Exhibit 10.1  
 AMENDED AND RESTATED CONSULTING AGREEMENT  
 This Amended and Restated Consulting Agreement (“Agreement”) is made this 1st day of June 2022 (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 Consulting Agreement dated as of June 1, 2018 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 and has specialized skills, experience and knowledge to assist Company with its financial reporting and related obligations;  
 WHEREAS, the Company desires to retain Consultant as an independent contractor to provide to Company Clifford’s services as part-time Chief Financial Officer (“CFO”) of the Company and part-time 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 Clifford’s services to the Company during the Consulting Term (as defined below) in the nature of certain financial-related and other consulting services as would be expected of a part-time CFO for the Company and part-time COO of OmniMetrix, as reasonably may be requested of Consultant by the Chief Executive Officer or designated officer of the Company (“Consulting Services”).