

Article 135 Professional and Consulting Services

Sec. 135.1 **Purpose.** It is in the interest of the District from time to time to engage professional and consulting services for the various needs, concerns and activities of the agency. Professionals and consultants may be engaged on a long-term, ongoing basis or on a project or program specific basis, as is appropriate. To facilitate the procurement of such services, the District has established certain procedures as set forth in this article.

Sec. 135.2 **Professional and Consulting Services.** For purposes of this provision, Professional and Consulting Services include, but are not limited to, contracts for:

- (a) Professional architectural, landscape architectural, engineering, environmental, land surveying, construction management, and any other services specified in Government Code section 4526, as it may be amended from time to time;
- (b) Special services and advice in financial, economic, accounting, legal or administrative matters as specified in Government Code section 53060, as it may be amended from time to time; and
- (c) Other services of a professional nature not specifically referenced above or referenced in California Law.

Sec. 135.3 **Ongoing Professional and Consulting Services.** District custom and practice has established that certain types of professional and consulting services, such as, but not limited to, General Counsel and auditing services, are more appropriately retained on a long-term basis so the District may benefit by the familiarity, agency specific knowledge and experience gained by the professional service provider.

- (a) **Selection of Ongoing Professional and Consulting Service Providers.** From time to time, and at its discretion, the Board may elect to seek proposals for General Counsel, auditing services, or other types of ongoing professional or consulting services.
- (b) **Request for Proposals.** When it has been determined by the Board proposals for General Counsel or auditing services shall be sought, the General Manager or designee shall prepare a request for proposals containing a description of the services to be provided, professional qualifications desired and the District's selection process. Also, the General Manager or designee shall prepare a pre-qualified list of service providers generally known to possess and perform services equal to those sought by the District.
- (c) **Review of Proposals.** At a specified time, after extending the request for proposals, the General Manager or designee shall review all written proposals received by the District. From the written proposals, a minimum of three service providers shall be selected by the General Manager or designee for interview by the Board of Directors.

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- (d) Selection of Professional Services Provider. Following the interview, the Board shall select the service provider.
- (e) Survey of Professional and Ongoing Service Costs. Every even numbered year the General Manager shall conduct a representative survey of similar agencies, and provide for the Board's review a comparison of costs for General Counsel, auditing and other ongoing professional and consulting services. Such survey information shall be presented to the Board no later than April 1 of the effective year.

Sec. 135.4 As-Needed Professional and Consulting Services Pre-Qualification. From time to time, it is in the District's interest to engage outside professional and consulting service providers to assist in "as-needed" projects and programs. The following procedures shall be followed in seeking and securing said services:

- (a) Proposals will be sought from ten or more service providers generally known to be qualified to perform the services equivalent to those required by the District. The proposal will contain general information pertaining to the service provider's qualification to perform the services required, and will contain a schedule of rates that will be in effect for the period of the proposal. Proposals will be evaluated by a review committee appointed by the General Manager. Those selected will be requested to interview with the review committee. The review committee will select up to six service providers to enter into the "As-Needed" contract. The schedule of rates and any other conditions outlined in the proposal will become part of the contract.
- (b) District Staff will develop scopes of services for which negotiations will be initiated with a consultant. A task order will be negotiated for the requested work. A task order with a total value of \$50,000, or less, shall be approved by the District Engineer, Finance Director and General Manager. A task order with a total value over \$50,000 shall be presented to the Board of Directors for approval.
- (c) Length of contract for "as-needed" Professional and Consulting services shall be up to two years with an option to extend for up to one additional year.

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Project Specific Professional and Consulting Services. From time to time, it is in the District's interest to engage outside professional and consulting service providers to assist in specific projects and programs. Selection of a professional services firm shall be on the basis of demonstrated competence and professional qualifications necessary for the satisfactory performance of the services required at a fair and reasonable price. The District shall maintain a file of Statement of Qualifications for firms that are known to provide the types of professional and consulting services typically needed by the District. Firms shall be requested to update their Statement of Qualifications on a periodic basis. The following procedures shall be followed in seeking and securing said services:

- (a) Services with Total Estimate of \$25,000 or less. For this category of projects, the District's project manager shall review the Statement of Qualifications (SOQs) on file and select at least three service providers with which to discuss the proposed project. Less than three Statements of Qualifications will be considered if a sufficient number of service providers are not readily available. The Department Head or his designee shall select the firm best qualified to complete the project and shall negotiate a scope of work and a fair and reasonable contract amount and payment schedule appropriate for the desired professional and consulting services. The selection will be reviewed, approved and the contract signed and a task order authorization issued for the specified project by the Department Head.
- (b) Services with Total Estimates Greater than \$25,000, but not more than \$50,000. The District shall obtain informal written proposals from three or more service providers generally known to be qualified to perform the required services. The proposal shall contain specific information pertaining to the service provider's qualification to perform the services required, a schedule of rates, and cost information specific to the District's project or program. The Department Head or his designee shall review the proposals, select the firm best qualified to complete the project, and negotiate a scope of work and a fair and reasonable contract amount and payment schedule appropriate for the desired professional and consulting services. The final selection shall be reviewed and approved by the Finance Director and General Manager. The contract shall be signed by the Department Head.

