Task Order 6
Diversion Board of Authority
Fargo-Moorhead Area Diversion Project

MFDA Purchase Order No. _____

In accordance with Article 1 of the *STANDARD MASTER AGREEMENT FOR PROFESSIONAL SERVICES* ("Agreement"), between the Diversion Board of Authority ("OWNER") and CH2M HILL ENGINEERS, INC. ("ENGINEER"), dated March 8, 2012, OWNER and ENGINEER agree to the scope of services, work schedule, and compensation as follows:

Task Order Title: Management, Technical, Legislative, Project Delivery, Public Outreach, and Public-Private-Partnership (P3) Procurement Services

Description:

This Task Order 6 describes the functions and activities of the ENGINEER's team to assist the OWNER with the management and implementation of its responsibilities in representing the OWNER as Local Sponsors as described in agreements with the US Army Corps of Engineers (USACE), including completion of designated Work-In-Kind (WIK) contributions, provision of lands, easements, rights of way, relocations, and disposal areas (LERRDs), interface and coordination with USACE activities, outreach to local stakeholders, and coordination, interface, and oversight of local consultant activities.

This Task Order 6 also describes the functions and activities of the ENGINEER's team to assist the OWNER with the management, technical, legislative, project implementation, public outreach, and Public Private Partnership (P3) Procurement Services, including the management and implementation of the OWNER's responsibilities as described in Diversion Authority agreements for the Split Delivery of the Project. This Task Order 6 is based upon the Project being selected as a P3 Demonstration Project by the USACE, appropriation of Fiscal Year (FY) 2016 Federal Funds, and selection as a New Construction Start in the USACE 2016 work plan released February 9, 2016.

Task Order 6 anticipates and is based on a level of activity that supports the Diversion Authority's approved FY 2016 Project Budget of $237,500,000, which is complementary to the USACE's expenditures and start of construction on the USACE-led portion of the Project prior to September 30, 2016. This Task Order 6 is coordinated with and complementary with the Cass County Joint Water Resource District contract for Land Acquisition Management and Construction Management.

The period of performance for this Task Order 6 begins upon execution for the period from February 27, 2016, through November 25, 2016. This Task Order 6 anticipates completion of the Request for Qualifications (RFQ) process and preparation of a final draft of the Request for Proposals (RFP) for procurement of the P3 Developer, and authorizes ENGINEER to provide staff and services at the level of effort (LOE) described herein. ENGINEER has committed and will provide staff from CH2M and sub-consultant AE2S to support the anticipated activities and deliver the work described in the Scope of Services (required number of Full Time Equivalent (FTE) staff of 20). ENGINEER may contract with additional sub-consultants as necessary to meet the needs of the Project. Tasks defining the general scope to support the listed activities are described below.

Scope of Services:

Task 6.A-Program-Level Services
The scope of services for this Task generally includes the following:

1. Program Direction, Coordination, and Governance - Provide direction and overall management to support implementation of the Project through the following activities:
    a. Provide guidance, assistance, and input through prepared materials, meetings, and conference calls on OWNER's governance, policy, and USACE coordination actions.
        i. Deliverables:
            1. Decision Papers, presentation materials, meeting agendas, conference calls, and policy papers as required.
        ii. Schedule:
            1. As requested
    b. Advise and provide input to DA leadership, staff, and legal counsel on the drafting and execution of the Diversion Authority JPA.
        i. Deliverables
            1. Draft review comments
            2. Presentation materials for briefings and meetings
        ii. Schedule
            1. JPA execution expected by May 30, 2016
    c. Attend Diversion Board, Dakota Flood Board, and Committee (Finance, Land, and Outreach) meetings and report on Program activities. Present monthly PMC Report recommended Contracting Actions at Diversion Board meeting. Meeting attendees will generally include Program Manager, Deputy Program Manager, Public Outreach Lead, Land Management Lead, and P3 Delivery Lead. Additional staff may attend based on agenda. Brief OWNER at Admin Advisory meeting on proposed Board and Committee topics.
        i. Deliverables:
            1. Draft Diversion Board agenda – Provide Friday prior to Board Meeting
            2. Draft Dakota Flood Board Agenda - Provide Friday prior to Board Meeting
            3. Material for Board packet - Provide Friday prior to Board Meeting
            4. PMC Monthly Presentation – Present at Board Meeting
            5. Recommended Contracting Actions - Provide Friday prior to Board Meeting
            6. Agenda and Material for Land Management Committee packet – Provide Friday prior to Committee meeting
            7. Agenda and Material for Public Outreach Committee packet – Provide Friday prior to Committee meeting
            8. Material for Finance Committee packet – Provide Friday prior to Committee meeting
    d. Participate in Admin Advisory meetings and in calls and meetings with Diversion Authority leadership (Board Chair, Vice-Chair, and others as appropriate) to assist OWNER's staff in planning, organizing, and directing activities required to implement the Program. Meeting

