RESOLUTION NO. 14-10-79

A RESOLUTION OF THE VILLAGE COUNCIL OF ISLAMORADA, VILLAGE OF ISLANDS, FLORIDA APPROVING CHANGE ORDER NO. 9 TO THE DESIGN BUILD AND OPERATE (DBO) AGREEMENT BETWEEN ISLAMORADA VILLAGE OF ISLANDS AND REYNOLDS WATER ISLAMORADA, LLC, PROVIDING FOR REVISIONS TO THE DESIGN/BUILD WORK; AUTHORIZING VILLAGE OFFICIALS TO IMPLEMENT THE TERMS AND CONDITIONS OF CHANGE ORDER NO. 9; AUTHORIZING THE VILLAGE MANAGER TO EXPEND BUDGETED FUNDS; AUTHORIZING THE VILLAGE MANAGER TO EXECUTE CHANGE ORDER NO. 9; 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, Article X “Changes in the Design/Build Work” of the DBO Agreement provides for changes, modifications, and additions to the Design/Build Work; and

WHEREAS, the Village Owners Representative Team, Village Staff, and Reynolds have identified changes, modifications, and additions to the Design/Build Work that will reduce the overall project cost and/or improve wastewater system performance; and

WHEREAS, Change Order No. 9 provides for inclusion of those identified changes, modifications, and additions into the Design/Build Work; and

WHEREAS, the Village Council finds that approval of Change Order No. 9 to the DBO Agreement between the Village and Reynolds, 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. The Village Council of Islamorada, Village of Islands, hereby approves Change Order No. 9 between the Village and Reynolds, 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.

Section 3. Authorization of Village Officials. The Village Manager and/or his designee and the Village Attorney are hereby authorized to take all actions necessary to implement the terms and conditions of Change Order No. 9.

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. 9.

Section 5. Execution of Change Order. The Village Manager is authorized to execute Change Order No. 9 on behalf of the Village, to execute any required agreements and/or documents to implement the terms and conditions of Change Order No. 9 and to authorize any further acts necessary to implement the terms thereof, subject to 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 23rd day of October, 2014.

Motion to adopt by Vice Mayor Deb Gillis, second by Councilman Mike Forster.
FINAL VOTE AT ADOPTION:

Mayor Ted Blackburn  YES
Vice Mayor Deb Gillis  YES
Councilman Mike Forster  YES
Councilman Ken Philipson  YES
Councilman Dave Purdo  YES

TED BLACKBURN, MAYOR

ATTEST:

KELLY TOTH, VILLAGE CLERK

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

ROGET V. BRYAN, VILLAGE ATTORNEY
CHANGE ORDER NO. 9

VILLAGE/OWNER: Islamorada, Village of Islands

COMPANY: Reynolds Water Islamorada, LLC

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

DATE: October 23, 2014

This Change Order will authorize the following changes 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" 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 that the Company may incur in connection with the above referenced changes to 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, (b) the Project Schedule and Contract Time for performance of the Design/Build Work for design and construction of the Wastewater Facilities will be unchanged by 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]
VILLAGE/OWNER:

ISLAMORADA, VILLAGE OF ISLANDS
a Florida municipal corporation

By: 
Name: Maria A. Aguilera
Title: Village Manager
Date Executed: 10/24/14

ATTEST:

By: 
Name: Kelly A. Smith
Title: 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: Lee Archer
Title: President
Date Executed: 11/05/2014
# EXHIBIT “A”

## CHANGE ORDER NO. 9

<table>
<thead>
<tr>
<th>Date of Change Order:</th>
<th>October 23, 2014</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Title of Change Order:</th>
<th>Miscellaneous Scope of Work Revisions</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Original Design/Build Price:</th>
<th>$90,900,000.00</th>
</tr>
</thead>
</table>

| This Change Order Value:  | $1,525,760.00 Increase in Design/Build Price |
| (Increase or Decrease in Design/Build Price) | |

<table>
<thead>
<tr>
<th>Value of Previous Change Orders:</th>
<th>$9,450,335.41 (With Phase 1 and Phase 2 of Paving Work)</th>
</tr>
</thead>
</table>

Up to a maximum lump sum amount of $10,343,263.41 should Village authorize all private roads within Phase 3 of Paving Work.

<table>
<thead>
<tr>
<th>Current Design/Build Price (including this CO):</th>
<th>$101,876,095.41 (with Phase 1 and Phase 2 Paving Work)</th>
</tr>
</thead>
</table>

Up to a maximum lump sum amount of $102,769,023.41 should Village authorize all private roads within Phase 3 of Paving Work.

<table>
<thead>
<tr>
<th>Original Project Completion Dates:</th>
<th>Substantial: June 1, 2015 Final: December 1, 2015</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Changes in Contract Time from this Change Order:</th>
<th>Substantial: 0 Days Final: 0 Days</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Previous Changes in Contract Time:</th>
<th>Substantial: 0 Days Final: 0 Days</th>
</tr>
</thead>
</table>

<table>
<thead>
<tr>
<th>Current Project Completion Dates (Wastewater Facilities):</th>
<th>Substantial: June 1, 2015 Final: December 1, 2015</th>
</tr>
</thead>
</table>

Current Project Completion Date as to Paving Work only (including CO No. 2): Final: May 29, 2016
DESCRIPTION OF CHANGE(S) IN DESIGN/BUILD WORK AND/OR CONTRACT TIME;
SCOPE OF WORK:

This Change Order No. 9 consists of the following Scope of Work to be incorporated into the Design/Build Work as follows:

Construction Change Request No. 24, North Plantation Key Vacuum Valve Pit Replacement

The purpose of this change is to replace existing Roevac and Roediger vacuum valve pits and vacuum valves located in the North Plantation Key ("NPK") collection system and that have been identified as structurally failing and/or experiencing inflow and infiltration (I/I) problems which are contributing to high salinity readings at the NPK Re-Pump Station. Replacement vacuum pits and valves shall be completed based on the priority listing of addresses (rated 4 or 3) based on the assessments completed by Severn Trent Services.

