



## Contract Work Authorization (CWA) Change Order

This is Change Order ("CO") No. 1 to Contract Work Authorization No. C13147 dated January 27, 2019 issued under and pursuant to the Blanket Agreement or Master Service Agreement No. C554 (formerly 4400010427) dated April 4, 2016 (the "MSA") between the below-named Contractor ("Contractor"), a Local Government Partner, and Pacific Gas and Electric Company ("PG&E"), a California corporation with its headquarters located at 77 Beale Street, San Francisco, California 94105. Contractor shall perform all Work under this CWA, as amended by this Change Order, pursuant to and in accordance with the terms and conditions of the MSA.

Contractor's Legal Name:	CITY OF SAN JOSE	This Change Order consists of 9 pages.
Contractor's Address:	200 E SANTA CLARA ST 10 <sup>th</sup> FL SAN JOSE, CA 95113-1905	
Project Name:	Silicon Valley Energy Watch	
Job Location:	Within the PG&E Service Territory	

**CHANGES:** The Parties hereby modify the Contract Work Authorization referenced above as follows:

- Additional funding for the January 1, 2020 to June 30, 2020 timeframe of \$196,000, as more fully described in Attachment 1 – Change Order 1 to Statement of Work; and
- CWA Term date extension from December 31, 2019 to June 30, 2020.

This Change Order represents full and final consideration for the changes described herein, including but not limited to all adjustments to price, schedule, guaranteed dates, and performance criteria.

**ATTACHMENTS:** The following are attached to this CWA Change Order and incorporated herein by this reference.

- Attachment No. 1 – Change Order 1 to Statement of Work (Page 3)
- Exhibit 1 Subcontractor and Supplier Utilization Plan Instructions (Pages 4-7)
- PG&E Allowable Subcontractor / Supplier Tier Matrix (Page 8)
- Exhibit 1A Subcontracting and Supplier Utilization Plan (Page 9)

<b>PRICING CHANGES:</b>	Previous Total CWA Value:	\$436,064.00
	Addition or Deduction:	\$196,000.00
	Revised Total CWA Value:	\$632,064.00

All other terms and conditions of the CWA, as it may have been amended by previous CWA Change Order(s), if any, shall remain the same.

PG&E Corporation ("PG&E Corp.") and Pacific Gas and Electric Company (the "Utility," and, together with PG&E Corp., the "Debtors"), are debtors-in-possession in a proceeding pending under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the Northern District of California. Nothing herein shall be deemed to constitute an assumption of the Contract and/or any CWA or a waiver or modification of the Debtors' rights to assume, assume and assign, or reject the Contract and/or any CWA pursuant to section 365 of the Bankruptcy Code. The Debtors hereby reserve all rights available to them under such proceedings. Any amounts paid by the Debtors hereunder must be applied to goods and/or services provided to the Debtors on or after January 29, 2019 (the "Petition Date") and shall not be applied to satisfy Claims (as defined in the Bankruptcy Code) arising prior to the Petition Date.

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

PACIFIC GAS AND ELECTRIC COMPANY		CONTRACTOR: CITY OF SAN JOSE	
Signature		Signature	
Name	Herb Sien	Name	
Title	Sourcing Supervisor	Title	
Date		Date	

Approved as to form:

Sourcing Colleen D. Winchester, Sr. Deputy City Attorney

62-1689 CWA (09-26-18)



ADMINISTRATION			
<b>PG&amp;E Negotiator</b>	Ernest Aquilio	<b>Contractor Representative</b>	Amanda Leonis
<b>Phone</b>	415-973-2535	<b>Phone</b>	408-975-2531
<b>Email:</b>	Ernest.aquilio@pge.com	<b>Email:</b>	Amanda.leonis@sanjoseca.gov
<b>Accounting Reference</b>			

INTERNAL PG&E USE ONLY		
<b>Distribution Date</b>		
<b>Distribution of Copies:</b>	<input type="checkbox"/> ARIBA Contracts ("CXXXX" series): Buyer uploads an executed copy in Ariba.	<input type="checkbox"/> Contractor (Signed Original Copy)
	<input type="checkbox"/> Work Supervisor	<input type="checkbox"/> Manager
	<input type="checkbox"/> Invoice Approver	<input type="checkbox"/> Supervisor
	<input type="checkbox"/> V.P.	<input type="checkbox"/> Sourcing/ Purchasing
	<input type="checkbox"/> Director	<input type="checkbox"/> Law

**Change Order 1 to Statement of Work  
 Silicon Valley Energy Watch  
 CO1 to CWA C13147**

**The purpose of this Change Order Number 1 (CO1) is to authorize continuation of the 2019 Program Work under the Contract Work Authorization through June 30, 2020:**

- 1.) Add funding of \$196,000 to the Contract Work Authorization covering the 2020 Program Work beginning January 1, 2020 for a total CWA Value of \$632,064.
- 2.) CWA Term date extension from December 31, 2019 to June 30, 2020.

**1) Replace section 2.1.1 with the following:**

Contractor shall continue its Program Work activities that became effective on January 1, 2019 and shall be extended and end on June 30, 2020.

**2) Replace section 2.1.2 with the following:**

End Date for Administrative Activities. Administrative activities must be complete and submitted to PG&E with a final invoice and Final Completion Program Report, defined below by July 25, 2020. If this SOW is terminated prior to then, these items must be submitted to PG&E forty (40) days after the termination date.

**3) Replace section 7.1.1 with the following:**

**7.1.1 Time and Material Program Budget Table**

Description	Order Number	Cost Element	2019	2020 Funding	New Total
2019 Admin	8124640	5490000	30,000.00		30,000.00
2019 Mktg	8124642	5490000	18,020.00		18,020.00
2019 Imple	8124641	5490000	252,278.00		252,278.00
2019 SER	8124643	5490000	135,733.00		135,733.00
2019-20 SER-ADMIN	8190163	5490000		13,500.00	13,500.00
2019-20 SER-MKTG	8190164	5490000		9,000.00	9,000.00
2019-20 SER-IMPLE	8124643	5490000		173,500.00	173,500.00
			436,064	196,000	632,064

## EXHIBIT 1

### Subcontractor and Supplier Utilization Plan Instructions Pub. 12/05/18

Prime Contractor/Supplier shall provide a signed Subcontractor and Supplier Utilization Plan (Exhibit 1A) prior to the performance of Work with a list of all Subcontractors and Suppliers. In the event of any change in subcontractors or suppliers, Prime Contractor/Supplier shall submit an updated and signed Subcontractor and Supplier Utilization Plan (Exhibit 1A) to PG&E prior to performance of the Work. Plan must be completed. Respond "N/A" if not applicable. See further instructions below.

#### **Prime Contractor/Supplier Information:**

Prime Contractor / Suppliers CPUC and Small Business Status

Indicate "yes" or "no" to indicate whether Prime Contractor / Supplier is CPUC Clearinghouse certified. If certified please provide the Verification Order Number (VON).

To find the VON Number, access:

- CPUC Clearinghouse Database:  
<https://sch.thesupplierclearinghouse.com/frontend/searchcertifieddirectory.asp>

Indicate "yes" or "no" to indicate whether Prime Contractor / Supplier is Small Business certified. If certified please provide the small business certification number.

To find out more about Small Business certification, access the following sites:

- California Department of General Services (DGS):  
<http://www.dgs.ca.gov/pd/Programs/OSDS.aspx>
- U.S. Small Business Administration (SBA): <https://www.sba.gov/contracting/getting-started-contractor/qualifying-small-business>

#### **Prime Contractor / Suppliers Estimated Amount to be Paid to All Subcontractors / Suppliers**

Provide the estimated dollar amount to be paid to all subcontractors for the duration of the contract term by the following categories: a) all subcontractors and suppliers b) small business certified suppliers only and c) CPUC certified businesses only. The estimated dollar amounts may be reflected in one or more categories.

If 100 percent of the work will be self-performed by the Prime Contractor/Supplier, indicate "0" for each category.

Refer to the links above to locate potential CPUC and Small Business-certified subcontractors and suppliers.

