

Request For Proposals New Renewable Energy Project Portfolio Acquisition

Issued: October 10, 2013

Submit by: November 1, 2013

Questions and Submittals to: Peter Freed, TerraPass Inc.

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TerraPass Inc.

Statement of Purpose

TerraPass Inc. ("TerraPass") is seeking proposals from experienced firms for the sale of renewable energy projects currently under development or construction in the United States. TerraPass is undertaking this effort on behalf of its client ("Client"), a large, well-established company with an interest in ownership of such projects. Client's purpose is to acquire a portfolio of new renewable energy projects across the United States. In particular, Client seeks to ensure that such energy is incremental or "additional," displacing energy produced by fossil fuels such as coal and natural gas.

Eligible Respondents

Eligible respondents will propose projects which have an unencumbered supply of Renewable Energy Credits ("RECs") and which are capable of achieving Commercial Online Dates ("COD") of September 30, 2014 or sooner. RECs created by the projects must be eligible under the Green-e National Standard.

Required Generation

Client is prepared to consider one or more new renewable energy projects delivering up to the following volumes of renewable energy in the indicated regions:

Western Interconnect (WECC, ASCC, HICC): 35,000 MWh annually ERCOT Interconnect: 8,000 MWh annually Eastern Interconnect (MRO, SPP, NPCC, RFC, SERC): 62,000 MWh annually

Firms are encouraged to submit proposals for as many projects as compare favorably against the criteria outlined herein. Projects that are expansions or follow-on phases of existing projects may be eligible, as long as they can be offered to client in a way that meets the criteria outlined herein.

Timeline

Responses to this RFP are due to TerraPass by or before November 1, 2013. Subject to Client availability, shortlisted firms will be notified within one month, at which time such firms will be invited to make presentations to Client.

Submission Requirements

Successful submissions should address the following:

Project Details

- Project technology. Projects may produce power from any renewable energy source as defined by the Renewable Portfolio Standard then active in the state where they are located. Should the state not have an active RPS, the Green-e National Standard may be used.
- 2. *Project location*. Projects may be located anywhere in the United States, subject to the volume requirements listed above. For projects located in the WECC, preference will be given to those located in Oregon.
- 3. Project nameplate capacity. Please describe the project's nameplate, or installed, capacity in kW or MW.
- 4. Expected 1st year generation. Please provide expected first year power generation, as well as anticipated annual performance degradation or escalation, if any. Please attach an 8760 generation profile (or other generation profile, as appropriate) and describe the data used to generate the profile. Landfill gas-to-energy projects should include gas production and collection curves in this section.

Project Development

- 1. Project development status. Please provide a narrative description of the current status of project development. Please ensure that the narrative includes the following details.
 - a. Agreements in place
 - b. Agreements outstanding, if any
 - c. Permits / studies in place
 - d. Permits / studies outstanding, if any
- 2. *Project development timeline*. Please attach a project development timeline (in Gantt chart or other format), which includes expected COD.
- 3. Interconnecting utility. Please note if there are any other utility participants.
- 4. *Point of interconnection*. Please provide both the interconnection node and the closest liquid energy trading hub, if known.
- 5. *Details of existing PPA*. Please provide details of any existing PPA or other energy offtake agreements, including price and offtaker. **RECs must be unencumbered**.
- 6. Details of fuel supply agreements. Please provide details of any fuel supply agreements, as applicable. Client will not assume fuel supply risk.

Project Developer

1. *Project Developer*. If the project developer is different than proposer, please identify the developer.

- 2. *Credentials.* For all parties with a material role in the project please provide the following information
 - a. Business and corporate organization structure including the names of all applicable affiliates
 - b. Qualifications and previous experience developing and constructing renewable energy projects
 - c. A recent financial statement (as attachment).
- 3. *Operations and Maintenance*. Please describe the current operation and maintenance plan for the project including the following
 - a. For any firm involved in operation and maintenance of the project, provide qualifications and previous experience operating and maintaining renewable energy projects.
 - b. Detail any existing or available project warranties, guarantees or service plans and indicative costs.

Financial Proposal

- 1. Acquisition price. Please indicate proposed acquisition pricing in absolute dollars or dollars per unit of installed capacity for the project at COD (turnkey).
- 2. Offer Inclusions. Please indicate what items are included in this price. In additional to project equipment, please note if the purchase price includes any warranties, performance guarantees, maintenance/service agreements or other relevant agreements.
- 3. *Indicative O&M costs*. If not included in purchase price, please provide current projections of operation and maintenance costs and relevant rates of escalation. Please include any known or anticipated fuel costs, royalty payments or other ongoing expenses.
- 4. Discussion of tax credit availability and expected value. Please describe any other available incentives.

Proposal Format

Proposals should be submitted in the template provided as Attachment A. With the exception of attachments specifically requested in the RFP, supplemental materials will not be considered in the evaluation of RFP responses.

Attachment A – RFP submittal template

Please complete the following form according to the guidance above

Proposer details	
1. Proposer name and company	
2. Proposer contact details	
Project details	
1. Project technology	
2. Project location	
3. Project nameplate capacity	
4. Expected 1 st year generation	
Attach 8760 generation profile	
Project Development	
Project development status	
2. Project development timeline	
(attachment). Expected project COD.	
3. Interconnecting utility	
4. Point of interconnection	
5. Details of existing PPA	
6. Details of fuel supply agreements	
Project Developer	
1. Project Developer	
Credentials (financial statement as attachment)	
3. Operations and Maintenance	
Financial Proposal	
1. Acquisition price	
2. Offer Inclusions	
3. Indicative O&M costs	

4. Discussion of tax credit availability and expected value