

ADVANCED TRANSPORTATION TECHNOLOGIES Program Opportunity Notice (PON) 2957 \$3,500,000 Available

PROPOSALS DUE: October 23, 2014 – by 5:00 pm Eastern Time*

This New York State Energy Research and Development Authority (NYSERDA) Program Opportunity Notice (PON) 2957 seeks proposals to support the development, demonstration, and commercialization of innovative transportation products, systems and services. Proposals will be evaluated on the basis of their energy, environmental and economic development benefits. Up to \$3,500,000 of NYSEDA funding is available. All, some, or none, of the available funds may be awarded. This solicitation includes the following sections:

Section	Page
I. Introduction	2
II. Program Requirements	3
III. Proposal Requirements	5
IV. Recoupment and Metrics	10
V. Proposal Evaluation	10
VI. General Conditions	11
VII. Attachments	12

Proposers must submit ten (10) paper copies of each proposal. A completed Proposal Checklist (Attachment A) must be attached to the front of each paper copy. At least one copy of the Proposal Checklist must contain an original signature. In addition, the proposer must submit a CD that contains an electronic copy of the proposal in **Microsoft Word** format (appendices and tabular data may be in PDF or **Microsoft Excel** format). Proposals must be clearly labeled and must be **received by NYSEDA** by 5:00 pm Eastern time on October 23, 2014. Proposals should be addressed to:

Roseanne Viscusi, PON 2957
NYS Energy Research and Development Authority
17 Columbia Circle
Albany, NY 12203-6399

If you have technical questions concerning this solicitation, contact the individuals listed below by e-mail or by phoning (518) 862-1090 and selecting the appropriate extension:

Joe Wagner, Sr. Project Manager
ext. 3228 joe.wagner@nyserda.ny.gov

Joe Tario, Sr. Project Manager
ext. 3215 joseph.tario@nyserda.ny.gov

Richard Drake, Program Manager
ext. 3258 richard.drake@nyserda.ny.gov

Contractual questions should be directed to: Nancy Marucci at (518) 862-1090, ext. 3335, or nancy.marucci@nyserda.ny.gov. No communication intended to influence this procurement is permitted except by contacting the Project Managers listed above (Designated Contacts). Contacting anyone other than these Designated Contacts (either directly by the proposer or indirectly through a lobbyist or other person acting on the proposer's behalf) in an attempt to influence the procurement: (1) may result in a proposer being deemed a non-responsible offerer, and (2) may result in the proposer not being awarded a contract.

*Late proposals will be returned. Incomplete proposals may be subject to disqualification. It is the proposer's responsibility to ensure that all pages have been included in the proposal. Faxed or e-mailed proposals will not be accepted. Proposals will not be accepted at any NYSEDA location other than the address above. If changes are made to this solicitation, notification will be posted on NYSEDA's web site at: www.nyserda.ny.gov

I. INTRODUCTION

NYSERDA seeks proposals to support the development, demonstration, and commercialization of advanced transportation products, systems and services. Program objectives are to support proposals that will provide energy, environmental and economic benefits in New York State as follows:

1. **Energy benefits** are sought in the form of reduced dependence on petroleum, increased efficiency of vehicles and transportation systems, and user demand shifts toward more efficient transportation modes.
2. **Environmental benefits** are sought in the form of reducing the transportation sector's output of pollution (especially if the product or system assists New York State in complying with federal laws) and greenhouse gases, and shifts to more sustainable practices in vehicle fabrication and infrastructure construction.
3. **Economic benefits** are sought in the form of creation or retention of jobs in New York State, with emphasis on employment in manufacturing and technical services. Benefits also are sought in the form of reduced life-cycle costs of transportation vehicles and systems, and improved resiliency of the transportation sector in the event of natural or manmade disasters.

Projects considered under this solicitation may further advance technologies already supported by NYSERDA or address entirely new topics relevant to achieving NYSERDA's stated energy, environmental and economic goals.

Note: This solicitation is open to any transportation technology that results in New York State benefits as described above. The following project examples are included for illustration only.

