

**AMENDMENT NO. 2
TO THE AGREEMENT FOR SERVICES
BETWEEN THE
CITY OF SANTA CLARA, CALIFORNIA,
AND
SOS INTL, LLC**

PREAMBLE

This agreement ("Amendment No. 1") is entered into between the City of Santa Clara, California, a chartered California municipal corporation (City) and SOS INTL, LLC, a California corporation, (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 "Agreement for Services by and between the City of Santa Clara, California and SOS INTL, LLC dated on or about November 2, 2018 (Agreement);
- B. The Agreement was previously amended by Amendment No. 1, dated on or about December 18, 2019, and is again amended by this Amendment No. 2. The Agreement and 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 managed training service for Silicon Valley Power (SVP) Operators in compliance with North American Electric Reliability Corporation (NERC) and the Western Electricity Coordination Council (WECC) Reliability Standards for electric transmission operators and the Parties now wish to amend the Agreement as Amended to extend the term and increase the not to exceed value of the Agreement.

NOW, THEREFORE, the Parties agree as follows:

AMENDMENT TERMS AND CONDITIONS

- 1. Section Two (2) of the Agreement as Amended entitled TERM OF AGREEMENT of the Agreement as Amended is hereby modified to read: Unless otherwise set forth in this Agreement or unless this paragraph is subsequently modified by a written amendment to this Agreement, the term of this Agreement shall begin on January 1, 2019 and terminate on June 30, 2021.
- 2. Section Six (6) of the Agreement as Amended, entitled "Compensation and Payment" is amended to read as follows: In consideration for Contractor's complete performance of Services, City shall pay Contractor for all materials

provided and Services rendered by Contractor in accordance with Exhibit B, entitled "SCHEDULE OF FEES" and Exhibit C entitled "Managed Training Services Renewal Scope and Fees." The maximum compensation of this Agreement is one hundred sixty thousand eight hundred fifty dollars (\$160,850), subject to budget appropriations, which includes all payments that may be authorized for Services and for expenses, supplies, materials and equipment required to perform the Services. All work performed or materials provided in excess of the maximum compensation shall be at Contractor's expense. Contractor shall not be entitled to any payment above the maximum compensation under any circumstance.

3. REIMBURSABLE EXPENSES: Each month, the City shall reimburse Contractor for the expenses set forth below, subject to the following conditions:

- 3.2 Expenses shall be reimbursable only to the extent that the Contractor submits sufficient documentation to the City that the expenses were directly incurred in providing the managed training services to SVP.

- 3.3 The following expenses shall be reimbursable by the City.

- 3.3.1 Travel-related expenses (mileage, lodging, meals, etc.). Unless approved in writing (e-mail acceptable) in advance, meals, lodging, and related Per Diem shall not exceed the rates outlined by United States General Services Administration (GSA): <https://www.gsa.gov/travel-resources> The City shall not reimburse local travel (within Santa Clara County).

- 3.3.2 The cost of mailing, shipping and/or delivery of any documents or materials on behalf of the City.

- 3.3.3 Any other expenses expressly identified as being reimbursable. The City will reimburse these expenses at actual cost only unless a markup is specified.

4. Exhibit C – Managed Training Services Renewal Scope and Fees is hereby incorporated by reference.
5. 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 and Amendment No. 1 and this Amendment No. 2, the provisions of this Amendment No. 2 shall control.

The Parties acknowledge and accept the terms and conditions of this Amendment No. 2 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: _____

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"

SOS INTL, LLC
a North Carolina limited liability company

Dated: April 28, 2020

By (Signature): 

Name: James S. Bost

Title: Director of Administration

Principal Place of Business Address: 10715 Sikes Place, Suite 114
Charlotte, NC 28277

Email Address: Jim.bost@sosintl.com

Telephone: (704) 815-7903

Fax: (704) 752-6455

"CONTRACTOR"



