

**2019 Clean Energy Request for Offers**

Launch: October 22, 2019

Close: November 22, 2019

RFO Protocol

# Introduction

Clean Power Alliance of Southern California (CPA) is soliciting competitive proposals for the purchase of 15-year renewable energy contracts to fulfill CPA’s future energy needs. Submissions will be split into two tracks:

* **Utility-Scale Track**: RPS-eligible generation or generation+storage projects in the 10-400 MW range with a commercial operation date (COD) no later than 2023
* **Distributed Track**: RPS-eligible, front-of-meter generation, generation+storage, or standalone storage projects sized between 500 kW-10 MW and located with Los Angeles and Ventura counties with a COD no later than 2024

General instructions for participating in CPA’s RFO and product-specific requirements are described in the text of this document (“RFO Protocol”).

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# Background

## Description of CPA

Established in 2017, CPA is a Joint Powers Authority made up of 31 local agencies across Los Angeles and Ventura Counties serving electricity to over 1 million customers in the region. CPA was established to provide cost competitive electric services, reduce electric sector greenhouse gas emissions, stimulate renewable energy development, implement distributed energy resources, promote energy efficiency and demand reduction programs, and sustain long-term rate stability for residents and businesses through local control.

CPA seeks to develop an electric supply portfolio with overall lower greenhouse gas (GHG) emissions than that of Southern California Edison, to encourage the use and development of cost-effective renewable and distributed energy resources, and to discourage the use of unbundled renewable energy credits (RECs). CPA also seeks to provide and manage its energy portfolio and products in a manner that is cost effective to customers, to promote public health in areas impacted by energy production, to achieve regional economic benefits and workforce development, and to offer customers a choice of differentiated renewable product tiers.

## RFO Overview and Goals

The goal of this RFO is for CPA to solicit and evaluate offers for renewable energy in order to meet CPA’s energy procurement obligations, its environmental objectives, and to offer its customers cost-competitive, clean energy options. Projects will be eligible for one of two tracks:

### Utility-Scale Track

Utility-scale submissions must be bucket 1 REC-eligible projects with nameplate generation capacities in the range of 10-400 MW. These resources may be generation or combined generation+storage and may be new or pre-existing resources. Utility-scale projects must have a Commercial Operation Date (COD) no later than December 31, 2023.

### Distributed Track

Distributed Track submissions must be bucket 1 REC-eligible projects or standalone storage projects with nameplate capacities in the range of 500 kW – 10 MW. These projects must be front-of-meter and may not consist of aggregated behind-the-meter resources. Distributed Track submissions may consist of generation, combined generation+storage, or standalone storage projects and may be new or pre-existing resources. Distributed Track proposals must have a COD no later than December 31, 2024.

CPA intends collect all relevant Energy, Environmental Attributes, Resource Adequacy, and Ancillary Services benefits from the Projects, as applicable.

**Responses to the RFO are due November 22, 2019 at 5:00 PM Pacific Standard Time.**

A complete offer specification and detailed timeline are included in this document.

## Ascend Analytics

Ascend Analytics (Ascend) will be supporting CPA’s initiatives by administering and organizing the RFO.

All information regarding this RFO will be posted to the RFO website (<https://www.ascendanalytics.com/cpa-clean-energy-rfo>). Bidders will submit all offers (including narrative, offer form templates, redlined contracts, and all other materials) to the RFO email address: CPA-CleanEnergy-RFO@AscendAnalytics.com. All Q&A questions from bidders shall also be submitted to the same email address.

## Acknowledgement of Terms

By participating in CPA’s RFO, respondents (“Bidders”) acknowledge that they have read, understand, and agree to the terms and conditions set forth in this RFO Protocol. CPA reserves the right to reject any offer that does not comply with the requirements identified herein. Furthermore, CPA may, in its sole discretion and without notice, modify, suspend, or terminate the CPA RFO without liability to any organization or individual. The CPA RFO does not constitute an offer to buy or create an obligation for CPA to enter into an agreement with any party, and CPA shall not be bound by the terms of any offer until CPA has entered into a fully executed agreement.

# Submission Details

## Registration

To access RFO materials, participate in Q&A, and receive notifications, all Bidders must register online at: <https://www.ascendanalytics.com/cpa-clean-energy-rfo>.

## Timeline

|  |  |
| --- | --- |
| **Date** | **Item** |
| October 22, 2019 | RFO issuance and Q&A open |
| October 30, 2019 | Bidder Webinar to discuss RFO process at 11:00am Pacific Time |
| November 1, 2019 | Deadline to submit Q&A questions. Submit questions to: CPA-cleanenergy-RFO@AscendAnalytics.com  |
| November 11, 2019 | Q&A responses posted to the CPA RFO website |
| November 22, 2019 | Deadline to submit RFO Proposals at 5:00pm PT |
| January - February 2020 | Bidders notified of shortlist status  |
| January - June 2020 | Power Purchase Agreement (PPA) negotiations and awards |

## Compliant Submission Specifications

All offers must meet the following specifications in order to be considered for selection. Note that there are two distinct requirements for the Utility-Scale and Distributed Tracks. Please ensure that proposals conform to the appropriate specifications for the project submitted. Any deviations from the following list will be treated as non-compliant and excluded from consideration.

