are located outside the System’s water and/or wastewater Certificate of Convenience and Necessity (CCN).

- This board item consists of three tracts, which totals 1,246.14 acres; 4,182 water Equivalent Dwelling Units (EDUs); and 639 wastewater water EDUs.

- Board approval is required since the tracts require the System’s financial participation in the development of infrastructure through oversizing or impact fee credits and/or is located outside the System’s water and/or wastewater CCN.

- The Apartments at the Golf Club of Texas Tract is located within the City of San Antonio Extraterritorial Jurisdiction, inside the System’s water CCN and inside the wastewater CCN. The USA provides 207 EDUs of water and 194 EDUs of wastewater services and consists of oversized infrastructure.

- The Ladera Development is located within the City of San Antonio Extraterritorial Jurisdiction, inside the System’s water CCN and inside the wastewater CCN. The USA provides 3,515 EDUs of water and 0 EDUs of wastewater services and consists of oversized infrastructure.

- The West Borgfeld Subdivision Tract is located within the City of San Antonio Extraterritorial Jurisdiction, inside the System’s water CCN and inside the wastewater CCN.
Utility Service Agreement to the Specified Tract Requiring Oversizing And/or Outside the System’s Water and/or Wastewater CCN

The USA provides 460 EDUs of water and 445 EDUs of wastewater services and consists of oversized infrastructure.

- The Developer is required to install all necessary on-site facilities in accordance with the Board’s regulations and at the Developer’s total cost.

- The Developer is responsible for the construction and engineering costs associated with all required water and/or wastewater mains to serve the tract (on-site and off-site).

Staff recommends that the Board approve this resolution.

<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Developer</th>
<th>Acres</th>
<th>W EDUs</th>
<th>WW EDUs</th>
<th>CoSA / CoSA ETJ / Outside</th>
<th>EARZ / CZ</th>
<th>Board Reason</th>
<th>W CCN</th>
<th>WW CCN</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>The Apartments at the Golf Club of Texas Tract</td>
<td>Falcon First Residential, LLC</td>
<td>15.135</td>
<td>207</td>
<td>194</td>
<td>CoSA ETJ</td>
<td>Outside</td>
<td>OVR</td>
<td>In</td>
<td>In</td>
</tr>
<tr>
<td>2</td>
<td>Ladera Development</td>
<td>Cook Inlet Region, Inc.</td>
<td>1.125</td>
<td>3,515</td>
<td>0*</td>
<td>CoSA ETJ</td>
<td>Outside</td>
<td>OVR</td>
<td>In</td>
<td>In</td>
</tr>
<tr>
<td>3</td>
<td>West Borgfeld Subdivision Tract</td>
<td>Pulte Homes of Texas, L.P.</td>
<td>106</td>
<td>460</td>
<td>445</td>
<td>CoSA ETJ</td>
<td>Inside</td>
<td>OVR</td>
<td>In</td>
<td>In</td>
</tr>
<tr>
<td></td>
<td><strong>Totals</strong></td>
<td></td>
<td><strong>1,246.14</strong></td>
<td><strong>4,182</strong></td>
<td><strong>639</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Acronyms:**
- EARZ = Edwards Aquifer Recharge Zone
- OVR = Oversizing
- CoSA = City of San Antonio limits
- ETJ = Extraterritorial Jurisdiction
- WW = Wastewater
- WW CCN = Certificate of Convenience and Necessity
- CZ = Edwards Aquifer Contributing Zone
- IFC = Impact Fee Credits

*Existing Felder Ranch sewer USA*

**EXTENT AND CONDITIONS OF UTILITY SERVICE AGREEMENT:**

Upon approval by the System of this USA, the Developer Customers have 36 months to complete the required utility master plan and to start construction. If a Developer Customer fails to complete these requirements within the 36-month period, the USA will expire and a request for a new agreement must be submitted to the System. During the effective term of this USA, capacity in the System’s water and wastewater systems will be set aside. The Developer Customers are not guaranteed capacity until all required off-site infrastructure is built by the Developer, accepted by the System, and all impact fees are paid.

**FINANCIAL IMPACT:**

In compliance with the System’s Board of Trustees water extension policy, Developer Customer applicants are responsible for financing all required local benefit facilities and for payment of all
applicable impact fees. The Developers will contribute all impact fees in effect at the time of plat recordation or the latest date allowable by law for each subdivision unit. The fees to be collected by the System will be recorded in the Service Recovery Account and are estimated as follows, based on current charges and full build out of the tracts:

<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Water Impact Fees</th>
<th>Wastewater Impact Fees</th>
<th>Total Impact Fees</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>The Apartments at the Golf Club of Texas Tract</td>
<td>$988,839.00</td>
<td>$456,094.00</td>
<td>$1,444,933.00</td>
</tr>
<tr>
<td>2</td>
<td>Ladera Development</td>
<td>$16,791,155.00</td>
<td>$0.00</td>
<td>$16,791,155.00</td>
</tr>
<tr>
<td>3</td>
<td>West Borgfeld Subdivision Tract</td>
<td>$2,197,420.00</td>
<td>$1,471,170.00</td>
<td>$3,668,590.00</td>
</tr>
<tr>
<td></td>
<td><strong>Total</strong></td>
<td><strong>$19,977,414.00</strong></td>
<td><strong>$1,927,264.00</strong></td>
<td><strong>$21,904,678.00</strong></td>
</tr>
</tbody>
</table>

The System is responsible for providing access to existing general benefit facilities and/or financing the construction of additional general benefit facilities.

**OVERSIZING AND/OR IMPACT FEE CREDITS:**

The following USAs have recommendations for the System’s financial participation in the development of infrastructure through oversizing or impact fee credits and/or facilities based on the System’s Master Plan.

<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Oversize SAWS</th>
<th>Oversize Developer</th>
<th>Oversize Total</th>
<th>Oversize Developer (%)</th>
<th>Oversize System (%)</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>The Apartments at the Golf Club of Texas Tract</td>
<td>$2,646,000</td>
<td>$882,000*</td>
<td>$3,528,000</td>
<td>25.00%</td>
<td>75.00%</td>
</tr>
<tr>
<td></td>
<td>Water: 24-inch main</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2a</td>
<td>Ladera Development</td>
<td>$3,133,000</td>
<td>$5,767,000*</td>
<td>$8,900,000</td>
<td>64.80%</td>
<td>35.20%</td>
</tr>
<tr>
<td></td>
<td>Water: 8MGD High Service Pump, 2 Million Gallon Ground Storage Tank, and 3 MGD Well Pump</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2b</td>
<td>Ladera Development</td>
<td>$1,960,000</td>
<td>$1,568,000*</td>
<td>$3,528,000</td>
<td>44.44%</td>
<td>55.56%</td>
</tr>
<tr>
<td></td>
<td>Water: 24-inch main</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>3</td>
<td>West Borgfeld Subdivision Tract</td>
<td>$2,535,000</td>
<td>$390,000**</td>
<td>$2,925,000</td>
<td>13.33%</td>
<td>86.67%</td>
</tr>
<tr>
<td></td>
<td>Wastewater: 30-inch main</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Total</strong></td>
<td><strong>$10,274,000</strong></td>
<td><strong>$8,607,000</strong></td>
<td><strong>$18,881,000</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

*The Developer is eligible for impact fee credits for their share of the cost for the 24-inch mains and the water production facilities.
Utility Service Agreement to the Specified Tract Requiring Oversizing
And/or Outside the System’s Water and/or Wastewater CCN

**The 30-inch outfall main may be included in the next impact fee update

The Developer is required to install all other necessary on-site facilities in accordance with the Board’s regulations and at the Developer’s total cost.

