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Item 8C

MORRISON & FOERSTER LLP
NEW YORK, SAN FRANCISCO,
LOS ANGELES, PALO ALTO,
SAN DIEGO, WASHINGTON D.C.,
DENVER, NORTHERN VIRGINIA,
SACRAMENTO

TOKYO, BEIJING, SHANGHAI,
HONG KONG, SINGAPORE

LONDON, BRUSSELS, BERLIN

Kenneth J. Hutz
Director, Pinecrest Chalet
Cal Alumni Association
UC Berkeley
500 Dodge Ridge Road
Pinecrest, CA 95364

Taxpayer ID # 94-0697210
Invoice Number: 5476317
Invoice Date: November 9, 2015

Client/Matter Number: 076025-0000001

Matter Name: COOL EARTH SOLAR
SERVICES AGREEMENT

Client Contact: Kenneth J. Hutz

RE: COOL EARTH SOLAR SERVICES AGREEMENT

For Professional Services Rendered through October 31, 2015

	<u>U.S.Dollars</u>
Current Fees	2,820.00
Client Accommodation	(1,000.00)
Total This Invoice	1,820.00

Payment may be made by Electronic Funds transfer to the firm's account

ACH (preferred method of payment): Bank of America – Main Branch San Francisco, CA 94104
Account # 1499401830 - ABA Routing # 121000358

Wire: Bank of America – Main Branch San Francisco, CA 94104 Account # 1499401830 - ABA Routing # 026009593 – SWIFT # BOFAUS3N

Our billing statements are due and payable within thirty days of receipt.
Billing questions may be directed to our Billing Hotline at (415) 268-2594 or (866) 314-5320

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Time Detail

Date	Services	Timekeeper	Hours	Value
26-Oct-15	Review and comment on Solar Services Agreement; prepare issues list regarding same.	Kayes, Jeff M.	1.25	1,000.00
26-Oct-15	Analysis of issues in solar installation agreement.	Wehmeier, Carmen Louis	3.25	1,316.25
30-Oct-15	Review comments to services agreement.	Kayes, Jeff M.	0.25	200.00
30-Oct-15	Conference call with T. Fisher to discuss comments on Pinecrest solar installation agreement.	Wehmeier, Carmen Louis	0.75	303.75
	Client Accommodation			(1,000.00)
			Current Fees	1,820.00

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Timekeeper Summary

No.	Timekeeper	Rate	Hours	Value
08808	Kayes, Jeff M.	800.00	1.50	1,200.00
18979	Wehmeier, Carmen Louis	405.00	4.00	1,620.00
	Client Accommodation			(1,000.00)
	TOTAL		5.50	1,820.00

Matter Number: 076025-0000001
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Invoice Summary

	<u>U.S.Dollars</u>
Total Fees	1,820.00
Total Amount Due	1,820.00

Tim Fisher

From: Ken Hutz <ken.hutz@alumni.berkeley.edu>
Sent: Thursday, November 12, 2015 10:18 AM
To: Kayes, Jeff
Cc: Tim Fisher
Subject: Re: MoFo Invoice -- Pinecrest / Cool Earth (76025-1)

Jeff,

Thank you tremendously. This is a huge help.

And I look fwd to hosting your our yours at the Pinecrest Chalet. To make a reservation, please just call the reservation number 209.965.3276 (or just email me) and explain you were awarded a free stay by myself. I'll make a relevant notation in our system.

Again, thanks very much for working with us on this Jeff, and our organization looks fwd to working with you in the future.

Ken

.....
Kenneth J. Hutz
Director, Pinecrest Chalet
.....

Cal Alumni Association | UC Berkeley
500 Dodge Ridge Road, Pinecrest, CA 95364
T 209.965.3147

On Tue, Nov 10, 2015 at 2:59 PM, Kayes, Jeff <jkayes@mofo.com> wrote:

Done and done. Please see the attached. We had to reduce some of Carmen's time and then give provide a separate accommodation in order to keep this under management approval thresholds, which is why it looks a little funny on the first page but the total is \$1820.

Please let us know if you have any questions.

