

**2018 Request for Offers**

Launch: October 4, 2018

Begin Accepting Offers: October 15, 2018

Close: November 9, 2018

**Appendix A: RFO Protocol**

1. **Introduction**

Clean Power Alliance of Southern California (“CPA”) is soliciting competitive proposals for the purchase of 10-year or longer renewable energy and storage contracts consistent with the terms and provisions in this Request for Offer (“RFO”). General instructions for participating in CPA’s RFO and product-specific requirements are described in the text of this document (“RFO Protocol”).

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.

1. **Background**
2. Description of CPA

CPA is one of the California’s newest Community Choice Aggregation (“CCA”) programs, established as a Joint Powers Authority made up of 31 local agencies across Los Angeles and Ventura Counties. These agencies have banded together to provide cleaner electricity at competitive rates, offering a choice in electricity service providers for the first time to over 1 million customers in the region.

CPA began offering service to municipal customers of unincorporated Los Angeles County on February 1, 2018 and initiated the second phase of its roll-out to non-residential customers of unincorporated Los Angeles County, Rolling Hills Estates, and South Pasadena beginning June 25, 2018. It is anticipated that CPA will enroll all residential customers of its 31-member jurisdictions in February 2019, and complete enrollment of the remainder of its non-residential customers in May 2019, putting CPA on track to become the largest CCA in the state.

CPA intends to develop an electric supply portfolio with overall lower greenhouse gas (“GHG”) emissions than that of Southern California Edison, that encourages the use and development of cost-effective renewable and distributed energy resources, and that discourages the use of unbundled renewable energy credits (“RECs”). CPA also intends to provide and manage its energy portfolio and products in a manner that provides cost savings to customers, promotes public health in areas impacted by energy production, achieves regional economic benefits and workforce development, and offers customers a choice of differentiated renewable product tiers.

1. RFO Overview and Goals

The goal of this RFO is for CPA to solicit and evaluate offers from renewable energy generation and energy storage facilities to meet CPA’s electricity needs, achieve its environmental objectives, and offer its customers competitive, clean energy options. Based on the solicitation and evaluation, CPA may enter into one or more long-term Power Purchase Agreements (“PPAs”) with such renewable energy generation and storage facilities for between 1,000,000 and 2,000,000 megawatt-hours (“MWh”) per year of Energy, Environmental Attributes, Resource Adequacy, and Ancillary Services, as applicable.

CPA is requiring all bidders to submit conforming offers applicable to the offer’s respective product category (described below). In an effort to consider creative offer structures that will provide CPA’s customers greater value (i.e. improved pricing), CPA is also allowing bidders to submit non-conforming offers in addition to conforming offers. Submission of non-conforming offers is optional.

**Responses to the RFO are due November 9, 2018 at 5:00 PM Pacific Standard Time.**

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

1. Eligibility

Product Types

CPA will consider offers for Energy, Environmental Attributes, Resource Adequacy, and Ancillary Services, as applicable, from three types of products:

**Product 1:** Renewable energy products individually metered from new or existing facilities, with or without energy storage, meeting the delivery requirements established for Portfolio Content Category 1 (PCC1), as defined under California’s RPS program.

**Product 2:** Fixed-volume renewable energy products from new or existing facilities meeting requirements for PCC1 or PCC2 and priced at Index-Plus.

**Product 3:** Stand-alone energy storage products capable of offering all three of the following: Resource Adequacy, Energy, and Ancillary Services.

Installed Capacity

CPA seeks projects with an expected installed capacity minimum of 5 MW AC and a maximum of 250 MW AC for intermittent resources (e.g. solar, wind, solar with storage) and a maximum of 100 MW for baseload resources (e.g. geothermal). Projects with an expected installed capacity of less than the minimum (5 MW AC) or greater than the maximum (100 MW for baseload, 250 MW AC for intermittent) are eligible to submit an offer but will be considered a non-conforming bid. Projects sized less than one (1) MW AC will not be accepted.

Contract Term

CPA has a strong preference for a contract term of fifteen (15) years. CPA will consider non-conforming offers for contract terms ranging between ten (10) and twenty-five (25) years.

Project Location

CPA will consider in-state and out-of-state resources, provided such resources meet PCC1 and PCC2 eligibility criteria, as appropriate for the product type as listed above, and secure delivery into the CAISO system.

Commercial Operation Date

CPA has a preference for new projects expected to reach commercial operations by December 31, 2021. Projects reaching commercial operation by December 31, 2023 will also be considered as non-conforming bids.

Pricing Offers

Each Bidder is limited to submitting four (4) distinct pricing offers per facility (i.e. a Bidder submitting three (3) facilities could submit a total of twelve (12) distinct pricing offers).

