
SECTION 83D

REQUEST FOR PROPOSAL APPLICATION FORM

APPLICANT INFORMATION

Applicant: Nine Kings Wind Farm LLC

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808 Travis St., Suite 700
Houston TX, 7700

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1201 Louisiana St., Suite 3200
Houston, TX, 77002

Phone: [REDACTED]
[REDACTED]

Email: [REDACTED]
[REDACTED]

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.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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).

Substation maintenance will require a complete outage for 1-2 days annually and 2-3 days every 5 years for more extensive maintenance. Planned partial outages for individual wind turbine maintenance will be conducted every 6 months and will last less than 24 hours. Maintenance of individual turbines is performed one-by-one, so that most turbines at a site remain on line, and is scheduled to the greatest extent possible during low wind periods. As described in the draft PPA, maintenance will not be scheduled in the winter and summer months to the extent possible.

- 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.

[REDACTED]

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

The Project will provide reliability benefits by adding incremental energy and capacity to the ISO-NE region, thereby increasing supply reserve margins. As has been well documented, New England is dependent upon natural gas for heating as well as electricity generation, particularly in the winter months. The lack of local gas supply and regional pipeline constraints has raised reliability concerns. [REDACTED]

[REDACTED]

The addition of a long-term energy contract with a fixed price to the portfolio of the Distribution Companies will offer cost certainty for a term beyond what may be offered by conventional fuel-based generation sources. The proposed transmission upgrades would improve the reliability of the entire ISO-NE system. Furthermore, the Sponsors will make commercially reasonable efforts to qualify the Project for the Forward Capacity Market to be available during market-wide capacity events.

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

[REDACTED]

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.

[REDACTED]

■ 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.

Please reference “Wind Data Summary” in the CPPD form and 10057078-HOU-T-01-A Nine King Technical Note.pdf (“Confidential Attachment 4.1”) for the independent resource assessment from DNV GL.

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.

Please reference “Wind Data Summary” in the CPPD form and Confidential Attachment 4.1 for the independent resource assessment from DNV GL.

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.

Please reference “Hourly Wind Resource Data” in the CPPD form for historical hourly wind resource data. Please reference Confidential Attachment 4.1 for third-party wind resource assessment. In addition, P50 and P90 12x24 energy projections have been provided in the CPPD workbook.

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

Please reference Confidential Attachment 4.1 for power curves included in third-party wind resource assessment.

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

See page 18 of Confidential Attachment 4.1 for a summary of losses included in these estimates.

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.

Please reference production profile provided in CPPD Workbook.

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.

Please reference production profile provided in CPPD Workbook, Sheet 5.

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 will become an ISO-NE Market participant and will therefore be able to register as renewable resource in the NEPOOL GIS. The Project will submit its hourly meter data to the NEPOOL GIS, thereby certifying its RECs. The Project intends to take these steps as part of its development plan.

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:

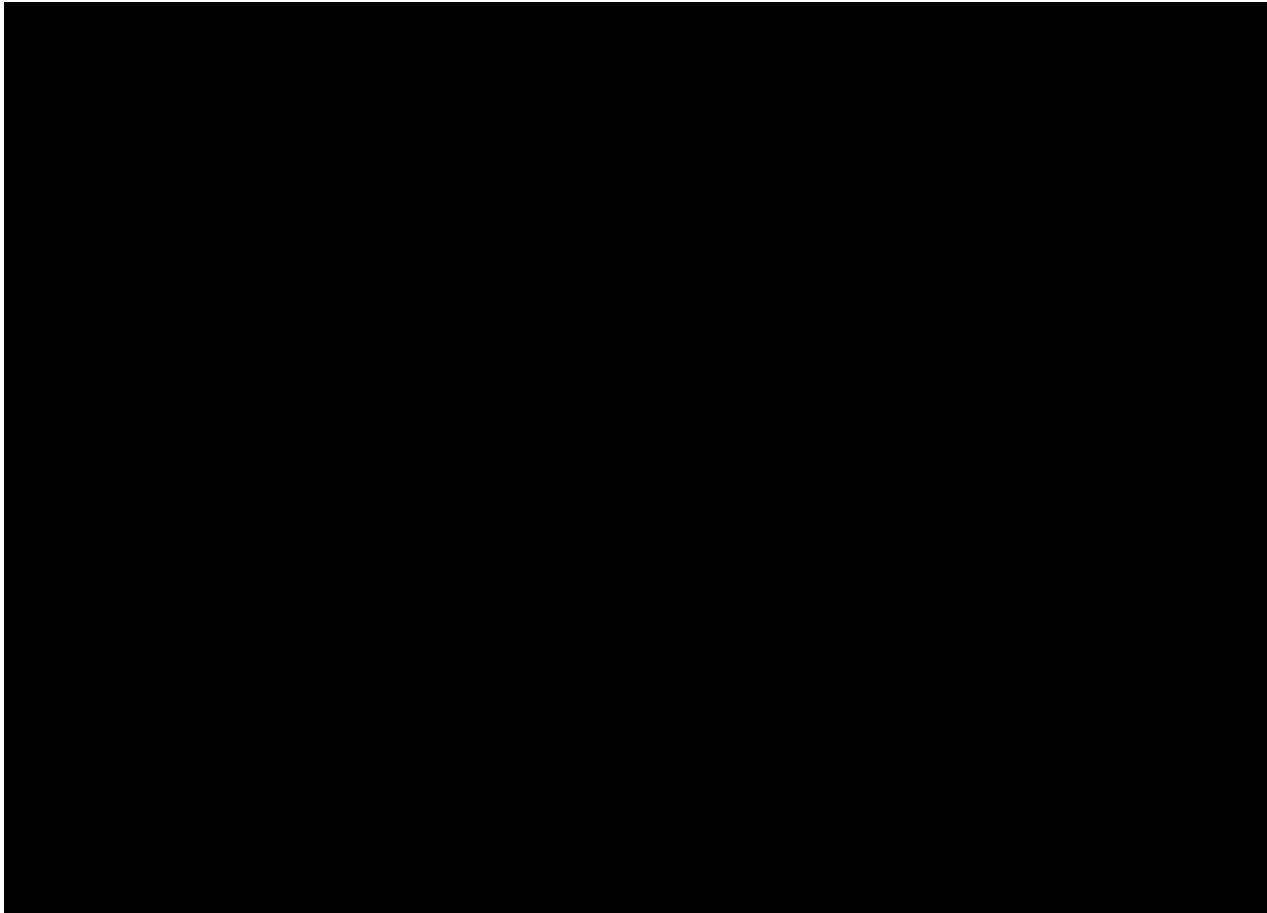
- 5.1 Each bidder is required to submit information and documentation that demonstrates that a long term contract resulting from this RFP Process would either permit the bidder to finance its proposal that would otherwise not be financeable, or assist the bidder in obtaining financing of its proposal.

[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.

[REDACTED]

The Management Committee has authorized the Bidder to submit the bid by unanimous written consent, a copy of which is attached (“Confidential Attachment 5.2”).



- 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

[Redacted text block]

[Redacted text block]

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[REDACTED]

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

[REDACTED]

- iii. Expected sources of debt and equity financing

[REDACTED]

- iv. Estimated construction costs

[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.

[REDACTED]

[REDACTED]

