

RESOLUTION NO. 2629

A RESOLUTION OF THE CITY OF WILSONVILLE AUTHORIZING THE CITY MANAGER TO EXECUTE FIRST AMENDMENT OF OPERATIONS AND MAINTENANCE CONTRACT BETWEEN THE CITY OF WILSONVILLE, TUALATIN VALLEY WATER DISTRICT, AND VEOLIA WATER NORTH AMERICA - WEST, LLC

WHEREAS, the construction of the Willamette River Water Treatment Plant was completed and started producing potable water in April, 2002; and

WHEREAS, it is in the interest of the City and its water customers to have the Willamette River Water Treatment Plant staffed by personnel who have the appropriate experience to operate such a facility; and

WHEREAS, it is in the interest of the City and its water customers to have national experts available if and/or when needed to provide advice, oversight, and assistance in the operation of the Willamette River Water Treatment Plant; and

WHEREAS, Veolia Water North America - West, LLC, a firm with extensive national and international experience in water and wastewater treatment, was selected as the best qualified to perform the desired services for operation of the Willamette River Water Treatment Plant; and

WHEREAS, a detailed description of the desired services and associated costs is contained in a comprehensive contract document, and incorporated by reference as if fully set forth herein; and

WHEREAS, said contract calls for the continuing services of Veolia Water North America - West, LLC to operate the Willamette River Water Treatment Plant at an estimated annual cost for Fiscal Year 2017/2018 of approximately \$2,151,300 as adjusted annually based on the U.S. Department of Labor, Bureau of Labor Statistics, Consumer Price Index for All Items, Urban Consumers, Portland-Salem OR-WA for Not-to Exceed costs or Employment Cost Index for civilian works, all workers category, total compensation (not seasonally adjusted) for fixed labor costs ; and

WHEREAS, said contract contains provisions to protect public health and safety by assuring the Willamette River Water Treatment Plant is operated in a manner that achieves potable water of a quality that meets standards even stricter than required by federal and state drinking water regulations; and

WHEREAS, the Tualatin Valley Water District Board's General Manager has executed said contract on behalf of the Tualatin Valley Water District as co-owner of the Willamette Water Treatment Plant;

NOW, THEREFORE THE CITY OF WILSONVILLE RESOLVES AS FOLLOWS:

1. The Wilsonville City Council hereby approves and authorizes the City Manager to execute on behalf of the City of Wilsonville the First Amendment to Operation and Maintenance Contract, a copy of which is attached as Exhibit 1 and by this reference included herein as if fully set forth, for services to be provided by Veolia Water North America - West, LLC., for operation of the Willamette River Water Treatment Plant.

ADOPTED by the Wilsonville City Council at a regular meeting thereof this 5th day of June 2017, and filed with the Wilsonville City Recorder this same date.

TIM KNAPP, MAYOR

ATTEST:

SANDRA C. KING, CMC, City Recorder

SUMMARY OF VOTES:

Mayor Knapp	Yes
Councilor Starr	Excused
Councilor Stevens	Yes
Councilor Lehan	Yes
Councilor Akervall	Yes

FIRST AMENDMENT TO OPERATION AND MAINTENANCE CONTRACT
BETWEEN THE CITY OF WILSONVILLE, TUALATIN VALLEY WATER DISTRICT,
AND VEOLIA WATER NORTH AMERICA–WEST, LLC

This First Amendment to Operation and Maintenance Contract (“First Amendment”) is entered into between the **City of Wilsonville**, a municipal corporation of the State of Oregon (“the City”), **Tualatin Valley Water District**, an Oregon domestic water supply district pursuant to ORS Chapter 264 (“the District”), and **Veolia Water North America–West, LLC**, a Delaware limited liability company (“Veolia”), effective the _____ day of June, 2017. The City, the District, and Veolia may be referred to individually herein as a “Party” or collectively as the “Parties.”

RECITALS

WHEREAS, on or about July 1, 2012, the Parties entered into an Operation and Maintenance Contract (“Contract”) regarding the Willamette River Water Treatment Plant (“Facility”), wherein the City and the District (the “Owners”) appointed Veolia as “Operator” of the Facility; and

WHEREAS, the Contract Term expires on July 1, 2017, but the Contract allows the Owners to renew the Contract for an additional five (5) year term; and

WHEREAS, the Owners desire to exercise their option to renew the Contract for an additional five (5) year term; and

WHEREAS, Operator is prepared to continue to provide such services as are required by the Contract for an additional five (5) year term;

NOW, THEREFORE, in consideration of these mutual promises and the terms and conditions set forth herein, the parties agree as follows:

AGREEMENT

The Contract is amended as follows:

Section 1. Term of Contract

The Term of the Contract shall be extended to expire on July 1, 2022, unless earlier terminated in accordance with the Contract terms.

Section 2. Compensation

Compensation for the renewal term will be calculated in accordance with Section 4 of Exhibit A to the Contract.

Section 3. Counterparts

This First Amendment may be executed in one or more counterparts, each of which shall constitute an original instrument but all of which together shall constitute one and the same instrument.

Section 4. All Other Terms

All of the other terms and conditions of the Contract, and the exhibits attached thereto, shall remain in full force and effect, as therein written. Unless otherwise defined herein, the defined terms of the Contract shall apply to this First Amendment.

The Parties hereby agree to all provisions of this First Amendment.

IN WITNESS WHEREOF, the undersigned Parties have duly executed this First Amendment by and through their duly authorized representatives.

OWNER:

CITY OF WILSONVILLE

By: _____

Bryan Cosgrove

Title: City Manager

OPERATOR:

VEOLIA WATER NORTH AMERICA–WEST, LLC

By: _____

Lanita McCauley Bates

Title: Senior Vice President, West Region

APPROVED AS TO FORM:

Barbara A. Jacobson, City Attorney

OWNER:

TUALATIN VALLEY WATER DISTRICT

By: _____

Mark Knudson, P.E.

Title: Chief Executive Officer

APPROVED AS TO FORM:

Clark Balfour, District Counsel