Current NYSERDA transportation project areas include: advanced vehicles and components; intelligent transportation systems; alternative fuels and fueling systems; equipment and management systems for transit, rail, marine, aviation, and intermodal operations; anti-idling technology; energy storage systems; and infrastructure construction, monitoring, and repair. Additional information on current NYSERDA projects is available on NYSERDA's web site at www.nyserdera.ny.gov. Examples of topics of interest include, but are not limited to:

- **Electrified Transportation:** Efficiency and cost improvements for electric-powered vehicles and transportation systems, smart-grid concepts as applied to electric vehicles and battery charging, improvements to electrified rail systems, innovative electrified anti-idling systems, and other concepts supporting increased substitution of electricity in place of fossil fuels in the transportation sector.
- **Heavy-Duty/Commercial Vehicles:** Alternative fuels, regenerative energy systems, ways to lower parasitic and auxiliary system loads, vehicle condition and driver monitoring, automated freight inspection/credentialing and other intelligent transportation systems.
- **Advanced Vehicle Components:** Engine and drivetrain efficiency improvements, energy management and storage systems, weight reduction, biomaterials, emission control systems, thermal management, auxiliary power systems, sensors and controls, and intelligent vehicle technologies.
- **Transportation Infrastructure and Resiliency:** Traffic control and congestion mitigation, methods to promote beneficial mode shifts and intermodal concepts, improved infrastructure construction and maintenance methods, advanced construction materials, more efficient lighting and other auxiliary systems, infrastructure health monitoring, and greater resiliency to disasters.

Each of the listed categories comprises a significant portion of NYSERDA's current Transportation Research project portfolio.

Proposals may address technologies at varying stages of maturity, from feasibility assessment and requirements definition, through proof-of-concept, early and detailed product design and fabrication, field evaluation, and market introduction.

II. PROGRAM REQUIREMENTS

Project Funding – Three levels of project funding are available:

1. Research and development projects that will **produce a working prototype of a transportation product, system or service in 36 months or less**. NYSERDA's share of funding for any project of this type will be limited to a maximum of **\$500,000**.
2. Bench scale research and development efforts that are crucial to the development of a marketable product, system, or service, but **will not result in a working prototype within 36 months**. NYSERDA's share of funding for any project of this type will be limited to a maximum of **\$150,000**.
3. Feasibility studies, including, but not limited to, preliminary evaluations such as conceptual design, technology and market assessments, and similar early-stage studies that are necessary precursors to ultimate product development and commercialization. NYSERDA's share of funding for any project of this type will be limited to a maximum of **\$75,000**.

Proposals will be evaluated competitively. **Note that \$1,000,000 of the funds for this PON are reserved for electrified transportation projects, examples of which are listed in the Introduction.**

Regardless of technical topic area, any proposer may choose to define a proposed project as one phase of a multi-phase effort (see the discussion of multiphase projects below). Also, NYSERDA reserves the right to modify a project's Statement of Work and may offer to fund any of the proposals or phases therein at a level lower than that requested, such as by offering to fund a feasibility study rather than a proposed prototype development effort. **In addition, any proposal requesting more than \$250,000 of NYSERDA funds must be structured in at least two phases, with each phase not exceeding \$250,000 of NYSERDA funding.**

Project Scope – Proposals selected for funding must:

- ☐ Address transportation and energy-related challenges in New York State.
- ☐ Emphasize development of marketable products rather than basic research.
- ☐ Provide quantifiable energy, environmental, and economic benefits in New York State.
- ☐ For projects dealing with transportation systems and infrastructure, be consistent with regional transportation plans in New York State, and with transportation-related laws and regulations.
- ☐ Provide a summary discussion of the commercialization path appropriate to the stage of development of the proposed technology. Note that even in early-stage projects, initial projections of commercialization (or technology deployment) paths and challenges are essential to assessing benefits, risks, and future resource requirements.
- ☐ Provide sharing of success by agreeing to make royalty payments to NYSERDA upon product commercialization (see terms and conditions in Article 8 of attached Sample Agreement). This requirement is waived for projects receiving NYSERDA funding of \$50,000 or less.
- ☐ Provide cost-sharing by the proposer or third parties:
 - ☐ In the form of cash or in-kind labor, materials, equipment, facilities, and other resources, subject to reasonable and verifiable valuation. Co-funding may be from the proposer or other private or government sources. NYSERDA's funds cannot be used to reimburse or replace normal expenses of other government organizations.
 - ☐ Preferably in the amount of 50% or more of total project cost. The quality of the proposer's co-funding is examined during proposal evaluation. Cash, labor, and materials are considered superior to other types of co-funding. The level of co-funding is considered an indicator of the proposer's commitment to the success of the project and ability to secure support. The type and amount of co-funding offered should be appropriate for the proposer's financial condition and the product's stage of development.

