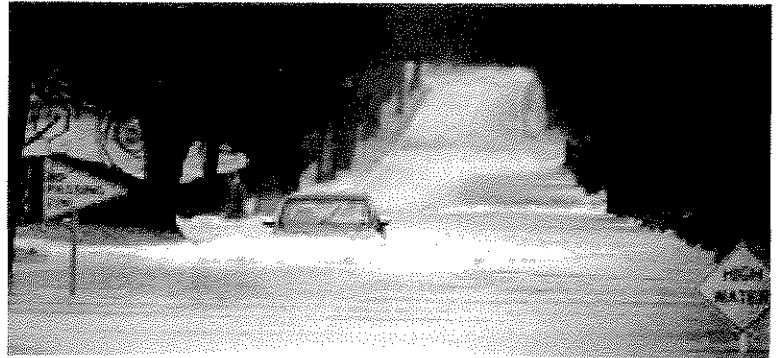
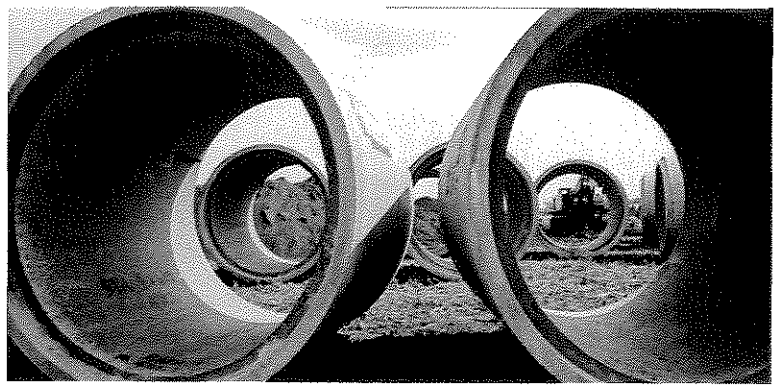


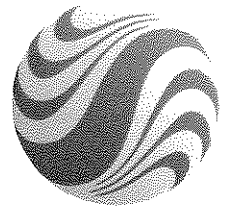
EXHIBIT C

PROPOSAL OF ENGINEERING SERVICES

AND RELATED MATTERS



A Statement of Qualifications for
Contract 4: Pipeline, Manhole, Inlet Projects
Lexington-Fayette Urban County Government • RFP #33-2012 • November 13, 2012



Stantec

Stantec Consulting Services Inc.
1409 North Forbes Rd
Lexington KY US 40511-2024
Ph: (859) 422-3000



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: **RFQ 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: Stantec Consulting Services Inc.

ADDRESS: 1409 N. Forbes Road, Lexington, Kentucky 40511

SIGNATURE OF PROPOSER: _____


Joseph J. Herman

AFFIDAVIT

Comes the Affiant, Joseph J. Herman, and after being first duly sworn, states under penalty of perjury as follows:

1. His/her name is Joseph J. Herman and he/she is the individual submitting the proposal or is the authorized representative of Stantec Consulting Services 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.



Joseph J. Herman

STATE OF Kentucky

COUNTY OF Fayette

The foregoing instrument was subscribed, sworn to and acknowledged before me
by Christine M. Workman on this the 13th day
of November , 2012.

My Commission expires: July 29, 2015



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 Joseph J. Herman

Stantec Consulting Services Inc.

Name of Business

CO# L357814
 UE= L357814

EQUAL EMPLOYMENT OPPORTUNITY
 2011 EMPLOYER INFORMATION REPORT
 CONSOLIDATED REPORT - TYPE 2

SECTION B - COMPANY IDENTIFICATION

1. STANTEC CONSULTING SERVICES INC
 61 COMMERCIAL STREET
 ROCHESTER, NY 14614

SECTION C - TEST FOR FILING REQUIREMENT

2.a. STANTEC CONSULTING SERVICES INC
 61 COMMERCIAL STREET
 ROCHESTER, NY 14614
 1-Y 2-Y 3-Y DUNS NO.:093657427

c. Y

SECTION E - ESTABLISHMENT INFORMATION

NAICS:

SECTION D - EMPLOYMENT DATA

JOB CATEGORIES	HISPANIC OR LATINO		NOT-HISPANIC OR LATINO										OVERALL TOTALS					
	MALE	FEMALE	***** MALE *****					***** FEMALE *****										
			WHITE	BLACK OR AFRICAN AMERICAN	NATIVE HAWAIIAN OR PACIFIC ISLANDER	ASIAN	AMERICAN INDIAN OR ALASKAN NATIVE	TWO OR MORE RACES	WHITE	BLACK OR AFRICAN AMERICAN	NATIVE HAWAIIAN OR PACIFIC ISLANDER	ASIAN		AMERICAN INDIAN OR ALASKAN NATIVE	TWO OR MORE RACES			
EXECUTIVE/SR OFFICIALS & MGRS	2	1	43	0	0	0	0	0	0	0	0	0	0	0	0	0	0	46
FIRST/AMD OFFICIALS & MGRS	15	3	645	6	2	13	13	2	2	2	2	128	2	0	4	0	1	823
PROFESSIONALS	50	19	1158	25	1	88	88	3	11	7	41	425	7	1	41	1	6	1836
TECHNICIANS	43	6	622	21	0	30	30	5	5	4	12	126	4	0	0	1	0	875
SALES WORKERS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
ADMINISTRATIVE SUPPORT	3	24	39	3	1	2	2	0	1	16	1	293	16	1	14	0	7	404
CRAFT WORKERS	1	0	8	0	0	0	0	0	0	0	0	0	0	0	0	0	0	9
OPERATIVES	0	0	3	0	0	0	0	0	0	0	0	0	0	0	0	0	0	3
LABORERS & HELPERS	1	0	40	1	0	1	1	0	1	0	0	1	0	0	0	0	0	45
SERVICE WORKERS	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
TOTAL	115	53	2558	56	4	134	134	10	20	29	2	973	29	2	71	2	14	4041
PREVIOUS REPORT TOTAL	103	51	2240	46	5	125	125	16	19	31	3	820	31	3	78	3	12	3552

SECTION F - REMARKS

DATES OF PAYROLL PERIOD: 07/15/2011 THRU 07/31/2011
 SECTION G - CERTIFICATION

CERTIFYING OFFICIAL: JENNIE MOORE
 EEO-1 REPORT CONTACT PERSON: JENNIE MOORE
 EMAIL: jennie.moore@stantec.com

TITLE: HR TEAM LEAD US EAST
 TITLE: HR TEAM LEAD US EAST
 TELEPHONE NO: 5854135241

CERTIFIED DATE[EST]: 10/25/2011 07:10 PM

**Stantec Policies and Procedures
Employment Regulations****10.1. Equal Employment Opportunity and Affirmative Action Program**

Stantec Consulting Services Inc. (Stantec), hereby issues a formal position statement that it is an Equal Employment Opportunity employer and will hire, train, develop and promote personnel without regard to race, color, religion, sex, national origin, marital status, disability, or veteran status. This equal employment opportunity policy applies to all employment practices, benefits, training programs, performance evaluation programs, company programs and practices, and all other terms, conditions and privileges of employment. Stantec will do its best to make reasonable accommodations for known disabilities.

It is the policy of this company to ensure that applicants are employed, and that employees are treated during employment, without regard to their race, religion, sex, color, or national origin.

All members of Stantec's staff who have supervisory, hiring and promotional authority have been advised of this policy. Staff members who are authorized to hire, supervise, promote and discharge employees, or who recommend such actions, or who are substantially involved in such actions, will be made fully cognizant of, and will implement, our equal employment opportunity policy and contractual responsibilities. To ensure that the above agreement will be met, the following actions will be taken as a minimum:

- 1) Periodic meetings of supervisory employees will be conducted before the start of work and then once every six months at which time our equal employment opportunity policy and its implementation will be reviewed and explained.
- 2) All new supervisory employees will be made aware of our equal employment opportunity regulations within thirty days following their reporting to work.

