

\$18,570,000
CERTIFICATES OF PARTICIPATION
(2016 Financing Project)
Evidencing the Direct, Undivided Fractional Interests of the
Owners Thereof in Installment Payments to be Made by the
MID-PENINSULA WATER DISTRICT
(San Mateo County, California)
As the Purchase Price for Certain Property Pursuant to an
Installment Sale Agreement with the
Public Property Financing Corporation of California

REQUISITION NO. 110
TOTALING \$842,403.31
FOR DISBURSEMENT FROM PROJECT FUND

The undersigned hereby states and certifies:

(i) that the undersigned is the duly appointed, qualified and acting General Manager of the Mid-Peninsula Water District, a water district duly organized and existing under the laws of the Constitution and laws of the State of California (the "District"), and as such, is familiar with the facts herein certified and is authorized to certify the same on behalf of the District;

(ii) that the undersigned is duly designated as a "District Representative" of the District, as such term is defined in that certain Trust Agreement, dated as of December 1, 2016 (the "Trust Agreement"), by and among The Bank of New York Mellon Trust Company, N.A., as trustee (the "Trustee"), Public Property Financing Corporation of California (the "Corporation") and the District;

(iii) that pursuant to Section 3.02 of the Trust Agreement, the Trustee is hereby requested to disburse this date, from the Project Fund established under the Trust Agreement (the "Project Fund"), to the payees designated on Exhibit A attached hereto and by this reference incorporated herein, at the addresses set forth below such payee's name, the sum set forth opposite such payee, for payment or reimbursement of the Project Costs described in this Requisition;

(iv) that each obligation mentioned on the attached Exhibit A is a proper charge against the Project Fund and has not previously been disbursed by the Trustee from amounts in the Project Fund, and no amount set forth in this requisition has been included in any requisition requesting disbursement previously filed with the Trustee pursuant to Section 3.02 of the Trust Agreement;

(v) that said obligations are required to be disbursed pursuant to a contract entered into by or on behalf of the Corporation or the District, or were necessarily and reasonably

incurred, and that said amounts are not being paid in advance of the time, if any, fixed for payment;

(vi) that all conditions precedent set forth in the Installment Sale Agreement and that there has been compliance with Section 5.09 of the Installment Sale Agreement relating to the private business use limitation and the private loan limitation;

(vii) that the amount of such disbursement set forth on Exhibit A is for a Project Cost;

(viii) that the account within the Project Fund from which such disbursement is to be drawn is set forth on Exhibit A hereto;

(ix) that each obligation is accompanied by a bill or statement of account supporting such disbursement;

(x) that the amount remaining in the Project Fund, together with interest earnings thereon or deposited therein, will, after payment of the amount set forth in the requisition requesting disbursement, be sufficient to pay all remaining Project Costs as estimated; and

(xi) that capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Trust Agreement.

Dated: March 6, 2024

MID-PENINSULA WATER DISTRICT

By


Kathryn L Wuelfing,
General Manager

EXHIBIT A

**REQUISITION NO. 110
TOTALING \$842,403.31
PROJECT COSTS DISBURSEMENTS
March 6, 2024**

<u>Payee Name and Address</u>	<u>Purpose of Obligation</u>	<u>Amount</u>
1. Pakpour Consulting Group	Professional Engineering Services – 1/1 thru 1/31/2024 Invoice 4339 20-07 Harbor Blvd WMR	<u>\$9,737.76</u>
	PAYEE #1 DUE	<u>\$9,737.76</u>
2. C2R Engineering, Inc.	Progress Payment #8 1/1/24 thru 1/31/24 20-07 Harbor Blvd WMR Invoice No. C6015	\$98,134.05
	Progress Payment #3 1/1/24 thru 1/31/24 05-1621-CP Old Cnty Rd WMR Invoice No. C6013	<u>\$679,221.43</u>
	PAYEE #2 DUE	<u>\$777,355.48</u>
3. 4LEAF, Inc.	Construction Mgmnt/Inspection 1/1/24 thru 1/31/23 05-1621-CP Old Cnty. Rd WMR Invoice No. J3676-04G	<u>\$55,310.07</u>
	PAYEE #3 DUE	<u>\$55,310.07</u>
	TOTAL	\$842,403.31

