AGENDA

MEETING OF THE
SAN ANTONIO WATER SYSTEM
BOARD OF TRUSTEES
March 3, 2020, 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 January 14, 2020.


5. Public Comment.
CONSENT AGENDA ITEMS

Items 6 – 26

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.

No items for this Meeting.

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 bid of D.A.D.’s Lawn Services, LLC to provide: annual contract for lawn maintenance services for non-escort SAWS lift station properties, Bid No. 19-14006, for a total of $128,280.00.

2. Acceptance of the best value bid of Macrolease and Team Marathon Fitness, Inc. to provide: annual contract for fitness equipment lease, maintenance and repair, Bid No. 19-1321, for a total of $128,814.48.

3. Acceptance of the sole source bid of Mars Co. to provide: annual contract for water meter test equipment and software licensing, Bid No. 20-16139, for a total of $462,744.00.

CAPITAL IMPROVEMENT CONTRACTS

PROJECTS INVOLVING IMPROVEMENTS, EXTENSIONS AND ADDITIONAL CAPACITY

Developer Customer Contracts

7. A Resolution awarding a construction contract to Atlas Construction Corporation in an amount not to exceed $675,664.93 in connection with the Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension Project; approving a contract between the System, Atlas Construction Corporation, and Three Encino Crossing, Ltd. for the project work; authorizing the expenditure of funds in the amount of $427,020.24 for the System’s proportionate share of the project work payable to Atlas Construction Corporation, and the expenditure of funds in the amount of $59,982.02 for the System’s proportionate share of the engineering design fees and associated easement cost payable to Three Encino Crossing, Ltd. (ANDREA BEYMER–TRACEY LEHMANN)
Water and Sewer Line Improvements

8. A Resolution awarding a construction contract to SAK Construction, LLC in an amount not to exceed $1,980,720.00 in connection with the BPC East/West Small Diameter Package 1 – CIPP Project. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

9. A Resolution ratifying the actions of the Vice President of Engineering and Construction in approving Change Order No. 8 in an amount not to exceed $657,319.52 to the construction contract with S.J. Louis Construction of Texas, Ltd. in connection with the E19: Seguin Road to Nacogdoches Road Segment 2 Project. (ANDREA BEYMER – JOE CARRENO)

10. A Resolution approving Change Order No. 9 in an amount not to exceed $2,206,688.48 to the construction contract with S.J. Louis Construction of Texas, Ltd. in connection with the E19: Seguin Road to Nacogdoches Road Segment 2 Project. (ANDREA BEYMER – JOE CARRENO)

11. A Resolution approving additional expenditures to the existing professional services contract with Jones & Carter, Inc. dba Jones|Carter in an amount not to exceed $135,841.00 in connection with the 2019 Small Capacity Constraints II Project. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

Production, Transmission and Treatment Improvements

12. A Resolution awarding a professional services contract to Garcia Infrastructure Consultants, LLC in an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract. (ANDREA BEYMER – JUAN GOMEZ)

13. A Resolution awarding a professional services contract to Lockwood, Andrews & Newnam, Inc. in an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract. (ANDREA BEYMER – JUAN GOMEZ)

14. A Resolution awarding a professional services contract to Whitman, Requardt and Associates, LLP in an amount not to exceed $1,494,918.00 in connection with the Steven M. Clouse Water Recycling Center Digester Mixing and System Enhancements Phase 3 Project. (ANDREA BEYMER – JUAN GOMEZ)

REPLACEMENT AND ADJUSTMENT PROJECTS

Governmental Relocations and Replacements

15. A Resolution approving expenditures in an amount not to exceed $326,040.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 4. (ANDREA BEYMER – GAIL HAMRICK-PIGG)
16. A Resolution approving expenditures in an amount not to exceed $141,375.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 5.
(ANDREA BEYMER – GAIL HAMRICK-PIGG)

17. A Resolution approving expenditures in an amount not to exceed $255,040.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 7.
(ANDREA BEYMER – GAIL HAMRICK-PIGG)

18. A Resolution approving expenditures in an amount not to exceed $1,462,380.43 for the replacement of water and sewer facilities by the City of San Antonio in connection with the Thousand Oaks Drive: Wetmore to Perrin Beitel Project.
(ANDREA BEYMER – GAIL HAMRICK-PIGG)

19. A Resolution approving an Interlocal Agreement with the City of Castle Hills; authorizing expenditures in an amount not to exceed $277,359.51 for the adjustment of water and sewer facilities by the City of Castle Hills in connection with the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project.
(ANDREA BEYMER – GAIL HAMRICK-PIGG)

20. A Resolution approving an Advance Funding Agreement with the Texas Department of Transportation; authorizing expenditures in an amount not to exceed $1,181,813.38 for the adjustment of the water and sewer facilities by the Texas Department of Transportation in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

21. A Resolution approving an Advance Funding Agreement with the Texas Department of Transportation; authorizing expenditures in an amount not to exceed $29,291.65 for the removal of asbestos cement pipe by the Texas Department of Transportation in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

**MISCELLANEOUS ITEMS**

22. A Resolution awarding a construction contract to Facilities Rehabilitation, Inc. in an amount not to exceed $1,798,450.00 in connection with the 2020 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1. (JEFF HABY – ANNETTE DURON)

23. A Resolution ratifying the actions of the Vice President of Production and Treatment in approving an emergency purchase order to Barco Pumps, Co. in an amount not to exceed $109,250.00 in connection with emergency repairs of lift station pumps at the Medio Creek Water Recycling Center. (JEFF HABY – RAYMOND PEREZ)

24. A Resolution approving the selection of a Cybersecurity Training Program in compliance with the Texas Department of Information Resources. (SREE PULAPAKA – VICTOR GONZALEZ)
25. A Resolution approving the extension of a contract with Baker Tilly Virchow Krause, LLP in an amount not to exceed $210,000.00 for Fiscal Year 2020 in connection with independent audit and other professional services. (DOUG EVANSON – CECILIA VELASQUEZ)

26. A Resolution awarding a services contract to FVB Energy, Inc. in an amount not to exceed $125,000.00 in connection with District Cooling System Business Case Consulting Services. (STEVE CLOUSE – CARLOS MENDOZA)

ITEMS FOR INDIVIDUAL CONSIDERATION

CAPITAL IMPROVEMENT CONTRACTS

PROJECTS INVOLVING IMPROVEMENTS, EXTENSIONS AND ADDITIONAL CAPACITY

Developer Customer Contracts

27. 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). (ANDREA BEYMER – TRACEY LEHMANN)

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MISCELLANEOUS ITEMS

28. A Resolution consenting to the refinancing of the senior debt of Vista Ridge LLC and Central Texas Regional Water Supply Corporation; approving the Fifth Amendment to the Vista Ridge Regional Water Supply Project Water Transmission and Purchase Agreement; approving related agreements between the San Antonio Water System and agents acting on behalf of the senior debt holders; delegating the authority to the President/Chief Executive Officer or the authorized designee to execute documents and undertake all matters and carry out all actions necessary to implement the directives and authorizations of this Resolution. (DOUG EVANSON)
29. **BRIEFING SESSION.**
   A. Briefing and deliberation regarding the Vista Ridge Project
   B. Briefing and deliberation regarding the District Cooling Business Case Analysis
   C. Briefing and deliberation regarding the Energy Management Report
   D. Briefing and deliberation regarding the 2019 Cost of Service and Rate Design Study
   E. Briefing and deliberation regarding the Quarterly Financial and Investment Reports

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

31. The Regular Session of the March 3, 2020 Regular Board Meeting is hereby recessed to hold an Executive Session and discuss the matters listed pursuant to Section §551.071 of the Texas Open Meetings Act.

32. **EXECUTIVE SESSION.**
   A. Consultation with attorneys regarding legal matters related to the Water Transmission and Purchase Agreement between the City of San Antonio, acting by and through the San Antonio Water System and Vista Ridge, LLC, as amended, pursuant to Texas Government Code §551.071.
   B. Consultation with attorneys regarding advice on legal matters in which the duty of the attorney to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act, pursuant to Texas Government Code §551.071.

33. The Regular Session of the Regular Board Meeting of March 3, 2020, is hereby reconvened.

34. Adjournment. **THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES MEETING OF MARCH 3, 2020, IS HEREBY ADJOURNED.**
MINUTES

MEETING OF THE
SAN ANTONIO WATER SYSTEM
BOARD OF TRUSTEES
January 14, 2020, 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
Ron Nirenberg, Mayor
Pat Jasso, Vice Chair
Amy Hardberger, Secretary
Pat Merritt, Assistant Secretary
David P. McGee, Trustee
Eduardo Parra, Trustee

Board Members Absent:
None

1. MEETING CALLED TO ORDER.

The meeting of the San Antonio Water System Board of Trustees was held on January 14, 2020, 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 moved next to Executive Session, Item 27. At this point in the meeting, an Executive Session was held. The time was 9:11 a.m.

26. The Regular Session of the January 14, 2020, Regular Board Meeting is hereby recessed to hold an Executive Session and discuss the matters listed pursuant to Section §551.071 of the Texas Open Meetings Act.
EXECUTIVE SESSION.

A. Consultation with attorneys on legal matters related to the status of Cause No. 2018-CI-0056 in the 408th Judicial District Court, Bexar County, Texas, related to the construction contract for the C_5 Culebra - Castroville to Laredo & C_28 Zarzamora Creek - San Gabriel to NW 23rd St - Phase 1A Project, pursuant to Texas Government Code §551.071.

B. Consultation with attorneys regarding legal matters related to the City of San Antonio’s Edwards Aquifer Protection Program, pursuant to Texas Government Code §551.071.

C. Consultation with attorneys on legal matters related to the status of Texas Public Utility Commission, Docket No. 49448, in which Collin County Municipal Utility District No. 1 has appealed the water and wastewater rates of the City of Celina, pursuant to Texas Government Code §551.071.

D. Consultation with attorneys regarding advice on legal matters in which the duty of the attorney to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act, pursuant to Texas Government Code §551.071.

The Regular Session of the Regular Board Meeting of January 14, 2020, is hereby reconvened.

The meeting reconvened at 10:02 a.m. The Chairman stated that no decisions were made in Executive Session, and moved to Item 3.

Minutes.

A. Approval of the Minutes of the San Antonio Water System Board of Trustees Regular Board Meeting of November 5, 2019.

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

Ceremonial and Recognition Items.

Nathan Riggs recognized Diane Lang, a retiring member of the Community Conservation Committee (CCC). Diane Lang was a member of the Palm Heights Neighborhood Association in District 5. She was on the committee for six years and was a strong voice and advocate for customers, who were in the need of affordability solutions and for the youth and education programs. Ms. Lang was unable to attend, but Mr. Riggs wanted to recognize her contribution to the CCC.

Steven Siebert acknowledged the retiring members of the Citizens Advisory Panel (CAP), and the passing of one of the members, Carolyn Beverly. Ms. Beverly was from District 7 and active with the American Heart Association. She was eager to learn about the water
utility, and particularly the CAP. He introduced retiring members who were in attendance: Steven Dean, Anita Ledbetter, and Gloria Martinez. He thanked the members for their time, dedication and ideas that were exchanged. He also pointed out that Ms. Martinez served six years on the CCC before serving a consecutive six years on the CAP. Other retiring members who were unable to attend were Eddie Meza and Erica Solis.

Chairman Guerra thanked the members for volunteering because he knew it took time away from their family. He commented on members, who were gracious volunteers, and the community’s appreciation because it took everyone to do the work for this beautiful city.

Mr. Puente introduced a video of SAWS accomplishments in the years 2010 to 2019. Video played. He thanked all of the employees, the Board, prior Boards, City Council and prior City Councils for all of the accomplishments throughout the past decade.

Chairman Guerra thanked Mr. Puente for putting the video together because it was a great remainder of what's been done in the last ten years. It took a united effort of everyone in the community, everyone jumping in to make our city better. It was not really about us today; it was about our children and our children's children tomorrow, and the next decade, and the next decade, et cetera. He thanked the Board for volunteering to help and the individuals on the committees.

5. Public Comment.

Stan Mitchell stated he represented the Vista Ridge Resolution Coalition. He commented on a report the Board had on the Edwards Aquifer Protection Program (EAPP) in an executive session in December, possibly violating the Texas Open Meetings Act. He referred to Texas Government Code, Chapter 551 that listed conditions for executive sessions for municipalities. He stated discussions of the EAPP were beyond executive session restraints and should take place for review by all citizens. He discussed the support of the EAPP by the voters in San Antonio, and the program should be reviewed and approved by City Council. He referenced City Ordinance 75686 that established SAWS and reserved the right of City Council to abolish the Board and, thereafter, transfer control, maintenance and operation of the system to a department at the City. He commented on Chairman Guerra's contribution to Gordon Hartman, and his suspicions concerning discussions in executive sessions. He asked the Board to stop the misappropriation of City Council authority, and that it was the elected City Council's duty to oversee the SAWS Board.

Reinette King stated she was a real estate investor, a business owner, the founder of the Northeast Business Alliance, and former vice chairman of the Zoning Commission. She stated government was responsible to protect its citizens and provide basic services and necessary infrastructure. She commented on the proposal that SAWS fund the EAPP and/or the City float bonds to preserve land over the Edwards Aquifer. She discussed the unstable financial status of Abengoa on the Vista Ridge Project, and SAWS CEO rushing a contract with Abengoa through Council. Abengoa took out a $120 million loan to buy pipe for Vista Ridge, never purchased the pipe, and did not return the money. She commented on the violation of term limits for two board members, and SAWS putting ratepayers on the hook for 50,000
Jack M. Finger commented about the reforms made in the last legislative term to the conduct of public meetings whereby citizens were allowed to speak. He recalled one of the reforms was no action could be taken until citizens were allowed to speak. He commented on the executive session being held before the citizens were allowed to speak, and the purpose of citizen testimony to offer information to the Board before deliberating and action. He referenced the expiration of Mr. Guerra and Ms. Merritt’s terms, and stated they should not be on this Board and should not be making any decisions. He commented on the plan to swap the funds from the EAPP to VIA. He asked that the Board start doing the right thing, and the members who had expired terms leave.

Councilman John Courage thanked the Board for the courtesy he received as a council member and being able to come hear the business of SAWS. He said it helped him make a better decision as a council member to understand how SAWS or CPS or other agencies developed processes and decisions. He commented on the recognition of the volunteers for the various committees that advised the Board. He asked that his office be kept up to date on who the representatives were from his district so he could include those individuals in his leadership team meetings that were held every quarter.

Chairman Guerra thanked Councilman Courage for attending the meetings to understand what the Board actually did and how they managed the business.

CONSENT AGENDA ITEMS

Items 6 – 20

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.

      No items for this Meeting.

   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 bid of Pozzi Enterprises, Inc. dba Border Construction
Services to provide: annual contract for easement and brush clearing, Bid No. 19-18024, for a total of $250,000.00.

2. Acceptance of the bid of Flex Connection, Inc. dba Joints to provide: annual contract for Flex Seal adjustable repair couplings for sewer line repairs, Bid No. 19-0190, for a total of $170,772.10.

CAPITAL IMPROVEMENT CONTRACTS

PROJECTS INVOLVING IMPROVEMENTS, EXTENSIONS AND ADDITIONAL CAPACITY

Water and Sewer Line Improvements

7. A Resolution approving additional expenditures to the existing professional services contract with LNV, Inc. in an amount not to exceed $143,210.00 in connection with the Multiple Sewershed Package 15 (Railroad) Project. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

REPLACEMENT AND ADJUSTMENT PROJECTS

Governmental Relocations and Replacements

8. A Resolution approving expenditures in an amount not to exceed $198,250.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2017 Bond Program Pedestrian Mobility & Streets Projects Package 6. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

9. A Resolution approving expenditures in an amount not to exceed $141,375.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 1. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

10. A Resolution approving expenditures in an amount not to exceed $218,020.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 3. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

11. A Resolution approving an Advance Funding Agreement with the Texas Department of Transportation; authorizing expenditures in an amount not to exceed $447,128.44 for the adjustment of the water and sewer facilities by the Texas Department of Transportation in connection with the FM 1535: Loop 1604 to Shavano Ranch Road Project. (ANDREA BEYMER – GAIL HAMRICK-PIGG)

EASEMENT AND REAL PROPERTY

12. A Resolution declaring a public necessity for public use, the acquisition of certain privately owned real property in the City of San Antonio being permanent sewer easements and temporary construction easements for the C-69 South Zarzamora Street Sewer Upsize and Relief Project, in the southwest quadrant of Bexar County, Texas,
for the public use of the expansion and operation of the System through the
collection and operation of the System through the
construction of the 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. Project located in: NCB 14546, 14547, 14196, 11186, 14546, 14592,
11056, 11054, 11078. (NANCY BELINSKY – BRUCE HABY)

13. A Resolution authorizing the expenditure of funds in an amount not to exceed
$257,100.00 for possession by the System, permanent and temporary easements and fee
simple parcel from Julio Gonzalez in connection with the W-6: Hwy 90 to SW Military
Drive Sewer Main Project; authorizing the President/Chief Executive Officer or his
duly appointed designee to execute a Possession and Use Agreement for the property.
(NANCY BELINSKY – BRUCE HABY)

MISCELLANEOUS ITEMS

14. A Resolution awarding a construction contract to Facilities Rehabilitation, Inc. in an
amount not to exceed $1,475,700.00 in connection with the 2020 Annual Sanitary Sewer
Main Point Repair, Manhole Adjustments and Laterals Construction Contract, Package 1. (JEFF HABY – ANNETTE DURON)

15. A Resolution awarding a construction contract to T Construction, LLC in an amount
not to exceed $1,484,297.00 in connection with the 2020 Annual Sanitary Sewer Main
Point Repair, Manhole Adjustments and Laterals Construction Contract, Package 2.
(JEFF HABY – ANNETTE DURON)

16. A Resolution awarding a construction contract to Facilities Rehabilitation, Inc. in an
amount not to exceed $1,987,050.00 in connection with the 2020 Sanitary Sewer
Laterals Renewal and Repair Construction Contract, Package 1.
(JEFF HABY – ANNETTE DURON)

17. A Resolution awarding a construction contract to Texas Pride Utilities, LLC in an
amount not to exceed $1,925,260.00 in connection with the 2020 Sanitary Sewer
Laterals Renewal and Repair Construction Contract, Package 2.
(JEFF HABY – ANNETTE DURON)

18. A Resolution awarding a professional services contract to Water Systems Optimization,
Inc. in an amount not to exceed $300,000.00, for a period of three years with the option
for two, one-year extensions in connection with specialized Water Loss Control
consulting services. (DONOVAN BURTON – DARREN THOMPSON)

19. A Resolution reappointing members to the Citizens Advisory Panel for a two-year term
expiring December 31, 2021, and appointing the Chairperson to the Citizens Advisory
(DONOVAN BURTON – DARREN THOMPSON)
20. A Resolution approving the 2020 Annual Internal Audit Plan and directing that the plan be implemented. (STACEY ISENBERG)

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

Ms. Jasso made a motion to approve the Consent Agenda Items 6 – 20. Mr. Parra seconded the motion.

Consent Agenda Items 6 – 20 were unanimously approved. Electronic voting.

ITEMS FOR INDIVIDUAL CONSIDERATION


Mr. Riggs presented Item 21, the appointment of members to the CCC. The committee had been active for more than 20 years, and many of the conservation programs evolved because of the committee’s input. In today’s era, it’s even more important to have the CCC input because the customer base and the interaction with them was changing. The nominees would help determine how to best target parts of the population with information about the programs and what SAWS does. He discussed the structure of the CCC and the membership of community representatives. Nominations were sought from the Board, City Council, chambers of commerce and additional staff outreach.

He reviewed the recommended nominees for the CCC. The nominee for chair of the CCC was Brice Moczygemba. Mr. Moczygemba served six years on the CAP and was beginning his second year on the CCC. There were four members who were recommended for reappointment, Scott Kertesz, Ernest Vara, Alejandro Soto and Rebecca Salazar. He discussed the four potential candidates to the CCC. Alan Montemayor was a member of the Sierra Club and an advocate for SAWS programs regarding rainwater collection and harvesting. Patsy Lett was a retired public educator and was nominated by Trustee Merritt. Brandon Karam was a small business owner and had actually been on Shark Tank with his business propositions. Mr. Karam was interested in technology and how this could help customers. George Britton was a retired math teacher and very active on several local boards.

Staff recommended the appointment of the four returning members and the four nominees for a two-year term, and the appointment of Brice Moczygemba to serve as chairperson for a one-year term.

Mr. McGee made a motion to approve Item 21. Ms. Merritt seconded the motion.

Chairman Guerra stated he appreciated those who had volunteered to serve our community and especially thanked Mr. Moczgemba for volunteering to serve as the chairperson.
After no further discussion, Item 21 was unanimously approved. Electronic voting.

CAPITAL IMPROVEMENT CONTRACTS
PROJECTS INVOLVING IMPROVEMENTS,
EXTENSIONS AND ADDITIONAL CAPACITY

Developer Customer Contracts

22. Briefing and deliberation regarding SAWS Growth Strategy, and 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). (ANDREA BEYMER – TRACEY LEHMANN)

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Total 373.90 430 151

Tracey Lehmann presented Item 22, approval of three Utility Service Agreements (USA). He stated the growth portion of the presentation would be presented at a later date. Two of the tracts for the Board’s consideration were residential and one was commercial located on the west side of the service area.

The Christ Mission College Tract was located just off Loop 1604, more specifically off Braun and FM 1560. The 40-acre development was requesting 163 water equivalent dwelling units (EDU) and 515 wastewater EDUs. The tract was outside the City’s ETJ and also outside SAWS wastewater CCN. The water system was located on three sides of the tract, and the tract would connect to the water main along Braun Road through a required small main extensions. For wastewater, the development was just outside SAWS wastewater CCN. There was an existing 8-inch wastewater main on the east side of the tract that the tract would connect to for service. In addition, there would be some downstream improvements required by the developer in order to handle the additional capacity.

The Hoffman Tract was a residential development located on the southwest side off Loop 1604. The developer was requesting six water EDUs. The tract was within the Somerset wastewater CCN, and the developer would use septic for this development. The majority of the tract was within SAWS water CCN, but a small portion was inside the Atascosa Rural Water Supply. The developer would be required to extend the main along Somerset Road in order to make connection for water service.
The Pecan Springs Tract was a residential development located on the northwest side off IH-10, more specifically off Toutant Beauregard Road. The developer of the 245-acre development was requesting 261 water EDUs. This was low density development and the developer would use septic systems for wastewater. The tract was outside of the wastewater CCN and approximately half the tract was within the water CCN. The tract was within the City’s ETJ and located over the contributing zone. A portion of the tract was within the five-mile radius of military bases, with Camp Bullis being the closest facility. The developer would connect to a 12-inch water main along Toutant Beauregard and extend from that water main to the southwest portion into an existing 12-inch main creating a new loop system.

Staff recommended approval of the Utility Service Agreements for the Christ Mission College Tract, the Hoffman Tract, and the Pecan Springs Tract.

Mr. Parra made a motion to approve Item 22. Ms. Merritt seconded the motion.

Ms. Hardberger commented on the Pecan Springs Tract. She had additional questions regarding where it was located. Mr. Lehmann responded staff looked to make sure that it was in SAWS best interest to serve the property. SAWS was required to serve the tract, if it was within the CCN and met requirements. The Pecan Springs Tract was partially inside the CCN and there was infrastructure necessary for the water. Regarding wastewater, the system was approximately three miles away. There were several developments between this tract and the existing sewer system. These were large lot developments that would use septic as well as the Pecan Springs Tract.

Ms. Hardberger stated some of this was not within SAWS purview. She was concerned this was sort of done in a piecemeal way where things just overlap slightly within the CCN. Then it sort of ends up greatly expanding the CCN. She stated this was part of a lot larger conversations that was happening at the City level about growth. From SAWS perspective, she didn’t want to be part of enabling growth in a way that wasn’t being thought about in the big picture. Mr. Lehmann added that the tract was within the City’s ETJ, so SAWS had first dibs on serving those areas in the ETJ. Based on the review of staff, it was best served by SAWS as the ETJ expanded further west.

Ms. Beymer added staff was sensitive and heard the comments raised by the Board. Last week, staff met with Bridgett White and members of the City's planning department to talk about better alignment of our plans. Typically, developers would come to SAWS for the water service and could sometimes be below the radar screens of the planning department. Currently within the CCN, there were areas that were outside the city limits and not even necessarily within the ETJ, but staff was going to have that coordination early with the City to avoid any surprises.

Mayor Nirenberg compared the Pecan Springs Tract to the Biedenharn property. If the tract was going to be served by water, we wanted SAWS to serve it especially in the area connected to our infrastructure. He asked how staff worked with the developer on their growth management strategies such as conservation and low impact development. Ms. Beymer replied staff had some preliminary discussions with developers, but that was really one of the topics discussed with the City in terms of making sure these developments on the
edges of our system included some of these provisions, whether through the City process or through the USA process. During the planning and coordination between SAWS and the City, a determination would be made on who should incorporate those provisions. Largely, the developers were coming to SAWS for a USA, and then turn around a few months later and go to the City for a bid or some type of funding mechanism.

Mayor Nirenberg asked if the Pecan Springs Tract was over the recharge zone or the contributing zone. Mr. Puente stated the tract was in the contributing zone.

Mayor Nirenberg commented the tract was in the ETJ, so we were afforded some protections with military lighting and tree preservation. He stated the City’s planning department was going through a reassessment of the growth management policies, which included annexation and the criteria used to approve bids. He stated he was not sure if SAWS had been invited to that table. Ms. Beymer confirmed.

After no further discussion, Item 22 was unanimously approved. Electronic voting.

**MISCELLANEOUS ITEMS**

23. A Resolution of the San Antonio Water System Board of Trustees approving and authorizing the execution of the Fourth Amendment to the Water Transmission and Purchase Agreement for the Vista Ridge Project; consenting to the selection of the panelists for the Vista Ridge Project O&M Budget Panel and approval of a Contract Administration Memorandum memorializing the same; approving and authorizing execution of agreements between the panelists and SAWS, and the expenditure of funds in an amount not to exceed $457,500.00 for the services of the Budget Panel. (DONOVAN BURTON)

Donovan Burton presented Item 23, an amendment to the Water Transmission and Purchase Agreement (WTPA) for the Vista Ridge Project. Performance testing would begin this week to make sure everything was working before the project goes live on April 15. In the background, the project company would also shift some of their responsibilities. There were several different companies that made up the project company. Garney Construction was the construction company and led the project company up to this phase. At some point to commercial operation, Garney stated they would want to turn over to an equity partner as well as the operating service provider. He reviewed two of the partners of the project company. Ridgewood Infrastructure was an asset manager and joined the project in 2017. Ridgewood had a couple of different roles within the project, but primarily had identified the operating service provider. That operating service provider chosen last year was EPCOR, USA. EPCOR was out of Canada, but were one of the larger firms within the United States. He introduced Michael Albrecht, who was a partner with the firm of Ridgewood Infrastructure, Joe Gysel, who was the president of EPCOR, USA, and Troy Day, vice president of EPCOR, USA.

Michael Albrecht stated his team enjoyed working with SAWS and Garney in a collaborative manner, since Ridgewood joined the project in 2017. He was exciting to see the progress of Vista Ridge and the long-term impact to the community of San Antonio well into the future. He provided some insight into Ridgewood Infrastructure and their role in the project, in
particular, in identifying and working collaboratively with SAWS and the operating service provider. Ridgewood was one of the oldest investment managers focused on real assets founded over 35 years ago. Real assets were tangible assets like pipelines, water utilities, electric transmission lines as a core focus of the firm. In addition to water transmission projects such as Vista Ridge, Ridgewood spent a considerable amount of time in water distribution, so local distribution pipelines, water treatment facilities, pump stations with a particular focus on operational efficiencies, security of supply, and environment, health and safety. The team was based in Texas, New York, and New Jersey and dedicated to asset management activities. Since 2017, Ridgewood had been focused on activities to ensure the long-term success of Vista Ridge, and even beyond SAWS operating the project under its purview. A big piece of that was the operator selection process. Ridgewood created a six-month process that focused on technical aspects, safety, operational execution, track record, and credentials of potential operators to execute the project. In addition, Ridgewood had an open dialogue such that SAWS, Garney Construction, and Ridgewood could communicate during the interview process to ensure there was an opportunity to ask questions. The detailed process brought forth EPCOR, USA. He stated EPCOR, USA not only had the operating expertise, but also had a strong focus on the community and the long-term impacts this project would have for San Antonio.

Joe Gysel gave a brief introduction of EPCOR. He stated he was joined by Troy Day, vice president of Engineering of Control Services. EPCOR was a North American utility infrastructure company that started as the Edmondson Electric Power Corporation in 1891, and grew within the City of Edmonton providing water/wastewater services, electrical distribution, and transmission services as well as generation. In 1996, the city separated into an incorporated entity called EPCOR. EPCOR was an acronym for Edmondson Power Corporation, which was one of the founding businesses. EPCOR was a stand-alone commercial enterprise incorporated, separate from the city. The city was still the sole shareholder and owner of that corporation where it was separate through an independently appointed board of directors. EPCOR was a multi-utility platform, water, wastewater, natural gas, electrical transmission, distribution grids, gas services, residuals, management, as well as stormwater and sewer management. EPCOR was an $8 billion U.S. corporation with 3,500 employees that served about two million customers. EPCOR had been recognized in Canada through the Public/Private Partnerships Canada Award, and in 2019, received the Bentley Year of Infrastructure Award, which was the Global Engineering Award for innovation through advancement in engineering and performance. EPCOR believed their role and responsibility went beyond simple operation, and were strongly committed to safety and environment sustainability. EPCOR had been recognized as a Top 50 Corporate Business in Canada on a number of years running. They believed in their employees, and had been recognized in many communities as Best Places to Work. Last year, EPCOR was voted Top Young Employers in Canada. In the U.S., EPCOR was the largest water utility in the State of Arizona and also one of the largest in the southwest serving about 665,000 customers through either water and wastewater operations, natural gas connections, and wholesale pipeline. Since entering the U.S. in 2011, EPCOR had invested over a billion dollars in not only acquisitions but ongoing capital improvements to their utilities and assets. Their annual asset investment program exceeded $100 million every year. In 2015, EPCOR in Canada initiated and was successful in the bid for Canada's largest P3 project, a wastewater facility for the City of Virginia. EPCOR also delivered about 33.3 billion gallons of water through a 2,400 kilometer interconnected pipeline surrounding the greater capital region
around the City of Edmonton where a number of communities were served through a pipeline network similar to the Vista Ridge Project. EPCOR had pipeline projects in Arizona and in Texas with the 130 Pipeline around the Austin facilities. The Vista Ridge Project aligned with the principles of EPCOR. EPCOR looked forward to becoming part of the Vista Ridge Project and part of the San Antonio community.

Mr. Burton discussed the proposed amendment to the WTPA. This was the fourth amendment of the WTPA. The first part of the amendment was the Budget Panel composition. Staff recognized the ability to go from five panel members to three would be a little more manageable. Staff worked with the project company to identify these panelists. The panel members would serve three-year terms. The current WTPA provided that each entity would appoint a member, and then those two people would appoint another member, and then those two people would appoint a chairperson. Under the amendment, the project company and SAWS would agree to all three members, one designated as a project company member, one as a SAWS member, and a mutual agreement on the third member. If we could not mutually agree, the decision would go to the first and second panelist. The chairman position was eliminated, since this was not really a board of hierarchy. Compensation for the members would be $45,000 the first year, and would reduce to $40,000 next year plus travel. The total amount for the Budget Panel for a three-year period was $457,000.00.

He reviewed the three members, Jun Chang, Elisa Speranza, and Bill Davis. All three members had very good experience in this field. Jun Chang was deputy general manager for North Harris Regional Water Authority. Chang had a sense of Texas and the politics and information needed to run a project here in Texas. Bill Davis worked for Black and Veatch for a number of years and retired with Black and Veatch. Davis worked on several SAWS projects, so he knew the SAWS system. Elisa Speranza was identified through the project company. She had experience with a number of different firms but, primarily, she was the former president of CH2M Hill’s Operation Management business. All three had good experience and had the ability to run the Budget Panel.

The Budget Panel would establish and review the O&M budgets and the costs during the year. The panel would review payments for major equipment repair and replacement. If something went wrong, the project company would fix it and send a bill to be reviewed by the panel. The panel would establish and review electrical usage efficiency parameters as electric usage would be a large bill. The Budget Panel would serve as an arbiter as well on any contractual O&M budget disputes. The panel would attend several meetings at SAWS as required, which would require a little bit of travel. The amendment to the WTPA included five budget panelists to three and the funding source for those panelists.

Another proposed amendment would be for Water Made Available. This was a complicated system. The project would provide 50,000 acre-feet, or would provide 137 acre-feet a day, 149 acre-feet a day in the summertime. The water delivered would be tracked on a spreadsheet, and there was a complex process on how water was allocated to the 137 or 149 units. One of the changes would be to Winter Month Excess Units. Essentially, up to 137 units a day were required to be delivered. The change would allow a little bit of flexibility on a daily basis to go over four units per day, but not more than 12 units. At the end of the month, SAWS would not pay for the 12 units over and those units would roll over into the next month. Shortfalls for equipment failure currently were an unexcused, but the
The proposed change would make those an excused shortfall. To manage due to equipment failures, the project company would have to have a lot of excess inventory on hand, which would drive up the operating budget significantly. The change to excused shortfall would reduce the operating budget by allowing the project company to make up the shortfall at a future date. The project company would not get paid for water until it was provided, so that was the same way other shortfalls were treated within the contract. Simultaneous demand and supply shortfall units was a formulaic issue. This would provide clarification in the spreadsheet to ensure that a demand shortfall and a supply shortfall on the same day should equal the 137 required units. The Average Daily Computation for Event 2 was measured off the performance test production. For the first 30 days, the project company would be paid off the production from the performance test, which was Event 1 and Event 2. Event 1 was kept low to make sure the project worked at a mid-range flow. Event 2 was really the regular flow of the 137 units and a little bit above. The change would recognize that the performance test delivery computation would be for Event 2 of the performance test not Event 1, which would drive down the average for the first 30 days.

He discussed additional proposed changes. The WTPA originally was structured to have project completion done before performance test started. There was a lot of paperwork to be done, and this could be moved to post performance testing. The tunnel work also needed to be completed. Staff was asking to amend the WTPA and move some of those budget completion items to 30 days prior to commercial operation, which would be roughly March 15. Performance testing would begin today or Thursday, and completion of some of the items would be moved beyond performance testing. There was a question of whether SAWS would pay the electrical through the project company or pay the electric companies directly. SAWS wanted to pay it directly, since we were contracting directly with the electric companies. If electrical was paid through the project company, there would be a markup. The amendment would assume payment directly to the electric companies and not through the project company. The budgets would be approved through the O&M Budget Panel. This year, the O&M Budget Panel had just been placed. Staff worked with the project company, and was comfortable with the first year’s budget being at a little over $7.5 million. All future budgets would go through that O&M Budget Panel process as structured in the WTPA.

Staff recommended approval of the selection of the O&M Budget Panel members, approval of funds for the Budget Panelist Agreements for a three-year period of $457,500.00, authorization to execute the Budget Panelist Agreements, and approval of the amendment to the WTPA.

Ms. Jasso made a motion to approve Item 23. Ms. Merritt seconded the motion.

Ms. Jasso asked about future amendments once the panel took over. Mr. Burton responded there may be other amendments in the future. There were new challenges with every phase. The WTPA was very prescriptive, which was good, but sometimes a little flexibility was needed. As we get into the project, there may be things that were not working as well or working the way the project needed.

Mr. McGee asked for more information on the panel members and how the candidates were selected. Mr. Burton replied he had bios on each one that he could provide to the Board. Staff worked with the project company to submit names and work through a vetting process.
SAWS was familiar with Jun Chang, and his work in Harris County and the City of Houston. Bill Davis had worked on several SAWS projects, and staff had a good working relationship with him. Elisa Speranza was the project company's appointee, and staff had reviewed her bio but had not worked with her.

Mr. McGee asked if the Board was approving all three or only approving SAWS appointee. Mr. Burton stated the Board would approve all three members and to change the process with the amendment to the WTPA. The project company would then agree to the appointment of all three. If the SAWS member left, SAWS would appoint that member, and the same for the project company member.

Mr. McGee asked that staff come back to the Board with more detail on the Water Made Available. He stated it was important to understand how much water was received and what SAWS was paying for the water. Mr. Burton confirmed and added that staff spent literally days and days with the project company to try to understand all of the intricacies. He referenced the spreadsheets that tracked the 50,000 acre-feet and stated it was much more complex. Ultimately, SAWS only paid for water made available, essentially received up to the 50,000 acre-feet.

Mr. McGee inquired about the savings associated with paying the electrical bills directly. Mr. Burton replied there was an 11 percent markup, if the electrical was paid through the project company. In 2020, the budget for electrical was $8 million so that would be at a markup of 11 percent.

Ms. Jasso asked about other potential members and if staff wanted recommendations for the panel. Mr. Burton responded these were the recommended panel members for a three-year period. If one of these members left, staff would ask the Board for a recommendation for a replacement.

Chairman Guerra inquired about the budget of $457,500.00 that included the $45,000.00 plus travel per member for a three-year period. He asked if the budget dropped the second year because it would be more cumbersome the first year. Mr. Burton confirmed. In the first year, the members would take a tour of the project and would be briefed on things such as Water Made Available.

Ms. Hardberger commented there needed to be another conversation about what the reporting would look like to the Board going forward. A lot of water would be brought in in the short term that SAWS was not going to need. She agreed with Mr. McGee that it was going to be critical to understand sort of the bank account for the water. She also wanted information on how the bank would affect selling short-term or long-term any amount of water as well as the effect of a rainy summer.

Mayor Nirenberg commented it would help for planning purposes for new water sources into the out years to have that information available to the Board. He inquired about the performance testing of elements that were complete as the rest of the project reached completion. Mr. Burton replied the project company was ready to do performance testing and deliver water. There were a couple of things, for example, cathodic protection that needed to be done that could be moved off until after performance testing, and there were
other items that weren’t necessarily needed to perform the testing such as the tunneling.

Mayor Nirenberg asked that the Board receive information as those performance tests were done. Mr. Burton confirmed. The performance testing would be going on for about 26 days. He welcomed the Board to come out and take a tour.

After no further discussion, Item 23 was unanimously approved. Electronic voting.

24. BRIEFING SESSION.

A. Briefing and deliberation regarding the City of San Antonio’s Edwards Aquifer Protection Program

Mr. Puente provided a briefing on the City's Edwards Aquifer Protection Program (EAPP) and the potential transfer to SAWS. In 2000, Howard Peak as mayor at the time and City Council put four different propositions on the ballot, but the only one that passed was the one for the Edwards Aquifer Protection and Linear Creek Program. The others that failed were more development along the San Antonio River that was now Museum Reach, redevelopment of the Kelly Air Force Base that was closing at the time, and there were ten different projects in ten different council districts. All three of those proposals failed. In subsequent five-year increments, 2005, 2010, 2015, the voters approved to continue the EAPP. Now in 2020, the Mayor recognized there were other issues that need to be addressed, particularly public transportation. When this particular sales tax was created initially in the 1970’s, a full cent was available for public transit. At the time, the City and VIA chose to only take half a cent. Now, the Mayor was trying to redirect the money to make sure the City had a good public transportation system.

The EAPP had a mission to protect the aquifer. Protection was in a water quality sense to protect its ability to recharge and the quantity of the water. The protection was done through land acquisitions and easements. Sometimes, these were fee simple purchases and more often conservation easements. The conservation easements essentially prohibited or minimized the development of that property. Each easement had specific language to that particular property. The program was governed by nine council-appointed members of the Conservation Advisory Board (CAB). The program also had water quality demonstration projects that were approved in 2015, and included the funding of $10 million towards these particular programs. There were three dedicated employees and other individuals at the City that also supported the program. For example, the contracts to purchase land would go through the City Attorney's office and there were other parts of the City that would assist this program. There were contracts with different entities, in particular, the Land Acquisition Team, which was made up of the Green Spaces Alliance and The Nature Conservancy. Other contracts included the Scientific Evaluation Team, the Edwards Aquifer Authority (EAA), and the San Antonio River Authority (SARA). All three of those entities provided expert scientific analysis and information. The EAA and SARA actually were paid for some of the services they provided and the Scientific Evaluation Team was essentially a volunteer group.

Currently, the CAB governed the process, set criteria, and made formal recommendations to City Council on the purchase of a particular easements or piece of property. There were specific slots that were designated in the advisory board, such as a slot for members from...
Uvalde County and Medina County, SAWS, and SARA. The Land Acquisition Team would go out and look for these properties that were ideal for purchase or easements. They also served as the broker to negotiate the purchase price and paid for this service upon closing. The Scientific Evaluation Team was made up of experts of the aquifer to provide information and technical support to the GIS system model that City employees used to evaluate the properties. City staff used the model to rank identified the properties for the CAB. City staff also would oversee the monitoring and inspection of properties. At different times throughout the years, City staff would go out to these properties to make sure there was no unauthorized activity according to the particular easement agreement.

He reviewed graphs of the funding collected and the expenditures, since the start of the program in 2000. The program had collected $325 million. Of note, the 1/8 cent sales tax actually generated a lot more money, almost $200 million, to be spent on linear creeks and linear parks through the City. The City was keeping this part of the program to do on their own. The increase in funding from the 2000 to 2005 was to include properties that were available outside of Bexar County. The City did not have the authority in 2000, to purchase property outside of Bexar County. In 2003, legislation was passed that allowed the City to go into other counties and funding was increased. The additional $10 million approved by voters in 2015, allowed not just for linear parks and aquifer protection but also water quality demonstration projects. The program had spent about $273 million of the money that was collected through the years. Obviously, all of the funds were not necessarily spent within that particular five-year period, but the funds were eventually spent over the years. Of the potential $100 million that could be collected in 2015, about $48 million had been spent to date. The amount of money collected through the sales tax during the last five years was dependent on the economy. In 2016, the amount collected was a lot less because of the City's fiscal year was different from a calendar year, so the City did not collect the tax for a full 12 months. From the potential $100 million the City could collect from 2015, they had collected $75 million. As of the end of November, the expenditures during that time period totaled $57 million. Expenditures included personnel costs and what had been committed for contractual obligations. There were also properties the City anticipated buying. The remaining $18 million along with the $25 million to be collected from the program could be spent for the protection of the aquifer into the future.

He reviewed the property acquired under the EAPP and a map of the properties in comparison to the recharge zone and contributing zone. The program had acquired almost 160,000 acres through either Proposition 1 or 3 since 2000. With the legislative change, a lot more property was purchased outside of Bexar County. Other protected properties were properties SAWS had purchased for this type of program and property for Camp Bullis. Altogether, there was about 239,000 acres protected under the EAPP and other protected properties. He referenced a study commissioned by the City that stated an additional 56,000 acres was needed along with the 239,000 acres to meet the equivalent amount of projected water demand in 2070.

He discussed funding options to pay for the program. Part of the conversations have been for the City to continue to pay for it, not specifically out of sales tax but out of the City’s General Fund. Other conversations included a change to state law that would allow for the sale of bonds to purchase property outside of Bexar County. Right now, property had been purchased outside of Bexar County, but it was done with a sales tax. Another conversation
was for SAWS to assume the program, but absorb the expense within our budget. There were a lot of issues that could potentially have an impact on rates. In November, SAWS was asked to increase our contributions to the City, but a reduction of the increased contribution would be another option and one that had really gotten a lot of traction. If the increased contribution of four percent was reduced by a nominal 0.25 percent over a five-year period, it would result in $11.5 million that would not be paid to the City. If the $11.6 million was paid in cash outlay, it would result in $52 million available for land acquisition.

He stated there were a lot of other issues that staff needed guidance from the Board. For example, when would SAWS be asked to start this program and when would the City's program end? Ideally, it would be January 1, 2021, when SAWS would be tasked to take over the program. There were various questions that needed to be answered to determine when the City's program would end. The City still had the authority to collect sales tax revenues through the spring of 2021. Other issues regarding a potential SAWS program included the mission, structure, number of employees dedicated to the program, the amount of money to be spent, the demonstration projects, the maintenance and inspections of the current acquisitions and easements, the continuation of support services and contracts to continue to monitor and comply with the easements. The City would continue to collect this tax through at least the first quarter of 2021. From conversations with City staff, it would probably go through 2022, to spend the money left over for the acquisition of properties. Staff would need some guidance from the Board as to the expectations for SAWS program. The current program was funded with five-year increments of sales tax so would SAWS program have the same five-year time-frame. Another issue was property located over the contributing zone that some said was much more valuable to the aquifer than some of the property over the recharge, but was much further away from Bexar County. These were topics that would lead to potential deliberation by the Board. Staff was looking for some guidance as to the Board’s expectations as well as expectations from the Mayor, City Council and other stakeholders for this program.

Chairman Guerra stated the Board was looking at this seriously. It was the Board’s plan to possibly take over the program, if they decided after all of the questions were answered. He opened the floor for questions so the Board might have those questions answered.

Mayor Nirenberg stated ten years ago the City came together to demonstrate a collective vision for the future. Obviously, environmental sustainability was incredibly important, so was the reliability, affordability and sustainability of our water system. The City was trying to achieve those collective goals, but would not achieve the goals collectively under the status quo. He looked forward to the discussion and thanked the Board and his colleagues at City Hall for engaging in the discussions.

Mr. McGee asked for clarification of the preferred funding option on slide 13. Mr. Puente replied the City used cash from the sales taxes to buy properties. Hardly anyone was in a position to buy a home or property with just cash, but had to finance the purchase. This funding option would finance the purchase of properties. If SAWS used $10 million a year to buy property over five years, with a little bit of inflation, would total $52 million. In order to pay for that, it would cost about $11.6 million, which included debt service and O&M expenses. A reduction in the contribution to the City of 0.25 would provide about $11.5 million, based on 30-year amortization and four percent interest.
Mr. McGee asked if the program had acquired 159,000 acres of land and another 56,000 acres was needed. Mr. Puente replied yes, 159,000 acres of land and/or easements. A study was performed on this program in 2014, and updated in 2018, which concluded another 56,000 acres would be needed.

Mr. McGee stated he would have lots of questions about just how confident we were in those numbers in terms of assuring water quality and achieving water needs. In theory, we would need to acquire 215,000 acres of land in total. Mr. Puente responded the study was adding Camp Bullis and the properties acquired by SAWS throughout the years for a total of 239,000 acres. Adding 56,000 acres for the goal of 295,000 acres was what was in the study.

Mr. McGee asked if the 159,000 acres acquired was about 70 percent to 73 percent of what was needed to complete the whole project, was the $173 million spent along with an additional $100 million of expenditures needed to complete the project. Mr. Puente replied yes, if you follow the math.

Mr. McGee asked how the funding option on slide 13 related back to the $100 million to complete the project. Mr. Puente responded the option was just five years, so there would be an additional five years that would come into play.

Mr. McGee stated his questions kind of spoke to when would the project be done. He was totally in support of protecting the aquifer not just for our citizens now but for future generations. Mr. Puente asked Trustee Hardberger to repeat her comments about when the project was done.

Ms. Hardberger commented in this particular case it was how much do we need and how much would it cost. She hated to use the word “done” when it came to aquifer protection. In reality, there were both physical limits due to the amount of development happening, but also realistic limits on purchasing property due to diminishing returns. Not all acreage was considered equal, so we wanted critical recharge features, particularly those close to development, to be protected. She stated that if the program expands into the contributing zone, she would like to focus on land purchases or easements in relation to the more delicate recharge features. She would like to use the science to direct those decisions as opposed to just hitting an acreage limit.

Mr. McGee agreed with Trustee Hardberger. It was not about just the acreages because not every acre was the same in terms of the science. He looked forward to the conversations and understanding from a scientific standpoint. Mr. Puente referenced the map of the purchases over the recharge zone. As Trustee Hardberger mentioned, the contributing zone could be just as important and oftentimes more important, depending on the particular acreage.

Mr. McGee asked if some of the money could be used to acquire water rights and some of it used to protect the aquifer. Mr. Puente answered no, the legislation specifically stated the money could not be used to purchase water rights.

Ms. Jasso asked about the City's budget and their ability to absorb the cost of the program. Mr. Puente stated the City’s last budget was $1.27 billion, and Eric Walsh, Ben Gorzell and
the Mayor would tell you that they had $2 billion worth of needs. A lot of people had asked why the City couldn’t take the program funding over. He stated that was a question for the Mayor, for Council, and their staff, but they did have a $1.27 billion budget.

Mr. Parra stated it was a complicated subject, and there was no question that the Edwards Aquifer must be protected. He liked Mr. Puente’s analysis and the independence between the City’s program and a potential SAWS program, including the different funding sources. He especially liked that a reduction of 0.25 percent would not affect rates. Mr. Puente stated it would not affect rates in the immediate future. Whenever there was that kind of outlay, eventually it would catch up with us but not in the immediate future.

Mr. Parra liked the potential idea of initiating the program in the first quarter of 2021, since that would allow the City to finalize their program. Mr. Puente responded it was key for SAWS not to actively go out and look for property because essentially it would be in competition with the City. SAWS purchases would not start until the City's purchases end.

Mr. Parra agreed with the idea and need of a more thorough study commissioned by SAWS on what really needs to be preserved as Trustee Hardberger had mentioned. It is a program that needs to be further defined but an important program that we cannot let pass.

Ms. Hardberger commented on the huge community investment in this program. She stated the Board needed to think about how information would be delivered to the public for their buy-in, if SAWS was to take over the program. The City had a group of people appropriately selected to make the decisions, but she thought getting buy-in and feedback and also ensuring transparency in reporting was critical. There was a trust component on making sure that if SAWS took it over, it would not simply go away. SAWS also had an opportunity to be more interactive and more transparent than maybe the project had been in the past.

Ms. Merritt inquired about when the cost would affect the ratepayers in the future. Mr. Puente stated SAWS was currently not seeking a rate increase for 2021. There may be a need for continued funding of the Consent Decree in 2022. The earliest that the customers and City Council would see this would probably be for 2022. Mr. Evanson stated that was correct. The reduction of 0.25 percent of the payment to the City would offset basically for a five-year period of SAWS cost for the program. It would depend on the size of the program and some of the other variables as to how much would be invested. Staff thought it could be done for the five-year period. Beyond that five-year period, staff would have to look at it a little bit closer.

Ms. Hardberger asked for clarification on the funding and expenses on slides six and seven, and if the amounts were for Edwards protection and linear parks. Mr. Puente replied the numbers were exclusive to the EAPP.

Ms. Hardberger commented the detailed questions were to understand that the program in fact did belong at SAWS, since it started at SAWS. The Board certainly cared about the protection of the aquifer, and sometimes that aspect could get blown past when we jump straight into the details.

Mayor Nirenberg stated there was an open question about how fast, how far, how much
acreage to acquire, and that was a community conversation regardless of where a program would reside. The 56,000 acres was from an LMI study that was used as justification for the reauthorization in 2015. If the program continued the same way, the City would be doing this program until 2030. This rationale was based on the amount of acreage protected calculated against how much of an allocation was received from the Edwards Aquifer on an annual basis projected outward. He asked if there were any other sources of data that would suggest a terminus for the program in terms of total acreage or total amount of money. Mr. Puente stated he was not aware of one and agreed with the Mayor and Trustee Hardberger’s comments. That number was a number used for average rainfall, average recharge, and not necessarily specific to a particular geographic location. For example, there could be a particular geographic location that we would want to spend $30 million on the acreage, and it might be worth it. That was something the Board might set, if we had this program.

Mayor Nirenberg stated if it was a priority for SAWS to protect its main sources portfolio, then the Board could consider doing that today. Mr. Puente said yes, if you had the money.

Mayor Nirenberg stated he thought that was further rationale that this was a program that very logically resides within SAWS. He asked in terms of the annual cost to SAWS with regard to a potential five-year, $52 million acquisition program, what would be the average annual cash outlay to SAWS annual budget. Mr. Puente replied about $2 million a year.

Mayor Nirenberg asked if the EAPP was not going to impact SAWS rates, it could be through the straw man presented or through other reprioritizations of the capital program for efficiencies. Mr. Puente confirmed.

Mayor Nirenberg stated this was good progress. There was some work in terms of how the program would look, how it would be structured within SAWS, but in terms of the impact to SAWS and to the City, this gave the Board a pretty clear picture. He stated he hoped we could come back with something that's tangible next month, given the work that would occur over the next four weeks. Mr. Puente confirmed.

Mr. McGee said the Mayor brought up a good point in asking whether there were any other studies that gave an estimate of the terminus cost. He asked if there were other alternatives to protecting the water quality. Mr. Puente replied treatment plants would be needed to treat the water.

Mr. McGee stated maybe not a fair question today but what would that cost? Mr. Puente replied a lot because more than one treatment plant would be needed. The system was spread out as far as how water was pumped out of the aquifer. Staff estimated $3 per million gallons of treatment per day, which would be roughly $750 million for a treatment plant or plants. This did not include the O&M side associated with treatment.

Mayor Nirenberg asked Mr. Puente to speak to the law as the author of the legislation. Mr. Puente replied it was something personal to be able to come back and revisit something you did years ago, and see it take action. Originally, the legislation allowed cities to do arenas. The AT&T Center was built through that same mechanism. He amended the bill to allow the definition of venue to be a recharge feature.
Mayor Nirenberg asked Mr. Puente if he imagined what it would look like in 2025 or 2030, when he drafted the legislation back in 1995. Mr. Puente responded back then things were very different. We didn't have surety about our permits and were told to stop using the aquifer as much by 2008.

Mayor Nirenberg noted that over the last 20 years, and then before that with SAWS, the community had pulled our resources to do really impressive things. This money was used to work with private landowners to protect in perpetuity our water supplies, and it's commendable. He thanked Mr. Puente for the work he had done to bring us to this point, and he looked forward to getting this over the finish line.

Chairman Guerra asked for clarification for the public that the 159,000 acres purchased by the City would continue to be managed by the City. Mr. Puente confirmed that was a conversation with the Mayor and staff as to what was the expectation. The City purchased that acreage and would retain ownership. The acreage still needed to be maintained and monitored to make sure they were complying with the easements.

Chairman Guerra asked for confirmation SAWS process wouldn't start until 2021. Mr. Puente replied there would be an overlap between the two programs. SAWS would work closely with the City to make sure there was no duplication. In other words, SAWS would not be out there purchasing property while the City was trying to purchase property. SAWS already inspected the properties SAWS owned, and was familiar with how to monitor and inspect the properties. The City did their own properties. There was no reason why there could not be some synergies in this aspect and take advantage of the simple fact that SAWS may be in the same neighborhood, the same acreage out in Uvalde County and could inspect it all in one day. Essentially the two programs would coexist for a short period of time, probably about 18 months or so.

Chairman Guerra inquired about the remaining funds discussed on slide nine, and how that would come into play for SAWS or for the City. Mr. Puente reviewed the funding amounts. There was $75 million that had been collected, and the City had spent about $57 million since November 2019. The City was authorized to collect $100 million, so there was an additional $25 million to be collected for a total $43 million in remaining funds to run the program. If the City did not spend the last $5 million and kept that to be used in the future, the funds could help pay for the individuals that would do the monitoring work at the City.