Stantec will inform all employees, prospective employees, and potential sources of employees of our firm's equal employment opportunity policy by the following specifications.

- 1) Place notices and posters setting forth the firm's equal employment opportunity policy in areas readily accessible to employees, applicants for employment, and potential employees.
- 2) Utilize employee meetings, employee handbooks, etc., to inform all employees of the firm's EEO policies and procedures to implement this policy.

If, after analyzing our firm's present employment composition, and based on this analysis it is found that minority group members are under-utilized in the work force, the following appropriate actions will be taken:

Stantec Policies and Procedures

Employment Regulations

- 1) Stantec will include in all advertisements for employment the notation: "An Equal Opportunity Employer." We will insert all such advertisements in newspapers, or other publications, having a large circulation among minority groups.
- 2) Stantec will conduct a systematic and direct recruitment effort through public and private employee referral sources likely to yield qualified minority group applications.
- 3) Stantec will encourage present employees to refer minority group applicants for employment by posting appropriate notices of such or by verbal communication with staff through staff meetings, etc.

To ensure that all personnel actions, including wages paid, working conditions, employee benefits, and all personnel actions of every type are being administered in a non-discriminatory manner, Stantec will:

- 1) Conduct periodic inspections of working sites to ensure that working conditions and employee facilities do not include discriminatory treatment.
- 2) Periodically evaluate the spread of wages paid within each classification to determine any evidence of discrimination in wage practices.
- 3) Periodically review selected personnel actions in depth to determine whether there is evidence of discrimination. Where evidence is found, we will promptly take corrective action.
- 4) Investigate all complaints of alleged discrimination made to us in connection with our obligation under any contracts, attempt to resolve such complaints, and take appropriate corrective action.

Stantec will have no discrimination in training and promotional opportunities and accordingly will:

- 1) Advise employees and applicants for employment of available training programs and entrance requirements for each.
- 2) Periodically review the training and promotional potential of minority group employees and will encourage eligible employees to apply for such training and promotion.

In the event that Stantec utilizes subcontractors, we will:

- 1) Use our best efforts to utilize minority group subcontractors or subcontractors with meaningful minority group representation among their employees.
- 2) Use our best efforts to assure subcontractor's compliance with their equal employment opportunity obligations.

All of our staff is advised to be aware of the above stated policy. All prospective and new employees will be so advised in that:

Section
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Stantec Policies and Procedures
Employment Regulations

- 1) The policy is contained in all employment advertisements.
- 2) The policy is fully stated in our employee policies and procedures book.

10.2. Pre-Employment

At such time Stantec extends an offer of employment, the offer will be conditional upon successful completion of a pre-employment drug screen and background check. The offer letter will clearly state that the completion of these screens is required and results received before the potential candidate begins employment with FMSM.

10.3. Employment Eligibility Verification

Stantec is required by the U.S. Department of Justice to examine evidence of identify and employment eligibility within three (3) business days of employment. Employees must present original documents. The Employment Eligibility Verification (I-9) form will be presented to the employee on his first date of hire. Failure to provide the necessary documentation in a timely manner may result in suspension of employment.

10.4. Sexual, Racial and Other Harassment in the Work Place

Stantec is committed to providing a work environment for its employees, which is free from physical, psychological or verbal harassment of any kind including sexual and racial harassment.

Harassment includes any form of verbal or physical behavior which is unsolicited, unwelcome or interferes with an individual's work performance, or which creates an offensive work environment. This principle applies to race, color, religion, national origin, age, physical or mental handicap, and particular emphasis is placed on this definition as it applies to sexual and racial harassment.

Sexual harassment includes unwelcome sexual advances, requests for sexual favors, verbal abuse of a sexual nature, graphic verbal comments about a person's body, physical touching, sexual advances and propositions, sexually degrading words used to describe an individual, and the display in the work place of sexually suggestive objects or pictures. It also includes any threat or suggestion that a person's refusal to submit to a sexual advance will adversely affect the person's employment or career development.

Racial harassment includes any offensive racial conduct.

Any employee, who believes that he or she is the object of harassment, or who has knowledge of any harassment of any other employee, should immediately report it to a member of the

Section
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Stantec Policies and Procedures
Employment Regulations

Management Team or Human Resources. A prompt, strictly confidential investigation will be conducted of any reported harassment and when appropriate, disciplinary action will be taken. Stantec will retain confidential documentation of all allegations and investigation.

Stantec considers harassment to be a major offense, which can result in disciplinary action, up to and including termination. Your support is essential if we are to maintain a positive and productive work environment, free of all such harassment.



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
1. Integrated Engineers, PLLC 1716 Sharkey Way, Suite 200 Lexington, KY 40509	Field Surveying, kia and permitting	TBD	At least 10%
2.			
3.			
4.			


The undersigned company representative submits the above list of MBE/WBE firms to be used in accomplishing the work contained in this Bid/RFP/Quote. Any misrepresentation may result in the termination of the contract and/or be subject to applicable Federal and State laws concerning false statements and false claims.

Stantec Consulting Services Inc.

Company

November 13, 2012

Date



Company Representative
Joseph J. Herman
Principal

Title



MBE QUOTE SUMMARY FORM
 Bid/RFP/Quote Reference # 33-2012

The undersigned acknowledges that the minority subcontractors listed on this form did submit a quote to participate on this project.

Company Name Stantec Consulting Services Inc.	Contact Person Joseph J. Herman
Address/Phone/Email 1409 N. Forbes Road Lexington, Kentucky 40511	RFP Package / RFP Date #33-2012

MBE/WBE Company Address	Contact Person	Contact Information (work phone, Email, cell)	Date Contacted	Services to be performed	Method of Communication (email, phone, meeting, ad, event etc)	Total dollars \$\$ Do Not Leave Blank (Attach Documentation)	MBE * AA HA AS NA Female
Integrated Engineers, PLLC 1716 Sharkey Way, Suite 200 Lexington, KY 40509	Harsha Wijesiri, PE	Harsha@int-engineering.com 859-368-0145 (Office) 859-351-9748 (Cell)	10/22/12	Field Surveying, KIA and permitting	Email/ phone/in-person	TBD (10% of contract)	MBE


(MBE designation / AA=African American / HA= Hispanic American/AS = Asian American/Pacific Islander/ NA= Native American)

The undersigned acknowledges that all information is accurate. Any misrepresentation may result in termination of the contract and/or be subject to applicable Federal and State laws concerning false statements and claims.

Stantec Consulting Services Inc.

 Company
 November 13, 2012

 Date



 Company Representative
 Joseph J. Herman
 Principal

 Title

Firm Submitting Proposal: Stantec Consulting Services Inc.

Complete Address: 1409 N. Forbes Road, Lexington, Kentucky 40511
Street City Zip

Contact Name: Joseph J. Herman Title: Principal

Telephone Number: (859) 422-3000 Fax Number: (859) 422-3100

Email address: joe.herman@stantec.com

GENERAL PROVISIONS

1. Each Respondent shall comply with all Federal, State & Local regulations concerning this type of service or good.

The Respondent agrees to comply with all statutes, rules, and regulations governing safe and healthful working conditions, including the Occupational Health and Safety Act of 1970, 29 U.S.C. 650 *et. seq.*, as amended, and KRS Chapter 338. The Respondent also agrees to notify the LFUCG in writing immediately upon detection of any unsafe and/or unhealthful working conditions at the job site. The Respondent agrees to indemnify, defend and hold the LFUCG harmless from all penalties, fines or other expenses arising out of the alleged violation of said laws.