### Utility-Scale Track

|  |  |
| --- | --- |
| Location | Within or outside of California, with deliverability to the CAISO grid. |
| Products | RPS-eligible generation or RPS-eligible generation+storage. Projects may be pre-existing or new. |
| Price | Fixed $/MWh with zero percent (0%) annual escalator. Prices must be offered at the project Pnode.Bidders may also submit offers at the following additional settlement points:* SCE Default Load Aggregation Point (DLAP)
* CAISO liquid trading hub (e.g. SP15, NP15, ZP26, etc.)

Projects that include storage may add an optional $/kW-month storage capacity cost with zero percent (0%) annual escalator.**Note: Actual payments to bidder will be consistent with the terms of the PPA Agreements for each project.**  |
| Number of Offers | Bidders may submit a maximum of one (1) offer per unique facility/location. This project should be the largest size and most competitive offer that meets all compliance requirements. All projects will be evaluated with the assumption that smaller project sizes may be priced and negotiated during final shortlisting negotiations.If the submitted project includes storage, the project will be evaluated both as a standalone generation project as well as a generation+storage project, under the assumption that the submitted $/MWh PPA price holds for the generation portion of the project in both generation-only and generation+storage configurations and that the $/kW-month price is an incremental cost for the storage portion of the project. If standalone generation is not an option for the submitted project, please state this clearly in the Narrative and Offer Form documents.Please submit one Offer Form Template all data for generation, generation+storage, and storage components as instructed in the Offer Form Template to ensure proper evaluation of all components of the project.Generation-only projects need only complete the appropriate generation portion of the Offer Form Template.Alternative configurations, durations, or pricing schemes may be submitted as descriptions within the narrative document (see full description in “Submission Package” section below) but may not be evaluated or considered until final negotiations or at all.**NOTE: If a single Bidder wishes to submit multiple unique facilities (at different locations), each project must be submitted as an entirely separate Submission Package with fully completed copies of each relevant document.** |
| Term | Fifteen (15) years. |
| Scheduling Coordinator | For generation only projects, Seller shall be the scheduling coordinator (SC). For generation+storage projects, CPA shall be the scheduling coordinator (SC). |
| Ownership | All projects will be owned by the Bidder, with CPA contracting the output of the resource for the duration of the 15-year term. |
| Expected Commercial Operation Date (COD) | On or prior to December 31, 2023. |
| Installed Capacity (MW) | Nameplate capacity no less than 10 MW and no greater than 400 MW (not inclusive of storage capacity). |
| Operation | Storage components of generation+storage resources will only be charged by the generation resource they are directly connected to (no grid charging).Storage resources are expected to operate at approximately 200 cycles[[1]](#footnote-2)/year. Storage resources must have no limit to the numbers of times per day that they may be charged or discharged. |
| Station Use | Seller will be responsible for Station Use. |
| Seller Security Requirements | $60/kW of Contract Capacity for generation resources and $90/kW of Contract Capacity for storage resources. |
| Guaranteed Energy Production | One hundred sixty percent (160%) of proposed estimated annual energy production in each 2-year performance measurement period. |
| Storage Maintenance | Seller is expected to maintain operation of the facility at full nameplate capacity throughout the 15-year term. Any maintenance or replacement required to maintain nameplate operation of the facility is the responsibility of the Bidder. |
| Operational Efficiency | Round-trip efficiency of the storage resource must remain above 60% throughout the project lifetime. |