attendees from ENGINEER will generally include Program Manager, Deputy Program Manager, Public Outreach Lead, and P3 Delivery Lead. Additional staff may attend based on agenda.

i. Deliverables:

1. Meeting Agendas – Provide to attendees one day prior to meeting
2. Handout materials - Provide to attendees one day prior to meeting

ii. Schedule:

1. Admin Advisory – twice per month
2. Diversion Authority Leadership meetings – twice per month
3. Other meetings as requested

e. Participate in USACE Joint Leadership meetings as scheduled. Develop, in coordination with OWNER leadership and staff, and USACE leadership, the leadership and governance meetings for implementation

2. Administrative Support

a. Provide office and administrative support and assist Project staff in the performance of activities on the Project.

b. Secure and maintain office and support facilities to conduct the activities of the Project team and to support of the confidentiality requirements of the P3 Developer procurement (competitive dialogue process).

3. General Implementation Support

a. Consult and provide input to OWNER leadership and staff and legal counsel, and participate in conference calls and attend meetings as requested by OWNER to support the preparation of the Environmental Impact Statement (EIS) by the Minnesota Department of Natural Resources.

i. Deliverables: Responses to comments or questions, meeting notes, summary position papers as required.

ii. Schedule: As requested, MN EIS is anticipated to be complete July 2016

b. Consult and provide input to OWNER leadership and staff to support legal counsel activities for resolution of the current lawsuits filed against the Project. Participate in conference calls and meetings as requested by OWNER.

i. Deliverables: Responses to comments or questions

ii. Schedule: As requested

Task 6.B-Financial Support

The scope of services for this Task generally includes the following:

1. Advise, provide input, and coordinate the preparation of a Project financial plan to be developed by Ernst & Young (EY), OWNER's Financial Advisor. Provide input to the strategic planning of existing and potential new revenue sources and alternative sources of local and state financing.

a. Deliverables:

i. Financial Plan review comments

ii. Data and advice related to existing and potential funding sources and programs available to local and state entities

iii. Position papers, talking points summaries, other supporting documents as required

b. Schedule:

i. As requested by OWNER

2. Advise and provide input, including estimated project costs, funding sources, and schedule, to EY.

a. Deliverables:

i. Project costs over time (by April 2016)

ii. Funding sources over time (through completion of Financial Plan)

b. Schedule:

i. As requested by OWNER

ii. Draft Financial Plan by OWNER's Financial Advisor is anticipated to be presented April 2016

3. Develop and recommend the Diversion Authority FY 2017 budget.

a. Deliverables:

i. Recommended FY 2017 Budget

ii. Revisions to budget as required to incorporate OWNER comments

b. Schedule:

i. Present Recommended FY 2017 Budget to OWNER's technical and administrative staff in August 2016

ii. Present Recommended FY 2017 Budget to Board in September 2016

iii. Board consideration in November, 2016, and thereafter until adopted

4. Prepare support materials to communicate the 2015 Update Project cost estimate. Present 2015 Update Project cost estimate to OWNER's technical and administrative staff prior to presenting to Diversion Board.

