



East Bay Community Energy

2018 California Renewable Energy

Request for Proposals

Issuance Date: June 4, 2018

Revision Issuance Date: June 15, 2018

***Please note this version of the RFP has been revised to update the energy storage ask on page 5.***

Response Deadline: June 29, 2018 at 1:00 PM PT



## **Purpose**

East Bay Community Energy (“EBCE”) is soliciting competitive proposals for the sale and purchase of renewable energy consistent with the terms and provisions in this Request for Proposals (“RFP”).

## **Background and Objectives**

EBCE is a Joint Powers Authority formed on December 1, 2016, pursuant to California Government Code §§ 6500 et. seq. by the County of Alameda, and each of the following cities incorporated therein: Albany, Berkeley, Dublin, Emeryville, Fremont, Hayward, Livermore, Oakland, Piedmont, San Leandro, and Union City. On August 10, 2017, EBCE filed its Community Choice Aggregator (“CCA”) Implementation Plan with the California Public Utilities Commission (“CPUC”). On September 7, 2017, the CPUC provided PG&E notice of the receipt of EBCE’s Implementation Plan, and on November 8, 2017, the CPUC certified EBCE’s Implementation Plan. The County has provided initial start-up funds to EBCE for the launch period. EBCE has additionally closed a \$50,000,000 unsecured credit facility with Barclays Bank in March of 2018. EBCE began serving commercial & industrial and municipal customers on June 1, 2018, and will begin serving residential customers in November 2018.

The goal of this RFP is for EBCE to identify and enter into one or more long-term Power Purchase and Sale Agreements (PPAs) to secure up to 1,000,000 MWh per year of energy and associated attributes, sourced from renewable energy generation facilities. For the purposes of the RFP, renewable energy generation facilities mean any energy sources that meet the standards required under the California Energy Commission’s definitions to be an eligible Portfolio Content Category 1 Eligible Renewable Resource (“PCC1”). Eligible facilities may include existing generation facilities or new development and construction facilities. EBCE is seeking proposals for RECs, energy, and RA and will consider all or a subset of these products. Eligible facilities may include existing generation facilities or new development and construction facilities. EBCE intends to secure no less than 20MW of renewable energy generation within Alameda County.

Currently, the Northern California Power Agency (“NCPA”), acting as EBCE’s scheduling coordinator (“SC”) will schedule the output purchased by EBCE into the California Independent System Operator (“CAISO”) system unless EBCE is procuring less than 100% of the facility’s generation. Any transmission services required to deliver the contracted output to the applicable Point of Delivery on the CAISO transmission system shall be acquired and arranged for by the supplier.

Through this RFP, EBCE seeks to purchase renewable energy to meet a portion of its electric energy needs in 2019 and subsequent years, for a term of not less than 10 years. EBCE is seeking to purchase cost effective, renewable energy pursuant to its Implementation Plan and California’s energy and environmental objectives. EBCE’s goal is to purchase electricity and attributes from eligible PCC1 resources through this RFP starting as early as 2019 to:

- Support long-term low and stable operating costs; and
- Increase the renewable energy content of its wholesale electricity portfolio.

EBCE will only consider purchasing power from projects that are physically located within the geographic boundaries of California and must have arrangements to deliver the power to the CAISO grid.

EBCE may upon review of proposals work on a best efforts basis to collaborate with other credit worthy CCAs, which may include San Jose Clean Energy, to jointly procure or allow selection of any proposal by such CCA. Each CCA would enter into independent PPAs.

EBCE seeks proposals that best meet the objectives stated in this Request for Proposals, as well as other criteria specified below.



**Evaluation/RFP Assistance**

EBCE has engaged Edison Energy (through Altenex, LLC<sup>1</sup>) to assist with the administration and evaluation of offers for this RFP. Edison Energy is a subsidiary of Edison International and maintains independent operations, data, systems, and directors & officers from its sister subsidiary, Southern California Edison Company. All shortlisting and procurement decisions will be made by EBCE and contract negotiations will be conducted by EBCE.

**Products**

EBCE is seeking proposals for the sale and purchase of renewable energy in California. EBCE will require four base offers to be submitted. Developers are encouraged to offer additional variations. The base and preferred terms are as follows:

<b>Product</b>	<p>The base product includes all of the following:</p> <ul style="list-style-type: none"> <li>(1) Delivered Energy: Buyer’s Output Share of the as-available electric energy generated by the Facility, delivered to the Delivery Point, as measured by CAISO-approved meters, pursuant to the Scheduling Requirements;</li> <li>(2) Environmental Attributes: All renewable energy credits (“RECs”) and any other environmental attributes associated with Delivered Energy;</li> <li>(3) Capacity Rights: Buyer’s Output Share of all capacity rights, including resource adequacy benefits, if any, associated with the Facility; and</li> <li>(4) Ancillary Services: All ancillary services, products and other attributes, if any, associated with the Buyer’s Output Share of the Facility.</li> </ul> <p>Unless otherwise agreed upon by the parties, the product shall meet the Portfolio Content Category 1 specifications.</p> <p><i>(Note 1: Specifications for Portfolio Content Category 1 are described in California Public Utilities Code §399.16, California Public Utilities Commission Decision 11-12-052, and other applicable statutes, regulations, and regulatory orders.</i></p> <p><i>Note 2: SELLER shall be responsible for obtaining full capacity deliverability status with the CAISO for the full Contract Capacity and shall cooperate with buyer to ensure that the full qualifying capacity of the project is eligible for buyer’s use in satisfying its resource adequacy obligations.</i></p> <p><i>Note 3: Buyer has a preference for all product attributes. Seller may elect to provide a sub-set of the above-named attributes and must clearly indicate this change.)</i></p>
<b>Project Location</b>	California and delivered to the CAISO grid

<sup>1</sup> Any marketing or solicitation included herein for or related to a National Futures Association jurisdictional activity is being made by and on behalf of our affiliate Altenex. Altenex is registered as an Introducing Broker with the NFA and additional information on Altenex is available at <https://www.nfa.futures.org>.

<p><b>Eligible Energy Resources</b></p>	<p>Projects must qualify as an eligible renewable resource as such is defined in PUC 399.12 and implemented by the California Energy Commission (“CEC”) pursuant to its RPS Eligibility Guidebook. Bidders must describe how the resource will qualify and meet the Portfolio Content Category One (“PCC1”) requirements. Note: Specifications for PCC1 are described in PUC 399.16, California Public Utilities Commission Decision 11-12-052, and other applicable statutes, regulations, and regulatory orders.</p> <p>EBCE has a strong preference for new facilities that will add incremental renewable energy to the state of California. However, existing or repowered projects will also be considered.</p>
<p><b>Delivery Point (Settlement Point)</b></p>	<p>The base offers required by EBCE are at the following delivery points:</p> <p>(1) Project Point of Delivery at the CAISO grid (i.e, Pnode), and</p> <p>(2) a Default Load Aggregation Point or Hub (preferably, PG&amp;E DLAP). EBCE will consider delivery at other DLAPs and Hubs in CAISO (SDG&amp;E DLAP, SCE DLAP, NP-15, SP-15, and ZP-26).</p>
<p><b>CAISO Market</b></p>	<p>Day-Ahead</p>
<p><b>Installed Capacity of Offer</b></p>	<p>Alameda County: Minimum three (3) MW<sub>ac</sub>. Outside of Alameda County: Minimum ten (10) MW<sub>ac</sub></p>
<p><b>Annual Generation Offered Volume</b></p>	<p>Between 2,000 – 1,000,000 MWh in the first contract year. Bidders are encouraged to submit offers for a range of capacities and generation volumes to support EBCE’s portfolio optimization.</p>
<p><b>Delivery Term Start Date</b></p>	<p>Between January 2019 – December 2022 Within this timeframe, bidders may offer multiple CODs as bid variations. Bidders are encouraged to offer bids that are optimized for pricing.</p>
<p><b>Delivery Term</b></p>	<p>All proposals must include pricing for a 20-year term and no offers shall be for less than ten (10) years. Additional proposals for alternative durations may be considered.</p>
<p><b>Price</b></p>	<p>Bidders are required to propose pricing that stays flat (0% escalator) over the contract term and pricing that escalates at a rate of 2% annually. Additional escalation or de-escalation rates may be provided.</p>
<p><b>Local Workforce Requirement</b></p>	<p>Proposals that include project development or maintenance activities that are completed by or utilize labor and other workforce resources sourced from Alameda County, California are highly preferred.</p>
<p><b>Development and Delivery Term Security</b></p>	<p>Bidders shall be required to post security as follows:</p> <p><u>Development Security – As Available</u></p> <ul style="list-style-type: none"> <li>• \$60,000 per MW of Buyer’s Contract Capacity for the period between PPA Effective Date and COD</li> </ul> <p><u>Development Security – Dispatchable - includes As Available systems plus storage</u></p>

