

EXHIBIT B

CERTIFICATE OF INSURANCE



CERTIFICATE OF LIABILITY INSURANCE

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an **ADDITIONAL INSURED**, the policy(ies) must be endorsed. If **SUBROGATION IS WAIVED**, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

| | | |
|---|--|--|
| PRODUCER Willis of Pennsylvania, Inc. c/o 26 Century Blvd. P. O. Box 305191 Nashville, TN 37230-5191 | CONTACT NAME: PHONE (A/C, NO. EXT): 877-945-7378 FAX (A/C, NO.): 888-467-2378 E-MAIL ADDRESS: certificates@willis.com | |
| | INSURER(S) AFFORDING COVERAGE NAIC# INSURER A: Greenwich Insurance Company 22322-001 INSURER B: XL Specialty Insurance Company 37885-002 INSURER C: XL Specialty Insurance Company 37885-001 INSURER D: Indian Harbor Insurance Company 36940-001 INSURER E: INSURER F: | |
| INSURED O'Brien & Gere Engineers, Inc. 333 W. Washington Street P.O. Box 4873 Syracuse, NY 13202 | INSURER(S) AFFORDING COVERAGE NAIC# INSURER A: Greenwich Insurance Company 22322-001 INSURER B: XL Specialty Insurance Company 37885-002 INSURER C: XL Specialty Insurance Company 37885-001 INSURER D: Indian Harbor Insurance Company 36940-001 INSURER E: INSURER F: | |

COVERAGES CERTIFICATE NUMBER: 19105589 REVISION NUMBER:

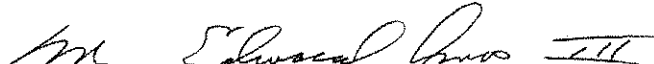
THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN. THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

| INSR LTR | TYPE OF INSURANCE | ADD'L INSR | SUBR WVD | POLICY NUMBER | POLICY EFF (MM/DD/YYYY) | POLICY EXP (MM/DD/YYYY) | LIMITS |
|----------|--|------------|----------|---------------|-------------------------|-------------------------|--|
| A | GENERAL LIABILITY | Y | | CGD7409177 | 1/1/2013 | 1/1/2014 | EACH OCCURRENCE \$ 1,000,000 |
| | <input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC | | | | | | DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 300,000 MED EXP (Any one person) \$ 10,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 3,000,000 PRODUCTS - COMP/OP AGG \$ 3,000,000 |
| B | AUTOMOBILE LIABILITY | Y | | CAH7409178 | 1/1/2013 | 1/1/2014 | COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 |
| | <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS <input type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> OCCUR <input type="checkbox"/> EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE <input type="checkbox"/> DED <input type="checkbox"/> RETENTION \$ | | | | | | BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$ |
| C | WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) <input type="checkbox"/> Y/N If yes, describe under DESCRIPTION OF OPERATIONS below | | N/A | CWD7409176 | 1/1/2013 | 1/1/2014 | <input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000 |
| D | Professional & Pollution Liability | | | CEO7420047 | 1/1/2013 | 1/1/2014 | \$2,000,000 Each Claim \$2,000,000 Aggregate |

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach Acord 101, Additional Remarks Schedule, if more space is required)
Re: Engineering Services - RFP #33-2012. OBG Contact: Cole Mitcham.

Lexington-Fayette Urban County Government (Owner) is included as an Additional Insured as respects to General Liability and Auto Liability where required by written contract.

It is further agreed that such insurance as is afforded shall be Primary and Non-contributory with any other insurance in force for or which may be purchased by Additional Insured where required by written contract.

| | |
|---|---|
| CERTIFICATE HOLDER Lexington-Fayette Urban County Government 200 East Main Street Lexington, KY 40507 | CANCELLATION SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. |
| | AUTHORIZED REPRESENTATIVE  |

ENDORSEMENT #001

This endorsement, effective 12:01 a.m., 1/1/2013 forms a part of
Policy No. CAH7409178 issued to O'Brien & Gere Engineers, Inc.
by XL Specialty Insurance Company.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

CANCELLATION NOTIFICATION TO OTHERS ENDORSEMENT

In the event coverage is cancelled for any statutorily permitted reason, other than nonpayment of premium, advanced written notice will be mailed or delivered to person(s) or entity(ies) according to the notification schedule shown below:

| Name of Person(s) or Entity(ies) | Mailing Address: | Number of Days Advanced Notice of Cancellation: |
|----------------------------------|----------------------|--|
| On file with company | On file with company | 30 |
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All other terms and conditions of the Policy remain unchanged.

ENDORSEMENT #001

This endorsement, effective 12:01 a.m., 1/1/2013 forms a part of
Policy No. CGD7409177 issued to O'Brien & Gere Engineers, Inc.
by Greenwich Insurance Company.

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

CANCELLATION NOTIFICATION TO OTHERS ENDORSEMENT

In the event coverage is cancelled for any statutorily permitted reason, other than nonpayment of premium, advanced written notice will be mailed or delivered to person(s) or entity(ies) according to the notification schedule shown below:

| Name of Person(s) or Entity(ies) | Mailing Address: | Number of Days Advanced Notice of Cancellation: |
|----------------------------------|----------------------|--|
| On file with Company | On file with company | 30 |
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All other terms and conditions of the Policy remain unchanged.

EXHIBIT C

PROPOSAL OF ENGINEERING SERVICES

AND RELATED MATTERS

PROPOSAL

Lexington-Fayette Urban County Government

**Professional Engineering Services
Category 2: Dig and Replace Pipelines**

November 13, 2012



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Transmittal Letter

TO: [REDACTED]

FROM: [REDACTED]

DATE: [REDACTED]

PROJECT: [REDACTED]

DESCRIPTION: [REDACTED]

REFERENCE: [REDACTED]

ATTACHED: [REDACTED]

REVISIONS: [REDACTED]

APPROVED: [REDACTED]

PROJECT MANAGER: [REDACTED]

ENGINEER: [REDACTED]

DATE: [REDACTED]



November 13, 2012

Purchasing Director

Lexington-Fayette Urban County Government
Room 338, Government Center
200 East Main Street
Lexington, KY 40507

RE: Professional Engineering Services for Lexington-Fayette Urban County Government
RFP #33-2012 - Category 2: Dig & Replace Pipelines

To Whom It May Concern:

O'Brien & Gere appreciates the opportunity to provide Lexington-Fayette Urban County Government with our qualifications in response to the RFP #33-2102. We are requesting prequalification for Category/Contract 2 – Dig & Replace Pipelines. While the body of this document sets forth our capabilities, it also addresses several key points that we would like to emphasize:

- **Experience Working Under A Consent Decree** – For several years, Cole Mitcham and I have been working with Louisville/Jefferson County Metropolitan Sewer District on Consent Decree projects. As a result, we have valuable and relevant experience as well as an understanding of the various constraints and pressures of working under consent decrees.
- **Familiarity with the Lexington** – Prior to joining O'Brien & Gere, staff in our Lexington Office worked on many Lexington-Fayette Urban County Government engineering projects. In total, they have combined project experience of 50+ years; the majority of this experience on wastewater and stormwater projects in Kentucky.
- **Strong Project Management** – Cole Mitcham will serve as Project Manager under this contract. Cole has a total of 16 years of experience, a significant percentage of this experience with municipal wastewater projects in Kentucky. I will serve as project officer and client manager. As client manager and officer for O'Brien & Gere, I will assure that resources are available to meet your expectations, providing a high quality project that is on time and within budget.
- **Experienced Personnel Available to Work** – O'Brien & Gere has an established Lexington Office with staff available and prepared to work on this project. We do not currently have an on-going Lexington-Fayette Urban County Government project and will embrace the opportunity to be approved for this category/contract and be assigned one of the first projects.
- **Commitment to Quality** – We recognize that quality service requires a project team that is responsive and committed to meeting all schedule and budget commitments, in addition to providing high quality deliverables. We are 100% employee-owned, and apply our Quality Management System to projects which results in consistency and quality deliverables.

As the Project Officer for upcoming contracts, I give you my personal pledge to excellence and uncompromising service in the execution of assigned work. Should you have questions regarding our qualifications submittal, please feel free to contact me at (859) 514-6759, or on my cell phone anytime at (502) 494-5911.