Reliability Matters

EXHIBIT C

MANAGED TRAINING SERVICES RENEWAL SCOPE AND FEES

Silicon Valley Power

1705 Martin Ave
Santa Clara, CA 95050

Managed Training Service Renewal

February 6, 2020 updated April 23, 2020

Company Contact: Robert Pritchard

Phone Number: 408-615-5645

E-Mail Address: rpritchard@svpower.com

SOS Intl 10715 Sikes Place, Suite 114, Charlotte NC 28277-8175
704-752-3534 Fax 704-752.6455 www.sosintl.com

NERC
NORTH AMERICAN ELECTRIC
RELIABILITY CORPORATION

SOS Intl and NERC ID SOS_INTL_001 is recognized by the North American Electric Reliability Corporation as a continuing education provider who adheres to NERC Continuing Education Program Criteria.

EXECUTIVE SUMMARY

In order help meet and remain in compliance with North American Electric Reliability Corporation and Western Electricity Coordinating Council Reliability Standards, Silicon Valley Power (SVP) requested a proposal for renewing SOS Managed Training Services. SVP is registered as a Distribution Provider (DP), Generation Owner (GO), Generation Operator (GOP), Transmission Owner (TO) and Transmission Operator (TOP). The North American Electric Reliability Corporation ID number is NCR05392.

SCOPE OF WORK

Managed Training Service (MTS)

SOS Intl provides clients on-going training maintenance and compliance support through Managed Training Services based on a Systematic Approach to Training to meet the training needs of utility organizations. The MTS is focused on compliance with North American Electric Reliability Corporation and Western Electricity Coordinating Council Reliability Standards.

The purpose of a Systematic Approach to Training is to ensure that an organization's course development efforts produce consistent results. Sponsors and stakeholders expect a return on investment for development and delivery, so training professionals must use a structured approach to analyzing needs, designing a program and courses, developing course content and materials, delivering instruction, and evaluating the results. Ensuring that training courses meet the real needs of the target audience requires comprehensive planning and organization. By aligning learning objectives to a company's strategic goals, training participants can improve their job performance and the program results in positive business impacts.

Managed On-going Compliance-Focused Training Services will provide services as needed in the following areas

- Assist in document modifications and development as needed for compliance program administration, internal controls and evidence.
- Monitor and assist with North American Electric Reliability Corporation and Western Electricity Coordinating Council requirements to meet compliance and to reduce the risk of non-compliance
- Provide annual training needs analysis and program evaluation, and develop training program curriculum for the following year
- Recommend and develop training to meet Continued Education Hours maintenance requirements
- Annually review Training Program for Real Time Operations: Including, Training Plan, Training Program Governance Document and Task list, Task Assessments, and Qualification cards (onsite visit in January)
- Develop and refine Initial Operator Training metrics for placement.
- Review and formalize Continuing Training from the Daily Operating Log.
- Plan cross-functional training to increase system reliability, system monitoring quality, and safety through shared communication training and workshops.

Managed Training Services is designed to achieve a level of reliability and training program success equal to what would be expected from having additional training and compliance professionals on staff. The maintenance program adds value through SOS monitoring requirements and industry trends, along with on-going collaboration with the client resulting in a superior level of training for Silicon Valley System Operations personnel.

DETAILED COST

The SOS Training and Compliance Team is available to assist Silicon Valley Power with specific compliance consulting needs. The project time frame for the compliance consulting is ongoing and on an as needed basis for a one-year from July 1, 2020 – June 30, 2021.

Managed Training Services		
Item	Time	Price
Managed Training Service (MTS) 350 hours per year at \$175 per hour from July 1, 2020 – June 30, 2021	350 hours	\$61,250
*Travel Time \$2,800 per visit for 2 advisors	(one per year)	\$2,800
*Estimated Travel Expenses \$8,000 per visit for 2 advisors	(one per year)	\$8,000
TOTAL NOT TO EXCEED		\$72,050

*(includes one on-site visit per year)

Estimated travel expenses TBD based upon the time requested to be on-site by SVP

The estimated project time can be determined based upon the scope of work.

Requests for more than 24 hours of SOS compliance consultant services/support in a month will depend on availability of SOS consultant time and must be requested in advance. SOS will monitor and report the services provided to Silicon Valley Power on a quarterly basis.