	<ul style="list-style-type: none"> <li>• \$90,000 per MW of Buyer’s Contract Capacity for the period between PPA Effective Date and COD</li> </ul> <p><u>Delivery Term Security – As Available</u></p> <ul style="list-style-type: none"> <li>• \$75,000 per MW of Buyer’s Contract Capacity for the period following COD</li> </ul> <p><u>Delivery Term Security – Dispatchable - includes As Available systems with storage</u></p> <ul style="list-style-type: none"> <li>• \$105,000 per MW of Buyer’s Contract Capacity for the period following COD</li> </ul> <p>The form of security shall be a letter of credit or cash escrow.</p>
<p style="text-align: center;"><b>Energy Storage</b></p>	<p>Bidders are not required to offer energy storage but are strongly encouraged to do so for EBCE’s consideration.</p> <p>If providing a storage offer, EBCE would like to see storage offers with the following characteristics that qualify for RA:</p> <ul style="list-style-type: none"> <li>• Product: All products and attributes, including energy, RA, and ancillary services, that are described in the base product above. Seller may propose an alternative subset of products.</li> <li>• Capacity: 20% of the renewable energy project’s MWac contracted capacity / 4hr duration</li> <li>• Cycles per Day: 1 full cycle per day</li> <li>• Metering: Generation metered prior and separate to storage. Seller is paid the PPA rate (\$/MWh) for every MWh generated by the PV facility prior to any energy being stored</li> <li>• Storage Pricing: Storage to be priced on a \$/kW-mo basis. Seller is paid \$/kW-mo x nameplate capacity over contract term.</li> <li>• Grid Charging: Assume no charging from the grid during the first 5 years of operation. Buyer has option to charge from grid starting in year 6.</li> <li>• Guaranteed Capacity: 70% of nameplate storage capacity for 10 years; battery can degrade below 70% after year 10</li> </ul> <p>EBCE would also like to see this offer with these operating parameters provided with as an option to install storage at a future date post COD at EBCE’s discretion.</p> <p>Additional storage offer variations can also be provided for EBCE’s consideration based on optimizing performance, size, and cost.</p> <p>Standard operating parameters must be provided with all offers. Please include additional key operating and contractual assumptions that may impact pricing.</p> <ul style="list-style-type: none"> <li>• Storage Contract Capacity – nameplate and useable capacity</li> <li>• Pricing on a kw-mo basis</li> </ul>

	<ul style="list-style-type: none"> <li>• Information on whether the storage offering qualifies as a flexible RA capacity product</li> <li>• Charge Maximum CMax Input That Can Be Sustained for [xx] Hours</li> <li>• Charge Minimum CMin Input That Can Be Sustained for [xx] Hours</li> <li>• Discharge Maximum DMax Output That Can Be Sustained for Four (4) Hours</li> <li>• Discharge Minimum DMin Output That Can Be Sustained for [xx] Hours</li> <li>• Storage Facility Cycle Efficiency %</li> <li>• Annual MWh throughput</li> <li>• Degradation</li> </ul> <p>Information on ramp rates and ancillary services can be provided through supplemental documentation.</p>
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**Additional Services Proposals**

EBCE appreciates that Bidders may be able to offer alternate pricing, structures, products, complementary services, or terms that may increase the attractiveness of a Bidder’s proposal but differ from the terms described in the previous section of this RFP. EBCE is interested in proposals that address the following market risks:

1. Exposure to varied market conditions (e.g., negative market prices, constrained market events caused by ramping, etc.);
2. Uncertainty of intermittent product deliveries; or
3. Potential expansion of CAISO to a regional market.

EBCE embraces creativity and encourages Bidders to present additional services, product offerings or contractual terms to mitigate these and any other risks to enhance the base Product request described above (including the potential ability for the project site to accommodate additional renewable capacity or co-located storage at a future date). Any non-standard terms or contingencies should be clearly identified in the offer form.

**Notice of Intent to Bid**

By Friday June 15, 2018 at 1:00 PM Pacific Time (“PT”), Bidders intending to respond to this Request for Proposals must return a completed Notice of Intent to Bid Form (“NOI”), which is attached hereto as Exhibit A, via email to [eegrenewablerfp@edisonenergy.com](mailto:eegrenewablerfp@edisonenergy.com). The subject line of the email must read: “EBCE Renewable Energy RFP NOI – [Developer Name].”

**Webinar**

EBCE and Edison Energy will conduct a webinar on Thursday, June 14, 2018 at 11:00 AM PT to present the RFP protocol. All interested parties can register for the webinar through this link: <https://register.gotowebinar.com/register/6152003243989186818>. Webinar attendance is encouraged but not required.

**Bidder Questions**

To promote accuracy and consistency of information provided to all participants, Bidders are encouraged to submit questions in advance of the webinar in writing to EBCE and Edison Energy. Questions will only be accepted via email submitted to [eegrenewablerfp@edisonenergy.com](mailto:eegrenewablerfp@edisonenergy.com), and the subject line of the email must read “EBCE Renewable Energy RFP Question”. The deadline for submitting questions is Tuesday, June 12, 2018 at 1:00 PM PT. Bidders are encouraged to submit questions as soon as possible, so that some or all of the



questions may be addressed during the webinar. Answers to the questions addressed during the webinar will be emailed to all potential Bidders who submit an NOI by the NOI deadline and will be posted on the EBCE website on Monday, June 18, 2018. EBCE and Edison Energy reserve the right to combine similar questions, rephrase questions, or decline to answer questions, at its sole discretion.