Invoice Number

10012.11 Development Review

Professional Personnel	Hours	Rate	Amount
Joubin Pakpour, PE - District Engineer	5.50	\$ 250.00	\$ 1,375.00
Kurt Wurnitsch, PE - Senior Engineer	14.25	\$ 215.00	\$ 3,063.75
Direct Cost Multiplier		5%	\$ 221.94
Project Total:			\$ 4,660.69

10012.22 Old County Road Improvements

District Capital Improvement Program Project No. 15-75

Professional Personnel	Hours	Rate	Amount
Joubin Pakpour, PE - District Engineer	2.50	\$ 250.00	\$ 625.00
Kurt Wurnitsch, PE - Senior Engineer	21.25	\$ 215.00	\$ 4,568.75
Direct Cost Multiplier		5%	\$ 259.69
Project Total:			\$ 5,453.44

10012.27 Transmission Main Assessment

Professional Personnel	Hours	Rate	Amount
William Lai, PE - Associate Engineer	3.25	\$ 195.00	\$ 633.75
David Dong - Project Designer	0.50	\$ 165.00	\$ 82.50
Direct Cost Multiplier		5%	\$ 35.81
Project Total:			\$ 752.06

10012.28 Harbor Blvd Water Main Improvements

District Capital Improvement Program Project No. 20-07

Professional Personnel	Hours	Rate	Amount
Joubin Pakpour, PE - District Engineer	3.75	\$ 250.00	\$ 937.50
Feraydoon Farsi, EIT - Associate Engineer	49.50	\$ 195.00	\$ 9,652.50
David Dong - Project Designer	4.50	\$ 165.00	\$ 742.50
Direct Cost Multiplier		5%	\$ 566.63
V&A Consulting Engineering - Corrosion			\$ 22,162.53
Project Total:			\$ 34,061.66

oh to psm
mm 3/5/24

20-07

10012.29 Dekoven, Newlands, Oak Knoll Water Main Improvements

District Capital Improvement Program Project Nos. 15-09, 15-19

Professional Personnel	Hours	Rate	Amount
Feraydoon Farsi, EIT - Associate Engineer	1.75	\$ 195.00	\$ 341.25
Direct Cost Multiplier		5%	\$ 17.06
Project Total:			\$ 358.31

Invoice Total: \$ 54,810.86

* Pay only \$9,737.76 thru
BNY. The remainder of the
\$34,061.66 to come from
District Capital Reserves *

Payee

Project Engineering Cost Tracking

MPWD Project ID	20-07	Start Date	2/25/2021	Project Budget	\$332,500.00
PCG Project ID	10012.28			Approved Inv.	\$ 379,364.27
Project Title	Harbor Blvd. WMR	Finish Date		Remaining	\$ (46,864.27)

Month	Carry Over	Jul-23	Aug-23	Sep-23	Oct-23	Nov-23	Dec-23
PCG Invoice No.	Prev FY	4184	4121	4240	4265	4289	4313
PCG Amount	\$ 223,358.29	\$ 6,826.31	\$ 16,341.78	\$ 4,738.13	\$ 10,119.38	\$ 10,667.84	\$ 16,360.31
Bess Test Labs Poth	\$ 53,726.97	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
V&A Corrosion Cons	\$ 3,163.60	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sub-Consultant	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sub-Total	\$ 280,248.86	\$ 6,826.31	\$ 16,341.78	\$ 4,738.13	\$ 10,119.38	\$ 10,667.84	\$ 16,360.31

