

AMENDMENT 1 to the Master Services Agreement

This Amendment 1 to the Master Services Agreement is made by and between the Sacramento Municipal Utility District (SMUD) and Valley Clean Energy (VCE), on the date of last signature below (“Amendment 1”). SMUD and VCE are Parties to that certain Master Services Agreement, dated October 25, 2017 (“MSA”).

Recitals

WHEREAS, the Parties entered into the MSA to facilitate implementation and operation of a Community Choice Aggregation (CCA) program for VCE pursuant to Public Utilities Code Section 366.2 et seq.;

WHEREAS, the original MSA expires on June 1, 2023 (5 years from the Launch Date), and pursuant to Section 4.2 of the MSA, VCE and SMUD have agreed to extend the term until December 31, 2028;

WHEREAS, under the original MSA, SMUD supported the launch and on-going operations of VCE’s CCA program and VCE desires to continue with certain services from SMUD as provided in the Task Order(s).

NOW THEREFORE, the Parties agree to the terms of this Amendment 1 set forth below.

Section 4.2 TERM, is amended as follows:

Section 4.2 Term is struck in its entirety and replaced with the following:

“4.2.1 This MSA shall remain in effect through December 31, 2028, unless terminated in accordance with Section 4.3 (Termination) or as otherwise agreed in writing by the Parties. This MSA may be extended by mutual agreement of the Parties, for a maximum term of fifteen (15) years. Either Party may notify the other Party at least six (6) months prior to expiration indicating its desire to extend the term of the MSA, and the Parties shall meet and discuss whether an extension is mutually acceptable. At that time SMUD shall evaluate its fees and rates for potential changes in the compensation structure of the Task Order(s).

Additionally, each Task Order will have its own term, not to exceed the term of the MSA, which may be extended by mutual agreement of the Parties.

4.2.2 The Launch Date is June 1, 2018.”

SIGNATURES

The Parties have executed this Amendment 1, and it is effective as of the date of last signature below.

Valley Clean Energy

By:  _____

Name: Mitch Sears

Title: Executive Officer

Date: April 13, 2023

Approved as to Form: N/A

Sacramento Municipal Utility District

By:  _____

Name: Brandy Bolden

Title: Chief Customer Officer

Date: 4/25/23

Approved as to Form: Andrew Meditz