All questions must be submitted through the above process. No questions will be answered over the telephone or in person. Bidders may not have any contact regarding this procurement with any EBCE official or staff from the time of issuance of this solicitation until the final execution of the PPA, other than through the process for submitting questions. Any contact in violation of these provisions will be grounds for disqualification.

EBCE and Edison Energy will accept additional questions after the webinar via email at [eeqrenewablerfp@edisonenergy.com](mailto:eeqrenewablerfp@edisonenergy.com) until Friday June 22, 2018 at 1:00 PM PT. All additional questions will be answered via email to all potential Bidders who submit an NOI by the NOI deadline and will be posted on the EBCE website on Tuesday, June 26, 2018 at <https://ebce.org/solicitations/>.

**RFP Schedule**

The table below summarizes the RFP schedule, with details of each event provided further below. The RFP schedule is subject to change at EBCE’s discretion, and such change(s) will be announced by email to all Bidders who provide a complete NOI by the NOI deadline. All times provided in Pacific Standard Time.

Event	Target Date
Issuance of RFP	Monday, June 4, 2018
Deadline to submit questions for webinar	Tuesday, June 12, 2018 at 1:00 PM PT
Bidder webinar	Thursday, June 14, 2018 at 11:00 AM PT
Deadline to submit Notice of Intent to Bid Form	Friday, June 15, 2018 at 1:00 PM PT
Responses to webinar questions provided	Monday, June 18, 2018
Final deadline to submit emailed questions	Friday June 22, 2018 at 1:00 PM PT
Responses to additional questions provided	Tuesday, June 26, 2018
Proposals Due to EBCE and Edison Energy	Friday, June 29, 2018 at 1:00 PM PT
Notification of final shortlisted Bidders (Tentative)	September 2018
PPA negotiations	September-November, 2018
Final contract approval	December 2018
Execution of PPA	December 2018

**Issuance of RFP**

EBCE posted this RFP at [www.ebce.org](http://www.ebce.org) and is issuing this RFP to potential Bidders by email from Edison Energy. EBCE reserves the right to distribute this RFP to additional prospective Bidders after the Issuance Date at its sole discretion. Such late distribution will not affect the remainder of the RFP schedule outlined herein. EBCE may change the schedule and documents associated with the RFP and related offers in its sole discretion, at any time and for any reason. EBCE will endeavor to notify Bidders of any changes, but shall not be liable for any costs or liability incurred by Bidders or any other party due to a change or for failing to provide notice or acceptable notice of any change.

**Proposal Submittal**

Bidders must deliver their RFP response via Dropbox by the deadline listed above. Edison Energy will provide Dropbox folder links to Bidders who have submitted a NOI. Proposals must provide all of the information requested in this RFP and the files must be clearly labeled with the titles used in the Proposal Requirements



section below. In addition, each proposal must include a signed RFP Participation Agreement by an authorized signatory of the Bidder (Exhibit B), which includes an attestation that the Bidder has not and will not engage in collusion with other Bidders or other unlawful or unfair business practices in connection with this RFP.

EBCE, and Edison Energy working on behalf of EBCE, reserves the right to contact any Bidders to clarify submitted proposals. EBCE will consider all complete proposals submitted by the deadline listed above. Incomplete proposals may be accepted, supplemented, or disqualified at EBCE's sole discretion. Bidder will promptly notify EBCE of any material change in circumstances that may affect the Bidder's ability to fulfill the terms of its proposal at any time from proposal submission until the earliest of (i) execution of a definitive agreement, (ii) EBCE's rejection of the proposal, or (iii) Bidder's withdrawal of the proposal. Bidder will be solely responsible for all of its costs and expenses to prepare, submit, negotiate, contract, or participate in this RFP process.

### **Bidder Shortlist**

EBCE intends to select a shortlist of proposals for further due diligence and potential Bidder interviews. All shortlisted Bidders will be required to enter into a direct non-disclosure agreement as well as an exclusive negotiation agreement with EBCE as a condition of shortlisting. After such due diligence and evaluation, EBCE will select successful Bidder(s) for further PPA negotiations. EBCE has included a term sheet with the RFP, and EBCE intends to execute a PPA that is substantially based on the Term Sheet. If Bidders have proposed modifications to the Term Sheet, Bidders must provide a comprehensive redline of the Term Sheet and clearly explain any changes or contingencies for a particular offer that deviate from those terms at the time of Bidder's Offer submittal. EBCE will not be able to consider modifications to the Term Sheet terms after Bidder's Offer submittal. Modifications to the Term Sheet will be a factor used by EBCE in the evaluation of Bidder's Offer.

