

Task Order Multisite Solar PV - Procurement through Contracting

Task Order # 21005-03

This Task Order is pursuant to the Professional Services Agreement (“PSA”) between Sage Renewable Energy Consulting, Inc. (“SAGE”) and San Mateo - Foster City School District (“District”) dated February 18, 2021.

This Task Order must be mutually executed before work is commenced.

Project Name Multisite Solar PV - Procurement through Contracting
Client San Mateo - Foster City School District
Physical Location San Mateo and Foster City, California
Estimated Start Date September, 2021
Estimated End Date May 31, 2022
Estimated Fees T&M NTE: \$118,200

Project Contacts

| SAGE | San Mateo - Foster City School District |
|---|--|
| Name: Tom Williard | Name: Patrick Gaffney |
| Title: Managing Principal | Title: Chief Business Official |
| Email: tom@sagerenew.com | Email: pgaffney@smfc.k12.ca.us |
| Phone: 415.847.9066 | Phone: (650) 312-7269 |
| Address: 101 Lucas Valley Road, Suite 302 San Rafael, CA 94903 | Address: 1170 Chess Drive Foster City, CA 94404 |

Project Overview

District hired SAGE through a competitive RFQ/RFP process in 2021 to assist the District with assessing feasibility of solar photovoltaic (“PV”) system through a 2-phase District-wide solar study. SAGE completed Phase 2 – Investment-Grade Feasibility Study and presented its findings to the District’s Board during its Sept 23rd, 2021, Board meeting. The District’s Board adopted the solar plan and approved the next steps.

This Task Order outlines SAGE’s services for procurement through contracting of a Measure T GO bond funded multisite solar PV project for the District . The Measure T bond budget for implementation is between \$10-11 million dollars and will be used to develop solar PV systems at up to eighteen District sites. Table 1 lists the District’s school sites that are within the scope of this Task Order.

Table 1 – List of School Sites for Procurement through Contracting

| Site # | Site Name | Building Type |
|--------|--------------------------------|-----------------|
| 1 | Audubon | Elementary |
| 2 | Bayside Academy | K-8 |
| 3 | Beach Park | Elementary |
| 4 | Borel | Middle |
| 5 | Brewer Island | Elementary |
| 6 | Child Nutrition Center | Kitchen |
| 7 | College Park (NEMA Generating) | Elementary |
| 8 | Turnbull (NEMA benefitting) | Pre-School |
| 9 | Fiesta Gardens | Elementary |
| 10 | Foster City | Elementary |
| 11 | George Hall | Elementary |
| 12 | Highlands | Elementary |
| 13 | Laurel | Elementary |
| 14 | LEAD | Elementary |
| 15 | Meadow Heights | Elementary |
| 16 | Parkside | K-8 |
| 17 | SMFC District | District Office |
| 18 | Sunnybrae | Elementary |

Scope of Work

Task 1 RFP Preparation & Procurement Management

- 1.1 Create project-specific Request for Proposals ("RFP") utilizing CA Government Code 4217 to select "best value" proposals using District's and SAGE's RFP templates, including electronic submittal documents, project requirements, specifications, contract terms, and additional information.
- 1.2 Review with District and District Legal Counsel.
- 1.3 Produce Final RFP document set based on stakeholder comments.
- 1.4 Manage solicitation notices and electronic distribution to potential solar Developers in coordination with District.
- 1.5 Coordinate and conduct site walk for proposers.
- 1.6 Manage document access and produce Addenda with RFI responses, as needed.
- 1.7 Assist District with ongoing critical path project items, such as Division of State Architect ("DSA"), California Environmental Quality Act ("CEQA"), California Geological Survey ("CGS"), utility interconnect, financing, etc.
- 1.8 Manage electronic submission of proposals.

Site Visits: One site visit of up to two (2) days for up to two (2) SAGE representatives to conduct RFP site walk.

Task 2 Proposal Evaluation and Vendor Selection

- 2.1 Provide initial summary of responses and preliminary ranking of proposals.
- 2.2 Perform detailed quantitative analysis of top three proposals, including review of pricing, production estimates, and lifecycle cost of energy analysis.
- 2.3 Perform qualitative analysis, including equipment and design review, Developer qualifications, schedule, reference checks, performance guarantees, O&M, contract exceptions, etc.
- 2.4 Participate in District selection committee workshop to review proposals and rank proposing Developers, including optional interview of highest-ranked vendors.
- 2.5 Provide summary report outlining quantitative and qualitative analysis.
- 2.6 Provide notifications to proposers.