II. PROGRAM REQUIREMENTS, Continued

Project Schedule, Phasing and Teaming – The following guidelines should be considered when developing proposals:

- ☐ Projects are expected to begin within nine months of the proposal due date. The project schedule should not exceed 36 months, except to indicate the approximate duration of future phases (beyond the proposed phase) of a multiphase project.
- ☐ **A proposal requesting more than \$250,000 of NYSERDA funding must be separated into at least two phases, with each phase not exceeding \$250,000 of NYSERDA funding.** For a proposal requesting \$250,000 or less of NYSERDA funding, the proposer may opt to separate it into multiple phases, e.g., to display flexibility in funding options. For a multiphase project the proposer must:
 - ☐ Briefly describe all phases along with significant milestones, and provide an estimate of the total cost and schedule for all phases.
 - ☐ Only request funding under PON 2957 in an amount that adheres to the per-project funding limits as described under “Project Funding” above, regardless of how many phases are included in the proposal. Any contract awarded to fund one or more phases of a multiphase project does not in any way obligate NYSERDA to fund later phases. Funding requests from NYSERDA for additional phases will need to be submitted under future PONs and undergo competitive evaluation.
- ☐ Teaming arrangements are encouraged, where appropriate, to enhance the likelihood of project success. Teams may include commercial firms, industry associations, research organizations, universities, government agencies, end-users, and other stakeholders. **Include letters of interest or commitment from each identified team member in an appendix to the proposal.**

Other Considerations – In addition, note that:

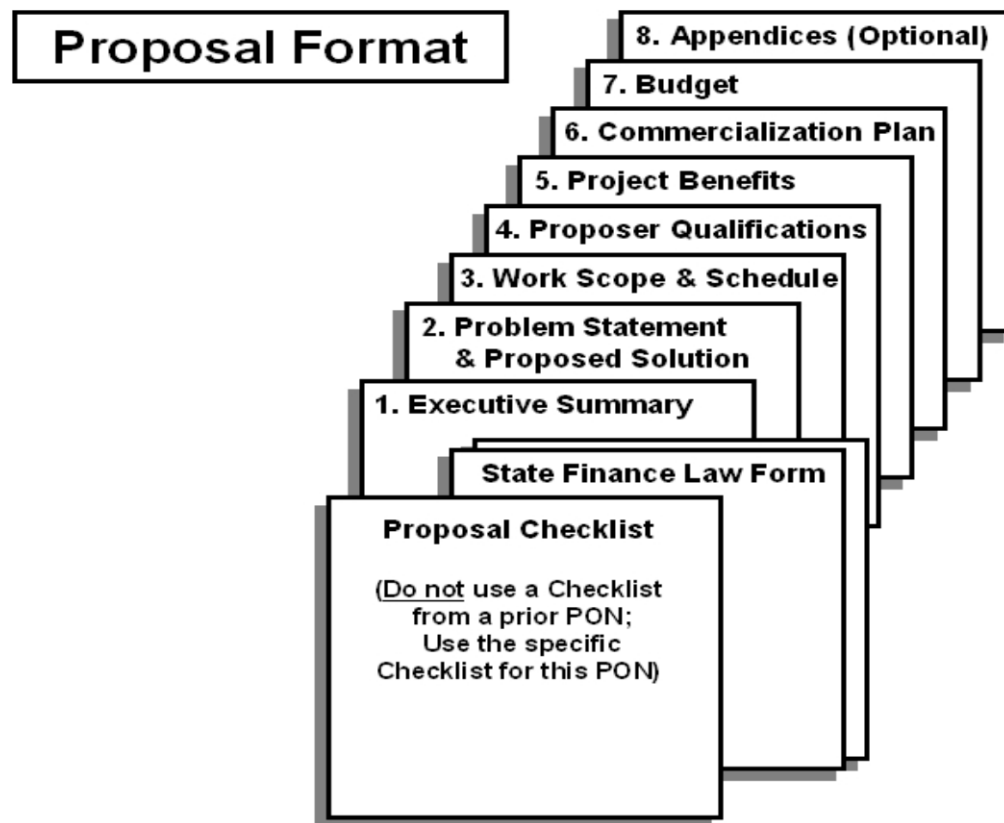
- ☐ A proposal may be considered **non-responsive** if it fails to comply with the requirements above, the Proposal Requirements of Section III, or the General Conditions of Section VI.
- ☐ Prior to an award being made, potential awardees may be required to demonstrate: access to financial resources sufficient to perform the proposed work, technical experience and adequate facilities (or the ability to access them), a good performance record, and the ability to qualify for an award under applicable laws and regulations.

