**Exhibit A.**

January 22, 2024

NCEMC

3400 Sumner Blvd.

Raleigh, NC 27616

Attn: Kagen DelRio

Email: Kagen.DelRio@ncemcs.com

Ref: NCEMC- Annual PV Operations and Maintenance

Estimate Number: AX10-19061OM1

Dear Kagen,

Axis Energy is pleased to offer this Proposal for maintenance services on the NCEMC Solar + Energy Storage assets located in NC. This proposal is based on site designs and system sizes as provided by NCEMC. The pricing breakdown is listed below per site location and system/fenced parcel sizes:

**PV Operations- Maintenance Pricing Summary**

|  |  |  |  |
| --- | --- | --- | --- |
| SITE NAME | ARRAY SIZE  kWdc | Approx.  Disturbed Acreage | Power Plant Maintenance Annual-$ |
| Old Cedar | 1,310.00 | 11.34 | $ 15,100 |
| Ludie Brown | 2,610.00 | 8.82 | $ 30,100 |
| Hall Solar | 2,610.00 | 9.14 | $ 30,100 |
| Spencer Meadow | 2,529.00 | 10.30 | $ 30,000 |
| Lowe Country | 2,651.00 | 10.82 | $ 30,500 |
| Portfolio Totals | 11,710.00 | 50.42 | $135,800 |

This proposal is contingent upon mutually agreeable terms and conditions. All labor, tools, equipment, supervision and incidentals as required for the assigned maintenance scope are included, subject to the clarifications listed below.

Power Plant Preventative Maintenance:

Axis Energy will provide routine quarterly inspections on each site to visually inspect medium voltage components, exterior of BESS and all electrical enclosures, weather station components, fencing, signage, vegetation and erosion control concerns. A written maintenance report summarizing all findings will be provided within 10 days of each quarterly site visit.

In addition, Axis Energy will provide a comprehensive annual inspection to include proper operation of BESS, Combiner boxes, Inverters, DAS\_Metering, Exposed Wireways, Modules & Mounting, Site Grounds, Transformers and Weather\_Met Stations. The Annual PM inspection will include torque checks on all electrical terminations, thermal inspection of all terminations and current arresting devices, Inverter maintenance per manufacturer guidelines, Structural inspections per manufacturer guidelines, module inspections for soiling/breakage, DAS functionality and recommended maintenance per manufacturer guidelines. A written maintenance report of activities and findings will be provided within 10 days of annual inspection. Any repairs exceeding $500 will require a written quote and owner approval.

Corrective Maintenance- As requested

If corrective maintenance is required beyond the scope of general power plant maintenance, Axis Energy will notify the owner of soonest availability and provide a task specific quote upon request for service.

Emergency Response Repairs

Axis Energy will provide response coverage 24hrs/day 7/days week for emergency dispatch. Axis Energy will guarantee a response time of 24hrs or less from time of initial notification.

Monitoring

Axis Energy will monitor assigned power plants from its’ offices through an internet connection. Axis Energy will set alarms for inverter faults/shutdowns, irradiance/kW and loss of comms. Axis Energy will respond to system faults within 48hrs or less dependent on the loss of energy production (kW) caused by the fault condition. The more severe the loss of production due to a fault condition the faster the response time. Axis Energy will check on each facility no less than 2x per day through remote monitoring.

Warranty repairs will be coordinated with manufacturer/owner and scheduled as needed. Axis Energy will provide a Field Service Report for all site visits related to Corrective and warranty repairs.

Vegetation Maintenance

This proposal includes vegetation maintenance based on a per fenced/disturbed acre price approximately every 6 weeks for a total of 7 cuts and 2 sprays annually. Services include the following:

Vegetation within 24” of electrical equipment shall be maintained to be 16” or less in height at all times to avoid shading.

Ensure drainage ditches are trimmed and kept at a manageable level. (Twice per year)

Any debris/trash will need to be picked up (as needed or reasonably requested)

Spray and treat weeds as needed using approved chemicals only (as needed or reasonably requested)

Fence lines may be sprayed with non-selective herbicides (no more than 12” beyond either side of fence)

Approved herbicides:

Glyophosate- broad spectrum

Grazon- selective, broadleaf

Vessel- selective, broadleaf

24D Ester- selective, broadleaf used at 75-degree F and lower

24D Amine- selective, broadleaf used at 75 degree F and higher

Top Surf- surfactant used to improve cohesion to plant in all herbicides mentioned above.

Excluded Services:

Watering

Fertilizing

Rut repairs or erosion issues

Removal of foliage from fence line not reached by mower

Sections of the site which don’t permit travel with equipment due to ruts, standing water, soft ground, etc. are not expected to be cut.

Axis Energy will schedule all maintenance services as detailed above and will notify owner of visits to the site. Any services that are corrective in nature or are deemed outside of the general maintenance scope of services as included above will be subject to the included Axis Energy Time & Material Rates.

Axis Energy would like to thank you for the opportunity to submit this proposal and is very confident in our ability to provide exceptional service to ensure your facilities operate at peak performance. If you have any questions or need further information, please contact the undersigned at 919.218.6711.

Sincerely,

Joshua Butler

Josh W. Butler

General Manager

AXIS ENERGY, INC.

Attachment 1: Axis Energy 2020 Time & Material Rates