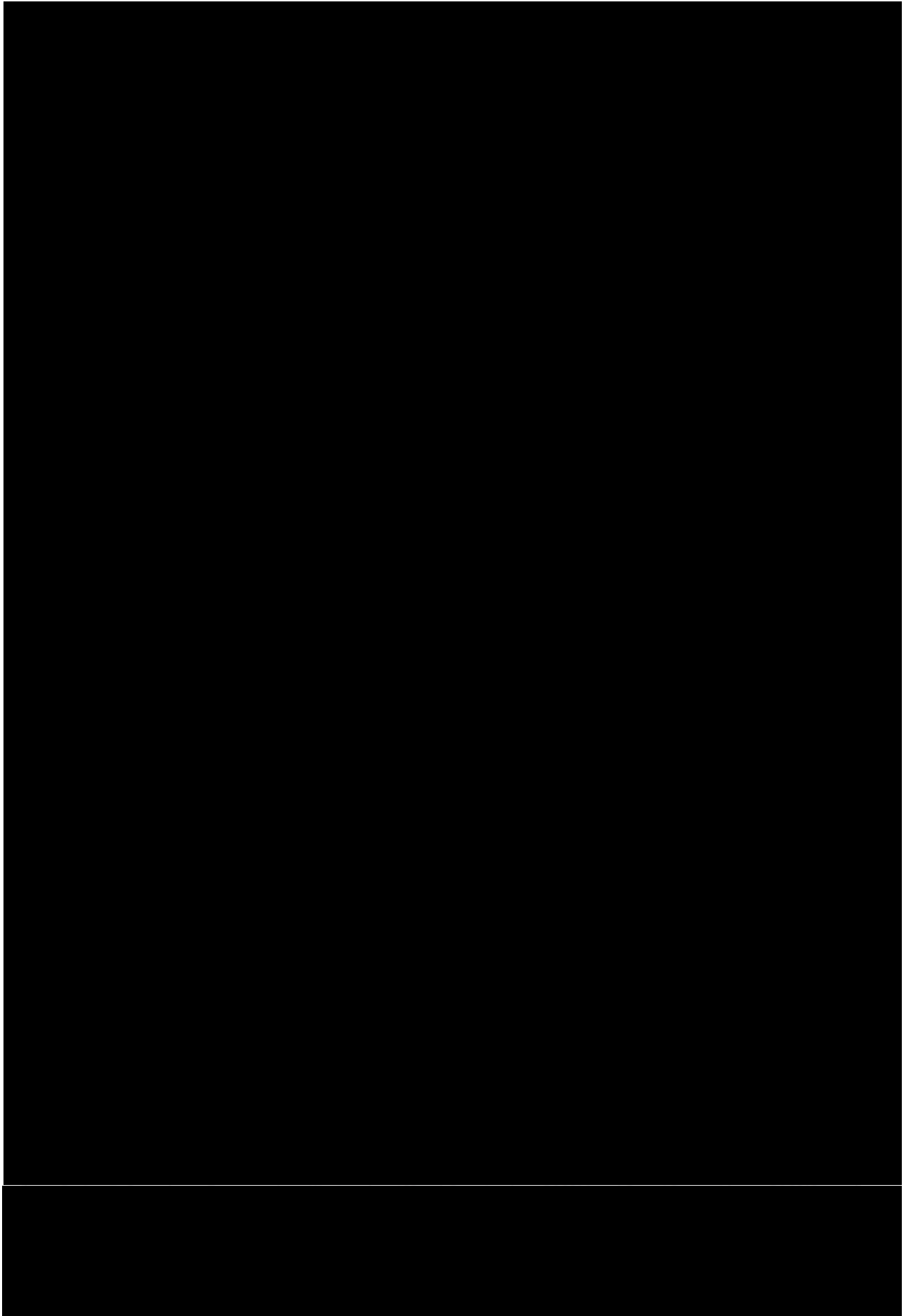
[REDACTED]

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.

[REDACTED]

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



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.

[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.

[Redacted]

[Redacted]

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[REDACTED]

- 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.

[REDACTED]

- 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.

[REDACTED]

- 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]

- 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]

- 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]

- 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?

[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.

[REDACTED]

- 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.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

- 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.

- 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.

[REDACTED]

- 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.

[REDACTED]

- 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.

[REDACTED]

- 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).

[REDACTED]

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

The Bidder will not require any external regulatory or other approvals to execute a binding sale agreement. The Bidder will require an internal approval process for execution of a final power purchase agreement. Such approval will be initiated during the negotiation process, if selected.

- 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.

[REDACTED]

- 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;

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- 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.

[REDACTED]

