

**CALL NO. 19-1
FOR PROFESSIONAL SERVICES
TO BE PROVIDED TO THE
CITY OF SANTA CLARA, CALIFORNIA
BY ENERGY & RESOURCE SOLUTIONS, INC.**

The Parties to this Call No. 19-1 ("Call") agree that this Call is made pursuant to the terms of a Call Agreement between the Parties entitled, "Call Agreement by and between the City of Santa Clara, California and Energy & Resource Solutions, Inc.," dated December 20, 2017, the terms of which are incorporated by this reference. This Call describes the Services to be provided to the City of Santa Clara, California ("City") by Energy & Resource Solutions, Inc. ("Contractor"), which are more fully described in Contractor's proposal to City entitled "Statement of Work for Business Energy Efficiency Management Services" dated March 4, 2019 ("Proposal"), attached to this Call as Exhibit A and incorporated by this reference. The Services to be performed under this Call shall be completed within the time period beginning on July 1, 2019 and ending on November 30, 2020. The attached Proposal contains a complete description of the Services, and performance dates for the completion of such Services, to be performed by the Contractor under this Call. In no event shall the amount paid to the Contractor for the Services provided to City by the Contractor under this Call, including all fees or pre-approved costs and/or expenses, exceed one million six hundred -four thousand five hundred eighty nine dollars and zero cents (\$1,604,589.00), subject to budgetary appropriations.

This Agreement may be executed in counterparts, each of which shall be deemed to be an original, but both of which shall constitute one and the same instrument; and, the Parties agree that signatures on this Agreement, including those transmitted by facsimile, shall be sufficient to bind the Parties.

The Parties acknowledge and accept the terms and conditions of this Call as evidenced by the following signatures of their duly authorized representatives. The Effective Date is the date that the final signatory executes the Call. It is the intent of the Parties that this Call shall become operative on the Effective Date.

CITY OF SANTA CLARA, CALIFORNIA
a chartered California municipal corporation

APPROVED AS TO FORM:

Dated: _____

BRIAN DOYLE
City Attorney

DEANNA J. SANTANA
City Manager
1500 Warburton Avenue
Santa Clara, CA 95050
Telephone: (408) 615-2210
Fax: (408) 241-6771

"CITY"

ENERGY & RESOURCE SOLUTIONS, INC.
A MASSACHUSETTS S-CORPORATION

Dated: _____

By: _____

Name: GARY EPSTEIN

Title: President

Local Address: 120 Water Street, Suite 350

North Andover, MA 01845

Email Address: GEpstein@ers-inc.com

Telephone: (978) 521-2550 x225

Fax: (978) 521-4588

"CONTRACTOR"