This Third Amendment to Agreement for Professional Services ("Amendment"), dated as of ______________, 2016 ("Effective Date"), is made by and between the Sonoma Clean Power Authority ("SCPA"), a California joint powers authority, and the Sonoma County Water Agency ("Water Agency"), a body corporate and politic of the State of California.

WHEREAS, SCPA and Water Agency are parties to an Agreement for Professional Services dated March 5, 2015 (the "Agreement"); and

WHEREAS, under the First Amendment to the Agreement, SCPA and Water Agency added tasks to the Agreement’s scope of work and increased the amount of the Agreement to reflect such additions; and

WHEREAS, under the Second Amendment to the Agreement, SCPA and Water Agency extended the term of the Agreement to June 30, 2017; and

WHEREAS, SCPA and Water Agency wish to amend the Agreement to add tasks to the Agreement’s scope of work and to increase the amount of the Agreement to reflect such additions;

NOW, THEREFORE, SCPA and Water Agency hereby agree as follows:

1. **Scope of Services**: Exhibit A to the Agreement is amended as set forth on Exhibit A of this Amendment. Double-underline designates text to be inserted.

2. **Payment**: The last sentence of Section 4 of the Agreement ("Payment") is amended to read as follows: “In no event shall the amount payable for services performed during the initial term of this Agreement exceed $456,000.”

3. **No Other Changes**: Except as expressly set forth herein, the terms of the Agreement shall remain unchanged.
By signing below, the signatories warrant that each has authority to execute this Agreement on behalf of their respective Parties, and that this Agreement is effective as of the Effective Date.

Sonoma County Water Agency:

By: ________________________________

Name: Grant Davis

Title: General Manager

Date: ________________________________

APPROVED AS TO FORM FOR WATER AGENCY:

By: ________________________________

Cory O’Donnell, Deputy County Counsel

Date: ________________________________

Sonoma Clean Power Authority:

By: ________________________________

Name: Geof Syphers

Title: Chief Executive Officer

Date: ________________________________

APPROVED AS TO FORM FOR SCPA:

By: ________________________________

Steve Shupe, General Counsel

Date: ________________________________
Exhibit A
Scope of Work for Technical Support

1) Monthly technical briefings of SCP staff on California energy policy, programs and funding opportunities. Example topics include Senate Energy Bill (de Leon), electric vehicle program opportunities, electrical vehicles and charging infrastructure, demand response, CAISO capacity valuation, and similar topics.

2) Provide technical services as directed by SCP’s CEO, Director of Programs, or Director of Power Services (e.g., technical research for identifying and evaluating local renewable sources, support for a dynamic risk assessment tool on portfolio of supply sources, load analysis for targeted group of customers, technical research for SCP customer programs, demand side management opportunities, identifying and evaluating local renewables resources, and other technical issues or items that may occur over time).

3) Assistance with outreach to other CCA efforts
   a. Respond to phone calls and e-mails referred by SCPA staff regarding formation of CCAs.
   b. Attend meetings with jurisdictions interested in forming CCAs.
   c. Attend conferences and present materials on behalf of SCP.

4) Assistance with expansion of SCP to other jurisdictions
   a. Participate in outreach activities designed to explain the formation of SCP and how it may serve other communities.
   b. Participate in presentations to City Councils, community groups, and business organizations.

5) Investigation and development of renewable energy and efficiency programs
   a. Investigate new programs being implemented by Municipal Utilities and Investor Owned Utilities both inside and outside of California.
   b. Investigate emerging renewable energy technologies that may be applicable to SCP. Technologies could include but are not limited to geothermal, biogas, biomass, hydropower, solar, wind, wave, and tidal.
   c. Investigate energy efficiency programs and energy leveraging programs such as demand response and energy storage that may be applicable to SCP.
   d. Determine if such programs would be beneficial to ratepayers of SCP.

6) Electric Vehicles and Related Charging Infrastructure
   a. Participate in meetings and workshops that facilitate the design of the Drive EverGreen program.
   b. Serve in a leadership role for defined aspects of Drive EverGreen related to deployment of EVs and EVSE infrastructure.
7) Support efforts to obtain CPUC funding for customer program implementation and evaluation.

8) Investigate and collaborate on programs that serve the water-energy nexus, such as water conservation, energy conservation, water efficiency, and energy efficiency programs in the residential, commercial, government, and industrial sectors.

9) **Agricultural Floating Solar**
   a. **Program outreach to local land owners who have existing irrigation, fire suppression or treated waste water programs.**
   b. **Develop an application and procedure for approving and prioritizing sites as potential floating solar development locations.**
   c. **Review completed applications received, evaluate on-site electricity demand needs, generation potential of the site, infrastructure upgrade needs and capacity allowances of nearby transmission and distribution grid. Work with approved applicants to estimate expenditure as needed.**
   d. **Develop and issue a request for proposals, based on the number and size of applications received and generation potential identified. Review proposals as received, conduct interviews and, with input from SCP staff, select a development team. Selection process shall give extra credit for local firms being awarded at least 20% of project scope.**

**Additions to Scope of Work under First Amended Agreement**

**AGRICULTURAL FLOATING SOLAR**

**SCOPE OF WORK**

Sonoma County Water Agency Energy Division staff to provide the following:

1. **Program Outreach**
   Reach out to local land owners who have existing irrigation, fire suppression or treated wastewater ponds regarding the program.
   
   Task 1 Budget: $2,200

2. **Application Procedure**
   Develop an application and procedure for approving and prioritizing sites as potential floating solar development locations.
   
   Task 2 Budget: $5,000
3. Site Feasibility

Review all completed applications received, evaluate on-site electricity demand needs, generation potential of the site, infrastructure upgrade needs and capacity allowances of nearby transmission and distribution grid. Work with approved applicants to estimate expenditures and connect them with financing options as needed.

Task 3 Budget: $29,000

4. Develop and Issue RFP

Based on the number and size of applications received in step 2 and generation potential identified in step 3, develop and issue an RFP for the installation of multiple floating solar arrays. Agency staff will review proposals as received, conduct interviews and, with input from Sonoma Clean Power staff, select the winning development team.

This selection process shall give extra credit for local firms being awarded at least 20% of the project scope.

Task 4 Budget: $15,000

5. Provide Construction Oversight

Monitor developer progress. Laisse with Sonoma Clean Power staff regarding project scale, estimated start dates, and construction best practices.

Task 5 Budget: $3,000

6. Contingency

Include a 3% ($1,800) program contingency.

SCHEDULE

- Initial Outreach – July 2015
- Participants Identified – August 2015
- Issue RFP – October 2015
- Receive Proposals – November 2015
- Complete contract negotiations – March 2016
- Begin construction – May 2016
- Generate power – Late 2016