

WHEREAS, Los Angeles Department of Water and Power (LADWP) proposes to enter into Agreement No. 47290 with Osmose Utilities Services, Inc. (Osmose) for maintenance, support, escrow services, as-needed professional services, and consulting services for proprietary Osmose software for a term of three years with four optional one-year renewable periods; and

WHEREAS, LADWP requires a sole-source agreement with Osmose because it is the sole proprietor of the software being used by LADWP and is the only qualified organization with qualifications, specialized expertise, and knowledge necessary to provide software maintenance and support; and

WHEREAS, Osmose has reviewed the services to be provided and incorporated in this Agreement, and represents that it has the qualities, expertise, skills, and abilities to perform such work; and

WHEREAS, LADWP has determined that the term of this Agreement exceeds the time period set by ordinance and in accordance with City Charter Section 373, City Council approval is required.

NOW, THEREFORE, BE IT RESOLVED that pursuant to City Charter Section 1022, the Board finds that such services can be performed more economically or feasibly by independent contractors than by City employees due to the proprietary nature of the software provided.

BE IT FURTHER RESOLVED that pursuant to City Charter Section 371(e)(10), the Board finds that pursuing a competitive process is impractical since Osmose is the sole provider of support services for Osmose's proprietary software.

BE IT FURTHER RESOLVED that LADWP proposes to enter into Agreement No. 47290 with Osmose in an amount not to exceed \$1,296,500.

BE IT FURTHER RESOLVED that Agreement No. 47290, approved as to form and legality by the City Attorney, and filed with the Secretary of the Board, is hereby approved.

BE IT FURTHER RESOLVED that the Chief Accounting Employee of LADWP, upon proper certification, is authorized and directed to draw demands on the Power Revenue Fund, in accordance with the terms of this Agreement and Resolution.

BE IT FURTHER RESOLVED that the President or Vice President of this Board, or the General Manager, or such person as the General Manager shall designate in writing, and the Secretary, the Assistant Secretary, or Acting Secretary of this Board are hereby authorized, empowered, and directed to execute said Agreement for and on behalf of the LADWP, after approval by the City Council.

I HEREBY CERTIFY that the foregoing is a full, true, and correct copy of a resolution adopted by the Board of Water and Power Commissioners of the City of Los Angeles at its meeting held **APR 07 2015**

APPROVED AS TO FORM AND LEGALITY  
MICHAEL N. FEUER, CITY ATTORNEY

*Barbara E. Mosley*  
Secretary

**MAR 10 2015**

BY *[Signature]*  
DIRK P. BROERSMA  
DEPUTY CITY ATTORNEY