



2019 Carbon-Free Power Supply

Joint Request for Proposals

Issuance Date: April 17, 2019

Response Deadline: May 17, 2019 – 5:00 PM PDT

The statements contained in this RFP are made subject to the Reservation of Rights set forth in Appendix D of this RFP and the terms and acknowledgements set forth in the Proposal Submission Agreement.

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1. General Information

1.1. Introduction & Purpose

Monterey Bay Community Power (MBCP) together with the Silicon Valley Clean Energy (combined "MBCP & SVCE") through this 2019 Joint Request for Proposals for Carbon-Free Power Supply ("Joint RFP") intend to make progress towards meeting their respective goals related to Renewable Portfolio Standard (RPS), greenhouse gas emission reductions and reliability requirements. MBCP & SVCE are both Community Choice Aggregators (CCA) formed under the authority of a joint powers' agency and subject to legislative and regulatory requirements imposed on a load serving entity within the state of California.

MBCP & SVCE have both adopted a carbon-free supply portfolio goal and through this Joint RFP are seeking to acquire Eligible Resources, as defined below, through one or more power purchase agreements (PPA) for a combined total of up to 800,000 annual MWh of energy and the associated environmental, capacity, and/or ancillary service attributes. The objective is for deliveries to start as early as January 1, 2021, but no later than December 31, 2022 and for a minimum term of ten (10) years.

1.2. Communities of Monterey Bay Community Power and Silicon Valley Clean Energy

In spring 2018, Monterey Bay Community Power (MBCP) began providing their member communities throughout Monterey, San Benito and Santa Cruz Counties with clean-sourced power. MBCP serves the cities of San Luis Obispo and Morro Bay. MBCP's estimated 2021 load is 3,350 GWh with a peak capacity of 530 MW distributed 65% non-residential and 35% residential.

[MBCP IRP](#) and [Audited Financials \(See Item 4\)](#)

In April 2017, SVCE began providing their member communities in Santa Clara County with renewable and carbon-free electricity. SVCE serves 12 cities and unincorporated communities in Santa Clara County. SVCE's estimated 2021 load is 4,000 GWh with a peak capacity of 800 MW distributed 68% non-residential and 32% residential.

[SVCE IRP](#) and [Audited Financials](#)

In the fall of 2017, MBCP & SVCE issued a its first joint RFP for carbon-free resources, which resulted in the successful negotiation of power purchase agreements (PPA) for three projects, two solar-plus-storage and one wind project. The two solar-plus-storage resources are located in California, and the combined capacity from the solar projects is 278 MW with 85 MW of storage capacity. The wind project capacity is 200 MW coming from New Mexico. Combined these projects are expected to meet ~20% of each CCA's load requirements on an annual basis. All projects are expected to be on-line by December 1, 2021.

1.3. Joint RFP Documents

This RFP document consists of a main body and four (4) appendices. Among other things, the main body (i) offers general information pertaining to this RFP, (ii) describes the purpose and drivers of this RFP and provides high-level considerations for Bidders, (iii) includes a milestone schedule for this RFP, (iv) sets forth terms governing the preparation and submission of proposals and RFP-related communications with MBCP & SVCE, and (v)

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provides a high-level overview of the process for evaluating and selecting proposals submitted in response to this RFP. The four Appendices are as follows:

- Appendix A to this RFP is the Offer Form
- Appendix B is the Proforma Term Sheet
- Appendix C contains Project Specifications (Information Only)
- Appendix D contains an express reservation of MBCP's & SVCE's rights in connection with this RFP; warranty, liability, and contract acceptance disclaimers; terms addressing the disclosure of RFP- related information by MBCP & SVCE and Bidders in this RFP, Bidder's responsibility for RFP-related costs, and Board approvals; and Bidder's deemed acceptance of the rights and terms contained in Appendix D and MBCP's & SVCE's reliance upon such acceptance.

Bidders are responsible for familiarizing themselves with and being fully aware of the terms of this RFP, including the terms of each Appendix.

1.4. Joint RFP Website

This RFP and related material and information are posted on each CCA's website and available for review. Each website will be updated from time-to-time with additional information related to this RFP. Interested Persons are responsible for monitoring the websites to ensure the timely receipt of information about this RFP.

1.5. Joint RFP Administrator

The RFP Administrator for this RFP is SVCE. The contact information for the RFP Administrator is: Monica Padilla, SVCE Director of Power Resources.

