AMENDATORY AGREEMENT

This **AMENDATORY AGREEMENT** is made between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the "City") and **OVERLAY, LLC,** doing business as OVERLAY CONSULTING and doing business at 1635 Blake Street, Suite 200, Denver, Colorado 80202 (the "Consultant"), jointly "the parties".

WITNESSETH:

WHEREAS, the Parties entered into Agreement dated March 10, 2017 (the "Agreement") to perform the services described in the scope of work;

WHEREAS, The Parties wish to amend the Agreement to extend the term, increase compensation, and amend the scope of work and rates.

NOW THEREFORE, in consideration of the premises and the Parties' mutual covenants and obligations, the Parties agree as follows:

1. **Exhibit A** is hereby deleted in its entirety and replaced with **Exhibit A-1** Scope of Work, attached and incorporated by reference herein. All references in the original Agreement to **Exhibit A** are changed to **Exhibit A-1.**

2. **Exhibit B** is hereby deleted in its entirety and replaced with **Exhibit B-1** Budget, attached and incorporated by reference herein. All references in the original Agreement to **Exhibit B** are changed to **Exhibit B-1.**

3. Section 3 of the Agreement shall be deleted in its entirety and replaced with:

"**3.** **TERM:** The term of this Agreement shall commence upon final execution by all parties and shall terminate on March 9, 2022 unless extended in accordance with the terms of the Agreement (the "Term"). Subject to the Executive Director's prior written, the Consultant shall complete any work in progress as of the expiration date and the Term of the Agreement will extend until the work is completed or earlier terminated by the Executive Director."

4. Article 4. d. (1) of the Agreement shall be deleted in its entirety and replaced with:

"**d.** **Maximum Contract Amount:**

(1) Notwithstanding any other provision of the Agreement, the City's maximum payment obligation will not exceed **NINE HUNDRED TWENTY THOUSAND FOUR HUNDRED SEVENTY-FOUR DOLLARS AND NO CENTS ($920,474.00)** (the "Maximum Contact Amount"). The City is not obligated to execute an Agreement or any amendments for any further

services, including any services performed by Consultant beyond that specifically described in **Exhibit A**. Any services performed beyond those in Exhibit A are performed at Consultant's risk and without authorization under the Agreement."

5. As herein amended, the Agreement is affirmed and ratified in each and every particular.

6. This Amendatory Agreement will not be effective or binding on the City until it has been fully executed by all required signatories of the City and County of Denver, and if required by Charter, approved by the City Council.

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Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of

SEAL

ATTEST:

____

CITY AND COUNTY OF DENVER

By_______________________________

APPROVED AS TO FORM:

By______________________________

REGISTERED AND COUNTERSIGNED:

By_______________________________

By_______________________________

Contract Control Number: ENVHL-201733448-01

Contractor Name: OVERLAY, LLC dba OVERLAY CONSULTING

By: Jonathan P Dierking

Name: Jonathan DierKing
(please print)

Title: Principal
(please print)

ATTEST: [if required]

By: ______________________

Name: ______________________
(please print)

Title: ______________________
(please print)

EXHIBIT A-1

SCOPE OF WORK

HELP CENTER SCOPE OF WORK (SOW):

PROJECT MANAGEMENT

Status Meetings

- Overlay will meet with the City's team once every other week from January-August and once per month September-December. 1/3 of the meetings will take place in person, the rest via conference call.
- The Overlay team will provide the City with program performance data reports when appropriate or as requested that include information such as: compliance rate, data errors observed, unresolved issues, and volume of phone calls / emails received. Most of this work should be automated as part of the dashboard City staff can access directly anytime.
- Overlay staff will also provide general input on potential updates or modifications that can be made to the program design, website, communication scripts, map, score cards, etc. One lead overlay staff person will attend the monthly Energize Denver Advisory Group meetings.

DATABASE TRACKING & MANAGEMENT

Database

Overlay will manage and maintain the Salesforce database system including:

- Ongoing software maintenance to maintain all current functionality and to make small tweaks as needed over time.
- Each consecutive year, Overlay will upload any newly constructed buildings that are required to comply. All recently constructed buildings are to be identified by the City and provided to Overlay with all necessary building and owner information as documented by the county assessor, and the secretary of state. This information should include but is not limited to: building address, building square footage, building parcel/schedule number, assessor sector, building year built, number of buildings, government type, assessor building owner's name/entity name, and assessor building owner's address. Overlay will standardize the addresses and see which buildings are actually new in the last year and need to be added to our system, will assign building ID's to them and add them. Overlay will add geolocation information for new buildings, checking that no two buildings share the same lat-long data. The City intern will then add HOA name, HOA address, condo registered agent name, condo registered agent address to any new condos
- Twice a year, Overlay will update building owner information to reflect the most current building owner's information to account for ownership changes. The list of buildings with ownership changes along with the most current contact information will be provided by the City. Overlay will sanitize assessor building addresses so that all building addresses are in the exact same format as they are in our system so all are able to update owner contact information.

