MEMORANDUM OF UNDERSTANDING
For Provision of Technical Assistance to Promote the DSM
Program in Chongqing Municipality

This memorandum of Understanding (MOU) is entered into on this day of December 16th, two thousand and ten (2010) among:

Chongqing Energy Conservation Technical Service Center (Add.: No. 21 Jiangbei 3rd Branch, Guanyingqiao, Jiangbei District, Chongqing, and hereafter referred to as “Chongqing Center”)

AND

Natural Resources Defense Council having its principal place of business: at 40 West 20th Street, 11th Floor, New York, NY USA, and with its Beijing representative office at A1606 Building No.1, G.T. International Center, Jia 3 Yongandongli, Jianguomenwai Avenue, Chaoyang District, Beijing, Peoples Republic of China, and hereafter referred to as “NRDC”,

AND

The China-US Energy Efficiency Alliance having its principal place of business at One Embarcadero Center, Suite 1550, San Francisco, CA, USA, and hereafter referred to as the “Alliance.”

THIS MOU WITNESSETH THAT:

美国自然资源保护委员会 (NRDC) 是世界上最具影响力的环保组织之一，拥有 380 多位资深的科学家、政策研究专家、律师和环保专家，分别在纽约、华盛顿、北京、洛杉矶、旧金山和芝加哥设有办事处。NRDC 在能效领域具有 30 多年的工作经验，通过对私营部门项目、电力基金激励项目以及监管项目的整合推动能源效率的提高，同时 NRDC 也是第一个在加利福尼亚、美国、中国和俄罗斯建立能效标准和开展 DSM 项目
The Natural Resources Defense Council is one of the most highly respected and accomplished environmental organizations in the world, with a staff of 380 preeminent scientists, policy specialists, attorneys, and communications experts in New York, Washington, Beijing, Los Angeles, San Francisco, and Chicago. NRDC has an unmatched 30-year international record of promoting energy efficiency through a combination of voluntary private-sector initiatives, utility-funded incentives, and regulatory proceedings, and worked to create the first energy-efficiency standards and DSM programs in California, the United States, the People's Republic of China (PRC) and Russia.

The China-US Energy Efficiency Alliance is a nonprofit organization combating global climate change by promoting energy efficiency as the cleanest and least expensive energy resource in China. Through its powerful network, the Alliance pools financial and technical resources to help China design and implement large-scale energy efficiency incentive programs.

**RESPONSIBILITIES OF NRDC AND THE ALLIANCE**

In this MOU, NRDC and the Alliance in this MOU express their intention to jointly conduct a series of technical assistance activities during December 2010 - December 2012 to support Demand Side Management (Hereafter referred as “DSM”) development in Chongqing Municipality. The Parties to this MOU concur that the scope of the services of the NRDC and Alliance Team may include but not necessarily be limited to the following:

A. Assist Chongqing Center in developing policies for Chongqing’s DSM program, providing policy planning support and recommendations, and helping design a DSM program management plan;
B. 对重庆市节能中心开展 DSM 项目的工作，如潜力研究、能效电厂项目规
A. Provide technical support to assist Chongqing Center in its DSM program development, such as potential study, EPP program planning and design, and development of an energy efficiency evaluation, measurement and verification framework.

C. Develop and implement a plan to provide ongoing training and capacity building in support of Chongqing Center’s needs related to A through B specified above.

In accordance with the aforementioned areas of cooperation, the following activities will be pursued:

A. Assist Chongqing Center in developing policies for Chongqing’s DSM program, providing policy planning support and recommendations, and helping design a DSM program management plan;

B. Provide policy recommendations and support for Chongqing’s DSM policy mechanism through co-organizing workshops and research reports;

C. Assist Chongqing Center on designing work plan for DSM program management and implementation, providing international best practices and project management experience, co-organizing forums to facilitate exchange between domestic and international experts, and promoting DSM program implementation.
B. Provide technical support to assist Chongqing Center in its DSM program development, such as potential study, EPP program planning and design, and development of an energy efficiency evaluation, measurement and verification framework.