1. **LevelTen Energy’s Role**

LevelTen Energy (LevelTen) will be supporting CPA’s initiatives by administering and organizing the RFO through [LevelTen’s online RFO Platform](https://mailhub.leveltenenergy.com/e1t/c/*W4MYMTK8PNjjBW2D31nF1jXYjH0/*W7k6F8Z2l7w52W3mhHtY2sk3CT0/5/f18dQhb0S8398YXNrbW8Dq6fj51FcdHN5s9DSvWrsBzN3MpzC4M99PZW8s43hV66GK5qW1kkMWF8p5DlSW8qZxwx8y0lTtVRHS5M8tynbZW8rvd4T8mp0TcW5x5KNk7-XB_5W67h1CP8r5GVdW2GRw4Y3HtrQnW2K4Q685hkTvQW7MZmKm5_N0_wW5K_zXK3lj2tvW3blhRk6fCSHCW5t8b_L5QBcd8VZYJVW3s9bvjVNzBfF3HygJZW5w5J7H5RT4zqW5SsJrH8dG2mtW42N_zw3qh6WcW8LnlkT3RnyD8W8GqnW_5ldVJCVNc8h43T_L6CW37s2c53TkZVGW3lmTy02-C5YmVx_Qky7L-HpxW73Qsnm1d5pgbW4L5-Gg2kT4hbVmhp_l6bPbrJN8v2xKGn5zc7W480Y-R4pKYCXW8SlplK2RK-q-W7R6GyD8TKymjW8T2P009g8dSVN13fYwccTSRKVcSFl06PtQg9102). Bidders will submit their offers, including all pricing, project details, and all other supporting offer materials, through LevelTen’s online RFP Platform. Offers submitted by electronic mail, U.S. mail, fax, or other media will not be accepted or reviewed. LevelTen will collect and evaluate offers, and support CPA in its selection of projects for the shortlist for a potential PPA.

If your firm anticipates responding to this RFO and do not yet have credentials for LevelTen’s RFO Platform, please request access as soon as possible by navigating to [LevelTen's contact form](https://leveltenenergy.com/contact/), completing the short form, including "CPA RFO" in the message field, selecting Submitting Projects, and pressing Send.

1. **Timeline**

|  |  |
| --- | --- |
| Date | Action |
| September 14, 2018 | Pre-Issuance Notification |
| October 4, 2018 | RFO Issuance and Q&A Open |
| October 15, 2018 | LevelTen Platform Open for Bidder Offers |
| October 22, 2018 | Webinar  Registration Link: To be provided. |
| October 24, 2018 | Q&A Questions Due  Submit questions to [CPARFO@LevelTenEnergy.com](mailto:CPARFO@LevelTenEnergy.com) |
| October 31, 2018 | Q&A Responses Final Posting  Responses to questions will be posted to the CPA RFO page on LevelTen’s RFO Platform. |
| November 9, 2018 | RFO Proposals Due |
| November 12, 2018 – January 10, 2019 | Project Evaluation |
| January 16, 2019 | Initial Shortlist Notification |
| January 22, 2019 – January 30, 2019 | Reopen RFO for Initial Shortlisted Projects |
| February 4, 2019 | Final Shortlist Notification |
| February 15, 2019 | Deadline for Final Shortlisted Bidders to sign Exclusivity Agreements/Submit Shortlist Deposit |
| February – March 2019 | PPA Negotiations |
| April 2019 | Board Approval of PPA |
| April 2019 | PPA Execution |

1. **Product 1: Offer Instructions**

**Product 1: Conforming Bid Specification**

|  |  |
| --- | --- |
| Location | Within or outside of California, with deliverability to the CAISO grid |
| Products | Energy, Environmental Attributes, Resource Adequacy, Ancillary Services (if applicable) from:  **Product 1**: Renewable energy products individually metered from new or existing facilities, with or without energy storage, meeting the delivery requirements established for Portfolio Content Category 1 (PCC1) as defined under California’s Renewable Portfolio Standards program. |
| Price | **For renewable-only projects**, Bidders must specify a fixed $/MWh price with zero percent (0%) annual escalator associated with all attributes of the project, including Energy, Environmental Attributes, Resource Adequacy, and Ancillary Services, to the extent such associated products are available.  **For renewable with storage projects**, Bidders must specify both:   * A fixed $/MWh price with zero percent (0%) annual escalator for project attributes associated with the renewable energy facility; and * A fixed $/kW-month price with zero percent (0%) annual escalator for project attributes associated with the storage facility (see Exhibit A for further instructions). |
| Capacity Zone | To be specified by each developer as part of each offer |
| Scheduling Coordinator | **For renewable-only projects**, Seller serves as Scheduling Coordinator (SC).  **For renewable with storage projects**, Buyer serves as Scheduling Coordinator (SC). |
| Expected Commercial Operation Date | On or prior to December 31, 2021 |
| Guaranteed Commercial Operation Date | One-hundred eighty (180) calendar days after the Expected Commercial Operation Date |
| Term | Fifteen (15) years |
| Settlement Point | Conforming bids are required to offer pricing at all of the following Settlement Points:   * SCE Default Load Aggregation Point (DLAP) * Facility pricing node (Pnode) * CAISO liquid trading hub (e.g. NP15, SP15, ZP26, etc.) |
| CAISO Market | Facilities must offer into the Day-Ahead Market, with the exception of wind, which may offer either into the Day-Ahead or Real-Time Market. |
| Product Shape | As Generated/Unit Contingent |
| Installed Capacity (MW) | Between 5 MW AC and 250 MW AC limit for intermittent resources; between 5 MW and 100 MW limit for baseload resources. The energy storage component of renewable with storage projects may be between 5 MW and 50 MW, which may be additive to the capacity limits for intermittent and baseload resources, as applicable. |
| Seller Security Requirements | $60/kW of Contract Capacity for As-Available; $90/kW of Contract Capacity for Dispatchable and Baseload (including facilities with as-available and battery storage) |
| Guaranteed Energy Production | One-hundred sixty percent (160%) for each 2-year performance measurement period. |
| Charging | **For renewable with storage projects**, all charging energy will be generated solely by the renewable facility (no grid charging). |