a. Deliverables:

i. 2015 Update Project cost estimate

ii. Cost estimate presentation materials

b. Schedule:

i. March 2016

Task 6.C-Program Controls and Reporting

The scope of services for this Task generally includes the following:

1. Update and maintain the cost-loaded schedule of activities required to implement the Project.

a. Deliverables:

i. P6 Schedule in Adobe PDF format

ii. P6 Schedule in native format

b. Schedule:

i. Baseline April 2016

ii. Bi-monthly updates

2. Develop, maintain, and facilitate use of document control systems, processes, and tools, including an OWNER provided Electronic Data Management System (EDMS) for management and storage of Program documents. Coordinate with ACONEX, the OWNER's selected provider for the EDMS platform. The EDMS will allow storage, preservation, management, and retrieval records By OWNER, ENGINEER, and third-parties, such as HMG and USACE.

a. Deliverables:

i. Electronic Data Management System under license to OWNER

b. Schedule:

i. Ongoing, with initial implementation on the El Zagal Phase 2 construction project in March 2016.

3. Process invoices from third-party consultants contracted to the Diversion Authority and Cass County Joint Water Resource District (CCJWRD) and forward to City of Fargo Accounts Payable Department.

a. Deliverables:

i. Approved invoices

b. Schedule:

i. Weekly

4. Implement cost management tool (Source) relating program budget, fiscal year budget, contract budget, and invoiced costs. Develop and prepare reports for OWNER and the Finance Committee on program expenditures, budget status, and projected cash flows.

a. Deliverables:

i. Reports on program expenditures, budget status, and projected cash flows

b. Schedule:

i. Monthly, beginning April 2016

5. Develop, update, and facilitate the use of a Program Risk/Opportunity Register for the Project

a. Deliverables:

i. Program Risk/Opportunity Register Report

b. Schedule:

i. Quarterly, beginning June 2016

6. Monitor program scope and execution of scope to track potential scope, schedule, and cost changes. Manage change with OWNER input and report results.

a. Deliverables:

i. Change Management Report

b. Schedule:

i. Quarterly, beginning June 2016

Task 6.D-Contract Administration
The scope of services for this Task generally includes the following:

1. Manage agreements with sub-consultants and OWNER (third-party) contracts with consultants.
    a. Deliverables:
        i. Draft third-party agreements and task orders for OWNER review
        ii. Prepare Final third-party agreements and task orders for OWNER approval
    b. Schedule:
        i. As required
2. Monitor compliance of contract terms and conditions and support program delivery with respect to scope, schedule, and budget performance. Maintain compliance records for contract terms and conditions on third-party contracts including insurance certifications and related items.
    a. Deliverables:
        i. Contract Compliance Reports
    b. Schedule:
        i. Monthly, beginning May 2016

Task 6.E-Permitting and Permit Compliance Support
The scope of services for this Task generally includes the following:

1. Manage the environmental permitting and compliance program. Develop a Permit Compliance Monitoring and Tracking program. Perform routine reviews and audits of the construction program and site visits to document and track compliance with permit conditions and other applicable regulations. Prepare Environmental Compliance Reports. Coordinate with regulatory agencies, OWNER, USACE to manage environmental commitments and liabilities.
    a. Deliverables:
        i. Permit Compliance Monitoring and Tracking Program
        ii. Environmental Compliance Reports
    b. Schedule:
        i. Permit Compliance Monitoring and Tracking Program – May 2016
        ii. Environmental Compliance Reports - Monthly, beginning May 2016
2. Develop and maintain programmatic Permitting Plan, in coordination with USACE, to plan permitting activities.
    a. Deliverables:
        i. Permitting Plan
    b. Schedule:
        i. May 2016

Task 6.F-Split-Delivery Implementation Support
The scope of services for this Task generally includes the following:

1. Advise, provide input, and manage the OWNER's efforts to develop a program implementation strategy utilizing a "split delivery" implementation model, with the OWNER's delivery of the Diversion Channel and Associated Infrastructure (DCIA) as a Design Build Operate Finance and

