



**REQUEST FOR QUALIFICATIONS
FOR THE PROCUREMENT OF UP TO 565 MW OF NEW
LARGE RENEWABLE ENERGY PROJECTS
("LRP I RFQ")**

Request for Qualifications No.: LRP I RFQ-2014

RFQ Issued: July 14, 2014

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1. INTRODUCTION

1.1 Purpose of LRP I RFQ

Through this request for qualifications (this “**LRP I RFQ**”), and for the reasons set out below, the OPA is seeking Qualification Submissions for a potential future request for proposals (“**LRP I RFP**”) for Large Renewable Projects for up to 300 MW of On-Shore Wind, 140 MW of Solar, 50 MW of Bioenergy and 75 MW of Waterpower (collectively, the “**Procurement Targets**”).

The purpose of soliciting and evaluating Qualification Submissions pursuant to this LRP I RFQ is to:

- provide the OPA with a greater degree of assurance that there are interested parties with the technical and financial resources and the willingness to undertake the development of Large Renewable Projects;
- establish a list of Qualified Applicants that will become eligible to participate in any future LRP I RFP; and
- provide the OPA with information to assist it in designing any potential LRP I RFP (or other stage of this competitive procurement process) for procuring the renewable energy supply up to the established Procurement Targets.

1.2 Background

The OPA was directed by the Minister of Energy on June 12, 2013 to commence the development of a competitive process for procurement of Large Renewable Projects (the “**Large Renewable Procurement**” or “**LRP**”). As part of the development of this new competitive process the OPA conducted initial stakeholder engagements in the summer of 2013. The results of the OPA’s municipal, Aboriginal and stakeholder engagement activities and other research activities were included in an interim recommendations report entitled *Development of a New Large Renewables Procurement Process – Initial Engagement Feedback and Interim Recommendations*, provided to the Minister of Energy on August 30, 2013. The interim report is available on the LRP Website.

On October 8, 2013, the Ontario government adopted all of the recommendations included in the OPA and the IESO’s joint report entitled *Engaging Local Communities in Ontario’s Electricity Planning Continuum – Enhanced Regional Electricity Planning and Siting*, which was released on August 1, 2013.

On December 2, 2013, the Ministry of Energy released Ontario’s Long-Term Energy Plan entitled *Achieving Balance* (the “**LTEP**”), which set out the government’s path forward on, *inter alia*, the procurement of new supply, including outlining capacity targets for each Renewable Fuel to be procured through the LRP and advising on the timing of when successive rounds of procurement are to be launched.

On December 16, 2013, the Minister of Energy directed the OPA to conduct additional community engagement on the development of the LRP. The direction also identified the renewable energy sources eligible for the LRP and established Procurement Targets and timing for the LRP.

The results of the OPA's additional community engagement, research and analysis together with the OPA's final LRP recommendations were provided to the Minister of Energy in a report entitled *Development of a New Large Renewable Procurement Process – Final Recommendations Report*, dated February 28, 2014. The final recommendations report is available on the LRP Website.

As a result of the foregoing, the Minister of Energy issued a directive to the OPA on March 31, 2014 (the “**Ministerial Directive**”) to, *inter alia*, undertake the LRP I RFQ along with continuing to develop the LRP I RFP.

On April 24, 2014, the Minister of Energy directed the OPA to, *inter alia*, transfer 25 MW of unallocated capacity from the Hydroelectric Standard Offer Program (HESOP) Municipal Stream procurement to the 2014 Procurement Target for Waterpower, for a total 2014 Procurement Target of 75 MW for Waterpower.

The OPA will undertake the LRP I RFQ to qualify RFQ Applicants, followed potentially by an LRP I RFP process to evaluate Large Renewable Projects proposed by Qualified Applicants.

1.3 Participation in the Large Renewable Procurement

To participate in the LRP I RFQ and any potential LRP I RFP, RFQ Applicants must be willing to make the necessary investments to successfully develop and operate their Large Renewable Project(s), should they be offered an LRP I Contract following any potential LRP I RFP. RFQ Applicants must comply with Laws and Regulations, including for greater certainty the Distribution System Code, the Transmission System Code and the Market Rules, as each may be applicable. RFQ Applicants must be aware of required approvals, including environmental approvals, which may be required prior to construction of their Large Renewable Project(s).

RFQ Applicants are reminded of the important role that effective consultation with Aboriginal communities may play in the successful planning, development and operation of their Large Renewable Project(s) and must be prepared to undertake their appropriate role in such consultations and address the interests or concerns of such communities in good faith and in compliance with Laws and Regulations. RFQ Applicants are also reminded of the essential role that effective engagement with local communities, including municipalities, may play in successfully achieving all of the lifecycle phases of a Large Renewable Project.

Although the LRP and the *Green Energy and Green Economy Act, 2009* (Ontario) are intended to promote and facilitate the connection of Renewable Generating Facilities in

an efficient manner, RFQ Applicants are cautioned that in certain areas of the Province it is not currently economically or technically feasible to connect additional generating facilities to the Distribution System or the Transmission System. For this reason, Large Renewable Projects in these areas that are otherwise eligible to participate in the LRP may not be able to obtain an LRP I Contract following any potential LRP I RFP.

1.4 General Arrangements

This LRP I RFQ provides interested parties with:

- the general framework of the procurement process initiated by this LRP I RFQ and a description of the types of Large Renewable Projects that the OPA wishes to procure under any potential LRP I RFP; and
- the minimum technical experience and financial qualifications that an RFQ Applicant must meet in order to be qualified under this LRP I RFQ, and thereafter participate in any potential LRP I RFP.

The Qualification Submission Deadline is set out in Section 2.2. Other than the submission of a Qualification Submission Fee to the OPA, no financial commitment by the RFQ Applicant is required with the delivery of a Qualification Submission. However, only those interested parties that have delivered a Qualification Submission to the OPA and that are determined to be Qualified Applicants in accordance with the criteria set out in this LRP I RFQ will be permitted to participate in the next step of the procurement process, including any potential LRP I RFP.

1.5 Ontario Power Authority

The OPA was established under the Electricity Act and began operations in January 2005. A not-for-profit corporation without share capital, the OPA reports to the Ontario Legislative Assembly through the Minister of Energy and is licensed and regulated by the OEB. The OPA's mandate is to ensure an adequate, long-term supply of electricity for Ontario.

Credit ratings for the OPA have been issued by Moody's and DBRS and additional information about the OPA can be obtained from the OPA's website at www.powerauthority.on.ca.

1.6 Other OPA Procurement Processes

The LRP I RFQ process is only one of several procurement processes for generation projects that have been initiated by the OPA. Participation in the LRP process alone shall not preclude participation in any present or future OPA procurement initiatives for which an interested party is eligible.

1.7 No Exclusivity

The OPA is not obliged pursuant to this LRP I RFQ to deal exclusively with a single Qualified Applicant but will in all likelihood deal with one or more of the Qualified Applicants at the OPA's sole and absolute discretion. In submitting a Qualification Submission, each RFQ Applicant will be deemed to have acknowledged that the OPA may contract with others in relation to any Large Renewable Project(s) or may otherwise obtain the same or similar generation projects by other means and on different terms.

2. PROCESS OVERVIEW

2.1 Overview of LRP I RFQ Process

The OPA is seeking Qualification Submissions from interested parties for Large Renewable Projects that can deliver Electricity using a Renewable Fuel to the IESO-Controlled Grid or a Distribution System in Ontario. Accordingly, the requirements of this LRP I RFQ, including the Mandatory Requirements set out in Section 3.3, have been formulated to identify those interested parties with the technical experience, financial resources and willingness to deliver one or more Large Renewable Project(s) in accordance with the OPA's requirements.

Interested parties can follow the LRP procurement process by subscribing to the LRP subscriber list on the LRP Website. Interested parties that do subscribe will receive email alerts relating to the LRP procurement process.

2.2 Timetable

The Timetable with respect to the entire procurement process for this LRP I RFQ is set out below.

Release of LRP I RFQ	July 14, 2014
Question and Comment Period	July 14 – August 8, 2014
Deadline for Issuing Addenda to LRP I RFQ	August 15, 2014
Qualification Submission Deadline	September 4, 2014 3:00 p.m. EPT
Notification of Qualified Applicants	November 4, 2014
Notification of next steps in the procurement process, if any	November 4 – November 11, 2014

The OPA reserves the right to accelerate or postpone any of the dates set out above or add, eliminate, or re-order any of the steps in the Timetable. The acceleration or postponement of any date or the addition, elimination or re-ordering of any step set out in the Timetable prior to the Qualification Submission Deadline shall be made by way of notice to those interested parties who have subscribed to the LRP subscriber list. The acceleration or postponement of any date or the addition, elimination or re-ordering of any step set out in the Timetable following the Qualification Submission Deadline shall be made by way of notice to RFQ Applicants only.

2.3 Addenda

This LRP I RFQ may be amended by Addendum in accordance with this Section 2.3. If the OPA, for any reason, determines that it is necessary to provide additional information relating to this LRP I RFQ, such information will be communicated by posting such

Addendum on the LRP Website, and by way of notice to those interested parties who have subscribed to the LRP subscriber list, on or prior to the Deadline for Issuing Addenda.

Each Addendum may contain important information, including significant changes to this LRP I RFQ, and interested parties are responsible for visiting the LRP Website as often as is necessary and subscribing to the LRP subscriber list to ensure that they obtain all of the Addenda to this LRP I RFQ and other notices issued by the OPA from time to time. To assist, interested parties can subscribe on the LRP Website and receive email alerts relating to the LRP process. As part of a Qualification Submission, RFQ Applicants must confirm their receipt of all Addenda issued by the OPA in the Prescribed Form – RFQ Applicant Declarations.

If any Addendum is issued after the Deadline for Issuing Addenda, the OPA may at its sole and absolute discretion extend the Qualification Submission Deadline for a reasonable amount of time having regard to the circumstances.

2.4 Communications

2.4.1 Review of Documentation and Questions

This LRP I RFQ and all Addenda relating thereto will be public and accessible via the LRP Website. The OPA invites questions and comments from all interested parties regarding the information provided in this LRP I RFQ, and expressly reserves the right, in its sole and absolute discretion, to make changes to this LRP I RFQ on or before the Deadline for Issuing Addenda to the LRP I RFQ set out in Section 2.2, including changes that reflect questions and comments received from interested parties. Interested parties should promptly examine all such documentation and:

- report to the OPA any errors, omissions or ambiguities; and
- send to the OPA any questions they may have regarding this LRP I RFQ;

by email to LRP@powerauthority.on.ca on or before the end of the Question and Comment Period specified in Section 2.2. Questions, comments and responses relating to this LRP I RFQ document may be posted on the LRP Website, but the identity of any party asking any question or making any comment will not be revealed. It is the responsibility of an interested party to seek clarification by submitting questions or comments on any matter that it considers to be unclear. The OPA shall not be responsible for any misunderstanding or difference in interpretation on the part of an interested party concerning any aspect of this LRP I RFQ.

In addition, any interested party may contact the OPA at any time during this RFQ process in connection with a procedural matter by sending an email to

LRP@powerauthority.on.ca. This email account will be monitored by representatives of the OPA, an acknowledgement of receipt of each email will be sent within a reasonable period of time after it has been received, and an OPA representative may respond to any such inquiry and/or make such email and its response public by posting them on the LRP Website without revealing the identity of the person making such inquiry.

