

2015S Utah Solar Request for Proposals

Bidders Workshop

North Temple Office, Room 130K

Salt Lake City UT 84116

June 3, 2015

3:00PM to 5:00PM Mountain



Logistics

- June 3, 2015 3:00 PM - 5:00 PM (Mountain)
- Location:
 - North Temple Office, Room 130K
 - 1407 West North Temple
 - Salt Lake City, UT 84116
- Call-in information:
 - (214) 765-0479
 - (888) 278-0296 [Toll Free]
 - Conference ID: 6069959
- June 10, 2015, walk-through at Company sites (EPC bidders)

Agenda

- Overview of RFP
 - Objective
 - Schedule
 - Bid Proposal Structures
 - Credit and Contract Requirements
 - Bid Submission Requirements
- Walk-through Company-owned sites: June 10, 2015
- Questions

Objective

- 2015S Utah Solar RFP has been issued to secure solar PV resources for Rocky Mountain Power customers to provide them with an option to have a portion of their energy needs supplied by Utah-based solar PV resources
- Filing for this program will be submitted to the Utah PSC in next 2 weeks
- Seeking target amount of 15 MW_{AC} (total) in this RFP
 - Will evaluate bids that exceed 15 MW_{AC} and may select a larger project
 - Small aggregated solar PV resources can bid in, but the minimum aggregated size must be greater than 2 MW_{AC}
 - A single bid consisting of smaller projects aggregating up to 15 MW_{AC} may be proposed
 - Resources must be able to be monitored discretely and physically demarcated to identify them as dedicated solar resources
 - PacifiCorp may elect to secure more than 15 MW_{AC} if demand indicates
- In-service date no later than December 1, 2016
- Solar photovoltaic (PV) resources to be located in Utah and new to system

Delivery Options

- Delivery Options
 1. Interconnected directly to PacifiCorp's transmission or distribution system
 2. Firm, scheduled and delivered generation into PacifiCorp's system via third-party transmission provider
- ▶ Both options must be deemed to be a Network Resource by PacifiCorp Transmission

Schedule

| Event | Estimated Timeline |
|--|---------------------------|
| 2015S RFP issued | May 27, 2015 |
| Bidder/Stakeholder meeting | June 3, 2015 |
| Company site visits (for interested parties) | June 10, 2015 |
| Responses due | July 20, 2015 |
| Shortlist selection | August 14, 2015 |
| Shortlist to Utah Commission staff | September 4, 2015 |
| Best and final pricing update by Shortlist | September 11, 2015 |
| Bidder negotiations completed | October 2, 2015 |
| Notice to Proceed (pending USPC approval) | November 2, 2015 |
| Latest in-service date | December 1, 2016 |

Available Bid Proposal Structures

- Three bid proposal structures are available:
 1. Purchase generation output from bidder-owned asset through a power purchase agreement (PPA)
 2. PacifiCorp purchases resource from bidder upon substantial completion through an Asset Purchase and Sale Agreement (APSA)
 - Sale lease-back option may be included in APSA bid.
 3. Bidder builds resource on PacifiCorp-developed sites under an Engineer-Procure-Construct (EPC) contract.
 - Sale lease-back option may be included for EPC bid.

Bid Proposal Structures - PPA

Purchase of generation output from bidder-owned asset

A. Power Purchase Agreement

- I. Bidders are requested to provide pricing for 15, 20 and 25-Year Terms
- II. Bidder may propose an asset purchase option during term of PPA
- III. Fixed price per MWh (either fixed escalator or levelized at bidder's option)

B. Delivery

- I. Directly interconnected
- II. Off-system with firm transmission to PacifiCorp's system via third party transmission provide

C. Technical Specification compliance for purchase options

Bid Proposal Structures - APSA

Purchase of asset from bidder at Commercial Operation Date or Final Completion

- A. Asset Purchase & Sale Agreement with O&M Agreement
 - I. Proposal can include sale / lease-back option if the financial lease partner is identified
 - II. Full disclosure and documentation of all owned assets, permits, tax credits, incentives, grants
- B. Delivery
 - I. Directly interconnected
 - II. Off-system with firm transmission to PacifiCorp's system via third party transmission provider
- C. Bidders to submit an O&M agreement (term no less than 5 years)
- D. Technical Specification compliance

Bid Proposal Structures – EPC

Engineer-Procure-Construct a resource on Company-developed sites

A. Sites

- I. Cleveland (up to 5.2 MW_{AC}, single axis tracking)
- II. Ferron South (up to 5.2 MW_{AC}, single axis tracking or fixed tilt)
- III. Nebo View (up to 2.9 MW_{AC}, single axis tracking or fixed tilt)

