

EXHIBIT B

CERTIFICATE OF INSURANCE



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)
12/21/2012

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 The Underwriters Group, Inc. 1700 Eastpoint Parkway P.O. Box 23790 Louisville KY 40223	CONTACT NAME:	PHONE (A/C, No, Ext): 502-244-1343		FAX (A/C, No): 502-244-1411
	E-MAIL ADDRESS:			
INSURED GRW Engineers Inc. GRW Aerial Surveys, Inc. 801 Corporate Drive Lexington, KY 40503	INSURER(S) AFFORDING COVERAGE			NAIC #
	INSURER A: Travelers Indemnity Company			25658
	INSURER B: Travelers Indemnity Co Of America			25666
	INSURER C: Travelers Property Casualty Co of Amer			25674
	INSURER D: XL Specialty Insurance Company			37885
	INSURER E: Kentucky Employers' Mutual Insurance			10320
INSURER F: Cincinnati Insurance Company			25623	

COVERAGES CERTIFICATE NUMBER: 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	ADDL INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS	
A	GENERAL LIABILITY <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			6808803L858IND12	03/01/2012	03/01/2013	EACH OCCURRENCE	\$1,000,000
							DAMAGE TO RENTED PREMISES (Ea occurrence)	\$1,000,000
							MED EXP (Any one person)	\$10,000
							PERSONAL & ADV INJURY	\$1,000,000
							GENERAL AGGREGATE	\$2,000,000
							PRODUCTS - COMP/OP AGG	\$2,000,000
								\$
B	AUTOMOBILE LIABILITY <input checked="" type="checkbox"/> ANY AUTO <input type="checkbox"/> ALL OWNED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS <input type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> NON-OWNED AUTOS			BA8805L39112GRP	03/01/2012	03/01/2013	COMBINED SINGLE LIMIT (Ea accident)	\$1,000,000
							BODILY INJURY (Per person)	\$
							BODILY INJURY (Per accident)	\$
							PROPERTY DAMAGE (Per accident)	\$
								\$
A	<input checked="" type="checkbox"/> UMBRELLA LIAB <input type="checkbox"/> EXCESS LIAB			CUP3458T0031247	03/01/2012	03/01/2013	EACH OCCURRENCE	\$5,000,000
F	<input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> RETENTION \$10,000			EXS0065739	03/01/2012	03/01/2013	AGGREGATE	\$5,000,000
							Ea Occ-Agg/Co F	\$5,000,000
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below		Y/N <input type="checkbox"/>	VMPNUB6127Y97A12	03/01/2012	03/01/2013	<input checked="" type="checkbox"/> WC STATUTORY LIMITS <input type="checkbox"/> OTHER	
E			N/A	361580 (KY only)	03/01/2012	03/01/2013	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 Liability			DPR9695320	03/01/2012	03/01/2013	Each Claim	5,000,000
							Aggregate	5,000,000

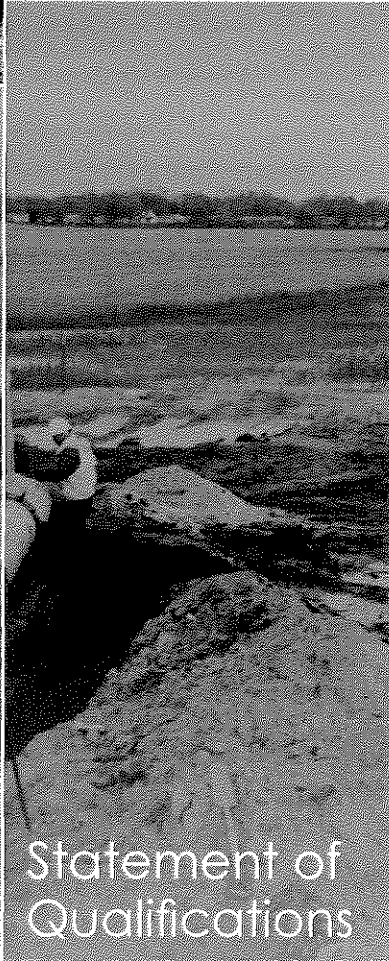
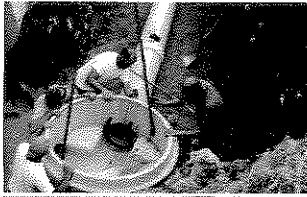
DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)
Projects: All Work Performed
General Liability: Certificate Holder, its elected & appointed Officials, Employees, Agents, Boards, Consultants, Assigns, Volunteers and Successors in interest are included as Additional Insureds.
Note: Requirements for Environmental and Pollution Liability: Environmental Liability is basically a contractor designed coverage rather than for consulting architects and engineers. The professional liability policy does not exclude pollution incidents that arise out of the scope of professional services. (Per Mr. Tom Sweeney, Claims Manager, Dept. of Law, LPUCG, this is acceptable.)

CERTIFICATE HOLDER Lexington Fayette Urban County Government/ Division of Risk Management 200 East Main Street, 9th Floor 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

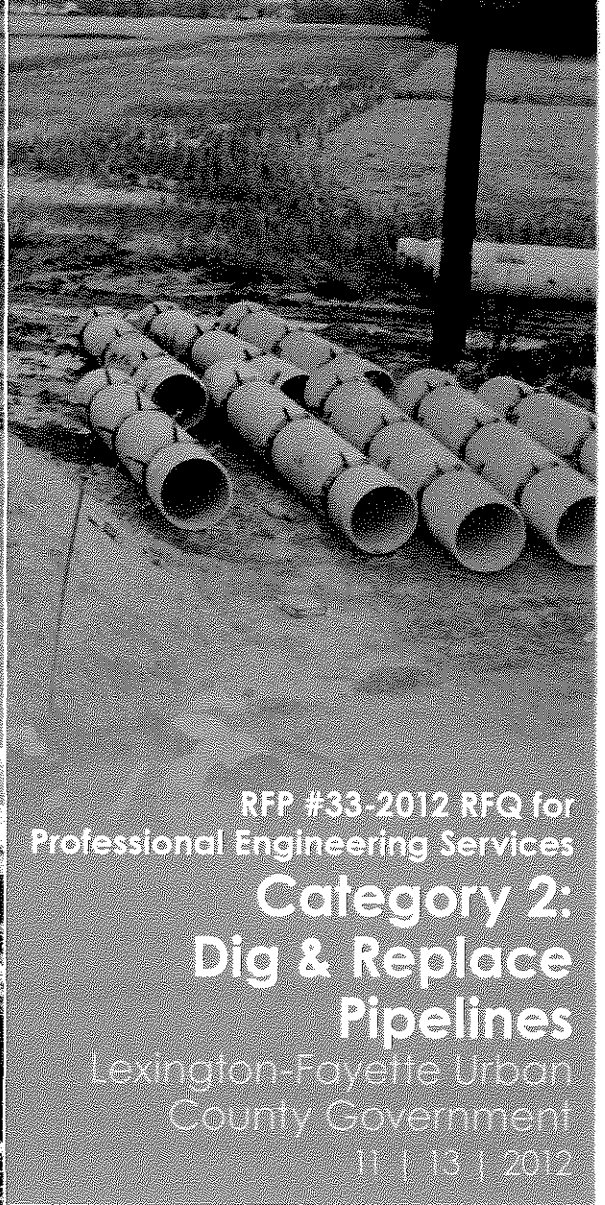
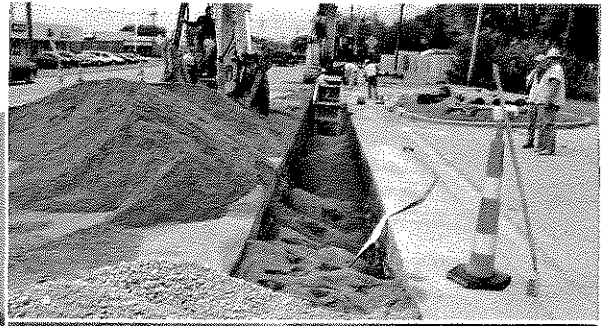
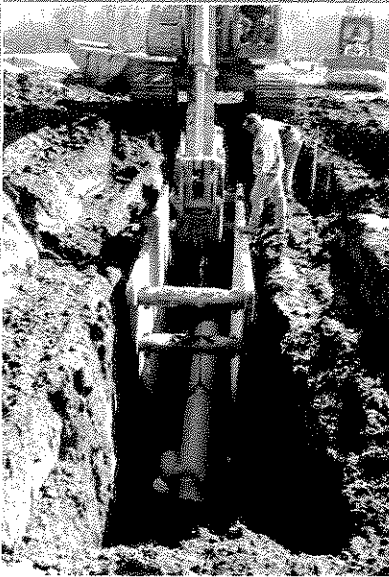
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EXHIBIT C

**PROPOSAL OF ENGINEERING SERVICES
AND RELATED MATTERS**



Statement of Qualifications



RFP #33-2012 RFQ for
Professional Engineering Services

Category 2: Dig & Replace Pipelines

Lexington-Fayette Urban
County Government

11 | 13 | 2012



Engineers . Architects . Planners

801 Corporate Drive | Lexington, KY 40503 | 859-223-3999



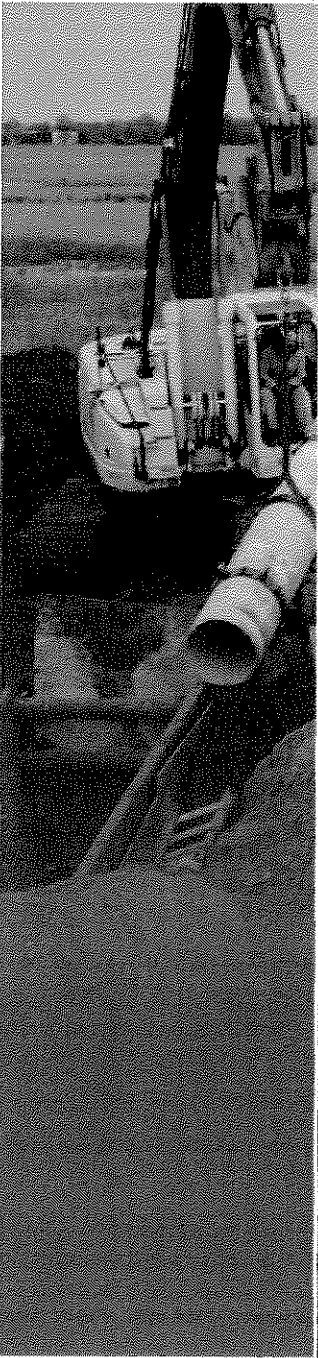
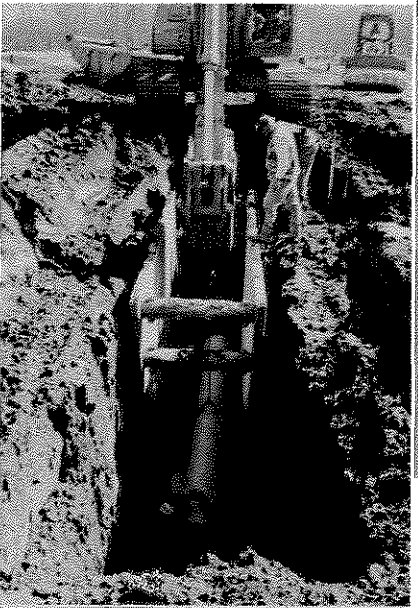
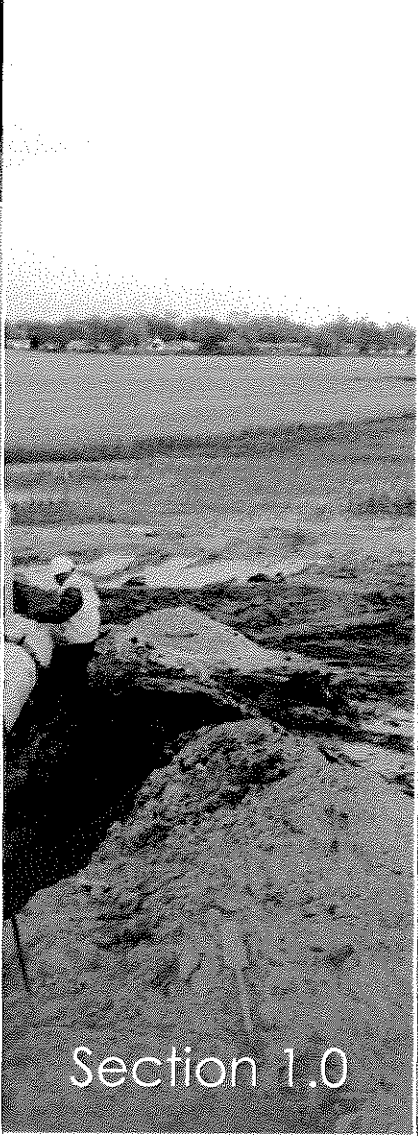
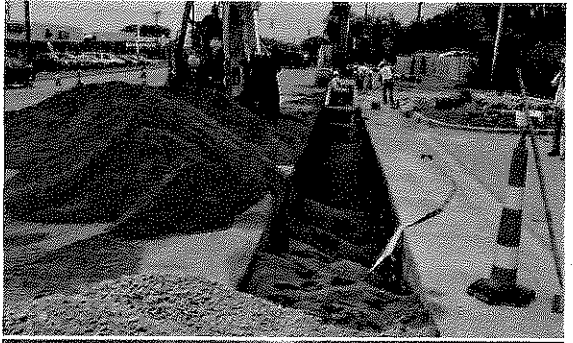
Statement of Qualifications

