

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

TFC CONTRACT NO. 18-099-000

ASSIGNMENT NO. 1

THIS INDEFINITE DELIVERY INDEFINITE QUANTITY ASSIGNMENT NO. 1 (hereinafter referred to as the "Assignment No. 1" 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 Terracon Consultants, Inc. located at 5307 Industrial Oaks Boulevard, Suite 160, Austin, Texas 78735 (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 construction materials observation and testing for the Texas Department of Public Safety Amarillo Office, located at 4200 Canyon Drive, Amarillo, Texas (hereinafter referred to as the "Project"), as further depicted in "Exhibit A-1," PSP's IDIQ Assignment No. 1 Proposal dated September 26, 2017, attached hereto and incorporated herein for all purposes and consisting of nine (9) pages.

DURATION OF ASSIGNMENT: The scope of services of this Assignment No. 1 shall be completed no later than December 31, 2018, 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. 1.

SPECIAL TERMS AND CONDITIONS OF ASSIGNMENT: Terms and conditions shall be in accordance with the Agreement, any Special Conditions, and with this Assignment No. 1.

SUB-CONTRACTORS TO BE UTILIZED FOR PROJECT: PSP shall perform the services under this Assignment No. 1 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. 1 shall not exceed Five Thousand One Hundred Twenty Three and 24/100 Dollars (\$5,123.24). 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. 1, 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-1."

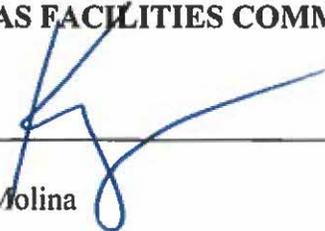
TFC reserves the right to approve the appointment of the PSP Project Manager and to demand that the Project Manager, and any of PSP's employees or subcontractors, be removed and replaced if, in the sole opinion of TFC, their performance on this project or any other projects, is and/or was inadequate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

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

TERRACON CONSULTANTS, INC.

By:  _____

By:  _____

Kay Molina

Print Name: James G. Bierschwale

General Counsel

Title: Vice President

Date of execution: 10/23/17

Date of execution: 10/19/17

 G.C.

 Dir.

 D.E.D.

TFC CONTRACT NO. 18-099-000

EXHIBIT A-1

PSP's IDIQ ASSIGNMENT NO. 1 PROPOSAL DATED SEPTEMBER 26, 2017



September 26, 2017

Mr. Daniel Yen
Texas Facilities Commission
1711 Sand Jacinto Boulevard
Austin, Texas 78701

Telephone: 512.936.0668
Fax: 512.236.6174
Email: daniel.yen@tfc.state.tx.us

Re: Construction Materials Testing and Observation Services
DPS 14-15 DM Amarillo/Childress
TFC Project Number 14-037-0405 and 14-038-0405
4200 Canyon Drive
Amarillo, Texas
Terracon Proposal No. PAR171039

Dear Mr. Yen:

Terracon Consultants, Inc. appreciates the opportunity to submit this proposal to provide construction materials observation and testing services for the DPS 14-15 DM Amarillo/Childress project. This proposal outlines our understanding of the scope of services to be provided by Terracon and includes unit fees and estimated total fee for services we anticipate will be requested for this project.

A. PROJECT INFORMATION

Our understanding is based on email communication and our review of the construction plans dated February 16, 2017 and project manual dated February 20, 2017.

We understand the project includes removal of a fuel tank and backfilling the area back to the existing ground surface associated with one (1) inch asphalt and a construction of a generator pad. The project is located at 4200 Canyon Drive in Amarillo, Texas.

B. SCOPE OF SERVICES

We anticipate providing the services on an "as requested" basis during construction. We will rely on the general contractor or your representative to notify us at least one business day in advance when the requested services are needed. The technicians assigned to the project will be qualified and equipped to perform the following field services:

Terracon Consultants, Inc. 5827 50th St, Suite 1 Lubbock, Texas 79424
P 8061 441-0387 F 8061 797-0947 terracon.com



Proposal for Construction Materials Testing and Observation Services
DPS 14-15 DM Amarillo/Childress ■ Amarillo, Texas
September 26, 2017 ■ Terracon Proposal No. PAR171039

The logo for Terracon, featuring the word "Terracon" in a bold, sans-serif font. The letter "T" is significantly larger and more prominent than the other letters.

