

**TASK ORDER NUMBER 2
TO AGREEMENT FOR PROFESSIONAL SERVICES
ON A CONTINUING BASIS**

THIS TASK ORDER is made as of the ___ day of _____ in the year 2011, between **THE CITY OF LEESBURG, FLORIDA**, a Florida Municipal Corporation, whose address is 501 West Meadow Street, Post Office Box 490630, Leesburg, Florida 34749-0630 (hereinafter referred to as the "CITY"), and **KEMA, INC.** whose address is 67 South Bedford Street, Suite 201E Burlington, MA 01803 (hereinafter referred to as the "CONTRACTOR").

WITNESSTH:

WHEREAS, on November 22, 2010, the CITY and CONTRACTOR entered into a Fixed Unit Cost Agreement for Services (hereinafter referred to as the "Master Agreement"). The Master Agreement is referenced herein as though set forth in full text.

WHEREAS, the CITY and the PROFESSIONAL desire to enter into a Written Task Order Number 2 to the Master Agreement.

NOW THEREFORE, for and in consideration of the mutual covenants and promises contained in this Task Order, the CITY and the CONTRACTOR do hereby agree as set forth below:

1. The above recitals are true and correct and are incorporated herein.
2. The Parties agree to the scope of work and budget pursuant to conditions set forth in **EXHIBIT "A"**.
3. The Parties agree the total cost of Task Order 2 is based on the Fee Schedule provided in **EXHIBIT "B"**.

IN WITNESS WHEREOF, the parties hereto have executed this Task Order on the respective dates under each signature.

KEMA, INC.

By: 
Printed: RONALD J. CHEBRA
Its: VICE PRESIDENT - AMI
(Title)

Date: 9/13/2011

THE CITY OF LEESBURG, FLORIDA

By: _____
Bill Polk, Mayor

Attest: _____
Betty Richardson, City Clerk

Date: _____



August 10, 2011

Mr. Paul Kalv
General Manager, Electric Service
City of Leesburg,
2010 Griffin Road
Leesburg, FL 34748

Dear Paul:

KEMA has been honored to help you develop the functional and technical requirements and in the preparation and the review of the RFP for your Smart Grid/AMI program. We believe that our role as your technology coach has helped the City advance quickly to the point where you are now in the midst of reviewing the respective vendor's Statements of Work which will lead to a contract for services with these providers.

We also know that it is critically important that these SOW's are diligently reviewed to help ensure that:

- All of the elements of the solution are properly addressed;
- That there is clarity about what will be provided by which party and in concert with the overall schedule;
- The roles and responsibilities of all parties are well defined, and
- That the performance of the system is verified prior to your going live with the offering.

To help the City with this review stage and to help prepare you for your contracting stage, KEMA is pleased to offer a continuation of our services to the City of Leesburg as your Technology Coach / Advisor for the Deployment of Smart Grid/AMI.

We know that time is of the essence and that it is important to provide these services in a timely manner. We have, therefore, assigned and dispatched Mr. Craig Bialy to support the City in the review of these SOWs and to participate in meetings with your prime contractor, subcontractors and other parties as necessary. Craig is rapidly coming up to speed and has already reviewed and commented many of on the red-lined documents that you have provided.

Based on our review and assessment of the level of effort that is required to meet your mid-September deadline for presentation to the Commission, we estimate that approximately 200 additional hours of his support would be required. We will continue

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EXHIBIT "A"



to honor as defined in our original proposal, the discounted technology coach hourly rate of \$195/hr for this phase, even though Craig's normal and customary billing rate is \$250/hour. Other Subject Matter Experts may be called upon as required and will be billed on an hourly basis as delineated in the rate table our Agreement. I will continue to provide support as necessary as the Principal in Charge.

Because of the uncertainty associated with working through the SOW with the Contracted Supplier, we recommend providing KEMA's services on a Time and Material basis. Based on our estimated level of effort, we propose a total budget extension of \$55,000 for labor. Expenses will be billed as incurred. We project that these will be approximately \$6,000

We look forward to continuing these services to the City of Leesburg and to helping you achieve success in your Smart Grid/AMI program. Should you have any questions please do not hesitate to contact me.

Kind Regards,

A handwritten signature in cursive script, appearing to read "Ron Chebra".

Ron Chebra
Vice President,
AMI Business Unit
4377 County Line Road
Chalfont, PA,

Handwritten initials "BC" in a cursive script.

EXHIBIT "B"

ADDITIONAL TERMS & FEE SCHEDULE

- I. **Work.** CONTRACTOR shall perform all work in accordance with the Contract Documents. Furnish all materials, equipment, tools, labor and supervision necessary to accomplish the AMI Technology Coach - Assistance and Advisory Services required by Request for Proposals (RFP) 100362.
- II. **General Conditions.** The General Terms and Conditions of RFP 100362 are incorporated by reference and made a part hereof.
- III. **Respondent Technical Proposal.** The technical proposal submitted by the CONTRACTOR February 18, 2010, is incorporated by reference and made a part hereof.
- IV. **Respondent Cost Proposal.** The fee schedule reflected below as submitted in response to RFP 100362 is incorporated and made a part hereof.

<u>Project Role</u>	<u>Hourly Rate</u>
Executive Advisor	\$ 320
Coach	\$ 195
Senior Principal Consultant	\$ 250
Principal Consultant	\$ 230
Senior Consultant	\$ 200
Consultant	\$ 185
Analyst	\$ 170

- V. **Payment.** To be invoiced for work performed in accordance with the City's standard payment procedures.

BC