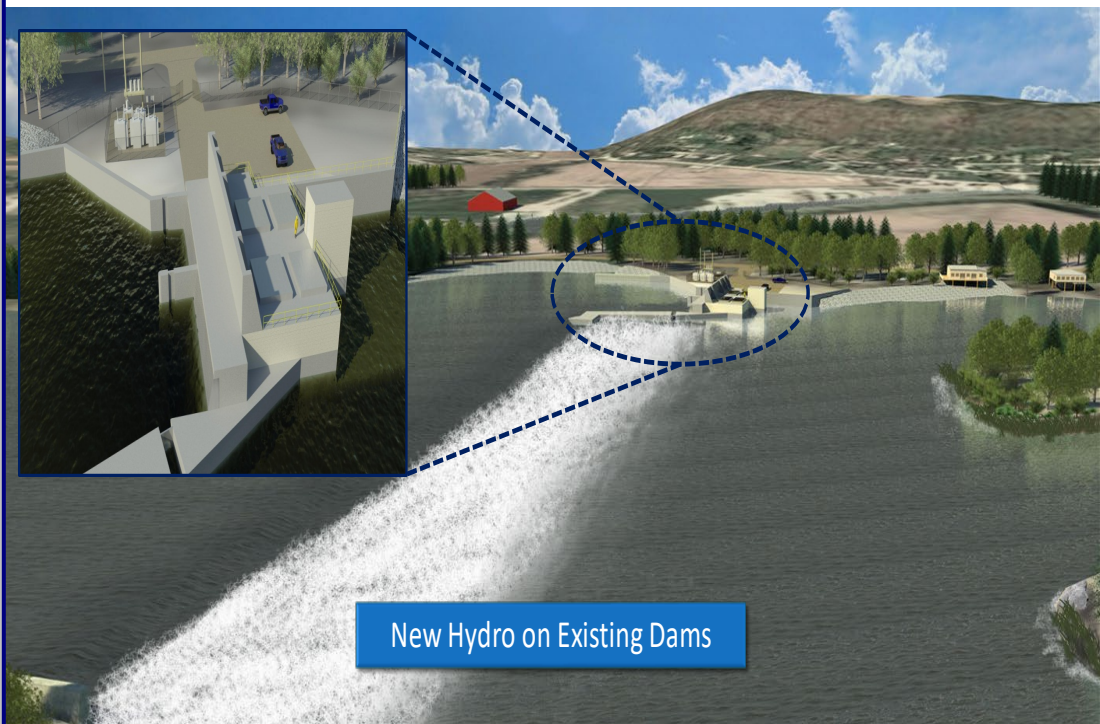


Rye Development LLC

Request for Qualifications



Engineering, Procurement, and Construction (EPC) Services

28 Nov 2018

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1. PURPOSE

A. STATEMENT OF INTENT

Rye Development LLC (RYE) issues this Request for Qualifications (RFQ) to solicit submittals from companies interested and qualified in providing Engineering, Procurement, and Construction (EPC) Services for RYE's proposed hydroelectric projects. It is RYE's intent to award a Master Service Agreement contract with individual project tasks to one (1) selected EPC provider.

B. ABOUT RYE DEVELOPMENT

RYE is the leading development platform for hydropower assets in the U.S. with a current project portfolio consisting of twenty-two (22) advanced projects located in the PJM Interconnection LLC and Midcontinent Independent System Operator, Inc., (MISO) Independent System Operator (ISO) territories. For this solicitation, RYE is focusing on the ten (10) projects in the greater Pittsburgh, PA area.

RYE's Integrated Development Approach

RYE maintains a strong integrated team with expertise across licensing / regulatory, political, energy marketing, finance, environmental, engineering, procurement, construction, and operations. Our in-house functions facilitate a direct relationship all with stakeholders.

Our approach is to "Cluster" projects together. We cluster projects generally geographically, on a single river or river system, single US Army Corps of Engineers (USACE) District, or single Federal Energy Regulatory Commission (FERC) Region. This approach facilitates review of cumulative and system-wide impacts by regulators. It also mitigates "dry-hole" risk and imparts economies of scale across the portfolio.