Month	Jan-24	Feb-24	Mar-24	Apr-24	May-24	Jun-24	Annual Totals
PCG Invoice No.	4339	0	0	0	0	0	
PCG Amount	\$ 11,899.13	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 300,311.17
Bess Test Labs Poth	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 53,726.97
V&A Corrosion 0	\$ 22,162.53	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 25,326.13
SubCon 3 Amt	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Sub-Total	\$ 34,061.66	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 379,364.27

Board Approved 2/25/2021 **Reso No.** 2021-04 Prof Services Agrmnt 20-07
Board Approved 6/22/2023 **Reso No.** 2023-15 Task Order MPWD-24-06

Today's Date **2/5/2024**
 Engineer Pakpour CG **Budget** \$ 332,500 **Paid to Date** \$ 300,311.17 **% Remaining** 9.7%
 Bess Test Labs Potholing \$ 53,726.97
 V&A Corrosion Consultant \$ 25,326.13
 \$ -
\$ 332,500 \$ 379,364.27 -14.1%



Memo

To: MPWD Board of Directors

Date: 02/22/24

Project Name: Harbor Blvd Water Main Improvements

Project No.: 10012.28

Reference: Progress Payment No. 8 - Final

From: Joubin Pakpour, P.E. – District Engineer



Construction Status

On January 10, 2024, C2R Engineering (C2R) successfully completed all punch list items except Item # 122, which was agreed by the District to be removed from the punch list and added to the project warranty items instead.

On December 1, 2023, the District received the final cathodic protection test report from our consultant V&A. Per the report, anode test station #2, located at the intersection of Old County Road and Harbor Blvd, had faulty bonding connections and did not pass the continuity test. Per V&A recommendation, the anode connections to the fittings had to be repaired. On December 13, 2023, The District met with C2R. C2R requested that the anode connections be restored while they tie-in the new Old County Road water main to the Harbor Blvd water main as part of the Old County Project. This repair will be part of the project warranty at no additional cost to the District. The District agreed, and removed the task from the punch list, and added it to the project warranty items.

Change Order No.2

Change order No.2 in the amount of \$103,299.00 and 6 additional working days includes the two items as described below:

Item No. 1 – 12" Water Main Additional Depth

On August 7, 2023, the District received Change Order Request #2 in the amount of \$279,333.62 from C2R for installing the water main deeper than what was shown on the project plans. On August 22, 2023, the District acknowledged receipt of the extra work request. Subsequent correspondence with C2R informed them the change order request will be reviewed once all the trenching for the project is complete. On December 13, 2023, District project manager Feraydoon Jahanian-Farsi, and inspector Victor Fung met with C2R president Trevor Connolly to resolve the change order. The meeting was unsuccessful. On December 19, 2023, Operations Manager Rene Ramirez met with Mr. Connolly and successfully resolved the matter in the sum

of \$103,299.00. A time extension of 5 working days is added to the contract for a revised total of 154 working days.

Item No. 2 – Contract Working Days

Due to adverse weather conditions, C2R was unable to perform contract work on January 3, 2024. A time extension of 1 working day is added to the contract for a revised total of 155 working days. There is no cost associated with this item.

County of San Mateo Traffic Signal Lines

As it was reported in the previous board meeting, the District received an estimate of \$75,000 for repairing the County's traffic signal lines for an unmarked traffic signal line that was damaged during pipe installation at the intersection of Harbor Blvd and Industrial Road. This was elevated to the District's legal counsel to determine who the responsible party is for the cost of these repairs.

This item does not preclude the District from accepting the project, as the matter is between the District and the County and does not involve C2R.

Change Order Summary

The project change orders total \$142,027.18, as broken down below. The industry standard for non-owner-initiated change orders for underground construction is approximately 10%. The total for this project is \$142,027.18 or 7.3%, below industry standards.

