**2025 MODIFICATIONS TO IGA CONTRACT AND EPC CONTRACT AND ASSOCIATED EXHIBITS AND SCHEDULES.**

All the IGA and EPC documents, contracts, exhibits, and schedules have been remediated for accessibility.

**INVESTMENT GRADE AUDIT CONTRACT AND EXHIBITS**

4. DEFINITIONS

Updated “Premises”. Changed name of Exhibit B to current name of the exhibit.

16. NOTICES and REPRESENTATIVES

The information of the principal representative and contractor is now on the Cover page.

Updated a few Article references in the contract that need editing once the cover page and signature page are added to the contract.

**EXHIBIT A**

One of the concerns is when the final description of work includes funded capital construction, capital renewal, controlled maintenance, or client construction projects. For the ESCO to capture the utility saving from these projects, they need to fully manage these projects. In a review of a few recent EPC projects, the identification of the source of funds for the ECMs/FIMs was not always indicated or the link between the source of funds and the description of work was not adequately detailed. Thus, OSA has added language to Exhibit A to provide a better tracking of the source of funds per ECMs/FIMs. Recognizing at the acceptance of the IGA report, the cost is an estimate. The tracking is to the source of the funds, the unique name, project number, and any other information on the funds to help any future principal representative, facility director, account, or ESCO project manager understand the billing on each ECM/FIM. The actual amount of these capital contributions for each ECM/FIM is not required (except in Schedule G), just the source of the funds.

Section 2. Pre-Audit Conference

C. Technical Expectations:

Additional information that may be helpful from the client, expanded list of type of existing construction projects, and wordsmithing on code compliance.

D. Project Financial Parameters:

Additional words in financial parameters subsection.

Section 3. Data Collection and Building/Equipment Schedules

D. Capital Construction Projects:

Longer list of the types of existing construction projects.

Section 7. Draft Investment Grade Audit Report

A. Executive Summary:

Additional information on the Summary of Project Financials.

Added the EPC Project Cost Estimate Summary form.

D. Energy Conservation Measures:

Additional information on the source of funds per ECM/FIM

E. M&V Plan:

Added the sentence. As part of the M&V plan is the development and agreement on the Client’s Standards of Comfort (Schedule M of EPC) associated with the final ECMs/FIMs.

**EXHIBIT B**

Updated tables for accessibility

**EXHIBIT C**

Major change. Stopped using the Cost and Pricing Spreadsheet. New Exhibit C is only the ESCO project implementation maximum percentages information, that used to be Tab 4 of the spreadsheet. Definitions are copied and updated from the spreadsheet.

**ENERGY PERFORMANCE CONTRACT, MODIFICATIONS AND UPDATES**

Changed the cover page and signature page to match the preferred contract format per State Controller’s Office.

Wordsmith some sentences and bolded some words per a recent review of this contract by the State Attorney General’s Office.

RECITALS

Added a WHEREAS that indicates when an appropriated capital construction project is included into the Description of Work (**Schedule B**). Copy this WHEREAS as necessary for each included client appropriated capital construction project. Deleted the WHEREAS if the EPC project does not have any client provided capital funds.

1. DEFINITIONS

S. Deliverable: Added “software, Work Product” to the first line

KKKK. Work Product: Added “or Intellectual Property owned by third parties” to the end of the paragraph.

5. PRE-CONSTRUCTION SERVICES

B. Professional Design Services

Added the words “professionals employed by and or” in the second line of the paragraph

C. Design Documents

Added the follow sentence to (i) as it was pointed out, nowhere in the contract or general conditions is there a statement that calls out the number of drawing sets required.

The Contractor shall provide no fewer than Insert number of sets (     ) complete sets of Drawings, Specifications, and such other documents necessary to fully illustrate the complete Design Development Phase to the Principal Representative for the Principal Representative’s approval and provide electronic files in an electric media format that conforms to the latest requirements of the Principal Representative’s drawing standards.

9. ENVIRONMENTAL REQUIREMENTS

iv. Manifests of Ownership

Added the words “prior to” to the second line in the sentence and updated the sentence structure.

16. LOCATION AND ACCESS

Added the words “and all necessary escorts” to the first line in the paragraph.

23. RIGHTS IN DATA, DOCUMENTS, AND COMPUTER SOFTWARE

Added the words “and the intellectual property of third parties” to the first line in the paragraph.

24. GENERAL PROVISIONS

Deleted (N) Order of Precedence section as this information is now on the cover page.

25. SCHEDULES-LIST OF

Removed Schedule J (Certification and Affidavit Regarding Unauthorized Immigrants (UI-1)).

Renumbered the remaining schedules.

