Exhibit 10.2  
 AMENDED AND RESTATED CONSULTING AGREEMENT  
 This Amended and Restated Consulting Agreement (“Agreement”) is made this 2nd day of January 2024, and effective as of January 1, 2024 (the “Effective Date”), by and between ACORN ENERGY, INC., a corporation organized under the laws of Delaware (the “Company”) and XXXXX XXXXXXXX CONSULTING, LLC, a limited liability company organized under the laws of South Carolina (“Consultant”), and amends, restates and replaces in its entirety the Amended and Restated Consulting Agreement dated as of June 1, 2023 by and between Company and Consultant. The Company and Consultant may be referred to herein collectively as the “Parties” or individually as a “Party”.  
 WHEREAS, Xxxxx Xxxxxxxx (“Xxxxxxxx”) is the owner of Consultant;  
 WHEREAS, the Company desires to retain Consultant as an independent contractor to provide to Company Xxxxxxxx’x services as Chief Financial Officer (“CFO”) of the Company and Chief Operating Officer (“COO”) of the Company’s OmniMetrix, LLC subsidiary (“OmniMetrix”), and Consultant desires to provide such services to the Company; and  
 WHEREAS, the Company and the Consultant wish to enter into an agreement with respect to the provision of such services upon the terms provided herein;  
 NOW, THEREFORE, for and in consideration of the mutual agreements contained herein and other good and valuable consideration, the Parties, intending to be legally bound, agree as follows:  
 1. Nature and Term of Consultant Position.  
 (a) Consultant will provide Xxxxxxxx’x services to the Company during the Consulting Term (as defined below) in the nature of certain financial-related and other consulting services as CFO for the Company and COO of OmniMetrix, as reasonably may be requested of Consultant by the Chief Executive Officer or other designated officer of the Company (“Consulting Services”).