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(c) Services with Total Estimates Greater than \$50,000, but not more than \$150,000. Initial proposals will be sought from three or more service providers generally known to be qualified to perform the services equivalent to those required by the District. The initial proposal shall contain general information pertaining to the service provider's qualification to perform the service required, and shall not contain cost information specific to the District's project or program. Initial proposals will be evaluated by a review committee appointed by the General Manager, and such committee shall select a minimum of three service providers for further considerations. Those selected will be requested to provide to the review committee more detailed information on their proposal, which shall include hourly rate information and a cost estimate for services to be provided. At the Review Committee's discretion, depending on the type and size of the project and the responses received, the three or more selected service providers may be required to present more detailed information on their proposal to the review committee in the form of a formal interview. Based on the information received, the review committee will select the firm best qualified to complete the project. The Department Head or his designee shall negotiate a scope of work and a fair and reasonable contract amount and payment schedule appropriate for the desired professional and consulting services. The final negotiated contract shall be reviewed and approved by the Department Head, Finance Director and General Manager and presented to the Board of Directors for final approval.

(d) Services with Total Estimates Greater than \$150,000. The selection process for this category shall be that as set forth in Section 135.5(c), with the following modifications:

1. Initial proposals will be sought from five or more service providers generally known to be qualified to perform the services equivalent to those required by the District.
2. The request for proposals shall be published in a newspaper of general circulation at least one time for a minimum of thirty calendar days prior to the final date for acceptance of proposals.
3. The review committee shall interview the three or more service providers selected for further consideration.

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Summary of Selection Procedures for
Project Specific Professional and Consulting Services

Estimated Contract Amount	≤ \$25,000	>\$25,000 ≤ \$50,000	>\$50,000 ≤ \$150,000	>\$150,000
May be Selected directly from "As-Needed" List	Yes	Yes	Yes	No
Advertise	No	No	No	Yes
Proposals	Review Qualifications of minimum 3 firms on SOQ List and/or "As-Needed" List	Request informal written proposals from minimum 3 firms on SOQ List or select directly from "As-Needed" List	Request formal written proposals from minimum 3 firms or select directly from "As-Needed" List	Request formal written proposals from minimum of 5 or more firms
Interviews	No	No	Department Head's discretion depending on proposals received	Yes
Selection Recommendation	Department Head or Designee	Department Head or Designee	Review Committee appointed by General Manager	Review Committee appointed by General Manager
Negotiation	Department Head or Designee	Department Head or Designee	Department Head or Designee	Department Head or Designee
Approval Requirements	Department Head Finance Director	Department Head Finance Director General Manager	Department Head Finance Director General Manager Board of Directors by Resolution	
Contract Document	Standard Professional Services Agreement with Task Order Authorization		Project Specific Standard Professional Services Agreement or Task Order Authorization for "As Needed Engineer"	Project Specific Standard Professional Services Agreement
Authorized District Agent	Department Head		General Manager	

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(e) Contract Amendments. From time to time it becomes necessary and advantageous to the District to amend a professional services contract for changes in scope of work, for services that are based on the performance of others (i.e. inspection, construction management, etc.) or for other unforeseen conditions. Contract amendments that are less than or equal to 10% of the original contract amount shall be reviewed and approved by the District's authorized agent for the contract. Contract amendments that are greater than 10% of the original contract amount shall be reviewed and approved by the original approval authority as indicated in this article. Staff shall advise the Board of Directors at the next available Board meeting if the contract amendment causes the total amount of the contract to exceed \$50,000. The following summarizes the contract amendment requirements:

Summary of Professional Services Contract Amendment Approval Requirements

Original Contract Amount	≤ \$25,000	>\$25,000 ≤ \$50,000	>\$50,000 ≤ \$150,000	>\$150,000
≤ 10% of Original Contract Amount	Authorized Agent per Article 135.5(e)			
>10% of Original Contract Amount	Original Approval Authority per Article 135.5(e)			
Amended Total Contract Amount Exceeds \$50,000	Advise Board of Directors of change in contract at next available Board meeting.			

(f) Payments for Professional Services Contracts. Approval of progress and final payments for professional services contracts shall be required in accordance with the following table:

Summary of Payments for Professional Services Contracts

Payment Type	Progress Payments			Final Payment
	≤ \$10,000	>\$10,000 to ≤ \$25,000	> \$25,000	
Required Approval	Department Head	Department Head Finance Director	Department Head Finance Director General Manager	Department Head Finance Director General Manager

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Sec. 135.6 Unlawful Activities. These procedures specifically prohibit practices which might result in unlawful activity including, but not limited to, rebates, kickbacks, or other unlawful consideration. District employees, having a relationship with a person or business entity seeking a contract under this section, are specifically prohibited from participating in the selection process.

Sec. 135.7 Nepotism. It is recognized that consultants may be related by blood, marriage, or other close personal relationship to District employees. Such consultants will not be given positive or negative bias in the selection process. All contracts with such consultants must be approved in advance by the General Manager.

Sec. 135.8 Insurance Requirements. Insurance coverage varies for different fields of practice. At the time proposals are requested, VCMWD staff will survey several providers and consult with legal counsel to determine the insurance requirements for a specific project, but in all cases the insurance provided shall meet the minimum standards set by the District.

Sec. 135.9 Annual Reports. Annually, but no later than September 30 of each year, the General Manager shall provide a report to the Board of all professional and consulting agreements and contracts which were incurred and completed within the previously completed fiscal year. Such report shall contain the name of the service provider, date of agreement or contract, associated project or program, initial not to exceed contract or agreement amount, final amount paid for services (if applicable), and date of completion of agreement or contract (if applicable).