

ORIGINAL

SECOND AMENDMENT TO AGREEMENT

This Second Amendment of the Agreement, entered into this 1st day of July 2014, by and between the CITY OF ALAMEDA, a municipal corporation (hereinafter "City") **WATER WORKS ENGINEERS, LLC**, a Arizona Limited Liability Company whose address is **5767 BROADWAY, SUITE 201, OAKLAND, CALIFORNIA 94618** (hereinafter referred to as "Consultant"), is made with reference to the following:

RECITALS:

- A. On February 22, 2012, an agreement was entered into by and between City and Consultant (hereinafter "Agreement").
- B. On May 21, 2013, a first amendment to agreement was entered into by and between City and Consultant (hereinafter "First Amendment to Agreement").
- C. City and Consultant desire to extend the term of the Agreement on the terms and conditions set forth herein.

NOW, THEREFORE, it is mutually agreed by and between and undersigned parties as follows:

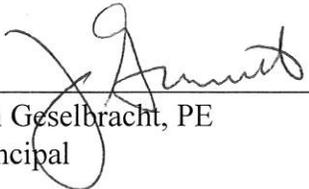
1. Page 1, Item No. 1, TERM, of the Agreement is modified to add the following:

"The term of this Second Amendment to Agreement shall commence on the 1st day of July, 2014, and shall terminate on the 30th day of June, 2015, unless terminated earlier as set forth herein."

2. Except as expressly modified herein, all other terms and covenants set forth in the Agreement shall remain the same and shall be in full force and effect.

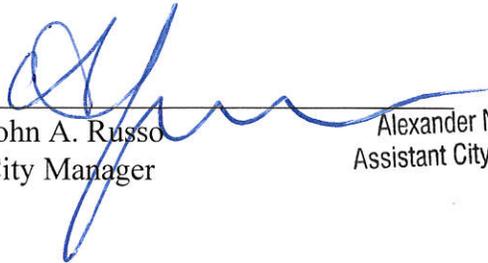
IN WITNESS WHEREOF, the parties hereto have caused this modification of Agreement to be executed on the day and year first above written.

WATERWORKS ENGINEERS, LLC
A Arizona Limited Liability Company



Jim Geselbracht, PE
Principal

CITY OF ALAMEDA
Municipal Corporation

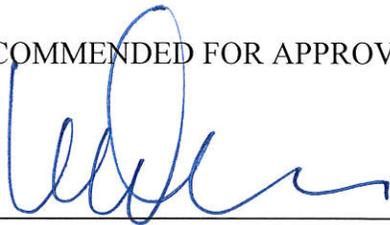


John A. Russo
City Manager



Alexander Nguyen
Assistant City Manager

RECOMMENDED FOR APPROVAL:



Robert G. Haun
Public Works Director

APPROVED AS TO FORM:
City Attorney



Andrico Penick
Assistant City Attorney

7/15/14



CERTIFICATE OF LIABILITY INSURANCE

WATER-11 OF 10-24

DATE (MM/DD/YYYY)

07/11/2014

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 InterWest Insurance Serv., Inc License #0B01094 310 Hemsted Dr., Suite 200 Redding, CA 96002-0935 Brian Seamans	Phone: 530-222-1737	CONTACT NAME: Cindy Beymer
	Fax: 530-222-3771	PHONE (A/C, No, Ext): 530-722-2614
		FAX (A/C, No): 530-722-3559
		E-MAIL ADDRESS: cbeymer@iwins.com
	INSURER(S) AFFORDING COVERAGE	
	INSURER A: Golden Eagle Ins Corp	NAIC # 10836
	INSURER B: National Union Fire Insurance	32298
	INSURER C: Lloyds of London	
	INSURER D:	
	INSURER E:	
	INSURER F:	

