

**AMENDMENT 15 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 15 to Exhibit A, Task Order No. 4 (Amendment 15), 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 15 conflict with any general provisions in the Agreement or Task Order No. 4, the provisions of this Amendment 15, shall take precedence. Capitalized terms used in this Amendment which are not defined in this Amendment will have the respective meanings ascribed to them in the Agreement or a previous Amendment thereof.

1. In accordance with the terms of Task Order No. 4, this Amendment 15 is to memorialize the cancelation of the On-Call Proxy Power Director as documented in Amendment 5 to Exhibit A, Scope of Services. This termination is effective as of December 20, 2019.
2. Pursuant to Section 1.2 Professional Services of Task Order No. 4, the Parties agree to the following additional scope of services:

SMUD will provide as-needed support to VCEA, as requested by VCEA, to transition the duties of the Power Proxy Director to a VCEA employee. Support, may include but not be limited to, the following:

- Energy Procurement – Work with the General Manager to support research and due diligence for potential power supply opportunities, negotiation of power purchase agreements, development and execution of VCEA’s renewable, local and zero-carbon procurement efforts, issue identification, and contract dispute resolution.
- Energy Program Development – Work with the VCEA staff team on complementary energy program development and implementation that may include some or all of the following: net energy metering, feed in tariff, energy efficiency and demand management, battery storage, electric vehicle and other transportation incentives, distributed energy resource development, and other programs that advance VCEA’s mission, provide community and consumer benefits, and support carbon reduction goals.
- Finance – Assist in analysis relating to energy supply and local energy development, and support budget analysis for rate design and rate setting.
- Regulatory – Work with the VCEA General Manager and Regulatory Counsel to provide quantitative analysis focused on VCEA’s energy supply portfolio,

VCEA's load forecast, and broader California energy market conditions, with a particular focus on all quantitative inputs into the Power Charge Indifference Adjustment, in addition to coordinating required regulatory reporting, and represents VCE as needed before regulatory and legislative bodies, and key industry groups.

This work will be provided at the current hourly rates for Professional Services and will be billed monthly in arrears, due Net 30.

**SIGNATURES**

The Parties have executed this Amendment 15, and it is effective as of the date of last signature below.

**Valley Clean Energy Alliance**


By:

Name:

Title:

Date:

Approved as  
to Form:

  
MITCH SEARS  
INTERIM GENERAL MANAGER  
2/14/2020

**Sacramento Municipal Utility District**


By:

Name:

Title:

Date:

Approved as  
to Form:

  
Arlen Orchard  
Chief Executive Officer + General Manager  
3/2/2020

LEGAL  
AM

