
SECTION 83D

REQUEST FOR PROPOSAL APPLICATION FORM

APPLICANT INFORMATION

Applicant: EverPower Wind Holdings,
Inc. on behalf of EverPower Maine LLC for the
Bryant Mountain Wind Farm

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SECTION 1 OF APPENDIX B TO THE RFP
CERTIFICATION, PROJECT AND PRICING DATA

The Certification, Project and Pricing Data (“CPPD”) document is a Microsoft Excel workbook that is provided on the website at www.MACleanEnergy.com.

**SECTION 2 OF APPENDIX B TO THE RFP
EXECUTIVE SUMMARY OF THE PROPOSAL (INCLUDING THE BASE PROPOSAL
AND ANY ALTERNATIVE PROPOSALS)**

The bidder is required to provide an executive summary of the project proposal that includes a complete description of the proposed generation and/or transmission bid, the proposed contract term and pricing schedule, and other factors the bidder deems to be important.

EverPower Wind Holdings, Inc. ("EverPower") is pleased to submit this proposal on behalf of EverPower Maine LLC for the Bryant Mountain Wind Farm in response to Massachusetts' Clean Energy Request for Proposals. Our team of in-house experts has the experience to successfully develop, finance, construct, operate, and maintain the wind project. We appreciate the opportunity to respond and hope you find this proposal fully meets the criteria you seek.

Since its founding in 2002, EverPower has established itself as a premier developer, owner, and operator of wind projects in the US. The company currently owns and operates 752 MW of wind projects in the US spread across seven projects in five states. In 2009, EverPower was purchased by Terra Firma, a leading private equity firm, which has funded growth.

The Bryant Mountain Wind Farm ("Bryant Mountain") is an early-stage wind development located in Oxford County, Maine and capable of finalizing development upon execution of a long-term offtake. The project has [REDACTED]

[REDACTED] The [REDACTED] planned project is in the [REDACTED] of the ISO-NE interconnection process and is expected to achieve commercial operations by [REDACTED].

[REDACTED]. EverPower is offering the proposal for combined Qualified Clean Energy and RECs via a 20-year Power Purchase Agreement.

We are pleased to offer the following pricing for a [REDACTED]
[REDACTED].

The Section 1 Certification, Project and Pricing Data ("CPPD") bid form can be found as a separate document with this proposal. Section 15 Exceptions to Form PPA redlined document is also attached, labeled as Attachment 15.1.

EverPower's affiliate Cassadaga Wind LLC, was recently awarded a contract with the Massachusetts Distribution Companies, as well as utilities from Connecticut and Rhode Island, as a result of the New England Clean Energy RFP process. Given EverPower's experience with the Distribution Companies and the project requirements, we are confident in our ability to fully deliver on this proposal for Bryant Mountain.

EverPower Wind Holdings, Inc. on behalf of EverPower Maine LLC (Bryant Mountain Wind Farm) is requesting that the confidential information contained herein, pursuant to section G.L. c. 25A, § 7, DOER of the Massachusetts General Statutes, is exempt from disclosure to the public. This confidential information has been redacted from the Public Version of this proposal as the release of such proprietary information would likely impair the company's competitive position in the market.

SECTION 3 OF APPENDIX B TO THE RFP OPERATIONAL PARAMETERS

- 3.1 Maintenance Outage Requirements – Specify partial and complete planned outage requirements in weeks or days for all generation facilities and transmission facilities. Also, list the number of months required for the cycle to repeat (e.g., list time interval of minor and major overhauls, and the duration of overhauls).

Wind energy projects typically consist of multiple wind-to-energy generators that are electrically connected together to produce the desired project output. Each of these stand-alone generators requires periodic preventive maintenance as well as corrective maintenance in the event of a malfunction within the individual generator. In addition, the collection system that ties the generators together, as well as the substation that steps up voltage for delivery to the bulk electric system, require periodic maintenance.

Each individual wind turbine generator (WTG) typically requires preventive maintenance semi-annually. One of these maintenance outages is typically designated as “minor scheduled maintenance” and is completed in one working day per unit. The other is “major scheduled maintenance” and usually takes one to two working days to complete. For a typical wind energy facility, each semi-annual maintenance cycle is scheduled to be performed outside of high-wind season (usually spring or fall) and a crew or crews will work on individual units until the entire project maintenance cycle is completed. Depending on the size of the project, each maintenance cycle typically lasts for about two months for the entire project. On any given day during the maintenance cycle, one or more WTGs is taken out of service for scheduled maintenance.

Collection system and substation preventive maintenance activities are typically performed once a year, outside of high-wind season. Annual collection and substation maintenance usually requires the entire project to be shut down. Minor annual maintenance typically takes one to two days, while more extensive maintenance (usually performed at five year intervals) typically takes three to four days.

Unscheduled outages of individual generators or the entire project can happen at any time due to unanticipated equipment failures, grid events, or other reasons. [REDACTED]

[REDACTED]. Unscheduled outages within the collection system or substation are much less common, but affect a larger portion of or the entire project. EverPower has in place contingency plans to recover from such unscheduled outages in as short a time as is feasible. Seller shall make best efforts to minimize outages in order to maximize production for the purpose of capacity.

- 3.2 Operating Constraints – Specify all the expected operating constraints and operational restrictions for the project (i.e., limits on the number of hours a unit may be operated per year or unit of time). If the bid includes firm deliveries, list the anticipated situations and frequency of interruptions of transmission sources which would affect power deliveries.

One operational constraint is that wind turbines will not operate below their cut-in wind speed or above their cut-out wind speed. While turbine selection has not been finalized, the expected [REDACTED] turbine has a cut-in speed of [REDACTED] and a cut-out speed of [REDACTED]

Another operation constraint is temperature and icing conditions. Bryant Mountain would likely include the [REDACTED], designed to operate at an external ambient temperature between [REDACTED].

[REDACTED]

Because the town of Milton is considered an unorganized territory of Maine and has no local noise standards, the [REDACTED] regulation will apply. According to this regulation, the sound levels resulting from routine wind energy development operations may not exceed [REDACTED]

[REDACTED]

The Department will also take into account the Town of Woodstock's Site Plan Review Ordinance noise standards to property lines of the land types below:

[REDACTED]	[REDACTED]	
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]
[REDACTED]	[REDACTED]	[REDACTED]

Bryant Mountain, LLC will comply with the noise constraints outlined in the [REDACTED]. In addition, Bryant Mountain, LLC will also consider sound levels outline in the Town of Woodstock's Site Plan Review Ordinance.

The only other limits on wind turbine operations would include transmission constraints, time for scheduled turbine maintenance (typically 3 to 4 8-hour periods per year), or outages for substation maintenance (typically 1-2 days per year).

All these operating constraints (including icing, extreme temperatures, and bat curtailment) have been taken into consideration for the P50 AEP energy assessment profile and net capacity factor provided with this proposal.

- 3.3 Reliability – Describe how the proposal would provide enhanced electricity reliability to Massachusetts, including its impact on transmission constraints.

Bryant Mountain will make commercially reasonable efforts to qualify and participate in the FCM in order to provide reliable installed capacity to the buyers. The facility will enhance reliability in the states by providing consumers a source of abundant energy, particularly during winter periods, when natural gas and other fuel types become constrained, delivering power when consumers need it the most.

The 115 kV line to which the project will interconnect has sufficient available space for Bryant Mountain with no increase in reliability concerns.

Additionally, the facility will produce no harmful emissions that may limit the amount of time the facility can operate. All of these factors will contribute to increasing grid reliability to end users, allowing them to plan with certainty while keeping energy costs low.

3.4 Moderation of System Peak Load – Describe how the proposal would contribute to moderating system peak load requirements and provide the following information:

- i) Estimated average output for each summer period (June- September) from 1:00 - 6:00 pm
- ii) Estimated average output for each winter period (October-May) from 5:00 – 7:00 pm

The facility expects to generate [REDACTED] on average during the summer peak. This will represent a significant increase in the amount of new capacity on the ISO-NE system during high demand periods.

The facility expects to generate [REDACTED] on average during the winter peak. This will represent a significant increase in the amount of new capacity on the ISO-NE system during high demand periods.

3.5 Development Stage of all physical aspects of the bid – Describe whether the project is in operation, in construction or in the development phase.

- (a) If in operation, when did the project achieve commercial operation
- (b) If in construction, when did construction commence and what are the projected dates for initial testing and commercial operation.
- (c) If the project is partly in one development stage and partly in another, please explain in detail the status of the project.

The project is in a mid-stage of development. The project is currently in the study phase of development – a permitting timeline can be found in Attachment 6.3.2. A full project schedule can also be found in Attachment 10.2.

If the proposed project is an expansion, repowering, environmental investment or other modification of an existing Facility, please describe the project in detail, the total cost and

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cost on a \$/kW basis specifying the existing project and the proposed expansion, repowering or other modification. Indicate any incremental or decremental capacity.

SECTION 4 OF APPENDIX B TO THE RFP ENERGY RESOURCE AND DELIVERY PLAN

- 4.1 For Eligible Facilities, the bidder is required to provide an energy resource or fuel supply plan for its proposed project, including supporting documentation. The fuel supply/energy resource profile information should be consistent with the type of technology/resource option proposed and the term proposed. The information requested is organized according to the type of project or energy resource. Bidders should respond to all information requests which are relevant to the bid in a timely manner.

Wind Energy Projects

Provide a summary of all collected wind data for the proposed site. Identify when the data was collected and by whom.

The evaluation was based on a wind resource campaign which began in [REDACTED], consisting of [REDACTED]. Parameters collected include [REDACTED] at each met mast site. Wind speed and wind direction are collected at a minimum of [REDACTED] in order to calculate an accurate wind shear profile for the location. All wind data was collected by EverPower.

The pre-construction evaluation was based on periods of wind data collected from [REDACTED] to present. Long-term wind speeds at the Bryant Mountain site have been estimated by analysis of observed met data with respect to historical reference data from nearby [REDACTED]. The consensus of all datasets is used to create a simulated monthly wind speed distribution for the site.

A summary of all the wind data collected can be found in Attachment 4.1.1.

Indicate where the data was collected and its proximity to the proposed site. Include an identification of the location and height for the anemometers that were used to arrive at an assessment of the site generation capability.

The evaluation was based on a wind resource campaign which began in [REDACTED] consisting of [REDACTED]. The mast is located within the project site [REDACTED].

A summary of the met masts and sensors installed on each met mast is provided in Attachment 4.1.2

Provide (a) at least one year of hourly wind resource data, and (b) a wind resource assessment report from a qualified unaffiliated third-party wind resource assessment firm. Include an analysis of the available wind data which addresses the relationship between wind conditions and electrical output. Provide a projection of net annual energy production,

including projections of average net hourly energy production, based on the wind resource data (a 12 x 24 energy projection) at both P50 and P90 levels.

An Excel version of the filtered wind data can be found in Attachment 4.1.3. The data has been visually validated for tower shadow, icing, and sensor malfunction, during which the sensor readings are not accurate [REDACTED]

[REDACTED] At this time a third-party assessment has not been completed.

EverPower expects to use the Vestas [REDACTED]

[REDACTED] The provided profiles are based on this turbine assumption.

A 12x24 and 8760 profiles for the P50 can be found in Attachment 4.1.4

A 12x24 and 8760 profiles for the P90 can be found in Attachment 4.1.5

Provide a site-adjusted power curve. Each curve should list the elevation, temperature and air density used.

The [REDACTED] power curve can be found in Attachment 4.1.6

Identify the assumptions for losses in the calculation of projected annual energy production, including each element in the calculation of losses.

Loss assumptions of future availability, turbine performance, and other loss considerations are subtracted to yield a long-term net annual energy production estimate (P50) of [REDACTED] for the project.

Future Total Availability ([REDACTED]) is defined as the overall system availability of the wind farm over the expected lifetime of the wind farm. This includes the long-term mean value of three sources of availability; turbine availability ([REDACTED]), the balance of plant availability ([REDACTED]) and the electrical grid availability (when the Transmission Owner takes an unplanned outage directly impacting the project's ability to deliver energy to the grid) ([REDACTED]).

Electrical Efficiency ([REDACTED]) is a loss applied to gross production and defined as a combination of the electrical line losses between the wind turbines and the project substation (where energy is metered for transactional purposes) and any losses due to electrical consumptions when the wind farm is non-operational.

Turbine Performance ([REDACTED]) losses are defined as the difference between the actual performance of the wind turbine relative to the stated power curve specification of the wind turbine. Typically factors such as turbulence, wind shear and changes in air density may cause the wind turbine performance to deviate from the stated power curve specification.

Environmental losses ([REDACTED]) are those losses resulting from meteorological events that produce conditions outside the design specifications of the wind turbine generator. These include expected losses due to sub-optimal performance due to icing buildup on the turbine blades, turbine shut-downs due to Icing conditions, turbine shutdowns due to extreme High and Low temperatures, site access due to heavy snowfall, flooding, or other extreme events.

Environmental Curtailment () of the wind turbines is described as the reduction of output or complete shutdown of the wind turbines under certain operating conditions related to reducing bat fatalities. For the proposed project, a bat curtailment strategy is implemented in order to significantly reduce the number of bat fatalities by changing the wind turbine cut-in (or start-up) wind speed when the wind turbine rotor will spin and begin producing power, during specific days and times of the year. Through detailed studies in the industry, the bat curtailment strategy presented will be implemented at the proposed project site. The expected loss from this strategy has been incorporated into the overall loss assumptions of the project.

If your bid includes a delivery forecast which is substantially different than NREL data would suggest, please reconcile the differences.

Landfill Gas

Provide a gas production forecast for each landfill. Provide a table that shows the annual, monthly and hourly projection of gas flow and energy export from each landfill.

N/A

Provide supporting data that illustrates the expected generation from each landfill based on the projected gas production.

N/A

Describe any contingencies or constraints that could affect the availability of fuel or the energy resource for the project and any contingency plans for meeting projected generation levels.

N/A

If the landfill gas is provided by pipeline, provide information related to gas pipeline delivery, including gas pipeline interconnection points of the landfills delivering the gas into the pipeline system.

N/A

Biomass

Describe specifically how the project will conform to the Massachusetts biomass laws and regulations M.G.L. c. 25A, § 11F, and 225 CMR 14.00.

N/A

Provide a resource assessment of available biomass fuel for the proposed project and its proximity to the project site.

N/A

Provide a plan for obtaining the biomass fuel, including a transportation plan.

N/A

Provide any contracts or letters of intent to acquire and transport the biomass fuel.

N/A

Demonstrate that projected energy output for the project over the term of the contract is consistent with the energy supply available.

N/A

Describe any contingencies or constraints that could affect the availability of fuel or the energy resource for the project and any contingency plans for meeting projected generation levels.

N/A

Solar

Provide an assessment of the available solar incidence or resource. Describe any trends in generation capability over time (i.e., annual decline rate of expected output).

N/A

Describe the methodology used to generate the projected generation and describe the in-house or consulting expertise used to arrive at the generation estimates.

N/A

Hydropower

Describe the project characteristics in terms of water flow (on a monthly basis) and head, and state the assumptions regarding seasonal variations, and a conversion of such flow into megawatts and megawatt-hours.

N/A

Provide monthly flow duration curves based upon daily stream flow records.

N/A

Identify if the project is run-of-river or has storage capability.

N/A

Specify if the project is new, or if the project is an expansion of an existing facility.

N/A

Describe why the generation proposal qualifies as Incremental Hydropower Generation. If the entire project is not new, specify the amount of power provided to or sold into the ISO-NE market during 2014, 2015, and 2016. Provide information which demonstrates that the resources and transmission capacity described in your proposal are capable of providing an increase in the amount of such power compared to the average power deliveries in ISO-NE over those three years.

N/A

The bidder must disclose in its bid how it proposes to certify that the environmental attributes are included with the energy delivered.

N/A

Other information as required to describe the energy resource plan

Identification of fuel supply (if applicable) N/A

What is the availability of the fuel supply? N/A

Does the bidder have any firm commitments from fuel suppliers? If so, please provide a copy of any agreements with confidential information redacted if necessary.

Yes: ☐ No: ☐

N/A

4.2 Clean Energy Generation Delivery Plan

Please provide documentation that any clean energy plan delivery plan that includes hydroelectric generation meets the definition of “Incremental Hydroelectric Generation” as defined in the body of the RFP.

N/A

Please provide an energy delivery plan and profile for the proposed project, including supporting documentation. The energy delivery profile must provide the expected Clean Energy Generation to be Delivered into the ISO-NE market settlement system and permit the Evaluation Team to determine the reasonableness of the projections for purposes of Sections 2.2.1.3 Eligible Bid Categories and 2.2.1.7 Minimum Contract Size of the RFP. Such information should be consistent with the energy resource plan provided above and also considering any and all constraints to physical delivery into ISO-NE.

The energy delivery profile (in the form of the 12x24) can be found as Attachment 4.1.4 (P50) and 4.1.5 (P90). This is the expected annual generation profile for the Bryant Mountain project. Qualified Clean Energy generated from Bryant Mountain will be deemed as “delivered” once injected into the ISO-NE energy market at a specified generator asset node, at which point it will be recognized by the ISO-NE Settlement system. The facility will be dispatched according to ISO-

NE rules and interconnection agreement.

Clean Energy Generation for projects containing new Class I eligible resources only must comply with Section 2.2.2.7 of the RFP. They must submit a delivery profile guaranteeing 70% of the energy in their delivery profile for the Winter Peak Period over the course of every Winter Peak Period on the CPPD form in their bidder response package.

Clean Energy Generation for projects containing firm service hydroelectric generation, and Clean Energy from new Class I RPS eligible resources paired with firm service hydroelectric generation must comply with section 2.2.2.7 of the RFP. They will be required to submit a delivery profile with no Winter Peak Period hour less than 60% of their highest annual single hourly delivery claimed in their annual delivery profile as submitted as a part of their CPPD form in their bidder response package. Bidders will be required to guarantee the submitted delivery profile in all hours during the Winter Peak Period. Bidders should supply any studies performed to support this profile. Bidders should respond to all information requests which are relevant to the bid in a timely manner.

The profile submitted in the CPPD form dictates the 70% Winter Peak Period delivery requirement.

4.3 REC/Environmental Attribute Delivery Plan

Please provide documentation demonstrating that the project will Deliver GIS Certificates representing those RECs or Environmental Attributes. For projects located outside of the ISO-NE control area, describe how the Delivered energy and associated RECs or Environmental Attributes will satisfy NEPOOL-GIS rules for the Delivery of GIS Certificates.

The project plans to qualify its Renewable Energy Credits (RECs) by appropriately registering it as a market participant with ISO-NE and NEPOOL GIS prior to or upon commercial operation. Once the unit is registered in ISO-NE and NEPOOL GIS, the project intends to complete the Statement of Qualification Application (SQA) in order to qualify the Generation Unit as a Massachusetts RPS Class I Resource. It will maintain this certification throughout the life of the project.

**SECTION 5 OF APPENDIX B OF THE RFP
FINANCIAL/LEGAL**

Bidders are required to demonstrate the financial viability of their proposed project. Bidders should provide the following information:

- 5.1 Each bidder is required to submit information and documentation that demonstrates that a long term contract resulting from this RFP Process would either permit the bidder to finance its proposal that would otherwise not be financeable, or assist the bidder in obtaining financing of its proposal.

[REDACTED]

- 5.2 Please provide a description of the business entity structure of the bidder's organization from a financial and legal perspective, including all general and limited partners, officers, directors, managers, members and shareholders, involvement of any subsidiaries supporting the project, and the providers of equity and debt during project development. Provide an organization chart showing the relationship between the equity and debt participants and an explanation of the relationships. For jointly owned facilities, identify all owners and their respective interests, and document the Bidder's right to submit a binding proposal.

EverPower Maine LLC is a Delaware limited liability company with a principal place of business at 1251 Waterfront Place, 3rd Floor, Pittsburgh, Pennsylvania 15222. EverPower Wind Holdings, Inc., ("EverPower") a Delaware corporation, owns 100% membership interest and is the sole owner of EverPower Maine LLC (project company for Bryant Mountain wind farm).

[REDACTED]

A redacted version of the EverPower organization chart found in Attachment 5.2.1 shows the relationship between the various entities.

The following individuals are the current appointed officers of Bryant Mountain and EverPower Wind Holdings, Inc.

Name	Office(s)
James Spencer	President and Chief Executive Officer
Andrew Golembeski	Executive Vice President and Chief Operating Officer
Michael Current	Chief Financial Officer and Treasurer
Masahiro Ogiso	Chief Development Officer

Katie Bellezza Chief Commercial Officer

Carol Strickland Secretary and Chief Administrative Officer

The Bryant Mountain wind farm will be owned by the Project Company Entity (EverPower Maine LLC) and all associated material project contracts, permits, and financings will be executed by the Project Company Entity.

5.2 For projects that include new facilities or capital investment, provide a description of the financing plan for the project, including construction and term financing. The financing plan should address the following:

- i. Who will finance the project and the related financing mechanism or mechanisms that will be used (i.e. convertible debenture, equity or other) including repayment schedules and conversion features

The EverPower team has a strong track record in successfully arranging both construction financing and term financing for its projects. EverPower has arranged over [REDACTED] of construction financings on four organically developed projects and [REDACTED] of term financings and private placements since 2007. In addition, our parent company, Terra Firma Capital Partners, has invested in over [REDACTED]. Since 2008, Terra Firma has been one of the world's largest investors in renewable energy.

With our deep in-house financial expertise with strong banking and institutional relationships, EverPower is highly confident of arranging the necessary financing for Bryant Mountain. Bryant Mountain is expected to cost approximately [REDACTED]. Our preliminary project finance plan assumes that we will finance Bryant Mountain through a [REDACTED].

- ii. The project's existing initial financial structure and projected financial structure

Please see attachment 5.2.2 for the project's anticipated financial structure

- iii. Expected sources of debt and equity financing

[REDACTED]

[REDACTED]

anticipate that the construction loan would be drawn pro-rata with equity or may be drawn once all

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

iv. Estimated construction costs

The total project cost is estimated between [REDACTED].

v. The projected capital structure

[REDACTED]

vi. Describe any agreements, both pre and post commercial operation date, entered into with respect to equity ownership in the proposed project and any other financing arrangement.

No agreements have been entered into with respect to the equity ownership in the proposed project and any other financing agreement.

In addition, the financing plan should address the status of the above activities as well as the financing of development and permitting costs. All bidders are required to provide this information.

EverPower plans to fund development and permitting on balance sheet, which is the company's standard approach to funding these costs.

5.3 Provide documentation illustrating the experience of the project sponsor in securing financing for projects of similar size and technology. For each project previously financed provide the following information:

- i. Project name and location
- ii. Project type and size
- iii. Date of construction and permanent financing
- iv. Form of debt and equity financing
- v. Current status of the project

Project Experience 1

- i. Highland North Wind Farm - Cambria County, PA
- ii. Wind Turbine - 75 MW nameplate capacity
- iii. Construction began: November 2010
Construction ended: April 2012
Permanent financing: November 23, 2010

iv.

v. The Project is currently operating with no material issues.

Project Experience 2

- i. Highland Wind Farm - Cambria County, PA
- ii. Wind Turbine - 62.5 MW nameplate capacity
- iii. Construction began: March 2008
Construction ended: August 2009
Permanent financing: December 2, 2010

iv.

v. The Project is currently operating with no material issues.

Project Experience 3

- i. Twin Ridges Wind Farm - Somerset County, PA
- ii. Wind Turbine - 139.4 MW nameplate capacity
- iii. Construction began: November 2011
Construction ended: December 2012
Permanent financing: April 2, 2012

iv. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

- v. The Project is currently operating with no material issues.

Project Experience 4

- i. Howard Wind Farm Steuben County, NY
- ii. Wind Turbine - 55.35 MW nameplate capacity
- iii. Construction began: November 2010
Construction ended: December 2011
Permanent financing: November 12, 2010

iv. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

- v. The Project is currently operating with no material issues.

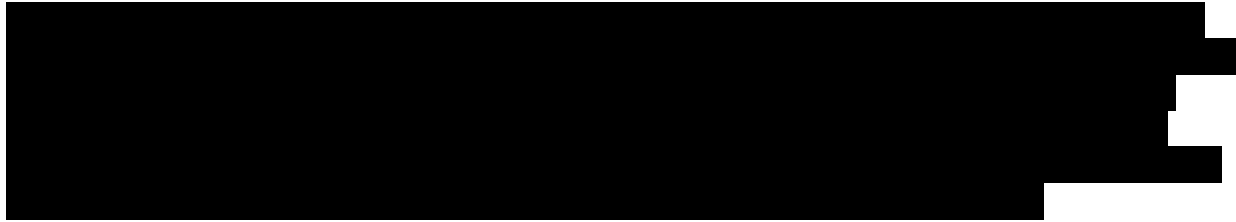
- 5.4 For projects that include new facilities or capital investment, provide evidence that the bidder has the financial resources and financial strength to complete and operate the project as planned.

The EverPower team has a strong track record in successfully arranging both construction financing and term financing for its projects. EverPower has arranged over [REDACTED] million of construction financings on four organically developed projects and [REDACTED] million of term financings and private placements since 2007.

In addition, our parent company, Terra Firma Capital Partners, is one of Europe's leading private equity firms specializing in the acquisition and fundamental transformation of asset-backed businesses, focusing on investments in private equity, operational real estate and infrastructure.

[REDACTED]
[REDACTED]

- 5.5 Provide complete copies of the most recent audited financial statement or annual report for each bidder for each of the past three years; including affiliates of the bidder (if audited statements are not available, reviewed or compiled statements are to be provided). Also, provide the credit ratings from Standard & Poor's and Moody's (the senior unsecured long term debt rating or if not available, the corporate rating) of the bidder and any affiliates and partners.



- 5.6 Please also include a list of the board of directors, officers and trustees for the past three years and any persons who the bidder knows will become officers, board members or trustees.

Below is a list of EverPower Officer, as well as those that serve on the board of directors. As EverPower is a privately held company, it will not release its full list of board directors and trustees at this time.

Directors: James Spencer, Andrew Golembeski, Michael Current and Carol Strickland

Officers: James Spencer- Chairman of the Board, President & CEO
Andrew Golembeski-EVP & Chief Operating Officer
Michael Current- Chief Financial Officer & Treasurer
Carol Strickland-Chief Administrative Officer & Secretary
Katie Bellezza-Chief Commercial Officer
Masahiro Ogiso-Chief Development Officer

- 5.7 The bidder should demonstrate its ability (and/or the ability of its credit support provider) to provide the required security, including its plan for doing so.



- 5.8 Provide a description of any current or recent credit issues/ credit rating downgrade events regarding the bidder or affiliate entities raised by rating agencies, banks, or accounting firms.

[REDACTED]

[REDACTED]

- 5.9 Describe the role of the Federal Production Tax Credit or Investment Tax Credit (or other incentives) on the financing of the project.

[REDACTED]

Please refer to the responses provided in Section 5.2 for more detail.

- 5.10 Bidders must disclose any pending (currently or in the past three years) litigation or disputes related to projects developed, owned or managed by Bidder or any of its affiliates in the United States, or related to any energy product sale agreement.

[REDACTED]

[REDACTED]

[REDACTED]

- 5.11 What is the expected operating life of the proposed project? What is the depreciation period for all substantial physical aspects of the bid, including generation facilities, transmission lead lines to move power to the grid, transmission proposals, and mandatory and voluntary transmission system upgrades?

EverPower expects modern wind projects to last [REDACTED]
[REDACTED]

- 5.12 For projects that include new facilities or capital investment, has the bidder already obtained financing, or a commitment of financing, for the project? If financing has not been obtained, explain how obtaining a long-term agreement as proposed will help you in obtaining financing for the proposed project, in obtaining more favorable terms for the financing of the proposed project, or in supporting the future capital investment.

EverPower has yet to obtain either financing or a commitment of financing for this project, but is confident of procuring sufficient financing for this project in a timely manner. Given our experience of developing wind projects from greenfield to construction to full operations, we have a strong

understanding and commitment to develop best-in-class, financeable projects to attract both equity and debt financiers.

Wind projects with long-term agreements are certainly preferable from cash equity, tax equity, and debt perspectives. Project financing typically occurs six to nine months prior to full notice-to-proceed on the construction of a wind farm, thus we would expect to start the financing process in mid-to-late 2019.



- 5.13 State whether the bidder or its affiliates have executed agreements with respect to energy, RECs and/or capacity for the project (including any agreements that have been terminated) and provide information regarding the associated term and quantities, and whether bidder has been alleged to have defaulted under or breached any such agreement.

No agreements have been executed with respect to the energy, RECs, or capacity for the Bryant Mountain project.

- 5.14 List all of the Bidder's affiliated entities and joint ventures transacting business in the energy sector.

The official Bidder, EverPower Maine LLC, is a project-level limited liability company wholly-owned by EverPower Wind Holdings, Inc. Bidder's purpose is develop, design, construct, and own Bryant Mountain, a wind energy generation facility. Affiliates include other EverPower Wind Holdings, Inc. subsidiaries for all other operating projects: Krayn Wind LLC, Howard Wind LLC, Highland North LLC, Big Savage, LLC, Big Sky Wind, LLC, Patton Wind Farm, LLC, and Mustang Hills, LLC, as well as EverPower Commercial Services, LLC which is the marketing subsidiary and Cassadaga Wind LLC, a new wind development. These affiliates have various ISO memberships and authorities and operate in the energy sector.

- 5.15 Has Bidder, or any affiliate of Bidder, in the last five years, (a) consented to the appointment of, or was taken in possession by, a receiver, trustee, custodian or liquidator of a substantial part of its assets, (b) filed a bankruptcy petition in any bankruptcy court proceeding, (c) answered, consented or sought relief under any bankruptcy or similar law or failed to obtain a dismissal of an involuntary petition, (d) admitted in writing of its inability to pay its debts when due, (e) made a general assignment for the benefit of creditors, (f) was the subject of an involuntary proceeding seeking to adjudicate that Party bankrupt or insolvent, (g) sought reorganization, arrangement, adjustment, or composition of it or its debt under any law relating to bankruptcy, insolvency or reorganization or relief of debtors?

No. Neither the Bidder, EverPower Wind Holdings, Inc. or any affiliate of EverPower Wind Holdings, Inc., in the last five years has engaged in the activities outlined in (a) through (g).

- 5.16 Briefly describe any known conflicts of interest between Bidder or an affiliate of Bidder and any Distribution Company, or any affiliates of the foregoing.

No known conflicts exist between the Bidder, EverPower Wind Holdings, Inc. or an affiliate of EverPower Wind Holdings, Inc. and any Distribution Party, or any affiliates of the foregoing.

- 5.17 Describe any litigation, disputes, claims or complaints involving the Bidder or an affiliate of Bidder, against any Distribution Company or any affiliate of any Distribution Company.

No litigations, disputes, claims or complaints involving the Bidder, EverPower Wind Holdings, Inc. or an affiliate of EverPower Wind Holdings, Inc., against any Distribution Party or any affiliate of any Distribution Party exist.

- 5.18 Describe any litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving Bidder or an affiliate of Bidder, and relating to the purchase or sale of energy, capacity or renewable energy certificates or products.

No litigations, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involve the Bidder, EverPower Wind Holdings, Inc. or an affiliate of EverPower Wind Holdings, Inc.

- 5.19 Confirm that Bidder, and the directors, employees and agents of Bidder and any affiliate of Bidder are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or have been the subject of any debarment action (detail any exceptions).

The Bidder, EverPower Wind Holdings, Inc., and the directors, employees and agents of EverPower Wind Holdings, Inc. and any affiliates of EverPower Wind Holdings, Inc. are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to bidding on any contract, or have been subject of any debarment action.

- 5.20 Identify all regulatory and other approvals needed by Bidder to execute a binding sale agreement.

This proposal is subject to EverPower Wind Holdings, Inc. Board of Director's approval upon final negotiation of contractual terms and conditions.

- 5.20 Describe how the project will conform to FERC's applicable regulatory requirements, including, but not limited to, FERC requirements relating to allocation of transmission capacity and open access, the justness and reasonableness of rates, the potential for undue preference or discrimination, and affiliate dealings, if any. Describe how your proposed approach is consistent with FERC precedent and ratemaking principles.

The Bidder will file for FERC Market-Based Rate Tariff and self-certification as an Exempt Wholesale Generator. Additionally, Bidder will file with FERC a request to waive the obligation to file an Open Access Transmission Tariff (OATT), to comply with the Commission's Standards of Conduct, and to establish and maintain an Open Access Same-Time Information System (OASIS) with regard to the generation lead line, if necessary.

- 5.21 Describe and document any and all direct and indirect affiliations and affiliate relationships, financial or otherwise in the past three years between the bidder and one or more of the Distribution Companies and their affiliates, including all relationships in which one of the Distribution Companies has a financial or voting interest (direct or indirect) in the bidder or the bidder's proposed project. These relationships include:

- Corporate or other joint arrangements, joint ventures, joint operations whether control exists or not;
- Minority ownership (50% or less investee);
- Joint development agreements;
- Operating segments that are consolidated as part of the financial reporting process ;
- Related parties with common ownership;
- Credit, debenture, and financing arrangements, whether a convertible equity feature is present or not;
- Wholly owned subsidiaries; and
- Commercial (including real property) relationships with any Distribution Company.

EverPower's affiliate Cassadaga Wind LLC, a project company for the Cassadaga wind project, will be entering into a PPA with Massachusetts Distribution Companies, as well as utilities from Connecticut and Rhode Island, as a result of the New England Clean Energy RFP process. The contract has been executed and is currently awaiting regulatory approval.