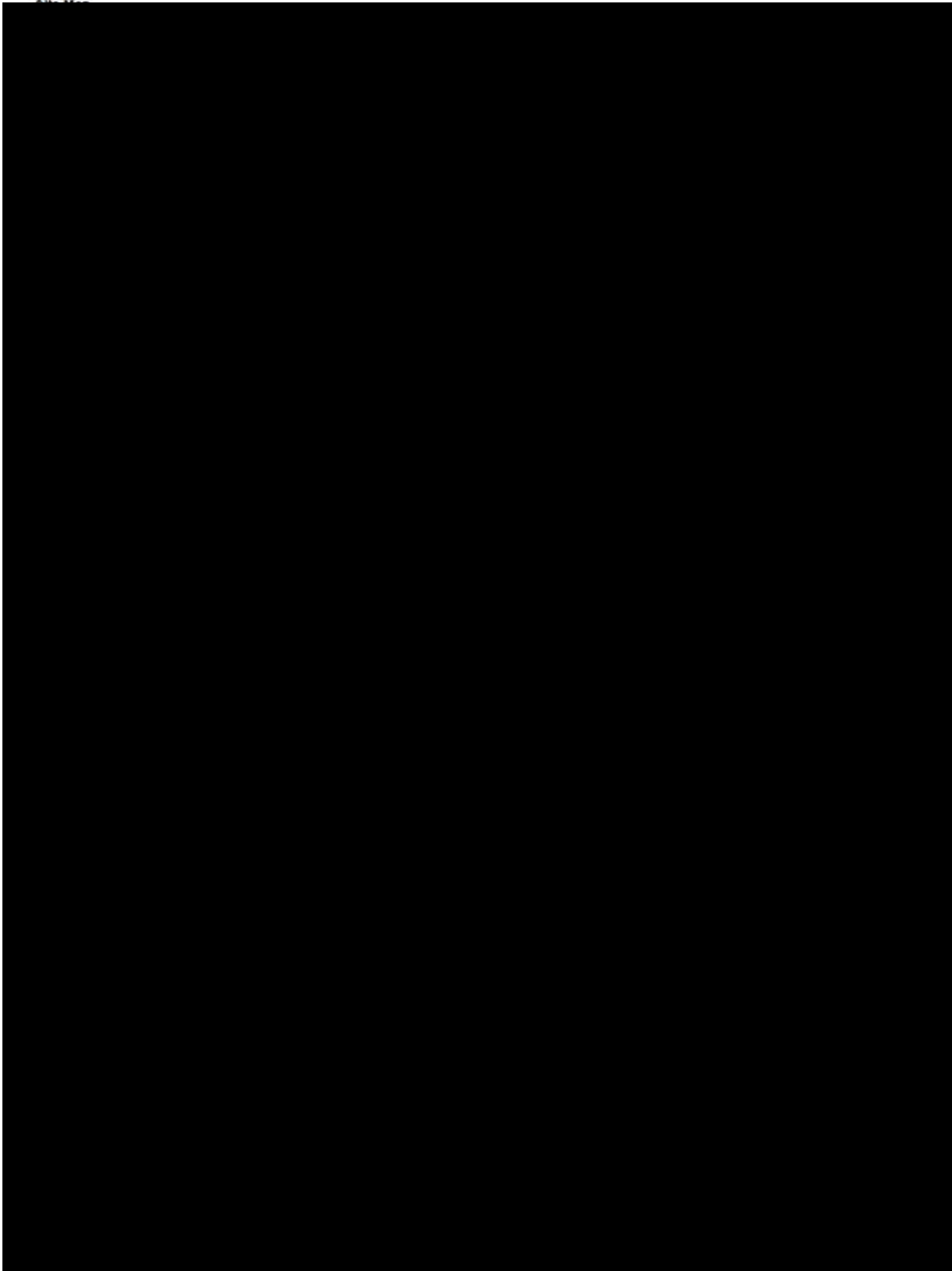
**SECTION 6 OF APPENDIX B TO THE RFP
SITING, INTERCONNECTION, AND DELIVERABILITY**

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:

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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:

[REDACTED]

Please see Confidential Attachments 6.2 A-C for a list of landowners and example site land control documents.

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

Please see 6.2.i above.

- 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 6.2.i above.

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

[REDACTED]

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

- [REDACTED]

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 [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.

[Redacted]

[Redacted]

[Redacted]

[REDACTED]

- 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.

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

Attachments:

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

Please refer to Section 6.6 for interconnection study timeline.

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

Please refer to Section 6.6 for interconnection study timeline.

- 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.

[REDACTED]

[REDACTED]

[REDACTED]

- 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:

[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:

Please see Confidential Attachment 6.11 for electrical one-line diagrams of the interconnection facilities of the Project.

- 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.

[REDACTED]

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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.

[REDACTED]

[REDACTED]

- 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.

[REDACTED]

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- 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.

[illegible]

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

See table above.

- 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.

[Redacted content]

- 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

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- 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

[REDACTED]

[REDACTED]
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[REDACTED]

- 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.

[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.

[REDACTED]



- 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.

The Project will register for and utilize a NEPOOL GIS account to track renewable energy credits created by the Project.

- 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.

To our knowledge there are no existing, preliminary, or pending claims or litigation, or matters before any federal agency, state legislature, or regulatory agency that might affect the feasibility of the Project or the ability to obtain or retain the required permits.

**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
 - ii. Wind turbines; [REDACTED]
[REDACTED]
[REDACTED]
 - [REDACTED]
[REDACTED]
 - [REDACTED]
[REDACTED]
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 - [REDACTED]
[REDACTED]

[REDACTED]

- 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.

[REDACTED]

- 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 Sponsors have installed turbines from all of the above listed manufacturers at its other projects in the United States, as more fully described in Section 11.5.

Vestas: More than 82 GW of installed wind capacity and 32.8 GWh estimated generation/year.

