

**MODIFICATION NO. 2
TO
SAN RAFAEL CITY SCHOOLS
INDEPENDENT CONSULTANT AGREEMENT
FOR PROFESSIONAL SERVICES
WITH SAGE RENEWABLES
FOR ENERGY CONSULTANT SERVICES AT
SAN RAFAEL CITY ELEMENTARY AND HIGH SCHOOLS
AS APPROVED BY SAN RAFAEL CITY SCHOOLS BOARD OF EDUCATION
ON FEBRUARY 11, 2019**

This Amendment No. 2 (“Amendment”) amends the Independent Consultant Agreement for Professional Services (“Agreement”), which was entered into by and between San Rafael City Schools (“District”) and SAGE Renewables (“Consultant”) (together, “Parties”) as follows:

RECITALS

WHEREAS, the Parties entered into the Agreement effective as of June 12, 2017;

WHEREAS, the Parties wish to amend the Agreement to allow Consultant to provide Energy Consultant Support Services to include: Evaluation and Vendor Selections; Contracting Support; Design Review; assistance with Commissioning and Verification; and Performance Management of renewable energy systems, and to adjust compensation accordingly;

NOW THEREFORE, in consideration of the mutual promises and covenants set forth above and contained herein, the Parties agree as follows:

AGREEMENT TO AMEND

1. **Exhibit “A”** to the Agreement is deleted in its entirety and replaced with the document titled **“Exhibit A”** and attached to this Amendment.
2. Section 2 (**“Term”**) of the Agreement is amended to read in its entirety:
 2. **Term.** Consultant shall commence providing services under this Agreement on February 12, 2019 and will diligently perform as required and complete performance by December 31, 2019, unless this Agreement is terminated and/or otherwise cancelled prior to that time.
3. Section 4 of the Agreement (**“Compensation”**) is deleted and replaced with:
 4. **Compensation.** District agrees to pay the Consultant for services satisfactorily rendered pursuant to this Agreement a total fee not to exceed One Hundred Fifty-Seven Thousand, One Hundred Dollars (**\$157,100**), as further detailed below. District shall pay Consultant according to the following terms and conditions:

Energy Consultant Services

Task 1 – Feasibility Review	\$ 3,500
Task 2 – Investment – Grade Feasibility Study	\$17,500
Task 3 – RFP Development, Vendor Selection & Contracting	\$42,500

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 and Verification	\$ 9,000
Task 9 – Year 1 Performance Management	\$15,000

Interconnection Agreement Application

Interconnection Application, per site (9 sites @\$1,000)	\$ 9,000
NEMA Fees (2 sites @\$300)	\$ 600

4. All other provisions of the Agreement shall remain in full force and effect and are reaffirmed. If there is any conflict between this Agreement and any provisions of the Agreement relating to the Amendment only, the provisions of this Amendment shall control.

IN WITNESS WHEREOF, the Parties hereto have accepted and agreed to this Amendment on the dates indicated below.

Dated: _____, 2019

Dated: _____, 2019

San Rafael City School

SAGE Renewables

By: _____

By: _____

Print Name: Michael Watenpaugh

Print Name: _____

Print Title: Superintendent

Print Title: _____

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EXHIBIT "A"
DESCRIPTION OF SERVICES TO BE PERFORMED BY CONSULTANT

Scope of Services:

Energy Consultant Services

Services shall be in accordance with the requirements of the District's "Request For Qualifications and Proposals for Consultant 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 Proposal ("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:

1. Confirmation of the District's sites to determine the most suitable sites for renewable solar photovoltaic installation;
 - 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;
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;
3. Development of a competitive RFP, for a potential Power Purchase Agreement, Direct Purchase, or other option, which will allow the District to accurately compare proposals from prospective suppliers/installers of PV equipment;
 - a. Analysis of the submitted proposals and recommendations to the District on the most qualified and cost-effective proposal;
 - b. Assistance with contract negotiations;
4. Assistance with the development of final contract and construction documents to be used for the installation of the PV equipment and the design-build contract for solar installations;
 - a. Coordination of Design and Approval Phase activities with designated District staff, other District construction consultants including Architects and Engineers on specific projects at the District sites, and legal counsel;
 - b. Review and coordination of the work of the selected firm during design to coordinate all aspects of developing construction documents;

- c. Assistance with coordinating local permits, state approval from Division of State Architect;
 - d. Assistance with coordinating with local utilities including PG&E, MCE;
5. Construction phase services, including coordination of the work of selected Contractors Installing systems;
- a. Review and acceptance of the work on behalf of the District;
 - b. Coordination with the District's Capital Facilities Program Managers, site Construction Managers, and DSA Project Inspectors;
 - c. Closeout coordination, including assistance with DSA project certification.