Change Order Description	Total Amount	% Increase/Decrease over Original Contract	% of Total Change Order
Owner Requested (MPWD):	\$ 7,963.66	0.41%	5.61%
Unforeseen Conditions:	\$ 193,687.32	10.00%	136.37%
Plans/Specifications:	\$ 0.00	0.00%	0.00%
Balancing Change Order:	(\$59,623.80)	-3.07%	-41.98%
TOTAL:	\$ 142,027.18	7.34%	100.00%



February 22, 2024 – Page 3

MPWD Board Harbor Blvd Water Main Improvement – PP No. 8

Project Schedule and Request for Progress Payment No. 8

As of January 10, 2024, C2R completed 100% of the contractual work **(\$2,079,314.18)**.

Enclosed, please find Progress Payment No. 8 - Final for **\$98,134.05** (value of work minus 5 percent retention). The work performed to date has been satisfactory, and payment is recommended.

	Current Month	Total	
Original Contract Amount		\$ 1,937,287.00	
Approved Change Orders	\$ 103,299.00	\$ 142,027.18	7.3%
Final Contract Amount		\$ 2,079,314.18	
Previously Paid		\$ 1,877,214.42	
Current Request (Less Retention)	\$ 98,134.05	\$ 98,134.05	✓
Retention	\$ 5,164.95	\$ 103,965.71	
Total Value of Work Completed	\$ 103,299.00	\$ 2,079,314.18	100%
Total Remaining on Contract		\$ 0.00	0%

Project Acceptance and Retention

We recommend project acceptance and filing the Notice of Completion with the County of San Mateo. C2R provided their final invoice, and a letter dated February 12, 2024, stating all vendors/subcontractors were paid in full and confirmed no project claims and lien releases.

J:\Projects\MPWD - 10012.00\28 - Harbor Blvd Water Main Improvements\Correspondence\Board Updates\28-MPWD-Board-24.02.22-PP No. 8-Final.docx



P.O. Box 1017

Date	Invoice #
2/12/2024	C6015

[illegible]

WWW.C2REENGINEERING.COM



MEMO

Date : February 14, 2023

To: Mid-Peninsula Water District

Attn: Kathryn Wuelfing, Rene Ramirez, Joubin Pakpour

Project Name: Old County Road Improvements Phase 1 CIP 15-75 and Ralston Avenue CIP 15-82

Reference: Progress Payment No. 03

From: Gopi Chandran, Construction Manager, 4LEAF Inc.

Construction Status

Contractor completed pipe installation within City of Belmont along Old County Road (OCR) to O'Neill intersection. The 8-inch line was put into service and remaining service laterals were connected. Previously completed trenches were paved from Elmer/Ralston to OCR/O'Neill in mid-January. Contractor elected to work daytime within City of San Carlos and started installation of the 20-inch pipe in a northerly direction from OCR/Bragato.

Outreach-contractor and MPWD staff have continuously identified resident and businesses affected by temporary shutdown's and provided notices. Field inspector and contractor have engaged business and try to alleviate any driveway access issues.

Change Orders

Contractor submitted eight (8) extra work requests, and these were evaluated, scope was negotiated, and costs reduced. Cost changes were due to finding the point of connection on O'Neill that was further than shown in plans, leaking shut off valves, unexpected concrete cap on trench, and additional potholing as required by PG&E at 50-foot interval due to the proximity of the 24-inch gas main. The extra work requests were processed with Change Order #03 for an amount of \$38,899.93. Copy is attached.

**Project Schedule and Request for Payment No. 03**

As of January 31, 2023, Contractor has progressed work ahead of the baseline schedule with approximately 268 feet of new 20-inch pipe installed. Contractor has 166 of 220 Working Days remaining.

Enclosed, please find Progress Payment No. 03 for **\$679,221.43** (value of work minus 5% retention). The work performed to date has been satisfactory and payment is recommended.

