RESOLUTION NO. 13-01-02

A RESOLUTION OF THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA APPROVING CHANGE ORDER NO. 1 TO THE DESIGN BUILD AND OPERATE (DBO) AGREEMENT BETWEEN REYNOLDS WATER ISLAMORADA, LLC AND ISLAMORADA, VILLAGE OF ISLANDS TO PROVIDE A PAVEMENT SURVEY AND EVALUATION PROGRAM FOR NORTH PLANTATION KEY AND MIDDLE PLANTATION KEY; AUTHORIZING VILLAGE OFFICIALS TO IMPLEMENT THE TERMS AND CONDITIONS OF THE CHANGE ORDER; AUTHORIZING THE VILLAGE MANAGER TO EXPEND BUDGETED FUNDS; AUTHORIZING THE VILLAGE MANAGER TO EXECUTE THE CHANGE ORDER; AND PROVIDING FOR AN EFFECTIVE DATE

WHEREAS, on August 21, 2012, the Village entered into a Design Build and Operate (DBO) Agreement with Reynolds Water Islamorada, LLC (“Reynolds”) to provide design, construction and operation of a Village-wide wastewater system (“DBO Agreement”); and;

WHEREAS, the DBO Agreement provides that the Village may require Reynolds to provide a pavement survey and evaluation of the Village’s roads and streets in connection with a complete asphalt overlay of roads to be approved by Change Order; and

WHEREAS, the parties wish to approve Change Order No. 1 to the DBO Agreement authorizing Reynolds to perform a pavement survey and evaluation of all roads and streets within North Plantation Key and Middle Plantation Key; and

WHEREAS, the Village Council finds that approval of Change Order No. 1 to the DBO Agreement between Reynolds and the Village, attached hereto as Exhibit “1”, is in the best interest of the Village.

NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA, AS FOLLOWS:

Section 1. Recitals. The above recitals are true and correct and incorporated
into this Resolution by this reference.

Section 2. Approval of Change Order. Change Order No. 1 between Reynolds and the Village, a copy of which is attached hereto as Exhibit “1”, together with such non-material changes as may be acceptable to the Village Manager and approved as to form and legality by the Village Attorney, is approved.

Section 3. Authorization of Village Officials. The Village Manager and/or his designee and the Village Attorney are authorized to take all actions necessary to implement the terms and conditions of Change Order No. 1.

Section 4. Authorization of Fund Expenditure. Notwithstanding the limitations imposed upon the Village Manager pursuant to the Village’s Purchasing Procedures Ordinance, the Village Manager is authorized to expend budgeted funds to implement the terms and conditions of Change Order No. 1.

Section 5. Execution of Change Order. The Village Manager is authorized to execute Change Order No 1 on behalf of the Village, to execute any required agreements and/or documents to implement the terms and conditions of Change Order No. 1 and to authorize any further acts necessary to implement the terms thereof, subject to the approval as to form and legality by the Village Attorney.

Section 6. Effective Date. This Resolution shall take effect immediately upon adoption.
PASSED AND ADOPTED this 24th day of January, 2013.

Motion to adopt by Councilwoman Deb Gillis, second by Vice Mayor Blackburn.

FINAL VOTE AT ADOPTION
Mayor Ken Philipson  NO
Vice Mayor Ted Blackburn  YES
Councilman Mike Forster  NO
Councilwoman Deb Gillis  YES
Councilman Dave Purdo  YES

KEN PHILIPSON, MAYOR

ATTEST:
ARIANA S. LAWSON, VILLAGE CLERK

APPROVED AS TO FORM AND LEGALITY FOR THE USE AND BENEFIT OF ISLAMORADA, VILLAGE OF ISLANDS:

VILLAGE ATTORNEY
CHANGE ORDER NO. 1

VILLAGE/OWNER: Islamorada, Village of Islands

COMPANY: Reynolds Water Islamorada, LLC

PROJECT: Design, Build, Operate (DBO) Agreement for Wastewater Collection and Transmission

DATE: January 24, 2013

This Change Order will authorize the following change to the Design/Build Work and DBO Agreement:

The Design/Build/ Work as set forth in the DBO Agreement is hereby amended as set forth in Exhibit “A” and Exhibit “B” attached hereto and by this reference made a part hereof for all purposes.