- 协助重庆市节能中心开展 DSM 项目潜力研究；
- Assist Chongqing Center on DSM program potential study;

- 协助重庆市节能中心规划和开发能效电厂项目，为 DSM 项目实施方案提供设计支持；
- Assist Chongqing Center in planning and developing EPP program, and provide design assistance to the development of a DSM implementation plan.

- 帮助重庆市节能中心建立适当的节能量计量和核证方案，核实并验证项目所带来的减排量。
- Assist Chongqing Center in developing an appropriate measurement and verification plan for energy savings and verification of GHG emissions reductions at the project level.

C. 根据重庆市节能中心需求，开发并实施持续的培训和能力建设的计划。

C. Develop and implement a plan to provide ongoing training and capacity building in support of Chongqing Center’s needs.

- 配合重庆市节能中心的培训计划，提供专家和资料支持；
- Facilitate implementation of Chongqing Center’s training plan by providing expertise and information support;

- 配合重庆市节能中心开展 DSM 项目和能效电厂基础知识普及和培训活动；
- Assist Chongqing Center with dissemination of DSM and EPP basic knowledge and training activities, ;

- 协助重庆市节能中心参加全国和国际区域性的培训、研讨会和学习考察，学习并掌握其他地区的先进经验；
- Assist Chongqing Center staff with participating in national and regional trainings/ workshops /study tours to learn about experiences and best practices from other locations;

- NRDC 和能效联盟将通过其各自的职员和国内及国际专家，为重庆市节能中心提供咨询服务和专业培训。
The support provided by NRDC and the Alliance to Chongqing Center will be in the form of consulting services and expertise provided by their staff as well as national and international consultants.

RESPONSIBILITY OF CHONGQING CENTER

To accomplish the joint goals of this MOU, Chongqing Center will work closely with NRDC and Alliance and consultants by:

- Assigning senior managers from the Chongqing Center as the primary contact for NRDC and Alliance staff and consultants;
- Providing NRDC and Alliance with Chongqing’s energy consumption data for use in EPP design, information related to existing laws, policies, regulation, and data relevant to energy saving projects upon request.
- Providing management and funding for meetings and trainings conducted in Chongqing;
- Regularly reporting program and working progress to NRDC and Alliance.

GENERAL PROVISIONS

A. 本谅解备忘录在资金承诺和其他资源承诺方面不具有约束力。除非缔约方根据本协议在特定项目实施方面已经达成一致。本谅解备忘录为非排他性
A. This MOU does not create a binding obligation to commit any financial or other resources except as may be agreed to by the Parties in relation to specific projects undertaken pursuant to this Agreement. The Agreement will also not be exclusive in nature.

B. This MOU shall come into force as of the date of its signature by all Parties without any other formality and shall run for a term of two years.

C. Each Party will have the right to terminate this MOU with prior written notice of three months. Such termination will not affect the commitments already undertaken in connection with previous contracts.

LEADERSHIP AND POINTS OF CONTACT

1. The Core Management Group under this MOU for NRDC will comprise:
   Barbara Finamore, Senior Attorney and Director of China Program, Natural Resources Defense Council
   Point of Contact:
   Mona Yew, China DSM & Energy Efficiency Project Director, Natural Resources Defense Council

   联络方式:
   电话：+86 (10) 5879-4079 ext 7922 传真：+86(10) 5879-4279
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   Contact Method:
   Telephone: +86 (10) 5879-4079 ext 7922 Fax: +86(10) 5879-4279
   Mobile: +86 13611086118 Email: myew@nrdc.org

2. The Core Management Group under this MOU for the Alliance will comprise:
   Terry Fry, Senior Vice-President, Nexant Co.
   Point of Contact:
   Telephone: +86 (10) 5879-4079 ext 7922 Fax: +86(10) 5879-4279
   Mobile: +86 13611086118 Email: myew@nrdc.org
3. The Core Management Group under this MOU for Chongqing Center will comprise:

联络人：周家平 重庆市节能技术服务中心副主任
Point of Contact: Zhou Jiaping Chongqing Energy Conservation Technical Service Center Deputy Director

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电话：023-67722426 传真：023-67851535
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IN WITNESS THEREOF, the Parties have caused this MOU to be signed in their respective names as of the signing date

For and on behalf of Chongqing Center:
For and on behalf of NRDC:

Date

For and on behalf of the Alliance

Date