

CONTRACT AMENDMENT: MASTER SERVICES AGREEMENT Work Authorization (RFP#2020-04-01) (Eqanim Tech Pvt Ltd)

Master Services Agreement Work Authorization RFP#2020-04-01 between Eqanim Tech Pvt Ltd (“Contractor”) and Western Climate Initiative, Inc. (“WCI, Inc.”), which was executed by the parties on March 17, 2022, is hereby further amended as follows:

Summary of Changes

Amendment Number	002
Effective Date for Amendment	May 2, 2022
Current Agreement Amount	██████████ (USD)
Changes to the Agreement Amount	Net increase of ██████████ (USD)
Amended Maximum Agreement Amount	██████████ (USD)
Previous Agreement Term	Beginning on April 28, 2022, and ending on October 31, 2022.
New Agreement Term	Beginning on May 10, 2022, and ending on December 31, 2024.
Extension of Tasks	Quality Assurance Services

Purpose of this Amendment

Extend the term of the contract so Contractor can provide technical support for quality assurance for WCI, Inc. consolidated Platform completion, as more fully described in the Explanation of Changes section, and incorporated herein.

Specific Terms and Conditions which Constitute the Amendment

The agreement referenced above is modified as follows:

- The agreement amount is increased by ██████████ (USD) for a total Contract amount of ██████████ (USD).
- The Term of the Agreement is extended to December 31, 2024.
- The Upcoming Project’s Business Requirements will be communicated to Contractor as each specific Statement of Work (SOW) becomes available. Upon receipt of any additional technical direction from WCI, Inc., the Contractor will detail their approach in writing for the requested work and an estimate of the level of effort and budget needed to provide the requested services. The Contractor will undertake additional activities only when directed in writing by WCI, Inc.

Explanation of Changes

The development of WCI, Inc. consolidated Platform is still in progress and includes Phase 1. The Auction Project; Phase 2. The Registry Project; and Additional Development Projects. Quality Assurance services are needed to ensure proper quality of the software. At WCI, Inc.'s request, Contractor will provide additional quality assurance services for platform completion. The Upcoming Project's Business Requirements will be communicated to the Contractor as each specific Statement of Work (SOW) becomes available. WCI, Inc.'s consolidated Platform must be flexible and expandable to support the evolving needs of its Participating Jurisdictions and the onboarding of new jurisdictions that join in the future.

Phase 1. Auction Project: General Overview

Refer to Attachment A of this document.

Phase 2. Registry Project: General Overview

The WCI, Inc. centralized market Registry will be the official record used to issue, transfer, track, and retire compliance instruments in accordance with the regulatory requirements of the Participating Jurisdictions. As of the end of December 2021, in the current registry there were approximately 960 entities registered.

The Registry will be used to register market participants and track compliance instruments (e.g., emissions allowances and offsets) from the point of issuance by Participating Jurisdictions to transfer to regulated GHG emitters and other voluntary market participants, transfers among regulated GHG emitters and other voluntary market participants and final compliance retirement by regulated entities. The Registry should allow transfers of fungible instruments between linked programs and prevent transactions between unlinked programs.

The Registry will be designed to simplify the participation in the cap-and-trade program for market participants, jurisdiction staff, and contractors involved in implementing cap-and-trade programs within Participating Jurisdictions. It should accommodate the primary languages of each Participating Jurisdiction, currently English for California, Washington, and Nova Scotia, and in English and French for Québec participants, but not limited to these languages.

WCI, Inc. estimates to start developing the Registry Project Development in the second quarter of 2022. This effort is expected to be a multi-year project, which will be segmented and further described in the future scopes of work progressively released by WCI, Inc.

Additional Development Projects

During the course of the master services agreement, WCI, Inc. may release additional software development Projects on an as-needed basis.

Approvals

This document and any attachments described herein constitute an amendment to the above numbered agreement. All provisions of that contract, except those which are explicitly changed by this amendment, shall remain in full force and effect. By signing, the Contractor and WCI, Inc. do hereby accept and approve this amendment.

Contractor

signature on file

May 12, 2022

Authorized Signature

Date

Jui Borse

Founder & Managing Director

Name

Title

Western Climate Initiative, Inc.

signature on file

May 24, 2022

Authorized Signature

Date

Greg Tamblyn

Executive Director

Name

Title

Attachment A.

CONTRACT AMENDMENT: MASTER SERVICES AGREEMENT Work Authorization (RFP#2020-04-01) (Eqanim Tech Pvt Ltd)

Master Services Agreement Work Authorization RFP#2020-04-01 between Eqanim Tech Pvt Ltd (“Contractor”) and Western Climate Initiative, Inc. (“WCI, Inc.”), which was executed by the parties on March 17, 2022, is hereby further amended as follows:

Summary of Changes

Amendment Number	001
Effective Date for Amendment	April 28, 2022
Current Agreement Amount	██████████ (USD)
Changes to the Agreement Amount	Net increase of ██████████ (USD)
Amended Maximum Agreement Amount	██████████ (USD)
Previous Agreement Term	Beginning on March 16, 2022, and ending on December 31, 2022.
New Agreement Term	Beginning on April 28, 2022, and ending on October 31, 2022.
Extension of Tasks	Quality Assurance Services

Purpose of this Amendment

Extend the term of the contract so Contractor can provide technical support for quality assurance for onboarding Washington Jurisdiction to the Auction Platform, as more fully described in Attachment A attached hereto, and incorporated herein.

Specific Terms and Conditions which Constitute the Amendment

The agreement referenced above is modified as follows:

- The agreement amount is increased by ██████████ (USD) for a total Contract amount of ██████████ (USD).
- The Project Timeline, Milestones and Dedicated Resources have been updated as further detailed in Attachment A.