B. Delivery

- I. Interconnection Agreements are in place
- II. Transmission services granted

C. Development

- I. Required conditional use permits issued

Company Sites Walk-Through

- Interested EPC bidders should notify PacifiCorp by June 5, 2015 if they want to attend a walk-through of the PacifiCorp sites. These site visits are scheduled for June 10, 2015.
- Notification of interest should be sent to:
 - Ken.Clark@pacificorp.com
- Send names of individuals who plan on attending.
- Attendees should wear their own PPE.
- A detailed agenda for the site visits will be sent out prior to the site visits. The current schedule is:
 - Cleveland (Huntington, Utah) 9:30 - 10:15 AM MDT
 - Ferron South (Ferron, Utah) 11:00 - 11:45 AM MDT
 - Nebo View (Mona, Utah) 3:00 - 3:45 PM MDT

Credit and Contract Requirements

- Final credit requirements will be dependent upon each individual proposal:
 - Indicative proposals will be used to establish initial credit requirements for proposals
- PacifiCorp will utilize the following agreements for proposed transactions:
 - Power Purchase Agreement including all required appendices and exhibits
 - Asset Purchase and Sale Agreement and EPC Agreement including all required appendices and exhibits
 - Sale / lease-back option should include all proposed documents with proposed leasing party
 - Engineer Procure Construct Agreement including all required appendices and exhibits
 - Sale / lease-back option should include all proposed documents with proposed leasing party

Credit and Contract Requirements (Continued)

- Each Bidder must provide the complete Bidder's Credit Information, per Appendix D, so that PacifiCorp can evaluate the financial viability of the Bidder or any entity providing credit assurances on behalf of the Bidder.
- PacifiCorp may require credit assurances adequate to PacifiCorp in its sole and absolute discretion.
- Credit assurances may include, without limitation, a guaranty, a letter of credit, or other forms of collateral, in a form, amount and from such entities acceptable to PacifiCorp.

Bid Submission Requirements

- Bid proposals are due by **5:00 pm (PDT) July 20, 2015** to the address listed in the RFP main document.
- EPC & APSA bids, and PPA bids that propose an asset sale option, must comply with the technical specifications (Appendix A).
- PPA, APSA and EPC bids have both common and different deliverables. Carefully review PPA, APSA and EPC bid deliverables as described in RFP main document and RFP Appendix B. Note: some deliverables are referenced in another form of bid category document.
- Page 9 of the RFP main document summarizes bid deliverables.
- Provide 1 hard copy and an electronic copy of your proposal as explained on pages 4 & 5 of the RFP main document.
- Bid forms must be provided in **Microsoft Word or Excel** in addition to the hard copies.



Bid Submission Requirements (Cont'd) - All

| Solar RFP Bid Applicability (not a complete list of all RFP documents) | | PPA | APSA | EPC | Info Only |
|---|--|------------|-------------|------------|------------------|
| RFP Appendix A | Utah Solar Photovoltaic Plant 2014 – Technical Specification and Scope of Work | | | | X |
| RFP Appendix A-1 | Not Used | | | | |
| RFP Appendix A-2 | Interconnection Agreement | X | X | | |
| RFP Appendix A-3 | Permit Matrix Solar | | | X | |
| RFP Appendix A-3B | APSA Permit Matrix Solar | | X | | |
| RFP Appendix A-4 | Performance Characteristics | | X | X | |
| RFP Appendix A-5 | Project Single-Line Drawing and Layouts | | X | X | |
| RFP Appendix A-6 | Division of Responsibility | | X | X | |
| RFP Appendix A-7 | Owner Standards and Specifications | | X | X | |
| RFP Appendix A-8 | PVSYST Performance Summary Report | X | X | X | |
| RFP Appendix A-9 | Product Data - Equipment Supply Matrix | | X | X | |
| RFP Appendix A-10 | Plant Performance Guarantee | | X | X | |
| RFP Appendix A-11 | Owner Provided PVSYST Files | | | | X |
| RFP Appendix B | Information Required in Bid Proposal | | | | X |
| RFP Appendix C-1 | Bid Summary - Power Purchase Agreement | X | | | |
| RFP Appendix C-2 | Bid Summary - Asset Purchase and Sale Agreement | | X | | |
| RFP Appendix C-3 | Bid Summary - Engineer Procure Construct | | | X | |
| RFP Appendix D | Bidder's Credit Information | X | X | X | |
| RFP Appendix E-1 | PPA Instructions to Bidders | | | | X |
| RFP Appendix E-2 | Power Purchase Agreement (PPA) | X | | | |
| RFP Appendix F-1 | APSA Instructions to Bidders | | | | X |
| RFP Appendix F-2 | Asset Purchase and Sale Agreement (APSA) | | X | | |
| RFP Appendix F-3 | EPC Instructions to Bidders | | | | X |
| RFP Appendix F-4 | Engineer Procure Construct (EPC) | | X | X | |
| RFP Appendix G | Mutual Confidentiality Agreement | X | X | X | |
| RFP Appendix H | Form 1 - Pricing Input Sheet | X | X | X | |
| RFP Appendix J | Qualifying Reporting Entity (QRE) Services Agreement | X | | | |
| RFP Appendix K | General Services Contract-O&M Services for Photovoltaic Project | | X | X | |