2.4.2 Prohibited Communications and Non-Collusion Requirements

The OPA does not wish to prevent essential or appropriate communications for the purposes of electrical connection, site selection and control, community engagement or support, engagement of Aboriginal communities, permitting, licensing, engineering and project planning and development, equipment supply, regulatory compliance and compliance with the requirements of this LRP I RFQ (including compliance with the experience and tangible net worth requirements contained herein) (collectively, the “**Permitted Purposes**”). Therefore, interested parties are advised that the following communications rules apply with respect to this LRP I RFQ:

- (a) Communications must be only for the Permitted Purposes and for no other purposes.
- (b) Permitted communications include communications with MPPs, government officials, Aboriginal communities, mayors, municipal officials, municipal administrative staff, the media, regulatory officials or the management or staff of the IESO, OEB, any Transmitter or any LDC or other members of the public, for the Permitted Purposes and for no other purposes.
- (c) Communications may not be for the purposes of:
 - (i) obtaining or attempting to obtain an unfair advantage in respect of the LRP I RFQ or other stage of this or any other OPA procurement process;
 - (ii) influencing or attempting to influence the outcome of the LRP I RFQ or other stage of this or any other OPA procurement process;
 - (iii) influencing or attempting to influence government officials, Aboriginal communities, regulatory officials or the management or staff of the OPA, IESO, OEB, any Transmitter, or any LDC with respect to changes to laws, regulations, rules, policies, or guidelines (including the Market Rules) directly or indirectly affecting the LRP I RFQ, but excluding applications for permits, approvals or technical arrangements;

- (iv) making comparisons between its Large Renewable Project(s) and the Large Renewable Project(s) of other potential RFQ Applicants;
- (v) denying any other potential RFQ Applicant fair, open and impartial consideration; or
- (vi) impairing or attempting to impair confidence of the public or any governmental official in the process or outcome of this LRP I RFQ or any other stage of this procurement process

(collectively, the “**Excluded Purposes**”).

- (d) The onus shall be on an RFQ Applicant to demonstrate that any communications by it or any other member of its RFQ Applicant Team in relation to this LRP I RFQ that have not been promptly and publicly disclosed (whether on the RFQ Applicant’s website or otherwise) were not communications for Excluded Purposes.
- (e) Communication for any Excluded Purposes shall be and is hereby expressly excluded from the Permitted Purposes.
- (f) Communications with any member of the OPA’s board of directors, the OPA, the Evaluation Team or its advisors, other than as expressly provided in this LRP I RFQ, would be considered to be communications for Excluded Purposes. Interested parties communicating for Permitted Purposes shall not during such communications carry out communications for Excluded Purposes.

If an interested party, RFQ Applicant or any member of an RFQ Applicant Team has any questions regarding the appropriateness of specific communications, they are advised to seek clarification from the OPA via the email address: LRP@powerauthority.on.ca.

The OPA shall have the right to request and obtain from an RFQ Applicant, and the RFQ Applicant shall if so requested promptly provide to the OPA, information or clarification regarding the appropriateness of any communications by such RFQ Applicant or any other member of its RFQ Applicant Team after the issuance of this LRP I RFQ. The RFQ Applicant shall provide all information reasonably necessary or appropriate to allow the OPA to assess whether such communications are or were for Permitted Purposes or not.

In cases of breach of the foregoing communications rules, the OPA may, in its sole and absolute discretion, without any liability, cost or penalty, revoke the status of an RFQ Applicant or Qualified Applicant as such, and reject any Qualification Submission proposed to be submitted or actually submitted by an RFQ Applicant.

The communications rules set out above shall not prohibit an RFQ Applicant or any other member of its RFQ Applicant Team from publishing any notice that is required in connection with obtaining any regulatory approvals required for the development of its Large Renewable Project(s).

No RFQ Applicant or any other member of its RFQ Applicant Team shall engage or have engaged in any communications that would constitute a Conflict of Interest or that would breach the Non-Collusion Requirements.

2.5 Qualification Submission

2.5.1 Qualification Submission Preparation

2.5.1.1 All RFQ Applicants

Each RFQ Applicant should structure its Qualification Submission in accordance with the instructions in this LRP I RFQ. Where information is requested in this LRP I RFQ, any response made in a Qualification Submission should reference the applicable section numbers of this LRP I RFQ where such request is made.

Apart from the completion of any blanks, bullets or similar uncompleted information in the Prescribed Forms, an RFQ Applicant may not make changes to the pre-printed wording of the Prescribed Forms but may use copies, including multiple copies, of the appropriate pages of the Prescribed Forms. The Prescribed Forms will be made available on the LRP Website in a writable PDF format or Microsoft Excel spreadsheet format together with the release of the LRP I RFQ or shortly thereafter. Any changes made to the Prescribed Forms, whether on the face of such forms or contained elsewhere in the Qualification Submission, may result in the rejection of the Qualification Submission. All Prescribed Forms that require a signature must be signed by a director, officer or other person who has the authority to bind the RFQ Applicant.

Certain Prescribed Forms are, or contain, declarations. The onus is solely on RFQ Applicants to conduct all investigations and verifications, including any investigations required of any member(s) of the RFQ Applicant Team, necessary to confirm that each of the statements set out in the declarations can be made. If, in the sole and absolute determination of the OPA, any matter declared by an RFQ Applicant is not materially true and correct, then the Qualification Submission may be invalidated and rejected. In instances where the Qualification Submission is not invalidated notwithstanding a discrepancy or inconsistency between the declarations described below and an RFQ Applicant's Qualification Submission, the declarations shall be deemed to prevail.

Each Qualification Submission may only relate to one proposed RFQ Applicant and each RFQ Applicant may only submit one Qualification Submission. An RFQ Applicant may however qualify for more than one Large Renewable Project

under this LRP I RFQ. An RFQ Applicant may also qualify for one or more Renewable Fuels provided that a separate Prescribed Form – Project Questionnaire and Development Experience is submitted for each proposed Renewable Fuel. The RFQ Applicant must list the aggregate number of MW and Large Renewable Project(s) in respect of a particular Renewable Fuel on the Prescribed Form – Project Questionnaire and Development Experience. Each Large Renewable Project shall be in respect of a single Renewable Fuel.

If an RFQ Applicant submits more than one Qualification Submission, the OPA will retain the Qualification Submission marked with the earliest time of receipt by the OPA, and the OPA will reject all later Qualification Submissions. The OPA will return all such rejected later Qualification Submission(s) to the RFQ Applicant and will not process and will return the Qualification Submission Fee(s) applicable to such rejected later Qualification Submission(s). Such returns will be sent to the attention of the RFQ Applicant using the information set out in the Qualification Submission Return Label. For clarity, the OPA will not retain a Qualification Submission that is withdrawn by the RFQ Applicant in accordance with Section 2.5.4 prior to the Qualification Submission Deadline.

As noted in Section 1.1, one of the objectives of this LRP I RFQ is to provide the OPA with a greater degree of assurance that there are interested parties with the technical and financial resources to undertake the Large Renewable Project(s). To that end, the OPA encourages RFQ Applicants to submit their Qualification Submission directly and not through a Special Purpose Entity. The use of a Special Purpose Entity for a Large Renewable Project will be addressed in the context of any potential LRP I RFP. If, however, an RFQ Applicant does elect to submit their Qualification Submission through a Special Purpose Entity, the OPA will consider employees of the Control Group Member of the Special Purpose Entity and employees of the Special Purpose Entity as Designated Employees for the purposes of this LRP I RFQ. The OPA will take this approach when assessing the experience requirements for all RFQ Applicants, including Special Purpose Entities.

2.5.1.2 Single RFQ Applicant – Single Renewable Fuel

If an RFQ Applicant is submitting a Qualification Submission which includes a single Renewable Fuel, the OPA will evaluate the RFQ Applicant to determine whether the RFQ Applicant meets all of the Mandatory Requirements for the aggregate number of MW and Large Renewable Projects with the single Renewable Fuel. If the RFQ Applicant does not meet the Mandatory Requirements for the aggregate number of MW and Large Renewable Projects with the single Renewable Fuel, the Qualification Submission will be rejected. If an RFQ Applicant qualifies for the aggregate number of MW and Large Renewable Projects with the single Renewable Fuel, the RFQ Applicant will

become a Qualified Applicant for the aggregate number of MW identified for that single Renewable Fuel.

2.5.1.3 Single RFQ Applicant – Multiple Renewable Fuels

If an RFQ Applicant is submitting a Qualification Submission which includes more than one Renewable Fuel, the RFQ Applicant shall advise the OPA of the order in which (based on Renewable Fuel) the OPA should make its determination as to whether or not the RFQ Applicant meets the Mandatory Requirements for the aggregate number of MW and Large Renewable Project(s) in the Prescribed Form – Project Questionnaire and Development Experience. Based upon the order proposed by the RFQ Applicant, the OPA will then evaluate the RFQ Applicant to determine whether the RFQ Applicant meets all of the Mandatory Requirements for the aggregate number of MW and Large Renewable Project(s) with a specific type of Renewable Fuel. If the RFQ Applicant does not meet the Mandatory Requirements for the aggregate number of MW and Large Renewable Project(s) with a specific type of Renewable Fuel, the RFQ Applicant will be deemed not to be qualified for that specific type of Renewable Fuel. If an RFQ Applicant qualifies for the aggregate number of MW and Large Renewable Project(s) with a specific type of Renewable Fuel, the RFQ Applicant will become a Qualified Applicant for the aggregate number of MW identified for that specific type of Renewable Fuel.

The OPA will repeat the process in the order proposed by the RFQ Applicant for each group of Large Renewable Project(s) with a specific type of Renewable Fuel.

2.5.2 Qualified Applicant – Aggregate MW – LRP I RFP

Qualified Applicants should be aware that in the context of any potential LRP I RFP, Qualified Applicants will be permitted to submit proposals for Large Renewable Project(s) representing the aggregate number of MW relating to the specific type(s) of Renewable Fuel(s) for which they met the Mandatory Requirements. In addition, a Qualified Applicant will be permitted to increase the aggregate MW proposed in any potential LRP I RFP by no more than 20% above the aggregate number of MW relating to the specific type(s) of Renewable Fuel(s) for which the Qualified Applicant met the Mandatory Requirements under this LRP I RFQ. For clarity, the OPA does not intend to use the LRP I RFQ to analyse or qualify specific Large Renewable Project(s).

2.5.3 Qualification Submission Requirements

To be considered, a Qualification Submission must be received no later than the Qualification Submission Deadline at the following address:

Ontario Power Authority
120 Adelaide Street West
Suite 1600
Toronto, ON M5H 1T1
Attention: LRP I RFQ

Any Qualification Submission arriving after the Qualification Submission Deadline will not be considered and will be returned unopened to the sender.

The Qualification Submission will be subject to the OPA's Non-Collusion Requirements. The Qualification Submission must meet the Completeness Requirements outlined in Section 3.2 of this LRP I RFQ.

An RFQ Applicant must submit one original hard copy of its Qualification Submission which should be prominently marked "**Original Copy**", seven additional collated copies of its Qualification Submission, and one electronic version of the Qualification Submission provided on a CD/DVD-ROM or flash drive. The electronic version of the Qualification Submission must include substantially complete copies, saved in Microsoft Excel format, of the Prescribed Form – RFQ Applicant and Tangible Net Worth and each Prescribed Form – Project Questionnaire and Development Experience applicable to the Qualification Submission. All copies of the Qualification Submission, including the electronic version, must include every document in the Qualification Submission. The electronic version should be electronically searchable. In the event of a conflict or inconsistency between the information contained in the Original Copy and the information contained in any additional copies or the electronic version of the Qualification Submission, the Original Copy shall prevail.

The entire Qualification Submission should be contained in a sealed package.

The Qualification Submission Return Label, attached as Appendix C, should be affixed to the outside of the sealed package. In addition to the Qualification Submission Return Label, the outside of the sealed package should also have the word "**Qualification Submission**" prominently marked with the "**LRP I RFQ**" title as set out on the cover page of this LRP I RFQ. The full legal name of the RFQ Applicant and its return address should also appear on the outside of the sealed package.

The Qualification Submission must be in English only, and should be typed (single spaced, using Times New Roman 11 point font) on both sides of 8.5 x 11

inch paper, and all pages should be numbered sequentially. Qualification Submissions should be collated and organized in a user-friendly manner by using dividers or tabs, containing detailed responses and referencing any attached supporting documentation.

2.5.4 Amending or Withdrawing Qualification Submissions

At any time prior to the Qualification Submission Deadline, an RFQ Applicant may amend a submitted Qualification Submission. Any amendment to a Qualification Submission should clearly indicate what part of the Qualification Submission the amendment is intending to affect or replace. An RFQ Applicant may make an amendment to a Qualification Submission by emailing notice of such amendment in the Prescribed Form – Qualification Submission Amendment or Withdrawal to LRP@powerauthority.on.ca and the RFQ Applicant must submit an original hard copy of the Prescribed Form – Qualification Submission Amendment or Withdrawal as well as any hardcopy evidence/material which are to supplement or replace materials that have already been submitted, which should be prominently marked “**Original Copy**”. The RFQ Applicant must also submit seven additional collated copies of the hardcopy evidence/material which are to supplement or replace materials that have already been submitted, and one electronic version of such hardcopy evidence/material provided on a CD/DVD-ROM or flash drive, which together with the Original Copy must be received no later than the Qualification Submission Deadline at the address set out in Section 2.5.3 above. Subject to the OPA’s right under Section 4.6 to incorporate an RFQ Applicant’s response to a request for clarification into a Qualification Submission, RFQ Applicants will not be permitted to amend a Qualification Submission after the Qualification Submission Deadline has passed.

At any time prior to the Qualification Submission Deadline or thereafter, an RFQ Applicant may withdraw a submitted Qualification Submission. An RFQ Applicant may withdraw a Qualification Submission by emailing notice of such withdrawal in the Prescribed Form – Qualification Submission Amendment or Withdrawal to LRP@powerauthority.on.ca. If an RFQ Applicant withdraws a Qualification Submission prior to the Qualification Submission Deadline, the OPA will not process and will return the applicable Qualification Submission Fee to the RFQ Applicant using the information set out in the Qualification Submission Return Label.

2.6 Notification of Outcome of the LRP I RFQ

The OPA will notify each RFQ Applicant in writing and/or verbally of its status in accordance with the Timetable in Section 2.2. RFQ Applicants that have not been determined by the OPA to be Qualified Applicants will not be eligible to participate in any future steps of the procurement process initiated by this LRP I RFQ.

2.7 Potential Next Steps in the Process

2.7.1 LRP I RFP

Subsequent to this LRP I RFQ, the OPA may (but is not obliged to) proceed to issue the LRP I RFP. As stated earlier, only RFQ Applicants that have been determined by the OPA to be Qualified Applicants will be eligible to participate in a LRP I RFP, if issued, and such Qualified Applicants will only be permitted to submit proposals for Large Renewable Project(s) representing the aggregate number of MW relating to the specific type(s) of Renewable Fuel(s) for which they met the Mandatory Requirements.

If, prior to the submission of a proposal under a potential LRP I RFP, any aspects of the Qualification Submission relating to the Mandatory Requirements of: (i) a Qualified Applicant; or (ii) RFQ Applicant Team; are no longer true or accurate, or, if the individuals or entities making up the RFQ Applicant Team are changed, then the Qualified Applicant must advise the OPA of any such changes in its Qualification Submission as part of its proposal in response to the potential LRP I RFP. If after reviewing such changes the OPA determines, in its sole and absolute discretion, that the Qualified Applicant or RFQ Applicant Team, as the case may be, continues to meet the Mandatory Requirements, then the OPA will allow the Qualified Applicant to continue to participate in the potential LRP I RFP. Qualified Applicants are advised that the LRP I RFQ Mandatory Requirements are set out for the purposes of qualifying RFQ Applicants under this LRP I RFQ only and do not restrict or otherwise limit the OPA in its ability to set any mandatory technical, financial, or other requirements that may be more permissive or more stringent than the LRP I RFQ Mandatory Requirements, or in evaluating a Qualified Applicant again using the same or similar criteria, in any future document(s) issued by the OPA in relation to any potential LRP I RFP.

Qualified Applicants should also be aware that the OPA, in the context of any potential LRP I RFP, will review proposals submitted by all Qualified Applicants so as to ensure that Designated Equity Providers have the Tangible Net Worth to support all proposals for which they are Designated Equity Providers. The OPA will also review all proposals to ensure that the Designated Team Members forming part of the Qualified Applicant can meet any specified Development Experience requirements for all proposals that they may be part of.

The OPA does not wish, in the RFQ stage of the procurement, to unduly restrict the ability of interested parties to consider and evaluate prospective sites for Large Renewable Projects, nor does the OPA wish to evaluate, at this stage of the procurement, prospective sites that are proposed by RFQ Applicants who may not be selected as Qualified Applicants. Accordingly, the OPA may require Qualified Applicants, after the issuance, if any, of the LRP I RFP and well in advance of the proposal submission deadline, to identify and register the site(s) that are being

considered for any Large Renewable Project(s) that the Qualified Applicant may submit to the OPA prior to the proposal submission deadline for the LRP I RFP (“**Site Registration**”).

2.7.2 Technical Specifications

Qualified Applicants will be expected to meet specific technical specifications under any potential LRP I RFP. Qualified Applicants should note that the OPA is continuing to review the technical specifications in the context of any potential LRP I RFP and as a result of that review Qualified Applicants may be required to meet additional or different technical specifications than the ones listed immediately below:

- (a) A proposal to any potential LRP I RFP, must be in respect of no more than one Large Renewable Project.
- (b) Each Large Renewable Project must be located in Ontario.
- (c) Each Large Renewable Project must be a proposed New Build or an Expansion or Redevelopment and not an Existing Renewable Generation Facility or an Upgrade. For greater certainty, a Large Renewable Project that is an Expansion is eligible under the LRP I RFQ with respect to the Contract Capacity relating to the Expansion, provided that the Contract Capacity relating to the Expansion is or will be separately metered.
- (d) Each Large Renewable Project must be a single facility and separately metered.
- (e) Each Large Renewable Project must not comprise a Behind-the-Meter Project.
- (f) Each Large Renewable Project must be able to respond to dispatch instructions that provide for generator accountability in circumstances where generation must be dispatched off in accordance with the Market Rules.
- (g) Each Large Renewable Project must have a Connection Point located on the Distribution System or IESO-Controlled Grid and must connect to an Eligible TS or an Eligible Circuit.
- (h) Each Large Renewable Project must utilize a single Renewable Fuel.
- (i) Each Large Renewable Project must not have been the subject of a physical or financial power or capacity purchase contract relating to the generation of Electricity (which, for greater certainty, includes Standard Offer Contracts), or other form of contract relating to Electricity or

Related Products (a “**Prior Contract**”), unless such Prior Contract was terminated more than 12 months before the date that any proposal under a potential LRP I RFP in respect of such Large Renewable Project was submitted to the OPA, or as otherwise consented to by the OPA in writing in its discretion.

- (j) Each Large Renewable Project must not apply for an Impact Assessment, until after they have executed an LRP I Contract. If an Impact Assessment was applied for in respect of a Large Renewable Project, the Impact Assessment must be rescinded and any associated Connection Cost Agreement must be terminated prior to submitting any proposal under a potential LRP I RFP.
- (k) Each Large Renewable Project must attain Commercial Operation on or before the Milestone Date for Commercial Operation (“**MCOD**”) specified below:

Renewable Fuel	<u>MCOD (# of years after the Effective Date of the LRP I Contract)</u>
Rooftop Solar	3
Non-Rooftop Solar	3
Renewable Biomass	3
Biogas	3
Landfill Gas	3
On-Shore Wind	4
Waterpower	8

2.7.3 LRP I Contract

The procurement process commenced by this LRP I RFQ and/or any subsequent LRP I RFP may proceed to the point where the OPA agrees to enter into a LRP I Contract with a successful proponent. The LRP I Contract will be as posted on the LRP Website in accordance with the timetable specified in any potential LRP I RFP.

2.8 Confidentiality

Information provided by an RFQ Applicant is subject to, and may be released in accordance with, the provisions of FIPPA. If an RFQ Applicant wishes to assert that certain portions of the Qualification Submission contains proprietary or confidential information, the confidentiality of which is to be maintained by the OPA, then those portions of the Qualification Submission must be clearly marked as “**Proprietary and Confidential**” by the RFQ Applicant. If no corresponding information is identified as “**Proprietary and Confidential**”, the RFQ Applicant will be automatically deemed to

have certified to the OPA that no portion of the Qualification Submission contains proprietary or confidential information for which confidentiality is to be maintained by the OPA.

RFQ Applicants should clearly understand that despite marking certain portions of the Qualification Submission as “**Proprietary and Confidential**”, the OPA may be required to disclose some or all of that information, where that information is not protected from disclosure through an exemption in FIPPA or other applicable legislation. RFQ Applicants should not assume that such an exemption is available.

Notwithstanding the foregoing, the OPA shall not be required to maintain the confidentiality of any such information that:

- is or becomes generally available to the public without fault or breach on the part of the OPA of any duty of confidentiality owed by the OPA to the RFQ Applicant or to any third party;
- the OPA can demonstrate that it had been rightfully obtained by the OPA, without any obligation of confidence, from a third party that had the right to transfer or disclose it to the OPA free of any obligation of confidence;
- the OPA can demonstrate that it had been rightfully known by, or in the possession of, the OPA at the time of disclosure, free of any obligation of confidence when disclosed; or
- has been independently developed by the OPA.

Qualification Submissions will, as deemed necessary or appropriate by the OPA, be disclosed on a confidential basis to the Evaluation Team, the Government of Ontario, a relevant Transmitter, an applicable LDC, the IESO, the OPA’s Fairness Advisor, the OPA’s counsel and other advisors retained in connection with the procurement process and in the evaluation of the Qualification Submissions.

Each RFQ Applicant irrevocably authorizes and consents to a relevant Transmitter, an applicable LDC and the IESO releasing, disclosing, providing, delivering and otherwise making available to the OPA or its agents, successors and assigns, any and all such information relating to connections, proposed connections, meters, meter data pertaining to a proposed or contracted Large Renewable Project, an LDC account or metered market participant account (as applicable) of the RFQ Applicant or Large Renewable Project as the OPA, its agents, successors or assigns may advise is required in connection with the evaluation and administration of a Qualification Submission under this LRP I RFQ.

All information provided by or obtained from the OPA in any form in connection with this LRP I RFQ other than through the LRP Website is the sole property of the OPA and must be treated as confidential, and:

- is not to be used by the RFQ Applicant for any purpose other than replying to this LRP I RFQ; and
- must not be disclosed by the RFQ Applicant without the prior written authorization of the OPA other than to the RFQ Applicant Team, provided that the RFQ Applicant obtains similar confidentiality commitments from the RFQ Applicant Team; and
- shall be returned by the RFQ Applicant or RFQ Applicant Team (as applicable) to the OPA immediately upon the request of the OPA.

2.9 Disclosure of Qualified Applicants

Notwithstanding Section 2.8, the OPA may choose to publish or otherwise disclose all or any part of the following information regarding the Qualification Submissions or Qualified Applicants:

- RFQ Applicant Name;
- Whether or not the RFQ Applicant was selected by the OPA as a Qualified Applicant;
- Control Group Members of the RFQ Applicant;
- Total aggregate proposed Contract Capacity;
- Aggregate number of Large Renewable Project(s);
- Renewable Fuel(s) of the Large Renewable Project(s);
- Aggregate proposed Contract Capacity of each Renewable Fuel; and
- Key contact information for the RFQ Applicant.

The OPA may make such disclosure on an individual basis, or as aggregated with information provided by other RFQ Applicants.