III. PROPOSAL REQUIREMENTS

Proposal length should be 20 pages or less, not including any appendices containing letters of support or other supporting documentation. Suggested page limits for proposal sections are provided below in parentheses. **If you believe proprietary information must be submitted** to provide an adequate proposal, you must comply with the Section VI instructions for submitting proprietary material. The proposer's goal should be to concisely present the information needed to fully address the evaluation criteria (see Section V). Proposals that grossly exceed the page limits or fail to follow the format guidelines may be rejected as non-responsive.

Proposers must submit ten (10) paper copies of each proposal. A completed Proposal Checklist (Attachment A) must be attached to the front of each paper copy. At least one copy of the Proposal Checklist must contain an original signature. In addition, the proposer must submit a CD that contains an electronic copy of the proposal in **Microsoft Word** format (appendices and tabular data may be in PDF or **Microsoft Excel** format). Proposals must be clearly labeled and delivered **to the attention of Roseanne Viscusi** by the time and at the place shown on the front of this Program Opportunity Notice. The paper documents should not employ plastic bindings or other materials that are difficult to recycle. Double-sided copying and a staple in the upper left corner are preferred. **Late proposals and proposals lacking the appropriate completed and signed Proposal Checklist will be disqualified. Faxed or e-mailed material will not be accepted.**

Unnecessary attachments beyond those sufficient to present a complete, comprehensive, and effective proposal may reduce, rather than increase, a proposal's standing per the evaluation criteria. Each page of the proposal should state the name of the proposer, the PON number, and the page number. The proposal must be in the following format, with items in the sequence shown.



III. PROPOSAL REQUIREMENTS, Continued

Proposal Checklist – Complete the specific Proposal Checklist attached as part of this PON, and include it as the front cover of each copy of the proposal. At least one copy of the Proposal Checklist must bear an original signature. Do not use a Proposal Checklist from any other NYSERDA Program Opportunity Notice. Note the following:

- ☐ Mark the Proposal Checklist to indicate whether you accept the standard terms and conditions as contained in the attached Sample Agreement. If you do not accept the standard terms and conditions, provide alternate terms with justification based on the risk and benefit to NYSERDA and New York State.
- ☐ Be sure the individual signing the Proposal Checklist is authorized to commit the proposer's organization to the proposal as submitted.

Procurement Lobbying Requirements - State Finance Law sections 139-j and 139-k

Procurement lobbying requirements contained in State Finance Law sections 139-j and 139-k became effective on January 1, 2006. (The text of the laws is available at: <http://www.ogs.ny.gov/aboutogs/regulations/advisoryCouncil/StatutoryReferences.html>). In compliance with §139-j and §139-k of the State Finance Law, for proposals submitted in response to this solicitation that could result in agreements with an annual estimated value in excess of \$15,000, additional forms must be completed and filed with proposals: (1) a signed copy of the Proposal Checklist including required certifications under the State Finance Law and (2) a completed Disclosure of Prior Findings of Non-Responsibility form. Failure to include a signed copy of the Proposal Checklist referenced in this solicitation will disqualify your proposal.

Proposal Sections – Sections of your proposal should be as follows:

1. Executive Summary (two pages maximum) – **Taking care to avoid revealing any proprietary information** (see Section VI instructions governing submittal of proprietary information), briefly summarize the proposal using the following outline:

- I. **Team Members:** Identify all significant participants and their primary relevant qualifications.
- II. **Background:** Describe the transportation-related problem or opportunity being addressed, and its significance to New York State.
- III. **Objective:** Describe the technical concept and how it will address the identified problem or opportunity. Tell how the concept will be marketed and explain why customers will buy it.
- IV. **Scope:** Outline the tasks that will be performed within the proposed Statement of Work and indicate how much additional time and money will be needed before sales can begin.
- V. **Benefits:** Provide an estimate of the ultimate impact the idea may have in terms of energy savings and other benefits sought by this solicitation.

