

**AMENDMENT TO
MASTER ENABLING AGREEMENT
PEER REVIEW**

Rev. 2022-0104
For use on any CSU project.
 SERVICE PROVIDER
 TRUSTEES

This AGREEMENT is made and entered into this first day of April, 2023 pursuant to the Public Contract Code 10700, et seq., by and between the Trustees of the California State University on behalf of

<i>Campus, hereafter referred to as Trustees, and</i> California State University, Office of the Chancellor	Amendment No.: 01	Agreement No.: 22-546	Is agreement for Design Professional services: Yes (GP-8b)	Project No.: N/A
<i>Service Provider, hereafter referred to as Service Provider.</i> Digital Energy, Inc.	CSU Vendor ID No.: 2290	License Number: M21844		DIR No.: N/A

WITNESSETH: That the Service Provider in consideration of the statements and conditions herein contained, agrees to furnish labor, materials, and equipment and to perform work necessary to complete, in a skillful manner the following: Provide Mechanical Review Board peer review for public works for the California State University systemwide.

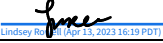


This is an Amendment to a Master Enabling Agreement under which each campus and the administrative office of the California State University may engage the services of Service Provider as provided herein.

Campuses and the administrative office shall execute a Service Order and Authorization to Proceed to secure Service Provider's peer review services under this Agreement.

Agreement No. 22-546, dated June 10, 2022 is hereby amended as follows:

- Exhibit C in the original Agreement is hereby deleted and replaced in its entirety with Exhibit C-1, which is attached hereto and incorporated herein.

Service Provider shall not perform services in excess of the Agreement without prior written authorization to proceed from the Trustees. Service Provider shall report to California State University, Lindsey Rowell, Chief of Energy, Sustainability & Transportation, (916) 402-1622.

Trustees of the California State University						Service Provider						
Campus California State University, Office of the Chancellor						Firm Name Digital Energy, Inc.						
By (Trustees' Authorized Signature)  <small>Lindsey Rowell (04/23/2023 16:19 PDT)</small>						By (Authorized Signature)  <small>Jairam Agaram</small>						
Printed Name and Title of Person Signing Lindsey Rowell, Chief of Energy, Sustainability and Transportation						Printed Name and Title of Person Signing Jairam Agaram, President						
Address of Campus Project Administrator 401 Golden Shore; Long Beach, CA 90802						Address of Service Provider 555 Marin Street, Suite 230; Thousand Oak, CA 91360						
SCO Acct	Fund	Sub Fund	Agency	Yr.	Ref/Item	Category	Program	Element	Component	Chapter	Fiscal Yr.	Legal Ref.
Fund Name			PS Account		PS Fund	PS Dept. ID	PS Program	PS Class	PS Project/Grant			
Amount Encumbered \$0.00		<i>I hereby certify upon my personal knowledge that budgeted funds are available for the period and purpose of the expenditures stated above.</i>										
Amount of Increase \$0.00		Signature of Accounting Officer N/A \$0 MEA									Date	
Amount of Decrease \$0.00		<i>I hereby certify that I have examined the written Agreement and find the same to be in accordance with the requirements of California State University Contract Law. G. ANDREW JONES, General Counsel</i>										
Total Amount Encumbered \$0.00		By Attorney  <small>Connie Gomez</small>									Date 04/26/2023	

This Agreement may be executed in counterparts all of which taken together shall constitute one and the same Agreement. The exchange of copies of this Agreement by electronic mail in "portable document format" ("PDF") form or by other similar electronic means shall constitute effective execution and delivery of this Agreement and shall have the same effect as copies executed and delivered with original signatures.

**Exhibit ‘C-1’- Service Provider Rate
 Table Digital Energy, Inc.**

1. Fee Schedule:

Capital Projects: MSR-ESR fee shall be computed in accordance with the fee schedule shown below. Fees are based on total project construction budget as identified in the project budget (CSU Form CPDC 2-7, Total Construction). The construction budget for the project may be obtained from the campus project manager or directly from CPDC A/E. Fee schedule is as follows:

Total Construction Value (CSU Form CPDC 2-7, Line 5)	Mechanical Systems Review Lump Sum Fee	Electrical Power and Lighting Systems Review Lump Sum Fee
Less than \$929,000	Negotiated	Negotiated
\$929,000 to \$2,000,000	\$6,000.00	Fee same as MSR (typical for all)
\$2,000,001 to \$6,000,000	\$8,000.00	
\$6,000,001 to \$10,000,000	\$10,000.00	
\$10,000,001 to \$30,000,000	\$12,000.00	
\$30,000,001 to \$50,000,000	\$15,000.00	
\$50,000,001 to \$90,000,000	\$22,000.00	
\$90,000,000 to \$130,000,000	\$29,000.00	
\$130,000,001 to \$170,000,000	\$37,000.00	
\$170,000,001 to \$210,000,000	\$45,000.00	

2. Payment and Invoicing:

- A. Payments for services shall be made in arrears for work completed to the satisfaction of the trustees upon presentation of a written invoice.
- B. Payments will be authorized at the following milestone points:
 - (1) Fifty percent (50%) upon completion Preliminary Phase Review.
 - (2) Fifty percent (50%) upon completion Construction Document Phase Review.
- C. The review firm may adjust the fee based on design complexity or quality of design, subject to campus approval.
- D. Extra services, if any, shall be paid in arrears when completed.
- E. Reimbursable expenses, if any, shall be paid in arrears when incurred.
- F. Invoicing for services and reimbursable expenses shall:
 - (1) Be sent to the campus named in the Service Order and Authorization to Proceed.
 - (2) Identify campus, project name, project reference number, Service Authorization Order number.
 - (3) Indicate work and the percentage completed.

End of Exhibit C-1



CERTIFICATE OF LIABILITY INSURANCE

DATE (MM/DD/YYYY)

4/12/2023

THIS CERTIFICATE IS ISSUED AS A MATTER OF INFORMATION ONLY AND CONFERS NO RIGHTS UPON THE CERTIFICATE HOLDER. THIS CERTIFICATE DOES NOT AFFIRMATIVELY OR NEGATIVELY AMEND, EXTEND OR ALTER THE COVERAGE AFFORDED BY THE POLICIES BELOW. THIS CERTIFICATE OF INSURANCE DOES NOT CONSTITUTE A CONTRACT BETWEEN THE ISSUING INSURER(S), AUTHORIZED REPRESENTATIVE OR PRODUCER, AND THE CERTIFICATE HOLDER.

IMPORTANT: If the certificate holder is an ADDITIONAL INSURED, the policy(ies) must have ADDITIONAL INSURED provisions or be endorsed. If SUBROGATION IS WAIVED, subject to the terms and conditions of the policy, certain policies may require an endorsement. A statement on this certificate does not confer rights to the certificate holder in lieu of such endorsement(s).

PRODUCER MARK WILLIAMS INS AGENCY 2814 Camino Dos Rios #409 Newbury Park, CA 91320	CONTACT NAME: PHONE (A/C No. Ext): (805) 376-2818		FAX (A/C, No): (805) 376-2376
	E-MAIL ADDRESS: mwilliams3@farmersagent.com		
INSURED Digital Energy Inc 555 Marin St Suite 230 Thousand Oaks, Ca 91360	INSURER(S) AFFORDING COVERAGE		NAIC #
	INSURER A: Mid Century Insurance		21687
	INSURER B: Mid Century Insurance		21687
	INSURER C: Underwriters at Lloyds LTD		32727
	INSURER D: Underwriters at Lloyds LTD		32727
	INSURER E:		
INSURER F:			

COVERAGES**CERTIFICATE NUMBER:****REVISION NUMBER:**


THIS IS TO CERTIFY THAT THE POLICIES OF INSURANCE LISTED BELOW HAVE BEEN ISSUED TO THE INSURED NAMED ABOVE FOR THE POLICY PERIOD INDICATED. NOTWITHSTANDING ANY REQUIREMENT, TERM OR CONDITION OF ANY CONTRACT OR OTHER DOCUMENT WITH RESPECT TO WHICH THIS CERTIFICATE MAY BE ISSUED OR MAY PERTAIN, THE INSURANCE AFFORDED BY THE POLICIES DESCRIBED HEREIN IS SUBJECT TO ALL THE TERMS, EXCLUSIONS AND CONDITIONS OF SUCH POLICIES. LIMITS SHOWN MAY HAVE BEEN REDUCED BY PAID CLAIMS.

