

CLIENT SERVICES AGREEMENT**RIDER NUMBER:** 1**SUBJECT:** ENERGY PROJECT DEVELOPMENT & MANAGEMENT

- I. PEC will identify and, subject to Client authorization, develop and manage comprehensive energy services projects, inclusive of related capital improvements, under the framework of an energy Performance Contract (“PC”), following the guidelines of the Pennsylvania “Guaranteed Energy Savings Act” (“GESA”). Any such projects would be based on the following efforts and criteria:
 - A. PEC will gather and review energy usage histories and facility profiles to support a preliminary overview of energy utilization efficiency. Based on results of the preliminary review, PEC will structure and manage a process leading to an exploration of energy cost reduction and facility improvement efforts utilizing appropriate Request for Proposals (“RFP”) development and project management approaches. Specifically, PEC will:
 1. Review any prior applicable engineering or utilities studies and any proposed energy conservation measures presently being considered;
 2. Complete a cursory review of existing facility conditions, typical lighting systems, building control systems, major mechanical systems, and near term renovation plans (if any) to determine which facility upgrades may be suitable for potential inclusion in any proposed PC;
 3. Gather and review energy records, make appropriate benchmark comparisons, and determine appropriate “base year” consumption amounts, taking into consideration the impact of any non-standard building conditions or usage and any significant systems changes with respect to energy consumption;
 4. Establish/verify appropriate building operational parameters in conjunction with operational staff (i.e. lighting burn hours, heating cooling set points, occupied/unoccupied periods, etc.).
 - B. PEC will prepare a RFP toward the development of a PC through proposals from qualified Energy Services Companies (“ESCO”) on appropriate upgrades related to energy conservation and facility improvement measures. Specific activities will be as follows:
 1. Prepare/review and distribute all RFP documents, developed in a way that provides prospective respondents with sufficient information and project scope definition to: a) minimize the time prospective ESCOs will need within Client facilities, and b) minimize Client distractions during the review and submittal process;
 2. Obtain and provide potential vendors with an applicable Prevailing Wage pre-determination;
 3. Provide Client with advertisement language for proper public advertising, as required by GESA;
 4. Provide an RFP bidders list, with Client approval;
 5. Conduct a pre-proposal meeting to present facility usage and operating information and to preview critical Client needs/improvements so ESCOs can be consistent in their approach to project development;
 6. Except for facility access arrangements, PEC will be the main point of contact with potential respondents, principally to ensure that the ESCOs remain on track during the RFP process.
 - C. PEC will review RFP submissions and qualify the best proposal(s) using a combined objective and subjective rating system established for the project.
 1. PEC will review submittal data and pricing to support a detailed cost/benefit analysis of energy utilization efficiency and/or facility improvements.
 2. PEC will manage and conduct an analysis of options, leading to a recommendation of energy conservation and facility improvement measures, as well as a suitable/capable ESCO for a negotiated contract.

- 3. PEC will attend Board/Committee meetings to expedite this project and provide Board/public information as needed.
 - D. PEC will, subject to Client approval, act as Client's agent to facilitate any and all appropriate upgrades.
 - E. PEC will review and confirm subsequent measurement and verification of savings that may be guaranteed by the contracted ESCO.
- II. PEC's Project Development and Management services associated with energy-efficiency upgrades or utilization improvements will be included in any resultant and final project financing at an amount equal to three percent of the installed project costs. Client will have payment obligations under 'I' above only if an identified project opportunity leads to the Client executing a separate contract with a reputable and capable ESCO.

Client: _____

Contact: _____

Contact Title: _____

Date of Agreement: _____ Date of Rider: _____

Client Name Provident Energy Consulting, LLC

By: _____ By: _____

Name: _____ Name: Joseph S. Solomon

Title: _____ Title: President