



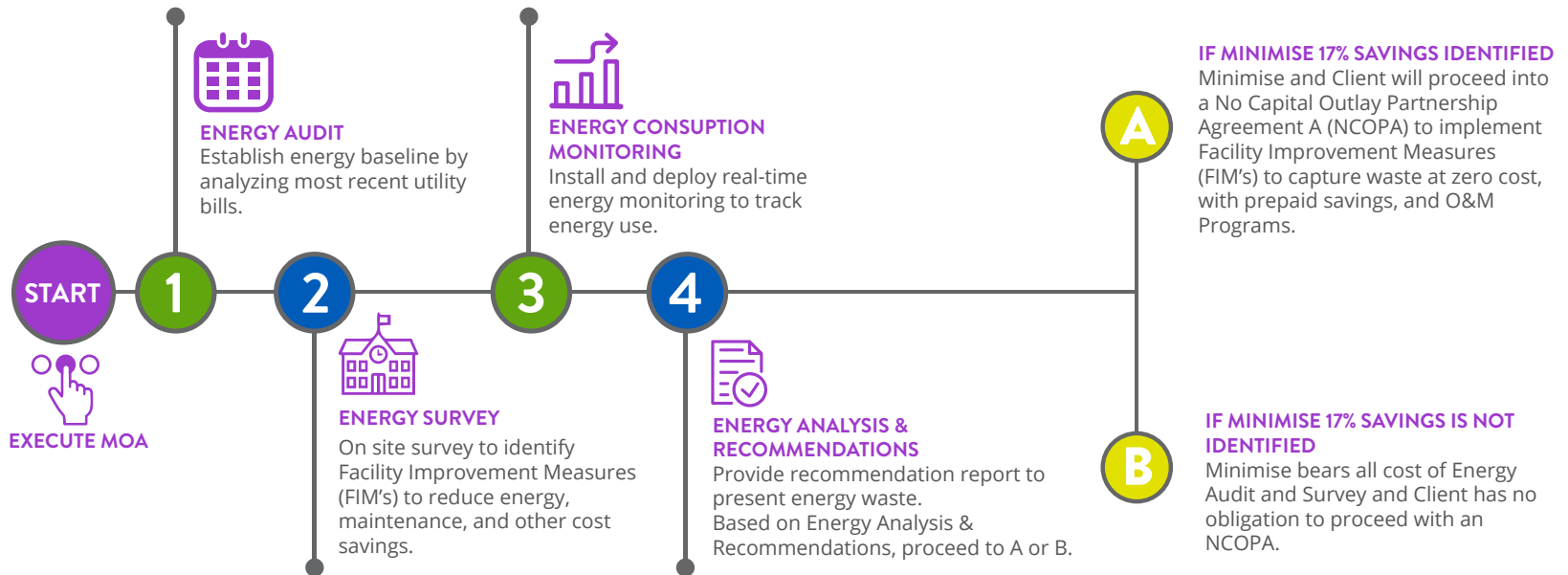
MOA AND NCOPA SUMMARY

RE: THE MINIMISE MEMORANDUM OF AGREEMENT AND
NO CAPITAL OUTLAY PARTNERSHIP AGREEMENT

The Minimise Energy Management and Conservation Services Program (EMCSP) has reshaped the energy efficiency industry through its **No Capital Outlay Partnership Agreement (NCOPA)**. The NCOPA was initially designed for schools and government entities that could not fund energy upgrades due to budget constraints and/or high levels of debt. But, in recent years, the NCOPA has been adapted for the private sector as well. Minimise delivers customized energy technologies and solutions at no cost. The client not only gets the upgrades but also prepaid savings and operation and maintenance (O&M) budget all funded from energy waste converted to currency by Minimise.

MEMORANDUM OF AGREEMENT (MOA)

Prior to executing a No Capital Outlay Partnership Agreement (NCOPA) the Client and Minimise can enter a Memorandum of Agreement (MOA). The MOA is a risk free agreement that permits Minimise to conduct an Energy Survey, Energy Audit, and install real-time Energy Consumption Monitoring equipment at the Client's facilities. The process is explained below.