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	ADD'L INSR	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
A	GENERAL LIABILITY						EACH OCCURRENCE \$ 2,000,000
	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	BOP56205021	07/11/2014	07/11/2015	DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 300,000
	CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR						MED EXP (Any one person) \$ 5,000
							PERSONAL & ADV INJURY \$ 2,000,000
							GENERAL AGGREGATE \$ 4,000,000
							PRODUCTS - COMP/OP AGG \$ 4,000,000
	GEN'L AGGREGATE LIMIT APPLIES PER:						
	<input type="checkbox"/> POLICY <input type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC						
C	AUTOMOBILE LIABILITY						COMBINED SINGLE LIMIT (Ea accident) \$ 2,000,000
	ANY AUTO ALL OWNED AUTOS	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	BOP56205021			BODILY INJURY (Per person) \$
	HIRED AUTOS	<input checked="" type="checkbox"/>					BODILY INJURY (Per accident) \$
	SCHEDULED AUTOS NON-OWNED AUTOS	<input checked="" type="checkbox"/>					PROPERTY DAMAGE (Per accident) \$
B	UMBRELLA LIAB	<input checked="" type="checkbox"/>					EACH OCCURRENCE \$ 8,000,000
	EXCESS LIAB			EBU020703162			AGGREGATE \$
	DED RETENTION \$ 10,000						
C	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY						WC STATU-TORY LIMITS OTH-ER
	ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below.	<input type="checkbox"/>	N/A				E.L. EACH ACCIDENT \$
							E.L. DISEASE - EA EMPLOYEE \$
							E.L. DISEASE - POLICY LIMIT \$
C	Professional Liab			B0595E00843602014	07/11/2014	07/11/2015	Per Claim 5,000,000
							Aggregate 5,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (Attach ACORD 101, Additional Remarks Schedule, if more space is required)

Project: Alameda Lagoon Pipeline Project

SEE HOLDER NOTES FOR ADDITIONAL INSURED

CITY OF ALAMEDA
Risk Management

Date 7-15-14
Lucretia Akil, City Risk Manager

CERTIFICATE HOLDER	CANCELLATION
ALA0950	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS.
City of Alameda Public Works Dept. Alameda Point, Bldg 1 950 West Mall Square Rm 1 10 Alameda, CA 94501	AUTHORIZED REPRESENTATIVE

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NOTEPAD:HOLDER CODE ALA0950
INSURED'S NAME Water Works Engineers, LLCWATER-N
OP ID: B4PAGE 2
DATE 07/11/14**Additional Insured:**

The City of Alameda, its City Council, boards and commissions, officers, and employees are added as additional insured as respects to the General & Auto Liability only for ongoing work as per BP 04 13 07 13, Waiver of Subrogation applies as per BP 04 97 01 06 per written contract on general and auto liability. Said insurance is primary and non-contributory per written contract to other insurance available to the additional insured as per BP 14 88 07 13. The City of Alameda, its City Council, boards and commissions, officers, and employees are additional insured for work done on their behalf of the named Insured. Severability of interest applies.
Professional Liability-Claim Made-Retroactive Date 07/01/05



THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

**ADDITIONAL INSURED –
ENGINEERS, ARCHITECTS OR SURVEYORS**

This endorsement modifies insurance provided under the following:

BUSINESSOWNERS COVERAGE FORM

Section II – Liability is amended as follows:

A. The following is added to Paragraph C. Who Is An Insured:

3. Any architect, engineer or surveyor engaged by you is also an additional insured but only with respect to liability for "bodily injury", "property damage" or "personal and advertising injury" caused, in whole or in part, by your acts or omissions or the acts or omissions of those acting on your behalf in connection with your premises or in the performance of your ongoing operations.

However:

- a. The insurance afforded to such additional insured only applies to the extent permitted by law; and
- b. If coverage provided to the additional insured is required by a contract or agreement, the insurance afforded to such additional insured will not be broader than that which you are required by the contract or agreement to provide for such additional insured.

B. With respect to the insurance afforded to these additional insureds, the following is added to Paragraph D. Liability And Medical Expenses Limits Of Insurance:

If coverage provided to the additional insured is required by a contract or agreement, the most we will pay on behalf of the additional insured is the amount of insurance:

- 1. Required by the contract or agreement; or
 - 2. Available under the applicable Limits Of Insurance shown in the Declarations;
- whichever is less.

This endorsement shall not increase the applicable Limits Of Insurance shown in the Declarations.

CITY OF ALAMEDA
Risk Management

Date 9-15-14
Lucretia Akil, City Risk Manager

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

**WAIVER OF TRANSFER OF RIGHTS OF RECOVERY
AGAINST OTHERS TO US**

This endorsement modifies insurance provided under the following:

BUSINESSOWNERS COVERAGE FORM

SCHEDULE

Name Of Person Or Organization:
Information required to complete this Schedule, if not shown above, will be shown in the Declarations.

