

**AMENDMENT NO. 1
TO CALL 17-1 AGREEMENT
FOR PROFESSIONAL SERVICES
BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
NEXANT INC.**

PREAMBLE

This agreement ("Amendment No. 1") is entered into between the City of Santa Clara, California, a chartered California municipal corporation (City) and Nexant Inc., a Delaware, (Contractor). City and Contractor may be referred to individually as a "Party" or collectively as the "Parties" or the "Parties to this Agreement."

RECITALS

- A. The Parties previously entered into an agreement entitled "Call Agreement by and Between the City of Santa Clara, California and Nexant, Inc. for Third Party Energy Efficiency Program Services and Call No. 17-1 for Professional Services to be Provided to the City of Santa Clara, California by Nexant Inc.", dated January 26, 2017 (the "Original Agreement"); and
- B. The Parties entered into the Original Agreement for the purpose of having Contractor provide Specialized Commercial and Industrial Operation Program, and the Parties now wish to amend the Original Agreement to extend the Agreements by two years.

The Parties agree as follows:

AGREEMENT TERMS AND CONDITIONS

1. AMENDMENT TERMS AND CONDITIONS

That paragraph number one of the Original Agreement, entitled "Call No. 17-1 for Professional Services to be provided to the City of Santa Clara, California by Nexant Inc." is hereby amended to read as follows:

The Parties to this Call No. 17-1 ("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 Nexant, Inc.," dated January 26, 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 Nexant, Inc. ("Contractor"), which are more fully described in Contractor's proposal to City entitled "Specialized Commercial and Industrial

Operation Optimization Program” dated December 1, 2016 and May 24, 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 January 25, 2017 and ending on January 24, 2022. 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 four hundred seventy-four thousand dollars (\$474,000.00), subject to budgetary appropriations.”

2. TERMS

All other terms of the Original Agreement which are not in conflict with the provisions of this Amendment No. 1 shall remain unchanged in full force and effect. In case of a conflict in the terms of the Original Agreement and this Amendment No. 1, the provisions of this Amendment No. 1 shall control.

3. COUNTERPARTS

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.

[Signatures continue on next page.]

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The Parties acknowledge and accept the terms and conditions of this Amendment No. 1 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:

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”

NEXANT INC.
a Delaware corporation

Dated: _____

By (Signature): _____

Name: PETER NOLAND

Title: Vice President, Business Development

Principal Place of
Business Address: 101 2nd Street #1000

Email Address: San Francisco, CA 94105

Telephone: (415) 369-1000

Fax: (415) 369-9700

“CONTRACTOR”

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