### Distributed Energy Resource (DER) Track

|  |  |
| --- | --- |
| Location | **Projects must be located within Los Angeles or Ventura counties.** |
| Products | RPS-eligible generation, RPS-eligible generation+storage, and stand-alone storage capable of offering Energy, Resource Adequacy (RA), and Ancillary Services (if applicable). |
| Price | Fixed $/MWh with zero percent (0%) annual escalator. Prices must be offered at the project Pnode.Projects that include storage (including standalone storage projects) may add an optional $/kW-month storage capacity cost with zero percent (0%) annual escalator.**Note: Actual payments to bidder will be consistent with the terms of the relevant PPA agreements for each project.**  |
| Number of Offers | Bidders may submit a maximum of one (1) offer per unique facility/location. This project should be the largest size and most competitive offer that meets all compliance requirements. All projects will be evaluated with the assumption that smaller project sizes may be priced and negotiated during final shortlisting negotiations.If the submitted project is generation+storage, the project will be evaluated both as a standalone generation project as well as a generation+storage project, under the assumption that the submitted $/MWh PPA price holds for the generation portion of the project in both generation-only and generation+storage configurations and that the $/kW-month price is an incremental cost for the storage portion of the project. If standalone generation is not an option for the submitted project, please state this clearly in the Narrative and Offer Form documents.Please submit one Offer Form Template all data for generation, generation+storage, and storage components as instructed in the Offer Form Template to ensure proper evaluation of all components of the project.Generation-only projects need only complete the appropriate generation portion of the Offer Form Template. Standalone storage projects need only complete the appropriate storage portions of the offer template.Alternative configurations, durations, or pricing schemes may be submitted as descriptions within the narrative document (see full description in “Submission Package” section below) but may not be evaluated or considered until final negotiations or at all.**NOTE: If a single Bidder wishes to submit multiple unique facilities (at different locations), each project must be submitted as an entirely separate Submission Package with fully completed copies of each relevant document.** |
| Term | Fifteen (15) years. |
| Scheduling Coordinator | Bidder shall be the scheduling coordinator (SC) for generation-only projects. CPA shall be the scheduling coordinator (SC) for all generation+storage and standalone storage projects. |
| Ownership | All projects will be owned by the Bidder, with CPA contracting the output of the facility for the duration of the 15-year term. |
| Expected Commercial Operation Date (COD) | On or prior to December 31, 2024 |
| Workforce Development | **Prevailing wage requirement: All employees hired by the project developer, and its contractors and subcontractors, that will perform construction work or provide services at the site related to construction of the Facility shall be paid wages at rates not less than those prevailing for workers performing similar work in the locality as provided by applicable California law, if any.** A project’s prevailing wage obligations can be satisfied upon the execution of a project labor agreement related to construction of the Facility.Targeted hire requirements: The project will comply with the following targeted hire requirements (refer to Section 4b of the RFO Protocol for defined terms):* A minimum of 40% of all hours of project work shall be performed by Local Targeted Worker
* A minimum of 10% of all hours of Project Work shall be performed by Disadvantaged Workers whose primary place of residence is within Los Angeles and Ventura Counties.
* 60% of all Journeymen Wiremen working on the project shall be graduates of a state approved electrical apprenticeship program.
* At least 10% jobsite electrical workers shall be OSHA 30-hour General Industry Safety and Health Certified.
* All electrical work will be performed by Journeymen Electricians, or Apprentices currently being trained in a California Approved Electrical Apprenticeship Program under the Supervision of a Journeyman Electrician.
* All Apprentices will be registered in a state of California approved apprenticeship program under the supervision of a certified electrician.
 |
| Installed Capacity (MW) | Facilities with nameplate capacity no less than 500 kW and no greater than 10 MW. Generation+storage projects will be counted as having the nameplate capacity of the generation component; however, the storage capacity for a generation+storage project cannot exceed 10 MW. |
| Operation | The storage component of a generation+storage resources will only be charged by the generation resource they are directly connected to (no grid charging).Storage-only projects will be allowed to grid charge. Storage resources are expected to operate at approximately 200 cycles[[2]](#footnote-3)/year. |
| Storage Availability | Storage-only resources must be available for a minimum of 98% of hours each month. |
| Station Use | Seller will be responsible for Station Use. |
| Seller Security Requirements | $60/kW of Contract Capacity for generation resources and $90/kW of Contract Capacity for storage resources. |
| Guaranteed Energy Production for Generation Resources | One hundred sixty percent (160%) of proposed estimated annual energy production in each 2-year performance measurement period. |
| Storage Maintenance | Seller is expected to maintain operation of the facility at full nameplate capacity throughout the 15-year term. Any maintenance or replacement required to maintain nameplate operation of the facility is the responsibility of the Bidder. |
| Operational Efficiency | Round-trip efficiency of the storage resource must remain above 60% throughout the project lifetime. |
| Storage Availability | Storage resources must be available for a minimum of 98% of hours each month. |
| Daily Dispatch Limits | Unlimited daily dispatches. |

##

## Submission Package

Projects bids should be submitted via email to CPA-cleanenergy-RFO@ascendanalytics.com by the submission deadline with a subject line of “CPA 2019 Clean Energy RFO Submission - \*\*\*\* Track” with the final portion of the subject reading “Utility Track” or “Distributed Track”, as appropriate. Submissions must include the following attachments, as detailed in the sections following:

* + 1. Fully completed Offer Form template
			1. There are two offer forms – Utility Scale and Distributed – which should be used for the appropriate category of the submitted project.
		2. Project Narrative
		3. Redlined PPA
			1. There are multiple PPA agreements – Storage, RPS+Storage, and RPS. Please use the one appropriate to the type of project being submitted.
		4. Executed non-disclosure agreement
		5. ArcGIS file of project’s geospatial footprint

### Project Narrative

Bidders should submit a brief narrative of the proposed project and vendor qualifications. This narrative will be primarily used as a reference for specific project details that are not fully captured in the Offer Form templates and for further assessment of shortlisted proposals. The contents of the narrative will not be used as part of initial quantitative or qualitative project evaluation but is mandatory for promotion to the final shortlist. **The project narrative should be submitted as a pdf document.**

The project narrative must include the following sections in the order listed below:

* 1. Project summary
		1. Brief summary of project including location, sizing, and any relevant high-level details (1-2 paragraphs)
	2. Project details summary table
		1. Should include project name, location city and county, capacity size, energy sizing (duration), COD, and pricing ($/kW-month)
	3. Detailed site description
		1. Detailed description of the current land use of the project footprint, including a detailed site map
		2. Describe the project’s proposed interconnection, including proximity to transmission interconnection and any new interconnection facilities that would need to be built
	4. Project risk
		1. Brief overview of project risks, particularly related to status of:
			1. Project interconnection
			2. Site control and permitting
			3. Environmental zoning, studies, and permitting
			4. Financing
	5. Community experience
		1. Describe what benefits the project provides the community in which it is located, including resiliency, CPA member agency partnership or co-investment, and grant eligibility
	6. Developer experience
		1. Brief description of developer experience, particularly as relates to previously completed projects of a similar scope and scale
	7. Offer variants
		1. Description of additional variants the bidder would like CPA to consider.
		2. If the bidder would like to propose offer variants beyond the one proposed in the Offer Form Template, these variants may be described in text in this section. These additional variants may not be submitted as offer form templates and will not be evaluated in the quantitative evaluation phase but may be assessed for additive value if the initial proposal is chosen for shortlisting consideration.
			1. Alternative offers that might be proposed in this section include variant technologies, distinct CODs, alternative pricing schemes, alternative dispatch capabilities (involving day-ahead, real-time, ancillary, RA or other markets) or any other arrangements that may provide additional value.

### Offer Form Template

The excel file data template is the primary source of data for evaluating submissions. **This Offer Form template is mandatory and must be fully completed for a submission to be considered compliant.** There are two separate versions of the Offer Form Template – one for the Utility-Scale track and one for the Distributed track. Proposals must complete the appropriate version of the data template for the category of project being submitted.

The Offer Form template contains the following sections, and a guide for which sheets must be completed is provided on the instructions sheet in each of the two templates. All yellow fields in the sheets relevant to the proposed project should be fully completed, utilizing the drop-down lists when provided.

* + - 1. **Participant & Project Info:** these values provide summary information for the project
			2. **Intermittent RE – Hourly:** these values will be used for quantitative modeling of intermittent renewable generation resources, whether standalone or combined with storage
				1. **RE+Storage Hourly:** these values will be used for quantitative modeling of combined RPS+storage resources
				2. **Storage Operation:** these values will be used for detailed modeling of the storage component of RPS+storage resources (both tracks) and standalone storage resources (distributed track only)
				3. **Firm RE – Hourly:** these values will be used for quantitative modeling of firm renewable generation resources, whether standalone or combined with storage
				4. **Firm RE – Operation:** these values will be used for detailed modeling of firm renewable generation resources, whether standalone or combined with storage
			3. **Qualitative Assessment:** this questionnaire gathers information for qualitative selection criteria. Responses to the qualitative questionnaire will be a significant component to CPA’s project evaluation.
			4. **Development Risk:** these questions are intended to assess potential project development risk.

### Redlined Energy Storage Agreement

The RFO materials packet includes the document “CPA Energy Storage Agreement”. This document should be reviewed and redlined by the bidder in accordance with Section 7 of this RFO Protocol.

### ArcGIS Project File

**All projects are required to submit an ArcGIS file of the relevant geospatial footprint of the project.** Please see Exhibit A: Instructions for ArcGIS Maps and Offer Form Template “Qualitative Assessment” Sheet, at end of document for details on how to create the appropriate ArcGIS file.

### Non-Disclosure Agreement

All Bidders are required to sign CPA’s standard Non-Disclosure Agreement (“NDA”). CPA will not accept changes to the NDA.

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## Screening and Compliance

After the submission deadline, all submissions will be reviewed for basic compliance and completeness. At the discretion of CPA, developers may be contacted to notify them of deficiencies in their submission materials. **Bidders will have two (2) business days to respond with updated and compliant submission materials or risk rejection from consideration.**

**Bidder is solely responsible for checking compliance of all submitted materials. Lack of communication from CPA does not imply confirmation of a compliant submission.**

# Evaluation and Selection Criteria

Projects will be evaluated based on a combination of quantitative and qualitative criteria. Quantitative criteria will focus on project performance and economics, while qualitative criteria will focus on factors related to environmental stewardship, workforce development, development risk, project location, and impact on Disadvantaged Communities. Both categories of criteria will play a major role in project evaluation.

## Quantitative Evaluation

All projects will be assessed for market performance against the relevant project Pnode. Initial evaluation of all projects will use the hourly generational profile data provided in the Offer Form templates (sheets 3a and 4a) dispatched against simulated Pnode prices to model project revenue over the 15-year project lifetime. Pnode prices will be generated using modeling that accounts for changes in regional fundamentals (congestion, solar generation, storage, etc) over time. This analysis will provide an estimate of energy value for each project, which along with the $/MWh PPA cost and, if relevant, $/kW-month capacity cost submitted in the proposal will be used to calculate an overall value for each project.

In the initial evaluation, all projects will be evaluated as dispatching only in the Day-Ahead market of the project Pnode. Dispatchable projects should optimize their hourly generation profile around DA-only dispatch. This valuation is used to determine a baseline energy value for the project. Shortlisted projects will be evaluated in more detail using project specifications entered in the “operation” templates (3b and 4b) and will be dispatched across all relevant DA, RT, and ancillary markets.