2. Failure to submit ALL forms and information required in this RFP may be grounds for disqualification.
3. Addenda: All addenda, if any, shall be considered in making the proposal, and such addenda shall be made a part of this RFP. Before submitting a proposal, it is incumbent upon each proposer to be informed as to whether any addenda have been issued, and the failure to cover in the bid any such addenda may result in disqualification of that proposal.
4. Proposal Reservations: LFUCG reserves the right to reject any or all proposals, to award in whole or part, and to waive minor immaterial defects in proposals. LFUCG may consider any alternative proposal that meets its basic needs.
5. Liability: LFUCG is not responsible for any cost incurred by a Respondent in the preparation of proposals.
6. Changes/Alterations: Respondent may change or withdraw a proposal at any time prior to the opening; however, no oral modifications will be allowed. Only letters, or other formal written requests for modifications or corrections of a previously submitted proposal which is addressed in the same manner as the proposal, and received by LFUCG prior to the scheduled closing time for receipt of proposals, will be accepted. The proposal, when opened, will then be corrected in accordance with such written request(s), provided that the written request is contained in a sealed envelope which is plainly marked "modifications of proposal".
7. Clarification of Submittal: LFUCG reserves the right to obtain clarification of any point in a bid or to obtain additional information from a Respondent.
8. Bribery Clause: By his/her signature on the bid, Respondent certifies that no employee of his/hers, any affiliate or Subcontractor, has bribed or

attempted to bribe an officer or employee of the LFUCG.

9. Additional Information: While not necessary, the Respondent may include any product brochures, software documentation, sample reports, or other documentation that may assist LFUCG in better understanding and evaluating the Respondent's response. Additional documentation shall not serve as a substitute for other documentation which is required by this RFP to be submitted with the proposal,
10. Ambiguity, Conflict or other Errors in RFP: If a Respondent discovers any ambiguity, conflict, discrepancy, omission or other error in the RFP, it shall immediately notify LFUCG of such error in writing and request modification or clarification of the document if allowable by the LFUCG.
11. Agreement to Bid Terms: In submitting this proposal, the Respondent agrees that it has carefully examined the specifications and all provisions relating to the work to be done attached hereto and made part of this proposal. By acceptance of a Contract under this RFP, proposer states that it understands the meaning, intent and requirements of the RFP and agrees to the same. The successful Respondent shall warrant that it is familiar with and understands all provisions herein and shall warrant that it can comply with them. No additional compensation to Respondent shall be authorized for services or expenses reasonably covered under these provisions that the proposer omits from its Proposal.
12. Cancellation: If the services to be performed hereunder by the Respondent are not performed in an acceptable manner to the LFUCG, the LFUCG may cancel this contract for cause by providing written notice to the proposer, giving at least thirty (30) days notice of the proposed cancellation and the reasons for same. During that time period, the proposer may seek to bring the performance of services hereunder to a level that is acceptable to the LFUCG, and the LFUCG may rescind the cancellation if such action is in its best interest.

A. Termination for Cause

- (1) LFUCG may terminate a contract because of the contractor's failure to perform its contractual duties
- (2) If a contractor is determined to be in default, LFUCG shall notify the contractor of the determination in writing, and may include a specified date by which the contractor shall cure the identified deficiencies. LFUCG may proceed with termination if the contractor fails to cure the deficiencies within the specified time.

- (3) A default in performance by a contractor for which a contract may be terminated shall include, but shall not necessarily be limited to:
- (a) Failure to perform the contract according to its terms, conditions and specifications;
 - (b) Failure to make delivery within the time specified or according to a delivery schedule fixed by the contract;
 - (c) Late payment or nonpayment of bills for labor, materials, supplies, or equipment furnished in connection with a contract for construction services as evidenced by mechanics' liens filed pursuant to the provisions of KRS Chapter 376, or letters of indebtedness received from creditors by the purchasing agency;
 - (d) Failure to diligently advance the work under a contract for construction services;
 - (e) The filing of a bankruptcy petition by or against the contractor; or
 - (f) Actions that endanger the health, safety or welfare of the LFUCG or its citizens.

B. At Will Termination

Notwithstanding the above provisions, the LFUCG may terminate this contract at will in accordance with the law upon providing thirty (30) days written notice of that intent, Payment for services or goods received prior to termination shall be made by the LFUCG provided these goods or services were provided in a manner acceptable to the LFUCG. Payment for those goods and services shall not be unreasonably withheld.

13. Assignment of Contract: The contractor shall not assign or subcontract any portion of the Contract without the express written consent of LFUCG. Any purported assignment or subcontract in violation hereof shall be void. It is expressly acknowledged that LFUCG shall never be required or obligated to consent to any request for assignment or subcontract; and further that such refusal to consent can be for any or no reason, fully within the sole discretion of LFUCG.
14. No Waiver: No failure or delay by LFUCG in exercising any right, remedy, power or privilege hereunder, nor any single or partial exercise thereof, nor the exercise of any other right, remedy, power or privilege shall operate as a waiver hereof or thereof. No failure or delay by LFUCG in exercising any right, remedy, power or privilege under or in respect of this Contract shall affect the rights, remedies, powers or privileges of LFUCG hereunder or shall operate as a waiver thereof.

15. Authority to do Business: The Respondent must be a duly organized and authorized to do business under the laws of Kentucky. Respondent must be in good standing and have full legal capacity to provide the services specified under this Contract. The Respondent must have all necessary right and lawful authority to enter into this Contract for the full term hereof and that proper corporate or other action has been duly taken authorizing the Respondent to enter into this Contract. The Respondent will provide LFUCG with a copy of a corporate resolution authorizing this action and a letter from an attorney confirming that the proposer is authorized to do business in the State of Kentucky if requested. All proposals must be signed by a duly authorized officer, agent or employee of the Respondent.
16. Governing Law: This Contract shall be governed by and construed in accordance with the laws of the Commonwealth of Kentucky. In the event of any proceedings regarding this Contract, the Parties agree that the venue shall be the Fayette County Circuit Court or the U.S. District Court for the Eastern District of Kentucky, Lexington Division. All parties expressly consent to personal jurisdiction and venue in such Court for the limited and sole purpose of proceedings relating to this Contract or any rights or obligations arising thereunder. Service of process may be accomplished by following the procedures prescribed by law.
17. Ability to Meet Obligations: Respondent affirmatively states that there are no actions, suits or proceedings of any kind pending against Respondent or, to the knowledge of the Respondent, threatened against the Respondent before or by any court, governmental body or agency or other tribunal or authority which would, if adversely determined, have a materially adverse effect on the authority or ability of Respondent to perform its obligations under this Contract, or which question the legality, validity or enforceability hereof or thereof.
18. Contractor understands and agrees that its employees, agents, or subcontractors are not employees of LFUCG for any purpose whatsoever. Contractor is an independent contractor at all times during the performance of the services specified.
19. If any term or provision of this Contract shall be found to be illegal or unenforceable, the remainder of the contract shall remain in full force and such term or provision shall be deemed stricken.



Signature Joseph J. Herman

November 13, 2012

Date



Stantec Consulting Services Inc.
1409 North Forbes Road
Lexington KY 40511-2050
Tel: (859) 422-3000
Fax: (859) 422-3100

Stantec

November 13, 2012

Lexington-Fayette Urban County Government
Room 338, Government Center
200 E. Main Street
Lexington, Kentucky 40507

Attention: Mr. Todd Slatin, Acting Purchasing Director

**Reference: RFQ for Professional Engineering Services (RFP #33-2012)
Contract 4 - Pipeline, Manhole, Inlet Rehabilitation Projects**

Dear Mr. Slatin:

Stantec Consulting Services Inc. (Stantec) is pleased to submit our Statement of Qualifications for Contract 4 (Pipeline, Manhole, Inlet Rehabilitation Projects) in the referenced RFP. Stantec has a proven track record providing professional engineering services to LFUCG and employs a local staff of approximately 180 professionals in our two Lexington offices.