For the full commercial terms for Product 1 offers, please reference Appendix D\_Product 1\_RPS\_PPA.doc and Appendix E\_Product 1\_RPS plus Storage\_PPA.doc.

**Product 1: Non-Conforming Offers**

CPA will consider, but is under no obligation to accept, non-conforming offers with specifications that fall within the criteria listed below.

* 1. **Price Escalator.** CPA will consider price offers with a two percent (2%) annual escalator. No other escalators will be considered.
  2. **Expected Commercial Operation Date.** CPA will consider facilities with Expected Commercial Operation dates after December 31, 2021 but no later than December 31, 2023.
  3. **Term.** CPA will consider PPA terms as short as ten (10) years and no longer than twenty-five (25) years.
  4. **Installed Capacity.** CPA will consider facilities sized between (1) MW AC and five (5) MW AC or greater than two hundred fifty (250) MW AC. Facilities sized less than one (1) MW AC will not be accepted.

Bidders offering pricing with non-conforming specifications described in 1 through 4 above should submit such non-conforming bids through LevelTen’s online Project Intake Form (instructions in Exhibit A). LevelTen’s online Project Intake Form is customizable to accommodate such non-conforming bids.

**Product 1: Project Submittal Instructions**

Follow the detailed instructions in Exhibit A for creating and submitting a proposal on [LevelTen’s online RFO Platform](https://marketplace.levelten.energy/login). Bidders will submit most information relevant to their bid through LevelTen’s online Project Intake Form, while some information will be submitted through separate Appendix F\_Product 1\_Offer Form.xlsx. Pay careful attention to the given instructions to ensure project information is submitted properly. Appendix F\_Product 1\_Offer Form.xlsx must be uploaded separately as a Supporting Document into the My Proposal section of LevelTen’s RFO Platform.

1. **Product 2: Offer Instructions**

**Product 2: Conforming Bid Specification**

|  |  |
| --- | --- |
| Location | Within or outside of California, with deliverability to the CAISO grid |
| Products | Energy, Environmental Attributes, Resource Adequacy, and Ancillary Services (if applicable) from the following product types:  **Product 2:** Fixed-volume renewable energy products from new or existing projects meeting requirements for PCC1 or PCC2 and priced at Index-Plus. |
| Volumes | Volumes no less than 50,000 MWh per year and no greater than 500,000 MWh per year |
| Price | Fixed-Price, Index Plus |
| Scheduling Coordinator | Seller serves as Scheduling Coordinator (SC) for project. |
| Start Date of Deliveries | Between January 1, 2019 and December 31, 2021 |
| Term | Ten (10) years |
| Delivery Point | CAISO or California Balancing Authority |

For the full commercial terms for Product 2 offers, please reference Appendix H\_Product 2\_Term Sheet.doc.

**Product 2: Non-Conforming Offers**

CPA will consider, but is under no obligation to accept, non-conforming offers with specifications that fall within the criteria listed below.

* 1. **Start Date of Delivery.** Delivery start dates after December 31, 2021 but no later than January 1, 2023.

Bidders offering pricing with non-conforming specifications described above should submit such non-conforming bids through Appendix G\_Product 2\_Offer Form.xlsx.

**Product 2: Project Submittal Instructions**

Follow the detailed instructions in Exhibit B for creating and submitting a proposal on [LevelTen’s online RFO Platform](https://marketplace.levelten.energy/login). For Product 2 offers from existing (i.e. already commercially operating) resources, Bidders will submit pricing information by uploading Appendix G\_Product 2\_Offer Form.xlsx through the My Proposal section of LevelTen’s RFO Platform, but Bidders do not need to create a project using LevelTen’s project intake forms. For Product 2 offers from new resources, Bidders will create a new project using LevelTen’s project intake forms and also submit pricing information in Appendix G\_Product 2\_Offer Form.xlsx. Appendix G\_Product 2\_Offer Form.xlsx must be uploaded separately as a Supporting Document into the My Proposal section of LevelTen’s RFO Platform. When naming your project on LevelTen’s Platform, use the naming convention “Index Plus, [Project Name]”.

