REQUEST FOR PROPOSALS

TAMPA BAY WATER
Supplying Water To The Region

Strategic Procurement Advisor
C.W. Bill Young Regional Reservoir
Reservoir Renovation Project

Information Package

July 20, 2009
Request for Proposal Submittal Requirements

1. General Information

Interested firms must deliver eight (8) copies of Request for Proposals (RFPs) to the Records Department, Tampa Bay Water, 2575 Enterprise Road, Clearwater, FL 33763-1102, on or before 3:00 pm local time, August 17, 2009 addressed to Koni M. Cassini, Director of Finance and Administration. Indicate “Strategic Procurement Advisor for the Reservoir Renovation Project.” Submittals must include all of the items as described in this information package. All inquiries should be in writing addressed to Koni Cassini at kcassini@tampabaywater.org.

PROHIBITION OF CONTACT: Interested firms are prohibited from contacting other Tampa Bay Water staff, the Tampa Bay Water Board Members, or Elected Officials of Member Agencies during the qualifications and interview period identified in the tentative schedule below regarding this offer.

RIGHT OF REJECTION: Tampa Bay Water reserves the right to reject any and all statements of qualifications, including without limitation, nonconforming, non-responsive, or conditional statement of qualifications. Tampa Bay Water reserves the right to waive minor irregularities in any statement of qualification, to reject any or all statements of qualifications in whole or part, with or without cause, and/or accept statements of qualifications that in its judgment will be in the best interest of Tampa Bay Water and its member agencies.

Firms will be ranked based on submitted information and qualifications in accordance with the selection scoring criteria noted in this RFP will be used by the selection committee for evaluation and ranking of the RFPs and oral presentations (if deemed necessary).

Oral presentations by qualified respondents, if deemed necessary, will be scheduled for September 25, 2009 at Tampa Bay Water’s Clearwater, Florida, office. Please reserve this date for presentations. The Agency reserves the right to retain all RFPs submitted, and to utilize any ideas offered in them. The proposals should include estimates of costs and scope with a proposed fee schedule that is consistent with the agency’s expense policy attached, within the Contract section. In the Contract section is a draft of our standard services agreement for professional services that the firm will be expected to execute. Please review and provide comments on the contract along with your proposal submittal.

Tentative Timeline for Strategic Procurement Advisor*

<table>
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<tr>
<th>Event</th>
<th>Date</th>
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<tbody>
<tr>
<td>Advertisement on Agency website</td>
<td>July 20, 2009</td>
</tr>
<tr>
<td>RFPs delivered to Tampa Bay Water</td>
<td>August 17, 2009</td>
</tr>
<tr>
<td>RFP-based ranking complete</td>
<td>September 8, 2009</td>
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</table>
Conduct Interviews (if necessary)  September 25, 2009
Obtain Board approval to negotiate scope  October 19, 2009
Obtain Board approval of contract  December 14, 2009

*Tampa Bay Water reserves the right to alter the tentative schedule as conditions warrant, beyond the August 17th RFP submittal date.

**NOTICE OF RIGHT TO PROTEST:** Failure to file a protest to this Request for Statements of Qualifications within the time prescribed in section 120.57(3), Florida Statutes, shall constitute a waiver of proceedings under chapter 120, Florida Statutes.
Introduction:
Tampa Bay Water is requesting nationally recognized, qualified professional consulting firms to respond to this Request for Proposals (RFP). The respondents must have an established reputation in the business community for relevant experience, expertise and reliability in providing strategic procurement advisory services on a wide range of infrastructure projects to public sector entities on a national and international basis. Special emphasis will be given to the advisor’s knowledge of and access to recent successful procurement documentation and participation in the process. Additionally, the respondents are expected to have a broad range of experience in traditional financing approaches with a proven track record in the planning, assessment, procurement, negotiation, and execution of large-scale complex utility projects. A complete detailed description of the scope of services to be provided (the “Services”) is described in subsequent sections of this RFP.

The successful respondent will serve as a key consultant to Tampa Bay Water in developing and analyzing the optimal business model, risk allocation strategies, financial structure, and procurement options associated with a Design/Build fix for the Reservoir Renovation Project (the “Project”). Additionally, the successful respondent shall assist Tampa Bay Water in developing procurement documents that comply with the agency’s objectives and policy requirements for the Project, while generating maximum competitive interest for the Project from well-qualified design/build contractors.

