

**PHILADELPHIA ENERGY AUTHORITY,
AND CITY OF PHILADELPHIA**

**REQUEST FOR PROPOSALS
for
Renewable Energy Power Purchasing**

2017

Issued by:

Philadelphia Energy Authority and City of Philadelphia

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Request For Proposals

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Section 1- OVERVIEW

1.1 Project Overview

The Philadelphia Energy Authority (“PEA”), and the City of Philadelphia (the “City,” together with PEA referred to as the “COP”) is issuing this Request for Proposal (“RFP”) for electricity and renewable energy certificates (“RECs”) to be generated by a wind, solar, or other renewable energy plant (the “Plant”), as defined by the PA Public Utility Commission (“PUC”). The COP intends for the acquired RECs to be applied to the City’s Alternative Energy Portfolio Standard (“AEPS”) electricity purchasing requirements, sold at market price or be voluntarily retired in support of the City’s sustainability goals at the option of the COP. The Proposal must have sufficient capacity to supply the COP 140,000-280,000 MWh (20-40% of City’s load) of renewable energy and associated RECs annually.

The COP is requesting proposals for a Plant that will reduce energy costs, or hedge future market risk associated with the City’s electricity procurement requirements. The COP will consider multiple plants in varying sizes or stages of development provided the Proposer presents a suitable plan for the City to achieve the goals of a PPA. COP will accept electric delivery July 1, 2018 or after.

If the plant is an undeveloped project, a Proposer may implement an Economic Opportunity Plan (“EOP”) for construction and operation by using diverse subcontractors and hiring of workers that ensure the employment of an appropriately diverse workforce. If the plant is already operational, the Proposer may share an EOP for the operations of the project as applicable.

1.2 Agency Overview Philadelphia Energy Authority- Energy Campaign

The Philadelphia Energy Authority is an independent municipal authority focused on issues of energy affordability and sustainability for Philadelphia’s government and its citizens. Established in 2010 through the leadership of now-Council President Darrell Clarke and then-Mayor Michael Nutter, the PEA seeks systemic solutions to our energy challenges, supporting the work of a robust community of energy experts, advocates, and champions citywide. PEA holds long-term energy contracts on behalf of the City of Philadelphia and works closely with the Office of Sustainability and Energy Office to achieve our shared goals.

In February 2016, PEA and Council President Clarke launched the Philadelphia Energy Campaign with support of from Mayor Kenney, a 10-year initiative to leverage \$1 billion in investment in energy efficiency and clean energy projects across four key sectors: City buildings, the School District of Philadelphia, low-income residential housing and small businesses. PEA’s goal is to create 10,000 jobs, reach 25,000 households and support 2,500 small businesses.

1.3 City of Philadelphia- Office of Sustainability- Energy Office and *Greenworks*

The City of Philadelphia’s Office of Sustainability is responsible for implementing *Greenworks: A Vision for a Sustainable Philadelphia*, the City’s comprehensive

sustainability plan and a priority for the City's Mayor, Jim Kenney. Vision 3 of Greenworks aims for all Philadelphians to efficiently use clean energy that they can afford.

To further that vision, the City's Office of Sustainability and Energy Office have been working with consultants to develop a Municipal Energy Master Plan for the built environment, and a Citywide Energy Vision for Philadelphia's entire built environment. Almost eighty percent of Philadelphia's greenhouse gas (GHG) emissions come from the built environment which is why the Plan and Vision focus on buildings. Philadelphia's energy planning work for the built environment aims to set interim goals and identify policies to help meet the 80% by 2050 GHG reduction goal set by Mayor Kenney. Mayor Kenney has additionally committed to transitioning Philadelphia to 100% renewable energy and to meeting Philadelphia's portion of greenhouse gas reduction in alignment with the US's commitment to the Paris Accord. The City published its Energy Master Plan for the Built Environment in Fall 2017 outlining four goals and many actions which are crucial to demonstrating city leadership in sustainability. A full copy of the report can be found at www.phila.gov/green

In December of 2016, the Philadelphia Energy Authority and City of Philadelphia released an RFI for renewable energy exploring PEA and City options for renewable energy project development on City assets and for offsite offtake agreements. Following the RFI, the PEA and City are publishing this RFP.

This RFP is being supported by the Energy Office as part of the Office of Sustainability with additional support from various City agencies as appropriate. The overall mission of the Energy Office is to:

- Strategically procure cost effective, reliable, safe, clean energy and conventional energy systems for city government
- Promote energy conservation and efficiency within City facilities by providing education, technical expertise and analysis of energy used
- Develop and implement projects and programs that promote the efficient use of energy and reduce the City's environmental impact.

Energy Procurement by the City of Philadelphia

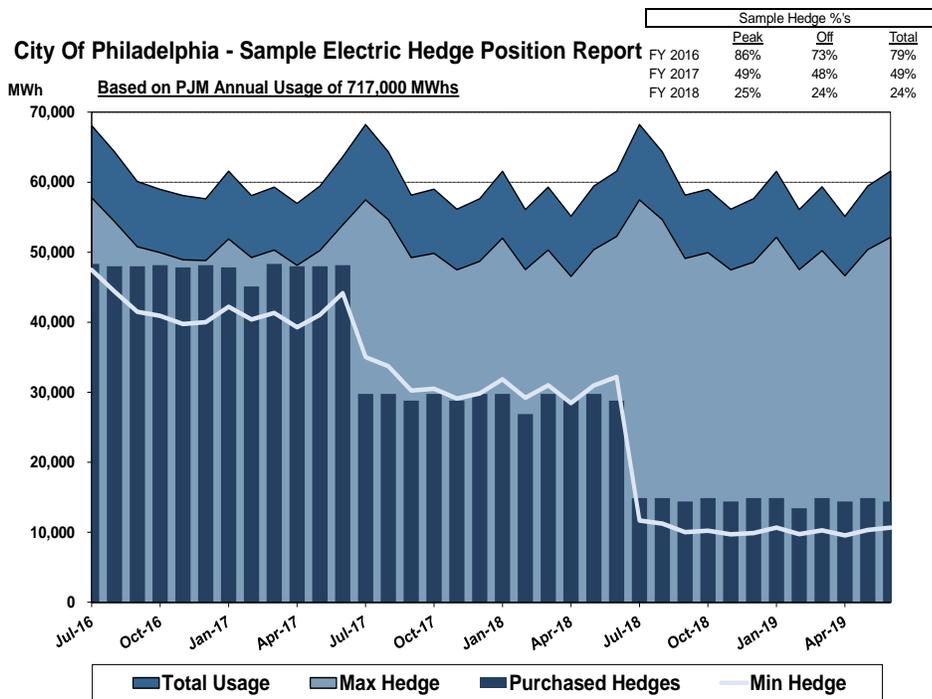
The City currently purchases its electricity through a dedicated PJM subaccount managed by a Licensed Service Provider or LSP. A LSP is a business entity licensed by the Commonwealth of Pennsylvania and authorized to operate in the PECO Energy electricity service territory. This approach was first used by the City in 2010 when deregulation began and restudied in 2014. The approach was recommended by the City's procurement consultant, EnerNOC, as the most effective way to achieve low costs, budget stability and reliability. The dedicated subaccount approach also provides maximum price transparency. The supply and transmission costs directly attributed to the City's accounts are applied to the City's sub-account through this method, streamlining the billing process. EnerNOC currently serves as the City's energy procurement consultant to help manage the PJM subaccount, recommend purchasing strategies, and general energy supply contracting support.

The City is currently contracted with Direct Energy as their LSP for electricity. Direct Energy was selected through a competitive process. As required by City Charter, the City's contract is for one year and annually renewable up to three times. The City's

Energy Office is the primary LSP contract manager with support from EnerNOC. The City has been contracted with Direct Energy for two years.

The current purchasing strategy executed through the PJM subaccount mitigates and stabilizes electric supply costs. All City accounts are enrolled in the subaccount by the LSP, energy is competitively procured for all metered consumption, and reported in the subaccount based on a combination of fixed rate wholesale block purchases and PJM hourly prices (at PECO zone) in effect during the reporting period. All other PJM charges (capacity, transmission, ancillary costs, etc.) associated with the accounts are passed thru the LSP to the subaccount at cost. The LSP bills the accounts based on pre-determined budgeted rates developed by the Energy Consultant and approved by the City. Billing rates are adjusted periodically to true up billed vs. actual costs of the supply portfolio.

During the City’s annual fiscal year (July to June) the City consumes approximately 700,000 MWh. The City’s subaccount holds all of the City’s approximately 1,200 electric accounts. Presently, the City makes forward purchases of 5-20 MW blocks of energy and basis (both as On-Peak, Off-Peak and Around the Clock) over a rolling three-year time horizon. All remaining supply costs and other charges associated with electricity such as capacity, transmission, and ancillary charges are fully passed through to the City.

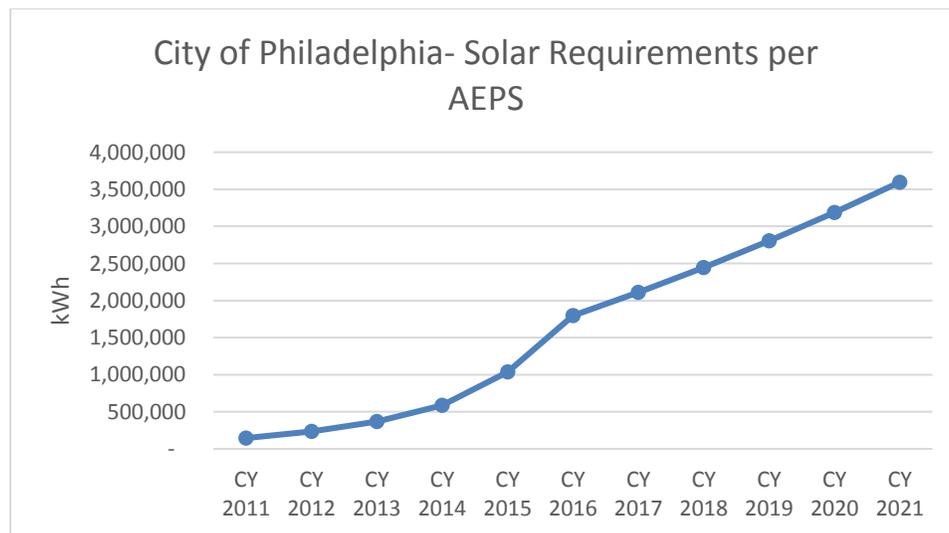
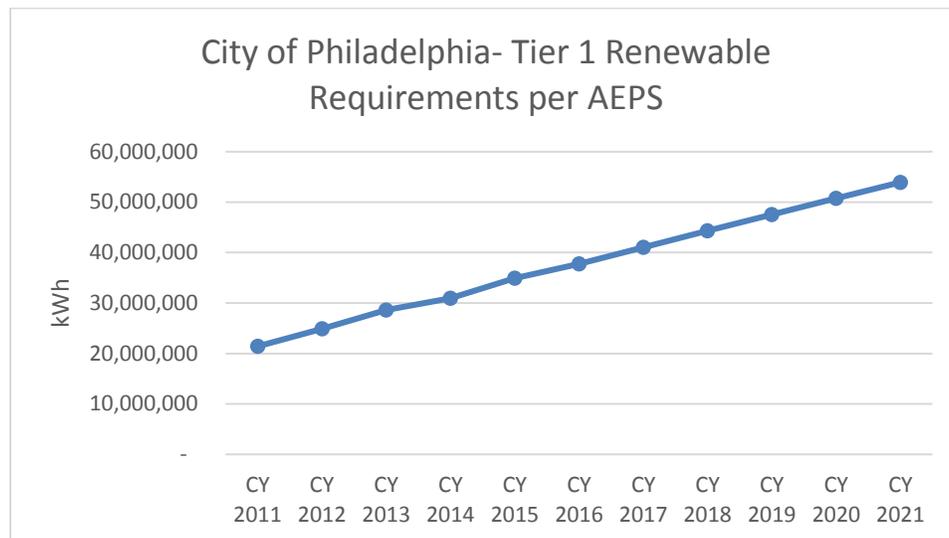


