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APPENDIX 10

Key Personnel and Approved Subcontractors



10.1 PURPOSE

The purpose of this Appendix is to identify: (a) the Key Personnel proposed to be used by the Company in performing the Design-Build Work; (b) those Subcontractors that Stanislaus Regional Water Authority (SRWA) has approved for use by the Company in performing the Design-Build Work; and (c) the Local Employment and Contractor Outreach Plan to be implemented by the Company.

10.2 KEY PERSONNEL

As referenced in subsections 4.19(C) (SRWA Rights with Respect to Key Personnel and Significant Subcontractors) and 10.9(A) (Use of Subcontractors and Key Personnel) of the Contract, certain key management and supervisory personnel were proposed and shall be used by the Company in connection with the performance of the Design-Build Work. Such Key Personnel are identified in Attachment 10A to this Appendix. At a minimum, the Key Personnel shall include (equivalent titles/functions may be used):

- Company Senior Supervisors (one or more corporate officials of the Company and the Guarantor with senior supervisory responsibility for the Project and the performance of this Contract)
- Project Manager
- Design Manager
- Lead Engineer(s) for each major design discipline (Civil, Process Mechanical, Architectural, Structural, Electrical, and Instrumentation and Controls, at a minimum)
- Lead Geotechnical Engineer
- Construction Manager
- Construction Superintendent
- Mechanical Superintendent
- Electrical Superintendent
- Other Key Construction Superintendent(s)
- Quality Assurance and Quality Control (QA/QC) Manager(s) (Design and Construction)
- Start-Up and Testing Manager
- Permitting Lead
- Safety Manager

The Company acknowledges that it shall make each of the identified Key Personnel available during the performance of the Design-Build Work, as applicable, for the percentage of time specified in Attachment 10A to this Appendix. Any change in the Key Personnel shall be subject to review and approval of the SRWA in accordance with subsections 4.19(C) (SRWA Rights with Respect to Key

Personnel and Significant Subcontractors) and 10.9(A) (Use of Subcontractors and Key Personnel) of the Design-Build Contract (Contract) and reflected in a Contract Administration Memorandum.

10.3 APPROVED SUBCONTRACTORS

Attachment 10B to this Appendix contains the list of Subcontractors, including those specifically identified as Significant Subcontractors (i.e., representing 5 percent or more of the Design-Build Price), that the SRWA has approved as of the Contract Date, and the Company is permitted to engage for the performance of the Design-Build Work. Additional Subcontractors may also be subsequently identified and used to perform the Design-Build Work as provided below and in accordance with Section 10.11 (Significant Subcontracts) of the Contract.

At any time during the Term, as applicable, the Company may request the SRWA to update the list of approved Subcontractors. The SRWA shall have the right to review and consent to any requested change of a Significant Subcontractor or any new Significant Subcontractor in accordance with the provisions of Section 10.11 (Significant Subcontracts) of the Contract.

10.4 LOCAL EMPLOYMENT AND CONTRACTOR OUTREACH PLAN

Attachment 10C to this Appendix contains the Local Employment and Contractor Outreach Plan. The Company shall comply with and implement this plan in an effort to employ workers and retain Subcontractors within Merced, San Joaquin, and Stanislaus Counties.

