



ANTONIO R. VILLARAIGOSA
Mayor

Commission
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BARBARA E. MOSCHOS, *Secretary*

RONALD O. NICHOLS
General Manager

March 12, 2013

The Honorable City Council
City of Los Angeles
Room 395, City Hall
Los Angeles, California 90012

Honorable Members:

Subject: Amendment No. 2 to Nine Existing Agreements for Renewable Portfolio Standard Programs

Pursuant to Charter Section 373, enclosed for approval by your Honorable Body is Resolution No. 013 192, adopted by the Board of Water and Power Commissioners on March 5, 2013, approved as to form and legality by the City Attorney, which authorizes execution of Amendment No. 2 to the following nine existing agreements to assist Los Angeles Department of Water and Power staff with the implementation of its ongoing Renewable Portfolio Standard Programs.

Category I – Renewable Energy Services

1. Agreement No. 47836 with Integrated Engineers & Contractors Corporation.
2. Agreement No. 47837 with Black & Veatch Corporation.
3. Agreement No. 47838 with WorleyParsons, Inc.

Category II – Transmission Services

4. Agreement No. 47839 with Burns and McDonnell Engineering Company, Inc.
5. Agreement No. 47840 with TMAD Taylor & Gaines.
6. Agreement No. 47841 with Integrated Engineers & Contractors Corporation.

Category III – Owner's Representative Services

7. Agreement No. 47842 with Burns and McDonnell Engineering Company, Inc.
8. Agreement No. 47843 with Integrated Engineers & Contractors Corporation.
9. Agreement No. 47844 with Hill International

As directed by the Board, transmitted to you are supporting documents.

Water and Power Conservation ... a way of life



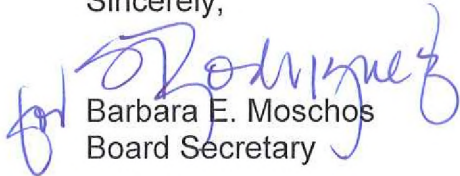
The Honorable City Council

Page 2

March 12, 2013

If there are any questions regarding this item, please contact Ms. Winifred Yancy,
Manager of Intergovernmental Affairs and Community Relations, at (213) 367-0025.

Sincerely,


Barbara E. Moschos
Board Secretary

BEM:sar

Enclosures: LADWP Resolution

Board Letter

CAO Report

| | | |
|---------------------|---------------------|----------------------|
| Agreement No. 47836 | Agreement No. 47837 | Agreement No. 47838 |
| Agreement No. 47839 | Agreement No. 47840 | Agreement No. 47841 |
| Agreement No. 47842 | Agreement No. 47843 | Agreement No. 437844 |

c/enc: Mayor Antonio Villaraigosa

Councilmember Jose Huizar, Chair, Energy and the Environment Committee

Gerry F. Miller, Chief Legislative Analyst

Miguel A. Santana, City Administrative Officer

Rafael Prieto, Legislative Analyst, CLA

William R. Koenig, Chief Administrative Analyst

Winifred Yancy

RESOLUTION No. 013 192

WHEREAS, the Department of Water and Power of the City of Los Angeles (LADWP) has adopted a Renewable Portfolio Standard ("RPS") to meet 20 percent of its retail energy supply with renewable energy by 2010 and to increase that goal to 35 percent by 2020; and

WHEREAS, LADWP plans to meet its RPS goals through development and acquisition of renewable energy resources and development and upgrade of transmission systems to support the delivery of these renewable energy resources;

WHEREAS, LADWP entered into agreements with Black & Veatch Corporation, Integrated Engineers and Contractors Corporation, and WorleyParsons Group, Inc., for Category I – Renewable Energy Services Agreement Nos. 47837, 47836, and 47838, respectively; Burns & McDonnell Engineering Company Inc., Integrated Engineers and Contractors Corporation, and TMAD Taylors & Gaines for Category II – Transmission Services Agreement Nos. 4739, 47841, and 47840, respectively; and Burns and McDonnell Engineering Company, Inc., Integrated Engineers Contractors Corporation, Inc., and Hill International, Inc., for Category III – Owners Representative Services Agreement Nos. 47842, 47844, and 47843, respectively for a term of thirty-six (36) months which expired June 14, 2012 to provide professional engineering and administrative services to support its RPS Programs;

WHEREAS, the total not-to-exceed aggregate amount approved for Agreement Nos. 47836, 47837, and 47838 under Category I – Renewable Energy Services is \$15 million, with a not-to-exceed amount of \$5 million allocated to each of the three contracts under this category;

WHEREAS, the total not-to-exceed aggregate amount approved for Agreements Nos. 47839, 47840, and 47841 under Category II –Transmission Services is \$18 million, with a not-to-exceed amount of \$6 million allocated to each of the three contracts under this category; and

WHEREAS, the total not-to-exceed aggregate amount approved for Agreement Nos. 47842, 47843, and 47844 under Category III – Owners Representative Services is \$1.2 million, with a not-to-exceed amount of \$400,000.00 allocated to each of the three contracts under this category;

WHEREAS, Amendment No.1 to Agreement Nos. 47836, 47837, 47838, 47839, 47840, 47841, 47842, 47843, and 47844 was approved by the Board of Commissioners on June 19, 2012, which limits the contract expenditure to \$134,713.00 and revises the original contract term from 36 months up to 48 months; and

WHEREAS, LADWP's Power System recommends approval of Amendment No.2 to Agreement Nos. 47836, 47837, and 47838 ,respectively, to provide Category I – Renewable Energy Services; Agreements Nos. 47839, 47840, and 47841 , respectively, to provide Category II –Transmission Services; and Agreement Nos. 47842, 47843, and 47844, respectively, to provide Category III – Owners Representative Services to allow LADWP to utilize the unused expenditure from these Agreements and Amendment No.1 that was previously approved by the Board. No additional funding consideration is being requested;

NOW, THEREFORE, BE IT RESOLVED that Amendment No.2 to Agreement Nos. 47836, 47837, and 47838, approved as to form and legality by the City Attorney and filed with the Secretary of the Board between LADWP and Integrated Engineers and Contractors Corporation, Black & Veatch Corporation, and WorleyParsons Group, respectively, to provide Category I – Renewable Energy Services for the Power System; Agreements Nos. 47839, 47840, and 47841, approved as to form and legality by the City Attorney and filed with the Secretary of the Board between LADWP and Burns and McDonnell Engineering Company, Inc., TMAD Taylors & Gaines, and Integrated Engineers and Contractors Corporation, respectively, to provide Category II – Transmission Services for the Power System; and Agreement Nos. 47842, 47843, and 47844, approved as to form and legality by the City Attorney and filed with the Secretary of the Board between LADWP and Burns and McDonnell Engineering Company, Inc., Integrated Engineers and Contractors Corporation, and Hill International, Inc., respectively, to provide Category III – Owners Representative Services for the Power System, be the same is hereby approved.

