

CITY OF TRACY – REQUEST FOR PROPOSALS

Schulte Road Solar Project

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CITY OF TRACY NOTICE OF REQUEST FOR PROPOSALS

1. NOTICE IS HEREBY GIVEN that the CITY OF TRACY (hereinafter "CITY") requests proposals for the Schulte Road Solar Project (hereinafter "Project"), and will receive proposals in the office of the Public Works Director, 520 Tracy Blvd, Tracy, California, 95376 up to the hour of 3:00 p.m., on the 26th day of March, 2013.
2. The services to be performed by the successful Respondent are described in the Request For Proposals (which is attached). Additional copies of the Request for Proposals are available from (and any questions should be directed to) the CITY at Rod Buchanan, Interim Public Works Director, 520 Tracy Blvd, Tracy, California, 95376, (209) 831-6203, Fax: (209) 831-4472. The general scope of services includes a request for proposals from respondents with demonstrated experience in planning, financing, developing, constructing, and operating a solar energy generation project. The City is seeking proposals from respondents to purchase, lease/option or lease up to 150 acres of property from the City for up to a 20MW solar facility.
3. Proposals shall be submitted and clearly marked as follows: "SEALED PROPOSAL FOR Public Works Director, 520 Tracy Blvd, Tracy, California, 95376 – DO NOT OPEN WITH REGULAR MAIL."
4. All responsive proposals shall be reviewed and evaluated by the CITY in order to determine which Respondent best meets the CITY's needs for this Project by demonstrating the competence and professional qualifications necessary for the satisfactory performance of the required services. The criteria by which the CITY shall evaluate proposals are set forth in the Request For Proposals.
5. The CITY reserves the right to reject any and all proposals or waive any irregularities in any proposal or the proposal process.



ROD BUCHANAN
INTERIM PUBLIC WORKS DIRECTOR

02-21-2012

Date

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1. **DELIVERY OF PROPOSALS.** It is the Respondent's responsibility alone to ensure that the proposal is received by the PUBLIC WORKS DIRECTOR prior to the hour and date for the opening of proposals specified in the Notice of Request For Proposals. Any proposals received by the PUBLIC WORKS DIRECTOR after that hour and date shall be returned unopened.
2. **FORMAT OF PROPOSALS.** All proposals shall be typewritten or printed in ink clearly and legibly, in conformance with the Request For Proposals and submitted in a sealed envelope plainly marked on the outside: "SEALED PROPOSAL FOR PUBLIC WORKS DIRECTOR -- DO NOT OPEN WITH REGULAR MAIL."
3. **QUALITY OF PROPOSAL.** Unnecessarily elaborate or glossy proposals are neither expected nor desired. The emphasis of the proposal should be on responding to the requirements set forth in this Request For Proposals.
4. **CONTENTS OF PROPOSAL.** The Respondent shall include in its proposal, at a minimum, the following information presented in a clear and concise format, in order to demonstrate the Respondent's competence and professional qualifications for the satisfactory performance of the services outlined in the "Scope of Services" [Section 8] of this Request For Proposals.
 - 4.1. Contents of Proposals. All proposals must include information concerning and describing the Respondent, an executive summary, a technical element, a business element and a qualification element. A more detailed description and requirements of each of these elements are outlined below.
 - 4.2 Information of Respondent.
 - (a) Name, title, address, telephone number, fax number, company name, address, email, of Respondent and primary contact person, if different;
 - (b) Description of its organization (i.e., corporation, limited liability company, sole proprietor, partnership, etc.).
 - (c) Respondent's officers, directors and owners or shareholders having ten percent (10%) or more interest or ownership of Respondent;
 - (d) If a partnership or joint venture between two or more parties or entities is contemplated, a description of past and current relationship of the parties
 - 4.3 Executive Summary. Respondent shall provide a concise listing of the essential technical and business elements of the proposal being submitted.
 - 4.4 Technical Element. Shall consist of a detailed description of the
 - (a) Proposed services, concept plan, scheme, design,
 - (b) Visual impact of facilities and/or operation of the Solar Facility site
 - (c) Acreage requirements
 - (d) Estimated power generation