The successful respondent will:

- Provide advice across a spectrum of issues in the structuring, analysis, procurement, evaluation, documentation, development and implementation of the Project;
- Provide international perspective and be able to demonstrate broad experience with various project financing and delivery options for large and complex public-sector water utility projects;
- Provide current knowledge of infrastructure project finance and procurement, with a special emphasis on prevailing market positions on risk allocation and contracting methodologies that minimize Owner’s risk;
- Demonstrate extensive experience working with public agencies to articulate, protect and promote public policy objectives in delivering large public infrastructure projects using traditional and/or non-traditional procurement and project deliver methods;
• Have experience working with multi-jurisdictional entities within a legislative, contractual and regulatory environment; and
• Coordinate with the agency and its third party advisors/consultants to facilitate a seamless and integrated project procurement process.

Tampa Bay Water requires that the proposed primary contract manager and expert advisors included in the response be available to serve the agency continuously throughout the length of the Project. The Services to be procured will be assigned on an “as-needed” basis by issuance of Task Authorizations. Total hours and dollar estimates should be charged based on the amounts provided in the RFQ for contracted hourly rates, with total hours and total dollar estimates provided for each task authorization.

The selected firm will be working with: (1) owner’s engineer, (2) special counsel, (3) staff and potentially (4) a peer review panel.

**Purpose:**
The purpose of this Solicitation Document is to provide the respondents with:
• The requirements and procedures for doing business with the agency;
• The guidelines for performing the Services;
• The requirements and procedures for submitting a response;
• The agency’s process for reviewing the Proposals and making a selection; and
• A description of the Contract.

Respondents must demonstrate their ability to provide guidance to public sector entities in procurement, contracting, policy, and regulatory matters and undertake the planning, assessment, procurement, negotiations, and execution of the Reservoir Renovation Project within a legislative, contractual and regulatory environment that will necessitate working effectively with the agency, other consultants and advisors, public entities, the member governments, the community and other stakeholders.

**Background:**
Tampa Bay Water is a special district established by an Interlocal Agreement to supply wholesale drinking water to its member governments – Hillsborough County, Pasco County, Pinellas County, the City of New Port Richey, the City of St. Petersburg, and the City of Tampa – who in turn provide drinking water to more than 2.5 million people in the tri-county area. The agency delivers an average of 176 million gallons a day (mgd) to the region through a diverse water supply network that includes a Surface Water Treatment Plant, an above ground reservoir, seven groundwater treatment plants, a large regional wellfield system, dispersed individual wellfields, and approximately 200 miles of large diameter pipelines.
In early 2005, the agency completed the construction of the C.W. Bill Young Regional Reservoir as part of a multi-year capital improvement plan which is intended to meet the area's water needs through approximately the 2012 timeframe. The facility is designed to store up to 15 billion gallons of water harvested from the Tampa Bypass Canal, Hillsborough River and Alafia River. Beginning in December 2006, larger-than-expected cracks began to form on the soil cement interior face of the reservoir embankment erosion control structure. The cracking requires a permanent fix in order for the facility to be used at its intended fill and drawdown rate. The agency has developed a plan and schedule for the development of a long-term fix and is in the process of selecting a well-qualified strategic procurement advisor to assist the agency in fully exploring all viable project procurement and financing options for the rehabilitation of the reservoir facility. It is the agency’s intent to make every effort possible to deliver the Project in the most cost effective manner so that the full utilization of the reservoir can be realized as soon as possible at the lowest reasonable cost. It is imperative that our website be reviewed to familiarize your firm with our agency at www.tampabaywater.org. It is recommended that you also review our Annual Report and Budget which can be found on that website.

Objectives:
The agency’s overall objective for this RFP is to select the most qualified respondent, based on the evaluation criteria noted. Tampa Bay Water wishes to fully leverage the selected respondent’s experience and wide-ranging expertise to assist the agency in procuring the most cost effective, timely, and risk balanced project, while maximizing competition, innovation and public benefit.

