

## **Exhibit C**

### **Miscellaneous Terms and Conditions**

#### **1. Savings Derivation**

Guaranteed Energy Unit Savings will be derived from new and retrofitted mechanical equipment, controls, light fixture retrofits, new utility rate structures, lighting specifications and efficiency improvements as generated by new and retrofitted mechanical equipment as listed in Attachment A of the Client Bundled Energy Solutions Project Agreement #85050780. Guaranteed Energy Unit Savings related to the lighting retrofit are incorporated into the annual Guaranteed Energy Unit Savings set forth in Exhibit “D”.

#### **2. Baseline Conditions**

Baseline Conditions is defined as the set of conditions that determined Customer's energy consumption during the period of July 2018 through June 2019, before implementation of the Project. The Guaranteed Energy Unit Savings are based on consistent utility consumption patterns in the future as compared to the Baseline Conditions, with adjustments made for non-performing devices made operational as per building code requirements.

The Guaranteed Energy Unit Savings set forth in Exhibit “D” are based on the Factors, as they are at the time this Agreement is executed. New facility heating or air conditioning loads and major increases in building occupancy will be adjusted for according to the effect on original criteria.

#### **3. International Performance, Measurement, and Verification Protocol**

(IPMVP) Option A

Option A has been selected for this retrofit due to the high confidence with which the ECM-specific savings may be determined. Installed components and locations will not vary if the end-user maintains the system appropriately, and operating hours are not projected to change after the project is implemented. Savings are determined by field measurement of the key performance parameter(s) which define the energy use of the ECM's affected system(s) and/or the success of the project. Measurement frequency ranges from short-term to continuous, depending on the expected variations in the measured parameter, and the length of the reporting period. Parameters not selected for field measurement are estimated. Estimates can be based on historical data, manufacturer's specifications, or engineering judgment. Ongoing actual measurements may or may not be used in this verification technique depending on whether the predicted savings and/or volatility of the measures implemented warrant the expenditure on additional field measurements. In the case of one-time measurements (commonly referred to as “pre/post”), the calculated post-installation savings will be stipulated for the full term of the guarantee. Visual inspection of this equipment is typically recommended to ensure less efficient equipment has not been installed after the project. The applicable plan will be identified in Exhibit D for each ECM

#### **4. Run Times / Conditions**

##### **Building Standard of Comfort**

The design space temperatures for heating are 68 to 70 degrees or less; the design space temperatures for cooling are 72 to 74 degrees or more. Where applicable, the control system will be set to achieve the nominal design space temperature for heating or cooling.

##### **Baseline Operating Parameters**

##### **Lighting Retrofit Savings**

Power consumption before they are retrofitted and afterward shall be measured, and the reduction shall be used to represent the actual power savings for each retrofitted fixture.

Light Energy Unit Savings shall be calculated assuming the operating/burn time hours specified below:

Location	Burn Hour Group	Burn Hours
City Hall	Basement Storage	5,096
City Hall	Breakroom	4,443
City Hall	City Council	260
City Hall	Conference Room	1,040
City Hall	Copy Room	1,560
City Hall	Electrical Mechanical	260
City Hall	Hallway	4,363
City Hall	Janitor Closet	520
City Hall	Lobby	4,363
City Hall	Night Light	8,760
City Hall	Open Office	2,808
City Hall	Private Office	2,080
City Hall	Private Office	2,311
City Hall	Restroom	2,839
City Hall	Stairwell	4,363
City Hall	Storage	520
Eppley Fire Station	Attic Storage	104
Eppley Fire Station	Dorm	728
Eppley Fire Station	Equipment Storage	1,456
Eppley Fire Station	Garage	2,184
Eppley Fire Station	Hallway	1,842
Eppley Fire Station	Kitchen	3,536
Eppley Fire Station	Lounge	229
Eppley Fire Station	Private Office	2,184
Eppley Fire Station	Rare Use Storage	260
Eppley Fire Station	Restroom	2,658
Eppley Fire Station	Storage	728
Garages	Garage	1,110
Garages	Equipment Storage	1,040
Garages	Hallway	2,580
Garages	Kitchen	1,560
Garages	Lobby	2,080
Garages	Private Office	1,342
Garages	Restroom	2,650
Garages	Storage	260
Leonard Fire Station	Dorm	1,460
Leonard Fire Station	Electrical Mechanical	364
Leonard Fire Station	Equipment Storage	1,460