This Change Order constitutes full, final, and complete compensation to the Company for all costs, expenses, overhead, and profit, and any damages of every kind that the Company may incur in connection with the above referenced changes in the Design/Build Work, and any other effect on any of the Design/Build Work under the DBO Agreement. The Company acknowledges and agrees that (a) the Design/Build Price under the DBO Agreement will be changed by this Change Order, and (b) the Project Schedule and Contract Time for performance of the Design/Build Work will be unchanged by this Change Order. The Company expressly waives any additional compensation, damages or time extensions in connection with the scope of work set forth in this Change Order. Except as herein or heretofore expressly modified, all terms of the DBO Agreement shall remain in full force and effect and shall cover the performance of, and payment for, any changes in the Design/Build Work authorized hereunder. Any defined terms not defined in this Change Order shall have the meanings set forth in the DBO Agreement.

By signing below the parties indicate acceptance of this Change Order as set forth herein.

[Signatures Follow on the Next Page]
Change Order No. 1
Page 2 of 2

VILLAGE/OWNER:

ISLAMORADA, VILLAGE OF ISLANDS
a Florida municipal corporation

By: Edward Kononis
Name: Edward Kononis
Title: Village Manager

Date Executed: 2-7-13

ATTEST:

Village Clerk

Approved as to form and legal sufficiency for the use and benefit of Islamorada, Village of Islands:

Village Attorney

COMPANY:

REYNOLDS WATER ISLAMORADA, LLC
a Delaware Limited Liability Company

By: ________________________________
Name: ______________________________
Title: ______________________________

Date Executed: _____________________
VILLAGE/OWNER:

ISLAMORADA, VILLAGE OF ISLANDS
a Florida municipal corporation

By: __________________________
Name: _________________________
Title: ___________________________

Date Executed: _________________

ATTEST:

__________________________________________
Village Clerk

Approved as to form and legal sufficiency for the use and benefit of Islamorada, Village of Islands:

__________________________________________
Village Attorney

COMPANY:

REYNOLDS WATER ISLAMORADA, LLC
a Delaware Limited Liability Company

By: _____________________________
Name: ___________________________
Title: ____________________________

Date Executed: 2/4/2013
CHANGE ORDER NO. 1
EXHIBIT “A”

January 24, 2013

Title of Change Order: Pavement Survey and Evaluation Program (NPK and MPK)

Original Design/Build Price: $90,900,000.00

This Change Order Value:
(Increase or Decrease in Design/Build Price)

$94,000.00

Value of Previous Change Orders:

$0.00

Current Design/Build Price (including this CO):

$90,994,000.00

Original Project Completion Dates:

Substantial: June 1, 2015 Final: December 1, 2015

Changes in Contract Time from this Change Order:

Substantial: 0 Days Final: 0 Days

Previous Changes in Contract Time:

Substantial: 0 Days Final: 0 Days

Current Project Completion Dates (including this CO):

Substantial: June 1, 2015 Final: December 1, 2015

DESCRIPTION OF CHANGE(S) IN DESIGN/BUILD WORK AND/OR CONTRACT TIME:
The Company shall complete a Pavement Survey and Evaluation for all the existing publicly owned and private paved roads and streets in North Plantation Key and Middle Plantation Key. The Pavement Survey and Evaluation shall evaluate the existing road characteristics and determine the best available methods to repave the public and private roads after the installation of the sewer system. At the completion of the survey and evaluation, a report will be provided that describes the findings, 90% design drawings of the proposed overlay methods with details, and a design-build price for North Plantation Key and Middle Plantation Key with estimates to complete all Village-wide publically owned and private paved roads and streets. The scope of work under this change order will be completed in the following five tasks:

Task D1 – Project Administration and Management
Task D2 – Road Survey
Task D3 – Repaving Recommendations
Task D4 – Final Report/Plans
Task D5 – Final Pricing and Schedule