ATTACHMENT 10A

Key Personnel

Table 10A-1. Key Personnel and Commitment Levels

| Key Personnel Name | Project Title/Role | Project Phase | | | | |
|---|--|---------------|--------|--------------|-----------------|------------------|
| | | Permitting | Design | Construction | Startup-Testing | Other/Management |
| Theodoros (Ted) Michaelidis, STSC, DBIA | Design-Build Project Manager | 50% | 100% | 100% | 100% | 100% |
| Doug Cayko, PE | Design Manager | 100% | 100% | 50% | 50% | 50% |
| Dennis Nelson | Design-Build Director | 10% | 25% | 25% | 20% | 0% |
| Jason Curl | Treatment Process Lead | 5% | 25% | 10% | 25% | 0% |
| Michael Randall | Lead Engineer - Conveyance | 100% | 100% | 50% | 50% | 0% |
| Kristian Benson | Preconstruction Lead | 0% | 50% | 0% | 0% | 0% |
| TBD ^(a) | Construction Manager/Plant Superintendent | 0% | 20% | 100% | 5% | 0% |
| Nick Kebbas | Construction Manager – Plant (subcontractor) | 0% | 20% | 100% | 50% | 0% |
| TBD ^(a) | Pipeline Superintendent | 0% | 20% | 50% | 50% | 0% |
| Randy Buckman | Conveyance Project Manager (subcontractor) | 0% | 20% | 50% | 50% | 0% |
| Lou Riethmann, PE | QA/QC Manager | 10% | 25% | 50% | 20% | 0% |
| David Grigsby, PE | Lead Engineer - Plant | 5% | 100% | 50% | 10% | 0% |
| Ashley Currey, PE | Start-Up and Testing Manager | 10% | 25% | 25% | 100% | 0% |
| Matt Franck | Permitting Manager | 75% | 10% | 10% | 0% | 0% |
| Kelly Roberts | Safety Manager | 5% | 5% | 80% | 10% | 5% |
| Michelle Green | Project Sponsor | 10% | 10% | 10% | 10% | 10% |

(a) Company shall submit resume for SRWA review and approval of key personnel not identified at time of DB Contract execution.

ATTACHMENT 10B

Approved Subcontractors

List of Significant Subcontractors^(a)

| Company | Contact | Phone Number | Email | Website |
|----------------------------|---------------|----------------|-----------------------------|---|
| C. Overaa & Co. | Nick Kebbas | (510) 234-0926 | nickk@overaa.com | https://www.overaa.com/ |
| Mountain Cascade, Inc. | Randy Buckman | (925) 373-8370 | RandyB@mountaincascade.com | https://mountaincascade.com/ |
| San Joaquin Electric, Inc. | Wade Johnson | (209) 952-9980 | wade@sanjoaquinelectric.com | https://www.sanjoaquinelectric.com/ |

(a) A Significant Subcontractor is defined as a subcontractor representing 5 percent or more of the Design-Build Price.

ATTACHMENT 10C

Local Employment and Contractor Outreach Plan

LOCAL EMPLOYMENT AND CONTRACTOR OUTREACH PLAN

To increase local participation, the Company's outreach efforts have continued during the proposal development phase. To reach a broad audience, the Company advertised bidding opportunities for the Project with a publication in local newspapers and business publications. The Company will continue to announce bidding opportunities to the public through these local newspapers and business publications. These publications include:

- Local Newspapers:
 - Stockton Record
 - Modesto Bee
 - Hughson Chronicle & Denair Dispatch
 - Ceres Courier
 - Turlock Journal
- Local Business Associations:
 - Stanislaus County and City of Modesto Black Chamber of Commerce
 - Central Valley Hispanic Chamber of Commerce
 - Western Regional Minority Supplier Development Council
- Small Business Administration (Regional Office)
- Minority Business Development Agency (MBDA)
- Trade & Focus Paper
 - The Daily Reporter Newspaper
 - Golden State Plan Service News
- Small Business Development Center (SBDC)

The Company will also directly contact local contractors and suppliers, and hold informational open-house workshop(s) in Merced, San Joaquin, and Stanislaus counties to explain the project and the opportunities for participation.

In addition, the Company will identify additional bid packaging opportunities to increase local involvement as the work scope is refined. The Company will provide the SRWA and other stakeholders with reports on the level of local participation within the Project through monthly progress reports defining current local contractor utilization and quarterly/annual reports defining the Project's local contractor utilization successes.

The Company will monitor local contractor utilization against individual contract performance and company regional performance. Strategies, discussions, and training are all essential tools used to keep programs focused on attaining Project requirements.