Leonard Fire Station	Exit Signs	8,760
Leonard Fire Station	Garage	728
Leonard Fire Station	Hallway	756
Leonard Fire Station	Janitor Closet	728
Leonard Fire Station	Kitchen	3,534
Leonard Fire Station	Lounge	2,920
Leonard Fire Station	Low Use	260
Leonard Fire Station	Night Light	8,760
Leonard Fire Station	Private Office	1,794
Leonard Fire Station	Rare Use Storage	364
Leonard Fire Station	Restroom	5,750
Leonard Fire Station	Stairwell	756
Leonard Fire Station	Training Room	1,460
Leonard Fire Station	Workshop	2,184
New Water Building	Not in Use	260
Parks and Rec	Breakroom	1,240
Parks and Rec	Emergency	8,760
Parks and Rec	Equipment Storage	520
Parks and Rec	Garage	520
Parks and Rec	Night Light	8,760
Parks and Rec	Private Office	1,427
Parks and Rec	Rare Use Storage	104
Parks and Rec	Restroom	213
Parks and Rec	Storage	520
Police Annex	Basement Storage	260
Police Annex	Conference Room	520
Police Annex	Currently Unoccupied	260
Police Annex	Elevator	8,760
Police Annex	Evidence Area	1,560
Police Annex	Gym	6,505
Police Annex	Hallway	5,359
Police Annex	Lobby	2,080
Police Annex	Polygraph	520
Police Annex	Private Office	2,046
Police Annex	Restroom	4,113
Police Annex	Stairwell	520
Police Annex	Storage	520
Police Annex	Training Room	520
Police Annex	Workshop	520
Safety Building	24/7	8,760

Safety Building	Breakroom	2,058
Safety Building	Cell	5,200
Safety Building	Conference Room	728
Safety Building	Copy Room	1,460
Safety Building	Courtroom	1,560
Safety Building	Day Rooms	5,200
Safety Building	Dorm	374
Safety Building	Electrical Mechanical	364
Safety Building	Exit Signs	8,760
Safety Building	Garage	2,826
Safety Building	Hallway	3,640
Safety Building	Hallway	4,766
Safety Building	Interview Room	728
Safety Building	Janitor Closet	728
Safety Building	Kitchen	4,987
Safety Building	Laundry	1,460
Safety Building	Locker Room	2,490
Safety Building	Med Room	1,460
Safety Building	Multipurpose Room	728
Safety Building	Night Light	8,760
Safety Building	No Use	0
Safety Building	Open Office	2,060
Safety Building	Private Office	3,387
Safety Building	Rare Use	364
Safety Building	Rare Use Storage	364
Safety Building	Rec Room	364
Safety Building	Restroom	1,460
Safety Building	Restroom	3,426
Safety Building	Sally Port	728
Safety Building	Stairwell	4,766
Safety Building	Storage	728
Safety Building	Training Room	728
Safety Building	Visitation	260
Safety Building	Workshop	2,184
Secrest Auditorium	Auditorium	520
Secrest Auditorium	Conference Room	520
Secrest Auditorium	Dressing Rooms	520
Secrest Auditorium	Electrical Mechanical	260
Secrest Auditorium	Hallway	2,080
Secrest Auditorium	Lobby	170

Secrest Auditorium	Lounge	560
Secrest Auditorium	Private Office	2,141
Secrest Auditorium	Reception Area	520
Secrest Auditorium	Restroom	376
Secrest Auditorium	Stairwell	1,040
Secrest Auditorium	Storage	260
Secrest Auditorium	Ticket Counter	520
Traffic	Breakroom	1,062
Traffic	Garage	520
Traffic	Hallway	10
Traffic	Parts Storage	520
Traffic	Private Office	383
Traffic	Restroom	260
Traffic	Storage	260
Garages- Vehicle Maintenance	Garage	1,110
Garages- Vehicle Maintenance	Breakroom	1,560
Garages- Vehicle Maintenance	Exit Signs	8,760
Garages- Vehicle Maintenance	Hallway	2,580
Garages- Vehicle Maintenance	Parts Storage	2,080
Garages- Vehicle Maintenance	Private Office	1,342
Garages- Vehicle Maintenance	Restroom	2,650
Garages- Vehicle Maintenance	Storage	520
Wastewater Treatment Plant	Garage	895
Wastewater Treatment Plant	Breakroom	1,204
Wastewater Treatment Plant	Electrical Mechanical	260
Wastewater Treatment Plant	Elevator	8,760
Wastewater Treatment Plant	Equipment Rooms	3,219
Wastewater Treatment Plant	Hallway	1,379
Wastewater Treatment Plant	Janitor Closet	520
Wastewater Treatment Plant	Lab	3,218
Wastewater Treatment Plant	Lobby	1,353
Wastewater Treatment Plant	Locker Room	1,273
Wastewater Treatment Plant	Open Office	2,600
Wastewater Treatment Plant	Private Office	1,297
Wastewater Treatment Plant	Private Office	2,080
Wastewater Treatment Plant	Restroom	2,704
Wastewater Treatment Plant	Stairwell	1,379
Wastewater Treatment Plant	Storage	520
Wastewater Treatment Plant	Workshop	1,560
Water Tower	Rare Use Storage	104