Exhibit “B” attached dated January 24, 2013 provides the detailed scope of work to be completed and is hereby made part of this Change Order by reference.
The cost of this work is a lump sum of $94,000.00 and payments will be progressed according to the following payment schedule:

50% Payment – Draft 50% submittal made at 30 days from Notice-to-Proceed
30% Payment – Draft 100% complete submittal of the final draft
20% Payment – Final Draft addresses comments from ORT and Village and is accepted

REASON FOR CHANGE(S) IN DESIGN/BUILD WORK AND/OR CONTRACT TIME:
Article 9.3.5 of the DBO Agreement between the Village and the Company contains the following provision:

"9.3.5 Provisionary Allowance for Complete Asphalt Overlay of Village Roads and Streets. The Village may allocate an amount over and above the Design Build Price in a fixed sum for the Village’s Provisionary Allowance for Complete Asphalt Overlay of Village Roads and Streets in an amount designated in Appendix 6. This sum shall be for the Village’s use to pay the Company for the costs to complete the pavement survey, evaluation, and asphalt overlay as described herein under Section 6.1.21. Should the Village and the Company negotiate an acceptable scope and fee to complete this complete asphalt overlay of Village roads and streets, the Company shall receive a Change Order in accordance with Article X."

Appendix 6 of the DBO Agreement includes a provisionary allowance of up to $8,500,000.00 to complete the Pavement Survey and Evaluation and the overlay of the Village’s publically and privately owned roads and streets. This Change Order is required to initiate the work to complete the Pavement Survey and Evaluation Program described in Article 9.3.5 of the DBO Agreement.
CHANGE ORDER NO. 1
EXHIBIT “B”

PROPOSAL FOR ENGINEERING AND PRECONSTRUCTION SERVICES

PAVEMENT SURVEY AND EVALUATION PROGRAM

NORTH PLANTATION KEY and MIDDLE PLANTATION KEY

ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA

JANUARY 24, 2013

Introduction

Reynolds Water Islamorada, LLC (Company) on behalf of the Village of Islamorada is installing a centralized sewer system in Plantation Key, Windley Key, Upper Matecumbe Key, and Lower Matecumbe Key.

The DBO Agreement between the parties contains a provision as described below;

"9.3.5 Provisionary Allowance for Complete Asphalt Overlay of Village Roads and Streets. The Village may allocate an amount over and above the Design Build Price in a fixed sum for the Village’s Provisionary Allowance for Complete Asphalt Overlay of Village Roads and Streets in an amount designated in Appendix 6. This sum shall be for the Village’s use to pay the Company for the costs to complete the pavement survey, evaluation, and asphalt overlay as described herein under Section 6.1.21. “Should the Village and the Company negotiate an acceptable scope and fee to complete this complete asphalt overlay of Village roads and streets, the Company shall receive a Change Order in accordance with Article X.”

The Village has included a provisionary allowance in the DBO Agreement of up to $8,500,000.00 for this work. This proposal is the first step in the Pavement Survey and Evaluation Program.

The Pavement Survey and Evaluation for all the existing publicly owned and private paved roads and streets is to be completed for the Village in order to evaluate the existing road characteristics and determine the best available methods to repave the public and private roads after the installation of the sewer system. In order to establish design guidelines and unit pricing to be carried through to the entire Village-wide paving program, this portion of the survey will cover two areas; 1) all of North Plantation Key (excluding the Old Highway), and 2) the Middle Plantation Key area currently part of the Build Operate Project (excluding the Old Highway). As this survey and evaluation is completed and paving work commences in these areas, a separate survey and evaluation will be addressed with the Company for the remainder of the Village’s roadways if desired. The goal of this survey is to determine the following:

1. The physical characteristics of the road including the length, width, and general condition of the road. This will include a description of the current state of each road in regards to whether the road consists of speed bumps, cracks, potholes, ponding or any other areas of interest or deformities. It will also consist of details of the road striping.
2. The number of valve boxes, manholes, and catch basins along the road which must be adjusted.
3. A survey of the driveways to include the number, type, width and height relative to the existing edge of pavement.