3. EVALUATION PROCESS

3.1 Overview

The evaluation of the Qualification Submissions will be conducted by the OPA in the following distinct Stages:

- **Stage 1 – Completeness Requirements:** In Stage 1, Qualification Submissions will pass or fail depending on whether the Qualification Submission meets all of the Completeness Requirements set out in Section 3.2.
- **Stage 2 – Mandatory Requirements:** In Stage 2, Qualification Submissions will pass or fail depending on whether the Qualification Submission meets each of the Mandatory Requirements set out in Section 3.3. Interested parties are advised that the LRP I RFQ Mandatory Requirements are set out for the purposes of qualifying RFQ Applicants under this LRP I RFQ only and do not restrict or limit the OPA in its ability to set any mandatory technical, financial, or other requirements that may be more permissive or more stringent than the LRP I RFQ Mandatory Requirements, or in evaluating a Qualified Applicant again using the same or similar criteria, in any future document(s) issued by the OPA in relation to any potential LRP I RFP.

All RFQ Applicants that submit Qualification Submissions that pass Stages 1 and 2 will be selected as Qualified Applicants for the aggregate number of MW relating to the specific type(s) of Renewable Fuel(s) that they qualified for. A Qualification Submission must meet the requirements of each Stage in order to proceed to the next Stage. Those Qualification Submissions that fail either Stage 1 or 2 will be rejected and will not be evaluated further.

Each RFQ Applicant is encouraged to include an “**Executive Summary**” in its Qualification Submission. The Executive Summary, if included, will not be considered in determining whether or not the RFQ Applicant has satisfied each of the Completeness Requirements or considered in determining whether or not the RFQ Applicant has satisfied the Mandatory Requirements. An Executive Summary, if included, should not exceed three (3) pages. An RFQ Applicant may include any information that it wishes to bring to the attention of the OPA including information about: (i) the RFQ Applicant; (ii) the RFQ Applicant Team; (iii) the Tangible Net Worth of each Designated Equity Provider; (iv) its Development Experience, including any experience with specific Renewable Fuels and MW associated with that experience; or (v) RFQ Applicant Team business arrangements relating to the planning, development, financing, construction and operation of the Large Renewable Project(s).

An RFQ Applicant will identify a Primary Contact in its Qualification Submission. The RFQ Applicant shall at all times ensure its Primary Contact has legal authority to bind the RFQ Applicant in respect of this LRP I RFQ.

3.2 Stage 1 – Completeness Requirements

Each Qualification Submission will pass or fail depending on whether it contains all of the required documents and declarations submitted and completed as specified in this Section 3.2 (the “**Completeness Requirements**”). In assessing the Completeness Requirements, the OPA will consider, *inter alia*, whether a Qualification Submission complies with the instructions included in each Prescribed Form, includes all relevant supporting evidence, and includes cross-references between the appropriate Prescribed Form and the applicable supporting evidence.

Qualification Submissions that do not satisfy each of the Completeness Requirements will not be evaluated further and will be rejected. The OPA shall determine, in its discretion, whether or not a Prescribed Form has been substantially completed.

The Completeness Requirements are:

3.2.1 Prescribed Form – RFQ Applicant Declarations

A completed Prescribed Form – RFQ Applicant Declarations must be submitted.

3.2.2 Prescribed Form – RFQ Applicant and Tangible Net Worth

A substantially completed Prescribed Form – RFQ Applicant and Tangible Net Worth must be submitted.

3.2.3 Prescribed Form – Project Questionnaire and Development Experience

A substantially completed Prescribed Form – Project Questionnaire and Development Experience must be submitted for each proposed Renewable Fuel.

3.2.4 Qualification Submission Fee

An RFQ Applicant must provide with its Qualification Submission, a non-refundable (unless otherwise stated herein) Qualification Submission Fee in the form of a certified cheque, bank draft or money order payable to “**Ontario Power Authority**”. No other forms of payment will be accepted.

The amount of the Qualification Submission Fee to be provided by an RFQ Applicant is the sum of:

- the greater of: (i) \$2,000 for the first Prescribed Form – Project Questionnaire and Development Experience submitted; or (ii) \$1.00 per kW of estimated Contract Capacity for all Large Renewable Project(s) to a maximum amount of \$30,000; plus

- \$2,000 for each additional Prescribed Form – Project Questionnaire and Development Experience that the RFQ Applicant submits; plus
- GST (collectively the “**Qualification Submission Fee**”).

3.3 **Stage 2 – Mandatory Requirements**

Each Qualification Submission will pass or fail depending on whether, based on the information provided in the completed Prescribed Forms and the Qualification Submission meets the following Mandatory Requirements. Qualification Submissions that do not satisfy each of the Mandatory Requirements will not be evaluated further and will be rejected.

The Mandatory Requirements are set out below in this Section 3.3.

3.3.1 **Development Experience**

This requirement is designed to provide the OPA with assurance that the RFQ Applicant Team has Development Experience with one or more Similar Facilities or Comparable Facilities. The OPA will also consider Development Experience with Large Complex Infrastructure Projects when assessing the RFQ Applicant experience requirement.

3.3.1.1 **RFQ Applicant or Control Group Member Development Experience**

The RFQ Applicant must demonstrate that the RFQ Applicant or its Control Group Member has the required minimum level of Development Experience provided in Appendix B – Development Experience.

Similar Facilities or Comparable Facilities used to support this requirement must have been developed under circumstances where the RFQ Applicant or its Control Group Member had primary responsibility for such Development Experience in respect of such Similar Facilities or Comparable Facilities.

For greater certainty, Designated Team Members who were not employed or engaged by the RFQ Applicant or its Control Group Member during the Planning, Developing, or Financing of a Similar Facility or Comparable Facility may not be considered for purposes of this requirement.

If an RFQ Applicant and its Control Group Members do not have sufficient experience with Similar Facilities or Comparable Facilities, the OPA will also consider experience with other Large Complex Infrastructure Projects to meet this Mandatory Requirement. In such circumstances, the OPA will consider RFQ Applicant or Control Group Member evidence demonstrating experience in Planning, Developing, Financing and Constructing a Large Complex

Infrastructure Project in direct substitution for experience Planning, Developing and Financing a Similar Facility or Comparable Facility. Large Complex Infrastructure Projects used to support this requirement must have been developed under circumstances where the RFQ Applicant or its Control Group Member had primary responsibility for Planning, Developing, Financing and Constructing such Large Complex Infrastructure Project.

To be eligible to meet the Development Experience requirement, Large Complex Infrastructure Projects must have achieved substantial completion prior to June 9, 2014. Large Complex Infrastructure Projects that were under development on or after June 9, 2014 are not eligible to meet the Development Experience requirement.

The RFQ Applicant must demonstrate that each Large Complex Infrastructure Project achieved substantial completion within six months of the applicable milestone date for substantial completion, failing which the RFQ Applicant must provide an explanation of why such Large Complex Infrastructure Project was delayed by more than six months.

To substantiate the claimed Development Experience, project descriptions and specifications sheets and/or CVs may be provided for each Similar Facility, Comparable Facility and Large Complex Infrastructure Project together with a description of the role of the RFQ Applicant or its Control Group Member.

If an RFQ Applicant is relying on the experience of one or more Control Group Member(s) to evidence Development Experience with any Similar Facility or Comparable Facility or Large Complex Infrastructure Project, a detailed description of the manner and structure pursuant to which each Control Group Member Controls, is Controlled by, or is under the Control of the same entity that Controls the RFQ Applicant, including an organizational chart, must be included in the Qualification Submission.

3.3.1.2 Designated Team Members' Development Experience

The RFQ Applicant must demonstrate that Designated Team Members have the required minimum level of Development Experience provided in Appendix B – Development Experience.

Each Designated Team Member must have Development Experience with at least one Similar Facility or, if applicable, Comparable Facility. The Similar Facility or Comparable Facility does not need to be the same for all of the Designated Team Members. The Similar Facility or Comparable Facility may be the same as or different from the Similar Facilities or Comparable Facilities used to evidence RFQ Applicant and Control Group Member Development Experience. The Development Experience claimed for each Designated Team Member must be substantiated by an accompanying CV. To further substantiate the claimed

Development Experience, project descriptions and specifications sheets may be provided for each Similar Facility and Comparable Facility together with a description of the role of each Designated Team Member.

For greater certainty, this requirement is meant to demonstrate that actual Designated Team Members have Development Experience as provided in Appendix B – Development Experience.

The experience of the Designated Team Members does not need to have been earned with the RFQ Applicant or Control Group Member.

3.3.2 Tangible Net Worth

3.3.2.1 General Requirements

This requirement in Section 3.3.2 is designed to provide the OPA with assurance that the RFQ Applicant has access to sufficient financial resources to finance and develop the Large Renewable Project(s) so that the Large Renewable Project(s) can be reasonably expected to attain its/their MCOD.

To pass this requirement, the RFQ Applicant must demonstrate that any one equity provider that accounts for 50% or more of the total equity of the Large Renewable Project(s), or if applicable, any group of equity providers that together account for 50% or more of the total equity of the Large Renewable Project(s) (the “**Designated Equity Provider(s)**”), has an individual Tangible Net Worth (or a collective Tangible Net Worth, in the case of a group of Designated Equity Providers), of \$250,000 or more per MW of the estimated aggregate Contract Capacity for all Large Renewable Project(s):

- at the end of each of the last two (2) fiscal years, and
- at the end of the most recently completed fiscal quarter (if the most recently completed fiscal quarter is not already contained in the last two (2) fiscal years set out above).

For clarity, the Designated Equity Provider may be the RFQ Applicant or the Control Group Member.

To satisfy this requirement, the RFQ Applicant must provide the information required by Sections 3.3.2.2 through 3.3.2.6, inclusive, in addition to completing the Prescribed Form – RFQ Applicant and Tangible Net Worth. For greater certainty, the RFQ Applicant will have passed this requirement when one Designated Equity Provider providing 50% or more, or two or more Designated Equity Providers providing 50% or more, of the total equity of the Large Renewable Project(s) has/have satisfied this requirement.

If, and to the extent that, a Designated Equity Provider to the RFQ Applicant, in turn, requires the financial assistance or credit support of any other entity (including its parent, subsidiary, or affiliate) in order to be able to directly provide such financial assistance or credit support to the RFQ Applicant, then such other entity (including its parent, subsidiary, or affiliate) shall be considered to be a Designated Equity Provider for purposes of this LRP I RFQ, and the RFQ Applicant must, in such a case:

- (a) provide the Commitment Letter and the other information required by Sections 3.3.2.3 through 3.3.2.6, inclusive, in respect of such other entity providing the financial assistance or credit support as a Designated Equity Provider; and
- (b) provide the Commitment Letter required by Section 3.3.2.2 in respect of the Designated Equity Provider to the RFQ Applicant.

3.3.2.2 Commitment Letter

The RFQ Applicant must provide a Commitment Letter from each Designated Equity Provider confirming its commitment to advance or provide its equity contribution, and specifying the amount of the proposed equity contribution. Refer to the definition of Commitment Letter in Appendix A for the minimum requirements of a Commitment Letter.

3.3.2.3 Year-End Financial Statements

Subject to the exceptions listed below, the RFQ Applicant must attach audited year-end financial statements, as required by GAAP, of the Designated Equity Provider(s) with respect to the last two (2) fiscal years for which audited statements have been issued.

Notwithstanding the foregoing:

- (a) a Designated Equity Provider that is a pension fund may, if audited year-end financial statements prepared in accordance with GAAP are not available, submit audited year-end financial statements prepared in accordance with the provincial or federal legislation governing the pension fund with respect to the last two (2) fiscal years for which audited statements have been issued.
- (b) a Designated Equity Provider that is a Natural Person may, if audited year-end financial statements prepared in accordance with GAAP are not available, provide unaudited financial statements prepared by a certified accountant instead of audited financial statements in response to this requirement together with a statutory declaration of such Natural Person stating that such unaudited financial statements present fairly, in all

material respects, the financial position of the Designated Equity Provider in conformity with GAAP.

- (c) a Designated Equity Provider that is a Co-op may, if audited year-end financial statements prepared in accordance with GAAP are not available, provide unaudited financial statements instead of audited financial statements in response to this requirement together with a statutory declaration of an officer of the Co-op stating that such unaudited financial statements present fairly, in all material respects, the financial position of the Designated Equity Provider in conformity with GAAP.

