

**GOODS AND SERVICES AGREEMENT
BETWEEN
SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY
AND
COHEN VENTURES, Inc.**

RIVERSIDE PUBLIC UTILITIES TASK ORDER 03 – June 28, 2017

Effective from July 1, 2017 through June 30, 2018, Cohen Ventures, Inc. DBA Energy Solutions (the Consultant) shall provide program design, outreach, implementation, and incentive payment support to Riverside Public Utilities for an Upstream Rebate Program for High Efficiency Equipment (Program). These efforts include creating materials necessary to maintain the Program, conducting outreach to eligible Distributors to upsell and stock qualifying equipment and enroll in the program, modifying and maintaining the online application system, processing rebate applications, ensuring Distributor compliance with the terms of the Distributor Participation Agreement, as described below, verifying customer eligibility and product qualifications, providing ongoing program usage information to Riverside Public Utilities, and paying rebates to Program participants.

The specific tasks shall include:

TASK 1- PROJECT MANAGEMENT

The Consultant shall work with Riverside Public Utilities to design and implement the Program. Project management activities will include: finalizing the Program design, budgeting and budget tracking, developing Program policies and procedures, and coordinating and representing Riverside Public Utilities's interest with other team members, third parties, vendors, and subcontractors. Consultant shall also develop, update and revise documentation related to the above activities as needed.

Consultant shall provide a monthly report detailing activities performed and will meet in person with Riverside Public Utilities's Program Manager as needed. Monthly program reporting will include, but is not necessarily limited to, equipment installing customer contact information and Riverside service address, equipment information, costs, and annual kilowatt-hour and kilowatt savings. This monthly report is due by the 10th day of each calendar month for Riverside Public Utilities's internal reporting. Consultant shall provide Program data or other information necessary to fulfill Program inspection and evaluation requirements.

TASK 2 - OUTREACH

The Consultant will perform outreach to eligible distributors, dealers, manufacturers, and manufacturer representatives (Distributors) to inform them of the Program, enroll participants, and provide support and training on submitting and tracking applications through the online system. Distributor outreach will include attending meetings with various entities, including, but not limited to, the client, other utilities, account executives, vendors, business groups, local governments, manufacturers, trade associations and other associations. The Consultant shall

develop and maintain an updated Program communication database, and will document meetings and phone calls with market actors. The Consultant will provide Riverside Public Utilities with copies of signed Distributor Participation Agreements, specifying each Distributor's responsibilities, commitments and liabilities associated with Participation in the Program, and a list of participating Distributors.

Distributors will typically receive 1-3 in-person visits per year from Consultant staff. During these visits Consultant will promote sales and stocking strategies for high efficiency equipment sales and provide business cases that outline how the program benefits their business and how their participation compares to that of their competitors. Consultant will work with Distributors to address and resolve questions and barriers in order to facilitate maximum participation. Training for participating Distributors may be provided in person, on the phone, and/or via webinar or video. Consultant will respond quickly to questions and issues as they arise for Distributors submitting applications through the online system or application status. Manufacturers and other key market actors may also be engaged with calls and in-person visits conducted as appropriate. The Consultant shall attend the support activities deemed necessary to the Program success by Program Manager.

TASK 3 - ONLINE SYSTEM DATABASE DEVELOPMENT AND MAINTENANCE

The Consultant shall customize the California Distributor Rebates System (the System) (www.cainstantrebates.com) to process Program rebates and incentives for participants. The Consultant will operate and maintain the System through dedicated hosting facilities, incorporating data security, data backup and redundancy. The System will include batch application upload, customer address matching, batch equipment upload, qualifying equipment database and verification, and invoicing tracking capabilities.

Customer installation address matching may be done manually by Riverside Public Utilities with support from the Consultant or may be done automatically if Riverside Public Utilities' customer address database(s) is made available to the Consultant. The equipment database shall include equipment that qualifies for the Program. Qualifying equipment is described in Attachment 1 and may be modified by mutual written agreement between Consultant and Riverside Public Utilities. Consultant shall update the online application system and databases as new qualifying equipment is included.

The Consultant will work with Riverside Public Utilities staff to securely maintain the confidentiality of the customer database and all Program information.

TASK 4 -APPLICATION PROCESSING AND VERIFICATION

The Consultant shall review rebate applications for consistency and completeness and shall resolve issues that may prevent applications from being processed. The Consultant shall verify that customer installation addresses provided on rebate applications match valid customer addresses and accounts. The Consultant will verify and approve eligible equipment information provided by Distributors with the qualifying equipment list (Attachment 1). The Consultant will also train Riverside Public Utilities personnel as needed to review applications, payment status, and invoicing.

TASK 5 -PAYMENT PROCESSING AND PROGRAM REPORTING

The Consultant shall be responsible for paying rebates to participating Distributors. Rebates will be batched together on invoices on a weekly or bi-weekly basis, reviewed, and forwarded to the Consultant finance team for payment. Checks will be cut and mailed to Distributors according to payee information provided upon enrollment. Additionally, the Consultant will research and query program data from the System and prepare reporting documents as required by the Program Manager to meet regulatory and other reporting needs.