Scope of Services:
As part of this RFP, the agency is seeking the services of a nationally recognized, qualified professional consulting firm to serve as a Procurement Expert for the Reservoir Renovation Project to ensure that the agency is properly positioned to seek and evaluate all viable project delivery and financing alternatives that minimize the Project’s impact on the agency’s wholesale water rates and long-term maintenance obligations.

The Procurement Expert will be a key consultant to the agency in developing and analyzing the optimal business model, risk allocation strategies, financial structures, and procurement options for the Project. The Procurement Expert will assist in the development of procurement strategy and on how best to incorporate appropriate aspects of the procurement strategy into contract documents. The Procurement Expert must be able to demonstrate broad experience with various project financing methods for large utility projects. The Procurement Expert will be expected to provide advice across a vast spectrum of subject matters, including project procurement and delivery options, best-value analysis, evaluation guidelines, documentation, development of procurement documents, and negotiation associated with the Project.

The Scope of Services to be provided by the Procurement Expert should include, but is not limited to, the following:

1. Scope Determination and Options Analysis
a. Assist the agency in articulating key Project objectives and public policy concerns that will apply to the procurement and implementation process for the Project;

b. Provide input in developing the Project Scope of Services and a detailed work plan that will assist in maximizing innovation and competition;

c. Assist the agency in developing and analyzing alternative Project procurement strategies and financing structures that optimize the potential for achieving the Project objectives. The delivery options could including, but are not limited to:
   i. Design-build with municipal financing
   ii. Design-build-operate/maintain with municipal financing
   iii. Design-build-finance with contractor financing
   iv. Design-build-finance-operate/maintain

d. Assist the agency in identifying contractor incentives to achieve schedule and cost savings, to the maximum extent possible; and

e. Assist the agency in incorporating important public policy elements into the recommended procurement and financing structures.

2. Risk Allocation and Evaluation Criteria

a. Assist the agency in identifying material Project risks, and developing an “optimal risk allocation model/matrix” that allocates risks to each entity in a manner which best reflects the ability of the assigned party to manage and mitigate that risk;

b. Assist the agency in developing evaluation criteria and submission requirements to ensure consistent evaluation of the competitive procurement process; and

c. Assist the agency in minimizing its risk through contractual mechanisms that protect the agency from long-term capital and operating cost liabilities associated with the Project beyond those planned and expected.

3. Increasing Project Competition

a. Assist the agency with respect to the development of appropriate marketing, selection and negotiation strategies to maximize competition, innovation and public benefit.

b. Assist the agency in facilitating discussions with industry groups and ensuring a fair and transparent procurement process, including discussions and interaction with prospective proposers during the industry review processes to ensure that the selected procurement process and business model result in a highly competitive process. Such efforts shall also include:
   i. Participation in joint proposer workshops and one-on-one respondent meetings; and
   ii. Review and assist with preparation of responses to proposer questions and comments;

c. Assist the agency in conducting an assessment that considers the economic, financial and public benefits of various Project procurement options; and

d. Assist in the selection of the optimum deal structure based on Project delivery options selected in compliance with Florida Statutes and agency regulations;
4. Development of Procurement Documents
   a. Assist the agency with the development of procurement documents (i.e. RFP/RFQ, instructions to potential respondents, evaluation criteria and selection process, technical and financing requirements, etc.) for the Project; and
   b. Assist the agency in developing the financial and commercial requirements and elements of the Project agreements.

5. Stakeholder Communication
   a. Assist the agency to develop, prepare, and present briefing materials and reports regarding the Project structuring and implementation strategy to various stakeholders (i.e. Board of Directors, member governments, and other stakeholders);
   b. Assist the agency with the development, preparation and presentation of financial briefing materials and reports as necessary to all appropriate stakeholders;
   c. Assist the agency with briefing the debt rating agencies on the Project and its financial structure; and

6. Proposal evaluation and Project agreements
   a. Participate in the proposal evaluation process to provide expert advice, including providing input on the financial viability of the proposed approach, assessing the Proposer’s financial and technical capabilities and resources, evaluating financial and commercial aspects (i.e. capital structure and financing instruments) of the proposals, and assessing the allocation of risk and potential financial consequences;
   b. Assist the agency and appropriate staff and consultants in connection with the negotiation of the terms of the Project agreements;
   c. As requested by the agency, support administrative tasks necessary to complete the procurement process; and
   d. Other duties as assigned by the agency.