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- (e) Requirements to access power transmission facilities
- (f) Building requirements and development schedule
- (g) All Proposals must include an estimate of required water usage on an annual (acre-feet) basis.
- 4.5 Business Element.** Shall consist of;
 - (a) Any requested assistance to be provided by the City;
 - (b) Detailed elements of financing to implement the proposal; and
 - (c) The length and type of the Contract to be ultimately sought and entered into between the City and Respondent.
- 4.6 Qualification Element.** Shall consist of:
 - (a) The technical experience of Respondent as it relates to constructing and operating a Solar Power Facility;
 - (b) Key in-house management and technical personnel that would be assigned to this project and their expertise;
 - (c) A listing of all pending legal proceedings (including bankruptcy during the last ten (10) years to which Respondent's subsidiaries or affiliates have been a party);
 - (d) Technical experience of each of Respondent's key personnel as it relates to constructing and operating a solar site and working with state and local agencies;
 - (e) Describe any historical and proposed Community Involvement, or local economic benefit as a result of the proposed project;
 - (f) Minimum Financial Requirements as listed in the Section 4.7
- 4.7 Minimum Financial Requirements.** Successful Respondents will be asked to provide and meet the following minimum financial requirements (no information is due with submission of the proposal):
 - (a) Possession of an investment grade credit rating issued by a nationally recognized credit rating agency, or, in the opinion of the City or its advisors, be deemed sufficiently creditworthy; and
 - (b) Capability to assume and carry out the financial obligations of the project and all other projects to which Respondent is committed to other parties;
 - (c) Respondent's two most recent audited annual reports or financial information, including audited income statements and balance sheets for each of Respondent's past three (3) fiscal years; and
 - (d) Two financial and two business references.
- 4.8 Financial Element.** Consisting of the expected timeline and structure of 1) purchase, 2) lease option, and/or 3) lease payments including (Respondents may propose any combination of the three structures):
 - (a) Any increases in rents
 - (b) Interim payments during construction
 - (c) The structure of any royalty participation or share of gross revenues, and
 - (d) Any other "balloon" or unique payments contained in the proposal to the City.
- 4.9 Additional Information.** Consisting of any other information Respondent may deem to be appropriate concerning the operation, experience, qualifications

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and organization or personnel that may be helpful to the City in evaluating its proposal.

4.10 Proposal Worksheet (Exhibit A). The Respondent will complete, in full, the attached Proposal Worksheet. **Failure to complete, in full, will render the proposal incomplete** and any incomplete proposal will not be given further consideration.

4.11 Signature Page: A signature page must accompany Respondent's proposal and submission to the RFP; it must substantially conform to the format listed in Section 10 below. Signing an accompanying signature page constitutes signature of the RFP and all requirements contained therein.

5. INTERPRETATIONS OF THE REQUEST FOR PROPOSALS. If the Respondent is in doubt as to the meaning of any part of the Request For Proposals, or finds discrepancies in or omissions from the Request For Proposals, the Respondent shall submit to the CITY a written request for an interpretation or clarification by March 12th, 2013. All such requests should be addressed to the CITY at Rod Buchanan, Interim Public Works Director, 520 Tracy Blvd., Tracy, California, 95376, (209) 831-6203, Fax: (209) 831-4472 The Respondent shall be responsible for the prompt delivery of the request. The CITY shall not be responsible for any explanation or interpretations of the Request For Proposals other than by written addendum delivered to each Respondent. No oral interpretations of any provision in the Request For Proposals shall be binding upon the CITY.

6. REVIEW OF PROPOSALS. After the proposals are received and opened by the CITY, the CITY shall review and evaluate all proposals for responsiveness to the Request for Proposals to determine whether the Respondent possesses the professional qualifications necessary for the satisfactory performance of the services required. The CITY shall also investigate qualifications of all Respondents to whom the award is contemplated, and the CITY may request clarifications of proposals directly from one or more Respondents. It is anticipated that this review period will last up to approximately thirty (30) days. In reviewing the proposals, the CITY may consider the following:

6.1. The experience and past performance of the Respondent and its agents, employees, and subconsultants in completing projects of a similar type, size, and complexity. The CITY may consider Respondent's timely and accurate completion of similar projects within budget.

6.2. The feasibility of the proposal based upon the performance and cost schedules, and the methodology to be used by the Respondent.