The RFP Administrator's responsibilities include (i) acting as a liaison between the participants in this RFP and MBCP & SVCE on all RFP-related matters, (ii) ensuring that Bidder questions MBCP & SVCE receive are addressed in an appropriate manner, (iii) receiving, recording and maintaining Bidder proposals, (iv) and managing other administrative matters relating to this RFP.

As detailed in Section 6.1 below, all questions, requests, and other inquiries or communications from or on behalf of Bidders to MBCP & SVCE about this RFP must be directed in email to the RFP Administrator.

Email: EnergyRFP@svcleanenergy.org

2. RFP Overview

2.1. RFP Purpose

To satisfy a projected long-term need for carbon-free power supply beginning in 2021, MBCP & SVCE are seeking to procure a combined total of 800,000¹ annual MWh (approximately 10% of each CCA's load) of renewable or carbon-free energy from an

¹ Without limiting its rights in 1.1.1.1.1.1. Appendix D, MBCP & SVCE reserve the right to contract for more than the amounts stated in the prior paragraph to meet Carbon-Free portfolio targets. MBCP & SVCE may elect to contract with one or multiple counterparties to meet the objectives of this RFP. MBCP & SVCE may also select proposals out of rank order to promote diversity of supply in this RFP, gain experience with different technologies, limit exposure to a counterparty, technology, resource, particular set of risks, or achieve other commercial goals each CCA deems appropriate.

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Eligible Resource or portfolio of Eligible Resources. Proposals offered into this RFP will be evaluated for their ability to meet MBCP’s & SVCE’s carbon-free portfolio targets in accordance with the terms of this RFP as based on a best fit and value and at the lowest reasonable cost considering, without limitation, reliability, risk mitigation, and other relevant factors including the ability to provide enhanced grid reliability by providing Resource Adequacy attributes as defined by the California Public Utilities Commission and the California Independent System Operator².

2.2. Eligible Resources, Products Sought and Preferred Terms

Eligible Resources	The project must meet eligibility criteria for eligible renewable energy resources as defined in PUC Section 399.12 and implemented by the California Energy Commission (CEC) pursuant to its RPS Eligibility Guidebook requirements for Portfolio Content Category One Eligible Renewable Resource (PCC1 ERR) ³ , for which generation technologies include: small hydroelectric generation, solar photovoltaic, wind resources, biomass, biofuel, and geothermal resources and must be “in-state”.
Project Attributes	Any purchase of capacity and energy made pursuant to this RFP will also include any and all associated Capacity, Energy, Environmental Attributes/Renewable Energy Credits (RECs), and Ancillary Services associated. Bidders must demonstrate how their project(s) will help MBCP & SVCE meet their RA requirements and Ancillary Services needs.
Project Location	The project must be “in-state”. Projects which are out-of-state, but have a first point of interconnection within a California Balancing Authority (e.g., CAISO, LADWP, BANC, IID, TID), are considered “in-state”. A project is considered “out-of-state” if its first point of interconnection is within WECC, but not within a California Balancing Authority.
Delivery Term	In an effort to meet California’s RPS requirements for Compliance Period 4 (2021-2024), MBCP & SVCE prefer resources with a commercial on-line date (COD) of January 1, 2021, but no later than December 31, 2022. Minimum term of ten years. Term lengths of 15 and 20 years will also be considered.
Scheduling and Dispatch Flexibility	MBCP & SVCE prefer to provide Schedule Coordinator (SC) services. If the Bidder prefers to be the SC, then MBCP & SVCE require the ability to make schedule changes at any time, applicable to CAISO market scheduling rules.
Energy Storage Option	Bidders submitting solar projects are highly encouraged to provide the ability to add storage as an option. If this option is offered, bidder must include the following information:

² Definitions and documentation regarding Resource Adequacy may be found at <http://www.caiso.com/planning/Pages/ReliabilityRequirements/Default.aspx> and <http://www.cpuc.ca.gov/ra/>.