	Current Month	Total	
Original Contract Amount		\$ 4,417,300.00	
Approved Change Orders	\$ 38,899.93	\$ 110,093.53	2.5%
Final Contract Amount		\$ 4,527,393.53	
Previously Paid (less retention)	\$ 541,562.16	\$ 1,115,215.56	
Current Request (less retention)	\$ 679,221.43	\$ 679,221.43	
Retention	\$ 35,748.50	\$ 94,444.05	
Total Value of Work Completed	\$ 714,969.93	\$ 1,888,881.04	41.7%
Total Remaining on Contract		\$ 2,638,512.49	58.3%

Sincerely,

Gopi Chandran
Construction Manager
4LEAF Inc.



C2R
ENGINEERING

C2R ENGINEERING, INC
P.O. Box 1017
Mountain View, CA 94042

Invoice

Date	Invoice #
1/31/2024	C6013

Bill To

3 Dairy Lane
Post Office Box 129
Belmont, CA 94002

Ship To

3 Dairy Lane
Post Office Box 129
Belmont, CA 94002

P.O. Number	Terms	Via	Project	
			Job 365 - Old County Rd	
Quantity	Item Code	Description	Price Each	Amount
1	Sales Retention	PP # 003 Retention 5%	714,969.93 -35,748.50	714,969.93 -35,748.50
			ok to pay MM 2/27/24	
			Total	
			\$679,221.43	

Please remit payment to:
P.O. Box 1017
Mountain View, CA 94042

WWW.C2RENGINEERING.COM

**4LEAF, INC.**

2126 Rheem Drive
Pleasanton, CA 94588
Phone (925) 462-5959
Tax ID# 94-3393574

Invoice

DATE	INVOICE #
1/31/2024	J3676-04G

BILL TO
Mid-Peninsula Water District 3 Dairy Lane Belmont, CA 94003

PROJECT
OCR Phase 1 - CM & Inspection Services

TERMS
Due on receipt

DATE	QTY	EMPLOYEE	DESCRIPTION	RATE	AMOUNT
1/12/2024	0.5	Matt Newton	Public Works Inspection - Paving during Dayshift	154.00	77.00
1/15/2024	8	Matt Newton	Public Works Inspection - Paving during Dayshift	154.00	1,232.00
1/16/2024	7	Matt Newton	Public Works Inspection - Paving during Dayshift	154.00	1,078.00
1/18/2024	8	Matt Newton	Public Works Inspection - Paving during Dayshift	154.00	1,232.00
1/18/2024	1.5	Matt Newton	Public Works Inspection - Paving during Dayshift - OT1	207.90	311.85
			Subtotal: Matt Newton - 23.5 Reg / 1.5 OT		3,930.85
1/2/2024	2	Chad Martin	Construction Inspection - working on spread sheets for CM.	154.00	308.00
1/3/2024	5.5	Chad Martin	Construction Inspection - Night Shift	173.25	952.88
1/5/2024	3.5	Chad Martin	Construction Inspection - Spreadsheets per CM	154.00	539.00
1/8/2024	5.5	Chad Martin	Construction Inspection - Night Shift	173.25	952.88
1/9/2024	2.5	Chad Martin	Construction Inspection - Met with Caltrans for possible traffic signal loop damage	154.00	385.00
			Ralston/OCR intersection per CM		
1/9/2024	5.5	Chad Martin	Construction Inspection - Night Shift	173.25	952.88
1/9/2024	1.5	Chad Martin	Construction Inspection - Night Shift-OT1	233.89	350.84
1/10/2024	3	Chad Martin	Construction Inspection - Working on spread sheets for CM and PP #2 review for CM	154.00	462.00
1/10/2024	8	Chad Martin	Construction Inspection - Night Shift	173.25	1,386.00
1/11/2024	8	Chad Martin	Construction Inspection - Night Shift	173.25	1,386.00
1/14/2024	10	Chad Martin	Construction Inspection - Sunday Night Shift-OT2_DT	320.51	3,205.10
1/16/2024	2	Chad Martin	Construction Inspection - spreadsheets for CM	154.00	308.00
1/17/2024	8	Chad Martin	Construction Inspection - Night Shift	173.25	1,386.00
1/17/2024	1.5	Chad Martin	Construction Inspection - Night Shift-OT1	233.89	350.84
1/18/2024	8	Chad Martin	Construction Inspection - Night Shift	173.25	1,386.00
1/21/2024	8	Chad Martin	Construction Inspection - Sunday Night Shift-OT2_DT	320.51	2,564.08
1/22/2024	8	Chad Martin	Construction Inspection - Night Shift	173.25	1,386.00
1/24/2024	7.25	Chad Martin	Construction Inspection - Night Shift	173.25	1,256.06
1/25/2024	7.75	Chad Martin	Construction Inspection - Night Shift	173.25	1,342.69
1/28/2024	8	Chad Martin	Construction Inspection - Sunday Night Shift-OT2_DT	320.51	2,564.08

