

Feb. 18, 2015

Dottie Franey City of Gahanna 200 South Hamilton Rd Gahanna, OH 43230

RE: Plug Smart Energy Services Consulting Agreement

Dear Dottie,

This letter (the "Energy Services Consulting Agreement") outlines the scope of work and the terms and conditions associated with the Energy Services consulting project (the "Project") that Plug Smart is proposing to City Of Gahanna ("Client"). The objective of this Project is to perform an Energy Audit for the Client that identifies potential energy improvements and other operational changes that meets or exceeds the Client's financial criteria (inclusive of all available utility rebates, tax credits, etc.) for initiating these types of projects.

Scope of Work

The Energy Audit will provide the Client with energy and cost savings projections resulting from the installation of various energy conservation measures (ECMs) that the Plug Smart team helps the Client identify. The Assessment will also describe Plug Smart's plan for bidding and installing or implementing the measures at the selected facilities, including all anticipated costs and financial benefits associated with the execution of these projects.

The Plug Smart team will take into account the unique nature of the Client facilities (size, age, construction type, condition, general use) and will pay close attention to the following energy systems: (i) cooling systems and related equipment; (ii) heating and heat distribution systems; (iii) automatic temperature control systems and equipment; (iv) outdoor ventilation systems and equipment; (v) electric motors, transmission, and drive systems; (vi) Water consumption end uses (restroom fixtures, water fountains, irrigation, pool pumps); and (viii) energy efficient lighting and other electrical systems.

Energy systems will be evaluated based on various criteria including but not limited to: (i) operating loads; (ii) proper sizing; (iii) efficiencies; (iv) operating hours; (v) operating conditions; (vi) facility and/or climatic conditions; (vii) useful life; and (viii) feasible replacement systems. To perform this analysis, Plug Smart will use data loggers (to be installed by Plug Smart) as needed, and will conduct interviews with Facility operation and maintenance staff regarding the Facility's systems operation, occupancy



patterns, and problems with comfort levels or equipment reliability, and review any existing audit reports.

Plug Smart will also need to collect and analyze the utility cost and energy efficiency project data for the most recent 36-month period. This will allow Plug Smart to fully evaluate the impact that the recommended energy conservation measures will have on the Client's utility bills. This includes but is not limited to: (i) utility bills; (ii) descriptions of all major energy and water consuming systems; and (iii) records of any energy-related improvements or modifications that have been installed during the past three years (or planned for this year).

Plug Smart Fee Schedule:

Plug Smart is offering the Client a "no upfront cost" and risk free way to leverage our energy auditing services. As such, Plug Smart is willing to provide all the engineering resources required to identify, analyze, and document all positive cash flow energy efficiency projects. Plug Smart's energy auditing fees to perform this work will be \$5,000.

Plug Smart will apply for a Columbia Gas audit grant and as a sign of our partnership commitment to the City of Gahanna will grant the balance of the audit to the City of Gahanna. This will result in a no cost audit for the Client. In exchange, the Client will provide Plug Smart with a notice to bidders if any energy efficiency projects are developed and bid competitively. These fees are outlined below:

| Fee Schedule | Fee |
|--------------------------------------|---------|
| Total Audit Fees (shall not exceed)* | 5,000 |
| Columbia Gas Audit Grant ** | (2,500) |
| Plug Smart Energy Audit Grant | 2,500 |
| Client Total | \$0 |

^{*} Total audit fees shall not exceed the total amount of grants/rebates received.

** Columbis Gas requires the payment of of grant funds to go directly to client. The client (City of Gahanna) agrees to pass these to Plug Smart.



Intent to Proceed with Project Development

You hereby agree to a binding agreement to proceed with the energy audit of work for the facilities within scope at the City of Gahanna.

| Approval: | <u>Date</u> |
|-----------------|-------------|
| NAME: | - |
| TITLE: | - |
| City of Gahanna | |
| Approval: | <u>Date</u> |
| NAME: | - |
| TITLE: | - |
| Plug Smart | |



Feb. 18, 2015

Dottie Franey: **City of Gahanna** 200 South Hamilton Rd Gahanna, OH 43230

NOTICE OF COMMENCEMENT

City of Gahanna - Energy Audit

The undersigned hereby gives approval for work to begin on the Energy Audit at the City of Gahanna facilities listed below (the "Project"). The objective of this Project is to provide an audit for the City of Gahanna in order to identify energy conservation opportunities and operational efficiencies.

• 200 South Hamilton Rd, Police Dept., Senior Center, Oklahoma Parks and Service Complex, Hunters Ridge Pool, Swim Club pools.

The scope includes an Energy Audit the will provide the Client with energy and cost savings projections resulting from the installation of various energy conservation measures that the Plug Smart team helps the client identify.

• Total Cost of Energy Audit (Pre-Rebate/Grant): \$5,000

Regards,

Name: Mark McCue Title: Energy Manager

Accepted and Agreed:

Name: Dottie Franey Date

Title: Director of Public Service, City of Gahanna

Total cost of energy audit, not to exceed grants/rebates received.

Plug Smart 990 West Third Ave., Columbus, OH 43212 Telephone: (614) 935-7487 · Facsimile: (800) 518-5576