- Earthwork Observation/Testing
- Reinforcing Steel Observation
- On-Site Concrete Observation / Testing

These services are described in greater detail in Exhibit A "Proposed Scope of Services for Construction Materials Observation and Testing". Our cost estimate is included in Exhibit C.

Our proposed scope of services should be reviewed by the design professionals prior to the start of construction. If the design professional determine that the proposed testing and observation scope is inadequate, we would be happy to work with you in developing a scope and cost estimate to address the requested increase in scope.

C. COMPENSATION

Our scope of services will be determined by your authorization for specific services as requested by your project superintendent or other representative. Based on our review of the construction plans and specifications and our experience with similar construction projects, our cost estimate to provide the proposed scope of basic services is \$4,179.50 plus reimbursable travel cost of \$943.74 (see attached Exhibit B "Cost Estimate"). Charges for our services will be based on the actual quantities of services provided. Additional services that may be requested (but are not included in the attached cost estimate) can be provided at the unit fees shown in the attached Exhibit C "Schedule of Services and Fees".

The construction schedule and sequencing will have a major impact on the testing/observation cost. We would be glad to visit with you at the appropriate time and revise the estimated cost presented in this proposal as necessary to meet the project needs. We appreciate the opportunity to provide this proposal and look forward to working with you and the rest of the project team.

Proposal for Construction Materials Testing and Observation Services
DPS 14-15 DM Amarillo/Childress ■ Amarillo, Texas
September 26, 2017 ■ Terracon Proposal No. PAR171039

Terracon

D. AUTHORIZATION

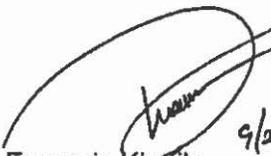
We understand that authorization for services will be provided by the Texas Facilities Commission by issuing an Assignment under Texas Facilities Commission IDIQ No. 18-099-000 contract. Services will be provided in accordance with the previously executed contract dated September 22, 2017. This proposal for services and accompanying Exhibits, Schedule of Services and Fees and the previously executed contract shall constitute the terms and conditions for our services to be performed for this project.

We appreciate the opportunity to provide this proposal and look forward to working with you and the rest of the project team.

Sincerely,

Terracon Consultants Inc.

(Firm Registration: TX F3272)


Francois Kimfilla
Project Manager

9/26/2017


Jerry Sayson, P.E.
Geotechnical Department Manager

Enclosures;

- Exhibit A: Scope of Services for Construction Materials Observation & Testing
- Exhibit B: Cost Estimate
- Exhibit C: Schedule of Services and Fees



**EXHIBIT A
PROPOSED SCOPE OF SERVICES FOR CONSTRUCTION MATERIALS
OBSERVATION AND TESTING
DPS 14-15 DM AMARILLO/CHILDRESS
TFC PROJECT NUMBER 14-037-0405 AND 14-038-0405
TERRACON PROPOSAL NO. PAR171039**

The proposed scope of services provided by Terracon is described below. The purpose of these services is to observe requested components of the construction and conduct specific tests as requested by the Client to determine whether or not the materials and construction comply with the project requirements. These services are designed to provide a level of quality assurance (QA) for the client based upon the requested frequency and are not intended to replace quality control tests and procedures required by the contractors and their suppliers.

Terracon requires a complete set of construction plans and specifications approved for construction and any addenda or revisions approved during the construction process that would affect the construction related to the requested QA services. The Terracon scope of services may not meet all of the project requirements for construction observation and testing if the client retains Terracon to provide a lesser extent of services. The contractor has the responsibility to be familiar with the project requirements and to contact Terracon a minimum of 24 hrs. (one business day) prior to the time our services will be required. Terracon is not responsible for providing specified services if the client does not authorize Terracon to provide the services or if the contractor does not provide adequate notification for our scheduling purposes.