All other Designated Equity Provider(s) that do not have audited financial statements do not satisfy the requirements of this Section 3.3.2.

3.3.2.4 Most Recently Completed Quarter Financial Statement

The RFQ Applicant must attach audited financial statements of the Designated Equity Provider(s) with respect to:

- its most recently completed fiscal quarter, or
- if the Designated Equity Provider is an issuer of securities that are publicly traded, the most recently completed fiscal quarter for which financial statements have been publicly issued.

If audited financial statements are not available for its most recently completed fiscal quarter (or, for an issuer of publicly-traded securities, the most recent quarter for which financial statements have been publicly issued), the RFQ Applicant must submit unaudited financial statements in response to this requirement together with a statutory declaration of an officer of the Designated Equity Provider(s) (or the Designated Equity Provider itself if it is an individual) stating that such financial statements present fairly, in all material respects, the financial position of the Designated Equity Provider in conformity with GAAP.

3.3.2.5 Methodology

The RFQ Applicant must attach a summary outlining and describing the methodology/calculations used to determine the Tangible Net Worth requirements of Section 3.3.2 based on the information provided in the Qualification Submission.

3.3.2.6 Confirmation

The RFQ Applicant must attach a confirmation from an officer of each Designated Equity Provider (or the Designated Equity Provider if it is an individual, with respect to (a) below):

- (a) in the form of a certificate to the best of his or her knowledge; or
- (b) if the Designated Equity Provider is an issuer of securities that are publicly traded, in the form of a public update by the Designated Equity Provider within sixty (60) days of its most recently completed fiscal quarter as to the Designated Equity Provider's financial condition confirming,

that since the date of the latest of the financial statements provided above, no facts or circumstances have arisen that are reasonably expected to materially adversely affect the Designated Equity Provider's financial condition as set out in the financial statements submitted in response to this requirement. Without limiting the generality of the foregoing and for purposes of this Section 3.3.2, facts and circumstances that, estimated reasonably and in accordance with GAAP, result in a reduction in Tangible Net Worth below the minimum Tangible Net Worth required by this Section 3.3.2 shall be deemed to materially adversely affect the Designated Equity Provider's financial condition. If, and to the extent that, there are facts or circumstances that would materially adversely affect the Designated Equity Provider's financial condition as set out in the financial statements, the RFQ Applicant must also provide a statutory declaration of the Designated Equity Provider stating, in detail:

- (c) any facts or circumstances that are reasonably expected to materially adversely affect the Designated Equity Provider's financial condition as set out in the financial statements submitted in response to this requirement; and
- (d) the revised value of the Designated Equity Provider's Tangible Net Worth, estimated reasonably and in accordance with GAAP having regard to the facts and circumstances set out in (c), together with the calculations supporting such revised value of the Designated Equity Provider's Tangible Net Worth.

3.4 Selection of Qualified Applicants

All RFQ Applicants that submit Qualification Submissions that pass Stage 1 and Stage 2 will be selected as Qualified Applicants for the aggregate number of MW per Renewable Fuel that they have qualified for in accordance with Section 2.5.2. Qualified Applicants and unsuccessful RFQ Applicants will be notified per Section 2.6.

4. GENERAL TERMS AND CONDITIONS

4.1 Miscellaneous

Except where expressly set out to the contrary in this LRP I RFQ, all Qualification Submissions shall become the property of the OPA and shall not be returned to the RFQ Applicant.

For the purpose of determining time of receipt of any Qualification Submission, the clock at the prescribed location in Section 2.5.3 shall govern.

The onus remains solely with the interested party to instruct courier and delivery personnel to deliver the Qualification Submissions to the specified location by the Qualification Submission Deadline per Sections 2.5.3 and 2.2, respectively.

All Qualification Submissions must be complete in all respects at the time of the Qualification Submission Deadline.

4.2 Definitions

Capitalized terms used in this LRP I RFQ have the respective meanings ascribed to them in the Glossary of Terms set out in Appendix A. Unless otherwise indicated, references to Sections and Appendices are references to sections and appendices in this LRP I RFQ.

4.3 LRP I RFQ Documents

The following materials form part of, and are incorporated into, this LRP I RFQ:

- the body of this LRP I RFQ;
- Appendices A, B and C; and
- any Addenda.

Any conflict or inconsistency between the body of this LRP I RFQ, the Appendices, any Addenda or any Prescribed Form shall be resolved by interpreting the documents and information in the following order from highest priority to lowest priority:

- (1) Addenda;
- (2) the body of this LRP I RFQ including Appendix A and Appendix B; and
- (3) Appendix C;
- (4) the applicable Prescribed Form.

All other information and materials (including responses to questions or comments, and information provided in any technical consultation sessions) are provided for information purposes only, do not form part of this LRP I RFQ and are not binding on the OPA.

Any conflict or inconsistency between the terms of this LRP I RFQ and the Qualification Submission shall be resolved by interpreting such documents in the following order from highest priority to lowest priority:

- (1) this LRP I RFQ; and
- (2) the Qualification Submission,

where this LRP I RFQ shall govern over the Qualification Submission to the extent of any conflict or inconsistency.

4.4 RFQ Applicants to Bear All Costs

RFQ Applicants will bear all costs and expenses in connection with their participation in this LRP I RFQ, including any costs incurred in the review of this LRP I RFQ and any expert advice required in responding to this LRP I RFQ. The OPA and its advisors shall not be liable to pay any RFQ Applicant costs under any circumstances. In particular, the OPA will not reimburse any RFQ Applicant in any manner whatsoever in the event of rejection of any or all Qualification Submissions or in the event of the cancellation of this LRP I RFQ. By submitting any Qualification Submission in response to this LRP I RFQ, the RFQ Applicant irrevocably and unconditionally waives any claims against the OPA and its advisors relating to the RFQ Applicant's costs and expenses. Further, the OPA will not, and is under no obligation to, reimburse any interested person that becomes an RFQ Applicant, whether or not such RFQ Applicant submitted a Qualification Submission.

4.5 Verification

All statements, information and documentation submitted as part of the Qualification Submission are subject to verification and enforcement in accordance with the terms of this LRP I RFQ. If such statements, information or documentation are determined by the OPA to be incorrect or misleading, the OPA reserves the right to re-evaluate the RFQ Applicant's compliance with the Mandatory Requirements in Stage 2 and to revise the Qualification Submission's status, and the status of the RFQ Applicant, thereafter.

4.6 Reserved Rights of the OPA

The OPA reserves the right to do any or all of the following at its sole and absolute discretion:

- in accordance with Section 2.9, make public: the names of any or all Qualified Applicants and those RFQ Applicants who did not become

Qualified Applicants; along with any of the other information specified in Section 2.9;

- request written clarification or the submission of supplementary written information from any RFQ Applicant and incorporate an RFQ Applicant's response to that request for clarification into the RFQ Applicant's Qualification Submission;
- meet with some or all RFQ Applicants to discuss aspects of their Qualification Submissions;
- verify with any RFQ Applicant, or with a third party, any information set out in a Qualification Submission;
- contact any party that has been identified as providing financing, including obtaining information on such party whether directly from the party or a third party;
- check references whether or not provided by any RFQ Applicant;
- disqualify any RFQ Applicant whose Qualification Submission is unsigned, improperly signed, illegible, obscure, contains arithmetical errors, omissions, erasures, alterations, or irregularities of any kind, or contains misrepresentations or any other inaccurate or misleading information;
- without any liability, cost or penalty, and in addition to any other remedies available to it at law, revoke an interested party's status as an RFQ Applicant and reject any Qualification Submission of such RFQ Applicant, if such RFQ Applicant, or any of its employees, agents, contractors or representatives, discusses or attempts to discuss this LRP I RFQ, or any Qualification Submission, contrary to the prohibitions contained in Section 2.4.2 of this LRP I RFQ, except through the channels expressly prescribed in this LRP I RFQ;
- waive any informality or irregularity;
- disqualify any RFQ Applicant or reject the Qualification Submission of any RFQ Applicant that has engaged in conduct prohibited by this LRP I RFQ;
- make changes, including substantial changes, to this LRP I RFQ provided that those changes are issued by way of Addenda in the manner set out in this LRP I RFQ;

- issue the LRP I RFP, if any, with a different Large Renewable Project description, specifications, requirements, timelines and/or features;
- cancel this LRP I RFQ process at any stage;
- cancel the issuance of any LRP I RFP;
- cancel this LRP I RFQ process at any stage and issue a new RFQ for the same or a similar generation project(s);
- qualify any or all Qualification Submissions;
- qualify only one Qualification Submission;
- if only one Qualification Submission is received, elect to qualify or reject it; and,
- select more than one RFQ Applicant to be a Qualified Applicant;

and these reserved rights are in addition to any other express rights or any other rights which may be implied in the circumstances and the OPA shall not be liable for any expenses, costs, losses or any direct or indirect damages incurred or suffered by any RFQ Applicant or any third party resulting from the OPA exercising any of its express or implied rights under this LRP I RFQ.

By submitting its Qualification Submission, the RFQ Applicant authorizes the collection by the OPA of any information that the OPA elects to collect in exercising its rights reserved in this Section 4.6.

4.7 Legal Liability for Breach of LRP I RFQ

If a court of competent jurisdiction finds that the OPA is liable to the RFQ Applicant for any reason, the RFQ Applicant agrees the aggregate amount of damages recoverable against the OPA for any such liability, whether based upon an action or claim in contract, warranty, equity, negligence, intended conduct or otherwise, including any action or claim arising from the acts or omissions, negligent or otherwise, of the OPA, shall be no greater than the Qualification Submission preparation costs of the RFQ Applicant which the RFQ Applicant can demonstrate were actually incurred.

4.8 Compliance

If, in the sole and absolute discretion of the OPA, a Qualification Submission does not comply with the requirements set out in the LRP I RFQ, the OPA may, without liability, cost or penalty, reject the Qualification Submission and the Qualification Submission shall not be given any further consideration. For purposes of the LRP I RFQ, “comply” and “compliance” mean that the Qualification Submission conforms to the requirements

of the LRP I RFQ without Material Deviation. A “**Material Deviation**” is one that, in the opinion of the OPA, results in a material component of a requirement set out in the LRP I RFQ not being complied with.

Each RFQ Applicant acknowledges and agrees that the OPA’s evaluation of compliance with the LRP I RFQ is not an evaluation of absolute compliance and that the OPA may waive failures to comply that, in the OPA’s sole and absolute discretion, do not constitute a Material Deviation in accordance with this Section 4.8.

4.9 Governing Law of this LRP I RFQ

This LRP I RFQ shall be governed by and construed in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein. Each RFQ Applicant submits to the exclusive jurisdiction of the Courts of the Province of Ontario situated in Toronto.

A reference to a statute in this LRP I RFQ includes all regulations and rules made pursuant to the statute and, unless otherwise specified, the provisions of any statute, regulation or rule which amends, supplements or supersedes any such statute, regulation or rule.

Appendix A Glossary of Terms

The definitions of those capitalized terms and acronyms utilized in this LRP I RFQ are provided below.

TERM OR ACRONYM	DEFINITION
Addendum or Addenda	Means any addendum issued by the OPA with respect to this LRP I RFQ.
Ancillary Service	Has the meaning given to it in the Market Rules.
Appendix or Appendices	Means the Appendix or Appendices that form part of this LRP I RFQ.
Behind-the-Meter Facility	Means an Electricity generating facility that is connected to a Host Facility such that Electricity Delivered by such Renewable Generating Facility is recorded on the Host Facility's Electricity meter.
Behind-the-Meter Project	Means a proposed Behind-the-Meter Facility.
Bioenergy	Means Renewable Biomass, Biogas or Landfill Gas.
Biogas	Has the meaning given to it in O. Reg. 160/99, made under the Electricity Act, which for clarity does not include Landfill Gas.
Capacity Products	Means any products related to the rated, continuous load-carrying capability of a generating facility to generate and Deliver Electricity at a given time.
Circuit	Means the set of three conductors, one for each electrical phase, that transmit Electricity from one power system station to another.
Commercial Operation	Means the new Large Renewable Project commences operation in compliance with all Laws and Regulations after the completion of construction, completion of connection and synchronization to the IESO-Controlled Grid or Distribution System, as applicable, and completion of all commissioning tests, and the requirements for commercial operation set out in the LRP I Contract have been satisfied.
Commitment Letter	Means a letter of intent from a Designated Equity Provider to the RFQ Applicant to advance or provide the amount of equity for the aggregate number of MW of all proposed Large Renewable Project(s), or a portion of the aggregate number of MW of all proposed Large Renewable Project(s). At the minimum, the Commitment Letter should demonstrate that the Designated Equity Provider has reviewed the LRP I RFQ and the proposed Qualification Submission, and that it agrees in principle to advance or provide the amount of equity, as applicable, for the aggregate number of MW of Large Renewable Project(s), in the specific Dollar amount specified in the Commitment Letter, subject to the satisfaction of specific objective conditions.
Comparable Facility	Means a Generation Facility, other than the Large Renewable Project(s), that is not a Similar Facility, with a Nameplate Capacity,

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	alone or together with one or more other Comparable Facilities and Similar Facilities, as applicable, of at least 200% of the proposed aggregate Contract Capacity of the Large Renewable Project(s). For greater certainty, a Generation Facility of less than 10 kW will not be considered a Comparable Facility. The Generation Facilities used to evidence experience for each Similar Facility and each Comparable Facility must be distinct (no double counting).
Completeness Requirements	Has the meaning given to it in Section 3.2.
Conflict of Interest	Means any situation or circumstance where, in relation to this LRP I RFQ process, the RFQ Applicant has an unfair advantage or engages in conduct, directly or indirectly, that may give it an unfair advantage, including: (a) having access to information in the preparation of its Qualification Submission that is confidential to the OPA or the Government of Ontario and not available to other RFQ Applicants; (b) communicating with any official or representative of the OPA or the Government of Ontario or members of the Evaluation Team with a view to influencing preferred treatment in this LRP I RFQ procurement process; or (c) engaging in conduct (including breach of Non-Collusion Requirements) that compromises or could be seen to compromise the integrity of the open and competitive LRP I RFQ procurement process and render that process non-competitive or unfair.
Connection Cost Agreement	Has the meaning given to it in the Distribution System Code for a connection to the Distribution System, and means a “connection and cost recovery agreement” or similar agreement entered into with the applicable Transmitter for a connection to the IESO-Controlled Grid.
Connection Impact Assessment	Means an assessment conducted by an LDC to determine the impact on the Distribution System of connecting the Large Renewable Project to its Distribution System.
Connection Point	Means the electrical point of connection between the Large Renewable Project and a Distribution System or the IESO-Controlled Grid where Electricity is injected into a Distribution System or the IESO-Controlled Grid (as applicable).
Constructing	Means prior demonstrable experience in building, erecting, constructing, installing, testing, start-up and commissioning; each of which must have been completed prior to the Qualification Submission Deadline.
Contract Capacity	Means the manufacturer’s total installed rated capacity of the Renewable Generating Facility to generate Electricity, expressed in MW or kW that may be contracted through any potential LRP I RFP. For clarity, for Solar Facilities, the manufacturer’s total installed rated capacity is determined by taking the lesser of: (a) the sum of the manufacturer’s capacity ratings (in direct current kW) for normal operation (e.g. continuous output ratings) of the installed solar

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	modules (i.e. panels) of the Renewable Generating Facility; and (b) the sum of the manufacturer's capacity ratings (in alternating current kW) for normal operation (e.g. continuous output ratings) of the installed inverters of the Renewable Generating Facility.
Control Group Member	Means in respect of any entity (the "Reference Entity") an entity that: (a) Controls the Reference Entity, or (b) is Controlled by the Reference Entity, or (c) is Controlled by the same entity that Controls the Reference Entity.
Controlled or Controls	Means, with respect to any Person at any time: (a) holding, whether directly or indirectly, as owner or other beneficiary, (other than solely as the beneficiary of an unrealized security interest) securities or ownership interests of that Person carrying votes or ownership interests sufficient to elect or appoint 50% or more of individuals who are responsible for the supervision or management of that Person; or (b) the exercise of de facto control of that Person whether direct or indirect and whether through the ownership of securities or ownership interests, by contract or trust or otherwise.
Co-op	Means a co-operative corporation, as defined in the <i>Co-operative Corporations Act</i> , RSO 1990, c C.35, with its head office located in Ontario.
CPI or Consumer Price Index	Means the consumer price index for "All Items" published or established by Statistics Canada (or its successor) for any relevant calendar month in relation to the Province of Ontario.
Crown	Means Her Majesty the Queen in Right of the Province of Ontario or Her Majesty the Queen in Right of Canada.
Customer Impact Assessment	Means a study conducted by a Transmitter to assess the impact of the connection of a Large Renewable Project on other users of the IESO-Controlled Grid.
CV	Means curriculum vitae.
DBRS	Means DBRS Limited and its successors.
Deadline for Issuing Addenda	Means the date and time on the Timetable or as amended in accordance with this LRP I RFQ.
Debt	Means the funds borrowed by the RFQ Applicant to finance the Large Renewable Project.
Delivered	Means, in relation to Electricity and certain Related Products, delivered to the Connection Point and successfully directly injected into a Distribution System or the IESO-Controlled Grid (which, for greater certainty, is net of Site-Specific Losses), and Deliver and Delivering have the corresponding meanings.
Designated Associate	Means an individual or employee of a firm who is under contract to the RFQ Applicant to assist it in meeting its Development Experience

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	requirements and who has obtained its Development Experience in a managerial capacity.
Designated Employee	Means an individual who is either a principal, officer or an employee of the RFQ Applicant or a Control Group Member of the RFQ Applicant and who has obtained its Development Experience in a managerial capacity.
Designated Equity Provider	Has the meaning given to it in Section 3.3.2.1.
Designated Team Member	Means the Designated Associate(s) and Designated Employee(s) who are members of the RFQ Applicant Team.
Developing	Means prior demonstrable experience in engaging in community and municipal consultations, obtaining site access, obtaining regulatory and environmental approvals and other permits necessary for construction of a facility, and undertaking the procedural aspects of consultation with Aboriginal communities that are required to support the Crown's duty to consult obligations; each of which must have been completed prior to the Qualification Submission Deadline. Notwithstanding the foregoing: (a) for Waterpower facilities the work towards obtaining the regulatory and environmental approvals and other permits necessary for construction of a facility, and undertaking the procedural aspects of consultation with Aboriginal communities that are required to support the Crown's duty to consult obligations, must only be underway (i.e. a notice of commencement has been posted and a public meeting has been held for the Similar Facility) by the Qualification Submission Deadline; and (b) for all Renewable Fuels, experience in the procedural aspects of consultation with Aboriginal communities that are required to support the Crown's duty to consult obligations need not be complete as of the Qualification Submission Deadline to the extent reasonably necessary to support the Crown's duty to consult obligations which continue beyond the Qualification Submission Deadline.
Development Experience	Means experience in Planning, Developing, Financing, Constructing and Operating as provided in Appendix B.
Distribution System	Means a system connected to the IESO-Controlled Grid for distributing Electricity at voltages of 50 kilovolts or less, and includes any structures, equipment or other things used for that purpose, provided that a Distribution System shall be deemed not to include any equipment controlled by the IESO pursuant to the Distribution System Code.

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Distribution System Code	Means the “Distribution System Code” established and approved by the OEB, which, among other things, establishes the obligations of an LDC with respect to the services and terms of service to be offered to customers and retailers and provides minimum technical operating standards for Distribution Systems.
Dollar, dollar or \$	Means Canadian currency unless otherwise specifically set out to the contrary.
Electricity	Means electric energy, measured in kWh.
Electricity Act	Means the <i>Electricity Act, 1998</i> (Ontario).
Eligible Circuit	Means a Circuit operating at less than 500 kV identified as having available capacity in the transmission availability table published on the LRP Website.
Eligible TS	Means a Transformer Station identified as having available capacity in the transmission availability tables, as published from time to time, on the LRP Website.
EPT	Means Eastern Prevailing Time.
Equity Portion	Means that portion of the aggregate Estimated Total Large Renewable Project Costs for all Large Renewable Project(s) to be funded by equity.
Estimated Total Large Renewable Project Cost	Means the estimated total project cost of the Large Renewable Project to be raised by a combination of Debt and equity, and which shall consist of hard costs, soft costs and financing costs.
Evaluation Team	Means, collectively, the OPA’s personnel and advisors and members selected for the purposes of evaluation.
Excluded Purposes	Has the meaning given to it in Section 2.4.2.
Executive Summary	Has the meaning given to it in Section 3.1.
Existing Renewable Generation Facility	Means a Renewable Generating Facility, whose Generating Equipment is commercially operational and is connected to the IESO-Controlled Grid, Distribution System or end user prior to March 31, 2014, being the date of the Ministerial Directive. For greater certainty, a Renewable Generating Facility is considered to be commercially operational if it has received market revenues and has operated for more than 500 hours per year in any of the past three years.
Expansion	Means an addition of generating unit(s) to an Existing Renewable Generation Facility which: (a) is not intended to replace any generating equipment that operates, or had operated within twelve (12) months of the date of submission of the Qualification Submission, at the Existing Renewable Generation Facility; (b) generates electricity output in addition to the electricity output of other generating units that operate or operated at the Existing Renewable Generation Facility; (c) has

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	separate revenue grade meters that conform with the contract requirements and are dedicated to measuring the electrical output of the added generators and that are accessible to the OPA; and (d) does not include any of the electricity generating capacity available from the Existing Renewable Generation Facility. For greater certainty, an Expansion shall not include an Upgrade of an Existing Renewable Generation Facility.
Fairness Advisor	Means the person who is retained by the OPA to provide: (a) assurance that the evaluation process is fair and transparent, and (b) a written statement that attests that the procurement process was conducted in a fair and transparent manner.
Financing	Means prior demonstrable experience arranging project financing, bank financing or on balance sheet financing sufficient to commence construction; which must have been completed prior to the Qualification Submission Deadline.
FIPPA	Means the <i>Freedom of Information and Protection of Privacy Act</i> , RSO 1990, c F.31.
GAAP	Means Canadian or U.S. generally accepted accounting principles approved or recommended from time to time by the Canadian Institute of Chartered Accountants or the Financial Accounting Standards Board, as applicable, or any successor institutes, or if a Person is required to use the International Financial Reporting Standards adopted by the International Accounting Standards Board, then such standards or any replacement standards that may be similarly mandated for a Person's use, all applied on a consistent basis.
Generating Equipment	Means equipment used by a Large Renewable Project or a Renewable Generating Facility in the generation of Electricity, such as wind turbines, solar (PV) modules, hydroelectric turbines, biomass-fired boilers and generating sets for the combustion of Biogas or Landfill Gas, but does not include transformers or other equipment used to transform or transmit such Electricity.
Generation Facility	Means a non-renewable or renewable generating facility.
Glossary of Terms	Means this Glossary of Terms forming part of this LRP I RFQ attached as Appendix A hereto.
Government of Ontario	Means Her Majesty the Queen in Right of Ontario.
Governmental Authority	Means the Crown, any federal, provincial, or municipal government, parliament or legislature, or any regulatory authority, agency, tribunal, commission, board or department of any such government, parliament or legislature, or any court or other law, regulation or rule-making entity, having jurisdiction in the relevant circumstances, including the IESO, the OEB, the Electrical Safety Authority, and any Person acting under the authority of any Governmental Authority, but excluding the

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	OPA.
GST	Means the goods and services tax eligible pursuant to the <i>Excise Tax Act</i> , RSC 1985, c E-15, or any successor thereto, including for greater certainty the “Harmonized Sales Tax”.
Host Facility	Means a facility which: (a) Renewable Generating Facility would have, or has an electrical connection through which Electricity is or is proposed to be injected into the Host Facility’s electricity system; and (b) is either (i) directly connected to a Distribution System or (ii) connected to the IESO-Controlled Grid directly or through one or more other facilities (which other facility is not, for greater certainty, a Distribution System).
IESO	Means the Independent Electricity System Operator of Ontario established under Part II of the Electricity Act or its successor.
IESO-Administered Markets	Means the markets established by the Market Rules.
IESO-Controlled Grid	Means the IESO-Controlled Grid as defined by the Market Rules.
Impact Assessment	Means a Connection Impact Assessment, a System Impact Assessment or a Customer Impact Assessment, as applicable.
Include, Including, includes or including	Means including without limitation.
kV	Means kilovolt.
kW	Means kilowatt.
kWh	Means kilowatt-hour.
Landfill Gas	Means the Renewable Fuel used by a Landfill Gas Facility.
Landfill Gas Facility	Means a Renewable Generating Facility that utilizes gas collected from the decomposition of organic materials in a landfilling site and which is located at the same landfilling site.
Large Complex Infrastructure Project or LCIP	Means a large infrastructure project located in Canada that is less than 20 years old with a project value (in 2014 dollars, adjusted using CPI) of at least \$10 million, \$100 million or \$200 million, as provided in Appendix B, which was procured through a design, build and finance procurement model or where the project owner completed the design, construction and financing itself, and is determined by the OPA, acting reasonably, to be of similar complexity to a Large Renewable Project. Without limiting the generality of the foregoing, a Large Complex Infrastructure Project may include a transmission line, pipeline, hospital, highway, bridge, border crossing, railway, airport, prison, water or wastewater treatment facility, or transit infrastructure. For greater certainty, the Large Complex Infrastructure Project must have been completed after 1994.
Large Renewable Procurement	Has the meaning given to it in Section 1.2.

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or LRP	
Large Renewable Project	Means a proposed Renewable Generating Facility to be developed, constructed, owned and operated by the Supplier under an LRP I Contract as anticipated by this LRP I RFQ. For greater certainty, a Large Renewable Project must have a Contract Capacity of greater than 250 kW in the case of a project that is or will be connected to a less than 15 kV line and greater than 500 kW in the case of a project that is or will be connected to a 15 kV or greater line.
Laws and Regulations	Means: (a) applicable federal, provincial or municipal laws, orders-in-council, bylaws, codes, rules, policies, regulations and statutes; (b) applicable orders, decisions, codes, judgments, injunctions, decrees, awards and writs of any court, tribunal, arbitrator, Governmental Authority or other Person having jurisdiction; (c) applicable rulings and conditions of any licence, permit, certificate, registration, authorization, consent and approval issued by a Governmental Authority; (d) any requirements under or prescribed by applicable common law; (e) the Distribution System Code, the Transmission System Code and any other codes issued by the OEB; (f) the Market Rules, as well as any manuals or interpretation bulletins issued by the IESO from time to time that are binding on the RFQ Applicant.
LDC	Means the owner or operator of a Distribution System who is licensed by the OEB as an “electricity distributor”.
LRP I Contract	Means a LRP I Contract executed between a Supplier and the OPA at the conclusion of the LRP I RFP, if any.
LRP I RFP	Has the meaning given to it in Section 1.1.
LRP I RFQ	Has the meaning given to it in Section 1.1.
LRP Website	Means the Large Renewable Procurement section of the OPA website, dedicated to this procurement including this LRP I RFQ, located at www.powerauthority.on.ca/lrp .
LTEP	Means the Long-Term Energy Plan described in Section 1.2.
Mandatory Requirements	Means the Development Experience of the RFQ Applicant Team, Designated Team Members and the Tangible Net Worth of Designated Equity Providers as more specifically set out in Section 3.3.

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Market Rules	Means the rules made under section 32 of the Electricity Act, as amended from time to time.
Material Deviation	Has the meaning given to it in Section 4.8.
Milestone Date for Commercial Operation or MCO	Has the meaning given to it in Section 2.7.2.
Ministerial Directive	Has the meaning set out in Section 1.2.
Ministry or Ministries	Refers to the applicable Ministry or Ministries of the Province of Ontario.
Ministry of Energy	Refers to the Ministry of Energy of the Province of Ontario.
Moody's	Means Moody's Investors Service, Inc. or its successor.
MW	Means megawatt.
Nameplate Capacity	Means the manufacturer's total installed rated capacity of the Generation Facility to generate Electricity, expressed in MW or kW. For clarity, for Solar Facilities, the manufacturer's total installed rated capacity is determined by taking the lesser of: (a) the sum of the manufacturer's capacity ratings (in direct current kW) for normal operation (e.g. continuous output ratings) of the installed solar modules (i.e. panels) of the Generation Facility; and (b) the sum of the manufacturer's capacity ratings (in alternating current kW) for normal operation (e.g. continuous output ratings) of the installed inverters of the Generation Facility.
Natural Person	Means a natural person, but does not include a natural person in his or her capacity as trustee, executor, administrator or other legal representative.

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New Build	Means construction of renewable generating facilities that are not an Upgrade, Redevelopment or Expansion of an Existing Renewable Generation Facility.
Non-Collusion Requirements	Means requirements that an RFQ Applicant under the LRP I RFQ: (a) not coordinate its Qualification Submission with any other RFQ Applicant; (b) keep and will continue to keep its Qualification Submission confidential until the conclusion of the LRP I RFQ and selection of the Qualified Applicants, if any; (c) ensure that no member of the RFQ Applicant Team has entered into any agreement or arrangement with any member of another RFQ Applicant Team which may affect the Qualification Submission(s) submitted by the RFQ Applicant or the other RFQ Applicant; and (d) not engage in any activity or communication that results in a Conflict of Interest, collusion or a violation of any of the civil or criminal provisions of the <i>Competition Act</i> (Canada).
Non-Rooftop Solar	Means the Renewable Fuel used by a Non-Rooftop Solar Facility.
Non-Rooftop Solar Facility	Means a solar (PV) Renewable Generating Facility that is not a Rooftop Solar Facility.
OEB	Means the Ontario Energy Board or its successor.
On-Shore Wind	Means the Renewable Fuel used by an On-Shore Wind Facility.
On-Shore Wind Facility	Means a Renewable Generating Facility utilizing wind power where no part of any wind turbine forming part of the Renewable Generating Facility's Generating Equipment is located in direct contact with surface water other than in a wetland. For clarity, an On-Shore Wind Facility may not be a Class 5 wind facility within the meaning of O. Reg. 359/09, "Renewable Energy Approvals under Part V.0.1 of the <i>Environmental Protection Act</i> , RSO 1990, c E.19".
Ontario Electricity Financial Corporation or OEFC	Means the Ontario Electricity Financial Corporation established by the Electricity Act or its successors.
OPA	Means the Ontario Power Authority established under Part II.1 of the Electricity Act and its successors and assigns.
Operating	Means prior demonstrable experience operating, monitoring, maintaining, inspecting and repairing a Similar Facility or Comparable Facility, as required, provided that such Similar Facility or Comparable Facility has operated for at least two years after having attained commercial operation; and which must have been completed prior to the Qualification Submission Deadline.
Original Copy	Means the original hard copy of the Qualification Submission submitted in accordance with Section 2.5.3, as the same may be

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	amended in accordance with Section 2.5.4.
Permitted Purposes	Has the meaning given to it in Section 2.4.2.
Person	Means a Natural Person, First Nation that is a “band” as defined in the <i>Indian Act</i> , RSC 1985, c I-5, co-operative, firm, trust, partnership, limited partnership, company, or corporation (with or without share capital), joint venture, sole proprietorship, Governmental Authority or other entity of any kind.
Planning	Means prior demonstrable experience preparing, designing, scheduling, engineering and procurement of materials and equipment; each of which must have been completed prior to the Qualification Submission Deadline.
Prescribed Form	Means, in relation to a form, the latest version of the corresponding form appearing on the LRP Website, as may be amended or replaced by the OPA from time to time and without notice to the RFQ Applicant or Qualified Applicant, as applicable.
Prescribed Form – Project Questionnaire and Development Experience	Means the Prescribed Form in Microsoft Excel format setting out for a Renewable Fuel the Development Experience of the RFQ Applicant, Control Group Member, and Designated Team Members, as applicable.
Prescribed Form – Qualification Submission Amendment or Withdrawal	Means the Prescribed Form providing for either the amendment or withdraw of a Qualification Submission by an RFQ Applicant.
Prescribed Form – RFQ Applicant and Tangible Net Worth	Means the Prescribed Form in Microsoft Excel format setting out for an RFQ Applicant, information about the RFQ Applicant, the Qualification Submission, and the Tangible Net Worth of the Designated Equity Provider(s).
Prescribed Form - RFQ Applicant Declarations	Means a statutory declaration in the Prescribed Form which is required as part of a Qualification Submission.
Primary Contact	Means the Natural Person whose identity and contact information is set out as the “Primary Contact” in the Prescribed Form – RFQ Applicant and Tangible Net Worth, or as otherwise agreed as between the OPA and the RFQ Applicant in writing, acting reasonably. The Primary Contact must have the legal authority to bind the RFQ Applicant.
Prior Contract	Has the meaning given to it in Section 2.7.2.
Procurement Targets	Has the meaning given to it in Section 1.1.
Prohibited Communications	Has the meaning given to it in Section 2.4.2.
PV	Means photovoltaic.
Qualification Submission	Means a submission made pursuant to this LRP I RFQ, as outlined in Section 2.5.

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Qualification Submission Fee	Has the meaning given to it in Section 3.2.4.
Qualification Submission Deadline	Means the date and time indicated in the Timetable or as amended in accordance with this LRP I RFQ.
Qualification Submission Return Label	Means the Qualification Submission Return Label that forms part of this LRP I RFQ and is attached as Appendix C.
Qualified Applicant	Means an RFQ Applicant whose Qualification Submission has been selected and accepted by the OPA, in accordance with this LRP I RFQ.
Question and Comment Period	Means the time period(s) as specified in the Timetable where interested parties may ask questions regarding this LRP I RFQ and the OPA may choose to respond by posting a response on the LRP Website.
Redevelopment	Means the modification of an Existing Renewable Generation Facility which in the reasonable judgement of the OPA satisfies the following criteria: (a) absent redevelopment the Existing Renewable Generation Facility must be near to the end of its useful life; (b) the physical infrastructure constituting the Existing Renewable Generation Facility must be substantially replaced; and (c) following redevelopment the expected life of the redeveloped Existing Renewable Generation Facility must be comparable with that of a New Build.
Related Products	Means all Capacity Products, Ancillary Services, transmission rights and any other products or services that may be provided by a generating facility from time to time, excluding environmental attributes produced by the generating facility and any payments under the ecoENERGY for Renewable Power Program and any federal government incentive program for renewable power, that may be traded or sold in the IESO-Administered Markets or other markets, or otherwise sold, and which shall be deemed to include products and services for which no market may exist, such as capacity reserves.
Renewable Biomass	Has the meaning given to “biomass” in O Reg. 160/99, made under the Electricity Act, but may also include supplementary non-renewable fuels other than coal used for start-up, combustion, stabilization and low combustion zone temperatures.
Renewable Fuel	Means On-Shore Wind, Rooftop Solar, Non-Rooftop Solar, Renewable Biomass, Biogas, Landfill Gas or Waterpower.
Renewable Generating Facility	Means an Electricity generating facility which generates Electricity exclusively from a single Renewable Fuel and delivers that Electricity through its own meter (for clarity, “its own meter” means a meter not used by any other facility) in accordance with all Laws and Regulations to the IESO-Controlled Grid or a Distribution System.
RFP	Means request for proposals.
RFQ	Means request for qualifications.