- Update the Salesforce system year over year to account for new annual data fields. Ensure exemption submissions and citation payments are automatically added to and tracked in Salesforce in addition to Portfolio Manager submissions.
- Update the dashboard every year to show new yearly data on overall compliance rates, number of exemptions overall and by category, number of calls and emails answered that year in total and in the past month.

HELP CENTER SETUP AND ADMINISTRATION

Communication Channel Setup

The Overlay Team will set up a Help Center to manage all communication and data tracking. We will set up a single 1-800 number to be directed to all Help Center staff. Overlay will manage the single master email account as well as City branded individual emails for each Help Center staff member. Emails will be channeled through Salesforce using the master email address, but personal communication from individual Help Center staff may be used as well and manually entered in Salesforce to provide better individual customer service.

Training Manual and Process Flow Development

Overlay will manage and annually update the internal Help Center Staff Training Manual and PowerPoint to address all aspects of the position including how to utilize the different process flow charts as well as the script language to be used during building owner interactions. All updates will be made once a year during the non-peak period. The updated Training Manual and PowerPoint will be reviewed and approved by the City.

Communication Script Development

The Overlay Team will manage email, direct letters, and call scripts for Help Center staff to utilize when communicating with building owners and managers. Script language and documents will be updated as needed, addressing the following building owner touch points.

- Regularly received call/email questions (i.e.)
  - How do I use Portfolio Manager?
  - Where/how do I obtain my utility data?
  - How do I submit for certification?
  - Is there a penalty for not submitting?
  - What is the purpose of this program?
- Script for out-going non-compliance emails
  - Address both missing data or missed deadline
- Outline a specific process for escalating more complex questions to City staff

Help Center Administration

Overlay will target achieving a compliance rate of 90%. The Help Center will be staffed with trained energy engineers from 8:00am – 5:00pm, Monday through Friday. The Help Center will be regularly staffed by one energy engineer. Additional representatives may be added during peak periods, if needed. All instructions in the training manual will be followed. One City staff person will sit full time in Overlay offices and help with all calls and emails during May and June of 2019 and 2020. One part-time intern will also help with emails during this time every year.

All phone calls and emails received through the Help Center will be answered directly or responded to within 24 hours, or 24-48 hours during peak periods. Communications received at the end of the day on

Friday, over the weekend, or over a holiday will be addressed within 24 hours of the following business day, at the latest. If call and/or email volume is over capacity and Help Center staff is unable to meet the 24-48 response window, notice will be given in the form of an automatic email response or an updated answering machine message.

The Help Center will utilize screen sharing technology to easily identify submission issues and correct building owner problems in real-time. Help center staff will coach callers in how to benchmark their building, and through screen sharing will identify and correct problems with the account of the caller, but help center staff will not complete the benchmarking process entirely for a caller. We want people to learn the skills to use the Portfolio Manager tool themselves

An online scheduling system will be utilized by the Help Center staff to better coordinate the scheduling of and screen share appointments. The scheduling system collects the participant's name, building address, and reason for the call to ensure the Help Center staff is prepared to efficiently resolve the issue.

The Help Center staff will also coordinate with the local Utilities to facilitate auto utility data uploads, where possible.

All building owner communication will be tracked through Salesforce for both emails and phone calls. Help Center staff will have access to all past communication notes and emails to better assist building owners.

Submission Management

Help Center Staff will receive, track and manage all building owner compliance submissions. Submissions will be reviewed for a number of data quality checks, resulting in an approval, denial, or requests for additional information status and will be tracked by Help Center staff within Salesforce. Upon receiving building owner submittals, Help Center staff will respond within one week with the appropriate approval notification or a call to let the submitter know what they need to be fixed before resubmitting.

Weekly, the Help Center will send reminder emails to building submissions that are in the "Pending Resubmittal" status. The reminder emails will state that the submitter has been notified either by phone or email of the errors identified in their submission and that the errors need to be corrected and a new report submitted by the deadline. Additionally, the email will offer to personally walk the submitter through the reason for non-compliance and the appropriate steps required for approval.

Emails will be sent directly from the Salesforce system for tracking purposes and will utilize the City's letter head / signature line. If communication is sent through the master email account or personal Denver government email addresses, communication will be manually added to Salesforce for tracking purposes.

The Help Center will send six emails prior to June 1 reminding contact(s) for a building about compliance requirements. The Help Center will also send one email reminder after the compliance deadline letting building contacts know a citation is in the mail and letting them know how to nullify it by complying. Emails will be drafted by Overlay and approved by the City.

Exemptions

Exemptions will be processed and managed by City staff.

City staff are expected to review all exemption requests within one week of submission, followed by an approval or denial email. The approved email will come directly from a Salesforce email template, while a denial email will require a personalized email explaining the reason for denial. All communication will be logged in Salesforce for tracking purposes.

Compliance Status Report

The Help Center will update the public Compliance Status Report weekly, every Friday, to reflect the most up to date list of buildings that are in compliance, in progress, and not submitted (changing to in compliance, in progress, and in violation after the compliance deadline). This list will be generated from Salesforce and filtered based on building status.

