



**DIRECT ENERGY BUSINESS, LLC**  
 1001 Liberty Avenue Pittsburgh, PA 15222  
 1.888.925.9115  
 www.directenergy.com

Date: June 17, 2020

Product Code: CAISO\_FP\_XCongestion\_CA

**CUSTOMER INFORMATION**

**Customer Name:** Morgan Hill Unified School District  
**Contact Name:** Anessa Espinosa  
**Address:** 15600 Concord Circle, Morgan Hill, CA 950377110  
**Telephone:** (408) 201-6087  
**Fax:**  
**Email:**

**Billing Contact:**  
**3rd Party Bill Pay:**  
**Billing Address:**  
**Telephone:**  
**Fax:**  
**Email:**

**ELECTRICITY TRANSACTION CONFIRMATION - California Fixed Price excluding Basis**

This Transaction Confirmation confirms the terms of the Electricity Transaction entered into between Direct Energy Business, LLC ("Seller"), and the customer above ("Buyer" or "Customer") pursuant to the terms of the Commodity Master Agreement between Customer and Seller and/or Seller's affiliate Direct Energy Business Marketing, LLC, d/b/a Direct Energy Business dated May 31, 2016, as may be amended, (the "CMA"). If the referenced CMA is between Customer and Direct Energy Business Marketing, LLC, d/b/a Direct Energy Business, Customer and Seller agree that this Transaction Confirmation shall be governed by and incorporate the terms of such CMA. The Exhibit A for the Purchase Price described below is attached to, and is made a part of, this Transaction Confirmation. The Purchase Price excludes Utility transmission and distribution charges and Taxes that are or may be the responsibility of Customer. Customer's execution and submission of this Transaction Confirmation, including Exhibit A hereto, to Seller shall constitute an offer from Customer to Seller to purchase the Commodity on the terms set forth in the CMA. This Transaction Confirmation shall become effective only upon (i) execution by Customer of this Transaction Confirmation, including Exhibit A, and CMA; and (ii) the earlier of (a) execution of the CMA and this Transaction Confirmation by Seller or (b) written confirmation by Seller of its acceptance of the Transaction Confirmation to Customer.

**DELIVERY PERIOD**

For each Service Location, the first meter read date will be on or after: June 24, 2020, and will continue for a term of 12 Months. Seller will request the Utility to enroll Customer on the first meter read date in the first month of the Delivery Period as defined by the Utility. The service start date hereunder will be the date that the Utility enrolls Customer for Seller's services. Seller shall not be liable for any lost savings or lost opportunity as a result of a delay in service commencement due to actions or inactions of the Utility. Upon the expiration of the Delivery Period, this Transaction shall continue for successive one month terms (collectively the "Renewal Term") until either Party notifies the other Party in writing of its intention to terminate, at least 15 days prior to the end of the Delivery Period or 15 days prior to the end of each successive month Renewal Term. The termination date shall be the next effective drop date permitted by the Utility. All terms of the Agreement will remain in effect through the termination date as set by the applicable Utility. During the Renewal Term, the Purchase Price for each successive month Renewal Term will be the then market-based price for similar quantities of Commodity at the Delivery Point, including all Taxes, costs, charges or fees which are set forth herein, unless otherwise agreed to in writing by the Parties.

**DELIVERY POINT**

The Delivery Point shall be the point(s) where Commodity is delivered to the Utility. The Utility is specified on Exhibit A.

**BILL TYPE - DUAL**

**CONTRACT QUANTITY**

Customer and Seller agree that the Contract Quantity purchased and received means a positive volume up to or greater than the estimated quantities listed on the Exhibit A, provided, that for purposes of determining whether a material deviation has occurred and for purposes of calculating Contract Quantities remaining to be delivered under the Remedies section of the CMA, Contract Quantity shall be determined by reference to the historical monthly usage for such Service Locations.

**PURCHASE PRICE**

The Purchase Price per kWh to be paid by Buyer for the services provided hereunder during the Delivery Period of this Agreement shall be that set forth on Exhibit A. The Purchase Price includes a Services Fee, as well as the components marked below as "Included". For those components marked "Pass through", they will be passed through to you at cost and shown as a line item on your bill.

CAISO	Value
Energy	Included
MRTU Congestion	Pass Through
RPS	Included
Losses	Included
Resource Adequacy	Included
Ancillaries	Included
Applicable Taxes	Pass Through

#### DEFINITIONS

**Ancillaries:** Wholesale commodity services and products required to facilitate delivery of Commodity to the Utility, but does not include MRTU Charges.

**Exhibit A:** The list of Service Locations attached to this Transaction Confirmation, which list specifies the Service Locations covered under the scope of this Transaction Confirmation for PowerPortfolio, Day-Ahead, Real-Time and other index products. For fixed price products, it refers to the pricing attachment to this Transaction Confirmation that sets forth (together with this Transaction Confirmation) the Purchase Price applicable to, and the Service Locations covered by, this Transaction Confirmation.

**Market Redesign and Technology Update ("MRTU"):** The redesign of the California ISO energy market and corresponding tariff changes as ordered by the Federal Energy Regulatory Commission.

**MRTU Charges:** Wholesale electric products and services provided by the California ISO as part of the MRTU energy market such as residual unit commitment and bid cost recovery.

**MRTU Congestion:** The difference in the Day-Ahead Market LMP at the Load Aggregation Point and the Trading Hub associated with the Service Locations, as published by the California ISO.

**Renewable Portfolio Standard (RPS):** A regulation that requires the increased production of energy from renewable energy sources.

**Services Fee:** The fee for the services provided by Seller to meet the Service Locations' load requirements, including any applicable broker fee, which is included in the Purchase Price to be paid by Buyer.