Chairman Guerra asked if SAWS could never use that money because it was tax dollars. Mr. Puente confirmed and stated the voters said to use this money for that purpose for this length of time.

Chairman Guerra stated the Board would continue to ask a lot more questions and make sure everything was in place. There was time to get it done because of the fact that SAWS wouldn't take over the program until 2021, but the Board would like to make a decision so they could move forward with other projects.

B. Briefing and deliberation regarding the Vista Ridge Project

Mr. Puente stated Item 23 served as the update on the Vista Ridge Project.
C. Briefing and deliberation regarding the 2019 Cost of Service and Rate Design Study

Mary Bailey provided an update on the rate study process and the meetings with the Rate Advisory Committee (RAC). During the last two meetings in November and December, the committee made progress on the first three steps of the process. The objectives were considered by the RAC. In the past, affordability had been related to the economically disadvantaged customers. This time, the RAC indicated the affordability should be applied to all of the customers and was an important objective that needed to be considered. An objective that was added was equity, which was tied closely to the City’s definition. One objective included in the last rate study was financial sufficiency, and any recommendations to the rates needed to fully recover the identified revenue requirements. Legality was also an objective must-have in that the RAC wanted to make sure any changes to rates and rate structure would be legal according to industry standards and within limitations of the study.

She discussed the scoring exercise and ranking results for the objectives. The committee was asked to rank each of the objectives as essential, very important, important and least important, and the objectives were scored based on the responses. Affordability became one of the most important objectives based on the scoring exercise along with conservation. The very important objectives were to minimize customer impact, cost of service based allocations, and revenue stability. Important objectives included simple to understand, equity, and drought management. Finally, the least important objectives was the practicality of implementation. The RAC reviewed the results of the ranking exercise in December, and there were really no changes. She pointed out that one of the objectives ranked in past rate studies was economic development. The RAC decided if there were any economic development rates to be put into place, it would go under the purview of the Board and City Council and did not need to be considered through this rate study process.

Revenue requirements was another step accomplished. Staff had determined the 2020 adopted budget would serve as the basis for the revenue requirements of the rate study. She reviewed the breakdown of the approved sources and uses budget into the various costs categories for each core business. The bylaws of the RAC indicated that they were to look at water supply, including recycled rates, water delivery and wastewater rates. Chilled water rates were not part of the purview of the RAC. The City of San Antonio was probably about 70 percent of the customer base on the chilled water system, and staff was currently evaluating the chilled water business. Staff decided to not include that in the rate study. There was about $929 million in total revenue, and was reduced to $919 million when the chilled water revenue was backed out. There were miscellaneous fees, impact fees, late fees, trip charges, EAA and TCEQ pass-through fees, and other things such as interest income to get down to the revenue generated from rates. Each of the core businesses were broken out, and added up to about $763 million. To be revenue neutral, any recommendations to rates would need to achieve this level of revenue from those changes.

The next step of the rate study process was allocating costs to the various customer classes. The total revenue requirements would be allocated to the costs associated with each of the various classes. Part of the process was based on the water used, but really had a lot to do with how the water was used. She discussed the daily and hourly water production rates,
and how the facilities, storage tanks, pipes and pump stations had to be sized to meet peak demand. Another cost of service principles evaluated were who was imposing the costs to oversize infrastructure to meet demand. If everybody used the same amount of water day in and day out, the system would be much smaller. The peak demand required more investment into the infrastructure. She reviewed a graph of the monthly usage pattern for each customer class in 2018. Industrial, wholesale, multifamily, and even to some extent, commercial were fairly consistent month to month, but residential and outdoor irrigation had more inconsistencies, particular in the summer months. The irrigation class peaked significantly throughout the year, and the class was over 90 percent commercial customers that were required to have a separate irrigation class meter.

She discussed the peaking factors and the units of service that would be used to allocate the cost for each class. For inside city limits (ICL), the residential class did not have the highest peaking factor in that max day peaking, but residential was higher than the general class. Irrigation obviously had the most significant peaking factor. Since staff did not have the exact amount of usage each hour by each class, staff used engineering conversions that were provided by industry standards to convert those to max hour demands. For outside city limits (OCL), the peaking factors were a little higher than the ICL peaking factors. One of the reasons the OCL was higher was because most of the new development in San Antonio was outside the city limits, and nearly all of new development in terms of residential homes came with irrigation systems.

She discussed the need for separate rate classes. The main reason for separate rate classes was the ability to recover the costs that each of those classes imposed on the utilities. If one class shouldn't subsidize another, then the allocation needed to be made accurately across each of the classes, and then the rates needed to be set accordingly. Also, separate rate classes allow different rate designs for each class. SAWS currently had increasing block rates for residential customers, but used base excess rate structure for general class customers. Irrigation also had an increasing block rate. The Board as well as the RAC have heard from people that believe the general class should be disaggregated. She discussed some of the questions that needed to be answered before disaggregating the general class. Some think that by disaggregating the general class, costs would somehow shift away from residential class customers, but that was not how cost of service principles worked. The residential class was on its own as well as the costs the residential class imposed. Even if the general class was broken into three or four or ten different types of classes, there would be no change to the cost of service for the residential class, and some of the new classes may have more or lower cost of service. Others believe large water users should pay more. Large water users tend not to peak such as manufacturers that used pretty consistent amounts day in and day out. Customers that were not peaking would not be allocated costs related to the oversizing of the system to meet peak demand. If we adhere to the cost of service principles, breaking large users into its own class could have the potential of actually saying their cost of service was less and their rates should be lower.

On the water side, most of the large Texas cities’ rate structures looked similar to SAWS. Everybody had a residential class, and everybody had a commercial or general class. Only Austin and Houston actually broke out a separate class for multi-family. Although, Houston's residential rates were the same as their commercial rates. Multi-family right now was included in SAWS general class. Fort Worth and Houston had an industrial class, and
Austin and El Paso both had some large volume classes. In both of those instances, the rates charged to those large volume users were lower than the rates charged to the general class and commercial class customers because their cost of service base was less expensive for them to serve those very large users. Fort Worth had an interesting rate class related to gas well drilling. Most of the large cities in Texas had an irrigation class, except Austin and Dallas. On the wastewater structures, the large cities again looked similar to SAWS. Everyone had a residential class with the exception of El Paso, who had one rate class for sewer service, so everyone paid the same rates for sewer in El Paso. Austin and Houston had multi-family classes, Houston had industrial, and Austin had a large volume class. Austin’s large volume class all had individualized rates based on the cost for each company.

She reviewed the data available to disaggregate the general class. SAWS already kept track of multi-family and industrial users, and everyone else was lumped into commercial class. Multi-family was any unit that had more than two units, so duplexes did not count. Industrial were customers that were tracked because their sewage discharge was greater than normal. These customers were monitored, had extra testing, paid permit fees, et cetera. Commercial was everyone else, excluding wholesale irrigation. SAWS had billing information and usage data going back years and years related to those three subclasses. There were also known large volume users based on usage data. A report could be provided, if we wanted to create a large volume user class. The conservation department went through an extensive process to try to assign North American Industry Classification System codes to each of the general class customers. This was a standard coding system developed by the Office of Management and Budget that helps the federal government on statistical analysis for businesses. Codes were assigned to about 88 percent of the accounts, and those accounted for approximately 94 percent of the general class usage. There were over 700 unique codes identified, so the information could get extremely granular. The codes would also need to be verified with customers, if we were going to start talking about creating a different rate class with different rates. Conservation was using the information to try to understand which types of businesses they might want to reach out to on conservation programs to improve their efficiency. The disaggregation of the general class was discussed at the December RAC meeting. At this point, the RAC was still interested in monitoring multi-family as a potential class that may be broken out of the general class.

The next scheduled RAC meeting was that evening, and the focus was cost of service for water. Cost of service was an important part of the rate study process. Most of the cost of service process was fairly prescriptive with regards to industry standards, but there were some things for the RAC to consider. Cost of service for both water and wastewater would be covered in the month of February as well as rate design.

Ms. Jasso commented that it would be helpful to the Board to attend at least one of the RAC meetings. She stated the meetings were also live streamed, if the Board was unable to attend. Ms. Bailey added the meetings were live streamed, and recordings were on SAWS website for the public’s review. The minutes and presentations were posted there as well.

D. Briefing and deliberation regarding the Sanitary Sewer Overflow Reduction Program

Chairman Guerra postponed Item D for a future briefing.
25. Inquiries of the Board of Trustees for future briefings and/or follow-up action.

None

At this point in the meeting, an Executive Session was held. The time was 12:42 p.m.

26. The Regular Session of the January 14, 2020, Regular Board Meeting is hereby recessed to hold an Executive Session and discuss the matters listed pursuant to Section §551.071 of the Texas Open Meetings Act.

27. EXECUTIVE SESSION.

A. Consultation with attorneys on legal matters related to the status of Cause No. 2018-CI-0056 in the 408th Judicial District Court, Bexar County, Texas, related to the construction contract for the C_5 Culebra - Castroville to Laredo & C_28 Zarzamora Creek - San Gabriel to NW 23rd St - Phase 1A Project, pursuant to Texas Government Code §551.071.

B. Consultation with attorneys regarding legal matters related to the City of San Antonio’s Edwards Aquifer Protection Program, pursuant to Texas Government Code §551.071.

C. Consultation with attorneys on legal matters related to the status of Texas Public Utility Commission, Docket No. 49448, in which Collin County Municipal Utility District No. 1 has appealed the water and wastewater rates of the City of Celina, pursuant to Texas Government Code §551.071.

D. Consultation with attorneys regarding advice on legal matters in which the duty of the attorney to the governmental body under the Texas Disciplinary Rules of Professional Conduct of the State Bar of Texas clearly conflicts with the Texas Open Meetings Act, pursuant to Texas Government Code §551.071.

28. The Regular Session of the Regular Board Meeting of January 14, 2020, is hereby reconvened.

The meeting reconvened at 1:11 p.m. The Chairman stated that no decisions were made in Executive Session.

29. Adjournment. THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES MEETING OF JANUARY 14, 2020, IS HEREBY ADJOURNED.

The San Antonio Water System Board of Trustees Meeting of January 14, 2020, adjourned at 1:11 p.m.

______________________________________
Berto Guerra, Jr., Chairman

ATTEST:

______________________________________
Amy Hardberger, 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></td>
<td>Number of Contracts (SMWB)</td>
<td>Estimated Amount (SMWB)</td>
</tr>
<tr>
<td>A. Award of New One Time Purchases of Materials, Equipment or Services</td>
<td>0</td>
<td>0</td>
</tr>
<tr>
<td>B. Award of New and Renewal of Annual Goods &amp; Services Requirements Contracts and Maintenance Agreements</td>
<td>3</td>
<td>1</td>
</tr>
</tbody>
</table>

SMWB Purchasing Contracts (percentage)  
33.33% 17.89% 50.00% 41.96%

---

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 PROCUREMENT OF 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 3rd day of March, 2020

_________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________
Amy Hardberger, 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></td>
<td></td>
<td></td>
<td></td>
<td>NO ITEMS TO REPORT</td>
</tr>
</tbody>
</table>

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

Board Date: March 3, 2020
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. D.A.D.'s Lawn Services, LLC</td>
<td>Annual Contract for Lawn Maintenance Services for Non-Escort SAWS Lift Station Properties</td>
<td>All</td>
<td>$128,280.00</td>
<td>This is a new contract. This contract will be utilized for Lawn Maintenance Services for System Non-Escort Lift Station properties as scheduled by facilities grounds maintenance staff. This contract will be effective Date of Award (March 3, 2020) through January 31, 2021. 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 years budgets.</td>
</tr>
<tr>
<td>2. Team Marathon Fitness, Inc. (WBE) (Maintenance &amp; Repair)</td>
<td>Best Value Bid for Three Year Fitness Equipment Lease</td>
<td>All</td>
<td>$128,814.48</td>
<td>This is a new contract. This lease is for Fitness Equipment to be utilized by SAWS at the following locations: Headquarters, East Side Operations Center, North West Operations Center, Steven M. Clouse WRC and SAWS Laboratory and includes equipment, delivery, installation, and maintenance and repair. Lease payments will be made to the Leasing Agency, Macrolease. Maintenance and repair will be provided by Team Marathon Fitness, Inc. Lease will be for 36 months from date of installation and acceptance. 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 years budgets.</td>
</tr>
<tr>
<td>3. Mars Co.</td>
<td>Annual Contract for Water Meter Test Equipment and Software Licensing (Sole Source)</td>
<td>All</td>
<td>$462,744.00</td>
<td>This Sole Source contract will be utilized by System for purchase of equipment, Software Upgrade, and maintenance and calibration of the Meter Shop's test equipment. This contract will be effective Date of Award (March 3 2020) through December 31, 2020. Extension years will be on a calendar year January 1 - December 31. If determined that an extension is favorable to the system, price and service considered, the award includes the availability of four (4) additional one-year options to extend as provided for, and approved for in future years budgets.</td>
</tr>
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$719,838.48

Board Date: March 3, 2020
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.

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DIRECTOR Comments

This is a Sole Source Requirement. This is a new contract and includes software upgrade, maintenance and calibration of two (2) small Test Bench's, one (1) Large Test Bench and three (3) Truck Testers. The base year cost also includes a new advance scale system and console equipment. The current scale system and console equipment is outdated and irreparable. It also includes an annual contract for Software as-a-Service (SAAS) License Subscription for the Water Meter Test Equipment Software. Testing 3% of new meters (5/8" through 2" in size) and 10% of new meters (3" through 10" in size) ensures acceptance with AWWA standards, allowing SAWS to refuse shipment in full should 3% or more of the test quantity display results outside of acceptable standards. Recommend Award.

*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:** Annual Contract for Lawn Maintenance Services for SAWS  
**FOR:** Non Escort Lift Station Properties  
**TIME & DATE:** (Date of Award through January 31, 2021)  
3:00 p.m., January 7, 2020  

**ITEM NO** | **DESCRIPTION AND APPROXIMATE QUANTITY** | **PRICE/**  
--- | --- | ---  
**GROUP 1** |  
38th Street |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| ACCD (Boerne Stage Rd) |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 51.00 | 675.00 | 720.00 |  
| Acqua Park |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 46.38 | 68.00 | 60.00 |  
| Alon Oaks |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 44.00 | 56.25 | 60.00 |  
| Air Force Village #1 |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| Air Force Village Main |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| Alamo Dome |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| Alamo Ranch |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 46.38 | 68.00 | 60.00 |  
| Alamo Ranch "B" |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 44.00 | 56.25 | 60.00 |  
| Alamo Ranch "C" |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 44.00 | 56.25 | 60.00 |  
| Apollo |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| Apollo & 99th |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 51.00 | 675.00 | 720.00 |  
| Bandera |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| Bascom |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| Bitters to Aspen PRIV |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 42.50 | 56.25 | 60.00 |  
| BitterBlue |  
Lawn Maintenance | Price/  
12 mows / contract | TOTAL |  
| | 40.00 | 44.00 | 56.25 | 60.00 |  

**Note:** The table above lists the prices and quantities for various lawn maintenance services provided by different properties. The prices are listed in dollars and the quantities are in terms of 12 mows per contract. The total amounts are calculated for the period from January 1 to January 31, 2021.
## TABULATION OF BIDS

**Annual Contract for Lawn Maintenance Services for SAWS**

**Non Escort Lift Station Properties**

(Date of Award through January 31, 2021)

**3:00 p.m., January 7, 2020**

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<tr>
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## SAN ANTONIO WATER SYSTEM

**P. O. BOX 2449**

**SAN ANTONIO, TEXAS 78298-2449**

### TABULATION OF BIDS

**Annual Contract for Lawn Maintenance Services for SAWS**

**Non Escort Lift Station Properties**

(Date of Award through January 31, 2021)

3:00 p.m., January 7, 2020

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### Notes:

- **PRICE/**: Service/Contract Price
- **SERVICE/PAY PERIOD**: Service Payment Period
- **TOTAL**: Total Contract Price

**Contract Effective Date**: January 1, 2020, through December 31, 2020.
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### TABULATION OF BIDS

**PROPOSAL:** Annual Contract for Lawn Maintenance Services for SAWS  
**FOR:** Non Escort Lift Station Properties  
**TIME & DATE:** 3:00 p.m., January 7, 2020  
(Date of Award through January 31, 2021)

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**TABULATION OF BIDS**

**FOR:**
Annual Contract for Lawn Maintenance Services for SAWS

**TIME & DATE:**
(Non Escort Lift Station Properties)

**DATE:**
(Date of Award through January 31, 2021)

**TIME:**
3:00 p.m., January 7, 2020

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Note: The table above reflects the distribution of maintenance tasks among different properties based on the percentages provided.
### SAN ANTONIO WATER SYSTEM

**P. O. BOX 2449**

**SAN ANTONIO, TEXAS 78298-2449**

**TABULATION OF BIDS**

| Proposal | Annual Contract for Lawn Maintenance Services for SAWS  
Target: Non Escort Lift Station Properties  
(Date of Award through January 31, 2021) |
<table>
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<tr>
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<tr>
<td>Time &amp; Date</td>
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#### ITEM NO. DESCRIPTION AND APPROXIMATE QUANTITY

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<th>Property</th>
<th>Pricing/ Contract</th>
<th>Total</th>
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| **Rittiman East**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Riveria**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Riverstone**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Sanctuary**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **San Antonio Ranch**  
Lawn Maintenance | 60.00 / 44.00 | 720.00 / 528.00 / 675.00 / 720.00 |
| **San Marcos**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Seawanee**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Shaenfield**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Solana Ridge**  
Lawn Maintenance | 60.00 / 46.38 | 720.00 / 556.56 / 816.00 / 720.00 |
| **Sonterra South**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **South Presa**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Southside High School**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Southwest High School**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Southwest Middle School**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
| **Sterling Ridge**  
Lawn Maintenance | 40.00 / 42.50 | 480.00 / 510.00 / 675.00 / 720.00 |
## SAN ANTONIO WATER SYSTEM

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

### TABULATION OF BIDS

**Date of Award through January 31, 2021**

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# SAN ANTONIO WATER SYSTEM

## P. O. BOX 2449

SAN ANTONIO, TEXAS 78298-2449

## TABULATION OF BIDS

### Proposal

Annual Contract for Lawn Maintenance Services for SAWS

### For:

Non Escort Lift Station Properties

### Date:

(Place of Award through January 31, 2021)

### Time & Date:

3:00 p.m., January 7, 2020

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**TOTAL**

83,280.00 86,890.80 115,314.00 121,680.00
## SAN ANTONIO WATER SYSTEM
**P. O. BOX 2449**
SAN ANTONIO, TEXAS 78298-2449

**TABULATION OF BIDS**

**PROPOSAL**
Annual Contract for Lawn Maintenance Services for SAWS

**FOR:**
Non Escort Lift Station Properties

**TIME & DATE:**
3:00 p.m., January 7, 2020

### TABELULATION OF BIDS

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<td></td>
<td>Material Markup Additional Services Cost +</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Material markup that are in excess of 15% will not be considered</td>
<td>14%</td>
<td>10%</td>
<td>15%</td>
<td>15%</td>
</tr>
<tr>
<td><strong>GROUP 3</strong></td>
<td>IMMEDIATE SERVICE RATE</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>Monthly property price + %</td>
<td>20%</td>
<td>25%</td>
<td>15%</td>
<td>50%</td>
</tr>
<tr>
<td><strong>GROUP 4</strong></td>
<td>ESTIMATED ADDITIONAL PROPERTIES</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td>SAWS may have the need to include additional unforeseen properties on this contract via change order throughout the contract period. SAWS is estimating that the additional properties will add $25,000 to this contract. Additional Properties that are quoted in excess of 25% of a similar size property on this contract will not be considered.</td>
<td>25,000.00</td>
<td>25,000.00</td>
<td>25,000.00</td>
<td>25,000.00</td>
</tr>
<tr>
<td><strong>GROUP 1 TOTAL</strong></td>
<td>TOTAL</td>
<td>83,280.00</td>
<td>86,890.80</td>
<td>115,314.00</td>
<td>121,680.00</td>
</tr>
<tr>
<td><strong>GROUP 2 TOTAL</strong></td>
<td>TOTAL</td>
<td>20,000.00</td>
<td>20,000.00</td>
<td>20,000.00</td>
<td>20,000.00</td>
</tr>
<tr>
<td><strong>GROUP 3 TOTAL</strong></td>
<td>TOTAL</td>
<td>25,000.00</td>
<td>25,000.00</td>
<td>25,000.00</td>
<td>25,000.00</td>
</tr>
<tr>
<td><strong>GRAND TOTAL</strong></td>
<td>TOTAL</td>
<td>128,280.00</td>
<td>131,890.80</td>
<td>160,314.00</td>
<td>166,680.00</td>
</tr>
</tbody>
</table>

**Terms**
- 30 days
- Net

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

### TABULATION OF BIDS

**Annual Contract for Lawn Maintenance Services for SAWS**

**Date of Award through January 31, 2021**

**Time:** 3:00 p.m., January 7, 2020

### BID INVITATION E-MAILED TO AND/OR PICKED UP BY:

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Description and Approximate Quantity</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>2 Chainz Brush Clearing</td>
</tr>
<tr>
<td>2</td>
<td>A Cut Above Tree and Landscaping</td>
</tr>
<tr>
<td>3</td>
<td>A Affordable Lawn and Tree</td>
</tr>
<tr>
<td>4</td>
<td>Aztieca Designs</td>
</tr>
<tr>
<td>5</td>
<td>Brothers Landscaping</td>
</tr>
<tr>
<td>6</td>
<td>Cantu Contracting</td>
</tr>
<tr>
<td>7</td>
<td>Cut Rite</td>
</tr>
<tr>
<td>8</td>
<td>DAD's Lawn Services</td>
</tr>
<tr>
<td>9</td>
<td>Green Grass, Inc.</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Description and Approximate Quantity</th>
</tr>
</thead>
<tbody>
<tr>
<td>10</td>
<td>Hill Horticulture</td>
</tr>
<tr>
<td>11</td>
<td>Horton Horticulture</td>
</tr>
<tr>
<td>12</td>
<td>Maldonado Nursery &amp; Landscaping</td>
</tr>
<tr>
<td>13</td>
<td>Olympia Landscaping</td>
</tr>
<tr>
<td>14</td>
<td>Paradise Lawn</td>
</tr>
<tr>
<td>15</td>
<td>Preferred Landscape</td>
</tr>
<tr>
<td>16</td>
<td>Prestonwood Landscape Services</td>
</tr>
<tr>
<td>17</td>
<td>SA Landscaping</td>
</tr>
<tr>
<td>18</td>
<td>Summit Landscape</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>Item No.</th>
<th>Description and Approximate Quantity</th>
</tr>
</thead>
<tbody>
<tr>
<td>19</td>
<td>Demandstar</td>
</tr>
<tr>
<td>20</td>
<td>SAWS Website</td>
</tr>
</tbody>
</table>
SUPPLEMENTARY COMMENTS:
Staff recommends that a Lease be awarded to Macrolease for lease payments and a contract be awarded to Team Marathon Fitness, Inc. for the Maintenance and Repair. Team Marathon Fitness, Inc. is the bidder who will provide the goods or services at the best value for the Water System based on the selection criteria set forth below. Price and other factors were considered. In determining the “Best Value Bid”, the criteria is weighted as shown below.

A) Evaluation Committee: The committee consisted of four members, which included the team leader. All bids were responsive and reviewed by an Evaluation Committee.

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

<table>
<thead>
<tr>
<th>Evaluation Criteria</th>
<th>Points</th>
</tr>
</thead>
<tbody>
<tr>
<td>a. Bidder’s Pricing</td>
<td>30</td>
</tr>
<tr>
<td>b. Equipment</td>
<td>25</td>
</tr>
<tr>
<td>c. Service (including employee training, equipment maintenance, and optional vendor services)</td>
<td>20</td>
</tr>
<tr>
<td>d. References/ Similar Prior Experience</td>
<td>15</td>
</tr>
<tr>
<td>e. Proposed room layout for all the equipment</td>
<td>10</td>
</tr>
<tr>
<td><strong>TOTAL</strong></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>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Team Marathon Fitness, Inc.</td>
<td>Three Years: $128,814.48</td>
<td>308 points</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Extension 1: $9,200.00</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Extension 2: $9,200.00</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Extension 3: $9,200.00</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Total: $156,414.48</td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Promaxima</td>
<td>Three Years: $127,338.48</td>
<td>276 points</td>
</tr>
<tr>
<td></td>
<td></td>
<td>Extension 1: $38,021.61</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Extension 2: $38,021.61</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Extension 3: $38,021.61</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
<td>Total: $241,401.96</td>
<td></td>
</tr>
</tbody>
</table>
PERIOD OF AWARD:
Contract period shall be thirty-six (36) months from date of installation and acceptance. The contract shall include three (3) additional one-year options to extend subject to future years budgets.

In determining the best value, staff considered relevant criteria specifically listed in the request for bid. Staff has determined Team Marathon Fitness, Inc., will provide services at the best value to System. Team Marathon Fitness, Inc. has selected Macrolease as the leasing agency.
ANNUAL CONTRACT FOR WATER METER TEST EQUIPMENT SOFTWARE LICENSING
SOLE SOURCE

This is a Sole Source requirement. This is a new contract and includes Software Upgrade, maintenance and calibration of two (2) small Test Bench's, one (1) Large Test Bench and three (3) Truck Testers. The Base Year cost also includes a new advance scale system and console equipment. The current scale system and console equipment is outdated and irreparable. It also includes an annual contract for Software as-a-Service (SAAS) License Subscription for the Water Meter Test Equipment Software.

The San Antonio Water System (SAWS) executes testing on new and used domestic water meters ranging from 5/8" to 10" in size to ensure acceptable operation and adherence with recommended American Water Works Association (AWWA) accuracy standards. This practice ensures both that newly received water meters are operable for acceptance and furthermore that existing meters in use are accurately measuring consumption.

Currently the Meter Shop location at the Eastside Service Center (3930 E. Houston St.) utilizes three (3) test benches inside the Meter Shop to test accuracy of newly received meters before the entire shipment is accepted in full into a SAWS Supply Warehouse. Testing 3% of new meters (5/8" through 2" in size) and 10% of new meters (3" through 10" in size) ensures acceptance with AWWA standards, allowing SAWS to refuse shipment in full should 3% or more of the test quantity display results outside of acceptable standards. Approximately 760 new meters are tested annually to meet this objective.

Equally important the Meter Shop is equipped with three (3) mobile truck testers, allowing SAWS to periodically test meters 3" through 10" in size for accuracy. This practice allows SAWS customers to remain in service through the testing exercise, save on resource time/material for otherwise returning meter to Meter Shop, and verifies meter accuracy on meters that make up for 25% of the total water consumption. Approximately 2,000 large meters are tested annually to meet the objective.

The Software Upgrade will supply the software application, platform architecture, reporting module, server hardware, system setup, and training. This annual contract is for the Software as-a-Service (SAAS) License Subscription for the Water Meter Test Equipment Software.

This contract will effective March 3, 2020 through December 31, 2020. Extensions will be on a calendar year January 1 – December 31. If determined that an extension is favorable to the System, price and service considered, the award includes the availability for four (4) additional one-year options to extend as provided for and approved in future year’s budgets.

