

EXHIBIT C
Fee Schedule
(Revision No. 1)

Agreement No. / Title:	47565 / EIM Merchant & Entity Settlement and Transmission Billing Systems
Firm Name:	Power Settlement Consulting and Software, LLC
Firm Address:	2011 E. Financial Way, Suite # 116 Glendora, CA 91741

No.	Milestone Description	Amount Due Upon Delivery	Percentage Due Upon Delivery
1	Approval of Functional, Technical design for OOTB	\$ 47,250	7.00%
2	EIM OOTB Application Successfully Delivered and Populated with Test Data	\$ 47,250	7.00%
3	Application Functional Design Complete and LADWP sign off	\$ 47,250	7.00%
4	Interface and Technical Design Complete and LADWP sign off	\$ 33,750	5.00%
5	Vendor Training (Phase I), Pre-FAT orientation and FAT Test Plan Complete	\$13,500	2.00%
6	Factory acceptance testing (FAT) * / Site Acceptance Testing (SAT) Complete and LADWP sign-off	\$114,750	17.00%
7	Day in the life Testing Successfully Complete	\$ 121,500	18.00%
8	Market Simulation Testing Successfully Completed	\$ 27,000	4.00%
9	User acceptance testing (UAT) Complete and LADWP sign-off	\$ 20,250	3.00%
10	Parallel Operations	\$ 27,000	4.00%
11	Go live	\$ 175,500	26.00%
	Milestone Total:	\$ 675,000	100.00%

**Hosting Fess will be due beginning with the first day of the Factory Acceptance Testing phase.*

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Other Direct Costs			
Item Description and Purpose	Billing Unit	Amount	Extended Amount
Software Maintenance & Support for Year 1	Annually*	\$ 340,000	\$ 340,000**
Software Maintenance & Support for Year 2	Annually*	\$ 346,800	\$ 346,800**
Software Maintenance & Support for Year 3	Annually*	\$ 353,736	\$ 353,736**
Software Maintenance & Support for Year 4	Annually*	\$ 357,000	\$ 357,000**
Software Maintenance & Support for Year 5	Annually*	\$ 374,000	\$ 374,800**
Software Maintenance and Support for Year 6	Annually*	\$ 393,540	\$ 393,540**
Software Maintenance and Support for Year 7	Annually*	\$ 413,217	\$ 413,217**
Software Maintenance and Support for Year 8	Annually*	\$ 433,878	\$ 433,878**
Software Maintenance and Support for Year 9	Annually*	\$ 455,572	\$ 455,572**
Software Maintenance and Support for Year 10	Annually*	\$ 478,350	\$ 478,350**
PROD Cloud Hosting Fee (Year 1-3)	Monthly	\$ 5,450	\$ 147,150
TEST Cloud Hosting Fee (Year 1-3)	Monthly	\$ 2,249	\$ 47,229
DEV Cloud Hosting Fee (Year 1-3)	Monthly	\$ 2,249	\$ 60,723
PROD, TEST, DEV Cloud Hosting Fee for Year 4	Monthly	\$ 11,000	\$ 132,000
PROD, TEST, DEV Cloud Hosting Fee for Year 5	Monthly	\$ 12,250	\$ 147,000
PROD, TEST, DEV Cloud Hosting Fee for Year 6	Monthly	\$13,475.00	\$161,700
PROD, TEST, DEV Cloud Hosting Fee for Year 7	Monthly	\$14,822.50	\$177,870

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PROD, TEST, DEV Cloud Hosting Fee for Year 8	Monthly	\$16,304.75	\$195,657
PROD, TEST, DEV Cloud Hosting Fee for Year 9	Monthly	\$17,935.25	\$215,223
PROD, TEST, DEV Cloud Hosting Fee for Year 10	Monthly	\$19,728.75	\$236,745
EIM day-ahead (DA) market expansion enhancement implementation	One-Time	\$500,000	\$500,000
EIM DA market expansion enhancement Annual License/Maintenance/Support Fees Year 7	Annual*	\$61,983	\$61,983**
EIM DA market expansion enhancement Annual License/Maintenance/Support Fees Year 8	Annual*	\$65,082	\$65,082**
EIM DA market expansion enhancement Annual License/Maintenance/Support Fees Year 9	Annual*	\$68,336	\$68,336**
EIM DA market expansion enhancement Annual License/Maintenance/Support Fees Year 10	Annual*	\$71,753	\$71,753**
Other Direct Costs Not-To-Exceed			\$6,235,344

**Payment for Maintenance and Support shall be billed on a prorated monthly basis if less than one year.*

*** A pricing increase of 10% shall apply after the first of the following occurs, due to increased user support required:*

- 1) 10 or more Scheduling Coordinators*
- 2) 500 or more resource IDs (including Transaction IDs) utilized in a calendar month.*

A pricing increase of 5% shall apply after the following occurs, due to increased user support required:

- 1) 15 or more Scheduling Coordinators*
- 2) No limit to resource IDs*

The price increase shall not be applicable to changes in the number of SCID's or resources by merger or acquisition.

