

**RESOLUTION NO. 2974**

**A RESOLUTION OF THE CITY OF WILSONVILLE AUTHORIZING THE CITY MANAGER TO EXECUTE THE THIRD AMENDMENT OF OPERATIONS AND MAINTENANCE CONTRACT BETWEEN THE CITY OF WILSONVILLE, TUALATIN VALLEY WATER DISTRICT, AND VEOLIA WATER NORTH AMERICA – WEST, LLC FOR THE WILLAMETTE RIVER WATER TREATMENT PLANT.**

WHEREAS, the construction of the Willamette River Water Treatment Plant was completed and started producing potable water in April, 2002; and

WHEREAS, it is in the interest of the City and its water customers to have the Willamette River Water Treatment Plant staffed by personnel who have the appropriate experience to operate such a facility; and

WHEREAS, it is in the interest of the City and its water customers to have national experts available if and/or when needed to provide advice, oversight, and assistance in the operation of the Willamette River Water Treatment Plant; and

WHEREAS, Veolia Water North America - West, LLC, a firm with extensive national and international experience in water and wastewater treatment, was selected as the best qualified to perform the desired services for operation of the Willamette River Water Treatment Plant; and

WHEREAS, the continuity of operations of the water plant is necessary while work associated with the Raw Water Intake Facility and the 20 MGD Expansion projects are occurring over the next several years; and

WHEREAS, it is in the best interest of the City to have Veolia Water North America-West, LLC to continue to provide services while this work is taking place at the water plant; and

WHEREAS, a detailed description of the desired services and associated costs is contained in a comprehensive contract document, and incorporated by reference as if fully set forth herein; and

WHEREAS, said contract for the continuing services of Veolia Water North America - West, LLC to operate the Willamette River Water Treatment Plant at an estimated annual cost for Fiscal Year 2022/2023 of approximately \$2,697,187; and

WHEREAS, said contract contains provisions to protect public health and safety by assuring the Willamette River Water Treatment Plant is operated in a manner that achieves potable water of a quality that meets standards even stricter than required by federal and state drinking water regulations; and

WHEREAS, the Tualatin Valley Water District Board's General Manager will also executed said contract on behalf of the Tualatin Valley Water District as co-owner of the Willamette Water Treatment Plant;

NOW, THEREFORE, THE CITY OF WILSONVILLE RESOLVES AS FOLLOWS:

1. The Wilsonville City Council hereby authorizes the City Manager to enter into and execute, on behalf of the City of Wilsonville, the Third Amendment to Operation and Maintenance Contract with Veolia Water North American-West., LLC.
2. EFFECTIVE DATE OF RESOLUTION.

This resolution becomes effective upon adoption.

ADOPTED by the Wilsonville City Council at a regular meeting thereof this 16<sup>TH</sup> day of May 2022, and filed with the Wilsonville City Recorder this date.

DocuSigned by:  
*Julie Fitzgerald*  
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Julie Fitzgerald, Mayor

ATTEST:

DocuSigned by:  
*Kimberly Veliz*  
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Kimberly Veliz, City Recorder, CMC

SUMMARY OF VOTES:

Mayor Fitzgerald	Yes
Council President Akervall	Yes
Councilor Lehan	Yes
Councilor West	Yes
Councilor Linville	Yes

EXHIBIT:

A. Third Amendment Operations and Maintenance Contract

THIRD AMENDMENT TO OPERATION AND MAINTENANCE CONTRACT  
BETWEEN THE CITY OF WILSONVILLE, TUALATIN VALLEY WATER DISTRICT,  
AND VEOLIA WATER NORTH AMERICA–WEST, LLC

This Third Amendment to Operation and Maintenance Contract (“Third Amendment”) is entered into between the **City of Wilsonville**, a municipal corporation of the State of Oregon (“the City”), **Tualatin Valley Water District**, an Oregon domestic water supply district pursuant to ORS Chapter 264 (“the District”), and **Veolia Water North America–West, LLC**, a Delaware limited liability company (“Veolia”), effective the 1<sup>st</sup> day of July 2022. The City, the District, and Veolia may be referred to individually herein as a “Party” or collectively as the “Parties.”

RECITALS

WHEREAS, on or about July 1, 2012, the Parties entered into an Operation and Maintenance Contract (“Contract”) regarding the Willamette River Water Treatment Plant (“Facility”), wherein the City and the District (the “Owners”) appointed Veolia as “Operator” of the Facility; and

WHEREAS, on or about July 1, 2017, the Parties entered into a First Amendment to the Contract to extend the Contract Term; and

WHEREAS, on or about July 1, 2019, the Parties entered into a Second Amendment to the Contract to designate a new Consumer Price Index for the CPI Adjustment; and

WHEREAS, continuity of operation of the plant is necessary while work associated with the Raw Water Facility and the 20 MGD water plant expansion are occurring;

NOW, THEREFORE, in consideration of these mutual promises and the terms and conditions set forth herein, the parties agree as follows:

AGREEMENT

The Contract is amended as follows:

**Section 1. Term**

The term of the Contract is extended to June 30, 2027.

**Section 2. Counterparts**

This Third Amendment may be executed in one or more counterparts, each of which shall constitute an original instrument but all of which together shall constitute one and the same instrument.

**Section 3. All Other Terms**

All of the other terms and conditions of the Contract, the exhibits attached thereto, and the First and Second Amendments shall remain in full force and effect as therein written. Unless otherwise defined herein, the defined terms of the Contract shall apply to this Third Amendment.

The Parties hereby agree to all provisions of this Third Amendment.

IN WITNESS WHEREOF, the undersigned Parties have duly executed this Third Amendment by and through their duly authorized representatives.

**OWNER:**

CITY OF WILSONVILLE

By: \_\_\_\_\_

Bryan Cosgrove

Title: City Manager

**OPERATOR:**

VEOLIA WATER NORTH AMERICA–WEST, LLC

By: \_\_\_\_\_

Keith Oldewurtel

Title: Chief Operating Officer,  
Municipal Water – Contract Operations

APPROVED AS TO FORM:

\_\_\_\_\_  
Ryan Adams, Assistant City Attorney

**OWNER:**

TUALATIN VALLEY WATER DISTRICT

By: \_\_\_\_\_

Tom Hickmann, P.E.

Title: Chief Executive Officer

APPROVED AS TO FORM:

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Clark Balfour, General Counsel