1. **Product 3: Offer Instructions**

**Product 3: Conforming Bid Specification**

|  |  |
| --- | --- |
| Location | Within or outside of California, with deliverability to the CAISO grid |
| Products | **Product 3:** Stand-alone energy storage products capable of offering Resource Adequacy, Energy, and Ancillary Services. |
| Price | $/kW-year with zero percent (0%) annual escalator |
| Capacity Zone | To be specified by each developer as part of each offer |
| Scheduling Coordinator | Buyer serves as Scheduling Coordinator (SC) for project. |
| Expected Commercial Operation Date | On or prior to December 31, 2021 |
| Guaranteed Commercial Operation Date | One-hundred eighty (180) calendar days after the Expected Commercial Operation Date |
| Term | Fifteen (15) years |
| Installed Capacity (MW) | Between 5 MW and 50 MW |
| Seller Security Requirements | $90/kW of Contract Capacity |

For the full commercial terms for Product 3 offers, please reference Appendix J\_Storage Only Term Sheet.doc.

**Product 3: Non-Conforming Offers**

CPA will consider, but is under no obligation to accept, non-conforming offers with specifications that fall within the criteria listed below.

* 1. **Price Escalator.** CPA will consider price offers with a two percent (2%) annual escalator. No other escalators will be considered.
  2. **Expected Commercial Operation Date.** CPA will consider facilities with Expected Commercial Operation dates after December 31, 2021 but no later than December 31, 2023.
  3. **Term.** CPA will consider PPA terms as short as ten (10) years and shorter than twenty-five (25) years.
  4. **Installed Capacity.** CPA will consider facilities sized between one (1) MW and five (5) MW. Facilities sized less than one (1) MW AC will not be accepted.

Bidders offering pricing with non-conforming specifications described in 1 through 4 above should submit such non-conforming bids through Appendix I\_Product 3\_Offer Form.xlsx.

**Product 3: Project Submittal Instructions**

Follow the detailed instructions in Exhibit C for creating and submitting a proposal on [LevelTen’s online RFO Platform](https://marketplace.levelten.energy/login). Bidders will create a project submission through the LevelTen’s online Platform and submit pricing information in Appendix I\_Product 3\_Offer Form.xlsx. Appendix I must be uploaded separately as Supporting Documents. When naming your project on LevelTen’s Platform, use the naming convention “Storage Only, [Project Name]”.

1. **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.

1. **Communication**

Neither LevelTen nor CPA will be answering questions related to the RFO outside of the formal 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**.

CPA and LevelTen will host an informational webinar on October 22, 2018 to review the objectives and process of this RFO. Bidders are encouraged to attend. A registration link for the webinar will be provided by October 15, 2018.

All questions will be answered through a formal Q&A process. Bidders must submit questions to [CPARFO@LevelTenEnergy.com](mailto:CPARFO@LevelTenEnergy.com) by 11:59 PM Pacific Standard Time on October 24, 2018. 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 RFO page on LevelTen’s RFO Platform by October 31, 2018. Neither CPA nor LevelTen will respond to questions received outside of this process.

1. **PPA and Term Sheet Redlines**

CPA is including as Appendix C, Appendix H, and Appendix J proposed forms of power purchase agreement (PPA) and term sheets 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 applicable PPA or term sheet 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 must be submitted via redline to the Word document and loaded as a Supporting Document into the My Proposal section of LevelTen’s platform no later than the due date November 9, 2018 at 5:00 PM Pacific Standard Time. 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.

1. **Non-Disclosure Agreement**

CPA will require all Bidders invited to participate in the RFO to sign CPA’s standard Non-Disclosure Agreement (“NDA”) that is attached as Appendix B for reference. CPA will not accept changes to the NDA.

1. **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 as Appendix C 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 Appendix C Exclusivity Agreement for additional details regarding the Exclusivity Period (as defined the Exclusivity Agreement) and return of the Shortlist Deposit.

1. **Description of Appendix Documents Attached to RFO**

Documents for all bidders:

1. **RFO Protocol** (Appendix A\_RFO Protocol.doc): Description of RFO, Contract Terms, Selection Criteria, Submittal Instructions.
2. **Non-Disclosure Agreement** (NDA) (Appendix B\_CPA\_NDA\_Template.doc): The NDA must be signed by all Bidders.

1. **Exclusivity Agreement** (Appendix C\_Exclusivity Agreement\_CPA.doc): The Exclusivity Agreement must be signed by all Bidders selected by CPA to enter into the negotiation and contracting phase.

Documents for Product 1 bidders:

1. **PPA for RPS only** (Appendix D\_Product 1\_RPS\_PPA.doc): Will be used as a contract to procure the renewable energy.
2. **PPA for RPS plus storage** (Appendix E\_Product 1\_RPS plus Storage\_PPA.doc)
3. **RPS with Storage Offer Form** (Appendix F\_Product 1\_Offer Form.xlsx): Additional information required for renewables with storage offers that Bidders must upload as a Supporting Document.
4. **RPS with Storage Levelized 12x24 Forward Guidance** (Appendix L\_Product 1\_Levelized 12x24.xlsx): Levelized 12 year 12x24 forwards at SCE DLAP and SP15 (Day-Ahead and Real-Time) showing expected high and low priced hours that Bidders should consider when offering RPS with Storage pricing and 8760 profiles.