BE IT FURTHER RESOLVED that, pursuant to Los Angeles City Charter Section 1022, such services covered by these Agreements required specialized and unique expertise and can be performed more feasibly by an independent contractor than City employees. BE IT FURTHER RESOLVED that the General Manager, or such person as he shall designate in writing, and the Secretary, Assistant Secretary, or Acting Secretary of the Board be and they are hereby authorized, empowered, and directed to execute said Amendment No.2 to Agreement Nos. 47836, 47837, 47838, 47839, 47840, 47841, 47842, 47843, and 47844 for and on behalf of LADWP, upon approval by the City Council pursuant to City Charter § 373.

BE IT FURTHER RESOLVED that the Chief Accounting Employees of LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund in payment of the obligations arising under these Agreements.

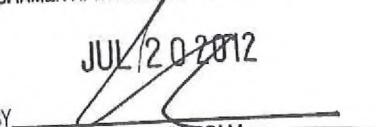
I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of the resolution adopted by the Board of Water and Power Commissioners of the City of Los Angeles at its meeting held MAR 05 2013


Secretary

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012

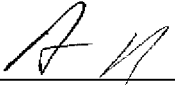
BY



DIRK BROERSMA
DEPUTY CITY ATTORNEY

LOS ANGELES DEPARTMENT OF WATER AND POWER (LADWP) BOARD APPROVAL LETTER

TO: BOARD OF WATER AND POWER COMMISSIONERS

DATE: February 21, 2013


ARAM BENYAMIN
Senior Assistant
General Manager –
Power System


RONALD O. NICHOLS
General Manager

SUBJECT:
Amendment No. 2 to Agreements

Category I - Renewable Energy Services:

Agreement No. 47836
Integrated Engineering & Contractors
Corporation
Agreement No. 47837
Black & Veatch Corporation, and
Agreement No. 47838
WorleyParsons Group, Inc.

Category II - Transmission Services:

Agreement No. 47839
Burns & McDonnell Engineering Company,
Inc.
Agreement No. 47840
TMAD Taylor & Gaines, and
Agreement No. 47841
Integrated Engineers & Contractors
Corporation

Category III - Owner's Representative
Services:

Agreement No. 47842
Burns and McDonnell Engineering
Company, Inc.
Agreement No. 47843
Integrated Engineers & Contractors
Corporation, and
Agreement No. 47844
Hill International, Inc.

FOR COMMISSION OFFICE USE:
RESOLUTION NO. _____

CITY COUNCIL APPROVAL
REQUIRED: Yes No

IF YES, BY WHICH CITY
CHARTER SECTION: 373

- New Contract
- Replacement Contract
- Amendment to Existing Contract

PURPOSE

The attached Resolution recommends to the Los Angeles City Council (City Council) approval of Amendment No. 2 to nine existing Agreements, approved as to form and legality by the City Attorney, between the LADWP and Black and Veatch Corporation, Burns and McDonnell Engineering Company, Inc., Hill International, Inc., Integrated Engineers & Contractors Corporation, TMAD Taylor & Gaines, and WorleyParsons Group, Inc., respectively and referred individually as "Consultant" or collectively as "Consultants" for the purposes of ensuring continuity of professional services to assist LADWP's staff with the implementation of its ongoing Renewable Portfolio Standard (RPS) Programs.

As the first step of a two-part process, Amendment No.1 was previously approved by your Honorable Board on June 19, 2012, pursuant to the Los Angeles City Code (LACC) Section 10.5(b)(2) to extend the contract term for up to 12 months commencing on June 19, 2012, through June 18, 2013, and limits the contract expenditure to \$134,173.00. Amendment No. 2, the second step of this two-step process, allows the LADWP to utilize the unused expenditure of Agreement Nos. 47836, 47837, 47838, 47839, 47840, 47841, 47842, 47843, 47844, and Amendment No. 1 and extends the duration of each Agreement for 18 months, commencing on June 19, 2012, (the "Extension Period") for a total of 54 months and no additional funding consideration is being requested. This Extension Period, as part of the two-part process, is an interim solution that allows the LADWP to initiate, implement, and award new professional service contracts through a competitive bidding process while maintaining necessary support level for various RPS projects and continue knowledge transfer for existing and newly hired personnel.

The attached Resolution recommends approval of Amendment No. 2 to extend the duration of all 9 Agreements for a term not exceeding 18 months, with a newly adjusted closing date of December 18, 2013, and limits the total agreement expenditure to \$34.2 million. Also requested is the approval from the City Council to extend the duration of these Agreements under City Charter Section 373.

COST AND DURATION

Amendment No. 2 limits expenditure under these nine Agreements to \$34.2 million referred hereto as "the Maximum Agreements Value". No additional funding consideration is being requested. Including both Amendments No. 1 and No. 2, these Agreements that compose the 3 categories of work identified in conjunction with the implementation of the LADWP's RPS Programs namely, Category I - Renewable Energy Services (Agreement Nos. 47836,47837,47838), Category II - Transmission Services (Agreement Nos. 47839,47840,47841), and Category III - Owner's

Representative Services (Agreement Nos. 47842,47843,47844) will not exceed a total duration of 54 months (4 ½ years).

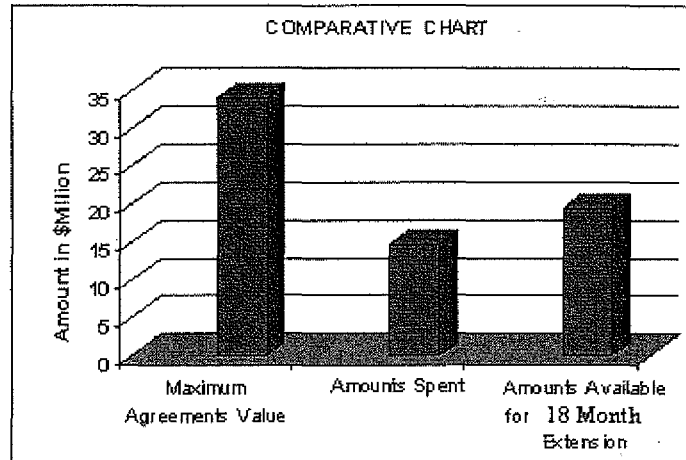
In accordance with the existing Letter of Agreement (LOA) attached hereto for your review for all bargaining units represented by IBEW, Local 18, and as a condition of contracting out bargaining unit work as stated in the LOA, at least 8 hours (10 percent) overtime per pay period will be offered to those employees that normally perform the work to be performed by the contractor.