Siemens Gamesa: More than 69 GW of installed wind capacity and 27.6 GWh estimated generation/year.

GE: More than 60 GW of installed wind capacity and 24 GWh estimated generation/year.

Nordex-Acciona: More than 18 GW installed wind capacity and 7.44 GWh estimated generation/year.

- 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.

The technology, make, and model are all commercially mature.

- 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.

The Sponsors have completed detailed engineering for a full list of equipment of all physical aspects that will be needed to complete the Project.

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.

[REDACTED]

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.

[Redacted]

EDPR MAINTENANCE PLAN

[Redacted]

[Redacted]

[Redacted]

[Redacted]

[Redacted]

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[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

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Green Communities Act Section 83D Request For Proposal

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Green Communities Act Section 83D Request For Proposal

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-
- | Service | Percentage |
|-------------------------------------|------------|
| Used a food bank | 15% |
| Used a community center | 10% |
| Used a mental health service | 8% |
| Used a substance use service | 7% |
| Used a housing service | 6% |
| Used a financial counseling service | 5% |
| Used a job training service | 4% |
| Used a legal service | 3% |
| Used a domestic violence service | 2% |
| Used a substance use service | 1% |

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

[REDACTED]

- 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.

[REDACTED]

- 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.

[REDACTED]

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

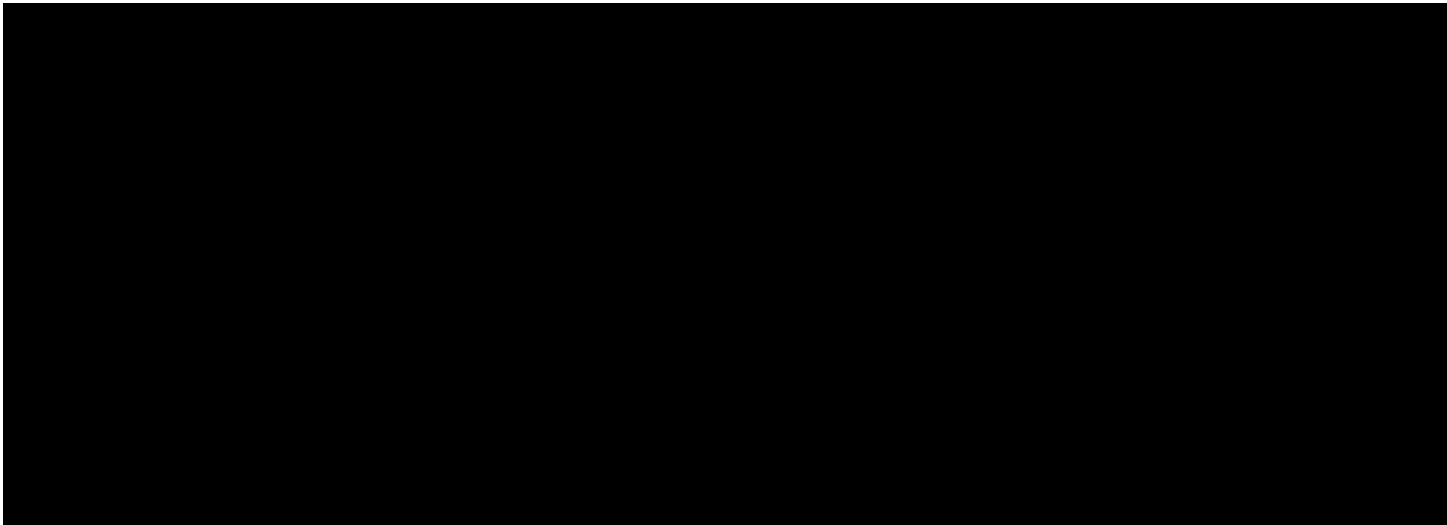
The Sponsors have combined experience managing the O&M of large-scale solar and wind projects, with a combined nameplate capacity of approximately 8 GW of operating assets under management. This range of experience provides a deep, institutional knowledge base for project design, construction and commissioning, ongoing troubleshooting, and optimized project performance.

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.



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



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.

Please reference organizational chart in Section 5.2.

- 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.

EDPR NA

EDPR NA (www.edpr.com and <http://www.edprnorthamerica.com>) develops, constructs, owns, and operates wind and solar renewable energy projects throughout the United States. EDPR NA's rigorous approach has led to the successful development of more than 5,000 MW of renewable energy facilities, and the company has demonstrated a proven ability to successfully navigate complicated land, interconnection and permitting environments in order to achieve commercial operations for its projects.

