AMENDMENT 5 TO THE INVESTMENT GRADE AUDIT AGREEMENT

BY AND BETWEEN

THE OFFICE OF MANAGEMENT AND BUDGET

AND

NORESCO, LLC

This Fifth Amendment (this "Amendment") to that certain Investment Grade Audit Agreement signed on or about February 9, 2017 (the "IGAA") by and between NORESCO, LLC ("Contractor") and The Office of Management and Budget (the "Agency"), is entered into as of this 18st day of November 2018 ("Effective Date"). The parties to this Amendment will collectively be referred to as the "Parties." Capitalized terms not otherwise defined herein shall have the meanings set forth in the IGAA and the attachments and schedules thereto.

WHEREAS, The Sustainable Energy Utility, Inc. (the "SEU"), a non-profit corporation that was created by the State of Delaware pursuant to the Delaware Energy Act, Del. Code Ann. tit. 29 § 8059(c), has established a program (the "Program") to facilitate the implementation and financing of ECMs by "agencies" as defined in the Energy Performance Contracting Act.

WHEREAS, The Agency has selected the Contractor from the group of energy service companies pre-qualified by the SEU; and

WHEREAS, The Parties entered into an IGAA on or about February 9 2017 for the purpose of performing a comprehensive investment grade energy and water use savings analysis.

WHEREAS, The Parties entered into Amendment 1 to the IGAA on August 9, 2017 modifying the audit report schedule.

WHEREAS, The Parties entered into Amendment 2 to the IGAA on October 8, 2017 modifying the audit report schedule

WHEREAS, The Parties entered into Amendment 3 to the IGAA on December 14, 2017 modifying the audit report schedule

WHEREAS, The Parties entered into Amendment 4 to the IGAA on March 13, 2018 modifying the audit report schedule

NOW, THEREFORE, in consideration of the mutual promises and agreements contained herein, the Parties agree to amend the IGAA as follows:

Changes to Article 3.1— Submission and Acceptance of the Investment Grade Audit Report
The Investment Grade Audit Report will be due within 225 days of the date of the Effective Date of this Amendment.

IN WITNESS WHEREOF, this Amendment is executed by the parties hereto on the day and year first written above.

AGENCY

By: [redacted]

Name: Michael S. Jackson
Title: Director

CONTRACTOR

By: [redacted]

Name: David G. Mannherz
Title: Executive Vice President