Building Contact and Owner Updates

Through the course of providing Help Center outreach and submission support, staff may receive updated building, owner, or manager data. Help center staff will continually update the Salesforce data tracking system to reflect this new data and any new contacts for a building. Help Center staff will work with the City to assign new Benchmarking ID's for compliance tracking purposes as needed. Anytime a condo reports a change in condo registered agent or HOA help center staff will search the Secretary of State's website and update the information in Salesforce to match the Secretary of State website. Any time someone reports a change in ownership help center staff will check the Assessor website and update owner information only to match what is on the Assessor website.

Service Provider Management

The Help Center will manage the Directory of Benchmarking Service Providers. This entails the assessing the service provider's knowledge and capabilities through an aptitude test, as well as the tracking of training course completion. The Help Center will update the Directory of Benchmarking Service Providers weekly to ensure that the list is up-to-date and contains the most accurate contact information.

Energy Star Portfolio Manager Data Request

Annually, the City staff will create the new Energize Denver Data Request within the Denver Department of Environmental Health Energy Star Portfolio Manager account. This will include any new data fields requested by the City.

TRAININGS

Trainings

Overlay will also support both web-based and in-person trainings.

- The Help Center will update the presentation and deliver two in person trainings during the three months prior to submission deadlines. The second training will include a 2-hour help session for one on one support in person after the training.

Overlay will also develop an online 7-part training video series that will walk building owners through the compliance process. These videos will be posted to YouTube with direct links from the City's website.

MAIL LISTS

Mail Lists

Overlay will support direct mailings through the generation of building address lists. The City will develop content and cover all costs associated with printing and direct mailer postage. Mail lists for the following will be needed:

- Two direct mailers sent to the building owner, the building itself and any other contacts for the building reminding that building owner about the steps required to comply by June 1st.
- One formal citation notice each year for non-compliant building owners
- One notification of a lien being placed on the buildings that remain out of compliance after the final deadline.

SCORE CARD DEVELOPMENT AND DISTRIBUTION

Once the compliance system has been closed for the year and no additional Portfolio Manager reports will be accepted, and upon approval from the City, scorecards will be sent out. Overlay will ensure scorecards will have a comparison of their baseline year's data and the current year's data where available.

The score card design will match previous years, and the format will remain as PDF for consistency. The report card creation and data inputs will be automated through a Salesforce integration. Scorecards will be saved in each building profile in salesforce. Score cards will be distributed via bulk email (Amazon) to all current contacts associated with a building. Statistics regarding open rates of the email and, if possible, the scorecard themselves will be shared with the City.

WEB HOSTED INTERACTIVE MAP DEVELOPMENT

Overlay will host the web-based interactive map. The interactive map design will continue to allow users to view building compliance statistics, Energy Star rating, EUI, potential dollar savings, comparison to the previous year, building address, building size, building type, year built, as well as filter buildings by size, type, location, and numerous other data points that allow the user to compare their buildings to others. This data is compiled year-over-year to provide historical data for 3 years.

The map will integrate directly with Salesforce and update automatically as buildings come into compliance. The map will provide enhanced visuals, comparison capabilities and reporting beyond the City's current ordinance map. Google analytics will continue to be available to City staff for the map website.

CITY STAFF & INTERN

If the City has a full-time employee and intern on staff dedicated to assisting with the Energize Denver Program, he/she shall have the following responsibilities, but not limited to:

- Exemption processing and management (see Exemptions for more details)
- Special case large portfolios - Denver Public Schools, Denver Health, Etc.
- Call and email overflow
- Possible submission review overflow

- Spot check accuracy of building geolocation, make adjustments if small groups of buildings need adjusting.
- Add secretary of state HOA and Condo Registered agent contacts for any new condo buildings from the assessor.
- Both staff will support the help center call center working from Overlay's office full-time May and June 2019

- Both staff will support the help center call center working from Overlay's office part-time May and June

EXHIBIT B-1

BUDGET

Energize Denver – Help Center Budget

FEE ITEM	ANNUAL FEE				TOTAL
	March 1 - December 31, 2019	2020	2021	Jan 1 - March 9, 2022	
Salesforce License (2 seats)	$3,960.00	$3,960.00	$3,960.00	$3,960.00	**$15,840.00**
Salesforce Database Tracking & Management	$19,075.00	$19,075.00	$19,075.00	$16,125.00	**$73,350.00**
Help Center Administration	$101,300.00	$112,700.00	$112,700.00	$17,650.00	**$344,350.00**
Trainings	$7,200.00	$4,800.00	$4,800.00	$0.00	**$16,800.00**
Mail Lists	$1,920.00	$1,920.00	$1,920.00	$960.00	**$6,720.00**
Score Card Development and Distribution	$7,500.00	$7,500.00	$7,500.00	$0.00	**$22,500.00**
Web-hosted Interactive Map	$6,700.00	$6,700.00	$6,700.00	$2,300.00	**$22,400.00**
Additional Services (Optional As-needed)					**$150,000.00**
Total Fee	**$147,655.00**	**$156,655.00**	**$156,655.00**	**$40,995.00**	**$651,960.00**