Joining the Stantec Team is **Integrated Engineering, PLLC (IE)**. IE is a Lexington-based, Minority Owned Business Enterprise (MBE) and is currently teamed with Stantec on LFUCG's Capacity Assurance Program, along with several other municipal infrastructure projects for Louisville MSD and Sanitation District No. 1 (SD#1).

Highlights of the Stantec Team include:

- A local Project Manager with the technical expertise, project experience, hands-on management approach and "no excuses" attitude to project delivery;
- Individuals responsible for performing your SSAs with unparalleled knowledge of the condition of LFUCG's sewer system;
- Individuals responsible for assisting LFUCG in prioritizing your collection system rehabilitation program;
- Extensive local/regional/national experience in sewer rehabilitation design for municipal wet weather enforcement clients - Stantec has completed over 2,000 sewer design/rehabilitation projects and averages about 80 each year;
- A proven track record of meeting stringent Consent Decree deadlines and a dedicated Project Scheduler who will ensure that project milestones and critical path items are effectively reported to LFUCG's RMP Consultant.
- A Value Engineering Team comprised of experienced engineers who will perform a high-level review of preliminary designs to identify opportunities to minimize construction costs through design innovation;
- A local MBE with the in-house capabilities to maximize Stantec's ability to meet LFUCG's DBE procurement goals on each individual task order;
- Demonstrated fiscal responsibility on LFUCG projects, including completion of the largest sanitary sewer assessment LFUCG has ever undertaken at \$114,000 under budget without a single change order.

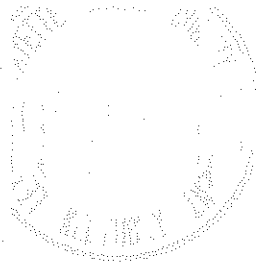
Thank you for the opportunity to submit this Statement of Qualifications.

Sincerely,

STANTEC CONSULTING SERVICES INC.

A handwritten signature in black ink, appearing to read "Joe Herman", is written over a light blue horizontal line.

Joe Herman, PE – Principal-in-Charge
Tel: (859) 422-3043 / Fax: (859) 422-3100 / Joe.Herman@stantec.com



Firm Qualifications

Stantec Consulting Services, Inc. (Stantec) is multi-disciplinary firm with a proven track record providing quality stormwater and wastewater services to LFUCG for over 20 years. Nationally, Stantec employs approximately 11,000 professionals in over 170 offices. Locally, Stantec employs approximately 180 professionals in two Lexington offices. (A figure showing our office locations is provided on the inside cover.)

Stantec is ranked by ENR as No. 10 among the nation's Sanitary and Storm Sewer design firms, and ranked No. 14 by Trenchless Technology magazine on its list of the Top 50 Trenchless Design Firms.

Stantec has led several of LFUCG's Consent Decree projects and understands the importance of anticipating potential pitfalls, strict adherence to project schedules, and adopting a "no excuses" approach. Stantec also served in a meaningful role on the development of the three Remedial Measures Plans and recognizes LFUCG's goal to identify and capitalize on opportunities to reduce overall Plan costs.

Joining the Stantec is Integrated Engineering, PLLC (IE). IE is a Lexington-based, Minority Owned Business Enterprise (MBE) and is currently teamed with Stantec on LFUCG's Capacity Assurance Program, and several other municipal infrastructure projects for Louisville MSD and Sanitation District No. 1 (SD#1).

Stantec has built a solid reputation on our diversified experience in the water/wastewater industry. Stantec's infrastructure group accounts for more than 40% of our revenue companywide. This combined knowledge and experience forms the basis of the solutions we deliver to clients, and our recognition as an award winning, industry leader. Stantec is currently ranked by ENR as No. 10 among the nation's Sanitary and Storm Sewer design firms. Additionally, Stantec is ranked as No. 14 by Trenchless Technology magazine on its list of the Top 50 Trenchless Design firms.



Stantec has completed over 2,000 sewer design and rehabilitation projects, averaging 80 per year.

Table 2.1. provides a perspective on the total number of water/wastewater infrastructure projects Stantec has successfully completed over the years, as well as the number completed in a typical year. We have worked from coast to coast across North America and have learned from that experience, giving our clients insight into how other municipal sewer agencies are successfully and cost-effectively replacing their aging gravity sewers.

Table 2.1. Stantec Corporate Experience

Major Water Sector Projects	Completed	Per Year
Plans and Studies	> 3,000	~ 50
WWTPs	> 1,000	~ 40
WTPs	> 600	~ 255
Pumping Stations	> 1,000	~ 35
Storage Facilities	> 400	~10
Sewer Design and Rehabilitation	> 2,000	~ 80

Stantec Team members assigned to this contract performed your SSAs and have assisted LFUCG in developing rehabilitation priorities.

Team members are PACP and MACP certified and have an unparalleled institutional knowledge of LFUCG's sewer system.

Stantec's Rehabilitation Costing Tool can be used to assist detailed review by the Engineer and minimize the potential for oversight/omissions.

Locally, Stantec recently completed the Sanitary Sewer Assessments (SSAs) on LFUCG's sewer system. This involved a comprehensive field investigation and engineering assessment of the condition of LFUCG's sewer system. The SSAs form the foundation for the rehabilitation design.

In our role on the RMP Team and as the Capacity Assurance Program (CAP) Consultant, Stantec assisted LFUCG's in developing rehabilitation priorities. Stantec is also responsible for calculating and tracking earned credits from completed rehabilitation projects that can be used by LFUCG to offset flow increases from proposed new connections to the sewer system.

Stantec maintains an in-house, automated Rehabilitation Costing Tool that has been customized to LFUCG's rehabilitation "rules of thumb" and local unit price data. The Tool provides preliminary rehabilitation recommendations and budgetary cost opinions. Recommendations from the Tool should not replace detailed review by an engineering professional, but does expedite review time and helps reduce the potential for oversights/omissions.

Stantec's rehabilitation project experience is summarized in Figure 2.1. The graphic on the left highlights Stantec's sewer design and rehabilitation.

The graphic on summarizes Stantec's trenchless rehabilitation experience. This includes rehabilitation projects entailing: cured-in-place pipe (CIPP), pipe bursting, slip-lining, manhole rehabilitation, horizontal directional drilling, and other "no-dig" rehabilitation methods. The range of pipe diameters and project sizes for Stantec's project experience is illustrated within the pink-shaded experience "envelope".

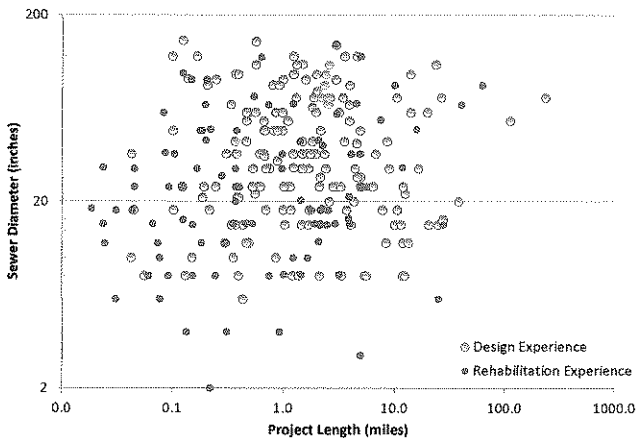


Figure 2.1. Stantec's Sewer Design and Rehabilitation Experience

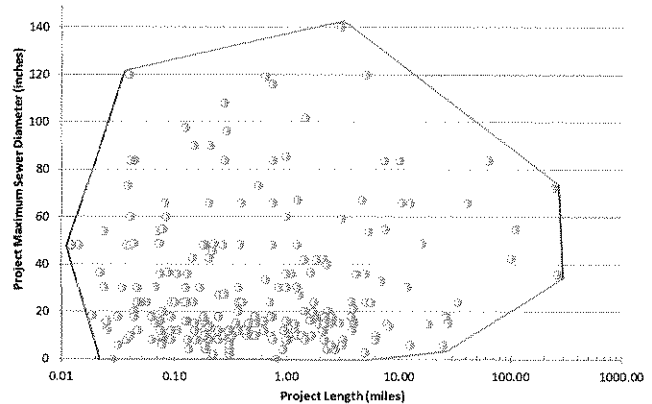
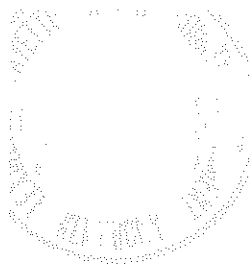