Very truly yours,

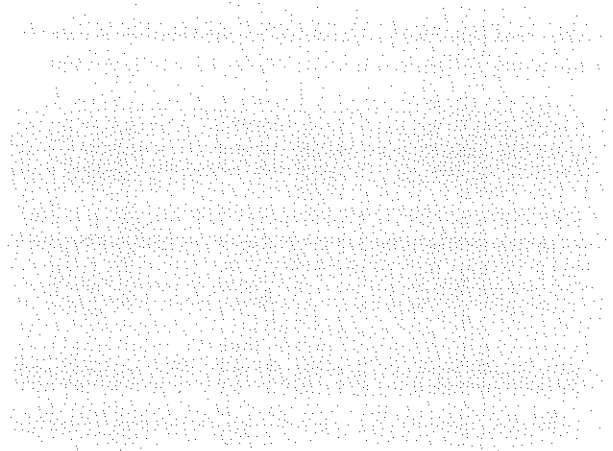
O'BRIEN & GERE ENGINEERS, INC.

Timothy W. Kraus, PE
Vice President

2333 Alexandria Drive, Lexington, KY 40504 | p 859-514-6759 | f 859-514-6001 | www.obg.com

360° Engineering and Project Delivery Solutions

Firm Qualifications



QUALIFICATIONS OF O'BRIEN & GERE

O'Brien & Gere is an employee-owned engineering and project delivery company with over 842 science, engineer, construction, and operation personnel located in 25 offices across the U.S. With a 67-year history of applying technology and innovation, O'Brien & Gere is a leader in providing energy, environmental, water, and facilities solutions. O'Brien & Gere's integrated 360° life-cycle delivery model reduces project cycle time and creates value for its public and private sector clients.

Since the partnership of Earl F. O'Brien, William S. Gere, and Glenn D. Holmes in 1945, O'Brien & Gere has evolved from a simple collaboration of three engineers focused on local water and wastewater projects, to one of the largest employee-owned engineering and project delivery companies in the nation.

The Company has changed considerably since 1945. In the 1970s and 1980s, O'Brien & Gere diversified its services to help clients address the complex challenges of environmental issues while improving productivity in an ever-increasing, competitive global marketplace. In the 1990s, O'Brien & Gere recognized the benefits of a total, integrated project life-cycle approach – from scientific services, design, engineering, construction, to operations and maintenance services.

The Company established a remarkably strong base of clients, major municipalities, federal agencies, and distinguished academic and medical institutions. The result is a company that provides 360° engineering and project delivery solutions.

O'Brien & Gere should be selected to provide services for Lexington-Fayette Urban County Government (LFUCG) because of our excellent record of working with Municipal officials and residents to solve issues in a timely, efficient, and economical manner. Our professional services to municipalities include:

- Planning/feasibility studies
- Design/construction
- Sanitary sewer systems

More specifically, O'Brien & Gere is uniquely situated to provide design and engineering services to complete the dig and replace projects.

O'Brien & Gere has an established reputation for providing cost effective solutions to wet weather related issues. The Company has been involved in the

evaluation, planning design and construction of wastewater collection and transmission pipelines. Planning, design, and construction services have been provided for mains of varying types of material including concrete, pre-stressed concrete cylinder pipe, ductile iron, cast iron, HDPE, and polyvinyl chloride (PVC) and programs of varying size from small communities to major metropolitan areas.

The following outlines a small portion of our qualifications and experience. A more detailed description of each project is located in Section 5 of this proposal.

- Lexington-Fayette Urban County Government
South Elkhorn Pump Station and Force Main
- Blue Grass Airport Pump Station and Force Main,
Lexington, KY
- Brannon Crossing Pump Station and Force Main,
Jessamine County, Kentucky
- Hoods Creek Sanitary Sewer Interceptor,
Winchester, KY

SUBCONSULTANTS

Below is our subconsultant team we have assembled for dig and replace projects and their qualifications:

Integrated Engineering, PLLC (Surveying and Easements) was founded by Harsha Wijesiri in August of 2006. The Company is an emerging professional civil engineering and surveying company with experience in diverse disciplines. Having worked on various public works projects, with an emphasis on storm and sanitary sewer projects, the firm has successfully completed numerous municipal projects in the region. Some of the firm's valuable clients include Lexington-Fayette Urban County Government, Louisville Metropolitan Sewer District, the Northern Kentucky Sanitation District 1, City of Richmond, and Frankfort Sewer Department. Integrated Engineering staff has earned a reputation for completing projects in a responsive manner while meeting and exceeding the client's needs and expectations. This is accomplished by providing functional, economically feasible, and aesthetically pleasing designs in a timely manner. They firm is also a certified DBE (*Disadvantaged Business Enterprise*) with LFUCG.

Over the past few years Integrated Engineering's local staff has gained a tremendous amount of storm and sanitary design experience with LFUCG's Division of Water Quality on projects that are very similar to many of those outlined in the current Remedial Measures Plan (RMP). These projects include the following:

- Bob O Link Trunk Sewer Replacement (RMP Project #1)
- Lexington Mall Sanitary Sewer Replacement
- Deep Springs Pump Station Preliminary Design

DLZ Kentucky, Inc. (DLZ) (Environmental) is headquartered in Frankfort, Kentucky and utilizes resources from eighteen (18) DLZ offices throughout the Midwest and New England with a staff of more than 600 professionals. DLZ is one of the nation's largest minority owned engineering firms. DLZ is also a certified DBE (*Disadvantaged Business Enterprise*) with LFUCG. The list below highlights several recent Phase 1 Environmental Assessments conducted recently by DLZ's project team. Additional projects are described in individual resumes.

- I-69 Tier 2, Section 4, Environmental and Engineering Assessment, EIS. Greene and Monroe Counties, Indiana
- Kentucky Public Service Commission, Merchant Power Plant Site Assessment Review

Consulting Services Incorporated (CSI) Kentucky (Geotechnical) is headquartered in Lexington, Kentucky. The firm employs approximately 40 team members, and staff of Professional Engineers and ICC - certified Special Inspectors have over 300 years of combined experience in Geotechnical, Construction and Materials Engineering, Testing and IBC Special Inspection fields. CSI can provide the following geotechnical and engineering services:

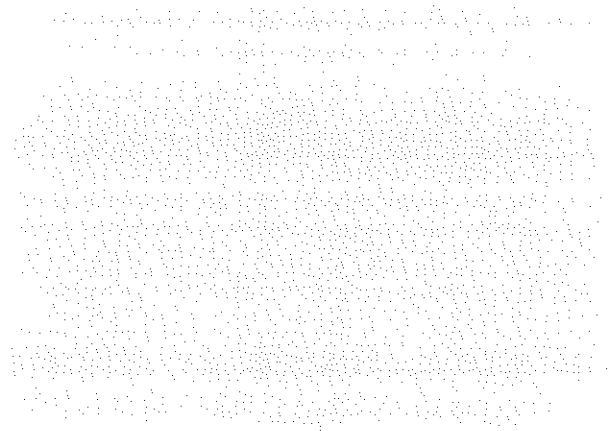
- Geotechnical Exploration/Soils Reports
- Site Assessments for Permitting/Civil Design
- Geophysical Studies
- Soil & Rock Drilling/Sampling

Material testing services provides the client with the knowledge that projects are being conducted by certified and qualified professionals. An In-House materials laboratory is AASHTO (AMRL/AAP R-18), US Army Corp of Engineers and Kentucky Transportation Cabinet certified to provide testing for concrete, soils, aggregates, masonry, asphalt and steel.

AN ESTABLISHED TEAM

O'Brien & Gere has assembled a team of qualified sub-consultants for the Dig and Replace Pipeline projects. As Project Manager, Cole Mitcham, has experience working with key members of each sub consultant firm on similar projects. These established relationships will result in a project that will meet client's expectation, providing a high quality project that is on time and within budget.