2. Problem Statement and Proposed Solution (three to four pages) – Describe:

- ☐ The transportation-related problem or opportunity being addressed, and its significance to New York State.
- ☐ The proposed solution and how it addresses the problem or opportunity, as well as its technical basis, innovative characteristics, and current stage of research and development.
- ☐ Alternative solutions, existing and in development, and why the proposed solution is superior.
- ☐ If applicable, the solution's relevance to regional transportation plans, laws or regulations.
- ☐ **If this proposal addresses a subsequent phase of a previously funded NYSERDA project, report the results of the earlier phase(s), the NYSERDA Agreement number, and current project status.**

III. PROPOSAL REQUIREMENTS, Continued

3. Proposed Work Scope and Schedule (three to four pages) – Provide:

- ☐ Technical or performance goals for the proposed product or system.
- ☐ A list of major tasks to be accomplished and a one-paragraph description of each. This section will provide the basis for the Statement of Work (SOW), which is the primary contractual document outlining work activities and quantifying deliverables. It specifically delineates each step or procedure required to accomplish the project objectives. Therefore, each action needs to be identified, indicating who will perform it, how it will be performed and its intended result. At the end of each task description, specific task deliverable(s) must be listed. Be clear and specific: concentrate on “how” and not “why.” **Use “active voice” sentence structure to make clear who is responsible for specific actions;** for example, use the following phrase to start the description of every task and subtask: “The Contractor shall....” Typical task titles might include, for example: “Project Management and Reporting”, “Requirements Definition”, “Preliminary Design”, “Fabrication”, “Testing”, “Final Design”, and “Demonstration.” (Note: NYSERDA will expect to receive written progress reports and a final report, and have occasional project meetings, as part of the project management task. These activities should be considered when developing cost estimates.)
- ☐ The duration of the project and timing of major milestones, such as design reviews, test result reviews, completion of working prototypes, and the start of metrics reporting to NYSERDA, showing progress toward project objectives.
- ☐ If applicable, a brief description of additional phases, beyond the proposed work, that will be necessary to fully achieve commercialization, and their anticipated duration.

4. Proposer Qualifications (two to four pages, depending on team size) – Identify:

- ☐ Proposer and any other team members and major subcontractors. Provide a chart showing the relationship between team members. (Note: Subcontracts receiving \$50,000 or more of NYSERDA funding are subject to competitive bid procedures except where the proposal identifies a specific subcontractor as an integral participant in the proposed work; see Article V of the Sample Agreement).
- ☐ Project Manager and other key individuals.
- ☐ Qualifications of all entities named above, including relevant experience and references.
- ☐ NYSERDA contracts awarded to the proposer, if any, in the past five years.

5. Project Benefits (two to three pages) – Outline benefits as follows:

- ☐ **Quantify** the following direct benefits to New York State to the extent possible:
 - ☐ Energy benefits (e.g.: reduced dependence on petroleum, fuel economy gains, etc.)
 - ☐ Environmental benefits (e.g.: air pollution reductions, greenhouse gas reductions, and reduced use of unsustainable materials, etc.)
 - ☐ Economic benefits (e.g.: manufacturing jobs or technical services jobs created or retained, transportation system life-cycle cost reductions, improved resiliency, etc.)
- ☐ **Identify** other benefits (e.g.: lowering the cost of compliance with New York State or federal regulations, increased mobility, etc.)
- ☐ **Describe** how the success of the project can be measured and verified, as required in Section IV, and how project metrics will be provided to NYSERDA throughout the project and for a period of up to ten years post project completion (see Metrics Reporting Guide, Attachments E). Metrics typically include, but are not limited to energy savings, emission reductions, job creation and product sales.