Now the list is:

Schedule A General Conditions of Energy Performance Contract

Schedule B Energy Performance Contract Description of Work

Schedule C Guarantee

Schedule D Measurement and Verification Services Plan

Schedule E Code Compliance Requirement

Schedule F Schedule of Values (Initial)

Schedule G Projected Financial Cost and Cash Flow Analysis

Schedule H Certification that Cost-weighted Average Service Life of Equipment Exceeds Financing Term

Schedule I Record of Reviews (as required)

Schedule J Certificate of Insurance (Including Professional Errors and Omissions Liability Insurance)

Schedule K Performance Bond (SC-6.22)

Schedule L Labor and Material Payment Bond (SC-6.221)

Schedule M Standards of Comfort

Schedule N Client Construction Specifications

Schedule O Contractor’s Intellectual Property

Schedule P Systems Start-up and Commissioning

Schedule Q Contractor’s Training Responsibilities

Schedule R Owner’s Maintenance Responsibilities

27. NOTICES and REPRESENTATIVES

The information of the principal representative and contractor is now the Cover page.

**EPC GENERAL CONDITIONS. SCHEDULE A, MODIFICATIONS AND UPDATES**

Cover - updated the official State Logo

Article 1: DEFINITIONS

A. CONTRACT DOCUMENTS

* Change ending language in “Change Orders”.
* Added Notice of Partial Contractor’s Settlement (SBP-7.31) form to the list.

B. DEFINITIONS OF WORDS AND TERMS USED

* Updated AMENDMENT terms to match the definitions in the EPC document.
* Minor changes to “COLORADO LABOR” to match the current OSA SC8.1 DBLS GC 2024 document.
* Moved the “CORA” definition from the EPC document to this document.
* Added the language; “and/or civil, structural, mechanical, electrical or plumbing engineers, and others as required to represent a complete project” to the DRAWINGS definition.
* Added language to the ENERGY SERVICE COMPANY’S ARCHITECT/ENGINEER definition.
* Added the INCIDENT definition per Attorney General’s Office.
* Added the PII definition per Attorney General’s Office.
* Updated the SPECIFICATIONS definition to match the current OSA SC8.1 DBLS GC 2024 document.
* Added the STATE CONFIDENTIAL INFORMATION, STATE FISCAL RULES, and STATE RECORDS definitions to match the current OSA SC8.1 DBLS GC 2024 document.
* Added the WORK definition from the EPC document per Attorney General’s Office.

Article 2 Execution

A (4) Updated to reference the relevant provision.

Article 6, C. ACCESS TO WORK

Additional language about Premises from a comment by the Attorney General’s Office.

Article 23, TEMPORARY FACILITIES,

F. SIGN

Addition language: The Principal Representative can waive this requirement as the Work could be at numerous facilities and difficult to identify.

Article 39, NON-BINDING DISPUTE RESOLUTION FACILITATED NEGOTIATIONS

Updated this article to match the current OSA SC8.1 DBLS GC 2024 document.

ARTICLE 41. COMPLETION, FINAL INSPECTION, ACCEPTANCE AND SETTLEMENT

E. SETTLEMENT

Updated this article to match the current OSA SC8.1 DBLS GC 2024 document.

Article 44, ONE-YEAR WARRANTIES

A. ONE YEAR WARRANTY OF THE WORK

Updated this article to match the current OSA SC8.1 DBLS GC 2024 document.

ARTICLE 50. TERMINATION FOR CONVENIENCE OF STATE

B. Procedures

*Added the “with the exception of Contractor’s intellectual property,” to the “Contractor agrees to …” paragraph.*

ARTICLE 52. COLORADO SPECIAL PROVISIONS

Updated this article to the most current special provisions.

Schedule B Energy Performance Contract Description of Work

Added language in the Executive Summary paragraph the need for additional information by ECM/FIM on the source for funds.

Schedule C Guarantee

No change other than accessibility requirement.

Schedule D Measurement and Verification Services Plan

No change other than accessibility requirement.

Schedule E Code Compliance Requirement

No change other than accessibility requirement.

Schedule F Schedule of Values (Initial)

Schedule G Projected Financial Cost and Cash Flow Analysis

Updated for accessibility and added rows to capture details of any other financial information necessary to track the MCP, all capital contributions, to determine what is financed.

Schedule H Certification that Cost-weighted Average Service Life of Equipment Exceeds Financing Term

No change other than accessibility requirement.

Schedule I Record of Reviews (as required)

Updated for accessibility and made the form a PDF fillable form.

Schedule J Certificate of Insurance (Including Professional Errors and Omissions Liability Insurance)

Schedule K Performance Bond (SC-6.22)

Schedule L Labor and Material Payment Bond (SC-6.221)

Schedule M Standards of Comfort

No change other than accessibility requirement.

Schedule N Client Construction Specifications

No change other than accessibility requirement.

Schedule O Contractor’s Intellectual Property

No change other than accessibility requirement.

Schedule P Systems Start-up and Commissioning

No change other than accessibility requirement.

Schedule Q Contractor’s Training Responsibilities

No change other than accessibility requirement.

Schedule R Owner’s Maintenance Responsibilities

No change other than accessibility requirement.