RYE evaluates the economic feasibility of projects frequently but takes a long view approach rather than reacting to short-term changes. We use independent hydro General Contractors and equipment supplier quotes to validate construction cost estimate methodology across the entire portfolio.

Rye Development Advantages

- Completely Focused on Portfolio and Project Economics
- Size and Structure allows for ease of decision making, quick action, aggressive positioning
- Seasoned senior team with decades of experience speeds up development process
- Size, footprint, and independence allows for greater leverage with agencies
- Leading access and influence with USACE, FERC, Non-Governmental Organizations (NGOs), Agencies and States built through aggressive political outreach and transparent, consistent approach and actions

C. RFQ SCHEDULE

RYE will make a concerted effort to maintain the following schedule, but reserves the right to revise the schedule based on RYE's business needs:

| Milestones | Duration | Date |
|---|-----------|----------------|
| Issue Solicitation | Milestone | 28 Nov 2018 |
| Q&A during the qualification statement preparation period | 6 Weeks | 11 Jan 2019 |
| Qualification Statements Submitted | Milestone | 11 Jan 2019 |
| Preferred Partners selected for interviews | 2 Weeks | 25 Jan 2019 |
| Interviews – Location TBD | 1 Week | 4 – 8 Feb 2019 |
| Preferred Partners selected | 1 Week | 15 Feb 2019 |
| Notice of Award | Milestone | 18 Feb 2019 |

D. CONTACT INFORMATION, QUESTIONS, AND ANSWERS

During the solicitation period, RYE's sole contact for any inquiries shall be:

Mr. Virgil Q. Gray
 Vice President of Construction Management
virgil@ryedevelopment.com

Any inquiries shall be submitted in writing by electronic mail. Responses to all questions and requests for clarifications will be shared with all RFQ recipients.