INSR LTR	TYPE OF INSURANCE	ADDL INSD	SUBR WVD	POLICY NUMBER	POLICY EFF (MM/DD/YYYY)	POLICY EXP (MM/DD/YYYY)	LIMITS
D	<input checked="" type="checkbox"/> COMMERCIAL GENERAL LIABILITY <input type="checkbox"/> CLAIMS-MADE <input checked="" type="checkbox"/> OCCUR GEN'L AGGREGATE LIMIT APPLIES PER: <input type="checkbox"/> POLICY <input checked="" type="checkbox"/> PRO-JECT <input type="checkbox"/> LOC OTHER:		X	PSL0239491596	7/13/2022	7/13/2023	EACH OCCURRENCE \$ 1,000,000 DAMAGE TO RENTED PREMISES (Ea occurrence) \$ 100,000 MED EXP (Any one person) \$ 5,000 PERSONAL & ADV INJURY \$ 1,000,000 GENERAL AGGREGATE \$ 2,000,000 PRODUCTS - COMP/OP AGG \$ 1,000,000
A	AUTOMOBILE LIABILITY <input type="checkbox"/> ANY AUTO <input checked="" type="checkbox"/> OWNED AUTOS ONLY <input checked="" type="checkbox"/> SCHEDULED AUTOS <input checked="" type="checkbox"/> HIRED AUTOS ONLY <input checked="" type="checkbox"/> NON-OWNED AUTOS ONLY		X	601495859	9/23/2022	9/23/2023	COMBINED SINGLE LIMIT (Ea accident) \$ 1,000,000 BODILY INJURY (Per person) \$ BODILY INJURY (Per accident) \$ PROPERTY DAMAGE (Per accident) \$
	UMBRELLA LIAB <input type="checkbox"/> OCCUR EXCESS LIAB <input type="checkbox"/> CLAIMS-MADE DED RETENTION \$						EACH OCCURRENCE \$ AGGREGATE \$
B	WORKERS COMPENSATION AND EMPLOYERS' LIABILITY ANY PROPRIETOR/PARTNER/EXECUTIVE OFFICER/MEMBER EXCLUDED? (Mandatory in NH) If yes, describe under DESCRIPTION OF OPERATIONS below	Y/N	N/A	A09473794	9/1/2022	9/1/2023	<input checked="" type="checkbox"/> PER STATUTE <input type="checkbox"/> OTH-ER E.L. EACH ACCIDENT \$ 1,000,000 E.L. DISEASE - EA EMPLOYEE \$ 1,000,000 E.L. DISEASE - POLICY LIMIT \$ 1,000,000
C	PROFESSIONAL LIABILITY			PSL0239491596	7/13/2022	7/13/2023	CLAIM 1,000,000 AGGREGATE 2,000,000

DESCRIPTION OF OPERATIONS / LOCATIONS / VEHICLES (ACORD 101, Additional Remarks Schedule, may be attached if more space is required)

FOR GENERAL LIABILITY AND AUTOMOBILE LIABILITY POLICIES, For General Liability and Automobile Liability policies, The State of California, The Trustees of the California State University, The University, Their officers, Employees, Representatives, Volunteers, Agents, California State University and all its entities including: Office of the Chancellor; all system wide CSU Campuses. Coverage for any claims related to the insured work is primary where required by written contract.

CERTIFICATE HOLDER**CANCELLATION**

California State University Office of the Chancellor Construction, Planning, Design Construction 401 Golden Shore, 4th Floor Long Beach, CA 90802	SHOULD ANY OF THE ABOVE DESCRIBED POLICIES BE CANCELLED BEFORE THE EXPIRATION DATE THEREOF, NOTICE WILL BE DELIVERED IN ACCORDANCE WITH THE POLICY PROVISIONS. AUTHORIZED REPRESENTATIVE 
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