The current strategy is for the City to build price stability by avoiding single point market exposure, i.e., making a fixed price commitment for 100% of energy requirements at a single point in time. This is accomplished through a dollar cost averaging mechanism where fixed rate blocks are purchased for portions of consumption over time such that by six (6) months prior to the beginning of a fiscal year the maximum desired level of price stability has been established for that period. The level of fixed price commitments will increase for each period as it draws closer to the full commitment date (six (6) months

prior to fiscal year). COP retains the flexibility to accelerate fixed price block purchases when market opportunities arise and defer block purchases when market prices are deemed unattractive or inflated. In general, this approach means that about 80% of the City’s electricity consumption is locked in via future fixed rate block purchases ahead of any month.

Renewable Energy Obligations

The City has obligations to purchase renewable energy for compliance with Pennsylvania’s Alternative Energy Portfolio Standard (“AEPS”). These are presently purchased by Direct Energy through the PJM subaccount. In addition to compliance RECs, the City has historically made voluntary REC purchases and is interested in continuing to either purchase or retire voluntary RECs. The following charts outline the City’s Tier 1 and Solar REC requirements per Pennsylvania’s Alternative Energy Portfolio Standard (“AEPS”). Note that 1 REC is equivalent to 1 MWh. Additional information regarding the City’s energy procurement and electricity demands can be found in Attachment B.



1.4 Defined Terms

The following capitalized terms used in this RFP have the following meanings:

“COP” means the PEA, and the City either collectively or individually. Any activities or responsibilities identified in this RFP may be acted upon by the PEA, or the City.

“AEPS” mean the State of Pennsylvania’s Alternative Energy Portfolio Standard requirements.

“City” means The City of Philadelphia.

“City’s Contract Terms” means the Attachment C “City Standard Contract Provisions.”

“Contract” means the form of agreement between the successful Proposer and a designee of the COP.

“Project Contact” means the person designated in Section 3.1.

“EOP” means an Economic Opportunity Plan.

“Evaluation Committee” means the committee established by the COP to evaluate the Proposals submitted in response to this RFP.

“OEO” means the Office of Economic Opportunity.

“PEA” means the Philadelphia Energy Authority.

“Plant” means renewable energy project installed by the successful Proposer.

“Proposal” means the documents submitted in a timely manner to this RFP.

“Proposer” means a party that submits a proposal in response to this Request for Proposals.

“RFP” or “Request for Proposals” means this Request for Proposals issued by the COP for this Project to the qualified Respondents, including any addenda.

“Team Member” means each firm included in the Proposal (including firms that are partners, members of the Proposer, or shareholders in the Proposer).

1.5 General Disclaimer

This RFP does not commit the COP to award a contract or create any obligation on the part of the City to enter into any contract or to undertake any financial responsibility referred to herein. The COP is not liable for any costs incurred by any Proposer prior to execution of any contract (e.g., in the generation or submission of Proposals, presentations given to COP personnel or its designees, documentation provided to COP personnel or its designees, production of marketing literature, or any other costs incurred while participating in this RFP process).

(End Section 1)

Section 2- SCOPE OF WORK

2.1 Project Details

This Request for Proposals (RFP) seeks Proposers willing to supply the City of Philadelphia with renewable energy under a long-term power purchase agreement (PPA) from one or more facility(ies) located in the PJM ISO territory with a strong preference for a Plant(s) located as close to Philadelphia as possible. Additionally, the COP intends to acquire the RECs from the output and either: apply the RECs to the City's AEPS electricity purchasing requirements, sell at market price, or voluntarily retire in support of the City's sustainability goals at the option of the COP. The COP will consider Plants that are currently operating and is open to the submission of creative proposals that aggregate multiple projects to provide a more balanced and stable load curve. The COP will not own or manage the facility, but will commit to a long-term power purchase agreement (PPA) for its output.

The COP has a history of supporting renewable energy, through voluntary REC purchases and City owned onsite generation. The PPA contemplated by this RFP is intended to add to the City's commitment to renewable energy. The COP is requesting proposals for a Plant that will reduce energy costs, and/or hedge future market risk associated with the City's electricity procurement requirements.

The COP prefers projects to be reasonably cost-effective, but is potentially interested in a project that could add budget certainty to the City's electricity costs and furthers the City's broader sustainability goals. The COP is interested in contracting for up to 20 years. The COP is interested in purchasing 140,000- 280,000 MWh (20-40% of load) of renewable energy and associated RECs annually starting July 1,2018 or soon thereafter. Information on how projects can maximize co-benefits including reducing carbon pollution, creating local and clean energy jobs, or creating opportunities for minority and women owned business enterprises should be included with proposals. Entering into a long-term PPA with a Plant(s) in close proximity to Philadelphia would provide these co-benefits more directly to the Philadelphia region, and would also mitigate risk related to electricity basis costs.

Restrictions and limitations specific to local government organizations will be critical to structuring a contract. Per Pennsylvania law, the City cannot enter into a long term contract without the use of an independent municipal Authority like the PEA. At present, the COP plans for a Contract to be entered between a successful Proposer and the PEA for electricity offtake. In addition, the PEA would enter a contract with the City and/or the City's current electricity supplier allowing the electricity and RECs to be transferred to the City's current electricity supplier. In the event the City changes electricity suppliers, the Contract would need to be assignable to the City's new electricity supplier.