Figure 2.2. Stantec's Trenchless Rehabilitation Experience Envelope



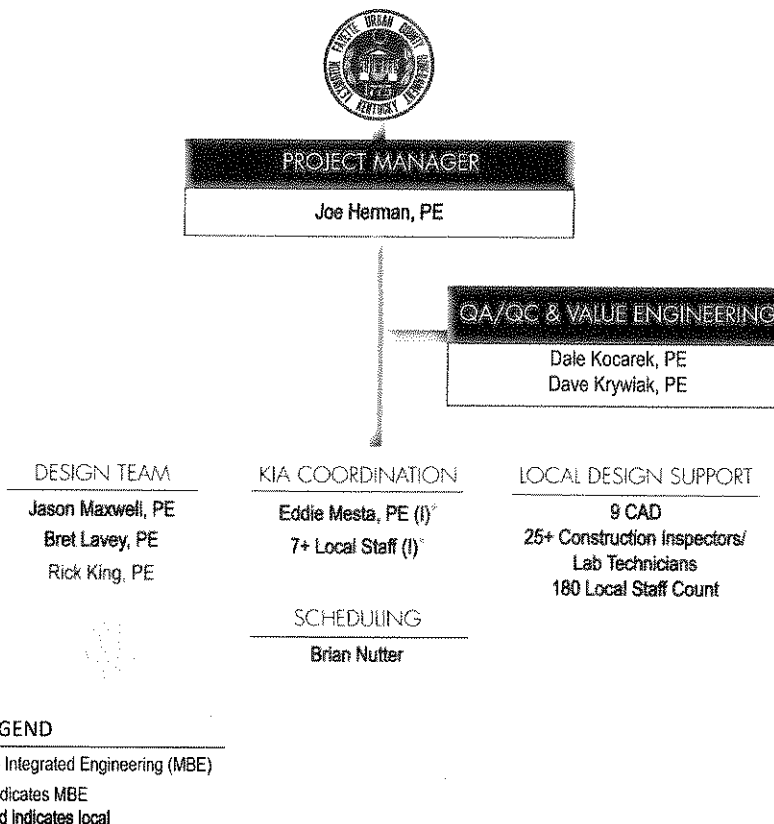
Project Team

Stantec has assembled a Team of qualified professionals with specialized experience in sanitary sewer rehabilitation. Individuals in the Organization Chart (Figure 3.1) have recent project experience and nearly all are located in Lexington. Our strong emphasis on staffing the project with a local Team ensures that LFUCG continues to receive the same timely and responsive service that you've come to expect from Stantec, and leverages our institutional knowledge gained from your Sanitary Sewer Assessments over the last four (4) years.

An organizational chart identifying key members of the Stantec Team is presented in Figure 3.1.

Stantec's Team is comprised of nearly all local professionals with recent, relevant sewer design experience and unparalleled, institutional knowledge of your sewer system.

Our Team is augmented by several of Stantec's rehabilitation subject matter experts to allow LFUCG to capitalize on successful techniques and innovations gained from assisting our other utility clients.



Unique elements of Stantec's Team includes a dedicated Project Scheduler and Value Engineering Team. The Project Scheduler will ensure that project deadlines and critical path items are effectively reported to LFUCG's RMP Consultant. The Value Engineering Team is comprised of senior designers and will be responsible for independently reviewing preliminary designs to identify opportunities to reduce rehabilitation construction costs.

Joe Herman, PE

Role: Project Manager

Firm: Stantec

Years Experience: 17

Education:

*B.S. Civil Engineering,
University of Kentucky, 1994*

*M.S. Civil Engineering,
University of Kentucky, 1995*

Office Location:

Lexington, KY

Joe Herman, PE will serve as your Project Manager. Mr. Herman is located in Stantec's Lexington office and has a proven track record executing LFUCG stormwater and wastewater projects. His relevant project experience includes:

- *Groups 1, 2, & 3 Sanitary Sewer Assessments (2010-2012).* Project Manager responsible collection and assessment for over 1.2M linear feet of closed-circuit television (CCTV) pipe inspections, 5M linear feet of smoke testing, and 20,000 manhole inspections.
- *Camp Taylor SSES and Sewer Rehab Design- Louisville, KY (2012).* Provided technical oversight for the SSES of the 145,000 LF sewer basin and provided rehabilitation recommendations based on the results.
- *Clayton County I/I Study – Clayton County, GA. (2012).* Serving as the Project Manager for ongoing SSES field activities, micro-monitoring to isolate areas of excessive I/I, and providing rehabilitation recommendations.
- *Sanitation District No. 1 (SD1) of Northern Kentucky. (2012).* Providing technical assistance for micro-monitoring activities being utilized to guide SD1's lateral and service connection rehabilitation program in collection system areas targeted for rehabilitation.
- *Project Set Designers – Sewer Rehabilitation, Nashville, Tennessee. (2012).* Technical lead on Stantec's recently awarded Collection System Rehabilitation contract with Nashville Metro.
- *Remedial Measures Plan Development (2012).* Led Stantec's role on the team as a sub-consultant, responsible for assisting LFUCG in prioritizing areas for LFUCG's annual inflow/infiltration removal and rehabilitation program.

Mr. Herman's hands-on approach and institutional knowledge of LFUCG's sewer system provide LFUCG with the assurance that designs will be well thought out, fiscally responsible, and meet your project expectations.

Jason Maxwell, PE

Role: Design Team

Firm: Stantec

Years Experience: 6

Education:

*B.S. Biosystems
Engineering, University of
Kentucky, 2006*

*M.S. Biosystems
Engineering, University of
Kentucky, 2008.*

Office Location:

Lexington, KY

Jason Maxwell, PE, Bret Lavey, PE, and Rick King, PE will serve on the Design Team. All three have successfully completed the Pipeline Assessment Certification Program (PACP) and Manhole Assessment Certification Program (MACP) administered by the National Association of Sewer Services Companies (NASSCO).

Mr. Maxwell, PE is a Project Engineer in Stantec's Lexington, Kentucky office with specific project experience in engineering design for municipal stormwater and sanitary sewer systems, sanitary sewer evaluation studies (SSES), EPA Consent Decree Program Management, stormwater and sanitary hydrologic and hydraulic modeling, sanitary sewer rehabilitation, and inflow/infiltration studies. Mr. Maxwell is assisting in the design of the Camp Taylor Sanitary Sewer Rehabilitation and Replacement for Louisville MSD and was heavily involved in the prior SSES. Mr. Maxwell

also led the design of approximately 1,000 LF of industrial wastewater at the Catlettsburg Refinery in Ashland, Kentucky for Marathon Petroleum Company and was responsible for the design of the sanitary sewer relocations in the Hawkins Steel area for the City of Elizabethtown, Kentucky. Mr. Maxwell, in conjunction with Mr. Lavey, was responsible for reviewing/assessing over 1.2 million linear feet of closed circuit television (CCTV) inspection of sanitary sewer during the SSAs for LFUCG.