6.3. Respondent's understanding of the work to be completed based upon the clarity of the proposal and responsiveness to this Request For Proposals.

7. AWARD OF AGREEMENT. Upon completion of the review period, the CITY shall notify those Respondents whose proposals will be considered for further evaluation and negotiation. All Respondents so notified shall be required to make presentations, provide financial verification as listed in Section 4.7, and negotiate in good faith in accordance with direction from the CITY. Any delay caused by

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Respondent's failure to respond to direction from the CITY may lead to a rejection of the Proposal.

7.1. If the CITY determines, after further evaluation and negotiation, to enter into an Agreement, an Agreement shall be sent to the successful Respondent for the Respondent's signature. No proposal shall be binding upon the CITY until after the Agreement is signed by duly authorized representatives of both the Respondent and the CITY.

7.2. The CITY reserves the right to reject any or all proposals, and to waive any irregularity. The award of the Agreement, if made by the CITY, will be based upon a total review and analysis of each proposal and projected costs.

8. SCOPE OF SERVICES. The scope of services set forth in this Request For Proposals represents an outline of the services which the CITY anticipates the successful Respondent to perform, and is presented for the primary purpose of allowing the CITY to compare proposals. The precise scope of services to be incorporated into the Professional Services Agreement shall be negotiated between the CITY and the successful Respondent. The CITY requests that the Respondent suggest changes to the scope of services (as a part of the proposal) in order to achieve the CITY's stated Project Objectives.

8.1. Project Objectives. The CITY's primary objective for this Agreement is to maximize revenue to the City for a renewable energy project(s) by a private developer on a 150-acre site. The City does own an additional 50 acres adjacent to the 150 acre site which may be made available under certain negotiated parameters.

8.2. Project Restrictions.

8.2.1. Timing. As the CITY understands the timing restrictions for this project at this time, the following schedule must be met:

02-21-13 Issuance of RFP

03-11-13 Site Visit

03-12-13 Questions Due

03-18-13 Response to Questions posted

03-26-13 Proposals Due

8.2.2. Budget. The CITY In the event that the City purchases a portion or all of the solar energy generation, such purchase must be cost neutral or cost saving relative to electricity purchased from Pacific Gas and Electric (PG&E).

8.3. Background Information. A map of the 150-acre Shulte Road Site and the transmission and distribution infrastructure is included on Exhibit B and easements on property are shown on Exhibit C. The Schulte Road property is located on the south side of Schulte Road, west of Lammers Road and is zoned Agriculture (AG) 40. The PG&E 12-kV Lammers 1101 distribution line runs along West Schulte Road which borders the site to the north. Characteristics of this distribution circuit are summarized in Figure 1. The distribution ties in to the PG&E Lammers Substation Bank 1, approximately 1 miles from the Schulte Road Site. Currently, there is no existing or queued distributed generation on this circuit. There is an existing easement on the

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Schulte Road Site which created a right-of-way for existing natural gas pipelines that are installed underground from the northwest edge of the site to the southeast corner. Proposed solar project layouts must build around this easement with appropriate setbacks.

FIGURE 1
12-KV LAMMERS 1101 DISTRIBUTION LINE DATA

Longitude: -121.503468, Latitude: 37.721713	
Total # of Results:1	
Result #1: LAMMERS 1101	
From layer: Distribution Lines	
SUBNAME	LAMMERS
SUBNUM	16277
FDRNAME	LAMMERS 1101
Feeder Number	162771101
Nominal Circuit Voltage (kv)	12
Circuit Capacity (MW)	13.88
Circuit Projected Peak Load (MW)	12.1
Substation Bank	1
Substation Bank Capacity (MW)	44.55
Substation Bank Peak Load (MW)	32
Existing Distributed Generation (MW)	0
Queued Distributed Generation (MW)	0
Total Distributed Generation (MW)	0

The United States Congress authorized the General Services Administration (“GSA”) to convey 200-acres to the City via special legislation originally enacted in 1998¹. The special legislation conveyed 50-acres to the City at fair market value for “economic development” purposes and the remaining 150-acres at no cost to the City, but specifically for recreational and/or educational “public benefit” purposes. The City proceeded to purchase the 50-acres with no restrictions. The City explored several projects over the years, which focused on recreational and educational activities on the remaining 150-acres, but no viable project emerged from those efforts.