EDPR NA's 5,000 MW of operational assets are spread across 11 U.S. states and one Canadian province at 37 wind farms and two solar parks, making EDPR NA one of the top five largest owners of wind energy in the United States. EDPR NA is currently constructing four additional renewable energy projects representing approximately 500 MW of additional capacity, and is actively developing a portfolio of more than 10,000 MW of additional renewable energy assets in over fifteen states.

EDPR NA is based in Houston, Texas, with over 450 employees and regional offices in Maine, New York, Oregon, Illinois, Indiana, Kansas and Massachusetts. EDPR NA is an industry leader in operational reliability: with, EDPR NA is able to maintain over 97% availability fleet-wide. EDPR NA's highly qualified team has a proven capacity to execute projects and achieve goals.

EDPR NA is owned by EDPR SA, a global leader in the renewable energy sector that designs, develops, constructs, and operates renewable generation facilities. With a sound development pipeline, first class assets and market-leading operating capacity, EDPR has undergone exceptional development in recent years.

Headquartered in Madrid, Spain, EDPR SA believes that its long-term growth will be driven by favorable renewable energy market conditions, both globally and in the countries in which it operates. In addition, EDPR SA will continue to benefit from positive trends in the global renewable energy industry, including the economic efficiency and acceleration of technological developments in renewable energy that make renewable energy generation increasingly reliable and competitive.

With more than 10 GW of installed wind capacity as of Q1 2017, EDPR SA is ranked fourth in the world in wind energy based on net installed capacity and is consistently ranked in the top three in terms of sectoral growth.

PATTERN DEVELOPMENT

Pattern Development is a leading independent developer with renewable energy facilities located in the United States, Canada, Chile, Japan and Mexico. Pattern Development has developed and brought to commercial operation over 4,500 MW of renewable energy worldwide and currently has a development pipeline with over [REDACTED] MW of solar and wind projects. Pattern Development has achieved many industry firsts including the first to: develop a utility scale wind farm on the Texas Gulf Coast, first to develop utility scale wind in the state of Nevada and first to develop utility scale wind in Puerto Rico. Pattern Development's affiliate, Pattern Energy Group Inc. ("PEGI") owns and operates over 2,700 MW of projects worldwide.

Pattern Development is a leading independent renewable energy and transmission developer. Pattern Development and its affiliate PEGI combine to provide cutting-edge industry expertise in both project development and long-term operation and ownership of utility scale wind and solar projects. The companies have built a wealth of cutting-edge industry in-house expertise and best in class practices. From project development, system design, and construction to project finance, monitoring, and operations & maintenance, Pattern Development and PEGI have the knowledge, experience, and capability to develop and deploy large-scale renewable energy projects across the globe.

To date, [REDACTED]
[REDACTED] hroughout our history, the ability to efficiently finance projects has been a core capability for which Pattern Development has been recognized throughout the project finance industry. The transformational partnership structure innovated by our finance team has become the dominant model used in the wind and solar energy sectors over the last decade.

- 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.

This bid does not include existing 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)

EDPR NA DEVELOPMENT TEAM

Gabriel Alonso - CEO

[REDACTED]

[REDACTED]

Bernardo Goarmon – Executive Vice President/CFO

[REDACTED]

Pedro Almeida – Director of Finance

[REDACTED]

Steve Irvin – Executive Vice President, West Region, Central Region, and Mexico

[Redacted]

Ryan Brown – Executive Vice President, Eastern Region and Canada

[Redacted]

Phillip Westerby – Executive Vice President, Technical

[Redacted]

Jeffrey Nemeth – Associate Director of Development

[Redacted]

PATTERN DEVELOPMENT TEAM

Mike Garland - Chief Executive Officer

[Redacted]

[Redacted]

Hunter Armistead - Executive Vice President, Business Development

[Redacted]

[Redacted]

Colin Edwards - President, Co-Head of Business Development for North America

[Redacted]

[Redacted]

Kim Sachtleben - Senior Director, Business Development

[Redacted]

[REDACTED]

Kellie Metcalf – Senior Director, Power Marketing & Origination

[REDACTED]

[REDACTED]

Kevin Deters - Vice President of Engineering and Construction

[REDACTED]

[REDACTED]

Natalie McCue - Director of Environmental and Permitting

[REDACTED]