2.2 Mayor's and Project Objectives

The Mayor of Philadelphia, James Kenney, has established a framework for the City's work, structuring efforts around five key areas:

- Improve educational opportunities and outcomes for all Philadelphia's children

- Improve economic opportunities for all Philadelphians
- Improve public safety for all Philadelphia while treating residents with respect and dignity
- Operate government efficiency and effectively
- Develop a diverse workforce that looks like Philadelphia and treat that workforce with respect

The COP has specific goals in issuing this solicitation for the development of a renewable energy facility:

- 1) To demonstrate the City’s commitment to clean and renewable energy by taking steps that will result in cleaner air, lower greenhouse gas emissions and sustainable energy sources for the citizens of Philadelphia and fellow Pennsylvanians.
- 2) To provide the City with long-term price stability for a material portion of its electricity supply portfolio that will improve cost efficiency for its operations and increase budgetary certainty for its long-term planning efforts. This may be accomplished by reduced overall costs and/or reduce risk escalation of electric costs to the City.
- 3) To source the renewable energy from a Plant within PJM and as close as possible proximity to Philadelphia’s city limits such to encourage local economic development including employment opportunities from disadvantaged business enterprises and a diverse workforce. Proximity to Philadelphia will also provide a greater impact on actual City emissions in the long run by influencing the carbon intensity of the EPA’s RFC greenhouse gas emissions factor.
- 4) Enhance the public awareness of the PEA’s and the City’s efforts to pursue sustainable and progressive technologies.
- 5) To help fulfill the City’s AEPS compliance requirements.

2.3 Schedule

A general outline of the procurement schedule has been provided below. The COP will make every effort to hold this schedule:

Activity	Responsibility	Date & Time
RFP Posted	PEA	September 27 th , 2017
Optional Pre-proposal meeting	City	October 25 th , 2017, 10:00am, 1515 Arch Street, Philadelphia, PA, 18 th Floor, Room 18-029 Call-in option: (515) 604-9300; Access code: 627825
Deadline to submit questions via email to energy@phila.gov	Proposers	November 1 st , 2017

Answers to questions posted at www.philaenergy.org	City, PEA	November 8 th , 2017
Proposal must be received by energy@phila.gov	Proposers	November 29 th , 2017
Oral Interview – Location TBA	City, PEA, Proposers	Week of January 1 st , 2018
Contract Negotiations	Selected Proposer(s)	Winter 2018
Project approval and contract signing	City, PMA, PEA, Selected Proposer	Winter/ Spring 2018

(End Section 2)

Section 3 - PROCUREMENT PROCESS

3.1 Project Contact and Related Agency

The only person who may be contacted regarding this RFP or other aspects of this procurement process (“Project Contact”) is:

Adam Agalloco
Energy Manager- Office of Sustainability
adam.agalloco@phila.gov

The participation of PEA in this project is authorized by the City’s Home Rule Charter. Authorities have assisted the City for more than 30 years in arranging for long-term contracts for the provision of equipment and services.

3.2 Procurement Phases

Upon completion of the RFP phase, contract negotiations may be initiated. As determined in the sole discretion of the COP, such negotiations may be conducted with all or more than one Proposer simultaneously or with one Proposer initially on the detailed terms and conditions for an agreement.

3.3 Evaluation Committee

Proposals will be evaluated in accordance with the criteria set forth in Section 4.4 as well as any other factors considered relevant to each Proposer’s ability to deliver the Project. A committee of COP representatives, including representatives of the COP’s consultants (“Evaluation Committee”), will evaluate Proposals.

To assist with Project Evaluation the COP may hire a consultant (or multiple consultants) to assist in evaluating project cost proposals, evaluating risk associated with project develop, assisting with contract negotiations or other support the COP in other services as appropriate to thoroughly evaluate Proposals.

3.4 Question and Answers

All questions concerning this RFP must be submitted in writing via email to the COP Contact at energy@phila.gov no later than November 1st, 2017 at 5pm. The COP will provide written responses to the submitted questions no later than November 8th, 2017. These responses will be posted on the Philadelphia Energy Authority’s website (philaenergy.org). Oral responses by any COP employee or agent of the COP are not binding and shall not in any way be considered as a commitment by the COP.

3.5 Addenda to RFP

If the COP deems it necessary to revise any part of this RFP before the proposal response date, the COP will post changes on the PEA’s website (philaenergy.org). Proposers should check back frequently for new and updated information.

3.6 Communications and Prohibited Contacts

All communications with the Project Contact regarding this RFP or any other aspect of the procurement process shall be in writing. All communication shall be exclusively directed to the Project Contact, unless otherwise directed in writing by such Project Contact. Other than with the written consent of the Project Contact, any person that is employed by or is otherwise associated or affiliated with a Proposer, or any of their affiliated companies, is prohibited from contacting any employee or official of the COP or any attorney or consultant of the COP, on any matter having to do with this procurement.

No oral communication or statement by the Project Contact or other representative of the COP may in any way modify this RFP or any other aspect of the procurement process. This includes communications and statements that may be made over the telephone or during pre-submittal conferences, interviews, or other meetings attended by the COP. This RFP or other aspect of the procurement process may be modified only through the issuance by the COP of a written addendum.

All communications and clarifications asked regarding this RFP may be shared by the COP with all firms qualified to receive this RFP.

