

**INDEFINITE DELIVERY INDEFINITE QUANTITY  
PROFESSIONAL SERVICES AGREEMENT  
BETWEEN  
THE TEXAS FACILITIES COMMISSION  
AND  
HOLT ENGINEERING, INC.**

**TFC CONTRACT NO. 18-100-000**

**ASSIGNMENT NO. 2**

**THIS INDEFINITE DELIVERY INDEFINITE QUANTITY ASSIGNMENT NO. 2** (hereinafter referred to as "Assignment No. 2" or "Assignment") is entered into by and between the Texas Facilities Commission, located at 1711 San Jacinto Boulevard, Austin, Texas 78701 (hereinafter referred to as "TFC") and Holt Engineering, Inc. located at 2220 Barton Skyway, Austin, Texas 78704 (hereinafter referred to as "PSP") (TFC and PSP are hereinafter referred to individually as a "Party" or collectively as "Parties"), to be effective on the Effective Date (as defined below) and the terms and conditions of which are as follows.

**DESCRIPTION OF PROJECT:** The project for which PSP agrees to provide Professional Services is generally described as providing: (i) a geotechnical investigation with foundation recommendations for the two thermal energy storage tanks to be located in the mechanical yard; (ii) construction materials testing services for pier observations and associated concrete testing for the proposed office building and parking garage; and (iii) geotechnical engineering consultation services during the construction phase of the North Austin Complex (hereinafter referred to as the "Project"), as further depicted in "Exhibit A-2," PSP's IDIQ Assignment No. 2 Proposal dated as "Revised 26 January 2018," attached hereto and incorporated herein for all purposes and consisting of eight (8) pages.

**DURATION OF ASSIGNMENT:** The scope of services of this Assignment No. 2 shall be completed no later than December 31, 2019, unless terminated earlier as provided in Section 3.2 of the Agreement. The schedule is subject to adjustments for possible time extension; however, any extension of time must be approved by the TFC and shall require an amendment to Assignment No. 2.

**SPECIAL TERMS AND CONDITIONS OF ASSIGNMENT:** Terms and conditions shall be in accordance with the Agreement, any Special Conditions, and with this Assignment No. 2.

**SUB-CONTRACTORS TO BE UTILIZED FOR PROJECT:** PSP shall perform the services under this Assignment No. 2 with its own forces unless otherwise specified. If the scope of services is less than \$100,000.00, a HUB Subcontracting Plan (HSP) is not required. If the scope of services will exceed \$100,000.00, PSP shall submit an HSP for approval pursuant to Section 11.2 of the Agreement.

**FEE FOR BASIC SERVICES:** Fee for the services set forth in this Assignment No. 2 shall not exceed Eighty-Seven Thousand Seven Hundred Twelve and 73/100 Dollars (\$87,712.73). No more frequently than once per month, shall submit a Pay Application to TFC for services performed and reasonable and necessary costs and expenses incurred through the last day of the previous month. Any reimbursable expenses, if allowed, shall be in accordance with Section 4.6 of the Agreement.

**IDENTIFICATION OF PSP PROJECT MANAGER AND ALL SUBCONTRACTOR:** For this Assignment No. 2, PSP shall identify the Project Manager, PSP's employees and all subcontractors assigned to this project on the List of Project Manager and Subcontractors (hereinafter referred to as the "List"), attached hereto and incorporated herein for all purposes as "Exhibit B-2"

TFC reserves the right to approve the appointment of the PSP Project Manager and to demand that the Project Manager, and any of PSP's employees or subcontractors, be removed and replaced if, in the sole opinion of TFC, their performance on this project or any other projects, is and/or was inadequate or their continued involvement with the Project is, will, or has become detrimental to the timely and successful completion of the project.

The Project Manager and Subcontractors identified in the List shall not be replaced by PSP, nor shall any other subcontractors be engaged by PSP, unless prior written consent is obtained from TFC, which consent shall not be unreasonably withheld, conditioned, or delayed.

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**ENTIRE AGREEMENT AND MODIFICATION:** The Agreement and this Assignment and their integrated attachment(s) constitute the entire agreement of the Parties and such are intended as a complete and exclusive statement of the promises, representations, negotiations, discussions, and other agreements that may have been made in connection with the subject matter hereof. Unless an integrated attachment to this Assignment specifically displays a mutual intent to amend a particular part of this Assignment, general conflicts in language between any such attachment and this Assignment shall be construed consistently with the terms of this Assignment. Unless otherwise expressly authorized by the terms of this Assignment, no modification, renewal, extension, or amendment to this Assignment shall be binding upon the Parties unless the same is in writing and signed by the respective Parties hereto.

TEXAS FACILITIES COMMISSION

HOLT ENGINEERING, INC.

By: JSRH

By: Linda Holt

John S. Raff

Print Name: LINDA HOLT

Interim Executive Director

Print Title: President

Date of execution: 2/28/18

Date of execution: 2/26/2018

NRG G.C.

HN Dir.

W D.E.D.

TFC Contract No. 18-100-000  
Holt Engineering, Inc.  
Assignment No. 2  
Project No.: 16-030-8060

**TFC CONTRACT NO. 18-100-000**

**EXHIBIT A-2**

**PSP'S IDIQ ASSIGNMENT NO. 2 PROPOSAL DATED REVISED 26 JANUARY 2018**

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GEOTECHNICAL ENGINEERING  
DRILLING & SAMPLING  
FOUNDATION DESIGN

**HOLT**  
ENGINEERING, INC.

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CONSTRUCTION INSPECTION  
LABORATORY TESTING  
MATERIALS TESTING

15 January 2018  
REVISED 26 January 2018

TFC – Facilities Design & Construction  
Attn: Mr. Mark Diaz, RA, CTCM  
1711 San Jacinto Blvd.  
Austin, Texas 78701

Re: TFC – North Austin Complex  
Geotechnical Investigation and Construction Materials Testing (CMT) Proposal  
Austin, Texas

Dear Mr. Diaz:

As per your request, Holt Engineering, Inc. (Holt) is providing a cost estimate for 1) a Geotechnical Investigation with Foundation Recommendations for the two Thermal Energy Storage (TES) tanks to be located in the Mechanical Yard at the above referenced project; 2) CMT services for pier observations and associated concrete testing for the proposed Office Building and Parking Garage and; 3) Geotechnical Engineering Consulting during the construction phase of the project. We plan to utilize Balcones Geotechnical as a subcontractor to this contract to provide geotechnical consulting services as needed. Our cost estimate is based on our firm's 18-100-00 IDIQ Contracts with the TFC.

**SCOPE OF SERVICES - GEOTECHNICAL INVESTIGATION - THERMAL ENERGY STORAGE (TES)**

The scope of our services includes:

1. Holt will layout the two new boring locations and coordinate the location of underground utilities (electrical, water, wastewater, sewer, telephone, and gas) with line locators and facility personnel.
2. Provide all necessary manpower, equipment and materials for drilling, logging and sampling two geotechnical borings to depths of approximately 70 feet each. All bore holes will be auger drilled to rock. We expect to encounter limestone rock at approximately 30 to 40 feet of drilling. Once rock is encountered, a Christianson NXB wireline core barrel (with 1-7/8-inch diameter core) will be used to continuous core to termination of the borings.
3. The bore holes will be logged in the field by an experienced geotechnician to include visual

classifications, percent core recovery, rock quality designation (RQD), depth to groundwater, features and discontinuities of rock cores, lithologic description, weathered and or decomposed zones, rock hardness, location of and amount of water loss during drilling and any unusual conditions. Cores will be placed in order of recovery in core boxes, properly marked and wrapped and transported to our in-house laboratory.

4. Bore holes will be backfilled with bentonite from the bottom of the holes to the surface immediately after completion of the drilling.
5. Laboratory testing will be performed in Holt's in-house lab consisting of conventional geotechnical testing such as soil classifications, moisture contents, Atterberg limits, dry unit weights, grain size analyses, minus 200 sieves and unconfined compression tests.
6. A Draft and Final Geotechnical Investigation Report will be submitted that will include a generalized boring location plan, logs of borings, laboratory test results, description of drilling operations and groundwater data. Foundation recommendations for the two proposed tanks will be provided to include allowable bearing values, skin friction values, pier seating depths, building pad preparations and construction considerations. This written report will be a separate "stand-alone" report from the Office Building and Parking Garage.

Once we receive NTP, we will schedule the drilling. Currently our drilling schedule is about 1-1/2 to 2 weeks out. From the date we begin drilling, we estimate 3 to 4 weeks to complete the geotechnical investigation and deliver a draft report for the design team's review. A final report will be issued within 7 days of receiving review comments.

#### GEOTECHNICAL INVESTIGATION CONDITIONS

1. Drilling will be performed Monday through Friday from approximately 7 am to 4 pm. Costs for week-end drilling are not included.
2. All utilities on site will be marked by the Owner prior to the drilling operation. Holt will make a reasonable effort to avoid underground utilities; however, if a utility should be breached it is the property owner's responsibility for repairs.
3. Boring location coordinates and elevations will be obtained by topographic maps available. We recommend surveying of boring locations for more accurate coordinates and elevations.
4. The attached cost estimate may change based on changes or alterations to the scope of services.
5. The cost estimates included in this proposal are guaranteed for 90 days from the date of this cost estimate.