At the completion of the survey, a repaving method for each road will be specified. This will consist of determining how the road will be repaved after the installation of the sewer system. The type of repaving may consist of, but is not limited to, overlay of the existing road, milling and overlay, and repairing of potholes. Any roads that have problems that cannot be addressed by the above methods will be listed in the report as recommended for further evaluation by the Village. Problems which may require further investigation would include pavement structural failures which would require base repair or drainage problems which could require additional design, permitting and construction.

PROJECT DESIGN AND PRECONSTRUCTION SERVICES

The road condition survey will include the following tasks:

Task D1 - Project Administration and Management

This task focuses on the administration of the project including project setup, client interface, contracting with sub-consultants, project scheduling, and project invoicing.

Task D2 - Road Survey

This task focuses on gathering information about the existing road conditions using Google Earth, road maps, aerial photography, Village drawings, the Monroe County Property Appraiser’s Office and site visits. Specific road details to be determined in the survey include:

1. A review of the existing information from reports, maps, aerials, surveys and The Monroe County Property Appraiser’s Office to determine existing road characteristics and conditions.
2. Road Names
3. Length of Roads
4. Average Width of Roads
5. Number of manholes, catch basins, and valve boxes to be adjusted
6. Type and length of striping
7. Driveway type, width, and relative elevation compared to the street, by street
8. General Road Conditions
   a. Good, Fair, Poor, Failing*
   b. Cracked and alligator pavement
   c. Potholes, roots, settlement making the surface uneven
   d. Curb and/or gutter on one side
   f. Curb and/or gutter on two sides
   g. Speed bumps
h. Uneven and/or undulating surface
   Failing roadways will be listed so the Village can determine if additional study and design are required.

9. Sections of road where it is recommended that the road should be removed and re-built will be noted. This will require separate design and construction services if the Village decides to perform the reconstruction.

10. Type and length of striping

Information gathered from the above sources will be put into a spreadsheet. The existing road conditions will be documented with photographs.

Task D3 - Repaving Recommendations

This task will focus on developing repaving methods based upon the data collected about each road during the site visits. 11" x 17" drawing sheets drawn at a scale of 1" = 100' will be prepared to detail the repaving recommendations. Depending on the existing road condition, one of the following methods will be recommended.

1. Overlay the existing roads which are in good condition. Report will provide asphalt depth, mix design and overlay method recommendations.

2. Mill and overlay (due to pavement being in poor condition). Recommendations will include proposed depth of milling and asphalt overlay depth.

3. Repair potholes and overlay. Recommended repaving details and procedures for potholes and overlay.

4. Develop notes and typical details for replacement of pavement markings including bike lane pylons, speed bumps, stop bars, center stripes, edge stripes, etc.

5. Areas where there are obvious drainage problems such as observed ponding after rainstorms or staining of the pavement will be noted. This is not an in-depth survey of drainage problems, but an observation of obvious areas of poor drainage or ponding. This evaluation will attempt to determine where obvious drainage problems may remain following the repaving. If the Village desires, an additional proposal for specific drainage evaluations and construction cost estimates can be provided following completion of this repaving evaluation.

Drainage improvements to handle runoff from the unpaved roads are not included in the scope of services provided herein.

It is possible that other, more viable repaving methods are available yet unknown at this point. For all roads that will be repaved, it will be necessary to replace any road striping that currently exists.

Task D4 - Final Report/Plans
This task consists of preparing a report which describes the methodology used in the road evaluation, providing a summary of the work to be completed and will contain the detailed spreadsheets with all of the information gathered for each road and construction plan sheets showing the planned re-pavement overlay within the Village. The construction plan sheets will be completed to 90% completion level and will include at least the following information:

- Surface preparation, asphalt depths, and mix design
- Milling locations as applicable
- Pothole repair details
- Construction details showing how the new pavement will be constructed to best match existing elevations of all residential and commercial driveways

The report will describe the findings in Tasks D2 and D3 above as well as provide unit prices for the work expected in the North Plantation Key and Middle Plantation Key areas. Expected quantities for each unit price item anticipated for the North Plantation Key and Middle Plantation Key roads and streets will be summarized with costs extended and summarized to a final, expected total design-build cost for this area. The unit prices developed under this evaluation and survey will be the design-build unit prices utilized for roadway overlay work assigned under any future change order.