3.7 Miscellaneous

Additional conditions that apply to this RFP as well as to the balance of the procurement process include the following:

3.7.1 Public Disclosure and Confidential Information

All Responses, Proposals and other information submitted in response to this RFP are subject to the public disclosure requirements of applicable law, including the Pennsylvania Right to Know Law. To the extent permitted by applicable law, the COP will use its best efforts to keep from public access the specific information that is identified by the Proposer as confidential. If a Proposer claims an exception to public disclosure requirements and desires that the COP keep certain information from public disclosure, then the Proposal must include a notice as the front page in each volume as follows:

“Confidential Information Notice

The information on pages _____ of this Proposal, identified by a bold vertical line along the right hand margin, contains information that is excluded from public disclosure under applicable law. Proposer requests that such marked information be utilized by the COP only for evaluation of this Proposal, but Proposer understands that the COP is bound by applicable law and that such information may be disclosed in accordance with such law.

The legal basis for the claim for protection of the marked information from public disclosure is set forth as follows: [Proposer to provide basis]”

Notwithstanding any such notice, however, the COP may disclose such marked information to individuals participating in the review or evaluation of Proposals,

including members of the Evaluation Committee, other COP employees, and advisors, attorneys, and consultants.

3.7.2 Costs

Any and all costs incurred by any Proposer, or other party in connection with this RFP or other aspect of the procurement process shall be at such party's expense and risk. COP accepts no liability and will not be responsible under any circumstance for any cost or expense incurred to respond to this RFP or otherwise participate in the procurement process.

3.7.3 COP Rights

The COP reserves the right to modify this selection process, which may be exercised in its sole discretion at any time during the procurement process:

- (a) to cancel this RFP or the procurement process, with or without the substitution of another pre-qualification or procurement process;
- (b) to waive any informality, defect, non-responsiveness, or deviation in a Proposal, or other submission, that is not material;
- (c) to require one or more Proposers to supplement or clarify its Proposal or to provide additional information after the submission of Proposals;
- (d) to take any action affecting the RFP, or the procurement process that would be in the best interests of the PEA, or City;
- (e) to conduct investigations and make inquiries concerning any aspect of any Proposal;
- (f) to reject any or all Proposals;
- (g) to advance multiple proposals toward a Contract;
- (h) to reject a Proposer or firm that has been delinquent or unfaithful in the performance of any contract with or obligation to the PEA, or City is financially or technically incapable, or is otherwise not responsible;
- (i) to supplement or amend this RFP; and/or
- (j) to make judgments about the contents of any Proposal with respect to the requirements and criteria set forth in this RFP.

(End Section 3)

Section 4- SUBMITTAL REQUIREMENTS

4.1 General Instructions

An electronic copy of the complete Proposal must be submitted no later than the date and time set forth in Section 4.2 (“Submission Deadline”). Any Proposal received after the Submission Deadline will not be considered.

4.2 Submission Deadline

Proposals must be received no later than **5:00 P.M. on November 29th 2017**. Proposals should be electronically emailed to energy@phila.gov and be no larger than 10MB to ensure delivery.

In addition to the official electronic delivery of the Proposal, the COP requests that the Proposers provide two (2) double sided and bound copies of the Proposal within one week of the submission deadline. These hard copies should be mailed to:

Adam Agalloco
1515 Arch St.
13th Floor - Office of Sustainability
Philadelphia, PA 19102

4.3 Required Content

4.3.1 Substantive Content of Proposals.

Proposers are encouraged to be concise and to respond as directly as possible to the requirements set forth in this RFP.

The requirements set forth in this Section represent the minimum content required and, unless expressly stated otherwise, are not intended to limit substantive content. It is the Proposer’s responsibility to include information in the Proposal that meets the minimum content requirements and any additional information that further demonstrates relevant experience and capabilities. The proposal should address each goal and describe how the project(s) will assist COP to achieve the goals, or provide a viable alternative.

Proposers must include:

- (a) **Cover Letter**
The cover letter shall be signed by an authorized representative of the company(s). The letter shall indicate that the Proposal shall be valid for a period of at least 180 days. The letter shall also include a brief narrative description of the company and its service offerings. It shall also identify the contact person for contractual negotiations, administration, and for arranging any future communication.
- (b) **Introduction and Executive Summary**
Summarize the major factors or features of the Proposal, including any conclusions, assumptions, and generalized recommendations the Proposer desires

to make. It should be designed specifically for use by individuals that may not have a technical background. It should provide an overview of the Plant, pricing proposal, the project timeline, and include a summary of the firm's experience with similar projects, and have maximum length of four (4) pages.

(c) **Technical Submittal**

Provide a set of information in accordance with the bullet points below and Attachment A, the Project Term Sheet.

1.0 Plant Description and Timeline

1.A Plant Description

Provide a high level overview of the Plant including:

- Plant (project) name.
- Nameplate capacity (in MW) of entire Plant. If the Plant has phases, provide the capacity of the phase you propose for the COP.
- Brief description of the technology to be used (e.g., "2 MW wind turbines manufactured by XX" or "ground-mounted single-axis tracking PV manufactured by YY").

1.B Plant location

Provide location of the Plant. The Plant must be in the PJM ISO territory with a strong preference for a Plant located as close to Philadelphia as possible. The COP will consider Plants that are currently operating. In addition, provide the following:

- Longitude and latitude of the Plant site, and the name of the nearest city or town.

1.C Development status of the Plant

A narrative description of the status of the Plant's development, including an anticipated schedule of any major agreements, studies, or permits (including land use permits and interconnection) needed or already in place. Include a description of Proposer's control of the Plant's site (own vs. lease). If the site is leased, describe the remaining term of the lease(s) and any material conditions related to the lease(s). The Proposer should clarify their intent for ownership of the Plant and state any intentions to sell the Plant following construction or thereafter for the lifetime of the agreement.

1.D Plant Schedule and Commercial Date

Provide a summary schedule for the Plant and Contract signing. Any Contract will require City Council approval and the Plant must provide a commercial operation date (or start of electricity delivery if the project is already in operation) no sooner than July 2018. Provide an expected commercial operation date, with an outline of potential delays and risks attributable to permitting, interconnection, inspections, or other requirements. Proposers should provide plans for how Federal Investment Tax Credit deadlines impact COD, pricing and project development.