Maintain (DBFOM) P3 and support of USACE's delivery of the Southern Embankment and Associated Infrastructure (SEAI) as traditional design-bid-build or design-build. Coordinate with USACE on support of the construction of the USACE design, bidding, and award of the construction contract for the Gated Inlet Structure at the beginning of the Diversion channel. Develop, in conjunction with USACE, a Project Management Plan for the split delivery.

a. Deliverables:
    i. Draft Project Management Plan
    ii. Final Project Management Plan
b. Schedule:
    i. Draft Project Management Plan – May 2016
    ii. Final Project Management Plan – June 2016

2. Advise, provide input, and facilitate the negotiation process along with local legal counsel (Ohnstad Twichell) and P3 legal advisor (Ashurst) on the negotiation and execution of the PPA with the USACE. Attend and facilitate conference calls, meetings with OWNER's negotiation team and USACE representatives as required.

a. Deliverables:
    i. PPA review comments
b. Schedule:
    i. Negotiation support – as required
    ii. PPA signing - July 2016

Task 6.G-Technical and Project Support Services

The scope of services for this Task generally includes the following:

1. Manage and coordinate technical activities of Houston-Moore Group (HMG), AECOM, Beaver Creek Archeology, and other third-party consultants directly contracted to the Diversion Authority.

a. Deliverables:
    i. Draft task orders for OWNER Technical Staff review
    ii. Final task orders for OWNER approval
b. Schedule:
    i. As required to provide a minimum of 3 days for OWNER Technical Staff review

2. Develop bidding documents for construction contracts from technical plans and specifications prepared by HMG.

a. Deliverables:
    i. Draft Bidding Documents for OWNER Technical Staff review
    ii. Final Bidding Documents for OWNER approval
b. Schedule:
    i. Allow 3 days for OWNER Technical Staff review

3. Provide bidding administration services including advertising for bids, preparing addenda, receiving bids, and recommending award of construction contracts.
    a. Deliverables:
        i. Advertisement for bid
        ii. Addenda
        iii. Bid results tabulation
        iv. Recommendation of Award
    b. Schedule:
        i. Advertisement for Bid – 21 days prior to bid opening
        ii. Addenda – as required
        iii. Recommendation of Award – Friday prior to Board meeting
4. Coordinate OWNER-led technical activities with USACE. Coordinate and facilitate Technical Advisory Group (TAG), Technical Working Group (TWG), and Local Sponsor/Local Consultant Technical Team (LSLCTT) meetings.
    a. Deliverables:
        i. TAG agendas and packets
        ii. TWG agendas and packets
        iii. LSLCTT agendas and packets
    b. Schedule:
        i. TAG meetings – weekly
        ii. TWG meetings – monthly
        iii. LSLCTT meetings - quarterly
5. Provide review of HMG and USACE studies, reports, and designs for general consistency with OWNER's Program objectives.
    a. Deliverables:
        i. Review comments
    b. Schedule:
        i. As required

Task 6.H-Federal and State Legislative Support Services
The scope of services for this Task generally includes the following:

1. Advise, provide input, and manage the OWNER's legislative engagement efforts to obtain annual Congressional appropriations and USACE work plan funding.
    a. Meet and confer with federal legislative staff on a monthly basis to update and discuss status of the project.
    b. Meet with US House and Senate members as required to communicate project status and receive input on congressional concerns.
    c. Coordinate and provide feedback to OWNER leadership and staff.