Category 2: Dig and Replace Pipeline Projects

Lexington-Fayette Urban County Government RFP #33-2012, Professional Engineering Services Lexington, KY

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Section 8.0	Statement of Hourly Rates
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GRW | engineers | architects | planners
801 Corporate Drive • Lexington, KY 40503
859.223.3999 • www.grwinc.com

November 12, 2012

Mr. Todd Slatin, Acting Director
Division of Central Purchasing
Lexington-Fayette Urban County Government
Room 338, Government Center
200 East Main Street
Lexington, KY 40507

Re: RFP #33-2012 RFQ for Professional Engineering Services
Category 2: Dig and Replace Pipelines

Dear Mr. Slatin:

GRW has a long history of providing planning, design and construction administration services for municipal wastewater and stormwater systems. Our comprehensive, in-house services assure a quality product, and our business philosophy of providing *close, personal service* will result in a smooth project experience for LFUCG.

The attached SOQ summarizes GRW's applicable water resources experience, and highlights projects which I believe are relevant to LFUCG's Category 2: Dig & Replace Pipelines. In regard to GRW's qualifications, I offer the following which I believe distinguishes GRW from our competitors.

Experience: For nearly 50 years, GRW's professionals have delivered fiscally responsive and operationally efficient water resources design solutions by working in partnership with locally elected officials, wastewater and stormwater service providers, and state environmental and health administrators. For your evaluation, we have provided a partial summary of our wide range of experience involving sewer pipelines in Sections 2 and 5.

Local Project Team: GRW is an employee-owned, full service, multidiscipline engineering, architectural and planning design firm with more than 220 staff members. Headquartered in Lexington, Kentucky, GRW has multiple offices in Kentucky, Ohio, Indiana, Tennessee, and Texas. We have more than 140 employees, representing a wide range of disciplines and based in Lexington, including the entire proposed team for the Dig & Replace Pipelines Contract.

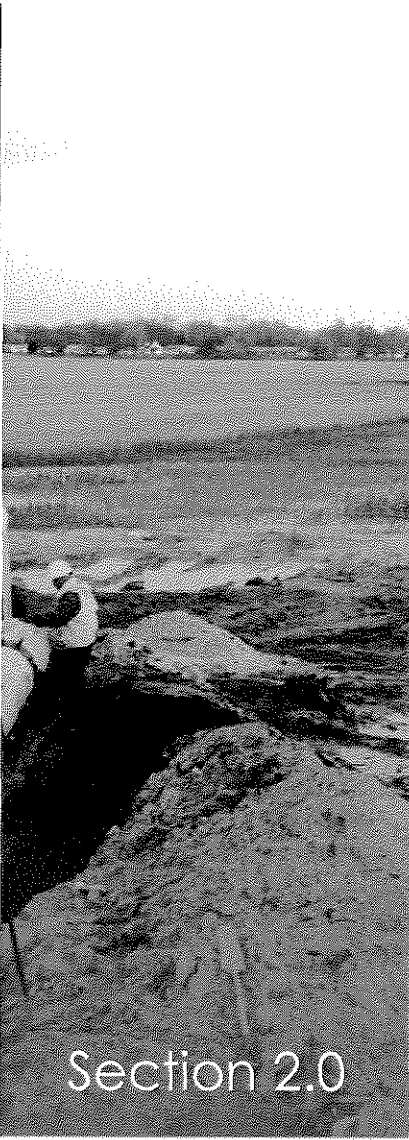
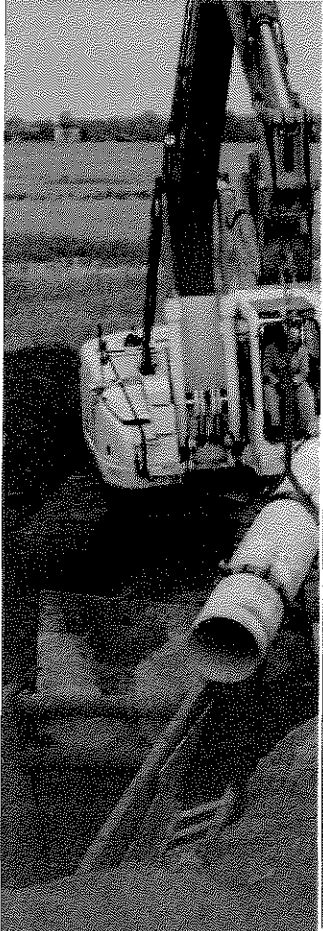
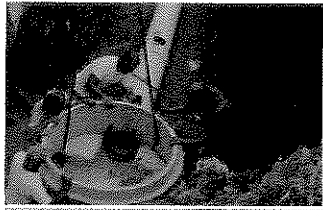
Service: While GRW offers the resources to successfully complete your projects, we are able to maintain our business philosophy of providing personalized service on a daily basis. I invite you to contact our client references listed in Section 4 for information regarding our past and current performance.

Finally, please contact me if you have questions regarding our experience. I certainly look forward to the opportunity of working with you and your staff.

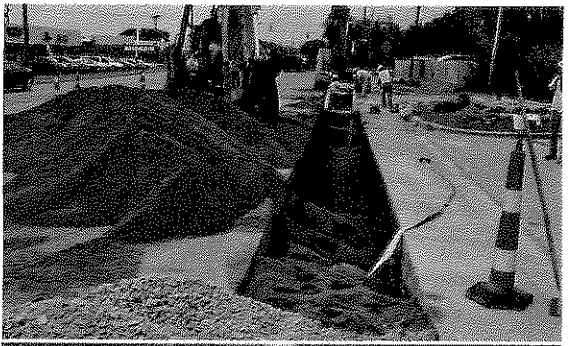
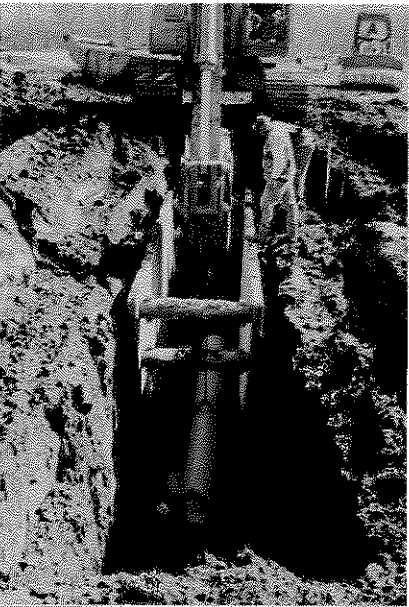
Sincerely,

A handwritten signature in black ink that reads "Bob Smallwood".

Bob Smallwood, PE
Vice President



Section 2.0



Firm
Qualifications

2.0 Firm Qualifications

Founded in 1965 by Mr. G. Reynolds Watkins to provide wastewater and water system planning and design services, GRW is an employee-owned, full service, multidiscipline engineering, architectural and planning design firm with more than 220 staff members. Headquartered in Lexington, KY, GRW has multiple offices in Kentucky, Ohio, Indiana, Tennessee, and Texas. We have more than 140 employees, representing a wide range of disciplines and based in Lexington, including the entire proposed team for the Dig and Replace Design Contract. With these extensive resources, GRW can complete most projects including planning, design and construction inspection with total in-house local staffing.

GRW has successfully completed thousands of wastewater gravity sewer pipeline projects. **GRW has completed gravity sewers up to 120" in diameter and force mains up to 48" in diameter.**

GRW Understands the Importance of Public Perception The Remedial Measures Program Dig and Replace Design contracts will be designed and constructed on or closely adjacent to private properties in neighborhoods, urban areas, industrial parks, and business districts. GRW is extremely aware of the sensitivity required when working in close proximity to these property owners and the importance of communication and cooperation with the impacted parties.

Our designs will reflect the efforts required to protect, where possible, landscaping, structures, fences, and other features associated with construction in sensitive areas. GRW prides itself in its public relations efforts and procedures to minimize the problems associated with poor public perception. Our field resident observation staff are trained in the utmost importance of communication with property owners to ensure the disturbance and clean up are performed to the specification or beyond. Our resident observation staff act as ambassadors in the field for the Owner.

GRW Designs Combine Technology, Functionality and Attention to Detail Construction for these projects will be unique in many ways.

- First, the sheer magnitude of the quantity of pipe replacement and installation in these restricted areas will require greater attention to the disturbance and restoration.
- Second, for dig and replace projects and dependent upon the pipe material, the pipe may be removed in pieces and care must be required to remove most pipe debris from the backfill and all from the surface restoration.
- Third, by-pass pumping shall also be required for dig and replace projects.

GRW fully understands the comprehensive amount of coordination that is required for these projects. From concept to clean up, the GRW design and field resident observation team will work with the LFUCG and the property owner to insure no lapses in communication, verify installation is to specification and complete, and diligently pursue prudent clean up and restoration.

For your evaluation, we have provided a partial experience summary of our major wastewater pipeline designs at the end of this section; please see Section 5 for detailed examples of wastewater pipeline projects associated directly with the experience of our proposed project team.

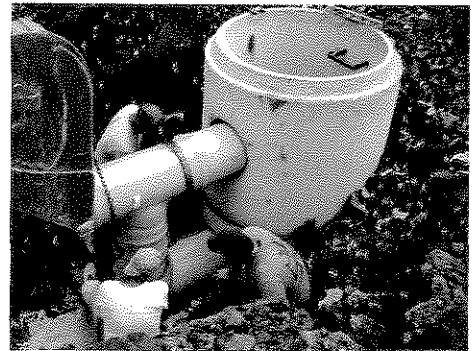
GRW Provides Decades of Kentucky Wastewater Funding Experience. GRW also has nearly 50 years of experience with the financing and funding aspects of wastewater facilities. The GRW staff has worked with virtually every funding agency and mechanism possible concerning the financing and funding of these projects. It is understood a large portion of the project funding for these projects will be through the Kentucky Infrastructure Authority Clean Water State Revolving Fund (KIA CWSRF). In fact, **GRW worked with the KIA on Kentucky's first CWSRF Fund A project.**

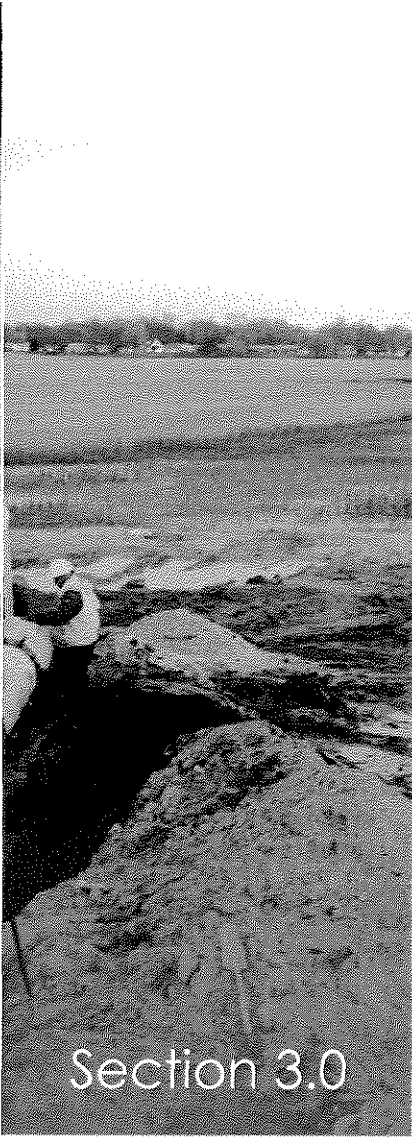
GRW is very experienced in preparing the contract documents in accordance with the CWSRF requirements, preparing post-bid authority to award packages, conducting Davis-Bacon wage employee field interviews, performing compliance payroll review, and submitting all monthly and final documentation and pay estimates in accordance with the program guidelines. **GRW understands not only the planning and design components, but also the need to provide full service and understanding to our clients for their funding needs.**

GRW's Experience Sets Us Apart. Our professional staff is headquartered in Lexington, Kentucky and available to you for immediate impromptu meetings and response to questions that often arise in the planning, design, and construction of wastewater projects. The GRW staff is committed to providing technical excellence and personal service to our clients as a guiding principle. This dedication to service has resulted in repeat clients providing 90 percent of GRW's current workload.