NO CAPITAL OUTLAY PARTNERSHIP AGREEMENT (NCOPA)

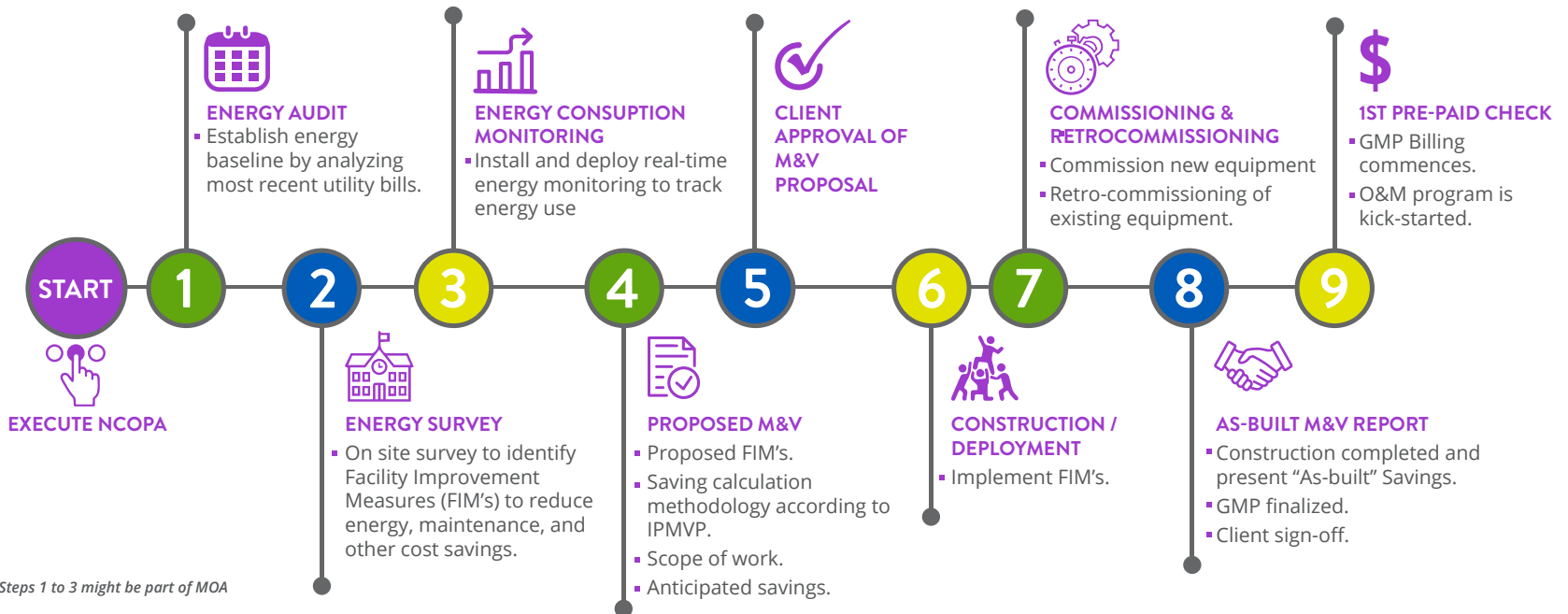
Minimise' **No Capital Outlay Partnership Agreement (NCOPA)** is a facilitated funding structure which funds and implements Energy Solutions and Facility Improvement Measures (FIMs) to reduce energy consumption, and then produce energy through renewable resources.

The NCOPA comes at no cost, with prepaid savings, and an operations and maintenance (O&M) budgets which are all funded through energy, operational and maintenance waste. **The NCOPA is not a lease, not a loan, and is off-balance sheet.**

After a thorough Desk and Investment Grade Audits, prior to implementation of FIMs, Minimise submits **Proposed M&V Plan(s)**. These Plans clearly specify the Baseline, proposed FIMs and equipment, savings calculation methodology, Scope of Work, anticipated energy savings, the Guaranteed Monthly Payment (GMP), estimated prepaid savings as well as Operations and Maintenance budget. The Proposed M&V Plan are determined through and are compliant with the International Measurement and Verification Protocols (IPMVP).

Upon final installation of each Task of the FIMs, Client signs-off on the installation presented in an **M&V As-Built Report**. In this Report, Minimise presents the actual, measured, and verified cost savings realized. Subsequently, the Client will receive a pre-payment of a percentage of the Client's share of estimated savings achieved. The Guaranteed Monthly Payment (GMP) is payable to Minimise and/or its Funding Partner for the duration of the contract, is treated as a utility payment. The GMP will never exceed current energy and maintenance appropriations.

The NCOPA is summarized in the steps below.



Solutions are FIMs which include, but are not limited to, LED lighting Fixtures, HVAC-R upgrades and/or optimization, Change Management, IoT driven Energy Management, Solar Power Generation, and/ or other FIMs as applicable. Additional FIMs are dependent on findings through the Desk Audit, Investment Grade Site Audits with Real-time Monitoring, Analysis, and Engineering Recommendations.



FOR MORE INFORMATION VISIT US AT:

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