Paragraph K. **Transfer Of Rights Of Recovery Against Others To Us** in **Section III – Common Policy Conditions** is amended by the addition of the following:

We waive any right of recovery we may have against the person or organization shown in the Schedule above because of payments we make for injury or damage arising out of your ongoing operations or "your work" done under a contract with that person or organization and included in the "products-completed operations hazard". This waiver applies only to the person or organization shown in the Schedule above.

CITY OF ALAMEDA
Risk Management

Date 7-15-14
Lucretia Akil, City Risk Manager

Insured: Water Works Engineers, Inc
Policy #: BOP56205021
Effective: 07/11/14 to 07/11/15

BUSINESSOWNERS
BP 14 88 07 13

THIS ENDORSEMENT CHANGES THE POLICY. PLEASE READ IT CAREFULLY.

PRIMARY AND NONCONTRIBUTORY – OTHER INSURANCE CONDITION

This endorsement modifies insurance provided under the following:

BUSINESSOWNERS COVERAGE FORM

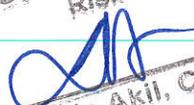
The following is added to Paragraph H. **Other Insurance** of **Section III – Common Policy Conditions** and supersedes any provision to the contrary:

Primary And Noncontributory Insurance

This insurance is primary to and will not seek contribution from any other insurance available to an additional insured under your policy provided that:

1. The additional insured is a Named Insured under such other insurance; and

2. You have agreed in writing in a contract or agreement that this insurance would be primary and would not seek contribution from any other insurance available to the additional insured.

CITY OF ALAMEDA
Risk Management

Date 7-15-14
Lucretia Akil, City Risk Manager



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY) 09-11-2013

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.

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.

PRODUCER: Lockton Companies, LLC
5847 San Felipe, Suite 320
Houston, TX 77057
CONTACT NAME:
PHONE (A/C No.Ext): 888-828-8365
FAX (A/C, No):
E-MAIL ADDRESS:
INSURER(S) AFFORDING COVERAGE: INSURER-A: Ace American Insurance Co. NAIC: 22667

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.

Table with columns: INSR, TYPE OF INSURANCE, POLICY NUMBER, POLICY EFF, POLICY EXP, LIMITS. Includes entries for GENERAL LIABILITY, AUTOMOBILE LIABILITY, UMBRELLA LIAB, and WORKERS COMPENSATION AND EMPLOYERS' LIABILITY.

DESCRIPTION OF OPERATIONS/LOCATIONS/VEHICLES (Attach Acord 101, Additional remarks Schedule, if more space is required)

WAIVER OF SUBROGATION IN FAVOR OF CERTIFICATE HOLDER INCLUDED WHEN REQUIRED BY CONTRACT. RE: Alameda Lagoon Pipeline Project.

CERTIFICATE HOLDER: City of Alameda
Attn: Jeanette Navarro
Public Works Department 950 W. Mall Square, Room 110
Alameda, CA 94501
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: Kelly

Workers' Compensation and Employers' Liability Policy

Named Insured INSPERITY, INC. FOR LEASED WORKERS TO WATER WORKS ENGINEERS, LLC 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339	Endorsement Number
Policy Period 10/01/2013 TO 10/01/2014	Policy Number Symbol: RWC Number: C47901418
Issued By (Name of Insurance Company) Ace American Insurance Co.	Effective Date of Endorsement 10/01/2013
Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.	

WAIVER OF OUR RIGHT TO RECOVER FROM OTHERS ENDORSEMENT

We have the right to recover our payments from anyone liable for an injury covered by this policy. We will not enforce our right against the person or organization named in the Schedule. This agreement applies only to the extent that you perform work under a written contract that requires you to obtain this agreement from us.

This agreement shall not operate directly or indirectly to benefit any one not named in the Schedule.

Schedule

City of Alameda
Public Works Department 950 W. Mall Square, Room 110
Alameda, CA 94501

WHEN REQUIRED BY WRITTEN CONTRACT.

For the states of CA, UT, TX, refer to state specific endorsements.
This endorsement is not applicable in KY, NH, and NJ.



Authorized Agent

WC 00 03 13 (11/05) Ptd. U.S.A.
Acct#: 1170041

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Workers' Compensation and Employers' Liability Policy

Named Insured INSPERITY, INC. L/C/F WATER WORKS ENGINEERS, LLC 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339	Endorsement Number
	Policy Number Symbol: RWC Number: C4790142A
Policy Period 10/01/2013 TO 10/01/2014	Effective Date of Endorsement 10/01/2013

Issued By (Name of the Insurance Company)
Ace American Insurance Co.

Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.

CALIFORNIA WAIVER OF OUR RIGHT TO RECOVER FROM OTHERS ENDORSEMENT

This endorsement applies only to the insurance provided by the policy because California is shown in Item 3.A. of the Information Page.

We have the right to recover our payments from anyone liable for an injury covered by this policy. We will not enforce our right against the person or organization named in the Schedule, but this waiver applies only with respect to bodily injury arising out of the operations described in the Schedule, where you are required by a written contract to obtain this waiver from us.

You must maintain payroll records accurately segregating the remuneration of your employees while engaged in the work described in the Schedule.

Schedule

1. Specific Waiver

Name of person or organization:
CITY OF ALAMEDA PUBLIC WORKS DEPARTMENT ALAMEDA POINT, BUILDING 1
1950 WEST MALL SQUARE, ROOM 110
ALAMEDA, CA 94501-7558

Blanket Waiver

Any person or organization for whom the Named Insured has agreed by written contract to furnish this waiver.

2. Operations:

WHEN REQUIRED BY WRITTEN CONTRACT.

CITY OF ALAMEDA
Risk Management

Date 7-15-14
Lucretia Akil, City Risk Manager

3. Premium:

The premium charge for this endorsement shall be 2% percent of the California premium developed on payroll in connection with work performed for the above person(s) or organization(s) arising out of the operations described.

4. Minimum Premium: \$0



Authorized Agent

Workers' Compensation and Employers' Liability Policy

Named Insured INSPERITY, INC. L/C/F WATER WORKS ENGINEERS, LLC 19001 CRESCENT SPRINGS DRIVE KINGWOOD, TX 77339			Endorsement Number
Policy Symbol	Policy Number	Policy Period	Effective Date of Endorsement
RWC	C4790142A	10/01/2013 TO 10/01/2014	10/01/2013
Issued By (Name of Insurance Company) Ace American Insurance Co.			

Insert the policy number. The remainder of the information is to be completed only when this endorsement is issued subsequent to the preparation of the policy.

NOTICE TO OTHERS ENDORSEMENT - SPECIFIC PARTIES

- A. If we cancel the Policy prior to its expiration date by notice to you or the first Named Insured for any reason other than nonpayment of premium, we will endeavor, as set out below, to send written notice of cancellation, via such electronic or other form of notification as we determine, to the persons or organizations listed in the schedule set out below (the "Schedule"). You or your representative must provide us with both the physical and e-mail address of such persons or organizations, and we will utilize such e-mail address or physical address that you or your representative provided to us on such Schedule.
- B. We will endeavor to send or deliver such notice to the e-mail address or physical address corresponding to each person or organization indicated in the Schedule at least 30 days prior to the cancellation date applicable to the Policy.
- C. The notice referenced in this endorsement is intended only to be a courtesy notification to the person(s) or organization(s) named in the Schedule in the event of a pending cancellation of coverage. We have no legal obligation of any kind to any such person(s) or organization(s). Our failure to provide advance notification of cancellation to the person(s) or organization(s) shown in the Schedule shall impose no obligation or liability of any kind upon us, our agents or representatives, will not extend any Policy cancellation date and will not negate any cancellation of the Policy.
- D. We are not responsible for verifying any information provided to us in any Schedule, nor are we responsible for any incorrect information that you or your representative provide to us. If you or your representative does not provide us with the information necessary to complete the Schedule, we have no responsibility for taking any action under this endorsement. In addition, if neither you nor your representative provides us with e-mail and physical address information with respect to a particular person or organization, then we shall have no responsibility for taking action with regard to such person or entity under this endorsement.
- E. We may arrange with your representative to send such notice in the event of any such cancellation.
- F. You will cooperate with us in providing, or in causing your representative to provide, the e-mail address and physical address of the persons or organizations listed in the Schedule.
- G. This endorsement does not apply in the event that you cancel the Policy.

SCHEDULE

Name of Certificate Holder	E-Mail Address	Physical Address
CITY OF ALAMEDA PUBLIC WORKS DEPARTMENT ALAMEDA POINT, BUILDING 1		1950 WEST MALL SQUARE, ROOM 110 ALAMEDA, CA 94501-7558

All other terms and conditions of the Policy remain unchanged.

Acct#: 1170516


CITY OF ALAMEDA
 Risk Management
 Date 7-15-14
Lucretia Akil, City Risk Manager

Michelle Kopp
Authorized Representative