

## **AMENDMENT 3 TO EXHIBIT A: Scope of Services**

### **A.4 Task Order 4 – Operational Staff Services**

SMUD and VCEA agree to the following services, terms, and conditions described in this Amendment 3 to Exhibit A, Task Order No. 4 (Amendment 3), the provisions of which are subject to the terms and conditions of the Master Professional Services Agreement (Agreement) between the Parties. If any specific provisions of this Amendment 3 conflict with any general provisions in the Agreement or Task Order 4, the provisions of this Amendment 3, shall take precedence.

The Effective Date of this Amendment 3 is the date of last signature below.

**Pursuant to Section 1.2 Professional Services, of Task Order 4, the Parties agree to the following additional scope of services:**

#### **1. SCOPE OF SERVICES**

SMUD will prepare a pricing proposal and Term Sheet/Letter of Intent to Sonoma County Water Agency (SCWA) for a possible purchase of the output of the Warm Springs Hydro Project under a long term Power Purchase Agreement (PPA).

##### **Task 1, Develop Pricing Proposal**

###### **A. Analyze Historical Generation Data**

Utilizing data provided by SCWA, analyze historical generation patterns to create average, high, and low annual generation profiles.

###### **B. Pricing Analysis**

Analyze CAISO Day Ahead pricing history to determine the market power value of the Warm Springs Hydro Project. Develop price offer options; review with VCEA and upon approval, present pricing offer to SCWA.

##### **Task 2, Term Sheet Preparation**

###### **A. Draft Term Sheet**

Upon agreement from SCWA to proceed to executing a Letter of Intent (LOI), SMUD will prepare and negotiate the basic commercial terms for a PPA. This includes review and approval from VCEA, after which SMUD will send and negotiate a Term Sheet with SCWA.

**B. Prepare Letter of Intent**

SMUD will draft a Letter of Intent (LOI) and review with VCEA's outside counsel.

**C. Execute LOI**

SMUD will work with VCEA and VCEA counsel to coordinate execution of the LOI. This includes preparation of a Board Staff recommendation should the LOI require VCEA Board approval.

**2. COMPENSATION FOR SERVICES**

**Long Term Renewal Energy Procurement**

	Hours					Cost
	VP	Principal	Senior	Journey	Admin	
	\$ 250	\$ 190	\$ 150	\$ 100	\$ 80	
<b>1 Develop Pricing Proposal</b>						<b>\$ 1,330</b>
1.1 Generation Profile Analysis	0	1	0	0	0	\$ 190
1.2 Pricing Analysis	0	6	0	0	0	\$ 1,140
<b>2 Term Sheet/Letter of Intent Preparation</b>						<b>\$ 1,520</b>
2.1 Draft Term Sheet	0	2	0	0	0	\$ 380
2.2 Prepare Letter of Intent	0	2	0	0	0	\$ 380
2.3 Execute LOI	0	4	0	0	0	\$ 760
<b>Total</b>						<b>\$ 2,850</b>

Based upon the assumptions outlined in the Scope of Services, the estimated fee for this Amendment 3 is \$2,850. Time and expenses will be billed in accordance with Professional Services Hourly Rates in Section 5.2 of Task Order 4.

**3. PAYMENT TERMS**

SMUD will record the monthly charges for staff and hours expended for the professional services provided under this Amendment 3, and provide a monthly statement to VCEA for review and validation. Payment of the fees incurred through September 30, 2018, will be deferred until October 1, 2018, subject to Section 8.8 of the Agreement.

Invoices for fees incurred from October 1, 2018, through the termination of Amendment 3 will be submitted to VCE monthly. For services under this Amendment 3, VCEA shall pay all undisputed portions of invoices within thirty (30) calendar days of date of the invoice.

[Signature Page follows]

**SIGNATURES**

The Parties have executed this Amendment 3, and it is effective as of the date of last signature below.

**Valley Clean Energy Alliance**

By:

  
\_\_\_\_\_

Name:

MITCH SEARS  
\_\_\_\_\_

Title:

INTERIM GENERAL MANAGER  
\_\_\_\_\_

Date:

10/19/2018  
\_\_\_\_\_

Approved as  
to Form:

\_\_\_\_\_

**Sacramento Municipal Utility District**

By:

  
\_\_\_\_\_

Name:

ARLEN ORCHARD  
\_\_\_\_\_


Title:

CHIEF EXECUTIVE OFFICER + GENERAL MANAGER  
\_\_\_\_\_

Date:

10/30/18  
\_\_\_\_\_

Approved as  
to Form:

  
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LEGAL