

Terms and Requirements for Request for Qualifications

Item Description: ON-SITE SOLAR PROJECT AND NET METERING AGREEMENT

Date and Time to be **OPENED: Friday, March 23, 2018, at 10:00 AM**

Qualification Statements may be submitted up to **10:00 AM** on the above meeting date at the **Tax Collector's Office**, 64 Farnum Pike, Smithfield, RI 02917, during normal business hours, 8:30 AM through 4:30 PM. All Qualification Statements will be publicly opened and read at the Town Hall Council Chambers, second floor, Town Hall.

INSTRUCTIONS

1. Qualified Statements must be sealed in an envelope clearly labeled with the above captioned item or work. The Qualification Statement envelope and any information relative to the Qualification Statement must be addressed to the **Tax Collector's Office**, 64 Farnum Pike, Smithfield, RI 02917.
2. Qualification Statements must meet the attached specifications. Any exceptions or modifications must be noted and fully explained.
3. Qualification Statement responses must be in ink or typewritten.
4. Each Proposer is required to state in their Qualification Statement their full name and place of residence; and must state the names of persons or firms with whom he/she is submitting a joint Qualification Statement. All Qualification Statements **SHOULD BE SIGNED IN INK**.
5. One original Qualification Statement and **four copies** shall be submitted.

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NOTICE TO QUALIFIED VENDORS

1. The Town of Smithfield, Rhode Island (the “Town”) reserves the right to waive any and all informalities and to award the contract on the basis of the most qualified proposal in the best interest of the Town.
2. No Qualification Statement will be accepted if made in collusion with any other responder.
3. A Proposer who is an out-of-state corporation shall qualify or register to transact business in this State, in accordance with R.I. Gen. Laws, as amended, Sections 7-1.1-99, 7-1.1-105, 7-1.1-106.
4. The Town of Smithfield reserves the right to reject any and all Qualification Statements.
5. The Town of Smithfield reserves the right to award to one Proposer, or to split the award.
6. All Qualification Statements will be disclosed at the formal opening.
7. As the Town of Smithfield is exempt from the payment of Federal Excise Taxes and Rhode Island Sales Tax, prices quoted are not to include these taxes.
8. The Proposer will not be permitted to either assign or underlet the contract, nor assign legally or equitably any moneys hereunder, or its claim thereto without the previous written consent of the Town Manager.
9. Delivery dates must be shown on your Qualification Statement. If no delivery date is specified, it will be assumed that an immediate delivery from stock will be made.
10. Qualification Statements may be submitted on an “equal” in quality basis. The Town reserves the right to decide equality. Proposers must indicate brand or make offered and submit detailed specifications if other than the brand requested.
11. For contracts involving construction, alteration and/or repair work, the provisions of State Labor Law concerning payment of prevailing wage rates apply (See R.I. General Law Sec. 37-13-1 et seq. as amended).
12. No goods may be delivered or work started without Notice from the Town.

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PROFESSIONAL SERVICE QUALIFICATION STATEMENT TERMS

1. It is hereby mutually understood and agreed that no payment for extra work shall or will be claimed or made unless ordered in writing by the Town Manager or his designee.
2. Awards will be made within sixty (60) days of the Qualification Statement opening.
3. Failure to deliver within the time quoted or failure to meet specifications may result in default action in accordance with the general specifications. It is agreed that deliveries and/or completion are subject to strikes, lockouts, accidents and Acts of God.
4. Only one shipping charge will be applied in the event of partial deliveries for blanket purchases or term contracts.
5. The successful Proposer shall, prior to commencing performance under the contract, attach and submit evidence that they have complied with the provisions of the Rhode Island Worker's Compensation Act Title 28, Section 1, et seq (R.I.G.L.). If the successful Proposer is exempt from compliance under the Worker's Compensation Act, an officer of the successful Proposer shall so state by way of sworn Affidavit which shall accompany the signed contract.
6. The successful Proposer shall, prior to commencing performance under the contract, attach and submit a certificate of insurance, in a form satisfactory to the Town, by which the successful Proposer will indemnify and hold harmless the Town during the term of the contract from claims for personal injury or damages to property sustained by third person, or their agents, servants and/or claimed under them.

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I. INTRODUCTION

The Town of Smithfield (the “Town”) is soliciting qualifications from renewable energy firms that can design, permit, install, finance, operate and maintain one or more grid-connected solar PV projects (the “Project”).