Sam Mills, P.E.
Director
Development

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Attachment:
1. Table 1, Tract Information
<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Developer</th>
<th>Principal</th>
<th>CoSA / CoSA ETJ / Outside</th>
<th>EARZ / CZ</th>
<th>PZ</th>
<th>Acres</th>
<th>Water EDU</th>
<th>WW EDU</th>
<th>Watershed</th>
<th>Board Reason</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>The Apartments at the Golf Club of Texas Tract</td>
<td>Falcon First Residential, LLC</td>
<td>Richard Anderson</td>
<td>CoSA ETJ</td>
<td>Outside</td>
<td>1080</td>
<td>15.135</td>
<td>207</td>
<td>194</td>
<td>Polecat Creek – Medina River</td>
<td>OVR</td>
</tr>
<tr>
<td>2</td>
<td>Ladera Development</td>
<td>Cook Inlet Region, Inc.</td>
<td>Chad Nugent</td>
<td>CoSA ETJ</td>
<td>Outside</td>
<td>1080</td>
<td>1,125</td>
<td>3,515</td>
<td>0*</td>
<td>Polecat Creek – Medina River &amp; Big Sous Creek</td>
<td>OVR</td>
</tr>
<tr>
<td>3</td>
<td>West Borgfeld Subdivision Tract</td>
<td>Pulte Homes of Texas, L.P.</td>
<td>Emiliano Z. Guerra</td>
<td>CoSA ETJ</td>
<td>Inside</td>
<td>12E</td>
<td>106</td>
<td>460</td>
<td>445</td>
<td>Indian Creek – Cibolo Creek</td>
<td>OVR</td>
</tr>
</tbody>
</table>

**Acronyms:**
- EARZ = Edwards Aquifer Recharge Zone
- CZ = Edwards Aquifer Contributing Zone
- CoSA = City of San Antonio limits
- ETJ = Extraterritorial Jurisdiction
- WW = Wastewater
- PZ = Pressure Zone
- IFC = Impact Fee Credits
- OVR = Oversizing

*Existing Felder Ranch Sewer USA
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING A UTILITY SERVICE AGREEMENT TO PROVIDE WATER AND/OR WASTEWATER SERVICES TO THE SPECIFIED TRACTS OF LAND REQUIRING THE SAN ANTONIO WATER SYSTEM’S FINANCIAL PARTICIPATION IN THE DEVELOPMENT OF INFRASTRUCTURE THROUGH OVERSIZING OR IMPACT FEE CREDITS AND/OR ARE LOCATED OUTSIDE THE SAN ANTONIO WATER SYSTEM’S WATER AND/OR WASTEWATER CERTIFICATE OF CONVENIENCE AND NECESSITY (CCN), SUBJECT TO THE EXPIRATION OF SUCH AGREEMENTS IF NOT EXERCISED IN THIRTY-SIX MONTHS; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the Developer Customers, specified in the table below, have requested the San Antonio Water System (the “System”) to provide water and/or wastewater service(s), and have satisfied the requirements of the Board’s Regulations for Developer Customers Applicant; and

<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Developer</th>
<th>Acres</th>
<th>W CCNs</th>
<th>WW CCNs</th>
<th>CoSA / CoSA Reason</th>
<th>EARZ / CZ</th>
<th>Board Reason</th>
<th>W CCN</th>
<th>WW CCN</th>
</tr>
</thead>
<tbody>
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<td>15.135</td>
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<tr>
<td>2</td>
<td>Ladera Development</td>
<td>Cook Inlet Region, Inc.</td>
<td>1,125</td>
<td>3,515</td>
<td>0</td>
<td>CoSA ETJ</td>
<td>Outside</td>
<td>OVR</td>
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<td>In</td>
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<td>OVR</td>
<td>In</td>
<td>In</td>
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<td></td>
<td><strong>Totals</strong></td>
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<td>1,246</td>
<td>4,182</td>
<td>639</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

WHEREAS, the Developer Customer’s provisions to acquire water and/or wastewater services within the System’s jurisdiction is generally illustrated in the attached Project Site Maps; and

WHEREAS, the Developer Customer is obligated to pay the prescribed fees and to comply with other applicable requirements as set forth in the Regulations for Water and/or Wastewater Service; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve the Utility Service Agreement and to provide water and/or wastewater services to tracts of land requiring the System’s financial participation in the development of infrastructure through oversizing or impact fee credits and/or are located outside the System’s water and/or wastewater Certificate of Convenience and Necessity, and (ii) to provide that the Utility Service Agreement
will be honored for a period of thirty-six months, and that if not exercised during this period, the Utility Service Agreements will expire; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the System hereby approves the Utility Service Agreement and agrees to provide water and/or wastewater services to tracts of land requiring the System’s financial participation in the development of infrastructure through oversizing or impact fee credits and/or are located outside the System’s water and/or wastewater Certificate of Convenience and Necessity as generally illustrated in the attached Project Site Maps hereto, on a Developer Customer basis as provided for in the Board's Regulations, applicable amendments to the Regulations, and any other applicable federal, state or local regulations.

2. That the Utility Service Agreement shall be honored for a period of thirty-six months, and if not exercised during this thirty-six-month period, the Utility Service Agreement will expire.

3. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

4. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

5. This resolution shall take effect immediately from and after its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

_______________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_______________________________________
Ernesto Arrellano, Jr., Secretary
Segment A: Oversize approx. 1.85 miles of 16-inch approach main to a 24-inch

Oversize Proposed Facility:
- Tank (GST): 500,000 gal to 2MG
- High Service Pumps: 6.5 MGD to 8 MGD
- Well Pumps: 2.25 MGD to 3.0 MGD
Oversize approximately 1.25 miles of 8-inch main to 30-inch
Tract is located:
- Over Edwards Aquifer Contributing Zone
- Within 5-mile Camp Bullis Awareness Zone
TO: San Antonio Water System Board of Trustees

FROM: Andrea Beymer, P.E., Director, Plants and Major Projects, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF CONSTRUCTION CONTRACT FOR THE U.S. HIGHWAY 281 WATER MAIN REPLACEMENT PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $2,332,996.00 to R.L. Jones, LP, a local SBE firm, in connection with the U.S. Highway 281 Water Main Replacement Project (the “project”).

- The 2015 DSP Capital Improvement Program includes the construction of the U.S. Highway 281 Water Main Replacement Project. The project is located in far south Bexar County along U.S. Highway 281 South between Loop 1604 South and the Atascosa County line.

- The project work for this former Bexar Metropolitan Water District area consists of replacing existing water main infrastructure which is currently undersized, in poor condition, and experiencing numerous line breaks resulting in boil water notices and loss of service for extended periods. The project, when complete, will provide additional water capacity, redundancy in the distribution system, and adequate fire flow capacity.

- The project consists of the construction of approximately 25,881 linear feet of 12-inch water main and 1,191 linear feet of 16-inch water main, 3,375 linear feet of bore & case, fittings, valves, fire hydrants; adjustment of water meters, and other water related appurtenances.

- R.L. Jones, LP, has submitted the low responsible bid of $2,332,996.00.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the 2015 Capital Improvement Program. This project is included in the DSP Water Delivery, Mains – New Category, U.S. Highway 281 Water Main Replacement at Hume Road project. The total amount is $2,332,996.00 under job number 14-4305.
SUPPLEMENTARY COMMENTS:

A bid opening was held on May 25, 2016, and ten firms responded to the request for bids. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>R.L. Jones, LP*</td>
<td>$2,332,996.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Veritas Management Company, LLC dba Black Castle</td>
<td>$2,338,535.60</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>San Antonio Constructors, Ltd.</td>
<td>$2,399,999.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Nelson Lewis, Inc.</td>
<td>$2,425,000.00</td>
<td>Non–Local/Non–SMWB</td>
</tr>
<tr>
<td>Atlas Construction Corp.</td>
<td>$2,569,350.00</td>
<td>Non–Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil-Field Services Co., Inc.</td>
<td>$2,648,225.00</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Qro Mex Construction Co., Inc.</td>
<td>$2,851,576.40</td>
<td>Non–Local/MBE–Hispanic</td>
</tr>
<tr>
<td>The 5125 Company</td>
<td>$2,955,125.00</td>
<td>Non–Local/WBE–Hispanic</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$3,200,000.00</td>
<td></td>
</tr>
<tr>
<td>Jerdon Enterprise, L.P.</td>
<td>$3,219,746.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Wauters Engineering, LLC</td>
<td>$3,490,932.30</td>
<td>Local/SBE</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder

The contract allows 365 calendar days for the completion of the work.

The bid amount represents a 27.1 percent decrease from the estimated construction cost.

<table>
<thead>
<tr>
<th>U.S. Highway 281 Water Main Replacement Project</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>R.L. JONES, LP</td>
<td></td>
</tr>
</tbody>
</table>

SMWB ANALYSIS – BOARD AWARD

<p>| | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>SBE</td>
<td>47.28%</td>
</tr>
<tr>
<td>MBE–African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Hispanic</td>
<td>3.21%</td>
</tr>
<tr>
<td>MBE–Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE–Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE–Non–Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>SMWB Total</td>
<td>50.49%</td>
</tr>
</tbody>
</table>
Award of Construction Contract
U.S. Highway 281 Water Main Replacement Project

Andrea Beymer, P.E.
Director
Plants and Major Projects

APPROVED:

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF R.L. JONES, LP, IN THE AMOUNT OF $2,332,996.00 IN CONNECTION WITH THE U.S. HIGHWAY 281 WATER MAIN REPLACEMENT PROJECT; AWARDING A CONTRACT TO R.L. JONES, LP, IN THE AMOUNT OF $2,332,996.00 FOR THE PROJECT WORK; APPROVING EXPENDITURES AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $2,332,996.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSTRUCTION CONTRACT WITH R.L. JONES, LP, AND TO PAY R.L. JONES, LP, AN AMOUNT NOT TO EXCEED $2,332,996.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the 2015 DSP Capital improvement Program includes the construction of the U.S. Highway 281 Water Main Replacement Project; and

WHEREAS, the project will include the construction of approximately 25,881 linear feet of 12-inch water main and 1,191 linear feet of 16-inch water main, 3,375 linear feet of bore & case, fittings, valves, fire hydrants; adjustment of water meters, and other water related appurtenances; and

WHEREAS, the San Antonio Water System (the “System”) has solicited for the project work; and

WHEREAS, R.L. Jones, LP, a local, SBE firm, is declared the lowest responsible bidder and has submitted the low responsible bid of $2,332,996.00 for the project work; and

WHEREAS, the San Antonio Water System’s Board of Trustees desires (i) to accept the bid of R.L. Jones, LP, in the amount of $2,332,996.00 for the project work in connection with the U.S. Highway 281 Water Main Replacement Project, (ii) to award a construction contract to R.L. Jones, LP, in the amount of $2,332,996.00 for the project work, (iii) to approve a total expenditure and make available an amount not to exceed $2,332,996.00 from the System’s Project Fund for the project work, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with R.L. Jones, LP, and to pay R.L. Jones, LP, an amount not to exceed $2,332,996.00 for the project work; now, therefore:
BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of R.L. Jones, LP, in the amount of $2,332,996.00 for the project work in connection with the U.S. Highway 281 Water Main Replacement Project is hereby accepted.

2. That a construction contract in the amount of $2,332,996.00 for the project work is hereby awarded to R.L. Jones, LP.

3. That a total sum not to exceed $2,332,996.00 for the project work is hereby made available and is to be expended from the System’s Project Funds.

4. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a standard contract for general construction with R.L. Jones, LP, and to pay to R.L. Jones, LP, the amount not exceed $2,332,996.00 for the project work in connection with the U.S. Highway 281 Water Main Replacement Project.

5. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

6. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

7. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

__________________________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF CONSTRUCTION CONTRACT FOR THE 2016 WATER CONSTRUCTION CONTRACT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $3,982,031.00 to R.L. Jones, LP, a local, SBE firm, in connection with the 2016 Water Construction Contract. This contract will have projects located citywide and within various Council Districts.

- This contract will be for the replacement, installation and/or adjustment of approximately two miles of 6-inch through 24-inch diameter water mains by open cut construction and directional drilling methods. Work shall include but not be limited to the installation of all applicable appurtenances for the complete function of the water mains.

- This contract may be used to make repairs or replace water mains that have been identified by the Operations Department as in very poor condition and will be administered on a work order basis once the projects have been designed.

- The attached resolution therefore finds that R.L. Jones, LP has submitted the low responsible bid of $3,982,031.00.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2014 and CY 2016 Capital Improvement Programs. This project is included in the Wastewater Core Business budget line item. The amount is $3,982,031.00 for water related construction work under job number 14-4507.

SUPPLEMENTARY COMMENTS:

Greg Gomez, Inc., (GGI Engineers), prepared the opinion of probable cost for this project and their estimated construction cost was $4,916,021.00.

A bid opening was held on June 3, 2016, at 10:00 AM. Six firms responded to the request for bids.
The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>R.L. Jones, LP*</td>
<td>$3,982,031.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Atlas Construction, Inc.</td>
<td>$4,292,465.00</td>
<td>Non-Local / MBE-Hispanic</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating</td>
<td>$4,441,935.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Facilities Rehabilitation, Inc.</td>
<td>$4,489,020.00</td>
<td>Non-Local /MBE-Hispanic</td>
</tr>
<tr>
<td>San Antonio Constructors LTD</td>
<td>$4,534,565.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$4,916,021.00</td>
<td></td>
</tr>
<tr>
<td>National Power Rodding Corp.</td>
<td>$7,110,506.81</td>
<td>Non-Local / SBE</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder

The bid amount represents a 19 percent decrease from the Engineer’s estimated construction cost.

This contract has 730 days for construction completion or until funds are exhausted, whichever comes first.

---

### 2016 Water Construction Contract

#### R.L. JONES, LP

<table>
<thead>
<tr>
<th>SMWB ANALYSIS – BOARD AWARD</th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>SBE</td>
<td>87.95%</td>
</tr>
<tr>
<td>MBE–African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Hispanic</td>
<td>10.42%</td>
</tr>
<tr>
<td>MBE–Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE–Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE–Non–Minority</td>
<td>1.63%</td>
</tr>
<tr>
<td>SMWB Total</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

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Kathleen M. Price, P.E.  
Director  
Pipelines

Genoveva G. Gomez, P.E.  
Vice President  
Engineering and Construction

APPROVED:

Robert R. Puente  
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF R.L. JONES, LP, IN THE AMOUNT OF $3,982,031.00 IN CONNECTION WITH THE 2016 WATER CONSTRUCTION CONTRACT; AWARDING A CONSTRUCTION CONTRACT TO R.L. JONES, LP, IN THE AMOUNT OF $3,982,031.00 FOR THE PROJECT WORK; APPROVING EXPENDITURES AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $3,982,031.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSTRUCTION CONTRACT WITH R.L. JONES, LP, AND TO PAY R.L. JONES, LP, AN AMOUNT NOT TO EXCEED $3,982,031.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, this contract will be for the replacement, installation and/or adjustment of approximately two miles of 6-inch through 24-inch diameter water mains by open cut construction and directional drilling methods; and

WHEREAS, work shall include but not be limited to the installation of all applicable appurtenances for the complete function of the water mains; and

WHEREAS, this contract may be used to make repairs or replace water mains that have been identified by the Operations Department as in very poor condition and will be administered on a work order basis once the projects have been designed; and

WHEREAS, the San Antonio Water System (the “System”) has solicited bids for the project work; and

WHEREAS, R.L. Jones, LP, a local, SBE firm, is declared the lowest responsible bidder and has submitted the low responsible bid of $3,982,031.00 for the project work; and

WHEREAS, System funds in the amount of $3,982,031.00 are required for the project work; and
WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the bid of R.L. Jones, LP, in the amount of $3,982,031.00 for the project work in connection with the 2016 Water Construction Contract, (ii) to award a construction contract to R.L. Jones, LP, in the amount $3,982,031.00 for the project work, (iii) to approve a total expenditure and make available an amount not to exceed $3,982,031.00 from the System’s Project Fund for the project work, and (iv) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with R.L. Jones, LP, and to pay R.L. Jones, LP, an amount not to exceed $3,982,031.00 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of R.L. Jones, LP, in the amount of $3,982,031.00 for the project work in connection with the 2016 Water Construction Contract is hereby accepted.

2. That a construction contract in the amount of $3,982,031.00 for the project work is hereby awarded to R.L. Jones, LP.

3. That a total sum not to exceed $3,982,031.00 for the project work is hereby made available and is to be expended from the System’s Project Fund.

4. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a standard contract for general construction with R.L. Jones, LP and to pay R.L. Jones, LP the amount not to exceed $3,982,031.00 for the project work in connection with the 2016 Water Construction Contract.

5. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Code Annotated, as amended, Title 5, Chapter 551, Government Code.

6. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.
7. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

__________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: AWARD OF CONSTRUCTION CONTRACT FOR THE W-6: WESTERN WATERSHED SEWER RELIEF LINE (P-3 AND P-4 – MIDDLE SEGMENT) PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $11,949,261.00 to Spiess Construction Co., Inc., non-local, SBE contractor, in connection with the W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project. This project is located in Council District 4.

- The contract that is the subject of the attached resolution will authorize work that is required by Section V. B. Early Action Program of the Consent Decree between the San Antonio Water System (the “System”), the United States of America, and the State of Texas that was lodged in the United States District Court for the Western District of Texas on July 23, 2013.

- The W-6: Western Watershed Sewer Relief Line Project is being constructed in three segments: Lower, Middle, and Upper. The project consists of approximately 8 miles of 78-inch to 96-inch sewer mains from a point on the south side of Highway 90 near Camargo Park then generally following a route parallel to Leon Creek flowing by gravity to a tie in point on the north side of Loop 410.

- This project was identified in the Wastewater Master Plan development by the San Antonio Water System’s (the “System”) Master Planning Division. This project will replace sewer pipe and associated siphons, which are in poor condition and lack capacity to handle the future needs of the sewer shed.

