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SOUTHERN CALIFORNIA
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**GOLETA AREA
REQUEST FOR OFFERS
("GA RFO")**

*Participant Instructions
Version 2*

March 29, 2017

<https://sceGARfo.accionpower.com>

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IMPORTANT – QUALIFICATION CRITERIA:

Offerors must adhere to the eligibility criteria as set forth in these RFO participant instructions (“RFO Instructions”) in order to be considered for selection pursuant to this RFO.

IMPORTANT – COMMUNICATIONS:

The primary method for exchange of information, documents, or written and verbal communications concerning the GA RFO will be via the GA RFO website at <https://scegarfo.accionpower.com> (“Website”).

SCE may, in its sole discretion, decline to respond to any email or other inquiry about the GA RFO without liability or responsibility.

IMPORTANT – NEM & SGIP PARTICIPATION:

For this RFO, and pertaining to behind-the-meter products, SCE is proposing to allow Offerors to provide indicative Offers that would allow NEM customers to participate. However, SCE reserves the right to not accept such Offers if both parties cannot agree to acceptable terms in time to accommodate their participation.

In addition, SCE may consider Offers that include customers who participate in the Self-Generation Incentive Program (“SGIP”), California Solar Initiative (“CSI”), or other customer incentive programs. Offerors must indicate in each Offer submittal whether the Offer assumes customer participation in such incentive programs. Please note that SCE has not come to a final resolution on this matter and therefore reserves the right to not accept such Offers.

Pertaining to participation or potential participation in SGIP, CSI, or other customer incentive programs excluding NEM, **SCE strongly encourages Offerors to submit mutually exclusive Offers for a given Project: one Offer priced assuming participation in an incentive program and one mutually exclusive offer assuming no participation in an incentive program.** SCE does not provide any assurance that SGIP will be available. This requirement is further described in the Attachments section of these RFO Instructions for each affected product type, and will be further explained at the Bidders Conference.

IMPORTANT – INDEPENDENT EVALUATOR:

In accordance with the requirements set forth in D.10-12-048, SCE has engaged an independent evaluator to evaluate and report on the GA RFO (“Independent Evaluator”), including the evaluation, selection, and negotiation process for the GA RFO. The Independent Evaluator will review all Offers and will have the opportunity to review all communications (which shall be through the Website) between SCE and Offerors.

Merrimack Energy Group, Inc. is the Independent Evaluator for the GA RFO. The principal contact, Wayne Oliver, can be reached at waynejoliver26@gmail.com

MISCELLANEOUS:

All clock times specified throughout these RFO Instructions are in Pacific Prevailing Time (PPT).

ARTICLE 1. GENERAL INFORMATION

1.01 Introduction

Southern California Edison Company (“SCE”) is issuing this Request for Offers (referred to herein as the “RFO” or “GA RFO”) to solicit offers (“Offers”) from developers of the products described herein (“Offerors” or “Sellers”) which include new in-front-of-the-meter (“IFOM”) and behind-the-meter (“BTM”) Distributed Energy Resources (“DERs”) listed below in Article Two and further explained in the “Attachments” portion of these instructions (“RFO Instructions”).

SCE is administering this RFO to increase the electrical resiliency of the Santa Barbara/Goleta region and reduce the potential impact of customer outages in the event of a prolonged outage of two transmission lines that normally serve the region.

This RFO is seeking Offer submittals of DERs that connect to a circuit, load or lower-level substation served by the Goleta 220/66kV substation, or connect directly to the low side of the Goleta 220/66kV substation (all of the foregoing being the “Goleta Area”).

Additional locational and eligibility requirements are specified in Article Two of these RFO Instructions.

Subject to changes in forecasted needs, Offer pricing, as well as any other applicable costs and benefits, SCE is targeting to procure an amount to satisfy an hourly need ranging from 15 MW to 55 MW over a 14 hour period per day (7:00 am – 9:00 pm). Depending on such factors as economics, portfolio fit, quantity of offers received, and potentially other qualitative factors, SCE could conceivably procure a different amount.

These RFO Instructions set forth the procedures an Offeror must follow in order to participate in the RFO and the manner by which Offers will be evaluated and selected.

Capitalized terms used in these RFO Instructions, but not otherwise defined herein, have the meanings set forth in the respective purchase and sale agreements (“PSAs”).

1.02 PSAs

The objective of this RFO is to execute PSAs in substantially the same form and substance as SCE’s pro forma PSAs posted on the Website per the RFO Schedule in Article 4 of these RFO Instructions. Any final agreements will be made according to the terms and conditions set forth in the respective PSAs reflecting negotiated provisions, if any, acceptable to SCE and shortlisted Offerors.

Pro forma PSAs are posted on the Website for most of the DER product types being solicited in this RFO.

But please note: there are no pro forma PSAs for the IFOM Hybrid, Permanent Load Shift and Fuel Cell products.

Regarding the IFOM Hybrid product, SCE recommends that interested Offerors refer to the posted PSA for the “Solar PV Distributed Generation paired with Energy Storage – Behind-the-Meter” product, which will likely contain many of the provisions that would ultimately be in any final PSA for the IFOM Hybrid product.

Regarding the Permanent Load Shift product, SCE recommends that interested Offerors refer to the posted PSA for the Demand Response product, which will likely contain many of the provisions that would ultimately be in any final PSA for the Permanent Load Shift product.

Regarding the Fuel Cell products, SCE recommends that interested Offerors refer to the posted PSA for IFOM CHP, which will likely contain many of the provisions that would ultimately be in any final PSA for the Fuel Cell products. Further, SCE has posted three Term Sheet templates for the Fuel Cell product (one for IFOM, one for BTM, and one for RA only) that Offerors are required to download, fill out, and otherwise comply with when designing Fuel Cell Offers.

In submitting Offers into this RFO by either the Initial or the Final Offer Submittal Deadline, Offerors’ PSA pricing, credit/collateral terms, availability, and project specifications must conform to, or otherwise take into account, the provisions in the pro forma PSA or Term Sheet, as applicable, for the respective product type.

It is Offeror’s responsibility to thoroughly review all provisions of the respective pro forma PSAs or Term Sheets and all requirements of this RFO process and to understand all anticipated costs that should be factored into the Offer price.

1.03 Document Conflicts

In the event of any conflict between terms contained in any of the pro forma PSAs, these RFO Instructions, or the Website, the conflict will be resolved by the following priority of documents:

- (1) The GA RFO pro forma PSAs (as posted on the Website)
- (2) These RFO Instructions
- (3) The Website

Any PSA executed by SCE and an Offeror as a result of this RFO is a “Final Agreement.” The Final Agreement between SCE and Offeror will have precedence over the RFO materials listed above.

1.04 SCE Affiliates

SCE affiliates are permitted to participate in this RFO. Offeror must disclose whether or not it is an SCE affiliate by filling out the information on the “Project and Offer Form” available on the Website when Offeror begins the offer submittal process.

*** *End of ARTICLE 1* ***

ARTICLE 2. ELIGIBILITY REQUIREMENTS

2.01 General Project and Offer Eligibility

Refer to Attachments A1 through A8 for specific project and Offer related requirements.

- (1) Vintage – New build (not existing nor repowered) or otherwise incremental to existing installations
- (2) Technology – Proven, commercially available technology (not in experimental, research, demonstration, or development stages), as determined in SCE’s sole discretion
- (3) Products –
 - Demand Response (“DR”) (*1 MW minimum*)
 - End-Use Equipment Load Reduction
 - BTM Energy Storage
 - Stand-By Demand Response (*1 MW minimum*)
 - BTM
 - Permanent Load Shift (“PLS”) (*1 MW minimum*)
 - BTM
 - Renewable Distributed Generation (“DG”) (*250 kW minimum*)
 - BTM
 - IFOM (excess sales or full buy-sell)
 - Energy Storage (“ES”) (*1 MW minimum*)
 - IFOM
 - Solar PV DG paired with Energy Storage (*250 kW minimum*)
 - BTM
 - IFOM
 - Combined Heat and Power (“CHP”) (*1 MW minimum*)
 - IFOM
 - Fuel Cell (*1 MW minimum*)

- BTM
- IFOM

(4) Project Start Dates – To occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month

(5) Contract Term Lengths –

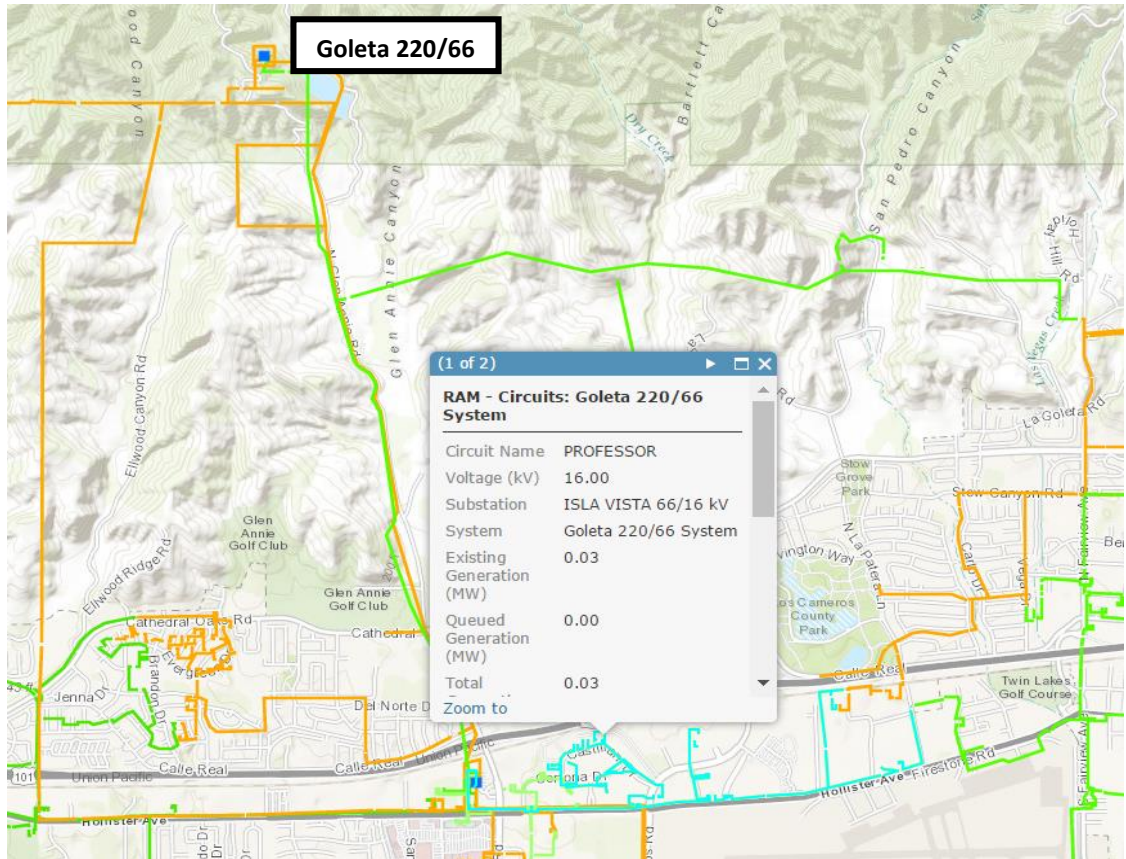
- For all products except the Stand-By Demand Response product, the contract term is not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less.
- For the Stand-By Demand Response product, the contract term is not to be less than 5 years or greater than 10 years; however, Offerors are required to submit at least one Offer with a term of 5 years.

2.02 Interconnection and Location Eligibility

Connecting electrically to a circuit, load, or substation within the Goleta Area

- Projects must be located within SCE’s service territory, specifically **connecting to a load, circuit, or lower-level substation served by the Goleta 220/66kW substation. IFOM DERs may also connect directly to the low side of SCE’s 220/66kV Goleta Substation.**
- SCE has made available an interactive Distribution Energy Resource Interconnection Map (“DERiM”) for Offerors’ use that includes the locations of SCE distribution circuits, substations, system voltage, available capacity, and current and queued DG interconnection amounts. DERiM is located at <http://on.sce.com/derim>, but please note that the information contained in DERiM is for information only and SCE makes no guarantee, expressed or implied, regarding the outcome of an interconnection request.

Example: DERiM Screenshot



- Additional DERiM-related website links, such as a DERiM tutorial, are accessible via the GA RFO Website by clicking “Useful Links”.

2.03 Development Security and Performance Assurance

Development Security (“DS”) is required from five Business Days after PSA execution until Commercial Operation, and Performance Assurance (“PA”) is required from Commercial Operation through the end of the Term.

- (1) All products except Stand-By Demand Response

To calculate, SCE will multiply the respective \$/kW by the maximum monthly or maximum annual kW amount based on the “Defined Term” in the table below. The PSA Term will be rounded up to the nearest 10, 15, or 20 years.

DER	Defined Term	PSA Term	DS per kW	PA per kW
Demand Response – End Use Equipment Load Reduction	Contract Capacity	10	\$45	\$35
		15		\$50
		20		\$65
Demand Response – Behind-the-Meter Energy Storage	Contract Capacity	10	\$45	\$35
		15		\$50
		20		\$65
Permanent Load Shift	Expected Capacity Savings	10	\$45	\$35
		15		\$50
		20		\$65
Renewable Distributed Generation – Behind-the-Meter	Expected Capacity Savings	10	\$65	\$50
		15		\$75
		20		\$100
Renewable Distributed Generation – In-Front-of-the-Meter	Contract Capacity	10	\$65	\$50
		15		\$75
		20		\$100
Energy Storage – In Front of the Meter	Contract Capacity	10	\$45	\$35
		15		\$50
		20		\$65
Solar PV DG paired with Energy Storage – Behind-the-Meter	Contract Capacity	10	\$65	\$50
		15		\$75
		20		\$100
Solar PV DG paired with Energy Storage – In-Front-of-the-Meter	Contract Capacity	10	\$65	\$50
		15		\$75
		20		\$100
Combined Heat and Power	Contract Capacity	10	\$65	\$50
		12		\$75
Fuel Cell	Contract Capacity	10	\$65	\$50
		15		\$75
		20		\$100

(2) Stand-By Demand Reponse:

To calculate the PA, SCE will multiply the number of Delivery Hours bid by \$25, multiplied by the maximum annual kW amount. The PA amount is subject to a \$150/kW cap.

- Example 1: The PA amount for a project with 1000kW contract capacity and 2 consecutive Delivery Hours is \$50,000.

$$\$25 \times 1000 \times 2 = \$50,000$$

- Example 2: The PA amount for a project with 1000kW contract capacity and 8 consecutive Delivery Hours is \$150,000.

$$\text{Min}[(\$25 \times 1000 \times 8), (\$150 \times 1000)]$$

DER	Defined Term	DS per kW	PA per Delivery Hour per kW
Stand-By Demand Response	Contract Capacity	\$45	\$25

*** *End of ARTICLE 2* ***

ARTICLE 3. DIVERSE BUSINESS ENTERPRISES

SCE encourages Women-Owned, Minority-Owned, Service Disabled Veteran-Owned, Lesbian-, Gay-, Bisexual-, and/or Transgender-Owned Business Enterprises and Small Business Administration 8(a) certified businesses (“Diverse Business Enterprises” or “DBE”) to participate in the RFO. For Offerors interested in participating as a DBE, additional provisions will be incorporated into the PSA to ensure DBE status is maintained throughout the Term.

Information on SCE’s Supplier Diversity Program can be found on the following SCE website: www.sce.com/sd and www.sce.com/energyprocurement.

California Public Utilities Commission (“CPUC”) General Order (“GO”) 156 (<http://docs.cpuc.ca.gov/PublishedDocs/Published/G000/M152/K827/152827372.pdf>) sets the rules governing, among other things, goals, annual reporting and annual planning in the development of programs to increase participation of DBE in procurement of contracts from utilities as required by the California Public Utilities Code.

Offerors can help SCE achieve its GO 156 goals in the following ways:

- (1) For qualified DBE Sellers (Tier 1 – direct contracting with SCE), ensure you are certified by one of the following agencies accepted by the CPUC:¹
 - a. The Supplier Clearinghouse (www.supplierclearinghouse.com)
 - b. The Department of General Services (www.dgs.ca.gov)
 - c. Small Business Administration for 8(a) certificates (www.sba.gov)
- (2) Require that any qualified Tier 2 DBE (subcontractors to a Tier 1 Seller or directly to a project under contract with SCE) that perform work or deliver materials related to a project that will ultimately be under contract with SCE, be certified by, or that their certification is accepted through, one of the certifying agencies listed above.

Furthermore, as provided in Section 6.3 of GO 156, SCE’s Supplier Diversity efforts include encouraging its Sellers to develop plans to utilize DBE subcontractors. SCE can help with identifying DBE for subcontracting opportunities. In addition, the pro forma PSAs in this RFO include a requirement to report payments made to any DBE that has supplied goods or services as a subcontractor.

A sample list of potential products and services that may be available through DBE subcontractors is provided in the table below. This table is not intended to serve as a comprehensive list of all of the subcontracting opportunities that may be available.

¹ Pursuant to Public Utilities Code section 8283(e)(2), Disabled Veteran Owned Business Enterprises in California are verified/certified by the California State Department of General Services, Office of Small Business and Disabled Veterans Business Enterprise Services (www.dgs.ca.gov/), and The Supplier Clearinghouse shall accept the verifications/certifications. Lesbian-, Gay-, Bisexual-, Transgender-Owned Business Enterprises seeking verification/certification of their DBE status may seek verification/certification through The Supplier Clearinghouse process.

PRIOR TO – Project Online Date		UPON AND AFTER – Project Online Date	
Products	Services	Products	Services
<ul style="list-style-type: none"> • Environmental Impact Studies • MRO (Balance of Plant: wiring, conduit, steel, concrete, etc.) • Panels • Technology 	<ul style="list-style-type: none"> • Construction • Consulting • Engineering (Interconnection design, roads/grading, SWPPP, Arc Flash Study, Geotechnical reports, environmental monitoring, etc.) • EPC Contractor • Installation • Land Acquisition • Legal Services • Permitting • Research and Development (R&D) • Site Prep • Transportation 	<ul style="list-style-type: none"> • IT Equipment (Hardware & Software) • Tools & Equipment • Cables • Wires • Chemicals • Oils • Gases • Equipment (i.e. transformers, switches, poles, etc.) 	<ul style="list-style-type: none"> • Engineering (Fire Protection and Telecommunication) • Facilities Management • IT Support (Hardware & Software) • Large Equipment Rentals and Operator • Legal Services • Panel Cleaning • Plant Maintenance • Plant Security • Regulatory Reporting Services • Specialty/Admin Staffing • Water Treatment & Testing • Accounting Services • Billing Services • Settlement Services

*** End of ARTICLE 3 ***

ARTICLE 4. GA RFO PROCESS AND OFFER SUBMITTAL.

4.01 RFO Schedule.

<i>Date</i>	<i>GA RFO Event</i>
Friday, March 3, 2017	RFO Launch (<i>SCE posts RFO Instructions and Draft Offer Workbooks</i>)
Wednesday, March 22, 2017 (10:00 a.m.)	Bidders Conference
Wednesday, March 29, 2017	Online Offer Form activated, Final Offer Workbooks Posted
Tuesday, June 6, 2017 (10:00 a.m.)	Offer Form & Workbook Webinar
Monday, July 10, 2017 (12:00 p.m.)	Offeror's Initial Offer Submittal Deadline
Friday, September 22, 2017	Target Date for SCE to issue Shortlist Notification
Friday, September 29, 2017 (5:00 p.m.)	Offerors' Shortlist Acceptance Deadline
Friday, October 6, 2017 (5:00 p.m.)	Offerors' Shortlist Deliverables Deadline
Friday, December 8, 2017 (12:00 p.m.)	Commercial Lockdown Deadline
Friday, December 15, 2017 (12:00 p.m.)	PSA Negotiation Period Ends
Wednesday, January 10, 2018 (12:00 p.m.)	Offeror's Final Offer Submittal Deadline
Friday, February 9, 2018	SCE's Target Date for Final Selection Notification
Tuesday, February 13, 2018	Deadline for Awarded Offerors to Execute PSAs
Friday, March 30, 2018	SCE's Target Date for CPUC Approval Filing

The milestones enumerated immediately above are described in detail throughout the remainder of this Article 4.

SCE reserves the right to revise any GA RFO event date or any submittal requirement. If a revision occurs, SCE will notify all Website registrants via the email addresses provided during Website registration.

The above schedule is also available on the Website by clicking:

[RFO Schedule](#)

4.02 RFO Launch.

SCE encourages individuals, whether Offerors or non-Offerors, to register on the Website to ensure timely receipt of notifications.

Registration on the Website is required in order to submit an Offer or to attend any RFO-related conferences/webinars. Anyone can register via the Website by clicking:

[Register](#)

Registered parties can begin asking RFO-related questions via the Website's private "Messages" function that is available after registering. Registered and non-registered parties can also utilize the Website's Q&A function to publicly ask questions and read previously asked/answered questions by clicking:

[Q&A](#)

4.03 RFO Bidders Conference.

SCE will host a GA RFO Bidders Conference to discuss the purpose of the RFO, the RFO process, and key Offer submittal requirements with interested parties.

Specific conference details (e.g., call-in information, etc.) will be individually emailed to Website registrants immediately upon registering (either as "Offeror" or "non-Offeror") for the Conference via the Website, as per Section 4.02 above, and then registering separately for the RFO Bidders Conference.

The "Bidders Conference Registration" link will appear on the Website after registering on the Website per Section 4.02 above.

4.04 Activation of Online "Project and Offer Form" and Excel-based "Offer Workbooks".

Project and Offer Form.

The offer form ("Project and Offer Form") is an online form that will contain basic Seller and project information plus certain attestations Offeror is required to make. The Project and

Offer Form is also the means to upload any required submittal document associated with an Offer.

The Project and Offer Form will be accessible and completed through the Website, via the “Project and Offer Management” link, following the Bidders Conference once it is activated. Further, registration on the Website, per Section 4.02 above, is required in order to access and fill out the Offer Form.

The “Project and Offer Management” link will only appear (i) after registering on the Website per Section 4.02 above, and (ii) following activation as per the RFO Schedule

Offer Workbooks.

The Excel-based Offer Workbooks (“Workbooks”) are spreadsheets that will contain the specific operational and pricing parameters associated with the Offers/projects. Upon RFO launch, draft versions of the Workbooks will be accessible through the Website under the “Documents” section by clicking:

[Documents >> RFO Documents >> Required Offer Submittal Materials >> Offer Workbooks](#)

In the same location on the Website, final versions of the Workbooks will replace the draft versions. Following the RFO Bidders Conference, these final versions will be posted to the Website at the same time the Project and Offer Form is activated. Once the final versions of the Workbooks are posted, Offerors are to download, fill out, and then upload the completed workbooks via functionality on the final webpage of the Project and Offer Form.

4.05 Offer Form & Workbook Webinar

Closer to the Initial Offer Submittal Deadline, SCE will host a webinar to walk potential Offerors through the Project and Offer Form and various Workbooks. Also during this Webinar, SCE will review other RFO offer submittal requirements.

In May 2017, SCE will notify all Website registrants when SCE activates the “Offer Form & Workbook Webinar Registration” link.

4.06 Initial Offer Submittal Deadline.

(1) Submittal Timing.

Each complete Offer, conforming exactly to these RFO Instructions and the online Project and Offer Form (located on the Website under the “Project and Offer Management” link), **must be submitted (including the upload of all supporting documents via the Website) on or before the date and time of the Initial Offer Submittal Deadline.**

The Website will NOT allow Offerors to submit any Offers that are submitted after the Initial Offer Submittal Deadline.

SCE will consider only those submissions that, as of the Initial Offer Submittal Deadline, constitute complete and conforming Offers. This includes submittal of all documents and completion of all forms.

At SCE’s sole discretion, SCE may allow an Offeror to cure any non-conforming information or uploaded documents **provided** that an Offer has been ‘submitted’. If cures are allowed, SCE will notify Offeror and will provide Offeror with the deadline to complete the cure.

Each Offeror will receive an automated confirmation email generated from the Website that his/her offer submission has been received. If this confirmation email is not received within minutes after syncing your email following submission of all submittal requirements, immediately contact the website via the “Accion Power Site Administrator” link located on the bottom of any Website page.

Please note: After the Initial Offer Submittal Deadline, Offerors will be unable to complete Offer submittals for which the Project and Offer Form is partially incomplete or any required RFO documents have not been uploaded to the Website prior to the Initial Offer Submittal Deadline.

(2) Tools and Aids to assist with Offer Submittal Process.

As aids to help submit complete and conforming Offers, SCE highly encourages Offerors and potential Offerors to:

- Register on the Website
- Carefully read the Website Tutorial, which can be accessed by logging onto the Website and clicking on the “Tutorial” link
- Attend the RFO Bidders Conference, the Offer Form & Workbook Webinar, and any other webinars hosted by SCE to inform Bidders about important aspects of the solicitation process

- Refer to other tutorials and help aids located on the Website (such as the interactive Distribution Energy Resource Interconnection Map (“DERiM”)) which can be accessed by clicking on the “Useful Links” tab on the Website

(3) Offer Inclusivity and Exclusivity.

An Offeror can submit a single Offer or multiple Offers. Each Offeror can submit up to ten (10) Offers for a single project and up to fifty (50) Offers in total.

Offers can be mutually inclusive of each other (i.e., in order to take a single Offer, SCE must accept all Offers within a mutually inclusive set).

Offers can be mutually exclusive of each other (i.e., a set of Offers from which SCE can select only one Offer; common when submitting multiple Offers from a single project).

Examples of mutually exclusive offers may be:

- 1 Offer priced assuming SGIP v. same Offer priced assuming no SGIP
- 1 Offer for a 15 year term v. same Offer for a 10 year term
- 1 Offer based on a conventional project configuration v. same Offer having project enhancements that supply additional short circuit duty

To designate Offers as either mutually inclusive or mutually exclusive, Offeror must first submit each individual Offer via the Project and Offer Form. Offeror can then indicate whether Offers are mutually inclusive or mutually exclusive on the Project and Offer Form by clicking the “Make Offers Inclusive” and/or “Make Offers Exclusive” buttons below the “Create New Offer” icon.

(4) Project and Offer Form.

Related to Section 4.04 above, in order to have a complete and conforming Offer, an Offeror must register with the Website and complete and submit the online Project and Offer Form, accessible by clicking the ‘Project and Offer Management’ option on the main navigation bar on the Website. Follow all the instructions shown on the Project and Offer Management page in order to successfully complete the entering of project information and submitting it in your Offer(s).

All information submitted via the Offer Form must be consistent with information contained in the required offer submittal documents.

All required submittal documents (included in the ‘Documents’ section of the Website) are also accessible directly from the Project and Offer Form (links to these documents are provided in the ‘Required Documents’ section of the online Project and Offer Form).

(5) Required Offer Submittal Materials.

As described above, Offeror is required to download, fill out and upload several documents—all accessible via the Website by clicking:

[Documents >> RFO Documents >> Required Offer Submittal Materials](#)

These documents are also downloadable via functionality in the ‘Required Documents’ section of the online Project and Offer Form.

For your convenience, Attachment B of these RFO Instructions also lists the required submittal documents per each Product type. Further, the all offer submittal requirements will be reviewed at the Offer Form & Workbook Webinar.

(6) Additional Information.

If necessary, SCE may request additional information (not included in these RFO Instructions or on the Website) from Offerors prior to shortlist or final offer selection. In the event that SCE requires any such supporting information, SCE will notify Offeror in writing.

4.07 Target Date for Shortlist Notification.

The RFO Schedule provides the date upon which SCE intends to notify each Offeror as to whether or not its Offer(s) have made the shortlist. Those Offers selected on the shortlist will provide certain deliverables (explained in Section 4.08 below) and enter into PSA negotiations.

4.08 Shortlist Acceptance Deadline.

With respect to shortlisted Offers, the respective Offerors have until this date/time to notify SCE, in writing, whether they accept shortlist status. SCE will consider any **non-receipt** of this notification as a withdrawal from this RFO for the respective Offers.

4.09 Shortlist Deliverables Deadline.

With respect to Offerors of shortlisted Offers that have accepted shortlist status as per Section 4.08 above, said Offerors have until this date/time to supply certain deliverables to SCE. These deliverables are specific and different to each product type.

Please refer to Attachment C to these RFO Instructions for the required shortlist deliverables.

4.10 Commercial Lockdown.

Sellers selected to the shortlist must provide SCE with complete and final versions of the Offer Workbook, excluding capacity price, by the Commercial Lockdown deadline.

4.11 Negotiation Period Ends.

SCE has established a deadline for concluding PSA negotiations. To the extent SCE and Offeror are not in agreement on one or more PSA provisions by the date/time set forth in the

RFO Schedule, SCE reserves the right in its sole discretion not to consider the applicable Offers for final selection.

4.12 Final Offer Submission.

Sellers that have reached agreement on all negotiated provisions will have a one-time opportunity to refresh the respective offer price(s) in the submission of final offers prior to the Final Offer Submittal Deadline.

4.13 Target Date for Final Selection Notification.

SCE has set a target date within the RFO Schedule upon which SCE will:

- a) Notify each shortlisted Offeror regarding the selection status of each Offer, and
- b) Provide executable PSAs for each selected Offeror (“Awarded Offerors”) to review and sign. **Offerors are encouraged to carefully review the executable PSAs for any errors.**

4.14 Deadline for Awarded Offerors to Execute PSAs.

This is the last day for awarded Offerors to sign and submit the executed signature pages of the PSA(s), or to notify SCE if electing not to execute the PSA(s).

Electronic copies of the executed signature page(s) (in PDF format) must be received by SCE and the IE by this deadline.

4.15 Target Date for CPUC Approval Filing.

This is the target date for SCE to submit a filing to the CPUC to seek cost recovery for any executed PSA. Prior to this date, SCE will likely seek assistance from awarded Offerors with the CPUC filing such as providing project-related information to be included in the filing.

*** End of ARTICLE 4 ***

ARTICLE 5. OFFER SCREENING AND VALUATION

5.01 Screening of Offers.

In order to be considered for selection in this RFO, the Offer must:

- (1) Meet the eligibility criteria set forth in Article 2 and Attachments A1 through A8, as applicable, of these RFO Instructions;
- (2) Adhere to the RFO Schedule and other submittal requirements set forth in Article 4 of these RFO Instructions; and
- (3) Adhere to, input and upload all information required by or instructed per the online Project and Offer Form.

SCE will screen Offers on a “pass-fail” basis against these criteria and requirements.

5.02 Deliverability/Resource Adequacy Valuation.

With respect to any Product that requires interconnection to SCE’s distribution grid:

- (1) SCE will perform a deliverability/resource adequacy valuation.
- (2) If an Offeror intends to Offer a project that will obtain interconnection rights via the Fast Track Process through either Rule 21 or WDAT, such project will be considered as energy-only for valuation purposes, and will not receive any capacity benefit consideration in the offer valuation.
- (3) Please note that the respective pro forma PSAs will require Offerors to seek deliverability allocation, including participating in the CAISO’s Distributed Generation Deliverability Assignment Process, in order to be qualified to receive Resource Adequacy Benefits and Capacity Attributes.

Offerors that have applied for interconnection through the cluster study process and have requested Full Capacity Deliverability Status² (“FCDS”) will receive capacity benefit consideration in the Offer valuation.³

For clarity, energy-only Offers submitted pursuant to this GA RFO will not receive any capacity benefit in SCE’s evaluation.

² As such term is defined in the CAISO Tariff and/or Transmission Provider’s Wholesale Distribution Access Tariff.

³ Information on CAISO’s Queue Cluster Study and CAISO’s Distributed Generation Deliverability Assignment Processes is available on SCE’s website at <http://www.sce.com/AboutSCE/Regulatory/openaccess/default.htm>.

5.03 Evaluation of Offers.

(1) Initial Screen.

After the Initial Offer Submittal Deadline, SCE begins an initial review of all Offers received for completeness and conformity. This review includes an initial screen for required submission criteria such as a conforming delivery point, minimum project size, and the submission of completed submittal package elements. Sellers lacking any of these items may be allowed a reasonable cure period to remedy any deficiencies. SCE works directly with Sellers to resolve any issues and ensure the data is ready for evaluation.

(2) Least-Cost, Best-Fit

SCE develops forecasts for resource adequacy (RA) capacity, electrical energy, ancillary services, natural gas, Renewable Energy Credit (REC), and GHG compliance market prices (i.e., the market price forecast). Specifically, SCE will calculate the forecasted quantity of RA capacity, electrical energy, and ancillary services that each resource will provide, and multiply these quantities by their respective price forecasts. The sum of these benefits represents value that the resource is forecasted to receive. SCE will then compare the contract costs required to extract this market value, such as capacity payments, to determine the cost-effectiveness of the resource. The most cost-effective resources will have the lowest contract costs as compared to their forecasted market value benchmarks.

SCE's calculation of cost-effectiveness is the present value of each resource's forecast of contract benefits, minus the present value of costs required to receive these benefits (i.e., the Offer's Net Present Value (NPV)). The Offer's NPV per kW-month of Goleta capacity is the metric that SCE will use in the selection process.

(3) Evaluation Methodology.

As discussed above, SCE employs an NPV analysis when it evaluates Offers. This methodology is consistent with evaluations performed by SCE in other solicitations such as SCE's PRP RFOs and All Source RFOs for energy and RA. The quantitative component of the evaluation entails forecasting (1) the value of contract benefits, (2) the value of contract costs, and (3) the net value of both (1) and (2). Once all of the valuation elements are calculated, they are discounted to present value. SCE then subtracts the present value of expected costs from the present value of expected benefits to determine the expected NPV of the Offer.

In addition to quantitative benefits, contracts may also have qualitative benefits that are evaluated separately. The elements used in the quantitative valuation are described below.

- Contract Benefits

- Energy and Ancillary Service Benefits

For must-take and baseload resources, SCE calculates the energy benefits of an Offer based on the forecasted market value of energy and the Offer's expected generation delivery profile.

For dispatchable resources, SCE forecasts the operations of the resource based on the Offer's operating costs (e.g. charge rates, VOM, energy rate, etc.), operating parameters (e.g. available hours, storage efficiency, etc.) and market service offered (e.g. energy and/or ancillary services). SCE uses the economic dispatch principle, wherein a unit is dispatched if its forecasted benefits exceed its costs, i.e., if it is "in the money." SCE then deploys a Monte Carlo simulation process to generate a large number of gas price and implied market heat rate pairs, using blended power and gas price curves derived from market and fundamental models as the expected case, and applying a volatility process on top of the blended price forecasts to create a distribution of price outcomes. SCE forecasts gross energy benefits and costs for each of the simulated price pairs. SCE defines the expected energy and ancillary service benefits as the average of the simulated cases. This process allows SCE to value both the intrinsic and extrinsic (optionality) value of the resource.

For DSM offers, energy benefits will be based on the validated energy reduction estimates contained in the Offer (i.e., avoided energy costs).

- Resource Adequacy ("RA") Capacity Benefits

RA capacity benefits are derived by first developing a forecast of expected forward RA prices and then applying this forecast to qualifying total RA capacity provided by the contract. SCE typically builds its RA price forecast using its transaction data from most recent contracts or publicly available sources.

- Contract Costs

- Energy Costs

For dispatchable resources, energy costs can include variable costs for DR dispatch events, costs incurred while charging energy storage devices, or other contractual costs associated with the production of energy.

For must-take and baseload resources, energy costs can include increased loads for permanent load shifting, or simply an all-in energy price in dollars per Megawatt-hour (MWh).

- Capacity Payments

Capacity payments represent the total fixed contract payments SCE is expected to make under the contract for delivery of the energy and capacity benefits.

- Debt Equivalence

Debt equivalence is the term used by credit rating agencies to describe the fixed financial obligation resulting from long-term purchased power contracts. Pursuant to D.04-12-048, the Commission allows Investor Owned Utilities (“IOUs”) to recognize costs associated with the effect debt equivalence has on the utilities’ credit quality and cost of borrowing in their valuation process. D.08-11-008, issued in November 2008, authorized the IOUs to continue recognizing the balance sheet impact of debt equivalence when valuing power purchase agreements. Given the confirmation of the use of debt equivalence for valuation purposes, SCE considers debt equivalence in its valuation process.

- Transmission Cost

For projects that do not have an existing interconnection to the electric system, or have an existing interconnection but not for a proposed expansion of an existing facility, system transmission upgrade costs are based on a Phase 1 Interconnection Study (as defined in the CAISO Tariff) (or equivalent study), or later study for generator interconnection procedures (GIP) applications. For projects with no interconnection study, but with an Offer providing SCE the right to terminate if system transmission upgrade costs exceed a specified amount, system transmission upgrade costs are based on the specified transmission upgrade amount.

- Renewable Integration Cost

For intermittent (i.e., solar and wind) resources, SCE calculates a renewable integration cost adder (RICA) as prescribed in its RPS procurement authorization.

- Other Quantitative Considerations

- Other considerations can alter the benefits and/or costs of an Offer. For example, congestion costs, which affect a project's energy benefits, may be ascribed to energy-only Offers, or Offers located in areas where nodal price differentiation is forecasted to occur.
- DSM Offers act as load reducers, and may therefore receive adjustments to their energy and RA quantity benefits to reflect avoided T&D losses and RA reserve margin requirements.

- If SCE can reasonably calculate estimates of other costs and/or benefits that are directly attributable to an Offer, such as transmission or renewable energy credit value these estimates will be included in the quantitative valuation and ultimately in the Offer's NPV.

- Qualitative Assessment

In addition to the benefits and costs quantified during the evaluation, SCE assesses non-quantifiable characteristics of each Offer by conducting an analysis of

each project's qualitative attributes. SCE considers qualitative characteristics in determining the short list and final selection. These characteristics may include:

- Permitting and interconnection
 - Environmental and permitting status
 - Electrical interconnection
 - Fuel interconnection and source
 - Water interconnection and source
 - Pre-development milestones
 - Project financing status
 - Project development experience
 - Development milestones
 - Site control
 - Large equipment status
 - Reasonableness of commercial operation date
 - Transmission area
 - Non quantifiable modifications to pro forma documents
 - Contributions towards SCE's RPS targets
 - Portfolio fit of energy, capacity, deliverability, and contract term
 - Offeror concentration
 - Technology concentration
 - Dispatchability and curtailability
 - Offer price in excess of public or independent data
 - Debt equivalence
- Resource Adequacy (RA) Counting
 - RA Counting

SCE will establish the amount of RA capacity (including system, local and potentially flexible) attributed to each resource under the guidance of the current NQC counting rules of the CPUC's Qualifying Capacity Methodology Manual (Manual). If a resource's operational capabilities generally fall under a category described in the Manual, the rules will be applied directly. For example, SCE calculates wind and solar NQC values based on the exceedance approach, subject to deliverability. The Effective Load Carrying Capacity (ELCC) methodology, when implemented, will replace the exceedance methodology, again subject to deliverability, non-dispatchable DR, and most types of DG are typically considered load adjustments rather than supply-side resources. SCE uses

program/technology specific studies to estimate the impact of DG on peak load, resulting in a corresponding load reduction. SCE will consider load reduction as equivalent to RA capacity for valuation and selection purposes.

SCE will estimate NQC values for those resource types not directly described in the Manual by using a similar, existing category. For instance, SCE can estimate the NQC of a directly connected dispatchable ES resource using dispatchable resources rules (as currently used for hydro pump storage). SCE can estimate the NQC of a behind the meter dispatchable ES resource using DR rules. However, estimating the NQC using the DR rules assumes that the resource satisfactorily completes some form of certification, registration, or actual testing of its performance characteristics, and is available for the minimum established number of hours and days (current rules require resources to be available for events at a minimum of four hours per event and three days in a row in order to count as RA resources). When no reasonable estimate can be made using the existing Manual categories, SCE will consider the resource's contribution to meeting or reducing peak demand requirements in ascribing and proposing a counting convention.

DSM RA capacity will be calculated using existing RA counting rules. Current RA counting practice yields separate LA Basin and system only RA quantities that account for savings in transmission and distribution losses.

- Constraints and Selection

SCE will perform a least-cost, best-fit selection by parsing net benefits into valuation and selection constraint elements. SCE will then select the set of contracts that satisfies the constraints while providing the most favorable valuation.

The constraints may be fixed or moving. An example of a fixed constraint is setting a minimum procurement target at a pre-specified MW level. A single selection set would then satisfy the minimum. An example of a moving constraint would be to establish a series of selection sets by incrementally increasing the minimum target. SCE would then choose from among the series of selections using informed management discretion. The use of moving constraints allows SCE to consider the value propositions of different procurement targets.

In setting constraints, SCE will consider regulatory mandates as well as internal forecasts of need.

Below is a table that summarizes the expected valuation components for each product:

Product	Benefits				Costs			
	Resource Adequacy Capacity	Energy	Ancillary Services/ Real Time	Renewable Energy Credit	Contract Payments	Transmission Distribution Upgrade	Debt Equivalence	Renewable Integration
Demand Response – End Use Equipment Load Reduction	✓	✓			✓		✓	
Demand Response – Behind the Meter Energy Storage	✓	✓			✓		✓	
Stand-By – Demand Response		✓			✓		✓	
Permanent Load Shift	✓	✓			✓		✓	
Renewable Distributed Generation – Behind the Meter	✓	✓			✓		✓	✓
Renewable Distributed Generation – In Front of the Meter	maybe	✓		✓	✓	✓	✓	✓
Energy Storage – In Front of the Meter RA Only	✓				✓	✓	✓	
Energy Storage – In Front of the Meter RA w/ Put Option	✓	✓	✓		✓	✓	✓	
Solar PV Distributed Generation paired with Energy Storage – Behind-the-Meter	✓	✓			✓		✓	✓
Solar PV Distributed Generation paired with Energy Storage – In-Front-of-the-Meter	✓	✓	maybe	✓	✓	✓	✓	✓
Combined Heat and Power	maybe	✓		maybe	✓	maybe	✓	
Fuel Cell	maybe	✓			✓	maybe	✓	

*** End of ARTICLE 5 ***

ARTICLE 6. APPLICANT’S ACKNOWLEDGEMENTS; WAIVERS AND RESERVATION OF RIGHTS; REPRESENTATIONS, WARRANTIES AND COVENANTS.

By submitting an Offer to SCE pursuant to the GA RFO, the Offeror acknowledges the following:

6.01 SCE’s Rights.

SCE reserves the right to modify any dates and terms specified in these RFO Instructions and the pro forma PSAs, in its sole discretion and at any time without notice and without assigning any reasons and without liability of Edison International, SCE or any of their subsidiaries, affiliates or representatives. SCE also reserves the right to select zero Offers as an outcome of this GA RFO.

6.02 SCE’s Acceptance of Offers.

SCE will not be deemed to have accepted any Offer, and will not be bound by any term thereof, unless and until authorized representatives of SCE and Seller execute a PSA and other required agreements.

6.03 Expenses.

Each Offeror will be responsible for all expenses incurred as a result of its participation in this RFO. In the event that the GA RFO is terminated by SCE for any reason, each participant will remain responsible for all expenses incurred by such participant as a result of its participation in the RFO.

6.04 Waived Claims.

By submitting an Offer, Offeror knowingly, voluntarily, and completely waives any rights under statute, regulation, state or federal constitution or common law to assert any claim, complaint or other challenge in any regulatory, judicial or other forum, including without limitation, the CPUC (except as expressly provided below), the FERC, the Superior Court of the State of California (“State Court”) or any United States District Court (“Federal Court”) concerning or related in any way to this RFO or these RFO Instructions, including all documents incorporated by reference therein and exhibits, attachments, and appendices attached thereto (“Waived Claims”).

Offeror further expressly acknowledges and consents that if it asserts any Waived Claim at the CPUC, FERC, State Court or Federal Court, or otherwise in any forum, to the extent that Offeror’s Offer has not already been disqualified, SCE is entitled to automatically disqualify any such Offer from further consideration in the RFO or otherwise, and further, SCE may elect to terminate the RFO.

By submitting an Offer, Offeror further agrees that the sole forum in which Offeror may assert any challenge with respect to the conduct or results of the RFO is at the CPUC. Offeror further agrees that:

- (1) The sole means of challenging the conduct or results of the RFO is a complaint filed under Article 3, Complaints and Commission Investigations, of Title 20, Public Utilities and Energy, of the California Code of Regulations;
- (2) The sole basis for any such protest shall be that SCE allegedly failed in a material respect to conduct the RFO in accordance with these RFO Instructions; and
- (3) The exclusive remedy available to Offeror in the case of such a protest shall be an order of the CPUC that SCE again conduct any portion of the RFO that the CPUC determines was not previously conducted in accordance with these RFO Instructions (including all documents incorporated by reference therein and exhibits, attachments, and appendices attached thereto).

Offeror expressly waives any and all other remedies, including, without limitation, compensatory and/or exemplary damages, restitution, injunctive relief, interest, costs and/or attorneys' fees. Unless SCE elects to do otherwise in its sole discretion, during the pendency of such a protest the RFO and any related regulatory proceedings related to the RFO will continue as if the protest had not been filed, unless the CPUC issues an order suspending the RFO or SCE has elected to terminate the RFO.

Offeror further acknowledges and agrees that if Offeror asserts any Waived Claim, SCE shall be entitled to seek immediate dismissal of Offeror's claim, complaint or other challenge, with prejudice, by filing a motion to dismiss (or similar procedural device) supported by the language in this section and that Offeror will not challenge or oppose such a request for dismissal.

Offeror further acknowledges and agrees that if it asserts any Waived Claim, and if SCE successfully has that claim dismissed or transferred to the CPUC, Offeror shall pay SCE's full costs and expenses incurred in seeking such dismissal or transfer, including reasonable attorneys' fees.

6.05 Offeror's Representations, Warranties and Covenants.

- (1) By submitting an Offer, Offeror agrees to be bound by the conditions of the RFO, and makes the following representations, warranties, and covenants to SCE, which representations, warranties, and covenants shall be deemed to be incorporated in their entirety into each of Offeror's Offers:
 - Offeror has read, understands and agrees to be bound by all terms, conditions and other provisions of these RFO Instructions;
 - Offeror has had the opportunity to seek independent legal and financial advice of its own choosing with respect to the RFO and these RFO Instructions, including the submittal forms and documents listed in these RFO Instructions which are posted on the Website;
 - Offeror warrants herein that the product price includes all Offeror's costs of adhering to the provisions of the applicable pro forma PSA;

- Offeror has obtained all necessary authorizations, approvals and waivers, if any, required by Offeror to submit its Offer pursuant to the terms of these RFO Instructions and to enter into a Final Agreement with SCE;
 - Offeror’s Offer complies with all Applicable Laws;
 - Offeror has not engaged, and covenants that it will not engage, in any communications with any other actual or potential Offeror in the RFO concerning this solicitation, price terms in Offeror’s Offer, or related matters and has not engaged in collusion or other unlawful or unfair business practices in connection with the RFO;
 - Any Offer submitted by Offeror is subject only to SCE’s acceptance, in SCE’s sole discretion; and
 - The information submitted by Offeror to SCE in connection with the RFO and all information submitted as part of any Offer is true and accurate as of the date of Offeror’s submission. Offeror also covenants that it will promptly update such information upon any material change thereto.
- (2) By submitting an Offer, Offeror acknowledges and agrees:
- That SCE may rely on any or all of Offeror’s representations, warranties, and covenants in the RFO (including any Offer submitted by Offeror);
 - To the non-disclosure terms and obligations in the GA RFO Non-Disclosure Agreement (“NDA”) posted on the Website; and
 - That SCE may disclose information as set forth in Section 6.06 of these RFO Instructions and the NDA;
 - That in SCE’s evaluation of Offers pursuant to the RFO, SCE has the right to disqualify an Offeror that is unwilling or unable to meet any other requirement of the RFO, as determined by SCE in its sole discretion.
- (3) BY SUBMITTING AN OFFER, OFFEROR HEREBY ACKNOWLEDGES AND AGREES THAT ANY BREACH BY OFFEROR OF ANY OF THE REPRESENTATIONS, WARRANTIES AND COVENANTS IN THESE RFO INSTRUCTIONS SHALL CONSTITUTE GROUNDS FOR IMMEDIATE DISQUALIFICATION OF SUCH OFFEROR, IN ADDITION TO ANY OTHER REMEDIES THAT MAY BE AVAILABLE TO SCE UNDER APPLICABLE LAW, AND DEPENDING ON THE NATURE OF THE BREACH, MAY ALSO BE GROUNDS FOR TERMINATING THE RFO IN ITS ENTIRETY.

6.06 Reporting and Public Disclosure of Information.

By participating in the GA RFO, each Offeror acknowledges and expressly authorizes SCE to publicly disclose the following information as required by the CPUC:

- (1) Names of the sponsor companies that submitted Offers into this GA RFO;
- (2) Number of Offers received from each sponsor company;
- (3) Number of Offers received and selected by SCE;
- (4) Project size;
- (5) Participating technologies;
- (6) The number of projects that passed the project viability screens;
- (7) Location of Offers by county level shown in a map format; and
- (8) The progression of each PSA's project development milestones.

6.07 Good Faith Dealings.

It is expected that the Parties will act in good faith in their dealings with each other with respect to this RFO.

6.08 Disclaimer.

SCE AND ITS REPRESENTATIVES (INCLUDING THE INDEPENDENT EVALUATOR) DISCLAIM ANY AND ALL LIABILITY TO AN OFFEROR FOR DAMAGES OF ANY KIND RESULTING FROM DISCLOSURE OF ANY OF OFFEROR'S INFORMATION.

*** End of ARTICLE 6 ***

ATTACHMENT A-1(a)

Demand Response – End-Use Equipment Load Reduction

Capitalized terms in this Attachment A-1(a) that are not defined in these RFO instructions are otherwise defined in the Demand Response pro forma PSA posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

End-Use Equipment Load Reduction is a Demand Response product whereby Offeror offers SCE the ability to respond to a signal to reduce electrical consumption (load) from specified electrical customers at specified times.

Please be aware a low Energy Rate may result in the project being dispatched frequently

REQUIREMENTS

- (1) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month
- (2) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (3) Must be comprised of one or more SCE electric customers (residential, commercial, or industrial customers), with an active service account, that directly receives energy from a circuit or lower voltage substation in SCE's distribution system that electrically connects directly to the Goleta 220/66-kilovolt substation
- (4) Must be able to reduce at least 1 MW of load in aggregate (i.e., minimum Contract Capacity is 1 MW); no maximum project size restriction
- (5) Must reduce load, up to the full Contract Capacity, within the CAISO Day-Ahead timeframe or 15 minutes of a dispatch notice, as bid by the Offeror
- (6) Delivery months must include at least June through October
- (7) Must be available to reduce load during at least 3 consecutive weekdays, excluding Holidays
- (8) Delivery Hours must be at least 4 consecutive hours, within the 07:00:00 to 20:59:59 time period

PREFERENCES

- (1) Offerors may propose any contract term greater than five (5) years and up to twenty (20) years; however SCE encourages Offerors to propose contract term lengths that are reasonably in-line with the duration of the expected life of the underlying technology

- (2) SCE prefers experienced project developers/Offerors with at least one member of the development team having completed at least one project of similar technology and capacity to the Offer being submitted in this RFO
- (3) Ability to reduce load, up to the full Contract Capacity, within 15 minutes

INELIGIBLE

Non-Renewable Resources generators (e.g., natural gas-fired generators) not eligible, whether permitted as back-up or stationary source generation

CUSTOMER INCENTIVE PROGRAMS

Participants in Self-Generation Incentive Program (“SGIP”) or other customer incentive programs may be eligible to participate in this RFO. Offerors must indicate in each Offer submittal whether the Offer assumes customer participation in such incentive programs. Please note that SCE has not come to a final resolution on this matter and therefore reserves the right to not accept such Offers. In addition, participation in this RFO does not supersede any customer incentive program rules, nor does it provide any assurance that SGIP will be available.

*** *End of ATTACHMENT A-1(a)* ***

ATTACHMENT A-1(b)

Demand Response – Behind-the-Meter Energy Storage

Capitalized terms in this Attachment A-1(b) that are not defined in these RFO instructions are otherwise defined in the Demand Response – Energy Storage pro forma PSA posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

Behind-the-Meter Energy Storage is a Demand Response product whereby Offeror offers SCE the ability to respond to a signal to utilize energy from behind-the-meter energy storage devices installed at specified electrical customers sites at specified times.

Please be aware a low Energy Rate may result in the project being dispatched frequently

REQUIREMENTS

- (1) The Energy Storage component of project must be new (not existing, not repowered)
- (2) The storage component of this product consists of commercially available mechanical, chemical or thermal storage technology (i.e., not in experimental, research, demonstration, or development stages)
- (3) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month
- (4) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (5) Must be comprised of one or more SCE electric customers (residential, commercial, or industrial customers), with an active service account, that directly receives energy from a circuit or lower voltage substation in SCE's distribution system that electrically connects directly to the Goleta 220/66-kilovolt substation
- (6) Must be able to reduce at least 1 MW of load sourced from SCE's grid (i.e., minimum Contract Capacity is at least 1 MW) up to the full Contract Capacity; no maximum project size restriction
- (7) Must reduce load, up to the full Contract Capacity, within the CAISO Day-Ahead timeframe or 15 minutes of a dispatch notice, as bid by the Offeror
- (8) Delivery months must include at least June through October
- (9) Must be available to reduce load during at least 3 consecutive weekdays, excluding Holidays
- (10) Delivery Hours must be at least 4 consecutive hours, within the 07:00:00 to 20:59:59 time period

- (11) No grid supply charging during an “N-2 Event” (a simultaneous outage of the two Goleta-Santa Clara 220 kV transmission lines, as defined in the pro forma PSA) within the 06:00:00 to 21:59:59 time period absent an instruction from the distribution provider or CAISO to charge the storage units. No grid supply charging during defined Event Parameters, or Delivery Hours in a day that could be a Measurement Day.
- (12) Must not export to the grid

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in-line with the duration of the expected life of the underlying technology
- (2) SCE prefers experienced project developers/Offerors with at least one member of the development team having completed at least one project of similar structure and capacity to the Offer being submitted in this RFO
- (3) Ability to reduce load, up to the full Contract Capacity, within 15 minutes

CUSTOMER INCENTIVE PROGRAMS

Participants in Self-Generation Incentive Program (“SGIP”) or other customer incentive programs may be eligible to participate in this RFO. Offerors must indicate in each Offer submittal whether the Offer assumes customer participation in such incentive programs. Please note that SCE has not come to a final resolution on this matter and therefore reserves the right to not accept such Offers. In addition, participation in this RFO does not supersede any customer incentive program rules, nor does it provide any assurance that SGIP will be available.

*** End of ATTACHMENT A-1(b) ***

ATTACHMENT A-2

Stand-By Demand Response

Capitalized terms in this Attachment A-2 that are not defined in these RFO instructions are otherwise defined in the Stand-By Demand Response pro forma PSA posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

Stand-By Demand Response is a product whereby Offeror offers SCE the ability to respond to a signal to reduce electrical consumption (load) from specified electrical customers. Offeror must specify whether or not behind-the-meter energy storage devices will be used to reduce electrical consumption.

SCE's ability to utilize the product would be limited to an "N-2 Event" (a simultaneous outage of the two Goleta-Santa Clara 220 kV transmission lines, as defined in the pro forma PSA).

REQUIREMENTS

- (1) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month
- (2) Contract term not to be less than 5 years or greater than 10 years; however, Offerors are required to submit at least one Offer with a term of 5 years
- (3) Must be comprised of one or more SCE electric customers (residential, commercial, or industrial customers), with an active service account, that directly receives energy from a circuit or lower voltage substation in SCE's distribution system that electrically connects directly to the Goleta 220/66-kilovolt substation
- (4) Must be able to reduce at least 1 MW of load in aggregate (i.e., minimum Contract Capacity is 1 MW); no maximum project size restriction
- (5) Must be able to fully respond within 12 hours or 1 hour of a dispatch notice, as bid by the Offeror
- (6) Must be available to reduce load for the entire Contract Capacity during an N-2 Event for a minimum of 10 days, but no greater than 15 days
- (7) For testing purposes, must be available for two dispatches a year for the entire Contract Capacity over the Delivery Hours. These dispatches are independent of SCE rights during an N-2 Event
- (8) Delivery Hours must be at least 2 consecutive hours within the 07:00:00 to 20:59:59 time period
- (9) No grid supply charging during an "N-2 Event" (a simultaneous outage of the two Goleta-Santa Clara 220 kV transmission lines, as defined in the pro forma PSA) within the 06:00:00 to 21:59:59 time period absent an instruction from the distribution provider or CAISO to charge the storage units. No grid supply charging during defined Event Parameters.

PREFERENCES

- (1) SCE prefers experienced project developers/Offerors with at least one member of the development team having completed at least one project of similar structure and capacity to the Offer being submitted in this RFO
- (2) Ability to reduce load, up to the full Contract Capacity, within an hour

CUSTOMER INCENTIVE PROGRAMS

SCE is proposing to allow participants in Self-Generation Incentive Program (“SGIP”) or other customer incentive programs, excluding the Base Interruptible Program and the Agricultural and Pumping Interruptible Program, to provide indicative Offers for the Stand-By Demand Response product. Offerors must indicate in each Offer submittal whether the Offer assumes customer participation in such incentive programs. SCE reserves the right to not accept such offers if both parties cannot agree to acceptable terms in time to accommodate their participation. In addition, participation in this RFO does not supersede any customer incentive program rules, nor does it provide any assurance that SGIP will be available

*** *End of ATTACHMENT A-2* ***

ATTACHMENT A-3

Permanent Load Shift

SCE recommends that interested Offerors of the Permanent Load Shift product refer to the posted PSA for the Demand Response product, which will likely contain many of the provisions that would ultimately be in any final PSA for the Permanent Load Shift product. Capitalized terms in this Attachment A-3 that are not defined in these RFO instructions are otherwise defined in the Demand Response pro forma purchase and sale agreement (“PSA”) posted on the Website. All clock times specified below are in Pacific Prevailing Time (“PPT”).

PRODUCT DESCRIPTION

The Permanent Load Shift product is a mechanism by which load on the grid is shifted from on-peak hours to off-peak hours. An example of this is thermal energy storage that redistributes cooling energy by producing and storing thermal energy when energy charges are lower, and then discharging the energy for cooling at a later time when energy and peak demand charges are high.

REQUIREMENTS

- (1) Project must be new (not existing)
- (2) Proven, commercialized technology (not in experimental, research, demonstration, or development stages)
- (3) Project not to be online/available to shift load earlier than 06/01/2019 but not later than 06/01/2020, and must occur on the first day of the month
- (4) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (5) Must be comprised of or associated with one or more SCE electric customers (residential, commercial, or industrial customers), with an active service account, that directly receives energy from a circuit or lower voltage substation in SCE’s distribution system that electrically connects directly to the Goleta 220/66-kilovolt substation
- (6) Must be able to shift at least 1 MW of load, in aggregate, from on-peak hours to off-peak hours; no maximum project size restriction
- (7) Delivery months must include at least June through October
- (8) Delivery hours must be at least 4 consecutive hours with load reduction occurring within the hours of 07:00:00 to 20:59:59, and shifted to other hours
- (9) No grid supply charging during an “N-2 Event” (a simultaneous outage of the two Goleta-Santa Clara 220 kV transmission lines, as defined in the pro forma PSA) absent an instruction from the distribution provider or CAISO to charge the storage units. If applicable, the Project’s energy

and capacity reductions must meet or exceed the Title 24 and/or Title 20 energy efficiency requirements set by the CEC

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in-line with the duration of the expected life of the underlying technology
- (2) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar structure and capacity to the Offer being submitted in this RFO or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO

CUSTOMER INCENTIVE PROGRAMS

Participants in Self-Generation Incentive Program (“SGIP”) or other customer incentive programs may be eligible to participate in this RFO. Offerors must indicate in each Offer submittal whether the Offer assumes customer participation in such incentive programs. Please note that SCE has not come to a final resolution on this matter and therefore reserves the right to not accept such Offers. In addition, participation in this RFO does not supersede any customer incentive program rules, nor does it provide any assurance that SGIP will be available.

*** *End of ATTACHMENT A-3* ***

ATTACHMENT A-4(a)

Renewable Distributed Generation (“Renewable DG”)

– BTM –

Capitalized terms in this Attachment A-4(a) that are not defined in these RFO instructions are otherwise defined in the Renewable DG pro forma purchase and sale agreement (“PSA”) posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

On-site generation or decentralized energy that employs small-scale renewable system(s) to produce electricity close to the point of consumption. Distributed generation is typically a non-dispatchable resource and reduces customer consumption of electricity from the electrical grid.

REQUIREMENTS

- (1) Must be new (not existing nor repowered)
- (2) Must be installed at, and provide energy to, an SCE electric customer (residential, commercial, or industrial customers), with an active service account; the SCE customer must directly receive energy from a circuit or lower voltage substation in SCE’s distribution system that electrically connects directly to the Goleta 220/66-kilovolt substation
- (3) Must consist of proven, commercialized technology (not in experimental, research, demonstration, or development stages)
- (4) Project size must be at least 250 kW_{AC} in aggregate; no maximum project size restriction
- (5) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month
- (6) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (7) For solar PV, facilities mounted on rooftops, carports, and ground are eligible
- (8) The project shall not export energy to the grid
- (9) For solar PV, installation of smart inverters having capabilities as outlined under Rule 21 section Hh. Additional details available at https://www.sce.com/NR/sc3/tm2/pdf/Rule21_1.pdf

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in line with the duration of the expected life of the underlying technology
- (2) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar technology and capacity to the Offer, or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO

CUSTOMER INCENTIVE PROGRAMS

Participants in Self-Generation Incentive Program (“SGIP”) or other customer incentive programs may be eligible to participate in this RFO. Offerors must indicate in each Offer submittal whether the Offer assumes customer participation in such incentive programs. Please note that SCE has not come to a final resolution on this matter and therefore reserves the right to not accept such Offers. In addition, participation in this RFO does not supersede any customer incentive program rules, nor does it provide any assurance that SGIP will be available.

*** *End of ATTACHMENT A-4(a)* ***

ATTACHMENT A-4(b)

Renewable Distributed Generation (“Renewable DG”)

– IFOM –

Capitalized terms in this Attachment A-4(b) that are not defined in these RFO instructions are otherwise defined in the Renewable DG pro forma purchase and sale agreement (“PSA”) posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

A generating facility that is an Eligible Renewable Resource (“ERR”), is directly connected to a circuit or lower voltage substation, and delivers at least a portion of its energy output onto SCE’s distribution network.

This product can be either of the following two structures: a “full buy-sell” whereby all renewable energy is transmitted to the distribution grid, or “excess sales” whereby the renewable installation can serve load with excess renewable energy transmitted to the distribution grid.

REQUIREMENTS

- (1) Must be new (not existing nor repowered)
- (2) The project qualifies as an ERR as such term is defined in Public Utilities Code Section 399.12 or Section 399.16⁴
- (3) Must interconnect to SCE’s distribution system to a circuit or lower voltage substation that electrically connects directly to the Goleta 220/66-kilovolt substation
- (4) Must consist of proven, commercialized technology (not in experimental, research, demonstration, or development stages)
- (5) Project size must be at least 250 kW_{AC}
- (6) Selected projects ranging from 250kW_{AC} to 499kW_{AC} will be required to be grouped with other like-projects under one “Resource ID” (as such term is defined in the CAISO tariff) for the purpose of scheduling the energy of those resources in the CAISO market
- (7) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month

⁴ Eligibility requirements for ERRs are set for in the CEC RPS Eligibility Guidebook:
<http://www.energy.ca.gov/2015publications/CEC-300-2015-001/CEC-300-2015-001-ED8-CMF.pdf>

- (8) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (9) Offeror, as the Transmission Customer or representative of the Transmission Customer, must sign and upload the “Consent for Release of Interconnection-Related Information” document (posted on the RFO website) by the Initial Offer Submittal Deadline whereby Offeror, as the Transmission Customer or representative of the Transmission Customer, consents to and authorizes the disclosure of its confidential, Non-Public Transmission Customer Information to any SCE employee, including SCE’s Marketing Function Employees (as such term is defined pursuant to the FERC Standards of Conduct), who needs to know such information in connection with the Offer(s) being submitted in this RFO
- (10) Site Control – By the PSA Effective Date, Offeror must have control of the project site and relevant structures
- (11) For solar PV, facilities mounted on rooftops, carports, and ground are eligible
- (12) For projects that have not yet applied or have not yet been tendered an Interconnection Study or Fast Track “Pass” as of this RFO Launch date, Offeror:
 - Shall enter into an interconnection process (e.g., WDAT Fast Track Process, Queue Cluster #10, etc.), and
 - As part of a complete and confirming Offer submittal, must provide evidence that the respective application is deemed “complete” by SCE
- (13) For projects with completed Interconnection Studies or having “passed” the Fast Track Screens prior to this RFO Launch date, Offeror shall submit one of the following as part of a complete and conforming Offer submittal:
 - Fast Track Review report demonstrating the project has “passed” the respective Fast Track screens or that the project may otherwise be interconnected consistent with SCE’s safety, reliability, and power quality standards
 - Completed System Impact Study or Facilities Study
 - Completed Phase I Interconnection Study
 - Completed Phase II Interconnection Study
 - A signed Generator Interconnection Agreement

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in line with the duration of the expected life of the underlying technology

- (2) For solar PV, installation of smart inverters having capabilities as outlined under Rule 21 section Hh. Additional details available at https://www.sce.com/NR/sc3/tm2/pdf/Rule21_1.pdf
- (3) Capable of delivering energy during the 07:00:00 – 20:59:59 Delivery Hours
- (4) By online date, projects will be required to demonstrate that Full Capacity Deliverability Status (“FCDS”) has been acquired
- (5) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar technology and capacity to the Offer, or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO

POTENTIAL FUNDING FOR DEVELOPMENT SECURITY

Offers associated with the Hopi Tribe and/or Navajo Nation that qualify under the requirements of D.13-02-004 may be entitled to use available funds from the Mohave SO2 Revolving Fund to meet the Development Security obligations under the PSA, subject to the provision of the necessary documentation and assurances in the Final Agreement.

INELIGIBLE

- (1) Offers delivering Portfolio Content Category 2 (“Category 2”), as defined in Public Utilities Code Section 399.16(b)(2) and D.11-12-052, products, such as firming and shaped products
- (2) Offers delivering Portfolio Content Category 3 (“Category 3”) as defined in Public Utilities Code Section 399.16(b)(3) and D.11-12-052, products, such as Renewable Energy Credit-only transactions

*** *End of ATTACHMENT A-4(b)* ***

ATTACHMENT A-5

Energy Storage

– IFOM –

Capitalized terms in this Attachment A-5 that are not defined in these RFO instructions are otherwise defined in the Energy Storage pro forma purchase and sale agreement (“PSA”) posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

ENERGY STORAGE PRODUCT DESCRIPTION

The energy storage product shall be an in-front-of-the-meter installation (i.e., connected directly to SCE’s distribution system as further described below) and shall consist of commercially available technology that is capable of absorbing energy, storing it for a period of time, and thereafter dispatching the energy.

REQUIREMENTS

- (1) Must be new (not existing nor repowered)
- (2) Notwithstanding the requirements set forth in these RFO Instructions, must meet all the criteria set forth in Public Utilities Code Section 2835
- (3) Must interconnect directly to SCE’s distribution system to a circuit or lower voltage substation that electrically connects directly to the Goleta 220/66-kilovolt substation
- (4) Must consist of commercially available mechanical, chemical or thermal storage technology (i.e., not in experimental, research, demonstration, or development stages)
- (5) Project size must be at least *1 MW_{AC}*
- (6) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month
- (7) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (8) Delivery Hours must be at least 4 hours with energy delivery from 07:00:00 to 20:59:59
- (9) Delivery Months must include at least June through October

- (10) No grid supply charging during an “N-2 Event” (a simultaneous outage of the two Goleta-Santa Clara 220 kV transmission lines, as defined in the pro forma PSA) absent an instruction from the transmission provider or CAISO to charge the storage units
- (11) By online date, projects will be required to demonstrate that Full Capacity Deliverability Status (“FCDS”) has been acquired
- (12) Offeror, as the Transmission Customer or representative of the Transmission Customer, must sign and upload the “Consent for Release of Interconnection-Related Information” document (posted on the RFO website) by the Initial Offer Submittal Deadline whereby Offeror, as the Transmission Customer or representative of the Transmission Customer, consents to and authorizes the disclosure of its confidential, Non-Public Transmission Customer Information to any SCE employee, including SCE’s Marketing Function Employees (as such term is defined pursuant to the FERC Standards of Conduct), who needs to know such information in connection with the Offer(s) being submitted in this RFO
- (13) Site Control – By the PSA Effective Date, Offeror must have control of the project site and relevant structures
- (14) For projects that have not yet applied or have not yet been tendered an Interconnection Study or Fast Track “Pass” as of this RFO Launch date, Offeror:
 - Shall enter into an interconnection process (e.g., WDAT Fast Track Process, Queue Cluster #10, etc.), and
 - As part of a complete and confirming Offer submittal, must provide evidence that the respective application is deemed “complete” by SCE
- (15) For projects with completed Interconnection Studies or having “passed” the Fast Track Screens prior to this RFO Launch date, Offeror shall submit one of the following as part of a complete and conforming Offer submittal:
 - Fast Track Review report demonstrating the project has “passed” the respective Fast Track screens or that the project may otherwise be interconnected consistent with SCE’s safety, reliability, and power quality standards
 - Completed System Impact Study or Facilities Study
 - Completed Phase I Interconnection Study
 - Completed Phase II Interconnection Study
 - A signed Generator Interconnection Agreement
- (16) For RA with Energy Put Option only, Offeror must provide documentation (i.e., manufacturer warranty) supporting determination of Variable Asset Replacement Charge (VARC), as defined in the PSA
- (17) For RA Only PSA, if the Project does not pass certain accounting screens, Sections 2.04(n), 2.07, 10.03 and the second paragraph of Section 4.02 may be deleted from the PSA.

- (18) For projects that have submitted offers in the Energy Storage & Distribution Deferral (“ES&DD”) RFO, should there be a difference in the offer price provided in the ES&DD RFO and the Goleta Area RFO on a similar Offer, SCE will require the Offeror to substantiate the difference in writing.

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in line with the duration of the expected life of the underlying technology
- (2) Installation of smart inverters having capabilities as outlined under Rule 21 section Hh. Additional details available at https://www.sce.com/NR/sc3/tm2/pdf/Rule21_1.pdf
- (3) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar technology and capacity to the Offer, or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO

*** *End of ATTACHMENT A-5* ***

ATTACHMENT A-6(a)

Solar PV Distributed Generation paired with Energy Storage

– BTM –

Capitalized terms in this Attachment A-6(b) that are not defined in these RFO instructions are otherwise defined in the Solar PV Distributed Generation paired with Energy Storage pro forma purchase and sale agreement (“PSA”) posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

The “Solar PV Distributed Generation paired with Energy Storage” product shall be a behind-the-meter installation (i.e., connected directly to a load without using distribution facilities or the transmission system).

As described below, it shall consist of commercially available technology that is capable of producing energy from solar PV, storing the solar PV energy, and thereafter delivering such energy to the connected load.

PROJECT REQUIREMENTS

- (1) Must be new (not existing nor repowered)
- (2) Must be installed at, and provides energy to, an SCE electric customer (residential, commercial, or industrial customers), with an active service account; the SCE customer must directly receive energy from SCE’s distribution grid from a circuit or lower voltage substation that electrically connects directly to the Goleta 220/66-kilovolt substation
- (3) The solar PV components must consist of commercially available solar photovoltaic technology (not in experimental, research, demonstration, or development stages)
- (4) The energy storage device may only be charged from the solar PV
- (5) The energy storage components must consist of commercially available mechanical, chemical or thermal storage technology (i.e., not in experimental, research, demonstration, or development stages)
- (6) Notwithstanding the requirements set forth in these RFO Instructions, the energy storage components must meet all the criteria set forth in Public Utilities Code Section 2835
- (7) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month
- (8) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less

- (9) Must be able to produce and store at least 250 kW of renewable energy (i.e., minimum Contract Capacity is 250 kWAC); no project size maximum
- (10) Delivery Hours must be at least 4 hours with energy delivery from 07:00:00 to 20:59:59
- (11) The hybrid project shall not export energy to the grid
- (12) Installation of smart inverters having capabilities as outlined under Rule 21 section Hh; additional details available at https://www.sce.com/NR/sc3/tm2/pdf/Rule21_1.pdf

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in line with the duration of the expected life of the underlying technology
- (2) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar technology and capacity to the Offer, or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO

INELIGIBLE

Non-Eligible Renewable Resources stationary source or back-up generators

CUSTOMER INCENTIVE PROGRAMS

Participants in Self-Generation Incentive Program (“SGIP”) or other customer incentive programs may be eligible to participate in this RFO. Offerors must indicate in each Offer submittal whether the Offer is contingent on including customers who participate in such incentive programs. Please note that SCE has not come to a final resolution on this matter and therefore reserves the right to not accept such Offers. In addition, participation in this RFO does not supersede any customer incentive program rules, nor does it provide any assurance that SGIP will be available.

*** End of ATTACHMENT A-6(a) ***

ATTACHMENT A-6(b)

Solar PV Distributed Generation paired with Energy Storage

– IFOM –

SCE recommends that interested Offerors of the “Solar PV Distributed Generation paired with Energy Storage” product refer to the posted PSA for the “Solar PV Distributed Generation paired with Energy Storage – Behind-the-Meter” product, which will likely contain many of the provisions that would ultimately be in any final PSA for the IFOM Hybrid product. Capitalized terms in this Attachment A-3 that are not defined in these RFO instructions are otherwise defined in the “Solar PV Distributed Generation paired with Energy Storage – Behind-the-Meter” pro forma purchase and sale agreement (“PSA”) posted on the Website. All clock times specified below are in Pacific Prevailing Time (“PPT”).

PRODUCT DESCRIPTION

The “Solar PV Distributed Generation paired with Energy Storage” product shall be an in-front-of-the-meter installation (i.e., connected directly to SCE’s distribution system as further described below). Further, it shall consist of commercially available technology that is capable of producing energy from solar PV installations (as further described below), storing the solar energy, and thereafter dispatching the renewable energy to SCE’s distribution system.

PROJECT REQUIREMENTS

- (1) Must be new (not existing nor repowered)
- (2) Must interconnect to SCE’s distribution system to a circuit or lower voltage substation that electrically connects directly to the Goleta 220/66-kilovolt substation
- (3) The solar components must consist of commercially available solar photovoltaic technology (not in experimental, research, demonstration, or development stages)
- (4) The solar PV installation qualifies as an ERR as such term is defined in Public Utilities Code Section 399.12 or Section 399.16⁵;
- (5) The energy storage device may only be charged from the solar PV
- (6) The energy storage components must consist of commercially available mechanical, chemical or thermal storage technology (i.e., not in experimental, research, demonstration, or development stages)

⁵ Eligibility requirements for ERRs are set for in the CEC RPS Eligibility Guidebook:
<http://www.energy.ca.gov/2015publications/CEC-300-2015-001/CEC-300-2015-001-ED8-CMF.pdf>

- (7) No grid supply charging during an “N-2 Event” (a simultaneous outage of the two Goleta-Santa Clara 220 kV transmission lines, as defined in the pro forma PSA) absent an instruction from the transmission provider or CAISO to charge the storage units
- (8) Initial Delivery Date to occur no earlier than 06/01/2019 but no later than 06/01/2020, and must occur on the first day of the month
- (9) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (10) Must be able to produce and store at least 250 kW of renewable energy (i.e., minimum Contract Capacity is 250 kW); no project size maximum
- (11) Delivery Hours must be at least 4 hours with energy delivery from 07:00:00 to 20:59:59
- (12) Offeror, as the Transmission Customer or representative of the Transmission Customer, must sign and upload the “Consent for Release of Interconnection-Related Information” document (posted on the RFO website) by the Initial Offer Submittal Deadline whereby Offeror, as the Transmission Customer or representative of the Transmission Customer, consents to and authorizes the disclosure of its confidential, Non-Public Transmission Customer Information to any SCE employee, including SCE’s Marketing Function Employees (as such term is defined pursuant to the FERC Standards of Conduct), who needs to know such information in connection with the Offer(s) being submitted in this RFO
- (13) Site Control – By the PSA Effective Date, Offeror must have control of the project site and relevant structures
- (14) Selected projects ranging from 250kWAC to 499kWAC will be required to be grouped with other like-projects under one “Resource ID” (as such term is defined in the CAISO tariff) for the purpose of scheduling the energy of those resources in the CAISO market.
- (15) For projects that have not yet applied or have not yet been tendered an Interconnection Study or Fast Track “Pass” as of this RFO Launch date, Offeror:
 - Shall enter into an interconnection process (e.g., WDAT Fast Track Process, Queue Cluster #10, etc.), and
 - As part of a complete and confirming Offer submittal, must provide evidence that the respective application is deemed “complete” by SCE
- (16) For projects with completed Interconnection Studies or having “passed” the Fast Track Screens prior to this RFO Launch date, Offeror shall submit one of the following as part of a complete and conforming Offer submittal:
 - Fast Track Review report demonstrating the project has “passed” the respective Fast Track screens or that the project may otherwise be interconnected consistent with SCE’s safety, reliability, and power quality standards
 - Completed System Impact Study or Facilities Study
 - Completed Phase I Interconnection Study

- Completed Phase II Interconnection Study
- A signed Generator Interconnection Agreement

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in-line with the duration of the expected life of the underlying technology
- (2) Installation of smart inverters having capabilities as outlined under Rule 21 section Hh. Additional details available at https://www.sce.com/NR/sc3/tm2/pdf/Rule21_1.pdf
- (3) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar technology and capacity to the Offer, or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO

INELIGIBLE

Non-Eligible Renewable Resources stationary source or back-up generators

*** *End of ATTACHMENT A-6(b)* ***

ATTACHMENT A-7

Combined Heat and Power (“CHP”)

– IFOM –

Capitalized terms in this Attachment A-7 that are not defined in these RFO instructions are otherwise defined in the CHP pro forma purchase and sale agreement (“PSA”) posted on the Website. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

Combined Heat and Power – CHP Facility must meet the federal definition of a qualifying cogeneration facility under 18 CFR §292.205 implementing PURPA. CHP Facilities must also meet the definition of cogeneration under California Public Utilities Code §216.6 and the Emissions Performance Standard established by Public Utilities Code §8341.

REQUIREMENTS

- (1) Must be new or expanded (not existing nor repowered)
- (2) New resources that can reduce GHG emissions relative to the Double Benchmark (pursuant to Section 7.3.1.1 of the Settlement Agreement) and other expanded CHP resources that can reduce GHG emissions through methods identified in Section 7 of the Settlement Agreement (such as a physical change, fuel change, or change in operations) can help in meeting the GHG target. Please contact SCE for questions related to the GHG reduction target and whether your CHP resource can potentially qualify
- (3) An Offeror submitting an Offer pursuant to the CHP PPA (see §1.06(d) of the CHP PPA) must provide both (i) a firm and/or as-available pricing option whereby Offeror assumes GHG Compliance Costs, and (ii) a firm and as-available pricing option whereby Offeror elects to pass-through GHG Compliance Costs to SCE. Offeror may also offer a third hybrid pricing option whereby Offeror and SCE allocate GHG Compliance Costs between them. SCE may select, in its sole discretion, which of these pricing options, if any, SCE chooses as part of this RFO
- (4) Must interconnect to SCE’s distribution system to a circuit or lower voltage substation that electrically connects directly to the Goleta 220/66-kilovolt substation
- (5) Project size must be at least 1MW_{AC}; no project size maximum
- (6) Commercial Operation Date: no earlier than 06/01/2019, but no later than 06/01/2020; and must be on the first calendar day of the month
- (7) Contract term not to be less than 5 years or greater than 12 years

- (8) Offeror, as the Transmission Customer or representative of the Transmission Customer, must sign and upload the “Consent for Release of Interconnection-Related Information” document (posted on the RFO website) by the Initial Offer Submittal Deadline whereby Offeror, as the Transmission Customer or representative of the Transmission Customer, consents to and authorizes the disclosure of its confidential, Non-Public Transmission Customer Information to any SCE employee, including SCE’s Marketing Function Employees (as such term is defined pursuant to the FERC Standards of Conduct), who needs to know such information in connection with the Offer(s) being submitted in this RFO
- (9) Site Control – By the PSA Effective Date, Offeror must have control of the project site and relevant structures
- (10) For projects that have not yet applied or have not yet been tendered an Interconnection Study or Fast Track “Pass” as of this RFO Launch date, Offeror:
 - Shall enter into an interconnection process (e.g., WDAT Fast Track Process, Queue Cluster #10, etc.), and
 - As part of a complete and confirming Offer submittal, must provide evidence that the respective application is deemed “complete” by SCE
- (11) For projects with completed Interconnection Studies or having “passed” the Fast Track Screens prior to this RFO Launch date, Offeror shall submit one of the following as part of a complete and conforming Offer submittal:
 - Fast Track Review report demonstrating the project has “passed” the respective Fast Track screens or that the project may otherwise be interconnected consistent with SCE’s safety, reliability, and power quality standards
 - Completed System Impact Study or Facilities Study
 - Completed Phase I Interconnection Study
 - Completed Phase II Interconnection Study
 - A signed Generator Interconnection Agreement

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years and up to twelve (12) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in-line with the duration of the expected life of the underlying technology
- (2) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar technology and capacity to the Offer, or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO

- (3) By online date, projects will be required to demonstrate that Full Capacity Deliverability Status (“FCDS”) has been acquired

*** *End of ATTACHMENT A-7* ***

ATTACHMENT A-8

Fuel Cell

– BTM or IFOM –

SCE recommends that interested Offerors of the Fuel Cell products refer to the posted PSA for IFOM CHP, which will likely contain many of the provisions that would ultimately be in any final PSA for the Fuel Cell products. Further, SCE has posted three Term Sheet templates for the Fuel Cell product (one for IFOM, one for BTM, and one for RA only) that Offerors are required to download, fill out, and otherwise comply with when designing Fuel Cell Offers. All clock times specified below are in Pacific Prevailing Time (PPT).

PRODUCT DESCRIPTION

Fuel Cell – A generating facility that uses commercially available technology that is capable of producing energy from Fuel Cells and is directly connected to a circuit or lower voltage substation and delivers at least a portion of its energy output onto SCE’s distribution network.

REQUIREMENTS

- (1) Must be new or expanded (not existing nor repowered)
- (2) Must interconnect to SCE’s distribution system to a circuit or lower voltage substation that electrically connects directly to the Goleta 220/66-kilovolt substation
- (3) Project size must be at least 250kW_{AC}; no project size maximum
- (4) Commercial Operation Date: no earlier than 06/01/2019, but no later than 06/01/2020; and must be on the first calendar day of the month
- (5) Contract term not to be less than 5 years or greater than 20 years; however, for any Offer with a term of 15 or more years, Offerors are required to also submit at least one accompanying mutually exclusive offer with a contract term of 10 years or less
- (6) Offeror, as the Transmission Customer or representative of the Transmission Customer, must sign and upload the “Consent for Release of Interconnection-Related Information” document (posted on the RFO website) by the Initial Offer Submittal Deadline whereby Offeror, as the Transmission Customer or representative of the Transmission Customer, consents to and authorizes the disclosure of its confidential, Non-Public Transmission Customer Information to any SCE employee, including SCE’s Marketing Function Employees (as such term is defined pursuant to the FERC Standards of Conduct), who needs to know such information in connection with the Offer(s) being submitted in this RFO

- (7) Site Control – By the PSA Effective Date, Offeror must have control of the project site and relevant structures
- (8) For projects that have not yet applied or have not yet been tendered an Interconnection Study or Fast Track “Pass” as of this RFO Launch date, Offeror:
 - Shall enter into an interconnection process (e.g., WDAT Fast Track Process, Queue Cluster #10, etc.), and
 - As part of a complete and confirming Offer submittal, must provide evidence that the respective application is deemed “complete” by SCE
- (9) For projects with completed Interconnection Studies or having “passed” the Fast Track Screens prior to this RFO Launch date, Offeror shall submit one of the following as part of a complete and confirming Offer submittal:
 - Fast Track Review report demonstrating the project has “passed” the respective Fast Track screens or that the project may otherwise be interconnected consistent with SCE’s safety, reliability, and power quality standards
 - Completed System Impact Study or Facilities Study
 - Completed Phase I Interconnection Study
 - Completed Phase II Interconnection Study
 - A signed Generator Interconnection Agreement

PREFERENCES

- (1) Offerors may propose any contract term equal to or greater than five (5) years, up to twenty (20) years, however, SCE encourages Offerors to propose contract term lengths that are reasonably in-line with the duration of the expected life of the underlying technology
- (2) SCE prefers experienced project developers/Offerors with at least one member of the development team having (a) completed at least one project of similar technology and capacity to the Offer, or (b) begun construction of at least one other project similar to the Offer being submitted in this RFO
- (3) By online date, projects will be required to demonstrate that Full Capacity Deliverability Status (“FCDS”) has been acquired

*** End of ATTACHMENT A-8 ***

ATTACHMENT B

Required Offer Submittal Materials

REQUIRED BY THE INITIAL OFFER SUBMITTAL DEADLINE

Please use the following tables as a guide to understand the information and file types that need to be uploaded to the Website by the Initial Offer Submittal Deadline, as well as other files to which Sellers may need to reference when attesting to and acknowledging certain items on the various RFO forms (e.g., the NDA). Please note that SCE may request additional or different information/uploads than what is listed below.

REQUIRED OFFER SUBMITTAL MATERIALS FOR ALL OFFERS

DOCUMENT	DESCRIPTION	TEMPLATE IS DOWNLOADABLE FROM:
General Proposal Letter	<p>Using the posted guidelines, Offeror is to clearly and with sufficient detail, provide a description of the project’s attributes (location, general configuration, etc.), offer selection parameters (e.g., mutually exclusive with other offers), Offeror’s company, Seller’s experience with development and equipment source/supply chain management, and anything else that either is not captured in the offer forms and/or that Offeror deems as information SCE should possess to better help understand the project and gain confidence of its viability.</p> <p>Use the posted guideline document as a guide to the information SCE seeks.</p>	<p>RFO Website >> DOCUMENTS >> RFO Documents >> Required Offer Submittal Materials>> Offer Support Documents</p> <p>Filename: General Proposal Letter Guidelines.docx</p>
Excel-based Offer Workbooks	<p>The workbooks will contain specific quantitative pricing, operational, and other parameters of Offeror’s offer/project. There is a specific workbook for each product type, so be certain to download the correct workbook type for your specific product (e.g., OFFER WORKBOOK - Demand Response.xlsx). Offerors are required to upload one completed Offer Workbook for each Offer.</p>	<p>RFO Website >> DOCUMENTS >> RFO Documents >> Required Offer Submittal Materials>> Offer Workbooks</p>

ADDITIONAL REQUIRED OFFER SUBMITTAL DOCUMENTS FOR IFOM PROJECTS

DOCUMENT	DESCRIPTION	FILE LOCATION:
Consent for Release of Interconnection Related Information	This consent authorizes the Transmission Customer to disclose certain confidential, Non-Public Transmission Customer Information to SCE’s Marketing Function Employees as per the terms specified under this consent document. Offeror is to fill out, sign and upload this document (as a PDF file) for each project.	RFO website >> DOCUMENTS >> RFO Documents >> Offer Submittal Documents

REFERENCE DOCUMENTS USED IN CONJUNCTION WITH ATTESTING TO CERTAIN ACKNOWLEDGEMENTS ON THE RFO WEBSITE ONLINE “PROJECT AND OFFER FORM”

DOCUMENT	DESCRIPTION	FILE LOCATION:
Non-Disclosure Agreement (NDA)	<p>On the online Offer Form, Offeror must indicate that it already has an in-force NDA* or, if not, must agree to be bound by the terms of the NDA form that is posted on the Website**.</p> <p>*If Offeror already has an in-force NDA that is applicable to all of SCE’s RFOs, SCE asks that Seller upload a scanned copy of the fully-executed NDA.</p>	**RFO website >> DOCUMENTS >> RFO Documents >> Offer Submittal Documents

*** End of ATTACHMENT B ***

ATTACHMENT C

Required Shortlist Documents

REQUIRED BY THE SHORTLIST DELIVERABLES DEADLINE

With respect to the applicable shortlisted Offers, please use the following tables as a guide to understand the information that needs to be uploaded to the Website by the Shortlist Deliverables Deadline. Please note that SCE may request additional or different information/uploads than what is listed below.

REQUIRED PSA TERM LIST FOR SHORTLISTED OFFERS

- Any format is acceptable; PDF, doc, etc.

SHORTLISTED PRODUCT/ PSA TYPE	DELIVERABLE
DR DR-ES Standy-By DR Renewable DG – BTM Renewable DG – IFOM Energy Storage RA Only – IFOM Energy Storage RA w/ Put – IFOM Solar PV DG paired with Energy Storage – BTM CHP – IFOM PLS Solar PV DG paired with Energy Storage– IFOM Fuel Cell – BTM Fuel Cell – IFOM	<p>PSA Term List:</p> <p>Offerors to submit a document (any format; PDF, doc, etc.) that lists all Seller-desired changes to the respective GA RFO pro forma PSA. Such list will serve as a starting point for the PSA negotiations.</p> <p>Offerors to begin the filename with “PSA Term List” e.g., PSA Term List_DR-ES Offers.docx</p>

REQUIRED EXHIBITS FOR SHORTLISTED OFFERS

- For maps, single line diagrams, and any other drawing, please submit as **PDF**
- For all other information, please submit as **DOCX**

SHORTLISTED PRODUCT/ PSA TYPE	SHORTLISTED OFFERORS MUST SUBMIT THE <u>EXACT</u> INFORMATION SPECIFIED IN THE FOLLOWING EXHIBITS TO THE RESPECTIVE PSAs
DR	
DR-ES	
Stand-By DR	<ul style="list-style-type: none"> • TBD
PLS	<ul style="list-style-type: none"> • TBD
Renewable DG – BTM	<ul style="list-style-type: none"> • Exhibit B, Section A – Pre-Installation Description • Exhibit B, Section B – Description of Project Generating Facility
Renewable DG – IFOM	<ul style="list-style-type: none"> • Exhibit B – Generating Facility Description • Exhibit B – Site Description • Exhibit G – Seller’s Milestone Schedule and Material Permits
Energy Storage RA Only – IFOM	<ul style="list-style-type: none"> • Exhibit B – Site Description • Exhibit C – Location of Site • Exhibit D – Electrical Single Line Diagram • Exhibit E – Milestone Schedule
Energy Storage RA w/ Put – IFOM	<ul style="list-style-type: none"> • Exhibit C – Description of Storage Units • Exhibit D – Project and Site Description • Exhibit E – Electrical Single Line Diagram • Exhibit F – Milestone Schedule
Solar PV DG paired with Energy Storage – BTM	<ul style="list-style-type: none"> • Exhibit B, Section A – Pre-Installation Description • Exhibit B, Section B – Description of Project Generating Facility • Exhibit H – Milestone Schedule
Solar PV DG paired with Energy Storage – IFOM	<ul style="list-style-type: none"> • Refer to Solar PV DG paired with Energy Storage – BTM requirements (above)

CHP – IFOM	<ul style="list-style-type: none"> • Exhibit B – Generating Facility Description
Fuel Cell – BTM	<ul style="list-style-type: none"> • TBD
Fuel Cell – IFOM	<ul style="list-style-type: none"> • TBD

REQUIRED INTERCONNECTION AND SITE CONTROL DOCUMENTS FOR SHORTLISTED IFOM OFFERS

- Please submit all of the following files as **PDFs**

SHORTLISTED IFOM PRODUCT/ PSA TYPE	DELIVERABLE
Renewable DG Energy Storage RA Only Energy Storage RA w/ Put Solar PV DG paired with Energy Storage CHP Fuel Cell	<ul style="list-style-type: none"> • A copy of the most recent of: <ul style="list-style-type: none"> ➤ SCE-approved Interconnection Application ➤ Published Fast Track Review report ➤ Published Generating Facility interconnection study ➤ Tendered interconnection agreement (not yet executed) ➤ Fully executed interconnection agreement • A scanned fully executed copy of the following form letters that can be downloaded from the Website at RFO Documents >> Required Shortlist Documents <ul style="list-style-type: none"> ➤ Site Control Acknowledgement Letter ➤ Site Owner’s Acknowledgement Letter

*** End of ATTACHMENT C ***