Best regards,

Jeff

Jeff Kayes

Partner

Morrison & Foerster LLP

425 Market St. | San Francisco, CA 94105

P: +1 (415) 268.6975 | C: +1 (415) 420.5773

jkayes@mofo.com | www.mofo.com

From: Ken Hutz [mailto:ken.hutz@alumni.berkeley.edu]
Sent: Tuesday, November 10, 2015 10:14 AM
To: Kayes, Jeff; Tim Fisher
Subject: Re: MoFo Invoice -- Pinecrest / Cool Earth (76025-1)

Jeff,

I very much appreciate the nature of your response, and also do very much recognize the substantive work product by your firm. Would it be possible to cut this bill in half? If that's the case, I would look forward to extending to you or any of your assigns a complementary three night stay in any available unit of your choice at the U.C. Berkeley Alumni Association's www.pinecrestchalet.com between now and June 15th, 2016.

Ken

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Kenneth J. Hutz
Director, Pinecrest Chalet

.....
Cal Alumni Association | UC Berkeley
500 Dodge Ridge Road, Pinecrest, CA 95364
T 209.965.3147

On Tue, Nov 10, 2015 at 11:52 AM, Kayes, Jeff <jkayes@mofo.com> wrote:

Ken,

I'm not sure where an \$800 number would have come from for the review of this Agreement. You had provided us a substantial and open-ended set of question (see attached) and we did our best to be responsive to those questions in an efficient manner, including having a follow-up call with Tim. That said, we certainly do not want you to be unhappy, so please tell me a number that you think is appropriate and I will try to clear that with my management.

Best regards,

Jeff

Jeff Kayes

Partner

Morrison & Foerster LLP

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jkayes@mofo.com | www.mofo.com

From: Ken Hutz [mailto:ken.hutz@alumni.berkeley.edu]

Sent: Tuesday, November 10, 2015 9:42 AM

To: Kayes, Jeff; Tim Fisher

Subject: Re: MoFo Invoice -- Pinecrest / Cool Earth (76025-1)

Jeff,

With all due respect, over 4k seems very high for this. I think our board was told it would be about \$800. As explained, we are a small npo. I don't think anyone expected this high of a bill.

Ken

Kenneth J. Hutz
Director, Pinecrest Chalet

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500 Dodge Ridge Road, Pincrest, CA 95364
T 209.965.3147

On Tue, Nov 10, 2015 at 12:25 AM, Kayes, Jeff <jkayes@mofo.com> wrote:

Gents,

Attached please find our invoice for services rendered in October related to the Solar Services Agreement.

Please let me know if you have any questions.

Best regards,

Jeff

Jeff Kayes

Partner

Morrison & Foerster LLP

425 Market St. | San Francisco, CA 94105

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jkayes@mofo.com | www.mofo.com

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----- Forwarded message -----

From: Ken Hutz <ken.hutz@alumni.berkeley.edu>

To: "Kayes, Jeff" <jkayes@mofo.com>, Tim Fisher <t.fisher13@comcast.net>, "Andy Brechwald (Andy Brechwald)" <brechwald.a@sbcglobal.net>

Cc: Timothy Watson <timmyjwatson@gmail.com>, Mike Yaley <mike.yaley@alumni.berkeley.edu>

Date: Fri, 23 Oct 2015 19:44:00 +0000

Subject: Re: business/contract attorney for quick review of document

Jeff,

Thanks for agreeing to look at this service contract. At this point I'm going to let Board President Tim Fisher and Board Member Andrew Brechwald, who is heading up this solar project, take the lead, but please keep me in the 'cc loop, as I'll chime in if I feel my legal background can help out.

I don't anticipate any major issues here, as the contract looks pretty garden variety. We are mainly concerned with wanting to check off our due diligence by having someone who reviews these kinds of agreements for a living look over the contract. I'm hoping you can go easy on us with the bill, as this is a bunch of guys on their spare time helping a nonprofit trying to get a solar plant for a mountain community, and represents a historic expenditure for the nonprofit.

Some background here is that our cost is approximately 350k, 80% of which will pay for equipment. However, we have been reluctant to put up front a large payment as was initially requested. Therefore, the contract was recently rewritten allowing us to put 10% down, followed by five later payments, each contingent upon delivery of the previous payment's goods. We're comfortable with this. A few questions that come to mind glancing at the contract are:

- 1) In light of the integration clause, and the considerable back and forth of emails leading up to the contract, we want to make sure all our concerns/negotiated points make it into the final version of the contract. I think Andrew can best speak to this.
- 2) Are the material terms sufficiently fleshed out (delivery location, inspection/return details, payment details, etc)

- 3) Since this is a service contract, and approximately 80% of our money is paying for equipment, what if any guarantees does that equipment have?
- 4) In light of inserting the above referenced serial performance-contingent payment terms, do we need to modify the non-performance or remedy portions of the contract? Any other ripple effects of making this insertion?