## Qualitative Evaluation Criteria

In performing this evaluation, CPA will consider a common set of qualitative criteria, a partial list of which is included below. This list may be revised at CPA’s sole discretion and includes:

* Overall clarity and quality of response, inclusive of completeness, timeliness, and conformity
* **Development Risk**
	+ Project development status, including but not limited to progress toward interconnection, deliverability, siting, zoning, permitting and financing requirements
* **Environmental Stewardship**
	+ CPA is committed to be an environmental leader by providing customers with energy that delivers multiple benefits for air, water, and nature and avoids impacts to important lands, species, and waters. CPA will prioritize projects that are considered multi-benefit renewable energy and projects located in areas zoned for renewable energy development. CPA will de-prioritize projects located in high-conflict areas.
* **Workforce Development**
	+ CPA is committed to creating community benefits, which includes engaging a skilled and trained workforce and targeted hires. CPA will prioritize projects demonstrating the following:
		- Projects that have secured a 5-trade community benefit or project labor agreement.
		- Projects utilizing a skilled and trained workforce and meet all of the following criteria:
			* All electrical work[[3]](#footnote-4) will be performed by Journeymen Electricians[[4]](#footnote-5) or Apprentices[[5]](#footnote-6)
			* At least 60% of all Journeyman Wiremen are graduates of a state-approved joint labor management apprenticeship training program
			* At least 10% jobsite electrical workers shall be OSHA 30-hour General Industry Safety and Health Certified.
			* Projects utilizing prevailing hourly wage rates
		- Projects utilizing local and targeting hires:
			* A minimum of 40% of all hours of project work shall be performed by Local Targeted Workers[[6]](#footnote-7), with priority given to residents of Los Angeles and Ventura Counties.  If the Contractor/Subcontractor/Employer (“C/S/E”) has exhausted the available pool of local residents, Local Targeted Worker shall refer to workers from Economically Disadvantaged areas.[[7]](#footnote-8)
			* A minimum of 10% of all hours of project work shall be performed by Disadvantaged Workers[[8]](#footnote-9) whose primary place of residence is within a 25-mile radius of the project.
* **Disadvantaged Communities**[[9]](#footnote-10) - CPA will prioritize projects that are located within DACs, can demonstrate DAC workforce and community development benefits, and have conducted outreach to DAC communities.
* **Project Location** – CPA prefers projects located within California, with high preference for projects located within Los Angeles and Ventura counties.

## Development Risk

All projects will be assessed for project development risk using the answers supplied in the “Development Risk” sheet of the Offer Form template. The results of these questions will be used to provide an additional qualitative project score to aid in final project shortlisting.

# Communication Guidelines

Neither Ascend nor CPA will be answering questions related to the RFO outside of the formal Q&A process. Bidders are prohibited from communicating with CPA personnel, board director or alternate outside of this Q&A process. **If it is discovered that a Bidder contacts and receives information from any CPA personnel, board director or alternate, outside of the rules established by this RFO, CPA may, in its sole determination, disqualify such Bidder’s proposal from further consideration or take any other action as CPA may decide.** Please review CPA’s Vendor Communication Policy, available at: <https://cleanpoweralliance.org/wp-content/uploads/2019/06/CPA2019-010_Policy_Vendor-Communications.pdf>.

### Bidders’ Webinar

CPA and Ascend will host an informational webinar on October 30, 2019 at 11:00 AM Pacific Standard Time to review the objectives and process of this RFO. Bidders are encouraged to attend. Bidders must register for the webinar at: <https://attendee.gotowebinar.com/register/2471711337528163341>. A registration link for the webinar will also be provided via email by October 25, 2019 to Bidders who register on the website (<https://www.ascendanalytics.com/cpa-clean-energy-rfo>).

### Q&A

All questions will be answered through a formal Q&A process. Bidders must submit questions to cpa-cleanenergy-rfo@ascendanalytics.com by 11:59 PM Pacific Standard Time on November 1, 2019. All questions received and all answers to such questions will be posted in a single response document for all Bidders to view on the CPA storage RFO page by November 11, 2019. CPA reserves the right to group questions, combine issues, or organize answers in a manner that CPA finds appropriate.

# Buyer Security

CPA does not intend to provide collateral or performance security in connection with any PPAs that it may execute in connection with this RFO. By submitting an offer through this RFO, Seller acknowledges and accepts that CPA does not intend to provide collateral or performance security in connection with any PPA, and no such offer submitted will be subject to a requirement that CPA post collateral or security.