- W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project is a priority outfall improvement that will replace approximately 1.7 miles of existing 54-inch main with a 90-inch sewer main along Leon Creek from Quintana Road to SW Military.

- The existing 54-inch main was constructed in the 1960’s and has experienced multiple collapses requiring emergency repairs.
The Competitive Sealed Proposal procurement method was used to select the construction contractor. This method allows selection of a contractor on a “best value” method, instead of a low bid method. Spiess Construction Co., Inc., submitted the best value and the most qualifying proposal for $11,949,261.00.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this CIP project, job numbers 14-2501 and 15-4504. This project is included in the CY 2014 and 2015 Capital Improvement Program wastewater core business, collection growth, W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project. The amount is $11,949,261.00 for sewer related work.

**SUPPLEMENTARY COMMENTS:**

Brown and Caldwell prepared the plans and specifications for this project. The engineer’s estimated construction cost was $12,728,451.00. Four firms responded to the request for proposals. The proposals were received on June 24, 2016 at 1:30 p.m.

This contract allows for 365 days for completion of the work. Spiess Construction Co., Inc., provides the best value to the System based on the following Evaluation Criteria:

<table>
<thead>
<tr>
<th>Background, Experience, and Past Performance</th>
<th>30%</th>
</tr>
</thead>
<tbody>
<tr>
<td>Project Approach/Team Experience</td>
<td>10%</td>
</tr>
<tr>
<td>Price</td>
<td>50%</td>
</tr>
<tr>
<td>SMWB Participation</td>
<td>10%</td>
</tr>
</tbody>
</table>

The following proposals were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>BEST VALUE SCORE</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Spiess Construction*</td>
<td>$11,949,261.00</td>
<td>87.17</td>
<td>Non–Local/SBE</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$12,728,451.00</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Oscar Renda Contracting, Inc.</td>
<td>$13,522,244.06</td>
<td>60.62</td>
<td>Non–Local/Non–SMWB</td>
</tr>
<tr>
<td>S.J. Louis Construction of Texas Ltd.</td>
<td>$13,161,484.06</td>
<td>56.27</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>BRH-Garver Construction</td>
<td>$17,546,323.71</td>
<td>54.43</td>
<td>Non–Local/Non–SMWB</td>
</tr>
</tbody>
</table>

*Best Value Proposal
The bid amount represents a 6.1 percent increase from the estimated construction cost.

<table>
<thead>
<tr>
<th>SBE</th>
<th>82.53%</th>
</tr>
</thead>
<tbody>
<tr>
<td>MBE–African American</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Asian</td>
<td>0.00%</td>
</tr>
<tr>
<td>MBE–Hispanic</td>
<td>3.01%</td>
</tr>
<tr>
<td>MBE–Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE–Minority</td>
<td>10.42%</td>
</tr>
<tr>
<td>WBE–Non–Minority</td>
<td>4.04%</td>
</tr>
<tr>
<td>SMWB Total</td>
<td>100.00%</td>
</tr>
</tbody>
</table>

The bid amount represents a 6.1 percent increase from the estimated construction cost.

Kathleen M. Price, P.E.
Director
Pipelines

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
SAN ANTONIO WATER SYSTEM
PROJECT SITE MAP
ATTACHMENT II

WESTERN WATERSHED SEWER RELIEF LINE
P-3 and P-4 - MIDDLE SEGMENT
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE PROPOSAL OF SPIESS CONSTRUCTION CO., INC., IN THE AMOUNT OF $11,949,261.00 IN CONNECTION WITH THE W-6: WESTERN WATERSHED SEWER RELIEF LINE (P-3 AND P-4 – MIDDLE SEGMENT) PROJECT; AWARDING A CONSTRUCTION CONTRACT IN THE AMOUNT OF $11,949,261.00 TO SPIESS CONSTRUCTION CO., INC., FOR THE PROJECT WORK; AUTHORIZING THE EXPENDITURE OF FUNDS IN AN AMOUNT OF $11,949,261.00 FOR THE PROJECT WORK; AUTHORIZING TOTAL EXPENDITURES IN AN AMOUNT NOT TO EXCEED $11,949,261.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSTRUCTION CONTRACT WITH SPIESS CONSTRUCTION CO., INC., AND TO PAY SPIESS CONSTRUCTION CO., INC., AN AMOUNT NOT TO EXCEED $11,949,261.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is undertaking to construct wastewater facilities for the W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project (the “project work”) as part of its Capital Improvements Program and was identified in the Wastewater Master Plan development by the System’s Master Planning Division to replace sewer mains which are in poor condition and lack capacity to handle the future needs of the sewer shed; and

WHEREAS, the W-6: Western Watershed Sewer Relief Line Project is being constructed in three segments: Lower, Middle, and Upper and consists of approximately 8 miles of 78-inch to 96-inch sewer mains from a point on the south side of Highway 90 near Camargo Park then generally following a route parallel to Leon Creek flowing by gravity to a tie in point on the north side of Loop 410; and

WHEREAS, the W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project is a priority outfall improvement that will replace approximately 1.7 miles of existing 54-inch sewer main with a 90-inch sewer main along Leon Creek from Quintana Road to SW Military; and
WHEREAS, the Competitive Sealed Proposal procurement method was used to select the construction contractor. This method allows selection of a contractor on a “best value” method, instead of a low bid method; and

WHEREAS, a Competitive Sealed Proposal for the W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project was advertised and Spiess Construction Co., Inc., submitted the best value and the most qualifying proposal of $11,949,261.00; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the proposal of Spiess Construction Co., Inc., in the amount of $11,949,261.00 for the project work in connection with the W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project, (ii) to award a construction contract to Spiess Construction Co., Inc., for the project work, (iii) to authorize System funds in the amount of $11,949,261.00 for the project work, (iv) to make available a total amount not to exceed $11,949,261.00 from the System’s Project Fund for the sewer project work, and (v) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with Spiess Construction Co., Inc., for the project work and to pay a total amount not to exceed $11,949,261.00 to Spiess Construction Co., Inc., for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the proposal of Spiess Construction Co., Inc., in the amount of $11,949,261.00 for the project work in connection with the W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project is hereby accepted.

2. That a construction contract in the amount of $11,949,261.00 for the project work is hereby awarded to Spiess Construction Co., Inc.

3. That the expenditure of System funds in the amount of $11,949,261.00 for the project work is hereby authorized and approved.

4. That a total sum not to exceed $11,949,261.00 for the project work is hereby made available and is to be expended from the System’s Project Fund.

5. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a construction contract with Spiess Construction Co., Inc., for the project work and to pay an amount not to exceed $11,949,261.00 to Spiess Construction Co., Inc., for the project work in connection with the W-6: Western Watershed Sewer Relief Line (P-3 and P-4 – Middle Segment) Project.

6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.
7. If any part, section, paragraph, sentence, phrase, or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

__________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________
Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer


Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract in the amount of $4,482,049.25 to SAK Construction, LLC, a non-local, non-SMWB firm, in connection with the C_13 Broadway Corridor Project Packages 1.C and 3.C.

- The contract that is the subject of the attached resolution will authorize work that is required by Section V.B. Early Action Program of the Consent Decree between the San Antonio Water System (the “System”), the United States of America, and the State of Texas that was lodged in the United States District Court for the Western District of Texas on July 23, 2013.

- This project was identified by the Sanitary Sewer Overflow Reduction Team as being in poor condition due to deterioration and lacks sufficient capacity to handle future sewer flows due to growth and during peak storm events.

- The overall C_13 Broadway Corridor Project – Package C includes the rehabilitation of approximately 18,000 linear feet of 18-inch to 39-inch gravity sewer line.

- The C_13 Broadway Corridor Project – Packages 1.C and 3.C includes the rehabilitation of approximately 9,000 linear feet of 24-inch to 39-inch gravity sewer main. Sewer mains are to be rehabilitated by Cured-in-Place Pipe (CIPP) method due to the condition of the sewer pipe.


- Package 1.C is along South St. Mary’s and South Alamo streets from Pereida to Cesar Chavez.

- Package 3.C is along Avenue B from McCullough to 12th Street.

- SAK Construction, LLC, is now declared the lowest responsible bidder and has submitted
the low responsible bid of $4,482,049.25.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2014 Capital Improvement Program. This project is included in the Waste Water Core Business, Collection R&R – Wastewater Category, the C_13 Broadway Corridor Project – Packages 1.C and 3.C budget line item. The total amount is $4,482,049.25 for sewer related construction work. The job numbers are 15-4510 and 15-4512.

**SUPPLEMENTARY COMMENTS:**

CH2M Hill Engineers, Inc., prepared the plans and specifications for this project under their professional services contract. The engineer’s estimated construction cost was $4,154,521.00.