Conflict of Interest:
Professional consulting firms submitting responses to this RFP are subject to applicable State of Florida laws pertaining to organizational and other conflicts of interest. The successful respondent, its subcontractors and affiliates shall exclusively represent the agency’s interest and shall not be eligible to participate on a contractor/developer, System Engineer, Special Counsel or any other consulting team in connection with the Project.

It is also required that the Procurement Expert be independent of any company, affiliates or subsidiaries that sell or underwrite bonds, that are publicly traded to avoid any potential conflict of Interest. The Procurement Expert must be completely independent of the underwriting and financing of the Project and will be prohibited from providing any support to bidders for the design, construction, operations or financing of the Project for any potential Proposers.

The Procurement Expert will be required to identify if any services being performed on behalf of any of our member governments could be perceived as a conflict. If such services are still being
performed for a member government, the firm must confirm with the member government that there is no conflict and provide evidence of such in writing to Tampa Bay Water.

**Evaluation Criteria:** Proposals will be evaluated by a Tampa Bay Water staff evaluation committee designated by the General Manager. The evaluation committee will rate all proposals and prepare a short list of not less than three (3) respondents who are scored the highest based upon the 5 categories and points noted below. Before establishing this short list, the evaluation committee, at its discretion, may require representatives of the respondents to appear before the committee to clarify their proposal. This short list shall be prepared after the evaluation committee has reviewed the submitted proposals in accordance with the instructions, proposal requirements, and the following criteria:

Respondents are requested to propose services for Tampa Bay Water in accordance with the instructions and proposal requirements outlined herein. Respondents are further advised that lengthy or wordy submissions are not necessary. Firms are requested to limit responses in areas, and if explanations or answers take less than the limit this will not be considered in a negative light. The desire is for answers to be succinct and direct. Additional information can be provided in an appendix section as necessary.

1. **Professional Excellence: firm and project manager:** Demonstrated competence in the service to be provided and specialized experience of the prime consultant and sub-consultant(s). 30 Points – limit 5 pages (include additional information in appendix if necessary)
   a. Describe your resources for supporting your firm’s qualifications to serve as the Strategic Procurement Advisor for the Project;
   b. List the areas of specialized expertise of the prime consultant, subconsultant(s) and assigned team members.

2. **Qualifications and Experience: Past performance and experience with assisting public sector entities in developing project procurement, implementation and financing strategies within the last five (5) years.** 25 Points – limit 7 pages (include additional information in appendix if necessary)
   a. Provide information on the number of large public infrastructure projects for which your firm has provided Strategic Procurement Advisory services to public sector entities;
   b. Describe your firm’s experience with the full range of financing and project delivery alternatives available to public entities like this agency, including traditional design-bid-build with municipal financing through innovative delivery models like design-build-financing and design-build-finance-operate-maintain;
   c. Provide your firm’s experience in assisting public sector entities in articulating and promoting public policy objectives in delivering large utility projects using innovative project delivery models;
d. Describe your firm’s understanding of current market norms for design/construction risk allocation, knowledge of likely bidders and their strategies, and understanding of current financing markets (i.e. pricing, terms and availability).

3. Project Approach: Proposer’s approach to identifying and implementing the Project requirements as delineated in the Scope of Service. 10 Points
   a. Present your recommended approach to identifying and implementing the requirements of this RFP as delineated in the Scope of Services above.

4. Project Team: Principals to be assigned, education, capability and experience of the Project Manager and other key personnel to be assigned and the estimated effectiveness of the team’s proposed organization and coordination process. 20 Points
   a. Identify key personnel to be assigned, both prime and any sub-consultants and assigned team members, including their years of experience, type of experience and any special expertise;
   b. List percentage of time key personnel will be available to work on the Project; and
   c. Describe your firm’s staffing capability, current workload and an assessment of your firm’s ability to complete assigned work.

