

EXHIBIT "A"

DESCRIPTION OF SERVICES TO BE PERFORMED BY CONSULTANT

January 18, 2019

Scope of Services

Services shall be in accordance with the requirements of the District's "Request for Qualifications and Proposals for Consultant Services - Energy Consulting Services For Procurement of Renewable Energy Projects (below).

Consultant's entire Proposal is **not** made part of this Agreement.

The District has identified school sites with potential for application of solar photovoltaic ("PV") arrays. The consultant is to analyze the sites and develop a Request for Proposals ("RFP") for the supply and installation of the renewable energy systems. The consultant will be expected to have a thorough understanding of and extensive experience in solar photovoltaic analysis and installation on California public schools. The consultant should also have a thorough understanding of utility company and governmental grant and incentive programs that could be of benefit to the District. The services required of the consultant include:

Task 1) Confirmation of the District's sites to determine the most suitable sites for renewable solar photovoltaic installations;

- a) Analysis of the most suitable sites to determine the appropriate system size, capacity, and type of system (roof-mounted, shade structure, parking lot cover; or ground-mount) for the installations;
- b) Preparation of a final report with recommendations for specific systems, appropriately sized and located on existing buildings or new dedicated site structures;
- c) Include analysis and development of phased system installations at sites Which are undergoing construction as a part of the District's Measure's A & B Bonds Capital Facilities Program;
- d) Include recommendations for system maintenance, performance guarantees, best warranty options and models for ensuring ongoing system operations;

Task 2) Evaluation of feasibility and financial consideration of solar facilities District-wide;

- a) Development of pro-forma financial models for different procurement and ownership approaches and assistance with analysis of method providing greatest operating cost savings and long-term benefit to the District;

b) Review of options for grants, incentives; tax credits and other potential financial assistance that could be a part of the District's overall financing package;

c) Preparation of a final report with recommendations for procurement, financing and system ownership options;

Task 3) Development of competitive RFP documents for direct funding of solar PV installations at Bahia Vista and Sun Valley campuses (using District Proposition 39 funds). Sage will provide RFP bid documents, which will allow the District to compare proposals from prospective suppliers or installers of PV equipment. Bid documents will specify solar PV installations at Bahia Vista and Sun Valley campuses for canopy shade as illustrated in Figures 1-2, attached. Draft Version bid documents will be supplied for SRCS review and comment within two weeks of written or emailed notice to proceed. Sage will revise the documents in consideration of the consolidated feedback received from SRCS staff and SRCS counsel; and will deliver a Final Version within two weeks of receiving feedback and written or emailed notice to proceed. One round of feedback and revision is anticipated. Up to 2 teleconferences or meetings at SRCS offices in San Rafael are anticipated.

As and if needed, additional rounds of feedback and revision, meetings, presentations, analysis of submitted proposals, and assistance with contract negotiations will be contracted separately under a future contract or future contract modification.

The anticipated timeline for Task 3 and subsequent tasks is illustrated. Note tasks subsequent to Task 3 must be completed quickly so that the contract for Proposition 39 projects can be established by the deadline in June 2019.

Schedule for completion of Task 3.