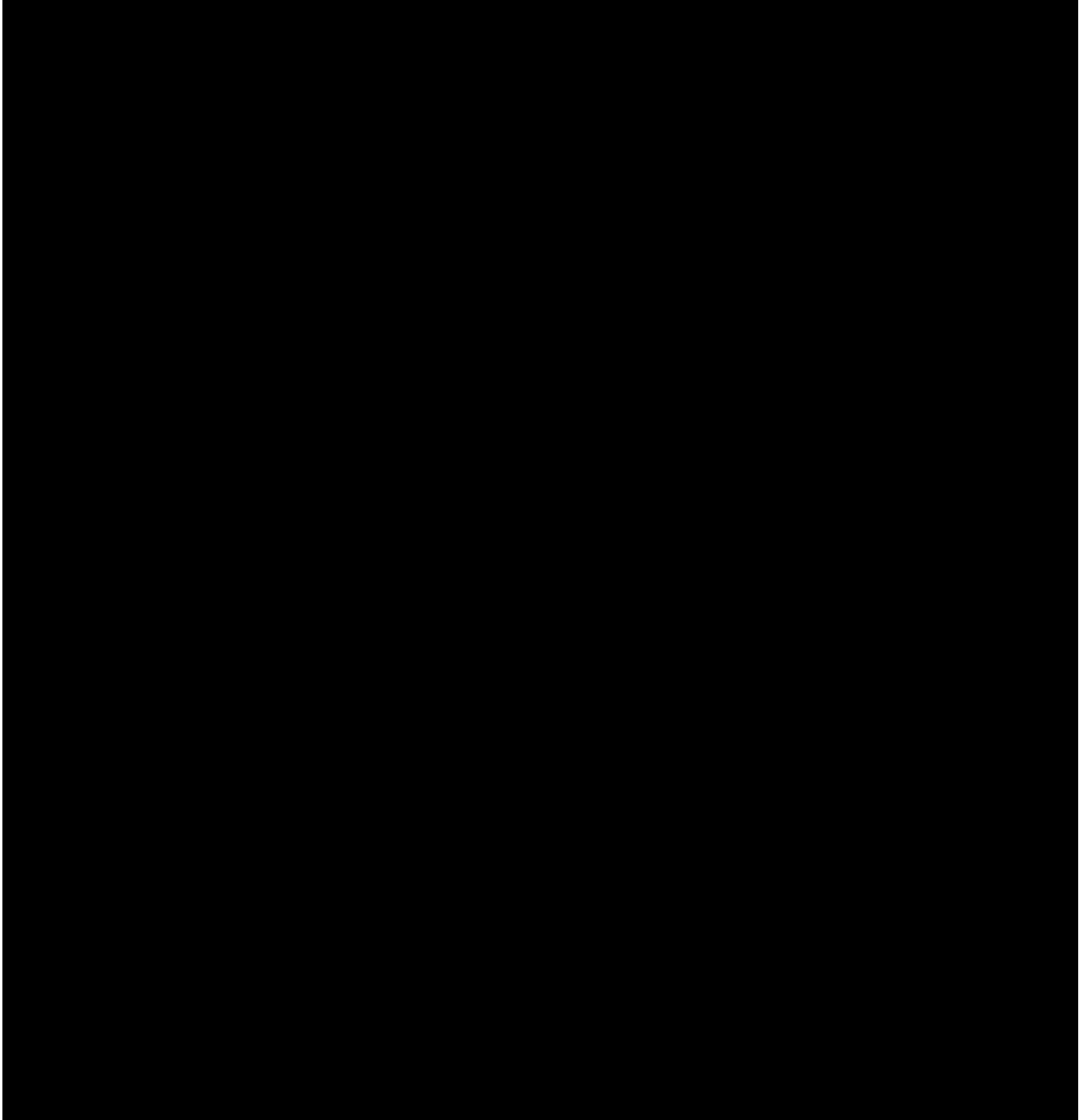
[REDACTED]