2. Advise, provide input, coordinate, and participate in OWNER's periodic visits to Washington, D.C., provide coordination and lobbying assistance from ENGINEER's Washington, D.C. staff, and coordinate national activities with the local government affairs team.
    a. Deliverables:
        i. Trip Packets, including detailed speaking points, biographies, and meeting logistics
        ii. Conduct monthly legislative update conference calls
        iii. Position papers, speaking points, briefing notes as required.
    b. Schedule:
        i. As required, assume one trip in 2016
3. Provide local, state, and federal legislative outreach and engagement services, including:
    a. Advise, provide input, and assist OWNER with pre-legislative session activities and support state legislative session activities in North Dakota;
    b. Advise, provide input, and assist OWNER with legislative reporting requirements to ND Water Topics Overview Committee;
    c. Prepare OWNER for legislative interim committee meetings regarding the Project;
    d. Advise, provide input, and assist OWNER in routine reporting to the ND State Water Commission;
    e. Advise, provide input, and assist OWNER with facilitating meetings and engagement with local, state, and federal elected leaders or their representatives;
    f. Prepare communications or information for OWNER to provide to local, state, and federal elected leaders.
    g. Deliverables:
        i. Draft presentations
        ii. Draft communications
        iii. Final presentations and supporting materials
    h. Schedule:
        i. As required

Task 6.I-P3 Procurement Support

This Task will be a closely coordinated effort with the OWNER's designated staff, Ohnstad Twichell, Ashurst, and EY. Each party has complementary scopes of services to complete the procurement activities through issuance of the P3 Request for Proposals.

The scope of services for this Task includes the following:

1. Due Diligence
    a. Advise, provide input, and coordinate the preparation a White Paper by legal counsel describing funding principles for use at a market outreach Industry Forum
    b. Support legal counsel efforts to research and clarify public records requirements, communication protocols, indemnification, and insurance issues.
    c. Deliverables:
        i. Prepare sections of background materials as requested.

ii. Review comments on draft documents prepared by legal counsel or financial advisor

d. Schedule:

i. As required

2. Industry Engagement

a. Develop, coordinate, and manage activities and logistics with the OWNER, Ashurst, Ohnstad Twichell, EY, and USACE to conduct an Industry Day to inform potential proposers and receive input from the P3 marketplace.

b. Coordinate and attend market outreach activities, including P3 conferences, meetings, and events to communicate the intent of the P3 procurement and generate interest from proposers.

c. Advise, provide input, and assist the OWNER in managing and conducting one-on-one meetings as requested by interested proposers.

d. Deliverables:

i. One-on-one meeting logistics and arrangements

ii. Industry Day draft and final presentation

e. Schedule:

i. As required

3. P3 RFQ

a. Lead the development of and integrate input from OWNER, EY, Ashurst, and the USACE in the development of a draft RFQ.

b. Develop, with assistance from OWNER, HMG, and USACE, the technical requirements for the P3 procurement and P3 Agreement.

c. Facilitate the development of the evaluation criteria and selection process, and coordinate the endorsement of the process by the OWNER.

d. Finalize the RFQ, advertise, receive submittals, facilitate the evaluation process, and coordinate OWNER's selection of the short-listed proposers.

e. Manage communications with short-listed proposers.

f. Deliverables:

i. Draft RFQ

ii. Final RFQ

iii. Selection Criteria

g. Schedule:

i. Final RFQ June 30, 2016

4. P3 Draft RFP

a. Lead the management and integrate input of OWNER, EY, Ashurst, and the USACE in the development of a DRAFT RFP, including

i. Instructions to Proposers, (ENGINEER lead, EY draft outline and role allocation)

ii. P3 Agreement (Ashurst lead)

iii. Technical Requirements (ENGINEER lead)

iv. Data Room (ENGINEER lead)

b. Advise, provide input, and manage the development of payment mechanisms for

i. Milestone and availability payments consistent with the financial plan (EY lead)

ii. Performance requirements and noncompliance event penalties (ENGINEER lead)

c. Coordinate and manage the development of the technical RFP performance and prescriptive specifications and requirements.

d. Facilitate the development of the evaluation criteria and selection process, including the procurement schedule, and coordinate the endorsement of the process and schedule by OWNER.

e. Advise, provide input, and manage the development and RFP consideration of a P3 risk allocation matrix (Ashurst lead).

f. Advise, provide input, and manage the development and RFP consideration of a stipend agreement (Ashurst lead).

g. Advise, provide input, and manage the technical, legal, and financial sub-groups as identified and required.

h. Provide the draft RFP for review by OWNER.