A bid opening was held on June 10, 2016, at 10:00 AM. Four firms responded to the request for bids. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Engineer’s Estimate</td>
<td>$4,154,521.00</td>
<td></td>
</tr>
<tr>
<td>SAK Construction, LLC*</td>
<td>$4,482,049.25</td>
<td>Non–Local/Non–SMWB</td>
</tr>
<tr>
<td>Kenny Construction Company</td>
<td>$4,820,585.00</td>
<td>Non–Local/Non–SMWB</td>
</tr>
<tr>
<td>PM Construction and Rehab LP</td>
<td>$6,142,966.10</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>Pronto Sandblasting and Coating &amp; Oil-Field Services Co., Inc.</td>
<td>$6,800,116.00</td>
<td>Local/MEB–Hisp.</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder
Award of Construction Contract
C_13 Broadway Corridor Project Packages 1.C and 3.C

<table>
<thead>
<tr>
<th>C_13 Broadway Corridor Project Packages 1.C and 3.C</th>
</tr>
</thead>
<tbody>
<tr>
<td>SAK CONSTRUCTION, LLC</td>
</tr>
<tr>
<td>SMWB ANALYSIS – BOARD AWARD</td>
</tr>
<tr>
<td>SBE</td>
</tr>
<tr>
<td>MBE–African American</td>
</tr>
<tr>
<td>MBE–Asian</td>
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<tr>
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</tr>
<tr>
<td>MBE–Other</td>
</tr>
<tr>
<td>WBE–Minority</td>
</tr>
<tr>
<td>WBE–Non–Minority</td>
</tr>
<tr>
<td>SMWB Total</td>
</tr>
</tbody>
</table>

The bid amount represents a 7.9 percent increase from the estimated construction cost.

This contract has 180 days for construction completion.

Kathleen M. Price, P.E.  
Director  
Pipelines

Genoveva G. Gomez, P. E.  
Vice President  
Engineering and Construction

Robert R. Puente  
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE BID OF SAK CONSTRUCTION, LLC, IN THE AMOUNT OF $4,482,049.25 IN CONNECTION WITH THE C_13 BROADWAY CORRIDOR PROJECT PACKAGES 1.C AND 3.C; AWARDING A CONTRACT TO SAK CONSTRUCTION, LLC, IN THE AMOUNT OF $4,482,049.25 FOR THE PROJECT WORK; APPROVING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $4,482,049.25 FOR THE PROJECT WORK; APPROVING TOTAL EXPENDITURES AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $4,482,049.25 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSTRUCTION CONTRACT WITH SAK CONSTRUCTION, LLC, AND TO PAY SAK CONSTRUCTION, LLC, AN AMOUNT NOT TO EXCEED $4,482,049.25 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) is undertaking to replace and upgrade sewer facilities within the C_13 Broadway Corridor Project – Packages 1.C and 3.C as part of its Capital Improvement Program; and

WHEREAS, this project includes the rehabilitation with cured-in-place pipe of approximately 9,000 linear feet of 24-inch to 39-inch sewer main, along South St. Mary’s and South Alamo streets from Pereida to Cesar Chavez and along Avenue B from McCullough to 12th Street; and

WHEREAS, sewer mains are to be rehabilitated by Cured-in-Place Pipe (CIPP) method due to the condition of the sewer pipe; and

WHEREAS, the System has solicited bids for the project work; and

WHEREAS, SAK Construction, LLC, a non-local, non-SMWB contractor, has submitted a bid in the amount of $4,482,049.25 for the project work and this bidder has been determined to be the lowest responsible bidder; and

WHEREAS, System funds in the amount of $4,482,049.25 are required for the
WHEREAS, the total amount of $4,482,049.25 is available from the System’s Project Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to accept the bid of SAK Construction, LLC in the amount of $4,482,049.25 for the project work in connection with the C_13 Broadway Corridor Project – Packages 1.C and 3.C, (ii) to award a construction contract to SAK Construction, LLC, in the amount of $4,482,049.25 for the project work, (iii) to approve the expenditure of System funds in an amount of $4,482,049.25 for the project work, (iv) to approve a total expenditure in an amount not to exceed $4,482,049.25 from the System’s Project Fund for the project work, and (v) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract with SAK Construction, LLC, for the project work and to pay an amount not to exceed $4,482,049.25 to SAK Construction, LLC, for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the bid of SAK Construction, LLC, in the amount of $4,482,049.25 for the project work in connection with the C_13 Broadway Corridor Project – Packages 1.C and 3.C, is hereby accepted.

2. That a construction contract in the amount of $4,482,049.25 for the project work is hereby awarded to SAK Construction, LLC.

3. That the expenditure of System funds in the amount of $4,482,049.25 for the project work is hereby approved.

4. That a total sum not to exceed $4,482,049.25 for the project work costs and related construction contingency expenses is hereby made available and is to be expended from the System’s Project Fund.

5. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a standard contract for general construction with SAK Construction, LLC, for the project work and to pay the amount of $4,482,049.25 to SAK Construction, LLC, for the project work and related construction contingencies in connection with the C_13 Broadway Corridor Project – Packages 1.C and 3.C.

6. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon
any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2\textsuperscript{nd} day of August, 2016.

________________________________________________________________________

Berto Guerra, Jr., Chairman

ATTEST:

________________________________________________________________________

Ernesto Arrellano, Jr., Secretary
TO: San Antonio Water System Board of Trustees

FROM: Kathleen M. Price, P.E., Director, Pipelines, and Genoveva G. Gomez, P.E., Vice President, Engineering and Construction

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVING AN INTERLOCAL AGREEMENT AND AWARD OF CONSTRUCTION CONTRACT FOR THE C_5 CULEBRA – CASTROVILLE TO LAREDO & C_28 ZARZAMORA CREEK – SAN GABRIEL TO NW 23RD STREET PHASE 1B PROJECT

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to execute an Interlocal Agreement with the City of San Antonio and awards a construction contract in the amount of $12,976,849.00 to Oscar Renda Contracting, Inc., a non-local, non-SMWB firm, for the joint construction of water and sewer facilities along with hike and bike trails in connection with the C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project. This project is located in Council District 5.

- The contract that is the subject of the attached resolution will authorize work that is required by Section V. B. Early Action Program of the Consent Decree between the San Antonio Water System (the “System”), the United States of America, and the State of Texas that was lodged in the United States District Court for the Western District of Texas on July 23, 2013

- The C_5 Culebra – Castroville to Laredo and C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Project is being constructed in multiple phases: Phase 1A, 1B, 2, and 3. The project consists of approximately 26,000 linear feet of 12-inch to 42-inch wastewater mains for the Central Basin along Apache Creek and Bandera Branch Tributary between South San Jacinto Street and Culebra Road and approximately 6,000 linear feet of 15-inch to 21-inch wastewater mains along West Houston, Landa Avenue and Zarzamora Creek from Northwest 23rd Street to North San Gabriel.

- This project was identified in the Wastewater Master Plan development by the San Antonio Water System’s (the “System”) Master Planning Division. This project will replace sewer pipe and associated siphons, which are in poor condition and lack capacity.

- C5/C28 Phase 1B will construct approximately 12,700 feet of 8-inch through 36-inch sewer
mains along Laredo Street along Apache Creek to W. Houston Street. The construction then heads westbound along Houston Street and terminates at NW 26th Street.

- The project will also include the replacement of approximately 2,100 feet of 6-inch through 12-inch water mains. The existing water mains are in conflict with the proposed sewer work and requires replacement to meet current System standards.

- The City of San Antonio joint bid the Apache Creek Trail North improvements that occur within the limits of the System’s project. These improvements are part of the Apache Creek portion of the Westside Creeks Restoration Project extending along the eastside of Apache Creek from Potosi to NW 19TH Street and have a total cost of $1,195,145.00.

- The City of San Antonio will reimburse the System an amount not to exceed $869,089.60 for the Apache Creek Trail North portion of the project as stated in the Interlocal Agreement.

- The City of San Antonio approved the execution of the Interlocal Agreement at the June 30th, 2016 City Council meeting.

- Oscar Renda Contracting, Inc., a non-local, non-SMWB firm, is now declared the lowest responsible bidder and has submitted the low responsible bid of $12,976,849.00.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2015 Capital Improvements Program. This project is included in the Wastewater Core Business budget line item. The amount is $12,976,849.00 for construction. The job number is 15-4503.

