

Notice of Contract Purchase Agreement



State Of Rhode Island and Providence Plantations
Department of Administration
Division of Purchases
One Capitol Hill
Providence, RI 02908-5860

V E N D O R	DIRECT ENERGY MARKETING INC DBA DIRECT ENERGY BUSINESS LLC 12 GREENWAY PLAZA STE 250 HOUSTON, TX 77046 United States
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MPA-233 Natural Gas Supply	
Award Number	3488655
Revision Number	0
Effective Period	01-NOV-2016 - 31-OCT-2019
Approved PO Date	13-OCT-2016
Vendor Number	48782-iSupplier

S H I P T O	DOA-CS STATE ENERGY OFFICE ONE CAPITOL HILL, 4TH FLOOR SMITH ST PROVIDENCE, RI 02908 United States
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Type of Requisition	*OTHER
Requisition Number	1467430
Change Order Requisition Number	
Solicitation Number	7550763
Freight	Paid
Payment Terms	NET 30
Buyer	- Righter, Max
Requester Name	
Work Telephone	

This Purchase Order is issued pursuant to and in accordance with the terms and conditions of the solicitation and applicable federal, state, and local law, including the State of Rhode Island's purchasing regulations, available at www.purchasing.ri.gov.

AGENCY CONTACT:
 GEORGE SFINAROLAKIS
 (401) 574-9101
 GEORGE.SFINAROLAKIS@ENERGY.RI.GOV

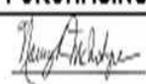
SUPPLIER CONTACT:
 VICTORIA DYCKMAN
 (732) 516-3251
 VICTORIA.DYCKMAN@DIRECTENERGY.COM

AMOUNT:
 \$18,000,000.00 ESTIMATED OVER A 36-MONTH CONTRACT TERM

INVOICE TO

The State of Rhode Island accepts electronic invoices via its supplier portal. To register and submit electronic invoices, visit the supplier portal at <http://controller.admin.ri.gov/iSupplier/isup/index.php>

To submit paper invoices, mail to: Department of Administration Controller, One Capitol Hill, 4th Floor, Providence 02908.

STATE PURCHASING AGENT
 Nancy R. McIntyre

\$4.0250 / DEKATHERM FOR FIXED 100% FT1 & FT2 NON-EXEMPT
\$4.3940 / DEKATHERM FOR FIXED 10% FT1 & IT1 EXEMPT

CONTRACT PERIOD:
11/01/2016 - 10/31/2019

PER SPECIFICATIONS OF PUBLIC BID #7550763 AND INTENT TO AWARD LETTER DATED 8/16/16

DELIVERY:
AS REQUESTED

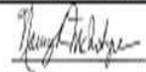
Reference Documents: natural gas intent to
awd_201610130851.pdf

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STATE PURCHASING AGENT



Nancy R. McIntyre

Contract Terms and Conditions

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Terms and Conditions

PURCHASE ORDER STANDARD TERMS AND CONDITIONS

TERMS AND CONDITIONS FOR THIS PURCHASE ORDER

CAMPAIGN FINANCE COMPLIANCE

CAMPAIGN FINANCE: In accordance with RI General Law 17-27-2, Every person or business entity providing goods or services of \$5,000 or more, and has in the preceding 24 months, contributed an aggregate amount in excess of \$250 within a calendar year to any general officer, or candidate for general office, any member, or candidate for general assembly, or political party, is required to electronically file an affidavit regarding political contributions at:

<https://secure.ricampaignfinance.com/RhodeIslandCF/Public/VendorAffidavit.aspx>

ARRA SUPPLEMENTAL TERMS AND CONDITIONS

For contracts and sub-awards funded in whole or in part by the American Recovery and Reinvestment Act of 2009. Pub.L.No. 111-5 and any amendments thereto, such contracts and sub-awards shall be subject to the Supplemental Terms and Conditions For Contracts and Sub-awards Funded in Whole or in Part by the American Recovery and Reinvestment Act of 2009. Pub.L.No. 111-5 and any amendments thereto located on the Division of Purchases website at www.purchasing.ri.gov.

DIVESTITURE OF INVESTMENTS IN IRAN REQUIREMENT:

No vendor engaged in investment activities in Iran as described in R.I. Gen. Laws §37-2.5-2(b) may submit a bid proposal to, or renew a contract with, the Division of Purchases. Each vendor submitting a bid proposal or entering into a renewal of a contract is required to certify that the vendor does not appear on the list maintained by the General Treasurer pursuant to R.I. Gen. Laws §37-2.5-3.

For all Purchase Orders issued on behalf of the University of Rhode Island, Community College of Rhode Island, and Rhode Island College, vendors will receive a confirming order from the respective entity prior to proceeding.

INSURANCE REQUIREMENTS (ADDITIONAL)

ANNUAL RENEWAL INSURANCE CERTIFICATES FOR WORKERS' COMPENSATION, PUBLIC LIABILITY, PROPERTY DAMAGE INSURANCE, AUTO INSURANCE, PROFESSIONAL LIABILITY INSURANCE (AKA ERRORS & OMISSIONS), BUILDER'S RISK INSURANCE, SCHOOL BUSING AUTO LIABILITY, ENVIRONMENTAL IMPAIRMENT (AKA POLLUTION CONTROL), VESSEL OPERATION (MARINE OR AIRCRAFT) PROTECTION & INDEMNITY, ETC., MUST BE SUBMITTED TO THE SPECIFIC AGENCY IDENTIFIED IN THE "SHIP TO" SECTION OF THE PURCHASE ORDER. CERTIFICATES ARE ANNUALLY DUE PRIOR TO THE BEGINNING OF ANY CONTRACT PERIOD BEYOND THE INITIAL TWELVE-MONTH PERIOD OF A CONTRACT. FAILURE TO PROVIDE ANNUAL INSURANCE CERTIFICATION MAY BE GROUNDS FOR CANCELLATION.