1.E Renewable attributes

Provide a summary of renewable energy attributes attributable to the Plant. The COP must obtain title to all RECs associated with the COP's purchase of renewable electricity from the Plant. Responsibility to register, track, input and manage the creation of RECs to meet Pennsylvania AEPS requirements shall be the responsibility of the Proposer prior to their transfer to the COP. Identify if Proposer can provide certification or additional attributes associated with the renewable energy attributes (Green-e®, etc...).

1.F Expected output

Provide a summary electricity generation profile of the Plant in both data and graphs. The Plant must have sufficient capacity to supply the COP roughly 140,000- 280,000 MWh of renewable energy annually. The Proposal must specify expected output. The Proposer may provide options for a Plant and Contract with a guaranteed minimum output. In addition, provide the following:

- Expected annual generation (in MWh) for the first full year of operation.
- Expected generation profile (8760 is preferred; 12 by 24 is acceptable) for the Plant as an Hourly Load Profile.

2.0 Organization Chart and Project Team Members

Submit an organizational chart that clearly identifies the roles and relationships of all key team members.

2.A Organization Chart

Submit an organizational chart that clearly identifies the roles and relationships of all key team members and current planned subcontractors. Demonstrate, with narrative and references that team has satisfactorily completed similar Plants in the past. Notify the COP and explain claims of any kind which may be pending against such work.

2.B Team Member Qualifications

Describe the relevant experience, qualifications and educational background of up to ten (10) individual team members assigned to this project. Demonstrate, with narrative and references that team members and personnel have satisfactorily performed similar work in the past.

2.C Project Work Plan and Milestones

Describe your proposed management plan for building the Plant (if necessary).

2.D Safety Report

Submit a record of your firm's relevant experience related to safety during construction and operations.

2.E Annual Report

Submit a copy of your firm's most recent annual report

2.F Project History And Client References

Provide at least 3 (three) and no more than 5 (five) client references. Each client reference shall include the following information:

Plant Name and Location

Types of Plant; Size, Output and Capacity Factor

Total Project Dollar Amount (installed project costs or PPA terms)
Construction Start and End Dates
Personnel associated with this project and their specific roles and responsibilities.
(limit to those proposed for this project)
Current name, title, telephone and email addresses of an representative with
whom your firm did business on the project

2.G Subcontractor Qualifications

Provide background information for each of the identified subcontractors who will be involved on this project during construction or operation. Information should include the following:

- Firm's Name, Type Location, Project Contact(s), Federal EIN, Year Firm was Established, Parent Company
- Firm History on similar projects, including contract values
- Resumes of the principal individuals who will be directly involved in this project
- Firm's previous history working with the Proposer (if applicable)
- Information on whether the company is a M/W/DBE as registered with the City of Philadelphia or other organization

3.0 Contract and Term Sheet

3.A Transaction characteristics

The COP desires that its procurement of renewable energy and RECs have the characteristics outlined in the Attachment A, The Project Term Sheet. The Proposal must explicitly state that Proposer understand and agree to the characteristics described in this section and provide additional Plant details where requested in the Term Sheet.

4.0 Financial and Business Experience Summary

4.A Description of Proposer

Provide Proposer's corporate name and address as well as the name, title, email address, and phone number for the primary point of contact for the Proposal.

4.B Description of Financial Terms

Please provide the following:

- Proposed Pricing (including an escalator, if any) and options
- Proposed Settlement location
- Proposed Contract duration
- Congestion study illustrating potential for basis risk under various scenarios performed by a reputable consultant satisfactory to COP.

Fully functional financial model

4.C Descriptions of Proposer's financial strength and capabilities

Provide a narrative description of the sources of financing for the development of the Plant, and identification of the entity that will be the Plant's controlling owner. Additionally, provide the following:

- The total number of renewable energy projects placed in service by Proposer, including the capacity, location, and type.

- Proposer's financial capacity to secure equity for the project and manage all elements of the project development (including construction).
 - Provide Proposer's credit rating from each rating agency if available.
- If applicable, provide necessary documents for the COP to perform all diligence required to obtain comfort with the parent guaranty, ownership and/or LLC structure provided by Proposer as well as sources for the termination payment owed by Proposer during an event of partial completion

4.D Descriptions of Plant Development Risks

As available, please provide the following:

- Independent engineer report performed by a reputable independent engineering firm satisfactory to COP.
- Wind study performed by a reputable wind consultant satisfactory to COP. (if necessary)
- Avian study performed by a reputable consultant satisfactory to COP. (if necessary)
- Environmental study performed by a reputable firm satisfactory to COP.
- Proof of insurance with adequate coverage for asset replacement value in the event of a material loss .
- Financing plan and LOIs with various lenders and tax equity investors.

A narrative description of the plan for operating and maintaining the Plant.

4.E Approach to Economic Opportunity Plan

The City of Philadelphia's institutional goals for economic opportunity are outlined in Section 4.3.2 of the RFP. In addition to the required forms outlined in that section, please answer the following questions:

- If proposed Plant(s) is(are) already built, what percentage of M/W/DBE were involved in the project development, construction, operation and maintenance of the Plant(s)?
- Provide M/W/DBE participation information for projects outlined in Project History and Client References section 4.3.1 (c) 2.F.
- What are the M/W/DBE policies and procurement requirements that the Proposing Firm follows?
- What opportunities exist to incorporate Philadelphia's local workforce and/or M/W/DBE participation into any phase of the proposed project?
- Provide any alternative methods or ideas for incorporating M/W/DBE business participation, M/W/DBE workforce or local workforce in the project development, construction (if applicable) and operations. The COP encourages innovative proposals that provide meaningful opportunities to disadvantaged and/or local business and workforce.

4.F Disclosure of Conflicts, Claims or other Matters

Disclose any work for another entity which may impair the ability to perform the scope and responsibilities under this RFP. Disclose any outstanding claims or other matters which may impair the ability to perform, whether financial or otherwise.

5.0 Alternative Proposals

Proposers may provide alternative solutions to reach the project goals as outlined in Section 2.2 including options that reach commercial operation at a later date (outside of the Investment Tax Credit Window) or that provide renewable energy

to the City through other means. Any alternative proposal must include a full description of the solution (as outlined in the technical solution section above) to be considered by the COP.

(d) Form of Contract and Requested Exceptions to Contract Terms

A completed Contract may need to meet the City’s Contract Terms and standards and obtain approval from the City’s Law Department and Philadelphia City Council.

The City’s Contract Terms for services on contracting opportunities are attached to this RFP as Attachment E and are not comprehensive to all City requirements for the Contract. It is understood that the City’s Contract Terms will need to be adapted to fit the final form and type of contract.

Proposers must state clearly and conspicuously any modifications, waivers, objections or exceptions they seek to Attachment E in this section of the proposal entitled “Requested Exceptions to Contract Terms.” For each Requested Exception, the Proposer must identify the pertinent Contract Term by caption and section number and state the reasons for the request. Requested Exceptions to the City’s Contract Terms will be approved only when the City determines in its sole discretion that a Requested Exception makes business sense, does not pose unacceptable risk to the City, and is in the best interest of the City. By submitting its proposal, the Proposer agrees to accept all Contract Terms to which it does not expressly seek a Requested Exception in its proposal.

4.3.2 Proposal Submission Requirements.

Proposals must also include the following forms and certifications:

(a) Office of Economic Opportunity – Participation Commitment/ Diversity Reports

The Project resulting from this RFP requires an Economic Opportunity Plan which will provide significant opportunities for the participation of MBEs, WBEs and DSBEs (collectively, “M/W/DSBEs”). The City’s Office of Economic Opportunity will review and must approve the Economic Opportunity Plan. The Plan requires evidence that Proposer has exercised its Best and Good Faith Efforts to provide subcontracting opportunities for M/W/DSBEs in all phases of the Project and to employ a diverse workforce. This Plan expressly applies to all contracts awarded in connection with the Project.

Proposers must provide a completed EOP and M/W/DSBE Participation and Diverse Workforce Commitments Form that includes proposed project partners with their proposal. Attachment D, and section 4.E of the technical submittal includes other submission requirements related to this section.

(b) Philadelphia Tax and Regulatory Status and Clearance Statement

The Proposing Firm must submit a completed Philadelphia Tax and Regulatory Status and Clearance Statement (see Attachment G) with the response to this RFP.

It is the policy of the City of Philadelphia to ensure that each contractor and subcontractor has all required licenses and permits and is current with respect to the payment of City taxes or other indebtedness owed to the City (including, but not limited to, taxes collected by the City on behalf of the School District of Philadelphia), and is not in violation of other regulatory provisions contained in the Philadelphia Code. To assist the City, through its Department of Revenue and Department of Licenses and Inspections, in determining this status, each Proposer is required to submit with its proposal the certification statement entitled City of Philadelphia Tax and Regulatory Status and Clearance Statement which is attached to this RFP as Attachment G.

If the Proposer is not in compliance with the City's tax and regulatory codes, an opportunity will be provided to enter into satisfactory arrangements with the City. If satisfactory arrangements cannot be made, Proposers will not be eligible for award of the contract contemplated by this RFP.

The selected Proposer will also be required to assist the City in obtaining the above information from its proposed subcontractors (if any). If a proposed subcontractor is not in compliance with City Codes and fails to enter into satisfactory arrangements with the City, the non-compliant subcontractor will be ineligible to participate in the contract contemplated by this RFP and the selected Proposer may find it necessary to replace the non-compliant subcontractor with a compliant subcontractor. Proposers are advised to take these City policies into consideration when entering into their contractual relationships with proposed subcontractors.

If a Proposer or a proposed subcontractor is not currently in compliance with the City's tax and regulatory codes, please contact the Revenue Department to make arrangements to come into compliance at 215-686-6600 or revenue@phila.gov.

Proposers need not have a City of Philadelphia Business Income and Receipts Tax Account Number (formerly Business Privilege Tax Account Number) and Commercial Activity License Number (formerly Business Privilege License Number) to respond to this RFP, but will, in most circumstances, be required to obtain one or both if selected for award of the contract contemplated by the RFP. Applications for a Business Income and Receipts Tax Account Number or a Commercial Activity License may be made on line by visiting the City of Philadelphia Business Services Portal at <http://business.phila.gov/Pages/Home.aspx> and clicking on "Register Now." If you have specific questions, call the Department of Revenue at 215-686-6600 for questions related to City of Philadelphia Business Income and Receipts Tax Account Number or the Department of Licenses and Inspections at 215-686-2490 for questions related to the Commercial Activity License.

(c) Local Business Entity or Local Impact Certification (Optional, if applicable)

Pursuant to Mayoral Executive Order No. 04 -12, the City will, in the selection of the successful Proposer, consider whether that Proposer has certified that either (1) Proposer meets the criteria stated in Section 17-109(3)(b) of the Philadelphia Code to qualify as a Local Business Entity or (2) in the performance of the resulting contract, Proposer will employ City residents, or perform the work in the City. Any Proposer who wishes to demonstrate its eligibility for this consideration shall do so by completing, executing and attaching to its application a completed Local Business Entity or Local Impact Certification, the form of which is attached to this RFP as Attachment I. The Proposer shall then also include in a separate section of the application, labeled “Local Business Entity or Local Impact Certification,” a statement that the Proposer believes it has met the Local Business Entity or Local Impact criteria “as set forth in the attached Local Business Entity or Local Impact Certification.” The City shall deem it a positive factor where the Proposer has, in the City’s sole discretion, met the Local Business Entity or Local Impact criteria.