Mr. Mark Diaz, Project Manager  
26 January 2018  
Page 3 of 4

6. Items and costs provided in the cost estimate may be moved between the various work elements to accommodate the overall project budget. In addition, engineering hours may shift between the various tasks as needed to complete the scope of the project as demands dictate.
7. Cost for any environmental investigations for contaminated soils such as hydrocarbons, TPH, BTEX, MTBE, heavy metals, pesticides or other hazardous wastes are not included. Environmental drilling requires a more stringent protocol to include steam cleaning of augers, drumming of cuttings and disposal of cuttings. Costs for environmental drilling are not included in our estimate.

#### SCOPE OF SERVICES - PIER OBSERVATION AND CONCRETE TESTING

Based on the schedule provided (ref. your email dated 1-22-18), pier drilling for the Administration Building is schedule to take place over 6 weeks (7/10/18 through 8/22/18) and for the Parking Garage over approximately 6.5 weeks (8/23/18 through 10/9/18). Pier observation will include full-time monitoring during pier hole drilling to verify bearing strata, depth of penetration, pier depth, pier shaft diameter, verification of rebar size and number of bars, cleanliness and plumbness of hole, groundwater observations and time of completion. Concrete testing and observation of concrete during pier hole placement will include slump tests, air content, temperature and making test cylinders for compressive strength testing. The technician will be responsible for accepting or rejecting the delivered concrete and controlling the amount of water added to the concrete truck. Test cylinders will be picked up and transported to the testing laboratory the following day after concrete is placed and stored in a moisture/temperature-controlled curing room. Cylinders will be broke at 7 days and 28 days with one "Hold" cylinder.

Written reports will be provided that will include work performed, date, time and location of all tests and other pertinent information. Any test failures will be reported to the Contractor/Owner within 24 hours. All testing reports will be reviewed and signed by a registered professional engineer.

Attached is an itemized cost estimate for the materials testing services listed above. The final costs may be lower or higher depending on the Contractor's work schedules, the number of trips to the site and retests. Overtime (weekends, holidays, before 6 am, after 6 pm and greater than 8 hours per day) will be charged at 1.5 times the hourly rate.

As noted above, pier observations and associated concrete testing will be conducted on a full-time basis during pier hole drilling; however, our testing and observation services will be dependent on the Contractor and/or Owner scheduling the work. All on-site observation and testing services must be scheduled via telephone with the office dispatch or through Randy Beaver or another designated on-call employee. In-office dispatch is available Monday through Friday 7:00 AM - 5:00 PM at 512-447-8166. Onsite scheduling, cancellations, changes or other needs made via text message, voice mail, email, fax or other methods may not be honored.

Mr. Mark Diaz, Project Manager  
26 January 2018  
Page 4 of 4

**SCOPE OF SERVICES – GEOTECHNICAL CONSULTATION ALLOWANCE**

Holt and Balcones will provide geotechnical engineering support for this project. We have included a line item in our proposal for these engineering hours. These hours will be billed only if services are requested.

In-house QA/QC reviews will be conducted during all phases of the above work and on all our deliverables provided. A senior geotechnical engineer or principal engineer will conduct the review and recommend each submittal to the design team.

Based on the above scope of services, we guarantee not to exceed \$87,712.73 without your prior written permission. A breakdown of these costs is listed below and an itemized cost estimate is attached.

Geotechnical Investigation with Foundation Recommendations Report.....	\$ 15,433.00
Pier Observation & Concrete Testing.....	\$ 67,879.73
Geotechnical Consultation Allowance.....	<u>\$ 4,400.00</u>
 GRAND TOTAL FOR ALL SERVICES.....	 \$ 87,712.73

We appreciate the opportunity to submit this proposal and look forward to working with you on this project. If there are any questions or concerns regarding the above, please do not hesitate to call.

Sincerely,



Linda Holt, P.E.  
Principal Engineer  
Holt Engineering, Inc.  
TBPE Firm Registration No. F-430

Enc: Itemized Cost Estimate  
Exhibit E - List of Project Manager and Subcontractors

Project Name: TFC - NORTH AUSTIN COMPLEX  
 Date: 1/14/2015

File No: 08-29717

GEOTECHNICAL ENGINEERING SERVICES - DRILLING INVESTIGATION AND LABORATORY TESTING

Thermal Energy Storage

Rig Mobilization		No.				Total	Price Total
Awain	\$400.00	Es.	1			1	\$400.00
SUBTOTAL							\$400.00

Layout Borings:		No.				Total	Price Total
Drilling Coordinator	\$83.00	ltr.	2.0			2.0	\$170.00
SUBTOTAL							\$170.00

Locate Utilities:		No.				Total	Price Total
Drilling Coordinator	\$83.00	ltr.	2.0			2.0	\$170.00
SUBTOTAL							\$170.00

Street Cut & ROWAN Permits:		No.				Total	Price Total
COA Street Cut	\$274.00	Street	0			0	\$0.00
Drilling Coordinator	\$45.00	ltr.	0			0	\$0.00
SUBTOTAL							\$0.00

Drilling, Logging & Sampling: MECHANICAL - 3 @ 78" = 140lf							
	Boring Number:					Total	Price Total
Auger Drilling	0 - 25	\$15.50	Fl.	50		50	\$775.00
Auger Drilling	25 - 40	\$17.00	Fl.	30		30	\$510.00
Auger Drilling	40 - 55	\$22.00	Fl.			0	\$0.00
Auger Drilling	55 - 70	\$24.00	Fl.			0	\$0.00
Auger Drilling	70 - 80	\$26.00	Fl.			0	\$0.00
Rock Coring	0 - 25	\$23.00	Fl.			0	\$0.00
Rock Coring	25 - 35	\$25.00	Fl.			0	\$0.00
Rock Coring	35 - 50 (Auger to 40)	\$27.50	Fl.	20		20	\$550.00
Rock Coring	50 - 65	\$30.00	Fl.	10		10	\$900.00
Rock Coring	65 - 80	\$48.00	Fl.	10		10	\$480.00
Rock Coring	100 - 125	\$38.00	Fl.			0	\$0.00
Rock Coring	125 - 150	\$48.00	Fl.			0	\$0.00
Total LF				140			
Spin Spoon/Sheby Tabc Samples:	\$23.00	Es.	16			16	\$368.00
SUBTOTAL							\$3,883.00

\*Assume rock at 40'

Project Name: TFC - NORTH AUSTIN COMPLEX

Plug Holes / Disposal of Castings				Total	Price Total	
Price Per Foot	\$12.00	Ft	140	140	\$1,680.00	
Manhole Covers	\$250.00	Ea.	0	38	0	\$0.00
SUBTOTAL			140	140	\$1,680.00	

Support Services:				Total	Price Total
Support Truck	\$180.00	Day	0	0	\$0.00
Water Truck	\$145.00	Day	3	3	\$435.00
Additional Drilling Crew Member	\$40.00	Hr	0	0	\$0.00
SUBTOTAL					\$435.00

Rock Core Storage & Disposal:				Total	Price Total
Cardboard Core Boxes	\$23.00	Ea.	6	6	\$138.00
SUBTOTAL					\$138.00

Project Coordination:				Total	Price Total
Project Principal	\$213.00	Hr	3	3	\$639.00
Senior Project Engineer	\$189.00	Hr	0	0	\$0.00
Project Engineer	\$120.00	Hr	0	0	\$0.00
Drilling Coordinator	\$81.00	Hr	2	2	\$162.00
SUBTOTAL					\$801.00

In-House Laboratory Testing:				Total	Price Total
Soils Classification (D-2488)	\$20.00	Ea.	0	0	\$0.00
Ashberg Limits	\$73.00	Ea.	6	6	\$438.00
Moisture Contents	\$20.00	Ea.	16	16	\$320.00
Atlas 200 Mesh Sieve	\$43.00	Ea.	6	6	\$258.00
Gradation Sacked Sieve	\$90.00	Ea.	0	0	\$0.00
Dry Unit Weight	\$20.00	Ea.	10	10	\$200.00
Unconfined Compression Tests	\$60.00	Ea.	10	10	\$600.00
Specific Gravity	\$30.00	Ea.	0	0	\$0.00
SUBTOTAL					\$1,816.00

Meeting Time w/Design Team & TFC:				Total	Price Total
Principal Engineer	\$215.00	Hr.	3	3	\$645.00
Senior Project Engineer	\$189.00	Hr.	0	0	\$0.00
Project Engineer	\$120.00	Hr.	0	0	\$0.00
Designer	\$83.00	Hr.	0	0	\$0.00
Administrative Assistant	\$66.00	Hr.	0	0	\$0.00
SUBTOTAL					\$645.00