On October 7, 2008, through Council direction, staff began to work with Congressional Delegates to amend the existing property conveyance legislation to allow for renewable and/or alternative energy uses and began exploring a City project that involved renewable and/or alternative energy uses. Consequently, over the next two years, the City began negotiations to sell or lease the site to GWF for a private project that involved renewable and/or alternative energy uses.

¹ Public Law 105-277 §140 (October 21, 1998), as amended by Public Law 106-31 §3034 (May 21, 1999) and Public Law 108-199 §4119 (January 23, 2004)

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On May 15, 2012, Congress enacted Public Law 112-119 authorizing GSA to offer the City of Tracy the option to acquire the 150-acres at appraised fair market value, thereby releasing any reversionary interest retained by the United States on the property. The June 27, 2012, letter from GSA to the City requested that the City consider acquiring the property for \$1,115,250 (*these costs include the appraised value of \$1,100,000 and the appraisal expense of \$5,250*). The City has an interest to explore a solar project on the site which is congruent with the City's sustainability goals.

On November 16, 2010, a Purchase and Lease Option Agreement with GWF to develop the site as a solar farm was executed and included the option for GWF to acquire the property. GWF proposed to develop a 50 MW solar project on 377 acres of land, including the Schulte Road Site and adjacent lands. GWF applied for interconnection with the California Independent System Operator (CAISO) on March 31, 2011. The proposed point of interconnection (POI) was the 115-kV Schulte Switching Station. The GWF project was studied by CAISO and PG&E in Cluster 4. The Cluster 4 Phase I Interconnection Study Report was released January 3, 2012.

GWF proceeded with renewable and alternative energy development plans on the site. However, on June 27, 2012, GWF informed the City that they were unable to secure a mutually acceptable Power Purchase Agreement with a utility provider. Although a solar project was not a viable option for GWF, they stated that their research showed that the property still had good potential for a smaller renewable energy project and GWF agreed to transfer their solar resource data and analysis, including engineering studies and environmental reports to the City for use by the City or a new development partner in order to explore a similar, but smaller, project on the site.

Previous land use at the Schulte Road site was for an antennae farm. The antennae farm was decommissioned, but there is an existing structure that remains on the site from that previous use. It is likely that the existing structure will need to be demolished prior to implementation of a solar energy project.

Respondents are requested to indicate the power offtake scenario that they intend to pursue, which may include: 1) wholesale, 2) Renewable Energy Self-Generation Bill Credit Transfer (RES-BCT), and/or 3) direct sale.

For Respondents interested in pursuing RES-BCT, total City electricity demand in 2010 and 2011 was 14,909,445 kWh and 16,614,780 kWh, respectively. Average retail rates were \$0.129/kWh and \$0.124/kWh. The generation component of the retail rate varies from approximately \$0.058/kWh to \$0.083/kWh depending on the meter. The weighted average generation charges across all City meters is approximately \$0.62/kWh. Two meters with combined demand of approximately 1,051,120 kWh/year have

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the highest generation charges at \$0.083/kWh. A viable RES-BCT project must provide sustained energy cost savings to the City.

For Respondents interested in pursuing direct sale, there may be a direct sale opportunity with an adjacent industrial use currently receiving electric service from PG&E at transmission voltage on the E-20 rate schedule. This industrial facility has a relatively flat load profile with little diurnal variation in demand. A viable direct sale agreement must provide sustained energy cost savings to the end user. Should the Respondent be interested in pursuing this pathway on a standalone basis or in conjunction with a merchant generation project and/or a RES-BCT project, then the Respondent is requested to state this interest and provide preliminary, non-binding PPA terms that can meet these required conditions. The City will provide information received from Respondents expressing interest in this option to the potential direct sale offtaker for further evaluation. Should the preliminary, non-binding terms of such a PPA be deemed potentially viable by the potential direct sale offtaker, then the City will facilitate contact between the Respondent and the potential direct sale offtaker for further review.