Water Treatment	Breakroom	1,336
Water Treatment	Chemical Storage	520
Water Treatment	Conference Room	520
Water Treatment	Electrical Mechanical	260
Water Treatment	Hallway	6,149
Water Treatment	Lab	5,429
Water Treatment	Lobby	2,600
Water Treatment	Locker Room	3,936
Water Treatment	Night Light	8,760
Water Treatment	Open Office	2,080
Water Treatment	Plant	520
Water Treatment	Private Office	396
Water Treatment	Restroom	1,040
Water Treatment	Stairwell	520
Water Treatment	Storage	520
Water Treatment	Workshop	1,560
City Hall	Exterior	4,368
Eppley Fire station	Exterior	4,368
Garage	Exterior	4,368
Leonard Fire Station	Exterior	4,368
Parks and Rec	Exterior	4,368
Police Annex	Exterior	4,368
Safety Building	Exterior	4,368
Secrest Auditorium	Exterior	4,368
Stadium	Stadium	364
Traffic	Exterior	4,368
Vehicle Maintenance	Exterior	4,368
Wastewater Treatment Plant	Exterior	4,368
Water Treatment	Exterior	4368

**HVAC**

HVAC Occupied hours are listed in the following table:

City Hall

SUN	MON	TUES	WED	THURS	FRI	SAT
None	7am-5pm	7am-5pm	7am-5pm	7am-5pm	7am-5pm	None

Fire Station -Eppley

SUN	MON	TUES	WED	THURS	FRI	SAT
24/7	24/7	24/7	24/7	24/7	24/7	24/7

Fire Station -Leonard

SUN	MON	TUES	WED	THURS	FRI	SAT
24/7	24/7	24/7	24/7	24/7	24/7	24/7

Street Maintenance/Sanitation

SUN	MON	TUES	WED	THURS	FRI	SAT
None	7am-5pm	7am-5pm	7am-5pm	7am-5pm	7am-5pm	None

Police Annex

SUN	MON	TUES	WED	THURS	FRI	SAT
None	7am-5pm	7am-5pm	7am-5pm	7am-5pm	7am-5pm	None

Safety Building

SUN	MON	TUES	WED	THURS	FRI	SAT
24/7	24/7	24/7	24/7	24/7	24/7	24/7

Secrest Auditorium

SUN	MON	TUES	WED	THURS	FRI	SAT
None	7am-5pm	7am-5pm	7am-5pm	7am-5pm	7am-5pm	None

Light/Traffic Building

SUN	MON	TUES	WED	THURS	FRI	SAT
None	7am-5pm	7am-5pm	7am-5pm	7am-5pm	7am-5pm	None

Vehicle Maintenance

SUN	MON	TUES	WED	THURS	FRI	SAT
None	7am-5pm	7am-5pm	7am-5pm	7am-5pm	7am-5pm	None

Waste Water Treatment Plant

SUN	MON	TUES	WED	THURS	FRI	SAT
24/7	24/7	24/7	24/7	24/7	24/7	24/7

Water Treatment Plant

SUN	MON	TUES	WED	THURS	FRI	SAT
24/7	24/7	24/7	24/7	24/7	24/7	24/7

**5. Water Meter Accuracy Guarantee**

ABM's Guarantee is based solely upon water meter accuracy as determined by testing a statistically valid random sample of water meters operating under normal conditions, which have been replaced pursuant to the contract. No guarantee, express or implied, is provided with respect to any other matters, including, without limitation, the following items (and the effects thereof):