# PPA Redlines

CPA is including the proposed form of the PPA that CPA intends to use as the basis for contracting with successful Bidders. Bidders must consider the commercial terms stipulated in this RFO Protocol as well as those commercial terms defined in the agreement when submitting an offer to this RFO. CPA will consider limited requests for adjustments and edits to its form agreements, provided that such requested edits are incorporated as redline edits to the energy storage agreement Word document and submitted as part of the submission package. While CPA will consider limited requests for adjustments and edits to its form agreements, adherence to CPA’s standard contract terms is an important factor in CPA’s evaluative process that will be strongly weighted. Offers that accept CPA’s standard contract terms will be given preference during such evaluation. Bidders should be aware that changes to CPA’s standard contract terms submitted after the response deadline may result in disqualification of the offer and, if applicable, forfeiture of the Shortlist Deposit provided under the Exclusivity Agreement.

# Exclusivity Agreement

Following Bidder notification (i.e., shortlist selection), in order to continue with the process, selected Bidders will be required to sign CPA’s standard Exclusivity Agreement that is attached to the RFO Release documents as “CPA Exclusivity Agreement.docx” and to **submit a deposit of $3.00/kW AC for all short-listed project capacity (“Shortlist Deposit”)**. The Shortlist Deposit is intended to secure the obligations of any shortlisted Bidder(s) during the negotiating period and to ensure that each offer has been carefully considered. The Shortlist Deposit must be in the form of either a cash deposit or a Letter of Credit. “Letter of Credit” means an irrevocable standby letter of credit, in a form reasonably acceptable to CPA, issued either by (i) a U.S. commercial bank, or (ii) a U.S. branch of a foreign commercial bank that meets the following conditions: (A) it has sufficient assets in the U.S. as determined by CPA, and (B) it is acceptable to CPA in its sole discretion. The issuing bank must have a credit rating of at least A- from S&P or A3 from Moody’s, with a stable outlook designation. In the event the issuer is rated by both rating agencies and the ratings are not equivalent then the lower rating will apply. All costs of the Letter of Credit shall be borne by Bidder.

Please refer to the CPA Exclusivity Agreement for additional details regarding the Exclusivity Period (as defined the Exclusivity Agreement) and return of the Shortlist Deposit.

# No Guarantee of Offer or Agreement

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

CPA reserves the right, without qualification and 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 RFO. CPA may at any time and for any reason decline to enter into any potential PPA with any Bidder, terminate negotiations with any Bidder, or to abandon the RFO process in its entirety. CPA shall not be liable to any Bidder submitting a proposal in response to this RFO. CPA shall not be liable to any Bidder or party in law or equity for any reason whatsoever for any acts or omissions arising out of or in conjunction with this request for submittals. No implied or express waiver of CPA’s rights is intended.

CPA reserves the right to request clarification of information submitted through supplementary follow-up questions or inquiries or to request additional information from any one or more of the Bidders.

Each Bidder’s costs for developing its proposals, including all RFO review, bid preparation and submittal costs, are entirely the responsibility of the applicable Bidder, and CPA shall not have any responsibility or liability for such costs.

CPA states that the information in this RFO Protocol is accurate to the best of CPA’s knowledge but is not guaranteed to be correct. Bidders are expected to complete all due diligence activities prior to entering into any final contract negotiations with CPA.

# Collaboration

No Bidder shall collaborate on, coordinate, or discuss with any other Bidder or potential Bidder the substance of this RFO, RFO strategies, or whether CPA has shortlisted certain bids.

# Non-discrimination

CPA does not give preferential treatment based on race, gender, color, ethnicity, or national origin.

# Confidentiality

All correspondence with CPA including responses to this solicitation will become the exclusive property of CPA and will become public records under the California Public Records Act (Cal. Government Code section 6250 et seq.)  All documents sent by Bidders to CPA may be subject to disclosure, unless exempt due to one of the narrow exceptions to the disclosure requirements.

In order to designate information as confidential, the Bidder must clearly stamp and identify the specific portion of the material designated with the word “Confidential” and provide a citation to the California Public Records Act that supports keeping the information confidential. Bidder should not over-designate material as confidential. Over-designation would include stamping entire pages or series of pages as confidential that clearly contain information that is not confidential.

Therefore, any proposal which contains language purporting to render all or significant portions of their proposal “Confidential”, “Trade Secret” or “Proprietary”, or which fails to provide the exemption information required as described below may be considered a public record in its entirety subject to the procedures described below. **Do not mark your entire proposal as “confidential”.**

If required by any law, statute, ordinance, a court, Governmental Authority or agency having jurisdiction over the CPA, including the California Public Records Act, CPA may release Confidential Information, or a portion thereof, as required. In the event CPA is required to release Confidential Information, it shall notify the Bidder of the required disclosure, such that the Bidder may attempt (if it so chooses), at its sole cost, to cause the recipient of the Confidential Information to treat such information in a confidential manner, and to prevent such information from being disclosed or otherwise becoming part of the public domain. By submitting a proposal, Bidder agrees to indemnify and hold harmless CPA, its directors, officers, employees and agents, from any claims, liability, award of attorneys’ fees, expenses, or damages, and to defend any action brought against above said entities for CPA’s refusal to disclose any confidential, trade secret, or other proprietary information to any party.

CPA does not intend to disclose any part of any proposal before it announces a recommendation for approval by CPA’s Board of Directors of a contract, on the ground that there is a substantial public interest in not disclosing proposals during the evaluation or contract negotiation process.

