



ERIE COUNTY WATER AUTHORITY
INTEROFFICE MEMORANDUM

July 13, 2021

To: Terrence D. McCracken, Secretary to the Authority

From: Clayton Johnson, Production Engineer *CJJ*

Subject: Gas Detection Equipment and Maintenance Program
ECWA Project No. 201900173
Amendment No. 2

The Erie County Water Authority (the "Authority") awarded a contract to Industrial Scientific Corporation ("ISC") at its meeting on July 16, 2020. ISC owns, supplies and maintains gas detection equipment used at the Authority's water treatment plants and in the field by the Authority's work crews. Gas detection equipment is an invaluable tool used by our employees when entering confined spaces. The equipment protects our employees from being exposed to toxic gases. Treatment, Production, Meter Shop and Line Maintenance employees use the gas detection equipment when accessing confined spaces daily.

The Authority advertised a Request for Proposals (RFP) for a new gas detection and monitoring program in an effort to competitively bid alternative programs. Bids were received from five vendors in May 2021. Authority staff are currently reviewing the vendor proposals and will have a selection by the end of July 2021. Once the selection is made, it will take a few months to award/execute the new contract and procure/get trained on the new equipment. Due to the critical nature of this equipment, the ISC Agreement will need to be extended until the new contract can be executed and the new equipment can be procured.

Following the award at its July 16, 2020, the Board approved Amendment No. 1 to the Agreement at the December 3, 2020 Board meeting due to issues related to Industrial Scientific's status as a corporation registered to do business in New York State. The Amendment did not extend the original term of the Agreement beyond July 16, 2021.

The Legal Department has prepared Amendment No. 2 to the Agreement to extend the current contract from July 16, 2021 through December 31, 2021. The Authority will implement the new program so that there is no overlap with the current program; if a different vendor is selected from the submitted proposals. The Amendment includes a clause, allowing for termination by the Authority, upon thirty days written notice to ISC.

Attached please find the following documents:

1. ECWA Authorization Form.
2. Three original copies of Amendment No. 2 for execution by ECWA Chairman.

Budget Information:

- Unit No. 8010 Human Resources
- O&M Item No. 27-Safety Equipment

CJJ:jmf

Attachment

cc: R.Stoll

L. Kowalski

M.Wymer

D.Patton

L.Lester

M.Lewkowitz

ECWA-322-1901-X-012

ERIE COUNTY WATER AUTHORITY
 AUTHORIZATION FORM
 For Approval/Execution of Documents
 (check which apply)

Contract: _____ **Project No.:** 201900173
Project Description: Gas Detection Equipment and Maintenance Program

Item Description:








Agreement Professional Service Contract Amendment Change Order
 BCD NYSDOT Agreement Contract Documents Addendum
 Recommendation for Award of Contract Recommendation to Reject Bids
 Request for Proposals
 Other _____

Action Requested:


Board Authorization to Execute Legal Approval
 Board Authorization to Award Execution by the Chairman
 Board Authorization to Advertise for Bids Execution by the Secretary to the Authority
 Board Authorization to Solicit Request for Proposals
 Other _____

Approvals Needed:

APPROVED AS TO CONTENT:

<input checked="" type="checkbox"/> Sr Production Engineer	<u></u>	Date: <u>7/14/21</u>
<input checked="" type="checkbox"/> Chief Operating Officer	<u></u>	Date: <u>7/14/2021</u>
<input checked="" type="checkbox"/> Executive Engineer	<u></u>	Date: <u>07/14/2021</u>
<input checked="" type="checkbox"/> Director of Administration	<u></u>	Date: <u>07/14/2021</u>
<input checked="" type="checkbox"/> Risk Manager	<u></u>	Date: <u>07/14/2021</u>
<input checked="" type="checkbox"/> Chief Financial Officer	<u></u>	Date: <u>07/14/2021</u>
<input checked="" type="checkbox"/> Legal	<u></u>	Date: <u>7-14-2021</u>