**SUPPLEMENTARY COMMENTS:**

CP&Y, Inc., prepared the plans and specifications for this project under their professional services contract. The engineer’s estimated construction cost was $11,181,212.00.
A bid opening was held on May 25, 2016, at 10:00 AM. Five firms responded to the request for bids. The following bids were submitted:

<table>
<thead>
<tr>
<th>BIDDER</th>
<th>BID AMOUNT</th>
<th>LOCAL/SMWB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Engineer’s Estimate</td>
<td>$11,181,212.00</td>
<td></td>
</tr>
<tr>
<td>Oscar Renda Contracting, Inc.*</td>
<td>$12,976,849.00</td>
<td>Non–Local /Non–SMWB</td>
</tr>
<tr>
<td>Spiess Construction Co., Inc.</td>
<td>$12,992,732.00</td>
<td>Non–Local/SBE</td>
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<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil Field Services Co., Inc.</td>
<td>$15,693,191.00</td>
<td>Local/MBE–Hispanic</td>
</tr>
<tr>
<td>Harper Brothers Construction</td>
<td>$16,781,945.15</td>
<td>Local/Non–SMWB</td>
</tr>
<tr>
<td>S.J. Louis Construction of Texas, LTD, LLC</td>
<td>$17,423,825.88</td>
<td>Local/Non–SMWB</td>
</tr>
</tbody>
</table>

*Low Responsible Bidder

C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project

OSCAR RENDA CONTRACTING, INC.

SMWB ANALYSIS – BOARD AWARD

<p>| | |</p>
<table>
<thead>
<tr>
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<th></th>
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</thead>
<tbody>
<tr>
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<tr>
<td>MBE–African American</td>
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<tr>
<td>MBE–Asian</td>
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<tr>
<td>MBE–Hispanic</td>
<td>5.39%</td>
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<td>WBE–Minority</td>
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<tr>
<td>WBE–Non–Minority</td>
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</tr>
<tr>
<td>SMWB Total</td>
<td>17.35%</td>
</tr>
</tbody>
</table>

The bid amount represents a 16.1 percent increase from the estimated construction cost.
Approval of Interlocal Agreement and Award of Construction Contract
C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek –
San Gabriel to NW 23rd Street Phase 1B Project

This contract has 548 days for construction completion.

Kathleen M. Price, P.E.
Director
Pipelines
APPROVED:

Genoveva G. Gomez, P.E.
Vice President
Engineering and Construction

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING AN INTERLOCAL AGREEMENT WITH THE CITY OF SAN ANTONIO AND AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE THE INTERLOCAL AGREEMENT; FINDING THE BID OF OSCAR RENDA CONTRACTING, INC., TO BE THE LOW RESPONSIBLE BID; ACCEPTING THE BID OF OSCAR RENDA CONTRACTING, INC., IN THE AMOUNT OF $12,976,849.00 IN CONNECTION WITH THE C_5 CULEBRA – CASTROVILLE TO LAREDO & C_28 ZARZAMORA CREEK – SAN GABRIEL TO NW 23RD STREET PHASE 1B PROJECT; AWARDING A CONTRACT TO OSCAR RENDA CONTRACTING, INC., IN THE AMOUNT OF $12,976,849.00 FOR THE PROJECT WORK; APPROVING EXPENDITURES AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $12,976,849.00 FROM THE SYSTEM’S PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSTRUCTION CONTRACT WITH OSCAR RENDA CONTRACTING, INC., AND TO PAY OSCAR RENDA CONTRACTING, INC., AN AMOUNT NOT TO EXCEED $12,976,849.00 FOR THE PROJECT WORK; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS, PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE.

WHEREAS, the C_5 Culebra – Castroville to Laredo and C_28 Zarzamora Creek – San Gabriel to NW 23rd Street – Phase 1B sewer project (the “Project”) was identified in the Wastewater Master Plan developed by the San Antonio Water System’s (the “System”) Master Planning Division to repair or replace mains in poor condition due to deterioration and lack capacity; and

WHEREAS, the C_5 Culebra – Castroville to Laredo and C_28 Zarzamora Creek – San Gabriel to NW 23rd Street is being constructed in multiple phases: Phase 1A, 1B, 2, and 3 and consists of approximately 26,000 linear feet of 12-inch to 42-inch wastewater mains for the Central Basin along Apache Creek and Bandera Branch Tributary between South San Jacinto Street and Culebra Road and approximately 6,000 linear feet of 15-inch to 21-inch wastewater mains along West Houston, Landa Avenue and Zarzamora Creek from Northwest 23rd Street to North San Gabriel; and
WHEREAS, the Project includes the construction of approximately 12,700 feet of 8-inch through 36-inch sewer mains from Laredo Street along Apache Creek to W. Houston Street and then heads westbound along Houston Street and terminates at NW 26th Street and will also replace approximately 2,100 feet of 6-inch through 12-inch water mains; and

WHEREAS, the City of San Antonio joint bid the Apache Creek Trail North improvements that occur within the limits of the System’s project; and

WHEREAS, the Apache Creek Trail North improvements are part of the Apache Creek portion of the Westside Creeks Restoration Project extending along the eastside of Apache Creek from Potosi to NW 19th Street and have a total cost of $1,195,145.00; and

WHEREAS, the City of San Antonio will reimburse the System an amount not to exceed $869,089.60 for the Apache Creek Trail North portion of the project as stated in the Interlocal Agreement; and

WHEREAS, the City of San Antonio approved the execution of the Interlocal Agreement at the June 30th, 2016 City Council meeting; and

WHEREAS, the System has solicited bids for the project work; and

WHEREAS, Oscar Renda Contracting, Inc., a non-local, non-SMWB firm, is now declared the lowest responsible bidder and has submitted the low responsible bid of $12,976,849.00 for the project work; and

WHEREAS, System funds in the amount of $12,976,849.00 are required for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve an Interlocal Agreement with the City of San Antonio for the project work in connection with the C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project, (ii) to accept the bid of Oscar Renda Contracting, Inc., in the amount of $12,976,849.00 for the project work in connection with the C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project, (iii) to award a construction contract to Oscar Renda Contracting, Inc., in the amount $12,976,849.00 for the project work, (iv) to approve a total expenditure and make available an amount not to exceed $12,976,849.00 from the System’s Project Fund for the project work, and (v) to authorize the President/Chief Executive Officer or his duly appointed designee to execute an Interlocal Agreement and execute a contract with Oscar Renda Contracting, Inc., and to pay Oscar Renda Contracting, Inc., an amount not to exceed $12,976,849.00 for the project work; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:
1. That an Interlocal Agreement with the City of San Antonio substantially in the form of the agreement attached hereto is hereby approved and the President/Chief Executive Officer of his duly appointed designee is hereby authorized to execute the Interlocal Agreement with the City of San Antonio in connection with the C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project.

2. That the bid of Oscar Renda Contracting, Inc., in the amount of $12,976,849.00 for the project work in connection with the C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project is hereby accepted.

3. That a construction contract in the amount of $12,976,849.00 for the project work is hereby awarded to Oscar Renda Contracting, Inc.

4. That a total sum not to exceed $12,976,849.00 for the project work is hereby made available and is to be expended from the System’s Project Fund.

5. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a standard contract for general construction with Oscar Renda Contracting, Inc., and to pay Oscar Renda Contracting, Inc., the amount not to exceed $12,976,849.00 for the project work in connection with the C_5 Culebra – Castroville to Laredo & C_28 Zarzamora Creek – San Gabriel to NW 23rd Street Phase 1B Project.

6. It is officially found, determined, and declared that the meeting at which this resolution is adopted was open to the public, and that the public notice of the time, place, and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.
8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2\textsuperscript{nd} day of August, 2016.

\hline
\textbf{Berto Guerra, Jr., Chairman}
\hline
\textbf{ATTEST:}

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\textbf{Ernesto Arrellano, Jr., Secretary}
\hline
TO:      San Antonio Water System Board of Trustees

FROM:   Joshua J. Dean, Director, Security, and Jeffrey J. Haby, P.E, Vice President, Production and Treatment

THROUGH:  Robert R. Puente, President/Chief Executive Officer

SUBJECT:  AWARD OF A SERVICE CONTRACT FOR SECURITY SERVICES AND SECURITY PROTECTION FOR THE SAN ANTONIO WATER SYSTEM

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution awards a service contract to G4S Secure Solutions, (USA), Inc., a local/non-SMWB vendor, in an amount not to exceed $15,422,495.64 for security services. The contract is for a three-year period, beginning August 2, 2016, and ending July 30, 2019 with the option to extend the term for two one-year terms.

- The San Antonio Water System (SAWS) requires professional security protection and services for the safety of its employees and facilities. SAWS last went out for best value bid in 2011.

- The scope of the contract is for security services at various SAWS properties in an amount not to exceed $15,422,495.64 for the three-year contract period.