Terracon will provide construction observations and testing services requested by the client as described in our "Scope of Services" in general accordance with the normal standard of care. Our scope of services does not include any design, design review, construction safety, trench safety, construction supervision, or construction management services. Terracon personnel do not have the responsibility or authority to stop the contractor's work, or to accept or reject any construction materials or workmanship, even if they do not comply with the project requirements.



**EXHIBIT A
PROPOSED SCOPE OF SERVICES FOR CONSTRUCTION MATERIALS
OBSERVATION AND TESTING
DPS 14-15 DM AMARILLO/CHILDRESS
TFC PROJECT NUMBER 14-037-0405 AND 14-038-0405
TERRACON PROPOSAL NO. PAR171039**

A brief summary of scope of services that Terracon typically provides is shown below.

- 1. Earthwork** – The Terracon scope of services includes sampling and testing of soils, periodic observation of earthwork operations, and moisture-density testing of subgrade and compacted fills. The Terracon scope of services does not include verification of the use of proper materials, densities and lift thicknesses during placement and compaction of compacted fill.
- 2. Concrete** – The Terracon scope of services includes sampling concrete, and conducting slump and concrete compressive strength tests. Terracon personnel do not have the authority to accept or reject concrete even if it does not comply with the project specifications. The contractor has the responsibility to reject concrete that does not comply with the specifications or is unsuitable for use. Terracon will typically make 4-inch diameter, 8-inch high cylinders for compressive strength testing whenever the aggregate size allows. We will rely on the contractor or his concrete supplier to provide adequate facilities for initial (and field) curing of test cylinders as required by ASTM C 31 test procedures.
- 3. Reinforcing Steel** – The Terracon scope of services includes spot observation of the reinforcing steel size, spacing, and configuration prior to concrete placement.

The Terracon scope of services also includes spot observations of the formwork dimensions and the reinforcing steel size, spacing, and configuration on a periodic basis prior to concrete placement. Our services related to post-tensioning include observation of the tendon installation before concrete placement, monitoring of the stressing operations and measurement and reporting of tendon elongations. The design engineer is responsible for evaluating tendon elongations/stressing for compliance with the plans and specifications.

The Terracon scope of services related to anchors cast in concrete includes verification of bolt diameter, length, shape, and embedment in concrete. The contractor has the responsibility to schedule this observation prior to placement of concrete. In those cases, where anchor bolts are drilled and epoxied into existing concrete foundations, Terracon should be contacted to be present during installation of the bolts in order to verify the bolt hole size, depth, and cleanliness as well as the application of epoxy and installation of bolts.

The Terracon scope of services does not include the following: continuous observation of concrete placement for proper application techniques, periodic observation of the maintenance of specified curing temperatures and/or techniques for constructed structures, review of the erection procedures and temporary bracing for precast concrete members or verification of in-situ concrete strength prior to stressing of tendons in post-tensioned concrete and prior to removal of shores and forms from beams and structural slabs.

PAR171039
September 26, 2017
Page 1



**EXHIBIT B
COST ESTIMATE FOR
CONSTRUCTION MATERIALS TESTING SERVICES
DPS 14-15 DM AMARILLO/CHILDRESS
TFC PROJECT NUMBER 14-037-0405 AND 14-038-0405
Terracon Proposal No. PAR171039**

Earthwork Observation/Testing				
Service	Quantity	Unit	Unit Rate	Estimate
Moisture/Density Curve (ASTM D698)	2	Each	\$ 170.00	\$ 340.00
Atterberg Limits (ASTM D4318)	2	Each	\$ 55.00	\$ 110.00
Sieve Analyses (ASTM C136 & C117)	2	Each	\$ 90.00	\$ 180.00
Field Nuclear Density (ASTM D2922 & D3017)	4	Each	\$ 18.00	\$ 72.00
Soil Technician, Regular Rate	37	Hour	\$ 49.00	\$ 1,813.00
Soil Technician, Overtime Rate	4	Hour	\$ 73.50	\$ 294.00
Subtotal, Earthwork				\$ 2,809.00

This estimate is based on 5 site trips - 1 trip for soil sample pick up, 4 trips for field density testing of backfill. Assume: 1) 2 soil samples picked up on the same trip, 2) 9 hours per trip for field density testing, 3) 5 hours per trip for sampling. Overtime rates of 1.5 times technician hourly rate is applicable for time worked in excess of eight (8) hours per day.