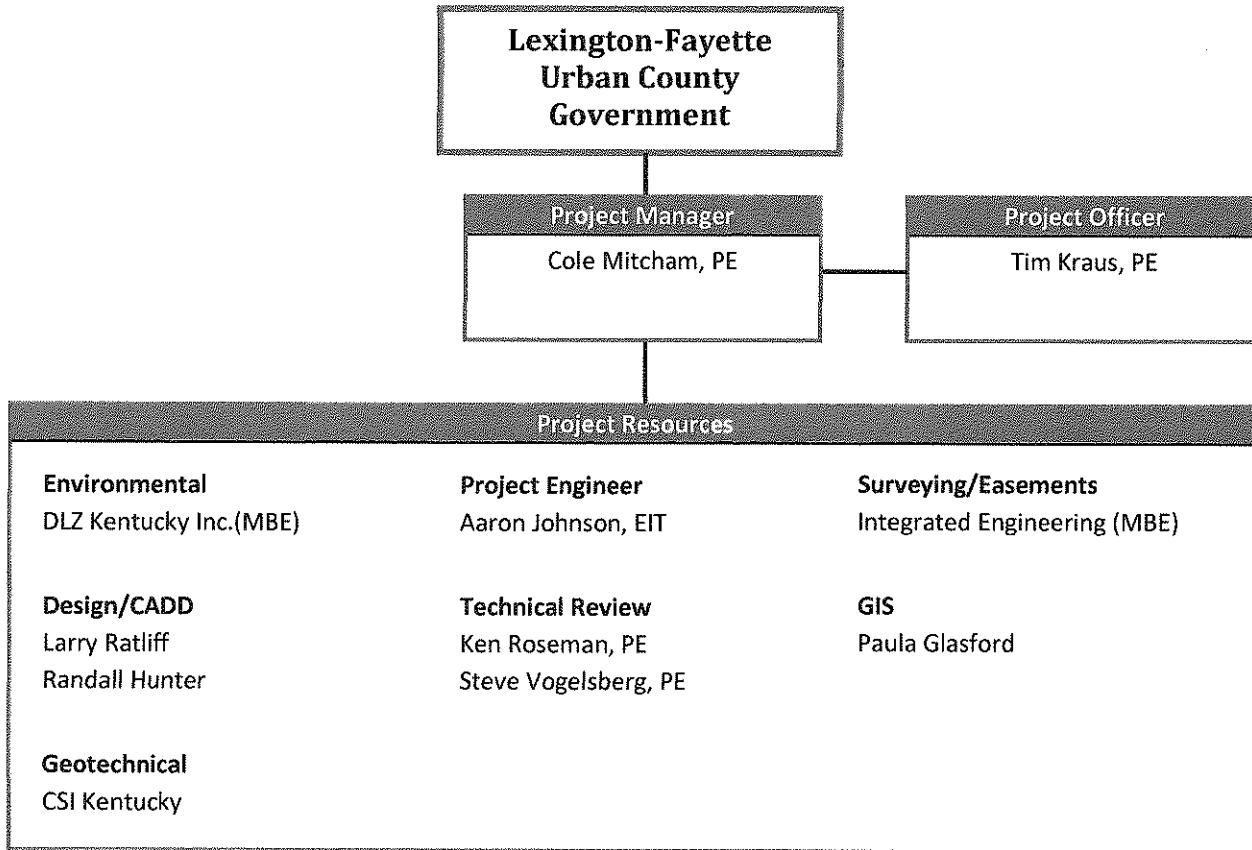
Project Team



PROJECT TEAM

ORGANIZATION CHART

The organizational chart below identifies the project manager, project engineers and other team members with measurable experience and contributions to the projects identified in Section 5.



RISK MANAGEMENT PLAN

Risk Management is a key element of O’Brien & Gere’s project delivery process. We recently completed the development of a Project Delivery Manual (PDM) to serve as a roadmap of the process, steps, guidelines, and systems used by O’Brien & Gere to consistently deliver high quality services, manage risk and achieve client satisfaction. The PDM establishes the company’s baseline expectations with respect to risk management, quality, safety, and financial performance. Its goal is to provide a process-oriented system for managing and delivering quality projects.

Defining and preparing a Project Plan is a part of the PDM. Details within the Project Plan include team assignments, individual roles and responsibilities as well as scope, schedule and budget. Prior to the Project Plan being complete, the Project Manager must confirm the availability of all designated staff members for the duration of his or her role on the project. If a change is necessary or required, it is the responsibility of the Project Manager with assistance of the Project Officer to identify acceptable replacements for the staff. Typically substitutions would come from within O’Brien & Gere. Once a replacement has been identified, approval from the client will be requested. If approval is received, the Project Plan will be revised and distributed to the client and the project team.

D. Cole Mitcham, PE

TECHNICAL EXPERTISE

Water distributions systems
Wastewater collection systems
Site development
PACP Certified

PROJECT ASSIGNMENT

Project Manager

YEARS OF EXPERIENCE

16

EDUCATION

BS/1995/Agricultural Engineering; University of Kentucky

PROFESSIONAL REGISTRATIONS

Professional Engineer: KY

PROFESSIONAL AFFILIATIONS

Kentucky Society of Professional Engineers, Blue Grass Chapter – Previous Director
National Society of Professional Engineers
Water Environment Federation
Kentucky Engineering Foundation, Board of Directors

SOFTWARE

KYPIPE
AutoCAD
HEC-RAS

Mr. Mitcham has more than 15 years of professional engineering experience. He provides for the technical delivery of solutions for clients. He is currently responsible for managing multidiscipline projects and is accountable for scope and budget, staff administration and development, and client management.

REPRESENTATIVE PROJECTS

Lexington-Fayette Urban County Government, Renovation/Expansion of South Elkhorn Pump Station and Force Main, KY, Project Manager (Force Main) – The project includes approximately 7 miles of 36-inch force main and replacing 4 existing dry-pit pumps with new Variable Frequency Drive (VFD) submersible pumps. The purpose of the project was to correct deficiencies in the existing pumps and to increase capacity of the existing pump station and force main. Also, the project will redirect the existing termination point of the force main to directly discharge into the West Hickman Wastewater Treatment Plant.

Blue Grass Airport Pump Station and Force Main Improvements, Lexington, KY, Project Manager – Project included 9,000 feet of 6-inch force main paralleling Man 'O War Blvd discharging into a gravity trunk sewer to Mint Lane Pump Station and pump station improvements (400 GPM) including a preliminary engineering report and capacity analysis, hydraulic analysis, and permitting.

Brannon Crossing Pump Station and Force Main Project, Jessamine County and Lexington, KY, Project Manager – Preparation of construction documents, bidding and construction services for the installation of approximately 8,700 linear feet of 10" force main sewers, 18" encasement pipe, and a pump station.

Hoods Creek Sanitary Sewer Interceptor, Winchester, KY, Project Manager – Preparation of construction documents, bidding and construction services for the installation of approximately 5,000 linear feet of 24" gravity sanitary sewers, manholes, approximately 660 linear feet of 48" bore and jack encasement pipe, and related work to prevent future inflow and infiltration.

Timothy W. Kraus, PE

TECHNICAL EXPERTISE

Infiltration/inflow studies
Sewer system evaluations
Sewer system rehabilitation
Site utilities design
Storm and sanitary sewer design
Road and highway design

PROJECT ASSIGNMENT

Project Officer

YEARS OF EXPERIENCE

27

EDUCATION

MEng/1987/Civil Engineering; University of Louisville

BS/1985/Civil Engineering; University of Louisville

AAS/1982/Civil Engineering; University of Louisville

PROFESSIONAL REGISTRATIONS

Professional Engineer: IN, KY

PROFESSIONAL AFFILIATIONS

American Water Works Association

American Public Works Association

Water Environment Federation (WEF) –
Collections Committee

Kentucky Society of Professional Engineers,
Former Secretary for Louisville Chapter, State
Chairman of Student Guidance Committee

National USEPA SSO Subcommittee member -
O&M Workgroup

Select Society of Sanitary Sludge Shovelers (SS),
WEF

Mr. Kraus has more than 26 years of professional engineering experience. He has been responsible for project coordination for the Louisville & Jefferson County Metropolitan Sewer District's (MSD's) Inflow and Infiltration Reduction Program, and for providing necessary assistance with MSD's CSO Program.

REPRESENTATIVE PROJECTS

Louisville & Jefferson County Metropolitan Sewer District, Logan Street CSO Conveyance and Basin Conceptual Design Project, Louisville, KY, Project Officer – Final design of a 17-mg CSO basin, 10,000 lf of conveyance sewers, and a 12,000 gpm pump station. The project serves 13 CSOs along a two mile stretch of Beargrass Creek. The two acre concrete storage basin is gravity in / pump out to minimize pump costs and ensure functionality during power failure. The quadplex chopper pump station is designed to discharge 12,000 gpm and is controlled by VFD to give operational flexibility. The basin includes an internal vehicular access ramp to provide cleaning and maintenance access to the basin. The flushing system is composed of a dozen flush gates which may be charged by CSO effluent, potable water, or groundwater. The basin has a vegetated roof to reduce urban heat island effects and rainwater runoff.

Louisville & Jefferson County Metropolitan Sewer District (MSD), NMC, CMOM & IOAP Professional Services, CSO/SSO Basin Equipment Standardization, Louisville, KY, Project Officer – Wet weather storage basins are being built in both the separate and combined sewer areas to address wet weather (SSO and CSO) overflows. Each of the basins will have similar components such as pumps, screens, valves, gates, etc. Standardization of this equipment for the basins projects will allow MSD to be more efficient in areas such as training operators, spare parts storage, etc. This project addressed standardization of these components as well as operational standardization, and involved the engagement of various divisions within Louisville MSD.

