

AMENDMENT TO THE AGREEMENT BETWEEN THE CITY OF MILWAUKEE AND WISCONSIN ENERGY CONSERVATION CORPORATION FOR ADMINISTRATION OF ME² PROGRAM ENERGY EFFICIENCY SUBSIDIES

This Amended Agreement ("Amended Agreement") is entered into as of _____, ("Effective Date"), by and between Wisconsin Energy Conservation Corporation, a non-profit corporation with its principal business address at 431 Charmany Drive, Madison, Wisconsin 53719 ("WECC") and the City of Milwaukee, a Wisconsin municipal corporation ("City"), hereinafter collectively referred to as the "Parties" and individually as a "Party".

WITNESSTH THAT:

WHEREAS, WECC and the City have previously executed an Agreement between the City of Milwaukee and Wisconsin Energy Conservation Corporation for Administration of Me² Program Energy Efficiency Consultation Subsidies dated January 15, 2011 ("Agreement"); and,

WHEREAS, Common Council Resolution File No. 100700, adopted November 23, 2010, authorized up to \$1,200,000 in this Agreement to subsidize consumer energy efficiency audits; and

WHEREAS, The Parties wish to use between \$900,000 and \$1,100,000 of the \$1,200,000 allocated for energy audit subsidies to subsidize direct financial incentives to customers who undertake eligible energy efficiency improvement projects under the Me² program, and for similar program uses approved by the City's Department of Administration in addition to subsidizing energy audits.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, the Parties hereto mutually agree to amend the Agreement between the City and WECC for Administration of the Me² Program Energy Efficiency Consultation Subsidies dated January 15, 2011 pursuant to section 19 of that Agreement as follows:

1. To amend the first sentence in section 3 of the Agreement so that it reads: "Under the terms set forth herein, the City shall pay to WECC up to \$1,100,000 but not less than \$900,000 from the City's EECBG formula grant ("Subcontract Funds") for payment of Subsidies (which is defined as funds paid from Subcontract Funds to subsidize the cost of residential property

energy consultations, provide direct financial incentives to customers who undertake eligible energy efficiency projects under the Me² program, and for similar program uses approved by the City's Department of Administration or its designee."

2. To amend the second sentence in the third paragraph of Section 4 by replacing the term "the energy consultations" with the term "Subsidies" so that the amended sentence reads: "If DOA or its designee determines that there is insufficient demand for Subsidies or if the Me² program is suspended or terminated for any reason, WECC shall return control of any undistributed Subcontract Funds plus secured interest to the City within ten (10) days of written request by DOA or its designee."
3. To amend section 6 of the Agreement by adding a new third and final paragraph that reads: "For Subsidies other than for Me² program energy consultations, WECC shall not provide a direct customer financial incentive from Subcontract Funds in excess of \$500 to a Me² program customer who has installed eligible energy efficiency improvements with a total cost of at least \$2,500 and up to \$5,000, or \$1,000 for eligible energy efficiency improvements with a total cost in excess of \$5,000, without the express written approval of the DOA or its designee. DOA or its designee may establish the amount of other Subsidies established by DOA or its designee pursuant to this Agreement and inform WECC of the amount of such Subsidy to implement under this Agreement."
4. To amend section 8 of the Agreement as follows:
 - a. By inserting the word "consultation" in section 8.c. so that the sentence reads: "The number and total dollar amount of consultation Subsidies provided to each Me² Energy Consultant Firm;"
 - b. By inserting the word "consultation" in section 8.d. so that the sentence reads: "The number and total dollar amount of consultation Subsidies provided to participating property owners; and"
 - c. By creating a new section 8.g. that reads: "The number and total amount of direct customer financial incentives, and other Subsidies funded through the use of Subcontractor Funds, authorized by the Department of Administration or its designee under this Agreement."

5. This Amended Agreement hereby incorporated all of the terms, requirements, Conditions and exhibits set forth in the Agreement Between The City of Milwaukee and Wisconsin Energy Conservation Corporation for Administration of Me² Program Energy Efficiency Consultation Subsidies dated January 15, 2011, except those expressly amended or modified by this Amended Agreement.

IN WITNESS WHEREOF, the Parties hereby execute this Amended Agreement as of the day, month and year set forth above.

CITY OF MILWAUKEE

TOM BARRETT, Mayor

RONALD D. LEONHARDT, City Clerk

COUNTERSIGNED:

W. MARTIN MORICS, City Comptroller

WISCONSIN ENERGY CONSERVATION CORPORATION

MARY WOOLSEY SCHLAEFER, PRESIDENT and CEO