TASK 6 -ENGINEERING SERVICES AND WORK PAPERS

Upon request, Consultant will provide work papers that support Riverside Public Utilities Energy Efficiency Programs including, but not limited to, claimed energy and demand savings resulting from the Upstream Rebate Program for High Efficiency Equipment. The work tasks include technical support of calculations used to estimate savings; energy savings modeling; and researching and documenting measure costs and other measure parameters used in cost effectiveness calculations. Specific work may include:

- Develop new work papers, utilizing recent engineering, EM&V, cost data, and/or related software to substantiate savings claims.
- Convert and expand existing work papers, correcting where necessary.
- Participate in the peer review of draft work papers and/or assist in comments resolution.
- Update existing work papers impacted by any recent EM&V study results.
- Participate in meetings and conference calls.
- Coordinate analysis related to DEER measures and the DEER database.
- Analyze studies, code & standards, measures, and data related to work papers.

PAYMENT SCHEDULE

WORK PRODUCT	MEASUREMENT	PAYMENT RATE	ESTIMATED BUDGET
Program implementation, administration, rebating and marketing	Ton of installed high efficiency equipment	\$36.75 per ton	\$89,000.00
Program Incentives (Rebates)	Amount paid to distributors based on schedule on Attachment 1	\$66.00 per ton (average) Range: \$20.00 to \$200.00 per ton	\$161,000.00
Engineering Services and work papers	Documentation to support claimed energy savings	Per attached rate sheet (Attachment 2)	TBD

Total contract costs are not to exceed \$250,000.00.

Consultant invoices will be sent to Riverside Public Utilities. Upon approval, Riverside Public Utilities will forward invoices for payment to Southern California Public Power Authority (SCPPA) at billinginvoices@scppa.org.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have signed this Task Order as of the date first written above.

SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY

By: _____
MICHAEL S. WEBSTER
Executive Director

and;

COHEN VENTURES, INC.

By: _____
DANIEL CORNEJO
Director – Southern California

Participant's Acknowledgement and Agreement

By signing this Task Order, Participant agrees to reimburse SCPPA for all fees and expenses invoiced by Consultant and will be responsible for all payment obligations incurred by SCPPA in connection with the work performed at the direction of or on behalf of Participant. Participant agrees to hold SCPPA and all other SCPPA members harmless for payment for work performed at the direction of, and for the exclusive benefit of Participant.

Riverside Public Utilities

By: _____
JOHN A. RUSSO
City Manager

Certified as to Available of Funds:

APPROVED AS TO FORM:

By: _____
Edmund CFO/Treasurer
Director of Finance

By: _____
Susan Wilson
Assistant City Attorney

Check here if Participant has indicated acknowledgement and agreement by letter addressed to SCPPA.

ATTACHMENT 1

Qualifying Minimum Equipment Efficiencies & Incentive Levels for Commercial HVAC Equipment - New Construction & Natural Replacement

Three Phase Package and Split Equipment

Equipment Type	Unit Type	Tier	Size Category	Sub-Category	Full Load Cooling Efficiency	or	Seasonal/Part Load Cooling Efficiency	Current Incentive (\$/ton)
Air-Cooled	AC	1*	<65 kBtuh (< 5.4 tons)	Split System w/TXV	12.5 EER	or	15.0 SEER	\$65
				Single Package	12.0 EER	or	15.0 SEER	
	HP	1*	<65 kBtuh (< 5.4 tons)	Split System w/TXV	12.5 EER	or	15.0 SEER	\$65
				Single Package	12.0 EER	or	15.0 SEER	
	AC	2*	<65 kBtuh (< 5.4 tons)	Split System w/TXV	13.0 EER	or	16.0 SEER	\$130
				Single Package	12.4 EER	or	16.0 SEER	
	HP	2*	<65 kBtuh (< 5.4 tons)	Split System w/TXV	13.0 EER	or	16.0 SEER	\$130
				Single Package	12.4 EER	or	16.0 SEER	
	AC	3*	<65 kBtuh (< 5.4 tons)	Split System w/TXV	13.5 EER	or	17.0 SEER	\$200
				Single Package	13.0 EER	or	17.0 SEER	
	HP	3*	<65 kBtuh (< 5.4 tons)	Split System w/TXV	13.5 EER	or	17.0 SEER	\$200
				Single Package	13.0 EER	or	17.0 SEER	
	AC or HP	1	≥ 65 kBtuh and < 135 kBtuh	Split System	11.5 EER	or	13.4 IEER	\$20

