



CONSULTING AGREEMENT

THIS AGREEMENT, entered into this _____ day of _____, 20____, by and between _____, hereinafter referred to as **CLIENT**, and **TRISTEM, LTD.**, hereinafter referred to as **TRISTEM** or **CONSULTANT**, and covers the relationship of **CONSULTANT** and **CLIENT**.

TRISTEM will conduct an audit and study of prior utility billing and payments to determine that amounts paid have been accurate. **TRISTEM** will also inform **CLIENT** if there are alternative rates under which **CLIENT**'s accounts would incur savings. **TRISTEM** will notify **CLIENT** of the results of the audit and study and will seek to obtain refunds for any past overbillings which **TRISTEM** determines have occurred, and will seek to recover underpayments that have occurred from **CLIENT**'s agreements with franchised utilities. As a fee for these services, **CLIENT** agrees to pay **TRISTEM** 45% of any funds **CLIENT** receives from its utility providers as a result of **TRISTEM**'S services or audit process, or any part thereof, plus 45% of any approved and implemented savings (billing reductions) resulting from **TRISTEM**'S work for a period of twelve (12) months beginning with the first month during which savings are realized.

CONSULTANT'S fee is not due until **CLIENT** receives funds from utility provider(s). **CLIENT** agrees to pay **CONSULTANT**'S fee within ten days of receipt of refund, whether refund is in the form of cash, credit to accounts, in-kind contributions or any other form of payment or reimbursement. If future considerations are given in lieu of refunds, **TRISTEM** will receive the same percentage of the value of the future considerations, as **TRISTEM** would have received for refunds obtained.

CLIENT retains **TRISTEM** for audit services for (please check desired services):

- Electric (including street lights)
- Natural Gas
- Water
- Sewer
- Waste
- Telecommunications (including local, long distance and cellular)
- Franchise Revenue (electric and gas)

AGREED AND ACCEPTED:

CLIENT: _____

BY: _____
Signature Title

DATE: _____

TRISTEM, LTD.

BY: _____
Signature Title

DATE: _____