

RESOLUTION R2026-XX

RESOLUTION OF THE CITY COUNCIL OF THE CITY OF NAPA, STATE OF CALIFORNIA, (1) APPROVING AND AUTHORIZING THE PUBLIC WORKS DIRECTOR TO EXECUTE, ON BEHALF OF THE CITY, AMENDMENT NO. 1 TO AGREEMENT NO. C2024-781 WITH ADVANCED INTEGRATION & CONTROLS, INC. (AIC) FOR ON-CALL CONTROL SYSTEM INTEGRATOR SERVICES IN THE INCREASED AMOUNT OF \$1,100,000 FOR A TOTAL CONTRACT AMOUNT NOT TO EXCEED \$1,700,000.00; (2) DETERMINING THAT THE EXCEPTION FOR SPECIALTY ITEMS IN NAPA MUNICIPAL CODE 2.91.050 APPLIES TO THE AMENDMENT; AND (3) DETERMINING THAT THE ACTIONS AUTHORIZED BY THIS RESOLUTION ARE EXEMPT FROM CEQA

WHEREAS, the City of Napa (“City”) requires the services set forth in the contract amendment (collectively the “Contract”); and

WHEREAS, the City Council's award of a contract and all of the acts leading up to the award are legislative in character, and the letting of contracts by the City Council necessarily requires an exercise of discretion guided by consideration of the public welfare (*Mike Moore's 24-Hour Towing v. City of San Diego* (1996) 45 Cal.App.4th 1294, 1303); and

WHEREAS, competitive bidding is not applicable “where competitive proposals work an incongruity and are unavailing as affecting the final result, or where competitive proposals do not produce any advantage, or where it is practically impossible to obtain what is required and to observe such form” (*Graydon v. Pasadena Redevelopment Agency* (1980) 104 Cal.App.3d 631, 636); and

WHEREAS, City Staff reports that procuring the services set forth in the Contract through competitive bidding would work an incongruity, and are unavailing as affecting the final result, not produce any advantage, or it is practically impossible to obtain what is required and to observe such form, for the following reasons; and

WHEREAS, the City requires on-call control system integrator services which cannot be procured in a manner suitable for traditional low-bid contracting because the work is highly specialized, requires the contractor to identify and verify the work necessary to maintain operability with existing but no longer available equipment, and would be more expensive for any other firm to perform because they would have to re-perform substantial work, at substantial expense, already performed by the contractor to be awarded the Contract; and

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WHEREAS, it is more beneficial to the City to utilize the Contract because it will result in the City obtaining the necessary services at lower expense; and

WHEREAS, the City Council has considered all information related to this matter, as presented at the public meetings of the City Council identified herein, including any supporting reports by City Staff, and any information provided during public meetings.

NOW, THEREFORE, BE IT RESOLVED, by the City Council of the City of Napa, as follows:

1. The City Council hereby finds that the facts set forth in the recitals to this Resolution are true and correct, and establish the factual basis for the City Council's adoption of this Resolution.
2. The City Council finds that adoption of this resolution is City staff recommends that the City Council determine that the Recommended Action is exempt from CEQA pursuant to CEQA Guidelines Section 15301(a) (Existing Facilities) which exempts operation, repair, maintenance or minor alteration of existing public or private structures, facilities, mechanical equipment or topographic features involving no expansion of use beyond that previously existing.
3. The City Council further finds that the findings required pursuant to Napa Municipal Code 2.91.050 are established as follows:
  - *The project need which the City intends to satisfy through the contract for the specialty item. This includes a functional description (or performance criteria) of the City's needs. The Utilities water division owns and operates a robust Supervisory Controls and Data Acquisition (SCADA) system that integrates with electrical instrumentation, control panels with human interface, water and chemical injection pumps, and analytical instrumentation to sequence operations including but not limited to pumping, flow, pressure, analytics, and chemical addition that are integral to the treatment operation. On-Call Control System Integrator Services are necessary to ensure reliability of water facility system operations.*
  - *The types of property or service which are available (or used by other similarly situated private or public agencies) to meet this need (or similar needs), and the contractors which are available to provide the property or service. This includes documentation of the steps the City has taken to evaluate the types of property, service, and contractors potentially available to serve the City's needs. The City shall invite proposals from interested contractors*

