
SECTION 83D

REQUEST FOR PROPOSAL APPLICATION FORM

APPLICANT INFORMATION

Applicant: Great River Hydro, LLC

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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.

Great River Hydro, LLC (“Great River Hydro” or “GRH”) is pleased to submit this response to the Request for Proposals for Long-Term Contracts for Clean Energy Projects issued March 31, 2017 for our project designated as Great River Hydro - Firm Hydro.

Great River Hydro’s portfolio consists of 13 facilities and 43 operating units on the Connecticut and Deerfield Rivers in Massachusetts, New Hampshire, and Vermont. With a nominal rating of 584 MW, the Great River Hydro portfolio is the largest conventional hydro system in New England.

Our response is for 25 MW of Firm Service Hydroelectric Generation and associated Environmental Attributes to be provided 24/7/365 without interruption delivered to the Internal Hub. We are proposing a start date of January 1, 2019 for a 20-year term. Pricing and additional terms are provided within our response on the appropriate tables.

We believe that this proposal will provide the foundation for achieving the goals set out in the Green Communities Act by providing baseload firm, clean energy generation from renewable resources which will augment and support other intermittent non-firm, clean energy generation that may be contracted for as part of this RFP.

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).

The generation being offered is for Firm Service Hydroelectric Generation which will be provided 24-hours per day for the duration of the term of the contract without interruption due to any maintenance outages. Our response has been sized so that the generation will be available regardless of the scheduled maintenance requirements at any specific operating facility.

- 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.

There are no expected operating constraints nor operational restrictions as the generation will be drawn from a large portfolio of generating assets. Our bid is for firm deliveries; and, given the disbursed nature of our portfolio, we do not anticipate any interruptions.

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

The proposal is for around-the-clock, baseload, clean energy delivered to the buyer at the Internal Hub, thereby providing enhanced electric reliability to Massachusetts. All transmission constraints, including congestion and line losses, to the point of delivery will be borne by the Great River Hydro.

- 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 proposal is for baseload clean energy to be provided around-the-clock. The actual output will be guaranteed in each peak hour of the summer and winter periods, as well as every other hour of the delivery period.

- 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 proposal is for generation from a portfolio of existing conventional hydroelectric generators. Substantial historic and future capital life extension projects will extend the useful life of the assets in excess of 35 years.

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 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.

N/A

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.

N/A

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.

N/A

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

N/A

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

N/A

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.

Great River Hydro's portfolio consists of 13 hydroelectric facilities with 43 generating units with a total nominal capacity rating of 584 MW.

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

Great River Hydro's actual annual historic generation is in excess of 1.5 GWhs. Our proposal for 25 MW, or 219,000 MWhs per year, is sized to be delivered on a firm basis, 24/7/365, and is based on the minimum flow requirements, low-flow conditions, scheduled and unscheduled maintenance, and other system parameters across all our generating units.

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

Each of Great River Hydro's assets is a conventional hydro generator with various levels of storage capability including weekly and daily pondage. Additionally, Great River Hydro owns or controls the water rights to the Somerset Reservoir at the upper end of the Deerfield River system and the First Lake and Second Lake reservoirs at the upper end of the Connecticut River system. As such, we have great flexibility to ensure delivery of the baseload product in this proposal.

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

The proposal is for a specified amount of generation from a portfolio of existing renewable facilities.

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.

All of Great River Hydro's generation is logged in the NEPOOL GIS system on a monthly basis. With each Trading Window, the certificates associate with the generation delivered to the Buyer in each month will be transferred to the Buyer's GIS account.

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.

The proposal is for Clean Energy Generation from Firm Service Hydroelectric Generation.

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 proposal is for 25 MW of Firm Service Hydroelectric Generation.

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 generation will be provided on a firm basis 24/7/365 without seasonal or hourly variation.

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.

All of Great River Hydro's generation is logged in the NEPOOL GIS system on a monthly basis. With each Trading Window, the certificates associate with the generation delivered to the buyer in each month will be transferred to the buyer's GIS account.

**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.

The proposal is for Firm Service Hydroelectric Generation from a portfolio of existing resources. A long-term contract resulting from this RFP Process will ensure the continued economic viability of these renewable resources.

- 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.

Great River Hydro, LLC is indirectly majority owned by ArcLight Energy Partners Fund VI, L.P. ("Fund VI"). Please see FERC Docket EC17-36-000 for a further discussion of the structural organization of Great River Hydro, LLC.

ArcLight Energy Partners Fund VI, L.P., a private investment fund with a focus on the energy sector, is managed by ArcLight Capital Partners, LLC ("ArcLight Capital"). ArcLight Capital has invested approximately \$18.4 billion of private equity capital in one hundred and two investments since its founding in 2001. The ArcLight funds, in the aggregate, own or have owned interests in over 18,100 net MW of electric generation and transmission capacity.

Great River Hydro, LLC is authorized to submit a binding proposal.