KEY PROJECT PERSONNEL

The following SOS advisors have been selected for this assignment. Each team member has extensive experience in the power industry and in-depth knowledge and understanding of both the content and interpretation of the North American Electric Reliability Corporation and Regional Reliability Standards.

- Pamela Ey, PhD, Training Program Strategist
- Roger Kirkpatrick, Training Advisor
- Jennifer Connors, Training Advisor

ABOUT SOS INTL

SOS was established in 2002 and is owned by Rocky Sease, former Director of System Operations at Gridsouth and manager of System Control at South Carolina Electric and Gas.

COMPREHENSIVE BACKGROUND

- North American Electric Reliability Corporation Reliability Standard compliance and training

- Risk management best practices
- Business process planning and services
- Strategic planning
- Reliability advice, guidance, and awareness

ADVISOR EXPERTISE

- Hold array of industry certifications
- Built strong customer-focused reputations
- Assist and educate SVP staff with minimal disruptions
- Provide complete transparency

SOS EXPERIENCE

SOS is committed to helping SVP enhance its Training Program and promote the reliability of the BES. Our Training Program Advisors are experienced in North American Electric Reliability Corporation compliance, Continued Education Hours administration, Systematic Approach to Training, performance evaluation, validity studies, ILA creation, North American Electric Reliability Corporation exams, programs for initial operator training, custom training design, technical training development, simulation training, business process reviews, North American Electric Reliability Corporation compliance procedure writing and more.

Our team provides:

- Training and compliance expertise in all North American Electric Reliability Corporation regions
- Expertise in job task analysis, connecting tasks to training, identification of job competencies, identification of learning objectives, critical success factors for task performance, and key performance indicators
- Expertise in simulation training and how best to integrate simulation into a training program
- Professional instructional designers
- Certified System Operators
- Professional Engineers (PEs) including electrical and mechanical
- Expertise with distribution dispatch, transmission, and generation as well as the North American Electric Reliability Corporation functional model

SOS brings to SVP deep knowledge in the training requirements of the PER Standards to the project. Combined with our knowledge and experience with the BES, SOS has the right skill set to succeed on this project. Key points include:

- Training in the North American Electric Reliability Corporation standards area since 2003
- Compliance experience with regards to all standards, including PER Standards
- Ability to help coordinate SVP entire approach with respect to building and maintaining a compliance training program
- Ability to help balance North American Electric Reliability Corporation Compliance risk along with training needs
- Ability to simplify the complex pieces of PER-005 and help SVP manage them in the most efficient manner

BILLING TERMS

SOS will invoice the client on a monthly basis for personnel time incurred in the prior month. SOS will bill actual travel and miscellaneous expenses as incurred. SVP will pay all approved invoiced amounts within 30 days of the invoice date.

GENERAL DISCLAIMER

Although SOS attempts to provide accurate information during engagements, SOS assumes no responsibility for the accuracy of the information it provides and makes no other representations or warranties whatsoever with respect to the



products, services, resources, content and materials of any third parties, except as expressly otherwise provided. SOS may change the services, information, prices, programs or products referenced at any time without notice. Mention of non-SOS products or services is for informational purposes only and constitutes neither an endorsement nor a recommendation. Some products or services are not available worldwide, and reference to those products or services does not imply that SOS intends to offer such programs or services in all countries or locations.

TERMS AND CONDITIONS

SOS will follow the terms and conditions in the existing City of Santa Clara service agreement.

FEDERAL ENERGY REGULATORY COMMISSION STANDARDS OF CONDUCT

SOS and all its employees will abide by the Federal Energy Regulatory Commission *Standards of Conduct* throughout and beyond this project.

CONCLUSION/ACCEPTANCE

SOS is a quality-focused company, with an experienced and industry-savvy team capable of providing the best consulting services for a reasonable price. With our company's focus on providing the best in customer service, SVP will receive personal attention centered on providing the services requested in the most efficient and effective ways possible. SOS is ready to serve SVP needs and looks forward to collaborating on this exciting project.