APPROVED FOR BOARD RESOLUTION:

Secretary to the Authority  Date: 07/14/21

Remarks: _____

Resolution Date: _____ **Item No:** _____

**AMENDMENT NO. 2
EQUIPMENT AND SERVICE AGREEMENT
FOR GAS DETECTION EQUIPMENT AND MAINTENANCE PROGRAM**

AMENDMENT, effective July 22, 2021 (“Amendment No. 2”), to the Equipment and Service Agreement for Gas Detection Equipment and Maintenance Program (Project No. 201900173), effective on the 16th day of July 2020, by and between:

ERIE COUNTY WATER AUTHORITY
295 Main Street, Room 350
Buffalo, New York 14203

hereinafter referred to as the “Authority,” and

INDUSTRIAL SCIENTIFIC CORPORATION
1 Life Way
Pittsburgh, Pennsylvania 15205

hereinafter referred to as the “Vendor.”

WHEREAS, on July 16, 2020, the Authority’s Board of Commissioners (the “Board”) approved a resolution for the Authority and the Vendor to enter into an Agreement for the use, monitoring and maintenance of gas detection devices and related equipment, hardware and software (the “Agreement”), upon such terms and conditions as would be finalized and negotiated by the Authority’s General Counsel; and

WHEREAS, on December 3, 2020, the Board approved Amendment No. 1 to the Agreement with an effective date of December 1, 2020; and

WHEREAS, based on the recommendation of the Authority’s Chief Operating Officer and Executive Engineer, the Authority seeks to amend the Agreement to extend the term of the Agreement until December 31, 2021;

WHEREAS, in accordance with paragraph 5.02 of the Agreement, no modification or variation from the terms of the Agreement shall be effective unless it is in writing and authorized by a resolution of the Board and signed by all parties;

NOW, THEREFORE, in consideration of the mutual promises set forth herein, the parties agree to the following:

- (1) Paragraph 2.01 of the Agreement is modified to state that the term of the Agreement began on July 16, 2020 and continues until December 31, 2021.

- (2) Article VII of the Agreement is modified to replace Paragraph 7.03 with the following two paragraphs:

7.03 The Parties agree that this Agreement may be terminated by the Authority upon thirty (30) days written notice to the Vendor.

7.04 Upon termination or expiration of this Agreement: (a) the Vendor will have no further obligations to the Authority; and (b) the Authority will return at its sole cost, all equipment to the Vendor within thirty (30) days.

- (3) The parties agree all other terms and conditions of the Agreement shall remain without change or amendment, including the monthly subscription fee of \$2,444.83 as set forth in Paragraph 4.01 of the Agreement.
- (4) This Amendment may be executed in counterparts, each of which is deemed an original, but all of which together are deemed to be one and the same agreement.

IN WITNESS WHERETO, the parties hereto have caused this Amendment No. 2 to be signed by their respective duly constituted officers, attested and sealed pursuant to proper authority.

ERIE COUNTY WATER AUTHORITY

By _____
Jerome D. Schad, Chair

INDUSTRIAL SCIENTIFIC CORPORATION

By _____
Garth F. Miller, Vice President
Consumer Operations

STATE OF NEW YORK)
COUNTY OF ERIE) ss:

On the _____ day of _____, in the year 2021, before me personally came Jerome D. Schad, to me known, who, being by me duly sworn, did depose and say that he resides in Amherst, New York, that he is the Chair of the Board of Commissioners for the Erie County Water Authority described in the above instrument; and that he signed his name thereto by order of the Board of Commissioners.

Notary Public

STATE OF PENNSYLVANIA)
COUNTY OF ALLEGHENY) ss:

On the _____ day of _____, in the year 2021, before me personally came Garth F. Miller, to me known, who, being by me duly sworn, did depose and say that he resides in Pittsburgh, Pennsylvania, that he is the Vice President Consumer Operation of the Corporation described in the above instrument; and that he signed his name thereto by order of the Board of Directors of said Corporation.

Notary Public