BACKGROUND

On June 2, 2009, the Board of Water and Power Commissioners (Board) approved Resolution No. 009277 allowing the LADWP to enter into a continuation Agreement with the Consultants for a term of 36 months (3 years) under Agreement Nos. 47836, 47837, 47838, 47839, 47840, 47841, 47842, 47843, and 47844 for a Maximum Agreements Value of \$34.2 million referred hereto as "Original Agreements". These Original Agreements provide professional engineering and administrative services essential to the implementation of the LADWP's RPS Program along with training and experience acquired from the Consultants special knowledge in connection with the California RPS policies.

On June 19, 2012, the Board approved Amendment No.1 to the Original Agreements extending the Original Agreements contractual period by 12 months, and limits the contract expenditure to \$134,713.00 in accordance with the LACC Section 10.5(b)(2). However, since Amendment No.1 only has a limited expenditure of \$134,713.00, it can only provide a short duration of support. In order for LADWP to continue support of critical operations and knowledge transfer, Amendment No. 2 is required.

The analysis of the usage and expenditure of the Original Agreements as shown in the tabular summary below and Amendment No.1 indicates that a time extension is feasible. To date (including expected expenditure from Amendment No.1), only \$14,656,810.00 representing approximately 42.86 percent of the Maximum Agreements Value has been committed.



| | Agreement Numbers | Maximum Agreements Value | Amounts Spent | Amounts Available for 18-Month Extension |
|---|-------------------|--------------------------|---------------------|--|
| Category I Renewable Energy Services | 47836 | \$5,000,000 | \$3,509,389 | \$1,490,611 |
| | 47837 | \$5,000,000 | \$1,173,349 | \$3,826,651 |
| | 47838 | \$5,000,000 | \$2,305,770 | \$2,694,230 |
| Category II Transmission Services | 47839 | \$6,000,000 | \$2,908,850 | \$3,091,150 |
| | 47840 | \$6,000,000 | \$3,248,104 | \$2,751,896 |
| | 47841 | \$6,000,000 | \$1,103,447 | \$4,896,553 |
| Category III Owner's Representative Services | 47842 | \$400,000 | \$17,500 | \$382,500 |
| | 47843 | \$400,000 | \$0 | \$400,000 |
| | 47844 | \$400,000 | \$390,401 | \$9,599 |
| Total | | \$34,200,000 | \$14,656,810 | \$19,543,190 |

Consultants have agreed to maintain pricing through the Extension Period of these Agreements.

The Original Agreements provided expertise to support and train newly hired personnel to meet the demands of increasing workload between 2009 and 2012. The Consultants were hired to train and assist LADWP staff on various Power System infrastructure projects and preventive relay maintenance activities for Federal Energy Regulatory Commission/ North American Electric Reliability Corporation Compliance, the Integrated Resource Plan (IRP), renewable energy resources, and transmission-related expertise. A number of these Consultants are familiar with the LADWP Power System operation and all were invaluable in training existing and new LADWP staff.

During that time, LADWP had implemented a three-year comprehensive training program and attempted to hire additional staff to handle future resource needs. However, due to the prolonged hiring freeze and budget constraints, only 20 additional staff have been hired and trained, 9 have been transferred to support RPS related projects since the inception of the Original Agreements and 13 have retired.

These 9 Agreements along with Consultants familiarity with the LADWP generation, transmission, and distribution system provided LADWP staff a broader set of experience from which to draw optimal solution to its RPS Programs.

As a note of appreciation for the collaboration between LADWP and the Consultants, in 2010, the LADWP was one of the few electric utility companies in Southern California to meet the most aggressive RPS requirements in California, which requires 20 percent of the LADWP'S retail energy supply to be generated from renewable energy resources by 2010 and 33 percent by 2020. This achievement could be partly attributed to professional services provided under these Agreements and consequently an indispensable resource for contributing to the next LADWP's RPS goal.

Los Angeles City council Approval

Per City Charter Section 373, the Los Angeles City Council approval is required. Accordingly, attached is the City Administrative Office report dated February 6, 2013.

MINORITY/WOMEN BUSINESS ENTREPRISE (MBE/WBE) SUBCONTRACTING PARTICIPATION

Category I – Renewable Energy Services

Each Agreement under this category has been approved by the Board for a maximum agreement value of \$5 million and approximately less than 50 percent of this amount has been consumed. The percent achievement by each Consultant tabulated below represents the ratio between the amount directly paid to Subcontractors (MBE/WBE) and the payments LADWP has disbursed to Consultants to date for services rendered.

Note that in some instances in the MBE/WBE tabular summary found below for the contract, MBE/WBE has a zero percent achievement. This indicates that the contract has not reached its committed goal yet and that the contract still has time to reach such goal since the LADWP so far has only committed less than 50 percent the Maximum Agreements Value in this category.

Integrated Engineers & Contractors Corporation (Agreement No. 47836)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|---------------------------------|--|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Ninyo & Moore | Geotechnical Support | \$125,000 | 2.50% | \$0 | 0% |
| | Energized Solutions | Renewable Energy Consulting | \$10,000 | 0.20% | \$0 | 0% |
| | Beyaz & Patel | Structural & Seismic Engineering | \$20,000 | 0.40% | \$0 | 0% |
| | Morgner Technology Management | Project and Construction Management | \$20,000 | 0.40% | \$0 | 0% |
| | Simplex Construction Management | Project and Construction Management | \$20,000 | 0.40% | \$0 | 0% |
| | KDG Development & Construction | Construction & Management Project Scheduling, Controls | (\$95,000) | 1.90% | \$0 | 0% |
| Amended MBE List | KDG Development & Construction | Construction & Management Project Scheduling, Controls | \$210,588 | 4.21% | \$54,015 | 7.65% |
| Total: | | | \$405,588 | 8.11% | \$54,015 | 7.65% |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|----------------------------|--------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | Paragon Partners | Right of Way and Acquisition Support | \$55,000 | 1.10% | \$0 | 0% |
| | UltraSystems Environmental | Environmental Support | \$40,000 | 0.80% | \$0 | 0% |
| | Tri-Country Drilling | Geotechnical Field Work | \$40,000 | 0.80% | \$0 | 0% |
| Total: | | | \$135,000 | 2.70% | \$0 | 0% |