Bret Lavey, PE

Role: Design Team

Firm: Stantec

Years Experience: 8

Education:

B.S. Civil Engineering,

University of Kentucky, 2005

Office Location:

Lexington, KY

Mr. Lavey, PE is a Senior Project Engineer in Stantec's Lexington, Kentucky office with 8 years of experience in the design of stormwater and wastewater infrastructure, Sanitary Sewer Evaluation Survey (SSES) projects, capital improvement programs, and hydrologic and hydraulic modeling. Mr. Lavey recently provided a meaningful role on the Sanitary Sewer Assessments (SSAs) and Remedial Measures Plan projects for LFUCG. Mr. Lavey, along with Mr. Maxwell, was responsible for technical oversight and quality assurance associated with over 1.2 million feet of closed-circuit television (CCTV) inspection of sanitary sewer during the SSAs. Mr. Lavey has provided similar services, including rehabilitation recommendations for projects in Clayton County, Georgia and the Camp Taylor Basin in Louisville, Kentucky.

Rick King, PE

Role: Design Team

Firm: Stantec

Years Experience: 25

Education:

B.S. Civil Engineering,

University of Alaska, 1986

Office Location:

Cincinnati, OH

Mr. King, PE recently joined Stantec and will report to our Cincinnati, Ohio office beginning in December 2012. Mr. King is Stantec's Water sector leader for pipeline assessment and rehabilitation in the United States with over 25 years of experience as a project engineer, project manager, and construction manager. His engineering design experience includes water and wastewater collection and conveyance, pump/lift station design, modeling, valve assessments, and flow data collection and analysis. Rick specializes in water and sewer assessment and rehabilitation with specific expertise in large pipes and large flow (up to 225 MGD) bypass pumping. He has designed and rehabilitated over 130 miles of pipelines.

Eddie Mesta, PE

Role: Field Surveying and Permitting

Firm: IE

Years Experience: 17

Education:

B.S. Civil Engineering,

University of Kentucky, 1995

Office Location:

Lexington, KY

Eddie Mesta, PE is a Project Manager located in IE's Lexington, Kentucky office. Mr. Mesta will lead the IE team responsible for Kentucky Infrastructure Authority (KIA) Coordination. Mr. Mesta has design and permitting experience on sanitary sewer design projects for LFUCG. Recently, he provided similar services on the Lexington Mall Sanitary Sewer Relocation, Bob O'Link Trunk Replacement, and Cardinal Lane Sanitary and Storm Improvements. Mr. Mesta is the Project Manager working with Stantec on the Capacity Assurance Program and has a strong understanding of Lexington's Sanitary Sewer System and I/I problem areas. Mr. Mesta and IE will also be involved in QA/QC reviews and additional design, engineering assessment, and/or field activities should IE's other responsibilities not be sufficient to satisfy LFUCG's DBE procurement goal for this Contract.

Brian Nutter*Role: Scheduling**Firm: Stantec**Years Experience: 12**Education:***B.S. Electrical Engineering,
US Coast Guard Academy,
2000***Office Location:***Lexington, KY**

Brian Nutter is a Project Controls Specialist in Stantec's Lexington, Kentucky office. Mr. Nutter will be responsible for preparing and updating the project schedule to support LFUCG's RMP Consultant. Mr. Nutter has a strong background in Primavera cost and resource loaded scheduling, Critical Path Management (CPM), and Earned Value Management System (EVMS). Prior to joining Stantec, Mr. Nutter providing similar project scheduling services for the United States Coast Guard and the National Aeronautics and Space Administration (NASA). The addition of Mr. Nutter to the project team will ensure that project deadlines and critical path items are effectively reported to LFUCG's RMP Consultant.

Dave Krywiak, PE and Dale Kocarek, PE will serve on our QA/QC and Value Engineering Team. In this role, they will provide high-level QA/QC of proposed designs and independently evaluate opportunities to reduce overall project construction costs (value engineering). Stantec specifically included a QA/QC and Value Engineering Team in response to LFUCG's goal to identify opportunities to reduce overall RMP implementation costs, while still providing 2-year level of protection and meeting Consent Decree obligations.

Dave Krywiak, PE*Role: QA/QC and Value
Engineering**Firm: Stantec**Years Experience: 34**Education:***B.S. Civil Engineering,
University of Alberta
(Edmonton, AB), 1977***Office Location:***Edmonton, Alberta**

Mr. Krywiak and Mr. Kocarek were specifically selected because of their prior experience providing independent project reviews and extensive rehabilitation design experience.

Mr. Krywiak, PE has more than 30 years of engineering experience, with the last 20 years focused on the review, assessment, and rehabilitation of all components of buried infrastructure. This experience has led him to the incorporation of trenchless technologies in many of his projects. He is an active founding member and past chair of the Northwest Chapter of the North American Society for Trenchless Technology (NASTT), and is the current Canada Pacific director for NASTT. Mr. Krywiak was also involved in the National Guide for Sustainable Municipal Infrastructure, serving on the working committee for developing best practices for Assessment and Evaluation of Storm and Wastewater Collection Systems. He has recent project experience with micro-tunneling, cured-in-place-pipe (CIPP), slip lining, horizontal directional drilling, and conventional and hand tunneling. Mr. Krywiak provides technical oversight and value engineering reviews on many trenchless projects throughout North America.

Dale Kocarek, PE*Role: QA/QC and Value
Engineering**Firm: Stantec**Years Experience: 32**Education:***B.S. Civil Engineering,
The Ohio State University,
1980****M.S. Sanitary Engineering,
The Ohio State University,
1982***Office Location:***Columbus, OH**

Mr. Kocarek, PE is an expert in the planning, design, compliance management, and financing of sanitary sewer systems. He has detailed experience in performing inflow/infiltration (I/I) studies, collection system assessments, manhole and sewer rehabilitations, and trenchless rehabilitation methods. Mr. Kocarek has completed rehabilitation projects for many of Stantec's wet weather enforcement clients in Ohio. Mr. Kocarek has substantially contributed to the Early Ditch Sewer Rehabilitation and the Franklin Main Interceptor Sewer Rehabilitation projects in Columbus, Ohio. Mr. Kocarek's breadth of experience will bring veteran experience and insight to the Value Engineering Team. Mr.

Kocarek has also been through Value Engineer Training by the Edward J. Nichols, Inc. organization in Columbus, Ohio.

While Mr. Krywiak's and Mr. Kocarek's time investment on this project is not anticipated to be lengthy, their veteran experience/insight will be important in identifying and capitalizing on potential value engineering opportunities.

Rounding out the Stantec Team are 25 Construction Inspectors and Materials Testing Laboratory staff, 30+ geotechnical engineers and professional geologists, nine (9) CAD Technicians, and other support staff located in Stantec's Lexington office.

Risk Management Plan

Stantec's Lexington offices include over 75 capable professional engineers or EIT's that are available to support LFUCG's needs as necessary.

Stantec's organization chart includes a deep roster in each position, allowing for minimal disruption to design activities should a member of the Team become unavailable or win the lottery. Each of the members of the Design Team has served as leaders on rehabilitation projects. Should the Project Manager leave the project team, one of the Design Team could easily step into that role.

LFUCG has our commitment that we will deliver the same great service you've come to expect from Stantec.

Locally, Stantec employs over 180 professionals providing us with additional depth should it be necessary. Corporate-wide, Stantec employs over 11,000 professionals covering a wide range of technical expertise that can be called upon to meet any project challenge or emergency.

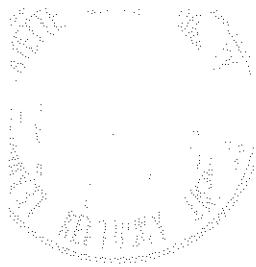
Stantec also boasts a voluntary turnover rate that is less than the industry standard. Our commitment to our people and professional work atmosphere promotes high staff retention.