Below are the entities related to that contract:

- Massachusetts Electric Company and Nantucket Electric Company, d/b/a National Grid (MA)
- NSTAR Electric Company d/b/a Eversource Energy (MA)

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- Western Massachusetts Electric Company d/b/a Eversource Energy (MA)
- Fitchburg Gas and Electric Light Company d/b/a Unitil (MA)
- Connecticut Light & Power Company d/b/a Eversource Energy (CT)
- The United Illuminating Company (CT)
- The Narragansett Electric Company d/b/a National Grid (RI)

SECTION 6 OF APPENDIX B TO THE RFP SITING, INTERCONNECTION, AND DELIVERABILITY

This section of the proposal addresses project location, siting, real property rights and interconnection issues. Bidders should ensure that the threshold criteria outlined in Section 2.2 of the RFP for generation, transmission proposals, and system upgrades are verified in their responses.

- 6.1 Provide a site plan including a map of the site that clearly identifies the location of the Eligible Facility site and/or Transmission Project route, the assumed right-of-way width, the total acreage for Eligible Facilities, the anticipated interconnection point (or, if applicable, multiple points for a Transmission Project), and the relationship of the site to other local infrastructure, including transmission facilities, roadways, and water sources. In addition to providing the required map, provide a site layout plan which illustrates the location of all major equipment and facilities on the site.

Site plan included? Yes ☒ No ☐ If not, please explain:

Attachment 6.1.1 shows the project location in relation to major roadways, and includes the project acreage and ROW width. Attachment 6.1.2 details the site layout for the project, including access roads, planned major equipment, and project boundary, as well as the generator lead line and the transmission line.

- 6.2 Identify any real property rights (e.g., fee-owned parcels, rights-of-way, development rights or easements or leases) that provide the right to use the Eligible Facility site and/or Transmission Project route, including, for Eligible Facilities, and any rights of way needed for interconnection.

- i. Does the project have a right to use the Eligible Facility site and/or Transmission Project route for the entire proposed term of the PPA or tariff (e.g., by virtue of ownership or land development rights obtained from the owner)?

Yes ☒ No ☐ If not, please explain:

- ii. If so, please detail the Bidder's rights to control the Eligible Facility site and/or Transmission Project route control.

The following is a summary of the real property rights for the Bryant Mountain wind farm. It is broken down into access roads, turbine/crane road/collection line property, and finally interconnection/collection/substation property. All agreements (leases, easements, or acquisitions) are

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- iii. Describe the status of acquisition of real property rights, any options in place for the exercise of these rights and describe the plan for securing the necessary real property rights, including the proposed timeline. Include these plans and the timeline in the overall project timeline.

Please see section 6.2.ii above, as well as the below summary:

[REDACTED]

iv. Identify any joint use of existing or proposed real property rights

[REDACTED]

- 6.3 Provide evidence that the Eligible Facility site and/or Transmission Project route is properly zoned or permitted. If the Eligible Facility site and/or Transmission Project route is not currently zoned or permitted properly, identify present and required zoning and/or land use designations and permits and provide a permitting plan and timeline to secure the necessary approvals.

Detail the zoning and permitting issues:

Proposed infrastructure for the Eligible Facility is located in Milton Township and the Town of Woodstock in Oxford County, ME. Turbines are proposed in Milton Township, along with associated collection lines and access roads. The generator lead line route is proposed in Milton Township and the Town of Woodstock. [REDACTED]

[REDACTED] No turbines are proposed in the Town of Woodstock. A Land Use Guidance Map (see Attachment 6.3.1) shows that Milton Township is primarily residential. Because Milton is considered an unorganized territory that is governed by the Maine Land Use Planning Commission (LUPC), Bryant Mountain, LLC will go through the [REDACTED]. In addition, Bryant Mountain, LLC will submit a [REDACTED]

[REDACTED]

Permitting plan and timeline:

Attachment 6.3.2 details the permitting timeline for the Bryant Mountain wind project.

Start Date: [REDACTED] End Date: [REDACTED]

- 6.4 Provide a description of the area surrounding the Eligible Facility site and/or Transmission Project route, including a description of the local zoning, flood plain information, existing land use and setting (woodlands, grasslands, agriculture, other).

Milton Township is located in Oxford County in western Maine. Four organized towns are directly adjacent to Milton: Rumford, Bethel, Woodstock, and Peru. An existing wind project, Spruce Mountain is located in Woodstock, and an existing transmission line is also located in Woodstock.

The population of Milton Township is 141, with 210 parcels and approximately 61 housing units are located within Milton. Milton is bisected by the Concord River and by Milton Road/Concord Pond Road. The predominant land use in town is forest management. Several parcels are under conservation easement, including several adjacent parcels in the eastern area of town. The surrounding towns host significant development and energy infrastructure, including a paper mill, a wind power project, a gas-fired power plant, and a ski area.

Limited recreational opportunities exist within Milton Twp. The Woodstock ATV Riders Club identifies trails within the eastern side of Milton. Although no other information is available, it is likely that local uses are similar to those popular elsewhere in the region, including hunting, snowmobiling, and ATV riding, primarily on private lands that are not posted. There may be local fishing opportunities on the Concord River, which is considered more similar to a stream as it travels from Abbotts Mill in Rumford to Concord Pond in Woodstock. No Interconnected Trail System (ITS) trails are identified in Milton, and no sporting camps are identified in Milton. Snowmobile and ATV groups have been particularly supportive of wind power development and recognize the compatibility of wind development and snowmobile and ATV use. Conservation land in the eastern side of Milton may also provide limited additional recreational access, although the Mahoosuc Land Trust, holder of the conservation easement, does not identify any public hiking trails on these parcels. More abundant recreational opportunities are located in the Mahoosuc Region (including the towns that surround the Mahoosuc Range) to the west, including trail networks and opportunities for both motorized and non-motorized activities. These networks and opportunities are disconnected from local recreational opportunities within Milton Twp.

No lakes or ponds are located in Milton Twp. Two rivers and multiple streams are located in Milton Twp., outside of areas that would likely be proposed for wind development, and none of these have been identified for their scenic value. No other resources with potential scenic value are located within Milton Twp., such as state or national parks, National Natural Landmarks, national forest land, or structures on the National Register of Historic Places.

The Land Use Guidance Map (Attachment 6.3.1) shows that the main development subdistrict in Milton Township has been residential. Protected subdistricts include a Fish and Wildlife area in the west, and an Unusual Area in the northeast. In addition, Milton is comprised of minor shore-land and significant, scrub-shrub, and forested wetlands.

- 6.5 For Eligible Facilities, describe and provide a map of the proposed interconnection that includes the path from the generation site to the ISO New England Inc. ("ISO-NE") Pool Transmission Facilities ("PTF"). Describe how the bidder plans to gain interconnection path site control.

Interconnection map included? Yes: ☒ No: ☐ if not, please explain:

Attachment 6.1.2 of the site layout includes the generation lead line, proposed POI substation, and the [REDACTED].

Interconnection site control plan:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 6.6 Please describe the status of any planned interconnection to the grid. Has the bidder made a valid interconnection request to ISO-NE, the applicable New England Transmission Owner, or any neighboring control areas, to interconnect at the Capacity Capability Interconnection Standard? Have any studies been completed by ISO-NE or the applicable Transmission or Distribution Owner? If multiple interconnection requests have been made, please specify all such active requests which have not been superseded by subsequent requests and information regarding the status of each.. Provide copies of any requests made and studies completed. Describe how such studies and information support the costs assumed in preparing your bid and the associated timeline proposed.

The project has entered the queue and been assigned the #555. ISO-NE is starting the studies for the project, with completion [REDACTED] Bryant Mountain will interconnect at [REDACTED]

[REDACTED]

[REDACTED]

Details on the expected timeline for the interconnection process can be found in the interconnection section of the project schedule in Attachment 10.2.

- 6.7 Describe the Project's electrical system performance and its impact to the reliability of the New England Transmission system. For Transmission Projects provide a description of how the project would satisfy ISO NE's I.3.9 requirements. Provide the status of any interconnection studies already underway with ISO-NE and/or the transmission owner. Provide a copy of any studies completed to date. Provide a copy of an interconnection agreement, if any, executed by the bidder with respect to the proposed project. If an interconnection agreement has not been executed, please provide the steps that need to be

completed before an interconnection agreement can be executed and the associated timeline.

Performance and its impact:

[REDACTED]

Attachments:

Copy of completed studies attached: ☐ If none, please explain:

[REDACTED]

Copy of Interconnection Agreement attached: ☐ If none, please explain:

[REDACTED]

- 6.8 Projects that do not have I.3.9 approval from ISO-NE must include technical reports or system impact studies that approximate the ISO-NE interconnection process, including but not limited to clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions. All studies must assume the project will interconnect using the Capacity Capability Interconnection Standard, must use the current ISO-NE interconnection process (including network impact scenarios from multiple projects interconnecting), and must also detail any assumptions with respect to projects ahead of the proposed project in the ISO-NE interconnection queue and any assumptions as to changes to the transmission system that differ from the current ISO-NE Regional System Plan. Please include a scenario analysis that shows how changes in the project interconnection queue could impact interconnection costs.

[REDACTED]

- 6.9 To the extent that you provide an alternative interconnection scenario based on ISO-proposed interconnection process changes, you must also include studies using the proposed ISO-NE-proposed process. Any such studies must be accompanied with clear documentation of study technical and cost assumptions, reasoning, and justification of such assumptions.

N/A

- 6.10 Provide the electrical models of all energy resources supporting the proposed project in accordance with the filing requirements of the ISO-NE Tariff Schedule 22 and 23.

Electrical models attached: ☒ If none, please explain:

These models can be found as part of [REDACTED].

- 6.11 Provide a copy of an electrical one-line diagram showing the interconnection facilities and the relevant facilities of the transmission and/or distribution provider.

Electrical one-line diagram attached: ☒ If none, please explain:

The electrical one-line diagram can be found in Attachment 6.11

- 6.12 Specify and describe the current or new interconnection facilities (lines, transformers, switching equipment, system control protection, etc.) that bidder owns or is intending to construct or have constructed in order to deliver the proposed energy.

The project is expected to consist of [REDACTED]
[REDACTED]. More details can be found in the [REDACTED]
[REDACTED]

- 6.13 Incremental data requirements for Projects that include Transmission facilities;

1. IDV file(s) in PSSE v32 format modeling only the new/modified Transmission components of the project: ☒ If none, please explain:

[REDACTED]

If the Bidder does not use PSSE, provide in text format necessary modeling data as follows:

- Line Data:

Voltage

Thermal Ratings

Impedances (r, X and B)

Line Length: from to
(bus numbers and names)

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Enter appropriate explanation in this space or reference applicable attachment(s)

- Transformer data (including Phase shifting transformers if applicable):

Terminal Voltages

Thermal Ratings

Impedance

From

To

(bus numbers and names)

Enter appropriate explanation in this space or reference applicable attachment(s)

- Reactive compensation models as necessary

Enter appropriate explanation in this space or reference applicable attachment(s)

- Other changes to the model that would occur due to a Project such as terminal changes for lines/transformer/generator leads/loads etc.

Enter appropriate explanation in this space or reference applicable attachment(s)

- 6.14 Please detail with supporting information and studies (as available) that the energy contemplated in your proposal is able to be delivered to the Distribution Companies without material constraint or curtailment.

