

**AMENDMENT NO. 3
TO THE AGREEMENT FOR SERVICES
BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
SMART ENERGY SYSTEMS, INC.**

PREAMBLE

This Amendment No. 3 ("Amendment No. 3") is entered into between the City of Santa Clara, California, a chartered California municipal corporation ("City"), and Smart Energy Systems, Inc., a Delaware corporation ("Contractor"). City and Contractor may be referred to individually as a "Party" or collectively as the "Parties."

RECITALS

- A. The Parties previously entered into an agreement entitled "Agreement for Services between the City of Santa Clara, California and Smart Energy Systems, LLC", dated December 22, 2018 ("Agreement");
- B. The Agreement was amended by Amendment No. 1, dated November 10, 2021, and Amendment No. 2, dated June 30, 2023. The Agreement as amended by all previous amendments are collectively referred to herein as the "Agreement as Amended"; and
- C. The Parties entered into the Agreement as Amended for the purpose of having Contractor provide a cloud-hosted Customer Self-Service Portal, and the Parties now wish to amend the Agreement as Amended to add services for agent assisted payments.

NOW, THEREFORE, the Parties agree as follows:

AMENDMENT TERMS AND CONDITIONS

- 1. Exhibit A of the Agreement is hereby amended by the addition of Section N (Agent Assisted Payments) which is attached hereto and incorporated in the Agreement as Amended.
- 2. Exhibit B-1 of the Agreement as Amended, entitled "Detailed Fee Schedule" is hereby deleted in its entirety and amended and restated to read as set forth in that certain Third Revised Exhibit B-1, attached hereto.
- 3. Except as set forth herein, all other terms and conditions of the Agreement as Amended shall remain in full force and effect. In case of a conflict in the terms of

the Agreement as Amended and this Amendment No. 3, the provisions of this Amendment No. 3 shall control.

The Parties acknowledge and accept the terms and conditions of this Amendment No. 3 as evidenced by the following signatures of their duly authorized representatives.

CITY OF SANTA CLARA, CALIFORNIA
a chartered California municipal corporation

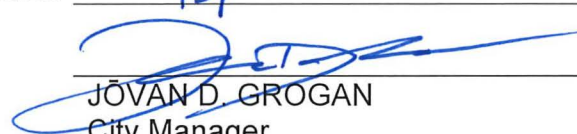
Approved as to Form:

Dated:

12/5/23



GLEN R. GOOGINS
City Attorney



JOVAN D. GROGAN
City Manager
City of Santa Clara
1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Fax: (408) 241-6771

"CITY"

SMART ENERGY SYSTEMS, INC.
a Delaware corporation

Dated: 11/6/2023

By (Signature):



Name: Harman Sandhu

Title: President

Principal Place of Business Address: 15495 Sand Canyon Ave., Suite 100
Irvine, CA 92618

Email Address: harman.sandhu@sew.ai

Telephone: (909) 217-3344

Fax: (909) 614-7125

"CONTRACTOR"

**EXHIBIT A
SCOPE OF SUBSCRIBED SERVICES**

N. Agent Assisted Payments

- a) Contractor shall provide training to the City's live agents on the process of transferring a customer to IVR or receiving a customer's call back from the payment call center. A customer can then elect to make a payment via IVR or speak to a payment telephone agent to make a payment.
- b) Contractor shall provide its payment telephone agents all necessary training to assist customers in making credit card and ACH payments via telephone. Contractor shall develop a script, with City's approval, to be used by payment telephone agents. Phone center is PCI Level 1 compliant and complies with United States E-Verify.
- c) Contractor shall provide a monthly report with live agent call statistics.
- d) Live payment telephone agents will be available to assist customers in making credit card and ACH payments via telephone Monday through Friday, 8:00 AM to 5:00 PM Pacific Time.
- e) Contractor shall provide a phone number for the live agent center.
- f) City shall redirect the IVR option for agent assisted payments to the number provided by Contractor.

THIRD REVISED EXHIBIT B-1 DETAILED FEE SCHEDULE

This Exhibit provides the fee rates that Contractor may charge the City for services and products with regard to the use of the software and/or services provided. The City may modify this Exhibit to add/delete services and products as may be required. Such changes shall require no modification of the Agreement if the Total Maximum Compensation is not exceeded.

The unit prices set forth in the tables below shall be fixed for the Initial Term of the Agreement.

In the event the rates charge by Contractor's third-party provider for any pass-through fees exceed the increase in the CPI (Consumer Price Index - West Region, as published by the U.S. Bureau of Labor after the Initial Term, Contractor may pass through such increase to the City. All price increases that exceed the increase in the CPI must be supported by documentation from the third-party provider or a formal cost justification letter from Contractor.