Concrete Observation/Testing				
Service	Quantity	Unit	Unit Rate	Estimate
Engineering Technician, Regular Hours	8	Hour	\$ 49.00	\$ 392.00
Engineering Technician, Overtime Hours	1	Hour	\$ 73.50	\$ 73.50
Concrete Cylinders, (ASTM C31 & C39)	10	Each	\$ 18.00	\$ 180.00
Cylinder Pick-Up	5	Hour	\$ 49.00	\$ 245.00
Subtotal, Foundation				\$ 890.50

This estimate is based on 1 trip for generator pad concrete observation and testing. This estimate also includes 1 trip to the project site to pick-up concrete test cylinders cast the previous day. This estimate is based on providing one set of five 4"X8" cylinders per 100 cubic yards of concrete placed. Assume: 1) 9 hours per trip for concrete testing, 2) 5 hours per trip for concrete cylinders pick up.

Reimbursable Costs				
Service	Quantity	Unit	Unit Rate	Estimate
Vehicle Mileage Charge	1764	Per Mile	\$ 0.535	\$ 943.74
Subtotal, Reimbursable				\$ 943.74

This estimate is based on 7 trips - 1 trip for soil sample pick up, 4 trips for field density testing of backfill, 1 trip for generator pad concrete observation and testing and 1 for sgenerator pad concrete observation and testing and 1 trip to the project site to pick-up concrete test cylinders cast the previous day. Services will be performed by staff from the Lubbock Office. Round trip from this office to the Amarillo site is 252 miles.

Project Management & Administration				
Service	Quantity	Unit	Unit Rate	Estimate
Project Manager	4	Hour	\$ 120.00	\$ 480.00

ESTIMATE TOTAL				\$ 5,123.24
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**EXHIBIT C
SCHEDULE OF SERVICES AND FEES
CONSTRUCTION MATERIALS ENGINEERING
2017**

Personnel

Senior Project Engineer, per hour.....	\$130.00
Project Manager, per hour.....	\$120.00
Senior Engineering Technician, per hour	\$95.00
Construction Materials Technician, per hour	\$49.00
Clerical/Administrative Staff, per hour	\$44.00

Transportation

Vehicle, per trip (within 20 miles of Terracon office)	\$35.00
Mileage (Over 20 miles from Terracon office), per mile.....	\$0.535

Concrete Field Services

Engineering technician, per hour.....	\$49.00
Engineering technician, overtime rate, per hour.....	\$73.50

Concrete Tests

Cylinder compression strength test (ASTM C31 & C39), 4"x8", each.....	\$18.00
Cylinder compression strength test (ASTM C31 & C39), 6"x12", each.....	\$19.00
Beam flexural strength test (ASTM C293 or C78), each.....	\$50.00

Masonry Field Services

Masonry technician, per hour.....	\$49.00
Masonry technician, overtime rate, per hour.....	\$73.50
Compressive strength CMU block (ASTM C140), each.....	\$100.00
Grout prism compression strength test (ASTM C1019), each.....	\$35.00
Mortar cube compression strength test (ASTM C109), each.....	\$16.00
Concrete core drilling & testing (ASTM C42)	quoted upon request



**EXHIBIT C
SCHEDULE OF SERVICES AND FEES
CONSTRUCTION MATERIALS ENGINEERING
2017**

Soils Laboratory Tests

Classification

Atterberg limits (ASTM D4318), each.....	\$55.00
Sieve analysis (ASTM D136), each.....	\$75.00
Sieve analysis percent finer than #200 (ASTM C1140), each.....	\$45.00
Combined sieve analysis (ASTM D136 and C117).....	\$90.00