The Town of Smithfield has identified a number of buildings and open lots that are believed to have the potential to support solar PV installations to provide electricity directly to the Town or via a net-metering arrangement.

II. SCOPE OF WORK

The Town of Smithfield, RI is seeking Qualification Statements from renewable energy companies who will plan, permit, design, install, finance, operate and maintain one or more grid-connected, solar PV project(s) (the “Project”). Electricity shall either be used directly by the Town, via a new-metering arrangement (including “virtual net metering,” if applicable) against the aggregation of Town electrical accounts or selling the electricity back to National Grid. Proposer shall provide the Town with the following financing options:

1. Direct purchase of the operational Projects;
2. A renewable energy Power Purchase Agreement (“PPA”) that provides the greatest long-term energy and cost savings to the Town;
3. Land lease of the land /building for the solar installation under the State’s Renewable Energy Growth Program with a 20 year tariff with National Grid;
4. Respondent shall also be invited to provide any other options in addition to the above.

The Proposers shall explore options for the Project to be owned and operated by the respondent. Under this option the Project shall be developed at no-up-front cost to the Town of Smithfield, including all associated interconnection costs. The option for the Solar photovoltaic system to be owned by the Town of Smithfield shall also be developed.

The term of the contract is expected to be twenty (20) years, commencing during 2018, depending on the Commercial Operational Date of the Solar Energy Facilities. Shorter or longer terms will be considered.

The RFQ is focused on finding the most qualified firm to deliver either energy, kWh credit, or compensation to the Town under the State’s net-metering or renewable energy growth programs, and opportunities to integrate environmental benefits associated with the Project are welcomed.

- A. Contract Requirements:** The selected firm will be required to enter into a mutually agreeable Contract for Services for the design and planning of the Project.

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- B. Solar Power Purchase Agreement:** The term of any Solar Agreement is expected to be twenty (20) years. Successful proposers will be asked to provide a draft Solar Power Purchase Agreement for review by the Town.
- C. Renewable Energy Growth Tariff Agreement:** Proposers are expected to own and operate the proposed solar (and/or battery) systems for a defined term under the Renewable Energy Growth Program.
- D. Permitting:** Successful Proposer will be responsible for obtaining all federal, state, and local permits required for this project and shall assume all of these costs offered under a Power Purchase Agreement and the renewable energy growth tariff program with National Grid. This includes, but is not limited to – electrical, building and Electrical Utility Company Interconnection Service Agreement (“ISA”).
- E. Quantity and Price:** Solar Proposers shall clearly specify the fixed price per kWh, along with any escalators if applicable, for each year of the proposed term. Production guarantees, workmanship, and equipment warranties should be clearly specified if applicable. The Town assumes that the successful Proposer will monetize federal investment tax credit or the production tax credit at the applicable tax credit rate for calendar year 2018 and depreciation benefits available for solar PV.
- F. Termination and Buy Out:** Proposers should also include a fair market value calculation/buyout schedule if the Town wanted to purchase the solar system under both the PPA agreement and the renewable energy growth tariff.
- G. Solar Energy Facility – Site Details:** There are 12 properties at which the Town of Smithfield is interested in developing solar PV Systems which may include roof mounted, ground mounted and carport systems.

Property	Location	Condition of Roof	Lot Area (a.c.) for Ground Mounted PV
Sand Trace A.P. 46, Lot 9 & 327	0 Clarence Thurber Drive	N/A	38.6
Town Hall/Mendes Field A.P. 24, Lot 116 & A.P. 32, Lot 15	64 Farnum Pike	N/A	5.8 + (carport potential)
Smithfield High School	90 Pleasant View Avenue	Roof is New	(carport potential)
Gallagher Middle School	10 Indian Run Trail	Roof is New	(carport potential)

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LaPerche Elementary School	11 Lime Rock Road	Roof is Under Warranty	(carport potential)
Old County School	200 Old County Road	Roof is Old	(carport potential)
School Administration Building	47 Farnum Pike	Roof is New	(carport potential)
Dept. of Public Works	3 Spragueville Road	N/A	2 + (carport potential)
Waste Water Treatment Plant	20 Esmond Mill Drive	Roof is 10 years old	(carport potential)
Ice Rink	109 Pleasant View Avenue	Roof is New	(carport potential)
Deerfield Park A.P. 44, Lot 33	1 William Hawkins Drive	N/A	3.7, 1.9 & 2.0
East Smithfield Library	50 Esmond Street	Roof replacement pending	(carport potential)