- 6.15 Please provide sufficient information and documentation to demonstrate that the proposed point of delivery into ISO-NE, along with their proposed interconnection and transmission upgrades including any transmission upgrades beyond the point of interconnection, is sufficient to ensure full dispatch of the proposal's Clean Energy Generation profile.

**SECTION 7 OF APPENDIX B TO THE RFP
ENVIRONMENTAL ASSESSMENT, PERMIT ACQUISITION PLAN AND NEW CLASS I
RPS CERTIFICATION**

This section addresses environmental and other regulatory issues associated with project siting, development and operations for both generation and transmission projects, as applicable.

- 7.1 Provide a list of all the permits, licenses, and environmental assessments and/or environmental impact statements required. If a bidder has secured any permit or has applied for a permit, please identify in the response.
- i. Provide a list of all Federal, state and local permits, licenses, and environmental assessments and/or environmental impact statements required to construct and operate the project.

The list of all federal, state, and local permits can be found in the Bryant Mountain Wind Farm Permit Matrix (Attachment 7.1.1), under the “Permit” column. A list of environmental assessments required to construct and operate the project can be found in the Bryant Mountain Environmental and Permitting Schedule (Attachment 6.3.2), under the “Environmental Studies” header.

- ii. Identify the governmental agencies that will issue or approve the required permits, licenses, and environmental assessments and/or environmental impact statements.

The list of government agencies that will issue/approve the required federal, state, and local permits can be found in the Bryant Mountain Wind Farm Permit Matrix (Attachment 7.1.1), under the “Jurisdiction” column. The wildlife studies will be reviewed by the Maine Inland Fisheries and Wildlife Service and the U.S. Fish and Wildlife Service. Other technical and ecological surveys will be reviewed by the Maine Department of Environmental Protection.

- 7.2 Provide the anticipated timeline for seeking and receiving the required permits, licenses, and environmental assessments and/or environmental impact statements. Include a project approval assessment which describes, in narrative form, each segment of the process, the required permit or approval, the status of the request or application and the basis for projection of success by the milestone date. All requirements should be included on the project schedule in Section 10.

A full timeline for all permits and environmental assessments can be found in the Bryant Mountain Environmental and Permitting Schedule (Attachment 6.3.2), and a breakdown of the permits can be found in the Bryant Mountain Wind Farm Permit Matrix (Attachment 7.1.1).

- 7.3 Provide a preliminary environmental assessment of the site and project, including both construction and operation, as applicable. In addition, the bidder should identify environmental impacts associated with the proposed project, any potential impediments to development, and its plan to mitigate such impacts or impediments. The analysis should address each of the major environmental areas presented below, as applicable to the proposed project:

- i. Impacts during site development
- ii. Transportation infrastructure
- iii. Air quality impacts
- iv. Access to water resources/water quality impacts
- v. Ecological and natural resources impacts
- vi. Land use impacts
- vii. Cultural resources
- viii. Previous site use (e.g., greenfield, brownfield, industrial, etc.)
- ix. Noise level impacts
- x. Aesthetic/visual impacts
- xi. Transmission infrastructure impacts
- xii. Fuel supply access, where applicable

A Critical Issues Analysis was completed for the Bryant Mountain Wind Project on March 10, 2015 (see Attachment 7.3.1). Based on coordination with the U.S. Fish and Wildlife Service USFWS and the Maine Department of Inland Fisheries and Wildlife (IFW), Bryant Mountain, LLC began the following environmental studies:



Work plans have been submitted and approved by USFWS and IFW for the studies listed above. Future environmental studies will include a [redacted] [redacted] to support the Site Location of Development Permit application to the Maine Department of Environmental Protection.

- 7.4 Provide documentation identifying the level of public support for the project including letters from public officials, newspaper articles, etc. Include information on specific localized support and/or opposition to the project of which the bidder is aware. Provide copies of any agreements with communities and other constituencies impacted by the project, and a plan for community outreach activities, and discuss the status of that plan.

The Bryant Mountain wind farm has already been through a great deal of public vetting. During the 2015 Legislative session, a bill was passed that allowed the Land Use Planning Commissions (LUPC) for townships in Maine – such as Milton – to petition to be taken out of the Expedited Wind

Permitting zoning as part of the Maine Wind Energy Act. Sixteen local Milton landowners signed a petition, and it started a 1-year detailed review of the project and its zoning status [REDACTED]

[REDACTED]. Oxford County commissioners wrote a letter of support to allow it to continue on its normal permitting path. [REDACTED]

As part of the process EverPower worked hard to meet with many of the local stakeholders and feels strongly that we have built a strong coalition of supporters.

A list of local supporters includes:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 7.5 For bids that include New Class I Renewable Portfolio Standard Eligible Resources, provide documentation demonstrating that the project was or will be qualified as such. If the facility is already in operation, please indicate when the facility received such qualification.

Once operational, with planned online date of [REDACTED], Bryant Mountain will qualify as a New Class I renewable energy source under, as the electricity produced from the facility will be derived from wind power, located in the NEPOOL control area, and will be registered with the Independent System Operator of New England (ISO-NE) and the New England Power Pool Generation Information System (NEPOOL GIS).

- 7.6 All bidders must include sufficient information and documentation that demonstrates that the bidder will utilize an appropriate tracking system to ensure a unit-specific accounting of the delivery of Clean Energy Generation, to enable the Department of Environmental Protection, in consultation with DOER, to accurately measure progress in achieving the commonwealth's goals under chapter 298 of the acts of 2008 or Chapter 21N of the General

Laws. The RECs and environmental attributes associated with Clean Energy Generation must be delivered into the Distribution Companies' NEPOOL GIS accounts.

Once operational, Bryant Mountain Wind Project will be qualified as a Tier1 renewable energy source in Massachusetts, as the electricity produced from the facility will be derived from wind power. The facility will deliver all RECs and environmental attributes associated with the project into the EDCs' NEPOOL GIS accounts for consumption by Massachusetts consumers. Currently EverPower, via affiliates, actively manages a NEPOOL GIS account, and is therefore confident in its ability to do so for Bryant Mountain as well.

- 7.7 Identify any existing, preliminary or pending claims or litigation, or matters before any federal agency or any state legislature or regulatory agency that might affect the feasibility of the project or the ability to obtain or retain the required permits for the project.

There are no known existing, preliminary or pending claims or litigation that might affect the feasibility of the project

**SECTION 8 OF APPENDIX B TO THE RFP
ENGINEERING AND TECHNOLOGY; COMMERCIAL ACCESS TO EQUIPMENT**

This section includes questions pertinent to the engineering design and project technology. This section must be completed for a project that includes new facilities or capital investments for both generation and transmission components if applicable. Bidders should provide information about the specific technology or equipment including the track record of the technology and equipment and other information as necessary to demonstrate that the technology is viable.

- 8.1 Provide a reasonable but preliminary engineering plan which includes the following information:
- i. Type of generation and transmission technology, if applicable
 - ii. Major equipment to be used
 - iii. Manufacturer of the equipment
 - iv. Status of acquisition of the equipment
 - v. Whether the bidder has a contract for the equipment. If not, describe the bidder's plan for securing equipment and the status of any pertinent commercial arrangements
 - vi. Equipment vendors selected/considered
 - vii. History of equipment operations
 - viii. If the equipment manufacturer has not yet been selected, identify in the equipment procurement strategy the factors under consideration for selecting the preferred equipment
 - i. Wind turbine, transformer, and associated technology
 - ii. [REDACTED] (expected – final turbine selection has not yet been made)
 - iii. [REDACTED]
 - iv. The project has assessed a range of appropriate wind technologies for the facility and continues to assess the optimal solutions as development and technology progresses. [REDACTED]
 - v. No contract is in place. EverPower (on behalf of the project) will undertake a comprehensive procurement process involving an RFP to a range of identified turbine vendors. The ultimate award is based upon a combination of commercial, technical and legal metrics. [REDACTED] is currently being studied for use at the project [REDACTED]
 - vi. The following vendors remain under consideration: [REDACTED]

- viii. EverPower has experience in procuring turbines for five different wind projects which amounted to 165 turbines (360 Megawatts). Our strategy is to procure the optimum turbine at a given wind farm, taking into account: performance, price, operating experience, O&M capabilities, and delivery. Approximately 12 months prior to placing an order we solicit competitive bids using our specified scope of supply requirements. This includes grid compliance, staffing obligations, component deliveries, warranty commitments, performance guarantees (power, sound level, delivery), service contract duration and cost.

8.2 If the bidder has not yet selected the major equipment for a project, please provide a list of the key equipment suppliers under consideration.

While it is currently intended to use the [REDACTED], a final contract has not yet been established. Other suppliers that would be considered are [REDACTED]. Transformers and other major equipment will be decided upon after final turbine selection has been made.

8.3 Please identify the same or similar equipment by the same manufacturer that are presently in commercial operation including the number installed, installed capacity and estimated generation for the past three years.

The technology expected for the Bryant Mountain project is the

8.4 For less mature technologies, provide evidence (including identifying specific applications) that the technology to be employed for energy production is ready for transfer to the design and construction phases. Also, address how the status of the technology is being considered in the financial plan for the project.

N/A – see above section on details regarding the expected technology

- 8.5 Please indicate if the bidder has a full and complete list of equipment needed for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the areas of uncertainty and when the full and complete list of equipment will be identified.

As a company with seven different operating facilities, including greenfield development, EverPower has a comprehensive understanding of all equipment required for building the Bryant Mountain project. As detailed in [REDACTED]

Further details can be found in the project timeline in Attachment 10.2

- 8.6 Please indicate if the bidder has secured its equipment for all physical aspects of the bid, including generation facilities, transmission lead lines, transmission proposals, and mandatory and voluntary transmission system upgrades. If not, identify the long-lead equipment and describe the timing for securing this equipment.

Turbine selection has yet to be finalized; selection will be dependent on price and current models available. We anticipate signing contracts for turbines and long lead electrical equipment a minimum of 12 months in advance of required delivery dates to site. The lead time on a transformer is 6-10 months. The lead time on securing wind turbines is noted in the construction portion of the project schedule, seen in Attachment 10.2.

SECTION 9 OF APPENDIX B TO THE RFP OPERATION AND MAINTENANCE

Projects that can demonstrate that the operation and maintenance (“O&M”) plan, level of funding, and mechanism for funding will ensure reliable operations during the term of the contract or the tariff are preferred.

- 9.1 Provide an O&M plan for the project that demonstrates the long term operational viability of the proposed project. The plan should include a discussion of the staffing levels proposed for the project, the expected role of the project sponsor or outside contractor, scheduling of major maintenance activity, and the plan for testing equipment.

Turbine Related

Services included in the O&M plan - Ensure turbine O&M service providers are fulfilling contractual obligations including but not limited to: availability guarantees, maintenance schedule, manpower requirements, turbine repairs, safety, etc. Typical contract services provided by the Turbine Supplier consist of an all-inclusive service (schedule and unscheduled repairs, all parts, labor, and ancillary equipment or tooling necessary to perform the work).

Initial turbine O&M Term is expected to be 5 years minimum at a defined price minimizing cost risk to EverPower. Typically about 1 year prior to expiration of the O&M contract, EverPower will analyze other options, including performing in-house O&M, negotiating with the existing O&M contractor for a further extension of the contract, 3rd-party contractor O&M, or some hybrid of the preceding.

Turbine Contractor Staffing typically consists:

- i. Site Supervisor
- ii. Admin
- iii. 1 Technician per 10 turbines
- iv. [REDACTED]

Turbine Contractor typically performs two Scheduled Services each year at 6 month intervals. This consists of replacement of consumables, torque checks, equipment testing, and housekeeping.

Each individual wind turbine generator (WTG) typically requires preventive maintenance semi-annually. One of these maintenance outages is typically designated as “minor scheduled maintenance” and is completed in one working day per unit. The other is “major scheduled maintenance” and usually takes one to two working days to complete. For a typical wind energy facility, each semi- annual maintenance cycle is scheduled to be performed outside of high-wind season (usually spring or fall) and a crew or crews will work on individual units until the entire project maintenance cycle is completed. Depending on the size of the project, each maintenance cycle typically lasts for about two

months for the entire project. On any given day during the maintenance cycle, one or more WTGs is taken out of service for scheduled maintenance.

Collection system and substation preventive maintenance activities are typically performed once a year, outside of high-wind season. Annual collection and substation maintenance usually requires the entire project to be shut down. Minor annual maintenance typically takes one to two days, while more extensive maintenance (usually performed at five year intervals) typically takes three to four days.

Unscheduled outages of individual generators or the entire project can happen at any time due to unanticipated equipment failures, grid events, or other reasons. Due to the large number of WTGs, unscheduled outages of individual generators are not uncommon, but do not have a major effect on the project's overall production. [REDACTED]

[REDACTED] Unscheduled outages within the collection system or substation are much less common, but affect a larger portion of or the entire project. EverPower has in place contingency plans to recover from such unscheduled outages in as short a time as is feasible.

Balance of Plant (BOP) Construction and Facility Related Services

- Oversee operations, repair and maintenance of BOP including but not limited to (Substation, collector system, interconnect transmission lines, roads, grounds, foundations, transformers, etc.).
- Furnish all labor (or cause to be furnished) and perform (or cause to be performed) all maintenance and repair activities, sufficient to maintain the Balance of Plant in good working condition, consistent with prudent business practices and any applicable operation and maintenance manual
- Maintain all materials, including spare parts inventory, required to maintain the BOP in the normal course of business
- Prepare purchase orders to procure parts, materials and supplies necessary for the operation, maintenance and repair of the Projects
- Schedule power outages and maintenance shutdowns in coordination with the turbine schedule provider(s), power purchaser(s) and transmission provider(s) to minimize revenue loss and interference with facility operations
- Perform the following activities with respect to the interconnection facilities:
 - i. Supervise, monitor and report on the operations and maintenance of such facilities, in accordance with the Interconnection Agreement
 - ii. Respond to trips as reported by the auto-dial monitoring system and provide trip reports of all faults, defects and breakdowns occurring in respect of such electrical system, and;
 - iii. Calibrate the revenue meters of Power Purchaser('s)
- Coordinate and pursue all warranty and other claims against suppliers of materials and equipment to the Balance of Plant or Turbines, including any claims against any insurance carrier for payment of claims, liabilities, or losses in connection with the Balance of Plant and Turbines or its operation covered by such insurance, and including any litigation associated with any such claims

- Oversee NERC compliance
- Operate and maintain the Projects in compliance with all governmental requirements, Loan and Material Project Documents
- Produce and provide facility data and information requested, for Governmental Authorities
- Provide SCADA overlay service which includes tracking, trending, and internet access to Dashboard as well as record of the Facility data
- Verify Power Purchaser's payment each month against available production data, including data generated by the SCADA System and other time of use data recorded by the Operator
- Produce power plant data as may be necessary for reporting to Governmental Authorities and the Lenders
- Maintain records of grid outages in a form sufficient to enable the filing of a claim, if appropriate, for reimbursement from any Power Purchaser for lost production under the PPA
- Coordinate and facilitate the preparation of a budget for each facility each year

9.2 Describe in detail the proposed O&M funding mechanism and funding levels to support planned and unplanned O&M requirements.

O&M costs are funded through revenues generated from the sale of electricity and RECs. Since we have full service agreements with the Turbine Supplier, our exposure to unplanned turbine costs is minimized because their scope is inclusive. If there was a Force Majeure event (lightning, etc.) which may be outside of the scope, we have insurance coverage.

9.3 Describe the terms (or expected terms) of the warranties and/or guarantees on major equipment that the bidder is utilizing or proposing to utilize.

A warranty of [REDACTED] is expected to be utilized once turbine selection and contracts are complete. Availability guarantee of the turbines is expected to be around [REDACTED]. Warranty for other major equipment varies by the supplier, but is typically also for [REDACTED]. At this time turbine selection has not been finalized.

9.4 Describe the status of the project sponsor in securing any O&M agreements or contracts. Include a discussion of the sponsor's plan for securing a medium-term or long-term O&M contract, including the expected provider of O&M services.

Generally EverPower will hire the turbine O&M provider for whichever turbine manufacture has been selected to perform the O&M. The first contract signed is typically signed for [REDACTED], and then eventually [REDACTED]. EverPower would sign a full O&M agreement, so those contracted would monitor 24/7, as well as perform maintenance and any repair, with full parts and labor covered. Typically about 1 year prior to expiration of the O&M contact, EverPower will [REDACTED]

9.5 Provide examples of the bidder's experience with O&M services for other similar projects.

In the past EverPower has contracted several O&M providers. Below is a list of several currently operating EverPower wind projects' O&M suppliers, as well as the number of staff and contractors.

Howard

Highland

Twin Ridges

Patton

Below is a description of typical plant operations and O&M services performed by EverPower.

- EverPower Staffing
- Chief Operating Officer, Portfolio Manager Asset Optimization
- Health and Safety System and Processes Site Managers and Assistant Managers
- EverPower O&M Organization
 - Industry experienced engineers and technician implementing Best in Class processes
 - Windfarm typically managed by two full-time site personnel
 - Site managers are supported by a team of professional that have expertise in wind resource, civil engineering, electrical engineering, SCADA and communication, permitting, and public relations
 - Excellence in operations as evidenced by management processes and high fleet wide availability

- Operation Philosophy and Process
 - “Best in Class”
 - Safety, First and Foremost
 - Continuous safety and technical training
 - Community and environment stewardship
 - High fleet availability that translates into strong production
 - Proactive management -minimizing Mean Time Between Failure (MTBF)
 - Technical library that is comprehensive and up to date
 - WTGs maintained to the highest industry standards
 - “Taking Ownership”
 - Holistic approach to project operations working closing with stakeholders including turbine maintenance providers, BOP providers, utilities, state agencies and local communities
 - Technical oversight of OEM teams on a day-to-day basis
 - Contract compliance
 - Ensure critical BOP infrastructure is well maintained
 - Technical and Safety Audits
 - “Asset Optimization”
 - Real-time performance monitoring via control center in Pittsburgh
 - Validation of actual production levels regardless of under- or over-production
 - Validation of wind energy models to real asset performance
 - Site manager bonus incentives tied to specific performance indicators
 - Lightning detecting program – to reduce major damage
 - Anomaly Detection Algorithm - thousands of data points monitored
 - Feedback loop to site managers

SECTION 10 OF APPENDIX B TO THE RFP PROJECT SCHEDULE

A bidder must demonstrate that its proposal can be developed, financed, and constructed and be technically viable within a commercially reasonable timeframe. The bidder is required to provide sufficient information and documentation that shows that the bidder's resources, process and schedule are adequate for the acquisition of all rights, permits and approvals for the project and for the financing of the project consistent with the proposed project milestone dates.

For Eligible Generation Facilities or Transmission Projects that are not yet in-service, bidders are required to provide a complete critical path schedule for the project from the notice of selection of the project for contract consideration to the start of commercial operations. For each project element, list the start and end date.

- 10.1 Identify the elements on the critical path. The schedule should include, at a minimum, preliminary engineering, financing, acquisition of real property rights, Federal, state and/or local permits, licenses, environmental assessments and/or environmental impact statements (including anticipated permit submittal and approval dates), completion of interconnection studies and approvals, procurement, facility contracts, start of construction, construction schedule, fuel supply, and any other requirements that could influence the project schedule and the commercial operation date.

Please see attachment 10.2 for the project schedule and major milestones.

- 10.2 Detail the status of all critical path items, such as receipt of all necessary siting, environmental, and ISO-NE approvals.

Interconnection of new generation in Maine is a complex issue that we are very focused on as a critical issue for the success of the project. That said, it appears that due to the location of the project (western part of the Maine grid system) [REDACTED]

In [REDACTED]

ISO-NE started [REDACTED]

. We expect to hear the results in [REDACTED]

However, we believe the

Bryant Mountain wind farm is better positioned than many other projects given its point of interconnection on the western part of the system and the fact that [REDACTED]

[REDACTED]. To confirm the project's ability to successfully interconnect, EverPower [REDACTED]

Critical to the schedule is our targeted date [REDACTED] to execute both the Turbine Supply Agreement (TSA), and the Balance of Plant (BoP) Agreement and then give Notice to Proceed (NTP) to the contractors. Preparatory work to meet these milestone will commence in parallel with finalizing development milestones to ensure all of the associated construction milestones will then proceed as scheduled. Given the small size of the project we anticipate a single season build for the Bryant Mountain project.



From a Commercial perspective, critical items prior to COD include registering as a market participant in ISO-NE and NEPOOL GIS. Additionally, the facility will obtain REC certification in Massachusetts. For more information, please reference Section 7.5.

SECTION 11 OF APPENDIX B TO RFP PROJECT MANAGEMENT/EXPERIENCE

Bidders are required to demonstrate project experience and management capability to successfully develop (for a project that includes new facilities or capital investment) and operate the project proposed. The Distribution Companies are particularly interested in project teams that have demonstrated success in projects of similar type, size and technology and, for projects that include new facilities or capital investment, can demonstrate an ability to work together effectively to bring the project to commercial operation in a timely fashion.

- 11.1 Provide an organizational chart for the project that lists the project participants and identifies the corporate structure, including general and limited partners.

A version of the EverPower organization chart can be found in Attachment 5.2.1. Only aspects directly relating to Bryant Mountain (EverPower Maine LLC) and EverPower's current operating projects can be seen - other aspects of the EverPower corporate structure have been redacted.

The proposed organizational structure for Bryant Mountain specifically can be seen several charts in Attachment 11.1; this includes the overall project organization, contractors and consultants, and department organization.

- 11.2 For a project that includes new facilities or capital investment, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in developing, financing, owning, and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

A past performance narrative can be found in Attachment 11.2. This includes a detailed account of the development and management of a wind turbine project. It describes the quality control process, from development to financing and accounting. It includes details on past performance for several of EverPower's operating wind projects, as well as our relationships and environmental awareness.

- 11.3 For a bid that includes existing facilities, provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, EPC contractor and proposed contractors), in owning and operating generating or transmission facilities (as applicable), other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

N/A - proposal is for a new facility

- 11.4 Provide a management chart that lists the key personnel dedicated to this project and provide resumes of the key personnel. For Eligible Facilities or Transmission Projects that

are not yet in-service, key personnel of the bidder's development team having substantial project management responsibilities must have:

- i. Successfully developed and/or operated one or more projects of similar size or complexity or requiring similar skill sets; **and**
- ii. For a project that includes new facilities or capital investment, experience in financing power generation projects (or have the financial means to finance the project on the bidder's balance sheet)

A list of the EverPower executive management team, as well as all key personnel for Bryant Mountain, can be found in Attachment 11.4. The description includes their responsibilities at the company and the project, as well as a short resume.