#### **1. Tier Level**

- 1.1.** For most Services, lower tier subcontractors are not allowed below three sub-tiers. (Ex: Prime > Subcontractor 1 > Subcontractor 1.1 > Subcontractor 1.1.1).

## EXHIBIT 1

### Subcontractor and Supplier Utilization Plan Instructions Pub. 12/05/18

- 1.2. Providers of Restricted Services are limited to second tier and may not subcontract the Work. Restricted Services currently includes Freight Haulers and Vegetation Management; however, this may be expanded to include others in the future. (Ex: Prime > Vegetation Management Subcontractor).
  - 1.3. A 3rd-party logistics provider or qualified freight broker may be utilized to directly subcontract the Work to Freight Haulers, however, Freight Haulers may not subcontract the Work to other Freight Haulers. (Ex: Prime > Qualified Freight Broker > Freight Hauler or Prime > Freight Hauler).
  - 1.4. Refer to the Allowable Tier Matrix for further detail.
- 2. Subcontractors / Suppliers**
- 2.1. Provide the complete name of the Subcontractor or Supplier. Do not abbreviate - please spell out any acronyms.
  - 2.2. Subcontractors (Subs) are contractors that have been retained by a primary contractor, or any subcontractor at lower tiers, to provide services on behalf of PG&E.
    - 2.2.1. A - General Engineering Contractor: A contractor whose principal contracting business is in connection with fixed works requiring specialized engineering knowledge and skill.
    - 2.2.2. B - General Building Contractor: A contractor whose principal contracting business is in connection with any structure built, being built, or to be built, for the support, shelter, and enclosure.
    - 2.2.3. C - Specialty Contractor: A contractor whose operations as such are the performance of construction work requiring special skill and whose principal contracting business involves the use of specialized building trades or crafts.
    - 2.2.4. D - Restricted Services Providers include, but are not limited to, Freight Haulers and Vegetation Management Providers.
  - 2.3. Services for which Subcontractors and Suppliers shall be listed on the Exhibit 1A include, but are not limited to:
    - 2.3.1. Construction Services: All aspects of: constructing, fabricating, installing, erecting, maintaining, performing integrity digs on, and performing turnaround services on, pipelines, buildings, plants, and facilities of all types. Additionally, subcontractor team members who provide construction, general construction, heavy machinery, and other construction services will be included in this group of services.
    - 2.3.2. Industrial Service Vendors (ISV) are typically subcontracted for specializing in specific construction work scope such as hydrotesting and surveying.
    - 2.3.3. Professional and Consulting Services: Individuals who provide your company with specialized service, including but not restricted to lawyers, accountants and management consultants. Including, but not limited to environmental and land consultants, human health and risk assessment providers; other select professional services may be included, as needed.
    - 2.3.4. Niche Professional or Consulting Service: An organization that specializes or has a forte in a particular industry or field.
    - 2.3.5. Local Hire Suppliers: Select subcontractors with specific project geography support in facilitating local and/or union hiring.

## EXHIBIT 1

### Subcontractor and Supplier Utilization Plan Instructions Pub. 12/05/18

**2.3.6.** Restricted Services: Freight Haulers (FH) are business entities operating commercial vehicle with a Gross Vehicle Weight Rating (GVWR) of 55,000 pounds or greater either for commercial or private use.

#### 3. Emergency Point of Contact

3.1 Please include the best point of contact and phone number for use in the event of an emergency.

#### 4. Contractor's License # and/or Motor Carrier Permit #

4.1. Provide the California Contractor's License Number of each Subcontractor or Supplier (if applicable) along with the type of License or Permit.

4.2. The MCP (Motor Carrier Permit) is issued to the motor carrier as evidence the carrier has registered their CA# with the DMV, as required by CVC (California Vehicle Code) Section 34620.

4.3. Provide the Expiration Date of the Subcontractor or Supplier's California Contractor's License or MCP.

4.4. Subcontractors and Suppliers may have both a California Contractor's License Number and a MCP. If this is the case, please include information for both.

##### 4.5. Special Permit Requirements:

4.5.1. Freight Haulers needing Special Permit for transferring atypical extra wide or heavy loads and/or hazardous or flammable materials. Applicable permit retention includes but not limited to below lists.