Compaction

Optimum moisture / maximum dry density relations (proctors)

ASTM D698, each.....	\$170.00
ASTM D1557, each.....	\$180.00
Additional charge for Coarse Aggregate Correction (ASTM D4718).....	\$25.00

Soils Field Services

In place density / moisture test, nuclear method (ASTM D2922/ASTM D3017)

minimum 3, each.....	\$18.00
Engineering technician, per hour.....	\$49.00
Engineering technician, overtime rate, per hour.....	\$73.50

Asphalt Concrete Services

Engineering technician, per hour.....	\$56.00
Unit weight (ASTM C29), each.....	\$75.00
Sand equivalent (ASTM D2419), each.....	\$95.00
Organic impurities in fine aggregate (ASTM C40), each.....	\$95.00
Flat & elongated particles (ASTM D4791), each.....	\$125.00
Fractured faces (ASTM D5821), (by weight), each.....	\$125.00
Fractured faces (ASTM D5821), (by particle count), each.....	\$175.00
L.A. abrasion (ASTM C131), (up to 1 1/2" aggregate), each.....	\$295.00
Core density & thickness, each.....	\$40.00
Asphalt content by ignition (ASTM D6307), (includes gradation), each.....	\$145.00
Molding of specimens, (set of 3), per set.....	\$75.00
Bulk specific gravity (ASTM D2726), (set of 3), per set.....	\$75.00
Maximum theoretical specific gravity (ASTM D2041), each.....	\$110.00



**EXHIBIT C
SCHEDULE OF SERVICES AND FEES
CONSTRUCTION MATERIALS ENGINEERING
2017**

Hveem stability (ASTM D1560), (set of 3), per set.....	\$175.00
Asphalt core drilling & patching, each.....	\$75.00

Remarks

A four (4) hours minimum charge is applicable to all trips made for the performance of testing, inspection, cancellations or consulting services. A minimum charge of 4 hours will be assessed for trips to the project site for sample or cylinder pick up only.

Overtime rates of 1.5 times the quoted hourly rate will be applicable for all time worked in excess of eight (8) hours per day, all time worked outside of daylight hours of 7:00AM to 5:00PM Monday through Friday, and all time worked on weekends and holidays.

Unit fees for tests not listed will be quoted on request.

Rush testing and inspection services are subject to a surcharge (to be negotiated).

Engineering consultation and evaluation in connection with any laboratory testing or field inspection service will be charged at the appropriate rate.

Material samples should be submitted in a form that complies with applicable requirements.

Terracon will submit invoices for services on a monthly basis. Payment for services shall be made within 30 days of receipt of the invoice in accordance with the master IDIQ No. 18-099-00 contract. Additional administrative charges may be applicable if the client requires other invoicing procedures or payment terms.

TFC CONTRACT NO. 18-099-000

EXHIBIT B-1

LIST OF PSP'S PROJECT MANAGER AND SUBCONTRACTORS

**TFC Contract No. 18-099-000
Assignment No. 1**

**EXHIBIT B-1
LIST OF PSP PROJECT MANAGER
AND
SUBCONTRACTORS**

(Name, Company Name, Address & Contact Person (Project Manager))

A. PSP Project Manager:		Francois M. Kimfila 5827 50 th Street, Suite 79424 Lubbock, Texas 79424 Cell: (806) 224-9484 Francois.kimfila@terracon.com
B. Subcontractors:		
	1.	_____ (Name) _____ (Company) _____ (Address) _____ (Cell #) _____ (Email)
	2.	_____ (Name) _____ (Company) _____ (Address) _____ (Cell #) _____ (Email)
	3.	_____ (Name) _____ (Company) _____ (Address) _____ (Cell #) _____ (Email)
	4.	_____ (Name) _____ (Company) _____ (Address) _____ (Cell #) _____ (Email)