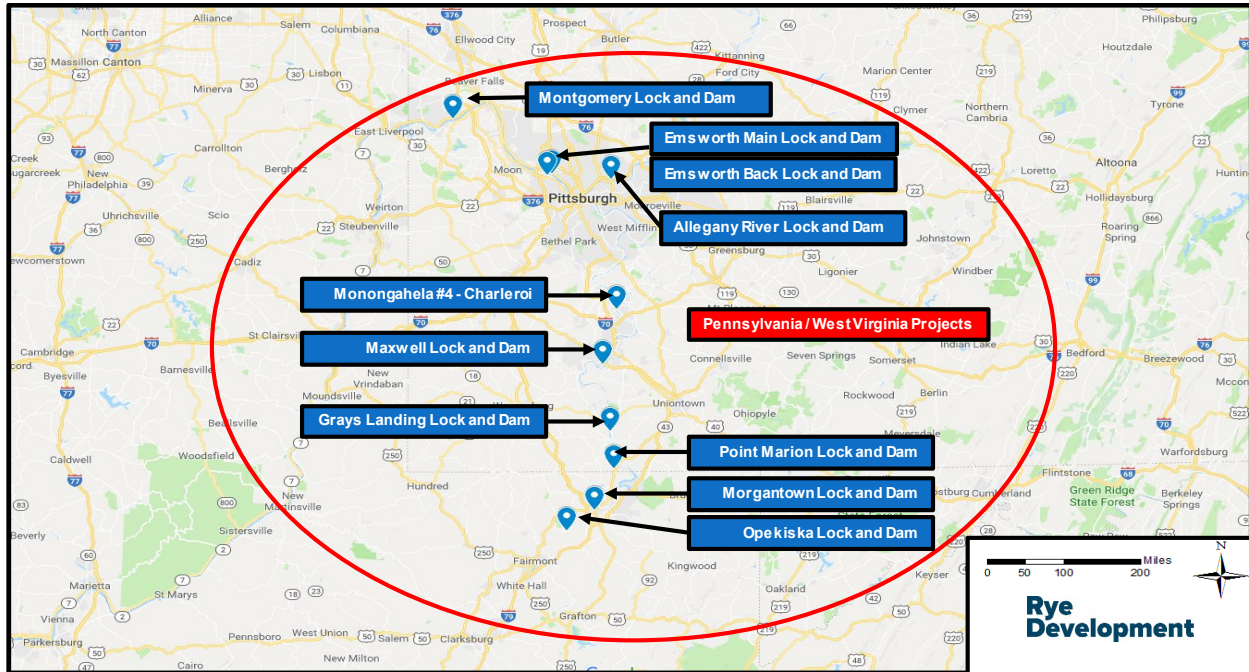
E. RESTRICTIONS ON COMMUNICATIONS

Respondents are prohibited from communicating with RYE employees, representatives, staff, or Board Members regarding this RFQ during the period in which submittals have been solicited or are being evaluated (other than the personnel identified in Section D in the designated manner).

Restricted communications include "thank you" letters, phone calls, emails, and any contact that results in the direct or indirect discussion of the RFQ. Violation of this provision by Respondents or their agents may lead to disqualification of Respondent's Submittal.

F. DESCRIPTION OF PROJECTS

Under this solicitation RYE is focused on developing the following ten (10) Pennsylvania and West Virginia projects within our portfolio. The information provided is “as-licensed” with FERC.



| Cluster | Project | State | License No. | Capacity (MW) | Annual Net Generation (GWh) | |
|-------------------|--------------------|-----------------------|-------------|---------------|-----------------------------|-------|
| Allegheny | Allegheny L&D #2 | PA | P-13755 | 17.0 | 83.3 | |
| | Ohio River | Emsworth Main L&D | PA | P-13757 | 24.0 | 101.1 |
| | | Emsworth Back Channel | PA | P-13761 | 12.0 | 52.2 |
| Monongahela River | Montgomery | PA | P-13768 | 42.0 | 191.4 | |
| | Grays Landing L&D | PA | P-13763 | 12.0 | 45.7 | |
| | Monongahela L&D #4 | PA | P-13767 | 12.0 | 46.5 | |
| | Maxwell L&D | PA | P-13766 | 13.0 | 54.8 | |
| | Morgantown L&D | WV | P-13762 | 5.0 | 17.9 | |
| | Opekiska L&D | WV | P-13753 | 6.0 | 23.9 | |
| | Point Marion L&D | PA | P-13771 | 5.0 | 15.8 | |
| Total | | | | 148.0 | 632.6 | |

Project specific information is located on the Federal Energy Regulatory Commission (FERC) Docket eLibrary website at the following address: https://elibrary.ferc.gov/idmws/docket_search.asp.

The scope of work under this solicitation will include an EPC approach to detailed design, engineering services, procurement of materials other than the turbine / generator and related systems, and construction Services, including certain general support, documentation, installation of owner supplied turbine / generator equipment, complete plant system start up and testing, and as appropriate, engineering of hydropower facilities and the associated specialized construction support activities.

RYE is encouraging submittals by potential partners where qualified engineering firms and general contractors integrate their proposals into a combined team and delivery method. The engineering firm is

expected to lead the project efforts through the initial USACE 408 Permit process, with the initial submission at sixty (60) percent design documents.

The anticipated Scope of Work includes the engineering, procurement, and construction. The following shall be in accordance with USACE, FERC, and Pennsylvania and West Virginia state criteria:

- Phase I – Design
 - Civil, mechanical, structural and electrical design work in support of the Balance of Plant (BOP)
 - Integration of the turbine-generator package up to the utility inter-tie point
 - Ancillary powerhouse design (i.e. fire protection, lighting, cooling, HVAC, arc flash, SPCC)
 - Hydraulic design of intake and tailrace, including cofferdam design and review
 - Planning, oversight, and acceptance of geotechnical investigation – Geotechnical scope will be with the EPC, RYE will review and approve the selection of the geotechnical subcontractor
 - Foundation design
 - Inspections, including existing substructure
 - Surveys, including subsurface intake and tailrace areas – Survey scope will be with the EPC, RYE will review and approve the selection of the survey subcontractor
 - USACE 408 Permit preparation and conformance, coordination, and submission
 - Drawings – creation and stamping, as necessary, of all project related design drawings including as-built
 - Obtaining all permits
 - Final Supporting Design Report (stamped)
 - Design oversight of construction activities, including FERC, USACE, State, and all other construction reports