# Bidder Representations

By submitting a bid, Bidder agrees to be bound by the conditions of the RFO Protocol, and makes the following representations, warranties, and covenants to CPA, which representations, warranties, and covenants will be deemed to be incorporated in their entirety into each of Bidder’s submittals and are deemed to be material to CPA’s consideration of the proposals:

1. Bidder agrees that CPA is not liable to any Bidder or party in law or equity for any reason whatsoever for any acts or omissions arising out of or in conjunction with this request for submittals and that Bidder has no legal recourse against CPA, its Members, CPA’s directors, officers, employees, and agents for rejection of their submittal(s).
2. Bidder acknowledges that it has had the opportunity to seek independent legal and financial advice of its own choosing with respect to this RFO and agrees to be bound by the terms and specifications of this RFO and any addenda subsequently issued prior to the due date of the submittal.
3. Bidder has obtained all necessary authorizations, approvals, and waivers, if any, required by Bidder to submit its bid pursuant to the terms of this RFO and to enter into a final agreement with CPA.
4. Bidder acknowledges that CPA reserves the right to enter into relationships with more than one Bidder, can choose not to proceed with any Bidder with respect to one or more identified Tasks, and can choose to suspend this RFO or issue a new RFO that would supersede and replace this RFO.
5. Bidder warrants that it has no employees in its employ who in any capacity have a position at CPA that enable him/her to influence the selection of a Bidder or any competing RFO, nor does Bidder have in its employ any CPA Director, including any Regular or Alternating Directors (collectively “CPA Director”) or CPA employee who is the spouse or economic dependent of such a CPA employee. A list of current CPA Directors can be found in CPA’s Vendor Campaign Contribution Disclosure Form. This list may be updated from time to time.
6. Bidder’s submission complies with all applicable laws.
7. Bidder warrants that all information submitted by Bidder to CPA in connection with this RFO is true and accurate as of the date of Bidder’s submission. Bidder also covenants that it will properly update any submitted information immediately upon any material change thereto.

Bidder acknowledges and accepts that CPA does not intend to provide collateral or performance security in connection with any PPA.

# Description of Documents in RFO Release Package

1. RFO Protocol *(2019 Clean Energy RFO Protocol.docx)*:
	1. Description of RFO, submissions and compliance requirements, contract terms, selection criteria, submittal instructions, legal terms.
2. Submission Instructions *(Submission Instructions for CPA 2019 Clean Energy RFO.docx)*:
	1. Concise instructions for submitting a compliant proposal to this RFO.
3. Non-Disclosure Agreement (NDA) *(CPA NDA Agreement.docx)*:
	1. **The NDA must be signed by all Bidders and submitted in submission package.**
4. Exclusivity Agreement *(CPA Exclusivity Agreement.docx)*:
	1. The Exclusivity Agreement must be signed by all Bidders selected by CPA to enter into the negotiation and contracting phase. Signature not required during initial submission.
5. Offer Form Template*(Offer Form Template – Clean Energy RFO\_utilityscale.xlsx, Offer Form Template – Clean Energy RFO\_distributed.xlsx)*:
	1. Template for submitting all projects specifications, qualitative assessment answers, and developer and project risk answers.
	2. Each proposal must fill out one template – utility scale or distributed – according to which track the proposed project falls in to.
	3. Details on ArcGIS portion of the Qualitative Assessment Questionnaire found in Exhibit A, below.
	4. **Must be fully completed and submitted in submission package.**
6. Energy Storage Agreement *(RPS Agreement.docx, RPS Plus Storage Agreement.docx, Energy Storage Agreement.docx)*:
	1. Each proposal must fill out one agreement according to which category the proposed project falls in to.
	2. **Must be reviewed, redlined as necessary, and submitted in submission package.**
7. CPA Vendor Campaign Contribution Disclosure Form *(CPA Vendor Campaign Contribution Disclosure Form.pdf):*
	1. The Vendor Campaign Contribution Form must be signed by any Bidder receiving contract approval by CPA’s Board of Directors of a contract. Signature not required during initial submission.

# Required Submission Package Documents

Please see “Submission Instructions for 2019 CPA Reliability RFO.docx” for a concise description of submission instructions.

* **Offer Form Template – Clean Energy RFO spreadsheet**
	+ All yellow fields on all project-relevant sheets fully completed
* **Project Narrative**
	+ This document should be created by the user according to the details in section 3d of this RFO Protocol and uploaded as a pdf file.
* **PPA Agreement document**
	+ Redlined as detailed in Section 7 of this RFO Protocol
	+ There are three distinct agreements that correspond to different proposal project types:
		- RPS Agreement – generation-only projects
		- RSP Plus Storage Agreement – projects that contain both generation and storage components
		- Energy Storage Agreement.docx – storage-only projects (Distributed track only)
* **NDA document**
	+ Signed
* **ArcGIS file**
	+ Geospatial footprint of submitted project, created as per Exhibit A of the 2019 Reliability RFO Protocol document.