Air-Cooled Continued		2	(≥ 5.4 tons and < 11.3 tons)	w/TXV and Single Package	12.0 EER	or	13.8 IEER	\$40
		3			12.6 EER	or	14.8 IEER	\$75
		4			13.0 EER	or	18.0 IEER	\$100
	AC or HP	1	≥ 135 kBtuh and < 240 kBtuh (≥ 11.3 tons and < 20 tons)	Split System w/TXV and Single Package	11.5 EER	or	13.0 IEER	\$20
		2			12.0 EER	or	13.5 IEER	\$35
		3			12.5 EER	or	14.0 IEER	\$50
		4			13.0 EER	or	17.5 IEER	\$65
	AC or HP	1	≥ 240 kBtuh and < 760 kBtuh (≥ 20 tons and < 63.3 tons)	Split System w/TXV and Single Package	10.5 EER	or	11.8 IEER	\$40
		2			10.8 EER	or	12.5 IEER	\$75
		3			11.1 EER	or	13.5 IEER	\$125
		4			11.5 EER	or	15.0 IEER	\$175
	AC or HP	1	≥ 760 kBtuh (≥ 63.3 tons)	Split System w/TXV and Single Package	10.2 EER	or	11.6 IEER	\$40
		2			11.0 EER	or	12.3 IEER	\$75
		3			12.0 EER	or	13.8 IEER	\$125
		4			12.8 EER	or	15.0 IEER	\$175
	Water/Evap. Cooled AC (Three Phase and Single Phase)	AC	1	< 65 kBtuh (< 5.4 tons)	Split System and Single Package	14.0 EER		
2			15.0 EER					\$125
3			16.0 EER					\$200
AC		1	≥ 65 kBtuh and < 135 kBtuh (≥ 5.4 tons and < 11.3 tons)	Split System and Single Package	14.0 EER			\$35
AC		1	≥ 135 kBtuh and < 240 kBtuh (≥ 11.3 tons and < 20 tons)	Split System and Single Package	14.0 EER			\$70
AC		1	≥ 240 kBtuh (≥ 20 tons)	Split System	13.0 EER			\$70

				and Single Package			
Water Source HP (Three Phase and Single Phase)	HP	1	< 65 kBtuh (< 5.4 tons)	Split System and Single Package	14.0 EER		\$130
		2			15.0 EER		\$245
		3			16.0 EER		\$330
	HP	1	≥ 65 kBtuh and < 135 kBtuh (≥ 5.4 tons and < 11.3 tons)	Split System and Single Package	14.0 EER		\$120
	HP	1	≥ 135 kBtuh and < 240 kBtuh (≥ 11.3 tons and < 20 tons)	Split System and Single Package	14.0 EER		\$120
	HP	1	≥ 240 kBtuh (≥ 20 tons)	Split System and Single Package	13.0 EER		\$120

*<65 kBtuh equipment must be ≥ 14 SEER

Three Phase Air-Cooled Chiller Equipment

Equipment Type	Unit Type	Tier	Size Category	Sub-Category	Full Load Cooling Efficiency	or	Part Load Cooling Efficiency	Incentive (\$/ton)
Air-Cooled	All	1	All	with Condenser	3.08 COP	or	4.04 IPLV (COP)	\$19
					10.50 EER	or	13.8 IPLV (EER)	
					1.14k W/Ton	or	0.87 IPLV (kW/Ton)	
	All	2	All	with Condenser	3.22 COP	or	4.16 IPLV (COP)	\$60
					11.00 EER	or	14.2 IPLV (EER)	
					1.09 kW/Ton	or	0.84 IPLV (kW/Ton)	
	All	3	All	with Condenser	3.37 COP	or	4.63 IPLV	\$98
					11.5 EER	or	15.8 IPLV	
					1.04 kW/ton	or	0.75 IPLV	

**Single Phase
Equipment**

Equipment Type	Unit Type	Tier	Size Category	Sub-Category	Full Load Cooling Efficiency	and	Seasonal Cooling Efficiency	Incentive (\$/ton)
Air-Cooled	AC	1	<65 kBtuh (< 5.4 tons)	Split System	12.0 EER	and	15.0 SEER	\$50
				Single Package	11.6 EER	and	15.0 SEER	
Air-Cooled	HP	1	<65 kBtuh (< 5.4 tons)	Split System	12.0 EER	and	15.0 SEER	\$50
				Single Package	11.6 EER	and	15.0 SEER	

ATTACHMENT 2

Energy Solutions Rates for Time and Materials

Staff Title	Rate (\$/hour)	Rate (\$/hour)	Rate (\$/hour)
	2016	2017	2018
001-Admin Assistant	68	70	72
002-Intern	75	77	79
100-Analyst	96	98	101
101-Associate	129	132	136
110-Project Manager	145	149	153
120-Engineer	158	162	167
130-Software Engineer / Information Systems Manager	146	150	155
210-Project Manager II	160	164	169
220-Engineer II	171	175	180
230-Software Engineer II / Information Systems Manager II	171	175	184
330-Software Engineer III / Information Systems Manager III	187	192	202
710-Senior Project Manager	185	190	196
720-Senior Engineer	197	202	208
730-Senior Software Engineer / Senior Information Systems Manager	217	222	229
810-Director	220	226	233
830-Information Systems Director	230	236	243
910-Officer/Principal	243	249	256