- 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

N/A

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

N/A

- iii. Expected sources of debt and equity financing

N/A

- iv. Estimated construction costs

N/A

- v. The projected capital structure

N/A

- 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.

N/A

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.

N/A

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

N/A

Project Experience 2

Project Experience 3

Project Experience 4

Additional Project Experience

- 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.

N/A

- 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.

On April 19, 2017, ArcLight Energy Partners Fund VI, L.P. purchased the entity formerly known as TransCanada Hydro Northeast Inc. and changed its name to Great River Hydro, LLC. (On April 7, 2017, TransCanada Northeast Inc. was converted from a corporation to a limited liability company in advance of the April 19, 2017 transaction).

Attached please see the audited financial statement for the three years ended 2015 and the unaudited statement for 2016 for the entity. Confidential treatment of these financial statements is requested.

Great River Hydro's senior secured long term debt is rated investment grade by Kroll Bond Rating Agency ("KBRA"). The entity is not rated by Standard & Poor's or Moody's.

- 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.

The following individuals are officers of Great River Hydro, LLC: Scott Hall, President & CEO; Daniel Revers, Vice President; Timothy Evans, Vice President; Christopher Hurley, Vice President – Finance; Erin O'Dea, Vice President – Legal; Christine Miller, Secretary; Theodore Burke, Assistant Secretary; and, Sara Ustilton, Director - HR.

[The following individuals are officers of Great River Hydro Holdings, LLC: Daniel Revers, President; Kevin Crosby Vice President; Timothy Evans, Vice President; Christine Miller, Secretary; and, Theodore Burke, Assistant Secretary.][Delete if simplified ownership description is used]

- 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.

Great River Hydro, LLC is controlled by ArcLight Energy Partners Fund VI, L.P. which has nearly \$5.6 billion in commitments from its investors. Fund VI also has the ability to post collateral in the form of a letter of credit from an LC facility at Citibank.

- 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.

None.

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

N/A

- 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.

None.

- 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?

The portfolio consists of existing hydroelectric units that have an expected operating life well in excess of the 20-year term of this proposal. Substantial historic and future capital life extension projects will extend the useful life of the assets in excess of 35 years.

- 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.

N/A

- 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.

Great River Hydro, LLC has not executed any other long-term contracts for energy, RECs, and/or capacity. Great River Hydro has not been alleged to have defaulted under or breached any term or quantities under short-term contracts that it has executed.

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

Great River Hydro, LLC has no current affiliated entities or joint ventures transacting business in the power generation business in the ISO-NE control area.

- 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 with respect to Great River Hydro, LLC.

- 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.

- 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.

None.

- 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.

None.

- 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).

None.

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

None.

- 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 project does not entail the ownership of transmission capacity.

- 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.

Green Communities Act Section 83D Request For Proposal

None.

**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:

The proposal is for generation from a portfolio of 13 existing generation facilities that are fully permitted, interconnected, and operating. As FERC-licensed hydroelectric facilities, all siting requirements and property rights are incorporated into each license. Additional information can be provided on each facility upon request.

- 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:

N/A

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

The bidder's rights to control each of the facilities that comprise its portfolio is documented in each of its FERC licenses. Additional information can be provided on each facility upon request.

- 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.

N/A

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

Any joint use agreements are documented in each of its FERC licenses. Additional information can be provided on each facility upon request.

- 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:

All zoning and permitting rights are documented in each of its FERC licenses. Additional information can be provided on each facility upon request.

Permitting plan and timeline:

N/A

Start Date:

End Date:

- 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).

The area surrounding the facilities is described in each of the FERC licenses. Additional information can be provided on each facility upon request.

- 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:

Each of the facilities is fully interconnected, operates under existing LGIA's and is represented in the transmission system by specific PNode locations.

Interconnection site control plan:

N/A

- 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.

Each of the facilities is fully interconnected to the grid and operates under existing LGIA's.

- 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:

Each of the facilities is fully interconnected, operating, and represented within the New England Transmission system.

Attachments:

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

N/A

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

Each facility operates under an existing Interconnection Agreement. Copies of these agreements can be provided upon request.

- 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.

N/A

- 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:

Each of the facilities is fully interconnected and represented within the New England Transmission system.

- 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:

Each of the facilities is fully represented within the New England Transmission systems. Electrical one-line diagrams can be provided upon request under CEII.

- 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.

To the extent applicable, each generator's interconnection facilities to the grid is already represented within the New England Transmission system

- 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:

N/A

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)

N/A

- Transformer data (including Phase shifting transformers if applicable):
Terminal Voltages Thermal Ratings

Impedance

From To
(bus numbers and names)

N/A

- Reactive compensation models as necessary

N/A

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

N/A

- 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.

Each of the facilities has been generating for many years and is fully intergrated into the grid topography. The proposal is for the delivery point to be the Internal Hub. All congestion and line losses from the facilities to that point will be the responsibility of Great River Hydro.