Black & Veatch Corporation (Agreement No. 47837)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|--|------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Summit Consulting & Engineering | Cost Estimates | \$4,500 | 0.09% | \$0.00 | 0 |
| | Coast Surveying Inc. | Surveying Services | \$7,000 | 0.14% | \$0.00 | 0 |
| | Ninyo & Moore | Geotechnical Services | \$45,500 | 0.91% | \$7,868.50 | 0.68% |
| Amended MBE List | Garcia & Associates | | \$9,958 | 0.92% | \$10,205.00 | 0.88% |
| | Energy & Environmental Economics, Inc. | | \$25,070 | 0.92% | \$16,177.91 | 1.40% |
| Total: | | | \$92,028 | 2.98% | \$34,251.41 | 2.96% |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|-------------------------------------|------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | DDB Engineering | Electrical I&C Services | \$13,500 | 0.27% | \$0 | 0% |
| | ProjectLine Technical Services Inc. | Electrical I&C | \$22,500 | 0.45% | \$0 | 0% |
| Amended WBE List | Melissa Blanton | | \$0 | 0% | \$5,925.50 | 0.51% |
| | Grafton, Inc. | | \$168,480 | 3.37% | \$127,674.00 | 11.02% |
| | Harris & Company | | \$47,025 | 0.94% | \$20,149.49 | 1.74% |
| Total: | | | \$251,505 | 5.03% | \$153,748.99 | 12.76% |

WorleyParsons Group, Inc. (Agreement No. 47838)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|-----------------------|---|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Ninyo & Moore | Geotechnical Engineering, Geotechnical Lab & Testing Services, Materials Lab & Testing Services | \$750,000 | 15% | \$0 | \$0 |
| Amended MBE List | Digital Mapping, Inc. | | \$385,500 | 8.00% | \$192,750 | 22.1% |
| Total: | | | \$1,135,500 | 23.00% | \$192,750 | 22.1% |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|----------------------------|--|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | UltraSystems Environmental | Noise Studies/Surveys, Air Dispersion Modeling | \$100,000 | 2.0% | \$0 | 0% |
| | BonTerra Consulting | Biological Resources | \$400,000 | 8.0% | \$0 | 0% |
| Total: | | | \$500,000 | 10.0% | \$0 | 0% |

Category II – Transmission Services

Each Agreement under this category has been approved by the Board for a Maximum Agreement Value of \$6 million and approximately 40 percent of this amount has been consumed. The percent achievement by each Consultant tabulated below represents the ratio between the amount directly paid to Subcontractors (MBE/WBE) and the payments LADWP has disbursed to Consultants to date for services rendered.

Note that in some instances in the MBE/WBE tabular summary found below for the contract, MBE/WBE has a zero percent achievement. This indicates that the contract has not reached its committed goal yet and that the contract still has time to reach such goal since the LADWP so far has only committed less than 41 percent the Maximum Agreements Value in this category.

Burns & McDonnell Engineering Company, Inc. (Agreement No. 47839)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|------------------------------|------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Power-Tech Engineering, Inc. | Program Management | (\$1,380,000) | 23% | \$0 | \$0 |
| | Coast Surveying Inc. | Land Surveying Services | \$60,000 | 1% | \$0 | \$0 |
| | Ninyo & Moore | Geotechnical Services | \$120,000 | 2% | \$0 | \$0 |
| Total: | | | \$1,560,000 | 26% | \$0 | \$0 |
| Amended MBE List | Power-Tech Engineering, Inc. | Program Management | \$217,754.00 | 4.36% | \$178,033.68 | 89.85% |
| Total: | | | \$397,754.00 | 33.36% | \$178,033.68 | 89.85% |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|-------------|-------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | High Energy | Transmission Line & Substation Work | \$120,000 | 2% | \$0 | \$0 |
| Total: | | | \$120,000 | 2% | \$0 | \$0 |

TMAD Taylor & Gaines (Agreement No. 47840)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|------|------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| M/WBE List on the Original Agreement | | | | | \$0 | 0% |
| Total: | | | | | \$0 | 0% |

Integrated Engineers & Contractors Corporation (Agreement No. 47841)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|--------------------------------|---|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Power-Tech Engineering, Inc. | Engineering Support | \$66,000 | 1.10% | \$0 | \$0 |
| | Beyaz & Patel | Structural & Seismic Engineering | \$66,000 | 1.10% | \$0 | \$0 |
| | KDG Development & Construction | Construction Management, Project Scheduling, Controls | \$90,000 | 1.50% | \$0 | \$0 |
| | Ninyo & Moore | Geotechnical Services | \$108,000 | 1.80% | \$0 | \$0 |
| Total: | | | \$330,000 | 5.50% | \$0 | \$0 |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|----------------------------|------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | Paragon Partners | Right of Way & Acquisition Support | \$108,000 | 1.80% | \$0 | \$0 |
| | FCI Management Consultants | Training & Engineering Support | \$42,000 | 0.70% | \$0 | \$0 |
| Total: | | | \$150,000 | 2.50% | \$0 | \$0 |

Category III – Owner’s Representative Services

Each Agreement under this category has been approved by the Board for a Maximum Agreement Value of \$400,000 and approximately less than 36 percent of this amount has been consumed. The percent achievement by each Consultant tabulated below represents the ratio between the amount directly paid to Subcontractors (MBE/WBE) and the payments LADWP has disbursed to Consultants to date for services rendered.

Note that in some instances in the MBE/WBE tabular summary found below for the contract, MBE/WBE has a zero percent achievement. This indicates that the contract has not reached its committed goal yet and that the contract still has time to reach such goal since the LADWP so far has only committed less than 36 percent the Maximum Agreements Value in this category.