³ Definition of PCC1 category found in the “Portfolio Content Category Classification Review Process Handbook” located at: <http://cpuc.ca.gov/WorkArea/DownloadAsset.aspx?id=6442454933>

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	<ul style="list-style-type: none"> • Technology • Battery size – MW of storage • Duration – Hours of storage (e.g., 2, 3 or 4 hours) • Grid Charging limitations • RA attributes <p>Include information on how to enhance energy storage value including AC/DC or DC coupled configurations, grid charging (pre and post ITC period), etc.</p>
Price & Settlement	<p>Bidders must price their proposed project in the following forms:</p> <ul style="list-style-type: none"> • All-in energy price [\$/MWh] <ul style="list-style-type: none"> ○ May only be provided without an escalator ○ This price includes Delivered Energy, Environmental Attributes, Capacity Rights, and Ancillary Services • Capacity pricing [\$/kW-month] <ul style="list-style-type: none"> ○ Applies only for energy storage component, if applicable ○ Provide a separate price for a Behind-the-Meter configuration AND for a Front-of-the-meter configuration, if applicable <p>Bidders must include the price at the Project Pnode (i.e., the CAISO pricing node assigned to the generator) and at least one of the following Trading Hubs:</p> <ul style="list-style-type: none"> • PG&E DLAP • NP15 <p>Note that this RFP is not seeking outright ownership of capacity or energy resources. Only the above-mentioned pricing schemes will be considered.</p>
Minimum Capacity	<p>Proposed Projects must meet the following minimum sizes:</p> <ul style="list-style-type: none"> • 20 MW for variable (un-firmed) solar and wind projects • 5 MW for non-variable resources (firmed solar/wind, geothermal, storage, etc.) • 50,000 MWh/year for energy-only offers

The foregoing is not intended, and should not be construed, as an exhaustive listing of important commercial terms for a PPA resulting from this RFP. Please refer to Appendix B for a broader-based summary of terms of the Term Sheet and the sections below for other relevant commercial provisions or considerations.

2.3 Alternative Proposals

Bidders are encouraged to submit as part of their proposal alternative solutions for meeting the unique load profile characteristics of each CCA and their respective needs to deliver carbon-free energy ideally to match load on a seasonal, monthly or hourly basis. Expected hourly load in calendar year 2022 for each CCA:

[MBCP’s 2022 Hourly Load](#)

[SVCE’s 2022 Hourly Load](#)

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3. RFP Schedule

3.1. Schedule

The RFP Schedule below sets out milestone events and dates and is critical for Bidders interested in participating in this RFP. Notice of any change to the RFP Schedule will be posted on each CCA's Website.

Activity	Scheduled Date
Issuance of RFP	April 17, 2019
Bidders Webinar	May 3, 2019 at 1:00 PM PDT
Deadline to submit questions	May 7, 2019 at 5:00 PM PDT
Responses to questions provided	May 10, 2019 at 5:00 PM PDT
Deadline to submit proposals	May 17, 2019 at 5:00 PM PDT
Proposal Clarification Contact Period	May 20 – 29, 2019
Notification of final shortlisted Bidders (Tentative)	June 14, 2019
PPA negotiations	July – December 2019
Final contract approval	December 2019

4. RFP Milestones and Processes

4.1. Bidders' Webinar

On May 3, 2019 MBCP & SVCE will hold a Bidders' Webinar. The Bidders' Webinar will give participants an overview and information session regarding this RFP and related processes and will allow Bidders to ask questions of MBCP & SVCE directly.

Join Webex meeting Meeting number (access code): 626 447 271 Meeting password: apQHwQ48

MBCP & SVCE will post answers to all questions on both MBCP and SVCE websites, including those questions submitted but not answered during the Bidders' Webinar. Please refer to Section 5.1 below for additional information concerning questions submitted in connection with this RFP.

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In the event of an inconsistency between the RFP documents, the Bidders' Webinar presentation, and the responses posted online or provided verbally, the RFP documents will control.

4.2 Submission and Posting of RFP Questions

Bidders and other interested Persons are encouraged to submit questions about this RFP, to the RFP Administrator (using the contact information provided above in 1.1). All questions regarding this RFP must be submitted by email. Interested Persons are requested to submit questions as promptly as possible to ensure the timely receipt of MBCP's & SVCE's response.

Subject to MBCP's & SVCE's consideration of the confidentiality concerns, MBCP & SVCE intend to post all questions submitted by Bidders, as well as MBCP's & SVCE's responses to those questions, on each website. All questions will be posted anonymously, to shield the identity of Bidders who posed the questions. MBCP's & SVCE's objective in posting questions and answers is to afford Bidders equal access to information potentially relevant to their proposals. Bidders are urged to submit RFP questions to MBCP & SVCE as early as possible, in consideration of the proposal submission deadlines. MBCP & SVCE expect to provide answers only to questions posed on or before the May 3, 2019 and that are specific to an actual proposal submission issue.

5. Proposal Submission

The Proposal Submission Process requires each Bidder to submit to MBCP & SVCE a completed Proposal Package and responses to Appendix A and Appendix B, as applicable (collectively referred to as the "Proposal Package"), in order to have its proposal(s) evaluated under this RFP. Under the current schedule, Bidders must submit a completed Proposal Package by 5:00 p.m. PDT on May 13, 2019.

Bidder will each bear the risk of any failure of Bidder to submit the completed Proposal Package by the required deadline as required by this RFP. Proposals for which Bidder does not submit all agreements, information, and material as required by this RFP may be considered non-conforming and eliminated from consideration. Responsive proposals are those which are deemed conforming to all requirements listed in this RFP document.

All proposals must be submitted in email form with the appropriate attached documents to the following email address:

EnergyRFP@svcleanenergy.org

6. Proposal Evaluation

6.1. Proposal Requirements

The following is a list of requirements for Proposals to be considered complete and eligible in this RFP process:

- a) Proposal must be able to deliver no later than December 31, 2022
- b) All delivered energy resources must meet the most recent California Energy Commission's Renewable Portfolio Standard eligibility requirements for Portfolio Content

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Category One Eligible Renewable Resource (PCC1 ERR)⁴, for which generation technologies include: small hydroelectric generation, solar photovoltaic, wind resources, biomass, biofuel, and geothermal resources.

- c) Proposal must be received by 5 p.m. PDT on May 13th, 2019.
- d) All portions of proposal must be received in the appropriate digital formats – pdf for narrative documents and Excel spreadsheets for the associated data templates.
- e) All associated data templates must be completed satisfactorily and provided with the proposal package. It is the duty of the proposer to contact SVCE/MBCP for clarification regarding completion of data templates and term sheet. Incomplete templates are grounds for non-consideration of a proposal.
- f) Submission must include a section summarizing proposal characteristics and qualifications related to each scoring category (see below in Section 6.2.2).
- g) After receipt of proposals, SVCE/MBCP may contact vendors to request clarification about unclear portions of proposals. Vendors will have 5 days to respond back to SVCE/MBCP or the proposal will be removed from consideration.
- h) The Delivery Term for the proposed Power Purchase Agreement for the PPA must be either ten (10), fifteen (15) or twenty (20) consecutive years.

6.2. Evaluation and Shortlisting Process

6.2.1. Phases of Proposal Evaluation

MBCP & SVCE have retained the services of Ascend Analytics to help in the evaluation and scoring of Proposals. After removal of non-compliant proposals, the RFP evaluation process will consist of two phases:

- Phase 1
 - All compliant proposals will be scored by a committee comprised of members of SVCE, MBCP, and chosen experts and ranked according to the scoring rubric detailed below.
- Phase 2
 - Top-scoring proposals will be modeled within the existing SVCE/MBCP portfolios in order to yield a final, in-depth understanding of their expected performance within those portfolios. These results will reveal the highest-value resources for SVCE and MBCP and those bidders will be Shortlisted and contacted for negotiation of contracts.

6.2.2. Explanation of Scoring Categories

All conforming proposals will be scored by a committee comprised of members of SVCE, MBCP and external experts. Proposals **must** contain an executive summary section (max 2 pages) summarizing the characteristics and qualifications of the proposed project related to each of the following scoring categories (in the order listed below).

The scoring will be based on the categories detailed in Table 1 below:

⁴ Definition of PCC1 category found in the “Portfolio Content Category Classification Review Process Handbook” located at: <http://cpuc.ca.gov/WorkArea/DownloadAsset.aspx?id=6442454933>

Table 1: Phase 1 Scoring Rubric

Criteria Component	Points
Cost	35
Project Risk	15
On-Peak Delivery	10
Bidder Experience delivering projects of similar scope and magnitude	10
Location	10
Resource Adequacy	10
Clarity and thoroughness of proposal	5
Bonus for full delivery by December 2021	5
Total	100

- **Cost**
 - The cost of the proposed resources is a primary concern for ranking proposals. Proposals will be scored based on the competitiveness of their total cost relative to other projects of a similar type.
- **Project Risk**
 - Proposals will be scored based on a qualitative assessment of the risks inherent in the proposed project. Considerations in this category may include position in an interconnection queue, project feasibility, deliverability concerns, concerns about cost structure or contract terms, project susceptibility to changes in legislation, etc.
- **On-peak Delivery**
 - In order to create portfolios with minimal emissions, SVCE and MBCP are looking for projects that can deliver clean energy throughout the day. Since there tends to be a shortage of clean energy during peak-load hours (projected to be 4-7pm), this category will award points to projects that can provide clean energy during this valuable time period.
- **Bidder Experience Delivering Projects of Similar Scope and Magnitude**
 - Bidders will be assessed for experience as a firm and/or based on the experience of the members of the project team. SVCE & MBCP are seeking bidders with demonstrated experience delivering projects of similar scope and magnitude to the projects proposed in this RFP and will be scored accordingly in this category.
- **Location**
 - Projects sited within SVCE or MBCP will score 10 points in this category. Projects sited within the California will score 5 points. Projects sited outside of California (but still considered “in-state”⁵) will score 0 points.
- **Resource Adequacy**
 - SVCE and MBCP must meet CPUC Resource Adequacy (RA) requirements (system, local, and flexible). Projects that meet these requirements will be

⁵ See “Project Location” in Section 2.2 for definition of “In-State” versus “Out-of-state”.

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scored higher in this category. Qualification for local RA are given 5 points, System 3 points, Flex RA 2, to sum up to a total of 10 points.

- **Clarity and Thoroughness of Proposal**
 - Proposals are expected to be clear, concise, informative, and readable. Proposals that provide a clear understanding of the resource proposed and do not require further clarification or re-negotiation at a later date will score highest in this category.
- **Bonus for full delivery by December 2021**
 - In order to meet California RPS Compliance Period 4 requirements, SVCE and MBCP strongly prefer projects with COD before December 31, 2021. 5 bonus points will be granted to those that can deliver by this date. Projects beginning delivery after this date will still be considered.

6.3. Notification of Evaluation Results and Commercial Negotiations

After the completion of Phase I, the RFP Administrator will communicate to each Bidder the status of its proposal(s) and whether additional discussions or negotiations are warranted. As noted, MBCP & SVCE expect to negotiate the final terms of a PPA with Bidder(s) on the Shortlist.

Placement of a proposal on the Shortlist, does not constitute or indicate acceptance by MBCP & SVCE of any proposal, any term thereof, or any related contract term. Without limiting Appendix D, MBCP & SVCE (i) have no obligation and make no commitment of any kind to enter into a Transaction with any Bidder, including a Bidder with a proposal on the Shortlist, or to be bound by any term proposed by Bidder, and (ii) have no obligation or liability with respect to a Transaction or arising out of this RFP except as may be expressly set forth in a PPA.

Upon Bidder(s) being Shortlisted, Seller will be required to provide a cash deposit or letter of credit in the amount of \$3/kW. MBCP & SVCE will return cash deposit or letter of credit (i) if the Bidder(s) and MBCP & SVCE are not able to execute a PPA with mutually agreeable terms; or (ii) the Bidder(s) deliver the product(s) agreed to in the PPA. MBCP & SVCE have the right to retain the cash deposit or letter of credit if the Bidder(s) is negligent or provides falsified information during the PPA negotiation process.

7. Miscellaneous RFP Matters

Without limiting the generality of Appendix D, MBCP & SVCE reserve the right to withdraw, suspend, cancel, or terminate this RFP, or to modify any term of this RFP, including, without limitation, any term concerning the RFP Schedule (including any date), at any time in its sole discretion. MBCP & SVCE will endeavor to notify all participants of any such withdrawal, suspension, cancellation, termination, or modification made prior to the Required Proposal Submission Time and to post notice of any such action on the each CCA's Website.

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Appendix A Offer Form

MBCP & SVCE has posted the RFP Offer Form on each CCA's Website. If the Bidder(s) has any issues accessing the document or questions, please contact the RFP Administrator.

[Offer Form](#)

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Appendix B Term Sheet

MBCP & SVCE has posted the RFP Term Sheet on each CCA's Website. Bidders are urged to review the terms and conditions of the Term Sheet and propose alternative language or methodologies in a redline document. MBCP & SVCE will review and evaluate redline Term Sheet based on conformance and suggested changes. Short-listed Bidder(s) will be provided a Proforma PPA for consideration. If the Bidder(s) has any issues accessing the document or questions, please contact the RFP Administrator.

[Term Sheet](#)

Appendix C Project Specifications for Shortlisted Bidders

As part of the RFP, MBCP & SVCE has posted this Appendix C, which contains a list of preliminary due diligence requests for existing resources. Appendix C is provided for informational purposes only at this time. Shortlisted Bidders will be required to provide this information so that MBCP can assess the project's viability. The list below contains specific questions below that Bidders should use as a guide.

If selected for the Shortlist, Bidder's complete responses to this Appendix C and more detailed information that may be requested by MBCP & SVCE will be required to be provided to the RFP Administrator no later than one week of the notice and request. Failure to provide a comprehensive response could negatively affect a proposal's overall viability ranking.

Bidders should keep in mind that this Appendix C is not a prescriptive list of requirements for its facility, but instead is a list of items that the RFP evaluation teams will use to assess the viability of individual resources. Bidders may respond to any question that does not apply with an "N/A" or "not applicable." Bidders should, when possible, submit their response to the questions below in a way that clearly identifies (correlating article numbering sequencing) the question to which they are responding.

PRELIMINARY DUE DILIGENCE LIST FOR ALL RESOURCES

The following Sections 1 – 4 apply to all proposals submitted, regardless of resource type.

1. Resource Overview and Market Experience

- 1.1. Bidder must provide a thorough summary description of the resource, including, but not limited to, the location, site description, technology, water source(s), and fuel source(s). Anything provided in the summary should not otherwise limit Bidder's response to any of the requirements below.
- 1.2. In detail, please describe Bidders experience within CAISO or other WECC markets.
- 1.3. Please provide a list and summary of all power supply contracts (including Ancillary Products).
- 1.4. Please provide summary of ownership or joint ownership of resource.

2. Plant and Equipment

- 2.1. Summary of property, plant and equipment
- 2.2. Site plan and general arrangement drawings, including fuel and transportation infrastructure, inventory storage (if applicable) and one-line diagrams
- 2.3. Plant design life
- 2.4. Operational characteristics
 - 2.4.1. Provide a description of the various modes of operation of the generating unit.
 - 2.4.2. Provide the minimum and maximum load range in each mode of operation and the limiting factor(s) for each mode.
 - 2.4.3. Provide declared maximum and historical ramp rates.
 - 2.4.4. Provide hourly generation output for the past 10 years
 - 2.4.5. Turbine generator ramp rate
 - 2.4.6. Provide the MVAR capability range of the generator. (Include 'as tested results')
 - 2.4.7. Is the unit equipped with automatic generation control (AGC)?

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- 2.4.8. What is the operating range of the unit under AGC?
- 2.4.9. Spinning and operating reserve capabilities and historic performance

3. Environmental

- 3.1. Provide a list and summary of any potentially contaminated activities at or nearby the facilities/sites that may have been identified or that Bidder may be aware of
- 3.2. Provide a list and summary of all environmental permits/registrations, including any federal, state or municipal permits issued related to the facility or site
- 3.3. Describe any pending permit-renewal proceedings, any pending requests for modification, and any expected hurdles to re-issuance
- 3.4. Provide copies of any past or current environmental site assessments, including any draft and final reports of investigations or remediation studies of site or facility conditions, regarding past or current environmental conditions whether prepared on behalf of the owner or in the owner's possession or control
- 3.5. Describe the facility environmental performance over the past five years

4. Transmission

Interconnection

- 4.1. Description of interconnection facilities
- 4.2. Maximum generator/facility capability as studied in the LGIA (PMAX Value)
- 4.3. Interconnection Agreements
 - 4.3.1. Current status of interconnection agreement including status of any required or optional system upgrades.

Transmission Service

- 4.4. Provide a description and details of any existing transmission service from the facilities' point of interconnection
- 4.5. Provide any details that are available about any past system impact studies or facility studies for service that originated or would have originated from the facilities' point of interconnection
- 4.6. Provide details regarding any CAISO sponsored deliverability studies from the facility
- 4.7. Provide details regarding any pending service requests from the facility

ADDITIONAL PRELIMINARY DUE DILIGENCE REQUEST FOR ENERGY STORAGE RESOURCES

The following Section applies to all proposals submitted that include an Energy Storage component

5. Energy storage operating restrictions may not be materially more restrictive than as set forth below,

- 5.1. Minimum Full Cycles allowed per day: 1
- 5.2. Partial Cycles allowed per day: Unlimited
- 5.3. Full Cycles allowed per year: 365
- 5.4. Maximum SOC during charging: 100%
- 5.5. Minimum SOC during discharging: 5%
- 5.6. Limitations on Grid Charging, if any

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ADDITIONAL PRELIMINARY DUE DILIGENCE LIST WIND AND HYDRO RESOURCES

The following Sections apply to all proposals submitted from wind or run-of-river hydro resource.

6. Operations and Maintenance

- 6.1. List the various entities that have overseen operation and maintenance of the plant, including any major sub-contractors to date, and provide a timeline if there have been multiple entities.
- 6.2. Electric generating statistics including gross auxiliary, net generation, EFOR, derates, historic outage rates (COD – Current)
- 6.3. List of inspection reports prepared for turbines, towers and all electric systems
- 6.4. Balance of plant routine, predictive and preventive maintenance activities

7. Other Information

- 7.1. Historical actual generation data
- 7.2. Curtailments and explanations
- 7.3. Provide details on environmental attribute registration and tracking

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Appendix D Reservation of Rights

1. Reservation of Rights

Notwithstanding anything to the contrary, MBCP & SVCE may, and expressly reserve the right to, at any time and from time to time, without prior notice and without assigning or providing any reason therefor:

- cancel, suspend, withdraw or terminate this RFP (including, without limitation, after the selection under this RFP of one or more Bidders for a PPA) or cancel or suspend its participation in this RFP;
- modify this RFP, including, without limitation, any Appendix to this RFP, or any of the dates, times or places set forth in the RFP or related to the RFP process;
- accept, refuse to accept, consider, not consider, favor, disfavor, recommend, not recommend, pursue or reject any proposal, in its sole and absolute discretion, for any reason;
- without limitation of the generality of any of the other terms herein, reject or eliminate any proposal submitted in response to this RFP that is incomplete, is nonconforming, or contains irregularities (or waive any irregularity in any proposal), or that it determines was made with the intent to create artificial prices, terms, or conditions or would have that effect;
- carry out negotiations with any, some or all Bidders or other Persons related to this RFP, and suspend or terminate negotiations with any Bidder or other Person at any time, including, without limitation, as a result of any change in resource needs of MBCP & SVCE giving rise to this RFP;
- discuss the terms of any proposal or any other material submitted by Bidder with, and obtain clarification or additional information concerning such proposal or such other material from, Bidder or its directors, officers, employees, agents, representatives, and advisors;
- request from Bidder information not detailed in or required by this RFP but that may be necessary or relevant to the evaluation of Bidder's proposal(s) and utilize such information as MBCP & SVCE deems appropriate in connection with such evaluation of this RFP;
- receive, consider, pursue, or transact on (i) opportunities to acquire other assets or resources offered or that become available outside of the RFP process as such opportunities arise or (ii) proposals offered in response to this RFP that are nonconforming or eliminated from consideration in this RFP;
- invite further proposals in or outside of this RFP or supplemental submissions of proposals;
- determine which Bidders or entities to allow, or continue to allow, to participate in the RFP process;
- pursue or transact on proposals offered in response to this RFP regardless of any rank order established in the RFP evaluation process to promote diversity of supply in this RFP, gain experience with different technologies, limit exposure to a counterparty, technology or resource or a particular set of risks, or achieve other commercial goals MBCP & SVCE deem appropriate;
- sign or not sign PPA(s) with Bidders or other Persons relating to the Transactions solicited by this RFP;
- subject to the terms of any applicable confidentiality agreement entered into between MBCP & SVCE and Bidder, retain, archive, or destroy any information or material provided to or for the benefit of MBCP & SVCE in the Proposal Submission Process; and

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- take any and all other actions it deems necessary or appropriate, in its sole and absolute discretion, in connection with this RFP and the RFP process.

Each of the foregoing rights (including any right listed in a series of rights) may be exercised individually by MBCP & SVCE or any director, officer, employee, or authorized agent or representative of MBCP & SVCE or its of their respective parent. The reservation of rights contained herein is in addition to all other rights reserved or granted to MBCP & SVCE or any of its Affiliates elsewhere in this RFP or otherwise held by or available to MBCP & SVCE or any of its Affiliates.