4.5.2. Oversized Load - California Transportation Permit - Issued for movement of non-divisible (exceeding applicable length, width, height, or weight limit) loads, not circumventing California Vehicle Code requirements.

4.5.3. Hazardous Material Load - Federal Motor Carrier Safety Administration (FMCSA) requires motor carriers to obtain a Hazardous Materials Safety Permit (HMSP) prior to transporting certain highly hazardous materials.

4.5.4. Flammable Load - Every motor carrier who transports the following hazardous materials in California must have a hazardous materials transportation license (California Hazardous Material Transportation License) issued by California Highway Patrol.

#### 5. Description of Work to be Performed or Major Materials to be Supplied

5.1. Provide a description of the work to be performed or major materials to be supplied by the Subcontractor or Supplier.

#### 6. Is excavation to be performed?

6.1. Indicate whether the work to be performed by each Subcontractor or Supplier includes excavation by responding "Yes" or "No." Refer to [Section 4216 of the California Government Code](#) for the definition of "excavation."

#### 7. Gold Shovel Status

7.1. Indicate the Gold Shovel Status for each Subcontractor or Supplier by responding as appropriate:

7.2. "N/A" for Subcontractor or Supplier who will not perform excavation work.

## EXHIBIT 1

### Subcontractor and Supplier Utilization Plan Instructions Pub. 12/05/18

- 7.3. "Active" for Subcontractor or Supplier with an active Gold Shovel Certification.
- 7.4. "Inactive" for Subcontractor or Supplier that does not have current Gold Shovel Certification. Attach an explanation to Exhibit 1A indicating when Contractor anticipates Subcontractor or Supplier will obtain Gold Shovel Certification.
- 7.5. To determine status or to find potential subcontractors, access the following site:  
<http://www.goldshovelstandard.com>.

#### 8. Risk Level

- 8.1. Indicate whether each Subcontractor or Supplier will be performing low, medium, or high risk work by responding "Low", "Med", or "High". Refer to PG&E's Contractor Safety Program Contract Requirements at <http://www.pge.com/contractorsafety> for risk definitions.

#### 9. ISN ID# and/or PG&E Qualified Vendor #

- 9.1. Provide ISNetworld (ISN) Identification Number of each Subcontractor or Supplier performing medium to high risk work.
- 9.2. Respond "N/A" for any Subcontractor or Supplier performing low risk work.
- 9.3. Respond "None" if Subcontractor or Supplier has not completed ISN prequalification. Attach an explanation to Exhibit 1A explaining when Contractor anticipates Subcontractor or Supplier prequalification will be complete.
- 9.4. Subcontractor or Supplier may have both an ISN ID Number and a PG&E Qualified Vendor Number. If company has both, please list ISN ID Number first.
- 9.5. **ISNetworld Prequalified**
  - 9.5.1. Indicate whether Subcontractor or Supplier performing medium to high risk work is Prequalified in ISN by responding "Yes" or "No." Respond "N/A" for each Subcontractor or Supplier performing low risk work.
  - 9.5.2. To determine prequalification status or to find potential subcontractors, access the following site: [https://www.pge.com/en\\_US/for-our-business-partners/purchasing-program/suppliers/suppliers.page](https://www.pge.com/en_US/for-our-business-partners/purchasing-program/suppliers/suppliers.page).

#### 10. Union Signatory

- 10.1. Indicate whether Subcontractor or Supplier is signatory to a labor union by responding "Yes" or "No."