Thank you for your business.

Total

**4LEAF, INC.**

2126 Rheem Drive
Pleasanton, CA 94588
Phone (925) 462-5959
Tax ID# 94-3393574

Invoice

DATE	INVOICE #
1/31/2024	J3676-04G

BILL TO
Mid-Peninsula Water District 3 Dairy Lane Belmont, CA 94003

PROJECT
OCR Phase 1 - CM & Inspection Services

TERMS
Due on receipt

DATE	QTY	EMPLOYEE	DESCRIPTION	RATE	AMOUNT
1/29/2024	8	Chad Martin	Construction Inspection - Night Shift	173.25	1,386.00
1/30/2024	8	Chad Martin	Construction Inspection - Night Shift	173.25	1,386.00
1/30/2024	1	Chad Martin	Construction Inspection - Night Shift-OT1	233.89	233.89
Subtotal: Chad Martin - 13 Reg Daytime / 87.5 NT / 4 NT OT / 26 NT DT					26,430.22
1/11/2024	0.5	Gene Barry	Principal-in-Charge	195.00	97.50
1/19/2024	0.5	Gene Barry	Principal-in-Charge	195.00	97.50
1/29/2024	0.5	Gene Barry	Principal-in-Charge	195.00	97.50
Subtotal: Gene Barry - 1.5 Hours					292.50
2/8/2024	1		Docusign - monthly charge 2/8/24	45.00	45.00
	0.1		10% Admin Processing Fee on Outside Services	45.00	4.50
Thank you for your business.				Total	\$55,310.07

oh to paid

mm 2/27/24



Budget Analysis Sheet Through January 31, 2024 for Providing
CM and Inspection Services for the MPWD OCR Phase 1 Project, Belmont, CA

				Budget Estimate Amounts				Totals for Current Period (January 2024)				Totals To Date				% of Budget Task Completed ^(a)		
Task	Subtask	Description	Staff Type	Qty	Unit	Rate	Original Budget Estimate	Qty	Unit	Rate	Invoice Amount for Period	Qty	Unit	Rate	Amount Invoiced to Date	Remaining Budget	% of Budget Task Expended	% of Project Task Completed ^(a)
6		Out of Scope (not in original proposal or budget)																
	6.1	Perform Construction Inspections (Sunday night shift) - Double time + night time shift differential).	PW Inspector					26.0	hrs	320.51	\$8,333.26				\$21,474.17			
	6.2	Other Direct Costs - costs for using DocuSign account to route documents for signatures (DocuSign used at request of District).									\$45.00				\$135.00			
	6.3	10% Administrative Processing Fee on QDCs.									\$4.50				\$13.50			
				Task #6 Totals:							\$8,382.76				\$21,622.67	-\$21,622.67		
				Project Totals:				\$636,743			\$55,310.07				\$196,383.64	\$440,360	30.8%	31.0%

Note:

(a) % of Task Completed percentage will be based on project's construction schedule to be updated throughout project's progression.