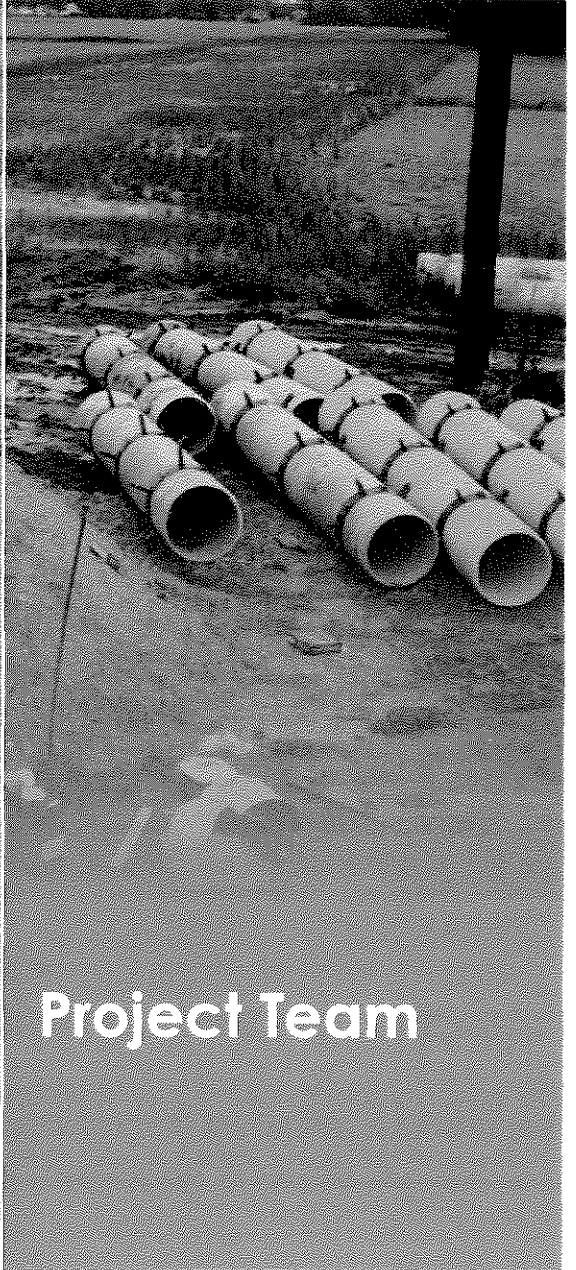
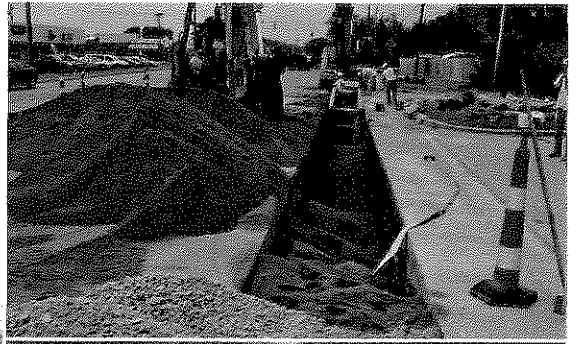
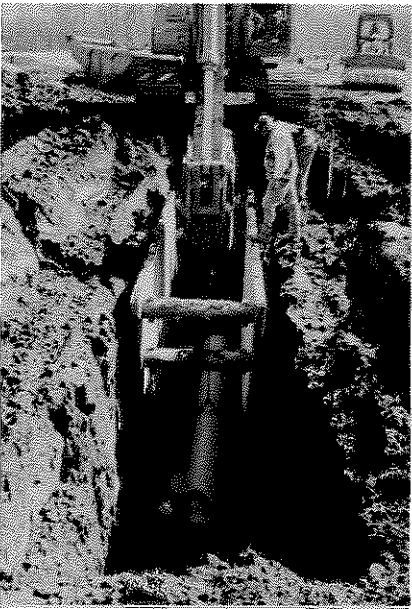
Partial Wastewater Pipeline Experience Summary

- **Lexington-Fayette Urban County Government, Lexington, KY**
 - ✓ 3,600 LF of 48" to 15" interceptor sewers and 4,800 LF of 24" force main, as well as connection to a new 48" interceptor sewer (constructed by a developer)
 - ✓ 40,000 LF of 30"/36" force main
 - ✓ Unsewered areas – 31,500 LF of 8"-12" gravity sewer
- **Louisville-Jefferson Co. Metropolitan Sewer District, Louisville**
 - ✓ 84" North Ditch Interceptor Sewer
 - ✓ 120" and 72" interceptor sewer
 - ✓ 60" - 120" Pond Creek sewer interceptor
 - ✓ 60" Mill Creek interceptor
- **Sanitation District No. 1, Ft. Wright, KY**
 - ✓ 2,000+LF of 30" and 608 LF of 42" interceptor sewer for Eastern Regional WRF
 - ✓ Ash St. wastewater improvements – 750 LF of 24" interceptor, 2,000 LF 8" gravity sewer, 27,000 LF of 20" FM
- **Harrodsburg, KY**
 - ✓ 27", 24", 18", 12" interceptor sewers Western Trunk Sewer
 - ✓ South Interceptor Sewer including 410 LF of 24" gravity sewer; 3,130 LF of 21" gravity sewer; 1,400 LF of 15" gravity sewer; and 400 LF of 8" gravity sewer
- **Lawrenceburg, KY**
 - ✓ Southwest Interceptor Sewer included 15,200 LF of 24", 18", 12" and 8" sewers
- **Frankfort, KY**
 - ✓ 7,000 LF of 30" gravity interceptor sewer
- **Bardstown, KY**
 - ✓ Withrow Creek, 14,000 LF of 10", 12" and 15" interceptor sewers





Section 3.0



Project Team

3.0 Project Team

Team Introduction



GRW is a full service, multidiscipline engineering, architectural and planning design firm with more than 220 staff members including a team of **60+ water resource professionals**. Representing a wide range of disciplines, our **headquarters office in Lexington includes 140+ employees**. In addition, our water resource engineers are supported by **GRW's Lexington-based, in-house team of more than 40 architectural, mechanical, electrical/ instrumentation, civil/site and structural professionals**. With these extensive resources, GRW can complete most projects including planning, design and construction inspection with total in-house staffing.

Local Design and Project Management: For the LFUCG Dig and Replace Pipelines Contract, GRW will serve as the prime consultant and coordinator for the project. **All of GRW's work for this contract will be performed in our Lexington office and managed by Lexington-based employees: Project Manager, Joe Henry, PE, and Assistant Project Manager, Mike Jacobs, PE.**

Our Local Subconsultants: Teaming with GRW are several Lexington-based firms, with which GRW has previously worked. In order to **meet or exceed LFUCG's 10% DBE participation goal**, our team includes two DBE firms. An overview of our local teammates includes:

- **Hall-Harmon Engineers (local DBE firm)**
Project Surveys/Existing Utility Location and Deed Research/Easement Preparation
Resident Inspection
- **Consulting Services Incorporated (CSI)**
Geotechnical/Materials Engineering
- **Third Rock Consultants (local DBE firm)**
Landscape Design/Streambank Restoration and Environmental Consultant
- **Cultural Resource Analysts**
Archeological/Historical Consultant



Hall-Harmon Engineers, Inc. (HHE) is a Lexington-based firm specializing in civil engineering and land surveying with major emphasis in transportation facilities, site development, site utilities and land surveying. HHE has extensive experience with providing engineering design and surveying services on various types of projects for the Lexington-Fayette Urban County Government as both prime consultant and subconsultant. The firm's LFUCG work involving surveying, roadway design, bike lane/trail design, storm water and sanitary sewer design makes HHE very familiar with LFUCG Practices and Policies, Standard Drawings and Infrastructure Manuals. HHE currently employs three engineers, three engineering/CADD technicians and survey field crew with the potential to expand, as the workload requires. The firm has been a **certified DBE/WBE with Kentucky Transportation Cabinet (KYTC)** for the past 15 years and is **LFUCG DBE certified**. A few examples of HHE's LFUCG project experience include:

- Updated 201 Plan Update - subconsultant for engineering services
- Cane Run Trunk Sewer System Rehabilitation - subconsultant for surveying services
- Jacobson Park Sewer Easements - prime consultant for sanitary sewer easement preparation
- West Hickman Creek Trunk Sewer System Rehabilitation - subconsultant for surveying services
- South Elkhorn Subwatershed Trunk Sewer System Rehabilitation - subconsultant for surveying services
- West Hickman WWTP Upgrade - subconsultant for surveying and engineering design services



Third Rock Consultants, LLC (Third Rock), with offices in Lexington (headquarters) and Louisville, Kentucky; and Nashville and Knoxville, Tennessee was established in the fall of 2000. Third Rock is recognized as a leading environmental firm in the region, achieving this distinction through a combination of superior technical skills and commitment to meeting their clients' needs. Third Rock's services have focused on support services for engineering projects, biological and ecological analyses, environmental permitting, stream mitigation design, and NEPA documentation. The firm serves a wide range of private and public clients, including water quality focused projects for the Division of Environmental Quality and Public Works. **Third Rock's staff is well versed in the consent decree and remedial measures plans** that have been developed and is prepared to provide the services needed to support GRW's engineering professionals. **Third Rock is an LFUCG-certified DBE.**



Consulting Services Incorporated (CSI) is headquartered in Lexington and employs approximately 40 team members. Their staff includes Professional Engineers and ICC-certified Special Inspectors with experience in geotechnical, construction and materials engineering, testing and IBC special inspection fields. CSI provides: geotechnical exploration/soils reports; site assessments for permitting/civil design; pavement studies and design; site specific seismic studies for international building code (IBC); geophysical studies; and soil & rock drilling/sampling. Also, CSI's in-house materials laboratory is certified by AASHTO (AMRL/AAP R-18), US Army Corp of Engineers and the Kentucky Transportation Cabinet to provide testing for concrete, soils, aggregates, masonry, asphalt and steel.