By having an authorized representative sign below, SVP agrees to the terms of this proposal.

SOS Intl

Kathy Cross

A handwritten signature in black ink that reads "Kathy Cross". The signature is written in a cursive style.

Account Manager

April 23, 2020

SVP

Print

Signature

Title

Date

ATTACHMENT A: KEY PROJECT PERSONNEL RESUMES



Pamela Emerson Ey, PhD – Training Program Strategist

For more than 20 years, Pam has focused on changes needed to achieve individual and organizational performance goals. In 2012, she founded The Center for Innovative Decision Making and brings her body of work from those practice areas to SOS including planning, implementing, mitigating, and evaluating effective training and business processes. In her previous role as SOS Director of Operations, Pam assisted clients in meeting the requirements of PER-005-1 and brings her experience and knowledge to those preparing for PER-005-2 and building “best in class” training programs.

To support practice areas with actionable programs, she creates and delivers programs and workshops for utilities on a global basis. She serves as a research fellow with the Center for Applied Cognitive Studies where her collaboration with Dr. Pierce Howard includes projects designed to optimize people through trait infrastructure, 360° feedback, and track-by-level

job competency modeling. Pam served as lead researcher of the 4th edition of *The Owner’s Manual for the Brain*, published in 2014.

SOS PROJECTS

- *Pacific Gas & Electric (Region: Western Electricity Coordinating Council)* – conducted training program maturity analysis
- *Dominion Virginia* – conducted “best in class” training program review and analysis
- *Seminole Electric Cooperative Inc.* – conducted long term strategic training planning
- *Nashville Electric Service* – conducted PER-005-2 training and compliance analysis
- *United Illuminating Company* – conducted PER-005-2 program development

EXPERIENCE

SOS Intl – Charlotte NC 2015 – Present

Training Program Strategist

- Assist clients in building expertise and improving job performance within a compliance framework for utility organizations
- Integrate technical training programs and capability to perform tasks with the other elements that enable people to do the jobs; bridge the gap between task performance and job performance
- Identify and quantify the value of training and job performance, creating an alignment between training and performance, and business unit and organizational goals

The Center for Innovative Decision Making – Charlotte NC

2012 – Present

- *Founder*

The Center for Applied Cognitive Studies – Charlotte NC

2010 – Present

- *Research Fellow*

SOS Intl – Charlotte NC

2005 – 2012

- *Director of Operations*

EDUCATION – CERTIFICATIONS – LICENSES

- Ph.D.: Business Administration – Touro University, California
- Masters: Business Administration – Pfeiffer University, Charlotte, NC
- Bachelor of Science: Accounting – Charleston Southern University, Charleston SC
- Member ISPI Charlotte (International Society for Performance Improvement)
- Member Neuroleadership Institute
- National Certification, Women Business Enterprise
- Certified Master Trainer, The Center for Applied Cognitive Studies
- Member American Society for Training and Development (ASTD)
- National Association of Women Business Owners
- Member Global Organization Design Society



Jennifer Lynne Connors – Training Advisor

Jennifer has more than 30 years of experience on substation engineering, relay and control engineering, system protection and control, and transmission system operations. Before joining SOS, she worked at Alcoa Power Generating, Inc. (APGI) where she most recently served as System Operations and Engineering Manager. Prior to this role, she served as their Compliance Engineer and Compliance and Reliability Manager. During her successful tenure at Alcoa, she was responsible for providing a strategic focus on system operations and planning for the Yadkin and Tapoco Hydro projects to ensure compliant, safe, reliable and economic operation of these assets. She also had accountability for ensuring the operation, planning, and maintenance of both Hydro generation and transmission power systems adhered to Federal Energy Regulatory Commission, North American Electric Reliability Corporation, and RRO

Standards.

In her time at SOS, Jennifer has worked with clients to develop training programs compliant with PER-005. Her depth of experience in both training and compliance enables her to build a “best-in-class” program while addressing PER-005 requirements.