Documents for Product 2 bidders:

1. **Product 2 Pricing Offer Form** (Appendix G\_Product 2\_Offer Form.xlsx): Pricing information for RPS Product (PCC1 or PCC2), Index Plus offers must be submitted through this Appendix.
2. **Product 2 Term Sheet** (Appendix H\_Product 2\_Term Sheet.doc): Will be used as contracting terms to procure Product 2.

Documents for Product 3 bidders:

1. **Product 3 Pricing Offer Form** (Appendix I\_Product 3\_Offer Form.xlsx): Pricing information for standalone storage offers must be submitted through this Appendix.
2. **Product 3 Term Sheet** (Appendix J\_Product 3\_Term Sheet.doc): Will be used as contracting terms to procure Product 3.

Documents for all bidders of NEW facilities:

1. **Qualitative Selection Criteria Questionnaire** (Appendix K\_Questionnaire.xlsx): Contains questions relating to Workforce Development, Environmental Stewardship, Benefits to Disadvantaged Communities and other qualitative considerations. Additional instructions related to the Questionnaire can be found in Exhibit D.
2. **Evaluation and selection criteria**

CPA shall perform an initial screening and evaluation to identify and eliminate any submittals that are not responsive to the request for qualifications, do not meet the minimum requirements set forth in the request for qualifications or are otherwise deemed, at CPA’s sole discretion, unable to provide dependable and reliable services. In performing this evaluation, CPA will consider a common set of criteria, a partial list of which is included below. This list may be revised at CPA’s sole discretion and includes:

1. Overall clarity and quality of response, inclusive of completeness, timeliness, and conformity
2. Price and value of offered energy, environmental attributes, resource adequacy, and ancillary services, as applicable
3. Development Risk: project development status, including but not limited to progress toward interconnection, deliverability, siting, zoning, permitting and financing requirements
4. 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 that are located in high-conflict areas.
5. Workforce Development: CPA is committed to creating community benefits, which includes engaging a skilled and trained workforce[[1]](#footnote-2) 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:
     1. All of the respective workforce are either Registered Apprentices[[2]](#footnote-3) or Skilled Journeypersons[[3]](#footnote-4)
     2. At least 60% of the respective workforce are graduates of a joint labor management apprenticeship training program approved by the State of California or the Federal Secretary of Labor
     3. At least 20% of total work hours on each project will be performed by apprentices
     4. Projects utilizing prevailing hourly wage rates
   * Projects utilizing local and targeting hires:
     1. A minimum of 40% of all hours of project work shall be performed by workers living within CPA service territory
     2. A minimum of 10% of all hours of project work shall be performed by residents of Disadvantaged Communities (DACs)[[4]](#footnote-5)
     3. A minimum of 2% of all hours of project work shall be performed by veterans of the U.S. Armed Services and/or women
6. Disadvantaged Communities - CPA will prioritize projects that are located within DACs, can demonstrate DAC workforce and community development benefits, and have conducted outreach to DAC communities.
7. Project Location – CPA prefers projects located within California, with high preference for projects located within Los Angeles and Ventura counties.

**Optional Consideration**:

Supplier Diversity – Bidders who are certified under CPUC General Order 156, or are utilizing GO 156 certified businesses.

1. **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.

CPA reserves the right to submit supplementary follow-up questions or inquiries to request clarification of information submitted and 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 of their due diligence activities prior to entering into any final contract negotiations with CPA.

1. **Collaboration**

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

1. **Non-Discrimination**

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

1. **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 by the Applicable Law, statute, ordinance, decision, order or regulation. 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 officers, employees and agents, from any claims, liability, award of attorneys’ fees, 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 award, on the ground that there is a substantial public interest in not disclosing proposals during the evaluation process.

1. **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:

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, their 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 employee who is the spouse or economic dependent of such a CPA employee.
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 upon any material change thereto.
8. Bidder acknowledges and accepts that CPA does not intend to provide collateral or performance security in connection with any PPA.

**EXHIBIT A:**

**DETAILED INSTRUCTIONS FOR SUBMITTING THROUGH LEVELTEN PLATFORM FOR PRODUCT 1 OFFERS**

**Initiating your proposal:**

1. After logging into [LevelTen’s Platform](https://marketplace.levelten.energy/login), navigate to RFP Tools in the left-hand menu bar.
2. Click CPA RFO. Beginning October 15, 2018, it will be listed as an RFO that is Accepting Proposals.
3. Carefully read this RFO Protocol and download and review the Attachments listed in Section M above.
4. Click “Start My Proposal” to create a bid draft that only you and LevelTen system administrators will see. CPA will not see your offer until after you click “Submit”.
5. Click “My Proposal”. This is where you can add a brief (less than 250 words) introductory cover letter/narrative, add projects to the RFO, and upload Supporting Documents.