Site Visits: One (1) for interview/committee meeting; District board meeting participation will be virtual.

Task 3 Contracting Support

- 3.1 Facilitate contract kickoff and meetings with District, Legal Counsel, and selected Developer.
- 3.2 Assist with contract negotiations, redlining, and finalizing contract documents. Anticipated contract documents include:
 - 3.2.1 Measure T GO Bond funded Cash Purchase contract(s)
 - 3.2.2 General Terms and Conditions
 - 3.2.3 O&M Terms and Performance Guarantees

- 3.2.4 Requirements stated in RFP (scope, criteria, specifications, and process)
- 3.3 Interface with District staff, Legal Counsel, and selected Developer as needed.
- 3.4 Participate in contract negotiations and finalization with Legal Counsel and selected Developer.
- 3.5 Work with Legal Counsel to prepare GC 4217.10 et seq. notice, findings, and resolution for Board (if used).
- 3.6 Attend conference calls as needed.

Site Visits: Up to one (1) for negotiations; District board meeting participation will be virtual.

Task 4 As Needed/Contingency

- 4.1 Optional Task for as-needed or out-of-scope contingency budget, set at 10% of overall SAGE budget. Work to be requested and authorized by District.

Schedule and Deliverables

| Task | Start Date | End Date | Deliverables |
|--|-----------------|---------------|---|
| 1 RFP Preparation and Procurement Management | September, 2021 | January, 2022 | <ul style="list-style-type: none"> - RFP Documents, Draft & Final - Bridging Documents - Distribution List & Addenda |
| 2 Proposal Evaluation and Vendor Selection | January, 2022 | March, 2022 | <ul style="list-style-type: none"> - Proposal Evaluation Summary - Presentation (Optional) |
| 3 Contracting Support | March, 2022 | May, 2022 | <ul style="list-style-type: none"> - Redlines of Contract Documents |
| 4 As Needed | September, 2021 | May, 2022 | <ul style="list-style-type: none"> - Based on District requirements |

Project Requirements and Assumptions

1. Travel to the proposed project site and/or the District offices as stated in Tasks. Project travel assumes one (1) SAGE representative per site visit unless otherwise noted. Travel requested in excess of visits listed to be billed on a time & materials ("T&M") basis.
2. Site information will be made available as needed. SAGE will review available existing information and provide preliminary review of project constraints.
3. Site assessment will not include new or invasive site investigations (e.g. geotechnical studies, site surveys, electrical load studies, etc.). Any additional investigations will be contracted separately.
4. SAGE will not provide any civil engineering work (e.g., easements, property line, setback requirements, etc.).

5. District or site Architect of Record ("AOR") will provide engineering estimates of future electricity consumption estimate based on future facility design. SAGE will refine and verify estimate with Project team.
6. District/AOR will provide all relevant increment plans, drawings and calculations of the site and incorporate any approved energy infrastructure plans into sets as needed.
7. District will provide access to all sites under consideration for site walks, including access to electrical services.
8. Financing by others. SAGE will provide detailed modeling and assist with negotiations and contracting with a Proposer that is providing financing. Should District elect to pursue additional incentives or other financing mechanisms that require preparation and management of applications for financing, SAGE will aid District under a separate scope and budget.
9. SAGE will interface with the Utility during Task 1 to assess interconnect constraints.
10. Interconnection Applications ("IAs") submission and management services will be provided by SAGE to the District as part of work described in a separate Task Order for Interconnection Application NEM 2.0 grandfathering. If new applications are required for any of the school sites that are not in scope, SAGE will provide those services under a separate Task Order and budget.
11. Solar Project assumed to be approximately 2.5 MW DC mounted on solar carport, shade structures, or rooftops, net-energy metered ("NEM") solar PV system interconnected to main PG&E service at each of the sites. Preliminary estimated fully loaded capital cost of the PV system is approximately \$10.7M. If Project scope changes in configuration, size, or cost by 10% or more, SAGE may request additional Project Budget.
12. Schedule assumed for each Task as stated above and all procurement through contracting efforts will conclude by end of May 2022. If schedule is extended, SAGE may request additional Project Budget.
13. Battery Energy Storage System ("BESS") and resiliency/microgrid systems for the Project are not considered as part of scope of this Task Order. If BESS or microgrids are to be added to the procurement, there will be an adder of 5% for BESS and 15% for microgrids to the complete Task Order budget. Budget adders to be requested and authorized by the District. These services are optional and currently not assumed to be part of the final procurement or this Task Order budget