Burns and McDonnell Engineering Company, Inc. (Agreement No. 47842)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|------------------------------|------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Power-Tech Engineering, Inc. | Program Management | \$92,000 | 23% | \$0 | 0% |
| | Coast Surveying Inc. | Land Surveying Services | \$4,000 | 1% | \$0 | 0% |
| | Ninyo & Moore | Geotechnical Services | \$8,000 | 2% | \$0 | 0% |
| Total: | | | \$104,000 | 26% | \$0 | 0% |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|-------------|-------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | High Energy | Transmission Line & Substation Work | \$8,000 | 2% | \$0 | 0% |
| Total: | | | \$8,000 | 2% | \$0 | 0% |

Integrated Engineers & Contractors Corporation (Agreement No. 47843)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|---------------------------------|---|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Morgner Technology Management | Project Construction & Management | \$360 | 0.09% | \$0 | 0% |
| | Beyaz & Patel | Structural & Seismic Engineering Construction Management Project Scheduling, Controls | \$480 | 0.12% | \$0 | 0% |
| | KDG Development & Construction | | (\$760) | 0.19% | \$0 | 0% |
| | Simplex Construction Management | Project Construction & Management | \$360 | 0.09% | \$0 | 0% |
| | Ninyo & Moore | Geotechnical Services | \$640 | 0.16% | \$0 | 0% |
| Total: | | | \$2,600 | 0.65% | \$0 | 0% |
| Amended MBE List | KDG Development & Construction | Construction Management Project Scheduling, Controls | \$363,450 | 90.86% | \$363,360 | 97.4% |
| Total: | | | \$365,290 | 91.32% | \$363,360 | 97.4% |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|----------------------------|------------------------------------|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | FCI Management Consultants | Training & Engineering Support | \$120 | 0.03% | \$0 | 0% |
| Total: | | | \$120 | 0.03% | \$0 | 0% |

Hill International, Inc. (Agreement No. 47844)

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|----------------------|--|-------------------------|--------------------|----------------------|---------------------|
| MBE List on the Original Agreement | Simplex | Scheduling/Engineering/Construction Services | \$4,000 | 1.0% | \$0 | 0% |
| | Power Tech Engineers | Commissioning/Renewable Energy and CM Experience | \$24,000 | 6.0% | \$0 | 0% |
| | Project Line | Engineering | \$12,000 | 3.0% | \$0 | 0% |
| | Ninyo & Moore | Geotechnical Services | \$24,000 | 6.0% | \$0 | 0% |
| | EW Moon | Renewable Energy/Civil Engineering/Scheduling | \$10,000 | 2.5% | \$0 | 0% |
| Total: | | | \$74,000 | 18.5% | \$0 | 0% |

| | Name | Description of Subcontracting Work | Committed Dollar Amount | Percent Commitment | Actual Dollar Amount | Percent Achievement |
|---|-----------------------|---|-------------------------|--------------------|----------------------|---------------------|
| WBE List on the Original Agreement | Epic Land | Renewable Energy/Transmission, Real Estate Acquisition & Right of Way | \$2,000 | 0.50% | \$0 | 0% |
| | Dean Ryan Consultants | Environmental Services | \$30,000 | 7.50% | \$0 | 0% |
| Total: | | | \$32,000 | 8.00% | \$0 | 0% |

ENVIRONMENTAL DETERMINATION

In accordance with the California Environmental Quality Act (CEQA), it has been determined that the action of awarding one contract for Renewable Energy Services is exempt pursuant to the General Exemption described in CEQA Guidelines, Section 15061(b)(3). General Exemptions apply in situations where it can be seen with reasonable certainty that there is no possibility that the activity in question may have a significant effect on the environment.

Board of Water and Power Commissioners
Page 14
February 21, 2013

RECOMMENDATION

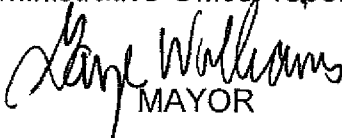
It is requested that your Honorable Board adopt the attached Resolution recommending the City Council's approval of Amendment No. 2 to Agreement Nos. 47836, 47837, 47838, 47839, 47840, 47841, 47842, 47843, and 47844.

DO:nsh

Attachments

e-c/att: Ronald O. Nichols
Richard M. Brown
Aram Benyamin
James B. McDaniel
Philip Leiber
Gary Wong
Randy S. Howard
Denis Obiang

POWER SYSTEM
FEB 15 2013
EXECUTIVE OFFICE

| | | |
|---|---------------------|------------------|
| TRANSMITTAL | | 0150-09875-0000 |
| TO Ronald O. Nichols, General Manager Department of Water and Power | DATE FEB 13 2013 | COUNCIL FILE NO. |
| FROM The Mayor | COUNCIL DISTRICT | |
| <p>SECOND AMENDMENT TO NINE PROFESSIONAL SERVICE AGREEMENTS FOR CONTINUING ENGINEERING AND ADMINISTRATIVE SERVICES TO SUPPORT THE DWP RENEWABLE PORTFOLIO STANDARD PROGRAM.</p> <p>Transmitted for further processing. See the City Administrative Officer report attached.</p> <p> MAYOR</p> | | |
| MAS:RPR:10130081f | | |

REPORT FROM

OFFICE OF THE CITY ADMINISTRATIVE OFFICER

Date: February 6, 2013

CAO File No.: 0150-09875-0000

Council File No.:

Council District:

To: The Mayor

From: Miguel A. Santana, City Administrative Officer 

Reference: Transmittal from the Department of Water and Power dated November 2, 2012; referred by the Mayor for report on November 14, 2012

Subject: **SECOND AMENDMENT TO NINE PROFESSIONAL SERVICE AGREEMENTS FOR CONTINUING ENGINEERING AND ADMINISTRATIVE SERVICES TO SUPPORT THE DWP RENEWABLE PORTFOLIO STANDARD PROGRAM**

SUMMARY

The Department of Water and Power (DWP; Department) requests approval of a proposed resolution authorizing the Second Amendment to nine agreements (Agreements) which extends each contract term from 36 months to 54 months, expiring in December 2013, to allow for continued engineering and administrative services support for the DWP Renewable Portfolio Standards (RPS) program. Services provided by these Agreements are categorized as Renewable Energy Services (Category I), Transmission Services (Category II), or Owner's Representative Services (Category III).

The original Agreements provided funding not to exceed approximately \$34,200,000 and DWP states that it expended \$14,656,810, thus no additional funding is requested. Approval of the proposed resolution, in addition to extending the term, will allow the Department to utilize the remaining expenditure authority of \$19,543,190. Exhibit A provides a summary with financial data for each contract listed below.

Renewable Energy Services (Category I) includes agreements with Integrated Engineering & Contractors Corporation (No. 47836), Black & Veatch Corporation (No. 47837), and Worley Parson Group, Inc. (No. 47838)

Transmission Services (Category II) includes agreements with Burns & McDonnell Engineering Company, Inc. (No. 47839), TMAD Taylor & Gaines (No. 47840), and Integrated Engineers & Contractors Corporation (No. 47841).