LICENSE REQUIREMENTS

VENDOR (OWNER OF COMPANY) IS RESPONSIBLE TO COMPLY WITH ALL LICENSING OR STATE PERMITS REQUIRED FOR THIS TYPE OF SERVICE. A COPY OF LICENSE/PERMIT SHOULD BE SUBMITTED WITH THIS BID. IN ADDITION TO THESE LICENSE REQUIREMENTS, BIDDER, BY SUBMISSION OF THIS BID, CERTIFIES THAT ANY/ALL WORK RELATED TO THIS BID, AND ANY SUBSEQUENT AWARD WHICH REQUIRES A RHODE ISLAND LICENSE(S), SHALL BE PERFORMED BY AN INDIVIDUAL(S) HOLDING A VALID RHODE ISLAND LICENSE.

MULTI YEAR AWARD

THIS IS A MULTI-YEAR BID/CONTRACT. PER RHODE ISLAND STATE LAW 37-2-33, CONTRACT OBLIGATIONS BEYOND THE CURRENT FISCAL YEAR ARE SUBJECT TO AVAILABILITY OF FUNDS. CONTINUATION OF THE CONTRACT BEYOND THE INITIAL FISCAL YEAR WILL BE AT THE DISCRETION OF THE STATE. TERMINATION MAY BE EFFECTED BY THE STATE BASED UPON DETERMINING FACTORS SUCH AS UNSATISFACTORY PERFORMANCE OR THE DETERMINATION BY THE STATE TO DISCONTINUE THE GOODS/SERVICES, OR TO REVISE THE SCOPE AND NEED FOR THE TYPE OF GOODS/SERVICES; ALSO MANAGEMENT OWNER DETERMINATIONS THAT MAY PRECLUDE THE NEED FOR GOODS/SERVICES.

BLANKET PAYMENT

DELIVERY OF GOODS OR SERVICES AS REQUESTED BY AGENCY. PAYMENTS WILL BE AUTHORIZED UPON SUBMISSION OF PROPERLY RENDERED INVOICES NO MORE THAN MONTHLY TO THE RECEIVING AGENCY. ANY UNUSED BALANCE AT END OF BLANKET PERIOD IS AUTOMATICALLY CANCELLED.

EQUAL OPPORTUNITY COMPLIANCE

THIS PURCHASE ORDER IS AWARDED SUBJECT TO EQUAL OPPORTUNITY COMPLIANCE.

PURCHASE AGREEMENT AWARD

THIS IS A NOTICE OF AWARD, NOT AN ORDER. Any quantity reference in the agreement or in the bid preceding it are estimates only and do not represent a commitment on the part of the state to any level of billing activity, other than for quantities or volumes specifically released during the term. No action is to be taken except as specifically authorized, as described herein under AUTHORIZATION AND RELEASE. ENTIRE AGREEMENT - This NOTICE OF AWARD, with all attachments, and any release(s) against it shall be subject to: (1) the specifications, terms and conditions set forth in the Request/Bid Number cited herein, (2) the General Terms and Conditions of Contracts for the State of Rhode Island and (3) all provisions of, and the Rules and Regulations promulgated pursuant to, Title 37, Chapter 2 of the General Laws of the State of Rhode Island. This NOTICE shall constitute the entire agreement between the State of Rhode Island and the Vendor. No assignment of rights or responsibility will be permitted except with the express written permission of the State Purchasing Agent or his designee. CANCELLATION, TERMINATION and EXTENSION - This Price Agreement shall automatically terminate as of the date(s) described under CONTRACT PERIOD unless this Price Agreement is altered by formal amendment by the State Purchasing Agent or his designee upon mutual agreement between the State and the Vendor.

Victoria.Dyckman@directenergy.com
Kevin.George@directenergy.com
Deborah.Justin@directenergy.com
John.Szulc@directenergy.com

Subject: Notice of Intent to Award

Kevin,

This e-mail is being sent on behalf of the State of Rhode Island's Department of Administration (DOA), Division of Purchases (the "Division" or the "State") on behalf of Executive and Judicial Branches of Rhode Island, Cities and Towns and other State entities, and serves as official notification that the State intends on awarding a contract to Direct Energy for the following RFPs:

Auction RFP Number: 53907 – Fixed 100% FT1&FT2 Non-Exempt – Fixed
Utility: National Grid
Months: 36
Number of Accounts: 199
Term Usage: 722,958 Dth
Pricing Product: Firm Fixed Price
Winning Bid (\$/Dth): \$4.0250
Service Start Date: November 1, 2016 (FT1 accounts are enrolled with start date of 11/01/2016 and all FT2 accounts are enrolled by meter read date.)

Auction RFP Number: 53915 – Fixed 10% FT1&IT1 Exempt - Fixed
Utility: National Grid
Months: 36
Number of Accounts: 10
Term Usage: 3,422,556 Dth
Pricing Product: Firm Fixed Price
Winning Bid (\$/Dth): \$4.3940
Service Start Date: November 1, 2016 (FT1 accounts are enrolled with start date of 11/01/2016 and all FT2 accounts are enrolled by meter read date.)

Please confirm receipt of the message to everyone copied on this message.

As indicated in the RFP, you are also required to provide the following items in hardcopy:

1. Certificate of Insurance

Thank you,



Nancy McIntyre
Purchasing Agent

8/16/16