Additionally, The Cordes Ranch project consists of approximately 1,700 acres of future light industrial, flex office, and retail uses. The project is expected to be annexed to the City later this year. The project will comprise up to 24 million square feet of light industrial space at build out and will employ over 20,000 employees. The City is currently working with an interested industrial user that will be located on 125 acres, occupy approximately 500,000 s.f. building and employ approximately 500 employees. The prospect would like to break ground later this year.

- 8.4. Outline of Scope of Services.** The CITY's primary objective for this Agreement is to obtain proposals for a solar project on a 150-acre site. Respondents will plan, finance, develop, construct, and operate a solar energy generation project. Respondents will propose one or any combination of the following property acquisition scenarios for the 150 acres listed in order of preference of the City: 1) outright purchase of property, 2) lease option, and 3) ground lease.

9. COPIES OF PROPOSAL. A total of 5 copies of the proposal are required to be submitted to the City.

10. SIGNATURE PAGE.

INSTRUCTIONS FOR SIGNATURE PAGE:

LLCs, Individuals, Partnerships or Joint Ventures must include acknowledgement of signature by Notary Public.

Line 1: The name of the Respondent must be the same as that under which a license is issued, if a license is required. If the Respondent is a corporation or LLC, enter the exact name of the corporation under which it is incorporated; if

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Respondent is an individual operating under a trade name, enter name and DBA (trade name in full); if a partnership, enter the correct trade style of the partnership; if a joint venture, enter exact names of entities joining in the venture.

Line 2: Identify here the character of the name shown under (1), i.e., corporation (including state of incorporation), individual, partnership, or joint venture.

Line 3: Enter the address to which all communications and notices regarding the proposal and any contracts awarded there under are to be addressed.

Line 4: a) If the Respondent is a corporation, the proposal must be signed by an officer or employee authorized to sign contracts on behalf of the corporation and must include one of the following: the corporate seal; a power of attorney authorizing the individual to sign; an acknowledgement by the corporation's secretary or by a notary in the corporate form.

b) If the Respondent is an LLC, at least one signature from a managing member is required. Signatures from more than one managing member is encouraged.

c) If Respondent is an individual, he must sign the proposal, and the signature must be acknowledged by a notary, or if the proposal is signed by an employee or agent on behalf of the Respondent, a copy of the power of attorney must be on file with the City prior to the time set for the opening of the proposals or must be submitted with the proposal.

d) If the Respondent is a partnership, a general partner must sign the proposal or partners authorized to sign contracts on behalf of the partnership, and a notary must acknowledge the signature(s).

e) If the Respondent is a joint venture, the proposal must be signed by one of the principals of the joint venture and if one or both of the joint principals is a partnership or corporation, each participating partnership must sign by a general partner, and each corporation by an authorized officer or employee; and the signature must be acknowledged by a notary.

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Signature Page:

Representation made here by Respondent identified below is made under the penalty of perjury.

Proposal Submitted by:

(Please follow the instructions for each line, as explained below)

1. Responding Firm	Telephone Number
--------------------	------------------

2. Business Type (Corporation, Individual, Partnership, Other-specify) (State)	Licensed in
---	-------------

3. Street Address

City	State	ZIP Code
------	-------	----------

4. BY Signature of Authorized Person

Type or Print Name of Authorized Person

DATE: _____

- 11. PRE-PROPOSAL CONFERENCE AND SITE TOURS.** There will be one (1) pre-proposal conference and site tour held on March 11, 2013. The proposal conference and site tour will start at 1:00 PM in Conference Room 103 at the Tracy Transit Station, 50 E. 6th Street, Tracy, CA 95376. The City will not provide transportation to the site, but will direct Respondents to the site. Respondents are encouraged, but not required to attend the proposal conference for this RFP.
- 12. WRITTEN QUESTIONS.** Respondents may submit written questions. The City will endeavor to respond in writing to requests for information; however, the City makes no assurance that written responses will be tendered if, in the opinion of the City, such information is evident in the RFP or goes beyond the intended scope of this solicitation. Any written responses to questions will be posted on the City of Tracy website by the 6:00 PM on March 18, 2013. Questions are due to the City by March 12, 2013.
- 13. DISCLOSURE.** Proposals submitted in response to this RFP are subject to disclosure. Respondents must identify specifically those portions of their proposals, if any, which they deem contain confidential or proprietary information or trade secrets and must provide justification why such materials should not be disclosed. This confidential information will be for proposal consideration and will remain confidential until the recommendation by staff is forwarded to City Council. Appropriately identified proprietary respondent information will remain confidential as provided for in the applicable statutes.