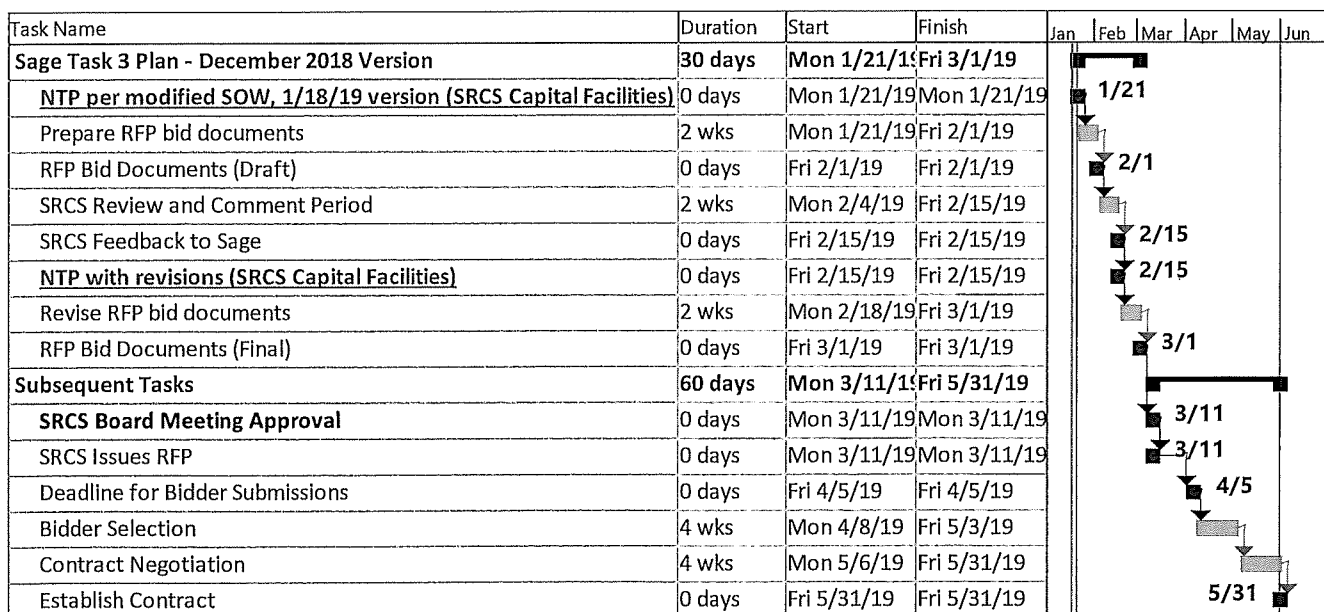


Figure 1. Layout of solar PV Systems for Bahia Vista campus.

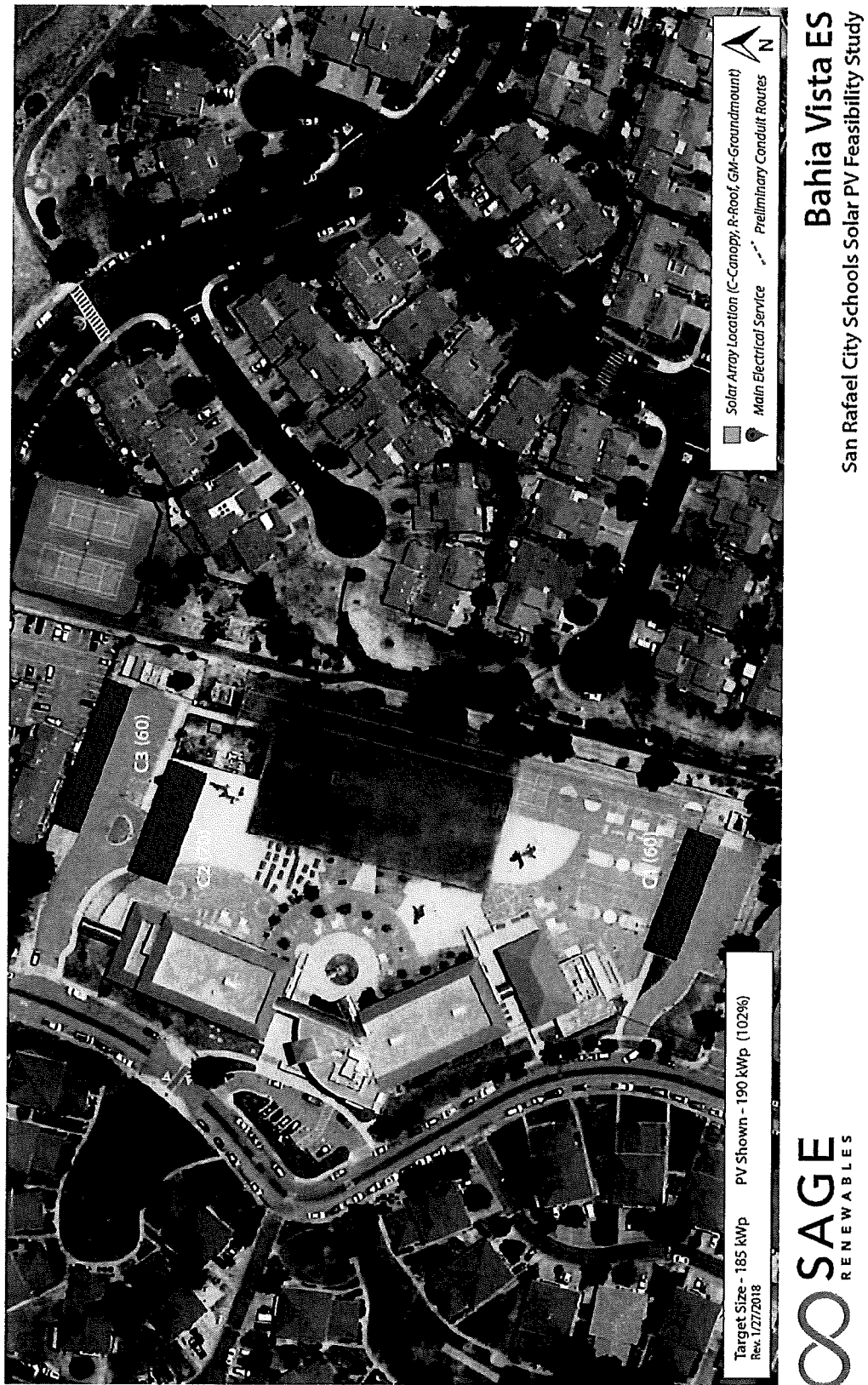


Figure 2. Layout of solar PV Systems for Sun Valley campus.



Optional Scope

Optional scope will be performed only at the request and authorization of SRCS. Optional tasks will be completed on a time-and-materials (T&M) basis with not to exceed (NTE) limits (Table 1), billed at the hourly rates shown in Table 2. T&M travel time is billable at the full hourly rate. When working on a T&M basis, SAGE will notify CLIENT when 80% of a task's budget has been completed and will not exceed NTE limits without consent of CLIENT.