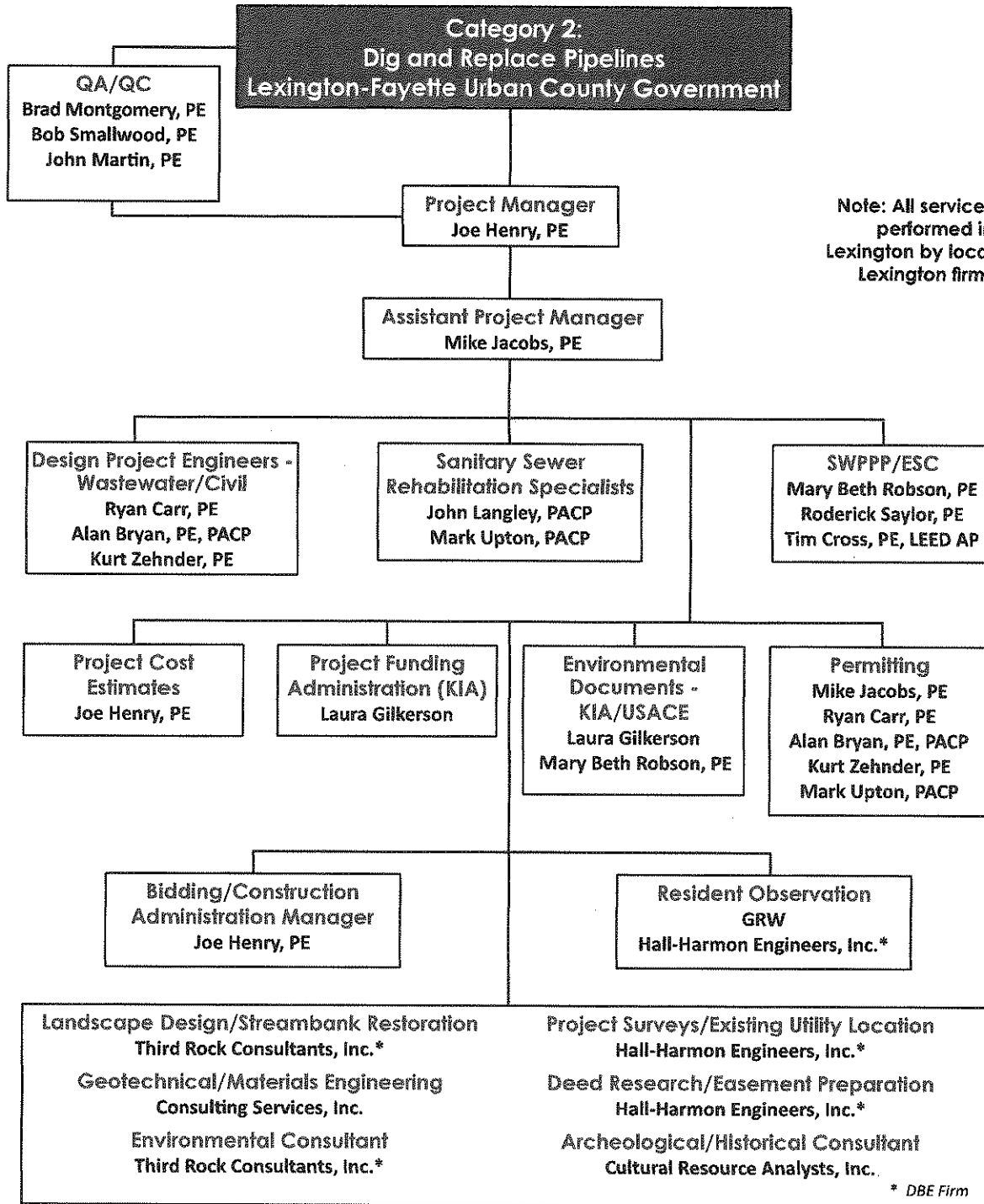


Cultural Resource Analysts, (CRA) is a leading, full-service, historic preservation company with corporate offices in Lexington. Having built an extensive knowledge and experience base, CRA is recognized as the premier firm when a company seeks efficient, professional work. For over 26 years, CRA has been conducting cultural resource management services for both public and private sector clients for a variety of development types, some of which include airports, mines, military installations, oil and gas development, pipelines, private development, quarries, reservoirs, telecommunication towers, transmission lines, transportation, utilities, and wind farms. The firm offers a full range of technical expertise for the identification, documentation, evaluation, and protection of historic buildings, structures, and landscapes.

Risk Management Plan

We understand LFUCG's concern regarding the possibility that a key project team member (i.e., Project Manager, Assistant Project Manager, Project Engineer) may need to be replaced prior to completion of a Task Order. The size and staff level of GRW's local Lexington headquarters office provides multiple replacement options of seasoned, experienced design professionals if this unlikely event were to occur. GRW's Project Manager, Joe Henry, PE, has 32 years of wastewater system engineering experience (27 years with GRW's local office) including numerous pipeline projects for Lexington, Frankfort, London, West Liberty, and SD1 while serving either as Project Engineer, Project Manager or Principal-in-Charge. Our local Lexington engineering staff includes: Assistant Project Manager Mike Jacobs, PE (18 years experience, 11 with GRW), Bob Smallwood, PE (38 years of experience, all with GRW), Brad Montgomery, PE (30 years experience, all with GRW), John Martin, PE (26 years experience, 13 with GRW,) Ryan Carr, PE, (12 years experience, 5 with GRW), Alan Bryan, PE (20 years experience, 15 with GRW). These engineers have prior dig and replace pipeline design experience and would be able to "step up" if needed. In summary, GRW has multiple options if replacement of a key team member (all of whom have decades of related experience in GRW's local Lexington office) were required.

Organizational Overview: The organizational chart noted below summarizes GRW's 100 percent local team, including our project management and QA/QC team, engineering and technical staff, subconsultants and DBE team members.



Note: All services performed in Lexington by local Lexington firms

Project Team Qualifications and Resume Summaries

The following table summarizes personnel qualifications and provides a resume summary for each key GRW team member. Team members' listed experience examples include the project name, employee's project responsibility/role and project completion date. NOTE: experience examples marked with an asterisk denote projects highlighted in Section 5.0, "List of Projects: Similar Design Services."

GRW Key Personnel (All Team Members Located in Lexington) Project Team Qualifications / Resume Summaries

Team Member and Contract Responsibility	Years' Experience With Firm/Total	Experience Examples Team Member's Role and Date*
Joe Henry, PE Project Manager	27/32	<ul style="list-style-type: none"> ▪ Lexington Exp. Area 2A Interceptor Sewers / PM / 2012* ▪ SD1 Ash St. 8" - 24" Sewers / PM / 2013 ▪ Fairfield Wet Weather Relief Sewers / PE / 1997* ▪ East Frankfort (KY) 30" Interceptor Sewer / PM / 2012* ▪ Lexington North Elkhorn Watershed FM & PS / PM / 2009 ▪ Bardstown, 10"-15" interceptor sewers / PM / 2000
Mike Jacobs, PE Asst. Project Manager	11/18	<ul style="list-style-type: none"> ▪ Corbin (KY) Bypass Wastewater Sys. Ext. / PE / 2004 ▪ Harrodsburg (KY) South Interceptor Sewer / PE / 2008 ▪ Lexington Exp. Area 2A Interceptor Sewers / PE / 2012* ▪ Versailles (KY) Interceptor Sewer / PE / 2012*
John Langley, PACP Sanitary Sewer Rehabilitation Specialist	41/41	<ul style="list-style-type: none"> ▪ Lexington Lower Town Branch Intrcpttr Sewers / SD/ 1998 ▪ Murray Bee Creek Intrcpttr Sewer (2 & 3) / SD/ 2003 ▪ Murray East Fork Clarks River Intrcpttr Sewer / SD / 2017
Brad Montgomery, PE QA/QC	30/30	<ul style="list-style-type: none"> ▪ Louisville MSD N. Ditch 84" Intrcpttr Sewer / PIC / 2010* ▪ Versailles Interceptor Sewer / PM/ 2012* ▪ Murray East Fork Clarks River Intrcpttr Sewer / PIC / 2017
Bob Smallwood, PE QA/QC	38/38	<ul style="list-style-type: none"> ▪ Harrodsburg South Bypass Intrcpttr Sewer / PIC / 2008 ▪ Lexington Exp. Area 2A Interceptor Sewers / PIC / 2012*
John Martin, PE QA/QC	13/26	<ul style="list-style-type: none"> ▪ Louisville MSD West Co. WWTP Exp. (30 MGD) / PE / 2008 ▪ SD1 Western Reg. Water Reclam. Fac. (20 MGD) / PM / 2012
Ryan Carr, PE Wastewater/Civil	5/12	<ul style="list-style-type: none"> ▪ Harrodsburg College St. Sewer Imprvmts / PM / 2010 ▪ SD1 Western Reg. Water Reclam. Fac. (20 MGD) / PE / 2012
Alan Bryan, PE Wastewater/Civil	15/20	<ul style="list-style-type: none"> ▪ Lexington Expansion Area 2A Intrcpttr Sewers / PE/ 2012* ▪ Murray Sherwood Forest Interceptor Sewer / PE / 2005
Laura Gilkerson, PE Funding Administration, Environmental Docs.	20/28	<ul style="list-style-type: none"> ▪ Harrodsburg College St. Sewer Imprvmts. / FA / 2010 ▪ Harrodsburg South Bypass Intrcpttr. Sewer / FA / 2008 ▪ Harrodsburg South Intrcpttr. Sewer / PM & FA / 2008

*Denotes project example from Section 5.0, List of Similar Design Services Projects

Team Member's Role Key: PIC=Principal-in-Charge, PM=Project Manager, PE=Project Engineer,
 SRS= Sewer Rehabilitation Specialist, FA=Funding Administration

Joe Henry, PE

GRW Vice President / Project Manager



Years of Experience: 32

Years with GRW: 27

Education

B.S. and M.S., Civil Engineering, University of Kentucky

Registration

Professional Engineer: KY, OH, TN

Qualifications and Similar Project Experience

Mr. Henry brings 32 years of increasingly responsible experience in the design, preparation of construction documents and cost estimates, and construction management for wastewater treatment and sanitary sewer collection projects. He has directed wastewater and water treatment and pumping projects in Kentucky and Ohio.

- Lexington Expansion Area 2A Watershed Pumping Station and Force Mains, Lexington, KY - Project Manager. Involved 48,000 LF 24" force main, 3,600 LF 48" - 15" gravity sewer.
- Lexington Lower Town Branch Watershed Interceptor Sewers, Force Main and Pumping Station, Lexington, KY - Lead Sanitary Engineer. Involved 12"-30" gravity sewer, 24" force main.
- Lexington North Elkhorn Watershed Force Main and Pumping Station, Lexington, KY - Project Manager. Involved 46,000 LF 30"-36" force main.
- West Liberty Oscar Lane Force Main and Low-Pressure Grinder System, West Liberty, KY - Principal. Design, construction administration, and resident observation for a 10-inch force main extension to remove excess sanitary flow, eliminate a sanitary sewer overflow and convey the sanitary flow to screenings building at the WWTP.
- Lexington Comprehensive Sanitary Sewer Project: Remaining Unsewered Areas, LFUCG - Project Manager. Involved 31,500 LF 8" gravity sewer, 5,000 LF force main.
- West Liberty U.S. 460 7,000 LF 4" Force Main, West Liberty, KY - Project Manager.
- East Frankfort Pumping Station, Force Main and Interceptor Sewer Improvements, Frankfort, KY - Project Manager. Included: 7,000 LF of 30" gravity interceptor sewer, 14,300 LF of 18" and 20" force main routed through heavily developed area to tie in with new gravity sewer (requiring detail easement descriptions), 3,300 gpm triplex pumping station
- Fairfield Wet Weather SSO Relief Project, Fairfield, OH - Project Engineer. Involved 32,000 LF of 16"-36" force main.
- Oxford Patterson Street Interceptor Sewer, Oxford, OH - Project Manager. Planning and design of 21"-gravity sewer required to remove an existing inverted siphon at a major highway intersection on the University of Miami Campus.
- Sanitation District No. 1 Ash Street Pump Station, Gravity Sewer and Force Main, Silver Grove, KY - Project Manager.
- London Sanitary Sewer System Improvements, London Utilities Commission, London, KY - Project Manager. Involved 180,000 LF of sanitary sewer up to 15".
- Withrow Creek Wastewater System Improvements, Bardstown, KY - Project Manager. Involved 14,000 LF of gravity sewer up to 15".