5. Hourly Fee Schedule for personnel assigned to this service for the proposed project 10 Points

Minority Business. 5 Points

1. Include proof/certification of minority business as defined by the Florida Small and Minority Business Assistance Act of 1985. If not certified, include statement of submittal status of certification and anticipated approval date or a statement identifying the firm as a minority business, but not in the process of certification. Please note it is our understanding that proof must be from the “Office of Supplier Diversity” on the appropriate form.

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<td>0 Points</td>
<td>0-2 Very Poor</td>
<td>0-4 Very Poor</td>
<td>0-6 Very Poor</td>
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<td>5 Points</td>
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<td>7-12 Poor</td>
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<td>9-10 Outstanding</td>
<td>17-20 Outstanding</td>
<td>25-30 Outstanding</td>
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Deliverables:

1. The Strategic Procurement Advisor shall produce the products and services necessary to meet the Scope of Services detailed in this RFP. Within thirty days of awarding the contract, the agency and the respondent will agree upon specific deliverables and a timetable for their completion. The agency may exercise review and approval functions through its General Manager and/or his designee throughout the Project for the specific deliverables;

2. The Strategic Procurement Advisor shall provide progress reports to the agency every 30 days when tasks are ongoing. The progress reports will include major milestones, Project schedules, progress by task to date, description of the progress, including identification of problems, proposed solutions and revised completion dates if necessary. The progress will also indicate, in percentage form for each task, the amount of work completed and the budget expended to date;

3. The Strategic Procurement Advisor shall participate in meetings with appropriate agencies, member governments, and consultants involved in this Project to facilitate timely coordination of effort, identify and address issues of concern, and share information. The Advisor will be prepared to make presentations to the Board of Directors, member governments, and other stakeholders as directed by the agency’s General Manager.

4. All models, data, products, charts, and other documents, hardcopy and electronic, prepared or assembled by the Strategic Procurement Advisor in connection with the service under this solicitation shall be the property of the agency, and copies and documentation shall be delivered to the agency within 15 working days upon completion of work or upon earlier termination of this agreement.

5. Attached please find a sample of the agency’s standard professional services contract, which the firm will be expected to execute.

The three top-ranked firms together with their proposed hourly fees will be short-listed and presented to Tampa Bay Water's Board of Directors. Staff shall recommend to the Board that the top ranked firm be selected to perform the tasks associated with this Project. Should Tampa Bay Water's representative be unable to complete contract negotiations satisfactorily with the firm determined to be the most qualified under terms which Tampa Bay Water considers to be fair, competitive and reasonable, negotiations with such firm shall be terminated and the authorized Tampa Bay Water representative shall then begin negotiations with the second most qualified firm. Such negotiations shall continue as described above until Tampa Bay Water has exhausted the order of priority directed by the Board. Failing an agreement with such firms, Tampa Bay Water may select additional firms in order of competency and qualifications as indicated in the Proposal evaluation until an agreement is reached or Tampa Bay Water may modify or cancel this RFP, or issue a subsequent Request for Proposals.

DECLARATIONS
Tampa Bay Water will not pay costs incurred by any Firm in the preparation of any Proposal or for appearing before the evaluation committee.

The Firm agrees that upon receipt of the NOTICE OF AWARD, it shall execute and deliver to TAMPA BAY WATER three (3) copies of the Agreement, and the Certificates of Insurance required herein, within 15 days of receipt of the NOTICE OF AWARD.

TAMPA BAY WATER will have an "Acceptance Period" of ninety days during which Firm must hold their proposal open.

Any Proposal may be deemed nonconforming which contains omissions, erasures, alterations, or additions of any kind, or which may be obviously unbalanced, or which in any manner shall fail to conform to the requirements provided for herein.

**COMPLIANCE WITH LAWS, PERMITS**

The successful respondent shall comply with all local, State, and Federal statutes, regulations, directives and orders as applicable to the financial services provided and offered to Tampa Bay Water.

**PUBLIC ENTITY CRIMES STATEMENT**

A person or affiliate who has been placed on the convicted vendor list following a conviction for a public entity crime may not submit a bid on a contract to provide any goods or services to a public entity, may not submit a bid on a contract with a public entity for the construction or repair of a public building or public work, may not submit bids on leases of real property to a public entity, may not be awarded or perform work as a contractor, supplier, subcontractor, or consultant under a contract with any public entity, and may not transact business with any public entity in excess of the threshold amount provided in Section 287.017 Florida Statues, for CATEGORY TWO for a period of 36 months from the date of being placed on the convicted vendor list.