Louisville & Jefferson County Metropolitan Sewer District (MSD), NMC, CMOM & IOAP Professional Services, CSO 108 Dam Modification, Louisville, KY, Project Officer – Provided complete design, including plans and specifications, for installation of a bending weir on the overflow at CSO 108. A bending weir installed at the outfall of CSO 108 will modulate flow within a conveyance system to increase upstream storage,

J. Kenneth Roseman, PE

Senior Technical Director

TECHNICAL EXPERTISE

Water and wastewater facility planning, design, and contract administration

Storm and sanitary sewer design

Water distribution system design

Environmental regulations and compliance

Funding assistance

Cost estimating

PROJECT ASSIGNMENT

Technical Review

YEARS OF EXPERIENCE

With O'Brien & Gere: <1

With other firms: 34

EDUCATION

BS/1977/Environmental Engineering Technology;
Western Kentucky University

PROFESSIONAL REGISTRATIONS

Professional Engineer: OH, KY

PROFESSIONAL AFFILIATIONS

American Water Works Association

Water Environment Federation

Mr. Roseman has 34 years of engineering experience in the design and management of a wide range of projects including water and wastewater treatment facilities, sanitary sewer systems, water distribution systems, pump stations, raw water source development, raw water intake structures, distribution system modeling, funding assistance, facilities planning, environmental permitting, and water pollution abatement/remediation plans.

As a Senior Technical Director with O'Brien & Gere, he is currently responsible for the delivery of technical solutions for complex and/or diverse projects. He provides input to project delivery and execution, upholds guidelines of the Quality Management System, communicates with clients and specific project teams, and directs technical staff members during a project's progression. Typical project management responsibilities include manpower planning/scheduling, budget development and monitoring, client relations, quality control, and subcontractor negotiations. He is also responsible for demonstrating leadership on technical innovations.

REPRESENTATIVE PROJECTS

PRIOR TO O'BRIEN & GERE

Lexington-Fayette Urban County Government, Renovation/Expansion of South Elkhorn Pump Station and Force Main, Lexington KY, Project Manager (Pump Station) – The project includes approximately 7 miles of 36-inch force main and replacing 4 existing dry-pit pumps with new Variable Frequency Drive (VFD) submersible pumps. The purpose of the project was to correct deficiencies in the existing pumps and to increase capacity of the existing pump station and force main. Also, the project will redirect the existing termination point of the force main to directly discharge into the West Hickman Wastewater Treatment Plant.

Louisville/Jefferson County Metropolitan Sewer District, 3.5 MGD Mellwood Avenue Wastewater Pump Station and Force Main, Louisville KY, Project Manager / Senior Engineer – The project included approximately 1,300 LF of 16-inch force main and a 3.5 MGD pump station. The pump station utilizes four equal capacity, variable speed submersible pumps, a natural gas emergency generator, a carbon adsorption odor control system, and Bioxide solution to control collection system odors.

ADDITIONAL O'BRIEN AND GERE TEAM MEMBERS

Project Engineer - Aaron Johnson, EIT

Mr. Johnson, a Design Engineer with O'Brien & Gere, is experienced with developing comprehensive infrastructure planning programs for water and wastewater systems including stormwater, potable and raw water, and sanitary sewer design. He is currently responsible for executing a variety of engineering tasks including data gathering and data preparation for reports and studies, establishment of testing procedures, investigative studies, engineering design calculations, and layout of facilities. He also produces designs and performs calculations as a member of a project team, and makes job site visits.

Technical Review – Steve Vogelsberg, PE

Mr. Vogelsberg has more than 35 years of experience. As a Technical Associate with O'Brien & Gere, he provides innovative solutions to solve difficult technical challenges through designs, evaluations and reports that are practical, feasible, and responsive to clients. He performs technical leadership by directing several large-scale, complex projects and contributes to several projects at one time to execute design computations, develop design criteria, design sketches, and preliminary plans and reports. He also works with the Company's Quality Committee to maintain quality control for completed engineering projects.

Design/CADD - Larry Ratliff

Mr. Ratliff's has more than 31 years of water and wastewater plant design experience and proven expertise and ability to design in mechanical process, structural, architectural, and civil disciplines. His experience includes the application of these various disciplines to the design of numerous water and wastewater plants and a variety of other design projects including bridges, pump stations, water tanks, elevated water tanks, water transmission mains, and utility relocations. Mr. Ratliff has served as the lead designer on approximately 20 water treatment plants; 35 wastewater treatment plants; numerous wastewater pump stations and water booster pump stations; elevated and groundwater storage tanks; wastewater force mains; and water transmissions lines.

As a Sr. Design Associate with O'Brien & Gere, he is currently responsible for delegating technical and administrative responsibilities to engineers, designers, and drafters on major complex and diverse projects. He assumes an active role in the selection of the project team, prepares and administers project budgets and schedules for projects under his supervision, and may also assist in the evaluation and selection of project contractors. Mr. Ratliff also maintains a close relationship with clients during the study, design, and construction phases of a project, and continues client contact following project completion.

Design/CADD - Randall Hunter

Mr. Hunter has more than 33 years of experience. As a Designer with O'Brien & Gere, he is currently responsible for executing assignments requiring knowledge of design fundamentals and their project application. He executes a variety of design tasks including data gathering and data preparation for reports and studies, establishment of testing procedures, investigative studies, design calculations, and layout of facilities. Mr. Hunter also produces designs and performs calculations as a member of a project team, and visits job sites.

GIS - Paula Glasford

Ms. Glasford has more than 14 years of experience that includes a wide range of civil design projects including water distribution and storage design, flow monitoring, sanitary sewer evaluation studies, pump station design, sanitary sewer design, and storm water drainage. She is also experienced with combined sewer overflow (CSO), sanitary sewer overflow (SSO), and municipal separate sanitary sewer system (MS4) reporting requirements.

As a Staff Designer with O'Brien & Gere, she prepares final drawings, exhibits, figures, and other materials of a highly complex nature, and may design various aspects of complex, complicated projects and contribute to the design of multiple projects. She provides a high level of proficiency and skill in the operation of AutoCAD systems. She coordinates assignments to Drafters, Technical Drafters, and Design Drafters for large scale, complex, or multiple drafting assignments. Ms. Glasford may also instruct less experienced staff in the operation of CAD systems, participates in field duties, and coordinates field assignments.

SUBCONSULTANT TEAM MEMBERS

The following partners have been chosen to support the Dig and Replace Pipelines LFUCG Projects.

DLZ KENTUCKY INC.

Environmental – Curtis Roebuck, C.P.G., C.P., LEED

Mr. Roebuck has more than 25 years of experience in the preparation technical studies and implementation of remedial investigations, design and construction of soil and groundwater remediation systems, plans and specifications, oversight of demolition projects, and removal and closure of USTs.

Mr. Roebuck conducts, implements, oversees and manages remediation activities and hydrogeological investigations following applicable State and Federal guidelines. He also performs Phase I and II Environmental Site Assessments (ESAs) using ASTM standards, as well as client and lending institution requirements.

INTEGRATED ENGINEERING

Surveying/Easements – Mitchell Kent Estes, PLS

Mitchell Kent Estes bring 22 years of land surveying experience to the Project Team. Mr. Estes has experience in construction staking for roadways, subdivisions, and land development and has completed numerous boundary and topographic surveys for the design of said projects. He also has experience with land surveying projects for the U.S. Army Corp of Engineers and for Environmental Superfund sites.

CSI KENTUCKY

Geotechnical – Bruce Hatcher, PE

Mr. Hatcher has served as a Principal Engineer and Project Manager for over 20 years on infrastructure projects including pipe installations, pump stations, equalization basins and water and wastewater treatment plants in his career. Mr. Hatcher is a licensed engineer in Kentucky (and 9 other states), Mr. Hatcher has worked on infrastructure projects in much of the Ohio and Tennessee River Valleys. This includes projects in most of Kentucky. He holds a Bachelor's Degree in Civil Engineering and Bachelor's Degree in Mining Engineering from the University of Kentucky. He has completed geotechnical explorations on over 2,500 projects. He also has vast experience in water and wastewater plant work at various locations throughout Kentucky. His expertise includes geotechnical services for the superstructures and large on-site storm water features and best practices with the associated utilities.

*List of Clients for Which
Similar Work has been
Performed*

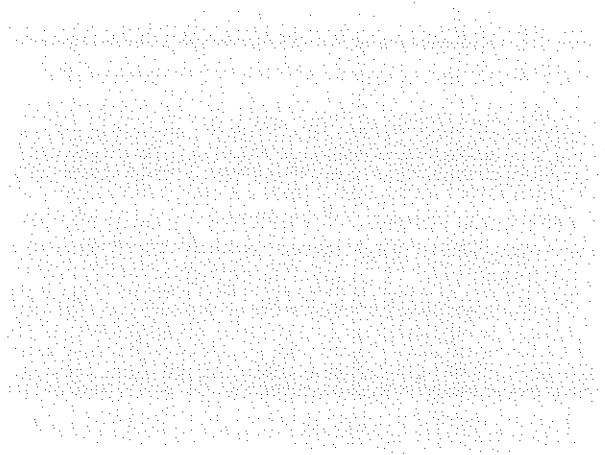
[The content of this section is extremely faint and illegible.]