Mike Jacobs, PE

GRW Assistant Project Manager



Years of Experience: 18

Years with GRW: 11

Education

B.S., Civil Engineering, University of Kentucky

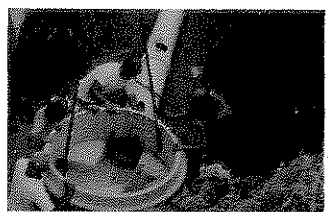
Registration

Professional Engineer: KY, OH
 Confined Space Entry Certification

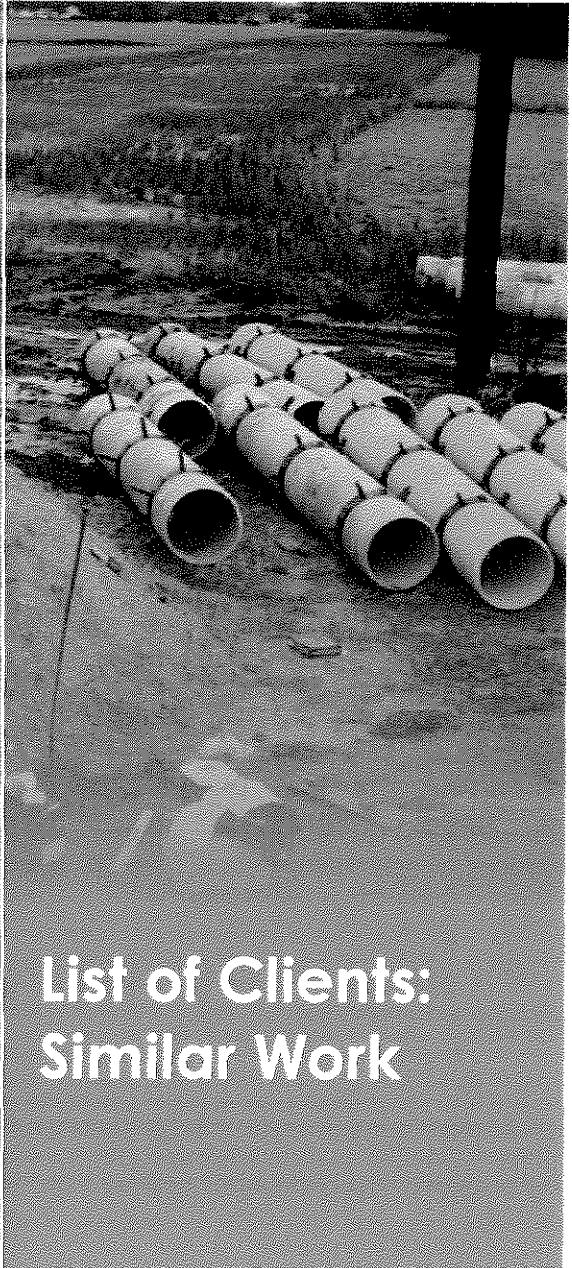
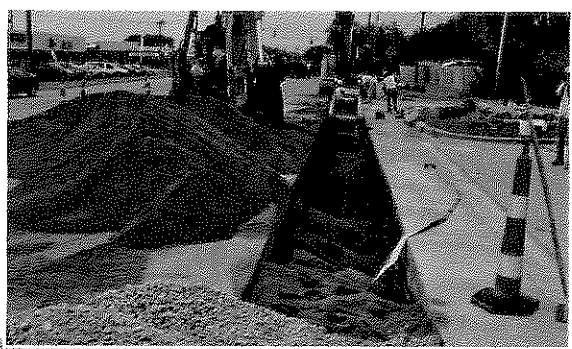
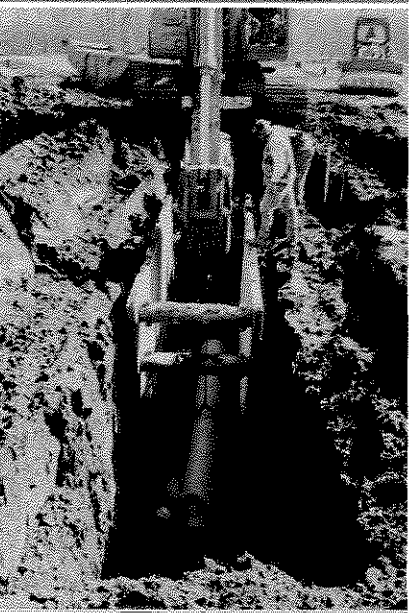
Qualifications and Similar Project Experience

Mr. Jacobs has 18 years of experience in the planning, design and construction administration of wastewater collection systems, pumping stations and force mains. Recent project experience includes the 7.5 MGD (expandable to 10 MGD) Paducah Perkins Creek Watershed Wastewater Pumping Station and dual 16" force mains; and the Versailles Wastewater Collection System Improvements Project which included 31,000 LF of 8" through 30" gravity sewers, four wastewater pumping stations, and associated 10" and 14" force mains.

- Lexington Expansion Area 2A Watershed Pumping Station and Force Mains, Lexington, KY - Project Engineer.
- Paducah-McCracken Joint Sewer Agency Perkins Creek Watershed Pump Station and Force Main, Paducah, KY - Project Engineer.
- Harrodsburg South Interceptor Sewer, Harrodsburg, KY - Project Engineer. 410 LF of 24" gravity sewer; 3,130 LF of 21" gravity sewer; 1,400 LF of 15" gravity sewer; 400 LF of 8-inch gravity sewer; and 15 manholes. Work included two highway bore and pavement surface restoration.
- Versailles Interceptor Sewer and Lift Stations, Versailles, KY - Project Engineer. Including 30,000 LF of 8" to 30" gravity sewer.
- Corbin Bypass Wastewater Collection System Extension, Corbin, KY - Project Engineer. Included 17,556 LF of gravity sewer.
- Brodhead Wet Weather Flow Abatement Program, Brodhead, KY - Project Manager.
- Sanitation District No. 1 Ash Street Pump Station and Force Main, Silver Grove, KY - Project Engineer.
- Bowling Green Municipal Utilities Cumberland Trace Road Water and Sewer Utility Relocation, Bowling Green, KY - Project Manager. 4,200 LF of 12" sewer main.
- Bowling Green Municipal Utilities Lover's Lane (KY 880) Water & Sewer Line Replacement, Bowling Green, KY - Project Engineer. 8- and 12-inch PVC gravity sewer main (totaling 1,794 LF), and 2- and 4-inch PVC sewer force main (totaling 290 LF).
- Bowling Green Municipal Utilities Nashville Road (US 31W) Water & Sewer Line Replacement, Bowling Green, KY - Project Engineer.
- Bowling Green Municipal Utilities 7th Street (KY 880) Water & Sewer Line Replacement, Bowling Green, KY - Project Engineer. Included 200 LF of 24-inch gravity sewer .



Section 4.0



List of Clients: Similar Work

4.0 List of Clients: Similar Work

The following client/project lists reflects some of GRW's previous design experience with similar dig and replace interceptor sewer pipeline projects.

Versailles, Kentucky

Interceptor/Relief Sewers

Reference: Fred Siegelman, Mayor; (859) 873-4581; fsiegelman@cityhall.versaillesky.com

Louisville MSD, Kentucky

Northern Ditch 84" Interceptor Sewer

Reference: Steve Emy, P.E.; (502) 540-6000; semly@msdlouky.org

Frankfort, Kentucky

East Frankfort 30" Interceptor Sewer

Reference: Bill Scalf, P.E.; Sewer Director; wscalf@frankfort.ky.gov

Lawrenceburg, Kentucky

Southwest Interceptor Sewers

Reference: Edwinna Baker, Mayor; (502)839-5372; ebaker@lawrenceburgky.org

Fairfield, Ohio

Wet Weather Relief Sewer Project

Reference: Dave Crouch; (513) 858-7775; dcrouch@fairfield-city.org

Harrodsburg, Kentucky

Western Trunk Interceptor Relief Sewer Project

Reference: Eddie Long, Mayor; (859) 734-2383; 2longbranch@roadrunner.com

Lexington-Fayette Urban County Government

Lower Town Branch Watershed Interceptor Sewers

Reference: Charles Martin, P.E.; (859) 425-2455; chmartin@lexingtonky.gov

Corbin City Utilities Commission

Bypass Interceptor Sewer Project

Reference: Ron Herd, P.E., General Manager; (606) 528-4026; cuc_herd@bellsouth.net

Lexington-Fayette Urban County Government

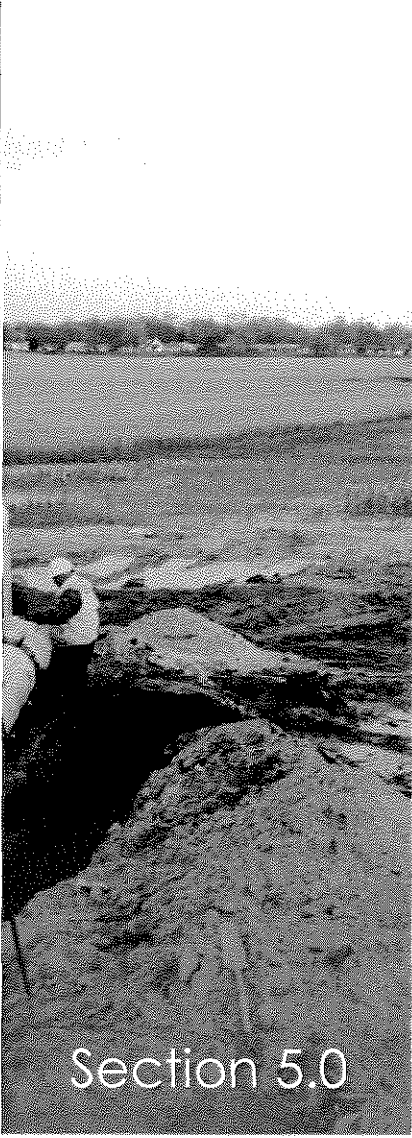
Expansion Area 2A Interceptor Sewers

Reference: Charles Martin, P.E.; (859) 425-2455; chmartin@lexingtonky.gov

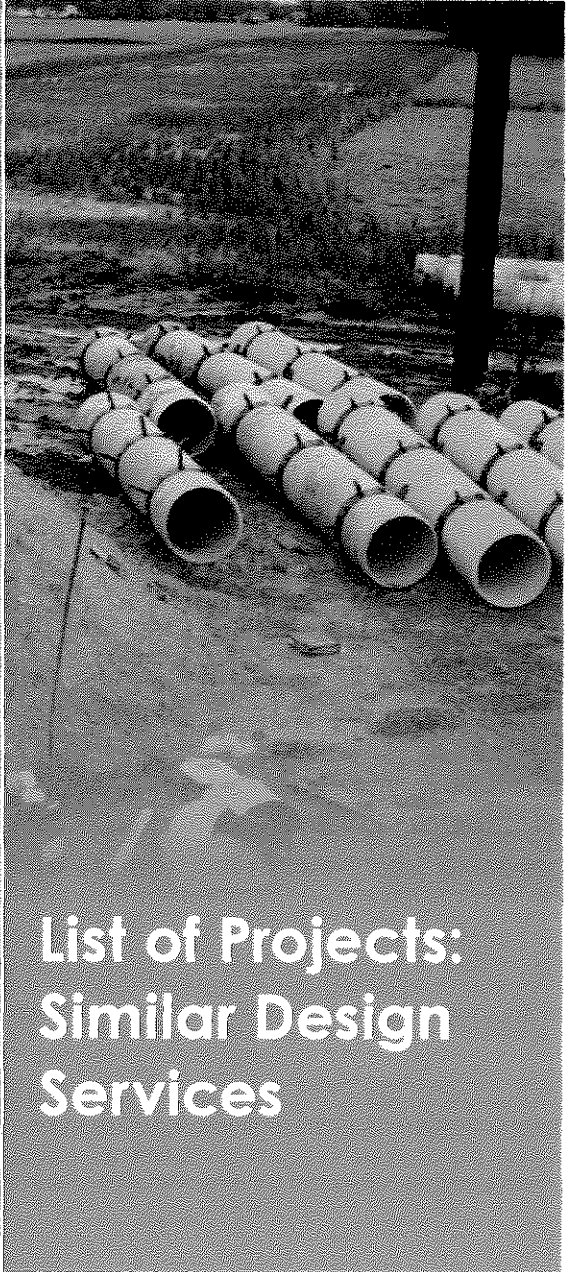
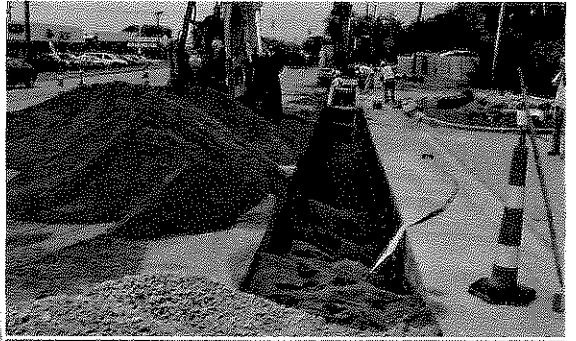
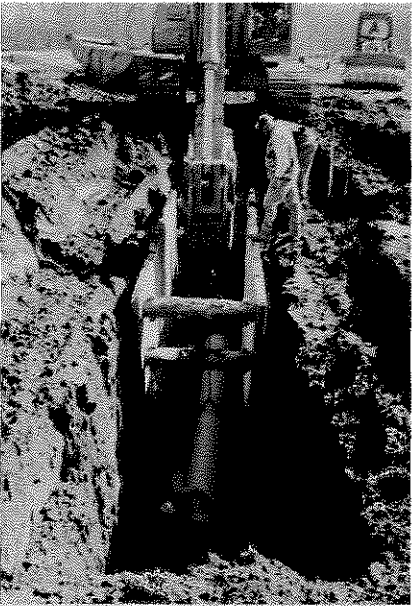
Lawrenceburg, Kentucky

Western Trunk Sewer Interceptor Sewers

Reference: Edwinna Baker, Mayor; (502)839-5372; ebaker@lawrenceburgky.org



Section 5.0



List of Projects: Similar Design Services

5.0 List of Similar Design Services Projects

The following list of similar design projects provides information highlighting the project scope, services provided, proposed project team involvement, date and construction cost.