### **Contract Negotiation and Execution**

A shortlisted Bidder that successfully moves through the due diligence process will enter PPA negotiations with EBCE. EBCE may seek commercial advice from NCPA, Edison Energy or another party during this RFP process. Additionally, EBCE may at times authorize an agent to represent it in due diligence activities, or during negotiations, and will notify Bidders when such authority has been granted or withdrawn.

EBCE will be required to obtain approval of the EBCE Board of Directors prior to execution of any negotiated PPA. Until a definitive agreement is negotiated, approved by the EBCE Board, and signed and delivered, no party will have any legal obligations, expressed or implied, or arising in any other way.

### **Proposal Requirements**

In order to be considered, all proposals must be submitted by the deadlines listed in the RFP schedule included herein. All proposals must include the following:

1. RFP Participation Agreement (Exhibit B)
2. Complete Proposal Offer Form (Excel Template attached as Exhibit C)
3. Redlined Term Sheet(s) clearly stating which revisions apply to which offer variations (Exhibit D)

When filling out the Proposal Offer Form, Bidders must include the following detail:

#### **1. Developer Background**

Bidder must describe its experience developing, building, financing, and operating renewable energy projects of similar size and technology to that being proposed. If Bidder has experience developing, building and operating renewable energy projects in California, please detail the experience, including the county where the project is located and discretionary permitting required, as well as experience with Project labor agreements. Please



summarize the Bidder’s portfolio of projects in operation, under contract, under construction and in late stage development, highlighting those facilities located in California, and in Alameda County if applicable. Additionally, Bidder shall detail its corporate finance structure, credit rating, and access to capital.

## **2. Proposed Transaction**

All Bidders must provide the four requested base offers, which conform to the Term Sheet (Exhibit D). The four base offers are outlined in the ‘Pricing’ section below. Bidder may provide additional offer variations in the subsequent columns in the Proposal Offer Form and must provide a redlined term sheet(s) clearly stating which revisions apply to which offer variations.

## **3. Pricing**

Prices and costs must be “all in” and include (i) all costs to deliver energy to the specified Delivery Point and RECs via the Western Renewable Energy Generation Information System (“WREGIS”) (or any successor system) during the entire contract term, and (ii) all costs required by law and any relevant CAISO market rules and other regulations. The response must not assume that EBCE will be responsible for any costs or fees associated with the delivery of the product other than the specified power purchase price.

As discussed above, all Bidders must provide, for each project, the four pricing options as part of a successful Bid:

- i) Delivery Point at the project Pnode, flat pricing (0% escalator),
- ii) Delivery Point at the project Pnode, escalating pricing (2% annual escalator),
- iii) Delivery Point at a DLAP or hub, preferably PG&E DLAP, flat pricing (0% escalator), and
- iv) Delivery Point at a DLAP or hub, preferably PG&E DLAP, escalating pricing (2% annual escalator).

The base offers require fixed pricing over a 20-year term for all new system builds. EBCE requests bidders to provide additional offers for the minimum duration of a 10-year term and up to a 25-year term. Additional escalation or de-escalation rates may be provided and must provide a price schedule for the duration of the PPA term to clearly define the contract price for all contract years.

## **4. Project Overview**

### **Site Control**

Bidder must detail the type of site control (i.e. option to lease, lease, option to purchase, ownership) for the project and the current status of such site control (i.e. complete or the percentage of needed land currently contracted and expected timing for full site control). If the site is leased, describe the remaining term of the lease and any material conditions related to the lease. Additionally, please comment on the status of site control for the interconnection path. Proposals must include proof of site control for site control already obtained.

### **Description of Energy Resource**

Provide a fully completed 8,760 Generation Profile Template as an Excel file in the form attached as part of Exhibit C, as well as a description of how such profile was generated and the data that was used to generate the profile.

### **Development Plan**

Bidder must detail a credible plan to achieve the proposed commercial operation date (COD). Please fill out the schedule in the Proposal Offer Form and provide any additional commentary needed to explain these dates.

### **Interconnection and Deliverability Status**

Each proposal must describe the interconnection and deliverability status of the project, including whether the project requested Full Capacity Deliverability Status, the status of any deliverability allocation to the project, and identification of the Local Capacity Area applicable to the project (if any). No studies or interconnection agreements need to be submitted with the proposal, but this section should describe (as applicable): (i) the project's status in the interconnection process, (ii) the results of any studies performed during the interconnection process (or applicable studies conducted by consultants), including the expected timing and costs of interconnection for the project if no interconnection agreement has been executed, and, if applicable, (iii) the terms of any interconnection agreements, including timing and costs of interconnection for the project. Preference will be given to projects with more certain paths to interconnection with regard to timing and costs. In addition, the project's progress in the interconnection process must support the proposed COD. If a Bidder is shortlisted, additional documentation may be required. Bidders are encouraged to also provide third-party congestion and curtailment analysis as well.

