

AMENDMENT NO. 1 ("Amendment")

TO

Agreement NO. 229888

BETWEEN THE

NEW YORK STATE ENERGY RESEARCH AND
DEVELOPMENT AUTHORITY ("NYSERDA")

AND

WESTERN CLIMATE INITIATIVE, INC ("WCI, Inc.")

PURPOSE: To amend the Agreement between NYSERDA, and WCI, Inc. ("Agreement") as provided in Section 3 of Appendix A (Statement of Work and Budget Detail and Payment Provisions) of the Agreement. Capitalized terms used in this Amendment but not defined herein shall have the meaning as set forth in the Agreement.

IT IS MUTUALLY AGREED the Agreement is amended as follows:

- 1) Section 5 on the Cover Page of the Agreement shall be amended in its entirety to read as follows:

5. Total Amount of Award: \$8,082,956.96

- 2) Section 3 of Appendix A of the Agreement shall be amended in its entirety to read as follows:

3. Budget Detail and Payment Provisions:

Upon receipt and approval of proper invoice(s), NYSERDA agrees to compensate the Contractor, in the amounts and on the dates set forth below in this Section 3, for access to administrative system being developed and administered to support the implementation of New York's Cap and Invest Program auction platform as set forth in Phase I and the option to appoint two directors to the WCI, Inc. Board of Directors and be a Participating Jurisdiction as set forth in Phase II, consistent with the payment terms set forth in Section 5 of the Agreement. Please refer to the table below for a breakdown of quarterly payments. The total amount payable to the Contractor for the duration of the contract shall not exceed \$8,082,956.96 unless terminated by NYSERDA pursuant to Appendix B, Section 21 and subject to the withdrawal procedures set forth in Appendix B, Section 22.

Quarterly Periods	Payment Due Dates	Amount
Q4 2024	10/1/2024	\$506,927.00
Q1 2025	1/1/2025	\$1,435,193.31
Q2 2025	4/1/2025	\$1,435,193.31
Q3 2025	7/1/2025	\$1,435,193.31
Q4 2025	10/1/2025	\$1,435,193.31
Q1 2026	1/1/2026	\$917,628.36
Q2 2026	4/1/2026	\$917,628.36

All other terms and conditions of the Agreement remain in full force and effect, except as expressly provided by this Amendment.

This Amendment is signed by persons who represent that they have the authority to execute this Amendment and bind their respective organizations to this Amendment.

This Amendment is effective on the NYSERDA signature date.

IN WITNESS WHEREOF, the parties below, having read this Amendment in its entirety, including any attachments, do agree in each and every particular as indicated by their below signatures.

**New York State Energy Research And
Development Authority**

Western Climate Initiative, Inc.

By:

By:

Signature

Date

Signature

Date

Print Name

Print Name

Title

Title