- Phase II – Construction, Start-Up, and Close-Out
 - Contractor mobilization and demobilization
 - Materials and equipment receiving, inspection, and storage (including owner supplied equipment)
 - Contractor Quality Control Plan (QC Plan)
 - Temporary Construction Emergency Action Plan (TCEAP)
 - Erosion Controls Plan
 - Execution of the construction installation of all project requirements
 - Reporting, cost, schedule, and material management throughout the construction phase
 - All site safety and security
 - Surety bonds (Performance), insurance, and licensing during the construction phase
 - Surety Bonds (Maintenance) during the post-construction warranty period
 - Project start-up and commissioning

G. OWNER CONSIDERATIONS

RYE is a private funded developer of conventional hydropower projects. RYE expects to maintain control over major considerations throughout each phase of the project and expects to have a dedicated Owner's Project Manager and Owner's Engineer assigned to the project throughout design and construction. RYE will contract separately with the Turbine-Generator Supplier, supplying the equipment to the EPC for installation.

2. QUALIFICATION STATEMENT FORMAT AND SUBMITTAL

A. PROPRIETARY DATA IN PROPOSAL

If a respondent does not want proprietary information to be disclosed, each page containing proprietary information must be identified and marked Proprietary at the time of submittal. RYE will, to the extent allowed by law, endeavor to protect such information from disclosure. Failure to properly identify proprietary information may result in all unmarked pages being deemed non-proprietary at RYE's discretion. RYE endeavors to not publicly disclose the contents of any Qualification Submittals during negotiations.

B. QUALIFICATION STATEMENT FORMAT

Respondent must submit a text-searchable PDF (portable document format, non-zipped) of the Qualification Submittal together with supporting documentation and information requirements to the email address specified in Section D on or before the RFQ response deadline identified in Section C.

All electronic (soft) copies shall be provided in Adobe portable document format (pdf) that is text searchable, reproduced directly from the native document (i.e. Word, Excel, MicroStation, AutoCAD).

Scanned images and documents will be considered irregular and may be rejected at the sole discretion of RYE. The table of contents and the file naming convention shall mirror each other.

Please do not submit any single email containing more than 40MB of data. If the Qualification Submittal and supporting documentation contains more than 40MB of data, please contact RYE's point of contact identified herein.

C. PROPOSAL SUBMISSION REQUIREMENTS

Each Respondent shall submit with its Qualification the following information, organized in the following manner, for RYE's use in evaluating the Qualification Submittals and Respondent's ability to satisfactorily perform the Services. Qualification Submittals not meeting these minimum qualifications are subject to rejection.

1. TABLE OF CONTENTS

- a. A table of contents of all sections, figures, exhibits and tables of the Qualification Submittal, all of which must be bookmarked (or tabbed) on the PDF of the submitted Qualification Submittal.

2. EXECUTIVE SUMMARY OR COVER LETTER

- a. A brief executive summary of the major facts or features of the Qualification Submittal, including any conclusions, assumptions, and recommendations the Respondent desires to make.

- b. The name of the person(s) authorized to make representations on behalf of the Respondent (including for each person their title, address, e-mail address and telephone numbers).

3. COMPANY, FIRM, AND MULTIPLE PARTIES

- a. The name and a brief description or history of the respondent.
- b. If the respondent's qualification includes multiple firms / parties (e.g. engineering and design, geotechnical exploration, surveying, BOP equipment / system supplier, specialized construction technology or equipment, specialized equipment installation, general contractor), provide the following information relating to each proposed participating member:
 - i. Company name
 - ii. Business address
 - iii. Telephone number
 - iv. Year company was established
 - v. Ownership of company
 - vi. Roles and responsibilities relating to the Project
 - vii. A description of participation in the Project.
- c. Identify, as necessary, whether the team will be structured as a corporation, limited-liability company, general partnership, joint venture, limited partnership, or other form of organization.
- d. Provide an organizational chart that shows the reporting relationships between firms (technology, BOP design, construction, or construction manager), as well as between the functional groups (design / BOP design, procurement / BOP procurement / field procurement).
- e. Provide resumes and other information demonstrating the qualifications and resources the respondent currently has available to provide the scope of work considered herein, including a description of all resources that will be used.
- f. List prior projects where the proposed firms / parties have worked together.

4. EXPERIENCE, QUALIFICATIONS, & REFERENCES

- a. Respondent must demonstrate recent American hydroelectric power system experience. Describe the hydroelectric power experience for each major teammate in your submittal, limited to the role they will play under this solicitation, for a minimum of the most recent projects, limited to three (3) to five (5). Please include the following information:
 - i. Scope of work
 - ii. Unit sizes / Number of units
 - iii. Year project completed
 - iv. Clarify whether project was a retrofit

- v. Guarantees achieved (schedule and performance)
- vi. References
 - a. Point of contact
 - b. Phone number
 - c. Email address

5. EPC APPROACH

- a. Through the Respondents approach, demonstrate a detailed understanding of the required:
 - i. Scope of work
 - ii. Ability to achieve the best economic project and cluster cost
 - iii. Ability to provide effective and efficient Agency permit approvals
 - iv. Delivery schedules based on your approach
 - v. Project risk
 - vi. Interactions and approvals between the EPC and RYE required

6. SPECIAL CONSIDERATIONS

- a. Describe any special considerations applicable to these Services and which have not been explicitly requested.

7. OTHER

- a. Any other information or documentation respondent would like for RYE to review and take into consideration when evaluating the Qualification.

3. EVALUATION AND SELECTION CRITERIA

A. REVIEW OF QUALIFICATIONS

RYE may conduct investigations, as deemed necessary, to assist in the evaluation of any RFQ Submittal and to establish the responsibility, qualifications, and financial ability of the respondent, proposed subcontractors, and other persons and organizations who may perform the Services. The respondent shall furnish, upon request and in a timely manner, all such data and information requested for this purpose.

This RFQ does not commit RYE to enter into a contract or proceed with the procurement of EPC Services.

RYE intends to evaluate the submitted Qualification Submittals and select not more than four (4) respondents to interview. After the interviews Rye will identify the winning team(s).

The primary EPC qualification statement evaluation factors are expected to include the following, in no specific order:

- Ability of EPC Team to achieve the best economic project cost
- Preference for an EPC team capable of performing services for the entire RYE PA / WV Cluster, not individual projects

- Demonstrated program and project management capabilities
- Program and project management approach specific to the design and construction of the Rye project portfolio
- Experience and qualifications of the proposed primary / lead team members
- Experience with USACE Pittsburgh District and FERC design submittals and review
- Local presence in the greater Pittsburgh, PA region
- Project financing ability and / or the ability to assist with project funding / financing

B. LOCAL CONDITIONS AND SUFFICIENCY OF DOCUMENTS

It will not be necessary for respondent to perform any design work in connection with the Qualification Submittals.

By submitting a Qualification Submittal, respondent understands and agrees that, by the Qualification Submittal due date, all local conditions and factors affecting respondent's Qualification Submittal will have been properly investigated and accounted for in the Qualification Submittal by the Respondent.

RYE makes no warranty, expressed or implied, with respect to the accuracy or sufficiency of the proposed contract and relating documents or any interpretation of any facts disclosed by any preliminary investigations that may have been made by RYE.

C. ACCEPTANCE AND REJECTION OF QUALIFICATIONS

RYE may or may not issue invitations to participate in an interview and / or make further in-person presentations after analysis and evaluation of the Qualification Submittals. RYE reserves the right to reject any and all Qualification Submittals, to waive minor formalities and irregularities, and to evaluate the Qualification Submittals to determine which, in RYE's sole judgment, represents the most complete and comprehensive overall response for the Services requested.

D. FFP NH BOARD OF DIRECTORS

While preliminary selection, due diligence, and even detailed negotiations and other processes could transpire to ensure critical progress is made, any action taken to award a contract by RYE will be subject to approval by the FFP NH Board of Directors and will not be final until such approval process has been completed. No payment can be made for action taken or Services started prior to the execution of a contract by both parties.