- 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.

The proposal does not include new transmission facilities.

**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.

Below is a list of Great River Hydro's FERC licenses which encompass all the Federal, state and local permits, licenses, and environmental assessments required to operate the existing facilities:

P-2077 Fifteen Miles Falls (Moore, Comerford, McIndoes Stations)

P-2323 Deerfield River (Deerfield No 2, 3, 4, and 5, Searsburg, Hariman, and Sherman)

P-1904 Veron

P-1855 Bellows Falls

P-1892 Wilder

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

All required permits, licenses, and environmental assessments have been issued.

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.

All required permits, licenses, and environmental assessments have been issued.

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

All permits, licenses, and environmental assessments have been issued.

- 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.

Each of the facilities is fully constructed and operating.

- 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.

N/A

- 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.

Each of the facilities is currently documented with the NEPOOL GIS system.

- 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.

Each of the facilities is subject to FERC relicensing at the end of each of its existing license. Interaction with regulatory agencies is ongoing as part of compliance and relicensing.

**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

The proposal is for Firm Service Hydroelectric Generation from existing conventional hydroelectric facilities that have significant operational history.

- 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.

N/A

- 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.

N/A

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- 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

- 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.

N/A

- 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.

N/A

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.

Great River Hydro, LLC employs a staff of 121 professionals which includes highly experienced and qualified operators and maintenance personnel throughout the portfolio. Many of the staff have decades of experience and as a result the 25 MW block is always available. Great River Hydro utilizes a maintenance management system that results in a very high availability factor across the entire fleet.

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

Great River Hydro funds its annual operating and maintenance program, as well as its capital improvement program, through annual operating revenues.

- 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.

The benefit of providing the 25 MW of generation from a 584 MW portfolio is that the portfolio builds in redundancy so that even with an outage at one facility on any give unit, Great River Hydro will still be able to provide the contracted generation at the 25 MW level.

- 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.

Great River Hydro, LLC maintains both one-time specific project-related and standing contractual agreements with a series of reputable contractors and manufacturers, including original equipment manufacturers. Furthermore, staffing levels allow for the majority of any maintenance work to be performed by in-house staff thereby taking advantage of significant experience with the assets.

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

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Great River Hydro, LLC staff have operated and maintained the hydro portfolio in a safe, reliable, and effective manner for decades.

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.

The proposal is for Firm Service Hydroelectric Generation from existing renewable resources.

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

None.

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.

The proposal is for Firm Service Hydroelectric Generation from exisiting conventional hydroelectric facilities that have significant operational history. Procurement under this RFP will guarantee baseload firm, clean energy generation will be delivered to the residents of Massachusetts and assist in maintaining the viability of these renewable assets.

- 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.

N/A

- 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.

The proposal is for generation from existing renewable generation assets and does not include pairing with other specific project participant for incremental facilities.

- 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)

The President and CEO of the Great River Hydro, LLC is Scott Hall, a portfolio executive of ArcLight Capital, who has more than 27 years of experience managing hydroelectric generation facilities and companies in the Northeast. During his career, Mr. Hall has been directly responsible for many facets of hydroelectric company operations, including employee management, environmental compliance, facility maintenance and operations, and business development activities.

- 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

The proposal is for clean energy from existing renewable resources, as such this information is not applicable.

- 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

This proposal is for clean energy from existing renewable resources, as such this information is not applicable.

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 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.

The proposal is for clean energy from existing renewable resources that are currently participating in the ISO-NE markets. Great River Hydro is its own Lead Market Participant and Designated Entity.

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)
N/A. Hydro generation							

- 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.

The proposal is for Firm Service Hydroelectric Generation that produces clean energy with none of these harmful emissions.

- 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.

The proposal will guarantee that clean energy from these renewable resources will be delivered to the residents of Massachusetts contributing directly to the achievement of Massachusetts' global warming, clean energy, and climate plans for the length of the contract.

**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.

Great River Hydro, LLC directly employees a total of 121 people with work locations in Massachusetts, New Hampshire, and Vermont.

- 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.

The indirect economic benefit of Great River Hydro's operations has not been calculated.

- 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.

The proposed contract would contribute to the continued employment and economic viability of the Great River Hydro, LLC portfolio as well as support conservation of property tax valuations in 52 towns and municipalities throughout MA, VT, and NH.

- 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.

If selected as a lower cost provider among other potential projects for the clean energy being procured through this RFP, the project will ensure firm, clean energy is delivered to the residents of Massachusetts thus guaranteeing the environmental benefits of these resources are used for the ratepayers of the state.

- 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 clean energy generation from this proposal will be delivered on a firm basis, around the clock, thus providing a consistent level of renewable generation and minimizing the need for incremental generation during winter electricity price spikes.

b) guarantee energy delivery in the winter months

100%

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.

The proposal will provide firm, clean energy generation to all ratepayers of the Commonwealth.

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

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- 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
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.

N/A

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

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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.