III. PROPOSAL REQUIREMENTS, Continued

6. Commercialization Plan (Two to three pages) – Describe how project results will be commercialized or deployed. Projects nearing a demonstration phase should have a detailed commercialization plan, whereas an early-stage concept should be accompanied by at least a rough outline of how the concept may ultimately be deployed. Cover the following topics:

- ☐ **Project Timeline:** Provide a timeline (e.g., graph) showing the paths, activities, milestones, and resource commitments to take the technology from its current state of development to commercial deployment.
- ☐ **Marketing:** Identify target markets and their characteristics, e.g., size, competition, trends (regulatory, technological, etc.); describe your marketing strategies, explain why they should be successful, and provide sales estimates. Provide an estimate of the price of the product or service in comparison to the price of competing products or services. Explain the customer's economic motivation for buying the new product or service, versus alternatives.
- ☐ **Design & Production:** Describe remaining development steps leading to start of manufacturing or deployment. Describe plans for setting up facilities for manufacturing or other deployment activities. Discuss key issues such as: need for specialized production equipment or strategic alliances; critical make/buy decisions or cost/volume issues; and, plans for ancillary activities such as service support functions.
- ☐ **Finance:** Estimate funds required to go from the current stage of development to a financially self-sustaining level of commercialization; include funding for R&D and initial marketing and manufacturing/deployment programs. Identify potential funding sources and how those sources will be addressed. Identify any potential strategic partners who could reduce your costs by providing marketing/distribution channels, manufacturing facilities or other assets.
- ☐ **Organization Plan:** Describe staffing plans for transitioning from R&D stage to commercialization stage; include all organizational functions, such as management, administration, engineering, marketing/sales, and manufacturing.
- ☐ **Technology Transfer:** Describe any other activities to promote the new technology, such as presentation of technical papers, participation in trade shows, etc.

7. Budget – A Contract Pricing Proposal Form (CPPF), with associated instructions, is provided as an attachment to this PON. **Each proposal must include a completed CPPF and also a cost-sharing table identifying the allocation of funding by task.**

- ☐ **Cost-Sharing:** It is preferred that the proposal contain non-NYSERDA funding of at least 50% of the total cost of the project. Cost sharing can be from the proposer, other team members, and other government or private sources. Contributions of direct labor (for which the laborer is paid as an employee) and purchased materials may be considered "cash" contributions. Unpaid labor, indirect labor, or other general overhead may be considered "in-kind" contributions. NYSERDA will not pay for efforts that have already been completed. The proposer or proposing team cannot claim as cost-share any expenses that have already been incurred. Show the cost-sharing plan in the following format (expand table as needed):

III. PROPOSAL REQUIREMENTS, Continued

PROPOSAL COST-SHARING TABLE						
Proposed Funding By Task (Cash and In-Kind)					Project Total (\$)	
Funding Source	Task 1 (\$)	Task 2 (\$)	Task ... (\$)	Total (\$)	Cash (\$)	In-Kind (\$)
NYSERDA						
Proposer						
Co-Funder (identify)						
Co-Funder (identify)						
Totals						

- ☐ **Indirect Costs:** Attach supporting documentation to justify indirect costs and overhead rates included in your proposal as follows:
 - ☐ Describe the basis for the rates proposed (e.g., based on prior period actual results; based on projections; based on federal government or other independently-audited and approved rates).
 - ☐ If rates are approved by an independent organization, such as the federal government, provide a copy of such approval.
 - ☐ If rates are based on estimated costs or prior period actual results, include calculations to support proposed rates. Calculation should provide enough information for NYSERDA to evaluate and confirm that the rates are consistent with generally accepted accounting principles for indirect costs.

NYSERDA reserves the right to audit any indirect rate presented in the proposal and may require rate adjustments. NYSERDA may require proposers to provide financial statements or other substantiating financial information prior to awarding a contract.

8. Appendices – Include any resumes, descriptions of company qualifications, or ancillary information that is deemed necessary to support your proposal. If appropriate, also include:

- ☐ **Letters of Interest or Commitment** – If you are relying on any other organization to do some of the work, provide services or equipment, or share in the non-NYSERDA cost, include a letter from that organization describing their planned participation. Also include letters of interest or commitment from businesses or other organizations critical to the future commercialization, demonstration, or implementation of the project. **Absence of letters of interest or commitment may be interpreted as meaning that the proposer does not have support from the subject parties.**
- ☐ **Exceptions to the Terms and Conditions** – If you do not accept the standard terms and conditions (including recoupment provisions) as contained in the attached Sample Agreement, you must provide alternate terms with justification based on the risk and benefit to NYSERDA and New York State.

