

**SANTA BARBARA COUNTY PLANNING AND DEVELOPMENT**

**CHANGE ORDER NO. 1**

This Change Order No. 1 (the “Change Order”) is issued pursuant to the CALIFORNIA ENERGY EFFICIENCY STRATEGIC PLAN IMPLEMENTATION CONTRACT dated May 17, 2011 (the “Contract”) between COUNTY OF SANTA BARBARA COUNTY (“Implementer”) and SOUTHERN CALIFORNIA EDISON COMPANY (“SCE”) and sets forth certain changes to the Statement of Work (“SOW”) executed by Implementer and SCE on October 1, 2012. This Change Order is effective as of November 1, 2012 (“Change Order Effective Date”). Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Contract.

The parties agree to modify the SOW as follows:

1. Task 4, Part D is deleted in its entirety and replaced with the following:

**D. SCE’s Regulatory Reporting:** Implementer will implement, adhere to, and submit the items as described in Appendix B (Regulatory Reporting Requirements), attached hereto, as SCE requests. The CPUC reporting requirements may be amended from time to time, at which time SCE will notify Implementer of the changes and issue a new Appendix B. Implementer will implement these modifications in a timely manner and future invoice documentation will reflect them.

Implementer acknowledges that SCE may, in its sole discretion, require Implementer to provide such other reports or documentation that SCE deems appropriate or necessary (“Ad Hoc Reports”). Implementer will comply with any request for such Ad Hoc Report(s) within a reasonable time or, if applicable, within the time requested by SCE.

<b>Deliverable(s)</b>	<b>Due Date(s)</b>
1. Prepare and submit Monthly invoices and supporting documentation to SCE.	Monthly, by the 15th Calendar Day for Work completed the preceding Month
2. Prepare and submit Monthly regulatory report, including flat files and Monthly deliverable work sheet.	Monthly, by the 15th Calendar Day for Work completed the preceding Month
3. Prepare and submit Semi-annual Reports (for requirements in Appendix B) to SCE	March 1 and September 1 of each year of Contract term for Work completed during the preceding 6 Months
4. Prepare and submit Ad Hoc Reports	As SCE requests and/or requires
5. Prepare and submit final invoice and Program Report to SCE	By <u>January 15, 2013</u> for final invoice and by <u>December 31, 2012</u> for final Program Report

2. Task 5, Part A is deleted in its entirety and replaced with the following:

**A. Program Ramp-Down:** If there is a gap in Program services after October 15, 2012, Implementer will provide SCE with a ramp-down plan for the Program. To ensure complete Program shut-down, the Program ramp-down period will commence no later than December 1, 2012. Implementer's plan for Program ramp-down will take into consideration that all services must be completed by December 31, 2012.

Implementer will resolve all outstanding Program and Partnership issues and begin preparation of the Final Report beginning September 1, 2012.

3. Task 5, Part B is deleted in its entirety and replaced with the following:

**B. Program Shut-Down:** Implementer will provide to the CPM a plan with procedures on shutting down the Program.

All Program operations will be completely shut down after the last day of the Contract effective period.

Deliverable(s)	Due Date(s)
1. Submit detailed ramp-down and shut-down plans and schedules to CPM for review and approval	No later than September 1, 2012
2. Resolve outstanding Program and Partnership issues and begin preparation of Final Report	No later than September 1, 2012
3. Begin Program ramp-down	No later than December 1, 2012
4. Complete all services	No later than December 31, 2012

4. Task 6, Part F is deleted in its entirety and replaced with the following:

**F. Program Next Step:** Should the Program a) be mainstreamed, b) continued to be developed or, c) ended.

Deliverable(s)	Due Date(s)
1. Submit draft Final Report for SCE review and approval	No later than December 15, 2012
2. Submit revised Final Report for SCE review and approval	No later than December 31, 2012

5. Appendix A, Part A (Monthly Invoicing and Reporting Requirements) is deleted in its entirety and replaced with the following:

Monthly hard copy invoices are required at the 15th Calendar Day of each Month for Work completed the preceding Month with invoicing supporting files described herein. These invoices and supporting documents are for work performed by the Implementer and all Subcontractors.

On January 15, 2013 or sooner, Implementer will submit a final invoice associated with Program services that are tied directly to delivery of the Program deliverables. No Work except that associated with preparing the Final Report (Task 6) and final invoice will be performed after December 31, 2012. Subsequent invoices will only contain expenses associated with closing out the Program (i.e., administration expenses, etc.) that are not directly tied to delivery of the Program goals.

6. General. From and after the Change Order Effective Date, any reference to the SOW contained in any notice, request, certificate or other instrument, document or agreement shall be deemed to mean the SOW, as amended by this Change Order. Except as modified herein, all other terms and conditions of the SOW shall remain in full force and effect.

IN WITNESS WHEREOF, the Parties hereto have caused this Change Order to be executed by their duly authorized representatives as of the Change Order Effective Date.

IMPLEMENTER:

SANTA BARBARA COUNTY

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By: Chandra L. Wallar

Title: County Executive Officer

Date:

SCE:

SOUTHERN CALIFORNIA EDISON

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By: Erwin Furukawa

Title: Senior Vice President,  
Customer Service

Date: