



SCHEDULE A

SCOPE OF SERVICES

The Authority will provide the Advisory Services referenced below subject to the terms and conditions set forth in the Advisory Services Agreement, dated [DATE] to which this is attached. Terms used but not defined herein shall have the meaning set forth in the Advisory Services Agreement, as applicable.

Scope of Services:

Customer Sites:

The Customer is planning the installation of about [Insert Capacity] of solar photovoltaic (PV) energy (“Project”) distributed among the following potential sites (“Customer Sites”):

1. [Insert Project Location 1]
2. [Insert Project Location 2]

The above capacity(ies) and site location (s) are based on preliminary load zone assessments and utility profiles conducted by the Authority relying on information available as of the date of this Agreement. To the extent that policy or technical requirements change in New York State subsequent to the execution of this Agreement and before execution of a solar Power Purchase Agreement between the Customer and its selected solar developer (“Solar PPA”), the suitability of the Customer Sites will be reassessed under any revised policies or technical requirements prior to conducting the Final Assessment for each Customer Site as described below.

The Authority and the Customer acknowledge that the Customer is continuing to review its other facilities for the installation of solar PV equipment. The above list of Customer Sites may be augmented and in no way limits the ability of the Customer to incorporate additional sites into this Scope of Services in the future (in such event, the Authority Program Cost Recovery will be increased accordingly, as set out below).

General:

The Authority anticipates that, for budgetary purposes, Projects associated with the Customer Sites will be constructed within 36 months of the execution of this Agreement, however the Parties acknowledge that forecasting any project schedule at this preliminary stage (before a Solar PPA is executed) is uncertain.

The Authority intends to provide the Advisory Services using its own forces, and at all times during a Project will have two points of contact and a dedicated implementation team that will focus on the smooth development and execution of the Projects until they are constructed.

The solicitation process for entering into a Solar PPA for these Projects will be conducted through a mini-bid process authorized under the New York State Office of General Services Group 05302 – Solar Power Purchase Agreements (STATEWIDE) issued May 1, 2017 (the “OGS Contract”).

The Authority will provide the Advisory Services set forth below in connection with the Customer’s development, procurement and installation of commercial scale solar arrays at the aforementioned Customer Sites under the Solar PPA.

Authority and Customer Obligations:

Project Planning:

1. Customer to identify approved site locations for the solar array installation; identify known site constraints; provide details regarding electrical loads, billing data and other site specific project data, including available land, and any access restrictions.
2. Authority to analyze technical feasibility of each Customer Site, including the development of an evaluation matrix to score each Customer Site and identify the most viable and suitable sites for hosting a commercial scale solar array based on the evaluation matrix.
3. Authority to assess economic feasibility of the installation of a commercial scale solar array at each Customer Site.
4. Authority to perform a utility bill analysis and evaluate rate tariffs to evaluate economic alternatives for consumption on site and under the new Value of Distributed Energy Resources¹, as well as identifying possible options for separate project metering and interconnection.
5. Authority to perform an energy usage analysis to understand and optimize the meter load profiles at Customer Sites and develop a load profile for all facilities within each utility and load zone to maximize potential installed capacity at each Customer Site.
6. Authority to identify permit requirements.
7. Authority to collaborate with the Customer and selected developer to obtain information regarding the relevant permitting applications.
8. Authority to identify utility distribution requirements, including interconnection capacity where possible.
9. Authority to develop and maintain a project timeline or Gantt chart from the date of this agreement until the Customer selects a developer, at which time the developer will be responsible for the maintenance of the Gantt chart. The Authority will then require the developer to provide a Gantt chart to assist the Customer track the Project until it is constructed..
10. Authority to evaluate the impact of integrating solar resources on the Customer’s Executive Order 88 obligations.
11. Authority to obtain final approval from the Customer to develop and proceed with mini-bid for the project(s) at the Customer Sites
12. Customer to provide safe access to the Authority (and the Authority’s consultants, if applicable) to all Customer Sites

Project Mini-bid and Evaluation:

1. Authority to prepare mini-bid for the project in accordance with all statewide requirements, including but not limited to the MWBE and SDVOB, and any additional insurance requirements provided by

¹ The Value of Distributed Energy Resource (VDER) is the valuation mechanism that has replaced volumetric net metering. The order was handed down by the Public Service Commission on March 9, 2017. (See Case 15-E-0751)

Customer.