i. Develop a Final Draft of the RFP.

j. Manage communications with RFQ short-listed proposers.

k. Deliverables:

i. Draft RFP

ii. Final Draft RFP

iii. Draft Selection Criteria

iv. Final Draft Selection Criteria

v. Electronic Data Room

l. Schedule:

i. Final Draft RFP by November 1, 2016

ii. Final Draft Selection Criteria by November 1, 2016

iii. Establish Electronic Data Room by November 1, 2016

5. Third Party Agreements (Ohnstad Twichell Lead)

a. Advise, provide input, and coordinate the development of third-party agreements for the P3 delivery of the DCAI, including railroad companies, transportation agencies, and other affected local entities where agreements that affect the P3 Agreement are required. Coordinate technical input from HMG.

b. Deliverables:

i. Draft P3 and project requirements for the agreements

ii. Comments to legal team on agreements

c. Schedule:

i. Completed agreements by Ohnstad Twichell – November 1, 2016

Task 6.J-Public Involvement and Outreach Services

The scope of services for this Task generally includes the following:

1. Advise, provide input, and assist OWNER in managing its Public Outreach program. Such assistance is anticipated to include:
    a. Monitor and manage outreach services;
    b. Coordinate and communicate with OWNER representatives and OWNER's governmental entities;
    c. Attend and facilitate monthly Outreach Committee meetings;
    d. Organize, attend, and facilitate regular Outreach Working Group meetings; and
    e. Coordinate with OWNER's staff and Diversion Committees as necessary for outreach coordination.
2. Advise, provide input, and assist OWNER with public outreach, involvement, and education. Such assistance is anticipated to include:
    a. Coordinate and facilitate public meetings;
    b. Organize materials for and/or present at meetings with individuals or agencies;
    c. Produce and update maps and other documents for distribution to the public;
    d. Prepare and present Project information to civic and business groups;
    e. Coordinate with USACE (and other agencies) on outreach efforts;
    f. Deliver answers to the public, media, opposition, and others interested in the Project;
    g. Assist in providing quarterly updates to commissions/councils, including individual meetings with local elected officials; and
    h. Prepare official correspondence for OWNER, including press releases, news alerts, and talking points for OWNER.
3. Coordinate with Business Leaders Flood Taskforce, including monthly coordination with the business group staffs and quarterly meetings and presentations with the task force.
4. Perform media tracking and analysis, including daily monitoring of media and notification to project stakeholders, and production of a bi-weekly media tracking and analysis report.
5. Maintain and support a public website (www.fmdiversion.com) to provide information about the Project and a library of public meeting documentation and studies.
6. Prepare and distribute monthly "Diversion Dialogue" E-newsletter, and:
    a. Maintain and update an editorial calendar for the newsletter;
    b. Maintain and update the distribution list for the newsletter;
    c. Prepare draft articles for distribution and OWNER review; and
    d. Finalize and publish articles to the monthly electronic newsletter.
7. Coordinate with and support legal counsel (Dorsey) on outreach items involved in litigation.

8. Advise, provide input, and manage the development and coordination of outreach activities in North Dakota and Minnesota in partnership with the OWNER.
    a. Deliverables:
        i. Maps
        ii. Draft correspondence
        iii. Draft press releases
        iv. Draft talking points
        v. Bi-weekly media tracking and analysis report
        vi. Public website
        vii. “Diversion Dialogue” E-newsletter
        viii. Media tracking e-mail reports
    b. Schedule:
        i. As required

Task 6.K-Agricultural, Cemetery, Lands and Other Impacts Mitigation Support
The scope of services for this Task generally includes the following:

1. Advise, provide input, and manage the establishment of a local cemetery mitigation team and development a Cemetery Mitigation Plan. Details for Cemetery Mitigation Plan to be developed by OWNER’s Design Consultant, HMG.
2. Advise, provide input, and manage the establishment of flowage easement language to be developed by OWNER’s legal counsel, and the development of compensation values for a sample of upstream impacted properties to be developed by others.
3. Advise, provide input, and manage the evaluation of upstream agricultural impacts, including support of NDSWC and NDSU studies.
4. Advise, provide input, and manage the property acquisition policy development and refinement.
    a. Deliverables:
        i. Draft Cemetery Mitigation Plan comments
        ii. Draft flowage easement language comments
        iii. Telephone calls, meeting minutes, summary position papers as required.
    b. Schedule:
        i. As required

Obligations of OWNER:

OWNER’s responsibilities shall be as shown in Article 5 of the Agreement and Attachment A to this Task Order 6.