Table 1. NTE Limits for Optional Tasks

Optional Task	NTE Limit
Task 4 – Proposal Evaluation and Vendor Selection	\$12,000
Task 5 – Contracting Support	\$12,000
Task 6 – Design Review and Assistance	\$18,000
Task 7 – Construction Support	\$18,000
Task 8 – Commissioning Verification	\$9,000
Task 9 – Year 1 Performance Management	\$15,000
Task 10 – As needed/Contingency	\$9,000

Table 2. Hourly Fee Schedule

Title	2019 Hourly Fees	2020 Hourly Fees
Principal	\$230	\$235
Senior Project Manager	\$215	\$220
Senior Engineer / Project Manager	\$195	\$200
Energy Consultant I / Construction Manager	\$170	\$175
Energy Technician / Analyst	\$140	\$145
Energy Intern	\$105	\$110
Project Administrator	\$80	\$85

Optional Tasks

Task 4 Proposal Evaluation and Vendor Selection

- 4.1 Provide initial summary of responses and preliminary ranking of proposals.
- 4.2 Perform detailed quantitative analysis of top three proposals, including review of pricing, production estimates and lifecycle cost of energy analysis.
- 4.3 Perform qualitative analysis, including equipment and design review, Design-Build Contractor qualifications, schedule, reference checks, performance guarantees, O&M, contract exceptions, etc.
- 4.4 Provide summary report outlining quantitative and qualitative analysis.
- 4.5 Participate in CLIENT selection committee workshop to review proposals and rank Design-Build Contractors, including optional interview of highest ranked vendors.
- 4.6 Produce summary evaluation matrix, report and/or presentation for CLIENT with recommendations.
- 4.7 Provide notifications to proposers.

Site Visits: Up to two, one for interview/committee meeting, and one for CLIENT board meeting.

Task 5 Contracting Support

- 4.1. Facilitate contract negotiations kick off and meetings with CLIENT, Legal Counsel and Design-Build Contractor. Attend conference calls as-needed.
- 4.2. Ensure RFP requirements are fully integrated into contract, including redlining of Design-Build Contractor documents. Anticipated contract documents include:
 - a. Power Purchase Agreement (PPA), Lease or Design-Build Contract
 - b. General Terms
 - c. O&M Terms and Performance Guarantees
 - d. RFP requirements (scope, criteria, specifications and process)
- 4.3. Performance Guarantee Interface with CLIENT staff, Legal Counsel and Design-Build Contractor as needed.
- 4.4. Participate in contract negotiations and finalization with Legal Counsel and Design-Build Contractor.
- 4.5. Prepare GC 4217.10 *et seq.* notice, findings and resolution for Board.

Site Visits: One for CLIENT board meeting for contract approval.

Task 6 Design Review and Assistance

- 6.1 Organize and attend design kickoff meeting.
- 6.2 Participate in regular design meetings via phone.
- 6.3 Provide technical review and collate CLIENT comments on up to three sets of progress designs.
- 6.4 Evaluate system design, component selection and interconnection for conformance with contract, utility and industry standards.

- 6.5 Assist with siting issues such as equipment placement, vegetation, shading, fire, future site plans, DSA and ADA considerations, etc.
- 6.6 Coordinate/attend existing conditions site walk to document existing conditions and discuss implementation logistics.

Site visits: Up to two, One for design kickoff and one for existing conditions site walk.

Task 7 Construction Support

- 7.1 Coordinate and participation in construction kickoff meeting site visit.
- 7.2 Participation in weekly project meetings by phone.
- 7.3 Review and respond to RFIs during construction.
- 7.4 Technical review and comments on design changes and change orders.
- 7.5 As needed support and communications with CLIENT, CLIENT Construction Manager (CM) and DSA Inspector of Record (IOR).

Site visits: Up to eight, construction kick-off and twice monthly visits during active construction. Visits in excess of eight to be paid from contingency budget.

Task 8 Commissioning (Cx) Verification

- 8.1 Review Contractor's Cx protocol to ensure industry standard.
- 8.2 Inspection of systems, including:
 - System component and design conformance verification
 - Workmanship evaluation
 - Performance verification
- 8.3 Provide input to project closeout punch list and verify completion in coordination with CM and IOR.
- 8.4 Produce summary report of Cx verification with library of closeout documentation including as-builts, permission to operate letters, inspections, punchlist closeout, etc.

Site visits: Up to two, for inspection and verification.

Task 9 Performance Management

- 9.1 Provide monthly PV/ BESS system performance check-in with quarterly reporting.
- 9.2 Provide annual PV/ BESS system performance evaluation including performance guarantee verification and detailed financial savings evaluation.
- 9.3 Provide as-needed PV/ BESS system issue support, up to eight hours of staff time.

Site visits: None, all work done remotely.

Task 10 As-Needed/Contingency

- 10.1 Task for as-needed or out-of-scope contingency budget, set at 10% of Task 3-9 budget, optional. Work to be requested and authorized by CLIENT.