



Subject: **Status of Consultant Agreements and Closeouts**

Requested Action:

Receive an informational report on the Authority's Standard Consulting Services Agreements status and Agreements and Task Orders Closeouts.

Detailed Description/Background:

Standard Agreements Status Update

The Authority's Standard Consulting Services Agreement was approved on July 16, 2018. Revisions were made to the Agreement that mostly reflected how the project is actively managed, such as clarification of provisions, updating the Exhibits, updating the monthly financial and progress reporting to match existing practices, and other items that reduce risk to the Authority. The revised Agreement (which staff refers to as the long-form consultant agreement) was approved by the Authority in December 2021.

A Standard Short Form Consultant Agreement for primarily support consultants which is modeled on the long form agreement was approved by the Authority in February 2022.

The revised standard agreements were submitted to all consultants to solicit their comments. Staff worked with General Counsel to incorporate the administrative comments that did not adjust to spirit or intent of the approved agreements.

Staff is currently issuing the final long form and short form agreements to all Authority consultants for execution. These agreements will supersede the original signed Agreements and once the Authority and the consultant sign the consultant's amended agreement, the consultant's signed Amendment 3 task orders will be linked to the amended consultant agreements through the task order.

Going forward, the Authority intends to keep all agreements consistent with the long and short-form agreements with no exceptions.

Agreement and Task Order Closeout Procedures

Staff has initiated closeout procedures for all completed agreements and task orders. This is a best practice and reduces Authority risk of future claims.

A Final Waiver and Release of All Claims form will also be issued to the consultant for their signature upon closeout. Staff worked with General Counsel to develop a Final Waiver and Release of All Claims Form (Attachment A).

Final closeouts will be reported as they occur in the quarterly financial report.

Prior Action:

December 2021: Approved amended Authority Standard Consulting Services Agreement.

Fiscal Impact/Funding Source:

None.

Staff Contact:

Joe Trapasso

Primary Service Provider:

Brown and Caldwell

Attachments:

Attachment A - Final Waiver and Release of All Claims Form

Final Waiver and Release of All Claims

WHEREAS _____, is the signature authority for _____ (“CONSULTANT”), and CONSULTANT provided labor, material, equipment, or services pursuant to the agreement dated _____ (“Agreement”) for _____ services and all subsequent Task Orders in support of the project commonly known as the Sites Reservoir Project (“Project”). Capitalized terms used herein shall have the meaning ascribed to them in the Agreement unless otherwise defined herein.

In consideration for the sum of _____ (\$ _____), (final payment amount), for a total payment amount of _____ (\$ _____) (final payment amount plus sum of all other previous payments made under the Agreement), and pursuant to the express terms of the Agreement, CONSULTANT, on behalf of itself and all vendors, subconsultants and subcontractors that have provided services on the Project under the Agreement, waives and releases the Sites Project Authority from any and all claims, demands and causes of action whatsoever which CONSULTANT, including CONSULTANT’s successors or assigns, has or may have against the Sites Project Authority under the Agreement. CONSULTANT confirms that all proprietary materials, including the Work and any Confidential Information, obtained in the course of performing under the Agreement, have been returned to the Sites Project Authority and have been or will be destroyed as required by the Agreement. Until those proprietary materials are destroyed, CONSULTANT shall continue to be obligated to manage such proprietary materials using the standard of care provided for in the Agreement.

CONSULTANT warrants and represents that CONSULTANT has paid or shall use amounts paid here within to pay all of its all subconsultants, subcontractors, vendors, suppliers or other persons who performed work for CONUSULTANT under the Agreement

CONSULTANT acknowledges and agrees that CONSULTANT’s obligations to indemnify, defend and hold the Sites Project Authority harmless from any Claims survive the termination or expiration of the Agreement. By signing below, CONSULTANT is certifying the completion of the Agreement.

[Signature Page Follows]

[CONSULTANT]

Printed:

Signed:

Title:

Date:

[AUTHORITY]

Printed:

Signed:

Title:

Date:

Address:
