

DARTMOUTH



Dartmouth College Green Energy Project Request for Qualifications February 20, 2019



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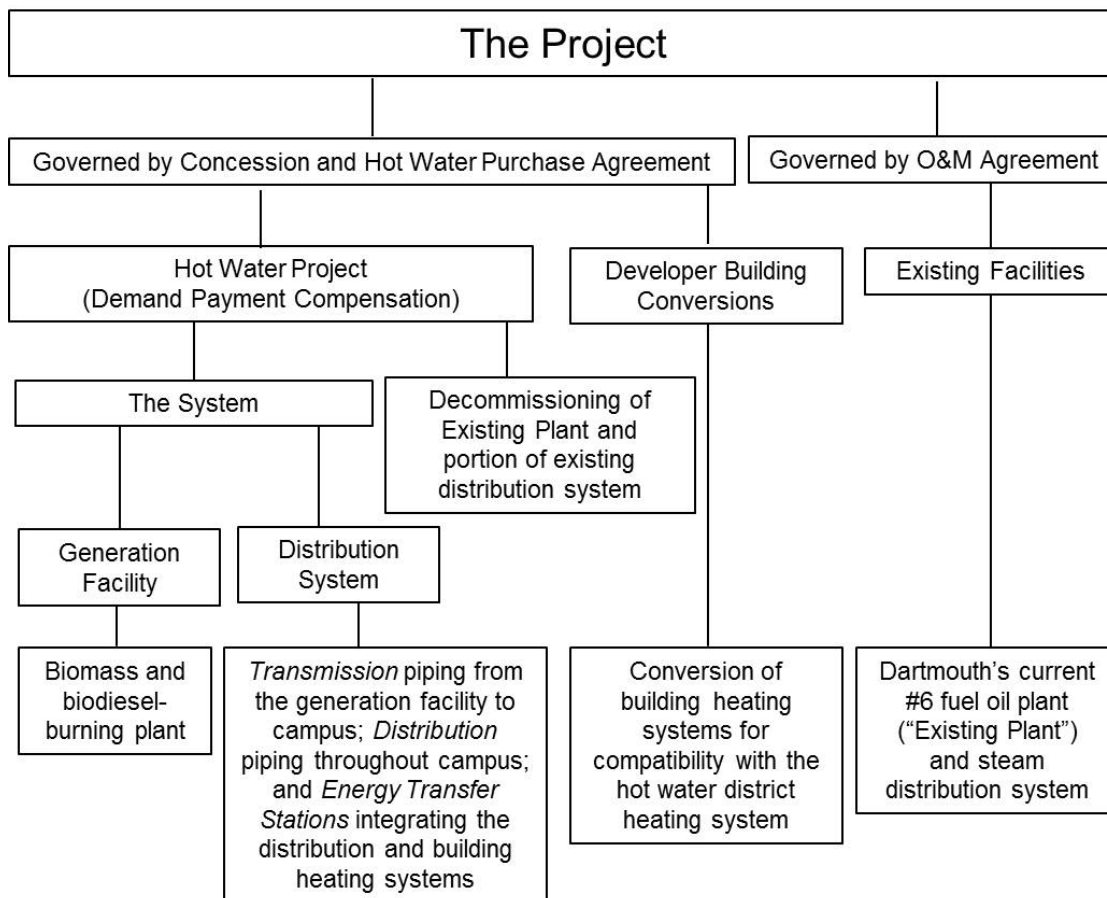
Section 1: Introduction and Background Information

1.1 Introduction

Trustees of Dartmouth College (“Dartmouth”) is issuing this Request for Qualifications (“RFQ”) for the purposes of shortlisting Respondents that demonstrate the technical, financial and management capacity required to:

- design, finance, construct, operate and maintain a new thermal Generation Facility powered by a renewable fuel source together with a Distribution System that will convey hot water from the Generation Facility to and throughout the campus (together with the decommissioning described below, the “Hot Water Project”);
- undertake certain building conversion work to replace steam terminal equipment with hot water heat emitters and related equipment;
- operate and maintain Dartmouth’s existing oil fired co-generation facility and steam distribution assets pending completion and testing of the Generation Facility and Distribution System; and
- following successful completion and testing of the Generation Facility and Distribution System, decommission the Existing Facilities,

(collectively, the “Project”).



This RFQ invites prospective Respondents to express formally their interest in the Project and to provide a Statement of Qualifications (“SOQ”) that provides information sufficient for Dartmouth to determine which Respondents are most capable of partnering with Dartmouth to implement the proposed Project.

Dartmouth intends to review and evaluate the SOQs to pre-qualify a limited number of Respondents (“Shortlisted Respondents”). Dartmouth will then issue a formal Request for Proposals (“RFP”) to the Shortlisted Respondents and invite them to participate in the next phase of the procurement. During the RFP process, Shortlisted Respondents will receive additional information, including technical project specifications; construction and O&M cost estimates; and drafts of 1) the long-term water purchase agreement in respect of the Hot Water Project (the “Hot Water Purchase Agreement”) and 2) the operations and maintenance agreement in respect of the Existing Facilities (the “O&M Agreement”), each to be entered into between the successful Respondent and Dartmouth. Shortlisted Respondents will be asked to provide detailed project descriptions and cost estimates, as well as comments on the Hot Water Purchase Agreement and O&M Agreement. As part of the RFP process, Dartmouth, together with its advisory teams, intends to hold one-to-one meetings with the Shortlisted Respondents. Such meetings are intended to offer the Shortlisted Respondents an opportunity to obtain a better understanding of, and discuss issues in connection with, the Project and Project-related documents and communications provided by Dartmouth.

Dartmouth has engaged Goldman Sachs & Co. LLC. as its exclusive financial advisor to assist in the procurement process, White & Case LLP as transaction counsel and FVB Energy Inc. as technical consultant for the Project.

Dartmouth is requesting that any firms or entities interested in delivering the Project described within this RFQ inform us of their intent to respond by **April 2, 2019**, and deliver a SOQ on or before **April 17, 2019**, as described in more detail in Section 5 of this RFQ.

1.2 Background on Dartmouth

Founded in 1769, Dartmouth is a member of the Ivy League and consistently ranks among the world’s greatest academic institutions. Located on 265 acres on the banks of the Connecticut River in Hanover, New Hampshire, Dartmouth has forged a singular identity for combining its deep commitment to outstanding undergraduate liberal arts and graduate education with distinguished research and scholarship in the Arts & Sciences through the Guarini School of Graduate and Advanced Studies and its three leading professional schools: the Geisel School of Medicine, the Thayer School of Engineering and the Tuck School of Business. Dartmouth’s mission is “to educate the most promising students and prepare them for a lifetime of learning and of responsible leadership, through a faculty dedicated to teaching and the creation of knowledge”.

Dartmouth currently has credit ratings of Aa1 and AA+ from Moody’s and S&P, respectively.

1.3 Background on the Project

Dartmouth's President Philip J. Hanlon '77 has called on Dartmouth to play a leadership role in improving global sustainability and overcoming the challenges of climate change. As such, Dartmouth has committed to improving the efficiency of its energy production and distribution systems and to reducing its greenhouse gas emissions. Specifically, Dartmouth has pledged to achieve the following Green Energy Goals:

- improve the efficiency of its energy transmission and distribution systems by 20% by 2030 (relative to efficiency levels from 2010);
- obtain 50% of its energy supply from renewable sources by 2025 and 100% by 2050; and
- reduce Scope 1 and 2 greenhouse gas emissions by 50% by 2025 and 80% by 2050 (relative to a 2010 emissions baseline) and achieve a carbon negative energy system by 2051.

Dartmouth's heating load is currently met predominantly through a co-generation plant that burns #6 fuel oil (the "Existing Plant") and a steam distribution system that pipes steam throughout the campus (such steam distribution system together with the Existing Plant, the "Existing Facilities"). Since 2010, Dartmouth has undertaken significant energy efficiency initiatives, which have resulted in nearly a one-quarter reduction in fuel consumption. In 2018, Dartmouth burned 3.5 million gallons of oil, down from 4.6 million in 2010. However, in order to achieve Dartmouth's Green Energy Goals, Dartmouth will need to implement significant changes to its energy infrastructure. Accordingly, Dartmouth intends to implement the Project.

1.4 No Liability

Neither Dartmouth, nor any of its respective agents, representatives, advisors or consultants make, or shall be deemed to have made, any representation or warranty, express or implied, as to the accuracy, reliability or completeness of the information contained herein or in any information otherwise provided, whether orally or in writing, other than such representations or warranties expressly stated as such in a definitive contractual agreement executed between Dartmouth and the successful Respondent. Neither the receipt of this RFQ, nor any information contained herein or supplied herewith or subsequently communicated to any person, whether orally or in writing, in connection with the Project involving Dartmouth or its agents, representatives, advisors, or consultants shall constitute, or be interpreted as constituting, the giving of financial, legal, technical or other advice.

This RFQ does not constitute a formal offer, or commit or otherwise bind Dartmouth to enter into a contract or proceed with the procurement described in this RFQ. Neither Dartmouth, nor any of its agents, representatives, advisors or consultants shall be held liable or responsible, fiscally or otherwise, to reimburse all or part of the costs incurred or alleged to have been incurred by parties considering a response to or responding to this RFQ or any RFP. This RFQ does not purport to contain all of the information that a Respondent may need or desire to execute a definitive contractual agreement or make an investment decision. Respondents should conduct their own investigations and analysis of relevant information.

Dartmouth reserves its rights in respect of this RFQ and the procurement of the Project as set forth in Section 5.11 (*Reserved Rights*).

1.5 Definitions

Capitalized terms used in this RFQ shall have the following meanings:

“Affiliate” means in relation to any Person: (a) any other Person having Control of that Person; (b) any other Person over whom that Person has Control; or (c) any Person over whom any other Person referred to in (a) above also has Control, in each case where "Control" of a Person by another Person means that other Person (whether alone or with others, and whether directly or indirectly at any tier): (i) holds the majority of voting rights in the controlled Person; (ii) has the right to appoint the majority of the board of directors (or equivalent) of that controlled Person; and/or (iii) exercises control over that controlled Person's affairs. In the case of an Equity Member, if the Equity Member is an investment fund, "Affiliate" includes such Equity Member's general partner and any other investment fund in which its general partner is an equity investor as a general partner.

“Authorized Representative” means an official designated by a Respondent, Respondent Team Member or Other Identified Team Member as applicable, with the legal authority to give assurances, make commitments, enter into contracts, and execute documents on behalf of the entity as may be required by Dartmouth.

“Board of Trustees” means the Board of Trustees of Dartmouth.

“Building Conversion” means the replacement of steam terminal equipment with hot water heat emitters optimized for the use of low temperature heat from the Energy Transfer Station heat exchangers connected to the Distribution Piping System, installation of hydronic piping from the Energy Transfer Station room to new hot water heat emitters, with required pumps, installation of controls systems for integration with the building automation system, and demolition and restoration as required.

“Building Heating System” or **“BHS”** means equipment that delivers heat for building space heating or domestic hot water from the heat source (ETS in a district heating system) to the building space or domestic hot water fixtures.

“Certificate of Delegation and Authorization” means a certificate on the letterhead of the relevant Respondent Team Member in the form set forth in Form B of Appendix A.

“CHP” means combined heat and power.

“Conflict of Interest” has the meaning set forth in Section 4.15 (*Conflicts of Interest*).

“Construction Manager” has the meaning set forth in Section 4.3(d) (*Project Team*).

“Dartmouth” has the meaning set forth in Section 1.1 (*Introduction*).

“DBFOM” means design, build, finance, operate and maintain.

“Demand Payment” means a fixed payment stream from Dartmouth to the Developer over the life of the Hot Water Purchase Agreement to be bid out by Shortlisted Respondents as part of the RFP process. The Demand Payment is intended to compensate the Respondents for their capital investment in the Hot Water Project and receipt is subject to construction completion, Project availability and adherence to key performance indicators.

“Designated Contact” means each person set forth in Section 5.2 (*Communications and Submission of Questions*).

“Design Manager” has the meaning set forth in Section 4.3(d) (*Project Team*).

“Developer” means the entity identified, or otherwise created, by the Shortlisted Respondent selected by Dartmouth to carry out the Project pursuant to the procurement process set out herein.

“Developer Building Conversions” means Building Conversion work for which the Developer is responsible as part of the Project, as described in Section 2.4 (*Building Conversions*).

“Distribution Piping System” or **“DPS”** means a distribution piping system conveying hot water from the HWTS to the Dartmouth campus buildings as described in Section 2.3 (*Description of the System*).

“Distribution System” means the HWTS together with the DPS and the ETSSs.

“Equity Funding Letter” means a letter supporting an Equity Member’s capacity to fund its portion of the equity capital required for the Project that meets the requirements set forth in Section 4.12 (*Equity Funding Letter*).

“Equity Member” means each member of a Respondent’s team that will contribute equity to the Developer as part of such Respondent’s financing plan for the Project and is listed as an equity member in such Respondent’s Transmittal Letter.

“Energy Transfer Station” or **“ETS”** (and, collectively, the **“Energy Transfer Stations”** or **“ETSSs”**) means equipment installed in a building to transfer heat from the district heating system to the Building Heating System, including heat exchangers, valves, piping, heat meter and controls, as described in Section 2.3 (*Description of the System*).

“Existing Facilities” has the meaning set forth in Section 1.3 (*Background on the Project*).

“Existing Plant” has the meaning set forth in Section 1.3 (*Background on the Project*).

“Financing Lead” has the meaning set forth in Section 4.3(d) (*Project Team*).

“Generation Facility” means the new thermal generation facility, as described in Section 2.3 (*Description of the System*), to be designed, built, financed, operated and maintained by the Developer.

“Green Energy Goals” Dartmouth’s green energy goals as described in Section 1.3 (*Background on the Project*).

“Guarantor” means each parent company or other entity (in either case, if any) that is proposed to support and guarantee the obligations of any Equity Member, Lead Construction Contractor, Lead O&M Contractor or Lead Engineer(s).

“Hot Water Project” has the meaning set forth in Section 1.1 (*Introduction*).

“Hot Water Purchase Agreement” has the meaning set forth in Section 1.1 (*Introduction*).

“Hot Water Transmission System” or **“HWTS”** means the hot water transmission system conveying hot water from the Generation Facility to the Distribution Piping System, as described in Section 2.3 (*Description of the System*).

“Key Individuals” means individuals leading certain efforts to develop, build and operate the Project, including each of the roles described in Section 4.3(d) (*Project Team*).

“Lead Construction Contractor” means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for the performance of construction work for the Project.

“Lead Engineer” means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for the preparation of detailed plans and specifications for the construction of the Project.

“Lead Member” means the Respondent Team Member appointed by the other Respondent Team Members to act as the primary point of contact for the Respondent and as agent for the Respondent in its dealings with Dartmouth.

“Lead O&M Contractor” means the entity (whether a single incorporated entity or an incorporated or unincorporated joint venture) with primary responsibility for the performance of operations and maintenance work for the Project.

“O&M” means operation and maintenance.

“O&M Agreement” has the meaning set forth in Section 1.1 (*Introduction*).

“Operations Manager” has the meaning set forth in Section 4.3(d) (*Project Team*).

“Organic Rankine Cycle” means a power generation system using a low-boiling-point organic fluid to drive a turbine-generator.

“Other Identified Team Member” has the meaning set forth in Section 4.3(b) (*Project Team*).

“Person” means an individual, a general or limited partnership, a joint venture, a corporation, a limited liability company, a trust, an unincorporated organization or a governmental authority.

“Project” has the meaning set forth in Section 1.1 (*Introduction*).

“Project Data Site” means the online data room to be established by or on behalf of Dartmouth for the Project.

“Project Director” has the meaning set forth in Section 4.3(d) (*Project Team*).

“psig” means pounds per square inch gauge.

“Question Deadline” has the meaning set forth in Section 5.2 (*Communications and Submission of Questions*).

“Respondent” means any company, team, joint venture or other association that submits an SOQ in response to this RFQ. A Respondent may comprise one or more Respondent Team Members.

“Respondent Representative” has the meaning set forth in Section 5.8(c) (*Respondent Representative*).

“Respondent Team Member” means each Equity Member, the Lead Construction Contractor, the Lead O&M Contractor, the Lead Engineer(s), each Guarantor of any of the foregoing, and in the case of any Lead Construction Contractor, Lead O&M Contractor or Lead Engineer that is an incorporated or unincorporated joint venture, each member of such joint venture.

“RFP” has the meaning set forth in Section 1.1 (*Introduction*).

“RFQ” has the meaning set forth in Section 1.1 (*Introduction*).

“Shortlisted Respondents” has the meaning set forth in Section 1.1 (*Introduction*).

“SOQ” has the meaning set forth in Section 1.1 (*Introduction*).

“Submission Deadline” has the meaning set forth in Section 5.5 (*Submission of SOQs*).

“Surety Letter” means a letter from a surety company confirming a Respondent Team Member’s ability to obtain a performance bond and payment bond in respect of the Project and meeting the requirements of Section 4.11 (*Surety Letter*).

“System” has the meaning set forth in Section 2.1 (*Project Objectives*).

“Technical Requirements” means the technical requirements for the design, construction, operation and maintenance of the Project to be set forth in the RFP.

“Transmittal Letter” means a letter in substantially the form set forth in Form A (*Transmittal Letter*) of Appendix A.

Section 2: Project Description

2.1 Project Objectives

Dartmouth is seeking a Developer to design, finance, construct, operate and maintain a new thermal Generation Facility that uses renewable fuels to produce hot water. Dartmouth currently anticipates a biomass woodchip fueled plant with B99/B100 biodiesel as the peaking and back-up fuel source. The Developer will also supply and install a new Hot Water Transmission System and Distribution Piping System that will transmit the hot water from the Generation Facility to the campus buildings. The Developer will also supply and install Energy Transfer Stations (together with the Generation Facility, the Hot Water Transmission System and Distribution Piping System, collectively the “System”) to transfer heat to Building Heating Systems. See Section 2.3 (*Description of the System*) for further discussion of each project element.

Each Building Heating System will also be converted to be compatible with the new hot water heating system. See Section 2.4 (*Building Conversions*) for further discussion of Building Conversions.

Dartmouth is willing to consider alternative technologies to meet its heating needs that may reduce capital investment requirements or life-cycle costs and/or leverage alternative technologies that have incremental environmental benefits, as long as such alternatives further Dartmouth’s stated Green Energy Goals and have a proven track record of successful implementation. Dartmouth’s ultimate goals in relation to the procurement process are to incentivize innovation, transfer risk and optimize capital and life-cycle costs associated with the Project while maintaining uninterrupted reliability.

In addition to meeting the prescribed Green Energy Goals, Dartmouth is looking for a Developer to provide, in order of priority:

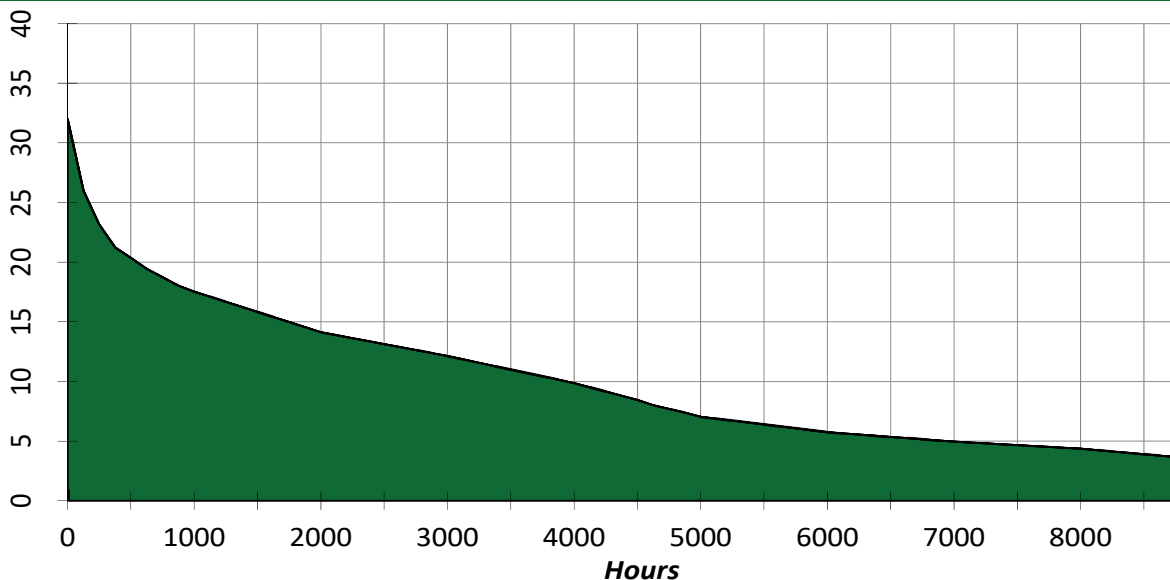
- **Reliable Service** - Dartmouth’s campus is comprised of educational, research and residential facilities requiring 24/7 operation and extremely reliable heat provision. The Developer will be expected to design, construct and operate the System to extremely high standards of reliability and redundancy. Continuous, uninterrupted and reliable operations are critical to the health and safety of Dartmouth’s students, faculty and staff, and the viability of ongoing research.
- **Affordable Pricing** - Dartmouth is seeking a Developer who will meet the aforementioned reliability standards at the most affordable cost over the life of the Project.
- **Technological Flexibility** - Dartmouth would prefer the ability to interconnect the new thermal system with other technologies to supplement energy needs with non-combustion energy sources.
- **Efficient Balance Sheet Treatment** - Dartmouth would prefer the Project to be off-balance sheet from an accounting and credit perspective.
- **Experiential Learning** - The Developer will be expected to facilitate experiential learning opportunities for Dartmouth students and faculty that enable them to study the Project, to apply the knowledge acquired in their course of study and to share the ideas and progress made on Dartmouth’s energy system for a broader social benefit.

2.2 Heating and Electrical Loads

(a) Heating Loads

The following graph shows the projected plant load duration curve following conversion of the district heating system from steam to hot water. Loads are projected to range from a summer load of approximately 4 MWt to a high of 32 MWt at the peak hour. Heating load growth due to campus expansion is expected to be largely offset by building efficiency measures.

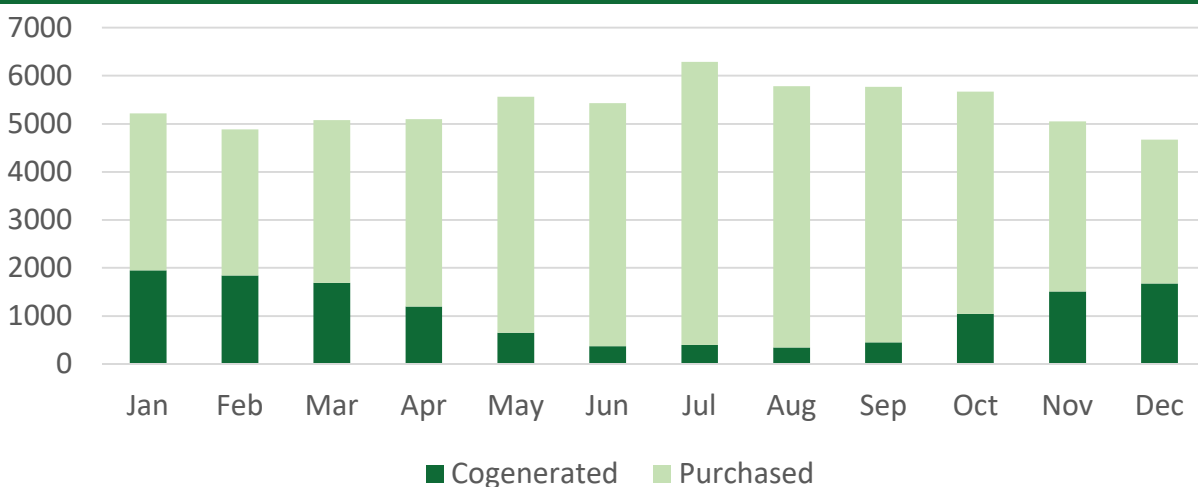
Projected Plant Load Duration (MW)



(b) Electric Loads

Total annual electricity requirements are approximately 65,000 MWh, of which approximately 20% is currently cogenerated and 80% is purchased. The average monthly breakdown of electricity sources during fiscal years 2015-2017 is summarized in the chart below.

Average Monthly Breakdown of Electricity Sources (MWhs)



2.3 Description of the System

The System to be constructed for Dartmouth's Hot Water Project includes: (1) a generation facility powered by a renewable source, (2) a transmission system that transports hot water from the plant to campus, (3) a distribution system that transports hot water from the transmission line to the individual buildings throughout campus and (4) energy transfer stations in the campus buildings connecting the distribution piping to the building heating systems. The estimated construction cost associated with the System is approximately \$100 million to \$125 million.

(a) Generation Facility

The Generation Facility is projected initially to serve 5.5 million square feet of building space with hot water district heating, increasing to 6.2 million square feet as the campus grows through 2055. The anticipated Generation Facility would include 16 MWt of biomass-fueled hot water capacity, and an additional 32 MWt of biodiesel capacity for peaking and back-up, together with associated fuel storage facilities. A recently completed biomass supply assessment found that there are ample supplies of sustainably harvested woody biomass in the area surrounding Dartmouth.

An alternative approach would incorporate Organic Rankine Cycle CHP into the biomass plant. While also producing 16 MWt of hot water, this plant would have an estimated net power production capacity of 3.8 MWe. Based on analyses completed to date, it is expected that a heat-only biomass boiler plant would be more cost-effective than a CHP plant. However, Respondents are encouraged to assess a range of approaches including CHP.

The construction cost of the Generation Facility (without CHP) is estimated to be approximately \$40-50 million.

Construction of the Generation Facility is expected to commence in 2023, following the issuance of permits, and is expected to be completed in 2025.

(b) Hot Water Transmission System (HWTS) and Distribution Piping System (DPS)

The Hot Water Project includes the construction of an HWTS to convey hot water from the Generation Facility to the campus DPS. Site location is discussed in Section 2.5 (*Site Location*). For the HWTS and DPS, Dartmouth requires that pre-insulated steel pipe meeting EN253 standards be installed for maximum reliability and longevity. Anticipated temperature and pressure parameters are as follows:

- nominal peak supply temperature 185°F (85°C);
- nominal peak return temperature 130°F (54°C);
- maximum operating pressure 150psi (10.3bar); and
- system rating for a maximum temperature of 203°F (95°C).

The construction cost for the Hot Water Transmission System and the Distribution Piping System is estimated to range from \$40-65 million, dependent, in part, on the location of the Generation Facility.

Detailed design and construction of the Distribution System is expected to be completed in phases.

(c) Energy Transfer Stations (ETSs)

Each building within the Dartmouth campus will generally require the installation of an ETS. However, in some cases, a group of buildings will be served by a single ETS. The ETS will include heat exchangers, energy meters, piping, valves, temperature and pressure sensors, and a control system integrating the Generation Facility with the BHS.

The estimated construction cost of the ETSs is approximately \$10-12 million.

2.4 Building Conversions

It is anticipated that 119 buildings will be connected to the new district heating system. The construction cost for the entirety of the Building Conversions is estimated to be approximately \$60-75 million. However, Dartmouth has already commenced Building Conversion work in a limited number of buildings on campus. Currently, 28 buildings have hot water heat emitters, 36 have steam terminal equipment and 55 utilize a hybrid of hot water and steam systems. Following financial close, Dartmouth expects the Developer to undertake the majority of the remaining Building Conversion work as part of the Project (the “Developer Building Conversions”). However, Dartmouth may retain responsibility for the conversion work in certain buildings, for example, where such buildings are scheduled for major refurbishment. Further details will be available to Shortlisted Respondents as part of the RFP.

Dartmouth has initiated schematic design of the Building Conversions and expects this work to be completed in the Fall of 2019. The schematic designs will be developed based on Building Conversion technical guidelines to be provided by Dartmouth. Detailed design and construction is expected to be completed in phases, in coordination with DPS construction.

Until construction of the Generation Facility is completed in 2025, the Existing Facilities will continue operating and hot water service to installed DPS and converted buildings will be provided by temporary regional steam to hot water heat exchangers.

2.5 Site Location

Dartmouth is in the process of completing its due diligence and consultation process with respect to potential sites for the construction of the Generation Facility. Additional information regarding the proposed site will be provided to Shortlisted Respondents as part of the RFP.

2.6 Existing Facilities

From commercial close (or shortly thereafter) until successful completion of the construction, testing and commissioning of the Generation Facility and Distribution System, the Developer shall be responsible for the operation and maintenance of the Existing Facilities pursuant to the terms of the O&M Agreement. The timing of this transition in responsibility will be specified in the RFP.

The Existing Plant provides 20 psig steam for distribution to the campus, with condensate returned to the plant. Four high-pressure boilers produce 450 psig steam using #6 fuel oil. Backpressure turbines reduce steam pressure while generating electricity. Two 125,000 gallon tanks provide fuel storage. Key data on current plant equipment is summarized in the tables below.

Boilers	#1	#2	#3	#4
Manufacturer	Zurn Industries	Babcock & Wilcox	Nebraska	Combustion Engineering
Year Built	1986	2008	1996	1966
Capacity (lbs/hour)	90,000	76,000	75,000	70,000

Turbine-Generators	#1	#2	#3
Manufacturer	Dresser-Rand	Worthington	Dresser-Rand
Year Built	1991	1970	1991
Rating (MW)	2.0	2.0	3.0

About 26,000 feet of piping distributes steam to the campus buildings. Most of the piping is located in underground duct banks and the majority of the main steam artery coming out of the plant is located within a walkable underground utility tunnel. More than 30% of the steam piping is over 50 years old, and more than 20% is over 65 years old.

During the construction of the System, the Existing Facilities will continue to operate, with steam provided to unconverted buildings and hot water provided to converted buildings via temporary regional steam to hot water heat exchanger stations feeding hot water to the DPS. The Developer will be responsible for ensuring that there is an efficient cut over strategy that maintains reliable heat supply to the campus.

Dartmouth will compensate the Developer for ongoing O&M costs and routine and necessary life-cycle maintenance costs for the Existing Facilities, in each case as incurred in accordance with the terms of the O&M Agreement. Terms for the O&M of the Existing Facilities will be provided in the RFP.

Once the System is fully commissioned, the Developer will be responsible for decommissioning the Existing Facilities.

2.7 Transaction Structure

(a) Hot Water Project

Dartmouth intends to enter into a long-term hot water purchase agreement with the Developer pursuant to which the Developer will design, build, finance, operate and maintain the System. The term of the Hot Water Purchase Agreement is anticipated to be 30 years following substantial completion of the System.

- (i) **Design and Construction.** The Developer will be required to design and construct the System in accordance with the Technical Requirements and the Hot Water Purchase Agreement and in compliance with applicable federal, state and local laws, regulations and policies. The major elements to be designed and constructed as part of the Project include project elements described above in Section 2.3 (*Description of the System*).
- (ii) **Operations and Maintenance.** The Developer will also be responsible for the operations and routine and life-cycle maintenance of designated project elements (excluding the Building Conversions) in accordance with the Technical Requirements and the Hot Water Purchase Agreement and in compliance with applicable federal, state and local laws, regulations and policies.

- (iii) **Decommissioning.** Once the System is fully commissioned, the Developer will be responsible for decommissioning (i) the Existing Plant, including removing all equipment and performing all hazardous materials abatement and (ii) the existing steam distribution system, including removal of specified portions of the system with the remainder abandoned in place. In the RFP, Dartmouth will specify the approach to be taken regarding demolition or retention of the Existing Plant building shell.
- (iv) **Financing.** The Developer is expected to be solely responsible for providing all necessary financing for the Hot Water Project, whether through debt (taxable and/or, tax-exempt), equity or any combination thereof. All proposed financing structures must be without recourse to Dartmouth.
- (v) **Compensation Structure.** As currently contemplated, in consideration for the design and construction of the System, the periodic capital investments necessary to maintain the System, and the decommissioning of the Existing Facilities, the Developer will receive an ongoing performance-based Demand Payment over the term of the Hot Water Purchase Agreement. The Demand Payment will be subject to Developer's compliance with certain key performance indicators and other conditions to be detailed in such agreement. Certain ongoing routine O&M costs (up to a predetermined cap), along with fuel costs, will be reimbursed by Dartmouth. For the avoidance of doubt, the compensation structure is not anticipated to be a "rate-based" structure. However, Respondents are encouraged to provide feedback as to the preferred form of compensation structure based on Dartmouth's stated goals and objectives.

(b) O&M of Existing Facilities

The Developer will be responsible for the operation, maintenance and capital renewal of the Existing Facilities, as documented in a separate O&M Agreement to be entered into between Dartmouth and the Developer. The Developer will be entitled to full reimbursement for the costs incurred in performing the services under the O&M Agreement subject to compliance with certain operating standards, budgets and key performance indicators. Shortlisted Respondents will have access to a conditions report and will be given the opportunity to conduct due diligence in respect of the Existing Facilities, including through site visits. The decommissioning of the Existing Facilities will form part of the fixed cost of the Hot Water Project as described above.

(c) Building Conversions

The Developer will be required to design and construct the Developer Building Conversions in accordance with the Technical Requirements and the Hot Water Purchase Agreement and in compliance with applicable federal, state and local laws, regulations and policies. The optimal compensation structure for the Developer Building Conversions is subject to ongoing review by Dartmouth. Further information will be provided to Shortlisted Respondents in the RFP.

(d) General

The information regarding the anticipated scope and transaction structure set forth herein reflects Dartmouth's envisioned scope and structure as of the date of issuance of this RFQ. Dartmouth reserves the right to modify the proposed transaction structure and/or Project scope in its sole discretion. Dartmouth will communicate any modifications to this RFQ in accordance with Section 5 (*Procurement Process*).

2.8 Anticipated Scope of Services

The scope of services to be provided by the Developer will include the following:

(a) Hot Water Project

- Designing and constructing the System elements described in Section 2.3 (*Description of the System*) in accordance with the Technical Requirements to be specified in the RFP.
- Obtaining and maintaining (including preparation of applications for) all permits and approvals required to finance, design, construct, manage, operate and maintain the System.
- Assuming all air permitting responsibilities and requirements in connection with the System.
- Operating the System in accordance with the Technical Requirements to be specified in the RFP and maintaining the capital assets in a manner acceptable to Dartmouth and necessary to meet all of Dartmouth's reliability standards as well as all applicable laws and regulations.
- Managing employees and personnel to operate the System. The Developer will be obligated to employ Dartmouth's Existing Facilities personnel for the Project on terms and conditions equal to, or better than, those under which they are employed by Dartmouth. Wages and benefits of new and existing employees must be subject to collective bargaining.
- Sourcing and procuring the fuel supply for the System, along with quality assessment of the fuel. Dartmouth's requirements for the fuel supply will be specified in the RFP. Dartmouth may take an active role in establishing the fuel supply chain. The Developer will not be required to assume full pricing risk for fuel.
- All capital expenditures necessary to keep the System operating to the minimum specified metrics. Before entering the Hot Water Purchase Agreement, the Developer shall submit a capital improvement and maintenance plan that identifies anticipated capital investments to be made over the term of the Hot Water Purchase Agreement.
- Decommissioning of the Existing Plant, including removing all equipment and performing all hazardous materials abatement.
- Decommissioning of the existing steam distribution system and removal of specified portions of the system, with the remainder abandoned in place.
- Raising all necessary financing for the Hot Water Project.

(b) O&M of Existing Facilities

- Operating and maintaining the Existing Facilities until the System is fully installed, commissioned, and operating according to design.
- Sourcing and procuring #6 fuel oil for the Existing Plant. Dartmouth's requirements for the fuel supply will be specified in the RFP. Dartmouth may take an active role in establishing the fuel supply chain. The Developer will not be required to assume full pricing risk for fuel.

- Managing employees and personnel to operate the Existing Facilities. (See Section 2.8(a) above regarding terms and conditions of employees).

(c) Building Conversion

- In selected buildings, replace steam terminal equipment with hot water heat emitters optimized for the use of low temperature heat from ETS heat exchangers connected to the DPS.
- Install hydronic piping from the ETS to new hot water heat emitters, with required pumps.
- Install controls system for integration with the building automation system.
- Ensure all systems meet the requirements of the Building Conversion technical guidelines to be provided by Dartmouth.
- Perform removal and restoration as required.

2.9 Additional Opportunities

Dartmouth is committed to the construction of a new Generation Facility and Distribution System to meet its thermal needs and achieve its Green Energy Goals. Additionally, during the RFP process, Dartmouth may determine that there are additional opportunities for the Developer to increase the scope of the Project, for example, CHP or sales to third parties.

(a) Combined Heat and Power

To the extent it reduces life-cycle and energy costs, Dartmouth may consider a CHP plant. In fiscal year 2018, Dartmouth consumed approximately 65,000 MWh of electricity. Dartmouth currently estimates that a biomass CHP plant would reduce its electric grid consumption by approximately 18,000 MWh relative to a thermal-only biomass plant.

(b) Sale to Third Parties

To the extent the Developer can sell hot water or thermal transmission product to a third-party beyond the amount necessary to meet Dartmouth's committed needs, Dartmouth may allow the Developer to do so. Any operating income received due to such an arrangement would be shared with Dartmouth or used to reduce Dartmouth's Demand Payments to the Developer, in each case pursuant to a sharing arrangement to be determined during the RFP process. The scope of any additional opportunities and the process for engaging with third parties will be established during the RFP stage. Any contact by, or on behalf of, a Respondent or any Respondent Team Member with any official, employee, representative or agent of the Town of Hanover or any other potential third-party off-taker in connection with this RFQ, the Project or the additional opportunities described in this document is strictly prohibited, except for communications approved in writing in advance by a Designated Contact, in his or her sole and absolute discretion.

Section 3: Evaluation Criteria

3.1 Evaluation and Shortlisting Procedures

(a) Assessment of SOQs for Responsiveness

Dartmouth has established a selection committee to review and evaluate the SOQs according to the requirements and criteria outlined in this RFQ. The selection committee will first review each SOQ's responsiveness to the RFQ's submission requirements and conformance to the RFQ's instructions regarding content, organization and format. Failure to comply with the requirements of this RFQ may result in rejection of the SOQ as non-responsive. Those SOQs determined not to be responsive to this RFQ may be excluded from further consideration. Dartmouth may also exclude from consideration any Respondent whose SOQ contains a material misrepresentation.

Dartmouth, in its sole discretion, may waive any such failure to meet a requirement of this RFQ and may request clarification or additional information to remedy a failure.

(b) Additional Information

During the evaluation process, Dartmouth may issue written questions or requests for clarification to one or more Respondents regarding its SOQ or related matters. Failure to respond in a timely manner to any such questions or requests may be grounds for elimination of the Respondent from further consideration. Dartmouth reserves the right to invite selected Respondents to participate in interviews to learn more about their qualifications and experience and to assist in the process of evaluating the SOQs. Dartmouth intends to host any such interviews on campus in May of 2019. Dartmouth likewise reserves the right to contact references included in any SOQ and visit facilities and clients associated with Respondent's members as described in the SOQ.

(c) Shortlisted Respondents

Dartmouth will notify the Shortlisted Respondents in writing and invite the Shortlisted Respondents to respond to an RFP for the Project, if issued. Dartmouth will also notify those Respondents not shortlisted.

There will be no process to appeal the determination as to which entities Dartmouth elects to invite to interviews or participate in the RFP process.

3.2 Evaluation Criteria

Respondents will be required to demonstrate the technical, financial, managerial and operational capabilities necessary for the successful implementation of the Project.

While it will be entirely Dartmouth's determination as to which entities, if any, it invites to participate in the RFP process, Dartmouth's evaluation criteria comprise those listed below. The order in which the evaluation criteria appear below or within a category or sub-category is not an indication of weighting or priority.

(a) Design-Build Capabilities and Experience

- Respondent Team Members' expertise and experience in successfully designing, permitting and constructing district heating facilities. Respondent Team Members' experience must include:
 - (i) Biomass thermal plants;
 - (ii) Hot water distribution systems including EN 13941 compliant systems;
 - (iii) Steam to hot water building conversions; and
 - (iv) Utility systems serving universities or other institutions requiring 24/7 service for critical services (including social infrastructure, healthcare, safety and defense).
- Track record of delivering such projects on time and on budget.
- Experience in the design and construction of complex distribution systems while managing construction in public rights-of-way, coordination with utilities and communication with adjacent property stakeholders.
- Experience coordinating, phasing and delivering complex multi-asset projects and demonstrated success in implementing effective phasing strategies for bringing new heating and distribution systems online.
- Ability to manage construction risks, including supply-chain, project delivery logistics and on-site work.
- Experience in design, construction and commissioning of conversions of existing building heating systems, including steam and hybrid steam/hydronic systems, for service from a low-temperature hot water district heating system.
- Experience developing effective construction approaches to account for environmental and ecological considerations.
- Track record of collaborative design processes (including with university owners).
- Experience undertaking design and construction pursuant to alternative finance and project delivery methods, including prior experience delivering under a DBFOM model.
- Track record of integrating and optimizing construction requirements with long-term operations, maintenance and life-cycle replacement requirements.

(b) Ability to Operate and Maintain with Consistent Reliability, Efficiency, Cost-Effectiveness and Safety

- Track record of successful long-term operations and maintenance of district heating facilities. Respondent Team Members' experience must include:
 - (i) Biomass thermal plants, including sourcing and managing related fuel supply;
 - (ii) Hot water distribution systems, including EN 13941 compliant systems; and
 - (iii) Utility systems serving universities or other institutions requiring 24/7 service for critical services (including social infrastructure, healthcare, safety and defense).

- Track record of meeting key performance indicators established by utility system owners.
- Experience in procuring biomass fuel and optimizing procurement strategies to mitigate price and supply reliability risk associated with biomass fuel supply arrangements.
- Experience in the planning and implementation of multi-year life-cycle replacement and service management system plans and network monitoring programs (in consultation with project sponsors, users and regulatory agencies) while taking into account end-of-term considerations for asset condition and transfer and experience in the management of scheduled and non-scheduled rehabilitation.
- Demonstrated generation of life-cycle cost savings for sponsors on similar projects.
- Demonstrated application of new energy management technologies and continual improvement.
- Ability to develop and execute emergency response plans related to unforeseen incidents, including fires, truck collisions and extreme natural events.
- Track record of compliance with all applicable health and safety standards, building codes, required contractor permits and professional licenses.
- Demonstrated success in delivering customer service and satisfaction.
- Ability to manage risk, including a solid understanding of risk management principles and an ability to establish appropriate risk allocation.
- Track record of managing the transition of a unionized labor force and working with collective bargaining groups.

(c) Demonstrated Financial Strength

- Expected financial resources and capability to construct the Project, and to operate and manage the Project through unscheduled outages. Such strength should include access to equity capital, debt capital markets and bank loans and ability to provide financial security through the length of the Project term.
- Respondent's overall financial strength and capability to carry out the responsibilities associated with implementing the Project, as evidenced by:
 - (i) Financial statements of each Respondent Team Member;
 - (ii) Credit ratings on outstanding debt for each Respondent Team Member;
 - (iii) Details regarding any bankruptcy/insolvency proceedings; and
 - (iv) Equity Funding Letter and Surety Letter.
- Equity Members' funding capacity and ability to invest equity capital in a manner consistent with contemplated Project size and financial structure.
- Equity Members' experience in investing equity and/or structuring financing sources to obtain firm financing commitments for proposals, and achieving financial close, on similar projects using a diverse range of financial products (including bank loans, taxable and tax-exempt bonds, letters of credit and other financing sources).

- Equity Members' experience in successfully delivering similar projects with a DBFOM and/or concession based delivery structure through construction completion.
- Respondent Team Members' prior experience financing projects based on a utility purchase agreement compensation structure.

(d) Team Structure and Alignment

- Team Structure
 - (i) Clear definition of the roles and responsibilities of each Respondent Team Member.
 - (ii) Alignment of the proposed organization of the Respondent with the overall needs of the Project (including each of the design, construction, permitting, operation and maintenance elements).
 - (iii) Background and expertise of each Respondent Team Member with projects of a similar nature.
 - (iv) An efficient and clear decision-making process at both management and technical levels.
 - (v) A team and contracting structure that reflects a reasonable risk allocation and approach to risk management, including a solid understanding of risk management principles.
 - (vi) The extent to which the Respondent's approach to teaming is effective, realistic and achievable, and responds to the challenges and opportunities of the Project.
 - (vii) Demonstrated ability to bring diversity and inclusion to the Project.
- Prior Experience Working Together as a Team
 - (i) The number of prior projects of a similar nature on which the Respondent Team Members have worked together.
 - (ii) The team synergies generated and overall outcome of projects where Respondent Team Members have previously worked together.
- Key Individuals
 - (i) Background and expertise with projects of a similar nature, including each Key Individual's track record of success with implementing such projects.
 - (ii) Clarity in terms of the identification of the roles and responsibilities of each Key Individual.
 - (iii) Experience of each Key Individual in delivering projects under an alternative delivery method, such as a DBFOM or a collaborative/progressive design-build.

(e) Creativity, Flexibility and Partnership

- Respondent's:
 - (i) Provision of value-added, innovative solutions for technical challenges on prior relevant projects;
 - (ii) Creative and effective approaches to experiential learning opportunities in a university campus setting;
 - (iii) Track record of managing diverse stakeholders during construction and ongoing plant operations, particularly in a university campus setting; and
 - (iv) Long-term operational and commercial flexibility in similar projects.
- Respondent's understanding of Dartmouth's goals and objectives.
- Respondent's understanding of the potential risks and challenges in delivering the Project.

Section 4: SOQ

4.1 SOQ Submission Requirements

Respondents must include all information stipulated in this RFQ and follow the format outlined herein. SOQs should provide a straightforward and concise description of the Respondent's relevant experience and qualifications. Each SOQ shall include a table of contents.

The SOQ should be organized as set out below:

- I. Transmittal Letter;
- II. Project Team;
- III. Construction and Operating Experience;
- IV. Case Studies;
- V. Design and Reliability;
- VI. Additional Partnership Considerations;
- VII. Diversity and Inclusion;
- VIII. Financial Capacity;
- IX. Financial Information;
- X. Surety Letter;
- XI. Equity Funding Letter;
- XII. Legal;
- XIII. Bankruptcy Proceedings; and
- XIV. Conflicts of Interest.

4.2 Transmittal Letter *(no page limit)*

Provide an executed version of the Transmittal Letter signed by the Respondent Representative.

For Respondents that are comprised of one or more Respondent Team Members, the Transmittal Letter must have appended to it a duly executed Form B (*Certificate of Delegation and Authorization*) for each Respondent Team Member, executed by an Authorized Representative of the relevant Respondent Team Member.

4.3 Project Team *(15 pages)*

Provide a description of the Respondent's organizational structure and information on the individual members.

- (a) Provide a completed Form C (*Respondent Information*). (Excluded from page limit.)

- (b) Describe the nature of the business and the anticipated form and corporate structure of the Respondent and its management structure, including the anticipated legal relationship among the Respondent Team Members. Provide details of other key team members, for example, subcontractors and consultants that the Respondent wishes to identify in its SOQ (each an “Other Identified Team Member”). For each Other Identified Team Member, identify the entity’s legal nature and proposed role in the Project.
- (c) Identify the Respondent Representative. Describe the Respondent Representative’s relevant experience and include a brief résumé.
- (d) Provide detailed résumés of Key Individuals drawn from the Respondent (or Respondent Team Members as applicable), as identified on Form C (*Respondent Information*). Describe the role that each Key Individual will play during the pursuit, development and ongoing operations of the Project and how the Respondent will integrate design and construction with long-term operations and maintenance. “Key Individuals” are expected to include at least:
 - (i) Project Director: Individual employed by the Respondent (or a Respondent Team Member, as applicable) and responsible for the overall design, construction, operation, maintenance and contract administration for the Project, and shall be assigned to the Project full time. The Project Director shall be an individual with authority to make binding decisions on behalf of the Developer through the design, construction and O&M phases of the Project and shall have overall responsibility for ensuring that the Project is delivered in accordance with the terms and conditions of the Hot Water Purchase Agreement.
 - (ii) Design Manager: Individual employed by the Lead Engineer (or each Lead Engineer if there is more than one) and responsible for ensuring that the design of the System is completed and design criteria requirements are met. Has authority to make decisions on behalf of the Lead Engineer(s).
 - (iii) Construction Manager: Individual employed by the Lead Construction Contractor and responsible for overseeing the construction (or design and construction, as applicable) components of the Hot Water Project. Has authority to make decisions on behalf of the Lead Construction Contractor.
 - (iv) Operations Manager: Individual employed by the Lead O&M Contractor and responsible for overseeing the O&M component of the Hot Water Project and the O&M of the Existing Facilities. Has authority to make decisions on behalf of the Lead O&M Contractor.
 - (v) Financing Lead: Individual with responsibility for leading the debt and equity financing for the Project.

Respondents may wish to identify additional Key Individuals reporting to the Design Manager, Construction Manager or Operations Manager with responsibility for key elements of the Project, e.g. Generation Facility, Distribution System and Building Conversions.

- (e) If a Respondent is comprised of multiple Respondent Team Members, including a separate operating entity, describe where and how the entities have worked together and the benefits that have resulted from such prior collaboration. Describe the alignment of interests among the Respondent Team Members.
- (f) Provide organizational charts that illustrate the practical working structure of the organization including the management for each component of the Project (for example design, construction, financing, operation and maintenance, etc.). Provide a separate organizational chart covering Key Individuals. Identify the critical support elements and relationships of project management, project administration, construction management, maintenance management, quality control, safety, environmental compliance, and technology and subcontractor administration.
- (g) If the Respondent is comprised of more than one Respondent Team Member, the SOQ shall contain, as an appendix, an executed teaming agreement, or alternatively, if the Respondent Team Members intend to but have not yet executed a teaming agreement, the SOQ shall contain a summary of key terms of the anticipated agreement. Indicate the intended percentage of ownership among the Equity Members. (Excluded from page limit.)
- (h) If the Respondent is not a corporate entity, the SOQ shall include a letter signed by each Respondent Team Member, indicating a willingness to accept joint and several liability until the point at which a corporation, limited liability corporation, limited liability company or other form of corporate entity is formed and documentation is executed.

4.4 Design, Construction and Operating Experience (10 pages)

Describe the Respondent's ability to deliver (i) woodchip biomass thermal plants, (ii) hot water distribution systems and (iii) building steam to hot water conversions. Provide a list of biomass plants, hot water distribution systems and building steam to hot water conversions that the Respondent, or applicable Respondent Team Member, has constructed over the past five years for the entities specified below and provide a completed Form D (*Design, Construction and Operating Experience*) for each plant or system listed.

- (a) Institutions requiring 24/7 service for critical services (including social infrastructure, healthcare, safety and defense).
- (b) Other entities, with a total plant thermal capacity over 40MW.

Describe the Respondent's experience in constructing such plants and systems on brownfield sites and its ability to manage the phasing in of replacement plants and systems.

Describe the Respondent's experience in designing, constructing and operating hot water district heating systems generally, and specifically systems compliant with EN 13941.

Describe the Respondent's experience in designing, constructing and commissioning of conversions of existing building heating systems, including steam and hybrid steam/hydronic systems, for service from a low-temperature hot water district heating system.

4.5 Case Studies (10 pages)

Provide a completed Form E (*Case Studies*) for three to five recent projects undertaken by the

Respondent or Respondent Team Members of similar size and scope as that proposed by Dartmouth.

4.6 Design and Reliability (5 pages)

Describe the Respondent's design philosophy to ensure that the System is built, operated and maintained to meet the Technical Requirements and achieve a high degree of reliability and safety. Additionally, the Respondent should address:

- (a) Its track record of meeting reliability standards for similar systems requiring 24/7 operation.
- (b) Its expertise in relevant heating plant engineering and safety standards.
- (c) Its approach to ensuring that design and operation of plant, distribution, ETS and building systems are fully integrated.
- (d) Its view on the primary risks and challenges of the Project as currently envisioned and potential risk mitigation solutions.

4.7 Additional Partnership Considerations (5 pages)

The SOQ should include information sufficient to establish the creativity of the Respondent and its ability to effectively engage with Project stakeholders, proactively generate value-added creative solutions, and maximize value and return to Dartmouth. To that end, provide ideas on the value and creativity the Respondent can provide to Dartmouth beyond the scope of services enumerated in Section 2.8 (*Anticipated Scope of Services*), including the implementation of alternative technologies. Specifically:

- (a) Provide examples of how the Respondent has brought forth innovative technological solutions for sponsors to meet specific project challenges and/or bespoke energy infrastructure needs on previous assignments.
- (b) Provide examples of the Respondent's experiences working collaboratively with multiple stakeholders to provide creative solutions and maximize value to the owner.
- (c) Provide an overall assessment of the technology contemplated for the System and any technological alternatives that Dartmouth should consider for the Project.
- (d) Provide an overall assessment of the value of the additional opportunities listed in Section 2.9 (*Additional Opportunities*). Does the Respondent anticipate pursuing any of these opportunities and, if so, how does the Respondent anticipate it would impact the financing structure and ongoing costs, as well as the transaction timeline?

4.8 Diversity and Inclusion (3 pages)

Provide details of the Respondent's diversity and inclusion programs and Respondent's history of meeting the goals of any diversity and inclusion programs required by clients or applicable law.

4.9 Financial Capacity (8 pages)

Each Respondent must demonstrate that the Respondent and its Respondent Team Members, as applicable, can directly or indirectly successfully arrange financing for the Project and arrange any required security on completion and performance.

- (a) Please provide a narrative description of the approach to equity investments (or other financing vehicles) taken or arranged by the Equity Member(s) in past projects that are comparable in type, scale and complexity, or are more challenging and complex.
- (b) Describe the Respondent's and, if the Respondent is comprised of more than one Respondent Team Member, each Respondent Team Member's financial position and liquidity.
- (c) Provide summary financial information for the Respondent and, if the Respondent is comprised of more than one Respondent Team Member, each Respondent Team Member.
- (d) Demonstrate the Respondent's ability to raise investments of up to \$300 million.
- (e) Demonstrate the Respondent's capacity to undertake construction risk, including the amount of equity capital available for investment in the Project and the ability to defer equity returns for a multi-year period given an extended construction period of potentially five years.
- (f) Describe the anticipated financing structure for the Project, including the anticipated use of bank loans, lines of credit, bonds (taxable or tax-exempt), equity and third-party financial guaranties. Describe the benefits and challenges of the anticipated approach with respect to Dartmouth's goals, including implications of potential Building Conversion compensation structures on the anticipated financing structure.
- (g) Provide a completed Form F (*Financing Experience*) for up to five case studies of the most relevant successful private or public-private partnership financings that the Respondent or relevant Respondent Team Members, as applicable, have undertaken.

4.10 Financial Information (no page limit)

- (a) Provide, as an appendix to the SOQ, an electronic copy of the three most recent audited annual financial statements for the Respondent and, if the Respondent is comprised of more than one Respondent Team Member, each Respondent Team Member. If financial statements of a parent company, affiliate or investment fund (if the relevant entity is a fund manager) are provided to demonstrate the financial capability of a Respondent or any Respondent Team Member, an appropriate letter from such applicable Person must be provided confirming that it will act as Guarantor and financially support all the obligations of such Respondent or Respondent Team Member with respect to the Project. This letter must be signed by the chief executive, chief financial officer or treasurer (or equivalent position or role) of the Guarantor.

- (b) Please note any material changes to the Respondent's or any Respondent Team Member's (and Guarantor's, as applicable) financial position since its last annual report.
- (c) Please note any material off-balance sheet liabilities for the Respondent and any Respondent Team Member and Guarantor, as applicable.
- (d) Please provide the credit ratings for the outstanding debt of the Respondent and any Respondent Team Members and Guarantor, as applicable.

4.11 Surety Letter *(no page limit)*

Provide a letter from a duly authorized surety company, stating without conditions or qualifications that the Respondent or applicable Respondent Team Member is capable, at the time of the SOQ submission, of obtaining a performance bond and payment bond, each in an amount of at least \$300 million for the Project. The letter must specify any assumptions regarding the provision of support from a parent company of the Respondent or any Respondent Team Member. The letter must specifically state that the surety has reviewed this RFQ and is familiar with the contractual structure described in the RFQ and has evaluated the Respondent's or Respondent Team Member's, as applicable, backlog and work-in-progress in determining its bonding capacity. Any surety company providing a letter must be rated at least "A" or better and must be listed on the Treasury Department Circular 570. Evidence of the surety's rating shall be attached to the letter.

4.12 Equity Funding Letter *(no page limit)*

Equity Funding Letters will be used as supporting evidence of each Equity Member's capacity to fund its portion of the equity capital that may be required for the Project. Each Equity Funding Letter should comply with the following:

- (a) If the Equity Member is an investment fund or intends to source its equity commitment through an investment fund, then the letter must be signed by the fund's general partner(s), and at a minimum must include the following items:
 - (i) **Approval Process:** Provide an overview of the approval process (along with an indicative schedule) required to commit to and fund the required equity commitment for the Project.
 - (ii) **Funding Vehicle:** All anticipated sources of equity investment for the Project (e.g., pension funds, private equity funds, minority-owned investment funds, construction companies and maintenance providers) and their anticipated involvement (approximate in percentage terms) in the overall capital structure. Provide the name and structure (including details regarding the relationship to each Equity Member, if applicable) of the investment fund(s) that will ultimately make this investment. Investment funds that have not achieved an initial closing will not be considered.
 - (iii) **Investment Capacity:** Provide supplemental information to the financial statements (as necessary) of the investment funds cited in paragraph (ii) to demonstrate the existence of committed capital capacity for the Project, consistent with the likely total equity investment and each Equity Member's responsibility to provide the equity share percentage outlined in paragraph (ii). Relevant information may include capital amounts already

committed or subscribed, remaining commitments yet to be called and an anticipated call schedule, an allocation process for uncommitted funds, fundraising, etc., as well as whether a reserved allocation for the Project has been established.

- (iv) **Investment Criteria:** Provide (A) an explanation of why the Project is consistent with the each Equity Member's investment policy, goals and requirements, and an acknowledgement that based on a preliminary review, the Project is more than likely to meet the investment policy requirements for each Equity Member and (B) confirmation that each Equity Member is able to hold its investment in the Project without sale, securitization or other transfer until a date no earlier than two years following substantial completion and testing of the System. Include details of such Equity Member's approach to holding investments.
- (b) If the Equity Member intends to fund its equity commitment through use of internal resources (e.g., a corporate entity supplying its own capital), the letter must be signed by the chief investment officer, the chief financial officer or the chief executive officer, and at a minimum shall include the following items:
 - (i) **Approval Process:** Provide an overview of the approval process (along with an indicative schedule) required to commit to and fund the required equity commitment for the Project.
 - (ii) **Sourcing Commitment:** Identify the likely total equity investment for the Project and such Equity Member's share of the equity investment responsibility. Identify where and how the equity commitment will be sourced and provide a narrative description of how competing allocation and capacity issues are considered among several other project opportunities such Equity Member may simultaneously pursue.
 - (iii) **Investment Capacity:** Provide supplemental information to the financial statements (as necessary) of such Equity Member to demonstrate the existence of capital capacity for the Project, consistent with the likely total equity investment and such Equity Member's responsibility to deliver the percentage outlined in paragraph (ii).
 - (iv) **Investment Criteria:** Provide (A) an explanation of why this Project is consistent with such Equity Member's investment policy, goals and requirements, and an acknowledgement that based on a preliminary review, the Project is more than likely to meet the investment policy requirements for such Equity Member, if any, and (B) confirmation that such Equity Member is able to hold its investment in the Project without sale, securitization or other transfer until a date no earlier than two years following substantial completion and testing of the System. Include details of such Equity Member's approach to holding investments.

4.13 Legal *(no page limit)*

List and briefly describe all instances during the last five years involving (i) any project referenced in Form D, Form E, Form F or elsewhere in the Respondent's SOQ, (ii) any public-private partnership projects in North America or (iii) any other project with a contract price of \$25

million or more, in which the Respondent, any Respondent Team Member or any Affiliate of the foregoing:

- (a) was determined, pursuant to a determination in a court of law, an arbitration proceeding or any other dispute resolution proceeding, to be liable for a material breach of contract;
- (b) had a contract terminated for cause; or
- (c) was involved in a claim or dispute with the project owner(s), the developer, any equity member or any contractor in an amount in excess of \$5 million.

Include unresolved and pending items and any items that were subject to litigation, arbitration or other formal dispute resolution proceedings even if the matter was settled without completion of the proceeding.

Include a duly executed Form G (*Certifications*) for the Respondent or, for Respondents that are comprised of one or more Respondent Team Members, each Respondent Team Member.

4.14 Bankruptcy Proceedings (*no page limit*)

Describe any bankruptcy or insolvency proceedings that the Respondent, any Respondent Team Member or any Affiliate of any of the foregoing have undergone over the past five years, including, voluntary or involuntary bankruptcy, insolvency, liquidations, restructuring, suspension of payments, scheme of arrangement, appointment of provisional liquidator, receiver or administrative receiver, resolution or petition for winding-up or similar proceeding. Provide details on the applicable laws, relevant jurisdictions, and the status or outcome of the resulting proceedings.

4.15 Conflicts of Interest (*no page limit*)

Provide information relating to the Respondent's, any of the Respondent Team Members' or any Other Identified Team Members' business dealings with Dartmouth, including affiliations and business, personal/familial, or financial relationships with Dartmouth or with members of its Board of Trustees.

If a Respondent, any Respondent Team Member or any Other Identified Team Member, including any director, officer, employee, agent or subcontractor thereof, has or may have a possible Conflict of Interest, or whose participation may give the appearance of a possible Conflict of Interest, the SOQ shall include a statement indicating the nature of the actual, potential or apparent conflict. In addition, if an actual, potential or apparent Conflict of Interest arises between the submission of the Respondent's SOQ and any notice that Respondent has, or has not, been shortlisted to respond to an RFP for the Project, such Respondent shall immediately disclose to the Designated Contacts, in writing, the nature of such actual, potential, or apparent Conflict of Interest.

For purposes of this RFQ, "Conflict of Interest" means any situation or circumstance where a Respondent, Respondent Team Member or Other Identified Team Member, or any director, officer, employee, agent or subcontractor thereof:

- (a) Has any commitment, personal, professional or fiduciary relationship, financial interest or involvement in ongoing litigation that:

- (i) could, or could appear to, exercise an improper influence over the objective, unbiased and impartial exercise of Dartmouth's independent judgement; or
 - (ii) could, or could appear to, compromise, impair or be incompatible with the effective performance of its obligations under the any agreement (including without limitation, the Hot Water Purchase Agreement and/or the O&M Agreement) relating to the Project.
- (b) Has knowledge of or access to confidential information (other than information disclosed by Dartmouth in the normal course of the RFQ or RFP) of strategic or material relevance to the RFQ, the RFP or to the Project that is not available to other Respondents and that could, or could appear to, give the Respondent an unfair competitive advantage.

Section 5: Procurement Process

5.1 Procurement Process

Dartmouth intends to follow a two-phased procurement process to select the Developer to undertake the Project.

(a) Phase One: RFQ

The first phase commences with the issuance of this RFQ to solicit responses, in the form of SOQs, which Dartmouth will evaluate to identify which Respondents are most qualified to deliver the Project successfully. Dartmouth intends to select three to four Respondents as Shortlisted Respondents. However, Dartmouth may, in its sole discretion, increase or decrease the number of Shortlisted Respondents.

(b) Phase Two: RFP

The second phase will commence when Dartmouth issues the RFP, including the proposed draft Hot Water Purchase Agreement and the draft O&M Agreement. Shortlisted Respondents will be afforded the opportunity to conduct further diligence through the Project Data Site and meetings with Dartmouth and its advisors. There will be one or more opportunities for the Shortlisted Respondents to comment on the draft RFP, Hot Water Purchase Agreement and O&M Agreement before the final RFP is issued. Dartmouth will evaluate the proposals submitted in response to the RFP in accordance with the criteria to be set forth in the RFP and will select the Developer.

5.2 Communications and Submission of Questions

Interested parties may submit written queries regarding this RFQ and the procurement process no later than **5 p.m. ET** on **March 26, 2019** ("Question Deadline"). Questions should be emailed to both of the Designated Contacts identified below. Questions regarding this RFQ should be submitted as they arise, but in any event, no later than the Question Deadline. If the information is related to the substantive content of the RFQ, then clarifications will be posted to Dartmouth's website at <https://sites.dartmouth.edu/energy-upgrade/>.

Ritu Kalra

Managing Director

Joseph Natoli

Vice President

Goldman Sachs
555 California Street
San Francisco, CA 94104
GS-Dartmouth-Energy@gs.com

Unless specifically authorized elsewhere in this RFQ, the Designated Contacts are the sole points of contact in respect of this RFQ and all notices, submissions, questions or clarifications by, or on behalf of, a Respondent or prospective Respondent must be in writing and delivered to the Designated Contacts. All contact between a Respondent, any Respondent Team Member, any Other Identified Team Member or any Person acting on behalf of any of the foregoing (including any prospective Respondent, Respondent Team Member or Other Identified Team Member) and any Dartmouth employee, faculty member, student, Trustee, advisor, contractor, vendor, volunteer, or any other relevant representative or official in connection with this

procurement is strictly prohibited, unless approved in advance by the Designated Contacts in their sole and absolute discretion. The foregoing restriction does not preclude or restrict communications regarding matters unrelated to this RFQ. No oral interpretation, information or instruction by any employee, faculty member, student, Trustee, advisor, contractor, vendor, volunteer, or other representative or official of Dartmouth related to this procurement shall be binding.

Any clarification or correction, as well as any additional RFQ provision or amendment that Dartmouth may decide to issue will be posted on the Dartmouth website at <https://sites.dartmouth.edu/energy-upgrade/> and, upon such posting, shall be incorporated by reference into this RFQ and must be taken into account by each Respondent in preparing its SOQ. Dartmouth will post all such clarifications, addenda and amendments to this RFQ by **5 p.m. ET** on **April 10, 2019**. Prospective Respondents are solely and exclusively responsible for checking the Dartmouth website for updates.

5.3 Industry Day

Dartmouth intends to hold an industry day on campus on March 19, 2019, to share information about the Project with prospective Respondents. Further details regarding the time and location of such industry day will be posted on Dartmouth's website on <https://sites.dartmouth.edu/energy-upgrade/>.

5.4 Notice of Intention to Submit

Respondents shall inform each of the Designated Contacts, by way of email no later than April 2, 2019, of such Respondent's intent to respond to this RFQ and shall provide in such email the contact information for that such Respondent.

5.5 Submission of SOQs

Each Respondent shall deliver (i) two printed hard copies and (ii) one electronic copy on a USB drive of its complete SOQ to Dartmouth at the address shown below, with an email copy sent to GS-Dartmouth-Energy@gs.com all no later than **5 p.m. ET** on **April 17, 2019** (the "Submission Deadline").

ATTN: Josh Keniston
Dartmouth College
Parkhurst Hall Room 209
North Main Street
Hanover, NH 03755

SOQs may be delivered by hand, U.S. mail or available commercial courier services. Dartmouth shall determine in its sole discretion whether any response has been received by the Submission Deadline. Neither Dartmouth nor any of its advisors or consultants shall be responsible or liable in any way for late delivery or receipt of responses for any reason whatsoever including, but not limited to, courier, equipment, technical, or network malfunction. Any SOQ received after the SOQ Submission Deadline may be rejected.

5.6 Format of SOQs

For hard copies, all pages shall be joined and numbered, in one or more separate binders, with each section subdivided by distinguishable tabs with the front cover and spine of each binder labeled. Hard copies shall be printed on 8-1/2" x 11" sized paper (except for drawings and

organizational charts which may be printed on 11" x 17" paper, folded to letter size), in at least 12-point font and employ margins of one inch or more.

Each electronic copy should include a single searchable PDF file of the SOQ with bookmarks for each section.

Respondents must organize their SOQs in the order set forth in Section 4.1 (*SOQ Submission Requirements*).

5.7 Anticipated Timeline

The table below provides an overview of the currently anticipated timeline for the procurement process for the Project. Respondents should note that the Project description, along with the transaction timeline, is subject to change.

Item	Date
Issuance of RFQ	February 20, 2019
Industry Day	March 19, 2019
Deadline for RFQ Questions	March 26, 2019
Notice of Intent to Respond to RFQ	April 2, 2019
RFQ Submission Deadline	April 17, 2019
Interviews for Select RFQ Respondents	May 2019
Notification Sent to Shortlisted Respondents	June 2019
Issuance of RFP	September 2019
RFP Submission Deadline	February 2020
Selection of RFP Winner	May 2020
Commercial Close	July 2020
Financial Close	September 2020

5.8 Teaming and Representation

(a) Right to form Consortia

For the purposes of this procurement and the subsequent execution of any contractual agreements, any Respondent may be comprised of one or more Respondent Team Members.

(b) Exclusivity

To ensure a fair and competitive process, each Respondent Team Member and its Affiliates are prohibited from participating, in any capacity, on more than one Respondent team during the course of the procurement process without the prior written consent of Dartmouth. A violation of this rule may result in the disqualification of the Respondents sharing any Respondent Team Members.

(c) Respondent Representative

The SOQ shall identify the Authorized Representative for the Respondent (the “Respondent Representative”), who shall act as individual point of contact and be a legally authorized representative of the Respondent or, in the case of a joint venture, consortium or other association, the Lead Member.

(d) Lead Member

If the Respondent is a joint venture, consortium or other association, it must designate one of its members as the Lead Member. The Lead Member shall act as the contact point for the Respondent and shall be authorized by all of the other Respondent Team Members to act on their behalf for the purposes of the procurement.

5.9 Changes in Organization

Following submission of an SOQ, Respondents are prohibited, without Dartmouth’s prior written consent, from:

- removing, substituting or changing the composition of any Respondent Team Member or Other Identified Team Member identified as part of its SOQ;
- removing or substituting any Key Individual identified as part of its SOQ; or
- reorganizing the Respondent’s team and/or changing the role or scope of work to be performed by any Respondent Team Member, Key Individual or Other Identified Team Member to the extent that such reorganization would render the organizational charts and descriptions provided in the SOQ inaccurate or incomplete.

If, during the RFP stage, a Respondent wishes to make an organizational change, the Respondent will be required to submit to Dartmouth a description of the proposed change, the rationale, and any documentation related to the change. While Dartmouth reserves the right to withhold its consent to any organizational change, it intends to base its decision on whether the change would have a materially adverse impact on the Respondent’s qualifications in respect of the Project and/or, result in a Conflict of Interest.

5.10 Ownership and Use of Submitted Materials and Ideas

All materials submitted in response to, or in connection with, this RFQ shall become the property of Dartmouth. Except as otherwise provided in accordance with this Section 5.10, SOQs will not be considered confidential or proprietary.

All information submitted by Respondents that they consider confidential or a proprietary trade secret, and not releasable to third parties outside Dartmouth and its employees, faculty, student, staff, agents, consultants and representatives, must be clearly and conspicuously marked as such. Blanket designations will not be acceptable. All confidential and proprietary information, which is clearly identified as such and disclosed to Dartmouth shall, to the extent permitted by law, be held in confidence, provided that Dartmouth reserves the right to disagree with the Respondent’s assessment regarding the confidential nature of the information and, provided further, that nothing in this Section 5.10 shall prevent Dartmouth from disclosing in any litigation, tribunal or other proceeding, any materials submitted by a Respondent as part of, or in connection with, any SOQ to the extent necessary or desirable to defend any claim or action against Dartmouth.

Respondents shall be solely responsible for protecting their own trade secrets or proprietary information and will be responsible for all costs associated with protecting such information from disclosure.

5.11 Reserved Rights

Dartmouth may:

- (a) withdraw or cancel this RFQ or any subsequent RFP, in whole or in part, at any time, without incurring any cost, obligations or liabilities, except to the extent specifically provided in any RFP;
- (b) reject all responses submitted in response to this RFQ and the receipt of SOQs, proposals or other documents at any stage of either the RFQ or RFP process will in no way obligate Dartmouth to proceed with the procurement or enter into any contract of any kind with any Person;
- (c) extend the deadline for submission of responses;
- (d) modify the scope of the Project;
- (e) modify this RFQ or the procurement process or documentation described in this RFQ;
- (f) in its sole and absolute discretion, choose to schedule oral presentations, interviews and/or informal meetings or discussions with one or more Respondents, including any Respondent Team Members, Other Identified Team Members or Key Individuals within each Respondent, prior to the selection of the Shortlisted Respondents or the Developer;
- (g) independently verify any information in any SOQs submission;
- (h) reject any and all SOQs if Dartmouth determines, within its sole discretion, that it is in the best interests of Dartmouth to do so, including without limitation if it determines that any SOQ fails to meet any of the terms, conditions, requirements or procedures included in this RFQ;
- (i) waive any irregularities or requirements and to negotiate with all Respondents, in any manner necessary, in its sole judgment and discretion, to serve the best interest of Dartmouth;
- (j) appoint additional evaluation teams to review SOQs and seek the assistance of outside technical, financial, legal and other experts and consultants;
- (k) accept and review a non-conforming SOQ or permit clarifications, additional information or alternative submissions to be submitted with respect to an SOQ;
- (l) make independent calculations with respect to numbers and calculations submitted in an SOQ for purposes of their evaluation;
- (m) require confirmation of information submitted by a Respondent, require additional information from a Respondent concerning its SOQ, or require additional evidence of, or alternative, qualifications to perform the work described in this RFQ;

- (n) seek or obtain data from any source that has the potential to improve Dartmouth's understanding and evaluation of an SOQ;
- (o) terminate evaluations of SOQs received at any time;
- (p) reject any and all SOQs received at any time;
- (q) not select any Respondent as a Shortlisted Respondent;
- (r) add as a Shortlisted Respondent any Respondent that submitted an SOQ in order to replace a previously selected Shortlisted Respondent that withdraws or is disqualified from participation in this procurement;
- (s) disqualify any Respondent that changes its SOQ without Dartmouth's approval;
- (t) disqualify any Respondent from the procurement process for violating any rules or requirements of the procurement specified in (i) this RFQ, (ii) the RFP, (iii) any other communication from Dartmouth or (iv) applicable law;
- (u) accept, reject or seek additional information regarding a Respondent's request to make any changes to its organization;
- (v) revise the evaluation factors or methodology prior to the SOQ Submission Deadline;
- (w) issue addenda, supplements and modifications to this RFQ;
- (x) issue a new request for qualifications or request for proposals after cancellation of this RFQ or any subsequent RFP;
- (y) not issue an RFP;
- (z) not pursue the Project or develop some or all of the Project itself;
- (aa) disclose information submitted to Dartmouth as permitted by applicable law or this RFQ;
- (bb) exercise any other right reserved or afforded to Dartmouth under this RFQ or applicable laws and regulations; and
- (cc) exercise its discretion in relation to the matters that are the subject of this RFQ as it considers necessary or expedient in the light of all circumstances prevailing at the time which Dartmouth considers to be relevant.

Appendix A: Forms

Dartmouth College Green Energy Project - Request for Qualifications

APPENDIX A

FORM A: TRANSMITTAL LETTER

RESPONDENT: _____

SOQ Date: _____

Trustees of Dartmouth College
Parkhurst Hall
Hanover, NH 03755

Ladies and Gentlemen:

The undersigned (“**Respondent**”) submits this statement of qualifications (“**SOQ**”) in response to that certain Green Energy Project Request for Qualifications (“**RFQ**”) dated as of February 20, 2019, issued by the Trustees of Dartmouth College (“**Dartmouth**”). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

Our team consists of the following members: *[insert Respondent members]*.

Enclosed, and by this reference incorporated herein and made a part of this SOQ, is the following information requested in the RFQ:

- i Transmittal Letter;
- ii Project Team;
- iii Design, Construction and Operating Experience;
- iv Case Studies;
- v Design and Reliability;
- vi Additional Partnership Considerations;
- vii Diversity and Inclusion;
- viii Financial Capacity;
- ix Financial Information;
- x Surety Letter;
- xi Equity Funding Letter;
- xii Legal;
- xiii Bankruptcy Proceedings; and
- xiv Conflicts of Interest.

Dartmouth College Green Energy Project - Request for Qualifications

Respondent hereby represents and warrants that:

- (a) it has read the RFQ and agrees to abide by the contents and terms of the RFQ; and
- (b) all information and statements included in this SOQ are complete and accurate in all respects.

Respondent hereby acknowledges and agrees that any inaccurate or misleading information contained in this SOQ may result in disqualification.

Respondent acknowledges receipt, understanding and full consideration of the following addenda and sets of questions and answers to the RFQ:

- (a) *[Respondent to list any addenda to this RFQ and sets of questions and answers by dates and number].*

Respondent further understands that:

- (a) Dartmouth is not bound to prequalify any Respondent and may reject any or each SOQ received;
- (a) except as may be set forth in the RFP, all costs and expenses incurred by it in preparing this SOQ and participating in the Project procurement process will be borne solely by the Respondent; and
- (b) Dartmouth, including any trustee officer, agent, representative adviser, consultant and employee thereof, will not be responsible for any errors, omissions, inaccuracies or incomplete statements in the RFQ, the Project Data Site or in this SOQ.

Respondent hereby designates[, and each Respondent Team Member pursuant to its Certificate of Delegation and Authorization designates,]¹ the following representative (“**Respondent Representative**”) as its Authorized Representative and to act as agent on behalf of the Respondent and as the principal contact for the Respondent with respect to the tender process for the Project:

Name: [insert]
Title: [insert]
Employer: [insert]
Address: [insert]
Phone: [insert]
Email: [insert]
Fax (if any): [insert]

¹ **Note to Respondent:** To be included if Respondent is comprised of more than one Respondent Team Member.

Dartmouth College Green Energy Project - Request for Qualifications

Sincerely,

Respondent: [Name of Respondent]

By:

Printed Name: [Name of Respondent Representative]

Dartmouth College Green Energy Project - Request for Qualifications

APPENDIX A

FORM B: CERTIFICATE OF DELEGATION AND AUTHORIZATION¹

[Letterhead of Respondent Team Member]

Date: _____

To: Trustees of Dartmouth College

Certification of Delegation and Authorization

I refer to the Statement of Qualifications issued by [insert Respondent] ("**Respondent**") dated [●] ("**SOQ**") in response to that certain Green Energy Project Request for Qualifications ("**RFQ**") dated as of February 20, 2019, issued by the Trustees of Dartmouth College ("**Dartmouth**"). Capitalized terms not otherwise defined herein shall have the meanings set forth in the RFQ.

On behalf of [insert Respondent Team Member], under penalty of perjury, I hereby certify that:

- (i) the representations, statements and commitments made in the SOQ on behalf of [insert Respondent Team Member] are true and correct and accurately represent the role of [insert Respondent Team Member];
- (ii) [name of Respondent Representative], in their capacity as Respondent Representative, is authorized to act as the Authorized Representative and agent of the Respondent, including [insert Respondent Team Member], and as the principal contact for the Respondent, including [insert Respondent Team Member], in respect of the Respondent's dealings with Dartmouth in respect of the Project; and
- (iii) I am duly authorized to act on behalf of [insert Respondent Team Member] as its Authorized Representative.

[Respondent Team Member]:

By: _____

Printed Name: [insert name]

Title: Authorized Representative of [Respondent Team Member]

¹ **Note to Respondent:** For Respondents that are comprised of one or more Respondent Team Members, the Transmittal Letter must have appended to it this certificate on the letterhead stationery of each Respondent Team Member, executed by an Authorized Representative of the relevant Respondent Team Member.

Dartmouth College Green Energy Project - Request for Qualifications

APPENDIX A

FORM C: RESPONDENT INFORMATION

Table C1. Description of Respondent

(1) Name of Respondent:

(2) Type of Legal Entity:

☐ Corporation

☐ Limited liability company

☐ Joint venture

☐ Partnership

☐ Other: *[Respondent to provide]*

Names of member firms:

1. _____

2. _____

3. _____

[Insert others as appropriate]

(3) Year Established:

(4) Country (and where applicable State) of Organization or Formation:

(5) Name of Lead Member:¹

¹ **Note to Respondent:** Identify the Lead Member. The Respondent Representative identified in the Transmittal Letter should be an Authorized Representative of the Lead Member.

Table C2. Key Individuals

(1) Project Director:

Name:
Title:
Employer:
Proposed Role:
Address:
Phone:
Email:
Fax (if any):

(2) Construction Manager:

Name:
Title:
Employer:
Proposed Role:
Address:
Phone:
Email:
Fax (if any):

(3) Design Manager:

Name:
Title:
Employer:
Proposed Role:
Address:
Phone:
Email:
Fax (if any):

(4) Operations Manager:

Name:
Title:
Employer:
Proposed Role:
Address:
Phone:
Email:
Fax (if any):

(5) Financing Lead:

Name:
Title:
Employer:
Proposed Role:
Address:
Phone:
Email:
Fax (if any):

(6) [Others]²:

Name:
Title:
Employer:
Proposed Role:
Address:
Phone:
Email:
Fax (if any):

²**Note to Respondent:** Insert other Key Individuals that the Respondent wishes to identify.

Table C3. Respondent Team Members³

(1) Name of Respondent Team Member:	
(2) Role:	<input type="checkbox"/> Equity Member <input type="checkbox"/> Lead Construction Contractor <input type="checkbox"/> Lead O&M Contractor <input type="checkbox"/> Lead Engineer <input type="checkbox"/> Guarantor for [<i>Respondent to provide relevant entity</i>]
(3) Type of Legal Entity:	<input type="checkbox"/> Corporation <input type="checkbox"/> Limited liability company <input type="checkbox"/> Joint venture <input type="checkbox"/> Partnership <input type="checkbox"/> Other: [<i>Respondent to provide</i>] Names of member firms: 1. _____ 2. _____
(4) Year Established:	
(5) Country (and where applicable State) of Organization or Formation:	
(7) Business Address:	
(8) Headquarters:	
(9) Office Performing Work:	

³ **Note to Respondent:** Complete Table C3 for each Respondent Team Member. If information requested in relation to an entity is not relevant to such entity, state "Not Applicable".

(10) Key Contact:

Name:

Title:

Employer:

Address:

Phone:

Email:

Fax (if any):

RESPONDENT REPRESENTATIVE:⁴

Under penalty of perjury, I certify that the foregoing is true and correct:

Respondent: [Name of Respondent]

By:

Printed Name: [Name of Respondent Representative]

⁴ **Note to Respondent:** To be executed by the Respondent Representative.

Dartmouth College Green Energy Project - Request for Qualifications

APPENDIX A

FORM D: DESIGN, CONSTRUCTION AND OPERATING EXPERIENCE

(1) Project name:

(2) Project location:

(3) Capacity of plant and distribution system:

(4) Description of project team:

(5) Client:

(6) Scope of services provided (e.g., design, engineering, construction management, permitting etc.):

(7) Responsibility for permitting:

(8) Responsibility for operations:

(9) Responsibility for fuel procurement:

(10) Fuel type:

(11) References for the project:

Name:

Employer:

Phone (office):

Phone (mobile):

Email:

Dartmouth College Green Energy Project - Request for Qualifications

APPENDIX A FORM E: CASE STUDIES

(1) Project name:

(2) Project location:

(3) Description of the project team:¹

(4) Description of the project:²

(5) Respondent's "value add" to the project:³

(6) Key dates:

Construction commencement:
Construction completion:
Operations commencement:

(7) Overruns:⁴

(8) Current operating status of the project:

(9) Gross initial construction costs:

¹ **Note to Respondent:** Specify which people on the proposed Dartmouth team worked on the prior projects listed and what role they played. To the extent the operating entity is different from the Respondent, describe the terms of the operating agreement, including services provided and length of contract.

² **Note to Respondent:** Description to include the Respondent's role in project design, permitting, construction, acceptance testing, fuel procurement, operation, maintenance and financing.

³ **Note to Respondent:** Description to include any creative solutions that the Respondent implemented to achieve the client's specific needs or goals.

⁴ **Note to Respondent:** Describe any time and cost overruns including reasons for the same.

(10) Gross annual operating and maintenance costs:	
(11) Description of financing sources and financing strategies employed:	
(12) Description of the performance guarantees or requirements: ⁵	
(13) History of compliance with performance standards: ⁶	
(14) References for the project:	Name: Employer: Phone: Email:

⁵ **Note to Respondent:** Include details of any failure (if any) by the Respondent or project to meet such guarantees or requirements.

⁶ **Note to Respondent:** In the event of the failure to meet performance or compliance standards with respect to the construction, operation, or maintenance, include the reason for the failure to meet such standards and any corrective actions taken.

Dartmouth College Green Energy Project - Request for Qualifications

APPENDIX A

FORM F: FINANCING EXPERIENCE

(1) Project name:

(2) Project location:

(3) Description of the project team:¹

(4) Description of project's financing structure:

(5) Construction value and start date:

(6) Annual O&M value:

(7) Project status at date of RFQ:

(8) Debt amount & sources:²

(9) Level of participation:³

¹ **Note to Respondent:** Specify which people on the proposed Dartmouth team worked on the prior project listed and what role they played.

² **Note to Respondent:** Specify amounts in US Dollars and identify any exchange rates applied to convert amounts in other currencies using the exchange rate prevailing as of the date of the RFQ, including the benchmark rate applied. Specify the type of debt in brackets (e.g., bank debt, bonds, public credit programs, etc.).

³ **Note to Respondent:** Specify amount of equity invested, or debt provided, by the Respondent or by each relevant Respondent Team Member, including as a percentage of the total amount of equity or debt (as relevant).

(10) Type of payment mechanism:⁴

(11) Description of how the financing and transaction was structured to generate lifecycle cost savings for the sponsor:

(12) Impact of the financing on the sponsor's balance sheet and credit treatment:

(13) Key counterparty's contact information:

Name:

Employer:

Phone (office):

Phone (mobile):

Email:

⁴ **Note to Respondent:** Specify the type of payment mechanism used for the project (e.g., utility purchase agreements/off-take arrangement, availability payments, or combinations of these mechanisms).

Dartmouth College Green Energy Project - Request for Qualifications

APPENDIX A

FORM G: CERTIFICATIONS

RESPONDENT: _____

RESPONDENT TEAM MEMBER: _____

Certifications

No.	Certification Questions	Yes	No
(1)	<p>Has the entity or any Affiliate or any current officer thereof, been indicted or convicted of or had a civil judgment rendered against it for commission of fraud or a criminal offense in connection with obtaining, attempting to obtain or performing a public (Federal, state or local) transaction; violation of Federal or state antitrust statutes or commission of embezzlement, theft, forgery, bribery, falsification or destruction of records, making false statements or material misrepresentations, or receiving stolen property, collusion, conspiracy or other contract-related crimes or violations or any other felony or serious misdemeanor within the past ten years?</p> <p><i>If yes, please explain, including the name of the relevant prosecuting agency, the applicable law(s) and the status of any appeal(s).</i></p>		
(2)	<p>Has the entity or any Affiliate or, to the entity's knowledge, any individual employed or engaged by such entity or any Affiliate, ever been disqualified, removed, debarred or suspended from performing work for the U.S. Federal government, any U.S. state or local government, or any foreign governmental entity within the past ten years?</p> <p><i>If yes, please explain, including the name of the relevant public agency, the date, grounds and results of any such action.</i></p>		
(3)	<p>Has any construction or project or maintenance contract performed or managed by the entity or, to the knowledge of the undersigned, any Affiliate involved repeated or multiple failures to comply with safety rules, regulations or requirements within the past ten years?</p> <p><i>If yes, please explain, and provide owner contact information, including current telephone and fax numbers and email addresses.</i></p>		
(4)	<p>Has the entity or any Affiliate been found, adjudicated or determined by any Federal or state court or agency to have violated any laws or regulations relating to worker safety within the past ten years?</p> <p><i>If yes, please explain.</i></p>		
(5)	<p>Has the entity or any Affiliate been found, adjudicated or determined by any Federal court, Federal agency, state court or state agency to have violated any law or executive order relating to employment discrimination or affirmative</p>		

Dartmouth College Green Energy Project - Request for Qualifications

action within the past ten years?

If yes, please explain.

- (6) Has the entity or any Affiliate been found, adjudicated, or determined by any Federal court, Federal agency, state court or state agency to have violated or failed to comply with any law or regulation of the United States or any state within the past ten years governing workers' compensation?

If yes, please explain.

- (7) Has the entity or any Affiliate been found, adjudicated or determined by any Federal or state court or agency to have violated any laws or regulations relating to protecting the environment?

If yes, please explain.

- (8) With respect to each of Questions 1-7 above, if not previously answered or included in a prior response on this Form, is any notice, warning, investigation, proceeding, claim, matter, suit, indictment, etc. currently pending against the entity that could (assuming subsequent necessary actions are taken) result in the entity being found liable, guilty or in violation of any of laws or regulations referenced in Questions 1-7 above and/or subject to debarment, suspension, removal or disqualification by the Federal government, any state or local government, or any foreign governmental entity?

If yes, please explain.

Under penalty of perjury, the undersigned certifies on behalf of the entity for which he or she signs that each of the foregoing representations, certifications, statements and disclosures is correct, complete and not materially misleading:

[Role of team member]: [insert entity name]

By: _____

Printed Name: *[insert name]*

Title: *[insert title]*