**Creating a project through LevelTen’s online Project Intake Form:**

1. In My Proposal click the “Projects” link to attach a project to the proposal. Clicking the Projects link will navigate you to where you can begin creating a project.
2. Open any existing project you have previously loaded onto LevelTen’s Platform or Start New Project Submission.
3. Update and/or complete all input fields and information in each of following **FOUR (4)** tabs:
4. **Overview:** general information about the project including name, size, technology, and location.
5. **RFP Pricing:** Bidders enter their offer price and select the applicable pricing details.
6. **Forecast 8760:** Bidders must upload a P50 8760 using LevelTen’s standard .csv file format which is available for download in the Forecast 8760 tab by clicking “Upload 8760 File” then “Download a sample file with the required format.”
7. **Development Maturity:** this tab asks questions related to site control, interconnection, permitting, etc. to evaluate the project’s development status. Bidders may select Not Applicable for questions that do not pertain to their projects.

The Data Accuracy Tab, Buyer’s View Tab, and Marketplace Pricing Tab are not relevant for CPA’s RFO. You may ignore the Data Accuracy Tab, Buyer’s View Tab, and Marketplace Pricing Tab.

1. Use the RFP Pricing Tab to select “CPA RFO” as the Audience. **It is critical that Bidders select CPA RFO as the Audience, otherwise LevelTen’s Platform will not attach/associate such Bidders’ project with CPA’s RFO**.

*Note: “CPA RFO” will not be available as an Audience until after you start your proposal and create a My Proposal in the RFP Tools section of the platform, per Step 4 above.*

1. Important guidance about how to complete the RFP Pricing Tab:
   * + 1. Bidders will need to make the appropriate selections in the RFP Pricing Tab based on the specifications included in the Section E Conforming Bid Specification Table and Appendix D or Appendix E.
       2. Settlement Location: Hub, DLAP and Pnode offers are required. Each Settlement Location will be entered as separate “Pricing Plans” or offers in LevelTen’s Platform. See pricing offer copying instructions below.
          1. Hub. To price at the Hub, select appropriate CAISO Hub (SP15, NP15, etc.) under Hub List.
          2. DLAP. To price at the DLAP, select SCE under the Hub List (SCE refers to the SCE DLAP relevant to CPA).
          3. Pnode. To price at the Pnode, select the appropriate Pnode (or closest proxy Pnode if the project’s Pnode has not yet been established or is not otherwise available in the Project Node dropdown list) in the Project Node dropdown list on the Overview Tab. The Project Node selection from the Overview Tab will automatically populate on the Pricing Tab.
       3. Market Price Floor: Input $0/MWh into the available text field.
       4. Non-settlement Threshold: Select “None”
       5. Capacity: i.e. Resource Adequacy. Select “Included” if Resource Adequacy rights are offered.
       6. Shape:
          1. Wind and solar facilities without storage should select “As Generated”.
          2. All other resources (including solar plus storage, other dispatchable resources, etc.) should select “Fixed” (i.e. fixed volume).

Pricing offer copying instructions: To submit different pricing offers (e.g. to submit the required conforming offers for Hub, DLAP, and Pnode settlement locations or to offer different non-conforming price escalators) for the same project, save an existing pricing offer, click the “RFP Pricing” tab, “Copy” the existing pricing offer, and make the necessary changes to the new pricing offer.

1. To submit different Commercial Operation Dates and/or Installed Capacities for the same project (for example, to submit 25, 50, and 100 MW AC versions of the same project), Bidders must Start a New Project Submission and create a new project pursuant to Step 7 above for each variation in Commercial Operation Date and/or Installed Capacity.
2. **For renewables with storage offers**, Bidders must complete and submit two (2) separate projects on the LevelTen Platform: 1) renewable energy only (i.e. the underlying renewable energy resource without storage) and 2) renewable energy with storage.

Specific instructions for pricing for renewable energy with storage offers:

* 1. Renewable energy only project. In the RFP Pricing Tab, enter the $/MWh offer price (this should be the same number as is entered in Cell C15 of Appendix F\_Product 1\_Offer Form.xlsx) and select “As Generated” as the shape. In the Forecast Tab 8760, the P50 8760 file uploaded should be for the renewable energy project only.
  2. Renewable energy with storage. In the RFP Pricing Tab, enter the $/MWh price that is generated in Cell C19 by completing Appendix F\_Product 1\_Offer Form.xlsx. In the RFP Pricing Tab, select “Fixed” (fixed volume) as the shape. In the Forecast Tab 8760, the P50 8760 file uploaded should be for the renewable plus storage expected output profile, net of any losses, including losses associated with charging and discharging the battery, prior to the Delivery Point. Guidance on expected high and low priced hours at SCE DLAP and SP15 (Day-Ahead and Real-Time) over a levelized 12-year forward period is in Appendix L. Bidders should consider the 12x24 matrices in Appendix L when offering RPS with Storage pricing and 8760 (charging and discharging) profiles.

