

INDEPENDENT CONTRACTOR/PROFESSIONAL SERVICES AGREEMENT

STATE OF TEXAS *

KNOW ALL MEN BY THESE PRESENTS:

COUNTY OF WEBB *

WHEREAS at a Webb County Commissioner’s Court Meeting held on the 24th day of June, 2019, the Court approved and awarded a Supervisory Control and Data Acquisition (SCADA) System infrastructure upgrade project pursuant Request for Qualifications (RFQ 2019-004), entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities”, to TraC-n-trol, Inc., in accordance with TraC-n-trol, Inc.’s responsive statement of qualifications/proposal/bid thereto.

NOW, THEREFORE, IT IS AGREED by, and between Webb County and TraC-n-trol, Inc., hereinafter referred to as “TraC-n-trol, Inc.” shall provide “County” with the following goods and/or services pursuant to Webb County’s RFQ 2019-004 entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities” together with the responsive statement of qualifications, submitted by and awarded to TraC-n-trol, Inc., on June 24th, 2019 by the Webb County Commissioner’s Court; 1.) scope of services, including providing the upgrade of the Rio Bravo Water Treatment Plant SCADA System and remote water sites, control panels, software to be licensed under separate agreement in the name of Webb County, and instrumentation 2) electrical and controls integration of motor operated valves at the Rio Bravo Water Treatment Plant; and 3) SCADA elements at El Cenizo Control Valve Improvements Project; and related services, to provide the following services as an Independent Contractor, in accordance therewith, and as set for herein-below;

Effective Date, Term, Services Provided/Completion Date and/or Termination Date

The term of this Agreement is for the duration of the project commencing from date of Notice to Proceed, for a total of Three Hundred Thirty (330) calendar days to substantial completion, and Three Hundred Sixty (360) calendar days to final completion from the date stated on the Webb County Official Notice to Proceed, and shall terminate upon completion, review and written acceptance of the Independent Contractor services provided as described herein by “COUNTY”.

This Agreement may not be modified unless done so, dated and in writing, executed by both parties, and expressly conditioned upon approved by a majority of a quorum of the Webb County Commissioner’s Court.

1. Independent Contractor/Professional Services Provided

It is hereby covenanted and agreed by the parties that the services to be provided to “County” by the Independent Contractor and/or Professional shall incorporate the scope of work and requirements as set forth in the Request for Qualifications (RFQ 2019-004, entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities” attached hereto as Exhibit “A”, and TraC-n-trol, Inc.’s, “SCADA System Upgrade Design and Pricing Report –

Basis for Agreement per RFQ 2019 – 004” attached hereto as Exhibit B, and both Exhibits “A & B” are hereby incorporated by reference for all intents and purposes.

“TraC-n-trol, Inc.” shall provide “County” with the following pursuant to Webb County’s RFQ 2019-004 entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities”; 1.) scope of services, including providing the upgrade of the Rio Bravo Water Treatment Plant SCADA System and remote water sites, control panels, software to be licensed under separate agreement in the name of Webb County, and instrumentation 2) electrical and controls integration of motor operated valves at the Rio Bravo Water Treatment Plant; and 3) SCADA elements at El Cenizo Control Valve Improvements; and related services, being more particularly described in Webb County Request for Qualifications (RFQ 2019-004), entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities.”, attached hereto as Exhibit “A”.

The responsive statement of qualifications, submitted by and awarded to TraC-n-trol, Inc. on April 23rd, 2019 by the Webb County Commissioner’s Court to provide the services set forth in Request for Qualifications (RFQ 2019-004, entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities”) as an Independent Contractor, in accordance therewith, and as set for herein and attached hereto as Exhibit “A”.

The parties hereby agree that the Request for Qualifications (RFQ 2019-004, entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities”) attached hereto as Exhibit “A”, and the actual scope of work is specifically defined in TraC-n-trol, Inc.’s, “SCADA System Upgrade Design and Pricing Report – Basis for Agreement per RFQ 2019 – 004” attached hereto as Exhibit “B”, shall constitute the full extent of the requirements set forth in this agreement between Webb County and TraC-n-trol, Inc.

2. Payment & Compensation/Requests for Payment/Purchase Order Requests

Webb County shall pay “TraC-n-trol, Inc.”, for such scope of work included in the “SCADA System Upgrade Design and Pricing Report – Basis for Agreement “Exhibit B”, per RFQ 2019 – 004” and/or related goods/services in an amount not to exceed the total sum of **ONE MILLION TWO HUNDRED NINETY-NINE THOUSAND THREE HUNDRED DOLLARS AND 00/100 CENTS (\$1,299,300.00)**.

Any request for payment for the above described goods and/or services, will required the submission of an itemized and/or detailed written invoice for goods and/or services provided to the billing address or billing e-mail provided on an official Webb County Purchase Order and after completion, review and acceptance of these services, or partial payments thereof, by “County”. Payments shall be made in accordance with the agreed basis in the schedule of values.

The basis of the schedule of values shall be the pricing included in TraC-n-trol, Inc.’s, “SCADA System Upgrade Design and Pricing Report – Basis for Agreement per RFQ 2019 – 004” – Exhibit “B”. An invoice shall accompany each partial pay request identifying the Official Webb County Purchase Order Number.

The County Auditor will only authorize payment for the goods/services described on an Official Webb County Purchase Order unless otherwise permitted by law or the Webb County Purchasing Policy.

Further, compensation for unauthorized change orders will not be paid by Webb County. Only written change orders authorized by the Webb County Commissioner's Court and/or the Webb County Purchasing Agent through an Official Purchase Order will be paid upon submission of invoices and once all goods are received and/or services completed.

No other Webb County Official, employee, officer or Elected Official is authorized to approve purchases and/or changes to purchase orders unless approved by the Webb County Purchasing Agent and/or a majority of a quorum of the Webb County Commissioner's Court.

EXECUTED in duplicate originals this ____ day of AUGUST, 2019.

WEBB COUNTY, TEXAS

TraC-N-TROL, Inc.

Tano Tijerina
Webb County Judge
Date: _____

Larry Brown-President
Date: _____

ATTEST:

Margie Ramirez Ibarra
Webb County Clerk

APPROVED AS TO FORM:

Ray Rodriguez,
Assistant General Counsel
Webb County Civil Legal Division

*By law, this office may only advise or approve contracts or legal documents on behalf of its clients. It may not advise or approve a contract or legal document on behalf of other parties. Our review of this document was conducted solely from the legal perspective of our client. Our approval of this document was offered solely for the benefit of our client. Other parties should not rely on this approval, and should seek review and approval of their own respective attorney(s).

Presented for Approval at the Webb County Commissioner's Court meeting held on the 12th day of August, 2019, Item No. _____

Exhibit A – (RFQ 2019-004, entitled “Supervisory Control and Data Acquisition SCADA System Upgrade for Water Utilities”), attached hereto.

Exhibit B – (SCADA System Upgrade Design and Pricing Report/Basis for Agreement per RFQ 2019 – 004), attached hereto.