11.5 Provide a listing of all projects the project sponsor has successfully developed or that are currently under construction. Provide the following information as part of the response:

- i. Name of the project
- ii. Location of the project
- iii. Project type, size and technology
- iv. Commercial operation date
- v. Estimated and actual capacity factor of the project for the past three years
- vi. Availability factor of the project for the past three years
- vii. References, including the names and current addresses and telephone numbers of individuals to contact for each reference

Project 1

- i. Highland Wind Farm
- ii. Cambria County, PA
- iii. Operating Wind Farm, 62.5 MW, Nordex N90 turbines
- iv. COD: 8/12/2009

■ [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

vii. Project Director: Andrew Golembeski

1251 Waterfront Pl, 3rd Floor, Pittsburgh PA 15222 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Project 2

i. Highland North Wind Farm

ii. Cambria County, PA

iii. Operating Wind Farm, 75 MW, Nordex N90 turbines

iv. COD: 3/20/2012

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

vii. Project Manager: Bill Spencer

1251 Waterfront Pl, 3rd Floor, Pittsburgh PA 15222 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Project 3

i. Howard Wind Farm

ii. Steuben Country, NY

iii. Operating Wind Farm, 55.35 MW, Senvion MM92 turbines

iv. COD: 12/22/2011

v. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

vi. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

vii. Project Manager: Kevin Sheen

1251 Waterfront Pl, 3rd Floor, Pittsburgh PA 15222 [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

Project 4

- i. Patton Wind Farm
- ii. Cambria County, PA
- iii. Operating Wind Farm, 30 MW, Gamesa G97 Turbines
- iv. COD: 12/24/12

- v. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

- vi. [REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]
[REDACTED]

- vii. Project Manager: Bill Spencer

1251 Waterfront Pl, 3rd Floor, Pittsburgh PA 15222 [REDACTED]

[REDACTED]
[REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]

Project 5

- i. Twin Ridges Wind Farm
- ii. Somerset County, PA
- iii. Operating Wind Farm, 139.4 MW, Senvion MM92 Turbines
- iv. COD: 12/21/2012

v. [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

vi. [REDACTED]
[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

vii. Project Manager: Harry Benson

1251 Waterfront Pl, 3rd Floor, Pittsburgh PA 15222 [REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

11.6 With regard to the bidder's project team, identify and describe the entity responsible for the following, as applicable:

- i. Construction Period Lender, if any
- ii. Operating Period Lender and/or Tax Equity Provider, as applicable
- iii. Financial Advisor
- iv. Environmental Consultant
- v. Facility Operator and Manager
- vi. Owner's Engineer
- vii. EPC Contractor (if selected)
- viii. Transmission Consultant
- ix. Legal Counsel

i. Construction Period Lender, if any

[REDACTED]

ii. Operating Period Lender and/or Tax Equity Provider, as applicable

[REDACTED]

iii. Financial Advisor

A financial advisor may or may not be obtained, but EverPower does have extensive relationships with all bulge bracket investment banks (Examples: [REDACTED] [REDACTED]) as well as premier boutique advisors (Examples: [REDACTED]). These relationships were fostered through EverPower's team's long experience in the energy space.

iv. Environmental Consultant

[REDACTED]

v. Facility Operator and Manager

EverPower has provided oversight for its Operations & Maintenance (“O&M”) and Asset Management functions for all seven of the assets under management, comprising a total capacity of 752 MW. Supported by industry experienced engineers and technicians implementing best-in-class processes, each wind farm is managed by one to two full-time site managers on-site. Each site manager is supported by a team of professions that have expertise in wind resource, civil engineering, electrical engineering, SCADA and communication, permitting, and public relations. EverPower's excellence in operations is evidenced by its high availability.

It is anticipated that the project will have comprehensive O&M agreements and Turbine Warranty agreements in place with leading turbine manufacturers. Our typical O&M agreements are [REDACTED]

[REDACTED] . O&M agreements and warranty provisions effectively [REDACTED] . Guaranteed turbine availability efficiently mitigates potential technology risks and eliminates the need for additional cash flow to meet higher O&M costs.

vi. Owner’s Engineer

See above. EverPower has in-house engineers on staff but an independent engineer is typically obtained for financing purposes. In addition, we will be using various civil engineers to design the wind and micro site the turbines, roads, and collection.

vii. EPC Contractor (if selected)

EPC / BOP contractor has not yet been selected but EverPower has worked in the past with the following BOP contractors for our organically constructed projects:

Project	BOP Contractor
---------	----------------

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Krayn	[REDACTED]
Highland North	[REDACTED]
Howard	[REDACTED]
Twin Ridges	[REDACTED]
Patton	[REDACTED]

viii. Transmission Consultant

[REDACTED]

ix. Legal Counsel

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 11.7 Provide details of the bidder's experience in ISO-NE other Markets affected by the bid. With regard to bidder's experience with ISO-NE markets, please indicate the entity that will

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assume the duties of Lead Market Participant for your Project. Please provide a summary of the proposed Lead Market Participant's experience with each of the ISO-NE markets.

Bryant Mountain Wind Farm will be the Lead Market Participant for the Project. As affiliates of Bryant Mountain Wind Farm, EverPower Commercial Services LLC and Howard Wind LLC have a nearly 10 years of combined experience in ISO-NE and NEPOOL. This experience includes all actions required by market participants, including ISO-NE settlements and energy scheduling, as well as NEPOOL GIS registration and REC delivery.

SECTION 12 OF APPENDIX B TO THE RFP EMISSIONS

- 12.1 For existing generation facilities, provide emissions estimates based on available continuous emissions monitoring data. Where continuous emissions monitoring data is not available, provide emissions estimates based on the most recent stack emissions test conducted using an EPA reference method approved by the applicable permitting and enforcement authority. Where continuous emissions data or actual stack emissions test data are not available, provide emissions estimates based on emissions factors from the latest edition of EPA's AP-42, Compilation of Air Pollutant Emissions Factors.

For new generation facilities, provide emissions estimates based on available data from the unit manufacturer. Alternatively, provide actual emissions data determined in accordance with the paragraph above for a similar facility built within the past 3 years. Include copies of supporting documentation for all emissions estimates.

Project Anticipated Emissions, expressed in pounds/megawatt-hour (lbs/MWh)

Source of Information	Date of Test (if applicable)	Greenhouse Gases (all except methane) Expressed as Carbon Dioxide equivalent (CO ₂ e)	Nitrogen Oxides (NO _x)	Sulfur Oxides (SO _x)	Carbon Monoxide (CO)	Particulate Matter (PM 2.5)	Methane (CH ₄)

- 12.2 Describe any past investments that will, or have been made to your facility to improve its emissions profile or any planned future investments made to your facility in order to improve its emissions profile. Pollutant specific emissions improving technologies include, but are not limited to:

- NO_x – Selective/Non-Selective Catalytic Reduction
- SO_x – wet/dry scrubbers
- PM – fabric filter/bag house, electrostatic precipitator, cyclone separator
- CO – oxidation catalyst

Investments that improve overall emissions include, but are not limited to:

- equipment tune-ups (improves combustion efficiency and emissions)
- boiler tube replacements (improves heat transfer efficiency and reduces fuel use)
- other efficiency improvements (e.g., installing a heat exchanger to use waste heat to pre-heat feed water to the boiler)

Include control equipment specifications, date(s) of installation, expected life of equipment, benefits gained from the addition of such equipment, etc.

There are no associated emissions with a wind turbine technology project. Therefore no information is provided for this section.

- 12.3 Describe how your project will contribute to the Massachusetts 2008 Global Warming Solutions Act (GWSA) and the 2010 Clean Energy and Climate Plan for 2020. Describe how your project will contribute both to the short term 2020 goal, and longer term 2050 goal found in these laws.

Once operational, an offtake from the project will provide clean power to enable Massachusetts to achieve their renewable energy goals. As a renewable resource, a wind farm facility will produce no harmful emissions that may limit the amount of time the facility can operate. All of these factors will contribute to increasing grid reliability to end users, allowing the state to plan with certainty while keeping energy costs to consumers low.

SECTION 13 OF APPENDIX B TO THE RFP
CONTRIBUTION TO EMPLOYMENT AND ECONOMIC DEVELOPMENT AND OTHER
DIRECT AND INDIRECT BENEFITS

- 13.1 Please provide an estimate of the number of jobs to be created directly during project development and construction (for a project that includes new facilities or capital investment), and during operations, and a general description of the types of jobs created, estimated annual compensation, the employer(s) for such jobs, and the location. Please treat the development, construction, and operation periods separately in your response.

There will be several jobs created for this project, which is projected to be [REDACTED]. Overall there should be [REDACTED]. During the construction phase, the following will be needed - the values below are estimates on an annual basis, with this project expected to be a [REDACTED] build based on size and inclement conditions in Oxford County, ME:

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Once operational, the following permanent jobs associated with the project will be established in Maine:

[REDACTED]

[REDACTED]

- 13.2 Please provide the same information as provided in response to question 13.1 above but with respect to jobs that would be indirectly created as a result of the proposed project.

A socioeconomic report will be prepared by a qualified third-party consultant, taking into account site-specific information regarding population, economy and employment, existing tax base and tax revenues, etc. As that study has not yet been performed, it is difficult to estimate the exact number of indirect jobs that would be generated by the project.

Having said that, at EverPower's Patton Wind Farm in Cambria County, Pennsylvania, a third-party consultant estimated that a 30 MW project would have an indirect and induced impact of

approximately [REDACTED] during construction and [REDACTED] during operations, [REDACTED]
[REDACTED]

While Bryant Mountain is in a different location with different local economic characteristics, the indirect impacts would be expected to be similar to the 30 MW site. A preliminary JEDI model estimated approximately [REDACTED]

[REDACTED] A project-specific socioeconomic study will be prepared as part of the permitting process and will provide site-specific estimates.

- 13.3 Please describe any other economic development impacts (either positive or negative) that could result from the proposed project, such as creating property tax revenues or purchasing capital equipment, materials or services for New England businesses. Please provide the location(s) where these economic development benefits are expected to occur.

As described above, a project-specific socioeconomic study will be performed during the course of project development that will provide a more specific analysis of economic benefits. In particular, the location of purchase of capital equipment, materials or services for New England businesses is not currently known.

EverPower strives to use locally sourced goods, equipment, and materials.

Bryant Mountain will have both direct and indirect positive economic effects on the towns, counties, and school districts, as well as on the individual landowners participating in Bryant Mountain. [REDACTED]
[REDACTED]

These effects will commence during construction and continue throughout the operating life of the project. In the short term, benefits will include additional employment and expenditures associated with the construction of Bryant Mountain. In the long term, the operating project will generate significant additional revenue through tax structure, community benefit dollars, purchases of goods and services, and [REDACTED]. Bryant Mountain will also provide full-time employment for a number of individuals, and will likely result in some increased visitation to the project area by tourists interested in wind power. All of these results could have a beneficial effect on local businesses. The overall socioeconomic impacts of Bryant Mountain, construction and operation, will be examined as part of a third-party analysis that will be completed as part of the standard project permitting process.