Bid Submission Requirements (Cont'd) - PPA

| Solar RFP Bid Applicability (not a complete list of all RFP documents) | | PPA |
|---|---|------------|
| RFP Appendix E-2 | Power Purchase Agreement (PPA) | |
| PPA Exhibit A | Estimated Monthly Output | X |
| PPA Exhibit C | Start-Up Testing | X |
| PPA Exhibit 2.6 | PacifiCorp's Initial Designated Representatives | X |
| PPA Exhibit 3.2.7 | Required Facility Documents | X |
| PPA Exhibit 3.2.6 | Leases | X |
| PPA Exhibit 4.6 | Green Tag Attestation and Bill of Sale | X |
| PPA Exhibit 4.6(2) | Qualified Reporting Entity Services Agreement | X |
| PPA Exhibit 5.1 | Contract Pricing | X |
| PPA Exhibit 6.1 | Description of Seller's Facility | X |
| PPA Exhibit 8.4.1 | Form of Trust Deed | X |
| PPA Exhibit 8.6 | Form of Lender Consent | X |
| PPA Exhibit 9.2 | Point of Delivery/Interconnection Facilities | X |
| PPA Exhibit 9.5 | Seller Authorization to Release Generation Data to PacifiCorp | X |
| PPA Exhibit 11.4 | Form of Memorandum of Power Purchase Agreement | X |

Bid Submission Requirements (Cont'd) - APSA

| Solar RFP Bid Applicability (not a complete list of all RFP documents) | | APSA |
|--|---|------|
| RFP Appendix F-2 | Asset Purchase and Sale Agreement (APSA) | |
| APSA Schedule 1.1 | Excluded Assets | X |
| APSA Schedule 2.1 | Excluded Liabilities | X |
| APSA Schedule 2.3.2 | Approved Title Exceptions | X |
| APSA Schedule 6.9 | Seller Litigation | X |
| APSA Schedule 6.10 | Compliance with Law | X |
| APSA Schedule 6.11 | Tax Matters | X |
| APSA Schedule 6.14 | Contracts | X |
| APSA Schedule 6.14 | Permits | X |
| APSA Schedule 6.17 | Environmental Matters | X |
| APSA Schedule 7.4 | Purchaser Consents and Approvals | X |
| APSA Schedule 8.1 | Consents | X |
| APSA Exhibit A | Legal Description of the Property | X |
| APSA Exhibit B | Form of Guaranty | |
| APSA Exhibit C | Form of Assignment and Assumption Agreement | |
| APSA Exhibit D | Form of Bill of Sale | |

Note: APSA bidders should review requirements under both APSA and EPC submission requirements

Bid Submission Requirements (Cont'd) – EPC

| Solar RFP Bid Applicability (not a complete list of all RFP documents) | | APSA | EPC | Info Only |
|--|--|------|-----|-----------|
| RFP Appendix F-4 | Engineer Procure Construct (EPC) | | | |
| EPC Appendix A | Technical Specification and Scope of Work | | | X |
| EPC Appendix B | Critical Path Schedule Requirements | X | X | |
| EPC Appendix C | Approved Subcontractors | X | X | |
| EPC Appendix D | Form of Final Acceptance Certificate | X | X | |
| EPC Appendix E-1 | Module Warranty | X | X | |
| EPC Appendix E-2 | Tracker Warranty | X | X | |
| EPC Appendix E-3 | Inverter Warranty | X | X | |
| EPC Appendix E-4 | Transformer Warranty | X | X | |
| EPC Appendix E-5 | SCADA Monitoring System and Security System Warranty | X | X | |
| EPC Appendix H | Project Management Team | X | X | |
| EPC Appendix I-1 | Cleveland: Legal Description of Sites, Site Specific Job Requirements, Geotechnical Reports, Conditional Use Permits | | | X |
| EPC Appendix I-2 | Ferron: Site Descriptions, Site Specific Job Requirements, Geotechnical Reports, Conditional use permits | | | X |
| EPC Appendix I-3 | Nebo: Site Descriptions, Site Specific Job Requirements, Geotechnical Reports | | | X |

Evaluation Process

PacifiCorp's evaluation process will include but is not limited to the following categories:

- Technical
 - Equipment type, configuration and performance
 - Warranties
 - Assessment of development progress
- Financial
 - Strength of bidder
 - Bidder financing
 - Guarantees

Evaluation Process (Continued)

- Economic
 - PVsyst 6.3.2 used to model typical year production
 - EPC – to use Project files available in the RFP
 - Meteorological data from Solar Prospector
 - Panel manufacturer warranty degradation will be evaluation default
 - Net Present Value Revenue Requirement Difference

Miscellaneous

- PacifiCorp will review short-listed projects with Utah Public Utility Commission staff
- Best and final pricing updates will be required by short-listed bidders

Questions?

- Submit questions to 2015S RFP mailbox at:
rfpsolar@PacifiCorp.com

- Responses will be posted on the 2015S RFP website:

<http://www.pacificorp.com/sup/rfps/RFP2015s.html>