SOS PROJECTS

- *Bermuda Electric Light Company (BELCO)* – performed ongoing training program analysis and development
- *Midcontinent Independent System Operator (MISO) (Regions: MRO, RFC, SERC, SPP)* – directed a PER-005 job task analysis and custom training
- *Iberdrola USA (Regions: MRO, NPCC, RFC, SPP, TRE)* – conducted a training program Gap Analysis and used this information to develop their training program
- *New York Power Authority (NYPA) (Region: NPCC)* – conducted a training Gap Analysis
- *DTE Energy Services (DTE) (Region: RFC)* – performed a training gap analysis and led development of training program to address gaps and enhance training program

EXPERIENCE

SOS Intl – Charlotte, NC 2011 – Present

Training Advisor

- Provide subject matter expertise and senior advisory support for both compliance and training program engagements
- Assist clients in building expertise and improving job performance within a compliance framework for utility organizations

Alcoa Power Generating, Inc. (APGI) – Alcoa, TN

2008 – 2011

- *System Operations and Engineering Manager*
- *Compliance Manager*
- *Compliance and Reliability Manager*
- *Compliance Engineer*

New York State Electric & Gas (NYSEG) – Oneonta, Liberty, and Binghamton, NY

1992 – 2007

- *Transmission System Operator and Energy Control Center Supervisor*
- *System Protection and Control Supervisor*
- *Engineering Supervisor, Liberty Division Operations*
- *Regional and Division Health and Safety Consultant*

Houston Lighting and Power (HL&P) – Houston, TX

1981 – 1991

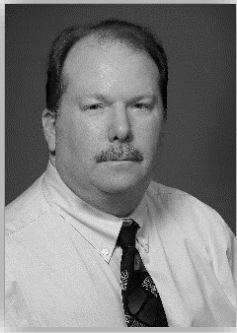
- *Public Safety Representative*
- *Substation Engineering Relay and Control Engineer*

EDUCATION – CERTIFICATIONS – LICENSES

- Master of Science: Accounting – Liberty University, Lynchburg, VA
- Bachelor of Science Engineering Technology: Electrical – Clemson University, Clemson, SC

- Certified North American Electric Reliability Council (North American Electric Reliability Corporation) Reliability Coordinator (through 2009)

Roger Kirkpatrick – Training Advisor



With more than 20 years of experience in training development using a systematic approach to training, Roger brings a unique perspective on training system analysis, design, development, implementation, and evaluation to enhance our clients' training programs. During his career, Roger has developed expertise in power plant operations maintenance and training, training program development, training program coordination, and abnormal and emergency operations development and training.

Most recently, Roger worked at New York Independent System Operator, where he was a Market Product Specialist and the Manager of Customer Support and Training. In the latter role, he analyzed and managed technical aspects of customer support functions, market training, and technical documentation.

He previously worked at ISO-New England as Supervisor of Monthly and Tariff Settlements and Millstone Nuclear Power Station where he was Senior Operations Instructor. Roger spent time in the U.S. Naval Nuclear Program and holds a master's degree in business.

EXPERIENCE

SOS Intl – Charlotte, NC

2015 – Present

Training Advisor

- Work with clients to develop and maintain training programs following a systematic approach to training
- Assist clients in training program analysis, Job Task Analysis, training program development, and capability assessment
- Perform Gap Analyses to help clients ensure their training program meets the requirements of PER-005

New York Independent System Operator – Albany, NY

2004 – 2015

- *Manager, Customer Support and Training/Market Specialist*
- *Supervisor, Customer Relations Group*
- *Supervisor, Settlement Processing and Market Accounting Groups*

Independent System Operator, New England – Holyoke, MA

2002 – 2004

- *Supervisor, Monthly and Tariff Settlements – Customer Settlements*

Millstone Nuclear Power Station – Waterford, CT

1995 – 2002

- *Senior Operations Instructor*

ABB Combustion Engineering – Windsor, CT

1988 – 1995

- *Operations Analyst/Project Lead – Operations Engineering*

U.S. Naval Nuclear Program

- *Operations/Maintenance/Training*

EDUCATION – CERTIFICATIONS – LICENSES

- Master of Business – Albertus Magnus College, New Haven, CT