**INSURANCE REQUIREMENTS**

Before starting any service for Tampa Bay Water, the successful respondent shall procure and maintain the insurance of the types and limits noted in the attached contract.
INSTRUCTIONS TO FIRMS

The Firm’s Proposal must be submitted in accordance with these instructions. Failure to follow these instructions will be cause for rejection of the Proposal. Hourly rates must be provided for each position classification on the FEE SCHEDULE form included herein.

Tampa Bay Water will expect the Services to begin as soon as practicable after the successful selection of the Firm. It is anticipated that the agency will follow a preliminary schedule for this project as noted below.

(1) Use external experts (other owners, regulators, academics) to confirm criteria and evaluate proposals

As Needed Additional Services

The Agency may desire other services. The hourly rates for such additional services would utilize the hourly rates provided in this RFQ during the term of this contract. Therefore, such hourly rates provided in the FEE SCHEDULE shall serve as the fee basis for any such "as-needed" consulting
services agreed upon between the Agency and the selected Firm. Additional quotes for scope and fee will be requested at that time for any additional services and are not expected to be within the current Task Assignments to be issued as a result of this RFP.

Assurances

Provide a statement of assurance to the effect that your firm is not currently in violation of any regulatory rules and regulations that may have an impact on your firm’s operations. Describe any past, pending or threatened litigation or regulatory action resulting from services provided by the respondent which pertains to any issue where auditing services were provided. Also, indicate whether the respondent has ever filed for bankruptcy and describe the circumstances.

Disclosure and Format

All proposals must be submitted with the following representations and certifications regarding the proposal:

1. The response has been prepared independently without consultation or communication with any other respondent.

2. The person signing on behalf of the respondent is the person responsible, within such firm or company, and authorized to sign such proposal.

3. The firm or company is not currently in violation of any Federal, State or local statute or regulation having an adverse impact on the firm’s operations or ability to provide the Services sought by Tampa Bay Water through this RFP.

The respondent must disclose any potential conflict of interest which would adversely affect the respondent’s ability to provide fair, loyal and competitive services to Tampa Bay Water. Such disclosures shall include, but not be limited to the respondent’s contractual obligations, property interests or clientele relationship or the property interests, contractual obligations or relationships of the respondent’s principals, officers, directors, employees or agents which are directly or indirectly related to Tampa Bay Water and its operations. Also, identify any and all contractual relationships with any of our member governments and characterize any potential conflicts of interest that could arise from such relationship.
Signatures

The Proposal must be signed by an individual with authority to sign on behalf of the firm. If signature is by an agent, other than an officer of the corporation or a member of a partnership, a notarized power-of-attorney must accompany the Proposal.
FEE SCHEDULE  (To be completed and submitted with Proposal)

Hourly Fees Per Key Project Staff:

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<th>Rate per Hour</th>
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<td>Partner, Director or Senior Management</td>
<td>$_____________</td>
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<tr>
<td>Senior Staff</td>
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<td>Junior Staff</td>
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<tr>
<td>Other Staff Costs</td>
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<td>Other Costs (describe)</td>
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Fee schedule and cost must be consistent with the adopted policy for services. Please read the appropriate attached policy and provide fee estimates consistent with the expense policy.
WITNESSES:

______________________________________________________________________________

(CONSULTANT)

______________________________________________________________________________

Signature                  Signature

______________________________________________________________________________

Print Name                  Title

______________________________________________________________________________

Signature                  Date

______________________________________________________________________________

Print Name                  (SEAL)
CONTRACT FORMS

(will attach our standard agreement, expense policy, insurance form)
EXAMPLE TASK AUTHORIZATION LETTER

Under the terms of your contract as consultant to Tampa Bay Water, you are authorized to provide the following services to the Tampa Bay Water:

SCOPE OF SERVICES:

A purchase order for these services is attached. As agreed upon, the fee for these services shall not exceed $________.

The work shall commence on (date)_______________ and shall be completed no later than (date).

Very truly yours,

Koni M. Cassini

Director of Finance & Administration