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Option Services (Exercised by LADWP in writing)			
Item Description	Billing Unit	Amount	Extended Amount
Deal Capture (License, Implementation, Configuration, and Training)	One-Time	\$ 195,000	\$ 195,000
Deal Capture (Support)	Monthly	\$ 3,958	\$ 71,250
10-hour Annual Customization Bundle*	EACH	\$ 20,000	\$ 20,000
Full-time onsite support (post Go-Live)**	Monthly	\$ 30,000	\$ 90,000
MRTU Additional Test Environmental pre EIM Go-Live (Shadow Settlements and Allocations)***	Monthly	\$ 8,749	\$ 122,486
After-Hours support for the SettleCore-Visual Analytics Module	Monthly	\$ 2,000	\$ 36,000
75 Customization hours to Implement and Integrate with WebData	Monthly	\$ 15,000	\$ 15,000
Load Serving Entities (LSE) within LADWP BAA SettleCore Services Implementation - EIM (Option 1)	One-Time	\$200,000	\$ 200,000
LSEs within LADWP BAA SettleCore Services (EIM) – Annual License/Maintenance/Support Fees Year 7	Annual*	\$230,000	\$230,000**
LSEs within LADWP BAA SettleCore Services (EIM) – Annual License/Maintenance/Support Fees Year 8	Annual*	\$241,500	\$241,500**
LSEs within LADWP BAA SettleCore Services (EIM) – Annual License/Maintenance/Support Fees Year 9	Annual*	\$253,575	\$253,575**
LSEs within LADWP BAA SettleCore Services (EIM) – Annual License/Maintenance/Support Fees Year 10	Annual*	\$266,254	\$266,254**
LSEs within LADWP BAA SettleCore Services Implementation – EIM DA market	One-Time	\$300,000	\$ 300,000

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expansion enhancement (Option 2)			
LSEs within LADWP BAA SettleCore Services (EIM DA market expansion enhancement) – Annual License/Maintenance/Support Fees Year 7	Annual*	\$45,000	\$ 45,000**
LSEs within LADWP BAA SettleCore Services (EIM DA market expansion enhancement) – Annual License/Maintenance/Support Fees Year 8	Annual*	\$47,250	\$ 47,250**
LSEs within LADWP BAA SettleCore Services (EIM DA market expansion enhancement) – Annual License/Maintenance/Support Fees Year 9	Annual*	\$49,613	\$ 49,613**
LSEs within LADWP BAA SettleCore Services (EIM DA market expansion enhancement) – Annual License/Maintenance/Support Fees Year 10	Annual*	\$52,093	\$ 52,093**
Annual Hosting Fees for Additional LSEs Data Year 6	Annual*	\$56,595	\$ 56,595**
Annual Hosting Fees for Additional LSEs Data Year 7	Annual*	\$62,255	\$ 62,255**
Annual Hosting Fees for Additional LSEs Data Year 8	Annual*	\$68,480	\$ 68,480**
Annual Hosting Fees for Additional LSEs Data Year 9	Annual*	\$75,328	\$ 75,328**
Annual Hosting Fees for Additional LSEs Data Year 10	Annual*	\$82,861	\$ 82,861**
Option Services Total:			\$2,580,540

* Applies for both the pre go-live One-time allotment of 500 Customization Hours as well as the post go-live Annual 100 Customization Hours.

** This is separate and distinct from the 208 days LADWP may require Power Settlements to be on-premise pre Go-Live and any mutually agreed upon troubleshooting that requires Power Settlements to be on-premise up to 3-months post Go-Live.

*** Requested by LADWP for using the SettleCore System for MRTU processing before EIM Go-Live. Includes ISO downloaded Module, Settlements Analyzer Module, Shadow Settlements Module, Allocations Module, and the Visual Analytics Module, Subscription/License Fee, Hosting Fees, 1 new environment non-HA.

END OF FEE SCHEDULE