Owner's Representative Services (Category III) includes agreements with Burns & McDonnell Engineering Company, Inc. (No. 47842), Integrated Engineers & Contractors Corporation (No. 47843), and Hill International, Inc. (No. 47844)

Approval of the proposed resolution also continues an existing Letter of Agreement (LOA) between the DWP and the International Brotherhood of Electrical Workers (IBEW), Local 18 regarding the payment of overtime to DWP staff affected by the contract work.

Pursuant to Charter Section 373 and the Los Angeles Administrative Code (LAAC) Section 10.5, for long term contracts, City Council approval is required because the cumulative length of the Agreements exceeds three years. The City Attorney has approved the proposed resolution as to form and legality.

BACKGROUND

The DWP Board of Commissioners (Board) adopted a RPS that sets an escalating goal for renewable energy sources to total 20 percent of electricity generated in 2010 and increasing to 35 percent by 2020. The Department intends to meet this goal through the development and acquisition of renewable energy resources along with the development and modernization of transmission systems that deliver renewable energy. On June 2, 2009, the Board awarded the nine Agreements with a term of three years, expiring in June 2012, to provide professional engineering and administrative services and training for newly hired staff essential for the Department to achieve its RPS program goals.

On June 19, 2012, the Board approved the First Amendment to the Agreements extending each contractual term by 12 months for a total of 48 months, expiring June 2013, and limiting the expenditure authority of each contract to \$134,713. The City Attorney advises that approval of the First Amendment is in accordance with the LAAC Section 10.5(b)(2) which allows a term extension not to exceed 12 months and/or additional funding not to exceed the contract exemption limit of \$134,713. Due to the limited expenditure authority provided under the First Amendment, services can only be provided for a short duration without further approval pursuant to Charter Section 373.

Subsequent to the Board's approval of the First Amendment, at the meeting of the City Council Energy and Environment Committee (E&E Committee) on August 1, 2012, relating to a separate contract extension, DWP staff was instructed that contract extensions executed pursuant to LAAC Section 10.5(b)(2) will no longer be accepted by the Committee and that future requests for extension are to be approved in advance of a contract expiring. It is noted that the Board's approval of the First Amendment occurred six weeks prior to this instruction from E&E Committee.

The Department's proposed Second Amendment incorporates the 12 month extension provided in the First Amendment and extends the contractual term an additional 6 months, for a total of 54 months, pursuant to Charter Section 373. Additionally, it continues to authorize the remaining expenditure authority provided in the original Agreement totaling \$19,543,190 for continuing engineering and administrative services support of the DWP RPS program.

DWP states that although the Department had implemented a three-year comprehensive training program and attempted to hire additional staff, only 20 additional staff were hired during the contractual terms due to a prolonged hiring freeze and budget constraints, nine existing staff

members were transferred to support the RPS program, and 13 staff have retired. As a result, the Department has received a high level of support from these contractors for the RPS program. Furthermore, DWP states that the Department's achievement of the 2010 RPS requirement (20 percent renewable energy) is partly attributed to the professional services provided under these nine Agreements.

Based upon DWP workload projections and the long period of time necessary to recruit, hire, and train various employee classifications of engineers, it has been determined that the existing staffing level available in these employee classes is insufficient to meet the workload during the term of this contract; therefore, contract workers are necessary at this time. DWP states that the performance of the contractors has been satisfactory and beneficial to RPS program. Furthermore, until additional Department staff is hired and trained, the approval of these Agreements is crucial for continuing the success of the RPS program.

The above mentioned aspects of the proposed resolution, agreement, and this report, are based upon information received from the Department subsequent to the initial request submittal.

CONTRACTING COMPLIANCE

The Department made a Charter Section 1022 determination which concluded that the services provided by the nine Agreements require specialized and unique expertise and can be more feasibly performed by outside contractors.

MBE/WBE/OBE SUBCONTRACTING

The Department reports that at least 5.6 percent (approximately \$822,000) and 1.0 percent (approximately \$154,000) of the current expenditures have been contracted with qualified Minority Business Enterprise (MBE) and Women Business Enterprise (WBE) firms, respectively.

LETTER OF AGREEMENT

Consistent with the existing Memorandum of Understanding (Appendix B and D) for all bargaining units represented by IBEW, Local 18, and as a condition of contracting out bargaining unit work, at least eight hours (10 percent) overtime per pay period will be offered to those employees that normally perform the work to be performed by a contractor. It is noted by DWP that since the DWP budget for this work already includes a 10 percent overtime budget, there is no fiscal impact due to these Amendments or LOA.

RECOMMENDATION

That the Mayor:

1. Approve the proposed resolution authorizing the Second Amendment to nine Agreements consisting of Integrated Engineering & Contractors Corporation (No. 47836), Black & Veatch Corporation (No. 47837), Worley Parson Group, Inc. (No. 47838), Burns & McDonnell Engineering Company, Inc. (No. 47839), TMAD Taylor & Gaines (No. 47840), Integrated Engineers & Contractors Corporation (No. 47841), Burns & McDonnell Engineering Company, Inc. (No. 47842), Integrated Engineers & Contractors Corporation (No. 47843), and Hill International, Inc. (No. 47844), which extends each contract term from 36 months to 54 months, expiring in December 2013, to allow for continued engineering and administrative services support for the DWP Renewable Portfolio Standards program;
2. Return the proposed resolution to the Department for further processing, including Council consideration.

FISCAL IMPACT STATEMENT

No additional funding is requested thus approval of the proposed resolution will have no impact to the Power Revenue Fund or the City's General Fund. The proposed Agreement complies with the Department's adopted Financial Policies.

TIME LIMIT FOR COUNCIL ACTION

Pursuant to Charter Section 373, "Long Term Contracts Approved by Council," and the Los Angeles Administrative Code Section 10.5, "Limitation and Power to Make Contracts," unless the Council takes action disapproving a contract that is longer than three years within 60 days after submission to Council, the contract shall be deemed approved.

