



### Contract (Long Form)

This is a Contract between the below named Contractor (“Contractor”), a Not for Profit Organisation, and Pacific Gas and Electric Company (“PG&E”), a California corporation with its headquarters located at 77 Beale Street, San Francisco, California 94105.

<b>Contractor’s Legal Name:</b>	California Center for Sustainable Energy	<b>PG&amp;E Contract No. 2500955838</b>
<b>Contractor’s Address:</b>	8690 Balboa Avenue, Suite 100 San Diego, CA 92123	<b>This Contract consists of 40 pages.</b>

**Project Name:** SW ME&O Energy Upgrade California 2014-15

**Job Location:** Various Locations in California

**WORK:** Contractor shall, at its own risk and expense, perform the Work described in this Contract and furnish all labor, equipment, and materials necessary to complete the Work as summarized below and as more fully described in Attachment 1, Scope of Work. This is not an exclusive Contract. This Contract does not guarantee Contractor any Work nor is there any guarantee as to any volume or duration of Work.

Work for this contract comprises the Time of Staff and other costs associated with the Statewide implementation and management of the Energy Upgrade California brand as defined in the attached Scope of Work.

**ATTACHMENTS:** Each of the following documents is attached to this Contract and incorporated herein by this reference:

Attachment 1: Scope of Work, 8 Pages

Attachment 2: General Conditions, 30 Pages

**CONTRACT TERM:** This Contract is effective upon signature by both parties and expires on 12/31/2015.

**COMPLETION:** Contractor shall commence performance hereof when directed to do so by PG&E. Work shall be completed by the completion date of 12/31/2015. Time is of the essence.

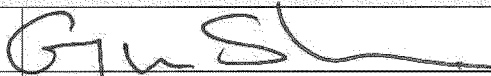
**INSURANCE:** Contractor shall maintain insurance in accordance with Section 21 of the General Conditions.

**TERMS OF PAYMENT:** In accordance with Section 5 of the General Conditions.

**CONSIDERATION:** As full consideration for satisfactory performance of the Work by Contractor, PG&E’s total obligation to Contractor shall not exceed the following amount. This amount is inclusive of all taxes incurred in the performance of the Work. Any change to this amount shall only be authorized in writing by a PG&E Contract Change Order, fully executed by both PG&E and Contractor.

**TOTAL:** Not to Exceed \$40,492,265.00

**THE PARTIES, BY SIGNATURE OF THEIR AUTHORIZED REPRESENTATIVES, HEREBY AGREE TO THE TERMS OF THIS CONTRACT.**

PACIFIC GAS AND ELECTRIC COMPANY		CONTRACTOR: California Center for Sustainable Energy	
Signature		Signature	
Name	Gun Shim	Name	
Title	Vice President – Supply Chain Management	Title	
Date	2/18/2014	Date	