2. In preparing the mini-bid, the Authority will require compliance with regulations governing access to and performance of the Services in the selected Customer Facilities, along with Customer's operational and safety requirements (which in certain instances may require substantial supervision and control over the site by Customer), and to perform the Services in a manner as not to unreasonably interfere with Customer's business at the Facilities. The Customer will provide information requested by the Authority to assist in the development of the mini-bid, this includes, but not limited to specific site requirements, required contract provisions, and any other regulations that must be addressed in the Solar PPA.
3. Based on Customer requirements as well as the information and analysis gathered from the Project planning stage, the Authority will prepare a mini-bid solicitation in accordance with OGS requirements to select the best value proposal (or proposals) to install, own, operate and maintain a solar power generating system for each of the Customer Sites under a solar Power Purchase Agreement ("Solar PPA") between the Customer and the selected solar developer. The Customer will review and approve the mini-bid solicitations, including the Solar PPA and any other project-related data requested by the Authority
4. The Authority will provide general technical support in connection with the Customer's preparation of the Solar PPA that accompanies the mini-bid. This may include providing Customer with sample Solar PPAs used in the solar industry, reviewing and providing commentary on the template Solar PPA provided by OGS to address any unique Project issues. No such support, review or commentary will constitute legal advice. All Solar PPAs should be reviewed by the Customer's legal counsel and the Customer prior to inclusion in the mini-bid solicitation.
5. The Authority will form an evaluation committee which will include members from the Customer, and the Authority engineering, business development, procurement, finance, and integrated grid, who will develop evaluation criteria and a scoring matrix designed to identify the best value proposal. This committee will attend pre-bid conferences and attend interviews with potential solar developers, if required.
6. The Authority will issue the mini-bid solicitation on behalf of the Customer in accordance with the requirements published by OGS under its "Group 05302 – Solar Power Purchase Agreements (STATEWIDE)" issued May 1, 2017.
7. The Authority will assist the Customer in responding to questions arising out of the mini-bid solicitation, preparing bid addenda, and hosting any pre-bid conference(s) with potential solar developers (where necessary).
8. The Authority will tabulate the proposals received from solar developers and if necessary, conduct interviews among selected solar developers.
9. The Authority will issue a memorandum to the Customer setting forth the compiled bid results and evaluation team findings.
10. The Customer will work with the selected developer and the Authority to facilitate the development of applications for all historical and environmental reviews as well as any other documentation required to comply with applicable regulations governing the solar array installation(s).
11. Provide continued technical support and advice to the Customer during contract negotiations between the Customer and solar developer. No advice provided during negotiations will constitute legal advice. Customer will enter into a Solar PPA directly with the selected solar developer to the extent the installation of solar generating equipment under a Solar PPA is economically feasible.

Post Mini-bid and Project Execution:

After the solar developer has been identified by the evaluation committee and approved by the Customer the Project will enter the execution stage.

The Authority will continue to provide ongoing support to the Customer during this phase including:

1. Review of project documentation (e.g., developers' schedules, progress reports, contract amendments) as requested by the Customer.
2. Provide industry-specific guidance and technical device related to the Customer's interconnection obligation.
3. Provide solar-related advice to the Customer for each solar array installation.
4. Facilitate and assist where required with permitting application information.
5. Work with the Customer, selected developer and relevant utility to develop the interconnection applications and resolve issues.
6. Undertake detailed reviews of the final designs, drawings and calculations for each Customer Site to confirm that the designs are compliant with the elements set out in the mini-bid solicitation.
7. Provide periodic on-site observations and reporting for all construction phases of the Project including assisting the customer for their ensure the solar developer is adhering to all specifications and timelines set for in their proposal response.
8. Authority disclaims responsibility/liability for end of life costs associated with removal, disposal and/or recycling of the solar panels.
9. Customer to assist in timely and smooth Project implementation, including but not limited to reviewing all documents, providing required authorizations to the developer (including site access) and coordinating with other third parties as required.