Frankfort Kentucky Sewer Department East Frankfort 30" Interceptor Sewer

Date	Services Provided	Construction Cost	Project Team Participation
2012	Planning, Design & Construction Admin.	\$5,332,150 (\$3,200,000-line work only)	Joe Henry, John Martin, Bob Smallwood

Project Scope: The East Frankfort sanitary sewer project consisted of a 5 MGD triplex pumping station, 7,000 LF of 30" and 1,500 LF of 12" interceptor sewers and 14,160 LF of 18" force main. This relief sewer project eliminated several wet weather sanitary sewer overflows and eliminated two (2) pumping stations, one (1) of which was a SSO location. In the future, a third pumping station will be eliminated as a result of this project. This project was an essential element of Frankfort's Consent Judgment Compliance Program.

Versailles, Kentucky Interceptor Relief Sewers

Date	Services Provided	Construction Cost	Project Team Participation
2012	Planning, Design & Construction Admin.	\$5,895,000	Brad Montgomery, Mike Jacobs

Project Scope: The City of Versailles constructed a major interceptor sewer project to serve large undeveloped tracts along a new connector highway corridor. The project included 4,700 LF of 30", 14,690 LF of 21", 420 LF of 18", 3,870 LF of 15", 7,350 LF of 12", 4,275 LF of 10" and 7,150 LF of 8" interceptor sewers. The project also included construction of four (4) pumping stations and 13,500 LF of 12" to 18" force mains. The project allowed the removal of eight (8) smaller lift stations, relieved existing overloaded sewers and provided service for future development of large areas on the west and northwest sides of the City of Versailles.

Fairfield, Ohio Wet Weather Relief Sewer

Date	Services Provided	Construction Cost	Project Team Participation
1999	Planning, Design & Construction Admin.	\$2,960,000	Joe Henry, Bob Smallwood

Project Scope: This interceptor sewer project involved construction of 200 LF of 48", 6,014 LF of 36", 972 LF of 30", 7,207 LF of 24" and 25 LF of 18" relief sewers to address severe wet weather overflows for the City of Fairfield. This project also included eight (8) overflow diversion structures which allowed wet weather overflows to be conveyed from existing overloaded interceptor sewers to the new relief interceptor sewers. This project was a part of an overall solution which eliminated 20 chronic wet weather overflow locations and allowed the lifting of Region V USEPA sanctions.

LFUCG
Expansion Area 2A Interceptor Sewer

Date	Services Provided	Construction Cost	Project Team Participation
2013	Planning, Design & Construction Admin.	\$2,655,000	Joe Henry

Project Scope: The LFUCG Expansion Area 2A is an area generally located east of I-75 and south of Winchester Road (US 60). The overall project includes a new 10 MGD pumping station, 3,600 LF of 48" to 15" interceptor sewers and 4,800 LF of 24" force main. The project also includes connection to a new 48" interceptor sewer (constructed by a developer). The proposed improvements will open up areas for future development and will allow the decommissioning of five (5) existing pump stations (Hamburg Farms, Greenbriar 1, Man O'War, Blackford and Gleneagles).

Louisville MSD
Northern Ditch 84" Interceptor Sewer

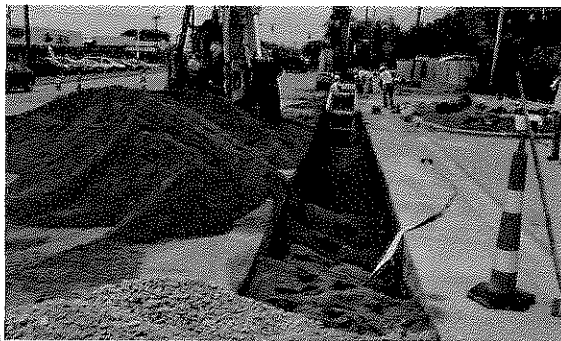
Date	Services Provided	Construction Cost	Project Team Participation
2010	Planning, Design & Construction Admin.	\$5,439,000	Brad Montgomery

Project Scope: The Northern Ditch Interceptor Sewer project was designed to convey 88 MGD from Louisville MSD's Morris Forman WWTP watershed to the West County WWTP watershed. The project is an integral part of MSD's overall programs to address its 2005 Consent Decree with USEPA. It is identified as one (1) of the "Big Four Projects" which Louisville MDS proposes to eliminate sanitary sewer overflows (SSO's) and to reduce confined sewer overflows (CSO's). The project included construction of 12,050 LF of 84 inch interceptor sewers and the decommissioning of three (3) pumping stations and one (1) wastewater treatment plant.

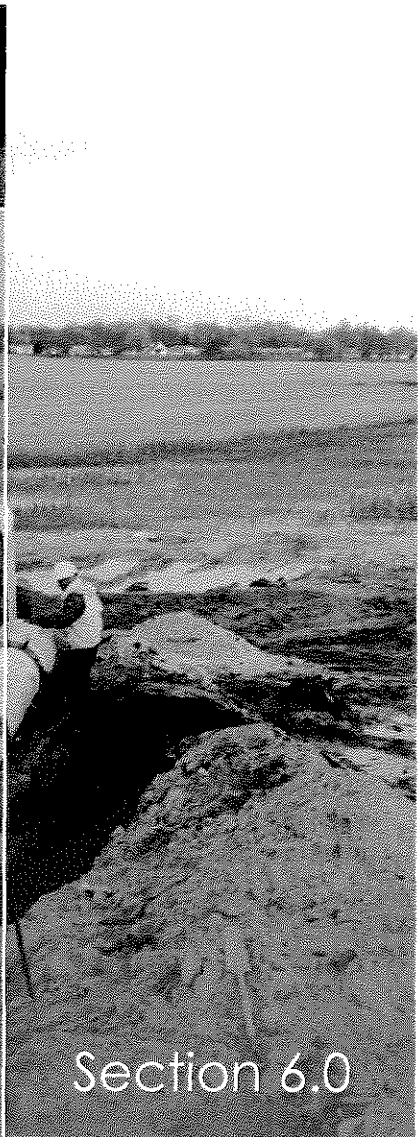
Harrodsburg, Kentucky
Western Trunk Interceptor Relief Sewer

Date	Services Provided	Construction Cost	Project Team Participation
2004	Planning, Design & Construction Admin.	\$1,892,026	Bob Smallwood, Laura Gilkerson

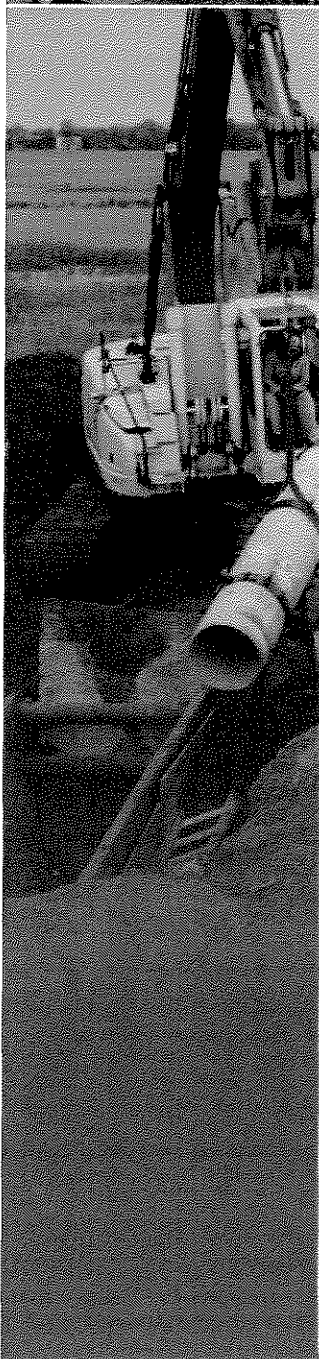
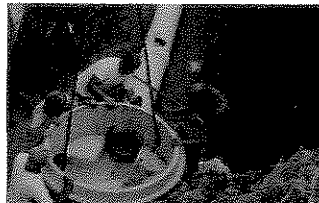
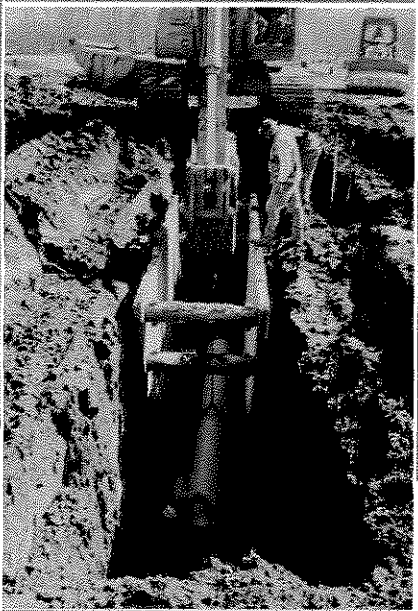
Project Scope: This KIA funded project was part of an overall program of work which allowed Harrodsburg to address its Agreed Order with the KY Division of Water and which resulted in the lifting of an associated "Tap-On-Ban" related to wet weather SSO's. The overall program of work included construction of 20,000 LF of 27", 24", and 12" interceptor sewers, a 3 MGD pumping station (expandable to 6 MGD) and 8,400 LF of 18" force main. The new Western Trunk Interceptor Relief Sewer allowed elimination of five (5) existing pumping stations, diverted existing flows away from the overloaded sewers in downtown Harrodsburg and opened up large areas on the west side of Harrodsburg for future development.



Local Office
(Attachment 1)



Section 6.0



6.0 Local Office (Attachment 1)

All work (100%) for LFUCG’s Remedial Measure’s Plan projects – including work in all categories (1-6) and by all disciplines – will be performed at GRW’s corporate offices in Lexington, KY.

Because our headquarters is GRW’s local office, we have provided LFUCG with the total number of GRW employees firm wide (226), and the number of local employees at our headquarters/Lexington office (143). This information is shown below in Attachment 1.

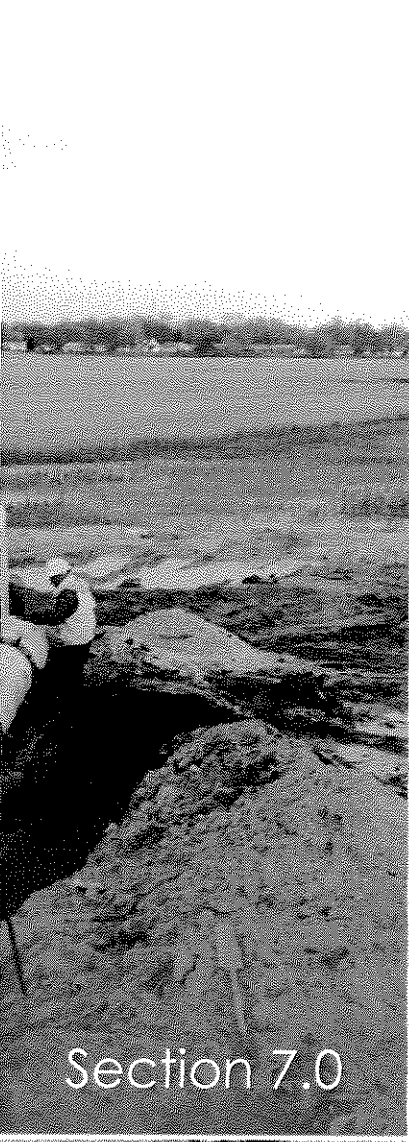
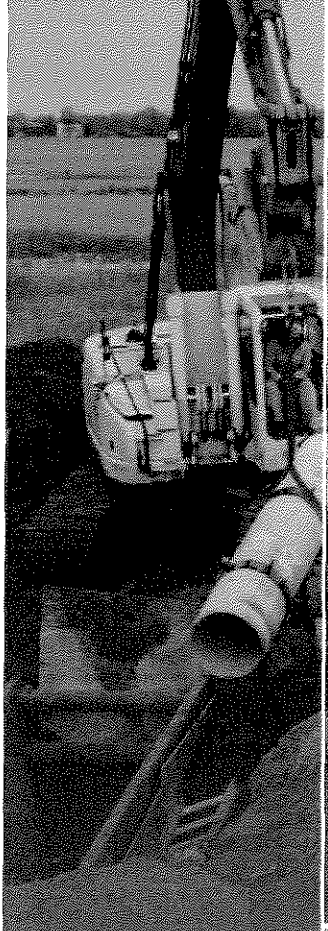
Attachment 1

