From: Bachman, Melanie
Sent: Wednesday, March 21, 2018 9:34 PM
To: Fontaine, Lisa
Subject: FW: Petition 1339- Wallingford Renewable Energy

From: Hoffman, Lee D. <LHoffman@PULLCOM.COM>
Sent: Wednesday, March 21, 2018 6:33:17 PM
To: Bachman, Melanie
Cc: Perrone, Michael
Subject: Petition 1339- Wallingford Renewable Energy

Dear Ms. Bachman:

You asked for clarification of two items related to the above-referenced petition, as articulated below. First, you asked by which DEEP RFP process was the WRE project selected. While I believe that the DEEP in its comment letter exceeded the scope of a Siting Council proceeding by commenting on various RFP proceedings the DEEP conducted, the DEEP's March 9, 2018 letter was not accurate. The WRE project was not selected as part of the three-state New England Clean Energy RFP. Rather, the WRE project was selected as part of the DEEP's March 6, 2016 RFP process, more commonly known in Connecticut as the 2-20 MW RFP. Copies of DEEP's March 6, 2016 RFP and the October 17, 2016 letter from DEEP informing WRE of its selection are attached for your review.

In addition, you requested information regarding a fence that DEEP's March 9, 2018 letter regarding the construction of fencing of fencing on the MIRA property that forms part of the leasehold upon which the project will be constructed. As an initial matter, it should be noted that the fence is a pre-existing feature and has not been constructed by WRE. WRE has engaged in no construction activity at the site, whether related to fence construction or other construction. To date, WRE has only engaged in various testing activities at the site. It should also be noted that the fence in question is not actually located on the MIRA property. Rather, the fence is located on the property owned by Allnex. This confusion is understandable, since when WRE surveyed the site, there was an open question concerning the location of the fence and whether the fence was located on MIRA property or Allnex property. WRE engaged a surveyor investigate the property and stake the property boundary in the area of concern. We have attached a copy of the mapping of that area for your review. As you review the map, you will see that the fence is depicted as a turquoise line with circles in it, and the property boundary is a solid blue line. The triangles on that solid blue line represent the surveyor's stakes. The fence is therefore located on Allnex property.

I trust that this answers the questions listed below to your satisfaction. If you have any additional questions, or if I have not been clear in my response, please contact me at your convenience.

Regards,
Lee

Lee D. Hoffman
Attorney

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BRIDGEPORT HARTFORD STAMFORD WATERBURY WHITE PLAINS

Connecticut Department of ENERGY & ENVIRONMENTAL PROTECTION

March 9, 2016

NOTICE OF REQUEST FOR PROPOSALS FROM PRIVATE DEVELOPERS FOR CLEAN ENERGY

INTRODUCTION

Pursuant to Sections 1(b) and 1(c) of Public Act 15-107, *An Act Concerning Affordable and Reliable Energy*, collectively the "Procurement Statutes" (Appendix F), the Department of Energy and Environmental Protection ("DEEP" or "Department") is issuing this Request for Proposals ("RFP") to solicit offers for Class I renewable energy sources ("Class I"),[1] Class III sources ("Class III"),[2] passive demand response, and energy storage systems[3] to secure cost-effective resources to provide more affordable and reliable electric service, consistent with the state's energy and environmental goals and policies established in the 2014 Integrated Resources Plan and 2013 Comprehensive Energy Strategy.[4]

I. OVERVIEW

1.1 ORGANIZATIONAL STRUCTURE

The organizational structure for this RFP is as follows:

The Evaluation Team will receive the bids, including confidential materials, and conduct evaluation and rank bids. The Evaluation Team consists of DEEP, the Connecticut Procurement Manager,[5] the Connecticut Office of Consumer Counsel ("OCC"), the Connecticut Office of the Attorney General ("AG"), The United Illuminating Company ("UI"), and Eversource Energy ("Eversource"). DEEP will also engage independent consultants ("Department Consultant") who will be an integral part of the Evaluation Team to assist in the evaluation.

[1] As defined in Conn. Gen. Stat. § 16-1.
[2] As defined in Conn. Gen. Stat. § 16-1.
[3] As defined in Conn. Gen. Stat. § 16-1, as amended by Section 2 of Public Act 15-107, *An Act Concerning Affordable and Reliable Energy*
[4] Connecticut Department of Energy and Environmental Protection, 2014 Integrated Resources Plan for Connecticut. December 11, 2014. http://www.ct.gov/deep/lib/deep/energy/irp/2014_irp_final.pdf (Appendices A through H each have a separate URL.) Connecticut Department of Energy and Environmental Protection, 2013 Comprehensive Energy Strategy for Connecticut.
http://www.ct.gov/deep/lib/deep/energy/cep/2013_ces_final.pdf
[5] As identified in Conn. Gen. Stat. § 16-2.

UI and Eversource (each, an "Electric Distribution Company" or "EDC"; together, the "Electric Distribution Companies", or all "EDCs") personnel that are a part of the Evaluation Team have each executed the Standard of Conduct documents attached as Appendix H to this RFP.[6] The Standard of Conduct prohibits any discussion of this RFP between EDC personnel participating on the Evaluation Team and EDC personnel involved in the preparation of bids in response to this RFP, other than as part of open discussions that refer to the conduct of the RFP process (e.g. bidder conferences or formal bidder Q&A that are open to all participants).

The Selection Team—consisting of DEEP, the Connecticut Procurement Manager, OCC, and the AG—will consider the evaluation results and project rankings to determine projects for selection. The DEEP Commissioner will make the selection of any projects, in consultation with the Connecticut Procurement Manager, OCC, and the AG, and with the assistance of the Department Consultant.

The Selection Team may consult with the Evaluation Team.

The EDCs will be responsible for negotiation and execution of any final Agreements for selected Eligible Projects. Depending on the products selected, long-term contracts may be Power Purchase Agreements ("PPA") for the purchase of Class I or Class III Renewable Energy Certificates ("RECs") or energy and RECs from generators, Passive Demand Response Agreements ("PDRA") for the purchase of energy reduction from Passive Demand Response measures, and/or System Energy Storage Services Agreements ("SESSA") for the energy services from energy storage systems (collectively, "Agreements"). Connecticut General Statutes ("C.G.S.") Section 16-1 does not allow Passive Demand Response projects selected in this RFP to qualify for Class III RECs. The EDCs may make filings and conduct other regulatory compliance activities connected with this solicitation, including filings with the Public Utilities Regulatory Authority ("PURA") for approval of any Agreement resulting from this solicitation, as described in Section 2.5 below. However, in addition to and separately from these, bidders may also be subject to certain filing requirements and other regulatory obligations pursuant to the arrangements and/or transactions they may enter into pursuant to this solicitation and the activities arising therefrom. Bidders will be responsible for identifying and satisfying such requirements and obligations applicable to them.

1.2 CALL FOR PROPOSALS

DEEP is seeking proposals from developers of qualified Class I and Class III resources, Passive Demand Response measures, and energy storage systems. The purpose of this RFP is to fulfill the requirements of Public Act 15-107 to secure energy resources that can provide more affordable and reliable electricity, consistent with the energy policy goals set forth in the 2013 Comprehensive Energy Strategy ("CES") and the 2014 Integrated Resource Plan for Connecticut ("IRP"). Section 1(b) of Public Act 15-107 specifically authorizes DEEP to solicit resources in a cost effective manner to reduce electric demand and improve the state's resiliency and grid reliability, especially during winter peak demand.

Eligible Projects may be combined to form one bid, subject to the requirements provided in Section 2.2.7; however, positive contingent bids (e.g., bid A cannot be accepted unless bid B is also accepted) are not allowed. Bidders may propose multiple bids for individual projects with negative contingencies

[6] Appendix H-1 for Eversource, Appendix H-2 for UI.

(e.g., bid A and bid B are different configurations and/or pricing for the same proposed project, and only one bid may be accepted).

Any resulting Agreements must be finalized between one or more EDCs and the successful bidders based on the offers submitted in response to this RFP. This RFP process, including any selection of preferred projects, does not obligate any EDC to accept any terms and conditions in an Agreement that are unacceptable to it, or any state or federal regulatory authority to approve any proposed Agreements. Any Agreement, tariff or rate schedule entered into following this RFP process is subject to Connecticut and federal laws and regulatory approvals. The table below summarizes the resources eligible to bid in this RFP (subject to other limitations and delivery requirements set forth herein).

Resource Type	Minimum Nameplate	Maximum Nameplate	Project Location Eligibility	Delivery Point Eligibility
Class I Resources	> 2 MW	< 20 MW	New England or adjacent control area	ISO-NE node on PTF (which may include the New England side of an import interface)
Energy Storage Co-located with Class I Resources	1 MW[7]	No Limit[8]	New England or adjacent control area	ISO-NE node on PTF (which may include the New England side of an import interface)
Class III Resources	> 2 MW	< 20 MW	Connecticut	ISO-NE node on PTF in Connecticut
Energy Storage Co-located with Class III Resources	1 MW[9]	No Limit[10]	Connecticut	ISO-NE node on PTF in Connecticut
Passive Demand Response[11]	1 MW	No Limit	Behind the meter of a customer, or multiple customers, of a Connecticut EDC (aggregation across different customer locations is allowed).	No Delivery point as buyer does not take title to any energy
System Energy Storage	1 MW	No Limit[12]	New England	No Delivery point as buyer does not take title to any energy

[7] Class I resources with which the Energy Storage facility is co-located must meet the minimum and maximum size requirement for Class I resources.
[8] This RFP includes Energy Storage eligible under both Sections 1(b) and 1(c) of Public Act 15-107.
[9] Class III resources with which the Energy Storage facility is co-located must meet the minimum and maximum size requirement for Class III resources.
[10] This RFP includes Energy Storage eligible under both Sections 1(b) and 1(c) of Public Act 15-107.
[11] Includes thermal energy storage.
[12] This RFP includes Energy Storage eligible under both Sections 1(b) and 1(c) of Public Act 15-107.

1.2.1 DEFINITION OF KEY TERMS

"Delivery", "Deliver", or "Delivered" means (a) Qualified Clean Energy produced by a generating resource that is recognized in the Independent System Operator of New England ("ISO-NE") settlement system as: i) injected in the ISO-NE energy market at a specified and agreed upon pricing node (e.g., the generator asset node applicable to an internal resource or the external interface node applicable to an import), and ii) injected under any additional agreed upon conditions intended to reflect and realize a generally unconstrained/uncongested delivery of the Qualified Clean Energy produced by a generating resource, (b) energy discharged from Energy Storage and recognized in the ISO-NE settlement system, or (c) energy savings from Passive Demand Response measures in which the actual energy savings can be measured and verified.

"Eligible Project" shall have the meaning set forth in Section 1.2.3.

"Energy Storage" means, for the purpose of this RFP, Energy Storage as defined in Section 2 of Public Act 15-107,[13] that shall be either:

(1) Paired and Co-located with Incremental Class I or Class III Qualified Clean Energy sources ("Paired and Co-located Energy Storage");[14] or,

(2) Store and release system power, interconnected to the distribution system or the transmission system, and operated independently of any particular generation facility ("System Energy Storage").

Energy Storage projects may be located on customer premises but must be metered separately from load. Energy Storage projects cannot be behind the EDC customer revenue meter and cannot net energy bill.

"Incremental Class I or Class III" means an increase in the amount of Qualified Clean Energy produced and Delivered from a Class I or Class III Eligible Project, whether associated with the construction of a new generating unit; or an increase in nameplate capacity associated with the construction of an upgrade to an existing generating unit.

"Incremental Energy Storage" means Energy Storage services Delivered to the ISO-NE region from new Energy Storage systems or an increase in nameplate capacity associated with the construction of an upgrade, greater than or equal to 1 MW, to an existing Energy Storage facility.

[13] Public Act 15-107, Section 2, states that "'Energy storage system' means any commercially available technology that is capable of absorbing energy, storing it for a period of time and thereafter dispatching the energy, and that is capable of either: (A) Using mechanical, chemical or thermal processes to store electricity that is generated at one time for use at a later time; (B) storing thermal energy for direct use for heating or cooling at a later time in a manner that avoids the need to use electricity at a later time; (C) using mechanical, chemical or thermal processes to store electricity generated from renewable energy sources for use at a later time; or (D) using mechanical, chemical or thermal processes to capture or harness waste electricity and to store such electricity generated from mechanical processes for delivery at a later time."

[14] Energy Storage that is co-located with an existing Class I or Class III resource shall be separately interconnected and will be evaluated as System Energy Storage.

"Incremental Qualified Passive Demand Response" means measurable and verifiable[15] energy savings from Passive Demand Response measures that are incremental to measures procured through other Connecticut ratepayer funded programs.

"Measurement and Verification" ("M&V") means the process for quantifying and verifying savings Delivered by Passive Demand Response measures.

"Nameplate" means 1) for generation and Energy Storage, the rated peak output of the generation or Energy Storage facility, measured in MW AC, as stated by the manufacturer (which shall be the lower of the sum of the rated panel outputs or the output at the inverter for solar PV); and 2) for Passive Demand Response, the maximum demand reduction in MW AC as calculated in conformance with the Connecticut Program Savings Document.[16]

"Off-Peak Hours" means all hours not defined as Peak Hours.

"Paired and Co-located Energy Storage" means Energy Storage facilities only storing energy produced by the Class I or Class III Qualified Clean Energy source and delivering such stored energy to the energy grid during Performance Hours, to reduce in whole or in part, the intermittency of the Class I or Class III Qualified Clean Energy source with which it is paired. Paired and Co-located Energy Storage facilities shall be interconnected to the transmission system or the distribution system, and Deliver to the same delivery point as the Class I or Class III Qualified Clean Energy source with which they are paired.

"Passive Demand Response" means energy efficiency measures that permanently shift, or reduce electric use. Examples include the use of energy-efficient appliances and lighting, advanced cooling and heating technologies, thermal energy storage, and equipment to shift electricity use to off-peak hours. Passive Demand Response is designed to operate continuously and does not include ISO-NE or utility dispatched load control, or active demand response.

"Performance Hours" means 12:00 (noon) to 8:00 p.m. E.P.T. (Eastern Prevailing Time) on non-holiday weekdays.

"Peak Hours" means the hours of 7:00 a.m. to 11:00 p.m. E.P.T. all non-holiday weekdays.[17]

"Qualified Clean Energy" means (i) energy produced by a generating resource qualified to produce Class I or Class III Renewable Energy Credits ("RECs"), (ii) energy discharged from Energy Storage, or (iii) energy savings from Passive Demand Response measures in which the actual energy savings can be measured and verified.

[15] Project must have a Measurement and Verification Plan in conformance with the plan in as described in Appendix B, Section 3.

[16] The 2016 Program Savings Document can be found at http://www.dpuc.state.ct.us/DEEPEnergy.nsf/c6c6d525f7cdd1168525797d0047c5bf/8525797c00471adb85257ed1006b2c01?OpenDocument

[17] Holidays are as defined by the North American Electric Reliability Corporation (NERC).

1.2.2 BID REQUIREMENTS

Bids must be for Incremental Qualified Clean Energy from Class I or Class III resources, Incremental Qualified Passive Demand Response resources, or Incremental Energy Storage, Delivered to the EDCs throughout the contract term.

For Class I or Class III resources, bids must include the following products: (i) RECs only; or (ii) Qualified Clean Energy and associated RECs.

For Passive Demand Response resources, bids must include verifiable energy reduction measured in kilowatt hours ("kWh"). C.G.S. Section 16-1 does not allow Passive Demand Response projects selected in this RFP to qualify for Class III RECs.

For Energy Storage, bids must specify an hourly schedule of guaranteed energy Deliveries in MWhs and expected charging quantities in MWhs for the term of the contract.[18]

1.2.3 ELIGIBLE PROJECTS

Eligible Projects must be new, or incremental expansions of existing facilities or programs. Existing resources, such as output of existing facilities or energy savings from existing programs, are not eligible for participation in this RFP.

Eligible Projects must begin service no earlier than the Effective Date of the applicable Agreement. The Deliveries under any resulting Agreement must begin no earlier than January 1, 2017 and no later than December 31, 2020.

Eligible Projects are:

(a) Class I renewable energy sources or Class III resources, in which the facility has an AC nameplate capacity rating greater than 2 MW and less than 20 MW. Projects exceeding 20 MW, in which a portion of their capacity is submitted as a bid, are not eligible. Class I and Class III resources smaller than 2 MW may not be aggregated.

(b) Energy Storage, as defined in Section 1.2.1, with a nameplate capacity rating greater than 1 MW at a single location. There is no maximum size for a System Energy Storage project because the Department is utilizing this RFP to seek bids for Energy Storage that would be allowable under both Sections (b) and (c) of Public Act 15-107 for the purposes of this RFP. For System Energy Storage, minimum discharge time at bid quantity must be greater than or equal to four hours per day, during Performance Hours on each non-holiday weekday. Discharge need not occur in a single four-hour interval; however, the facility must be capable of discharging for four hours at nameplate without charging.

(c) Passive Demand Response measures, as defined in Section 1.2.1, including but not limited to, energy efficiency, load management, thermal storage and incremental energy savings measures from the State's Conservation and Load Management programs pursuant to C.G.S. § 16-245m that do not receive direct ratepayer funding. Such measures must be capable, either singly or through aggregation, of reducing electric demand by 1 MW or more, for at least one hour per year during Peak Hours, in the

[18] Bidders shall retain the flexibility to modify Delivery schedules to adjust to grid and market conditions.

Connecticut service territories of one of the EDCs. There is no minimum size limit for individual measures. Eligible Projects cannot receive Connecticut ratepayer-funded incentives or subsidies; however, Eligible Projects receiving loans from the Connecticut Green Bank are eligible. Behavioral projects, naturally occurring market-based energy savings, and projects with measure-lives less than three years are not eligible.

Eligible Projects located in Connecticut must comply with all applicable state regulatory and land use requirements (e.g., C.G.S. 22-26cc related to siting projects on prime agricultural land; C.G.S. 26-310 relating to actions authorized by the Commissioner pursuant to the Connecticut Endangered Species Act). DEEP encourages the reuse and redevelopment of existing sites, including landfills and brownfields. DEEP maintains an inventory of active landfills, capped landfills and brownfields in Connecticut. DEEP does not charge a permit application fee for such sites. DEEP maintains a website, "Siting Clean Energy on Connecticut Brownfields," which includes further information about such sites for clean energy developers.[19] DEEP has invited landfill facility owners who are interested in potentially hosting clean energy projects responsive to this RFP to post their contact information on this website, to facilitate connections between interested developers and landfill owners.

1.2.4 QUANTITIES AND CONTRACT TERM LENGTHS

Pursuant to Sections 1(b) and 1(c) of Public Act 15-107, the maximum authorized procurement levels for RECs or Qualified Clean Energy and RECs is 2,750 GWh per year.[20] DEEP is currently conducting another solicitation utilizing authority in subsection (c) of P.A. 15-107,[21] DEEP also intends to issue at least one more solicitation for natural gas resources pursuant to subsection (d) of P.A. 15-107. Bids submitted in this RFP will be compared to the costs and benefits of bids received relative to the expected or actual costs and benefits of other resources eligible to bid in other procurements authorized pursuant P.A. 15-107.

The contract term lengths for the procurement of RECs or Qualified Clean Energy and RECs provided for under the Procurement Statute is up to 20 years.

1.3 FILING PROTOCOL AND COMMUNICATIONS BETWEEN THE EVALUATION TEAM AND BIDDERS

This RFP and related information can be found at Public Act 15-107– Section 1(b) – 2 - 20 MW Renewable, Passive Demand Response and Energy Storage Procurement located on DEEP's energy filings page.

All communications regarding this RFP must be submitted via e-mail with the subject line "PA 15-107 Section 1(b) 2016 Procurement" DEEP.EnergyBureau@ct.gov. Bidders are prohibited from direct contact with individual members of the Evaluation Team or the Department Consultant regarding this

[19] *See* http://www.ct.gov/deep/cwp/view.asp?a=2715&q=552764

[20] In determining the quantity of any Qualified Clean Energy contracted pursuant to P.A. 15-107, the bids will be compared to the costs and benefits of bids received relative to the expected or actual costs and benefits of other resources eligible to bid in other potential procurements authorized pursuant to P.A. 15-107 2750 GWh per year is the maximum amount that the Selection Team can procure under all solicitations pursuant to P.A. 15-107, Sections 1(b) and 1(c). The Selection Team, with the help of the Department Consultant, will develop proxy bids for the other resources, if necessary.

[21] For more information about the solicitation pursuant to subsection (c), please see http://cleanenergyrfp.com/.

RFP (other than as directed by the Evaluation Team). Note that staff of the EDCs who are participating in the evaluation of bids under this RFP are bound by a Utility Standard of Conduct, which, among other things, prohibits signatory staff from communicating any non-public information regarding this RFP with any other utility staff who may be developing or submitting a bid responsive to this RFP.[22]

Prospective bidders may submit written questions pertaining to the solicitation. The Department is under no obligation to answer any question submitted after the deadline provided in the schedule set forth in Section 1.3.2 of this RFP (the "Schedule"). The Department will endeavor to publish written responses to questions on a rolling basis, but will not post any responses after the deadline provided in the Schedule. All questions must be submitted to DEEP.EnergyBureau@ct.gov no later than March 31, 2016. All Evaluation Team responses to the questions will be published on the Department's website for all participants to view no later than April 14, 2016.

Proposals shall demonstrate how the bidder and proposed project(s) meet the project eligibility and threshold requirements set forth in this RFP. The Schedule for the competitive solicitation issued in this RFP is set forth below.

[22] See Utility Standard of Conduct, available at Appendix H-1 (Eversource) and Appendix H-2 (UI).

1.3.1 PROPOSAL SUBMISSION DEADLINE: May 4, 2016 at 12:00 P.M. E.P.T. (noon).

Proposals received by the Evaluation Team after the deadline will be rejected.

1.3.2 RFP SCHEDULE:

Release RFP for Public Comment	22-Dec-15
Public Comment Deadline	14-Jan-16
Release RFP to Bidders	9-Mar-16
Bidder Conference	24-Mar-16
Webinar for submission of CPPD forms	28-Mar-16
Deadline for the submission of written questions	31 Mar-16
Deadline for DEEP to Post Q and A on DEEP's Website	14-Apr-16
Due Date for Proposal Submissions	4-May-16
Selection of Bidders	June - July 2016
EDCs Execute Contacts	August – Sept 2016
Submit contracts for PURA Approval	Sept 2016 - Oct 2016
PURA Approval	2016

1.3.3 SUBMISSION REQUIREMENTS

Proposals must be submitted to the Department, the EDCs, and the Department Consultant retained by the Department for bid evaluations in accordance with the instructions provided below.

1.3.3.1 SUBMISSIONS TO THE DEPARTMENT

All proposals must be submitted publicly and electronically to the Department, with confidential material redacted at the bidder's option, in accordance with the process set forth below. Complete proposals must include a properly completed Certification, Project and Pricing Data ("CPPD") Form, as described in Appendix B, although at the bidder's option the CPPD submitted as part of the public redacted version may be a PDF instead of a working Excel file if the bidder submits the unredacted CPPD form as a working Excel file with the unredacted version of the proposal. (See Section 1.3.4 below for treatment of confidential material). If there is conflicting information between the information in the CPPD and information in other forms, then the information in the CPPD will be used in the evaluation. Information elsewhere in the bid cannot be used to modify or qualify any information in the CPPD. The public proposals must be complete in all respects other than the redaction of confidential information.

In order to submit a proposal publicly and electronically to the Department, the bidder must first register for electronic filings on DEEP's website at http://www.ct.gov/deep/energyfilings. **DEEP recommends that bidders complete the registration process at least 24 hours prior to submitting their proposal**. Proposals are submitted via the same link as used for registration http://www.ct.gov/deep/energyfilings. **All information submitted electronically to the Department may be subject to disclosure under the Connecticut Freedom of Information Act**.

The Department will not redact the proposal submitted through the electronic filings system. Anything submitted through the Energy Filings system website will be made AVAILABLE TO THE PUBLIC on the Department's website.

This public version will be posted on the public website under Public Act 15-107– Section 1(b) – 2 -20 MW Renewable, Passive Demand Response and Energy Storage Procurement located on DEEP's Energy Filings page shortly after the bid submittal deadline.

In addition, bidders must file two unredacted three-ring-bound copies of the complete proposal and five CDs each with complete unredacted copies of the entire proposal to:

Debra Morrell
Department of Energy and Environmental Protection
Bureau of Energy and Technology Policy
Ten Franklin Square, New Britain, CT 06051

Each CD must be labeled with the Project Name and bidder Name. USB drives will not be accepted. The unredacted versions of proposals must include the CPPD forms as a working Excel file, with all required information included. The unredacted versions of proposals will be treated as confidential and sensitive information by the Evaluation Team, subject to the treatment of confidential information discussed in Section 1.3.4 below. Hard copies must be received by 12:00 noon E.P.T., May 4, 2016 and stamped "Confidential." The Department reserves the right to reject a proposal received after the deadline.

Each proposal shall contain the full name and business address of the bidder and bidder's contact person and shall be signed by an authorized officer of the bidder. Bidders must sign the original proposal and include copies of the signature page with the copies. The full name and business address of the bidder must be included in the public version of the proposal(s).

1.3.3.2 SUBMISSIONS TO THE EDCS AND DEPARTMENT CONSULTANT

Each bidder who redacts any portion of its bid(s) shall submit a complete unredacted electronic copy of their entire proposal, including the CPPD working Microsoft Excel file, in the form of a labeled CD ROM to:

Eversource Energy:
Eversource Energy
107 Selden Street
Berlin, CT 06037
Attn: Tim Honan (NUE1)
(860) 665-4524

The United Illuminating Company:
The United Illuminating Company
180 Marsh Hill Road
Orange, CT 06477-3629
Attn: Alan Trotta
MS 1-16F
(203) 499-3271

Levitan & Associates, Inc.:
Levitan & Associates, Inc.
Attn: Ellen Cool
100 Summer Street
Suite 3200
Boston, MA 02110
(617) 531-2818

The telephone numbers provided are for overnight delivery purposes only. As above, each CD must be labeled with the Project Name and bidder Name. These proposals must arrive with the EDCs and the Department Consultant no later than May 4, 2016 at 12:00 P.M. E.P.T. (noon).

For filings with the EDCs and the Department Consultant, each bidder must execute an Appendix E ("Consent to Limited Disclosure of Confidential Business Information"). A proposal will be considered incomplete unless all required Appendices are signed and submitted with the proposal.

Each proposal shall contain the full name and business address of the bidder and bidder's contact person and shall be signed by an authorized officer of the bidder.

1.3.4 CONFIDENTIAL INFORMATION

Bidders must clearly identify all confidential or proprietary information including pricing in any redacted submittal to the Department in accordance with Section 1.3.3.1 above. If a bidder wishes to submit confidential information to the Department, the bidder must recognize that the Connecticut Freedom of Information Act governs the public's accessibility to that information. This law generally requires the disclosure of material in the possession of the State upon request of any citizen, unless the material is specifically exempt from disclosure. An example of an exemption is a "trade secret," as defined by

C.G.S. § 1-210(b)(5).[23] Information claimed as confidential must be isolated from other material in the proposal and labeled "CONFIDENTIAL." With this submission of information claimed and labeled as confidential, a bidder must provide the legal basis for its confidentiality claim, describe what efforts have been taken to keep the information confidential, and provide whether the information sought to be protected has an independent economic value by not being readily known in the industry. With a bidder's legal support and reasonable justification for confidentiality as described herein, the Department is better equipped to safeguard confidential information should it become the subject of a Connecticut Freedom of Information Act inquiry.

All information for winning bidders, including confidential information, will be released and become public 180 days after contracts have been executed and approved, unless otherwise ordered by PURA.

Bidders must clearly identify all confidential or proprietary information including pricing. Only legitimate non-public proprietary or sensitive information may be considered confidential, and bidders should not designate any portions of their proposal confidential that do not merit confidential treatment. The Evaluation Team shall use commercially reasonable efforts to treat the confidential information that it receives from bidders in a confidential manner. The Evaluation Team expects to disclose bid information to the Department Consultant and may disclose bid information to ISO-NE staff as part of the bid evaluation process. The bidder authorizes the Department to share any information submitted in its proposal to the Department Consultant and/or ISO-NE. In addition, the bidder authorizes ISO-NE to share any information regarding its project, including but not limited to the results of any interconnection studies performed by ISO-NE with the Evaluation Team which information also will be treated as confidential. If confidential information is sought in any regulatory or judicial inquiry or proceeding or pursuant to a request for information by a government agency with supervisory authority over any of the EDCs, reasonable steps shall be taken to limit disclosure and use of said confidential information through the use of non-disclosure agreements or requests for orders seeking protective treatment, and bidders shall be informed that the confidential information is being sought. The bidder shall be responsible for filing, submitting, and/or providing to the EDCs for such filing or submission, any motions or other pleadings (including associated affidavits, etc.) for protective orders or other relief to justify withholding the confidential information.

Similarly, bidders shall use commercially reasonable efforts to treat all confidential information received from the Evaluation Team or individual entities serving on the Evaluation Team in a confidential manner and will not, except as required by law or in a regulatory or judicial proceeding, disclose such information to any third party or use such information for any purpose other than in connection with this RFP; provided, however that if such confidential information is sought in any regulatory or judicial proceeding, the bidders shall take reasonable steps to limit disclosure and use of said confidential

[23] Further, C.G.S. § 1-210(b)(24) exempts from disclosure the following: "Responses to any request for proposals or bid solicitation issued by a public agency or any record or file made by a public agency in connection with the contract award process, until such contract is executed or negotiations for the award of such contract have ended, whichever occurs earlier, provided the chief executive officer of such public agency certifies that the public interest in the disclosure of such responses, record or file is outweighed by the public interest in the confidentiality of such responses, record or file".

information through the use of non-disclosure agreements or requests for orders seeking protective treatment, and shall inform the Evaluation Team that the confidential information is being sought.

In the event that confidential information is submitted to the Evaluation Team and confidential treatment is not afforded by a governmental agency, the entities and individuals on the Evaluation Team shall not be held responsible. Each of the members of the Evaluation Team, as well as their employees, agents, and the Department Consultant, shall be held harmless for any release of confidential information as long as reasonable efforts to protect the information have been followed. In any event, DEEP, as well as its employees, agents, and consultants, shall be held harmless for any release of confidential information made available through any public source by any other party.

1.3.4.1 CONFIDENTIAL INFORMATION SHARING AUTHORIZATION FOR ISO-NE

ISO-NE may be requested to provide information to the Evaluation Team concerning proposals as part of the proposal evaluation process. By participating in this RFP, bidders agree that ISO-NE may release information, related to the projects and that may otherwise be considered confidential under the ISO-NE Information Policy, to the Evaluation Team. The Evaluation Team will treat the information provided as confidential as described above in accordance with the Confidential Information policies and practices described in Section 1.3.4 above.

1.3.5 APPENDICES

All bidders shall sign and submit attached Appendix D with their bids. A proposal will be considered incomplete unless all required Appendices are signed and submitted with the proposal.

1.4 BIDDER CERTIFICATION

An authorized officer or other duly authorized representative of a bidder is required to certify by its submission of its proposal that:

1. The bidder has reviewed this RFP and has investigated and informed itself with respect to all matters pertinent to this RFP and its proposal;

2. The bidder's proposal is submitted in compliance with all applicable federal, state and local laws and regulations, including antitrust and anti-corruption laws;

3. The bidder is bidding independently and has no knowledge of non-public information associated with a proposal being submitted by another party in response to this RFP other than: (1) a response submitted (a) by an affiliate of bidder or (b) for a project where bidder is also a project proponent or participant, which in each case must be disclosed in writing to the Evaluation Team with each such bidder's or affiliated bidder's proposal; or (2) a submission of multiple bids for the same Qualified Clean Energy as discussed in Section 1.2.

4. The developer has no knowledge of any non-public information associated with the development of this RFP; and

5. The bidder's proposal has not been developed utilizing knowledge of any non-public information associated with the development of this RFP.

Violation of any of the above requirements will disqualify the bidder from the solicitation described in this RFP and may be reported to the appropriate government authorities. See the required Certification in Appendix D.

1.5 CHANGES OR CANCELLATIONS

The terms and conditions of this RFP may, at any time, be changed, postponed, withdrawn and/or canceled, including any requirement, term or condition of this RFP, any and all of which shall be without any liability of DEEP or the Evaluation Team. Any changes to or cancellations of this RFP will be posted on the public website under Public Act 15-107– Section 1(b) – 2 -20 MW Renewable, Demand Response and Energy Storage Procurement.

II. EVALUATION AND SELECTION PROCESS

2.1 OVERVIEW

Once proposals are received, the proposals will be subject to a review, evaluation and selection process. The first stage (”Stage One”) consists of a review of whether the proposals satisfy specified eligibility, threshold and other minimum requirements set forth in Section 2.2 of this RFP. The second stage (”Stage Two”) consists of quantitative and qualitative evaluation of proposals that pass the Stage One review, as described in Section 2.3 of this RFP.

2.2 STAGE ONE – MINIMUM THRESHOLD REQUIREMENTS

In order for a proposal to qualify for evaluation, it must satisfy the requirements described in this section. These requirements are designed to ensure that proposed projects comply with the requirements of this RFP, satisfy any relevant statutory criteria under the Procurement Statutes, and meet minimum standards demonstrating project viability. Following receipt, the proposals will be reviewed to determine whether they satisfy these minimum requirements. Proposals that do not satisfy the Stage One requirements may be disqualified from further review and evaluation. Stage One requirements are set forth in the following section of this RFP.

2.2.1 ELIGIBLE BIDDER

An “Eligible Bidder” is a bidder who is the owner of an Eligible Project or the owner of development rights to an Eligible Project, i.e., the developer of the Eligible Project.

2.2.2 ELIGIBLE PROJECTS

Eligible Projects meet the requirements set forth in Section 1.2.3 above.

A facility will not be eligible under this RFP if it participates in net metering, pursuant to C.G.S. § 16-243h, or virtual net metering, pursuant to C.G.S. § 16-244u.

2.2.3 ELIGIBLE BIDS

Eligible bids will vary by resource type as set forth in Subsections 2.2.3.1, 2.2.3.2 and 2.2.3.3 below. To be eligible, bids may not require, or allow for, payment for Qualified Clean Energy or RECs, until service has commenced from the Eligible Project pursuant to the terms of the applicable contract.

2.2.3.1 INCREMENTAL QUALIFIED CLEAN ENERGY AND RECS OR RECS ONLY VIA PPA

An Eligible Bidder bidding to sell Incremental Qualified Clean Energy and RECs or RECs only through a PPA must propose separate prices on a dollar per megawatt-hour ($/MWh) for Qualified Clean Energy and/or on a dollar per REC ($/REC) basis for RECs, and a price schedule that conforms with Section 2.2.12.1. Any RECs sold under a PPA or REC-only contract will only be purchased by the applicable EDC to the extent that those RECs conform to the eligibility criteria for Class I or Class III RECs. If an EDC agrees to purchase both Qualified Clean Energy and RECs under a PPA and the RECs cease to conform to the RPS Connecticut Class I or Class III eligibility criteria, the applicable EDC may thereafter elect to purchase only electric energy under that PPA, and if the EDC decides not to purchase those non-conforming RECs, then the seller will be permitted to sell them to a third party.

The Form of Class I /Class III Power Purchase Agreement (attached as Appendix C-1 to this RFP) contains terms and conditions for the sale of both Incremental Qualified Clean Energy and RECs.

2.2.3.2 INCREMENTAL QUALIFIED PASSIVE DEMAND RESPONSE

An Eligible Bidder proposing to provide Incremental Qualified Passive Demand Response measures must price their proposed energy savings on a cents-per-kilowatt hour (¢/kWh) basis, and provide a price schedule that conforms with Section 2.2.12.2. EDCs are eligible to bid, if in consultation with the Energy Efficiency Board[24] it is determined that such EDC bids are feasible, and the EDC bid shall specify the transaction and/or corporate structure that will allow the contracts to be executed with the EDCs. The Form of Passive Demand Response Agreement (attached as Appendix C-2 to this RFP) contains the terms and conditions for the provision of Incremental Qualified Passive Demand Reduction energy savings.

2.2.3.3 INCREMENTAL ENERGY STORAGE

There are three categories of storage being sought in this RFP: Paired and Co-located Energy Storage; System Energy Storage; and thermal energy storage. Bidders proposing storage projects must carefully review the RFP to determine the appropriate category for their offerings. Thermal energy storage behind the customer meter is treated as Passive Demand Response, and is subject to the bidding requirements and allowances for Passive Demand Response (including aggregation of small thermal energy storage across multiple customer locations). Storage that is utilized to change the delivery profile of Class I and Class III qualified resources is discussed in Section 2.2.3.3.A below. Storage that is utilized to store system power is discussed in Section 2.2.3.3.B below.

A. <u>Paired and Co-located Energy Storage:</u> An Eligible Bidder bidding to sell Incremental Class I or Class III Qualified Clean Energy and RECs paired with Energy Storage (as defined in Section 1.2.1) through a PPA must propose separate prices on a dollar per megawatt hour ($/MWh) for Qualified Clean Energy and on a dollar per REC ($/REC) basis for RECs, and a price schedule that conforms with Section 2.2.12.1.

Paired and Co-located Energy Storage is intended to change the Delivery profile of the energy produced by the accompanying Class I or Class III resources for Delivery under a PPA, and is not intended to store and discharge system power, or buy and sell energy with third parties. All bids for incremental Paired and Co-located Energy Storage shall include: (1) the energy production and Delivery profile with and

[24] The Energy Conservation Management Board.

without Energy Storage included; and (2) a minimum percentage Delivery commitment during Performance Hours ("Minimum Percentage Delivery Commitment") consistent with the profile provided in (1), which will be automatically calculated in the CPPD. Any Agreement for Paired and Co-located Energy Storage resulting from this RFP will include damages if the Minimum Percentage Delivery Commitment is not met.

The Form of Agreement for Paired and Co-located Energy Storage will be the same as the Form of Class I/Class III Power Purchase Agreement, as described in Section 2.2.3.1, with adjustments made for Energy Storage bids as noted in 2.2.3.3 above. Appendix C-1 to this RFP contains terms and conditions for the sale of both Incremental Qualified Clean Energy and RECs.

B. Incremental System Energy Storage: An Eligible Bidder proposing to provide Incremental System Energy Storage from distribution- or transmission-connected storage systems must price proposals as a dollar per megawatt hour ($/MWh) payment for energy discharged into the ISO-NE markets during Performance Hours at a price schedule that conforms with Section 2.2.12.3. Bids must provide for a commitment to discharge a number of MWhs of energy greater than or equal to the nameplate rating of the storage facility multiplied by 4 hours during the Performance Hours of each non-holiday weekday during the term of the Agreement, excluding periods of required scheduled maintenance as documented in the bid (which commitment will be tabulated in an exhibit to the Agreement). During the Performance Hours on each non-holiday weekday, storage operators must discharge no less than the number of MWh they have committed to discharge during such Performance Hours in the Agreement. The timing of the Energy Storage discharge during Performance Hours is at the discretion of the storage provider. The discharge does not need to take place over 4 continuous hours, but the storage facility must be capable of discharge at nameplate MW rating for 4 continuous hours. Storage may be charged during Performance Hours if such charging is not done in contravention to any operational instructions issued by the interconnecting utility or ISO-NE for reliability purposes. The EDCs will not provide energy for storage and will not take Delivery or title to any energy discharged from System Energy Storage. All energy transactions for the purchase and sale of energy for charging and discharging will be between the storage provider and third parties, which may include ISO-NE. Payment under the Agreement will be incremental to the energy price received by the storage provider via the ISO-NE energy market or third party contract. The Form of System Energy Storage Services Agreement (attached as Appendix C-3 to this RFP) contains the terms and conditions for the provision of Incremental Energy Storage.

2.2.4 CAPACITY AND OTHER ISO NEW ENGLAND MARKETS

Bidders are not required to bid into the ISO-NE Forward Capacity Market, but if they do, they are required to be held to that commitment in the Agreement. Eligible Bidders must describe the amount of capacity, and the capacity commitment period, for which they expect the Eligible Projects in their bids to qualify under the Forward Capacity Auction Qualification ("FCAQ") requirements set forth in Section III.13.1 of Market Rule 1 of ISO-NE's Transmission Markets and Services Tariff. Eligible Bidders must also describe how they expect to meet those requirements which include, among others, satisfaction of network capability interconnections standards and the remedying of any issues identified in the overlapping impact analysis. This FCAQ amount must be consistent with the amount that would

typically be expected for similar projects of the same type, including nameplate rating, M&V protocol, and technology. There will be no payments or price supports from the EDCs for capacity associated with any Qualified Clean Energy procured under this RFP. The bidder will retain any capacity revenues received from ISO-NE. The Eligible Bidder must disclose in its proposal if the bidder is committing to bid that qualified capacity amount into the capacity market, and if so, must take (i) any necessary and appropriate actions to qualify and participate; and (ii) commercially reasonable actions to be selected and compensated in the capacity market, including the use of the Renewable Technology Resource exemption (Section III.13.1.1.1.7) if the Eligible Project would qualify for use of such exemption.

If an Eligible Project qualifies for other ISO-NE markets, it may participate in such markets and retain the revenues from such market participation; provided, however that such market participation does not impair performance under the Agreement. For avoidance of doubt, this does not include RECs or other environmental attributes which are the property of the buyer.

2.2.5 INTERCONNECTION REQUIREMENTS

Class I resources may be located anywhere within the ISO-NE control area or adjoining control areas. Energy Storage projects may be located anywhere within the ISO New England control area. Passive Demand Response (including behind the meter thermal energy storage) and Class III resources must be located in the Connecticut service territory of one of the EDCs. The Delivery of Qualified Clean Energy from Eligible Projects must occur throughout the term of the Agreement. It is the responsibility of the Eligible Bidder to satisfy the Delivery requirement. The Delivery point must be located so that EDCs are not responsible for wheeling charges to move energy to the ISO-NE Pool Transmission Facilities ("PTF"). The EDCs will not be responsible for any costs associated with Delivery other than the payment of the bid prices. Similarly, EDCs will not be responsible for any scheduling associated with Delivery.

The Eligible Bidder will be responsible for all costs associated with and/or arising from interconnecting its project to the transmission or distribution grid and, if applicable, for ensuring that the Qualified Clean Energy is recognized in ISO-NE's settlement system as being injected into the ISO-NE energy market at a specified and agreed upon pricing node. At no time will one or more EDCs assume the responsibility of Lead Market Participant for any project. GIS certificates representing the environmental attributes associated with the Qualified Clean Energy must be delivered into the applicable EDC's NEPOOL GIS account.

The Eligible Project shall comply with all applicable ISO-NE[25] and state interconnection requirements for generation facilities and interregional ties, as applicable, including but not limited to The Connecticut Light and Power Company[26] and The United Illuminating Company Generator Interconnection Technical Requirements.[27] The EDCs will not provide preferential treatment, or any special assistance, for projects selected through this RFP process in meeting interconnection requirements.

[25]Section II of the *ISO New England Inc. Transmission, Markets, and Services Tariff* (the Open Access Transmission Tariff), Schedule 22, Appendix 6—Standard Large Generator Interconnection Procedures (more than 20 MW), and Schedule 23, Exhibit 1 —Standard Small Generator Interconnection Procedures

[26]https://www.eversource.com/Content/ct-c/about/doing-business-with-us/builders-contractors/interconnections/connecticut-application-to-connect

[27]UI's interconnection requirements for CT can be found at https://www.uinet.com/wps/portal/uinet/about/

To meet this threshold requirement for Class I and Class III resources (excluding bids to sell RECs only), Eligible Bidders must submit a plan that clearly demonstrates how Qualified Clean Energy will be delivered from or by the proposed Eligible Project to the Delivery point that is a PTF Node as outlined in Section 6 of Appendix B. Additionally, the Eligible Bidder must detail the status (and conclusions, as available) of interconnection applications and studies, as further described in Section 6 of Appendix B.

If an Energy Storage system qualifies for ISO-NE markets other than the energy and REC markets, e.g. ancillary services, there are no restrictions on doing so (see also Section 2.2.4 above). However, such other market services are not being purchased in this RFP, and will not be directly evaluated as part of the quantitative evaluation process (though the physical capability to provide such services may be evaluated as part of the qualitative criteria discussed below).

2.2.6 ALLOWABLE CONTRACT TERMS

The contract term for product Delivery is up to 20 years. Bidders are encouraged to make their own determination as to the product Delivery terms that best fit their individual needs while meeting the RFP requirements.

2.2.7 MINIMUM AND MAXIMUM CONTRACT SIZE

Any bid that provides for the Delivery of Qualified Clean Energy and associated RECs or RECs only from Class I and Class III Eligible Projects must have a minimum nameplate rating of more than 2 MW and less than 20 MW. An Eligible Bidder may offer bids for a portion of the production of Qualified Clean Energy and RECs or RECs only from its proposed Eligible Project, provided such portion is greater than 2 MW. An Eligible Bidder may also offer bids that aggregate capacity among two or more Class I or Class III Eligible Projects, provided that the Eligible Projects have the same contract purchase rate (if the bid is for Qualified Clean Energy via a PPA), deliver to the same Delivery point, and that the aggregation allows for the execution of one contract per EDC for all the Class I or Class III Eligible Projects included in the bid (i.e. each EDC will only execute one contract for the bid, with one price and one Delivery point). Any bid that provides for the Delivery of Passive Demand Response must be capable, either singly or through aggregation, of reducing electric demand by 1 MW or more. The minimum size for System Energy Storage is 1 MW, and Energy Storage projects smaller than 1 MW may not be aggregated (except for behind the meter thermal energy storage which is treated as Passive Demand Response). There is no maximum size for an Energy Storage project; for the purposes of this RFP, the Department is seeking bids for storage products that would be eligible under Sections 1(b) or 1(c) of Public Act 15-107 in this Procurement.

2.2.8 GENERATION AND ENERGY STORAGE SITE/INTERCONNECTION ROUTE CONTROL

The Eligible Bidder of a generation or Energy Storage project must demonstrate that it has control of the project site included in the bid, or an unconditional right to acquire such control granted by the property owner. In all cases, site control and property rights include all necessary leases, easements or development rights necessary to operate or develop the project. In order to be considered to have site control for generation or Energy Storage projects, the Eligible Bidder must provide copies of executed

documents between the Eligible Bidder and property owner showing one of the following: that the Eligible Bidder owns the site or has a lease or easement with respect to the site on which the proposed project will be located for a term of at least as long as the term of the Agreement; or has an unconditional option agreement to purchase or lease the site for such term. This requirement applies to both new and existing facilities.

Eligible Bidders must have property rights for a substantial portion of the property necessary for the interconnection, and include a plan for acquiring the rest of the required property rights. If all property rights have not yet been obtained, the Eligible Bidder must describe the authority the developer has to acquire necessary rights of way; the experience of the developer in acquiring rights of way; the status of acquisition of right, title and interest in rights of way, substations and other property or facilities, if any, that are necessary for the proposed project; and a detailed explanation of the feasibility of the project and potential constraints and challenges.[28]

2.2.9 TECHNICAL AND ENVIRONMENTAL VIABILITY; ABILITY TO FINANCE THE PROPOSED ELIGIBLE PROJECT

The Eligible Bidder must demonstrate that the technology it proposes to use is technically viable. Technical viability may be demonstrated by showing that the technology is commercially available and has been used successfully as outlined in Section 8 of Appendix B.

The Eligible Bidder must demonstrate the financial viability of the proposed Eligible Project, including the funding of development costs and the required development period security and the ability to acquire the required equipment in the time frame proposed (see section 5 of Appendix B).

Based on the information provided in Section 7 of Appendix B, the Eligible Bidder must demonstrate a viable plan to acquire the permits, and licenses necessary to develop the Eligible Project. A viable plan should include an assessment of environmental impacts, including impacts to prime farmland and agricultural soils, and the plan to mitigate such impacts or impediments.

2.2.10 EXPERIENCE

The Eligible Bidder must demonstrate that it has a sufficient amount of relevant experience and expertise, as applicable, to successfully develop, finance, construct, operate and maintain its proposed Eligible Project. Development, financing and construction experience can be established by demonstrating that key member(s) of the bidder's development team have undertaken project management responsibilities, including:

a. Successful development and construction of a similar type of project; or

b. Successful development and construction of one or more projects of similar size or complexity or requiring similar skill sets; and

c. Experience successfully financing power generation, Energy Storage or Passive Demand Response projects (or demonstrating the financial means to finance the Eligible Project on the Eligible Bidder's, Eligible Project developer's or Eligible Project owner's balance sheet).

[28] See Section 1.2.3 regarding siting projects on landfills and brownfields.

Operation and maintenance experience should be addressed as outlined in Section 9 of Appendix B.

2.2.11 PROPOSAL CERTIFICATION

Eligible Bidders are required to sign the Proposal Certification Form in the Certification, Project and Pricing Data form ("CPPD") verifying that the price(s), terms and conditions of the proposal are valid for at least 270 days following submission. Only an officer or other duly authorized representative of the Eligible Bidder may sign the Proposal Certification Form.

2.2.12 ALLOWABLE FORMS OF PRICING

2.2.12.1 PPA PRICING

Proposals for Qualified Clean Energy and Class I or Class III RECs to be sold under a PPA (including Paired and Co-located Energy Storage) will be accepted **only if** they conform to the following requirements:

a. The proposal must provide fixed prices (in $/MWh and/or $/REC) annually for the term of the contract, and prices may be the same each year or increase over time. Separate Qualified Clean Energy prices must be provided for Peak Hours and Off-Peak Hours.
b. Proposals for projects that utilize natural gas may submit index pricing for the fuel component of pricing subject to the following conditions:
    a. Any index used in a pricing formula must be based on: (1) a publically available energy related index that appears in a publication that is common to, and widely accepted by the energy industry; and/or, (2) a firm natural gas tariff rate; and
    b. There must be a fixed conversion factor from the fuel price to energy price (i.e. heat rate), which may change over time.

b. Prices must be paid on a $/MWh or $/REC basis for actual production, following Delivery on a monthly basis over the life of the contract. No fixed payments, pre-payments or fees shall be paid.

c. Proposals including Qualified Clean Energy and RECs, or a portion thereof, must provide separate prices for such Qualified Clean Energy and RECs. For such proposals, if an EDC agrees to purchase both Qualifying Clean Energy and RECs under a PPA, and the RECs cease to conform to the RPS Class I or Class III eligibility criteria, the applicable EDC will thereafter only purchase electric energy under that PPA; under these conditions, the Seller will be permitted to sell those non-conforming RECs to a third party. Pricing for Qualified Clean Energy and RECs must closely align with the relative market value of those products.

d. Proposals for RECs only must be priced in $/REC. For such proposals, if an EDC agrees to purchase RECs under a REC contract and the RECs cease to conform to the RPS Class I or Class III eligibility criteria, the contract will be terminated.

e. Payment for RECs will be made after receipt of the RECs in the applicable EDC's NEPOOL GIS account.

2.2.12.2 PDRA PRICING

Proposals for Incremental Qualified Passive Demand Response to be sold under a PDRA will be accepted **only if** they conform to the following requirement:

a. The proposal must provide a fixed price (in ¢/kWh) for Passive Demand Response annually for the term of the contract, and the price may be the same each year or increase over time.[29] Separate Qualified Clean Energy prices must be provided for Peak Hours and Off-Peak Hours.

2.2.12.3 SESSA PRICING

Proposals for Incremental System Energy Storage to be sold under a SESSA, will be accepted **only if** they conform to the following requirements:

a. The proposal must provide fixed prices (in $/MWh) annually for the term of the contract, and prices may be the same each year or increase over time. These payments are payments for energy discharged into the ISO-NE markets during Performance Hours. The fixed prices are payments for net load that is shifted from Performance Hours to non-Performance Hours. The EDCs will not provide energy for storage and will not take Delivery or title to any energy discharged from System Energy Storage resources. Payment under the contract will be incremental to the energy price received by the Energy Storage provider via the ISO-NE energy market or third party contract. The Form of System Energy Storage Services Agreement (attached as Appendix C-3 to this RFP) contains the terms and conditions for the provision of Incremental Energy Storage.

2.2.12.4 OTHER REQUIRED PRICING PARAMETERS

Proposals will be accepted **only if** they conform to the following requirements:

Proposed prices may not be conditioned upon or subject to adjustment based upon the availability of the Federal Production Tax Credit or the Federal Investment Tax Credit, or the availability or receipt or continuation for any period of any other tax treatment or government grant or subsidy.

An Eligible Bidder may submit up to five pricing proposals for the sale or provision of RECs or Qualified Clean Energy and RECs from an Eligible Project. The bidder may submit proposals that include more than one contract term (e.g., 15 and/or 20 years), or different products (Qualified Clean Energy and RECs; RECs only); or different quantities of products.

Bidders should indicate whether their Eligible Project or contract size (MW) is scalable, and to what degree, based upon the pricing submitted in the CPPD.

The Eligible Bidder must identify its proposed Delivery point for Qualified Clean Energy.

Under the terms of the PPA, in the event that the Locational Marginal Price ("LMP") for the Qualified Clean Energy at the Delivery point is less than $0.00 per MWh in any hour, then the Buyer will purchase the Delivered energy at the contract rate and the Seller shall credit to Buyer, on the same monthly

[29] C.G.S. Section 16-1 does not allow passive demand response projects selected in this RFP to qualify for Class III RECs.

invoice, an amount equal to the product of (i) such Qualified Clean Energy Delivered in each such hour and (ii) the absolute value of the hourly LMP at that Delivery point.

These forms of pricing are conforming under this RFP. The Selection Team may consider other forms of pricing as an alternative as long as the bidder submits a proposal for the project with conforming pricing as described above.

The Selection Team is under no obligation to consider or accept any form of alternative pricing.

2.2.13 PROPOSAL COMPLETENESS: ELIGIBLE BIDDER RESPONSE FORMS AND THE FORM OF AGREEMENT

Eligible Bidders must follow the instructions provided in Appendix B and provide complete responses. Eligible Bidders are also required to fill out Appendices D and E. Eligible Bidders are required to provide the information specified in each section of the CPPD. If any of the information requested is inconsistent with the type of technology or product proposed, the Eligible Bidder should include "N/A" and describe the basis for this determination. If an Eligible Bidder does not have the information requested in the bid forms and cannot obtain access to the information prior to the bid submittal due date, the Eligible Bidder should provide an appropriate explanation.

Appendices C-1, C-2 and C-3 are the Forms of the Agreements being used in this solicitation. Eligible Bidders must include a marked version showing any proposed changes to the applicable Form of Agreement with their bid, and it is assumed that Eligible Bidders would be willing to execute an Agreement as marked and included in their bids. Eligible Bidders are discouraged from proposing material changes to the Forms of Agreements provided in Appendix C.

2.2.14 SUBSIDIES, INCENTIVES, AND NET ENERGY METERING

Projects may use federal, state or local subsidies, incentives or tax credits. However, no project selected in this solicitation may receive Connecticut ratepayer-funded incentives or subsidies. This includes, but is not limited to, the ZREC Program, the LREC Program, direct solar incentives offered by the Connecticut Green Bank, and incentives and interest rate buydowns from the Conservation and Load Management fund. An exception is that Eligible Projects may use loan programs offered by the Connecticut Green Bank.

Class I and Class III generators cannot use net energy metering or virtual net energy metering. All production from the project must be separately metered and paid the approved contract rates, and may not be used to offset any electric bill charges.

2.2.15 LIQUIDATED DAMAGES FOR NON-PERFORMANCE

The Agreements (Appendices C-1, C-2, and C-3) specify liquidated damages associated with seller's non-performance under the Agreement.

2.3 STAGE TWO – QUANTITATIVE AND QUALITATIVE ANALYSIS

Proposals that meet the requirements of the Stage One review will be subject to a quantitative and qualitative analysis in Stage Two of the evaluation process. The results of the quantitative and qualitative analysis will be a relative ranking and scoring of all proposals. Stage 2 scoring will be based

on a 100-point scale. Proposals will be scored with up to 75 points for quantitative factors. The remaining 25 points will be scored for qualitative factors for purposes of conducting the Stage Two evaluation.

The Evaluation Team is required to compare the costs and benefits of all proposals being evaluated to the expected or actual costs and benefits of other resources eligible to respond to other procurements pursuant to Public Act 15-107.

2.3.1 EVALUATION USING QUANTITATIVE EVALUATION CRITERIA

The quantitative evaluation will take place in multiple steps. The first step will be a screening process wherein the Evaluation Team will compare bids directly and determine whether one or more bids are not economically competitive when compared to other bids. If the consensus view of the Evaluation Team and the Department Consultant is that one or more bids are not economically competitive enough to be selected irrespective of qualitative evaluation results or indirect benefits, then such bids will not proceed to the next step of the quantitative evaluation. Bids that proceed in the quantitative evaluation will be evaluated based on a combination of their indirect economic benefits and direct contract price benefits where applicable.

2.3.1.1 INDIRECT ECONOMIC BENEFITS

The quantitative evaluation process will include an evaluation of the indirect economic benefits to customers using the outputs from a zonal electric market simulation model. The indirect economic benefits will be measured for Connecticut customers by comparing the model outputs with and without the bid. Benefits to be considered are based on a combination of change in LMP and change in production cost. Benefits may also include economic impact based upon changes in LMP during alternative scenarios which may include stressed system conditions.

The reference case system topology will be based on the 2015 ISO New England Capacity, Energy, Load and Transmission ("CELT") report. At the Evaluation Team's option, the evaluation may use representative projects to estimate the indirect benefits of projects that are bid that are similar in technology type, size and delivery location.

System Energy Storage projects must submit an energy profile that appropriately reflects the strategy that will be employed to store and release energy, and an expected energy profile schedule. The energy profile will be evaluated to determine the indirect benefits.

An energy production and Delivery profile must be submitted both with and without Energy Storage for Incremental Paired and Co-located Energy Storage systems in order to appropriately reflect the impact of the proposed schedule to store and release energy. The energy profile with Energy Storage will be evaluated to determine the direct and indirect benefits for Paired and Co-located Energy Storage systems.

Energy costs incurred by Energy Storage facilities to store system power will not be evaluated as a direct cost of the proposal, but the impact associated with potential increases in the LMP during charging periods will be evaluated and could lower indirect benefits.

2.3.1.2 DIRECT CONTRACT BENEFITS

Direct contract price benefits will be evaluated using a mark-to-market comparison of the purchase price of any Incremental Qualified Clean Energy or energy savings from Incremental Qualified Passive Demand Response measures and/or RECs purchased under an Agreement to their projected market prices for energy and/or RECs at the Delivery point with the project in-service.

There are no direct benefits from System Energy Storage projects since they do not create RECs and energy will not be purchased in this procurement for these resources. Direct contract price benefits will be evaluated using a mark-to-market comparison of the purchase price of any Incremental Qualified Clean Energy from Class I or Class III resources with a Paired and Co-located Energy Storage system to their projected market prices associated with the energy profile with Energy Storage.

2.3.1.3 QUANTITATIVE EVALUATION METRICS

The quantitative evaluation will use a multi-year net present value analysis to preliminarily rank all projects that pass the initial screening (described in Section 2.3.1). For purposes of computing the net present value, a discount factor of 7% will be used. The metric used for ranking bids will be the ratio of the net present value of direct and indirect benefits to net present value costs of the projects.

The Qualifying Clean Energy production profile (or, in the case of a System Energy Storage project or Paired and Co-located Energy Storage project, the storage and discharge profile) provided by the Eligible Bidder will be evaluated for reasonableness. It is the bidder's responsibility to support the basis for all estimates and underlying assumptions. The Evaluation Team reserves the right to modify any bidder production profile or estimated cost (i.e., use a different profile or estimated cost from that provided by the bidder) or any other estimate in order to produce a reasonable and appropriate evaluation.

2.3.2 QUALITATIVE EVALUATION

The qualitative evaluation will consist of the factors mandated by the Procurement Statutes as well as factors deemed important by the Evaluation Team, identified in Section 2.3.2.1 below. The purpose of such criteria is to permit evaluation of Connecticut-specific factors, including reliability, economic and environmental impacts.

2.3.2.1 FACTORS TO BE ASSESSED IN QUALITATIVE EVALUATION

The qualitative factors that will be assessed are summarized as follows:

- Project viability, including, but not limited to, impacts on environmental quality and natural resources, and positive re-use of disturbed or previously developed sites.
- Reductions in greenhouse gas emissions
- Improvements to air quality
- Consistency with the policy goals outlined in the Connecticut Comprehensive Energy Strategy
- Consistency with the policy goals outlined in the Connecticut Integrated Resource Plan
- Economic development benefits

- Installed capacity and local sourcing requirements
- Improvements to reliability, including during winter peak demand
- Contributions to fuel diversity
- Price Risk

The quantitative evaluation may be conducted before the qualitative evaluation, and the Evaluation Team may elect not to conduct the qualitative evaluation for any proposal that could not be selected based upon the quantitative results even if it received the maximum possible qualitative score. It is expected that not all proposals will pass to Stage Two and that not all proposals evaluated in Stage Two will be offered the opportunity to proceed to contract negotiation.

The Selection Team will then consider the evaluation results and rankings to determine projects for selection. The DEEP Commissioner will make the selection of any projects, in consultation with the Connecticut Procurement Manager, OCC, and the AG, and with the assistance of the Department Consultant.

The Procurement Statute (Appendix F) allows the DEEP Commissioner to direct the Connecticut EDCs to enter into Agreements.

Bidders will not be offered the opportunity to refresh their pricing.

2.4 CONTRACTING/TARIFF PROCESS

2.4.1 Agreements

Eligible Bidders will be notified whether they have been selected to enter into an Agreement with the EDCs.

The selected Eligible Bidders will enter into separate conforming contracts with both EDCs. The EDCs will then negotiate to contract for their load ratio share. Contract finalization between the selected Eligible Bidders and the EDCs may occur on a rolling basis throughout the period during which the proposals are valid.

2.4.2 Security

Eligible Bidders who are selected will be required to post Security.

The required level of Security is provided in the Form of Agreement relevant to the bid and will also be included in the executed Agreement. Fifty percent (50%) of the Security must be provided to the EDCs at the time of contract execution. The remaining fifty percent (50%) of the Security must be provided upon regulatory approval of the contract. Security will be promptly returned if PURA does not approve the Agreement.

The required Security must be in the form of a cash deposit or a letter of credit from a U.S. commercial bank or the U.S. branch of a foreign bank that meets the requirements provided in the form Agreements in Appendix C.

2.5 REGULATORY APPROVAL

Any Agreement entered into pursuant to Public Act 15-107 shall be subject to review and approval by PURA, which review shall be completed no later than ninety days after the date on which such Agreement is filed with PURA.

III. INSTRUCTIONS TO BIDDERS

3.1 QUESTIONS FROM BIDDERS AND NOTICE OF INTENT TO BID

Prospective bidders are encouraged to submit questions about this RFP to the Department on or before the deadline for submission of questions listed in the schedule. The Department will answer questions submitted by that deadline by posting such answers on its website under Public Act 15-107– Section 1(b) – 2 -20 MW Renewable, Passive Demand Response and Energy Storage Procurement.

Prospective bidders are encouraged to submit a Notice of Intent to Bid form, which is attached as Appendix A to this RFP. The Department will endeavor to email updates regarding this RFP to prospective bidders who submit a Notice of Intent to Bid. This does not relieve prospective bidders of their responsibility to check the website for news and updates. Prospective bidders who submit a Notice of Intent to Bid are not obligated to submit a proposal, and proposals will be accepted from Eligible Bidders who do not submit a Notice of Intent to Bid.

3.2 PREPARATION OF PROPOSALS

Each Eligible Bidder shall have sole responsibility for carefully reviewing this RFP and for thoroughly investigating and informing itself with respect to all matters pertinent to this RFP and its proposal, including pertinent interconnection standards, EDC and ISO-NE tariffs, ISO-NE Market Rules and other information. Eligible Bidders should rely on information provided in this RFP when preparing their proposals. Each Eligible Bidder shall be solely responsible for and shall bear all of its costs incurred in the preparation of its proposal and/or its participation in this RFP.

3.3 ORGANIZATION OF THE PROPOSAL

Eligible Bidders are required to organize their proposal consistent with the Submission Instructions in Appendix B. The organization and contents of the proposal should be organized as follows:

1. Certification, Project and Pricing Data (CPPD form)
2. Executive Summary of the Proposal
3. Operational Parameters and an M&V Plan for Annual M&V Reporting
4. Energy Resource Plan
5. Financial/Legal
6. Siting, Interconnection, and Deliverability
7. Environmental Assessment, Permit Acquisition Plan and Class I and III Certification
8. Engineering and Technology; Commercial Access to Equipment
9. Operation and Maintenance

10. Project Schedule (includes multiple sites, if applicable)
11. Project Management/Experience
12. Emissions
13. Contributions to Employment and Economic Development
14. Exceptions to the Form of Agreement applicable to the Eligible Project

The Eligible Bidder must also provide the information specified in the following Appendices:

Appendix D – Certification

Appendix E - Consent to Submittal to PURA

3.4 UPDATES TO PROPOSAL

After proposal submissions, an Eligible Bidder may provide new information, e.g., the status of obtaining permits and financing, to the Evaluation Team about the Eligible Project that was not available at the time of proposal submission. These updates are for informational purposes only and will not be treated as a change or revision to the terms of the bidder's proposal by the Evaluation Team. Eligible Bidders are not permitted to submit substantive revisions to their proposals, such as changes in pricing, specifications in the size or operation of the project, etc.

3.5 REQUESTS FOR ADDITIONAL INFORMATION

Following the submission of proposals, the Evaluation Team may request clarification and additional information from Eligible Bidders at any time during the evaluation process. Eligible Bidders who do not respond promptly to such information requests or do not provide adequate information may be eliminated from further consideration or have the information in their proposals modified by the Evaluation Team and the Department Consultant to produce a reasonable and appropriate evaluation.

3.6 LIMITATION OF LIABILITY

Neither this RFP nor any other aspect of this solicitation shall create an agency, partnership, joint venture, or cotenancy relationship among DEEP, the members of the Evaluation Team or the Selection Team or any other individuals or entities involved in the development or administration of this RFP (collectively, the "RFP Parties"), nor any other relationship or liability beyond those (if any) explicitly adopted in writing and executed by authorized representatives of the applicable RFP Parties. None of the RFP Parties shall be liable for any act or omission of any other RFP party. Neither this RFP nor any other aspect of this solicitation creates or is intended to create third party beneficiaries hereunder. In no event will an RFP party be liable to any person for special, incidental, punitive, exemplary, indirect or consequential damages or lost profits, whether by statute, in tort or contract or otherwise.

APPENDIX A

NOTICE OF INTENT TO BID

1. Company Name: _____

2. Project Name: _____

3. Contact Person Information:

Name:	
Title/Position:	
Mailing Address:	
Telephone Number:	
Fax Number:	
E-mail Address	

4. Project Size (MW): _____

5. Project Location(s): _____

_____

6. Estimated Commencement of Construction Date(s) (Month-Year): _____ _____

_____

Estimated Commercial Operation Date(s) (Month-Year): _____

7. Authorized Signature: _____

Title: _____ Date: _____

Bidders should send the Notice of Intent to Bid Form by March 28, 2016 to the Department to DEEP.EnergyBureau@ct.gov

APPENDIX B

Proposal Submission Instructions

All proposals shall be submitted in accordance with Section 1.3 of the RFP. Proposals should be organized into the following Sections:

1. Certification, Project and Pricing Data (CPPD) Form
2. Executive Summary of the Proposal
3. Operational Parameters and an M&V Plan for Annual M&V Reporting
4. Energy Resource Plan
5. Financial/Legal
6. Siting, Interconnection, and Deliverability
7. Environmental Assessment, Permit Acquisition Plan and Class I and III Certification
8. Engineering and Technology, Commercial Access to Equipment
9. Operation and Maintenance
10. Project Schedule
11. Project Management/Experience
12. Emissions
13. Contribution to Employment and Economic Development
14. Exceptions to the applicable Form Agreement
15. Appendix D – Certification

Directions for each section are outlined below. Each section must be filled out in its entirety with all of the supporting information requested. If any section is not applicable it should be so stated with a full explanation.

1. CERTIFICATION, PROJECT AND PRICING DATA

The Certification, Project and Pricing Data ("CPPD") documents are Microsoft Excel workbooks that are provided on the website under Public Act 15-107– Section 1(b) – 2 -20 MW Renewable, Demand Response and Energy Storage Procurement. There are four different CPPD workbooks, corresponding to different resource types that may be proposed by the Applicant, as follows:

[file name] must be used for Class I or Class III resources (without Paired and Co-Located Energy Storage

[file name] must be used for Class I or Class III resources with Paired and Co-Located Energy Storage

[file name] must be used for Passive Demand Response measures

[file name] must be used for System Energy Storage Service resources

The CPPD must be submitted as a working Microsoft Excel file. Parties may also submit a signed PDF in addition to the working Microsoft Excel file. The CPPD document has up to eight parts, listed below. If the bidder provides information in other sections of its proposal that conflicts with the information provided in the CPPD, the CPPD shall be considered to contain the governing and binding information for both the evaluation and any resulting contract offer.[30] The bidder may provide up to five different offers on terms and/or pricing (e.g., 10 year and 15 year) for the same facility, which should be submitted on a single CPPD.

Part I Guidelines and Instructions for completing the spreadsheet

Part II Proposal Certification Form

Part III Bid and Contact Information

Information includes term(s), pricing type and contact information.

Part IV Project Information

Information includes Guaranteed Commercial Operation Date or equivalent, size, output, dates, technology, location, Delivery Point, capacity factor, Contract Maximum Amount and other technical information.

Part V Operational Information

Information includes on-peak and off-peak energy profiles and other operational data

Part VI Pricing Information

Information includes annual peak and off-peak contract energy by contract year and corresponding prices, and, where applicable, RECs by contract year and corresponding prices, and alternative pricing. Information for up to five offers is inputted on five separate print pages of the worksheet.

Part VII ISO-NE Forward Capacity Market

Information regarding the resource's participation in the ISO-NE Forward Capacity Market

Part VIII Emissions Data

[30] One exception is that if operational information in Part VI of the CPPD conflicts with information elsewhere in the proposal or information otherwise known, the energy production information in Part VI of the CPPD may be modified in conducting the price evaluation.

Information regarding emission rates for Eligible Projects. The worksheet is not applicable to System Energy Storage or Passive Demand Response proposals

2. EXECUTIVE SUMMARY OF THE PROPOSAL (INCLUDING THE BASE PROPOSAL AND ANY ALTERNATIVE PROPOSALS)

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

3. OPERATIONAL PARAMETERS AND M&V PLAN FOR ANNUAL M&V REPORTING[31]

3.1 Maintenance Outage Requirements – Specify partial and complete planned outage requirements in weeks or days. 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).

3.2 Operating Constraints – Specify all the expected operating constraints and operational restrictions for the project (e.g., limits on the number of hours a unit may be operated per year or unit of time, storage capacity, maximum length of time for storage).

3.3 Reliability – Describe how the proposal would provide enhanced electricity reliability within the State of Connecticut, including its impact on transmission constraints.

3.4 Moderation of System Peak Load – Describe how the proposal would contribute to moderating system peak load requirements. If the Eligible Project is an intermittent resource, provide the following information:

a) Estimated average output for each summer period (June- September) from 1:00 - 6:00 pm E.P.T.

b) Estimated average output for each winter period (October-May) from 5:00 – 7:00 pm E.P.T.

For Paired and Co-located Energy Storage, provide this information with and without Energy Storage included.

3.5 Development Stage of Facility – Describe whether the Eligible Project is in construction or in the development phase.

(a) If in construction, explain when the construction commenced and indicate the projected dates for initial testing commercial operation.

(b) If the Eligible Project is partly in development, explain in detail the status of the project.

If the proposed project is an expansion, repowering, environmental investment or other modification of an existing facility, describe the project in detail, the total cost and cost on a $/MW basis, specifying the existing project and the proposed expansion, repowering or other modification. Indicate any incremental capacity.

[31] Sections 3.1 to 3.5 are not applicable to Passive Demand Response measures. Section 3.6 only applies to Passive Demand Response measures.

3.6 Annual Measurement and Verification Reporting for Passive Demand Response.

The measured monthly demand savings in kilowatts ("kW") and energy savings in kilowatt hours ("kWh") shall be calculated in conformance with the prevailing Connecticut Program Savings Document ("PSD")[32] per measure and/or per host customer site (measured at the host customer meter), including supporting documentation (e.g., engineering estimates or documentation of verified savings from comparable projects) to substantiate the reasonableness of the estimated energy and capacity that the bidder intends to offer. Energy savings will be calculated as On Peak Energy Savings and Off Peak Energy Savings. On Peak Energy Savings shall be defined as saving occurring during all hours included in the period beginning at 7:00 a.m. and ending at 11:00 p.m. Eastern Prevailing Time on all weekdays, Monday through Friday, excluding NERC holidays. Off Peak Energy Savings shall be defined as all energy savings occurring during all hours not defined as Peak.

a. The bidder's proposal shall contain an M&V Plan with provisions for an Annual M&V Report with the following components:

MEASUREMENT AND VERIFICATION PLAN

The M&V Plan will be used to describe activities undertaken by the Seller to document and verify measure performance at the time of Delivery, and throughout the term of the Passive Demand Response Agreement. The first M&V Report will be due after the Measures have been installed and are confirmed operational to provide Delivery but prior to the start of commercial operations as defined in Section 10. M&V Reports will be provided annually thereafter. The M&V Plan shall be organized as follows:

a. Executive Summary

i. Summary of Monthly Energy and Demand Savings (submit as a table)

a) Guaranteed Monthly On Peak Energy Reduction

b) Guaranteed Monthly Off Peak Energy Reduction

c) Guaranteed Monthly Demand Reduction Value ("DRV") for each month

ii. M&V Overview (submit as narrative)

1. Narrative summarizing the verification procedures to be used to verify measure performance

2. Effective Date of Delivery

3. Delivery Schedule

iii. M&V Plan Description: M&V Protocols utilized demonstrating conformance to the latest version of the International Performance Monitoring and Verification

[32] See Footnote 13 for the URL for the 2016 Program Savings Document.

Protocol ("IPMVP") and conformance with the ISO New England Manual for Measurement and Verification of Demand Reduction Values for Demand Resources ("ISO-NE Manual M-MVDR") or its successor,[33] to verify savings.

iv. Annual M&V Schedule

v. Annual M&V Sampling Plan demonstrating plus/minus 10 percent precision at 80 percent confidence.

vi. Savings Calculation Methodology Overview

b. Details for each measure

i. Measure Specific Monthly Energy and Demand savings (Guaranteed Monthly On-Peak Energy Reduction, Guaranteed Monthly Off Peak Energy Reduction Guaranteed Monthly DRV for each month) calculations (narrative and detailed calculations)

1. Measure Specific Savings Calculation Methodology Overview
2. Measure Specific Savings Calculations

ii. Measure Specific M&V Plan Description

iii. Narrative summarizing the verification procedures to be used to verify measure performance including:

1. Delivery date of the measure

2. Measure Delivery Schedule

3. Measure has been:

a. Installed and confirmed operational

b. Accepted by the host site

c. Affirm no other rate payer funding will be used to fund the measure

d. Performing per the PDRA to meet the Guaranteed Monthly On Peak Energy Reduction, Guaranteed Monthly Off Peak Energy Reduction and the Guaranteed Monthly DRV for each month

33 http://www.google.com/url?sa=t&rct=j&q=&esrc=s&frm=1&source=web&cd=2&ved=0ahUKEwiE7P7_4p3LAhVCOD4KHR-XANIQFggjMAE&url=http%3A%2F%2Fwww.iso-ne.com%2Frules_proceds%2Fisone_mnls%2Fm_mvdr_measurement_and_verification_demand_reduction_revision_6_06_01_14.doc&usg=AFQjCNHJtQrSg3FV-CKmg8zkz0XFKKcNMA&sig2=rXmkYq88r1_KF75UB_s4aQ&bvm=bv.115339255,d.cWw

4. ENERGY RESOURCE PLAN

For Eligible Projects, 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 only to relevant questions.

Wind Energy Projects

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

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.

Provide (a) at least one year of hourly wind resource data, or (b) a wind resource assessment report from a qualified resource assessment firm or meteorologist, or (c) both. Include an analysis of the available wind data that 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).

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

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.

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

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.

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.

Biomass

Describe specifically how the project will conform to: (1) C.G.S. § 16-1 and Connecticut Public Act 13-303, An Act Concerning Connecticut's Clean Energy Goals, governing resources using biomass fuel, including how the project's fuel source complies with C.G.S. § 16-1.

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

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

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

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

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.

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).

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

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.

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

Describe the technology used to generate electricity.

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

Describe the actions proposed to be taken by the bidder to acquire a Class I qualification.

Fuel Cell

Describe how the natural gas for the Fuel Cell will be procured and whether its energy will be delivered on a firm or non-firm basis for the term of the Agreement.

Provide supporting data that illustrates the expected generation from the fuel cell over the term of the contract considering the need for restacking.

Passive Demand Response

Provide a description of the measures and customer facility location(s) where the measures will be installed that comprise the Eligible Project. For aggregated Passive Demand Response resources, include the EDC service territory where each customer facility in which measures are installed.

Provide savings estimates for each hour of each year of the proposed contract. Savings estimates shall be based on and consistent with the most recent PSD. In the case of custom measures, bidder must provide the methodology, assumptions and values for all savings estimates.

Describe your plan to measure and verify the savings, including periodic inspection and maintenance over the life of the contract. The M&V Plan shall include the requirements enumerated in Appendix B.3.6 and Appendix I

Energy Storage

Provide a description of the storage project(s).

Provide a schedule that indicates the amount of electricity stored and the amount released for each hour of each year of the proposed contract.

Describe any contingencies or constraints that could affect the storage ability or availability for the project and any contingency plans for meeting projected generation levels.

Other

Identification of fuel supply (if applicable).

What is the availability of the fuel supply?

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.

5. FINANCIAL/LEGAL

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

5.1 Provide a description of the business entity structure of the bidder's organization from a financial and legal perspective, including any 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 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.

For EDC or EDC affiliate bids, the bidders shall specify the transaction and/or corporate structure that will allow the contracts to be executed with the EDCs.

5.2 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 how it will be financed
ii. The project's projected financial structure over the term of the contract
iii. Expected sources of debt and equity financing
iv. Estimated construction costs
v. The projected capital structure over the term of the contract
vi. Describe any agreements entered into with respect to equity ownership in the proposed project and any other financing arrangement.

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.

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 and amount of debt and equity financing

5.4 Provide evidence that the bidder has the financial resources and financial strength to complete and operate the project as planned.

5.5 If available, provide 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, unaudited statements are to be provided). Also, provide the credit ratings from Standard & Poor's and Moody's (the senior unsecured long term debt rating or if not available, the corporate rating) of the bidder and any affiliates and partners.

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

5.7 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.

5.8 Describe the role and the amount of the Federal Production Tax Credit or Investment Tax Credit (or other incentives) on the financing of the project.

5.9 Bidders must disclose any pending (currently or in the past three years) or threatened 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.

5.10 What is the expected operating life of the proposed project?

5.11 Has the bidder already obtained financing, or a commitment of financing, for the project? Is such financing or financing commitment contingent on obtaining a long-term agreement, such as one that would be obtained if the bidder's proposal is accepted? 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 or in obtaining more favorable terms for the financing of the proposed project.

5.12 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.

5.13 Description of bidder and all affiliated entities and joint ventures transacting business in the energy sector.

5.14 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.

5.15 Briefly describe any known conflicts of interest between bidder or an affiliate of bidder and any entity on the Evaluation Team, or any affiliate of the foregoing.

5.16 Describe any litigation, disputes, claims or complaints involving the bidder or an affiliate of bidder, against any entity on the Evaluation Team or any affiliate of any entity of the foregoing.

5.17 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.

5.18 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).

5.19 Identify all regulatory and other approvals needed by bidder to execute a binding sale agreement.

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.

6. 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 and interconnection siting 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 Project site, the assumed right-of-way width, the total acreage for Eligible Projects, the anticipated interconnection point, 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 that illustrates the location of all major equipment and facilities on the site.

6.2 Provide evidence (including applicable documentation) of the right to use the Eligible Project site and Interconnection route, including, for Eligible Projects, any rights of way needed for interconnection.

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

ii. If so, please detail the bidder's rights to control the Eligible Project site.

iii. Identify any real property rights (e.g., fee-owned parcels, rights-of-way, development rights or easements or leases) that are required for access to the Eligible Project site and/or for interconnection. 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.

6.3 Provide evidence that the Eligible Project site and interconnection route is properly zoned or permitted. If the Eligible Project site and interconnection 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.

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

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

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 interconnecting transmission or distribution company, or any neighboring control areas? Describe the type of interconnection service requested, i.e., Capacity Network Resource Interconnection Service, Capacity Network Import Interconnection Service or Network Resource Interconnection Service or Network Import Service.

6.7 Describe the Project's electrical system performance and its impact to the reliability of the New England Transmission system. 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.

6.8 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.

6.9 Provide a copy of an electrical one-line diagram showing the interconnection facilities and the relevant facilities of the transmission provider.

6.10 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.

7. ENVIRONMENTAL ASSESSMENT, PERMIT ACQUISITION PLAN AND CLASS I AND III CERTIFICATION

This section addresses environmental and other regulatory issues associated with project siting, development and operations. Note that for any project that requires a permit, license, or environmental review over which DEEP has jurisdiction, the selection of a bid pursuant to this RFP in no way confers preferential treatment, prejudges, or otherwise affects the integrity of DEEP's determination with respect to such permit, license, or environmental review.

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.

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

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 that 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.

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 bidder should also describe whether the project makes positive re-use of a previously disturbed site, including landfills or brownfields. 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/drinking water - Describe any impacts to wetlands or wetland soils, drinking water, and how those impacts will be avoided, reduced, and mitigated if necessary, consistent with federal policy on no net loss of wetlands. If an impact is likely to occur, plans to reduce and mitigate must be clearly documented.

v. Ecological and natural resources impacts

vi. Land use impacts - Describe how the project conforms to applicable state plans directing conservation and development and other natural resource plans. Describe any impacts to prime farmland and agricultural soils and the plan to mitigate such impacts or impediments.

vii. Cultural resources

viii. Previous site use (e.g., greenfield, brownfield, landfill, industrial, farmland, etc.)

ix. Noise level impacts

x. Aesthetic/visual impacts

xi. Transmission infrastructure impacts

xii. Fuel supply access, where applicable

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.

7.5 For bids that include Class I or Class III Qualified Clean Energy, provide documentation demonstrating that the project was or will be qualified as a Class I renewable energy source or Class III source.

7.6 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.

8. 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. 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 that includes the following information:

i. Type of resource 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

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

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

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.

8.5 Please indicate if the bidder has secured its equipment for the project. If not, identify the long-lead equipment options and describe the timing for securing equipment.

9. 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.

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

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.

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.

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

10. PROJECT SCHEDULE

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, facility contracts, start of construction, construction schedule, siting, fuel supply, financing, engineering and procurement, 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) and any other requirements that could influence the project schedule and the commercial operation date, including requirements pertaining to the generator interconnection

process and any transmission facilities for which the bidder seeks recovery through federal transmission rates.

10.2 Detail the status of all critical path items.

11. 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. DEEP is 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.

11.2 Provide statements that list the specific experience of the bidder and each of the project participants (including, when applicable, the bidder, partners, Engineering Procurement and Construction ("EPC") contractor and proposed contractors), in developing, financing, owning, and operating generating facilities, other projects of similar type, size and technology, and any evidence that the project participants have worked jointly on other projects.

11.3 Provide a management chart that lists the key personnel dedicated to this project and provide resumes of the key personnel. For Eligible 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. Experience in financing power generation projects (or have the financial means to finance the project on the bidder's balance sheet).

11.4 Provide a listing of 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.

11.5 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

11.6 Provide details of the bidder's experience in ISO-NE Markets. 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.

12. 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.[34]

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 three years. Include copies of supporting documentation for all emissions estimates.

[34] http://www.epa.gov/ttnchie1/ap42/

Source of Informa-tion	Date of Test (if applicable)	Greenhouse Gases (all except methane) Expressed as Carbon Dioxide equivalent (CO_2e)	Nitrogen Oxides (NOx)	Sulfur Oxides (SOx)	Carbon Monoxide (CO)	Particulate Matter ($PM_{2.5}$)	Methane (CH_4)

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

- NOx – Selective/Non-Selective Catalytic Reduction
- SOx – wet/dry scrubbers
- PM – fabric filter/baghouse, 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.

12.3 Describe how your project will contribute to (i) Connecticut's goals under Connecticut Public Act 08-98, An Act Concerning Connecticut Global Warming Solutions (2008), codified in C.G.S. § 22a-200a.

13. CONTRIBUTION TO EMPLOYMENT AND ECONOMIC DEVELOPMENT AND OTHER DIRECT AND INDIRECT BENEFITS

13.1 Provide an estimate of the number of jobs to be created in Connecticut 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. Treat the development, construction, and operation periods separately in your response.

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

13.3 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. Provide the location(s) where these economic development benefits are expected to occur.

13.4 To the extent not already specified elsewhere in your response, please address the factors listed in Section 2.3.2.1 and describe any benefits or impacts associated with the proposed project.

14. EXCEPTIONS TO THE FORM OF AGREEMENTS

Please attach an explanation of any exceptions to the applicable Form of Agreements set forth in Appendix C to this Notice, including any specific alternative provisions in a redline format to the Form of Agreement.

Bidders are discouraged from proposing changes to the Forms of Agreements.

APPENDIX C - 1

Form of Class I / Class III Power Purchase Agreement

[See separate document]

APPENDIX C - 2

Form of Passive Demand Response Agreement

[See separate document**]**

APPENDIX C - 3

Form of System Energy Storage Services Agreement

[See separate document**]**

APPENDIX D

Certification

A proposal will be considered incomplete unless all required signatures are provided.

The undersigned certifies that he or she is an authorized officer or other authorized representative of the bidder, and further certifies that: (1) the bidder has reviewed this RFP and all attachments and has investigated and informed itself with respect to all matters pertinent to this RFP and its proposal; (2) the bidder's proposal is submitted in compliance with all applicable federal, state and local laws and regulations, including antitrust and anti-corruption laws; (3) the bidder is bidding independently and has no knowledge of non-public information associated with a proposal being submitted by another party in response to this RFP other than: (a) a response submitted (i) by an affiliate of bidder or (ii) for a project where bidder is also a project proponent or participant, which in each case must be disclosed in writing to the Evaluation Team with each such bidder's or affiliated bidder's proposal; or (b) a submission of multiple bids for the same Qualified Clean Energy as discussed in Section 1.2; (4) the bidder has no knowledge of any non-public information associated with the development of this RFP; and (5) the bidder's proposal has not been developed utilizing knowledge of any non-public information associated with the development of this RFP.

The undersigned further certifies that the prices, terms and conditions of the bidder's proposal are valid and shall remain open for at least 270 days from the submission date.

The undersigned further certifies that he or she has personally examined and is familiar with the information submitted in this proposal and all appendices thereto, and based on reasonable investigation, including inquiry of the individuals responsible for obtaining the information, the submitted information is true, accurate and complete to the best of the undersigned's knowledge and belief.

The undersigned understands that a false statement or failure to disclose material information in the submitted proposal may be punishable as a criminal offense under applicable law. The undersigned further certifies that that this proposal is on complete and accurate forms as provided without alteration of the text.

_____

Bidder or Bidder's Authorized Representative

_____

Print or Type Name

_____

Project Title(s) as Submitted to DEEP

_____

Title Date

APPENDIX E

Consent to Submittal to PURA

By signing below, the undersigned ("Bidder") acknowledges and authorizes the Department of Energy and Environmental Protection ("Department") to submit the entire unredacted proposal, including all attachments and any material deemed "Confidential," to the Public Utilities Regulatory Authority ("Authority"). A proposal will be considered incomplete unless all required signatures are provided. Such submittal shall be only in the event the bidder's proposal is requested by the Authority, in whole or in part, in any proceedings related to Connecticut Public Act 15-107 1(b) and (c). This Consent to Submittal to PURA should not be construed as any conclusive determination about the bidder's project.

_____
Bidder

_____
Signature of an Officer of Bidder

_____
Print or Type Name of Officer

_____
Project Title(s) as Submitted to the Department

_____
Title

_____
Date Signed

APPENDIX F

Procurement Statutes

CONNECTICUT PROCUREMENT STATUTES

The text of the Connecticut Statutes can be found at the following link:

http://www.cga.ct.gov/2015/ACT/pa/pdf/2015PA-00107-R00SB-01078-PA.pdf

APPENDIX G

CONFIDENTIAL INFORMATION

CONFIDENTIAL INFORMATION WITH RESPECT TO CONNECTICUT

If you wish to submit information to DEEP that is of a confidential nature, please recognize that the Connecticut Freedom of Information Act governs the public's accessibility to that information. This law generally requires the disclosure of material in the possession of the State upon request of any citizen, unless the material is specifically exempt from disclosure. An example of an exemption is a "trade secret," as defined by C.G.S. § 1-210(b)(5). Information claimed as confidential must be isolated from other material in the proposal and labeled "CONFIDENTIAL." With this submission of information claimed and labeled as confidential, you must provide the legal basis for your confidentiality claim, describe what efforts have been taken to keep the information confidential, and provide whether the information sought to be protected has an independent economic value by not being readily known in the industry. With your legal support and reasonable justification for confidentiality as described herein, the Connecticut state agencies participating on this procurement will be better equipped to safeguard your confidential information should it become the subject of a Connecticut Freedom of Information Act inquiry. Information deemed confidential will remain confidential for losing bidders.

All information for winning bidders, including confidential information, will be released and become public 180 days after contracts have been executed and approved by all relevant regulatory authorities, unless otherwise ordered by the Connecticut PURA.

APPENDIX H-1 (Eversource)

REVISED AND UPDATED

UTILITY STANDARD OF CONDUCT (CT)

January 5, 2016

INTRODUCTION

On June 19, 2015 Connecticut Governor Dannel Malloy signed into law Public Act 15-107 "An Act Concerning Affordable and Reliable Energy." The stated purpose of P.A. 15-107 (the "Act") is to secure cost-effective resources to provide more reliable electric service for the benefit of Connecticut customers and to meet the state's energy and environmental goals. Under the Act, the Commissioner of Energy and Environmental Protection (the "Commissioner"), in consultation with the Public Utilities Regulatory Authority's procurement manager, the Office of Consumer Counsel and the Attorney General, may issue solicitations for long-term, not to exceed twenty (20) years, contracts from providers of certain resources. The Act provides for the Commissioner to select proposals deemed to be in the best interest of electric customers, and direct the electric distribution companies to enter into long term contracts with the resource providers. These resources may include passive demand response measures, electricity, electric capacity, environmental attributes, energy storage, interstate natural gas transportation capacity, liquefied natural gas storage, natural gas storage, or any combination thereof (collectively referred to hereafter as "Energy Resources"). The Connecticut Department of Energy and Environmental Protection ("CT DEEP") has asked for assistance from the State's electric and gas distribution companies, including The Connecticut Light and Power Company d/b/a Eversource Energy and Yankee Gas Services Company d/b/a Eversource Energy (referred to collectively herein as the "Utilities"), with respect to the development of the solicitation and evaluation process for Energy Resources (the "Solicitation Process"). It is also recognized that each of the Utilities and their affiliates may participate in the Solicitation Process.

The purpose of this Revised and Updated Utility Standard of Conduct (CT) is to establish uniform protocols and guidelines to govern the participation of the Utilities (and affiliates, as applicable) in the Solicitation Process, and nothing in this document is intended to affect or modify the rights, obligations or duties of the Utilities arising under the applicable state statutes. This Revised and Updated Utility Standard of Conduct (CT) supplements the Utility Standard of Conduct adopted by the New England States Committee on Electricity and Eversource on June 12, 2014.

The Utilities acknowledge the need for them (and affiliates, as applicable) to follow certain standards of conduct to ensure that the Solicitation Process is conducted in a fair, transparent, and competitive manner, that all laws, regulations, rules and standards and codes of conduct are observed, that all potential bidders are treated equally, that no potential bidder receives preferential treatment or nonpublic information not available to other potential bidders, enabling it to gain an unfair advantage, and that the efforts of the Utilities in the Solicitation Process do not create any actual or apparent conflict of interest. The Utilities seek to avoid any actual or apparent conflict of interest as they (or affiliates) may seek to submit a proposal and participate in the solicitation and evaluation of proposals for which one or more of the Utilities may be directed to enter into one or more contracts with a company that submitted the selected proposal.

GUIDELINES

Team members participating in the Solicitation Process will follow these guidelines and the team members must acknowledge and be bound to follow these guidelines in all circumstances.

1. Each individual designated to participate in the Solicitation Process shall have an identified role in the process. Individuals shall be designated to be on either a Bid Team or an Evaluation Team. No individual shall be a member of both teams, and no individual may change from one team to the other during the Solicitation Process. The Bid Team shall include members who are responsible for the development of proposals in response to Request for Proposals ("RFP"), including any subject matter experts. The Evaluation Team, which will also collaborate with CT DEEP in developing the Solicitation Process consistent with the Act, will assist CT DEEP with the development of RFPs for Energy Resources, the evaluation of proposals, selection of proposed projects, and will be responsible for negotiation of any agreements, and preparing and submitting any related filings with state and/or federal regulatory authorities. Eversource Energy may take further action as it deems necessary or appropriate to avoid an actual or perceived conflict of interest. Throughout the Solicitation Process the Bid Team and the Evaluation Team will each be represented by separate legal counsel. In connection with the development of RFP(s) that will form part of any Solicitation Process, there should be an ongoing assessment regarding any additional measures that could be instituted to avoid any actual or apparent conflict of interest, and whether it would be practicable to implement the same.

2. The Bid Team and the Evaluation Team shall report through and operate within independent companies, business units or departments, to the extent feasible based on the corporate and organizational structure of the applicable Utility and its parent company.

3. In the event that a Utility (or its affiliate) submits a bid in connection with the Solicitation Process, such Utility (or its affiliate) agrees and commits to include in any bid offered in response to the Solicitation Process a full disclosure of any ownership interest, financial interest, or other potential conflict of interest with respect to that bid.

4. No non-public information regarding the solicitation or evaluation process, a proposal, or the evaluation of any proposal will be communicated between members of an Evaluation Team to any Bid Team, except as provided to all bidders pursuant to the Solicitation Process. Further, no member of the Evaluation Team may consult, advise or communicate directly or indirectly with a member of any Bid Team about the solicitation process, any proposal, or the evaluation of any proposal during the bid preparation, submission or evaluation process, and vice-versa, except through the Solicitation Process.

5. Since personnel are divided into an Evaluation Team and a Bid Team subject to the standards contained in these guidelines, Evaluation Team members shall be permitted to participate in the evaluation of all projects including any proposal submitted by a Utility (or its affiliate).

6. These guidelines shall be communicated to all persons on a Bid Team or Evaluation Team, and those persons shall certify in writing their commitment to honoring the guidelines and to referring any questions regarding compliance with the guidelines to legal counsel designated to assist such Team members or to the Deputy General Counsel & Chief Compliance Officer.

7. One or more legal points of contact shall be designated and provided to the Commissioner or the Commissioner's designee (or such other person as applicable under the circumstances), to work through any unforeseen issues relative to standards of conduct that may arise over the course of the Solicitation Process.

8. These guidelines shall be in place until the earlier of (1) the conclusion of the last regulatory filing or approval proceeding resulting from the applicable Solicitation Process, or (2) the last withdrawal by a Utility or its affiliate from the Solicitation Process.

[SIGNATURE PAGE FOLLOWS]

APPENDIX H-2 (United Illuminating)

UTILITY STANDARD OF CONDUCT

August 5, 2015

INTRODUCTION

On June 19, 2015 Connecticut Governor Dannel Malloy signed into law Public Act 15-107 "An Act Concerning Affordable and Reliable Energy." The stated purpose of P.A. 15-107 (the "Act") is to secure cost-effective resources to provide more reliable electric service for the benefit of Connecticut ratepayers and to meet the state's energy and environmental goals. Under the Act, The Commissioner of Energy and Environmental Protection (the "Commissioner"), in consultation with the Public Utilities Regulatory Authority's procurement manager, the Office of Consumer Counsel and the Attorney General, may issue solicitations for long-term, not to exceed twenty years, contracts from providers of certain resources. The Act provides for the Commissioner to select proposals deemed to be in the best interest of electric ratepayers, and direct the electric distribution companies ("EDCs") to enter into long-term contracts with the resource providers. These resources may include passive demand response measures, electricity, electric capacity, environmental attributes, energy storage, interstate natural gas transportation capacity, liquefied natural gas storage, natural gas storage, or any combination thereof (collectively referred to hereafter as "Energy Resources"). The Connecticut Department of Energy and Environmental Protection ("CT DEEP") has asked for assistance from the State's electric and gas distribution companies (including The United Illuminating Company ("UI"), Connecticut Natural Gas Corporation ("CNG"), and The Southern Connecticut Gas Company ("SCG")) (UI, CNG and SCG are referred to herein as the "Utilities") with respect to the solicitation and evaluation process for Energy Resources (the "Solicitation Process"). It is also recognized that the each of the Utilities and their affiliates) may also participate in the Solicitation Process.

The purpose of this Utility Standard of Conduct is to establish uniform protocols and guidelines to govern the participation of the Utilities (and affiliates, as applicable) in the Solicitation Process, and nothing in this document is intended to affect or modify the rights, obligations or duties of the Utilities arising under the applicable state statutes.

The Utilities acknowledge the need for them (and affiliates, as applicable) to follow certain standards of conduct to ensure that the Solicitation Process is conducted in a fair, transparent, and competitive manner, that all laws, regulations, rules and standards and codes of conduct are observed, that all potential bidders are treated equally, that no potential bidder receives preferential treatment or non-public information not available to other potential bidders, enabling it to gain an unfair advantage, and that the efforts of the Utilities in the Solicitation Process do not create any actual or apparent conflict of interest. The Utilities seek to avoid any actual or apparent conflict of interest as they (or affiliates) may

seek to submit a proposal and participate in the solicitation and evaluation of proposals for which one or more of the Utilities may be directed to enter into one or more contracts with a company that submitted the selected proposal.

GUIDELINES

Team members participating in the Solicitation Process will follow the proceeding guidelines and those team members must acknowledge and be bound to follow these guidelines in all circumstances.

1. Each individual designated to participate in the Solicitation Process shall have an identified role in the process. Individuals shall be designated to be on either a Bid Team or an Evaluation Team. No individual shall be a member of both teams, and no individual may change from one team to the other during the Solicitation Process. The Bid Team shall include members who are responsible for the development of proposals in response to Request for Proposals ("RFP"), including any subject matter experts. The Evaluation Team, which will also collaboratively participate with CT DEEP in developing the Solicitation Process consistent with the Act, will assist CT DEEP with the development of RFPs for Energy Resources, the evaluation of proposals, selection of proposed projects, and will be responsible for negotiation of any agreements, and preparing and submitting any related filings with state and/or federal regulatory authorities. UIL may take further action as it deems necessary or appropriate to avoid an actual or perceived conflict of interest. Throughout the Solicitation Process the Bid Team and the Evaluation Team will each be represented by separate legal counsel. In connection with the development of RFP(s) that will form part of any Solicitation Process, there should be an ongoing assessment regarding any additional measures that could be instituted to avoid any actual or apparent conflict of interest and whether it would be practicable to do so.

2. The Bid Team and the Evaluation Team shall report through and operate within independent companies, business units or departments, to the extent feasible based on the corporate and organizational structure of the applicable Utility and its parent company.

3. In the event that a Utility (or its affiliate) submits a bid in connection with the Solicitation Process, such Utility (or its affiliate) agrees and commits to include in any bid offered in response to the Solicitation Process a full disclosure of any ownership interest, financial interest, or other potential conflict of interest with respect to that bid.

4. No non-public information regarding the solicitation or evaluation process, a proposal, or the evaluation of any proposal will be communicated from members of its Evaluation Team to any Bid Team, except as provided to all bidders pursuant to the Solicitation Process. Further, no member of the Evaluation Team may consult, advise or communicate directly or indirectly with a member of any Bid

Team about the solicitation process, any proposal, or the evaluation of any proposal during the bid preparation, submission or evaluation process, and vice-versa, except through the Solicitation Process.

5. Since personnel are divided into an Evaluation Team and a Bid Team subject to the standards contained in these guidelines, Evaluation Team members shall be permitted to participate in the evaluation of all projects including any proposal submitted by a Utility (or its affiliate).

6. These guidelines shall be communicated to all persons on a Bid Team or Evaluation Team, and those persons shall certify in writing their commitment to honoring the guidelines and to referring any questions regarding compliance with the guidelines to legal counsel designated to assist such Team members.

7. One or more legal points of contact shall be designated and provided to the Commissioner or the Commissioner's designee (or such other person as applicable under the circumstances), to work through any unforeseen issues relative to standards of conduct that may arise over the course of the Solicitation Process.

8. These guidelines shall be in place until the earlier of (1) the conclusion of the last regulatory filing or approval proceeding resulting from the applicable Solicitation Process, or (2) the last withdrawal by a Utility or its affiliate from the Solicitation Process.

[SIGNATURE PAGE FOLLOWS]

UIL Holdings Corporation

By: _____

Name:

Title:

APPENDIX I

Passive Demand Response Savings and Annual M&V Report

Passive Demand Response Savings

Bidder must describe specifically how your Eligible Project (s) will conform in accordance with the PSD in effect at the time of project commitment, currently the 11th Edition for 2016 Program Year to estimate electrical demand savings. Energy savings estimates shall exclude free ridership and spillover effects.

The PSD manual provides detailed, comprehensive documentation of resource and non-resource savings corresponding to the Energy Efficiency Fund programs and individual Conservation and Load Management (C&LM) program technologies. The manual is reviewed annually and updated to reflect changes in technology, baselines, measured savings, evaluation work, and impact factors.

The C&LM savings calculations in this manual represent typical measures and the prescriptive calculations used for those measures. In some cases prescriptive measure calculations are not appropriate. To accurately calculate the savings related to these types of non-prescriptive measures, more detailed spreadsheet analysis or computer simulation models must be used. Third party engineering consultants may be contracted to run simulations and develop these savings models; all simulations and savings models used to determine savings by third party engineering consultants must be included and will be reviewed for reasonableness.

All methodologies and assumptions including measure lives and savings are required to follow the latest version of the PSD for consistency of savings associated with Passive Demand Response measures. A copy of the most current version of the PSD may be obtained at:

http://www.dpuc.state.ct.us/DEEPEnergy.nsf/c6c6d525f7cdd1168525797d0047c5bf/8525797c00471adb85257ed1006b2c01?OpenDocument

Documentation of Equipment and Operational Information

The purpose of this section is to specify the necessary operational and equipment information of Passive Demand Response measures or groups of measures that comprise a bid. In summary, the savings analysis should include: assumptions, calculation methodologies, inputs & outputs. Bidders must provide the following equipment information for all measures within the submitted proposal:

- For measures affecting Heating, Ventilation or Air Conditioning (“HVAC”) equipment, collect, at a minimum, existing and proposed equipment capacity, quantity, manufacturer, model, nameplate data, serial numbers, a description of the equipment condition, and age.
- For measures affecting HVAC system controls, collect, at a minimum, location of zones, existing and proposed temperature set-points, control set-points and schedules, operational strategies, and any special control features.
- For measures affecting Building Envelope, collect, at a minimum, all key variables affecting savings associated with the measures.

- For measures affecting Interior and Exterior Lighting Systems collect, at a minimum, the following information: number and types of lamps and ballasts, with nameplate data for both existing and proposed retrofits.
- For measures affecting Major Electric Consuming Equipment collect, at a minimum, the following information: existing and proposed equipment capacity, quantity, manufacturer, model, name plate data and serial numbers, a description of the equipment condition, and age.
- For measures affecting Weather Sensitive Electrical Loads including HVAC, where temperature, humidity or degree days will be used in the calculation of the energy savings and demand reduction, representative site weather data, either measured on-site or obtained for a nearby site, from the National Climatic Data Center ("NCDC").
- Equipment and power draw (kW) before – Manufacturer cut sheets, manufacturer literature, or industry accepted values (state the source if used), or nameplate information.
- Hours of operation before – Customer facility energy usage records, data from data logging devices, customer indicated operation or industry accepted values (state the source if used), or default hours of operations.
- Equipment and power draw (kW) after – Manufacturer cut sheet and suggested list price (if available), manufacturer literature or industry accepted values (state the source if used), nameplate information or field measurement
- Hours of operation after – If different, document the reasons

Monthly Energy and Demand Savings Calculation

The purpose of this section is to specify the necessary methodologies required for calculating the monthly energy savings and monthly demand reductions for the below three types of eligible Passive Demand Response measures.

1. Prescriptive Measures

Passive Demand Response measures that are considered "Prescriptive" are mature technologies that meet the PSD prescriptive measure guidelines. All calculations for monthly energy and demand savings associated with these mature prescriptive measures are outlined within the PSD.

2. Typical Custom Measures

Common Passive Demand Response measures that do not meet the PSD prescriptive measure guidelines are considered "Typical Custom". An example is a project utilizing a roof top air conditioning system which falls outside of the measure's prescriptive parameters. In this instance, the variability of the system's technology is not currently included in the prescriptive requirements yet it is highly efficient

and therefore will be deemed a "typical" custom measure and the standard PSD coincidence factors will be applied. These custom measures include lighting, HVAC, and motors.

The methodology used to determine the monthly demand savings for "Typical Custom Measures" will depend on the type of analysis used to estimate the savings. Savings from custom measures are typically determined by either full load hour analysis, bin temperature analysis, or a detailed computer simulation. Monthly energy savings and monthly demand reductions should be determined by end-use and then multiplied by the applicable coincidence factor in the PSD.

3. Non-Typical Custom Measures

When a measure is "Non-typical Custom" and cannot be easily categorized into one of those measure end use groups such as a specialized piece of process machinery, then the bidder shall perform one of the below:

- Utilize field measurement devices which will include but not be limited to power monitoring devices, data loggers or amp meters to record power draw pre and post installation to establish measure demand coincidence factor and the demand differential in accordance with ISO-NE requirements set forth in the ISO New England Manual for Measurement and Verification of Demand Reduction Values for Demand Resources, ("ISO-NE Manual M-MVDR")[35] or its successor. The specifications of loggers used in the above shall meet or exceed the ISO-NE's requirements. Sufficient data should be collected to construct an hourly load profile or load shape to determine monthly energy and demand savings.
- Perform engineering calculations and/or modeling in accordance with the ISO-NE M&V Manual M-MVDR to determine the measure Seasonal peak DRV. The modeling or engineering analysis should include the development of an hourly load profile or load shape when determining monthly energy and monthly demand savings.

In the event the measure is a Non-typical Custom measure that does not fall into a standard end use category specified in the PSD, the coincidence factor will be derived from comparative analysis of ISO-NE seasonal peak hours, for both summer and winter peaks, versus the end use load shape using historical demand data for past 3 years. After coincidence factors are derived, the energy and demand savings can then be calculated as outlined in the PSD under C&I Lost Opportunity – Custom Measure. In the event there isn't the necessary end use load shape data to perform this comparative analysis, the PSD should be followed.

[35] See footnote 33 for web address.

Field Measurement

In the event the measure is a Non-typical Custom measure that does not fall into the standard end use categories of Process, Refrigeration or Other, field measurements are required to determine monthly energy savings and the “pre” and “post” peak winter and summer monthly demand values.

Field measurement devices to be used, but not limited to:

- Power monitoring devices
- Data Loggers
- Amp Meters

Field measurement will be limited to the reasonable length of time required to gather the appropriate data. Field Measurement devices will comply with all requirements set forth in the ISO-NE Manual M-MVDR Section 10. In most cases, field verification will be conducted in accordance with the below durations:

a.) Short duration measurements shall be used for equipment operating on the same schedule through the year. In such cases, measurements will be carried out for at least one full normal work week, excluding holidays. These measurements will be made during the Peak Hours.

b.) Medium duration measurements shall be used for weather sensitive or varying loads for a period during the Peak Hours that is adequate to capture the variability in equipment operation. In such cases, measurements will be carried out for at least two weeks during normal business period, excluding holidays. For weather sensitive loads, measured data may be correlated with the weather data to project energy savings and demand reduction during the remaining Peak Hours. Where weather data cannot be used in conjunction with measured data, measurements will be carried out for the full duration of Peak Hours.

All Passive Demand Response savings proposals will be reviewed for completeness of data and assumptions, accuracy of monthly energy and demand savings calculation and reasonableness of the energy and demand savings methodology utilized.

Passive Demand Response Savings Verification

The purpose of this section is to ensure appropriate processes and methodologies are utilized by the bidder to compute monthly energy savings and demand values and to ensure energy savings and demand reduction data supplied under this proposal is accurate and reasonable.

All bidders are required to submit an M&V Plan that describes specifically how the bidder’s project(s) will conform with and be verified in accordance with the, ISO-NE Manual M-MVDR to verify savings.

The ISO-NE Manual M-MVDR provides guidance and required criteria for the measurement and verification of performance of Demand Resources participating in the wholesale electric markets administered by the ISO pursuant to Section III.8A, Section III.13 and Appendix III.E1 of Market Rule 1. A

copy of the Market Rule and ISO-NE Tariff may be obtained from the ISO-NE website at www.iso-ne.com.

The bidder shall specify which of the ISO-NE Manual M-MVDR approved methodologies will be used for determining the projects monthly energy savings and demand reductions. All verification must comply with Statistical Significance, Monitoring Variables and Parameters, Measurement Equipment Specifications and Monitoring Frequency and Durations within ISO-NE Manual M-MVDR.

All bidders will be required to supply an Annual M&V Report that verifies the monthly energy savings and monthly demand reductions each year. Bidders will be required to supply information on entity performing the M&V activities ("M&V Provider"). The required information should include the name, contact information, experience and any other relevant information. The independence of the chosen third party performing the M&V activities will be reviewed and approved by DEEP.

The M&V Provider will be tasked for the validation of monthly energy and monthly demand savings[36] for both on-peak and off-peak reported by the bidder and will cover the following:

1. Examine the procedures, methods and data used to determine monthly energy savings and monthly DRVs for consistency with the PSD and/or specific sections that deal with energy and demand calculations within this RFP.
2. Verify that all methods and procedures used comply with all minimum measurement and verification standards defined in the ISO-NE Manual M-MVDR.
3. The selected project samples shall be drawn from the bidder's Passive Demand Response proposal and in accordance with the M&V Plan's Sampling Plan.
4. The M&V Provider will produce an Annual M&V Report on total adjusted monthly energy savings and monthly DRV realized for the prior year that will be used to adjust payments going forward and report on measures dropping off at the end of their useful life and new measures installed to maintain a consistent energy savings and demand reduction for the term of the contract.

The Annual M&V Report will include the following:

The Seller shall provide an annual M&V Report. The M&V Report shall be prepared by an independent engineer retained by the seller who is qualified and experienced in the inspection, evaluation, measurement and verification of Passive Demand Response Measures. The independent engineer shall report savings in conformance with the submitted M&V Plan described in Appendix B, Section 3.6 and contains the following:

1) Executive Summary

[36] Refer to Exhibit B in the PDR Agreement.

a) Annual M&V Overview (narrative)
    i) Effective Date of Delivery
    ii) Delivery Schedule
    iii) Narrative of Measure Performance and M&V activities
    iv) Narrative of any remediation activities taken or planned to cure a Deficiency
    v) Annual M&V Sampling Plan demonstrating plus/minus 10 percent precision at 80 percent confidence.

b) Annual Report Summary (submit as a table)
    i) Annual Energy Savings
        (1) Guaranteed Monthly On-Peak Energy Reduction including a total for the year
        (2) Guaranteed Monthly Off Peak Energy Reduction including a total for the year
        (3) Verified Monthly On-Peak Energy Reduction including a total for the year
        (4) Verified Monthly Off Peak Energy Reduction including a total for the year
    ii) Demand Savings
        (1) Guaranteed Monthly DRV for each month
        (2) Verified Monthly DRV for each month

2) Details For Each Measure
    a) Measure Specific Annual M&V Overview (narrative)
    b) Reconciliation of Guaranteed and Verified Savings (submit as a table)
        i) Verified Monthly On-Peak Energy Reduction including a total for the year
        ii) Verified Monthly Off Peak Energy Reduction including a total for the year
        iii) Verified Monthly DRV
        iv) Guaranteed Monthly On-Peak Energy Reduction including a total for the year
        v) Guaranteed Monthly Off Peak Energy Reduction including a total for the year
        vi) Guaranteed Monthly DRV
        vii) Monthly Difference between Verified and Guaranteed Monthly On Peak and Off Peak Energy Reduction including a total difference for the year
        viii) Monthly Difference between Verified and Guaranteed Monthly DRV
    c) Narrative regarding monthly savings reconciliation including:
        i) Effective date of the measure

ii) Measure Delivery Schedule

iii) Affirm no other rate payer funding was used to fund the measures

iv) Measure performance has satisfied the Guarantee

v) Deficient performance including any incidence of Force Majure

(1) Action Plan for remediation

(a) Actions planned or taken

(b) Timing of actions

The annual M&V Report will not include: 1.) A comprehensive review or verification of the PSD or each individual PSD value and/or calculation, 2.) A review of all studies referenced within the PSD, or 3.) A consistency check of PSD calculation methods and factors with any results of the referenced studies.

Bidders will be responsible for all costs associated with the development of the M&V Plan, performance of annual M&V activities, and the annual M&V Report under this proposal to demonstrate the accuracy and persistence of proposed savings. Based on the outcome of the monthly energy savings and monthly demand savings, there will be an adjustment of payments on a going forward basis based on verified results. Bidders are required to provide this annual M&V Report to DEEP within 3 months after the end of each full contract year.

Audit Sampling Plan

The population from which samples will be taken will be all Passive Demand Response savings measures within the Eligible Project. The Eligible Project's population of DRV-containing measures should be segmented into sub-populations (listed below) if applicable with specific sampling techniques applied to sub populations. DRV deviation (reported vs. audited actual) will be assessed for each population segment and summed to determine overall DRV deviation for evaluation.

Sub-populations to be evaluated are as follows:

1) Individually Significant Measures

- Includes all proposal measures that are > or = 1% of total proposal DRV
- Sampled at 100%
- Audited Value relative to recorded DRV value will be DRV deviation for this segment measure population

2) Large Individual Measures

- Relatively small number of larger measures that represent a substantial proportion of DRV
- These large individual measures include significant proportion of projects with "custom" attributes, such as one-of-a-kind savings calculation methodologies, and other customizations which provide greater opportunity for error.
- Sample of population segment for statistical evaluation will be random and sample size will be based on 80% Confidence and 10% Precision
- Difference between audited DRV and recorded DRV for the sampled measures will be applied to the entire segment of population sampled by applying the percentage difference between the average of sample audit DRV values versus the average recorded sample value and applying this percentage error (+ or -) to the population segment from which the sample was drawn.

3) Small Individual Measures - Similar measures where in aggregate, represent significant percentages of DRV – targeted sampling by measure type

- Population segment consists of individually small measures, but which are large in number and therefore aggregate into a significant percentage of total DRV
- The population segment can be broken down in smaller sub-groups of similar measures, which share similar calculation methodologies.
- Sub-groups of similar measure types would be sampled with at least one sample per measure sub-group which in aggregate is > or =1% of non-NCP DRV.
- Any systematic errors discovered in a sampled measure will be used to evaluate the DRV of the applicable sub-group of similar measures. DRV deviation for those impacted sub-groups of measures will be adjusted by actual deviation between recorded and audited values.

Additional documentation may be requested from the seller for sampled measures. Documented calculation assumptions for custom calculation procedures or documented deviation from default values in the PSD, such as operation hours, will be used when determined to be reasonable in the judgment of the buyer. The seller will substitute such reasonable assumptions as appropriate to determine audited DRV in lieu of utilizing any unsupported assumptions contained in attachment documents. If there is no reasonable basis or alternative calculation procedure upon which a peak reduction can be calculated, the audited DRV value will be determined to be zero.

Quantitative M&V:

Annual energy savings for each sub-population will be calculated as described above, and total deviation from the proposed energy savings will be evaluated. Deviation of the weighted average energy savings as well as winter and summer period DRV deviation will be evaluated.

The acceptable criteria for objective evaluation is a deviation less than or equal to 10% for annual energy savings, summer, winter and weighted average DRV. Unusual mitigating circumstances which may impact the objective evaluation will be considered in determination of the materiality of deviation in energy savings or DRV.

For sampled measures, calculation factors used in the specific sampled measure will be reviewed for consistency with the PSD. Factors not used in the specific sampled measure will not be verified to the PSD.

A review of the validity of the PSD calculation methodologies will not be in the scope of this M&V Plan; however, any ambiguity in the PSD calculation methodologies observed that may cause calculation errors will be identified.

Whenever possible, the source of any calculation difference between verified monthly energy savings and monthly energy demand savings in the Annual M&V Report and the proposed monthly energy savings monthly demand savings will be identified.

Qualitative M&V:

Observations on sampled measures where deviations from appropriate attribute entries that may impact monthly energy savings and monthly demand savings or persistence, such as measure life, facility type etc. will be listed for sampled measures. Identifiable calculation procedural errors will be reported for sampled measures where observed.

The M&V Provider will make recommendations with respect to any apparent weakness in data verification, consistency and/or correctness of data that may impact monthly energy savings and monthly demand savings. Any ambiguity in the calculation methodologies observed that impact calculation procedures will be reported as well as lack of documentation of post installation verification by the bidder.

Connecticut Department of
ENERGY &
ENVIRONMENTAL
PROTECTION

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10 Franklin Square • New Britain, CT 06051 www.ct.gov/deep Affirmative Action/Equal Opportunity Employer

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October 27, 2016

VIA EMAIL

Kris Pitney
Lend Lease (US) Energy Development LLC
Kris.pitney@lendlease.com

SUBJECT: Notice of Selection for Contract Negotiation
Under the Connecticut 2-20MW Clean Energy RFP

Dear Mr. Pitney:

This letter is in regard to Connecticut's authority under the 2-20 MW Clean Energy Request for Proposals dated March 9, 2016 ("RFP"). The RFP Selection Team has evaluated the proposals received using the RFP evaluation criteria, and hereby informs you that the following bid has been selected to proceed to the contract negotiation stage of the process:

- ***Bidder:*** ***Lend Lease (US) Energy Development LLC***
- ***Project(s):*** ***Wallingford Renewable Energy (WRE) – Proposal 2***

Representatives of the Connecticut electric distribution companies, Eversource Energy and The United Illuminating Company ("the EDCs"), will contact you in the near future. Please note that final acceptance of bids and award of contracts is conditional upon successful negotiation of mutually acceptable contracts between the bidder and each of the EDCs, as well as required regulatory approvals of such contracts, as provided in the RFP. These contracts must be finalized and executed on or before January 15, 2017. Note that not all bidders proceeding to the contract negotiation stage may be awarded a final contract, and no contractual commitment or relationship shall exist between the EDCs and the bidder unless and until definitive agreements have been executed by authorized representatives of the EDCs and all associated regulatory approvals have been received. The RFP Selection Team reserves the right to cancel this conditional selection at any time prior to the execution of a final contract, at its sole discretion.

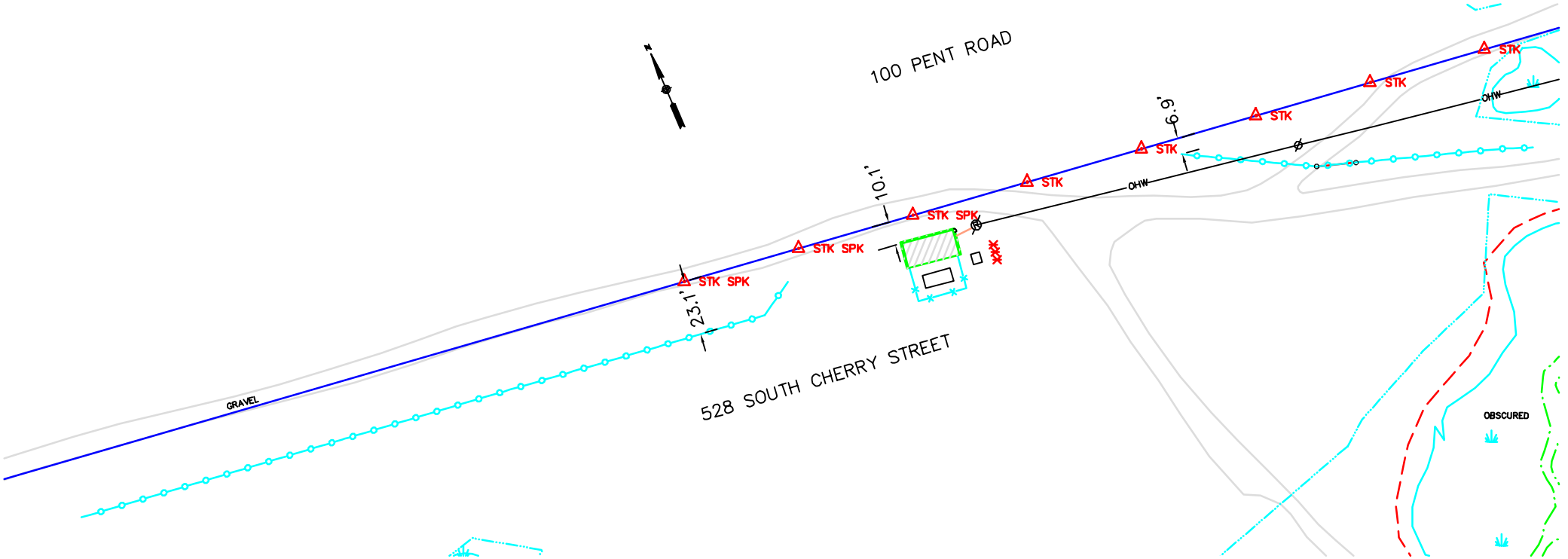
The selection decision described above is also conditioned upon the bidder's commitment to extend all aspects of its bid through January 15, 2017.

Please indicate your understanding of the above and confirm the extension of your bid as described above by returning to me on or before November 3, 2016 a fully executed copy of this letter, signed by an authorized representative of the bidder.

Sincerely,

Commissioner

(Authorized Bidder Representative)


100 PENT ROAD
528 SOUTH CHERRY STREET
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OHW
10.1'
6.9'
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OBSCURED