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14. **INCURRED EXPENSES AND RESPONSIBILITY.** The City is not responsible for any expenses the Respondents may incur in preparing and submitting proposals. Responding to the RFP creates no contractual or other rights to a Respondent, nor is any obligation incurred on the part of the City by receipt of the proposal. Failure by the City to select any Respondent for negotiations shall create no claim, or cause of action, legal or equitable, including but not limited to, damages for Respondent's cost of preparation.
15. **PROPOSAL IS PROPERTY OF THE CITY.** The information submitted by Respondents and received by the City shall become the property of the City and, in particular, the City has the unqualified right to utilize the information received from any Respondent in negotiations or contracting with that Respondent. Proposals submitted to the City will become the sole property of the City and, concomitantly, Respondent must waive and forfeit any and all proprietary rights in and to the information or contents of its submission or proposal. Any resulting contract will be subject to future negotiations and subsequent City Council approval.
16. **GUARANTY.** The City may require some form of financial assurance from the successful Respondent. The City may request a letter of credit or performance bond from the successful Respondent as an assurance the Respondent will enter into negotiations and a lease agreement. A Respondent proposing to create a Limited Liability Company (LLC) for the project MUST sign a parent guarantee.
17. **SUITABILITY OF SITE.** It is the responsibility of the Respondent to determine the adequacy of the site. The Respondent shall use the documentation provided through this RFP and other field evaluation to make their determination regarding the site's soils, geotechnical, and subsurface conditions, including, but not limited to the potential for flooding, to determine the suitability of the site for the planned usage. Respondent assumes all risk resulting in any change in conditions that may occur during the progress of the work or implementation of the contract. The City shall have no responsibility under or in implementation of the contract ultimately executed for insufficient data or incorrectly assumed conditions concerning the character of the site or the nature of the work to be done under the executed contract. However, the City will cooperate with Respondent to obtain information relating to these matters including making available applicable records in the City's possession.
18. **RESPONDENT TO PERFORM OWN EXAMINATION.** The Respondent shall perform its own examination and research required by this RFP, the proper method of doing the work and all conditions affecting the work to be done, and the labor, equipment, and materials needed thereon, and the quality of the work to be performed. The Respondent shall assume responsibility to become knowledgeable regarding all such conditions, and that Respondent's conclusion to submit a proposal is based upon such investigations and research regarding all such conditions, and that Respondent shall have and make no claim against

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the City because of any estimates, statements, or interpretations made by an officer or agent of the City which may prove to be in any respect in error or erroneous.

- 19. PERMITS, APPROVALS AND SITE SPECIFIC REQUIREMENTS.** The Respondent is responsible for obtaining all relevant approvals and permits associated with the solar project. These may include, but are not limited to construction permits, grading permit, electrical permits, interconnection agreements, and dust control permits.

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**Exhibit A
Proposal Worksheet****Please indicate site control preference:**

- ☐ Purchase
- ☐ Lease/Option
- ☐ Lease

Please indicate desired power offtake scenario (check all that apply):

- ☐ Wholesale
- ☐ RES-BCT
- ☐ Direct Sale

Item	Unit	Estimated Due Date(s)	Amount
Execution Payment	\$		
Interim Payment	\$		
Annual Lease Payment	\$/Acre-Year		
Proposed Annual Escalation Methodology	CPI or other		
Acreage to be Leased	Acres		
Annual Water Use	Acre-Feet/Year		
MW per Acre	MW/Acre		
Royalty Payment Proposed	Yes/No		
Purchase Power Provision to City	Yes/No		
If Yes, Cost of Power to City	\$/kWh and kWh/yr		
Purchase Power Provision to Private Party	Yes/No		
If Yes, Cost of Power to Private Party	\$/kWh and kWh/yr		
Joint Development of Solar Facilities Proposed	Yes/No		

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Schulte Road Renewable Energy Development Options

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EXHIBIT B

SCHULTE ROAD SITE AND EXISTING TRANSMISSION AND DISTRIBUTION INFRASTRUCTURE



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