Stantec's Design Team boasts a deep roster of experienced individuals, along with a combined staff of over 11,000 professional, including over 180 persons in Lexington.

Finally, our management style includes a team-based approach that promotes cross-training amongst our staff. Stantec Project Managers are responsible for training and mentoring junior staff to provide growth opportunities (also key to staff retention) and provide sustainable succession planning. We can't work forever, but our legacies can!

This coupled with our low turnover rate and commitment to cross-training and succession planning ensures that project deadlines and quality expectations are met in the event any member of the Team becomes unexpectedly unavailable.

For proof of Stantec's team-based approach, LFUCG merely needs to look to the Group 1 and Group 2 & 3 Sanitary Sewer Assessment projects. On these projects, Stantec utilized a team-based approach in which Joe Herman, Bret Lavey, and Jason Maxwell worked interchangeably. This three-year effort involved numerous instances when Mr. Herman was unavailable in which Mr. Lavey and Mr. Maxwell led monthly progress meetings, prepared project invoices, provided technical direction, and managed daily field activities.



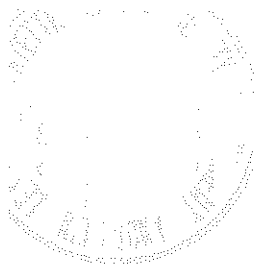
List of Clients

Table 4.1 contains client contact information for all of the Stormwater Management projects summarized in Section 5.

Table 4.1. Client Contact Information

Table 4.1 includes contact reference information for all of the Stormwater Management projects summarized in Section 5.

Louisville Metropolitan Sewer District		
Name:	Phone:	e-mail:
John Loechle	502.540.6209	loechle@msdlouky.org
Project(s): <i>Camp Taylor SSES and Rehabilitation Design</i>		
City of Columbus, Ohio		
Name:	Phone:	e-mail:
Timothy Fallara	614.645.6728	CTFallara@columbus.gov
Project(s): <i>Early Ditch I/I Remediation</i>		
Name:	Phone:	e-mail:
John Newsome	614.645.8290 (city)	jgnewsome@columbus.gov
Project(s): <i>1. Franklin Main Interceptor Sewer, 2. Upper Adena Brook Sewer Improvements (sub to Malcolm Pirnie)</i>		
Clayton County Water Authority (CCWA – Georgia)		
Name:	Phone:	e-mail:
Keith Watkins	770.0960.5204	dwatkins@ccwa.us
Project(s): <i>Clayton County I/I Study</i>		
City of Xenia, Ohio		
Name:	Phone:	e-mail:
Christopher Berger	937.376.7231	cberger@ci.xenia.oh.us
Project(s): <i>Detailed I/I Study</i>		
City of Tifton, Georgia		
Name:	Phone:	e-mail:
Donna Pat	229.391.3949	donnap@tifton.net
Project(s): <i>10th Street/14th Street Gravity Sewer Inflow & Infiltration Rehabilitation</i>		
Lexington-Fayette Urban County Government		
Name:	Phone:	e-mail:
Rod Chervus	859.425.2408	rchervus@lexingtonky.gov
Project(s): <i>Sanitary Sewer Assessments and Remedial Measures Plan</i>		
Sanitation District No. 1 of Northern Kentucky		
Name:	Phone:	e-mail:
Rich McGillis	859.547.1642	rmcgillis@sd1.org
Project(s): <i>Lateral Replacement/Rehabilitation Assistance</i>		
Metro Water Services (Nashville)		
Name:	Phone:	e-mail:
Mike Morris	615.862.4598	michael.morris@nashville.gov
Project(s): <i>Project Set Designers – Sewer Rehabilitation</i>		



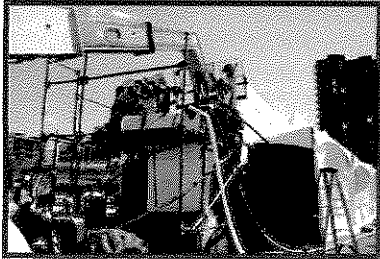
List of Similar Projects



Stantec is designing rehabilitation projects to reduce inflow/infiltration in the sanitary collection system in Early Ditch Basin.

Camp Taylor SSES and Rehabilitation Design, Louisville (Ongoing). In 2010, Stantec was selected by Louisville MSD to perform a comprehensive Sanitary Sewer Evaluation Study (SSES) in the Camp Taylor Basin, which is generally regarded by MSD as one of the most problematic sewer basins in Louisville. Stantec is also developing capital improvement and rehabilitation recommendations to correct observed defects for the approximately 145,000 LF basin. Public participation is an important component of the project, and Stantec supported MSD by conducting several public meetings with neighborhood associations and local business leaders. Stantec was awarded a follow-up contract in 2012 and is currently designing and preparing bid documents for the rehabilitation and pipeline replacement/re-alignment projects in the basin at an estimated construction cost of approximately \$5M.

Early Ditch Relief Sanitary Sewer System I/I Remediation, Columbus, Ohio (Ongoing). Stantec was retained to conduct a detailed study of the sanitary collection system in the Early Ditch sewershed, an approximate 5 square mile area in southwest Columbus. The purpose of the study was to identify locations and causes of sanitary sewer overflows (SSOs) and recommend capital improvement projects and essential preventive maintenance recommendations to mitigate the occurrences. Stantec is currently utilizing condition assessment information to develop cost-effective rehabilitation recommendations to address hydraulic capacity and structural deficiencies identified in the sewer system, total anticipated projected I/I remediation costs are \$13.9M.

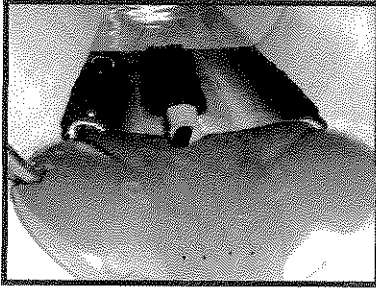


Stantec performed 17,000 LF of large diameter CIPP through downtown Columbus, Ohio.

Franklin Main Interceptor Sewer Rehabilitation, Columbus, Ohio (2012). Stantec performed the rehabilitation of a large diameter, brick and mortar sanitary sewer that was constructed circa 1892. Stantec performed a condition assessment developed a three-phase rehabilitation strategy to allow for coordinated construction activities with several planned/ongoing, high profile redevelopment projects. A wide range of trenchless technologies were evaluated against weighting criteria comprised of Cost, Pedestrian/Traffic Disruption, Infiltration Reduction, Suitability for Sewer Material, Resistivity to Chemical Attack and Reestablishing Service Connections. CIPP was selected as the preferred option for the total lining project spanning approximately 17,000 LF of 36-inch to 60-inch diameter sewers and associated manholes through downtown. The project is currently being constructed at an estimated cost of \$6M.

10th Street/14th Street Gravity Sewer Inflow & Infiltration Rehabilitation, Tifton, Georgia (2009). Stantec oversaw the design and construction administration of the rehabilitation of 6,350 LF of 15-inch sewer line. Stantec provided construction plans and specifications for this project. The purpose was to eliminate or reduce infiltration and inflow into an aging sewer that followed a natural stream channel. A variety of methods were used, including cured-in place

pipe, pipe bursting, full pipe replacement and manhole rehabilitation or replacement; the project was constructed for approximately \$788K. The client experienced a marked decrease in I/I following project completion.



Stantec is using micro-monitoring in Clayton County, Georgia to isolate I/I sources and providing rehabilitation recommendations.



Stantec performed the SSAs for LFUCG. Data collected from that effort forms the basis for rehabilitation design.