Table B1-A – Annual Software Subscription Fee		
Description of Software / Service	Price	Notes
SCM® - Customer Web Portal and Mobile Platform V10.0	\$115,716	For 86,000 Meter Accounts, Includes Following Modules: My Account, Usage, Billing, Notifications, Connect Me, Compare, Efficiency, Service
Outage Module with Outage Notifications	\$20,404	For 86,000 Meter Accounts, Includes Following Modules: My Account, Usage, Billing, Notifications, Connect Me, Compare, Efficiency, Service
SCM® - Enterprise Web Portal and Platform V2.4	\$31,533	For 125 Names Users, Includes Following Modules: My Portfolio, Usage, Billing, Notifications, Connect Me, Compare, Efficiency, Service
SCM® Utility Customer Service Portal (utility-facing admin/customer service portal)	\$0	For 70 Utility Employee Users - Includes Following Modules: Dashboard, Customer Engagement Analytics, Administration, CSR Workbench
Hosting	\$0	Hosting for two years' worth of data
Maintenance & Support	\$0	Includes Support and Software Updates
Smart iQ Analytics – Meter Data Analytics Version 1.9	\$38,488	For 86,000 Meter Accounts, Includes Following Modules: Customers & Segments, Leakage Analytics, High Usage Analytics, Program Management, Violation Management

Table B1-A – Annual Software Subscription Fee		
Description of Software / Service	Price	Notes
SMS Text Notifications	\$420	Annual fee for Text Notification
IVR Dialer System	\$5,900	Annual Fee for IVR Notifications
Random Short Code	\$16,000	Provides Random Short Code to Send Out SMS Text Messages (Required by Carriers). Optional Vanity Short Code Available at \$22,800 Annual
IVR Toll Free Number	\$299	Annual Fee to provides Toll Free Number for Outbound / Inbound Calls
Options:		
Smart Mobile Workforce – Service Module V5.1	\$10,000	For 10 Utility Field Workers, Includes Following Modules: Service
SCM® - Smart Home Module	\$12,000	For 86,000Meter Accounts, Allows Utility Customers to Monitor/Maintain Smart Home Devices on Web Portal and Mobile
Web Portal CSR Co browsing / Live Chat (assumes 20 agents)	\$10,000	\$500 is Annual Amount Per Agent (Equals \$25 Per Month Per Agent)
SCM Language Pack	\$19,000	Provides Additional Language Support on Web Portal and Mobile for One Additional Language (In Addition to English)
We Smart Basic Chatbot	\$39,000	AI, natural language processing, machine learning-based responses. Pre-programmable responses.
We Smart Advanced Chatbot	\$59,000	WeSmart Basic + Customer Account specific automated interactions with SCM Billing, Usage, Outage, and Service modules.
Meter Tiers		Blended Fee Per Meter
0-100,000		\$2.66
100,001-150,000 (10% discount from prior bucket)		\$2.39
150,001-200,000 (10% discount from prior bucket)		\$2.15

Table B1-B Monthly/Usage/Transaction-Based Fee Schedule		
Service	Type	Unit Fee
SMS Text Notifications (Inbound)	per message	\$0.003
SMS Text Notifications (Outbound)	per message	\$0.008
IVR Toll Free (Inbound)	per minute	\$0.030
IVR Toll Free (Outbound)	per minute	\$0.020
Up to 1,000,000 Emails Per Month	base fee	\$875.000
Debit/Credit Card Processing Fees for Portal, Mobile, Text to Pay, IVR and Agent Assisted	per transaction	Interchange + 9 Basis Points + \$0.10 per transaction (Visa Mastercard, Discover) Interchange +\$0.05 per Transaction (AmEx)
Debit/Credit Card Processing Fees for <u>In-Office Payments</u>	per transaction	Interchange + 9 Basis Points + \$0.10 per transaction (Visa Mastercard, Discover) Interchange +\$0.05 per Transaction (AmEx)
Echecks Processing Fees for Portal, Mobile, Text to Pay, IVR and Agent Assisted	per transaction	\$0.50 Per Transaction up to \$25,000 \$0.50 + 0.15% Per Transaction over \$25,000 Includes One-Time Payment and Recurring
24 Hour IVR - English and Spanish	////	Setup Fee Waived Per Minute Fee Waived Convenience Fee Listed Above
Return Check Fee	per check	\$1.00
Chargeback Fees	per chargeback	\$4.95
Text-and-Pay	////	Setup Fee Waived Per Minute Fee Waived Convenience Fee Listed Above

Table B1-C Commercial Accounts Transaction-Based Fee Schedule			
Service	Transaction Fee	Invoice Timing	Transaction Limit
All Visa, Mastercard, American Express, Discover Card Processing for Commercial Accounts	2.89%	N/A (paid by payee at processing)	\$100,000 (only applies to Mass Market accounts, not Enterprise)

For transaction fees in Table B1-C, Contractor may increase any and all fees related to payment services one time (at any time) each 12-month period upon 30 days written notice to City; provided that, such increase shall not exceed the higher of (i) 5% or (ii) the percentage change in the Consumer Price Index, West Region, as published by the U.S. Bureau of Labor.

Table B1-D Live Agent Services			
Description of Services	Monthly Fees	Invoice Timing	Notes
Agent Assisted Payments	Tier 1: \$4,000 per month (includes 3,000 operator minutes) \$1.50 per minute over 3,000 operator minutes	Monthly *Invoicing of monthly fees for Agent Assisted Payments shall commence upon go live of the solution.	Training and implementation included.
	Tier 2: \$5,750 per month (includes 4,500 operator minutes) \$1.50 per minute over 4,500 operator minutes		
	Tier 3: \$7,550 per month (includes 6,000 operator minutes) \$1.50 per minute over 6,000 operator minutes		