- The contract includes Scheduled Guard Services to cover daily planned security operation in the amount of $2,043,651.88, as well as, Additional Guard Services for emergency or unplanned security requirements in the amount of $3,097,180.00 for a total annual bid price of $5,140,831.88.

- SAWS issued a Best Value Bid for security services in which eight responsive “Best Value” bids were received. The Evaluation Committee included representatives from SAWS’ Security and Customer Service Departments.

- Selection criteria included similar experience, level of training, policy and procedures, price, capability to respond to emergencies, pricing and SMWB participation. The Evaluation Committee determined that G4S Secure Solutions (USA), Inc. was the respondent that offered to provide the services to SAWS for the best value.

Staff recommends that the Board approve this Resolution.
FINANCIAL IMPACT:

Services will be paid from System funds budgeted in the 2016 budget (Company: 1000; Accounting Unit: 5020700; Account: 511212) for a total estimated amount not to exceed $15,422,495.64 for the three-year contract period.

Funds for the three-year contract services to be provided will be paid from System funds budgeted in those budget years pursuant to and contingent upon Board approval of the FY 2017, 2018, and 2019 budgets with a line item for such expenditure (Company: 1000; Accounting Unit: 5020700; Account: 511212).

Additional funds for the contract services to be provided for the two, one-year extension options will be paid from System funds budgeted in those budget years pursuant to and contingent upon Board approval of the FY 2020 and 2021 budgets with a line item for such expenditure (Company: 1000; Accounting Unit: 5020700; Account: 511212).

Total amount of the three-year contract period is $15,422,495.64.

SUPPLEMENTARY COMMENTS:

Staff recommends that the contract for Security Services be awarded to G4S Secure Solutions (USA), Inc., as the bidder who will provide the services at the best value for SAWS based on the selection criteria set forth below. Price and other factors have been considered. In determining the “best value,” the Evaluation Criteria listed below have been considered and weighted as shown:

A) Evaluation Committee: All properly submitted bids were reviewed by an Evaluation Committee.

B) Weighted Evaluation Criteria: The following weighted criteria were considered to determine which bid offers the “best value” to SAWS.

<table>
<thead>
<tr>
<th>Criteria</th>
<th>Percent</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Bidder’s Pricing</td>
<td>35</td>
</tr>
<tr>
<td>b. Bidder’s Company policies/procedures, training and ability to fulfill scope</td>
<td>25</td>
</tr>
<tr>
<td>c. Similar Prior Experience/References</td>
<td>15</td>
</tr>
<tr>
<td>d. Financial/Operational Stability</td>
<td>10</td>
</tr>
<tr>
<td>e. Small Minority Women-Owned Business Program Compliance</td>
<td>15</td>
</tr>
<tr>
<td><strong>TOTAL</strong></td>
<td><strong>100</strong></td>
</tr>
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</table>
System received proposals from the following companies:

<table>
<thead>
<tr>
<th>NO</th>
<th>BIDDER</th>
<th>BID AMOUNT 3 YEAR BASE PERIOD</th>
<th>BEST VALUE SCORE</th>
<th>LOCAL/ SMWB</th>
</tr>
</thead>
</table>
| 1  | G4S Secure Solutions (USA), Inc.*           | Annual Scheduled Guard Services: $2,043,651.88  
Annual Additional Services: $3,097,180.00  
Annual Services Total: $5,140,831.88  
3 Year Total: $15,422,495.64  
Ext 1: $5,140,831.88  
Ext 2: $5,140,831.88 | 527.92 points | Local / Non-SMWB |
| 2  | Securitas Security Services USA, Inc.       | Annual Scheduled Guard Services: $1,944,367.25  
Annual Additional Services: $3,366,982.72  
Annual Services Total: $5,311,349.97  
3 Year Total: $15,934,049.91  
Ext 1: $5,311,349.97  
Ext 2: $5,311,349.97 | 488.64 points | Local / Non-SMWB |
| 3  | AMTEX Security, Inc., dba AMTEX Global Services | Annual Scheduled Guard Services: $1,757,481.33  
Annual Additional Services: $2,254,900.80  
Annual Services Total: $4,012,382.13  
3 Year Total: $12,037,146.39  
Ext 1: $4,012,382.13  
Ext 2: $4,012,382.13 | 484 points | Non-Local / MBE-AABE |
| 4  | Vets Securing America, Inc.                 | Annual Scheduled Guard Services: $1,879,602.21  
Annual Additional Services: $2,570,197.36  
Annual Services Total: $4,449,799.57  
3 Year Total: $13,349,398.71  
Ext 1: $4,449,799.57  
Ext 2: $4,449,799.57 | 435.16 points | Local / SBE       |
| 5  | Allied Security Holdings, LLC dba            | Annual Scheduled Guard Services: $2,116,222.20  
Annual Additional Services: $3,644,373.76  
Annual Services Total: $5,760,595.96  
3 Year Total: $17,281,787.88  
Ext 1: $5,760,595.96  
Ext 2: $5,760,595.96 | 432.28 points | Local / Non-SMWB  |
**Award of Contract**

**Security Services**

|   | U.S. Security Associates, Inc. | Annual Scheduled Guard Services | $1,943,190.84 |
|   |                             | Annual Additional Services       | $4,089,983.36 |
|   |                             | Annual Services Total            | $6,033,174.20 |
| **6** |                             | **3 Year Total**                 | **$18,099,522.60** |
|   |                             | Ext 1                           | $6,033,174.20 |
|   |                             | Ext 2                           | $6,033,174.20 |
|   |                             | 430.68 points                   | Local / Non-SMWB |
|   | Point 2 Point Global Security, Inc. | Annual Scheduled Guard Services | $2,082,189.63 |
|   |                             | Annual Additional Services       | $3,817,892.00 |
|   |                             | Annual Services Total            | $5,900,081.63 |
| **7** |                             | **3 Year Total**                 | **$17,700,244.89** |
|   |                             | Ext 1                           | $5,900,081.63 |
|   |                             | Ext 2                           | $5,900,081.63 |
|   |                             | 396.6 points                    | Non-Local / WBE-Caucasian |
|   | Smith Protective Services, Inc. | Annual Scheduled Guard Services | $1,891,541.55 |
|   |                             | Annual Additional Services       | $2,893,909.60 |
|   |                             | Annual Services Total            | $4,785,451.15 |
| **8** |                             | **3 Year Total**                 | **$14,356,353.45** |
|   |                             | Ext 1                           | $4,785,451.15 |
|   |                             | Ext 2                           | $4,785,451.15 |
|   |                             | 372.9 points                    | Local / Non-SMWB |

*Best Value Proposal*

The Evaluation Committee determined that the best value bid for security services for SAWS is G4S Secure Solutions (USA), Inc. The Committee comprised of representatives from Security and Customer Service reviewed eight responsive bidders and used a pre-determined evaluation criteria scoring the responsive bidders. The scores were then compiled and G4S Secure Solutions (USA), Inc. was chosen. The criteria listed above helped the evaluators determine how the different security companies would best serve SAWS.

**Service Contract for Security Services**

**G4S SECURE SOLUTIONS (USA), INC.**

**SMWB ANALYSIS – BOARD AWARD**

<table>
<thead>
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<th>Type</th>
<th>Value</th>
</tr>
</thead>
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<td>20.00%</td>
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<tr>
<td>MBE – Hispanic</td>
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<tr>
<td>MBE – Other</td>
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<td>WBE – Minority</td>
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<tr>
<td>WBE – Non-Minority</td>
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<tr>
<td><strong>SMWB Total</strong></td>
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</table>
Award of Contract
Security Services

Joshua J. Dean
Director, Security

Jeffrey J. Haby, P.E
Vice President, Production & Treatment

Robert R. Puente
President/Chief Executive Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES ACCEPTING THE “BEST VALUE” BID AND AWARDING A THREE-YEAR CONTRACT ENDING JULY 30, 2019, TO G4S SECURE SOLUTIONS (USA), INC. IN CONNECTION WITH A SERVICE CONTRACT FOR SECURITY SERVICES AND SECURITY PROTECTION FOR THE SAN ANTONIO WATER SYSTEM; APPROVING THE EXPENDITURE OF FUNDS IN THE AMOUNT NOT TO EXCEED $15,422,495.64 FOR SECURITY SERVICES AND SECURITY PROTECTION, AND THAT THE SUBSEQUENT YEARS’ EXPENDITURES ARE PURSUANT TO AND CONTINGENT UPON THE BOARD’S APPROVAL OF THE SUBSEQUENT YEARS’ BUDGET, WITH A LINE ITEM FOR SUCH EXPENDITURES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A SERVICES CONTRACT WITH G4S SECURE SOLUTIONS (USA), INC., AND TO PAY G4S SECURE SOLUTIONS (USA), INC. A TOTAL AMOUNT NOT TO EXCEED $15,422,495.64 FOR SECURITY SERVICES AND SECURITY PROTECTION; FINDING THIS RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERIBILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) requires professional security protection and services for the safety of its employees, customers and facilities; and