CLIENTS

Below, and on the following pages you will find clients we have provided similar services for, as well as project descriptions outlining our scope of work.

| Client Name | Contact Person | Phone | Email | Similar Projects |
|--|---|--------------|---------------------------|---|
| Lexington-Fayette Urban County Government (LFUCG) | Charlie Martin Division of Water Quality | 859-425-2455 | cmartin@lexingtonky.gov | <ul style="list-style-type: none"> ■ South Elkhorn Pump Station and Force Main Improvements ■ Brannon Crossing Development Sanitary Sewer Force Main & Pump Station |
| | Rod Chervus, PE | 859-425-2408 | rchervus@lexingtonky.gov | |
| Winchester Municipal Utilities (WMU) | Mike Flynn, General Manager | 859-744-5434 | mike@wmutilities.com | <ul style="list-style-type: none"> ■ Lyndale/Calmes Sanitary Sewer Rehabilitation ■ Hoods Creek Sanitary Sewer Interceptor |
| Blue Grass Airport, Lexington, KY | Mark Day, PE | 859-435-3152 | mday@bluegrassairport.com | <ul style="list-style-type: none"> ■ Blue Grass Airport Pump Station & Force Main Improvements |

*List of Similar Design
Services*



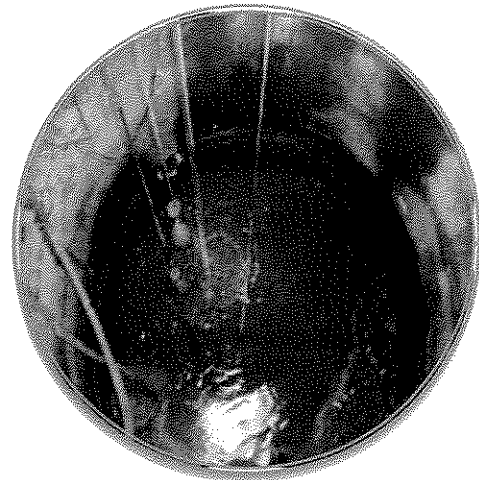
SIMILAR DESIGN SERVICES

O'Brien & Gere has over 67 years of experience offering a full-range of wastewater services. The Company has been a pioneer in the development and implementation of innovative patented technologies, meanwhile providing clients with timely, cost-effective solutions, customized to meet unique client specifications. The projects below highlight relevant projects from our team member's project experience that closely mirror the needs of Lexington-Fayette Urban County Government.



South Elkhorn Pumping Station Upgrade/Parallel Force Main Improvements Project (*Project completed while with previous firm*)

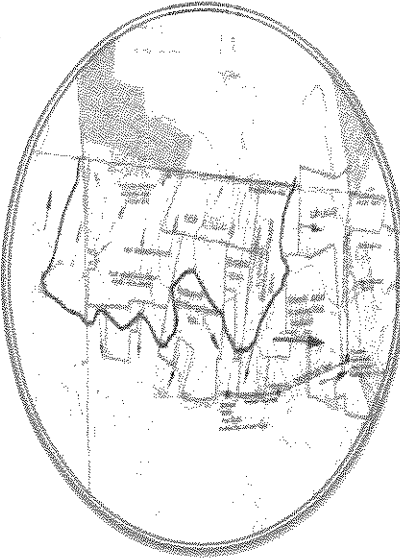
- **Dates:** 2010
- **Services:** Design Engineering and Construction Administration
- **Cost:** \$11M
- **Key Members:** Cole Mitcham, Ken Roseman, Larry Ratliff
- **Description:** The purpose of the project was to correct deficiencies in the existing pumps and to increase capacity of the existing pump station and force main. Also, the project will redirect the existing termination point of the force main to directly discharge into the West Hickman Wastewater Treatment Plant. This will not only improve the hydraulics of the pump station, but create more capacity in the undersized West Hickman Trunk Line. The scope of work includes the following major tasks:
 - Field surveys of the project corridor, combined with photogrammetric mapping
 - A preliminary design to evaluate different alternatives, including configurations of pumps/wet well and pipe materials and sizes
 - Hydraulic analysis for sizing the pumps and force main including future projections
 - Preparation of plan and profile sheets
 - Design of pump station upgrades, including new odor control and generator



Blue Grass Airport Pump Station & Force Main Improvements (*Project completed while with previous firm*)

- **Dates:** 2010
- **Services:** Engineering Design, Contract Administration
- **Cost:** \$80,000
- **Key Members:** Ken Roseman, Cole Mitcham
- **Description:** Design of a 4.25 gpm pump station using an existing pump station site and the design of 9,000 feet of 6-inch force main. This project included the following:
 - Modifications to the existing wet well and adding an additional wet well per LFUCG Design Manual
 - Increasing the pump station capacity from 110 gpm to 425 gpm
 - Pump station site improvements which include a new valve vault, electrical, and dedicated back-up generator
 - Surveying including boundary and topographic for the pump station and force main areas
 - Bidding and Contract Administration services
 - Coordination with Blue Grass Airport and LFUCG staff
 - Preparation of cost estimates

SIMILAR DESIGN SERVICES



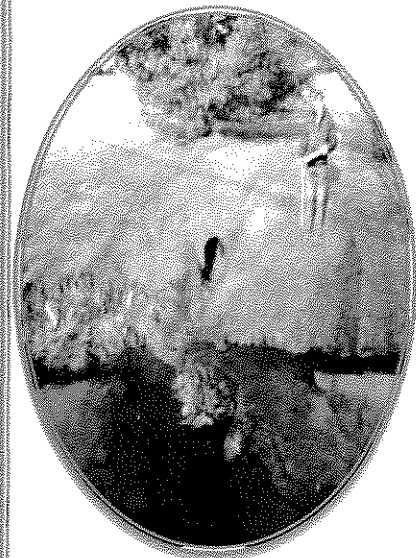
Brannon Crossing Development Sanitary Sewer Force Main & Pump Station (Project completed while with previous firm)

- **Dates:** 2007
- **Services:** Construction Administration
- **Cost:** \$550,000
- **Key Members:** Cole Mitcham
- **Description:** Preparation of construction documents, bidding and construction services for the installation of approximately 8,700 linear feet of 10-in force main sewers, 18-in encasement pipe, and a pump station. Project components included the following:
 - Field surveys of the project corridor, combined with photogrammetric mapping
 - A preliminary design report to evaluate different alternatives, including pipe materials
 - Sanitary sewer computations to size force main and pump station



Hoods Creek Sanitary Sewer Interceptor (Project completed while with previous firm)

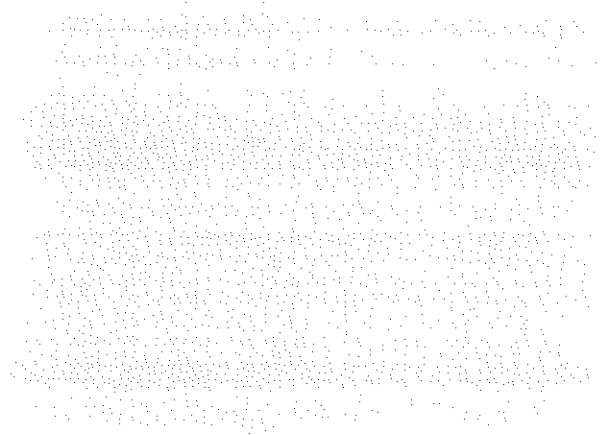
- **Dates:** 2007-2008
- **Services:** Engineering Design and Construction Administration
- **Cost:** \$1.4M
- **Key Members:** Cole Mitcham
- **Description:** Preparation of construction documents, bidding and construction services for the installation of approximately 5,000 linear feet of 24-in gravity sanitary sewers, manholes, approximately 660 linear feet of 48-in bore and jack encasement pipe, and related work to prevent future inflow and infiltration. Project components included the following:
 - Field surveys of the project corridor combined with photogrammetric & GIS mapping
 - Sanitary sewer computations to size gravity sewers including future population and land development projections
 - Route alternative development to determine the best design to serve customers and prevent future inflow/infiltration



Lyndale/Calmes Sanitary Sewer Rehabilitation (Project completed while with previous firm)

- **Dates:** 2007
- **Services:** Engineering Design and Construction Administration
- **Cost:** \$610,000
- **Key Members:** Cole Mitcham
- **Description:** Preparation of construction documents, bidding and construction services for the installation of approximately 4,000 linear feet of 12 in through 8 in gravity sanitary sewers, manholes, stream and stream bank restoration, and related work to eliminate an inflow and infiltration. Project components included the following:
 - Field surveys of the project corridor combined with photogrammetric & GIS mapping
 - Sanitary sewer computations to size gravity sewers
 - Field surveys of the project corridor combined with photogrammetric & GIS mapping
 - Sanitary sewer computations to size gravity sewers including future population and land development projections

Local Office



O'BRIEN & GERE LEXINGTON OFFICE

O'Brien & Gere originally established a Lexington Office December of 2004. The office grew to a staff of twelve, peaking in 2009. The office was closed in May of 2010 as a result of the staff leaving O'Brien & Gere, in total, to start their own engineering company.

