EXHIBIT A

City of Rapid City
Professional Services and Equipment Maintenance for Water Reclamation Supervisory Control and Data Acquisition (SCADA) System Support Professional Services Agreement

Introduction

This agreement consists of providing professional services related to the ongoing maintenance and enhancement of software, hardware, and communication components that comprise the monitoring systems of City of Rapid City (City) facilities used in the collection and treatment of wastewater.

Currently, the City has in operation a SCADA Software system that incorporates the Water Reclamation Facility (WRF) and sewage lift stations located in and around the City of Rapid City. The SCADA Software (Trihedral LTD VTSCADA) requires ongoing maintenance to remain efficient and secure in the changing climate of operating systems (such as Microsoft Windows) and communication network technologies.

In conjunction with the SCADA software the WRF and lift stations owned and operated by the City contain Programmable Logic Controllers (PLC's), Operator Interface Terminals (OIT's) and a broad range of instruments and sensors. These devices are susceptible to failure from age, damage, and accuracy drift. When failures occur, the exact source of the problem must be determined and appropriate action taken, often in a very short amount of time to prevent further catastrophic failures or violations of permits issued by governing agencies.

The entire Water Reclamation SCADA system relies on a variety or communication methods to effectively control processes, record historical data, and to alert City staff of problems in the system. These communication methods include radio, cellular, fiber optic, and telecommunication networks. The software, hardware, communication, and instrumentation components that make up the Water Reclamation SCADA System are varied and require specific working knowledge to effectively troubleshoot or expand their capabilities as process improvements become necessary.

Scope of Services

On Site Services

When requested by the City, Dakota Pump, Inc. (DPI) shall visit a site as specified by the City.
On site services may include:

- PLC and OIT programming, troubleshooting, or modification.
- Communication device troubleshooting, programming, and installation.
- Instrumentation service, calibration, troubleshooting, and replacement.
  - Instrumentation (instruments) refers to level, pressure, and temperature sensors. The term(s) may also include limit switches, analyzers, flow
meters, or gas detection systems. Any device that provides feedback to a PLC or the SCADA system may be defined in this manner. Installation or repair of instruments may require mechanical work including, but not limited to, pipe fitting, welding, painting, etc.

Remote Services

When possible and prudent, DPI shall make use of remote access capabilities already in place. Remote services may be used to:
- Determine the cause of a specific problem or condition.
- Make programming modifications.
- Troubleshoot instruments in cooperation with City technicians or staff
- Perform software updates.
Remote services are not always adequate or safe to perform. When this is the case, DPI shall inform the City that a site visit is recommended or required.

Consulting Services

When requested by the City, DPI will provide recommendations on upcoming or ongoing City projects that require specifying, sourcing, or implementation of SCADA equipment and services. Consulting may include:
- Review and comment on specifications submitted to the City by a third party
- Drafting of technical specifications for SCADA software, hardware, or communications.
- Software subscription management.

Integration Services

The City may require integration of new systems or facilities into the WRF or collection system SCADA systems. DPI shall provide the professional services and hardware as necessary to integrate these new systems into the applicable SCADA system.

Service Request Procedure

Services provided under this agreement shall be requested by the City in one of two ways:

Requests for On-Call and Remote Services

These services will be requested by the Water Reclamation staff to meet an emergency or preventive maintenance need. On Call Requests will normally include trouble shooting and or repair of existing software and related hardware. Work may be conducted remotely or directly onsite as the situation warrants. Request for these services will be made in an informal manner such as via a phone call or e-mail. A Water Reclamation staff member will contact the designated DPI representative, the issue will be discussed and defined to the extent possible and a schedule and a course of action to address the issue will be agreed to by the City and DPI representatives. The agreed to
schedule and course of action will be documented by the Water Reclamation Staff member via an e-mail or text to the DPI representative. On Call Services shall be provided at the rates for equipment and personnel as provided on Schedule C of this agreement. On call response times shall conform to the following:

**Phone support calls.** DPI shall provide the City with a list of contact numbers. A response shall be made to the call within (1) hour.

**Remote System Support.** City equipment connected to the internet and enabled with DPI”s Log Me In(R) utility (remote access system) can be accessed by DPI technicians from smart phones, tablets, and PC’s. The City shall indicate at the time of the call if they require immediate action from DPI. If immediate action is requested, DPI shall provide remote access support to the extent possible within (2) hours. For non-critical requests, remote access services will be scheduled as the situation warrants and at a time convenient for both the City and DPI.

**Request for Proposals for Consulting and Integration Services**

A Requests for Proposal (RFP) shall be used for more formal services provided under this agreement. Requests for Proposals will normally include, but not be limited to, consulting and integration services. To begin the RFP process the City shall issue a request in the form of a letter or e-mail to DPI outlining the services requested.

DPI will submit a proposal to the City to provide the services requested. However, prior to issuance of the proposal from DPI there may be consultation between DPI and the City to assist in clarifying the services needed and the scope of work to be provided.

Once the scope of services is defined, to the extent possible, DPI shall submit a proposal identifying the scope of services to be provided and the cost and schedule to provide the services. If the City accepts the proposal provided the City will issue a Notice to Proceed authorizing DPI to conduct the work.

Services provided under the Request for Proposal process shall be provided at the rates for equipment and personnel as listed on Schedule C of this agreement to the extent practical. Changes to the scope, cost, or schedule for work or services provided under a Request for Proposal shall be agreed to by both the City and DPI prior to the revised work or service being conducted.
EXHIBIT B

City of Rapid City
Professional Services and Equipment Maintenance for Water Reclamation
Supervisory Control and Data Acquisition (SCADA) System Support
Professional Services Agreement

Services for the Water Reclamation SCADA System Professional Services Agreement will be provided in accordance with Exhibit A. Items will be billed as requested by the City of Rapid City at the rates provided in Exhibit C. Total project cost billed under this agreement shall not exceed $50,000.00.
EXHIBIT C

City of Rapid City
Professional Services and Equipment Maintenance for Water Reclamation
Supervisory Control and Data Acquisition (SCADA) System Support
Professional Services Agreement

SERVICE RATES

Professional Services

Controls/Automation Engineer Services

Water and Wastewater Systems Services

Tools and Equipment
**Professional Services**

- $150.00/Hr  PE Stamped - Professional Engineered Services
- $135.00/Hr  Professional Engineered Services
- Cost + 10%  Sub consultant Services

**Controls/Automation Engineer Services**

On Site Services

- $120.00/Hr  Control Engineer Service
- $100.00/Hr  Control Technician

Off Site/ Remote Services

- Phone Support and Remote system access services- Minimum $15.00 charge for phone support and then billed at hourly rate.

**Water and Wastewater Systems Services**

- $90.00/Hr  Service Technician (Pumps and Valve Systems, or other Mechanical Systems)
- $150.00/Hr  Permit-Required Confined Space Entry for each employee entering the space. A minimum of (1) additional DPI support person shall be on site at a rate of $100.00/hr.

**Tools and Equipment**

All tools, including software, computers, vehicles, etc. owned and in regular use by DPI are included in the rates noted. Any rented or leased item shall be billed at Cost + 10%. Rented equipment may include man lifts, instrument calibration equipment, or other special tools not owned or regularly used by Dakota Pump Inc.

Standard Hourly Rates apply between 7:00 AM and 5:30PM Monday-Friday. Nights and weekends are billed at 1.5X Hourly Rates. Holidays are billed at 2X Hourly Rates. Rates may be renegotiated (1) time during the term of the contract if necessary.