2. No Warranties or Liabilities

BY PARTICIPATING IN THE RFP PROCESS, EACH BIDDER AGREES THAT, EXCEPT TO THE EXTENT CONTAINED IN A PPA WITH BIDDER:

- (A) ALL MATERIAL AND OTHER INFORMATION FURNISHED BY OR ON BEHALF OF MBCP & SVCE OR ANY OTHER AFFILIATE OF MBCP & SVCE IN CONNECTION WITH THIS RFP IS PROVIDED WITHOUT ANY REPRESENTATION OR WARRANTY OF ANY KIND, INCLUDING, WITHOUT LIMITATION, ANY REPRESENTATION OR WARRANTY AS TO THE ACCURACY OR COMPLETENESS OF SUCH INFORMATION, AND
- (B) MBCP & SVCE, ITS AFFILIATES AND THEIR RESPECTIVE DIRECTORS, OFFICERS, MEMBERS, PARTNERS, EMPLOYEES, AGENTS, REPRESENTATIVES AND ADVISORS SHALL HAVE NO LIABILITY TO ANY BIDDER, ANY OF ITS AFFILIATES, OR ANY OF THEIR RESPECTIVE DIRECTORS, OFFICERS, MEMBERS, PARTNERS, EMPLOYEES, AGENTS, REPRESENTATIVES, ADVISORS, LENDERS, OR INVESTORS RELATING TO OR ARISING FROM THE USE OF OR RELIANCE UPON ANY SUCH INFORMATION, ANY ERROR OR OMISSION THEREIN, OR OTHERWISE IN CONNECTION WITH THIS RFP.

3. Acceptance of Proposals

Without prejudice to MBCP's or SVCE's rights under the Proposal Submission Agreement or at law or in equity, no proposal submitted by any Bidder shall be deemed accepted by, or otherwise binding upon, MBCP & SVCE or any of its Affiliates and MBCP & SVCE, its Affiliates and their respective directors, officers, members, employees, agents and representatives shall have no obligation or liability of any kind with respect to any such proposal or otherwise in connection with this RFP, unless and until a PPA has been mutually executed and delivered by MBCP & SVCE or any of its Affiliates and Seller, and then such obligation or liability shall exist only if and to the extent expressly set forth or provided for therein or in another signed, binding written agreement entered into by MBCP & SVCE or any of its Affiliates and Seller. Notwithstanding anything to the contrary in this RFP, all proposals delivered to MBCP & SVCE shall become the sole and exclusive property of MBCP & SVCE upon receipt, and MBCP & SVCE shall have all rights and privileges of ownership of such property, subject to any provision of this RFP relating to confidentiality and any applicable confidentiality or other signed, binding written agreement between MBCP & SVCE and Bidder or Seller executed in connection with this RFP process.

4. Bidder Costs and Expenses

Each Bidder is solely responsible for all costs and expenses it incurs in connection with this RFP. Through its participation in this RFP, each Bidder agrees that under no circumstance, including, without limitation, MBCP's & SVCE's withdrawal from or suspension, cancellation, or termination of the RFP process, will MBCP, SVCE, any of its Affiliates or any of their respective directors, officers, members, partners, employees, agents, representatives or advisors have any responsibility or liability of any kind to

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Bidder, its Affiliates or any of their respective directors, officers, members, partners, trustees, employees, agents, representatives, advisors or lenders for any cost or expense directly or indirectly incurred by Bidder (no matter how incurred) in connection with the RFP process. Nothing in this Section 4 shall be construed to limit the generality of Section 2 above.

5. Bidder Disclosure of RFP Information

No Bidder may, without the prior consent of MBCP & SVCE, disclose to any other Person (except MBCP & SVCE staff) its participation in the RFP process (other than by attendance at any meeting to which more than one participant is invited by MBCP & SVCE, which attendance in and of itself will not violate this provision of this RFP). Further, no Bidder may disclose, collaborate on or discuss with any other Person (except MBCP & SVCE staff) bidding strategies or the substance of proposals, including, without limitation, the price or any other terms or conditions of any contemplated, indicative or final proposal. Any such disclosure, collaboration or discussion would violate this RFP and the Proposal Submission Agreement and may result in the rejection of Bidder's proposal or elimination of Bidder from further participation in this RFP.

6. Bidder Acceptance of this Appendix D

By participating in the RFP process, each Bidder agrees that it will be deemed to have accepted all the rights and terms included in this Appendix D and to have agreed that its participation in the RFP is subject to such rights and terms. MBCP & SVCE are conducting this RFP and participating in the RFP process in reliance upon the foregoing agreement.