Total cost for the initial period through December 31, 2020 is $462,744. (Price Schedule Below)

<table>
<thead>
<tr>
<th>Line Item</th>
<th>Description</th>
<th>Est Qty</th>
<th>UOM</th>
<th>Total Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Software</td>
<td>1</td>
<td>EA</td>
<td>$168,918</td>
</tr>
<tr>
<td>2</td>
<td>Equipment upgrade</td>
<td>1</td>
<td>EA</td>
<td>$257,708</td>
</tr>
<tr>
<td>3</td>
<td>Calibration</td>
<td>1</td>
<td>EA</td>
<td>$36,118</td>
</tr>
<tr>
<td></td>
<td><strong>Base Year Total</strong></td>
<td></td>
<td></td>
<td><strong>$462,744</strong></td>
</tr>
</tbody>
</table>

**Year 1 Extension (Jan 1, 2021-Dec 31, 2021)**

<table>
<thead>
<tr>
<th>Line Item</th>
<th>Description</th>
<th>Est Qty</th>
<th>UOM</th>
<th>Total Price</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Software</td>
<td>1</td>
<td>EA</td>
<td>$177,364</td>
</tr>
<tr>
<td>2</td>
<td>Calibration</td>
<td>1</td>
<td>EA</td>
<td>$36,840</td>
</tr>
<tr>
<td></td>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td><strong>$214,204</strong></td>
</tr>
<tr>
<td>Year 2 Extension (Jan 1, 2022-Dec 31, 2022)</td>
<td>Line Item</td>
<td>Description</td>
<td>Est Qty</td>
<td>UOM</td>
</tr>
<tr>
<td>------------------------------------------</td>
<td>-----------</td>
<td>-------------</td>
<td>---------</td>
<td>-------</td>
</tr>
<tr>
<td></td>
<td>1</td>
<td>Software</td>
<td>1</td>
<td>EA</td>
</tr>
<tr>
<td></td>
<td>2</td>
<td>Calibration</td>
<td>1</td>
<td>EA</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Year 3 Extension (Jan 1, 2023-Dec 31, 2023)</td>
<td>Line Item</td>
<td>Description</td>
<td>Est Qty</td>
<td>UOM</td>
</tr>
<tr>
<td></td>
<td>1</td>
<td>Software</td>
<td>1</td>
<td>EA</td>
</tr>
<tr>
<td></td>
<td>2</td>
<td>Calibration</td>
<td>1</td>
<td>EA</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Year 4 Extension (Jan 1, 2024-Dec 31, 2024)</td>
<td>Line Item</td>
<td>Description</td>
<td>Est Qty</td>
<td>UOM</td>
</tr>
<tr>
<td></td>
<td>1</td>
<td>Software</td>
<td>1</td>
<td>EA</td>
</tr>
<tr>
<td></td>
<td>2</td>
<td>Calibration</td>
<td>1</td>
<td>EA</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
AGENDA ITEM NO. ______

TO: San Antonio Water System Board of Trustees

FROM: Tracey B. Lehmann, P.E., Director, Development, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: AWARD OF CONSTRUCTION CONTRACT IN CONNECTION WITH THE DICKERSON 16-INCH OVERSIZE (8-INCH REQUIRED) WATER MAIN EXTENSION PROJECT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract to Atlas Construction Corporation, a local, MBE-Hispanic contractor, in the amount of $675,664.93 on a Developer Customer construction contract, and authorizes the expenditure of funds in the amount of $427,020.24 for associated construction fees to Atlas Construction Corporation, reimbursements of $42,702.02 for associated design fees, and the reimbursement of $17,280.00 for associated easements costs to Three Encino Crossing, Ltd. (the “Developer”), in connection with the Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension Project.

- On March 7, 2017, by Resolution No. 17-046 the San Antonio Water System’s (the “System”) Board of Trustees approved a Utility Service Agreement to provide water and/or wastewater services to a tract of land known as the Dickerson Tract Subdivision, a 35.14 acre tract, being developed by Three Encino Crossing, Ltd. and the oversizing of approximately 4,144 feet of water main, in order to conform with the San Antonio Water System Master Plan.

- The Developer is required to construct an 8-inch water main. System staff recommends oversizing approximately 4,144 feet of the 8-inch main to a 16-inch main. The Developer is responsible for 36.80 percent of the oversizing of the 8-inch water main to a 16-inch main for an estimated $248,644.69 of the project costs. The System is responsible for 63.20 percent of the oversizing of the 8-inch water main to a 16-inch water main for an estimated amount of $427,020.24.

- 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 4,144 feet of 16-inch water main. The Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension Project is outside the City of San Antonio limits and is located within the System’s water and wastewater CCN.

Atlas Construction Corporation has submitted the lowest responsible bid of $675,664.93 for the construction of the project.

The System will pay Atlas Construction Corporation monthly, for the construction costs for the oversize project. The Developer will pay the System prior to beginning construction for the Developer’s proportionate share of the construction cost for the oversize project.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. This project is included in the Water Delivery Core Business, Mains New Category, and Water Main Oversizing budget line item under job number 19-1019. The applicable water main oversize payment will be made monthly to Atlas Construction Corporation in accordance with the Utility Service Regulations. The applicable design fees and associated easement cost payment will be made to the Developer. The System will pay $427,020.24 for construction costs, $42,702.02 for associated design fees, and $17,280.00 for associated easements costs for a total cost of $487,002.26. The Developer will pay $248,644.69 of the construction costs and the remainder of the design fees.

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 January 29, 2020 at 10:00 AM. The following bids were submitted:
Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Bid Amount</th>
<th>Local/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atlas Construction Corporation*</td>
<td>$675,664.93</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>D Guerra Construction, LLC</td>
<td>$690,694.20</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Wauters Engineering, LLC</td>
<td>$744,877.02</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Qro Mex Construction Company, Inc.</td>
<td>$751,597.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Black Sheep Oilfield Services, LLC</td>
<td>$775,400.00</td>
<td>Non-Local/Non-SMWVB</td>
</tr>
<tr>
<td>Pesado Construction Co.</td>
<td>$850,630.22</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>R. L. Jones, LP</td>
<td>$860,458.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$893,001.25</td>
<td></td>
</tr>
<tr>
<td>Bartek Construction Co., Inc.</td>
<td>$1,018,614.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oilfield Construction Co., Inc.</td>
<td>$1,050,924.20</td>
<td>Local/MBE-Hispanic</td>
</tr>
</tbody>
</table>

*Lowest Responsible Bidder

The bid amount represents a 24.34 percent decrease from the engineer’s estimated construction cost. The contract provides for the completion of this project within 120 calendar days.

Additionally, the overall SMWVB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension Project</th>
</tr>
</thead>
<tbody>
<tr>
<td>Atlas Construction Corporation</td>
</tr>
<tr>
<td><strong>SMWVB Analysis – Board Award</strong></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><strong>SMWVB Total</strong></td>
</tr>
</tbody>
</table>
Award of Construction Contract
Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension

Tracey B. Lehmann, P.E.
Director
Development

Andrea L.H. Beymer, P.E.
Vice President
Engineering and Construction

APPROVED:

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

LEGEND
PROJECT LIMITS
Dickerson Subdivision Tract

DICKERSON 16-INCH OVERSIZE
(8-INCH REQUIRED)
WATER MAIN EXTENSION
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AWARDING A CONSTRUCTION CONTRACT TO ATLAS CONSTRUCTION CORPORATION IN AN AMOUNT NOT TO EXCEED $675,664.93 IN CONNECTION WITH THE DICKERSON 16-INCH OVERSIZE (8-INCH REQUIRED) WATER MAIN EXTENSION PROJECT; AUTHORIZING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $427,020.24 FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE PROJECT WORK; AUTHORIZING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $42,702.02 FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE ENGINEERING DESIGN FEES; AUTHORIZING THE EXPENDITURE OF FUNDS IN THE AMOUNT OF $17,280.00 FOR ASSOCIATED EASEMENTS COSTS; AUTHORIZING A TOTAL AMOUNT NOT TO EXCEED $487,002.26 FROM SYSTEM'S WATER DELIVERY CORE BUSINESS, MAINS NEW CATEGORY, AND WATER MAIN OVERSIZING 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 THREE ENCINO CROSSING, LTD. AND ATLAS CONSTRUCTION CORPORATION AND PROVIDE PAYMENT IN AN AMOUNT NOT TO EXCEED $427,020.24 TO ATLAS CONSTRUCTION CORPORATION AND REIMBURSEMENTS FOR ASSOCIATED DESIGN FEES OF $42,702.02 AND ASSOCIATED EASEMENT COSTS OF $17,280.00 TO THREE ENCINO CROSSING, LTD. FOR THE SYSTEM'S PROPORTIONATE SHARE OF THE COST TO OVERSIZE THE PROPOSED WATER MAINS; 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. 17-046, the San Antonio Water System’s (the “System”) Board of Trustees approved a Utility Service Agreement to provide water and/or wastewater services to a tract of land known as the Dickerson Subdivision Tract, a 35.14-acre tract, being developed by Three Encino Crossing, Ltd. (the “Developer”), and the oversizing of approximately 4,144 feet of 8-inch water main to 16-inch water main, in order to conform with the San Antonio Water System Master Plan; and
WHEREAS, the Developer is required to construct a 16-inch water main; and

WHEREAS, the System has elected to oversize approximately 4,144 feet of the 8-inch water main to a 16-inch water main; and

WHEREAS, the System has solicited bids for the Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension Project (the "project work"); and

WHEREAS, the project work includes the oversize construction of approximately 4,144 feet of 8-inch water main to 16-inch water main; and

WHEREAS, Atlas Construction Corporation, a local, MBE-Hispanic contractor, submitted the bid of $675,664.93 for construction of the project, and this bid is determined to be the lowest responsible bid; and

WHEREAS, Three Encino Crossing, Ltd. is responsible for funding their proportionate share of the construction of the project; and

WHEREAS, Three Encino Crossing, Ltd. is responsible for 36.80 percent of the project costs for approximately 4,144 feet of 8-inch water main oversized to a 16-inch water main; the System is responsible for 63.20 percent of the project costs for approximately 4,144 feet of 8-inch water main oversized to a 16-inch water main; and

WHEREAS, the System will pay to Atlas Construction Corporation monthly, for the System’s proportionate share of the cost to oversize the water main in accordance with the Board Regulations; and

WHEREAS, the amount of $487,002.26 is available in the System’s Water Main Oversizing, Mains New Category, Water Delivery Core Business Program for the System’s proportionate share of the project work costs and engineering fees related to oversizing the water main extension; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to award a construction contract to Atlas Construction Corporation in the amount of $675,664.93 in connection with the Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension Project, (ii) to authorize System funds in the amount of $427,020.24 for the project work, (iii) to authorize System funds in the amount of $42,702.02 for design fees, (iv) to authorize System funds in the amount of $17,280.00 for associated easement costs, (v) to make available a total amount not to exceed $487,002.26 from the System’s Water Main Oversizing, Mains New Category, Water Delivery Core Business Program 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 Three Encino Crossing, Ltd. and Atlas Construction Corporation for the project work, and to provide payment in an amount not to exceed $427,020.24 to Atlas Construction Corporation and reimbursements in an amount not to exceed $42,702.02 and associated easement costs not to
exceed $17,280.00 to Three Encino Crossing, Ltd. 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 a construction contract in the amount of $675,664.93 is hereby awarded to Atlas Construction Corporation, who is determined to be the lowest responsible bidder, in connection with the Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension Project.

2. That the expenditure of System funds in the amount of $427,020.24 for the System’s proportionate share of the project work is hereby approved.

3. That the expenditure of System funds in the amount of $42,702.02 for the System’s proportionate share of engineering design fees associated with the project work is hereby authorized and approved.

4. That the expenditure of System funds in the amount of $17,280.00 for the System’s associated easement costs with the project work is hereby authorized and approved.

5. That a total amount not to exceed $487,002.26 consisting of the System’s proportionate share of the project work costs and engineering fees related to the 16-inch oversized (8-inch required) water main is hereby made available and to be expended from the System’s Water Main Oversizing, Mains New Category, Water Delivery Core Business Program.

6. That the President/Chief Executive Officer or his duly appointed designee, is hereby authorized to execute a contract with Three Encino Crossing, Ltd. and Atlas Construction Corporation, and to provide payment in an amount not to exceed $427,020.24 for the cost to oversize and construct the water main to Atlas Construction Corporation, reimbursements in an amount not to exceed $42,702.02, and associated easement costs in an amount not to exceed $17,280.00 to Three Encino Crossing, Ltd. in accordance with the Utility Service Regulations in connection with the Dickerson 16-Inch Oversize (8-Inch Required) Water Main Extension 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 becomes effective immediately upon its passage.
PASSED AND APPROVED on this 3rd day of March, 2020.

________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_______________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: AWARD OF CONSTRUCTION CONTRACT IN CONNECTION WITH THE BASIN PLANNING CONSULTANTS (BPC) EAST/WEST SMALL DIAMETER PACKAGE 1 – CIPP PROJECT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract to SAK Construction, LLC, a local, non-SMWVB contractor, in an amount not to exceed $1,980,720.00 in connection with the Basin Planning Consultants (BPC) East/West Small Diameter Package 1 – CIPP Project.

- The contract that is the subject of the attached resolution, if approved, will authorize work required by 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 contract will address mains in need of repair due to condition assessment within the System’s eastern and western sewersheds and are necessary to comply with the EPA Consent Decree. This contract consists of rehabilitating approximately 4,576 feet of existing 8-inch to 18-inch sewer mains using cured in place pipe method, replacement of 282 feet of 8-inch sewer mains via open cut method, and will rehabilitate or replace associated manholes.

- SAK Construction, LLC has submitted the lowest responsible bid of $1,980,720.00.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. This project is included in the Wastewater Core Business budget line item. The amount is $1,980,720.00 for wastewater related construction work. The job number is 18-4534.
SUPPLEMENTARY COMMENTS:

CobbFendley & Associates, Inc. prepared the bid proposal and specifications for the project. The engineer’s estimated construction cost was $3,070,975.62.

A bid opening was held on February 3, 2020, at 10:00 AM. The following bids were submitted:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Bid Amount</th>
<th>Local/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>SAK Construction, LLC*</td>
<td>$1,980,720.00</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Texas Pride Utilities, LLC</td>
<td>$2,047,737.00</td>
<td>Local/MBE-Hispanic</td>
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<tr>
<td>Cruz Tec, Inc.</td>
<td>$2,676,095.43</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$3,070,975.62</td>
<td></td>
</tr>
<tr>
<td>PM Construction &amp; Rehab, LLC dba IPR South Central</td>
<td>$3,390,497.47</td>
<td>Local/Non-SMWVB</td>
</tr>
</tbody>
</table>

*Lowest Responsible Bidder

The bid amount represents a 35.5 percent decrease from the engineer’s estimated construction cost.

Additionally, the overall SMWVB analysis is shown in the table below:

<table>
<thead>
<tr>
<th>Basin Planning Consultants (BPC) East/West Small Diameter Package 1 – CIPP Project</th>
<th>SAK Construction, LLC</th>
</tr>
</thead>
<tbody>
<tr>
<td>SMWVB Analysis – Board Award</td>
<td></td>
</tr>
<tr>
<td>SBE</td>
<td>5.55%</td>
</tr>
<tr>
<td>MBE – African American</td>
<td>0.00%</td>
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<tr>
<td>MBE – Asian</td>
<td>0.00%</td>
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<tr>
<td>MBE – Hispanic</td>
<td>21.12%</td>
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<tr>
<td>MBE – Other</td>
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<tr>
<td>WBE – Minority</td>
<td>8.62%</td>
</tr>
<tr>
<td>WBE – Non–Minority</td>
<td>0.00%</td>
</tr>
<tr>
<td><strong>SMWVB Total</strong></td>
<td><strong>35.29%</strong></td>
</tr>
</tbody>
</table>
Award of Construction Contract
Basin Planning Consultants (BPC) East/West Small Diameter Package 1 – CIPP Project

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Andrea L.H. Beymer, P.E.
Vice President
Engineering and Construction

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

LEGEND
⭐ Project Locations

EDWARDS AQUIFER RECHARGE ZONE

BPC EAST/WEST SMALL DIAMETER
PACKAGE 1 - CIPP
SAN ANTONIO WATER SYSTEM
PROJECT AREA MAP
ATTACHMENT II

BPC EAST/WEST SMALL DIAMETER
PACKAGE 1 - CIPP

LEGEND
★ Project Locations
--- Major Highways
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AWARDING A CONSTRUCTION CONTRACT TO SAK CONSTRUCTION, LLC IN AN AMOUNT NOT TO EXCEED $1,980,720.00 IN CONNECTION WITH THE BASIN PLANNING CONSULTANTS (BPC) EAST/WEST SMALL DIAMETER PACKAGE 1 – CIPP PROJECT; APPROVING THE EXPENDITURE OF FUNDS AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $1,980,720.00 FROM THE 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 $1,980,720.00 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 used to rehabilitate sewer mains in need of repair based on condition assessment; and

WHEREAS, the San Antonio Water System (the “System”) has solicited bids for the project work; and

WHEREAS, SAK Construction, LLC, a local, non-SMWVB contractor, has submitted a bid of $1,980,720.00 for the project work and has been determined to be the lowest responsible bidder; and

WHEREAS, System funds in an amount not to exceed $1,980,720.00 are required for the project work; and

WHEREAS, the amount of $1,980,720.00 is available from the Project Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to award a construction contract to SAK Construction, LLC in an amount not to exceed $1,980,720.00 in connection with the Basin Planning Consultants (BPC) East/West Small Diameter Package 1 – CIPP Project, (ii) to approve the expenditure of funds and make available an amount not to exceed $1,980,720.00 from the Project Fund, and (iii) to authorize 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 $1,980,720.00 for the project work; now, therefore:

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

1. That a construction contract in an amount not to exceed $1,980,720.00 is hereby awarded to SAK Construction, LLC, who is determined to be the lowest responsible bidder, in connection with the Basin Planning Consultants (BPC) East/West Small Diameter Package 1 – CIPP Project.

2. That the expenditure of funds in an amount not to exceed $1,980,720.00 for the project work is hereby approved and made available from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a construction contract with SAK Construction, LLC, and to pay SAK Construction, LLC an amount not to exceed $1,980,720.00 in connection with the Basin Planning Consultants (BPC) East/West Small Diameter Package 1 – CIPP Project.

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 3rd day of March, 2020.

______________________________
Berto Guerra, Jr., Chairman

ATTEST:

______________________________
Amy Hardberger, Secretary
AGENDA ITEM NO. 9

TO: San Antonio Water System Board of Trustees

FROM: Joe L. Carreno, P.E., Senior Director, Construction, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: RATIFICATION OF CHANGE ORDER NO. 8 IN CONNECTION WITH THE E19: SEQUIN ROAD TO NACOGDOCHES ROAD, SEGMENT 2 PROJECT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution ratifies the actions of the Vice President of Engineering and Construction in approving Change Order No. 8 in an amount not to exceed $657,319.52 to the construction contract with S.J. Louis Construction of Texas, Ltd., a local, non SMWVB contractor, in connection with the E19: Seguin Road to Nacogdoches Road Segment 2 Project.

- On July 10, 2018, the San Antonio Water System’s (the “System”) Board of Trustees, by Resolution 18-164, authorized a construction contract with S.J. Louis Construction of Texas, Ltd. in an amount not to exceed $30,705,920.68 for the project work in connection with the E19: Seguin Road to Nacogdoches Road, Segment 2 Project.

- During construction, a determination was made to execute a deductive change order to remove a segment of work from the original contractor on the E19: Seguin Road to Nacogdoches Road Segment 1 Project. This was necessary in order to minimize the ongoing impact to nearby residents and minimize delays on the Segment 2 Project that is currently under construction. The System is proposing to use S. J. Louis Construction of Texas, Ltd. to perform the work that was removed from Segment 1.

- The project work consists of street reconstruction along Holbrook Road from Aina Lane to north of the Black Swann Inn and reconstructing existing trails and all appurtenances to complete this segment of work.

- Change Order No. 8 in an amount not to exceed $657,319.52 will add the project work to the E19: Seguin Road to Nacogdoches Road, Segment 2 Project.

Staff recommends that the Board approve this resolution.
FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. This project is included in the Wastewater Core Business, Main Replacement – Sewer budget line item. Funds for Change Order No. 8 will be transferred from the 2020 Owner Controlled Construction Changes line item. The total amount requested for this change order is $657,319.52. The job number is 18-4502.

<table>
<thead>
<tr>
<th>Amount Authorized</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Contract Amount (Resolution No. 18-164)</td>
</tr>
<tr>
<td>Previous Change Orders (1 through 7)</td>
</tr>
<tr>
<td>Proposed Change Order No. 8</td>
</tr>
<tr>
<td>Revised Contract Amount</td>
</tr>
</tbody>
</table>

The revised construction contract amount for the System’s work as a result of this change order is $30,986,324.24, which represents an increase of 0.91 percent from the original contract amount.

The original completion date for this contract was July 30, 2020. As a result of the previous change orders and this proposed change order, the contract has been extended and the completion date is August 27, 2020.

Joe L. Carreno, P.E.
Senior Director
Construction

Andrea L.H. Beymer, P.E.
Vice President
Engineering and Construction

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
E19 SEGMENT 2: SEGUIN ROAD TO NACOGDOCHES ROAD

LEGEND
- E19 Seg 2 - Project Limits
- E19 Seg 1 - Street Reconstruction/Trail Work
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES RATIFYING THE ACTIONS OF THE VICE PRESIDENT OF ENGINEERING AND CONSTRUCTION IN APPROVING CHANGE ORDER NO. 8 IN AN AMOUNT NOT TO EXCEED $657,319.52 FOR THE ADDITIONAL PROJECT WORK IN CONNECTION WITH THE E19: SEGUIN ROAD TO NACOGDOCHES ROAD SEGMENT 2 PROJECT; AMENDING RESOLUTION NO. 18-164 BY APPROVING AN ADDITIONAL AMOUNT NOT TO EXCEED $657,319.52 FROM THE PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE CHANGE ORDER NO. 8, AND TO PAY S.J. LOUIS CONSTRUCTION OF TEXAS, LTD. AN ADDITIONAL AMOUNT NOT TO EXCEED $657,319.52 FOR ADDITIONAL 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, on July 10, 2018, the San Antonio Water System’s (the “System”) Board of Trustees, by Resolution 18-164, authorized a construction contract with S.J. Louis Construction of Texas, Ltd. in an amount not to exceed $30,705,920.68 for the project work in connection with the E19: Seguin Road to Nacogdoches Road Segment 2 Project; and

WHEREAS, Change Order No. 8 is required to complete the street reconstruction and trail reconstruction that was deducted from the E19: Seguin Road to Nacogdoches Road Segment 1 contract so as to not to further delay S.J. Louis Construction of Texas, Ltd. from completing its work on the E19: Seguin Road to Nacogdoches Segment 2 Project; and

WHEREAS, negotiations between the System and S.J. Louis Construction of Texas, Ltd. resulted in a cost of $657,319.52 for Change Order No. 8 for the additional project work; and

WHEREAS, additional System funds in an amount not to exceed $657,319.52 are required in connection with the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to ratify the actions of the Vice President of Engineering and Construction in approving Change Order No. 8 in an amount not to exceed $657,319.52 payable to S.J. Louis Construction of Texas, Ltd. in connection with the E19: Seguin Road to Nacogdoches Segment 2 project, (ii) to amend Resolution No. 18-164 by approving the expenditure of funds in an amount not to exceed $657,319.52 from the Project Fund, and (iii) to authorize the President/Chief Executive Officer or his duly appointed
designee to execute Change Order No. 8, and to pay an additional amount not to exceed $657,319.52 to S.J. Louis Construction of Texas, Ltd. for the project work; now, therefore:

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

1. That the actions of the Vice President of Engineering and Construction in approving Change Order No. 8 in an amount not to exceed $657,319.52 for the additional project work in connection with the E19: Seguin Road to Nacogdoches Segment 2 Project are hereby ratified.

2. That Resolution No. 18-164 is hereby amended by approving an additional amount not to exceed $657,319.52 from the Project Fund for additional project work.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute Change Order No. 8, and to pay S.J. Louis Construction of Texas, Ltd. an additional amount not to exceed $657,319.52 for the project 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 same, 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 3rd day of March, 2020.

____________________________________
Berto Guerra, Jr., Chairman

ATTEST:

____________________________________
Amy Hardberger, Secretary
SUMMARY AND RECOMMENDATION:

The attached resolution approves Change Order No. 9 in an amount not to exceed $2,206,688.48 to the construction contract with S.J. Louis Construction of Texas, Ltd., a local, non SMWVB contractor, in connection with the E19: Seguin Road to Nacogdoches Road Segment 2 Project.

- On July 10, 2018, the San Antonio Water System’s (the “System”) Board of Trustees, by Resolution 18-164, authorized a construction contract with S.J. Louis Construction of Texas, Ltd. (the “Contractor”) in an amount not to exceed $30,705,920.68 for the project work in connection with the E19: Seguin Road to Nacogdoches Road, Segment 2 Project.

- The original contractor of the E19: Segment 1 Project will not complete the project and has come to an agreement with the System to execute a deductive change order for the remaining work. In order to complete the remaining work and to minimize any further delays to the completion of the project and disruptions to residents, the System is proposing to use S. J. Louis Construction of Texas, Ltd. to perform the work.

- The project work consists of street reconstruction along Holbrook Road from Aina Lane south to Seguin Road, including all appurtenances to complete the work, and abandonment of the existing sanitary sewer mains. Change Order No. 8 addresses the street reconstruction from the northern limits of the project to Aina Lane. This change order addresses the remaining project work.

- Change Order No. 9 in an amount not to exceed $2,206,688.48 will add the project work to the E19: Seguin Road to Nacogdoches Road, Segment 2 Project.

Staff recommends that the Board approve this resolution.
FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. This project is included in the Wastewater Core Business, Main Replacement – Sewer budget line item. Funds for Change Order No. 9 will be transferred from the 2020 Owner Controlled Construction Changes line item. The total amount requested for this change order is $2,206,688.48. The job number is 18-4502.

<table>
<thead>
<tr>
<th></th>
<th>Amount Authorized</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Contract Amount</td>
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<tr>
<td>Previous Change Orders (1 through 8)</td>
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<tr>
<td>Proposed Change Order No. 9</td>
<td>2,206,688.48</td>
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<tr>
<td>Revised Contract Amount</td>
<td>$33,193,012.72</td>
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</tbody>
</table>

The revised construction contract amount for the System’s work as a result of this change order is $33,193,012.78, which represents an increase of 8.09 percent from the original contract amount.

The original completion date for this contract was July 30, 2020. As a result of the previous change orders and this proposed change order, the contract has been extended and the completion date is November 25, 2020.

Joe L. Carreno, P.E.  
Senior Director  
Construction

Andrea L.H. Beymer, P.E.  
Vice President  
Engineering and Construction

Robert R. Puente  
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
E19 SEGMENT 2: SEGUIN ROAD TO NACOGDOCHES ROAD

LEGEND

★ PROJECT SITE

EDWARDS AQUIFER RECHARGE ZONE
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING CHANGE ORDER NO. 9 IN AN AMOUNT NOT TO EXCEED $2,206,688.48 FOR THE ADDITIONAL PROJECT WORK IN CONNECTION WITH THE E19: SEGUIN ROAD TO NACOGDOCHES ROAD SEGMENT 2 PROJECT; AMENDING RESOLUTION NO. 18-164 BY APPROVING AN ADDITIONAL AMOUNT NOT TO EXCEED $2,206,688.48 FROM THE PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DUTY APPOINTED DESIGNEE TO EXECUTE CHANGE ORDER NO. 9, AND TO PAY S.J. LOUIS CONSTRUCTION OF TEXAS, LTD. AN ADDITIONAL AMOUNT NOT TO EXCEED $2,206,688.48 FOR ADDITIONAL 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, on July 10, 2018, the San Antonio Water System’s (the “System”) Board of Trustees, by Resolution 18-164, authorized a construction contract with S.J. Louis Construction of Texas, Ltd. (the “Contractor”) in an amount not to exceed $30,705,920.68 for the project work in connection with the E19: Seguin Road to Nacogdoches Road Segment 2 Project; and

WHEREAS, Change Order No. 9 is required to complete the street reconstruction and abandonment of the existing sanitary sewer mains that was deducted from the E19: Seguin Road to Nacogdoches Road Segment 1 contract so as to not to further delay the completion of the project and impact to residents; and

WHEREAS, negotiations between the System and the Contractor resulted in a cost of $2,206,688.48 for Change Order No. 9 for the additional project work; and

WHEREAS, additional System funds in an amount not to exceed $2,206,688.48 are required in connection with the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) execute Change Order No. 9 in an amount not to exceed $2,206,688.48 payable to S.J. Louis Construction of Texas, Ltd. in connection with the E19: Seguin Road to Nacogdoches Segment 2 project, (ii) to amend Resolution No. 18-164 by approving the expenditure of funds in an amount not to exceed $2,206,688.48 from the Project Fund, and (iii) authorize the President/Chief Executive Officer or his duly appointed designee to execute Change Order No. 9, and to pay an additional amount not to exceed $2,206,688.48 to S.J. Louis Construction of Texas, Ltd. for the project work; now, therefore:
BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF
TRUSTEES:

1. That Change Order No. 9 in an amount not to exceed $2,206,688.48 to the construction contract with S.J. Louis Construction of Texas, Ltd. in connection with the E19: Seguin Road to Nacogdoches Road Segment 2 Project is hereby approved.

2. That Resolution No. 18-164 is hereby amended by approving an additional amount not to exceed $2,206,688.48 from the Project Fund for additional project work.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute Change Order No. 9, and to pay S.J. Louis Construction of Texas, Ltd. an additional amount not to exceed $2,206,688.48 for the project 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, inoperable 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 the 3rd day of March, 2020.

____________________________________
Berto Guerra, Jr., Chairman

ATTEST:

____________________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: APPROVAL OF ADDITIONAL FUNDS FOR PROFESSIONAL SERVICES IN CONNECTION WITH THE 2019 SMALL CAPACITY CONSTRAINTS II PROJECT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution amends Resolution No. 19-144 by authorizing additional funds to an existing professional service contract with Jones & Carter, Inc. dba Jones|Carter, a local, non-SMWVB firm, in an amount not to exceed $135,841.00 in connection with the Small Capacity Constraints II Project.

- The San Antonio Water System (the “System”) has entered into a Consent Decree with the United States Environmental Protection Agency, the United States Department of Justice, and the State of Texas which outlines activities to be undertaken to reduce Sanitary Sewer Overflows.

- By Resolution No. 19-144, passed and approved on July 2, 2019, the System’s Board of Trustees approved a professional services contract in the amount of $238,180.00 with Jones & Carter, Inc. dba Jones|Carter in connection with the 2019 Small Capacity Constraints II Project.

- During the 30 percent Design Validation Phase, it was determined that the original scoped method of construction by pipe bursting would need to be modified to include open cut construction due to the proximity to existing utilities and multiple pipeline sags. The original agreement, scope, fee, and schedule was predicated upon 4,692 feet of gravity sanitary sewer rehabilitation by pipe bursting method. The revised scope consists of 4,834 feet of sanitary sewer rehabilitation and replacement, and is composed of 1,501 feet of rehabilitation by pipe-bursting and 3,333 feet of replacement by open cut construction. The change to a design for open cut construction method requires additional design and construction phase services including topographical survey, geotechnical investigation, and traffic control planning.

- The additional funds added to this contract will allow the 2019 Small Capacity Constraints II Project to proceed as planned.
Approval of Additional Funds
2019 Small Capacity Constraints II Project

- Additional funding in an amount not to exceed $135,841.00 is available from the Project Fund and can be added to the current contract with Jones & Carter, Inc. dba Jones|Carter.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2017 Capital Improvement Program. The work is included in the Wastewater Core Business budget line item. The amount is $135,841.00 for the additional wastewater engineering work. The job number is 19-4525. The revised authorization for this contract is as follows:

<table>
<thead>
<tr>
<th>Amount Authorized</th>
</tr>
</thead>
<tbody>
<tr>
<td>Original Contract Amount (Resolution No. 19-144)</td>
</tr>
<tr>
<td>Proposed Additional Funds</td>
</tr>
<tr>
<td>Revised Contract Amount</td>
</tr>
</tbody>
</table>

As a result of the additional funds, the revised contract amount is $374,021.00. This represents a 57.03 percent increase in the System’s original contract amount.

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

Andrea L.H. Beymer, 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

2019 SMALL CAPACITY CONSTRAINTS II

LEGEND
■ PROJECT SITE

San Antonio Water System
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING ADDITIONAL FUNDS TO THE EXISTING PROFESSIONAL SERVICES CONTRACT WITH JONES & CARTER, INC. DBA JONES|CARTER IN AN AMOUNT NOT TO EXCEED $135,841.00 IN CONNECTION WITH THE 2019 SMALL CAPACITY CONSTRAINTS II PROJECT; APPROVING THAT AN AMOUNT NOT TO EXCEED $135,841.00 BE MADE AVAILABLE AND EXPENDED FROM THE PROJECT FUND FOR PROFESSIONAL SERVICES; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE AN AMENDMENT TO THE EXISTING PROFESSIONAL SERVICES CONTRACT WITH JONES & CARTER, INC. DBA JONES|CARTER, AND TO PAY JONES & CARTER, INC. DBA JONES|CARTER AN AMOUNT NOT TO EXCEED $135,841.00 FOR ADDITIONAL PROFESSIONAL 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”) has entered into a Consent Decree with the United States Environmental Protection Agency, the United States Department of Justice, and the State of Texas which outlines activities to be undertaken to reduce Sanitary Sewer Overflows; and

WHEREAS, on July 2nd, 2019, by Resolution No. 19-144, the System’s Board of Trustees authorized a professional services contract with Jones & Carter, Inc. dba Jones|Carter in an amount not to exceed $238,180.00 in connection with the 2019 Small Capacity Constraints II Project; and

WHEREAS, additional funding to the existing professional services contract with Jones & Carter, Inc. dba Jones|Carter in an amount not to exceed $135,841.00 is required to provide additional professional services; and

WHEREAS, the required amount of $135,841.00 is available from the Project Fund for the additional professional services; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve additional funds to the existing professional services contract with Jones & Carter, Inc. dba Jones|Carter in an amount not to exceed $135,841.00 in connection with the 2019 Small Capacity Constraints II Project, (ii) to make available an amount not to exceed $135,841.00 from
the Project Fund for the additional professional services, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute an amendment to the existing professional services contract with Jones & Carter, Inc. dba Jones|Carter, and to pay Jones & Carter, Inc. dba Jones|Carter an amount not to exceed $135,841.00 for the additional professional services; now, therefore:

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

1. That Resolution No. 19-144 is hereby amended by approving additional funds to the existing professional services contract with Jones & Carter, Inc. dba Jones|Carter in an amount not to exceed $135,841.00 in connection with the 2019 Small Capacity Constraints II Project.

2. That an amount not to exceed $135,841.00 is hereby made available and is to be expended from the Project Fund for additional professional services.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute an amendment to the existing professional services contract with Jones & Carter, Inc. dba Jones|Carter, and to pay Jones & Carter, Inc. dba Jones|Carter an amount not to exceed $135,841.00 in connection with the 2019 Small Capacity Constraints II Project.

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 3rd day of March, 2020.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Juan D. Gomez, Ph.D., P.E., Director, Plants and Major Projects, and Andrea L.H. Beymer, 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 2020 WASTEWATER TREATMENT FACILITIES ENGINEERING WORK ORDER CONTRACT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution awards a professional services contract to Garcia Infrastructure Consultants, LLC, a local, WBE-Hispanic firm, and authorizes funds in an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract (the “Project”).

- The San Antonio Water System’s (the “System”) engineering staff routinely hires engineering consultants to design most Capital Improvement Program (CIP) projects for cooling, building, recycle, and wastewater collection and treatment facilities through the Request for Qualifications; however, assistance is required to meet unspecified CIP projects that are identified as “urgent” and with limited scope of services.

- The use of design engineering work order contracts allow these projects to be assigned as soon as they are identified, thereby avoiding delays associated with the selection of individual consultants needed for large projects. This practice will ensure that the System is able to meet the requested expedited design schedules.

- The scope of work may include surveying, civil, structural, mechanical, electrical, instrumentation and controls, right of way services, subsurface utility investigation, environmental services and permitting, preliminary engineering evaluation and recommendations, preparation of design plans, specifications, construction cost estimates, schedules, and bid documents, bid and construction phase services, substantial and final acceptance inspections, record drawings, preparation of construction acceptance documents, and involvement in other related construction phase services that may be necessary due to the nature of a project.

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

Staff recommends that the Board approve this resolution.
FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. The project work is included in the Wastewater Core Business, Treatment Category, Treatment Facilities Engineering Work Order Contract budget line item. The amount is $400,000.00. The job number is 20-6503.

SUPPLEMENTARY COMMENTS:

This contract will be valid for two years from the date of execution. Eight firms responded to the Request for Qualifications. Garcia Infrastructure Consultants, LLC was selected through the System’s Architect and Engineer Selection Process as a qualified consultant. The firms that provided interest statements for this project are listed below:

<table>
<thead>
<tr>
<th>Name of Firm</th>
<th>Local/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Brown and Gay Engineers, Inc. dba BGE, Inc.</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>CP&amp;Y, Inc.</td>
<td>Local/MBE-Asian/Non-SBE</td>
</tr>
<tr>
<td><strong>Garcia Infrastructure Consultants, LLC</strong>*</td>
<td><strong>Local/WBE-Hispanic</strong></td>
</tr>
<tr>
<td>Lockwood Andrews and Newnam, Inc.</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Merrick &amp; Company</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Moreno Cardenas, Inc.</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Weston Solutions, Inc.</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Whitman, Requardt &amp; Associates, LLP</td>
<td>Local/Non-SMWVB</td>
</tr>
</tbody>
</table>

*Selected Firm

Garcia Infrastructure Consultants, LLC proposes 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/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arcadis U.S., Inc.</td>
<td>12.00%</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Garver, LLC</td>
<td>12.00%</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Grubb Engineering, Inc.</td>
<td>6.00%</td>
<td>Local/WBE-Caucasian</td>
</tr>
<tr>
<td>Hoffman Southwest Corporation dba Professional Pipe Services</td>
<td>2.00%</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Terracon Consultants, Inc.</td>
<td>3.00%</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Underground Services, Inc. dba SoftDig</td>
<td>1.00%</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Vickrey &amp; Associates, Inc.</td>
<td>4.00%</td>
<td>Local/WBE-Caucasian</td>
</tr>
</tbody>
</table>
Additionally, the overall SMWVB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>2020 Wastewater Treatment Facilities Engineering Work Order Contract</th>
</tr>
</thead>
<tbody>
<tr>
<td>Garcia Infrastructure Consultants, LLC</td>
</tr>
<tr>
<td><strong>SMWVB Analysis – Board Award</strong></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><strong>SMWVB Total</strong></td>
</tr>
</tbody>
</table>

Juan D. Gomez, Ph.D., P.E.  
Director  
Plants and Major Projects  

Andrea L. H. Beymer, 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 AWARDING A PROFESSIONAL SERVICES CONTRACT TO GARCIA INFRASTRUCTURE CONSULTANTS, LLC IN AN AMOUNT NOT TO EXCEED $400,000.00 IN CONNECTION WITH THE 2020 WASTEWATER TREATMENT FACILITIES ENGINEERING WORK ORDER CONTRACT; APPROVING THE EXPENDITURE OF FUNDS AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $400,000.00 FROM THE PROJECT FUND FOR PROJECT ENGINEERING WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH GARCIA INFRASTRUCTURE CONSULTANTS, LLC, AND TO PAY GARCIA INFRASTRUCTURE CONSULTANTS, LLC AN AMOUNT NOT TO EXCEED $400,000.00 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”) related to unspecified CIP projects that are identified as “urgent” and with limited scope of services; and

WHEREAS, the project engineering work will consist of all services necessary for the design and construction of projects; and

WHEREAS, Garcia Infrastructure Consultants, LLC, a local, WBE-Hispanic firm, was selected through the System’s Architect and Engineer Selection Process for the project engineering work; and

WHEREAS, a contract in an amount not to exceed $400,000.00 is to be awarded to Garcia Infrastructure Consultants, LLC; and

WHEREAS, the amount of $400,000.00 is available from the Project Fund for the project engineering work; and

WHEREAS, the San Antonio Water System’s Board of Trustees desires (i) to award a professional services contract to Garcia Infrastructure Consultants, LLC in an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract, (ii) to approve the expenditure of funds and make available an amount not
to exceed $400,000.00 from the Project Fund for the project engineering work, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a professional services contract with Garcia Infrastructure Consultants, LLC, and to pay Garcia Infrastructure Consultants, LLC an amount not to exceed $400,000.00 in connection with the project work; 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 $400,000.00 is hereby awarded to Garcia Infrastructure Consultants, LLC in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract.

2. That the expenditure of funds in an amount not to exceed $400,000.00 for the project engineering work is hereby approved and made available from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a professional services contract with Garcia Infrastructure Consultants, LLC, and to pay Garcia Infrastructure Consultants, LLC an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract.

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 3rd day of March, 2020.

Berto Guerra, Jr., Chairman

ATTEST:

Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Juan D. Gomez, Ph.D., P.E., Director, Plants and Major Projects, and Andrea L.H. Beymer, 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 2020 WASTEWATER TREATMENT FACILITIES ENGINEERING WORK ORDER CONTRACT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution awards a professional services contract to Lockwood, Andrews & Newnam, Inc., a local, non-SMWVB firm, and authorizes funds in an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract (the “Project”).

- The San Antonio Water System’s (the “System”) engineering staff routinely hires engineering consultants to design most Capital Improvement Program (CIP) projects for cooling, building, recycle, and wastewater collection and treatment facilities through the Request for Qualifications; however, assistance is required to meet unspecified CIP projects that are identified as “urgent” and with limited scope of services.

- The use of design engineering work order contracts allow these projects to be assigned as soon as they are identified, thereby avoiding delays associated with the selection of individual consultants needed for large projects. This practice will ensure that the System is able to meet the requested expedited design schedules.

- The scope of work may include surveying, civil, structural, mechanical, electrical, instrumentation and controls, right of way services, subsurface utility investigation, environmental services and permitting, preliminary engineering evaluation and recommendations, preparation of design plans, specifications, construction cost estimates, schedules, and bid documents, bid and construction phase services, substantial and final acceptance inspections, record drawings, preparation of construction acceptance documents, and involvement in other related construction phase services that may be necessary due to the nature of a project.

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

Staff recommends that the Board approve this resolution.
FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. The project work is included in the Wastewater Core Business, Treatment Category, Treatment Facilities Engineering Work Order Contract budget line item. The amount is $400,000.00. The job number is 20-6503.

SUPPLEMENTARY COMMENTS:

This contract will be valid for two years from the date of execution. Eight firms responded to the Request for Qualifications. Lockwood, Andrews & Newnam, Inc. was selected through the System’s Architect and Engineer Selection Process as a qualified consultant. The firms that provided interest statements for this project are listed below:

<table>
<thead>
<tr>
<th>Name of Firm</th>
<th>Local/SMWVB</th>
</tr>
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<tbody>
<tr>
<td>Brown and Gay Engineers, Inc. dba BGE, Inc.</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>CP&amp;Y, Inc.</td>
<td>Local/MBE-Asian/Non-SBE</td>
</tr>
<tr>
<td>Garcia Infrastructure Consultants, LLC</td>
<td>Local/WBE-Hispanic</td>
</tr>
<tr>
<td><strong>Lockwood Andrews and Newnam, Inc.</strong>*</td>
<td><strong>Local/Non-SMWVB</strong></td>
</tr>
<tr>
<td>Merrick &amp; Company</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Moreno Cardenas, Inc.</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Weston Solutions, Inc.</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Whitman, Requardt &amp; Associates, LLP</td>
<td>Local/Non-SMWVB</td>
</tr>
</tbody>
</table>

*Selected Firm

Lockwood, Andrews & Newnam, Inc. proposes 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/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arias &amp; Associates, Inc.</td>
<td>2.00%</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Blanton &amp; Associates, Inc.</td>
<td>2.00%</td>
<td>Local/WBE-Caucasian</td>
</tr>
<tr>
<td>Chief Solutions, Inc.</td>
<td>2.00%</td>
<td>Non-Local/MBE-Native American</td>
</tr>
<tr>
<td>Construct-Ability, LLC</td>
<td>2.00%</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Garcia Infrastructure Consultants, LLC</td>
<td>15.00%</td>
<td>Local/WBE-Hispanic</td>
</tr>
<tr>
<td>Gupta &amp; Associates, Inc.</td>
<td>11.00%</td>
<td>Local/MBE-Asian</td>
</tr>
<tr>
<td>Moy Tarin Ramirez Engineers, LLC</td>
<td>7.00%</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>The Deberry Group, LLC</td>
<td>1.00%</td>
<td>Local/WBE-Caucasian</td>
</tr>
<tr>
<td>The Rios Group, Inc.</td>
<td>2.00%</td>
<td>Local/WBE-Hispanic</td>
</tr>
</tbody>
</table>
Additionally, the overall SMWVB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>SMWVB Analysis – Board Award</th>
<th></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>11.00%</td>
</tr>
<tr>
<td>MBE – Hispanic</td>
<td>9.00%</td>
</tr>
<tr>
<td>MBE – Other</td>
<td>0.00%</td>
</tr>
<tr>
<td>WBE – Minority</td>
<td>17.00%</td>
</tr>
<tr>
<td>WBE – Non–Minority</td>
<td>3.00%</td>
</tr>
<tr>
<td>SMWVB Total</td>
<td>40.00%</td>
</tr>
</tbody>
</table>

Juan D. Gomez, Ph.D., P.E.
Director
Plants and Major Projects

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Andrea L. H. Beymer, P.E.
Vice President
Engineering and Construction
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AWARDING A PROFESSIONAL SERVICES CONTRACT TO LOCKWOOD, ANDREWS & NEWNAM, INC. IN AN AMOUNT NOT TO EXCEED $400,000.00 IN CONNECTION WITH THE 2020 WASTEWATER TREATMENT FACILITIES ENGINEERING WORK ORDER CONTRACT; APPROVING THE EXPENDITURE OF FUNDS AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $400,000.00 FROM THE PROJECT FUND FOR PROJECT ENGINEERING WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL SERVICES CONTRACT WITH LOCKWOOD, ANDREWS & NEWNAM, INC., AND TO PAY LOCKWOOD, ANDREWS & NEWNAM, INC. AN AMOUNT NOT TO EXCEED $400,000.00 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”) related to unspecified CIP projects that are identified as “urgent” and with limited scope of services; and

WHEREAS, the project engineering work will consist of all services necessary for the design and construction of projects; and

WHEREAS, Lockwood, Andrews & Newnam, Inc., a local, non-SMWVB firm, was selected through the System’s Architect and Engineer Selection Process for the project engineering work; and

WHEREAS, a contract in an amount not to exceed $400,000.00 is to be awarded to Lockwood, Andrews & Newnam, Inc.; and

WHEREAS, the amount of $400,000.00 is available from the Project Fund for the project engineering work; and

WHEREAS, the San Antonio Water System’s Board of Trustees desires (i) to award a professional services contract to Lockwood, Andrews & Newnam, Inc. in an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract, (ii) to approve the expenditure of funds and make available an amount not
to exceed $400,000.00 from the Project Fund for the project engineering work, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a professional services contract with Lockwood, Andrews & Newnam, Inc., and to pay Lockwood, Andrews & Newnam, Inc. an amount not to exceed $400,000.00 in connection with the project work; 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 $400,000.00 is hereby awarded to Lockwood, Andrews & Newnam, Inc. in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract.

2. That the expenditure of funds in an amount not to exceed $400,000.00 for the project engineering work is hereby approved and made available from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a professional services contract with Lockwood, Andrews & Newnam, Inc., and to pay Lockwood, Andrews & Newnam, Inc. an amount not to exceed $400,000.00 in connection with the 2020 Wastewater Treatment Facilities Engineering Work Order Contract.

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 3rd day of March, 2020.**

__________________________
Berto Guerra, Jr., Chairman

**ATTEST:**

__________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Juan D. Gomez, Ph.D., P.E., Director, Plants and Major Projects, and Andrea L.H. Beymer, 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 STEVEN M. CLOUSE WATER RECYCLING CENTER DIGESTER MIXING AND SYSTEM ENHANCEMENTS PHASE 3 PROJECT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution awards a professional services contract to Whitman, Requardt and Associates, LLP, a local, non-SMWVB firm, and authorizes funds in an amount not to exceed $1,494,918.00 in connection with the Steven M. Clouse Water Recycling Center Digester Mixing and System Enhancements Phase 3 Project (the “Project”).

- The Steven M. Clouse Water Recycling Center was originally constructed in 1987. The digester facilities are comprised of nine anaerobic digesters and one sludge holding tank to process the sludge generated at the Medio Creek, Leon Creek and Steven M. Clouse WRCs.

- The digester system enhancements program is being implemented in three phases to minimize impacts to the digester system operations. Phases 1 and 2 consisted of: replacing the sludge mixing system to increase efficiency; digester tank cleaning; repairing the digester dome cracks and liners; sealing the leaks on the bottom perimeter of the digester tanks; replacing the old valves, biogas appurtenances and flare system; and, upgrading the electrical, instrumentation and control systems to assure compliance with the current codes. Additionally, one existing sludge holding tank was converted into a ninth digester to add capacity.

- Phase 3 will provide the following improvements: cleaning of Digester Nos. 5, 6, 7 and 8; installation of new pump mixing systems; replacement of sludge valves and gas system appurtenances; repairs to the digester dome, liners and bases to prevent biogas and sludge leaks; improvements to the heat exchange systems; installation of dual overflow lines in all digesters; installation of flow meters, pressure and temperature instruments; and associated electrical, instrumentation and control elements.

- These improvements will increase operational flexibility and efficiency of the sludge digestion process while improving the sludge quality and biogas generation.

- A Request for Qualifications was issued on October 25, 2019 for professional services for
this Project. A total of three firms submitted statements of qualifications for this solicitation. Whitman, Requardt and Associates, LLP was selected based on the System’s professional services selection process.

- Whitman, Requardt and Associates, LLP will provide professional services for this project for the negotiated not to exceed amount of $1,494,918.00. Basic services to be provided include engineering design, permitting, surveying, geotechnical, subsurface utility engineering, bid phase, construction phase services, and project closeout. Supplemental services include, but are not limited to, additional engineering, permitting, surveying, geotechnical, and subsurface utility engineering.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. The project work is included in the Wastewater Core Business, Treatment Category, Steven M. Clouse Water Recycling Center Digester Mixing and System Enhancements Phase 3 Project budget line item. The amount is $1,494,918.00. The job number is 20-6501.

**SUPPLEMENTARY COMMENTS:**

Three firms responded to the Request for Qualifications. Whitman, Requardt and Associates, LLP was selected through the System’s professional services selection process as a qualified consultant. The submitting firms are as follows:

<table>
<thead>
<tr>
<th>Name of Firm</th>
<th>Local/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arcadis U.S., Inc.</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>Garver, LLC</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td><strong>Whitman, Requardt and Associates, LLP</strong></td>
<td><strong>Local/Non-SMWVB</strong></td>
</tr>
</tbody>
</table>

*Selected Firm

Whitman, Requardt and Associates, LLP proposes 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/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Arias and Associates, Inc.</td>
<td>2.70%</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Garcia Infrastructure Consultants, LLC</td>
<td>5.50%</td>
<td>Local/WBE-Hispanic</td>
</tr>
<tr>
<td>GGE Consulting Engineers, Inc. dba GE Reaves Engineering</td>
<td>2.80%</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Gupta &amp; Associates, Inc.</td>
<td>33.80%</td>
<td>Local/MBE-Asian</td>
</tr>
<tr>
<td>Moreno Cardenas, Inc.</td>
<td>4.50%</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>The Rios Group, Inc.</td>
<td>1.40%</td>
<td>Local/WBE-Hispanic</td>
</tr>
</tbody>
</table>
Additionally, the overall SMWVB analysis is shown in the following table:

| Steven M. Clouse WRC Digester Mixing and System Enhancements Phase 3 Project |
| Whitman, Requardt and Associates, LLP |
| SMWVB Analysis – Board Award |
| --- | --- |
| SBE | 0.00% |
| MBE – African American | 0.00% |
| MBE – Asian | 33.80% |
| MBE – Hispanic | 10.00% |
| MBE – Other | 0.00% |
| WBE – Minority | 6.90% |
| WBE – Non-Minority | 0.00% |
| SMWVB Total | 50.70% |

Juan D. Gomez, Ph.D., P.E.
Director
Plants and Major Projects

Andrea L.H. Beymer, 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 AREA MAP
ATTACHMENT I

STEVEN M. CLOUSE WRC
DIGESTER MIXING AND SYSTEM
ENHANCEMENTS PHASE 3

LEGEND
☆ PROJECT SITE
EDWARDS AQUIFER RECHARGE ZONE
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF
TRUSTEES AWARDING A PROFESSIONAL SERVICES
CONTRACT TO WHITMAN, REQUARDT AND
ASSOCIATES, LLP IN AN AMOUNT NOT TO EXCEED
$1,494,918.00 IN CONNECTION WITH THE STEVEN M.
CLOUSE WATER RECYCLING CENTER DIGESTER
MIXING AND SYSTEM ENHANCEMENTS PHASE 3
PROJECT; APPROVING THE EXPENDITURE OF FUNDS
AND MAKING AVAILABLE AN AMOUNT NOT TO
EXCEED $1,494,918.00 FROM THE PROJECT FUND FOR
PROJECT ENGINEERING WORK; AUTHORIZING THE
PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY
APPOINTED DESIGNEE TO EXECUTE A PROFESSIONAL
SERVICES CONTRACT WITH WHITMAN, REQUARDT
AND ASSOCIATES, LLP, AND TO PAY WHITMAN,
REQUARDT AND ASSOCIATES, LLP AN AMOUNT NOT
TO EXCEED $1,494,918.00 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
services for the Steven M. Clouse Water Recycling Center Digester Mixing and System Enhancements
Phase 3 Project (the “Project”); and

WHEREAS, the project engineering work will consist of all services necessary for
the design and construction of the Project; and

WHEREAS, Whitman, Requardt and Associates, LLP, a local, non-SMWVB firm,
was selected through the System’s Architect/Engineer Selection Procedure for the project
engineering work; and

WHEREAS, System funds in an amount not to exceed $1,494,918.00 are required
for the project engineering work; and

WHEREAS, the required amount not to exceed $1,494,918.00 is available from
the Project Fund; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to award
a professional services contract to Whitman, Requardt and Associates, LLP in an amount not to
exceed $1,494,918.00 in connection with the Steven M. Clouse Water Recycling Center Digester
Mixing and System Enhancements Phase 3 Project, (ii) to approve the expenditure of funds and make available an amount not to exceed $1,494,918.00 from the Project Fund for the project engineering work, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a professional services contract with Whitman, Requardt and Associates, LLP, and to pay Whitman, Requardt and Associates, LLP an amount not to exceed $1,494,918.00 in connection with the project work; 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 $1,494,918.00 is hereby awarded to Whitman, Requardt and Associates, LLP in connection with the Steven M. Clouse Water Recycling Center Digester Mixing and System Enhancements Phase 3 Project.

2. That the expenditure of funds in an amount not to exceed $1,494,918.00 for the project engineering work is hereby approved, and made available from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a professional services contract with Whitman, Requardt and Associates, LLP, and to pay Whitman, Requardt and Associates, LLP an amount not to exceed $1,494,918.00 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 3rd day of March, 2020.