Other impacts (as yet unquantified) include:

1. During construction, some modest and short-term increases in temporary housing needs
2. Local construction employment: equipment operators, truck drivers, electricians, etc. (as the local economy can provide)

3. There would be no significant impacts (positive or negative) on long-term housing needs, during construction or operations. There will be no significant increases in the need for public services, including schools.
4. During construction, there could be some impact to local roads, but that would be mitigated through road-use agreements with local road supervisors, and cost of repairs would be covered by the company.
5. Purchase of local and regional goods and services to support construction and operation of the wind farm
6. There is generally some concern over the impacts of wind turbines to property values. A number of national studies have been performed, and none has indicated a statistically significant decrease in property values attributed to proximity to wind farms.
7. There may be some increased tourism associated with the wind farm.

13.4 To the extent not already specified elsewhere in your response, please address the factors listed in Section 2.2.2.9 and describe any benefits or impacts associated with the proposed project.

All aspects have been addressed.

13.5 Describe how your project will (a) contribute to reducing winter electricity price spikes in Massachusetts, and (b) guarantee energy delivery in winter months. Class I RPS eligible projects must guarantee that 70% of energy in their delivery profile of the Winter Peak Period will be delivered over the course of every Winter Peak Period (see Section 2.2.2.7). Clean Energy Generation for projects containing firm service hydroelectric generation, and Clean Energy from new Class I RPS eligible resources paired with firm service hydroelectric generation, will be required to submit a delivery profile with no Winter Peak Period hour less than 60 percent (60%) of their highest annual single hourly delivery claimed in their annual delivery profile.

a) contribute to reducing winter electricity price spikes in Massachusetts

The facility will enhance reliability in Massachusetts by providing consumers a source of abundant energy that is critical during periods when other fuel types become constrained, delivering power when consumers need it the most. The generation profile of the facility is such that its peak production occurs during the Winter Peak Period, meaning that the Project will supply energy when demand is the highest. This supply coupled with no fuel cost for wind energy will mitigate winter price spikes.

b) guarantee energy delivery in the winter months

Since Bryant Mountain experiences its highest production levels during the winter months, the Project is expected to meet 70% of the energy delivery profile of the Winter Peak Period provided in this submission. Additionally, the facility will produce no harmful emissions

that may limit the amount of time the facility could operate. All of these factors will contribute to increasing grid reliability to end users, allowing them to plan with certainty while keeping energy costs low.

- 13.6 If applicable, please demonstrate any benefits to low-income ratepayers in the Commonwealth, and the impact, if any, those benefits will have on the cost to the project.



SECTION 14 OF APPENDIX B OF THE RFP
ADDITIONAL INFORMATION REQUIRED FOR TRANSMISSION PROJECTS (AND
ALL SYSTEM UPGRADES ASSOCIATED WITH PROPOSED TRANSMISSION
PROJECTS)

Bids that include Transmission Projects (and all System Upgrades) must also provide the following information:

14.1 Transmission Project Information:

- i. Overall project description

N/A

- ii. The operating voltage of the proposed project: kV:

- iii. The type of structures (such as steel towers or poles) that would be used for the proposed project

N/A

- iv. The length of the proposed transmission line and the type(s) of terrain and land ownership of the proposed ROW

Overhead miles: Underwater/underground miles:

Terrain:

N/A

- v. The substation facilities (number of breakers, transformers, etc.) required at each terminal of the proposed project and information as to how the new facilities would interconnect to any existing facilities.

N/A

- vi. The estimated costs of the proposed project broken out into separate categories as described below for transmission facilities and substation facilities in nominal year dollars.

- a. For cost of service or modified cost of service proposals:

1. Provide the capital cost estimate presented as a buildup of costs by category, such as environmental, engineering, civil works, materials, equipment, construction, construction management, physical and price contingencies, allowance for funds used during construction (AFUDC), and all other categories for which recovery under FERC would be sought. These categories are illustrative; aggregate costs into the categories most relevant to the development of the proposed project. All costs should be provided in nominal dollars.

N/A

2. For projects with transmission and substation components, separate the costs into two rows (e.g. use one row for substation construction and a second for transmission construction). Describe the detailed financial plan on a monthly basis during the construction period, e.g., for 3 years or as long as necessary. The plan should present the costs and financial outlays in each month of the construction period, and the corresponding sources of financing (equity contribution and debt drawdown), as in the following illustrative table. Data should include an estimate of the cost of both physical and price contingencies during the construction period. The financing plan should indicate the ability to finance the construction of the proposed project under base case and contingency scenarios.
- N/A
3. Describe the proposed financing sources and instruments.
- N/A
4. Sources of funds for construction and working capital - include name of entity providing debt financing, loan amounts, interest rates, repayment period, grace period during construction; and equity provided by project sponsor.
- N/A
5. Sources of funds for unexpected repairs or replacement construction during the operating period, e.g., replacement of tower. Note: the operating period is the applicant's estimate of the useful life or accounting life of the transmission project element(s).
- N/A
- b. If the bidder is proposing fixed-rate pricing rather than cost-of-service or modified cost-of-service pricing, provide sufficient information and assessment to show that the proposed project, including any necessary transmission network upgrades, is financially viable. In this regard, provide capital cost estimates and operation and maintenance cost estimates and the basis for your estimates, including the extent to which estimates are based on vendor contracts or vendor quotes, your experience in the development, construction and/or operation of similar projects, your approach regarding contingency and risk management, and your proposed financing plan. All costs should be provided in nominal dollars, although inflation and cost escalation estimates should be provided. Please describe in detail the due diligence you have conducted in developing your pricing and tariff proposal.
- N/A
- vii. Provide a proposed schedule for project development through release for operation that includes key critical path items, such as:
- a. Develop contracts for project work

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N/A

- b. Completion of studies and receipt of approvals needed for the interconnection

N/A

- c. Permitting; R/W and land acquisition

N/A

- d. Engineering and design

N/A

- e. Material and equipment procurement, including identification of long lead time equipment

N/A

- f. Facility construction

N/A

- g. Agreements (interconnection, operating, scheduling, etc.) with other entities

N/A

- h. Pre-operations testing

N/A

- i. Project in-service date

- j. Other items identified by the bidder

N/A

- viii. Bidder must indicate whether it proposes to recover abandonment costs for its transmission project from the Distribution Companies, as described in Section 2.2.2.6.2 of this RFP. If so, Bidder must acknowledge that recovery of any such abandonment costs shall be in accordance with FERC rules and policies, and also acknowledge that in no event will a Bidder seek to recover abandonment costs if the abandonment was caused directly or indirectly by some act or failure to act of the Bidder. Bidder must further affirmatively commit not to seek from FERC or any other agency or authority any treatment of abandonment costs inconsistent with the provisions of Section 2.2.2.6.2 of the RFP. To the extent the Bidder proposes to recover abandonment costs, such proposal should be further described as set forth in Appendix C-2 of this RFP.

N/A

14.2 The proposed payment required for the transmission project and all system upgrades.

- i. All proposals must include significant cost containment as stated in the RFP.

N/A

- ii. List all situations which may change the proposed payments by consumers during the contract term.

Enter appropriate explanation in this space or reference applicable attachment(s)

- iii. Identify any limits placed upon the bidder's post-contract term rates according to current FERC rules.

N/A

- iv. Identify all other project revenues which may be received by the bidder during the contract term which would not reduce rates paid by consumers.

N/A

- v. If the proposed payments may change during the contract term or the proposal is based on cost of service, the bidder must provide the method that transmission owner shall use to determine the payment for the Transmission Project under the transmission Rate Schedule or Tariff and Service Agreement to be filed with FERC. If the proposed payment is a formula rate, the Eligible Bidder must also provide the formula and its proposed inputs that the transmission owner will file with FERC.

N/A

- vi. If the proposed payment is based on the Transmission Project's cost of service and may change during the contract term based on changes in the cost of service, a full revenue requirements model must be included and submitted as a working Excel spreadsheet with the formulas intact.
 - a. Provide the annual revenue requirement forecasts for the project – including assumptions. Provide a draft version of the revenue requirement calculation in a format that is similar to what would be included in the Rate Schedule or Tariff and Service Agreement application to FERC, indicating the forecast revenue requirement amounts and all assumptions used in the calculations. This should include but not be limited to the assumptions regarding rate of return, depreciation life, split between debt and capital, AFUDC and weighted cost of capital, and a detailed estimate of the anticipated average annual operating and maintenance cost. Provide the information requested in Section 14.1.a of the Bidder Response Package.

N/A

- vii. If the pricing proposed is based on cost of service, detail all cost containment commitments. Examples of such commitments include fixed price components, cost overrun restrictions, or other cost bandwidth provisions that are proposed to limit ratepayer risk must be clearly defined.

N/A

- viii. Please include full and complete descriptions of all cost containment measures that you propose to be included in your pricing. Additionally provide any supporting documentation for any savings or methods of savings including cost caps on any portion of your project. Please include working excel spreadsheets to more fully explain how your cost containment measures should work. Please provide details and notes that describe the nexus between the cost containment provisions in your proposal and those supporting documents and spreadsheets. Please provide

examples about how any cost containment measures you are proposing would work.

N/A

- ix. To the extent that you are proposing different interconnection scenarios that affect cost please include full and complete cost information on each scenario. Please describe all interconnection and transmission upgrade costs required to interconnect at the Capacity Capability Interconnection Standard and to ensure full dispatch, including transmission upgrades that may need to occur beyond the point of interconnection.

N/A

- x. Please describe the coordination of the availability of the Clean Energy Generation and any associated transmission or distribution facilities. All proposals must include a project schedule, and proposals including a combination of transmission and Clean Energy Generation should propose complete critical path schedules, for both elements of the project, from the notice of selection for contract consideration to the start of commercial operations (the "Baseline Schedule"). Please describe all aspects of your proposal that protect ratepayers from risks associated with payments for transmission costs when any associated expected Clean Energy Generation, as proposed by the bidder, is absent, reduced, or curtailed as compared to the Baseline Schedule.

N/A

- xi. Please describe your approach to avoid line losses.

N/A

- 14.3 The schedule of the payments defined in 14.2 above including when the payments will commence, how often payments will be required and the length of time over which payments will be required. In no event may payments commence before the Transmission Project is placed in service.

N/A

- 14.4 The design life of the project

N/A

- 14.5 A description of the reliability benefits of the proposed Transmission Project and its impact on existing transmission constraints

N/A

SECTION 15 OF APPENDIX B TO THE RFP
EXCEPTIONS TO FORM PPA AND OR VARIATIONS FROM THE PROPOSED TARIFF
REQUIREMENTS

Please attach an explanation of any exceptions to the Form PPAs set forth in Appendix C-1 or Appendix C-2 to this Notice, including any specific alternative provisions in a redline format to the Form PPA.

Transmission bids must contain a proposed tariff, rate schedule or transmission service agreement ("Transmission Agreement") that the Bidder proposes as the vehicle for recovery of its transmission costs from the Distribution Companies. In addition, all transmission bids must separately contain a detailed summary of the material provisions of the proposed Transmission Agreement. Such a summary should include, but not be limited to, a discussion of the key provisions set forth in Appendix C-3, as well as a cross-reference to the corresponding sections of the proposed Transmission Agreement where such provisions may be found.

Bidders are discouraged from proposing changes to the Form PPA and or variations from the Proposed Tariff requirements.