#### 11. Signature / Attestation

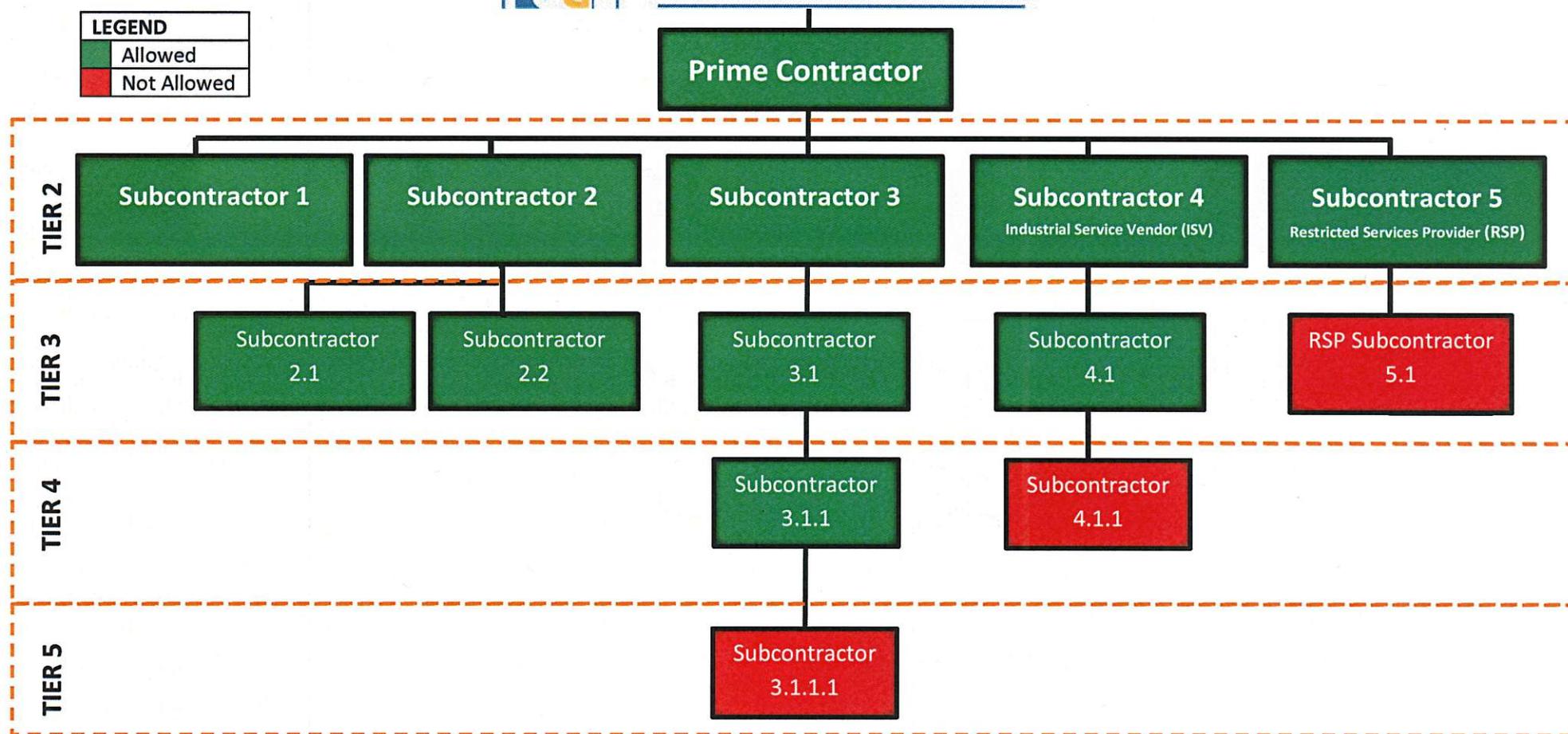
Please sign, date and indicate the revision number certifying that the information provided on this form is true to the best of your knowledge. Note: The information provided may form the basis of a Statement of Record, against which PG&E may conduct an audit or review to ensure compliance.

## PG&E Allowable Subcontractor / Supplier Tier Matrix



**Pacific Gas and Electric Company**<sup>®</sup>

LEGEND	
	Allowed
	Not Allowed



**NOTES**

- Subcontractors and Suppliers limited to three tiers – no lower level tier Subcontractors and Suppliers are allowed.
- Contract terms must be flowed-down to Subcontractors and Suppliers, as applicable per MSA terms. PG&E must be formally notified of all Subcontractors and Suppliers being utilized.
- Providers of Restricted Services are limited to first tier and may not subcontract the Work. Restricted Services currently includes Freight Haulers, however, this may be expanded to include others in the future. Prime Contractor may utilize an ISV or broker to engage multiple Freight Haulers.