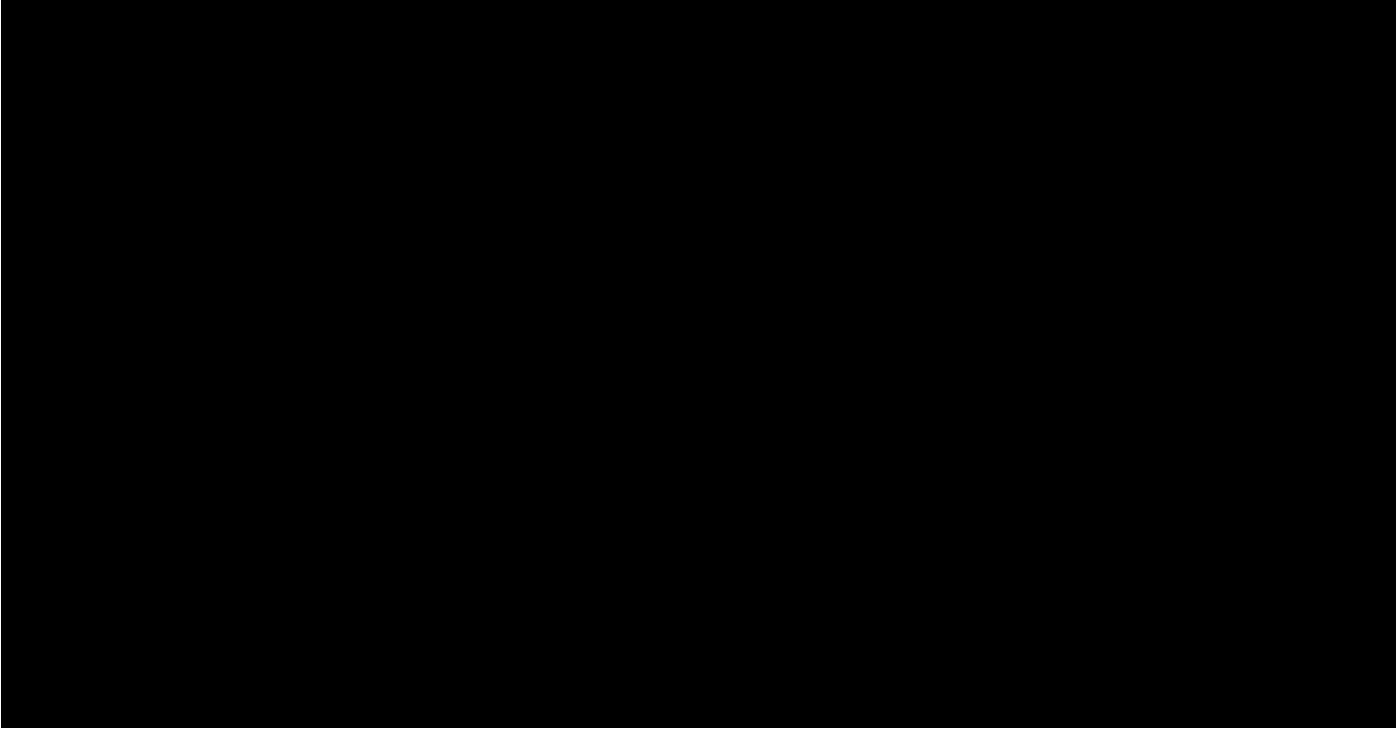
11.5 Provide a listing of all projects the project sponsor has successfully developed or that are currently under construction. Provide the following information as part of the response:

- i. Name of the project
- ii. Location of the project
- iii. Project type, size and technology

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- 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



- 
- 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

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[REDACTED]

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- 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 Project will be the lead market participant. The Sponsors will provide the staffing and expertise behind the Project's participation in ISO-NE. The Sponsors intend to manage all aspects of the ISO-NE market for the Project, including bidding and scheduling within the day-ahead and real-time markets as well as any participation in the FCM.

EDPR NA and its affiliates are voting members of the New England Power Pool and active participants in the ISO New England administered markets. EDPR NA's Market Operations team is dedicated exclusively to the continuous optimization of power scheduling through analyses of ISO price discovery and meteorological forecasting. The Transmission and Market Operations teams are extensively familiar with the New England market and currently participate by importing energy to ISO-New England Markets from existing assets in NYISO.

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	N/A	N/A	N/A	N/A	N/A	N/A	N/A

- 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 Project is a zero-emissions facility; see below for anticipated annual displaced 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 GWSA requires 25% GHG emission reductions below 1990 levels by 2020, and 80% reductions below 1990 levels by 2050. This [REDACTED] MW capacity Project cuts more than an estimated [REDACTED] metric tons of CO2 equivalent from the State – about [REDACTED] of 1990's 94.5 million metric tons of carbon equivalent emissions. (Source: United States Environmental Protection Agency's eGRID 2014)

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.

[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.

[REDACTED]

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.

[REDACTED]

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.

[REDACTED]

[REDACTED]

- 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

[REDACTED]

b) guarantee energy delivery in the winter months

[REDACTED]

- 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.

[REDACTED]

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: N/A

- 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.