Project Name: TFC - NORTH AUSTIN COMPLEX

Final Engineering Report QA/QC Time:										Total	Price Total
Principal Engineer (Holt)	\$215.00	1hr.	0							0	\$1,720.00
Principal Engineer (Balcones)	\$223.00	1hr.	17							17	\$3,823.00
Senior Project Engineer	\$189.00	1hr.	0							0	\$0.00
Project Engineer	\$170.00	1hr.	0							0	\$0.00
Draftsman	\$45.00	1hr.	0							0	\$0.00
Administrative Assistant	\$66.00	1hr.	0							0	\$0.00
<b>SUBTOTAL</b>											<b>\$5,343.00</b>

**GEOTECHNICAL INVESTIGATION & REPORT (TES) TOTAL \$15,433.00**

**PIER OBSERVATION & CONCRETE TESTING TOTAL \$67,879.73**

**GEOTECHNICAL CONSULTATION ALLOWANCE  
 HOLT**

Principal Engineer	\$215.00	1hr.	10							10	\$2,150.00
<b>BALCONES</b>											
Principal Engineer	\$223.00	1hr.	10							10	\$2,230.00

**GEOTECHNICAL CONSULTATION ALLOWANCE TOT TOTAL \$4,400.00**

NOTE\*: These services will be provided only if needed and requested.

**GRAND TOTAL FOR ALL SERVICES \$87,712.73**

**HOLT ENGINEERING, INC.**2170 BARTON SKYWAY - AUSTIN, TEXAS 78704  
512-417 8166 PHONE / 512-417-0852 FAX**COST ESTIMATE**

*Date* January 15, 2018  
 REVISID: January 24, 2018  
*Project* TFC -North Austin Complex  
 Pier Observation & Concrete Testing

*Client:* Facilities Design & Construction  
 1711 San Jacinto Blvd.  
 Austin, Texas 78701

*Contact:* Mr. Mark Diaz, RA, CTCM

**Cost Estimate for Materials Testing, Inspection, and Observation Services**

	<i>Quantity</i>	<i>Cost per Each</i>	<i>Total Cost:</i>
<b>Pier Inspection:</b>			
Test Cylinders (4 x 8)	220	\$22.00	\$4,840.00
Technician Time - Senior Hours	500	\$105.00	\$52,500.00
Report Time	750	\$0.545	\$408.75
<i>Subtotal Pier Inspection</i>			\$57,748.75
<b>Engineering Time:</b>			
Holt Engineering Time - Regular Hours	20	\$215.00	\$4,300.00
Balcones Engineering Time - Regular Hours	20	\$225.00	\$4,500.00
<i>Subtotal Engineering Time</i>			\$8,800.00
<b>Administration Costs:</b>			
Administration Fee - 2% of Monthly Invoice	\$66,548.75	2.00%	\$1,330.98
<i>Subtotal: Administrative Fees</i>			\$1,330.98
<b>Total Estimate Amount for Services Indicated:</b>			\$67,879.73

TFC Contract No. 18-100-000  
Holt Engineering, Inc.  
Assignment No. 2  
Project No.: 16-030-8060

**TFC CONTRACT NO. 18-100-000**

**EXHIBIT B-2**

**LIST OF PSP'S PROJECT MANAGER AND SUBCONTRACTORS**

PSP List of Project Manager & Subcontractors

<p><b>A. Project Managers :</b></p>	<p><u>Steve Johnson/Linda Holt</u> (Name)  <u>2220 Barton Skyway, Austin 78704</u> (Address)  <u>512-221-9272/512-689-9946</u> (Cell #)  <u>s.johnson@holteng.com/l.holt@holteng.com</u> (Email)</p>
<p><b>Subconsultants:</b></p>	<p><b>Balcones Geotechnical</b></p>
<p>1.</p>	<p><u>John Wooley, Principal Engineer</u> (Name)  <u>5926 Balcones Drive, Suite 230, Austin 78731</u> (Address)  <u>512-486-9654</u> (Cell #)  <u>jwooley@balconesgeotech.com</u> (Email)</p>
<p>2.</p>	<p>_____          _____ (Name)          _____ (Address)          _____ (Cell #)          _____ (Email)</p>
<p>3.</p>	<p>_____          _____ (Name)          _____ (Address)          _____ (Cell #)          _____ (Email)</p>
<p>4.</p>	<p>_____          _____ (Name)          _____ (Address)          _____ (Cell #)          _____ (Email)</p>
<p>5.</p>	<p>_____          _____ (Name)          _____ (Address)          _____ (Cell #)          _____ (Email)</p>
<p>6.</p>	<p>_____          _____ (Name)          _____ (Address)          _____ (Cell #)</p>