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*by providing written public notice of the proposed contract in a newspaper of general circulation in the City, at least five days prior to the date bids are due to the City.* The City issued a Request for Proposals via OpenGov Procurement and published RFP#2024-RFP-038, on August 30, 2024, for Control System Integrator services. On October 2, 2024, the City received four proposals from qualified firms, all of whom met the minimum qualifications presented in the Request for Proposals. The firms were evaluated based on criteria including proximity, general qualifications, relevant experience, project methodology and approach, proposed staffing, references, pricing and the top two firms were interviewed prior to the final selection. The selected firm was determined to have the strongest troubleshooting and analysis capabilities therefore lending to the least costly means for repair, replacement, and subsequent integration of the equipment.

- *The reasons why it is impracticable for a similar property or service to meet the City's needs (including considerations of compatibility with other City property and services regarding maintenance, repair, training, quality, price, or similar considerations); or why the City's needs can only be met by one unique or proprietary type of property or service (the specialty item).* Based on troubleshooting and facility assessments performed under the existing Agreement staff have determined that a number of components are antiquated to the point that fabrication, replacement and integration is necessary and more cost effective than single control point replacement and integration. It is not practical nor cost effective for a new entity to spend time and resources to re-assess, build knowledge sufficient to reliably design, fabricate, and implement upgrades or replacement and integrate among existing instrumentation, facilities, and controls. There would be increased risk and cost if the firm who performed the assessment and recommendations would be removed from the process at this time including defining the risk of design errors versus integration failures by multiple parties. It is most efficient, has less room for error and is in the best interest of the City to continue services with the firm that has performed the equipment and operational assessments.
- *By entering into a contract for the specialty item from the proposed contractor, the City will meet the purpose and goals identified in Subsection [2.91.010\(D\)](#) of this chapter.* By amending the existing Agreement for On Call System Integrator Services with AIC, the City will meet the purpose and goals identified in Subsection 2.91.010(D) of this chapter (“1. Obtain the most cost

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effective result for the city, which avoids improvidence, extravagance, and any other waste of public funds or public property, and which also achieves an appropriate balance between the costs and benefits of maximizing quality within available resources. 2. Takes into consideration all reasonably available relevant information regarding the range of types, effectiveness, quality, and costs of potential property, services, public projects, and contractors available to achieve the city's project goals. Depending upon the particular requirements of the project (and the more particular procedures identified in this chapter), the information to be considered may include data gathered from one or more of the following sources: similar city projects, other public agencies, professional journals, private businesses, outreach to potential contractors, and private businesses, competitive bids, formal or informal quotes, proposals, or qualification statements. 3. Guards against favoritism, fraud, corruption, and conflicts of interest. 4. Efficiently uses city resources in the preparation, approval, administration, and enforcement of contracts which are effective tools in achieving the city's goals.)

- *The contract complies with the requirements of Subsection [2.91.030\(B\)](#) of this chapter.* City staff, as directed by the City Manager, have negotiated terms for this Amendment. Further, the contract is in writing and approved as to form by the City Attorney, the amendment otherwise meets the requirements of the Municipal Code, and Council will authorize staff to sign by adoption of this Resolution.
4. The City Council hereby approves and authorizes the Utilities Directors to execute Amendment No. 1 to Agreement No. C2024-781 with Advanced Integration & Controls, Inc. (AIC), for On-Call Control System Integrator Services in the increased amount of \$1,100,000 for a total contract amount not to exceed \$1,700,000.
  5. Utilities Director is authorized to act on the City's behalf in approving any alterations or modifications of the design and plans approved by this Resolution.
  6. This Resolution shall take effect immediately upon its adoption.

I HEREBY CERTIFY that the foregoing Resolution was duly adopted by the City Council of the City of Napa at a public meeting of said City Council held on the 19<sup>th</sup> day of May, 2026, by the following vote:

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AYES:

NOES:

ABSENT:

ABSTAIN:

ATTEST: \_\_\_\_\_

Tiffany Carranza  
City Clerk

Approved as to form:

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Christopher Diaz  
Interim City Attorney