H. Permitting: The selected Consultant shall be responsible for preparing any necessary permit applications to the State of Rhode Island Department of Environmental Management Freshwater Wetlands, US Army Corps of Engineers, FEMA, Rhode Island Department of Transportation and any other applicable State or Federal agency that may have jurisdiction over the Project. The Consultant would be required to inform the Town of all permit costs and requirements needing fulfillment prior to the submission of any permit applications. The Town would directly pay for any permit applications that may be required. Meeting attendance with the Town and regulatory agencies would be required as part of this task. The selected Consultant will be responsible to finalize any permit requirements, comments, additions, deletions or edits as required by the Regulatory agencies who issue respective permits related to this task.

Upon completion of the contract term, the successful developer shall be responsible to remove all equipment materials, utilities, cabling, etc. and return each site to a condition equal or better than the condition of the site prior to solar PV construction. The developer shall be required to provide surety in the form of a performance bond, escrow account, or other means of surety acceptable to the Town to ensure adequate funding is available for solar PV demobilization/removal and restoration of each site to pre-construction conditions.

I. Current annual overall electrical load: Town of Smithfield – Smithfield’s annual overall electrical load is approximately 6,400,000 kW

III. COMPANY HISTORY

Each Proposer shall submit the following:

Company Profile:

- 1.) A description of the company including the address of the office that would be conducting the work and address of Corporate Offices;
- 2.) Certificate of Good Standing from the Secretary of State's Office or out of State equivalent;
- 3.) Legal structure of lead development company or anticipated entity (e.g., corporation, joint venture, limited partnership, etc.) and date of legal establishment;
- 4.) Number of full time employees, excluding contractors, in local branch office at the time of submittal;
- 5.) Evidence of General Liability insurance limits;
- 6.) Financial Condition of Proposer

The Proposer must provide adequate documentation of the company's financial status, current bond rating, annual financial report, or other independently audited financial report or tax return, to permit the Town to determine the Proposer's ability to reliably perform obligations under the expected contract. This financial information will be reviewed to ensure adequacy of financial resources to enable the Proposer to perform services as required under the expected contract.

If the Proposer is not the ultimate project owner or parent company, the Proposer must provide the name of the project owner or parent company and provide the above information pertaining to the project owner or parent company and its ability to provide a guaranty.

- List of members of the Project Team
- Team leader identification and full contact information
- Identification of each business entity, person, or firm involved with the Proposer and their role.

IV. QUALIFICATIONS

A. Minimum Qualifications

The qualified Proposer must meet the following minimum qualifications:

- 1.) Designed, financed, developed, constructed, installed, operated, maintained, and monitored three (3) or more solar projects.

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- 2.) Among the three (3) or more qualifying projects, at least one (1) project must be with a public agency as the property owner.
- 3.) Among the three (3) or more qualifying projects, at least two (2) projects must have utilized a PPA.
- 4.) Among the qualifying projects, at least one (1) project must be a carport PV system and at least one (1) project must be a completed rooftop system.
- 5.) All qualifying projects must currently be in commercial operation and under its management.

B. Preliminary Development Concept and Technical Approach

A successful Proposer must provide a brief description of a preliminary development concept and technical approach, including a comprehensive energy strategy, for developing all the sites with an understanding that the Sand Trace site is a priority for the Town). If the Proposer deems any sites (or portions of sites) as potentially infeasible, the preliminary development concept should so indicate.

The narrative shall demonstrate an understanding of the scope of work and the goals and objectives of the Town. Explain how you will address the Town's needs for the described services including:

- 1.) Timetable – The Town's goal is to have this system in operation as soon as possible;
- 2.) Methodology of Determining and Guaranteeing Electricity Generation -- Describe and provide an analysis of the firm's methodology for determining net-metering savings. Provide a measurement and verification strategy for metering electricity generation;
- 3.) Describe the plan for maintaining the net metering credit facility. Is maintenance staff available on site or is maintenance contracted out? How is a determination made that maintenance is needed? What is the plan for providing maintenance/repair services when needed? How quickly can you respond?
- 4.) State whether there is any current litigation regarding any power supply, net metering credit, energy development or other related matter involving the Company and any of its subsidiaries or off-balance sheet companies in which it has an interest. If there is any current litigation, provide a discussion of the current litigation; and
- 5.) Subcontractors - State if and how the Proposers will use Subcontractors to perform services pursuant to the expected contract. The Contractor shall provide the same assurances of competence for any Subcontractors, plus the demonstrated ability to manage and supervise the subcontracted work.