Minimum Requirement: Must have submitted an interconnection application for the specific project and demonstrated interconnection cost and timing viability.

### **Permitting Status and Other Environmental Requirements**

Bidder must describe all of the studies and list all permits required for construction and operation (e.g. Conditional Use Permit, all land use approvals and environmental studies including CEQA documentation, CEC Approval, Environmental Impact Report, etc.), the status of each and the expected timing for obtaining any outstanding permits. Preference will be given to projects with more certain paths to final permitting with regard to timing. In addition, the project's progress in the permitting process must support the proposed COD.

### **Financing**

Detail the financial capability of the company to meet its obligations under the proposed PPA, including the planned approach for financing project development and construction. As available, please include the following information for the Bidder, any parent company and partners providing credit support or involved with the generating facility during development, construction and long-term ownership, as well as the identity of the project's long-term controlling owner, if known.

- Current bond ratings, if any;
- Current rating agency ratings or reviews, if any;
- Audited financial statements and footnotes from the last three (3) years;
- Plan for financing the proposed project, and a general description of status; and
- Any other relevant information that would be helpful for EBCE's evaluation.

### **Local Workforce Development**

Proposals that include project development or maintenance activities that are completed by or utilize labor and other workforce resources sourced from Alameda County, California are highly preferred.

EBCE is committed to creating quantifiable economic benefits for Alameda County by 1) utilizing a stable and skilled workforce, 2) contributing to local workforce development, 3) creating opportunities for disadvantaged workers, and 4) supporting union jobs in Alameda County.

Stable and Skilled Workforce and Local Workforce Development: Shortages of skilled construction craft labor can have a critical impact on renewable energy projects. As such, EBCE prefers renewable energy developers to employ contractors and subcontractors who participate in established, state-certified apprenticeship training programs. This has the two-fold benefit of promoting successful project delivery while contributing to the development of a qualified local workforce.



Opportunities for Disadvantaged Workers: To ensure access to renewable energy jobs for disadvantaged workers, EBCE encourages partnerships with Cypress Mandela, Rising Sun, the West Oakland Jobs Resource Center, and other Alameda County-based workforce development programs to identify potential apprentices.

Union Jobs: EBCE prefers project developers seeking to do business with EBCE to negotiate Project Labor Agreements with the Building & Construction Trades Council of Alameda County or other applicable unions.

If applicable, proposals must describe how Bidder intends to utilize local workforce resource and labor, suppliers or other services specific to Alameda County, California during the development and operational phases of the projects. Bidders should further detail their intent to help EBCE address its other workforce development goals. Upon construction start and completion, bidders will be required to provide proof of compliance to any stated objectives that Bidder provides in its proposal in regards to helping EBCE address its workforce goals.

### **Construction & Equipment**

Describe and confirm the Bidder's ability to procure engineering, procurement, and construction services to support its proposal. For a Bidder proposing wind energy projects, please comment on your ability to qualify the project for the federal Production Tax Credit. Bidder must also describe the level of engineering completed for the generating facility and the plan for equipment procurement and construction, including a list of vendors for all major equipment. Bidder should also identify any contractors that have been engaged to provide any of these services.

Additionally, for Bidders submitting a bid for a solar photovoltaic generating facility, please detail the project plan for module procurement in light of the tariff on imported modules, and detail any existing module procurement contracts that would apply to the project.

### **Safety Program**

The development and implementation of a good safety program at the generating facility is of paramount importance to EBCE. Safety is a priority in every aspect of our business. The same level of safety diligence is expected from contracted parties. In a separate file, Bidder must describe its safety program and plan for the generating facility, as well as submit its corporate safety incident report, if any, for the last three (3) years. Shortlisted projects will be required to provide data related to safety incident reports for their company and key contractors.

### **Operations and Maintenance**

Bidder must describe plans for long-term ownership, operation and maintenance of the project, including how Bidder plans to schedule energy deliveries under the proposed PPA. Bidder must state whether the proposal assumes that EBCE will provide SC Services (as reflected in its proposed Term Sheet) or that they, or a third-party, will provide such SC Services. If the Bidder's proposal includes a unique scheduling arrangement in order to provide an economically advantageous deal structure to EBCE, then the Bidder must clearly outline the roles and responsibilities of the Bidder and EBCE.