Please note that Appendix F has 2 worksheets which must be completed. Worksheet 2 Output Profile requires the expected monthly energy and corresponding RA Capacity from the project. Bidders must complete Worksheet 2 Output Profile in addition to uploading the P50 8760 in the Forecast 8760 Tab.

**Submitting your proposal**:

1. Once your project is priced and all of the information in the Overview, RFP Pricing, 8760 Forecast, and Development Maturity tabs is complete, return to My Proposal in the RFP Tools section.
2. Review your proposal. You will see your projects and pricing offers priced to the CPA RFO Audience listed.
3. Upload as Supporting Documents the completed:
   1. A signed Appendix B\_NDA.doc
   2. For each Product 1 project offer, a PPA applicable to the project type (Appendix D or Appendix E), with redlines (to the extent Bidder has proposed changes)
   3. For renewables with storage offers, the completed Appendix F\_Product 1\_Offer Form.xlsx for each offer.
   4. For each Product 1 project, a separate Appendix K\_Questionnaire.xls
   5. For each Product 1 project, a separate ArcGIS Layer Package as described in Exhibit D

Note: when uploading Supporting Documents bidders must use the following file naming convention: bidder name\_project name\_Appendix XX\_file name.

1. Once you are satisfied with your proposal click “Submit My Proposal”. Note: if you do not submit your proposal before the deadline, it will neither be considered complete nor seen by CPA.

**EXHIBIT B:**

**DETAILED INSTRUCTIONS FOR SUBMITTING THROUGH LEVELTEN PLATFORM FOR PRODUCT 2**

**Initiating your proposal:**

1. After logging into [LevelTen’s Platform](https://marketplace.levelten.energy/login), navigate to RFP Tools in the left-hand menu bar.
2. Click CPA RFO. Beginning October 15, 2018, it will be listed as an RFO that is Accepting Proposals.
3. Carefully read this Bidder Document and download and review the Attachments listed in Section M above.
4. Click “Start My Proposal” to create a bid draft that only you and LevelTen system administrators will see. CPA will not see your offer until after you click “Submit”.
5. Click “My Proposal”. This is where you can add a brief (less than 250 words) introductory cover letter/narrative, add projects to the RFO, and upload Supporting Documents.

**For Product 2 Offers from Existing Renewable Energy Resources:**

1. Complete the cover letter/narrative on the LevelTen Platform, per Step 5 above.
2. Complete Appendix G\_Product 2\_Offer Form.xlsx (pricing information, etc.). Appendix G\_Product 2 Offer.xlsx must be uploaded separately as a Supporting Document.
3. Upload as Supporting Documents the completed
   1. A signed Appendix B\_NDA.doc,
   2. For each Product 2 offer, a separate Appendix G\_Product 2\_Offer Form.xlsx,
   3. For each Product 2 offer, a separate Appendix H\_Product 2\_Term Sheet with redlines (to the extent the Bidder has proposed changes).
   4. For new projects only, the Appendix K\_Questionnaire.xls
   5. For new projects only, an ArcGIS Layer Package as described in Exhibit D

Note: when uploading Supporting Documents bidders must use the following file naming convention: bidder name\_project name\_Appendix XX\_file name

1. Once you are satisfied with your proposal click “Submit My Proposal”. Note: if you do not submit your proposal before the deadline, it will neither be considered complete nor seen by CPA.

**For Product 2 Offers from New Renewable Energy Resources:**

**Creating a project through LevelTen’s online Project Intake Form:**

1. In My Proposal click the “Projects” link to attach a project to the proposal. Clicking the Projects link will navigate you to where you can begin creating a project.
2. Start New Project Submission. When naming your project on LevelTen’s Platform, use the naming convention “Product 2, [Project Name]”.
3. Update and/or complete all input fields and information in the following **TWO (2)** tabs:
4. **Overview:** general information about the project including name, size, technology, and location.
5. **Development Maturity:** this tab asks questions related to site control, interconnection, permitting, etc. to evaluate the project’s development status.

**Do not complete either the Marketplace Pricing Tab or RFP Pricing Tab. Bidders must submit pricing for Product 2 offers in Appendix G\_Product 2\_Offer From.xlsx**

Product 2 bidders do not need to upload an 8760. Volume delivery requirements are stipulated in Appendix G\_Product 2\_Offer Form.xlsx.

The Data Accuracy and Buyer’s View tabs are not relevant for CPA’s RFO. You may ignore the Data Accuracy and Buyer’s View tabs.