Casey Basin SSES, Clayton County, Georgia (Ongoing). Clayton County Water Authority (CCWA) is responsible for the collection, conveyance, and treatment of wastewater from approximately 275,000 residents in the south Atlanta metro area. Excessive wet weather flows at one of their three wastewater treatment plants has prompted CCWA evaluate inflow and infiltration (I/I) removal as a means to restore hydraulic capacity and avoid/delay expansion of the treatment plant. Stantec was retained in 2009 to perform basin-wide flow monitoring, in 2010, Stantec was awarded a subsequent contract to provide SSES field services and micro-monitoring to further isolate I/I sources and make recommendations for rehabilitation/removal.

Sanitary Sewer Assessments and Remedial Measures Plan Development, Lexington (2012). Stantec was retained by LFUCG to perform the citywide SSAs, including about 20,000 manhole inspections, 1.2M linear feet of closed-circuit television (CCTV) pipe inspections, and over 5M linear feet of smoke testing. Stantec developed a customized filtering process for NASSCO's Pipeline Assessment Certification Protocol (PACP) to aid in translating defects into rehabilitation recommendations. In addition, Stantec developed a Rehabilitation Tool that was used to develop planning level costs for collection system rehabilitation. The tool has a customized decision support system, based on rehabilitation "rules of thumb" and local preferences that generates initial rehabilitation recommendations. Output from the Tool is being used in the development and financial programming of LFUCG's long-term I/I removal plan.

Lateral Replacement/Rehabilitation Assistance, SD1 of Northern Kentucky (Ongoing). Stantec was retained to provide micro-monitoring services and rehabilitation recommendations. As part of their efforts associated with their Consent Decree objectives, SD1 is performing comprehensive rehabilitation in several sewer basins within their jurisdiction. Due to costly rehabilitation techniques for laterals and service connections, SD1 opted to rehabilitate their main line and then follow-up with micro-monitoring to isolate laterals and service connections that exhibit excessive I/I. Stantec's isolation technique dramatically decreased the program costs for SD1 and enabled them to rehabilitate only those laterals contributing to I/I. Individual construction costs are not applicable, as the rehab is performed continually on a programmatic basis.

Nashville Project Set Designers – Sewer Rehabilitation (Ongoing). In 2011, Stantec was awarded a rehabilitation contract from Metro Water Services in Nashville to provide design, bid, and construction services for sewer rehabilitation projects undertaken as part of their Overflow Abatement Program required in their Consent Decree.



Local Office

Stantec (formerly FMSM Engineers and ENTRAN) has maintained a local office in Lexington since 1966. Stantec has two Lexington offices, one at 1409 North Forbes Road and the other at 400 East Vine Street. Stantec's Forbes Road and Vine Street offices have a staff of approximately 120 persons and 60 persons, respectively. Both offices are within close proximity (< 1 mile) of the LFUCG's offices at the Government Center and Phoenix Building and the Division of Water Quality's office on Lisle Industrial Avenue.

Stantec has maintained a Lexington office since 1966 and currently employs 180 professionals in two offices located within close proximity (< 1 mile) of the Government Center and DWQ's office on Lisle Industrial Avenue.

The Forbes Road office serves as the headquarters for Stantec's South Region which includes our other offices in: Kentucky, Tennessee, Georgia, North Carolina, Missouri, and Louisiana. Additionally, the Forbes Road office serves as Stantec's U.S. corporate headquarters for our Geotechnical Practice Area.

Integrated Engineers, PLLC (IE) maintains a local office at 1716 Sharkey Way (Suite 200). Established in 2006, the office has a staff count of seven (7) professionals and is the corporate headquarters.

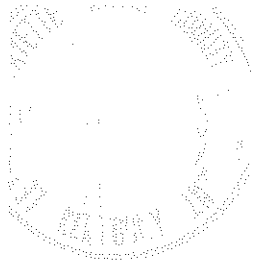
Table 6.1 summarizes the information requested in Attachment 1 of your RFP.

Nearly all of the individuals identified in the Organizational Chart (Section 3) are located in Lexington.

Any additional design team members and support services not identified in the Organizational Chart (Section 3) will be staffed as-needed by Stantec's 180-person local staff, which includes 76 professional engineers and EITs.

Table 6.1. Local Office Project Team Members.

Prime Consultant Stantec	Location	Date Office Established	Total Number of Employees	No. of Employees Expected to Work on DWQ Project
Headquarters	Edmonton, Alberta	1954	11,000	As Needed
Local Office	Lexington, Kentucky	1966	180	As Needed
PM Location	Lexington, Kentucky			
Subconsultant Name: Integrated Engineering				
Service Provided: KIA Coordination, Design Services				
Headquarters/ Local Office:	Lexington, Kentucky	2006	7	6



Disadvantaged Business Enterprise (DBE)

Stantec recognizes LFUCG's commitment to utilizing Disadvantaged Business Enterprises (DBE), where appropriate, on engineering projects. To support this goal, Stantec has partnered with Integrated Engineers, PLLC (IE) on this project. IE is a local, certified Minority-Owned Business Enterprise (MBE).

IE was selected for the team based on their past experience providing professional services on LFUCG wastewater and storm projects, similar corporate culture of quality and professionalism, and our proven track record working together on other projects. Stantec and IE are currently teamed on LFUCG's Capacity Assurance Program, as well as several other projects for Louisville MSD, Sanitation District No. 1, and the Tennessee Valley Authority.

Stantec has a long standing history of meeting or exceeding LFUCG's DBE procurement goals on your projects. Stantec is committed to assigning at least 10% of the work associated with this Contract to IE.

It is anticipated that Stantec will meet this goal through IE's role providing Kentucky Infrastructure Authority (KIA) reporting/assistance. Should the work associated with these assignments not total 10%, Stantec will assign additional work to IE to ensure that LFUCG's procurement goals are met. IE has several engineers on staff who are experienced in wastewater and rehabilitation design and can assist in the design aspects or provide quality assurance/quality control reviews of design deliverables, as needed.

Lastly, IE is headquartered in Lexington approximately 1 mile from Stantec's Forbes Road office and DWQ's office on Lisle Industrial Avenue. This close proximity provides convenient access of the project team to meet/coordinate during design and allows us to be responsive to you and your project needs both during design and construction.

Stantec has partnered with Integrated Engineers, PLLC to meet LFUCG's procurement goal of 10% for this Contract.

Stantec and IE have successfully partnered on several other projects for LFUCG, Louisville MSD, SD#1, and the Tennessee Valley Authority.

Hourly Rates

A schedule of Stantec's hourly rates and anticipated reimbursable expenses is presented in Table 8.1. It is understood that projects authorized under this Contract will be assigned based on a negotiated fee basis and will use the rates provided in the table below. It is further understood that hourly rates will be in effect for authorized task orders with opportunity for escalation only every three years.

Stantec has a proven track record of fiscal responsibility on LFUCG projects and routinely completes our assignments at or below the allocated budget. On the Group 1 SSA, Stantec completed this \$5.2 million dollar project without any change orders and over \$110,000 below budget. Our commitment to fiscal responsibility provides LFUCG with assurance that Task Orders will be negotiated fairly and LFUCG will not be inundated with unwarranted and time consuming change order requests.

Table 8.1. Hourly Rate Schedule

Job Classification	Hourly Rate
Principal	\$160.00 / hour
Project Manager	\$160.00 / hour
Senior Project Engineer (PE)	\$125.00 / hour
Project Engineer (EIT)	\$100.00 / hour
Engineering Technician / CAD Technician	\$75.00 / hour
Two-Person Survey Crew (Party Chief & Instrument Person)	\$160.00 / hour
One-Person Survey Crew (Party Chief & GPS/Robotic Equipment)	\$125.00 / hour
Professional Land Surveyor	\$110.00 / hour
Clerical	\$60.00 / hour
Mileage	\$0.56 / mile
Other Direct Expenses	Actual Cost

Stantec has a proven track record of fiscal responsibility on LFUCG projects, successfully completing the \$5.2M Group 1 SSA more than \$110K under budget and consistently completing our RMP task order assignments below the allocated amount.