WHEREAS, the System subsequently issued a “Best Value” Bid on April 7, 2016 to provide security services in which eight responsive “Best Value” Bids were received; and

WHEREAS, G4S Secure Solutions (USA), Inc. has submitted the “Best Value” Bid to provide security services; and

WHEREAS, G4S Secure Solutions (USA), Inc., a local/non-SMWB vendor, has been determined to be the respondent that will provide the services to the System for the best value; and

WHEREAS, the scope of the contract is for Security Services and Security Protection at various System properties in an amount not to exceed $15,422,495.64 for the three-year contract period; and
WHEREAS, the contract includes Scheduled Guard Services to cover daily planned security operation in the amount of $2,043,651.88, as well as, Additional Guard Services for emergency or unplanned security requirements in the amount of $3,097,180.00 for a total annual bid price of $5,140,831.88; and

WHEREAS, the amount of $15,422,495.64 is available from the System Fund for security services; and

WHEREAS, the contract provides for a three-year term, with two, one-year extension options; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) accept the bid of G4S Secure Solutions (USA), Inc. in an amount not to exceed $15,422,495.64, for a service contract for a three-year period with two additional one-year terms, in connection with a Service Contract for Security Services and Security Protection for the System, (ii) award a service contract for a three-year period ending July 30, 2019, to G4S Secure Solutions (USA), Inc. in the amount not to exceed $15,422,495.64 for Security Services and Security Protection, (iii) approve the expenditure and make available from the System Fund the amount of $15,422,495.64 for security services and security protection, and that subsequent years’ expenditures are pursuant to and contingent upon the Board’s approval of the subsequent years’ budgets with a line item for such expenditures, and (iv) authorize the President/Chief Executive Officer or his duly appointed designee to execute a service contract with G4S Secure Solutions (USA), Inc. for the period ending July 30, 2019, to execute an option to extend the contract for two additional one-year terms with G4S Secure Solutions, and to pay G4S Secure Solutions (USA), Inc. the amount not to exceed $15,422,495.64 for the initial three-year term for Security Services and Security Protection; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the “Best Value” Bid of G4S Secure Solutions (USA), Inc. in an amount not to exceed $15,422,495.64 for a service contract for a three-year period ending July 30, 2019 with two additional one-year terms, in connection with a Service Contract for Security Services and Security Protection for the System is hereby accepted.

2. That a service contract for the period ending July 30, 2019 with the option to extend the contract for two additional one-year terms, in the amount of $15,422,495.64 for the initial term for security and security protection services is hereby awarded to G4S Secure Solutions (USA), Inc.

3. That the expenditure of System funds in the amount not to exceed $15,422,495.64 for security and security protection services is hereby approved.
4. That the amount of $15,422,495.64 is hereby made available to be expended from the System Fund for the initial term, and that the subsequent years’ expenditures are pursuant to and contingent upon Board approval of the subsequent years’ budgets with a line item for such expenditures.

5. That the System’s President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a service contract for the period ending July 30, 2019, and execute an option to extend the contract for two additional one-year terms with G4S Secure Solutions (USA), Inc., and to pay G4S Secure Solutions (USA), Inc. the amount not to exceed $15,422,495.64 for the initial term for security and protection services.

6. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

7. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

8. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

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Berto Guerra, Jr., Chairman

ATTEST:

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Ernesto Arrellano, Jr., Secretary
AGENDA ITEM NO. 47

TO: San Antonio Water System Board of Trustees

FROM: Joshua J. Dean, Director, Security, and Jeffrey J. Haby, P.E, Vice President, Production and Treatment

THROUGH: Robert R. Puente, President/Chief Executive Officer

SUBJECT: APPROVAL OF AN EXTENSION OF A SERVICE CONTRACT FOR SECURITY SERVICES FOR THE SAN ANTONIO WATER SYSTEM

Board Action Date: August 2, 2016

SUMMARY AND RECOMMENDATION:

The attached resolution extends a contract for security services with U.S. Security Associates, Inc., a local, non-SMWB firm, in an amount not to exceed $400,000.00 for security services through October 2, 2016.

- The San Antonio Water System (SAWS) requires professional security protection and services for the safety of its employees and facilities.
- SAWS recently issued a best value bid for security services and will recommend an award of a contract to a new provider at the August 2, 2016 Board Meeting.
- Transition of security services requires an overlap of providers in order to insure a smooth transition. The startup/transition period is important in establishing a viable contracted security services project. The startup/transition functions and activities must be planned and implemented in such a manner as not to negatively impact the ongoing security services of the incumbent contractor or SAWS employees.
- The scope of the extension is for security services at various SAWS properties in an amount not to exceed $400,000.00 for the period through October 2, 2016.

Staff recommends that the Board approve this Resolution.

FINANCIAL IMPACT:

Services will be paid from System funds budgeted in the 2016 budget (Company: 1000; Accounting Unit: 5020700; Account: 511212) for a total estimated amount not to exceed $400,000.00 through October 2, 2016.
Approval of Extension of a Service Contract for Security Services

Joshua J. Dean,
Director, Security

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Jeffrey J. Haby, P.E
Vice President, Production & Treatment
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING A CONTRACT EXTENSION TO U.S. SECURITY ASSOCIATES, INC. TO PROVIDE SECURITY SERVICES FOR A TOTAL AMOUNT NOT TO EXCEED $400,000.00 FROM THE SYSTEM FUND THROUGH OCTOBER 2, 2016; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT EXTENSION WITH U.S. SECURITY ASSOCIATES, INC. AND TO PAY U.S. SECURITY ASSOCIATES, INC. A TOTAL AMOUNT NOT TO EXCEED $400,000.00 TO PROVIDE SECURITY SERVICES THROUGH OCTOBER 2, 2016; FINDING THIS RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the San Antonio Water System (the “System”) requires professional security protection and services for the safety of its employees and facilities; and

WHEREAS, the System recently issued a best value bid for security services and will recommend an award of a contract to a new provider at the August 2, 2016 Board Meeting; and

WHEREAS, transition of security services requires an overlap of providers in order to insure a smooth transition. The startup/transition period is important in establishing a viable contracted security services project. The startup/transition functions and activities must be planned and implemented in such a manner as not to negatively impact the ongoing security services of the incumbent contractor or System employees; and

WHEREAS, the scope of the extension is for U.S. Security Associates, Inc. to provide security services at various System properties in an amount not to exceed $400,000.00 for the period through October 2, 2016; and

WHEREAS, the amount of $400,000.00 is available from the System Fund for security services; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve the extension of the security service contract with U.S. Security Associates, Inc. to provide security services for an amount not to exceed $400,000.00 for a period through October 2, 2016, (ii) to authorize total expenditures in an amount not to exceed $400,000.00 from the System Fund for the security service, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a contract extension with U.S. Security Associates, Inc. for a total
amount not to exceed $400,000.00 through October 2, 2016, and to pay U.S. Security Associates, Inc. an amount not to exceed $400,000.00 for the security service; now, therefore:

BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the extension of the service contract to U.S. Security Associates, Inc. to provide security services through October 2, 2016 for a total amount not to exceed $400,000.00 is hereby approved.

2. That the total expenditure not to exceed $400,000.00 through October 2, 2016 from the System Fund is hereby approved.

3. That the System’s President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a contract extension with U.S. Security Associates, Inc., and to pay U.S. Security Associates, Inc., a total amount not to exceed $400,000.00 through October 2, 2016.

4. It is officially found, determined and declared that the meeting at which this resolution is adopted was open to the public, and that public notice of the time, place and subject matter of the public business to be conducted at such meeting, including this resolution, was given to all as required by the Texas Codes Annotated, as amended, Title 5, Chapter 551, Government Code.

5. If any part, section, paragraph, sentence, phrase or word of this resolution is for any reason held to be unconstitutional, illegal, inoperative or invalid, or if any exception to or limitation upon any general provision herein contained is held to be unconstitutional, illegal, invalid or ineffective, the remainder of this resolution shall nevertheless stand effective and valid as if it had been enacted without the portion held to be unconstitutional, illegal, invalid or ineffective.

6. This resolution becomes effective immediately upon its passage.

PASSED AND APPROVED this 2nd day of August, 2016.

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Berto Guerra, Jr., Chairman

ATTEST:

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Ernesto Arrellano, Jr., Secretary