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C. Experience

A successful Proposer must provide detailed information on relevant experience with projects that are similar to the one being considered for the Town of Smithfield.

List at least three projects completed by the Proposer that meet the criteria described in Section A, Minimum Qualifications which the Proposer has been involved during the last five (5) years, and any project ownership interests.

Include the following information for each project:

- Project name, location, size (MW) and type (rooftop, carport) of solar project.
- Development cost, financing methods employed and demonstration of the company's ability to provide financing for solar projects.
- Photos and site plans of the project.
- Current status of the project (i.e., construction status or number of years since commercial operation date).
- Names and roles of other companies, organizations, partners and all parties involved in the project, including but not limited to the financier, tax credit investor, project manager and the customer/host site, and provide reference information including the name and current phone number of the Owner's Project Manager and the customer/host site.
- For each of the projects, attach a project schedule showing the critical milestones your team has managed from initial site feasibility assessment to the execution of PPA to Notice to Proceed ("NTP"), and from completing system installation to commissioning acceptance testing for commercial operation and final punch list closeout.
- Primary sources of equity and debt.
- List of lenders for the project including contact information.
- Indication of whether or not the project involved a lease, permit or license.
- Indication of whether or not the project involved a business relationship with a public agency and a description of the nature of any such relationship.
- Provide a copy of an executed Power Purchase Agreement and related agreements/appendices between you and a public agency for at least one of the listed projects.

D. References

A successful developer must provide at least 3 client references that represent similar projects that were conducted by key team members that are being proposed for the project. References should include sufficient information to ensure easy contact. This should include company/organization names, titles, telephone numbers and e-mail addresses for individuals who can provide information related to the following items:

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- Financial contacts – Identify at least three contacts that have provided members of the development team with debt or equity financing of at least the magnitude likely to be required for the proposed project.
- Public or Government – Identify at least three public agency, county, city or other public officials who have been involved with a project completed by members of the development team (e.g., town/city managers, development staff, RIOER staff, construction managers, planning directors, economic development directors, etc.)
- General – Provide names of up to two other contacts that could provide information about the experience and capability of members of the development team to complete the proposed project.

Additional Information:

A successful Proposer must provide any additional information that it believes the Town of Smithfield should take into consideration while evaluating its qualifications.

V. EVALUATION

The Town reserves the right to reject any or all Qualification Statements, to waive technicalities and informalities, and to accept the Qualification Statement deemed best for the Town.

A Selection Committee representing the Town will review the Qualification Statements and select the vendor whose experience, services, availability and references have the most appeal to the Town.

Selected Proposers may be invited to make a formal presentation of their response to the Selection Committee in order to clarify any questions the committee may have prior to an award being made. The Proposer's failure to make such a timely presentation may be grounds for rejection of the bid at the option of the Selection Committee.

A. Evaluation Criteria:

The award will be made to the vendor who, in the opinion of the Selection Committee, offers the best overall application. The evaluation will include, but not necessarily be limited to, the following:

1. Professional qualifications of the Proposer and past experience in the installation of solar PV systems, especially in a municipal setting (40%)
2. Demonstrated capability to design and follow an overall project schedule and a specific implementation schedule for this project that does not significantly interfere with the planned activities of the Town of Smithfield (20%)

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3. Demonstrated capability of managing comparable systems and solving problems in a timely fashion (15%)
4. References from previous/current clients (10%)
5. Finalist interview (10%)
6. RI Based Office (5%)

The Town reserves the right to award solar PV/Net Metering Contracts to different Proposers for the properties based on the most favorable contract for each.

A Proposer's submission of a proposal indicates acceptance of the conditions contained in this Request for Qualifications, pages 1 through 11, including but without limitation the Notice to Qualified Vendors and the Professional Service Qualification Statement Terms, unless clearly and specifically noted in the proposal submitted and confirmed in the contract between the Town of Smithfield and the firm selected.