Service Support for Evaluation and Vendor Selections; Contracting Support; Design Review; assistance with Commissioning and Verification; and Performance Management

1. Proposal Evaluation and Vendor Selection
 - a. Provide initial summary of responses and preliminary ranking of proposals.
 - b. Perform detailed quantitative analysis of top three proposals, including review of pricing, production estimates and lifecycle cost of energy analysis.
 - c. Perform qualitative analysis, including equipment and design review, Design-Build Contractor qualifications, schedule, reference checks, performance guarantees, O&M, contract exceptions, etc.
 - d. Provide summary report outlining quantitative and qualitative analysis.
 - e. Participate in Client selection committee workshop to review proposals and rank Design-Build Contractors, including optional interview of highest ranked vendors.
 - f. Produce summary evaluation matrix, report and/or presentation for Client with recommendations.
 - g. Provide notifications to proposers.
 - h. Site Visits: Up to two (2): one for interview/committee meeting, and one for Client board meeting if needed.

2. Contracting Support
 - a. Facilitate contract negotiations kick off and meetings with Client, Legal Counsel and Design-Build Contractor. Attend conference calls as needed.
 - b. Ensure RFP requirements are fully integrated into contract, including redlining of Design-Build Contractor documents. Anticipated contract documents include:
 - i. Power Purchase Agreement (PPA), Lease or Design-Build Contract
 - ii. General Terms
 - iii. O&M Terms and Performance Guarantees
 - iv. RFP requirements (scope, criteria, specifications and process)
 - c. Performance Guarantee Interface with Client staff, Legal Counsel and Design-Build Contractor as needed.
 - d. Participate in contract negotiations and finalization with Legal Counsel and Design-Build Contractor as needed.
 - e. Prepare GC 4217.10 *et seq.* notice, findings and resolution for San Rafael City Schools Board of Education.
 - f. Site Visits: One for Client Board of Education Meeting as needed.

3. Design Review and Assistance
 - a. Organize and attend design kickoff meeting.
 - b. Participate in regular design meetings via phone.
 - c. Provide technical review and collate Client comments on up to three sets of progress designs.
 - d. Evaluate system design, component selection and interconnection for conformance with contract, utility and industry standards.

- e. Assist with siting issues such as equipment placement, vegetation, shading, fir, future site plans, DSA and ADA considerations, etc.
 - f. Site Visits: Up to two: One for design kickoff and one for existing conditions site walk.
4. Construction Support
- a. Coordinate and participate in construction kickoff meeting site visit.
 - b. Participation in weekly project meetings by phone.
 - c. Review and respond to RFIs during construction.
 - d. Technical review and comments on design changes and change orders.
 - e. As needed support and communications with Client, Client Construction Manager(s), and IOR.
 - f. Site Visits: Up to Eight (8) construction kick-off and twice monthly visits during active construction.
5. Commissioning (Cx) Verification
- a. Review Contractor's Cx protocol to ensure industry standard.
 - b. Inspection of systems, including:
 - i. System component and design conformance verification
 - ii. Workmanship evaluation
 - iii. Performance verification
 - c. Provide input to project closeout punch list and verify completion in coordination with District Construction Manager(s) and IOR.
 - d. Produce summary report of Cx verification with library of closeout documentation including as-builts, permission to operate letters, inspections, punch list closeout, etc.
 - e. Site Visits: Up to two (2) for inspection and verification.
6. Performance Management
- a. Provide monthly PV/BESS system performance check-in with quarterly reporting.
 - b. Provide annual PV-BESS system performance evaluation including performance guarantee verification and detailed financial savings evaluation.
 - c. Provide as-needed PV/BESS system issue support – up to eight (8) hours of staff time.
 - d. Site Visits: None. All work to be done remotely.

Interconnection Agreement Application Services

Sage will expedite and submit an interconnect application for Client's solar PV projects, to meet the California Public Utility Commission's ("CPUC") December 25, 2017 deadline for public agencies to be grandfathered into existing Time of Use ("TOU") periods, applicable through 2027.

TASKS

Task 1 Initial Interconnection Application

Prepare and submit utility-specific net energy metering (NEM) interconnection applications in response to the California Public Utility Commission (CPUC) October 27, 2017 Alternate Proposed Decision requiring commercial solar PV customers to file interconnect applications by December 25, 2017 to be grandfathered on existing Time of Use Periods. Scope includes:

- 1.1 Prepare custom single line diagram and site plan.
- 1.2 Determine installation specifications, system size and layout, anticipated future annual usage, equipment make, model, and quantity.
- 1.3 Access customer utility service account and meter identification information,
- 1.4 Prepare and submit interconnection application via on-line portal by the December 25, 2017 deadline.