**Submitting your proposal**:

1. Once all of the information in the Overview Tab and Development Maturity Tab is complete, return to My Proposal in the RFP Tools section.
2. Complete Appendix G\_Product 2\_Offer Form.xlsx (pricing information, etc.). Appendix G\_Product 2 Offer.xlsx must be uploaded separately as a Supporting Document.
3. Review your proposal. For Product 2 Offers from New Renewable Energy Resources, Bidders will **NOT** see their projects listed in the Projects List; however, as long as Bidder completed Steps 10 though 12 above, the project information from the Overview Tab and Development Maturity Tab will be recorded in LevelTen’s Platform.
4. Upload as Supporting Documents:
   1. The signed Appendix B\_NDA.doc
   2. Appendix G\_Product 2\_Offer Form.xlsx
   3. For each Product 2 offer, an Appendix H\_Product 2\_Term Sheet with redlines (to the extent Bidder requests changes)
   4. For new projects only, the Appendix K\_Questionnaire.xls
   5. For new projects only, an ArcGIS Layer Package as described in Exhibit D

Note: when uploading Supporting Documents bidders must use the following file naming convention: bidder name\_project name\_Appendix XX\_file name

1. Once you are satisfied with your proposal click “Submit My Proposal”. Note: if you do not submit your proposal before the deadline, it will neither be considered complete nor seen by CPA.

**EXHIBIT C:**

**DETAILED INSTRUCTIONS FOR SUBMITTING THROUGH LEVELTEN PLATFORM FOR PRODUCT 3**

**Initiating your proposal:**

After logging into [LevelTen’s Platform](https://marketplace.levelten.energy/login), navigate to RFP Tools in the left-hand menu bar.

1. Click CPA RFO. Beginning October 15, 2018, it will be listed as an RFO that is Accepting Proposals.
2. Carefully read this RFO Protocol and download and review the Attachments listed in Section M above.
3. Click “Start My Proposal” to create a bid draft that only you and LevelTen system administrators will see. CPA will not see your offer until after you click “Submit”.
4. Click “My Proposal”. This is where you can add a brief (less than 250 words) introductory cover letter/narrative, add projects to the RFO, and upload Supporting Documents.

**Creating a project through LevelTen’s online Project Intake Form:**

1. In My Proposal click the “Projects” link to attach a project to the proposal. Clicking the Projects link will navigate you to where you can begin creating a project.
2. Start New Project Submission. When naming your project on LevelTen’s Platform, use the naming convention “Product 3, [Project Name]”.
3. Update and/or complete all input fields and information in the following **TWO (2)** tabs:
4. **Overview:** general information about the project including name, size, technology, and location.
5. **Development Maturity:** this tab asks questions related to site control, interconnection, permitting, etc. to evaluate the project’s development status.

**Do not complete the Marketplace Pricing Tab or RFP Pricing Tab. Bidders must submit pricing for Product 3 offers in Appendix I\_Product 3\_Offer Form.xlsx, pursuant to Step 11 below.**

**Do not complete the 8760 Forecast Tab.**

The Data Accuracy and Buyer’s View tabs are not relevant for CPA’s RFO. You may ignore the Data Accuracy and Buyer’s View tabs.

1. To submit different Commercial Operation Dates and/or Installed Capacities for the same project (for example, to submit 25, 50, and 100 MW AC versions of the same project), Bidders must Start a New Project Submission and create a new project pursuant to Step 6 above for each variation in Commercial Operation Date and/or Installed Capacity.

**Submitting your proposal**:

1. Once all of the information in the Overview Tab and Development Maturity Tab is complete, return to My Proposal in the RFP Tools section.
2. Review your proposal. Bidders will **NOT** see their projects listed in the Projects List; however, as long as Bidder completed Steps 5 though 8 above, the project information from the Overview Tab and Development Maturity Tab will be recorded in LevelTen’s Platform.
3. Upload as Supporting Documents:
   1. A signed Appendix B\_NDA.doc
   2. Appendix I\_Product 3\_Offer Form.xlsx
   3. For each Product 3 offer, an Appendix J\_Product 3\_Term Sheet.doc (including redlines, to the extent Bidder requests changes)
   4. For each Product 3 project, an Appendix K\_Questionnaire.xlsx
   5. For each Product 3 project, an ArcGIS Layer Package as described in Exhibit D

Note: when uploading Supporting Documents bidders must use the following file naming convention: bidder name\_project name\_Appendix XX\_file name

1. Once you are satisfied with your proposal click “Submit My Proposal”. Note: if you do not submit your proposal before the deadline, it will neither be considered complete nor seen by CPA.

**EXHIBIT D:**

**INSTRUCTIONS FOR QUALITATIVE SELECTION CRITERIA QUESTIONNARE**

Instructions for Questions 5-16 in the Appendix K\_Questionnaire.xlsx:

**Create a Data Basin Account**: Go to [www.DataBasin.org](http://www.DataBasin.org), click “Sign Up” and create a user account (free)

**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.

**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). 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 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 as a Supporting Document an ArcGIS Layer Package associated with your project’s geospatial footprint.

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

1. “Workforce” refers to construction work. [↑](#footnote-ref-2)
2. “Registered apprentice” means an apprentice 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-3)
3. "Skilled Journeyperson" 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-4)
4. 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-5)