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RFQ Applicant	Means a Person or group of Persons that submits a Qualification Submission in response to this LRP I RFQ and that will be responsible to develop, finance, own and operate a Large Renewable Project if awarded an LRP I Contract.
RFQ Applicant Name	Means the name by which the RFQ Applicant will be identified as specified on the Prescribed Form – RFQ Applicant Declarations.
RFQ Applicant Team	Means, collectively, an RFQ Applicant and all entities and persons (including Designated Equity Providers named in the Qualification Submission) involved in the preparation of the RFQ Applicant’s Qualification Submission under this LRP I RFQ and/or required by the RFQ Applicant to successfully submit its Qualification Submission for this LRP I RFQ. For greater certainty, members of the RFQ Applicant Team shall include the RFQ Applicant, Designated Associates, Designated Employees, Designated Equity Providers and the RFQ Applicant’s technical, financial and legal advisors, and any other person otherwise assisting the RFQ Applicant in the preparation of its Qualification Submission, but shall not include any lenders or any technical or legal advisors to such lenders.
Rooftop Solar	Means the Renewable Fuel used by a Rooftop Solar Facility.
Rooftop Solar Facility	Means a solar (PV) Renewable Generating Facility that is integrated into or forms part of the wall facing, roof, cover, or other architectural element that forms part of a permanent building.
Secondary Contact	Means the Natural Person whose identity and contact information is set out as the “Secondary Contact” in the Prescribed Form – RFQ Applicant and Tangible Net Worth, or as otherwise agreed as between the OPA and the RFQ Applicant in writing, acting reasonably.
Section	Means the section or subsection or paragraph or subparagraph of this LRP I RFQ as applicable.
Similar Facility	Means a Renewable Generating Facility, other than the Large Renewable Project(s), that is the same or similar type of generation facility as each Large Renewable Project (i.e. a generation facility that uses the same Renewable Fuel), with: (a) a Nameplate Capacity, alone or together with one or more other Similar Facilities, as applicable, of at least 60% of the proposed aggregate Contract Capacity of the Large Renewable Project(s) if the RFQ Applicant is not relying on any Comparable Facilities to evidence Development Experience in respect of such Renewable Fuel; or (b) a Nameplate Capacity, alone or together with one or more other Similar Facilities and Comparable Facilities, as applicable, of at least 200% of the proposed aggregate Contract Capacity of the Large Renewable Project(s) if the RFQ Applicant is relying on a combination of Similar Facilities and Comparable Facilities to

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	evidence Development Experience in respect of such Renewable Fuel. For greater certainty, a Renewable Generating Facility of less than 10 kW will not be considered a Similar Facility. The Renewable Generating Facilities used to evidence experience for each Similar Facility and each Comparable Facility must be distinct (no double counting).
Site Registration	Has the meaning given to it in Section 2.7.1.
Site-Specific Losses	Means Electricity losses due to line resistance, the operation of transformers and switches, and other associated losses of Electricity generated by the Renewable Generating Facility which may occur as a result of the difference between the location of the meter and the Connection Point, as determined pursuant to loss factors applied in accordance with any applicable OEB code or other applicable regulatory instruments.
Solar	Means Rooftop Solar and Non-Rooftop Solar.
Solar Facility	Means a Rooftop Solar Facility or a Non-Rooftop Solar Facility.
Special Purpose Entity	Means a Person other than a natural Person whose special or sole purpose is applying for and undertaking Large Renewable Project(s) under the LRP I RFQ.
Stages	Means Stages 1 and 2.
Stage 1	Means the stage of the Evaluation Team's evaluation of Qualification Submissions set out in Section 3.2.
Stage 2	Means the stage of the Evaluation Team's evaluation of Qualification Submissions set out in Section 3.3.
Standard Offer Contract	Means a contract issued in connection with a program offered by the OPA in which Electricity generating facilities that qualify under specified program rules are offered a standard form of agreement with the OPA for the development and/or operation of a generating facility, or any other program that the OPA may so designate at its sole and absolute discretion, as each such program may be amended from time to time.
Supplier	Means a selected proponent, if any, that has executed an LRP I Contract with the OPA.
System Impact Assessment	Means a study conducted by the IESO pursuant to Section 6.1.5 of Chapter 4 of the IESO Market Rules, to assess the impact of a new connection of a Generation Facility or of the modification of an existing connection of a Generation Facility on the performance of the IESO-Controlled Grid and the reliability of the integrated power system.
Tangible Net Worth	Means, in respect of a Designated Equity Provider, at any time and

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	without duplication, an amount determined in accordance with GAAP, and calculated as: (a) the sum of capital stock, preferred stock, paid-in capital, contributed surplus, retained earnings, capital reserves, and cumulative translation adjustment (whether positive or negative), minus (b) the sum of any amounts shown on account of any common stock reacquired by the Designated Equity Provider or guarantor as applicable, patents, patent applications, service marks, industrial designs, copyrights, trademarks and trade names, and licenses, prepaid assets, goodwill and all other intangibles.
Timetable	Means the timetable set forth in Section 2.2.
Transmission System	Means a system for conveying electricity at voltages of more than 50 kilovolts and includes any structures, equipment or other things used for that purpose.
Transmission System Code	Means the “Transmission System Code” established and approved by the OEB, which, among other things, establishes the obligations of a Transmitter with respect to the services and terms of service to be offered to customers and retailers and provides minimum technical operating standards for the IESO-Controlled Grid.
Transmitter	Means a Person licensed as a “transmitter” by the OEB in connection with a Transmission System.
TS or Transformer Station	Means a facility where voltage is reduced from a higher value to a lower value (e.g. 230 kV to 44 kV) and includes any structures, equipment or other things associated therewith.
Upgrade	Means the refurbishment or replacement of Generating Equipment at a Renewable Generating Facility or a proposed Renewable Generating Facility that is the subject of an existing contract with the OPA or OEFC with equipment which provides better or improved performance, but which does not constitute an Expansion.
Waterpower	Means in the context of Renewable Fuel the usage and movement of water through hydroelectric turbines, which for clarity expressly excludes steam driven turbines.

Appendix B Development Experience

An RFQ Applicant must provide evidence of Development Experience in respect of at least the minimum number of Similar Facilities, Comparable Facilities or Large Complex Infrastructure Projects, each as applicable, stipulated below for each Renewable Fuel an RFQ Applicant wishes to be qualified for. An RFQ Applicant that can evidence more than the minimum level of Development Experience is encouraged to do so.

Renewable Fuel	Category 1 (aggregate MW $\leq$ 1 MW)	Category 2 (aggregate MW $>$ 1 MW but $\leq$ 10 MW and 3 or fewer Large Renewable Projects)	Category 3 (aggregate MW $>$ 10 MW or 4 or more Large Renewable Projects)
Bioenergy (Renewable Biomass, Biogas and Landfill Gas)	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 1 Similar Facility or Comparable Facility; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$10 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; and -Financing by at least 2 Designated Team Members in at least 1 Similar Facility or Comparable Facility No requirement for Designated Team Members to be Designated Employees	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 3 Similar Facilities or Comparable Facilities; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$100 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; and -Financing by at least 3 Designated Team Members in at least 3 Similar Facilities or Comparable Facilities At least 1 Designated Team Member must be a Designated Employee	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 3 Similar Facilities or Comparable Facilities; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$200 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; -Financing; and -Operating by at least 4 Designated Team Members in at least 3 Similar Facilities or Comparable Facilities At least 2 Designated Team Members must be Designated Employees

Renewable Fuel	Category 1 (aggregate MW $\leq$ 1 MW)	Category 2 (aggregate MW $>$ 1 MW but $\leq$ 10 MW and 3 or fewer Large Renewable Projects)	Category 3 (aggregate MW $>$ 10 MW or 4 or more Large Renewable Projects)
Solar (Rooftop Solar and Non-Rooftop Solar)	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 1 Similar Facility or Comparable Facility; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$10 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; -Financing; and -Operating; by at least 2 Designated Team Members in at least 1 Similar Facility or Comparable Facility No requirement for Designated Team Members to be Designated Employees	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 3 Similar Facilities or Comparable Facilities; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$100 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; -Financing; and -Operating; by at least 3 Designated Team Members in at least 3 Similar Facilities or Comparable Facilities At least 1 Designated Team Member must be a Designated Employee	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 3 Similar Facilities or Comparable Facilities; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$200 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; -Financing; and -Operating; by at least 4 Designated Team Members in at least 3 Similar Facilities or Comparable Facilities. At least 2 Designated Team Members must be Designated Employees

Renewable Fuel	Category 1 (aggregate MW $\leq$ 1 MW)	Category 2 (aggregate MW $>$ 1 MW but $\leq$ 10 MW and 3 or fewer Large Renewable Projects)	Category 3 (aggregate MW $>$ 10 MW or 4 or more Large Renewable Projects)
On-Shore Wind	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 1 Similar Facility or Comparable Facility; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$10 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; and -Financing by at least 2 Designated Team Members in at least 1 Similar Facility or Comparable Facility No requirement for Designated Team Members to be Designated Employees	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 3 Similar Facilities or Comparable Facilities; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$100 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; -Financing; and -Operating by at least 3 Designated Team Members in at least 3 Similar Facilities or Comparable Facilities At least 1 Designated Team Member must be a Designated Employee	RFQ Applicant or Control Group Member – evidence demonstrating experience in each of: -Planning; -Developing; and -Financing of at least 3 Similar Facilities or Comparable Facilities; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$200 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; -Financing; and -Operating by at least 4 Designated Team Members in at least 3 Similar Facilities or Comparable Facilities. At least 2 Designated Team Members must be Designated Employees

Renewable Fuel	Category 1 (aggregate MW ≤ 1 MW)	Category 2 (aggregate MW > 1 MW but ≤ 10 MW and 3 or fewer Large Renewable Projects)	Category 3 (aggregate MW > 10 MW or 4 or more Large Renewable Projects)
Waterpower	RFQ Applicant or Control Group Member – evidence demonstrating experience in either of: 1) -Planning; -Developing; and -Financing; or 2) - Operating of at least 1 Similar Facility; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$10 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in Ontario; -Constructing in North America; and -Financing by at least 2 Designated Team Members in at least 1 Similar Facility No requirement for Designated Team Members to be Designated Employees	RFQ Applicant or Control Group Member – evidence demonstrating experience in either of: 1) -Planning; -Developing; and -Financing; or 2) - Operating of at least 1 Similar Facility; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$100 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in North America; -Constructing in North America; -Financing; and -Operating by at least 3 Designated Team Members in at least 2 Similar Facilities, for which the Developing experience of 1 of the Similar Facilities must have been obtained in Ontario At least 1 Designated Team Member must be a Designated Employee	RFQ Applicant or Control Group Member – evidence demonstrating experience in either of: 1) -Planning; -Developing; and -Financing; or 2) - Operating of at least 1 Similar Facility; or evidence demonstrating experience in each of: -Planning; -Developing; -Financing; and -Constructing of at least 1 Large Complex Infrastructure Project with a project value of at least \$200 million Designated Team Members – evidence demonstrating experience in each of: -Planning; -Developing in North America; -Constructing in North America; -Financing; and -Operating; by at least 4 Designated Team Members in at least 2 Similar Facilities, for which the Developing experience of 1 of the Similar Facilities must have been obtained in Ontario At least 2 Designated Team Members must be Designated Employees



Appendix C Qualification Submission Return Label

(Full Legal Name and Address of RFQ Applicant)

RFQ No.: LRP I RFQ-2014

NAME _____

ADDRESS _____

PHONE NO. _____

FAX NO. _____

E-MAIL ADDRESS _____

**Ontario Power Authority
120 Adelaide Street West
Suite 1600
Toronto, ON M5H 1T1
Attention: LRP I RFQ**

The Postal Code is to aid in identifying the building only. The onus remains solely with interested parties to instruct courier/delivery personnel to deliver Qualification Submissions to the exact floor location specified above by the Qualification Submission Deadline. Interested parties assume sole responsibility for late deliveries if these instructions are not strictly adhered to.

TOR01: 5524609: v20A