MAS:RPR:10130081

EXHIBIT A

Below is a summary of the nine contracts organized in three categories of professional services consisting of Renewable Energy Services, Transmission Services, and Owner's Representative Services.

| Contractor Name | Agmt No. | Term | Maximum Agmt Amount | Amount Spent | Amount Remaining |
|---|----------|-------------------|---------------------|---------------------|---------------------|
| Category I – Renewable Energy Services | | | | | |
| Integrated Engineering & Contractors Corporation | 47836 | 06/2009 – 06/2012 | \$5,000,000 | \$3,509,389 | \$1,490,611 |
| Black & Veatch Corporation | 47837 | | \$5,000,000 | \$1,173,349 | \$3,826,651 |
| Worley Parson Group, Inc. | 47838 | | \$5,000,000 | \$2,305,770 | \$2,694,230 |
| Category II – Transmission Services | | | | | |
| Burns & McDonnell Engineering Company, Inc. | 47839 | 06/2009 – 06/2012 | \$6,000,000 | \$2,908,850 | \$3,091,150 |
| TMAD Taylor & Gaines | 47840 | | \$6,000,000 | \$3,248,104 | \$2,751,896 |
| Integrated Engineers & Contractors Corporation | 47841 | | \$6,000,000 | \$1,103,447 | \$4,896,553 |
| Category III – Owner's Representative Services | | | | | |
| Burns and McDonnell Engineering Company, Inc. | 47842 | 06/2009 – 06/2012 | \$400,000 | \$17,500 | \$382,500 |
| Integrated Engineers & Contractors Corporation | 47843 | | \$400,000 | \$0 | \$400,000 |
| Hill International, Inc. | 47844 | | \$400,000 | \$390,401 | \$9,599 |
| | | TOTAL | \$34,200,000 | \$14,656,810 | \$19,543,190 |

Amendment No. 2
Agreement Number 47836
Between
Los Angeles Department of Water and Power
And
Integrated Engineers & Contractors Corporation

THIS AMENDMENT NO. 2 to Agreement Number 47836 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and Integrated Engineers & Contractors Corporation (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47836, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47836 with Integrated Engineers & Contractors Corporation, (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Renewable Energy Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$5,000,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47836 as follows:

1. Page 5, Section 201. **Term of the Agreement** is now amended to read: "The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read: "The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Five Million dollars (\$5,000,000)**."
3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
Power System Planning and Development
111 N. Hope St, Room 921
Los Angeles, California 90012
Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47836 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER
COMMISSIONERS
OF THE CITY OF LOS ANGELES

INTEGRATED ENGINEERS &
CONTRACTORS CORPORATION

By: _____
RONALD O. NICHOLS
General Manager

By: R. E. [Signature]

Date: _____

Title: PRESIDENT

And: _____
Board Secretary

Date: 7/27/12

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012

BY [Signature]
DIRK BROERSMA
DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47837
Between
Los Angeles Department of Water and Power
And
Black & Veatch Corporation

THIS AMENDMENT NO. 2 to Agreement Number 47837 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and Black & Veatch Corporation. (hereinafter referred to as "Consultant").

WHEREAS, on June 19, 2009, the LADWP and Consultant entered into Agreement Number 47837, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47837 with Black & Veatch Corporation, (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Renewable Energy Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$5,000,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47837 as follows:

1. Page 5, Section 201. **Term of the Agreement** is now amended to read: "The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read: "The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Five Million dollars (\$5,000,000)**."
3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
Power System Planning and Development
111 N. Hope St, Room 921
Los Angeles, California 90012
Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47837 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER
COMMISSIONERS
OF THE CITY OF LOS ANGELES

BLACK & VEATCH CORPORATION

By: _____
RONALD O. NICHOLS
General Manager

By: *[Signature]* _____

Date: _____

Title: *Senior Vice President*

And: _____
Board Secretary

Date: *7/31/2012*

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

[Signature]
JUL 20 2012

BY _____
DIRK BROERSMA
DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47838
Between
Los Angeles Department of Water and Power
And
WorleyParsons Group, Inc.

THIS AMENDMENT NO. 2 to Agreement Number 47838 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and WorleyParsons Group, Inc. (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47838, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47838 with WorleyParsons Group, Inc., (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Renewable Energy Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$5,000,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47838 as follows:

1. Page 5, Section 201. **Term of the Agreement** is amended to read as follow:
"The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read:
"The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Five Million dollars (\$5,000,000).**"

3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
Power System Planning and Development
111 N. Hope St, Room 921
Los Angeles, California 90012
Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47838 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER
COMMISSIONERS
OF THE CITY OF LOS ANGELES

WORLEYPARSONS GROUP, INC.

By: _____
RONALD O. NICHOLS
General Manager

By: _____
[Signature]

Date: _____

Title: SUP & General Mgr

And: _____
Board Secretary

Date: 09-AUG-12

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012
BY: _____
DIRK BROERSMA
DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47839
Between
Los Angeles Department of Water and Power
And
Burns and McDonnell Engineering Company, Inc.

THIS AMENDMENT NO. 2 to Agreement Number 47839 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and Burns and McDonnell Engineering Company, Inc. (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47839, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47839 with Burns and McDonnell Engineering Company, Inc, (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Transmission Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$6,000,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47839 as follows:

1. Page 5, Section 201. **Term of the Agreement** is amended to read as follow:
"The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read:
"The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Six Million dollars (\$6,000,000)**."

- 3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
 Power System Planning and Development
 111 N. Hope St, Room 921
 Los Angeles, California 90012
 Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47839 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
 OF THE CITY OF LOS ANGELES BY
 BOARD OF WATER AND POWER
 COMMISSIONERS
 OF THE CITY OF LOS ANGELES

BURNS AND MCDONNELL
 ENGINEERING COMPANY, INC

By: _____
 RONALD O. NICHOLS
 General Manager

By: Walter W. Wood

Date: _____

Title: Vice - President

And: _____
 Board Secretary

Date: 7.30.12

APPROVED AS TO FORM AND LEGALITY
 CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012
 BY Dirk Broersma
 DIRK BROERSMA
 DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47840
Between
Los Angeles Department of Water and Power
And
TMAD Taylor & Gaines

THIS AMENDMENT NO. 2 to Agreement Number 47840 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and TMAD Taylor & Gaines (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47840, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47840 with TMAD Taylor & Gaines, (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Transmission Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$6,000,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47840 as follows:

1. Page 5, Section 201. **Term of the Agreement** is amended to read as follow:
"The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read:
"The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Six Million dollars (\$6,000,000)**."