**Task D5 - Final Pricing and Schedule**

This task will include final design-build pricing and schedule determinations upon which the Company is willing to complete the pavement overlay within North Plantation Key and Middle Plantation Key. The pricing will be in a “unit price” form, extending into a not-to-exceed total design-build cost. The Company will utilize the road data table produced in earlier tasks to tabulate pricing for each phase of repaving work that corresponds with sewer installation phasing (by Key and neighborhood).

**METHOD OF PAYMENT**

As consideration for providing the services enumerated herein, the Village shall pay the Company the lump sum fee of $94,000.00 (Ninety Four thousand dollars). Payments shall be according to the following:

- 50% - Draft 50% submittal made at 30 days from NTP
- 30% - Draft 100% complete submittal of the final draft
- 20% - Final Draft addresses comments from ORT and Village and is accepted

**TIME OF COMPLETION**

The condition survey and report will be completed within 60 days of acceptance of this proposal, approved Change Order, and the receipt of a notice to proceed.

**DATA OR ASSISTANCE TO BE PROVIDED BY VILLAGE**

The following documents need to be provided by the VILLAGE to the Company for assistance in design completion of this project, if available:

a. Necessary documents or drawings and maps of existing roadways, streets, other facilities.
b. Coordination with the Village shall determine if any work is to be completed on the reconstruction of unpaved roads. This work would be considered as additional services in an additional detailed storm water evaluation.

GENERAL COMMENTS/CLARIFICATIONS

1. The Company will attempt to identify those areas that will potentially pond or hold water (existing conditions or potential future condition). The Company does not assume responsibility for the design of storm water systems for any roads. Any improvements to roads in regards to storm water retention would require a separate Change Order to the DBO Agreement. The Company will however, attempt to consider obvious storm water impacts that may be caused by an overlay, and describe the impacts expected. The Company will identify obvious areas of ponding but cannot be responsible for finding all locations of ponding without detailed survey information. The Company may propose storm water management solutions that can be implemented during the course of the work.

2. Overlaying, raising, or modifying any residential or commercial driveways to match the level of the new pavement is not within the scope of this project. The Company will, however, recommend paving alternatives that would best provide driveways with a relatively smooth transition between the existing driveway and the new roadway surface. The Company will provide cost items to provide for matching grades at existing driveways where possible.

3. The Company is not responsible for the condition of the existing sub-grade or base under the pavement and no modification of the sub-grade or base is planned. This is a street overlay project and not a road reconstruction project. However, the Company will provide unit prices for subgrade removal and replacement (directed subgrade undercut) for poor areas that are identified in the field.

4. The Company is not responsible for low areas (existing or created), changes in flow, flow direction, ponding, standing water, or other impacts created by the repaving or pavement, re-pavement, or pavement overlay work. The Company will attempt to identify those areas that may significantly hold water and recommend further engineering evaluations in a separate storm water drainage proposal following this repaving evaluation.

5. The Company will coordinate its efforts before and during construction with all necessary agencies and the Owner’s representative.

6. Mix design, pavement preparation, and quality control/testing will be consistent with the DBO Agreement requirements.

7. The Maintenance of Traffic will be consistent with DBO Agreement requirements.

8. The Company will include the cost for providing compacted shoulder material in needed areas.

9. Overlay of the roads does not preclude the requirement for necessary saw-cutting of the existing pavement for trenching.
10. The Company will use best efforts to protect the existing pavement surfaces to the best of their ability by limiting haul routes and reasonable protection of the pavement surfaces from equipment damage.

11. This proposal includes all public and private paved roads (excluding the Old Highway).