# Exhibit A: Instructions for ArcGIS Maps and Offer Form Template “Qualitative Assessment” Sheet

1. Create a Data Basin Account,
	1. Go to [www.DataBasin.org](http://www.DataBasin.org), click “Sign Up” and create a user account (free)
2. Load project geospatial data into Data Basin:
	1. Create an ArcGIS Layer Package of your project footprint, including all associated infrastructure.
	2. Click on “Create” and select “Import a Dataset”
	3. Click on “Choose file” and select the ArcGIS Layer Package associated with your project’s geospatial footprint, agree to Data Basin terms of use and Submit. The layer package will load.
	4. Add additional required metadata and be sure to mark the data layer as “private” in the upper right-hand corner.
	5. Submit the layer package.
3. Use datasets and maps included in the Clean Power Alliance Gallery on Data Basin to answer questions below related to geospatially-explicit screening criteria:
	1. Go to the [Clean Power Alliance Gallery](https://databasin.org/galleries/2584adde41da43b68f3af825905a743c#expand=167741%2C167742). The gallery is organized into maps/datasets related to avoidance, and maps/dataset related to renewable energy zones and multi-benefit areas.
	2. To open map or dataset, click on the hyperlinked name of the map or dataset which will open to a description. Then hover over the image of the map or dataset and click “Open in Map”.
	3. Once the map or dataset loads into the interactive map platform, click on “layers” drawer. Click on the “Add Dataset” hyperlink at the top.
	4. Search for Project dataset that you already loaded into Data Basin, select it, and click the “add items” button at the bottom of the screen.
	5. Compare the screening layers with the project footprint dataset to answer the questions below.

**Bidders are required to upload an ArcGIS Layer Package associated with their project’s geospatial footprint as part of the submission package.**

Bidders may use the Data Basin links to download layers and screen the project footprint with their own GIS software.

1. A “full cycle” is defined as the net discharge of the full battery energy capacity plus the net charge of the full battery energy capacity. For example, if a 400 MWh battery discharges 600 MWh and charges 600 MWh over some period of time, that would be considered 1.5 full cycles. [↑](#footnote-ref-2)
2. A “full cycle” is defined as the net discharge of the full battery energy capacity plus the net charge of the full battery energy capacity. For example, if a 400 MWh battery discharges 600 MWh and charges 600 MWh over some period of time, that would be considered 1.5 full cycles. [↑](#footnote-ref-3)
3. Electrical work is defined as the placement, installation, commissioning, testing, programming, erection or connection of any electrical wires, fixtures, appliances, apparatus, raceways, conduits, transmission lines, solar photovoltaic cells or any part thereof, or any upgrade thereto; which generates, transmits, transforms, stores or storage used to integrate eligible renewable resources, add/or utilizes electrical energy, regardless of form or purpose, and regardless of voltage; as well as electrical energy efficiency, which includes but is not limited to: all lighting work, all advanced lighting controls (including third party certification, California Advanced Lighting Control Training Program {also known as “CALCTP”}, all building controls and automation, energy and electric technology related to metering, sub-metering and/or systems related to or regarding demand response. [↑](#footnote-ref-4)
4. Journeymen Electrician is a worker who either: 1) graduated from an apprenticeship program for the applicable occupation that was approved by the chief or located outside California and approved for federal purposes pursuant to apprenticeship regulations adopted by the Secretary of Labor, or 2) has at least as many hours of on-the-job experience in an applicable occupation as would be required to graduate from an apprenticeship program for the applicable occupation that is approved by the chief. [↑](#footnote-ref-5)
5. An Apprentice means registered in an apprenticeship program approved by the chief pursuant to Section 3075 of the Labor Code who is performing work covered by the standards of that apprenticeship program and receiving the supervision required by the standards of that apprenticeship program. [↑](#footnote-ref-6)
6. Local Targeted Worker refers to workers located within a 25-mile radius of the project [↑](#footnote-ref-7)
7. Economically Disadvantaged Area" means a zip code that includes a census tract or portion thereof in which the median annual household income is less than $40,000 per year, as measured and reported by the U.S. Census Bureau in the 2010 U.S. Census and as updated upon the U.S. Census Bureau issuing updated Median Annual Household Income data by census tract in the American Community Survey. [↑](#footnote-ref-8)
8. Disadvantaged Worker means an individual who faces at least one of the following barriers to employment: (1) being homeless; (2) being a custodial single parent; (3) receiving public assistance; (4) lacking a GED or high school diploma; (5) having a criminal record or other involvement with the criminal justice system; (6) suffering from chronic unemployment; (7) emancipated from the foster care system; (8) being a veteran of the United States Armed Services; (9) being an apprentice with less than 15% of the required graduating apprenticeship hours in a program; or (10) residing in an area that falls in the top 15-percentile of the [CalEnviroscreen](https://oehha.ca.gov/calenviroscreen) 3.0 score. [↑](#footnote-ref-9)
9. Disadvantaged Community means in or within half a mile of a [CalEnviroscreen](https://oehha.ca.gov/calenviroscreen) census tract in the 75th percentile or higher. [↑](#footnote-ref-10)