3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
Power System Planning and Development
111 N. Hope St, Room 921
Los Angeles, California 90012
Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47840 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER
COMMISSIONERS
OF THE CITY OF LOS ANGELES

TMAD TAYLOR & GAINES

By: _____
RONALD O. NICHOLS
General Manager

By: 

SUNIL PATEL

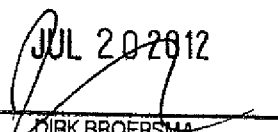
Date: _____

Title: PRESIDENT, MEP

And: _____
Board Secretary

Date: 7/26/12

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012
BY 
_____ DIRK BROERSMA
DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47841
Between
Los Angeles Department of Water and Power
And
Integrated Engineers & Contractors Corporation

THIS AMENDMENT NO. 2 to Agreement Number 47841 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and Integrated Engineers & Contractors Corporation (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47841, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47841 with Integrated Engineers & Contractor Corporation, (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Transmission Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$6,000,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47841 as follows:

1. Page 5, Section 201. **Term of the Agreement** is amended to read as follow:
"The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read:
"The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Six Million dollars (\$6,000,000)**."

3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
Power System Planning and Development
111 N. Hope St, Room 921
Los Angeles, California 90012
Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47841 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER
COMMISSIONERS
OF THE CITY OF LOS ANGELES

INTEGRATED ENGINEERS &
CONTRACTORS CORPORATION

By: _____
RONALD O. NICHOLS
General Manager

By: *[Signature]*

Date: _____

Title: PRESIDENT

And: _____
Board Secretary

Date: 7/27/12

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012
BY *[Signature]*
DIRK BBOERSMA
DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47842
Between
Los Angeles Department of Water and Power
And
Burns and McDonnell Engineering Company, Inc.

THIS AMENDMENT NO. 2 to Agreement Number 47842 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and Burns and McDonnell Engineering Company, Inc. (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47842, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47842 with Burns and McDonnell Engineering Company, Inc., (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Owner's Representative Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$400,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47842 as follows:

1. Page 5, Section 201. **Term of the Agreement** is amended to read as follow:
"The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read:
"The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Four Hundred Thousand dollars (\$400,000)**."

- 3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
 Power System Planning and Development
 111 N. Hope St, Room 921
 Los Angeles, California 90012
 Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47842 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
 OF THE CITY OF LOS ANGELES BY
 BOARD OF WATER AND POWER
 COMMISSIONERS
 OF THE CITY OF LOS ANGELES

BURNS AND MCDONNELL
 ENGINEERING COMPANY, INC.

By: _____
 RONALD O. NICHOLS
 General Manager

By: Walter Womack

Date: _____

Title: Vice President

And: _____
 Board Secretary

Date: 7-30-12

APPROVED AS TO FORM AND LEGALITY
 CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012

BY _____
 DIRK BROERSMA
 DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47843
Between
Los Angeles Department of Water and Power
And
Integrated Engineers & Contractors Corporation

THIS AMENDMENT NO. 2 to Agreement Number 47843 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and Integrated Engineers & Contractors Corporation (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47843, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47843 with Integrated Engineers & Contractors Corporation , (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Owner's Representative Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$400,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number 47843 as follows:

1. Page 5, Section 201. **Term of the Agreement** is amended to read as follow:
"The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read:
"The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Four Hundred Thousand dollars (\$400,000).**"

3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
Power System Planning and Development
111 N. Hope St, Room 921
Los Angeles, California 90012
Facsimile Number: (213) 367-0313"

Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47843 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER
COMMISSIONERS
OF THE CITY OF LOS ANGELES

INTEGRATED ENGINEERS &
CONTRACTORS CORPORATION

By: _____
RONALD O. NICHOLS
General Manager

By: R. E. [Signature]

Date: _____

Title: PRESIDENT

And: _____
Board Secretary

Date: 7/27/12

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 28 2012
By: [Signature]
DIRK BROERSMA
DEPUTY CITY ATTORNEY

Amendment No. 2
Agreement Number 47844
Between
Los Angeles Department of Water and Power
And
Hill International, Inc.

THIS AMENDMENT NO. 2 to Agreement Number 47844 is made and entered into by and between the City of Los Angeles, a municipal corporation acting by and through the Los Angeles Department of Water and Power, (hereinafter referred to as the "LADWP") and Hill International, Inc. (hereinafter referred to as "Consultant").

WHEREAS, on June 15, 2009, the LADWP and Consultant entered into Agreement Number 47844, and on June 19, 2012, the LADWP approved Amendment No.1 to Agreement Number 47844 with Hill International, Inc, (which together with all amendments and supplements thereto hereinafter shall be referred to as the "Agreement"), wherein Consultant agreed to assist the LADWP to provide Technical and Administrative Services to support Renewable Portfolio Standard projects with respect to Owner's Representative Services; and

WHEREAS, the Agreement is necessary and proper to maintain necessary support level for various LADWP projects and continue knowledge transfer for existing and newly hired LADWP personnel; and

WHEREAS, the LADWP and Contractor are desirous of amending the Agreement for the purpose of increasing the Agreement duration for eighteen (18) months, and limiting the Agreement expenditure to \$400,000.

NOW, THEREFORE, the LADWP and Contractor agree to amend Agreement Number. 47844 as follows:

1. Page 5, Section 201. **Term of the Agreement** is amended to read as follow:
"The term of this Agreement shall commence, provided that the events identified in Exhibit E, PSC-4 have occurred, upon execution of this Agreement by all Parties hereto and shall terminate within **fifty-four (54) months** thereafter, subject to the termination provisions herein. Performance shall not begin until the Consultant has obtained Department approval of insurance required herein."
2. Page 5, Section 301.1 **Not-to-Exceed Amount**, is now amended to read:
"The total compensation that may be paid to the Consultant by the Department for complete and satisfactory performance of services under this Agreement shall not exceed **Four Hundred Thousand dollars (\$400,000).**"

3. Page 2, Section 102.1 (A). **Authorized Representatives**, is now amended to read: "With copies to:

Catherine L. Cordero, Contract Administrator
Power System Planning and Development
111 N. Hope St, Room 921
Los Angeles, California 90012
Facsimile Number: (213) 367-0313"


Except as amended herein and as previously amended, all terms and conditions of Agreement Number 47844 shall remain the same and are incorporated herein as if fully set forth.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed by their authorized representatives on the day and year written below.

DEPARTMENT OF WATER AND POWER
OF THE CITY OF LOS ANGELES BY
BOARD OF WATER AND POWER
COMMISSIONERS
OF THE CITY OF LOS ANGELES

HILL INTERNATIONAL, INC.

By: _____
RONALD O. NICHOLS
General Manager

By: 
MICHAEL B. SMITH

Date: _____

Title: SR. VICE PRESIDENT

And: _____
Board Secretary

Date: 7-30-12

APPROVED AS TO FORM AND LEGALITY
CARMEN A. TRUTANICH, CITY ATTORNEY

JUL 20 2012

BY 
DIRK BROERSMA
DEPUTY CITY ATTORNEY