

CALLE REAL SOLAR PROJECT

Project No. J04048

Amendment No. 1

CALLE REAL SOLAR PROJECT # J04048
AUTHORIZED CONTRACT AMENDMENT
COUNTY OF SANTA BARBARA, STATE OF CALIFORNIA

IN THE MATTER OF AMENDMENT OF CONTRACT)
WITH: Endelos Energy, Inc.) AMENDMENT NO. 1
Calle Real Solar Project # J04048,) Contract # BC-012-075
Santa Barbara , CA)

WHEREAS, the County of Santa Barbara (COUNTY) and Endelos Energy, Inc. (CONTRACTOR), 593 Avenue of the Flags, Suite #105 Buellton, California 93427, entered into a contract dated June 7, 2011, in the amount of Five Million Fifteen Thousand Six Hundred Sixty One Dollars and Thirty Six Cents (\$5,015,661.36) for the Calle Real Solar Project # J04048, Santa Barbara, California; and

WHEREAS, it has been deemed necessary by the County to make the following alterations known as Amendment No. 1, to cover additional cost of the new wire path from the solar array to the electric meter.

NOW, THEREFORE, the Agreement is amended as follows:

EXHIBIT B of said Contract is hereby amended to read as follows:

Subject to adjustments and liquidated damages, if any, as provided in the Contract documents, the full price to be paid to CONTRACTOR for satisfactory completion of all requirements of CONTRACTOR under the Agreement is the base amount of Five Million Fifteen Thousand Six Hundred Sixty One Dollars and Thirty Six Cents (\$5,015,661.36) , plus Amendment No. 1 for One Hundred Sixty Nine Thousand Nine Hundred Six Dollars and Sixty Four Cents (\$169,906.64) for a total Contract amount of Five Million One hundred Eighty Five Thousand Five Hundred Sixty Eight Dollars (\$5,185,568.00) to be paid as provided for in the Contract Documents. CONTRACTOR shall maintain and make available to COUNTY all books, papers, job descriptions, records, detail costs, estimates, subcontracts, and financial records related to or which arise out of work or under the terms or conditions of the Contract. The form of record keeping shall be subject to approval by COUNTY. These books, papers, records, claims, and accounts shall be made available for examination during normal business hours by COUNTY or COUNTY’s representative and shall be retained at CONTRACTOR’s principal place of business in California for audit during normal business at such place for four (4) years after recording of Notice of Completion of Project. CONTRACTOR shall provide an office to enable COUNTY and County’s representative to conduct such audit.

Section 2:

This Contract Amendment, along with the consent of the CONTRACTOR attached hereto, shall constitute a contract between the County of Santa Barbara and Endelos Energy, Inc. The

CALLE REAL SOLAR PROJECT

Project No. J04048

Amendment No. 1

compensation for this Contract Amendment includes any and all Contractor costs associated with additional work and days on the site, including but not limited to overhead and home office costs.

No additional compensation, beyond that set forth herein, is due Contractor on account of this Contract Amendment or its effect on Contractor's operations. All other sections of the Agreement between the parties shall remain in full force and effect.

Original Contract amount	<u>\$5,015,661.36</u>
Amount of Amendment No. 1	<u>\$ 169,906.64</u>
Total Amended Contract Amount before this Amendment	<u>\$5,015,661.36</u>
Total Contract after this Amendment	<u>\$5,185,568.00</u>

CALLE REAL SOLAR PROJECT

Project No. J04048

Amendment No. 1

PAYMENT ARRANGEMENTS
Periodic Compensation at Selected Milestones

A. For CONTRACTOR services to be rendered under this contract, CONTRACTOR shall be paid a total contract amount, including cost reimbursements, not to exceed \$5,185,568.00. This agreement is contingent on funding and a Notice to Proceed by the Director of General Services or the County Representative. The COUNTY is not responsible for any payments or reimbursements prior to the Notice to Proceed. The COUNTY has the right to cancel this contract if no funding source is established.

B. Payment for services and/or reimbursement of costs shall be made upon CONTRACTOR's satisfactory performance, based upon the scope and methodology contained in **EXHIBIT A** as determined by COUNTY.

C. Upon completion of the work for each milestone and/or delivery to COUNTY of item(s) specified below, CONTRACTOR shall submit to the COUNTY DESIGNATED REPRESENTATIVE an invoice or certified claim on the County Treasury for the service performed in accomplishing each milestone. These invoices or certified claims must cite the assigned Board Contract Number. COUNTY REPRESENTATIVE shall evaluate the quality of the service performed and/or item(s) delivered and if found to be satisfactory shall initiate payment processing. COUNTY shall pay invoices or claims for satisfactory work within 30 days of presentation.

CALLE REAL PROJECT - MILESTONE PROGRESS PAYMENTS			
Project Base Price:		\$5,185,568.00	
County Hold-back 10%:		10	
PROGRESS PAYMENT MILESTONE	%	ADVANCE	DATE
Mobilization	6	\$270,845.71	7/22/11
Preliminary Design Review	2	\$67,711.43	8/22/11
Final Design Review	2	\$90,281.90	9/22/11
Site Preparation & Material Ordered	35	\$1,579,933.33	10/1/11
Site Construction Start	40	\$1,805,638.09	10/28/11
PV Module Install Complete	8	\$338,557.14	1/12/12
Commissioning	6	\$270,845.71	3/20/12
Project Complete - PV System In-Service	2	\$90,281.90	4/20/12
Total Payments to Date:		\$4,514,095.22	
% of Base Price:		90	
Amendment No.1		152,915.98	
County 10% Hold-Back - FINAL PAYMENT:		\$518,556.80	

The final milestone payment above shall not be made until all services have been completed and item(s) as specified in **EXHIBIT A** have been delivered and found to be satisfactory.

D. COUNTY's failure to discover or object to any unsatisfactory work or billings prior to payment will not constitute a waiver of COUNTY's right to require CONTRACTOR to correct such work or billings or seek any other legal remedy.

CALLE REAL SOLAR PROJECT

Project No. J04048

Amendment No. 1

IN WITNESS WHEREOF, the parties have executed this Agreement to be effective on the date executed by COUNTY.

COUNTY OF SANTA BARBARA

By: _____

DOREEN FARR, CHAIR
BOARD OF SUPERVISORS

Date: _____

ATTEST:
CHANDRA L. WALLAR
CLERK OF THE BOARD

CONTRACTOR

By: _____
Deputy

By: _____

APPROVED AS TO FORM:
DENNIS A. MARSHALL
COUNTY COUNSEL

APPROVED AS TO ACCOUNTING FORM:
ROBERT W GEIS, CPA
AUDITOR-CONTROLLER

By: _____
Deputy County Counsel

By: _____
Deputy

APPROVED AS TO FORM:
RAY AROMATORIO, ARM, AIC
RISK MANAGER

By: _____
Risk Manager

CALLE REAL SOLAR PROJECT

Project No. J04048

Amendment No. 1

EXHIBIT "A"

Constructive Change Order # 1

Work Performed: Contractor provided additional labor and materials to provide a new conduit bored to the meter with new wiring (\$169,906.64)

TOTAL \$ 169,906.64