________________________________________
Berto Guerra, Jr., Chairman

ATTEST:

________________________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: AUTHORIZATION TO REIMBURSE THE CITY OF SAN ANTONIO IN CONNECTION WITH THE 2020 STREET REHABILITATION PACKAGE 4

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to reimburse the City of San Antonio (the “City”) an amount not to exceed $326,040.00 for the joint construction of water and sewer facility adjustments in connection with the 2020 Street Rehabilitation Package 4.

- The City plans to apply this contract citywide to improve sidewalks, curbs, driveway, drainage and other items required due to site conditions to accomplish the project in connection with the 2020 Street Rehabilitation Package 4 for Transportation and Capital Improvements. The City’s work is estimated to cost $15,847,765.20.

- Existing water valve box covers, water meter boxes, fire hydrants, manhole covers, sewer cleanouts and other impacted appurtenances within the project boundaries may require adjustment to match the final grade of the new pavement.

- Bid item quantities for the adjustments were included in the City’s bid documents. Funds for this work will be reimbursed to the City as payments to the contractor are made.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 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 $150,040.00 for water work. The job number is 20-5004.

The wastewater work is included in the Wastewater Core Business, Governmental – Wastewater Category, and Governmental Wastewater Replacements budget line item. The amount is $176,000.00 for sewer work. The job number is 20-5504.
SUPPLEMENTARY COMMENTS:

The City received five bids for this project on October 22, 2019. The lowest qualified, responsive bidder for this project is J&P Paving Co, Inc., a local, MBE-Hispanic contractor. City Council approved the construction contract on December 12, 2019, and construction is expected to begin March 2020. Time allowed for total construction is 300 calendar days. The request for reimbursement is requested after City Council approved the award of the construction contract to ensure that the contract is awarded, to determine which contractor was awarded the project, to give the System’s staff time to review the bids and establish the reimbursement amount based on the awarded bid.

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

Andrea L.H. Beymer, 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 APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $326,040.00 FOR THE ADJUSTMENT OF WATER AND SEWER FACILITIES BY THE CITY OF SAN ANTONIO IN CONNECTION WITH THE 2020 STREET REHABILITATION PACKAGE 4; APPROVING AN AMOUNT NOT TO EXCEED $326,040.00 BE MADE AVAILABLE AND EXPENDED FROM THE PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO PAY THE CITY OF SAN ANTONIO AN AMOUNT NOT TO EXCEED $326,040.00 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 City of San Antonio (the “City”) will construct street improvements in connection with the 2020 Street Rehabilitation Package 4; and

WHEREAS, the 2020 Street Rehabilitation Package 4 will require the adjustment of certain water and sewer facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, the City has received a bid for the project work from J&P Paving Co, Inc. and this bidder has been determined to be the lowest responsible bidder; and

WHEREAS, System funds in an amount not to exceed $326,040.00 are required for the project work; and

WHEREAS, the amount of $326,040.00 is available from the Project Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve the expenditure of funds in an amount not to exceed $326,040.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 4, (ii) to approve and make available an amount not to exceed $326,040.00 from the Project Fund to reimburse the City of San Antonio for the project work, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to pay an amount not to exceed $326,040.00 to the City of San Antonio for the project work; now, therefore:
BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the expenditure of funds in an amount not to exceed $326,040.00 for the adjustment of water and sewer facilities by the City in connection with the 2020 Street Rehabilitation Package 4 is hereby approved.

2. That an amount not to exceed $326,040.00 to reimburse the City for the project work costs is hereby made available and is to be expended from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to pay the City an amount not to exceed $326,040.00 for the adjustment of water and sewer facilities by the City in connection with the 2020 Street Rehabilitation Package 4.

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 the 3rd day of March, 2020.

__________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: AUTHORIZATION TO REIMBURSE THE CITY OF SAN ANTONIO IN CONNECTION WITH THE 2020 STREET REHABILITATION PACKAGE 5

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to reimburse the City of San Antonio (the “City”) an amount not to exceed $141,375.00 for the joint construction of water and sewer facility adjustments in connection with the 2020 Street Rehabilitation Package 5.

- The City plans to apply this contract citywide to improve sidewalks, curbs, driveway, drainage and other items required due to site conditions to accomplish the project in connection with the 2020 Street Rehabilitation Package 5 for Transportation and Capital Improvements. The City’s work is estimated to cost $4,880,786.30.

- Existing water valve box covers, water meter boxes, fire hydrants, manhole covers, sewer cleanouts and other impacted appurtenances within the project boundaries may require adjustment to match the final grade of the new pavement.

- Bid item quantities for the adjustments were included in the City’s bid documents. Funds for this work will be reimbursed to the City as payments to the contractor are made.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 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 $60,375.00 for water work. The job number is 20-5003.

The wastewater work is included in the Wastewater Core Business, Governmental – Wastewater Category, and Governmental Wastewater Replacements budget line item. The amount is $81,000.00 for sewer work. The job number is 20-5503.
SUPPLEMENTARY COMMENTS:

The City received four bids for this project on November 12, 2019. The lowest qualified, responsive bidder for this project is Clark Construction of Texas, a local, non-SMWVB contractor. City Council approved the construction contract on December 12, 2019, and construction is expected to begin March 2020. Time allowed for total construction is 150 calendar days. The request for reimbursement is requested after City Council approved the award of the construction contract to ensure that the contract is awarded, to determine which contractor was awarded the project, to give the System’s staff time to review the bids and establish the reimbursement amount based on the awarded bid.

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

Andrea L.H. Beymer, 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 APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $141,375.00 FOR THE ADJUSTMENT OF WATER AND SEWER FACILITIES BY THE CITY OF SAN ANTONIO IN CONNECTION WITH THE 2020 STREET REHABILITATION PACKAGE 5; APPROVING AN AMOUNT NOT TO EXCEED $141,375.00 BE MADE AVAILABLE AND EXPENDED FROM THE PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO PAY THE CITY OF SAN ANTONIO AN AMOUNT NOT TO EXCEED $141,375.00 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 City of San Antonio (the “City”) will construct street improvements in connection with the 2020 Street Rehabilitation Package 5; and

WHEREAS, the 2020 Street Rehabilitation Package 5 will require the adjustment of certain water and sewer facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, the City has received a bid for the project work from Clark Construction of Texas and this bidder has been determined to be the lowest responsible bidder; and

WHEREAS, System funds in an amount not to exceed $141,375.00 are required for the project work; and

WHEREAS, the amount of $141,375.00 is available from the Project Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve the expenditure of funds in an amount not to exceed $141,375.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 5, (ii) to approve and make available an amount not to exceed $141,375.00 from the Project Fund to reimburse the City of San Antonio for the project work, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to pay an amount not to exceed $141,375.00 to the City of San Antonio for the project work; now, therefore:
BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF
TRUSTEES:

1. That the expenditure of funds in an amount not to exceed $141,375.00 for the adjustment
   of water and sewer facilities by the City in connection with the 2020 Street Rehabilitation Package
   5 is hereby approved.

2. That an amount not to exceed $141,375.00 to reimburse the City for the project work costs
   is hereby made available and is to be expended from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby
   authorized to pay the City an amount not to exceed $141,375.00 for the adjustment of water and
   sewer facilities by the City in connection with the 2020 Street Rehabilitation Package 5.

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 the 3rd day of March, 2020.

__________________________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: AUTHORIZATION TO REIMBURSE THE CITY OF SAN ANTONIO IN CONNECTION WITH THE 2020 STREET REHABILITATION PACKAGE 7

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to reimburse the City of San Antonio (the “City”) an amount not to exceed $255,040.00 for the joint construction of water and sewer facility adjustments in connection with the 2020 Street Rehabilitation Package 7.

- The City plans to apply this contract citywide to improve sidewalks, curbs, driveway, drainage and other items required due to site conditions to accomplish the project in connection with the 2020 Street Rehabilitation Package 7 for Transportation and Capital Improvements. The City’s work is estimated to cost $9,675,478.00.

- Existing water valve box covers, water meter boxes, fire hydrants, manhole covers, sewer cleanouts and other impacted appurtenances within the project boundaries may require adjustment to match the final grade of the new pavement.

- Bid item quantities for the adjustments were included in the City’s bid documents. Funds for this work will be reimbursed to the City as payments to the contractor are made.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 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 $120,020.00 for water work. The job number is 20-5002.

The wastewater work is included in the Wastewater Core Business, Governmental – Wastewater Category, and Governmental Wastewater Replacements budget line item. The amount is $135,020.00 for sewer work. The job number is 20-5502.
SUPPLEMENTARY COMMENTS:

The City received five bids for this project on November 12, 2019. The lowest qualified, responsive bidder for this project is H.L. Zumwalt Construction, Inc., a local, non-SMWVB contractor. City Council approved the construction contract on December 12, 2019, and construction is expected to begin March 2020. Time allowed for total construction is 210 calendar days. The request for reimbursement is requested after City Council approved the award of the construction contract to ensure that the contract is awarded, to determine which contractor was awarded the project, to give the System's staff time to review the bids and establish the reimbursement amount based on the awarded bid.

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Andrea L.H. Beymer, P.E.
Vice President
Engineering and Construction
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $255,040.00 FOR THE ADJUSTMENT OF WATER AND SEWER FACILITIES BY THE CITY OF SAN ANTONIO IN CONNECTION WITH THE 2020 STREET REHABILITATION PACKAGE 7; APPROVING AN AMOUNT NOT TO EXCEED $255,040.00 BE MADE AVAILABLE AND EXPENDED FROM THE PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO PAY THE CITY OF SAN ANTONIO AN AMOUNT NOT TO EXCEED $255,040.00 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 City of San Antonio (the “City”) will construct street improvements in connection with the 2020 Street Rehabilitation Package 7; and

WHEREAS, the 2020 Street Rehabilitation Package 7 will require the adjustment of certain water and sewer facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, the City has received a bid for the project work from H.L. Zumwalt Construction, Inc. and this bidder has been determined to be the lowest responsible bidder; and

WHEREAS, System funds in an amount not to exceed $255,040.00 are required for the project work; and

WHEREAS, the amount of $255,040.00 is available from the Project Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve the expenditure of funds in an amount not to exceed $255,040.00 for the adjustment of water and sewer facilities by the City of San Antonio in connection with the 2020 Street Rehabilitation Package 7, (ii) to approve and make available an amount not to exceed $255,040.00 from the Project Fund to reimburse the City of San Antonio for the project work, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to pay an amount not to exceed $255,040.00 to the City of San Antonio for the project work; now, therefore:
BE IT RESOLVED BY THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES:

1. That the expenditure of funds in an amount not to exceed $255,040.00 for the adjustment of water and sewer facilities by the City in connection with the 2020 Street Rehabilitation Package 7 is hereby approved.

2. That an amount not to exceed $255,040.00 to reimburse the City for the project work costs is hereby made available and is to be expended from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to pay the City an amount not to exceed $255,040.00 for the adjustment of water and sewer facilities by the City in connection with the 2020 Street Rehabilitation Package 7.

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, 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 the 3rd day of March, 2020.

Berto Guerra, Jr., Chairman

ATTEST:

Amy Hardberger, Secretary
TO:          San Antonio Water System Board of Trustees  
FROM:        Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L. H. Beymer, P.E., Vice President, Engineering and Construction  
THROUGH:     Robert R. Puente, President/Chief Executive Officer  
SUBJECT:     AUTHORIZATION TO REIMBURSE THE CITY OF SAN ANTONIO IN CONNECTION WITH THE THOUSAND OAKS DRIVE: WETMORE TO PERRIN BEITEL PROJECT  

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:  
The attached resolution authorizes the President/Chief Executive Officer to reimburse the City of San Antonio (the “City”) an amount not to exceed $1,462,380.43 for the joint construction of water and sewer facility replacements in connection with the Thousand Oaks Drive: Wetmore to Perrin Beitel Project.

- This project is a City Capital Improvement Program project included in the 2017-2022 Bond Program. The City proposes to reconstruct the outside lanes along Thousand Oaks Drive from Wetmore to Perrin Beitel in the project area illustrated on the attached maps. The City’s improvement work is estimated to cost $2,411,647.48.
- Due to the street improvements within the Thousand Oaks Drive: Wetmore to Perrin Beitel Project limits, the existing water mains require replacement to meet the San Antonio Water System’s (the “System”) current standards.
- The existing sewer mains within the project limits require replacement to meet the System current standards.
- The water work will consist of the replacement of approximately 3,338 feet of 8-inch through 16-inch water.
- The sewer work will consist of the replacement of approximately 1,284 feet of 8-inch sewer mains.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:  
The Project Fund will finance this expenditure included in the CY 2020 Capital Improvement Program. The water work is included in the Water Delivery Core Business, Governmental - Water
Reimbursement to the City of San Antonio
Thousand Oaks Drive: Wetmore to Perrin Beitel Project

Category, and Governmental Water Replacements budget line item. The amount is $976,143.42 for water work. The job number is 17-5081.

The sewer work is included in the Wastewater Core Business, Governmental - Wastewater Category, and Governmental Wastewater Replacements budget line item. The amount is $486,237.01 for sewer work. The job number is 17-5567.

SUPPLEMENTARY COMMENTS:

The City received two bids for this project on November 26, 2019. The lowest qualified, responsive bidder for this project is E-Z Bel Construction, LLC, a local, minority contractor. City Council approved the construction contract on February 13, 2020 and construction is expected to begin March 2020. Time allowed for total construction is 368 calendar days. The request for reimbursement is requested after City Council approves the award of the construction contract to ensure that the contract is awarded, to determine which contractor was awarded the project, to give the System's staff time to review the bids and establish the reimbursement amount based on the awarded bid.

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

Andrea L. H. Beymer, P.E.
Vice President
Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Attachments:
1. Project Area Map
2. Project Site Map
THOUSAND OAKS DRIVE:
WETMORE TO PERRIN BEITEL

LEGEND

PROJECT LIMITS
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $1,462,380.43 FOR THE REPLACEMENT OF WATER AND SEWER FACILITIES BY THE CITY OF SAN ANTONIO IN CONNECTION WITH THE THOUSAND OAKS DRIVE: WETMORE TO PERRIN BEITEL PROJECT; APPROVING AN AMOUNT NOT TO EXCEED $1,462,380.43 BE MADE AVAILABLE AND EXPENDED FROM THE PROJECT FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO PAY TO THE CITY OF SAN ANTONIO AN AMOUNT NOT TO EXCEED $1,462,380.43 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 City of San Antonio (the “City”) intends to construct the Thousand Oaks Drive: Wetmore to Perrin Beitel Project as part of its 2017-2022 Bond Program; and

WHEREAS, the City’s Thousand Oaks Drive: Wetmore to Perrin Beitel Project will require the replacement of certain water and sewer facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, the City has received a bid for the project work from E-Z Bel Construction, LLC, and this bidder has been determined to be the lowest responsible bidder; and

WHEREAS, System funds in an amount not to exceed $1,462,380.43 are required for the project work; and

WHEREAS, the amount of $1,462,380.43 is available from the Project Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve the expenditure of funds in an amount not to exceed $1,462,380.43 for the replacement of water and sewer facilities by the City of San Antonio in connection with the Thousand Oaks Drive: Wetmore to Perrin Beitel Project, (ii) to approve and make available an amount not to exceed $1,462,380.43 from the Project Fund to reimburse the City of San Antonio for the project work, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to pay
an amount not to exceed $1,462,380.43 to the City of San Antonio for the project work; now, therefore:

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

1. That the expenditure of funds in an amount not to exceed $1,462,380.43 for the replacement of water and sewer facilities by the City in connection with the Thousand Oaks Drive: Wetmore to Perrin Beitel Project is hereby approved.

2. That an amount not to exceed $1,462,380.43 to reimburse the City for the project work costs is hereby made available and is to be expended from the Project Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to pay the City an amount not to exceed $1,462,380.43 for the replacement of water and sewer facilities by the City in connection with the Thousand Oaks Drive: Wetmore to Perrin Beitel Project.

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 3rd day of March, 2020.

__________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Gail Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L. H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: APPROVING AN INTERLOCAL AGREEMENT AND AUTHORIZING EXPENDITURES TO CITY OF CASTLE HILLS IN CONNECTION WITH THE BANYAN DR. AND GLENTOWER DR. DRAINAGE IMPROVEMENTS – CASTLE HILLS PROJECT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution authorizes the President/Chief Executive Officer to execute an Interlocal Agreement with City of Castle Hills (the “City”) and authorizes expenditures to the City in an amount not to exceed $277,359.51 for the joint construction of water and sewer facility adjustments in connection with the Banyan Dr. and Glentower Dr. Drainage Improvements – Castle Hills Project.

- The City proposes to construct street and drainage improvements in the area illustrated on the attached maps. The City’s improvement work is estimated to cost $3,370,967.52.

- Due to the proposed construction of the street and drainage improvements for the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project, the existing water and sewer facilities require adjustments to avoid conflicts with the City’s street and drainage improvements.

- The water adjustment work will consist of replacing approximately 464 feet of 8-inch water main.

- The sewer adjustment work will consist of adjusting three manholes, reconstructing two manholes, the replacement of one manhole, and encasing approximately 22 feet of existing 10-inch sewer main.

- The City approved the bid of E-Z Bel Construction, LLC for construction of this project on January 14, 2020. As part of the joint bidding, advanced approval for funding and for the execution of an Interlocal Agreement is required by the City prior to issuing a notice to proceed on construction.

- Funds, as determined by the amount bid, will be transferred to City following the execution of the Interlocal Agreement.
Approval of an Interlocal Agreement and Authorization for Expenditures of Funds to City of Castle Hills for Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 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 $179,349.51 for water work. The job number is 19-5033.

The sewer work is included in the Wastewater Delivery Core Business, Governmental – Wastewater Category, and Governmental Wastewater Replacements budget line item. The amount is $98,010.00 for sewer work. The job number is 19-5533.

Gail Hamrick-Pigg, P.E.  
Director Pipelines

Andrea L. H. Beymer, P.E.  
Vice President Engineering and Construction

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

BANYAN DR. AND GLENTOWER DR. DRAINAGE
IMPROVEMENTS - CASTLE HILLS

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

BANYAN DR. AND GLENTOWER DR. DRAINAGE IMPROVEMENTS - CASTLE HILLS

LEGEND

_PROJECT LIMITS
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING AN INTERLOCAL AGREEMENT WITH CITY OF CASTLE HILLS 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 CITY OF CASTLE HILLS IN CONNECTION WITH THE BANYAN DR. AND GLENTOWER DR. DRAINAGE IMPROVEMENTS - CASTLE HILLS PROJECT; AUTHORIZING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $277,359.51 FOR THE SYSTEM’S SHARE OF 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, City of Castle Hills (the “City”) proposes to construct the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project; and

WHEREAS, the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project will require the adjustment of certain water and sewer facilities (the “project work”) of the San Antonio Water System (the “System”); and

WHEREAS, to increase the efficiency and effectiveness of local governments the City has requested that the System execute an Interlocal Agreement and pay for the System’s share of the project work costs; and

WHEREAS, System funds in an amount not to exceed $277,359.51 are required for the project work; and

WHEREAS, the total amount of $277,359.51 is available from the Project Fund for the project work; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to approve an Interlocal Agreement with the City for the adjustment of water and sewer facilities by the City in connection with the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills 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 an amount not to exceed $277,359.51 for the System’s share of 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 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 City in connection with the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project.

2. That the expenditure of funds in an amount not to exceed $277,359.51 for the adjustment of water and sewer facilities by the City in connection with the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills 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 this 3rd day of March, 2020.

_________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_________________________________
Amy Hardberger, Secretary
STATE OF TEXAS §
COUNTY OF BEXAR §

INTERLOCAL AGREEMENT

This Interlocal Agreement is made and entered into this ___ day of __________, 2020, by and between the CITY OF CASTLE HILLS, a political subdivision of the State of Texas (“CITY”), 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 CITY’s improvement of the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project (the “Project”) by including certain necessary SAWS adjustments in CITY’s Specifications for the Project, thus assuring the coordination of CITY’s road improvement with SAWS’s adjustments.

SERVICES

2.01 CITY agrees to include in the Banyan Dr. and Glentower Dr. Drainage Improvements - Castle Hills Project Specifications for the Project, the plans and specifications for SAWS Water Job No. 19-5033 and SAWS Sewer Job No. 19-5533 which SAWS prepared and delivered to CITY and is incorporated by reference herein, and to contract for the performance of SAWS Water Job No. 17-5033 and SAWS Sewer Job No. 19-5533 (the “SAWS Work”).

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

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

2.04 CITY 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 Not later than fifteen (15) days after the execution of the Agreement by SAWS Board Action, SAWS shall conditionally deliver to CITY good and sufficient funds (the “Funds”) for the bid amount plus ten percent (10%) contingency and shall have provided two signed copies of this Interlocal Agreement to the CITY. CITY will return one fully executed original to SAWS. Any and all control and/or beneficial use of the funds by the CITY pursuant to the delivery of the Funds...
by SAWS, will be contingent on SAWS receiving a fully executed original of this Interlocal Agreement from the CITY.

3.02 For materials and construction used in the SAWS Work, SAWS agrees to pay to CITY the amount of Two Hundred Seventy-Seven Thousand, Three Hundred Fifty-Nine Dollars and Fifty-One Cents ($277,359.51), which includes the Original Bid amount and a ten percent (10%) contingency, receipt of which is hereby acknowledged.

3.03 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 CITY receives notice from the Contractor that additional funds will be needed for SAWS Work, CITY 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, CITY 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’s staff or SAWS’s Consultant will prepare the change order. If CITY 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 reasonably necessary under the circumstances based on the complexity of the change order. In no event will SAWS’s deliberative process be allowed to jeopardize CITY’s timely completion of CITY’s Project, as determined by CITY. 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. If a change order results in total costs exceeding the amount stated in §3.02, CITY will send copies of invoices covering the additional amounts authorized by a change order approved by SAWS staff, and SAWS shall pay CITY the additional amounts in the approved change order within fifteen (15) days, unless further time is required for Board action to appropriate funds. A change order resulting in total costs exceeding the amount stated in §3.02 that is approved in writing and signed by authorized SAWS staff shall, upon the Board action to appropriate the funds for the change order, have the automatic effect of amending §3.02 to increase the total amount in §3.02 by the total change order amount.

(c) A change order that results in total costs reducing the amount stated in §3.02 and that is approved in writing and signed by authorized SAWS staff shall have the automatic effect of amending §3.02 to decrease the total amount in §3.02 by the
total change order amount. However, in no event will the 10% contingency be recalculated from the original based on a change order reduction.

3.04 If the cost of performing the SAWS Work is less than the amount actually paid by SAWS for SAWS Work under this Agreement, CITY agrees to refund the overpayment to SAWS within fifteen (15) days of determination of same.

SAWS’S RESPONSIBILITY

4.01 SAWS agrees to accept full responsibility for inspection and acceptance of work performed as the SAWS Work.

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 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 CITY’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 CITY, which consent may be withheld if CITY 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, CITY 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 CITY agrees to include SAWS in the list of parties being indemnified by the CITY 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 CITY for SAWS Work, City shall include provisions reflecting:

(a) With regard to insurance coverage during the construction phase of the Project, CITY shall require all consultants, contractors, subcontractors and suppliers to maintain insurance coverage limits that are sufficient to compensate CITY 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 CITY as an additional insured. CITY 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 all 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. CITY will not allow any modifications to the insurance coverage through which SAWS may incur increased risks.

(b) CITY 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 CITY and SAWS.

(c) CITY 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, CITY shall determine whether to require performance bonds.

EXECUTED IN DUPLICATE ORIGINALS, EACH OF WHICH WILL HAVE FULL FORCE AND EFFECT ON THIS _____ DAY OF _____________, 2020.

SAN ANTONIO WATER SYSTEM

By: _________________________________
    Robert R. Puente
    President and CEO

Date: _______________________________

CITY OF CASTLE HILLS

By: _________________________________
    Ryan Rapelye
    City Manager

Date: _______________________________

ACKNOWLEDGEMENTS ON NEXT PAGE
ACKNOWLEDGEMENTS

STATE OF TEXAS §

COUNTY OF BEXAR §

This instrument was acknowledged before me on the ____ day of __________, 2020 by Robert R. Puente, President and CEO of the San Antonio Water System, a Texas municipal corporation, on behalf of said corporation.

________________________________
NOTARY PUBLIC

STATE OF TEXAS §

COUNTY OF BEXAR §

This instrument was acknowledged before me on the ____ day of __________, 2020 by Ryan Rapelye, City Manager of the City of Castle Hills, a Type A - General Law Municipality corporation and political subdivision of the State of Texas, on behalf of said corporation.

________________________________
NOTARY PUBLIC
TO: San Antonio Water System Board of Trustees

FROM: Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: APPROVING AN ADVANCE FUNDING AGREEMENT AND AUTHORIZING EXPENDITURES TO THE TEXAS DEPARTMENT OF TRANSPORTATION IN CONNECTION WITH THE WURZBACH PARKWAY: LOCKHILL SELMA ROAD TO FM 1535 (NW MILITARY) PROJECT

Board Action Date: March 3, 2020

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 an amount not to exceed $1,181,813.38 for the joint construction of the water and sewer facility adjustments in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project.

- TxDOT intends to widen Wurzbach Parkway, add drainage structures and improve intersection and operations improvements along Wurzbach Parkway from Lockhill Selma Road to FM 1535 (NW Military) as illustrated on the attached maps. The construction cost estimate for the TxDOT roadway and drainage work is $7,574,338.00.

- Due to the proposed TxDOT’s improvements within the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project, existing water mains require adjustment to avoid conflicts with proposed TxDOT improvements and to comply with current TxDOT design regulations.

- The existing sewer mains require protective measures and adjustments to avoid conflicts with proposed TxDOT improvements.

- The water adjustment work will consist of approximately 975 feet of 16-inch through 24-inch water mains and associated appurtenances.

- The sewer adjustment work consists of approximately two manhole adjustments, concrete cap, and 20 feet of split casing.

- Funds authorized for this project will be transferred to TxDOT following the San Antonio Water System’s Board of Trustees approval and execution of the Advance Funding Agreement in an amount not to exceed $1,181,813.38.
Approval of an Advance Funding Agreement and Expenditure of Funds to the Texas Department of Transportation for the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project

- The bid opening is scheduled for May 2020.

Staff recommends that the Board approve this resolution.

**FINANCIAL IMPACT:**

The Project Fund will finance this expenditure included in the CY 2020 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 $1,157,198.11 for water work. The job number is 18-5032.

The sewer work is included in the Wastewater Core Business, Governmental – Wastewater Category, and Governmental Wastewater Replacements budget line item. The amount is $24,615.27 for sewer work. The job number is 18-5527.

![Signature]

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

Andrea L.H. Beymer, P.E.
Vice President
Engineering and Construction

APPROVED:

![Signature]

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 THE WATER AND SEWER FACILITIES BY THE TEXAS DEPARTMENT OF TRANSPORTATION IN CONNECTION WITH THE WURZBACH PARKWAY: LOCKHILL SELMA ROAD TO FM 1535 (NW MILITARY) PROJECT; AUTHORIZING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $1,181,813.38 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) proposes to reconstruct the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project; and

WHEREAS, the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project will require the adjustment of certain water and sewer facilities (the “project work”) of the San Antonio Water System (the “System”); 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 $1,181,813.38 are required for the project work; and

WHEREAS, the amount of $1,181,813.38 is available from the Project Fund 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 and sewer facilities in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) 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 an amount not to exceed $1,181,813.38, 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 Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project.

2. That the expenditure of funds in an amount not to exceed $1,181,813.38 for the adjustment of water and sewer facilities by TxDOT in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) 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 3rd day of March, 2020.

Berto Guerra, Jr., Chairman

ATTEST:

Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Gail A. Hamrick-Pigg, P.E., Director, Pipelines, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: APPROVING AN ADVANCE FUNDING AGREEMENT AND AUTHORIZING EXPENDITURES FOR THE REMOVAL OF ASBESTOS PIPE TO THE TEXAS DEPARTMENT OF TRANSPORTATION IN CONNECTION WITH THE WURZBACH PARKWAY: LOCKHILL SELMA ROAD TO FM 1535 (NW MILITARY) PROJECT

Board Date: March 3, 2020

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 an amount not to exceed $29,291.65 for the removal, handling and disposal of the San Antonio Water System’s (the “System”) abandoned asbestos cement pipe in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project.

- TxDOT intends to widen Wurzbach Parkway, add drainage structures and improve intersection and operations improvements along Wurzbach Parkway from Lockhill Selma Road to FM 1535 (NW Military) as illustrated on the attached maps.

- The System’s joint bid work includes the adjustment of water mains and sewer facilities. The water work requires that some of the existing water mains that are composed of asbestos cement materials be abandoned in place. This pipe can be managed in place if it is not in conflict with proposed construction. However, if it must be removed, special handling and disposal procedures are required.

- TxDOT revised its policy for the handling of certain materials on construction projects for joint bid utilities. The new policy requires all utilities to obtain a separate environmental contractor to remove, handle and dispose of the certain materials within TxDOT’s right-of-way.

- In order not to delay the current projected construction schedule, TxDOT has obtained the services of SWS Environmental Services to remove, handle and dispose of approximately 65 feet of asbestos cement pipe. The System agreed to provide advance funding to cover the costs of this additional work.
Approval of an Advance Funding Agreement and Authorize the Expenditure of Funds to the Texas Department of Transportation Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project

- The water work will consist of the removal, handling and disposal of approximately 65 feet of abandoned asbestos cement water main.

- TxDOT requires that an Advance Funding Agreement be executed for the removal of asbestos cement pipe. Funds authorized for this project will be transferred to TxDOT following Board approval and execution of the Advance Funding Agreement.

- TxDOT received a proposal on July 12, 2019, from SWS Environmental Services. Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The Project Fund will finance this expenditure included in the CY 2020 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 $29,291.65 for water work. The job number is 18-5032.

Gail A. Hamrick-Pigg, P.E.
Director
Pipelines

Andrea L.H. Beymer, P.E.
Vice President
Engineering and Construction

APPROVED:

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

WURZBACH PARKWAY: LOCKHILL SELMA ROAD TO FM 1535 (NW MILITARY) PROJECT

LEGEND
- PROJECT LIMITS
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 REMOVAL, HANDLING AND DISPOSAL OF ABANDONED ASBESTOS CEMENT PIPE BY THE TEXAS DEPARTMENT OF TRANSPORTATION IN CONNECTION WITH THE WURZBACH PARKWAY: LOCKHILL SELMA ROAD TO FM 1535 (NW MILITARY) PROJECT; AUTHORIZING THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $29,291.65 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) proposes to reconstruct the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project; and

WHEREAS, the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project will require the removal, handling and disposal of abandoned asbestos cement pipe of the San Antonio Water System (the “System”); and

WHEREAS, it is anticipated that during construction, approximately 65 feet of abandoned asbestos cement pipe will need to be removed due to conflict with TxDOT’s construction work (the “project work”); and

WHEREAS, the removal, handling and disposal of asbestos cement pipe requires a qualified environmental contractor to perform the project work; and

WHEREAS, TxDOT has obtained the services of SWS Environmental Services; 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 $29,291.65 are required for the project work; and

WHEREAS, the amount of $29,291.65 is available from the Project Fund 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 removal, handling and disposal of abandoned asbestos cement pipe by TxDOT in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) 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 an amount not to exceed $29,291.65 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 Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) Project.

2. That the expenditure of funds in an amount not to exceed $29,291.65 for the removal, handling and disposal of abandoned asbestos cement pipe by TxDOT in connection with the Wurzbach Parkway: Lockhill Selma Road to FM 1535 (NW Military) 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 3rd day of March, 2020.

__________________________________________
Berto Guerra, Jr., Chairman

ATTEST:

__________________________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Annette Duron, 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 CONSTRUCTION CONTRACT IN CONNECTION WITH THE 2020 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 1

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution awards a construction contract to Facilities Rehabilitation, Inc., a local, MBE-Hispanic contractor, in an amount not to exceed $1,798,450.00 in connection with the 2020 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 all sanitary sewer manholes within a 10-year period. Inherent with such a program, there are occasions when numerous manholes require remediation as a measure to reduce inflow in order to resolve capacity constraints for the purpose of eliminating the future occurrence of sanitary sewer overflows.

- This contract will supplement the Distribution and Collection Operations Group with outsourced construction services to perform the necessary remediation measures which include 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 Distribution and Collection staff, and will be charged against the contract as the work orders are executed.

- The standard construction bidding process was used for this contract.

- Facilities Rehabilitation, Inc. has submitted the low bid of $1,798,450.00.

Staff recommends that the Board approve this resolution.
FINANCIAL IMPACT:

Funds for these contract services to be provided during FY 2020 will be included in the FY 2020 Annual Operating Budget. The System Fund will finance the amount of $1,798,450.00 for contract services (Company: 1000; Accounting Unit: 5044500; Account: 511220). The SAWS job number for the replacement of any manholes is 20-1403 (CIP). The SAWS job number for all other work is 20-0102 (O&M).

Funds for these contract services to be provided during subsequent years will be paid from System funds budgeted in the subsequent years, pursuant to and contingent upon Board approval of the subsequent years’ budgets with a line item for such expenditures. (Company: 1000; Accounting Unit: 5044500; Account: 511220).

SUPPLEMENTARY COMMENTS:

SAWS Sewer System Improvements Department staff prepared the specifications for this project. The engineer’s estimated construction cost is $2,158,000.00.

The bid opening was held on December 2, 2019 at 3:00 p.m. The following bids were submitted:

<table>
<thead>
<tr>
<th>Bidder</th>
<th>Bid Amount</th>
<th>Local/SMWVVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Facilities Rehabilitation, Inc.*</td>
<td>$1,798,450.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
<tr>
<td>Bartek Construction Co.</td>
<td>$1,979,670.00</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>T. Construction, LLC</td>
<td>$1,989,683.00</td>
<td>Non-Local/Non-SMWVVB</td>
</tr>
<tr>
<td>Engineer’s Estimate</td>
<td>$2,158,000.00</td>
<td></td>
</tr>
<tr>
<td>Pronto Sandblasting &amp; Coating &amp; Oil Field Services Co., Inc</td>
<td>$3,216,240.00</td>
<td>Local/MBE-Hispanic</td>
</tr>
</tbody>
</table>

*Lowest Responsible Bidder

The bid amount represents a 16.6 percent decrease from the estimated construction cost.

The construction contract will remain in full force for a period of 548 calendar days from the Notice to Proceed date or until funds are exhausted from the contract.
Additionally, the overall SMWVB analysis is shown in the following table:

<table>
<thead>
<tr>
<th>Facilities Rehabilitation, Inc.</th>
</tr>
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<tbody>
<tr>
<td><strong>SMWVB Analysis – Board Award</strong></td>
</tr>
<tr>
<td>SBE</td>
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<tr>
<td>MBE - African American</td>
</tr>
<tr>
<td>MBE - Asian</td>
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<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><strong>SMWVB Total</strong></td>
</tr>
</tbody>
</table>

Annette Duron  
Director  
Operations Support

Jeffrey J. Hoby, 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 AWARDING A CONSTRUCTION CONTRACT TO FACILITIES REHABILITATION, INC. IN AN AMOUNT NOT TO EXCEED $1,798,450.00 IN CONNECTION WITH THE 2020 ANNUAL SANITARY SEWER MANHOLE ADJUSTMENT, REHABILITATION AND REPLACEMENT CONSTRUCTION CONTRACT, PACKAGE 1; APPROVING AND MAKING AVAILABLE THE EXPENDITURE OF FUNDS IN AN AMOUNT NOT TO EXCEED $1,798,450.00 FROM THE SYSTEM FUND FOR THE PROJECT WORK, 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; 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. AN AMOUNT NOT TO EXCEED $1,798,450.00 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, San Antonio Water System (the “System”) is required under the Consent Decree to inspect all sanitary sewer manholes within a 10-year period. Inherent with such a program, there are occasions when numerous manholes require remediation as a measure to reduce inflow in order to resolve capacity constraints for the purpose of eliminating the future occurrence of sanitary sewer overflows; and

WHEREAS, the System requires construction services to perform the necessary manhole adjustments, rehabilitation, and replacement (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 remediation measures which include manhole adjustments, rehabilitation, and replacement; and

WHEREAS, the System solicited bids for the project work; and
WHEREAS, Facilities Rehabilitation, Inc., a local, MBE-Hispanic contractor, submitted a bid in the amount of $1,798,450.00 for the project work, and this bid has been determined to be the lowest responsible bid; and

WHEREAS, the San Antonio Water System Board of Trustees desires to (i) award a construction contract to Facilities Rehabilitation, Inc. in an amount not to exceed $1,798,450.00 2020 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1, (ii) approve and make available an amount not to exceed $1,798,450.00 from the System Fund for the project work, 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, 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. an amount not to exceed $1,798,450.00 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 an amount not to exceed $1,798,450.00 hereby awarded to Facilities Rehabilitation, Inc., who is determined to be the lowest responsible bidder, in connection with the 2020 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1.

2. That the expenditure of System funds in an amount not to exceed $1,798,450.00 for the project work is hereby approved and made available from the System Fund, 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.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a contract with Facilities Rehabilitation, Inc., and to pay Facilities Rehabilitation, Inc. an amount not to exceed $1,798,450.00 in connection with the 2020 Annual Sanitary Sewer Manhole Adjustment, Rehabilitation and Replacement Construction Contract, Package 1.

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 3rd day of March, 2020.

_______________________________
Berto Guerra, Jr., Chairman

ATTEST:

_____________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Raymond Perez, Director, Production and Treatment, and Jeffrey J. Haby, P.E., Vice President, Production and Treatment.

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

SUBJECT: RATIFICATION OF AN AWARD OF AN EMERGENCY PURCHASE ORDER IN CONNECTION WITH THE RENTAL OF TEMPORARY PUMPS FOR MEDIO CREEK WATER RECYCLING CENTER

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution ratifies the actions of the Vice President of Production and Treatment in approving an emergency purchase order in the amount of $109,250.00 to Barco Pumps, Co. in connection with the emergency repairs of lift station pumps at the Medio Creek Water Recycling Center (WRC).

- The influent lift station pumps at Medio Creek WRC failed due to electrical malfunction and needed emergency repair. Two rental pumps were necessary to keep up with the incoming wastewater flows and prevent sanitary sewer overflows and backup into customer homes.

- In January 2019, the Medio Creek influent lift station began receiving daily by-pass flows of approximately four MGD, from the W-1 pipeline segment north of Lackland AFB along Leon Creek. Uninterrupted service of this lift station is necessary for continued support of the W-1 diversion project.

- Two vendors responded to the requests for quotes, with Barco Pumps, Co. being the only company that was able to provide the necessary equipment within the required timeframe.

- The pump rental occurred from May 2019 – December 2019.

- The seven month rental total cost of $109,250.00.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

The System Fund financed the total amount of $375,000.00 for these services. (Company: 1000; Accounting Units: 5034100; Account: 511220).
Ratification of Award
Emergency Pump Rental for Medio Creek Water Recycling Center

Raymond Perez
Director
Production and Treatment

Jeffrey J. Haly, 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 RATIFYING THE ACTIONS OF THE VICE PRESIDENT OF PRODUCTION AND TREATMENT IN APPROVING THE AWARD OF AN EMERGENCY PURCHASE ORDER TO BARCO PUMPS, CO. IN AN AMOUNT NOT TO EXCEED $109,250.00 IN CONNECTION WITH THE EMERGENCY REPAIRS OF LIFT STATION PUMPS AT THE MEDIO CREEK WATER RECYCLING CENTER (WRC); APPROVING THE EXPENDITURE OF FUNDS AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $109,250.00 FROM THE SYSTEM FUND FOR THE PROJECT WORK; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO PAY BARCO PUMPS, CO. AN AMOUNT NOT TO EXCEED $109,250.00 IN CONNECTION WITH THE EMERGENCY REPAIRS OF LIFT STATION PUMPS AT THE MEDIO CREEK WATER WRC; 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 influent lift station pumps at Medio Creek WRC failed due to electrical malfunction and needed emergency repair. Two rental pumps were necessary to keep up with the incoming wastewater flows and prevent sanitary sewer overflows and backup into customer homes; and

WHEREAS, in January 2019, the Medio Creek influent lift station began receiving daily by-pass flows of approximately four MGD, from the W-1 pipeline segment north of Lackland AFB along Leon Creek. Uninterrupted service of this lift station is necessary of for continued support of the W-1 diversion project; and

WHEREAS, two vendors responded to the requests for quotes, with Barco Pumps, Co. being the only company that was able to provide the necessary equipment within the required timeframe; and

WHEREAS, the pump rental occurred from May 2019 – December 2019 at a cost of $109,250.00; and

WHEREAS, the Vice President of Production and Treatment approved an emergency purchase order for Barco Pumps, Co. in an amount not to exceed $109,250.00; and
WHEREAS, the San Antonio Water System Board of Trustees desires (i) to ratify the actions of the Vice President of Production and Treatment in approving the emergency purchase order with Barco Pumps, Co. in an amount not to exceed $109,250.00 in connection with the emergency repairs of lift station pumps at Medio Creek WRC, (ii) to approve the expenditure of funds and make available an amount not to exceed $109,250.00.00 from the System Fund for pump rentals, and (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to pay an amount not to exceed $109,250.00 to Barco Pumps, Co. for the pump rentals; now, therefore:

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

1. That the actions of the Vice President of Production and Treatment in approving the award of an emergency purchase order to Barco Pumps, Co. in an amount not to exceed $109,250.00 in connection with the emergency repairs of the lift station pumps at Medio Creek WRC are hereby ratified.

2. That the expenditure of funds in an amount not to exceed $109,250.00 for the project work is hereby approved and made available from the System Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to pay to Barco Pumps, Co. an amount not to exceed $109,250.00 for the project 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 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 3rd day of March 2020.

Berto Guerra, Jr., Chairman

ATTEST:

Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Victor Gonzalez, Enterprise Security Architect, and Sree Pulapaka, Vice President/Chief Information Officer

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

SUBJECT: APPROVAL OF CYBERSECURITY TRAINING PROGRAM AND DELEGATION OF AUTHORITY TO PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO VERIFY AND REPORT ON COMPLIANCE AND TO REQUIRE PERIODIC AUDITING OF COMPLIANCE

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution approves the selection of a cybersecurity training program entitled “SAWS Cybersecurity Essentials” recommended by staff for annual completion by San Antonio Water System (“System”) employees and delegates to the President/Chief Executive Officer or his duly appointed designee the authority to (i) annually verify and report on completion of the program by employees of the System to the Texas Department of Information Resources (“DIR”), and (ii) require periodic auditing of compliance.

- Effective June 14, 2019, Texas Government Code §2054.5191 requires the System to select and have its employees annually complete a cybersecurity training program that is either (i) certified annually by the (“DIR”), or (ii) since the System employs a dedicated information resources cybersecurity officer, even if not certified, focuses on forming information security habits and procedures that protect information resources and teach best practices for detecting, assessing, reporting, and addressing information security threats.

- In accordance with Texas Government Code, Section 2054.519, on November 7, 2019, the DIR reviewed the SAWS Cybersecurity Essentials program and determined that it meets the required criteria and is therefore a certified cybersecurity training program for System employees. Certification of the SAWS Cybersecurity Essentials program is valid for one year only since the DIR annually certifies cybersecurity programs.

- Even if the System did not annually recertify the SAWS Cybersecurity Essentials program, it still satisfies Section 2054.5191. The System employs a dedicated information resources cybersecurity officer, and the SAWS Cybersecurity Essentials program focuses on forming information security habits and procedures that protect information resources and teach best practices for detecting, assessing, reporting, and addressing information security threats.
Staff recommends that Board approve this resolution.

FINANCIAL IMPACT:

There is no financial impact associated with this resolution.

Víctor González  
Enterprise Security Architect  
Information Systems

Sule Pulpaka  
Vice President/Chief Information Officer  
Information Systems

APPROVED:

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

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING THE SELECTION OF A CYBERSECURITY TRAINING PROGRAM ENTITLED “SAWS CYBERSECURITY ESSENTIALS” RECOMMENDED BY STAFF FOR ANNUAL COMPLETION BY SYSTEM EMPLOYEES; DELEGATING ITS AUTHORITY TO THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO (I) ANNUALLY VERIFY AND REPORT ON COMPLETION OF THE PROGRAM BY EMPLOYEES OF THE SYSTEM TO THE TEXAS DEPARTMENT OF INFORMATION RESOURCES AND (II) REQUIRE PERIODIC AUDITING OF COMPLIANCE; FINDING THE RESOLUTION TO HAVE BEEN CONSIDERED PURSUANT TO THE LAWS GOVERNING OPEN MEETINGS; PROVIDING A SEVERABILITY CLAUSE; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, effective June 4, 2019, Texas Government Code §2054.5191 requires the System to select and have its employees annually complete a cybersecurity training program that is either (i) certified annually by the (“DIR”), or (ii) as long as the System employs a dedicated information resources cybersecurity officer, even if not certified, focuses on forming information security habits and procedures that protect information resources and teach best practices for detecting, assessing, reporting, and addressing information security threats and the System employs a dedicated information resources cybersecurity officer; and

WHEREAS, Section 2054.5191 also requires the System to (i) verify and report on the completion of a cybersecurity training program by System employees to the DIR; and (ii) require periodic audits to ensure compliance with Section 2054.5191; and

WHEREAS, in accordance with Texas Government Code, Section 2054.519, the DIR has reviewed the cybersecurity training program entitled “SAWS Cybersecurity Essentials” and determined that it meets the required criteria and is therefore certified for cybersecurity training of System employees until its annual recertification is due on November 7, 2020; and

WHEREAS, the System employs a dedicated information resources cybersecurity officer to offer its employees the SAWS Cybersecurity Essential program, which (i) focuses on forming information security habits and procedures that protect information resources, and (ii) teaches best practices for detecting, assessing, reporting, and addressing information security threats; and
WHEREAS, the San Antonio Water System’s Board of Trustees desires (i) to approve the selection of the cybersecurity training program entitled SAWS Cybersecurity Essentials recommended by staff for annual completion by System employees, and (ii) to delegate its authority to the President/Chief Executive Officer or his duly appointed designee to annually verify and report on completion of the program by employees of the System to the DIR and to require periodic auditing of compliance; now, therefore:

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

1. That the selection of the cybersecurity program entitled SAWS Cybersecurity Essentials recommended by staff for annual completion by the System employees is hereby approved.

2. That the President/Chief Executive Officer or his duly appointed designee is hereby delegated the authority to annually verify and report on completion of the program by System employees to the DIR and to require periodic auditing of compliance.

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 552 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 our 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 3rd day of March, 2020.

__________________________________
Berto Guerra, Jr., Chairman

ATTEST:

_______________________________
Amy Hardberger, Secretary
TO:       San Antonio Water System Board of Trustees

FROM:    Cecilia Velasquez, Director of Financial Services/Controller, and Douglas P. Evanson, Senior Vice President/Chief Financial Officer

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

SUBJECT:  APPROVAL OF CONTRACT EXTENSION FOR INDEPENDENT AUDIT SERVICES FOR FISCAL YEAR 2020

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution approves the extension of the contract with Baker Tilly Virchow Krause, LLP (“Baker Tilly”) in an amount not to exceed $210,000.00 for independent audit and other professional services for fiscal year 2020 (the “Contract”).

- City Ordinance No. 75686 adopted April 30, 1992, by the City Council of the City of San Antonio, Texas requires that the San Antonio Water System (SAWS) be audited on an annual basis by an independent accountant.

- On September 13, 2017, Baker Tilly was awarded a three-year Contract for the required independent audit services commencing with fiscal year 2017 through fiscal year 2019, through Resolution No. 17-205. The Contract included an option to extend the term for two additional periods of one year each.

- SAWS would like to exercise the first option to extend the term of the Contract for one year to engage Baker Tilly to provide independent audit and other professional services for fiscal year 2020 for an amount not to exceed $210,000.00

- Baker Tilly will subcontract 25 percent of the services to Garza, Preis & Co., LLC, an SMWVB firm.

Staff recommends that the Board approve this resolution.

FINANCIAL IMPACT:

Audit Services: Total audit fees for fiscal year 2020 will not exceed $207,500.00. These fees are included in the 2020 Annual Operations and Maintenance Budgets (Company: 1000, Accounting Unit Number: 5015900, Accounts: 511312, Total 2020 amount of $207,500.00).

TCEQ Procedures: Total fees to perform the TCEQ procedures for fiscal year 2020 will not exceed $2,500.00. These fees are included in the 2020 Annual Operations and Maintenance
Independent audit and other professional services

Budgets (Company: 1000, Accounting Unit Number: 5015900, Accounts: 511312, Total 2020 amount of $2,500.00).

Cecilia Velasquez
Director of Financial Services
Controller

Douglas P. Evanson
Senior Vice President/Chief Financial Officer

APPROVED:

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

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING A ONE YEAR CONTRACT EXTENSION WITH BAKER TILLY VIRCHOW KRAUSE, LLP IN AN AMOUNT NOT TO EXCEED $210,000.00 FOR INDEPENDENT AUDIT AND OTHER PROFESSIONAL SERVICES FOR FISCAL YEAR 2020; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONTRACT EXTENSION WITH BAKER TILLY VIRCHOW KRAUSE, LLP, AND TO PAY BAKER TILLY VIRCHOW KRAUSE, LLP AN AMOUNT NOT TO EXCEED $210,000.00 FOR INDEPENDENT AUDIT AND OTHER PROFESSIONAL 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, Ordinance No. 75686 adopted April 30, 1992, by the City Council of the City of San Antonio, Texas requires that the San Antonio Water System (the “System”) be audited on an annual basis by an independent accountant; and

WHEREAS, on September 13, 2017, Baker Tilly Virchow Krause, LLP was awarded a three-year contract with two (2) one-year options for the required independent audit services commencing with fiscal year 2017 through fiscal year 2019, through Resolution No. 17-205 (the “Contract”); and

WHEREAS, the System would like to exercise the first one-year option to extend the term of the Contract with Baker Tilly Virchow Krause, LLP to provide independent audit services for fiscal year 2020; and

WHEREAS, the San Antonio Water System Board of Trustees desires to exercise the first option to extend the term of the Contract and authorize the expenditures from the System Fund to pay Baker Tilly Virchow Krause, LLP an amount not to exceed $210,000.00 for independent audit and other professional services for fiscal year 2020.; now therefore:

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

1. That exercising the first option to extend the term of the Contract for one-year for fiscal year 2020 is hereby approved.
2. That the expenditures for fiscal year 2020 from the System Fund in an amount not to exceed $210,000.00 are hereby authorized.

3. It is officially found, determined and declared that the meeting at which this resolution was 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 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 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 has 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 3rd day of March, 2020.


Berto Guerra, Jr., Chairman

ATTEST:

Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Carlos R. Mendoza, Director, Fleet and Facilities Management, and Steven M. Clouse, Senior Vice President/Chief Operating Officer

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

SUBJECT: AWARD OF A CONTRACT IN CONNECTION WITH THE DISTRICT COOLING SYSTEM BUSINESS CASE CONSULTING SERVICES

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution awards a contract to FVB Energy, Inc., a non-local, non-SMWVB firm, in an amount not to exceed $125,000.00 for district cooling system business case consulting services. The consulting services contract will assess the economic viability of the San Antonio Water System district cooling system. The business case analysis will provide options for the future of the district cooling system that will provide the best value to San Antonio Water System and its district cooling customers.

- The San Antonio Water System (SAWS) has owned and operated district cooling infrastructure in downtown San Antonio since 1968.

- SAWS seeks a way to maximize the value of the District Cooling System to ensure chilled water service is provided efficiently, economically and expanded to accommodate the growth and vertical development in downtown San Antonio and Port San Antonio (Port SA).

- FVB Energy, Inc. will conduct a comprehensive business case analysis that will compare multiple ownership and operation structure alternatives for operating, maintaining and expanding the district cooling assets in consideration of the economic and sustainability goals of SAWS and the City of San Antonio.

- SAWS currently operates and maintains four district cooling plants with a total chilled water capacity of 26,730 tons: Commerce Street Plant – 900 E. Commerce Street (12,380 tons), Cherry Street Plant – 725 Cherry Street (8,000 tons), Port San Antonio Building 356 – 335 Airlift Drive (3,950 tons), Port San Antonio Building 1625 – 307 Chitty Drive (2,400 tons).

- The contract amount shall be in an amount not to exceed $125,000.00.

Staff recommends Board approve this resolution.
FINANCIAL IMPACT:

The System Fund will finance this expenditure included in the 2020 budget (Company: 1000, Account: 511312, Accounting Unit: 5030100, Total Amount: $125,000.00).

SUPPLEMENTARY COMMENTS:

Six firms responded to the Request for Proposals. FVB Energy, Inc. was selected through the System’s Professional Services Selection Process as a qualified consultant. The firms that provided proposals for this project are listed below:

<table>
<thead>
<tr>
<th>Name of Firm</th>
<th>Local/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Burns &amp; McDonnell Engineering Co., Inc.</td>
<td>Non-Local/Non-SMWVB</td>
</tr>
<tr>
<td>Energy Engineering Associates, Inc., DBA EEA Consulting Engineers</td>
<td>Local/SBE</td>
</tr>
<tr>
<td>Ernst &amp; Young Infrastructure Advisors, LLC</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td><strong>FVB Energy, Inc.</strong>*</td>
<td><strong>Non-Local/Non-SMWVB</strong></td>
</tr>
<tr>
<td>Jacobs Engineering Group, Inc.</td>
<td>Local/Non-SMWVB</td>
</tr>
<tr>
<td>RDA Engineering Services, Inc.</td>
<td>Non-Local/Non-SMWVB</td>
</tr>
</tbody>
</table>

*Selected Firm

FVB Energy, Inc. proposes to use the following subconsultant for services on this contract:

<table>
<thead>
<tr>
<th>Name of Firm</th>
<th>Percent of Fee</th>
<th>Local/SMWVB</th>
</tr>
</thead>
<tbody>
<tr>
<td>Westerlund Communications</td>
<td>11.00%</td>
<td>Non-Local/Non-SMWVB</td>
</tr>
</tbody>
</table>

Additionally, the overall SMWVB analysis is shown in the following table:

<p>| | | |</p>
<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>District Cooling System Business Case Consulting Services</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>FVB Energy, Inc.</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td><strong>SMWVB Analysis – Board Award</strong></td>
<td></td>
<td></td>
</tr>
<tr>
<td>SBE</td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>MBE – African American</td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>MBE – Asian</td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>MBE – Hispanic</td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>MBE – Other</td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>WBE – Minority</td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td>WBE – Non–Minority</td>
<td>0.00%</td>
<td></td>
</tr>
<tr>
<td><strong>SMWVB Total</strong></td>
<td><strong>0.00%</strong></td>
<td></td>
</tr>
</tbody>
</table>
Award of Consulting Services Contract
District Cooling Business Case

Carlos R. Mendoza
Director, Fleet and Facilities Management

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Steven M. Clouse
Senior Vice President/Chief Operating Officer
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES AWARDING A CONSULTING SERVICES CONTRACT TO FVB ENERGY, INC. FOR AN AMOUNT NOT TO EXCEED $125,000.00 FOR DISTRICT COOLING BUSINESS CASE CONSULTING SERVICES; APPROVING THE EXPENDITURES OF FUNDS AND MAKING AVAILABLE AN AMOUNT NOT TO EXCEED $125,000.00; AUTHORIZING THE PRESIDENT/CHIEF EXECUTIVE OFFICER OR HIS DULY APPOINTED DESIGNEE TO EXECUTE A CONSULTING SERVICES CONTRACT WITH FVB ENERGY, INC., AND TO PAY FVB ENERGY AN AMOUNT NOT TO EXCEED $125,000.00 IN CONNECTION WITH DISTRICT COOLING BUSINESS CASE CONSULTING SERVICES; FINDING THAT 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 (SAWS) has owned and operated district cooling infrastructure in downtown San Antonio since 1968; and

WHEREAS, SAWS seeks a way to maximize the value of the District Cooling System to ensure chilled water service is provided efficiently, economically and expanded to accommodate the growth and vertical development in downtown San Antonio and Port San Antonio (Port SA); and

WHEREAS, FVB Energy, Inc. will conduct a comprehensive business case analysis that will compare multiple ownership and operation structure alternatives for operating, maintaining and expanding the district cooling assets in consideration of the economic and sustainability goals of SAWS and the City of San Antonio; and

WHEREAS, SAWS currently operates and maintains four-(4) district cooling plants with a total chilled water capacity of 26,730 Tons: Commerce Street Plant – 900 E. Commerce Street (12,380 Tons), Cherry Street Plant – 725 Cherry Street (8,000 Tons), Port San Antonio Building 356 – 335 Airlift Drive (3,950 Tons), Port San Antonio Building 1625 – 307 Chitty Drive (2,400 Tons); and

WHEREAS, the contract amount for this project shall not exceed $125,000.00; and

WHEREAS, the San Antonio Water System Board of Trustees desires (i) to award a consulting services contract to FVB Energy, Inc. in an amount not to exceed $125,000.00 in
connection with District Cooling Business Case Consulting Services, (ii) to approve the expenditure of funds and make available from the System Fund an amount not to exceed $125,000.00, (iii) to authorize the President/Chief Executive Officer or his duly appointed designee to execute a consulting services contract with FVB Energy, Inc., and to pay FVB Energy, Inc. an amount not to exceed $125,000.00 in connection with District Cooling Business Case Consulting Services, and (iv) to direct the System staff to return to the Board of Trustees at appropriate times to exercise any additional services; now, therefore:

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

1. That a consulting services contract in an amount not to exceed $125,000.00 is hereby awarded to FVB Energy, Inc. in connection with District Cooling Business Case Consulting Services.