## 5. Term Sheet

Bidder must provide comments to EBCE's provided Term Sheet for consideration for future discussion. Bidder may provide one redlined Term Sheet detailing what terms would need to change for offer variations or multiple Term Sheets to address multiple offer variations.

All term sheets are a statement of intent and non-binding. Bidder and EBCE fully understand and agree that no binding contract will exist between ECBE and the selected Bidder until they execute a binding PPA.

### Evaluation of Proposals

EBCE may procure renewable energy and additional services from those Bidders whose proposals, in EBCE's sole judgement, represent the greatest value to EBCE when compared with other available options.

EBCE will, in its sole discretion, evaluate each complete proposal submitted by the RFP deadline to determine which proposals are likely to provide the greatest overall value to EBCE. EBCE and Edison Energy will perform an initial screening to identify and eliminate any proposal that is nonresponsive to this RFP, does not meet the minimum requirements set forth in this RFP, is clearly not economically competitive with other proposals, or is submitted by a respondent that lacks appropriate creditworthiness, sufficient financial resources, or qualifications to provide dependable and reliable service.

Once it is determined that a proposal has met the requirements of the RFP, it will be evaluated based on (i) how closely the proposed transaction meets EBCE's goals and requirements described in the "Background and Objectives" section of this RFP, (ii) the economics and potential risks of the transaction, and (iii) the reasonableness and credibility of the proposals with regard to project development and the proposed transaction.

As part of this review process, EBCE and Edison Energy will perform quantitative assessments of each proposal and subsequently rank them based on the costs and benefits to EBCE, and the certainty of such costs and benefits. EBCE will also evaluate each proposal qualitatively. All proposals will be evaluated based on factors that include, but are not limited to: proposal term, technology, energy source, location, delivery point, timeline, environmental benefits, Bidder's experience, public credit rating, financial stability, extent of off-balance sheet financing, product price and terms, and other relevant criteria. Evaluations will be based on information provided during the RFP process, any oral interviews with the Bidder, requests for additional information or clarification, information already known by EBCE or its advisors, and other publicly available information.

EBCE retains the right, at its sole discretion, to reject any proposal for any reason at any time, and reserves the right to request additional information from any Bidder regarding its proposal at any time during the process. EBCE also retains the right at any time, at its sole discretion, to: (a) modify the evaluation criteria for any reason; (b) terminate further participation in this process by any Bidder; (c) negotiate with any Bidder to maximize EBCE value and accept or reject any definitive agreement; or (d) modify, suspend or terminate this RFP as it deems appropriate in its sole discretion at any time. EBCE has the right to take the above-stated actions with respect to any or all proposals, all without notice and without assigning any reasons and without liability to EBCE or anyone acting on EBCE's behalf. EBCE will not be liable in any way, by reason of such withdrawal, rejection, suspension, termination or any other action described in this paragraph to any Bidder, whether the Bidder submits a bid or not. Additionally, EBCE retains the right to enter into PPAs outside of and apart from this solicitation.

All determinations made by EBCE with respect to any Bidder or its proposal(s), including the determinations described in this RFP, shall be made by EBCE in its sole discretion and without liability. These determinations will be final and are not subject to review. NCPA and Edison Energy may assist EBCE in the evaluation of Bidders' proposals.

### **No Guarantee of Offer or Agreement**

This RFP does not constitute an offer from EBCE to buy and creates no obligation to execute any agreement as a consequence of this RFP. Under no circumstances will EBCE be bound by the terms of any Bidder's proposal nor any subsequent agreement until EBCE has obtained all necessary approvals of its management and the EBCE Board of Directors and all the conditions precedent, if any, set forth in a fully executed agreement have been satisfied or waived.

EBCE reserves the right in its sole discretion to: (i) select multiple Bidders or no Bidders at all, or (ii) negotiate one or more agreements on a bilateral basis outside the terms of this RFP. In no event will EBCE be liable to any Bidder submitting a proposal in response to this RFP or to any third party.

Each Bidder's costs for developing its proposals, including all RFP review, bid preparation and submittal costs, are entirely the responsibility of the applicable Bidder, and EBCE shall not have any responsibility or liability for such costs. EBCE and Edison Energy are not responsible for returning any materials submitted by a Bidder as part of its proposal.

### **No Conflicts**

Bidder agrees that to its knowledge no Board member, officer, or employee of EBCE has any interest, whether contractual, non-contractual, financial or otherwise, in this transaction, or in the business of Bidder, and that if any such interest comes to the knowledge of either Bidder or EBCE at any time, a full and complete disclosure of all such information will be made in writing to the other party or parties, even if such interest would not be considered a conflict of interest under Article 4 of prohibition applicable to specified officer, Chapter 1 of Division 4 of Title 1 (commencing with Section 1090) of the Government Code of the State of California or the Political Reform Act.