Approvals

This document and any attachments described herein constitute an amendment to the above numbered agreement. All provisions of that contract, except those which are explicitly changed by this amendment, shall remain in full force and effect. By signing, the Contractor and WCI, Inc. do hereby accept and approve this amendment.

Contractor

signature on file

Apr 29, 2022

Authorized Signature

Date

Jui Borse

Founder & Managing Director

Name

Title

Western Climate Initiative, Inc.

signature on file

Apr 29, 2022

Authorized Signature

Date

Greg Tamblyn

Executive Director

Name

Title

Attachment A
Changes to the Contract

Contract Amendment

Quality Assurance Statement of Work
(SOW) for MSA 2020-04

RFP #2020-01 Enterprise Solutions
IT Professional Services

UPDATED:
MARCH 16, 2022



Standard Agreement Amendment ("Amendment")

	AGREEMENT NUMBER 2020-04-01
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1. This Agreement is entered into between Western Climate Initiative, Inc. (WCI, Inc.) and the Contractor named below:
Eqanim Tech Pvt Ltd
2. The term of this Agreement is: March 16, 2022 through December 31, 2022
3. The maximum amount of this Agreement is: [REDACTED]
4. The parties agree to amend the Agreement and Incorporate the following documents (and any documents or exhibits attached thereto) set forth below. All capitalized terms not defined herein are given the meanings set forth in the Agreement.

Amendment to the Agreement:

- Exhibit A: Attachment A – Scope of Work and Work Authorization
- Exhibit B: Section C (Auction Project Budget Detail) of Attachment B
- Exhibit C: Attachment F – Contractor's Technical and Cost Proposal for the Auction Project

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.

CONTRACTOR		WCI, Inc. Use Only
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) Eqanim Tech Pvt Ltd		
[REDACTED] signature on file	DATE SIGNED (Do not type) Mar 17, 2022	
PRINTED NAME AND TITLE OF PERSON SIGNING Jui Borse, Founder & Managing Director		
ADDRESS: 102, Manorath, Rt Bhusari Colony, Kothrud, MH, Pune 411038		
WCI, INC.		
NAME Western Climate Initiative, Inc.		
[REDACTED] signature on file	DATE SIGNED (Do not type) Mar 16, 2022	
PRINTED NAME AND TITLE OF PERSON SIGNING Gregory Tamblin, Executive Director		
ADDRESS 1107 Ninth Street, Suite 1070, Sacramento, CA 95814		

Amendment to Master Services Agreement

This Amendment to the Master Services Agreement (“Amendment”) is made and entered into effective as of March 16, 2022 (“Amendment Effective Date”) by and between WESTERN CLIMATE INITIATIVE, INC. a non-profit public benefit corporation (“WCI, Inc.”), and Eqanim (Contractor). Capitalized terms used and not otherwise defined herein shall have their respective meanings set forth in the Agreement (as defined below).

Recitals

- A. On April 1, 2020, WCI, Inc. and Contractor entered into that certain Master Services Agreement (“Agreement”) (formerly Contract No. 2020-04).
- B. WCI, Inc. and Contractor now desire to amend the Agreement to include Attachment A, Scope of Work and Work Authorization for Contractor to provide the requested quality assurance services related to the Auction Project and to make other conforming changes.

In consideration of the promises and the mutual covenants and agreements set forth below, the parties hereto agree as follows:

Agreement

1. **Attachment A (Scope of Work and Work Authorization).** WCI, Inc. and Contractor agree to insert Attachment A: Scope of Work and Work Authorization and all of the documents and exhibits attached thereto (attached to this Amendment as Exhibit A) into the Agreement in their entirety. The duration of the Work Authorization is from March 16, 2022 through December 31, 2022.
2. **Amendment to Attachment B (Invoicing and Payment Terms).** WCI, Inc. and Contractor agree that Attachment B shall be amended to add Section C, Auction Project Budget Detail (attached to this Amendment as Exhibit B) into the Agreement.
3. **Attachments F and G (Contractor’s Technical Proposal and Cost Proposal for the SOW/Work Authorization).** WCI, Inc. and Contractor agree to insert Attachment F: Contractor’s Technical Proposal and Cost Proposal for the Auction Project (attached to this Amendment as Exhibit C) into the Agreement in its entirety. All references to Attachment F are hereby amended to refer collectively to Contractor’s Technical Proposal and Cost Proposal, and all references to Attachment G are hereby deleted from the Agreement.
4. **Counterparts.** This Amendment may be executed in several counterparts, each of which so executed shall constitute one and the same instrument. A signed copy of this Amendment delivered electronically shall be deemed to have the same legal effect as delivery of an original signed copy of this Amendment.
5. **Terms and Conditions.** Other than as set forth above, WCI, Inc. and Contractor hereby confirm the terms and conditions of the Agreement shall remain unchanged, and the Agreement shall remain in full force and effect.

Exhibit A: Scope of Work and Work Authorization

Exhibit A: Auction Platform Statement of Work Quality Assurance

QUALITY ASSURANCE
STATEMENT OF WORK (SOW)
RELEASE: MARCH 16, 2022



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§ 87(2)(b) [REDACTED]

§ 87(2)(b) [REDACTED]

§ 87(2)(b) [REDACTED]

Exhibit B

Auction Project Budget Detail

A top-level summary of the fees for the Auction Project is as follows:

Activity	Cost
Platform Development Testing	
Scope Change Budget	
TOTAL Not-to-Exceed COST	

Budget Detail for each deliverable and milestone for this task will be added to this Exhibit once finalized by the parties.

Exhibit C

Attachment F – Contractor's Technical and Cost Proposal for the Auction Project



Testing Solution for Auction Platform



QA & SOFTWARE TESTING

18th February 2022

Eqanim Tech Pvt Ltd