2. That expenditure of funds in an amount not to exceed $125,000.00 are hereby approved and made available from the System Fund.

3. That the President/Chief Executive Officer or his duly appointed designee is hereby authorized to execute a consulting services contract with FVB Energy, Inc., and to pay FVB Energy, Inc. an amount not to exceed $125,000.00 in connection with District Cooling Business Case Consulting Services.

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 3rd day of March, 2020.

______________________________
Berto Guerra, Jr., Chairman

ATTEST:

______________________________
Amy Hardberger, Secretary
TO: San Antonio Water System Board of Trustees

FROM: Tracey B. Lehmann, P.E., Director, Development, and Andrea L.H. Beymer, P.E., Vice President, Engineering and Construction

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

SUBJECT: UTILITY SERVICE AGREEMENTS FOR WATER AND/OR WASTEWATER SERVICES FOR TRACTS REQUIRING THE SAN ANTONIO WATER SYSTEM’S FINANCIAL PARTICIPATION IN THE DEVELOPMENT OF INFRASTRUCTURE THROUGH OVERSIZING AND/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: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution approves Utility Service Agreements (USA) to provide water and/or wastewater services to specified tracts of land requiring the San Antonio Water System’s (the “System”) financial participation in the development of infrastructure through oversizing and/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 two tracts, which total 152.70 acres; 1,078 water Equivalent Dwelling Units (EDUs); and 984 wastewater EDUs.
- Board approval is required since the tracts require the System’s financial participation in the development of infrastructure through oversizing and/or impact fee credits and/or are located outside the System’s water and/or wastewater CCN.
- The Applewhite Subdivision Tract is located inside the City of San Antonio, inside the System’s water CCN and inside the wastewater CCN. The USA provides 1,068 EDUs of water and 984 EDUs of wastewater services and consists of oversized infrastructure.
- The TXDoT Waterline Extension Tract is located inside the City of San Antonio, inside the System’s water CCN and inside the wastewater CCN. The USA provides 10 EDUs of water and zero 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.
Utility Service Agreements to the Specified Tracts Requiring Oversizing
And/or Outside the System’s Water and/or Wastewater CCN

- 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>JBSA</th>
<th>Board Reason</th>
<th>W CCN</th>
<th>WW CCN</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Applewhite Subdivision</td>
<td>Academy Development</td>
<td>142</td>
<td>1,068</td>
<td>984</td>
<td>CoSA</td>
<td>OUTSIDE</td>
<td>Y</td>
<td>OVR</td>
<td>INSIDE</td>
<td>INSIDE</td>
</tr>
<tr>
<td>2</td>
<td>TXDoT Waterline Extension</td>
<td>Texas Department of Transportation</td>
<td>10.70</td>
<td>10</td>
<td>0</td>
<td>CoSA</td>
<td>OUTSIDE</td>
<td>Y</td>
<td>OVR</td>
<td>INSIDE</td>
<td>INSIDE</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td></td>
<td>152.70</td>
<td>1,078</td>
<td>984</td>
<td></td>
<td></td>
<td></td>
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<td></td>
</tr>
</tbody>
</table>

Acronyms:

EARZ = Edwards Aquifer Recharge Zone  OVR = Oversizing  CCN = Certificate of Convenience and Necessity
CZ = Edwards Aquifer Contributing Zone  WW = Wastewater  IFC = Impact Fee Credits
CoSA = City of San Antonio limits  ETJ = Extraterritorial Jurisdiction  JBSA = Joint Base San Antonio Buffer Zone

**EXTENT AND CONDITIONS OF UTILITY SERVICE AGREEMENTS:**

Upon approval by the System of this USA, the Developer Customer has 36 months to complete the required utility master plan and to start construction. If the 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 Customer is 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:
Utility Service Agreements to the Specified Tracts Requiring Oversizing And/or Outside the System’s Water and/or Wastewater CCN

<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>Applewhite Subdivision Tract</td>
<td>$5,071,932.00</td>
<td>$1,528,152.00</td>
<td>$6,600,084.00</td>
</tr>
<tr>
<td>2</td>
<td>TXDoT Waterline Extension Tract</td>
<td>$45,970.00</td>
<td>$0.00</td>
<td>$45,970.00</td>
</tr>
<tr>
<td></td>
<td><strong>Total</strong></td>
<td><strong>$5,117,902.00</strong></td>
<td><strong>$1,528,152.00</strong></td>
<td><strong>$6,646,054.00</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 and/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>Applewhite Subdivision Tract</td>
<td>$372,060.00</td>
<td>$661,440.00</td>
<td>$1,033,500.00</td>
<td>64.00%</td>
<td>36.00%</td>
</tr>
<tr>
<td></td>
<td>15-INCH SEWER</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>TXDoT Waterline Extension Tract</td>
<td>$273,000.00</td>
<td>$351,000.00</td>
<td>$624,000.00</td>
<td>56.25%</td>
<td>43.75%</td>
</tr>
<tr>
<td></td>
<td>16-INCH WATER</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td><strong>Total</strong></td>
<td><strong>$645,060.00</strong></td>
<td><strong>$1,012,440.00</strong></td>
<td><strong>$1,657,500.00</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>
Utility Service Agreements to the Specified Tracts Requiring Oversizing
And/or Outside the System’s Water and/or Wastewater CCN

The Developer is required to install all other necessary on-site facilities in accordance with the Board’s regulations at the Developer’s total cost.

Tracey B. Lehmann, P.E.
Director
Development

Andrea L.H. Beymer, P.E.
Vice President
Engineering and Construction

APPROVED:

Robert R. Puente
President/Chief Executive Officer

Attachments: Table 1, Tract Information
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>JBSA</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>Applewhite Subdivision Tract</td>
<td>Academy Development</td>
<td>Bob Devillier</td>
<td>CoSA</td>
<td>OUTSIDE</td>
<td>Y</td>
<td>790</td>
<td>142</td>
<td>1,068</td>
<td>984</td>
<td>Lower Leon Creek</td>
<td>OVR</td>
</tr>
<tr>
<td>2</td>
<td>TXDoT Waterline Extension Tract</td>
<td>Texas Department of Transporta</td>
<td>Anna P. Pulido</td>
<td>CoSA</td>
<td>OUTSIDE</td>
<td>Y</td>
<td>930</td>
<td>10.70</td>
<td>10</td>
<td>0</td>
<td>Medio Creek</td>
<td>OVR</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td></td>
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</tr>
<tr>
<td></td>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td><strong>152.70</strong></td>
<td><strong>1,078</strong></td>
<td><strong>984</strong></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Acronyms:
- EARZ = Edwards Aquifer Recharge Zone
- CZ = Edwards Aquifer Contributing Zone
- CoSA = City of San Antonio limits
- OVR = Oversizing
- WW = Wastewater
- PZ = Pressure Zone
- ETJ = Extraterritorial Jurisdiction
- JBSA = Joint Base San Antonio Buffer Zone
- IFC = Impact Fee Credits
RESOLUTION NO.

OF THE SAN ANTONIO WATER SYSTEM BOARD OF TRUSTEES APPROVING UTILITY SERVICE AGREEMENTS 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 AND/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 AGREEMENT 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 Customer, specified in the table below, has requested the San Antonio Water System (the “System”) to provide water and/or wastewater service(s), and has satisfied the requirements of the Board’s Regulations for Developer Customer Applicant; and

<table>
<thead>
<tr>
<th>No.</th>
<th>Tract Name</th>
<th>Developer</th>
<th>Acres</th>
<th>WEDUs</th>
<th>WWEDUs</th>
<th>CoSA / CoSA ETJ / Outside</th>
<th>EARZ / CZ</th>
<th>JBSA</th>
<th>Board Reason</th>
<th>W CCN</th>
<th>WW CCN</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Applewhite Subdivision</td>
<td>Academy Development</td>
<td>1.06</td>
<td>984</td>
<td></td>
<td>CoSA</td>
<td>OUTSIDE</td>
<td>Y</td>
<td>OVR</td>
<td>INSIDE</td>
<td>INSIDE</td>
</tr>
<tr>
<td>2</td>
<td>TXDoT Waterline Extension</td>
<td>Texas Department of Transportation</td>
<td>10.70</td>
<td></td>
<td>0</td>
<td>CoSA</td>
<td>OUTSIDE</td>
<td>Y</td>
<td>OVR</td>
<td>INSIDE</td>
<td>INSIDE</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td></td>
<td>11.76</td>
<td>1,078</td>
<td>984</td>
<td></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 Agreements 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 and/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 Agreement 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 Agreements 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 and/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, Titles 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 3rd day of March, 2020.

__________________________________
Berto Guerra, Jr., Chairman

ATTEST:

___________________________________
Amy Hardberger, Secretary

Attachments:
Location Map
Project Site Maps
Utility Service Agreements outside of SAWS water or wastewater CCN and/or with oversized infrastructure and/or impact fee credits

<table>
<thead>
<tr>
<th>Board Approved USA</th>
<th>Acreage</th>
<th>Water EDUs</th>
<th>Wastewater EDUs</th>
</tr>
</thead>
<tbody>
<tr>
<td>Current Items Total:</td>
<td>152.70</td>
<td>1,078</td>
<td>984</td>
</tr>
<tr>
<td>Year-to-Date Total:</td>
<td>373.90</td>
<td>430</td>
<td>151</td>
</tr>
</tbody>
</table>
Tract is located within:
- 5-Mile JBSA Buffer Zone
Attachment III:
USA-19713
Applewhite Subdivision Tract
Proposed Sewer Infrastructure Map
142 Acres

Tract is located within:
-5-Mile JBSA Buffer Zone

Applewhite Subdivision
1068 Water EDUs
964 Sewer EDUs
142 Acres
USA-19713

Legend
- Existing Sewer Main
- USA Tract
- Parcels Update
- Proposed 12-inch (Oversized to 15-inch)
- Replace Existing 8-inch

Project Location

Phase I
Allowed to connect a maximum of 310 EDUs

Phase II
Approx. 2,800 feet of 12-inch (Oversized to 15-inch) main

Replace approx. 2,500 feet of 8-inch with 15-inch main (Oversized)
Tract is Located:
-Within the 5-Mile JBSA Buffer Zone

Job No 14-1140

Approximately 3,000 LF of Oversized 16-inch Main
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: CONSENT TO THE REFINANCING OF THE SENIOR DEBT OF VISTA RIDGE LLC AND CENTRAL TEXAS REGIONAL WATER SUPPLY CORPORATION AND APPROVAL OF THE FIFTH AMENDMENT TO THE VISTA RIDGE WATER TRANSMISSION AND PURCHASE AGREEMENT

Board Action Date: March 3, 2020

SUMMARY AND RECOMMENDATION:

The attached resolution requests consent to the refinancing by Vista Ridge LLC (the Project Company) and Central Texas Regional Water Supply Corporation (the Water Supply Corporation) of the Vista Ridge project Senior Debt obligations. In connection with the granting of this consent, the resolution also requests approval for and the authorization to execute a Fifth Amendment to the Vista Ridge Regional Supply Project Water Transmission and Purchase Agreement (the WTPA) as well as related agreements in support of the WTPA. Finally, the resolution also seeks approval for authority to be delegated to the President/Chief Executive Officer of SAWS or the authorized designee to execute documents, undertake matters and carry out actions necessary to implement the directives of this resolution with such delegation authority with respect to this resolution to end no later than June 30, 2020. (Capitalized terms used in this Memorandum but not otherwise defined herein shall have the meanings set forth in the WTPA, as amended by the Fifth Amendment.)

The Project Company and the Water Supply Corporation financed the development of the Project with a combination of bank debt and equity contributions. The bank debt has a final maturity of July 30, 2021 and maintains a variable rate of interest. Due to the variabilities and risks associated with the possibility of rising interest rates, at Financial Close, the Project Company and Water Supply Corporation entered into long-term “variable-to-fixed” interest rate swaps which served to mitigate rising interest rate risk.

With the anticipation that the Project will achieve a Commercial Operation Date of April 15, 2020, the favorable state of the long-term debt markets, and the proximity of the bank debt final maturity, the Project Company has proposed to execute a refinancing of the bank debt and a termination of the interest rate swaps used in their interest rate hedging strategy.

The permanent financing being proposed by the Project Company consists of a long-term taxable private placement offering which will bear a fixed rate of interest and have a final maturity somewhat shorter than the Term of the WTPA. The senior secured notes will possess regularly
scheduled, mortgage-style amortization of principal with fairly level debt service requirements. In addition to this permanent financing, the Project Company and the Water Supply Corporation will enter into a letter of credit and working capital facility to provide letters of credit to support the debt service reserve requirement of the private placement and to provide working capital loans in connection with the operation and maintenance of the Project. As SAWS maintains consent rights with respect to Refinancing and any modification to the Senior Debt Financing Agreements, the Project Company is seeking SAWS’ approval for this Initial Refinancing.

The Fifth Amendment to the WTPA incorporates several changes to the agreement which are necessitated by this Initial Refinancing. Among the notable changes are the following:

- Section 7.7 (Initial Refinancing) contains a general description of the Initial Refinancing and will summarize the ultimate results of any Refinancing Gain calculations performed in connection with the pricing and closing of the Initial Refinancing
- Section 10.9(B)(1)(c) (Issuance of Permitted Debt for Capital Modification Required Due to an Uncontrollable Circumstance) was updated to provide greater clarity to the calculations as well as to eliminate the necessity to use the Financial Close Financial Model on a going forward basis
- Section 23.1(B)(3) (Project Assets Purchase Price) is being updated to reflect current computations of these amounts which will be populated subsequent to the pricing and closing of the Initial Refinancing

SAWS and its advisors have reviewed the documentation associated with this proposed Initial Refinancing including the various agreements between parties and a version of the financial model which will be reviewed by potential investors in the Senior Debt. The senior secured notes will have a single private rating from a nationally recognized rating service which is expected to be investment grade.

Based on this review, SAWS staff recommends approval of the attached resolution approving the consent to changes to the Senior Debt Financing Agreements, consent to Initial Refinancing, approval of the Fifth Amendment, approval of related agreements and delegation of authority.

FINANCIAL IMPACT:

The Capital and Raw Groundwater Unit Price (Water Price) to be paid by SAWS under the WTPA has been capped at $1,606 per acre foot of water made available. Nothing in this resolution will cause the Water Price to increase. As a result of the Initial Refinancing process, there is a possibility for a Refinancing Gain. SAWS’ share of any Refinancing Gain per the WTPA is 25% with any such gain to be received by SAWS as a reduction in the Water Price over the remaining Term of the WTPA.
Fifth Amendment to Water Transmission and Purchase Agreement
Vista Ridge Regional Water Supply Project

Douglas P. Evanson
Senior Vice President/Chief Financial Officer

APPROVED:

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

OF THE SAN ANTONIO WATER SYSTEM (“SAWS”) BOARD OF TRUSTEES CONSENTING TO THE REFINANCING BY VISTA RIDGE LLC AND CENTRAL TEXAS REGIONAL WATER SUPPLY CORPORATION OF THE VISTA RIDGE PROJECT SENIOR DEBT; APPROVING AND AUTHORIZING THE EXECUTION OF A FIFTH AMENDMENT TO THE VISTA RIDGE REGIONAL WATER SUPPLY PROJECT WATER TRANSMISSION AND PURCHASE AGREEMENT; APPROVING AND AUTHORIZING EXECUTION OF RELATED AGREEMENTS BETWEEN SAWS AND AGENTS ACTING ON BEHALF OF THE SENIOR DEBT HOLDERS; DELEGATING THE AUTHORITY TO THE PRESIDENT/CHIEF EXECUTIVE OFFICER OF SAWS OR THE AUTHORIZED DESIGNEE TO EXECUTE DOCUMENTS AND UNDERTAKE ALL MATTERS AND CARRY OUT ALL ACTIONS NECESSARY TO IMPLEMENT THE DIRECTIVES AND AUTHORIZATIONS OF THIS RESOLUTION; AND ESTABLISHING AN EFFECTIVE DATE

WHEREAS, the City Council (the “City Council”) of the City of San Antonio, Texas (the “City”) previously established a component unit of the City known as the San Antonio Water System for the purpose of operating and maintaining the City’s water and wastewater utility system, which component unit is under the management and control of the Board of Trustees (the “Board”) established and created pursuant to the provisions of Ordinance No. 75686 adopted by the City Council on April 30, 1992; and

WHEREAS, the City, acting by and through the Board, and Vista Ridge LLC (the “Project Company”) are parties to that certain Water Transmission and Purchase Agreement, dated as of November 4, 2014, as amended on June 10, 2016, November 2, 2016, April 5, 2017 and January 17, 2020 respectively (such agreement, as amended, the “WTPA”), to facilitate development of a pipeline that will connect to SAWS’ distribution system in northern Bexar County for the delivery of water (Project Water, and such project being referred to herein as the Project); and

WHEREAS, the initial execution of the WTPA, as well as the amendments thereto, have been approved by requisite action of the City Council (Ordinance No. 2014-10-30-0818 adopted on October 30, 2014 (the “Ordinance”) and the Board (by Resolution No. 14-269 adopted on September 29, 2014, Resolution No. 14-274 adopted on October 15, 2014, Resolution No. 16-138 adopted on May 18, 2016, Resolution No. 16-277 adopted on November 1, 2016, Resolution No. 17-095 adopted on April 4, 2017 and Resolution No. 20-018 adopted on January 14, 2020), which respective actions of the City Council and the Board are hereafter referred to as the Prior Authorization and incorporated by reference herein; and
WHEREAS, capitalized terms used in this Resolution without definition shall have the meaning ascribed to them in the WTPA; and

WHEREAS, at Financial Close, the Project Company and Central Texas Regional Water Supply Corporation (Water Supply Corporation) put in place initial Senior Debt Financing Agreements consisting of bank “mini-perm” (i.e., short term or interim) financing (together with equity contributions sufficient to fund capital obligations for the Project), with a long term financing strategy, memorialized in Appendix 16 of the WTPA, to refinance the initial Senior Debt with, among other things, long term fixed rate financing from the taxable private placement market; and

WHEREAS, the Project Company and the Water Supply Corporation now desire to refinance the Senior Debt (the Initial Refinancing) in accordance with the plan set forth in Appendix 23 (the Plan of Initial Refinancing) of the Fifth Amendment to the WTPA, which amendment to the WTPA is attached to this Resolution as Attachment I (the Fifth Amendment); and

WHEREAS, the WTPA provides that SAWS’ consent is required for certain changes to the Senior Debt Financing Agreement and for any refinancing of Senior Debt (including the Initial Refinancing); and

WHEREAS, at Financial Close, SAWS executed (1) a Creditors’ Remedies Agreement which agreement contains customary assurances between SAWS and the owners of the initial Senior Debt, (2) a Standby Deed of Trust to secure conveyance by the Water Supply Corporation of the Project Real Property upon SAWS’ purchase of the Project or upon the end of the term of the WTPA, and (3) a Lien Priority Agreement to establish the relationship between the Standby Deed of Trust and the deed of trust granted to the Senior Debt Creditors providing the initial Senior Debt (together, the Security Documents); and

WHEREAS, in connection with the Initial Refinancing, the result of which is Senior Debt under the WTPA that replaces the initial Senior Debt, the Security Documents require revision or updating to reflect the terms of the Senior Debt that constitutes the Initial Refinancing, execution and, as applicable, filing (each of the Security Documents, as revised to reflect the indebtedness and the other terms and provisions of the Initial Refinancing (but otherwise, in substantially the same form as were executed at Financial Close, individually and respectively, the Initial Refinancing Creditors’ Remedies Agreement, the Initial Refinancing Standby Deed of Trust, and the Initial Refinancing Lien Priority Agreement and, collectively, the Initial Refinancing Security Documents); and

WHEREAS, the Project Company and SAWS have agreed on the methodology for calculating the Refinancing Gain and the Target Equity Return Amount utilizing the financial model developed for the Initial Refinancing as reflected in the Contract Administrative Memorandum in substantially the form attached hereto as Attachment II (the Initial Refinancing CAM); and

WHEREAS, as a result of the Initial Refinancing, SAWS and Project Company
desire to make necessary and conforming changes to certain provisions of the WTPA regarding the Initial Refinancing, as reflected in the Fifth Amendment; and

WHEREAS, no amendments or modifications effectuated pursuant to the Fifth Amendment constitute a Reserved Amendment (as such term is defined in Resolution No. 16-138 of the Board, previously incorporated by reference herein); and

WHEREAS, the Board hereby finds and determines that the adoption of this Resolution is in the best interests of the residents of the City and SAWS’ customers; now, therefore:

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

SECTION 1. Consent to Changes to the Senior Debt Financing Agreements; Consent to Initial Refinancing. Pursuant to, in accordance with and under the authority provided in the WTPA and the Ordinance, (A) changes to the Senior Debt Financing Agreements and (B) the Initial Refinancing, all as generally described in and consistent with the Plan of Initial Refinancing and the Initial Refinancing CAM, are hereby approved by the Board. By consenting to the Initial Refinancing as provided for and under the conditions of this Resolution, the Board does hereby confirm its election to not purchase any Senior Debt issued in connection with the Initial Refinancing.

SECTION 2. Approval of the Fifth Amendment. Pursuant to, in accordance with and under the authority provided in the WTPA and the Ordinance, the Fifth Amendment (in substantially the form attached hereto as Attachment I) is hereby approved by the Board. As a result and in reflection of such approval, references to the WTPA in the remainder of this Resolution shall mean the WTPA, as amended by the Fifth Amendment.

SECTION 3. Approval of Related Agreements. To implement the changes to the Senior Debt Financing Agreements and to allow effectuation of the Initial Refinancing, execution and delivery of certain additional agreements, documents and certifications (including, but not limited to, the Initial Refinancing Security Documents and the Initial Refinancing CAM, all of which are collectively referred to herein as the Related Agreements) will be required by SAWS. The Board hereby approves the execution and delivery of such Related Agreements.

SECTION 4. Delegation of Authority. The Board hereby delegates to the President/Chief Executive Officer of SAWS or the authorized designee thereof (any of the foregoing, an Authorized Official), the authority to undertake all matters and carry out all actions on SAWS’ behalf related to the effectuation of the Initial Refinancing, including execution of the Fifth Amendment and each of the Related Agreements. Each Authorized Official is hereby authorized, appointed and designated to act on behalf of the San Antonio Water System Board of Trustees to approve the final terms and provisions of any documents related to the Initial Refinancing consistent with the Plan of Initial Refinancing and the Initial Refinancing CAM, including, but not limited to, determination of any Refinancing Gain and completion of any terms or provisions of the Fifth Amendment or any Initial Refinancing Security Documents that are not discernible or
ascertainable until pricing, sale, or closing of the Senior Debt that constitutes the Initial Refinancing (provided that such delegation shall extend to the extent, but only to the extent, that such final terms and provisions conditioned upon pricing, sale, or closing of the Senior Debt that constitutes the Initial Refinancing do not contravene, violate, or otherwise contradict the terms of the Initial Refinancing CAM, as determined by such executing Authorized Official (which determination is evidenced by such Authorized Official’s execution of the Fifth Amendment and applicable Related Agreements).

SECTION 5. Time is of the Essence. The authorization herein granted to an Authorized Official shall expire if not exercised by 11:59 p.m., central time, on June 30, 2020; provided, however, (and only if pricing and sale of the Senior Debt that constitutes the Initial Refinancing, as evidenced by the execution of the Note Purchase Agreement by all requisite parties thereto as memorialization of the sale of such Senior Debt, occurs by such previously-identified time), an Authorized Official’s authority to execute Related Agreements that will have an effective date after the date of sale of the Senior Debt that comprises the Initial Refinancing or to complete information in the Fifth Amendment or any Security Document that is not discernible or ascertainable until after pricing, sale, or closing of the subject Senior Debt shall extend for the duration of the WTPA, so long as the WTPA remains valid, binding and in effect.

SECTION 6. Essentiality of Water Resources. The Board hereby affirms its position that the Project Water to be made available pursuant to the WTPA is necessary and essential to the present and future operation and planning of SAWS in order to produce water resources to meet the current and projected needs of SAWS’ customers.

SECTION 7. Inconsistent Provisions. All resolutions and ordinances, or parts thereof, which are in conflict or inconsistent with any provision of this Resolution are hereby repealed to the extent of such conflict, and the provisions of this Resolution shall be and remain controlling as to the matters resolved herein.

SECTION 8. Governing Law. This Resolution shall be construed and enforced in accordance with the laws of the State of Texas and The United States of America.

SECTION 9. Severability. If any provision of this Resolution or the application thereof to any person or circumstance shall be held to be invalid, the remainder of this Resolution and the application of such provision to other persons or circumstances shall nevertheless be valid, and the Board hereby declared that this Resolution would have been enacted without such invalid provision.

SECTION 10. Incorporation of Preamble Recitals. The recitals contained in the preamble hereof are hereby found to be true, and such recitals and other statements therein are hereby made a part of this Resolution for all purposes and are adopted as a part of the judgment and findings of the Board.

SECTION 11. Public Meeting. 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 the Chapter 551, as amended, Texas Government Code.

**SECTION 12. Effective Date.** This Resolution shall be in force and effect from and after its final passage, and it is so resolved.

PASSED AND APPROVED this 3rd day of March, 2020.

_____________________________
Berto Guerra, Jr., Chairman

ATTEST:

______________________________
Amy Hardberger, Secretary

Attachments:
Attachment I: Fifth Amendment to WTPA
Attachment II: Initial Refinancing CAM
Placeholder for

Attachment I – Fifth Amendment to WTPA

Attachment II – Initial Refinancing CAM