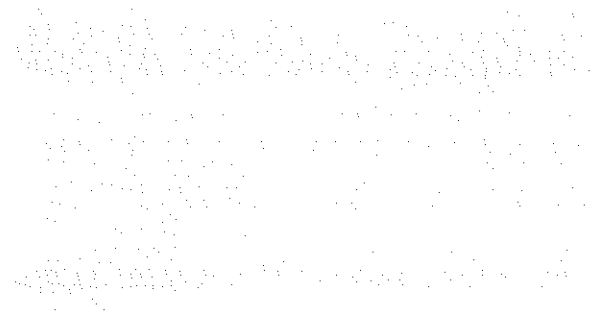
O'Brien & Gere re-established a Lexington office in January of 2011 with the hiring of Cole Mitcham. We hired Ken Roseman August of 2011 and Larry Ratliff in October of 2011 and with those hiring's, reopened a Lexington office. In addition to Cole, Larry and Ken, Steve Vogelsberg also works in the Lexington Office which is located at 2333 Alexandria Drive off Harrodsburg Road near New Circle Road. We have 3 Engineers and 1 Senior Designer that reside in our Lexington office. We estimate that 60% of all the potential services for projects awarded to O'Brien & Gere will be performed out our Lexington office.

In addition, O'Brien & Gere has a Louisville office located in downtown on West Main Street with a total staff of eleven which consists of 6 Engineers, 2 Designers, 2 Construction Inspectors, and 1 Administrative Assistant.

PROJECT TEAM LOCATIONS

| Prime Consultant | Location(City, State) | Date office established | Total Number of Employees | No. of Employees expected to work on DWQ projects |
|----------------------------|------------------------|-------------------------|---------------------------|---|
| Headquarters | Syracuse, NY | 1945 | 466 | 0 |
| Local Office | Lexington, KY | 2011 | 4 | 4 |
| Branch Office | Louisville, KY | 1998 | 12 | 7 |
| PM Location | Lexington, KY | | | |
| Subconsultant Name: | Integrated Engineering | | | |
| Service Provided | Surveying & Easements | | | |
| Headquarters | Lexington, KY | 2006 | 10 | 3 |
| Local Office | Lexington, KY | 2006 | 10 | 3 |
| Subconsultant Name: | CSI Kentucky | | | |
| Service Provided | Geotechnical | | | |
| Headquarters | Lexington, KY | 2009 | 37 | 10 |
| Local Office | Lexington, KY | 2009 | 37 | 10 |
| Subconsultant Name: | DLZ Kentucky, Inc. | | | |
| Service Provided | Environmental | | | |
| Headquarters | Frankfort, KY | 1962 | 12 | 3 |
| Local Office | Frankfort, KY | 1962 | 12 | 3 |

*Disadvantaged Business
Enterprise (DBE)
Involvement*



STATEMENT

O'Brien & Gere shares a concern for assisting minority businesses in achieving success in their respective fields. The Company is active in supporting minority businesses through subcontracting activities on its projects, as well as goods and services the Company procures for its own use.

In the past, we have met or exceeded M/WBE requirements of over 20% participation for our clients. Therefore, based upon this history, we are confident that we will be able to meet or exceed LFUCGs M/D/W/BE program requirements of not less than 10% of the total value of work conducted for the category chosen.

We have made a commitment to meet or exceed these goals on the Dig and Replace Pipeline projects utilizing the following firms:

DLZ Kentucky

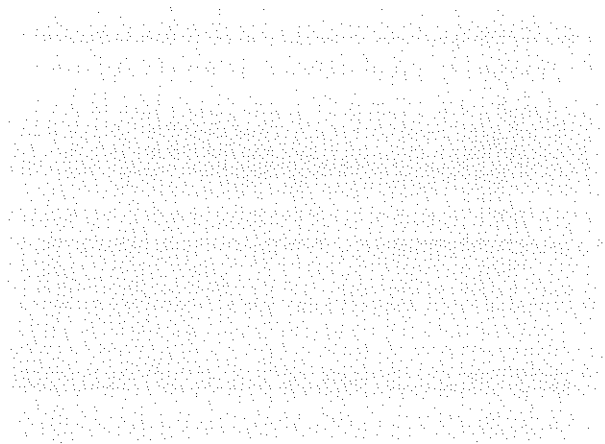
- MBE
- Environmental

Integrated Engineering

- MBE
- Surveying
- Easement

O'Brien & Gere has had significant past experience in utilizing and taking affirmative steps to include socially and economically disadvantaged businesses in normal business practice.

Statement of Hourly Rates



HOURLY RATES

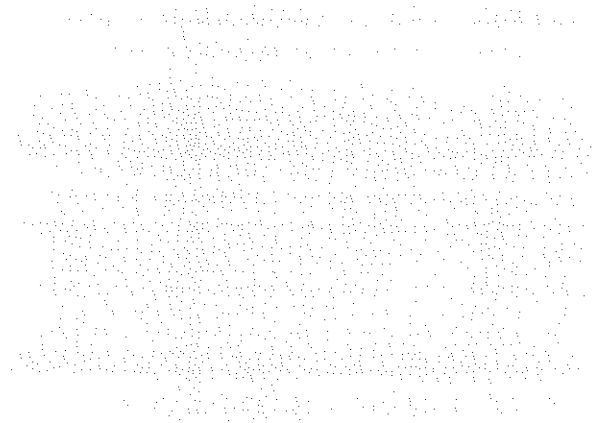
| O'BRIEN & GERE | |
|---------------------------------------|-------------|
| JOB CLASSIFICATION | HOURLY RATE |
| PRINCIPAL | \$200.00 |
| PROJECT MANAGER | \$150.00 |
| PROJECT ENGINEER (PE) | \$120.00 |
| PROJECT ENGINEER (EIT) | \$105.00 |
| ENGINEERING TECHNICIAN/CAD TECHNICIAN | \$90.00 |
| SURVEY CREW | \$160.00 |
| CLERICAL | \$55.00 |

| DLZ KENTUCKY INC. (MBE) | |
|---------------------------|-------------|
| JOB CLASSIFICATION | HOURLY RATE |
| DIVISION MANAGER | \$185.00 |
| DEPARTMENT MANAGER | \$160.00 |
| PROJECT ENGINEER | \$140.00 |
| SENIOR ENGINEER/SCIENTIST | \$140.00 |
| ENGINEER III | \$125.00 |
| ENGINEER II | \$115.00 |
| ENGINEER I | \$90.00 |
| DESIGNER | \$80.00 |
| TECHNICIAN | \$65.00 |
| CLERICAL | \$55.00 |

| CSI Kentucky | |
|-----------------------------|-------------|
| JOB CLASSIFICATION | HOURLY RATE |
| PRINCIPAL | \$115.00 |
| PROJECT ENGINEER (PE) | \$90.00 |
| STAFF ENGINEER | \$75.00 |
| SENIOR CONSTRUCTION MANAGER | \$80.00 |

| INTEGRATED ENGINEERING (MBE) | |
|------------------------------|-------------|
| JOB CLASSIFICATION | HOURLY RATE |
| PROFESSIONAL SURVEYOR (PLS) | \$110.00 |
| 2-PERSON FIELD CREW | \$160.00 |
| ROBOTIC CREW | \$125.00 |

Additional Forms
RFP #33--2012 - Engineering
Services for Division of
Water Quality Projects



AFFIDAVIT

Comes the Affiant, Timothy W. Kraus, PE, and after being first duly sworn, states under penalty of perjury as follows:

1. His/her name is Timothy W. Kraus, PE and he/she is the individual submitting the proposal or is the authorized representative of O'Brien & Gere Engineers Inc., the entity submitting the proposal (hereinafter referred to as "Proposer").
2. Proposer will pay all taxes and fees, which are owed to the Lexington-Fayette Urban County Government at the time the proposal is submitted, prior to award of the contract and will maintain a "current" status in regard to those taxes and fees during the life of the contract.
3. Proposer will obtain a Lexington-Fayette Urban County Government business license, if applicable, prior to award of the contract.
4. Proposer has authorized the Division of Central Purchasing to verify the above-mentioned information with the Division of Revenue and to disclose to the Urban County Council that taxes and/or fees are delinquent or that a business license has not been obtained.
5. Proposer has not knowingly violated any provision of the campaign finance laws of the Commonwealth of Kentucky within the past five (5) years and the award of a contract to the Proposer will not violate any provision of the campaign finance laws of the Commonwealth.
6. Proposer has not knowingly violated any provision of Chapter 25 of the Lexington-Fayette Urban County Government Code of Ordinances, known as "Ethics Act."