### **Prevailing Wages**

Seller shall comply with all federal, state and local laws, statutes, ordinances, rules and regulations, and the orders and decrees of any courts or administrative bodies or tribunals, including, without limitation employment discrimination laws and prevailing wage laws.

### **Non-Discrimination**

It is the policy of EBCE to ensure that Bidders who contract with EBCE do not discriminate or give a preference in the award of subcontracts on the basis of race, national origin, color, ethnicity, sexual preference, age or gender.

### **Small Business Participation**

Although there are no small business goals related to this RFP, it is the policy of EBCE to encourage Bidders to utilize small businesses to the maximum extent possible and ensure adherence to EBCE's non-discrimination policy for subcontracting described above. Bidder must, as part of its Proposal(s) in the Proposal Offer Form for each Project, describe the subcontracting activity to small businesses, including subcontracting activity to disabled-veteran-owned, minority-owned and women-owned businesses, and may optionally describe Bidder's subcontracting programs or activity in separate additional documentation included with the Proposal. Contracts executed as a result of this RFP will include a reporting requirement on the percentage of procurement spend with small businesses for subcontracted work during the project construction phase, if applicable.



## **Confidentiality**

Bidder acknowledges that EBCE is a public agency subject to the disclosure requirements of the California Public Records Act, Cal. Gov. Code § 6250 et seq. (“CPRA”). DO NOT MARK YOUR WHOLE BID PACKAGE CONFIDENTIAL. If portions of your bid contain documents or information that Bidder believes is proprietary and confidential information and Bidder claims that such information falls within one or more CPRA exemptions, Bidder must clearly mark such information “CONFIDENTIAL AND PROPRIETARY” and identify the specific lines containing such information (the “Confidential Information”) and the CPRA exemption applicable to such information. Except for disclosures to EBCE’s directors, officers, employees, agents, representatives or advisors (including financial advisors, attorneys and accountants), EBCE shall disclose such Confidential Information to third parties only to the extent that such disclosure is required by California law (including, without limitation, the California Constitution, the CPRA and the Brown Act) as set forth in this Section.

In the event of a third-party requests that EBCE disclose such Confidential Information, EBCE will make reasonable efforts to provide notice to Bidder prior to disclosure. If Bidder contends that any Confidential Information is exempt from the CPRA and wishes to prevent disclosure, Bidder must obtain a protective order, injunctive relief or other appropriate remedy from a court of law in Alameda County, California. If Bidder fails to seek or fails to obtain such remedy in a timely manner, Bidder agrees that EBCE may disclose the requested Confidential Information. Bidder further agrees that EBCE will not have any liability to Bidder arising out of any disclosure by EBCE of any Confidential Information before Bidder has timely obtained an order, injunctive relief or other appropriate remedy to prevent EBCE from making the requested third-party disclosure.

By submitting a response to this RFP, Bidder is acknowledging and agreeing to the terms in this Confidentiality section.

## **Governing Law**

This RFP shall be governed by and construed in accordance with the laws of the State of California.

## **General Provisions**

EBCE will not be liable for any technical malfunction during communication transit. EBCE will only consider questions, Notices of Intent to Bid Forms, proposals, or other communications to be timely and complete if they are received electronically at [ee renewablerfp@edisonenergy.com](mailto:ee renewablerfp@edisonenergy.com) or uploaded to the provided Dropbox folder, as applicable, not later than the relevant deadline. Bidders may request confirmation of receipt of communications and materials, and EBCE and Edison Energy will attempt to accommodate reasonable requests, but assumes no obligation or associated liability related to such accommodation.

Those Bidders who submit proposals agree to do so without legal recourse against EBCE, its Board, officers, employees, agents, advisors or contractors for rejection of their proposal(s) or for failure to execute an agreement for any reason. Bidder agrees that EBCE will not be liable to any Bidder or party at law or in equity for any reason whatsoever for any acts or omissions arising out of or in connection with this RFP. By submitting its bid or proposal, Bidder waives any right to challenge any valuation by EBCE of any proposal of any Bidder or any determination of EBCE to select or reject any proposal of any Bidder or take any action contemplated by this RFP, any other decision of EBCE contemplated by this RFP or any resulting agreement related to a selected proposal. Each Bidder, in submitting its proposal(s), irrevocably agrees and acknowledges that it is making its bid or proposal(s) subject to and in agreement with the terms of this RFP.



**Exhibits: The following Exhibits are attached to this RFP and are a hereby made a part of this RFP.**

- A. Notice of Intent to Bid Form
- B. RFP Participation Agreement
- C. Proposal Offer Form (Excel Form)
- D. EBCE Term Sheet