Fees and Payment Schedule

The Task fees listed in this section are based on anticipated workload for the scope set forth in this Task Order. For all tasks performed under this Task Order, SAGE has set a Time and Materials (T&M) Not to Exceed ("NTE") maximum cost shown in the Table below. Task work will be on an hourly basis

according to the Hourly Fee Schedule below. As-needed/contingency is for unforeseen or additional project services and only proceeds with written direction from District.

Task Fee Table

| Task | T&M NTE |
|---|------------------|
| Task 1 RFP Preparation and Procurement Management | \$56,900 |
| Task 2 Proposal Evaluation and Vendor Selection | \$16,800 |
| Task 3 Contracting Support | \$33,100 |
| Task 4 As Needed / Contingency (10% Optional) | \$11,400 |
| Total | \$118,200 |

Hourly Fee Schedule

| Title | 2021 | 2022 |
|----------------------------|-------|-------|
| Managing Principal | \$265 | \$275 |
| Principal | \$250 | \$265 |
| Associate Principal | \$235 | \$245 |
| Subject Matter Expert | \$335 | \$350 |
| Senior Project Manager | \$230 | \$235 |
| Project Manager | \$205 | \$215 |
| Senior Engineer | \$205 | \$210 |
| Engineer | \$175 | \$185 |
| Senior Data Scientist | \$205 | \$215 |
| Data Scientist | \$175 | \$185 |
| Construction Manager | \$190 | \$200 |
| Senior Analyst/Technician | \$180 | \$185 |
| Analyst/Technician | \$145 | \$155 |
| Program Support Specialist | \$105 | \$115 |
| Project Administrator | \$85 | \$90 |
| Energy Intern | \$110 | \$115 |

The Hourly Fee Schedule, above, is applicable through 2022. SAGE reserves the right to adjust rates for as needed services delivered after December 31, 2022.

Additional Services - Time and Materials Fee Structure

Any services provided in addition to the Project Scope or Schedule outlined above may be billed on a time and materials basis per the Hourly Fee Schedule.

Travel Costs & Reimbursable Expenses

For Time & Materials billing, SAGE personnel travel time from our office to/from project location is billable at the full hourly rate. Meals and lodging will be billed at cost. Vehicle driving mileage will be billed at the current IRS mileage rate. Printed materials, shipping, and other ordinary reimbursable expenses will be billed at cost.

Billing and Payment Terms

SAGE invoices monthly with terms of Net 30. For fixed fee billing, invoices are billed on percentage of task complete. All billing entries shall include a detailed description of the task performed on an hourly basis.

Term of Fee Schedule

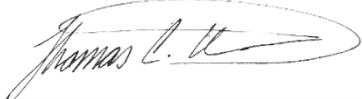
The Fee Schedule above is for project work completed through December 31, 2022.

Termination of Task Order 21005-03

Article 5 of the PSA (Term and Termination) is hereby amended to include a new subsection 5 c applicable to SAGE's Services under the PSA and this Task Order to read:

District shall have the right in its sole discretion to terminate SAGE's Services for the District's convenience upon three (3) days written notice to SAGE. Written notice shall be deemed given upon receipt by SAGE or three (3) days after mailing, whichever is earlier ("Effective Date"). In the event of a termination for convenience, SAGE may invoice District and District shall pay all undisputed invoice(s) for Services performed until the Effective Date.

IN WITNESS WHEREOF, authorized representatives of both SAGE and District have executed this agreement as of the date set forth above.

| SAGE | San Mateo - Foster City School District |
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|  | |
| Name: Tom Williard | Name: |
| Title: Managing Principal | Title: |
| Date: 10/4/2021 | Date: |