Project Team Location(s)

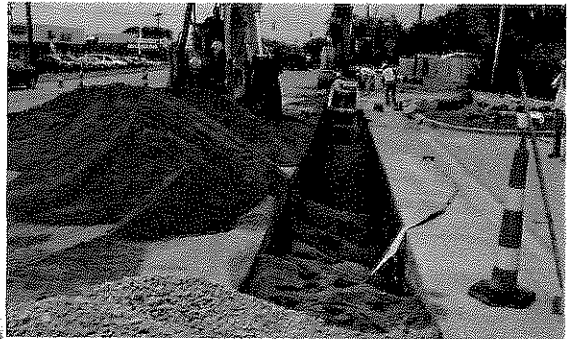
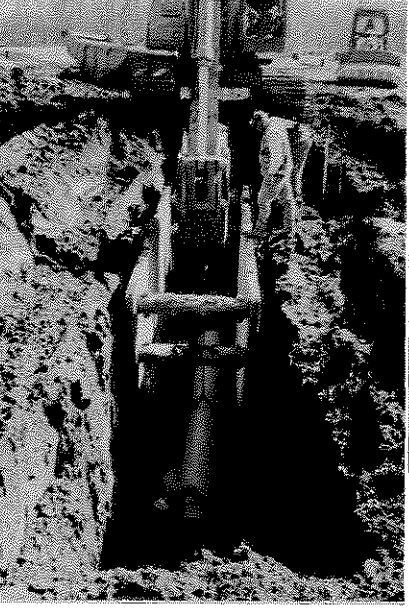
Prime Consultant	Location (City, State)	Date Office Established	Total Number of Employees	No. of Employees expected to work on DWQ projects
Headquarters (3)	Lexington, KY	1965	226 (3)	Est. 5-8
Local Office (3)	Lexington, KY	1965	143 (3)	Same
PM Location	Lexington, KY			
Subconsultants				
Name:				
Service Provided				
Headquarters				
Local Office				
Name:				
Service Provided				
Headquarters				
Local Office				
Name:				
Service Provided				
Headquarters				
Local Office				

Notes:

1. "Headquarters" refers to the corporate office that provides project support to the local office, if applicable. If support comes from multiple locations, use the blank spaces in the form to provide relevant information.
2. Listing of sub-consultants is optional and should only be provided if the prime consultant considers the sub-consultant(s) services to be essential to meeting the required qualifications. In this event, documentation from the subconsultant(s) shall be submitted in the SOQ that provides a commitment to be a part of the prime consultant's team in providing the stated services. In such cases, for the purpose of evaluating the proposals, committed sub-consultants will be considered to be part of the prime consultant's workforce. Prime consultants face potential disqualification from future work if DWQ finds that the identified sub-consultants are not being utilized to deliver assigned work products.
3. Total number of employees 226, 143 located in GRW's Lexington headquarters office.



Section 7.0



DBE Involvement and LFUCG Participation Form

7.0 DBE Involvement / LFUCG Participation Form

GRW will assign not less than 10% of the total value of work conducted under LFUCG's RMP projects to our team of certified DBE subcontractors. Our goals and our subconsultant assignments are shown here.



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. Hall-Harmon Engineers, Inc. 1081 Dove Run Rd, Ste 203 Lexington KY 40502 Kitty Hall-Harmon, PE, PLS 859-269-3150	Field Surveys/ Easement Descriptions/ Utility Location/ Resident Observation (1)	(1)	7% - 9% (1)
2. Third Rock Consultants, LLC 2526 Regency Rd, Suite 180 Lexington, KY 40503 Molly F. Davis 859-977-2000 mforee@thirdrockconsultants.com	Environmental Investigations, Landscape Design/ Streambank Restoration (1)	(1)	1% - 3% (1)
3.	(1) GRW is committed to meet the LFUCG's 10% MBE/WBE participation goals. Actual MBE/WBE percentages and associated dollar value will vary depending on specific project details, project scope and size.		
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.

GRW

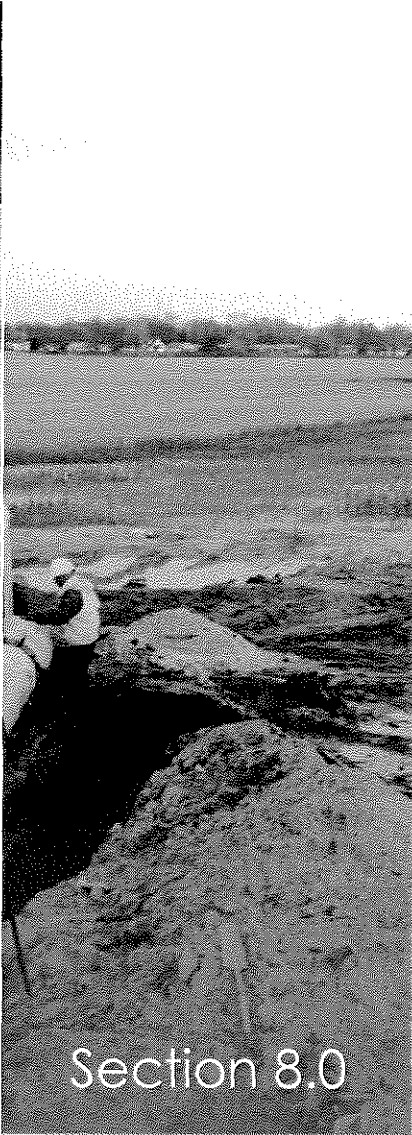
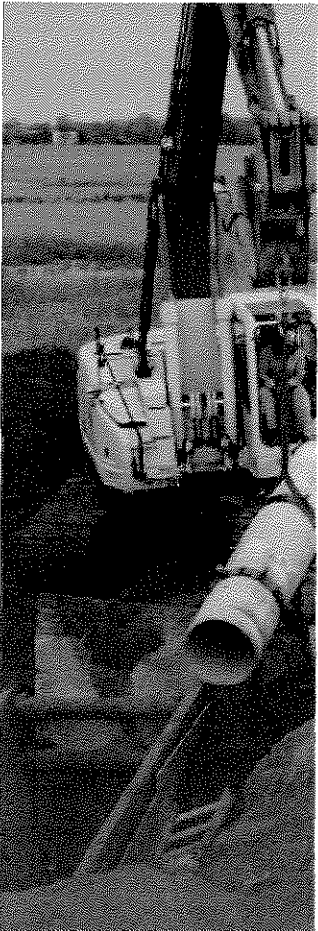
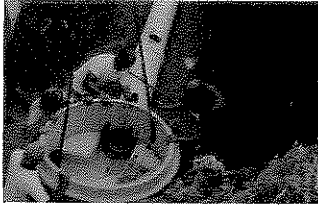
 Company
 11/12/2012

 Date

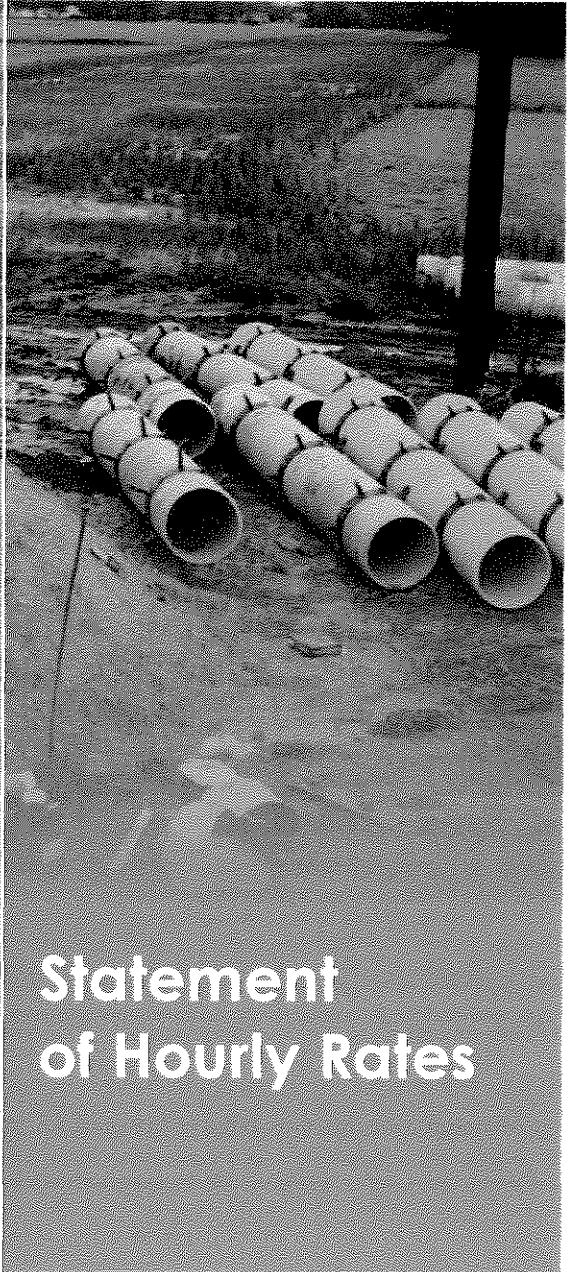
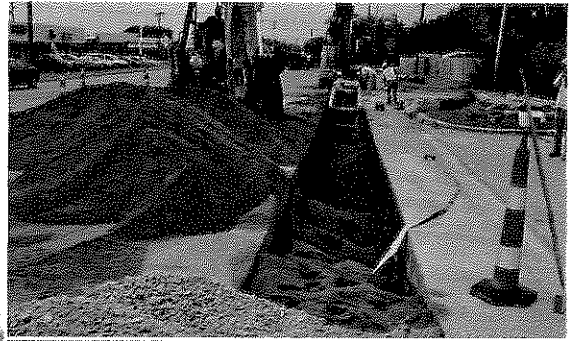
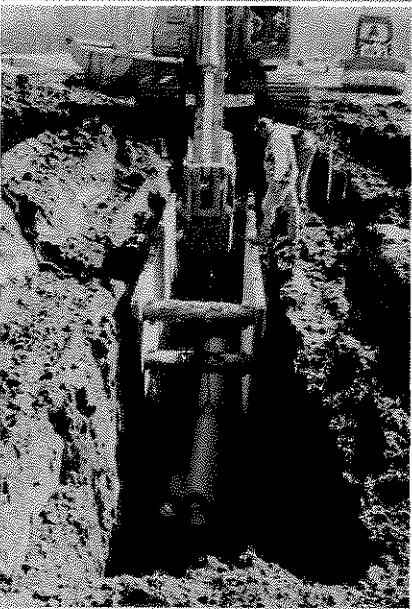
Bob Smallwood

 Company Representative
 Vice President

 Title



Section 8.0



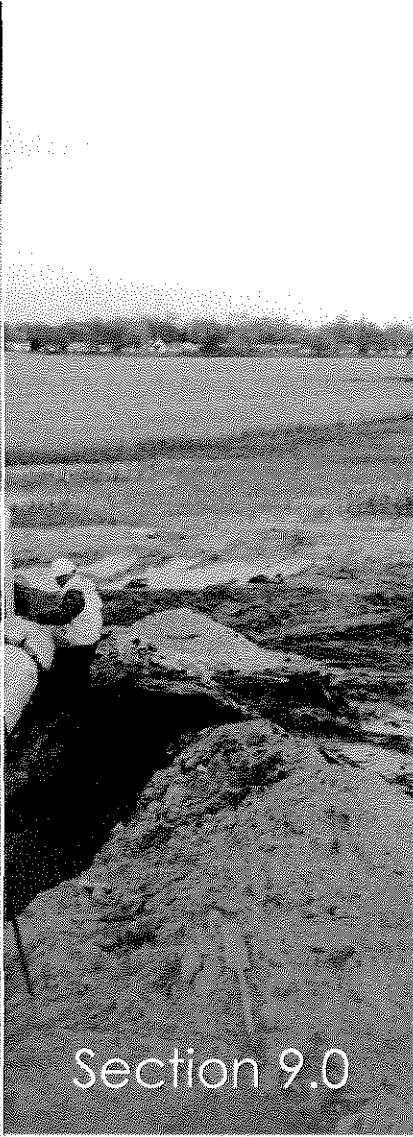
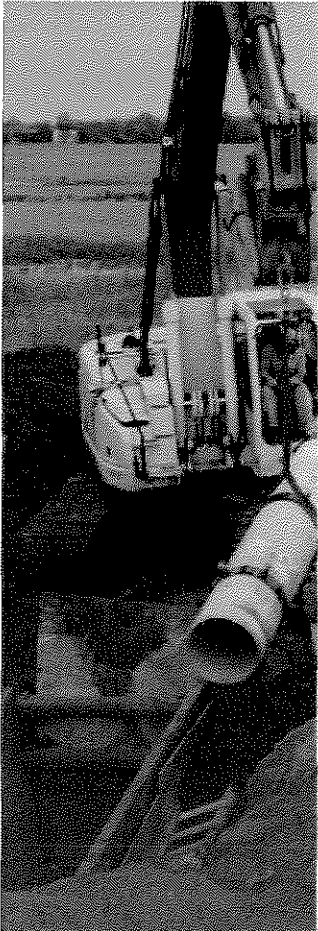
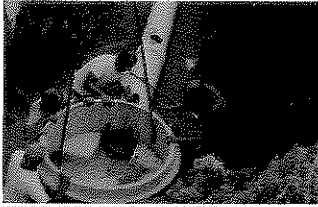
Statement of Hourly Rates