- a. water system revenue
- b. water usage/consumption trends
- c. water rationing programs
- d. demographic and/or population shifts
- e. changes in the industrial or commercial base
- f. regulatory changes
- g. droughts, floods, rainfall, or other weather or climactic conditions
- h. water system pressure variations
- i. non-metered water usage
- j. failure to collect amounts due for billable consumption

- k. changes in monthly base charges, monthly allowable minimum base consumption, or monthly
- l. volume charges
- m. changes to water and sewer rate schedules
- n. water quality
- o. failure of the water system to meet governmental requirements
- p. improper maintenance or unsound usage of the Improvement Measures or any related equipment
- q. performance of automatic meter reading equipment

**6. Water Meter Accuracy Shortfalls**

In the event that the Measured Weighted System Accuracy in any Guarantee Year is less than the Guaranteed Accuracy required for that Guarantee Year, ABM shall, compensate Customer the amount of any such Shortfall, in such form as agreed to by the parties, limited by the value of the annual guarantee, within thirty (30) days. Resulting compensation shall be ABM's sole liability for any Shortfall in the Guaranteed Accuracy.

The Shortfall for the missed year is equal to:

*(Current year Guaranteed Accuracy – current year Measured Weighted System Accuracy) \* (Penalty per Percentage Point Value)*

*Where, the maximum annual Shortfall is limited to the (Maximum Annual Shortfall Allowable).*

Penalty per Percentage Point of Accuracy Missed shall be as follows:

Guarantee Year	Per point Penalty
Year 1	\$ 80,168
Year 2	\$ 80,168
Year 3	\$ 80,168
Year 4	\$ 80,168
Year 5	\$ 80,168

Total penalty will be calculated based on the above table using increments of 0.1% of deviation from accuracy target.

Maximum Annual Shortfall Allowable shall be as follows:

Guarantee Year	Maximum Annual Shortfall
Year 1	\$564,606
Year 2	\$564,606
Year 3	\$564,606
Year 4	\$564,606
Year 5	\$564,606



## Exhibit D

### 1. Annual Guaranteed Energy Unit Savings- Buildings

Client Baseline – Current Energy Use

Electric kWh – 2,206,142 kWh

Natural Gas – 10,203 MMBTU

Contractor will guarantee the following annual reduction of kWh, MMBTU of Natural Gas

**Energy Unit Savings**

**Electrical Savings** **522,194 kWh**

**Natural Gas Savings** **1,092 MMBTU**

**INITIAL BASE ENERGY RATES\*\*:**

Building / Facility	Elec (\$/kWh)	Nat Gas (\$/MMBTU)
City Hall	\$ 0.095	\$ 8.0
Fire Station - Eppler	\$ 0.106	\$ 5.7
Fire Station - Leonard	\$ 0.087	\$ 8.4
Water/Sewer	\$ 0.191	\$ 7.3
Parks & Rec - Main Building	\$ 0.100	\$ 5.6
Street Maintenance/Sanitation	\$ 0.135	\$ 8.1
Police Annex	\$ 0.089	\$ 8.6
Safety Building	\$ 0.082	\$ 6.8
Secret Auditorium	\$ 0.108	\$ 7.2
Light/Traffic Building	\$ 0.112	-
Vehicle Maintenance/Water Maintenance	\$ 0.099	\$ 10.0

\*\* Base energy rate will escalate at 3% annually

1. Projected Utility Savings: \$ 59,167
2. Agreed Upon Operational and Cost Avoidance Savings \$ 41,204

## 2. Annual Guaranteed Energy Unit Savings- Wastewater Treatment Plant

**Client Baseline – Current Energy Use**

**Electric kWh – 8,886,180 kWh**

**Natural Gas – 473 MMBTU**

Contractor will guarantee the following annual reduction of kWh, MMBTU of Natural Gas

**Energy Unit Savings**

**Electrical Savings 130,558 kWh**

**INITIAL BASE ENERGY RATES\*\*:**

Building / Facility	Elec (\$/kWh)	Nat Gas (\$/MMBTU)
Wastewater Treatment Plant	\$ 0.083	\$ 9.2

\*\* Base energy rate will escalate at 3% annually

\*\* Base energy rate will escalate at 3% annually

- 3. Projected Utility Savings: \$ 10,866
- 4. Agreed Upon Operational and Cost Avoidance Savings \$ 186,834