#### SPECIAL PROVISIONS

**1. Change in Utility Account Numbers:** The account number for a Service Location shall be the Utility Account Number set forth in the Service Locations attached in the Exhibit A or any replacement account number issued by the Utility from time to time.

**2. Third Party Charges:** Customer acknowledges that any costs assessed by the Utility or any third party as a result of Customer's switch to or from Seller, including but not limited to switching costs, are not included in the Purchase Price and shall be the responsibility of the Customer.

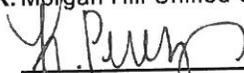
#### TAX EXEMPTION STATUS - If exempt, must attach certificate

In order to insure accurate billing, tax status indication is required. Please check the appropriate status below:

- Non-Exempt  
 Exempt (e.g. Residential, Non-Profit Organization, Manufacturing, Small Business, Agricultural, Resale, etc.)

**BUYER:** Morgan Hill Unified School District

**SELLER:** Direct Energy Business, LLC

By:   
Name: Kirsten Perez  
Title: Deputy Superintendent and CFO  
Date: 6/17/20

By: \_\_\_\_\_ 2020.06.18 07:\_\_\_\_\_  
Name:  51:46 -05'00'  
Title: \_\_\_\_\_  
Date: \_\_\_\_\_

## EXHIBIT A PRICING ATTACHMENT

This Exhibit A is to the Transaction Confirmation dated June 17, 2020 between  
**DIRECT ENERGY BUSINESS LLC**  
 and  
**Morgan Hill Unified School District**  
 for a term of 12 Months

## CAISO\_FP\_XCongestion\_CA

Account Number	Service Location	Utility	Utility Rate Class	Zone	*Estimated Meter Read Start Date (MM/DD/YYYY)	Purchase Price (cents / kWh)	Annual Historical Usage (kWh)
8241368030	80 W CENTRAL AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10SX	PGE	06/24/2020	6.279	321,738
2086816005	AT 100 FT E/DOUGHERTY AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	OL-1	PGE	07/02/2020	6.279	3,738
8241368035	141 AVENIDA ESPANA (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10SX	PGE	07/15/2020	6.279	425,959
2951412005	SS SYCAMORE 800 FT E/ (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	OL-1	PGE	07/02/2020	6.279	805
1452913005	85 TILTON AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A1	PGE	07/08/2020	6.279	6,902
5711841005	N/S NORTH ST 450F (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	OL-1	PGE	07/02/2020	6.279	279
0960080005	353 W MAIN AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10S	PGE	07/20/2020	6.279	247,481
2102592005	15130 SYCAMORE DR (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A1	PGE	07/17/2020	6.279	5,162
5207248005	105 EDES ST (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	HA10S	PGE	07/20/2020	6.279	113,099
3605944005	2700 FOUNTAIN OAKS DR (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10S	PGE	07/14/2020	6.279	279,876
3167275005	MONTEREY ST (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	HA1	PGE	06/24/2020	6.279	1,200
1327913005	65 TILTON AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	HA1X	PGE	07/08/2020	6.279	1,132
0680349107	AT HALF RD NEAR ELM RD (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A1	PGE	07/01/2020	6.279	8,475
1360553764	110 BURNETT AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A1	PGE	06/25/2020	6.279	39,028
9622660005	121 AVENIDA GRANDE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10S	PGE	07/15/2020	6.279	276,540
9510904341	15600 CONCORD CIR (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	HA10S	PGE	07/06/2020	6.279	339,520
9387188671	TILTON & DOUGHERTY (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A1	PGE	07/08/2020	6.279	135,200
9083085005	17960 MONTEREY ST (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	HA1X	PGE	07/22/2020	6.279	79,361
9748971816	1400 LA CROSSE DR (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	HE19S	PGE	07/17/2020	6.279	252,464

Account Number	Service Location	Utility	Utility Rate Class	Zone	*Estimated Meter Read Start Date (MM/DD/YYYY)	Purchase Price (cents / kWh)	Annual Historical Usage (kWh)
8241368025	100 NORTH ST (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10S	PGE	07/02/2020	6.279	136,565
8241368015	455 E MAIN AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10S	PGE	07/01/2020	6.279	202,300
6659120005	1425 E DUNNE AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	A10S	PGE	06/24/2020	6.279	226,072
5763028005	1425 E DUNNE AVE (MORGAN HILL UNIFIED SC)	Pacific Gas and Electric	HA1	PGE	06/24/2020	6.279	48,707
<b>Total Annual Usage:</b>							<b>3,151,603</b>

\*The Estimated Meter Read Start Date is merely an approximation based upon Seller's best estimation as to when the service will begin and may not reflect the actual start date. Seller shall not be liable for any lost savings or lost opportunity relating to this estimation.

### Monthly Contract Quantity

kWh	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec
2020						14,215	142,437	320,530	330,166	288,237	220,578	218,222
2021	249,446	212,327	267,564	273,797	298,054	245,504	63,473					

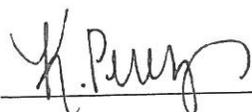
\*Usage values in the above table represent the aggregated Usage for all Service Locations for a month. Material Usage Deviation includes for the purposes of this Exhibit A, any deviation caused by net metering or other Buyer initiated energy efficiency measures.

**This Exhibit is based on a Weighted Average Price. Any strikeouts of any of the accounts provided with a Weighted Average Price will render pricing for the accounts assigned with a Weighted Average Price null and void.**

Term of Months: 12 Months

Meter Read Start Date: June, 2020

Accepted and Agreed to:

By:  Date: 6/17/20

Deputy Superintendent and CFO