8.0 Statement of Hourly Rates

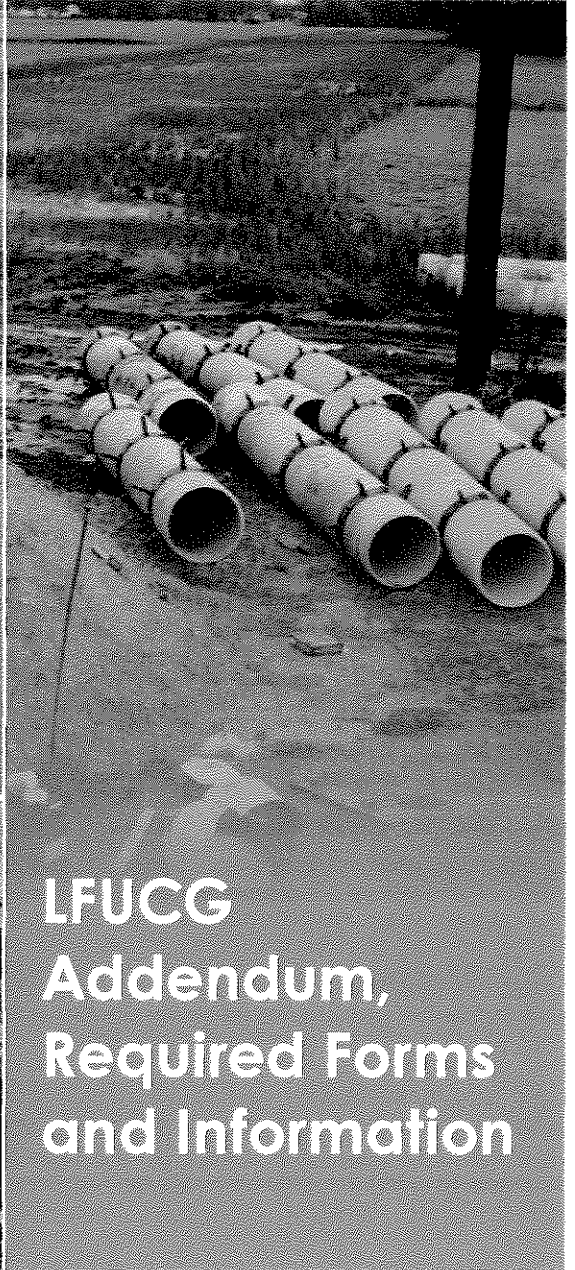
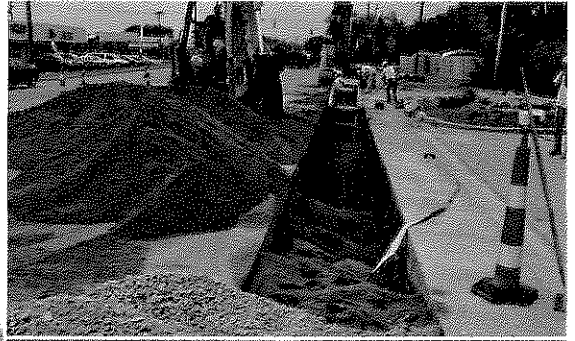
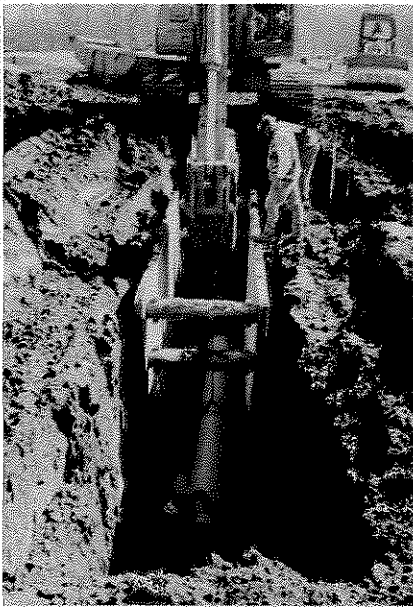
Hourly Rate Schedule Remedial Measures Plan and Related Projects	
Job Classification	Hourly Rate
Principal	\$165.00
Project Manager	\$165.00
Project Engineer (PE)	\$145.00
Project Engineer (EIT)	\$110.00
Engineering Technician/CAD Technician	\$85.00
Survey Crew (2 Man)	\$98.50
Clerical	\$45.00

Note: All of GRW's assigned project staff work in GRW's local Lexington office. In addition, all of our selected subconsultants are based in Lexington.

- There will be **no** travel expenses (mileage, etc.).
- There will be **no** lodging expenses.
- There will be **no** meals or "Per Diem" expenses.
- Printing/reproduction costs will be reimbursed at actual cost.



Section 9.0



LFUCG Addendum, Required Forms and Information

Section 9.0
LFUCG Forms

9.0 LFUCG Addendum, Required Forms and Information

This section contains forms and information required by the Lexington-Fayette Urban County Government including:

- LFUCG Addendum
- Firm Submitting Proposal
- GRW Affirmative Action Plan
- Affidavit
- Equal Opportunity Agreement
- GRW Workforce Analysis Form





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.

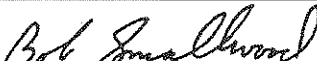


Todd Slatin, Acting Director
Division of Central Purchasing

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: GRW

ADDRESS: 801 Corporate Drive Lexington, KY 40503

SIGNATURE OF PROPOSER: 

Firm Submitting Proposal: GRW

Complete Address: 801 Corporate Drive Lexington, KY 40503
Street City Zip

Contact Name: Bob Smallwood Title: Vice President

Telephone Number: 859-223-3999 Fax Number: 859-223-8917

Email address: bsmallwood@grwinc.com

GRW Affirmative Action Plan

The purpose of GRW's policy on equal employment opportunity is to express our continuing practice of nondiscrimination in employment and to support the intent, as well as the written word, regarding applicable State and Federal laws.

To this effect, it is the continuing policy of GRW Engineers, Inc. that all persons are entitled to equal employment opportunity, regardless of age, sex, race, religion, color or national origin. Specifically:

- Employment opportunities are and shall be open to all qualified applicants solely on the basis of their experience, aptitudes and abilities.
- Advancement is, and shall be, based on the individual's achievement, performance, seniority, ability, attitude and potential for promotion.

A. Policy

It is the policy of GRW Engineers to implement affirmatively equal opportunity to all qualified employees and applicants for employment without regard to race, color, religion, sex, national origin, age or physical handicap. To ensure the fulfillment of this policy, the obligation will include:

- Hiring, placement, upgrading, transfer or demotion.
- Recruitment, advertising, or solicitation for employment.
- Treatment during employment.
- Rates of pay or other forms of compensation.
- Selection for training.
- Layoff or termination.

B. General Program

All of GRW Engineers employees are expected to set an example by intensifying their efforts on a continuing basis to attract minority and female applicants for the clerical, technical and professional positions.

C. Affirmative Action Program Director

The Affirmative Action Program Director will have the responsibility for the implementation, development and compliance with the program and to ensure that no applicant or employee shall suffer any form of discrimination. These responsibilities include the annual:

- review of goals and timetables;
- identification and analysis of problem areas inherent in female and minority employment;
- analysis of upgrading and promotion practices.

D. Communication

To effectively communicate GRW's policy to all employees, recruiting sources, community agencies and the public in general, the following will be continuously undertaken.

- The Firm's EEO policy will be reviewed with all new employees.
- Employment advertisements will contain assurance of Equal Employment Opportunity.
- Employment and recruiting sources where job openings are listed will be reminded of our policy.
- Notices of EEO Policy will be posted in appropriate locations (particularly where applicants are interviewed).

E. Recruiting

Recruiting will give emphasis to seeking and encouraging minority and female applicants with the necessary qualifications or potential to apply. GRW Engineers will continually communicate this policy to recruitment sources.

- Notify in writing on a regular basis minority and women's organizations, community agencies, and local schools and colleges of Company's current openings. Mail job announcements to recruiting sources, and actively encourage them to refer applicants.
- Participate, as appropriate, in job fairs sponsored by minority, women's, handicapped, and veteran organizations.
- Meet with representatives from local, state, and federal agencies who are associated with affirmative action objectives to communicate our policy and enlist their assistance in achieving our goals.

F. Hiring, Placement, Promotion and Termination

Continued affirmative action will be taken to ensure that all qualified or trainable members of minority and female groups are offered positions on the same basis as all other employees and applicants. A periodic review of established uniform practices will be made to ensure equal treatment of all persons seeking employment.

It is the policy of GRW Engineers, Inc. to upgrade and advance personnel from within the organization whenever possible, and to consider all existing personnel carefully before employing new personnel to fill needed key positions. Minorities and females are insured of equal consideration whenever promotional opportunities occur.



Recruitment

GRW Engineers, Inc. will consider qualified minority group applicants for vacancies in all job classification in conjunction with our established policy of advancement and promotion from within on the basis of individual qualification, potential and job performance.

- Public and private employment offices used by given locations will be advised in writing of our equal employment policy and will be urged to refer qualified minority group applicants to us as the need arises.
- When advertising in newspapers and on radio, we will use the term, "An Equal Opportunity Employer" in all such employment advertisements.
- When recruiting is necessary at schools and colleges, we will include those attended by minority group members.

Job Placement and Promotions

We will provide promotional and upgrading opportunities to all qualified minority group employees by the following action:

- Communicate policy of promotion from within of qualified employees to minority group members during performance reviews.
- Brief supervisors at all levels of management that our company intends to ensure utilization of qualified minority group personnel at all job levels.
- Review objectively all qualifications of all candidates for promotions from within.

Training and Development

All training and educational programs conducted on the job will be reviewed periodically to be certain that all personnel, including minority group personnel, are given opportunity to participate in these programs.

All company supported or sponsored training seminars for supervision will be available for minority group supervisors and they will be encouraged to participate.

Compensation and Employee Benefits

We will pay all personnel fairly according to their job classification. Company supported benefit programs for employees will be made equally available to minority group personnel without discrimination.

Working Conditions and Facilities

None of our facilities will be segregated.

AFFIDAVIT

Comes the Affiant, Ron D. Gilkerson, and after being first duly sworn, states under penalty of perjury as follows:

1. His/her name is Ron D. Gilkerson and he/she is the individual submitting the proposal or is the authorized representative of GRW, 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.

Ron D. Gilkerson

STATE OF Kentucky

COUNTY OF Fayette

The foregoing instrument was subscribed, sworn to and acknowledged before me by Ron D. Gilkerson on this the 9th day of November, 2012.

My Commission expires: 7-6-2014

Amye Stockwell

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

GRW

Name of Business

GRW Workforce Analysis Form

WORKFORCE ANALYSIS FORM

Name of Organization: GRW Engineers, Inc. Date: 10 / 31 / 2012

Categories	Total	White		Latino		Black		Other		Total	
		M	F	M	F	M	F	M	F	M	F
Administrators											
Professionals	114	96	18							96	18
Superintendents											
Supervisors											
Foremen											
Technicians	51	43	8							43	8
Protective Service											
Para-Professionals											
Office/Clerical	20		20								20
Skilled Craft	41	40	1							40	1
Service/Maintenance											
Total:	226	179	47							179	47

Prepared by: Gayla P. Szak, Human Resources Name & Title

EXHIBIT D

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

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

CONSULTANT

OWNER

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