(d) Required Disclosure

Pursuant to Chapter 17-1400 of the Philadelphia Code, Proposers are required to disclose their campaign contributions to political candidates and incumbents who are running for, or currently serving in, a local (Philadelphia) or state-wide elected office anywhere within the Commonwealth of Pennsylvania (federal campaign contributions are not included); any consultants used in responding to the RFP and contributions those consultants have made; prospective subcontractors; and whether Proposer or any representative of Proposer has received any requests for money or other items of value or advice on particular firms to satisfy minority-, woman- or disabled-owned business participation goals from City employees.

(e) Compliance with Philadelphia 21st Century Minimum Wage and Benefits Ordinance

Proposers are advised that any contract awarded pursuant to this RFP is a “Service Contract,” and the successful Proposer under such contract is a “Service Contractor,” as those terms are defined in Chapter 17-1300 of the Philadelphia Code (“Philadelphia 21st Century Minimum Wage and Benefits Standard Ordinance”) Any subcontractor (as defined in the General Provisions attached to this RFP), and any sub-subcontractor at any tier proposed to perform services sought by this RFP, is also a “Service Contractor” for purposes of Chapter 17-1300. If any such Service Contractor (i.e. Proposer and subcontractors at any tier) is also an “Employer,” as that term is defined in Section 17-1302 (more than five employees), and is among the Employers listed in Section 17-1303 of the Code, then during the term of any resulting contract, it is subject to the minimum wage and benefits provisions set forth in Chapter 17-1300 unless it is granted a waiver or partial waiver under Section 17-1304. Absent a waiver, these minimum wage and benefits provisions, which include a minimum hourly wage that is adjusted annually based on the CPI, health care and sick leave benefits, are mandatory and must be provided to Proposer’s employees or the employees of any subcontractor at any tier who

perform services related to the City contract resulting from this RFP. Proposers and any subcontractors at any tier proposed by Proposers are strongly encouraged to consult Chapter 17-1300 of the Philadelphia Code, the General Provisions, and the About/Minimum Wage and Equal Benefits Ordinances Impacting Some City Contractors links on the eContract Philly home page for further details concerning the applicability of this Chapter to, and obligations it imposes on certain City contractors and subcontractors at any tier. In addition to the enforcement provisions contained in Chapter 17-1300, the successful Proposer's failure or the failure of any subcontractor at any tier to comply (absent an approved waiver) with the provisions of Chapter 17-1300, or any discrimination or retaliation by the successful Proposer or Proposer's subcontractors at any tier against any of their employees on account of having claimed a violation of Chapter 17-1300, shall be a material breach of any Service Contract resulting from this RFP. By submitting a proposal in response to this RFP, Proposers acknowledge that they understand, and will comply with the requirements of Chapter 17-1300, and will require the compliance of their subcontractors at any tier if awarded a contract pursuant to this RFP. Proposers further acknowledge that they will notify any subcontractors at any tier proposed to perform services related to this RFP of the requirements of Chapter 17-1300.

(f) Certification of Compliance with Equal Benefits Ordinance

If this RFP is a solicitation for a "Service Contract" as that term is defined in Philadelphia Code Section 17-1901(4) ("A contract for the furnishing of services to or for the City, except where services are incidental to the delivery of goods. The term does not include any contract with a governmental agency."), and will result in a Service Contract in an amount in excess of \$250,000, pursuant to Chapter 17-1900 of the Philadelphia Code (see footnote 3 for online access to the Philadelphia Code), the successful Proposer shall, for any of its employees who reside in the City, or any of its employees who are non-residents subject to City wage tax under Philadelphia Code Section 19-1502(1)(b), be required to extend the same employment benefits the successful Proposer extends to spouses of its employees to life partners of such employees, absent a waiver by the City under Section 17-1904. By submission of their Proposals in response to this RFP, all Proposers so acknowledge and certify that, if awarded a Service Contract pursuant to this RFP, they will comply with the provisions of Chapter 17-1900 of the Philadelphia Code and will notify their employees of the employment benefits available to life partners pursuant to Chapter 17-1900. Following the award of a Service Contract subject to Chapter 17-1900 and prior to execution of the Service Contract by the City, the successful Proposer shall certify that its employees have received the required notification of the employment benefits available to life partners and that such employment benefits will actually be available, or that the successful Proposer does not provide employment benefits to the spouses of married employees. The successful Proposer's failure to comply with the provisions of Chapter 17-1900 or any discrimination or retaliation by the successful Proposer against any employee on account of having claimed a violation of Chapter 17-1900 shall be a material breach of the any Service Contract resulting from this RFP. Further information concerning the applicability of the Equal Benefits Ordinance, and the obligations it imposes

on certain City contractors is contained in the General Provisions attached to this RFP and the About/Minimum Wage and Equal Benefits Ordinances Impacting Some City Contractors links on the eContract Philly home page.

4.4 Selection Criteria

Selection will be based on the following criteria, reviewed in an evaluation process conducted by COP and its expert advisors. These criteria are listed in no particular order.

- (a) Strength of the technical submittal of the Proposal
- (b) Strength of the financial offer in the Proposal
- (c) Financial strength of Proposer
- (d) Prior experience with projects and demonstration of completed similar projects
- (e) Industry position, longevity, and recognition
- (d) Proposal's ability to meet the Project Objectives as outlined in section 2.2
- (e) Customer references
- (f) Overall project team credentials and staffing
- (g) Responsiveness to Philadelphia antidiscrimination policy and Economic Opportunity Plan
- (h) Best value based on review of cost proposal for proposed solution and strengths, weaknesses, opportunities, and threats
- (i) Local/regional presence
- (j) Proximity of the Plant(s) to Philadelphia