Thanks,

Ken Hutz

Kenneth J. Hutz
Director, Pinecrest Chalet

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500 Dodge Ridge Road, Pinecrest, CA 95364
T 209.965.3147

On Fri, Oct 23, 2015 at 11:45 AM, Kayes, Jeff <jkayes@mofo.com> wrote:

The conflicts have all cleared. Would you like to discuss this afternoon. I'm available starting at 3:30.

Jeff Kayes

Partner

Morrison & Foerster LLP

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jkayes@mofo.com | www.mofo.com

From: Ken Hutz [mailto:ken.hutz@alumni.berkeley.edu]
Sent: Thursday, October 22, 2015 5:11 PM
To: Kayes, Jeff
Cc: Timothy Watson

Subject: Re: business/contract attorney for quick review of document

Client is Pinecrest Permittees (www.pinecrestpermittees.org) and vendor is Cool Earth Solar (www.coolearthsolar.com).

When you give me a green light I'll introduce you to the players and help provide some context/issues.

Ken

.....
Kenneth J. Hutz
Director, Pinecrest Chalet

.....
Cal Alumni Association | UC Berkeley
500 Dodge Ridge Road, Pinecrest, CA 95364
T 209.965.3147

On Thu, Oct 22, 2015 at 5:01 PM, Kayes, Jeff <jkayes@mofo.com> wrote:

Sure, I need to run conflicts and get an engagement letter in place (unless we have one already).

Jeff Kayes

Partner

Morrison & Foerster LLP

425 Market St. | San Francisco, CA 94105

P: +1 (415) 268.6975 | C: +1 (415) 420.5773

jkayes@mofo.com | www.mofo.com

From: Ken Hutz [mailto:ken.hutz@alumni.berkeley.edu]
Sent: Thursday, October 22, 2015 4:58 PM
To: Timothy Watson
Cc: Kayes, Jeff
Subject: Re: business/contract attorney for quick review of document

Thanks Tim.

Hi Jeff, can you look over a service agreement? Don't expect issues. Just a due diligence thing. Time is an issue.

On Oct 22, 2015 4:26 PM, "Timothy Watson" <timmyjwatson@gmail.com> wrote:

Thanks Miles.

Ken, see Miles' recommendation below. Copying Jeff Kayes from MoFo here.

Tim

On Thu, Oct 22, 2015 at 2:48 PM, Imwalle, Miles H. <MImwalle@mofo.com> wrote:

Tim – This isn't in my bailiwick but my partner Jeff Kayes, copied here, may be interested. Feel free to introduce him to Ken.

From: Timothy Watson [mailto:timmyjwatson@gmail.com]
Sent: Thursday, October 22, 2015 1:55 PM
To: Imwalle, Miles H.
Subject: Fwd: business/contract attorney for quick review of document

Is this something you would do?

----- Forwarded message -----

From: Ken Hutz <ken.hutz@alumni.berkeley.edu>
Date: Thu, Oct 22, 2015 at 9:51 AM
Subject: business/contract attorney for quick review of document
To: Timothy Watson <timmyjwatson@gmail.com>

Tim,

I'm on a board up here that is purchasing an aprox. 400k solar plant for a community, and they asked I find an attorney to look over the service/product contract, kinda quickly. Can you recommend anyone? Should not be a big deal. Couple hours probably.

.....
Kenneth J. Hutz
Director, Pinecrest Chalet
.....

Cal Alumni Association | UC Berkeley
500 Dodge Ridge Road, Pinecrest, CA 95364
T [209.965.3147](tel:209.965.3147)

--

Tim Watson
timmyjwatson@gmail.com

Cell Phone: [650-380-9525](tel:650-380-9525)

Work: [650-324-1101](tel:650-324-1101)

<http://www.unmundo.org>

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--

Tim Watson
timmyjwatson@gmail.com

Cell Phone: 650-380-9525

Work: 650-324-1101

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			Current Fees	4,035.00

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