Continued on next page

7. Proposer acknowledges that "knowingly" for purposes of this Affidavit means, with respect to conduct or to circumstances described by a statute or ordinance defining an offense, that a person is aware or should have been aware that his conduct is of that nature or that the circumstance exists.

Further, Affiant sayeth naught.

Timothy Kraus

STATE OF Kentucky

COUNTY OF Adham

The foregoing instrument was subscribed, sworn to and acknowledged before me by Timothy W. Kraus on this the 13th day of November, 2012.

My Commission expires: April 12, 2015 ID# 440937

Annise M. Sakow
NOTARY PUBLIC, STATE AT LARGE

EQUAL OPPORTUNITY AGREEMENT

The Law

- Title VII of the Civil Rights Act of 1964 (amended 1972) states that it is unlawful for an employer to discriminate in employment because of race, color, religion, sex, age (40-70 years) or national origin.
- Executive Order No. 11246 on Nondiscrimination under Federal contract prohibits employment discrimination by contractor and sub-contractor doing business with the Federal Government or recipients of Federal funds. This order was later amended by Executive Order No. 11375 to prohibit discrimination on the basis of sex.
- Section 503 of the Rehabilitation Act of 1973 states:

The Contractor will not discriminate against any employee or applicant for employment because of physical or mental handicap.

- Section 2012 of the Vietnam Era Veterans Readjustment Act of 1973 requires Affirmative Action on behalf of disabled veterans and veterans of the Vietnam Era by contractors having Federal contracts.
- Section 206(A) of Executive Order 12086, Consolidation of Contract Compliance Functions for Equal Employment Opportunity, states:

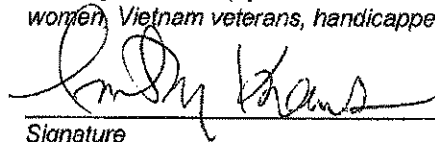
The Secretary of Labor may investigate the employment practices of any Government contractor or sub-contractor to determine whether or not the contractual provisions specified in Section 202 of this order have been violated.

The Lexington-Fayette Urban County Government practices Equal Opportunity in recruiting, hiring and promoting. It is the Government's intent to affirmatively provide employment opportunities for those individuals who have previously not been allowed to enter into the mainstream of society. Because of its importance to the local Government, this policy carries the full endorsement of the Mayor, Commissioners, Directors and all supervisory personnel. In following this commitment to Equal Employment Opportunity and because the Government is the benefactor of the Federal funds, it is both against the Urban County Government policy and illegal for the Government to let contracts to companies which knowingly or unknowingly practice discrimination in their employment practices. Violation of the above mentioned ordinances may cause a contract to be canceled and the contractors may be declared ineligible for future consideration.

Please sign this statement in the appropriate space acknowledging that you have read and understand the provisions contained herein. Return this document as part of your application packet.

Bidders

I/We agree to comply with the Civil Rights Laws listed above that govern employment rights of minorities, women, Vietnam veterans, handicapped and aged persons.


Signature

O'Brien & Gere Engineers Inc.

Name of Business



Lexington-Fayette Urban County Government
DEPARTMENT OF FINANCE & ADMINISTRATION

Jim Gray
Mayor

Jane C. Driskell
Commissioner

ADDENDUM #1

RFP Number: **33-2012**

Date: November 6, 2012

Subject: **RFO for Professional Engineering Services**

Please address inquiries to:
Betty Landrum (859) 258-3320

TO ALL PROSPECTIVE BIDDERS:

Please be advised of the following clarifications to the above referenced RFP:

| Questions | Answers |
|--|--|
| Footnote 2, page 7, paragraph 6, Selection Criteria, implies that private projects completed in accordance with the LFUCG Sanitary Sewer and Pump Station Manual and the LFUCG Stormwater Manual are equal in standing to those public projects completed under specific government contracts. Is that correct? | Each project will be evaluated on its individual merits. The proposer should use his/her discretion in selecting projects relating to the specific category that will best demonstrate the proposer's experience. |
| Can you provide examples of similar type projects that will be included in Category 4? | Examples of projects in Category 4 would be any type of trenchless pipeline and /or manhole rehabilitation projects, e.g., Cured In Place Pipeline Rehabilitation (CIPP), pipe bursting, sliplining, or manhole rehabilitation with various coatings or injection systems. |
| Do the one-page resumes for key project team members that are requested in the Project Team section count toward the specified page limit (i.e. are they to be counted in the 6 pages)? | Yes – Resumes should be one page maximum. Proposers should use their discretion in providing the information requested in six pages maximum. |
| From reviewing the minutes of the meeting, Mr. Martin made the statement encouraging teaming to maximize local participation. Then in answer to the first question he said that only the qualifications of the Prime would be scored. Then in answer to another question he said that relevant projects by subs would count. Since there seems to be some question here related to scoring of prime and not sub, the following question is posed. If a firm had a local office and wanted to be prime, but wanted to subcontract with a smaller local firm for an experienced | Yes -- Scoring of the Project Manager is maximized by project experience and being located locally (locally defined as being within the Bluegrass Area Development District boundaries). |

| | |
|---|--|
| wastewater project manager, would the Prime/Team receive the points for having a local project manager? | |
| In the meeting minutes the answer to the first question was only the qualifications of the prime would be scored, not the subs. If a small local firm wanted to be the prime and subcontract with a larger firm to supplement their qualifications, would that preclude the small prime from receiving the benefit of having the larger firm as a sub? | No -- The intent of the evaluation process will be to identify and rank the most qualified firm or team of firms. |
| Does the Division of Water Quality have a list of the 82 projects, and possibly a breakdown of the projects in each category, that are anticipated to be completed with this RFQ? | Yes. See attached list titled RMP Projects. The 82 projects are those listed in the Remedial Measures Plan. There will be other projects awarded under this contract that are not listed. |
| Could you provide what specific items that you will require responders to submit for an affirmative action plan for the RFP #33-2012? Management in our firm considers some information proprietary, however we want to be responsive and comply with the requirements of the RFP. | Please submit your current affirmative action plan with your response and identify the pages containing proprietary information as confidential and/or proprietary. Any confidential and/or proprietary information contained in your response should be clearly identified in both hard copy and electronic versions. |
| A question regarding <u>Contract 4 – Pipeline, manhole, inlet, and junction chamber rehabilitation projects</u> . Does the scope of work include providing flow monitoring, smoke testing, and dye testing services? | At present, no. DWQ reserves the right to compose or revise any Scope of Work necessary to meet its needs at any time during the duration of this contract. |
| It would seem that to accurately compare the mean deviation of hourly rates between firms proposing, that consultants should be expected to use a standard personnel classification system for hourly rates. Does LFUCG intend to issue such a list? | Hourly Rates will no longer be considered in the evaluation process (see attached REVISED scoring sheet; however hourly rates must be submitted for the specific job classifications on the attached form that will be used at time of contract negotiation. |
| As an office originally founded in Lexington over 40 years ago and subsequently acquired by another out of state firm, it seems unfair that we are only entitled to a score of 3.5 or 4.0 for the "Offices status and location of employees" category. Under this scenario, a recently established prime firm with a local headquarters, small work force, and no prior experience working with LFUCG could be awarded more points than a firm founded in Lexington that has continuously served LFUCG for over 40 years. Can additional consideration be given for length of service and/or longevity of office existence in Fayette County? | No – The proposer will be able to demonstrate and score points in other categories. |
| Can you release the list of anticipated Remedial Measures Plan projects and their estimated costs of construction? | Yes –see attachment pdf's (G3 RMP Implementation Plan & RMP Project Maps by Sewershed) |

| | |
|--|---|
| How will a firm be ranked if there is a joint venture? | DWQ will require that the Contract be executed with a single consultant. In the case of a team, the prime consultant must be identified and must execute the Contract. Joint Ventures will not be considered due to the contractual requirements. |
| George Woolwine (HDR) asked Mr. Martin to further define Category 2 and distinguish the work in Category 2 from Category 4. Mr. Martin said that Category 2 is dig and replace while Category 4 is rehabilitation for the purpose of reducing I&I (Inflow and Infiltration) in the collection system. Cole Mitcham (OBG) asked if the hourly rates within 15% were plus or minus, and if there was a prime that teamed how would we establish the mean rate? | Regarding the difference between Category Nos. 2 and 4, see the response to question No. 2 above. Regarding the question on hourly rates, see the response to question No. 9 above. |

SPECIAL NOTE TO PROPOSER: Please note that the Selection Criteria (attachment 2 – RFP Scoring Sheet) have been revised – hourly rates have been removed and the points assigned have been changed.



Todd Slatin, Acting Director
Division of Central Purchasing

All other terms and conditions of the RFP and specifications are unchanged. This letter should be signed, attached to and become a part of your RFP.

COMPANY: O'Brien & Gere Engineers Inc.

ADDRESS: 2333 Alexandria Drive, Lexington, KY, 40504

SIGNATURE OF PROPOSER: 

LFUCG STATEMENT OF GOOD FAITH EFFORTS

Bid/RFP/Quote reference # 33-2012

By the signature below of an authorized company representative, we certify that we have utilized the following methods to obtain the maximum practicable participation by minority and women owned business enterprises on the project. Please indicate which methods you used by placing an X in the appropriate place.

- Attended LFUCG Central Purchasing Economic Inclusion Outreach Event
- Sponsored Economic Inclusion event to provide networking opportunities
- Requested a list of MBE/WBE subcontractors or suppliers from LFUCG Economic Engine
- Advertised for MBE/WBE subcontractors or suppliers in local or regional newspapers
- Showed evidence of written notice of contracting and/ or supplier opportunities to MBE/WBE firms at least seven days prior to the proposal opening date
- Provided copies of quotations submitted by MBE/WBE firms which were not used and/ or responses from firms indicating they would not be submitting a quote
- Provided plans, specifications, and requirements to interested MBE/WBE subcontractors
- Other

Please list any other methods utilized that aren't covered above.



O'Brien & Gere Engineers Inc.

Company

11/13/2013

Date

Company Representative

Vice President

Title

LFUCG MBE/WBE PARTICIPATION FORM

Bid/RFP/Quote reference # 33-2012

The MBE/WBE subcontractors listed have agreed to participate on this Bid/RFP/Quote. If any substitution is made or the total value of the work is changed prior to or after the job is in progress, it is understood that those substitutions must be submitted to Central Purchasing for approval immediately.

| MBE/WBE Company, Name, Address, Phone, Email | Work to be Performed | Total Dollar Value of the Work | % Value of Total Contract |
|--|----------------------------|-----------------------------------|------------------------------|
| <p>1. Integrated Engineering (MBE) Eddie Mesta 1716 Sharkey Way, Suite 200 Lexington, KY 40511 (859) 368 – 0145 eddie@int-engineering.com</p> | <p>Surveying/Easements</p> | <p>TBD</p> | <p>~10%</p> |
| <p>2. DLZ Kentucky Inc. (MBE) Brad Derrick 201 Brighton Park Blvd Frankfort, KY 40601 (502) 695-2300 bderrick@dlz.com</p> | <p>Environmental</p> | <p>TBD</p> | <p>~5%</p> |

FIRM SUBMITTING PROPOSAL

Firm Submitting Proposal: O'Brien & Gere Engineers Inc.
Complete Address: 2333 Alexandria Drive, Suite 239
Street City Zip: Lexington, KY 40504
Contact Name: Cole Mitcham Title: Project Manager
Telephone Number: 859-514-6000 Fax Number: 859-514-6001
Email address: Cole.Mitcham@obg.com

WORKFORCE ANALYSIS FORM

Name of Organization: C'Brien + Gere Engineers

Date: 11 / 12 / 2012

| Categories | Total | | White | | Latino | | Black | | Other | | Total | |
|---------------------|------------|------------|----------|----------|-----------|----------|-----------|----------|-----------|----------|-------|---|
| | M | F | M | F | M | F | M | F | M | F | M | F |
| Administrators | 18 | 0 | 1 | 0 | 0 | 0 | 0 | 0 | 0 | 1 | 1 | 1 |
| Professionals | 120 | 51 | 1 | 0 | 1 | 2 | 5 | 3 | 7 | 5 | | |
| Superintendents | | | | | | | | | | | | |
| Supervisors | 94 | 15 | 1 | 0 | 0 | 0 | 1 | 0 | 2 | 0 | | |
| Foremen | | | | | | | | | | | | |
| Technicians | 7 | 3 | 0 | 0 | 0 | 0 | 1 | 0 | 1 | 0 | | |
| Protective Service | | | | | | | | | | | | |
| Para-Professionals | | | | | | | | | | | | |
| Office/Clerical | 20 | 46 | 0 | 1 | 2 | 0 | 0 | 0 | 2 | 1 | | |
| Skilled Craft | 44 | 0 | 0 | 0 | 3 | 0 | 1 | 0 | 4 | 0 | | |
| Service/Maintenance | 95 | 2 | 0 | 0 | 4 | 0 | 3 | 0 | 7 | 0 | | |
| Total: | 398 | 117 | 3 | 1 | 10 | 2 | 11 | 4 | 24 | 7 | | |

Prepared by: Jammy Johnson - HRIS Adm
Name & Title

360° Engineering and Project Delivery Solutions


All materials printed on recycled paper. 



EXHIBIT D

**FURTHER DESCRIPTION OF BASIC
ENGINEERING SERVICES AND
RELATED MATTERS**

LFUCG TASK ORDER NO. _____
UNDER LFUCG AGREEMENT WITH _____ FOR _____

CONSULTANT

OWNER

| | | |
|------------------|-------|---|
| Street Address | _____ | Lexington Fayette Urban County Government |
| City, State, Zip | _____ | 200 East Main Street |
| Contact Person | _____ | Lexington, KY 40507 |
| Telephone | _____ | Charles Martin |
| Fax | _____ | 859-425-2438 |
| E-Mail | _____ | 859-254-7787 |
| | | chmartin@lexingtonky.gov |

Task Order Date: _____

Task Name: _____

Task ID: _____

SCOPE OF WORK/DELIVERABLES

See Attached

SCHEDULE OF WORK

See Attached

FEE

See Attached

ADDITIONAL PROVISIONS

Because this is a Remedial Measures Plan project, **CONSULTANT** understands and agrees that the performance of these services is related to the Consent Decree entered in a case styled *United States & Commonwealth of Kentucky v. Lexington Fayette Urban County Government*, United States District Court for the Eastern District of Kentucky, Civil Action No. 5:06-cv-386-KSF (the "**CONSENT DECREE**"), a copy of which has been made available for review by the **CONSULTANT**, and which is incorporated herein by reference. The **CONSULTANT** further agrees that the services performed pursuant to this task order are necessary for the **OWNER** to meet the deadlines of the **CONSENT DECREE** and that the following requirements and conditions, which are in addition to those provided in the Engineering Services Agreement, shall apply to all work and services performed by the **CONSULTANT** under this task order:

1. Time is of the essence in the performance of the work and services. **CONSULTANT** is aware that the **OWNER** is subject to penalties for non-compliance with the **CONSENT DECREE** deadlines.
2. If delays result solely by reason of acts of the **CONSULTANT**, the **CONSULTANT** shall be held liable for any financial penalties incurred by the **OWNER** as a result of the delay, **including but not limited to those assessed pursuant to the CONSENT DECREE**. Section 6.5 of this Engineering Services Agreement (**Disputes**), shall apply in the event the parties cannot mutually agree upon the cause(s) associated with delays in completing project deliverables. The **CONSULTANT** must immediately notify the **OWNER** in the event of such delay, and provide the **OWNER** a written action plan within five (5) business days on how it will attempt to resolve the delay.
3. In the event that **CONSULTANT'S** delay or other nonperformance of its obligations hereunder results in the imposition of penalties against the **OWNER** pursuant to the **CONSENT DECREE**, or the **OWNER** otherwise suffers damage as a result of such delay or nonperformance, **CONSULTANT** shall be solely liable to **OWNER** for any and all such damages, including any costs and attorney's fees.

ACCEPTED BY:

AUTHORIZED BY:

Consultant's Authorized Signature

Owner's Authorized Signature

Date Signed

Date Signed

*Two originals of this work order shall be executed by the Owner and returned to Vernon Azevedo, P.E.
A fully executed copy will be returned to the Owner.*