

Task Order	Solar PV Project Consulting Services
Task Order No.	15014.2

This Task Order is pursuant to the Contract between Sage Renewable Energy Consulting, Inc. ("SAGE") and Novato Unified School District ("CLIENT") dated November 9, 2015.

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

Project Name	Novato Unified School District Solar PV Project Consulting Services
Physical Location	Various Sites, Novato, CA
Estimated Start Date	March 2, 2016
Estimated End Date	December 31, 2017
Terms of Compensation	Fixed Fee, \$104,300 if financed through PPA; \$94,800 if paid by District

Project Managers

For SAGE	For CLIENT
David Williard	Karen Maloney
Email: david@sagerenew.com	Email: kmaloney@nUSD.org
Phone: (415) 497-6242	Phone: (415) 493-4260

Scope of Services

Task 1 - Design Review and Assistance

- Evaluate overall system design, component selection and interconnection for conformance with Project requirements
- Participate in 30% design site walk to identify existing conditions and potential issues
- Assist with siting issues such as easements, equipment placement, vegetation, shading, DSA and ADA considerations, etc.
- **Site visits:** One, all other work done remotely

Task 2 - Construction Support

- Construction kickoff meeting site visit
- Participation in weekly project meetings by phone
- Technical review of design changes and change orders
- **Site visits:** As needed, Construction kickoff meeting and intermittent project check-ins.

Task 3 - Commissioning (Cx) Verification

- Review vendor Cx protocol to ensure industry standard
- Inspection of systems, including:
 - a. System component and design conformance verification
 - b. Workmanship evaluation
 - c. Performance verification
- Provide input to project closeout punch list and verification of completion
- Produce summary report of full project details and system specifications
- **Site visits:** As needed for inspection and verification

Task 4 - First Year PV-Ops Asset Management

- Monthly PV system performance review
- Annual PV system performance evaluation including performance guarantees verification and detailed financial impact evaluation
- As needed PV system project and issue support (Note: PPA vendor to provide full O&M services. Sage will verify that any issues are being managed by PPA vendor)
- **Site visits:** None, all work done remotely

Schedule and Deliverables

Task	Duration	Deliverables
Task 1 - <u>Design Review</u>	2-3 months	<ul style="list-style-type: none">– Review/mark-up of progress drawings– Updates to performance/financial models as needed with final design
Task 2 - <u>Construction Support</u>	4-6 months	<ul style="list-style-type: none">– Review of Submittals/RFIs/Change Orders
Task 3 - <u>Commissioning Verification</u>	6-8 weeks	<ul style="list-style-type: none">– Commissioning Report with review of vendor Cx, Sage Cx verification, and completed project summary
Task 4 - <u>Year 1 PV-Ops Service</u>	1 year	<ul style="list-style-type: none">– Annual System Performance Review report

Assumptions

1. Sage will travel to the proposed project site and/or the CLIENT offices as stated in Tasks.
2. Site data will be made available to Sage as needed.
3. Sage will assist with technical aspects of construction in support of District's construction manager. Sage will not provide full construction management.
4. Systems will be operational by December 31, 2016.

Fee and Payment Schedule

Sage structures project management fees based on the number of project sites and overall project scope. The Fees shown below are fixed cost but are negotiable should the District alter scope or schedule substantially.

Sage's fee proposed below for the specified project scope would be approximately 1.6% of project costs.

Task	Fee
Task 1 - <u>Design Review</u>	\$25,100
Task 2 - <u>Construction Support</u>	\$33,500
Task 3 - <u>Commissioning Verification</u>	\$16,200
Task 4 - <u>Year 1 PV-Ops Service</u>	\$20,000
Total	\$94,800

Alternative Payment Structure

All or part of Sage's fee can be rolled up into the PPA project financing. In this scenario the District would not pay any of Sage's fee directly from District funds, but would pay out over the term of the PPA as a small percentage of the PPA electricity price. The PPA project developer would pay Sage's fee directly to the District on a project milestone schedule and include the cost of Sage's fee in their PPA pricing to the District. Sage fees paid by the PPA developer in this manner would be increased by 10% to account for the delay in payment and increased risk to Sage. In this case, the total fee added to the PPA financing would be **\$104,300**. Based on SolarCity's proposal, we would expect this fee to increase the PPA rate by \$0.0023/kWh.

If District selects this alternative payment structure and the project is canceled for any reason, then the District will be responsible for payments to Sage for work completed to date of cancellation per the percentage of Tasks completed on the table above.

Reimbursable Expenses

All ordinary and reasonable reimbursable expenses are inclusive of the fee quoted.


Payment Terms

Net 30 days after receipt of invoice. Each scope task of the project will be billed individually on a percent complete basis. Invoices will be emailed monthly.

In the case of financing Sage's fees through the PPA, a payment schedule will be established and included in the PPA.

Signature Page

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

Sage Renewables	CLIENT
By: 	By:
Name: David Williard	Name: Karen Maloney
Title: Principal	Title: Assistant Superintendent, Business and Operations
Date: February 16, 2016	Date: