



# 2022 DAC-GT and CS-GT Request for Offers

Addendum 1 – Revised January 25, 2023

Launch: December 12, 2022

Close: June 1, 2023

## RFO Protocol

### 1. Introduction

On June 21, 2018, the California Public Utilities Commission (CPUC) approved [\(“D.”\)18-06-027 Alternate Decision Adopting Alternatives to Promote Solar Distributed Generation in Disadvantaged Communities](#) adopting three new programs to promote the installation of renewable generation among residential customers in disadvantaged communities (“DAC”)<sup>1</sup>, as directed by the California Legislature in Assembly Bill (“AB”) 327(Perea), Stats. 2013, ch 611. Pursuant to D.18-06-027, Community Choice Aggregators (“CCAs”) may develop and implement their own DAC-GT and CS-GT programs.

Per [Resolution E-4999](#), Clean Power Alliance of Southern California (“CPA”) has been allocated 12.19 MW for its DAC Green Tariff (“DAC-GT”) program and 3.37 MW for its Community Solar Green Tariff (“CS-GT”) program. CPA is soliciting competitive proposals for new, in-front-of-the-meter renewable energy resources located in eligible disadvantaged communities. The requirements for these renewable energy resources are listed below in Section 2b.

General instructions for participating in CPA’s RFO and product-specific requirements are described in the text of this document (“RFO Protocol”).

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<sup>1</sup> DACs are defined under D.18-06-027, Resolution E-4999, and Resolution E-5212. Please see Section 2c below for an explanation of which census tracts qualify as a DAC.

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## 2. Background

### a. Description of CPA

Established in 2017, CPA is a Joint Powers Authority made up of 32 local agencies across Los Angeles and Ventura Counties serving electricity to over 1 million customers in the region. CPA was established to provide cost competitive electric services, reduce electric sector greenhouse gas emissions, stimulate renewable energy development, implement distributed energy resources, promote energy efficiency and demand reduction programs, and sustain long-term rate stability for residents and businesses through local control.

CPA seeks to develop an electric supply portfolio with overall lower greenhouse gas (“GHG”) emissions than that of Southern California Edison, to encourage the use and development of cost-effective renewable and distributed energy resources, and to discourage the use of unbundled renewable energy credits (“RECs”). CPA also seeks to provide and manage its energy portfolio and products in a manner that is cost effective to customers, to promote public health in areas impacted by energy production, to achieve regional economic benefits and workforce development, and to offer customers a choice of differentiated renewable product tiers.

### b. RFO Overview and Project Eligibility

CPA is expecting to fill CPA’s eligible program capacity allocation under the DAC-GT and CS-GT programs over multiple RFOs. This RFO is the third of CPA’s DAC-GT and CS-GT program RFOs.

Community Solar stakeholders who are interested in connecting with potential project partners to submit a complete offer for this RFO or future RFOs are invited to visit the [Community Solar webpage](#) for more information on a CPA sponsored pairing resource that can connect solar energy developers with public and nonprofit organizations interested in hosting or sponsoring a community solar project. The pairing resource is a directory of interested parties that is only shared with those who complete the interest form questionnaire.

Any Power Purchase Agreement (PPA) which results from this RFO will be subject to CPA Board of Directors and CPUC approval. For those projects which receive CPA Board of Directors approval and an executed PPA, CPA will submit the executed PPA to the CPUC for approval within 180 days of bidder’s receipt of shortlist notification.

Below is a description of eligibility requirements for projects offered in this RFO.

#### DAC-GT Project Eligibility

- The Project must be physically located in and connecting electrically to a circuit, load, or substation within Southern California Edison’s (SCE’s) service territory and located within an eligible DAC, as further defined in Section 2c.
- The Project must be a new solar, wind, hydroelectric, or biomass/biogas Renewable Portfolio Standard (“RPS”)-eligible, in-front-of-the-meter generating facility with a nameplate rated

generating capacity between 500 kW and 3.27 MW<sub>AC</sub><sup>2</sup>, inclusive. Behind-the-meter projects, non-renewable technologies, and other complimentary technologies are not eligible.

- The Project must have an online date no later than December 31, 2025.
- The Project must have completed a Phase I Interconnection Study or equivalent or received a positive determination of [Fast Track eligibility](#).
- The Project must comply with the California Air Resources Board's Voluntary Renewable Electricity Program.
- The Project must be Green-e certified.
- The Project must qualify as a DAC-GT Project pursuant to D.18-06-027, [D.18-10-007](#), and Resolution E-4999.

### CS-GT Project Eligibility

- The Project must be physically located in a DAC census tract within SCE's service territory, connected electrically to a circuit, load, or substation within SCE's service territory, and located within 5 miles of the DAC census tracts in which subscribing CPA customers reside<sup>3</sup>, as further defined Section 2c.
- The Project must be a new, RPS-eligible solar, in-front-of-the-meter generating facility with a nameplate rated generating capacity of less than or equal to 2.7 MW<sub>AC</sub><sup>4</sup>. Behind-the-meter projects, non-renewable technologies, and other complimentary technologies are not eligible.
- The Project must demonstrate eligibility to participate or a path towards eligibility to participate in the CAISO market.
- The Project must have an online date no later than December 31, 2025.
- The Project must have received a positive determination of [Fast Track interconnection eligibility](#).
- The Project must comply with the California Air Resources Board's Voluntary Renewable Electricity Program.
- The Project must be Green-e certified.
- The Project must qualify as a CS-GT Project pursuant to D.18-06-027, [D.18-10-007](#), and Resolution E-4999.
- The Project must submit a letter of commitment from a non-profit community-based organization ("CBO") or a local government entity or school that would serve as a sponsor for the CS-GT project on behalf of the residents that are located in a DAC within CPA's service territory for the offered Project which must contain at minimum:

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<sup>2</sup> The maximum amount of the nameplate capacity for the Project shall be equal to CPA's remaining capacity allocation for the DAC-GT program at the time of the launch of CPA's 2022 DAC-GT RFO.

<sup>3</sup> CPA's service territory includes unincorporated Los Angeles County, unincorporated Ventura County and the cities of: Agoura Hills, Alhambra, Arcadia, Beverly Hills, Calabasas, Camarillo, Claremont, Carson, Culver City, Downey, Hawaiian Gardens, Hawthorne, Malibu, Manhattan Beach, Moorpark, Ojai, Oxnard, Paramount, Redondo Beach, Rolling Hills Estates, Santa Monica, Sierra Madre, Simi Valley, South Pasadena, Temple City, Thousand Oaks, Ventura, West Hollywood, Westlake Village, and Whittier.

<sup>4</sup> The maximum amount of the nameplate capacity for the Project shall be equal to CPA's remaining capacity allocation for the CS-GT program at the time of the launch of CPA's 2022 DAC-GT RFO.

- Demonstration of substantial interest of community members in subscribing to Project, **such as surveys or testimony from community members**;
- Estimated number of subscribers, with justification to ensure Project is sized to likely demand;
- A preliminary plan to conduct outreach and recruit subscribers (which may be conducted in conjunction with the developer and/or CPA); and
- Siting preferences, including community-suggested host sites, and verification that the site chosen for the bid is consistent with community preference.
- Description of how workforce development and job training will be incorporated in their efforts.

### c. Disadvantaged Communities

The CPUC has defined an eligible DAC as census tracts that either: (1) score at or above the 75th percentile (i.e., scoring in the top 25 percent statewide) in the California Environmental Protection Agency's ("CalEPA") CalEnviroScreen 3.0 and/or CalEnviroScreen 4.0 (collectively, "CalEnviroScreen") on a statewide basis, (2) are one of the census tracts that score in the highest five percent of CalEnviroScreen's pollution burden, but that do not have an overall score because of unreliable socioeconomic or health data, or (3) are located in California Indian Country as defined in 18 United States Code Section 1151, with the exception of privately held in-holdings, which are defined as non-Indian owned fee land located within the exterior boundaries of California Indian Country; in the event of multiple owners, such land shall be considered Indian owned if at least one owner is a tribe or tribal member, regardless of the use of the land.

The CalEPA has created an online map that displays the CalEnviroScreen results, where one can pan and zoom into various areas of California to graphically identify the general location of DACs. There are multiple ways to identify DACs:

A. Via Data List (Spreadsheet). In order to download a data list of areas that correspond to the preceding map, one can:

1. Visit the CalEPA DAC website
2. Download the List of Disadvantaged Communities Excel file
3. Filter the data set (on either tab)

B. Search by Address. One can also determine DAC status of one or more specific addresses. For a single address, go back to the CalEnviroScreen map and, in the "Find address or place" field, input the address and determine the color coding alongside the map's Legend.

CPA is providing an online map to assist bidders in identifying whether their project is within a DAC. The map will also help bidders determine if their project meets the specific geographical eligibility requirements for the DAC-GT and CS-GT programs as laid out in Section 2b. The map can be accessed from the RFO website and is detailed in Exhibit A.

#### d. RFO Website

All information regarding this RFO will be posted to the RFO website at <https://cleanpoweralliance.org/2022-dac-gt-and-cs-gt-power-share-request-for-offers/>. Bidders will submit all offers (including narrative, offer form templates, redlined contracts, and all other materials) to the RFO email address: [DACProgramsRFO@cleanpoweralliance.org](mailto:DACProgramsRFO@cleanpoweralliance.org). All Q&A questions from bidders shall also be submitted to the same email address.

#### e. Acknowledgement of Terms

By participating in CPA’s RFO, respondents (“Bidders”) acknowledge that they have read, understand, and agree to the terms and conditions set forth in this RFO Protocol. CPA reserves the right to reject any offer that does not comply with the requirements identified herein. Furthermore, CPA may, at its sole discretion and without notice, modify, suspend, or terminate the CPA RFO without liability to any organization or individual. The CPA RFO does not constitute an offer to buy or create an obligation for CPA to enter into an agreement with any party, and CPA shall not be bound by the terms of any offer until CPA has entered into a fully executed agreement.

### 3. Submission Details

#### a. Registration

To receive RFO notifications, all Bidders should complete the [Bidder Registration form](#) online.

#### b. Timeline

Date	Item
December 12, 2022	RFO issuance and Q&A open
January 10, 2023	Bidder Webinar to discuss RFO process
February 3, 2023	First deadline to submit Q&A questions
February 17, 2023	First round of Q&A responses posted to the CPA RFO website
March 24, 2023	Deadline to submit Q&A questions. Submit questions to: <a href="mailto:DACProgramsRFO@cleanpoweralliance.org">DACProgramsRFO@cleanpoweralliance.org</a>
April 7, 2023	Second round of Q&A responses posted to the CPA RFO website
June 1, 2023	<b>Deadline to submit RFO Proposals to <a href="mailto:DACProgramsRFO@cleanpoweralliance.org">DACProgramsRFO@cleanpoweralliance.org</a> by 11:59 PM PST</b>
August 2023	Bidders notified of shortlist status
August - October 2023	Power Purchase Agreement (“PPA”) negotiations and awards
September 2023 - January 2024	Submit executed PPA(s) to CPUC for approval

**Responses to the RFO are due on June 1, 2023 by 11:59 PM Pacific Standard Time.**

c. Compliant Submission Specifications

All offers must meet the following specifications in order to be considered for selection. Please ensure that proposals conform to the appropriate specifications for the project submitted. Any deviations from the following list will be treated as non-compliant and excluded from consideration.

Price	<p>Fixed \$/MWh with zero percent (0%) annual escalator. Prices must be offered at the project Pnode.</p> <p><b>Note: Actual payments to bidder will be consistent with the terms of the PPA Agreements for each project.</b></p>
Number of Offers	<p>Bidders may submit a maximum of one (1) offer per unique facility/location. This project should be the largest size and most competitive offer that meets all compliance requirements. All projects will be evaluated with the assumption that smaller project sizes may be priced and negotiated during final shortlisting negotiations.</p> <p>Alternative configurations, durations, or pricing schemes may be submitted as descriptions within the narrative document (see full description in "Submission Package" section below) but may not be evaluated or considered until final negotiations or at all.</p> <p><b>NOTE: If a single Bidder wishes to submit multiple unique facilities (at different locations), each project must be submitted as an entirely separate Submission Package with fully completed copies of each relevant document.</b></p>
Term	<p>Bidders must submit a conforming offer with a term of fifteen (15) years. Bidders may also provide additional alternate offers of ten (10) years and twenty (20) years, if desired.</p>
Scheduling Coordinator	<p>Buyer shall be the Scheduling Coordinator ("SC").</p>
Ownership	<p>All projects will be owned by the Bidder, with CPA contracting the output of the resource for the duration of the contract term.</p>
Expected Commercial Operation Date ("COD")	<p>On or prior to December 31, 2025.</p>
Deliverability	<p>Both "Energy Only" projects and projects with Full Capacity Deliverability Status ("FCDS") are eligible for this RFO. Energy Only projects will not receive any value for providing Resource Adequacy benefits.</p>
Seller Security Requirements	<p>\$90/kW of Contract Capacity.</p>

Guaranteed Energy Production	One hundred sixty percent (160%) of proposed estimated annual energy production in each 2-year performance measurement period.
Workforce Development	<p><b>Prevailing wage requirement:</b> All employees hired by the project developer, and its contractors and subcontractors, that will perform construction work or provide services at the site related to construction of the Facility shall be paid wages at rates not less than those prevailing for workers performing similar work in the locality as provided by applicable California law, if any. A project’s prevailing wage obligations can be satisfied upon the execution of a project labor agreement related to construction of the Facility.</p> <p>Targeted hire requirements: The project will comply with the following targeted hire requirements:</p> <ul style="list-style-type: none"> <li>• A minimum of 40% of all hours of project work shall be performed by Local Targeted Worker<sup>5</sup> with priority given to residents of Los Angeles and Ventura Counties.</li> <li>• A minimum of 10% of all hours of project work shall be performed by Disadvantaged Workers<sup>6</sup> whose primary place of residence is within Los Angeles and Ventura Counties.</li> <li>• 60% of all Journeymen Wiremen working on the project shall be graduates of a state approved electrical apprenticeship program.</li> <li>• At least 10% jobsite electrical workers shall be OSHA 30-hour General Industry Safety and Health Certified.</li> <li>• All Electrical Work<sup>7</sup> will be performed by Journeymen Electricians, or Apprentices currently being trained in a California Approved Electrical Apprenticeship Program under the Supervision of a Journeyman Electrician.</li> </ul>

<sup>5</sup> Local Targeted Worker refers to workers located within a 25-mile radius of the project.

<sup>6</sup> Disadvantaged Worker means an individual who, prior to commencing work on the project, meets the income requirements of a Targeted Worker and faces at least one of the following barriers to employment: (1) being homeless; (2) being a custodial single parent;(3) receiving public assistance; (4) lacking a GED or high school diploma; (5) having a criminal record or other involvement with the criminal justice system; (6) suffering from chronic unemployment; (7) emancipated from the foster care system; (8) being a veteran of the United States Armed Services; or (9) being an apprentice with less than 15% of the required graduating apprenticeship hours in a program.

<sup>7</sup> Electrical work is defined as the handling of batteries, photovoltaic panels or panel cartridges (including any rigging for lifting of cartridges from delivery trucks, guiding cartridges onto support rails and sliding cartridges into final location), installation or rails supporting the panels or panel cartridges, installation and connection of any electrical wires and cables, connections to power conversion stations, electrical fixtures, electrical appliances, electrical apparatus, electrical raceways or trays, electrical conduits, electrical instrumentation and controls, and electrical startup and testing. Excluded from Electrical Work: The delivery and unloading of material, supplies and equipment to the Project Site or to locations designated throughout the Project Site for equipment and material staging, as determined by the Owner or Employer.

	<ul style="list-style-type: none"> <li>All Apprentices will be registered in a state of California approved apprenticeship program under the supervision of a certified electrician.</li> </ul>
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#### d. Submission Package

Projects bids should be submitted via email to [DACProgramsRFO@cleanpoweralliance.org](mailto:DACProgramsRFO@cleanpoweralliance.org) by the submission deadline with a subject line of “2022 DAC-GT RFO” or “2022 CS-GT RFO” as appropriate. Submissions must include the following attachments, as detailed in the sections following:

- i. Fully completed Offer Form template
- ii. Project Narrative
  - For CS-GT projects, this must include a sponsor letter of commitment
- iii. Redlined PPA
- iv. Executed non-disclosure agreement
- v. ArcGIS or Google Earth file of project’s geospatial footprint
- vi. Signed Campaign Contribution Disclosure Form

#### Project Narrative

Bidders should submit a brief narrative of the proposed project and vendor qualifications. This narrative will be primarily used as a reference for specific project details that are not fully captured in the Offer Form templates and for further assessment of shortlisted proposals. The contents of the narrative will not be used as part of initial quantitative or qualitative project evaluation but are mandatory for promotion to the final shortlist. **The project narrative should be submitted as a pdf document.**

The project narrative must include the following sections in the order listed below:

1. Project summary
  - i. Brief summary of project including location, sizing, and any relevant high-level details (1-2 paragraphs)
2. Project details summary table
  - i. Should include project name, location city and county, capacity size, energy sizing (duration), COD, and pricing (\$/kWh)
3. Detailed site description
  - i. Detailed description of the current land use of the project footprint, including a detailed site map
  - ii. Describe the project’s proposed interconnection, including proximity to transmission interconnection and any new interconnection facilities that would need to be built
4. Project risk
  - i. Brief overview of project risks, particularly related to status of:
    1. Project interconnection
    2. Site control and permitting
    3. Environmental zoning, studies, and permitting

4. Financing
5. Community experience
  - i. Describe what benefits the project provides the community in which it is located, including resiliency, CPA member agency partnership or co-investment, and grant eligibility
  - ii. Describe completed or planned community outreach and communications strategy
  - iii. Describe bidder's previous experience in community engagement, either in the community in which the project is located, or others
  - iv. Describe how workforce development requirements described in 3C will be met
6. Developer experience
  - i. Brief description of developer experience, particularly as relates to previously completed projects of a similar scope and scale
7. Offer variants
  - i. Description of additional variants the bidder would like CPA to consider.
  - ii. If the bidder would like to propose offer variants beyond the one proposed in the Offer Form Template, these variants may be described in text in this section. These additional variants may not be submitted as offer form templates and will not be evaluated in the quantitative evaluation phase but may be assessed for additive value if the initial proposal is chosen for shortlisting consideration.
    1. Alternative offers that might be proposed in this section include distinct CODs, alternative pricing schemes, alternative SC arrangements, or any other arrangements that may provide additional value.
8. **For CS-GT projects only**, the project must attach the sponsor letter of commitment, as referred to in Section 2b, which must contain at minimum:
  - i. Demonstration of substantial interest of community members in subscribing to Project;
  - ii. Estimated number of subscribers, with justification to ensure Project is sized to likely demand;
  - iii. A preliminary plan to conduct outreach and recruit subscribers, including monolingual and hard to reach customers, (which may be conducted in conjunction with the developer and/or CPA); and
  - iv. Siting preferences, including community-suggested host sites, and verification that the site chosen for the bid is consistent with community preference.

### Offer Form Template

The excel file data template is the primary source of data for evaluating submissions. **This Offer Form template is mandatory and must be fully completed for a submission to be considered compliant.** The Offer Form template contains the following sections, and a guide for which sheets must be completed is provided on the instructions sheet in each of the two templates. All yellow fields in the sheets relevant to the proposed project should be fully completed, utilizing the drop-down lists when provided.

1. **Participant & Project Info:** these values provide summary information for the project

2. **Hourly Profile:** these values will be used for quantitative modeling of renewable generation resources
3. **Qualitative Assessment:** this questionnaire gathers information for qualitative selection criteria. Responses to the qualitative questionnaire will be a significant component to CPA's project evaluation
4. **Other Questionnaire:** This questionnaire gathers information that is not used for qualitative selection criteria.
5. **Development Risk:** these questions are intended to assess potential project development risk

#### Redlined PPAs

CPA is including the Pro Forma PPA that CPA intends to use as the basis for contracting with successful Bidders. The Pro Forma PPA is the same for all counterparties, and CPA will only accept changes to the Pro Forma PPA related to Project-specific characteristics and information.

Bidders must consider the commercial terms stipulated in this RFO Protocol as well as those commercial terms defined in the agreement when submitting an offer to this RFO. CPA will consider limited requests for adjustments and edits to its form agreements, provided that such requested edits are incorporated as redline edits to the Pro Forma PPA Word document and submitted as part of the submission package. While CPA will consider limited requests for adjustments and edits to its form agreements, adherence to CPA's standard contract terms is an important factor in CPA's evaluative process that will be strongly weighted. Offers that accept CPA's standard contract terms will be given preference during such evaluation. Bidders should be aware that changes to CPA's standard contract terms submitted after the response deadline may result in disqualification of the offer and, if applicable, forfeiture of the Shortlist Deposit provided under the Exclusivity Agreement.

#### Project Footprint File

**All projects are required to submit a file of the relevant geospatial footprint of the project in a zipped (.zip) shapefile (.zip/.shp) or Google Earth KML (.kml) format.**

#### Non-Disclosure Agreement

All Bidders are required to sign CPA's standard Non-Disclosure Agreement ("NDA"). CPA will not accept changes to the NDA.

#### Campaign Contribution Disclosure Form

Bidders are required to disclose information relating to any campaign contributions made to CPA's Regular or Alternate Directors. All bidders must sign and submit a Campaign Contributions Disclosure Form.

#### b. Screening and Compliance

After the submission deadline, all submissions will be reviewed for basic compliance and completeness. At the discretion of CPA, developers may be contacted to notify them of deficiencies in their submission

materials. **Bidders will have five (5) business days to respond with updated and compliant submission materials or risk rejection from consideration.**

**Bidder is solely responsible for checking compliance of all submitted materials. Lack of communication from CPA does not imply confirmation of a compliant submission.**

## 4. Evaluation and Selection Criteria

Projects will be evaluated based on a combination of quantitative and qualitative criteria. Quantitative criteria will focus on project performance and economics, while qualitative criteria will focus on factors related to environmental stewardship, workforce development, development score, project location, and impact on Disadvantaged Communities. Both categories of criteria will play a major role in project evaluation.

### a. Quantitative Evaluation

All projects will be assessed for market performance against the relevant project Pnode. Initial evaluation of all projects will use the hourly generational profile data provided in the Offer Form Template (Sheet 2. Hourly Profile) dispatched against simulated Pnode prices to model energy and capacity value over the 15-year project lifetime. Pnode prices will be generated using modeling that accounts for changes in regional fundamentals (congestion, solar generation, storage, etc) over time. This analysis will provide an estimate of energy value for each project, which along with the \$/MWh PPA cost submitted in the proposal will be used to calculate an overall value for each project.

### b. Qualitative Evaluation Criteria

In performing this evaluation, CPA will consider a common set of qualitative criteria, a partial list of which is included below. This list may be revised at CPA's sole discretion and includes:

- Overall clarity and quality of response, inclusive of completeness, timeliness, and conformity
- **Development Score**
  - Development score refers to project development status, including but not limited to progress toward interconnection, deliverability, siting, zoning, permitting and financing requirements.
  - All projects will be assessed for a project development score using the answers supplied in the "Development Score" sheet of the Offer Form template. The results of these questions will be used to provide an additional qualitative project score to aid in final project shortlisting.
- **Environmental Stewardship**
  - CPA is committed to be an environmental leader by providing customers with energy that delivers multiple benefits for air, water, and nature and avoids impacts to important lands, species, and waters. CPA will prioritize projects that are considered multi-benefit renewable energy and projects located in areas zoned for renewable energy development. CPA will de-prioritize projects located in high-conflict areas.
- **Workforce Development**

- CPA is committed to creating community benefits, which includes engaging a skilled and trained workforce as further described in Section 3.c and the Offer Form Template.
- For rooftop solar or parking lot shade structure solar project, CPA will prioritize projects demonstrating the following:
  - Projects that have secured, or commit to securing, a community benefit or project labor agreement with the local chapter of the International Brotherhood of Electrical Workers (IBEW).
- For ground mount solar projects, CPA will prioritize projects demonstrating the following:
  - Projects that have secured, or commit to securing, a 5-trade community benefit or project labor agreement led by the local chapter of the International Brotherhood of Electrical Workers (IBEW).
- **Project Location** – for DAC-GT and CS-GT projects, CPA has a high preference for projects located within CPA’s service territory. CPA will prioritize projects located in the top 5% census tracts of disadvantaged communities per CalEnviroScreen 4.0 (if applicable).
- **Other Preferences** – CPA will prioritize projects that leverage other government funding such as a state Community Services Department (“CSD”) grants, or that provide evidence of support or endorsements from programs such as Transformative Climate Communities or other local climate initiatives.
- **Increase in Energy Credit for Solar and Wind Facilities Placed in Service in Connection with Low-income Communities** – Bidders are required to identify in the Offer Form Template a base PPA Offer (\$/MWh) and a Low-Income Community Bonus PPA Offer (\$/MWh) in the event the project qualifies for and utilizes the Investment Tax Credit bonus for projects with a maximum net output less than 5 MW which are a part of a qualified low-income economic benefit project (H.R. 5376 Section 13103). Please review the Offer Form Template and the Pro Forma PPA for more information.

## 5. Communication Guidelines

CPA will not be answering questions related to the RFO outside of the formal Q&A process. Bidders are prohibited from communicating with CPA personnel, Board director or alternate outside of this Q&A process. **If it is discovered that a Bidder contacts and receives information from any CPA personnel, Board director or alternate, outside of the rules established by this RFO, CPA may, in its sole determination, disqualify such Bidder’s proposal from further consideration or take any other action as CPA may decide.** Please review CPA’s Vendor Communication Policy, available at: [https://cleanpoweralliance.org/wp-content/uploads/2019/06/CPA2019-010\\_Policy\\_Vendor-Communications.pdf](https://cleanpoweralliance.org/wp-content/uploads/2019/06/CPA2019-010_Policy_Vendor-Communications.pdf).

### Bidders’ Webinar

CPA will host an informational webinar to review the objectives and process of this RFO. Bidders are encouraged to attend. A registration link for the webinar will be posted to CPA RFO website.

## Q&A

All questions will be answered through a formal Q&A process. The Q&A process will open with the RFO issuance on December 12, 2022. Bidders must submit questions to [DACProgramsRFO@cleanpoweralliance.org](mailto:DACProgramsRFO@cleanpoweralliance.org). The Q&A process will close on March 24, 2023 at 11:59 PM Pacific Standard Time. Questions received and all answers to such questions will be posted in two response documents, the first on February 17, 2023 and the second on April 7, 2023, for all Bidders to view on the CPA RFO website. If Bidders wish to have questions answered in the first round of responses, they should submit questions by February 3, 2023. CPA reserves the right to group questions, combine issues, or organize answers in a manner that CPA finds appropriate.

## 6. Buyer Security

CPA does not intend to provide collateral or performance security in connection with any PPAs that it may execute in connection with this RFO. By submitting an offer through this RFO, Seller acknowledges and accepts that CPA does not intend to provide collateral or performance security in connection with any PPA, and no such offer submitted will be subject to a requirement that CPA post collateral or security.

## 7. Exclusivity Agreement

Following Bidder notification (i.e., shortlist selection), in order to continue with the process, selected Bidders will be required to sign CPA's standard Exclusivity Agreement that is attached to the RFO Release documents as "CPA Exclusivity Agreement.docx" and to **submit a deposit of \$3.00/kW AC for all short-listed project capacity ("Shortlist Deposit")**. The Shortlist Deposit is intended to secure the obligations of any shortlisted Bidder(s) during the negotiating period and to ensure that each offer has been carefully considered. The Shortlist Deposit must be in the form of either a cash deposit or a Letter of Credit. "Letter of Credit" means an irrevocable standby letter of credit, in a form reasonably acceptable to CPA, issued either by (i) a U.S. commercial bank, or (ii) a U.S. branch of a foreign commercial bank that meets the following conditions: (A) it has sufficient assets in the U.S. as determined by CPA, and (B) it is acceptable to CPA in its sole discretion. The issuing bank must have a credit rating of at least A- from S&P or A3 from Moody's, with a stable outlook designation. In the event the issuer is rated by both rating agencies and the ratings are not equivalent then the lower rating will apply. All costs of the Letter of Credit shall be borne by Bidder.

Please refer to the CPA Exclusivity Agreement for additional details regarding the Exclusivity Period (as defined in the Exclusivity Agreement) and return of the Shortlist Deposit.

## 8. No Guarantee of Offer or Agreement

This RFO does not constitute an offer from CPA to buy and creates no obligation to execute any agreement as a consequence of this RFO. Under no circumstances shall CPA be bound by the terms of any Bidder's proposal nor any subsequent agreement until CPA has obtained all necessary approvals of its management and the CPA Board of Directors and all the conditions precedent, if any, set forth in a fully executed agreement have been satisfied or waived.

CPA reserves the right, without qualification and in its sole discretion to: (i) select multiple Bidders or no Bidders at all, or (ii) negotiate one or more agreements on a bilateral basis outside the terms of this RFO. CPA may at any time and for any reason decline to enter into any potential PPA with any Bidder, terminate negotiations with any Bidder, or to abandon the RFO process in its entirety. CPA shall not be liable to any Bidder submitting a proposal in response to this RFO. CPA shall not be liable to any Bidder or party in law or equity for any reason whatsoever for any acts or omissions arising out of or in conjunction with this request for submittals. No implied or express waiver of CPA's rights is intended.

CPA reserves the right to request clarification of information submitted through supplementary follow-up questions or inquiries or to request additional information from any one or more of the Bidders.

Each Bidder's costs for developing its proposals, including all RFO review, bid preparation and submittal costs, are entirely the responsibility of the applicable Bidder, and CPA shall not have any responsibility or liability for such costs.

CPA states that the information in this RFO Protocol is accurate to the best of CPA's knowledge but is not guaranteed to be correct. Bidders are expected to complete all due diligence activities prior to entering into any final contract negotiations with CPA.

## 9. Collaboration

No Bidder shall collaborate on, coordinate, or discuss with any other Bidder or potential Bidder the substance of this RFO, RFO strategies, or whether CPA has shortlisted certain bids.

## 10. Non-discrimination

CPA does not give preferential treatment based on race, gender, color, ethnicity, or national origin.

## 11. Confidentiality

All correspondence with CPA including responses to this solicitation will become the exclusive property of CPA and will become public records under the California Public Records Act (Cal. Government Code section 6250 et seq.) All documents sent by Bidders to CPA may be subject to disclosure, unless exempt due to one of the narrow exceptions to the disclosure requirements.

In order to designate information as confidential, the Bidder must clearly stamp and identify the specific portion of the material designated with the word "Confidential" and provide a citation to the California Public Records Act that supports keeping the information confidential. Bidder should not over-designate material as confidential. Over-designation would include stamping entire pages or series of pages as confidential that clearly contain information that is not confidential.

Therefore, any proposal which contains language purporting to render all or significant portions of their proposal "Confidential", "Trade Secret" or "Proprietary", or which fails to provide the exemption information required as described below may be considered a public record in its entirety subject to the procedures described below. **Do not mark your entire proposal as "confidential".**

If required by any law, statute, ordinance, a court, Governmental Authority or agency having jurisdiction over the CPA, including the California Public Records Act, CPA may release Confidential Information, or a portion thereof, as required. In the event CPA is required to release Confidential Information, it shall notify the Bidder of the required disclosure, such that the Bidder may attempt (if it so chooses), at its sole cost, to cause the recipient of the Confidential Information to treat such information in a confidential manner, and to prevent such information from being disclosed or otherwise becoming part of the public domain. By submitting a proposal, Bidder agrees to indemnify and hold harmless CPA, its directors, officers, employees and agents, from any claims, liability, award of attorneys' fees, expenses, or damages, and to defend any action brought against above said entities for CPA's refusal to disclose any confidential, trade secret, or other proprietary information to any party.

CPA does not intend to disclose any part of any proposal before it announces a recommendation for approval by CPA's Board of Directors of a contract, on the ground that there is a substantial public interest in not disclosing proposals during the evaluation or contract negotiation process.

## 12. Bidder Representations

By submitting a bid, Bidder agrees to be bound by the conditions of the RFO Protocol, and makes the following representations, warranties, and covenants to CPA, which representations, warranties, and covenants will be deemed to be incorporated in their entirety into each of Bidder's submittals and are deemed to be material to CPA's consideration of the proposals:

1. Bidder agrees that CPA is not liable to any Bidder or party in law or equity for any reason whatsoever for any acts or omissions arising out of or in conjunction with this request for submittals and that Bidder has no legal recourse against CPA, its Members, CPA's directors, officers, employees, and agents for rejection of their submittal(s).
2. Bidder acknowledges that it has had the opportunity to seek independent legal and financial advice of its own choosing with respect to this RFO and agrees to be bound by the terms and specifications of this RFO and any addenda subsequently issued prior to the due date of the submittal.
3. Bidder has obtained all necessary authorizations, approvals, and waivers, if any, required by Bidder to submit its bid pursuant to the terms of this RFO and to enter into a final agreement with CPA.
4. Bidder acknowledges that CPA reserves the right to enter into relationships with more than one Bidder, can choose not to proceed with any Bidder with respect to one or more identified tasks, and can choose to suspend this RFO or issue a new RFO that would supersede and replace this RFO.
5. Bidder warrants that it has no employees in its employ who in any capacity have a position at CPA that enable him/her to influence the selection of a Bidder or any competing RFO, nor does Bidder have in its employ any CPA Director, including any Regular or Alternating Directors (collectively "CPA Director") or CPA employee who is the spouse or economic dependent of such a CPA employee.
6. Bidder's submission complies with all applicable laws.
7. Bidder warrants that all information submitted by Bidder to CPA in connection with this RFO is true and accurate as of the date of Bidder's submission. Bidder also covenants that it will properly update any submitted information immediately upon any material change thereto.

Attachment A: DAC-GT and CS-GT Protocol

Bidder acknowledges and accepts that CPA does not intend to provide collateral or performance security in connection with any PPA.

## Exhibit A: Clean Power Alliance Clean Energy RFO Evaluation Tool

The Clean Power Alliance Clean Energy RFO Evaluation Tool is available for use by bidders in the 2022 DAC-GT and CS-GT RFO. [Click here to access the Tool.](#)

**Note that detailed instructions on the Tool and its use are provided on the CPA Clean Energy RFO Evaluation Tool splash screen and are accessible from the Tool’s main screen by clicking the  button.**

For DAC-GT bidders, the Clean Energy RFO Evaluation Tool may be used to determine if your project footprint meets eligibility criteria (located within a DAC within SCE’s service territory, as described in Section 2b).

For CS-GT bidders, the Clean Energy RFO Evaluation Tool may be used to determine if your project footprint meets eligibility criteria (located within a DAC within CPA’s service territory, as described in Section 2b). In addition, the Clean Energy RFO Evaluation Tool can provide CS-GT bidders with an estimate of eligible CS-GT customers located within a 5-mile radius of the project. For details on this functionality, please see the “DAC Customer Count Tool” section in the web Tool’s instructions.

The Tool will also help all bidders determine if a Project overlaps with certain environmental avoidance areas (“Avoidance Areas” in the Tool) or preferred renewable energy development and multi-benefit areas (“Renewable Energy Zones and Multi-benefit Areas” in the Tool).

CPA will use the Evaluation Tool to conduct internal environmental screening of 2022 DAC-GT and CS-GT projects. To facilitate this, **bidders are required to submit a file of the relevant geospatial footprint of their project in a zipped (.zip) shapefile (.zip/.shp) or Google Earth KML (.kml) format.**