Times for Rendering Services:

Start: February 27, 2016

End: November 25, 2016

Payments to ENGINEER:

The expected distribution of the monthly compensation by task in this Task Order 6 is presented for reference below.

Task Order 6 Monthly Task Compensation Breakdown		
TASK	TITLE	**TOTAL**
A	Program Level Services	$ 155,000
B	Financial Support	$ 15,000
C	Program Controls & Reporting	$ 100,000
D	Contract Administration	$ 15,000
E	Permitting & Permit Compliance Support	$ 25,000
F	Split-Delivery Implementation Support	$ 20,000
G	Technical and Project Support Service	$ 140,000
H	Federal & State Legislative Support	$ 20,000
I	P3 Procurement Support	$ 120,000
J	Public Involvement & Outreach Support	$ 75,000
K	Ag, Cemetery, Lands & Other Impacts Mitigation Support	$ 15,000
	Total Monthly Compensation	**$ 700,000**

For Method of Payment:

The total compensation for services identified in this Task Order, including labor, sub-consultants, and expenses is $6,300,000 based on the following monthly amounts:

Period of Performance	Unit	($/unit)	Total ($)
9 months	Lump Sum per month	$700,000	$6,300,000

Other Modifications to Agreement: None

Sub-consultants: AE2S, Inc.

Attachments: OWNER's Responsibilities

Documents Incorporated By Reference: Standard Master Agreement for Professional Services between the OWNER and ENGINEER executed March 8, 2012, and any attachments and executed amendments. Approval and Acceptance of this Task Order, including the attachments listed above, shall incorporate this document as part of the Agreement. ENGINEER is authorized to begin performance as stated herein.

Effective Date of this Task Order: February 27, 2016

This Amendment and the services covered by this Amendment will be performed in accordance with the Provisions and any attachments or schedules of the Agreement. This Amendment will become a part of the referenced Agreement when executed by both parties.

Diversion Board of Authority

Signature: _____

Name (printed): Darrell Vanyo

Title: Chairman

Date: _____

CH2M HILL ENGINEERS, INC.

Signature: _____

Name (printed): Sherrill Doran

Title: Vice President, Northwest Water Manager

Date: _____

Attachment A
OWNER's Responsibilities

1. Track and report funding status.
2. Track WIKS/LERRDs crediting and report to USACE.
3. Assist with communications on agricultural mitigations to landowners, agencies, and elected leaders.
4. Designate OWNER's staff lead to coordinate each ongoing cross-functional (technical, outreach, land, policy) action such as Oxbow/Hickson/Bakke levee, staging area mitigation planning, and phased construction planning.
5. Review, process, and pay invoices for OWNER-held agreements and task orders.
6. Designate OWNER's staff to coordinate Authority governance activities such as JPA extensions, FY17 OWNER's Budget development, Construction MOU negotiations, Project Partnership Agreement negotiation, Work-in Kind requests and other agreements.
7. Lead and facilitate Admin Advisory Staff meetings; monthly Board and Committee meetings; and Joint Program Management Board and Executive Leadership Council meetings.
8. Execute the JPA, PPA, and other agreements to implement the project as approved.
9. Enter into an agreement with ACONEX, subject to approval by the DA Board, to provide an EDMS platform and host an "ACONEX Local Copy" on the OWNER's IT infrastructure.
10. Support development of a Financial Plan with the financial advisor, Ernst and Young
11. Support the development of the P3 RFQ and RFP.
12. Participate in public outreach, legislative support and market engagement activities.