The work consists of providing a lump sum cost per unit for removal and replacement of up to a maximum of One Hundred and Forty (140) Roevac and Roediger vacuum pits, valves, controllers and appurtenances. All replacements shall be completed using new AirVac vacuum valve pit packages, valves, controllers, breathers, cast iron frame and covers purchased and provided by the Village. Re-connections of the existing service laterals to the new pits, breather and valve installation, in-kind restoration (gravel, mulch, and sod) and disposal of waste materials shall be included in the base pit replacement unit cost. Additional contingency work items shall be incorporated into the work on an as-needed basis as agreed to by the Contractor and Owner’s Representative Team ("ORT"). These work items include installation of pits underwater, traffic maintenance and control requiring the use of a dedicated flagman, pavement/paver restoration, trenching and installation of six inch service lateral leads and cleanouts to unserved properties with existing buildings or properties that have current or pending building permits.

Salinity levels shall be measured at each installed vacuum pit at high tide to verify and confirm proper installation (water tightness) and to confirm the absence of I/I with connecting laterals.

The Village/ORT will provide written approval indicating which vacuum valve pits and vacuum valves are to be removed and replaced based Severn Trent Services’ assessment.

All work shall be completed in accordance with the Village DBO Agreement. A schedule for completing the replacement of all remaining vacuum pits rated as “3” and “4” shall be provided by The Contractor prior to commencement of Work.

REASON FOR CHANGE(S) IN BID/BUILD WORK AND/OR CONTRACT TIME:

Replacement of the existing Roevac and Roediger vacuum valve pits, valves and controllers is required due to vacuum pit and controller failures which are contributing to excessive inflow and infiltration problems resulting in high salinities at the KLWTWD wastewater treatment plant. Identified failure conditions include pit separation occurring between the bottom and top section of the pit; failed vacuum controllers; and component piping failures due to stress from extreme high tidal events.
SCHEDULE:

The Scope of Work described in this Change Order No. 9 will be completed within the original Project Completion Dates and Tasks shall be included in the Project Schedule to complete this Scope of Work.

COST BREAKDOWN/CHANGE IN DESIGN/BUILD PRICE:

The cost breakdown associated with Changes in the Design/Build Work in connection with the Work in this Change Order No. 9 including contingencies shall result in a maximum increase to the Design/Build Price as follows:

<table>
<thead>
<tr>
<th>ITEM NO.</th>
<th>WORK ITEM DESCRIPTION</th>
<th>UNIT</th>
<th>UNIT COST</th>
<th>QUANTITY</th>
<th>COST/ CHANGE TO DESIG/ BUILD PRICE</th>
</tr>
</thead>
<tbody>
<tr>
<td>1</td>
<td>Vacuum Pit Installation and Service Reconnection</td>
<td>Each</td>
<td>$7,837.00</td>
<td>140</td>
<td>$1,097,180.00</td>
</tr>
<tr>
<td></td>
<td>Contingency Work Items</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>2</td>
<td>Add Costs for Pit Installation in Wet (submerged) Conditions</td>
<td>Each</td>
<td>$1,361.00</td>
<td>140</td>
<td>$190,540.00</td>
</tr>
<tr>
<td>3</td>
<td>Maintenance of Traffic (Where Dedicated Flagman is Required)</td>
<td>Each</td>
<td>$380.00</td>
<td>20</td>
<td>$7,600.00</td>
</tr>
<tr>
<td>4</td>
<td>Pit Area Pavement/Paver Restoration</td>
<td>Each</td>
<td>$1,814.00</td>
<td>60</td>
<td>$108,840.00</td>
</tr>
<tr>
<td>5</td>
<td>Mobilization for Trenching</td>
<td>Each</td>
<td>$500.00</td>
<td>25</td>
<td>$12,500.00</td>
</tr>
<tr>
<td>6</td>
<td>Furnish and Install Cleanout</td>
<td>Each</td>
<td>$682.00</td>
<td>50</td>
<td>$34,100.00</td>
</tr>
<tr>
<td>7</td>
<td>Furnish and Install 6&quot; Gravity Lead</td>
<td>L.F.</td>
<td>$75.00</td>
<td>1,000</td>
<td>$75,000.00</td>
</tr>
<tr>
<td></td>
<td>TOTAL</td>
<td></td>
<td></td>
<td></td>
<td>Lump Sum Increase in Design/Build Price of $1,525,760.00</td>
</tr>
</tbody>
</table>

The Company shall incorporate the work in this Change Order No. 9 as part of the Design/Build Work into an updated Schedule of Values in sufficient detail to allow the Village to adequately assess the amount of work completed on a monthly basis. Payment will be made in accordance with Article IX of the Agreement.