IV. RECOUPMENT AND METRICS

For any product development projects requesting NYSERDA funding above \$50,000, **NYSERDA will require a royalty based on sales** of the new product. Refer to “General Conditions” in Section VI.

If awarded, the proposer also will be required to submit to NYSERDA's Project Manager on an annual basis, an analysis and summary of metrics addressing the anticipated energy, environmental and economic benefits that are realized by the project. Refer to “General Conditions” in Section VI.

V. PROPOSAL EVALUATION

Proposals will be reviewed by a Technical Evaluation Panel (TEP) and will be scored and ranked according to the following criteria, **listed in order of importance**. After the proposals are reviewed, NYSERDA will issue a letter to each proposer indicating the proposal evaluation results. Proposers receiving favorable evaluations will be invited to enter into contract negotiations with NYSERDA. The proposer will be required to submit a detailed Statement of Work, budget, and schedule, and may also be asked to address specific questions or recommendations of the TEP before contract award.

Requirements – A **negative response** to any one of the questions below **may eliminate** the proposal from further consideration. Does the proposal:

- Address transportation and energy-related challenges in New York State?
- Emphasize development of marketable products rather than basic research?
- Provide direct, quantifiable energy, environmental, and economic benefits in New York State?
- If applicable, align with regional transportation plans or State/federal regulations?
- Include a Commercialization Plan?
- Provide cost-sharing?

Evaluation Criteria in Order of Importance

1. Problem/Proposed Solution/Scope – How significant is the problem or opportunity and how pertinent is it to New York State? Is the proposed project likely to solve the problem or exploit the opportunity? Is the proposed work technically feasible, innovative, and superior to alternatives? Is the work strategy sound?

2. Project Benefits – How significant are the energy, environmental, and economic benefits to New York State? Will a significant part of the work on the project take place in New York State? Will there be economic benefits in New York State in the form of subsequent manufacturing or technical service activity? Are there additional significant benefits, such as improvement in the transportation sector's resiliency to disasters?

3. Proposer(s) – To what degree does the team have relevant and necessary technical and business background and experience? How firm are the commitments and support from essential participants, cofunders, and other organizations?

4. Project Value – Is the overall project cost justified based on the expected benefits? Relative to the project cost, how significant is the potential market or deployment opportunity? Is the implementation or commercialization strategy well-conceived and appropriate for the stage of development? How appropriate are the proposer's co-funding contributions (sources and amounts) in view of the proposer's overall financial resources, degree of risk exposure, and potential to benefit from the work?

Other Considerations – Proposals will be reviewed to determine if they reflect NYSERDA's overall objectives, including: risk/reward relationships, similar ongoing or completed projects, the general distribution of NYSERDA projects among industries and other organizations, and the distribution of projects within New York State.

VI. GENERAL CONDITIONS

Proprietary Information - Careful consideration should be given before confidential information is submitted to NYSERDA as part of your proposal. Review should include whether it is critical for evaluating a proposal, and whether general, non-confidential information, may be adequate for review purposes. The NYS Freedom of Information Law, Public Officers law, Article 6, provides for public access to information NYSERDA possesses. Public Officers Law, Section 87(2)(d) provides for exceptions to disclosure for records or portions thereof that "are trade secrets or are submitted to an agency by a commercial enterprise or derived from information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise." Information submitted to NYSERDA that the proposer wishes to have treated as proprietary, and confidential trade secret information, should be identified and labeled "Confidential" or "Proprietary" on each page at the time of disclosure. This information should include a written request to except it from disclosure, including a written statement of the reasons why the information should be excepted. See Public Officers Law, Section 89(5) and the procedures set forth in 21 NYCRR Part 501 <http://www.nyserda.ny.gov/About/-/media/Files/About/Contact/NYSERDA-Regulations.ashx>. However, NYSERDA cannot guarantee the confidentiality of any information submitted.

Omnibus Procurement Act of 1992 - It is the policy of New York State to maximize opportunities for the participation of New York State business enterprises, including minority- and women-owned business enterprises, as bidders, subcontractors, and suppliers on its procurement Agreements.

Information on the availability of New York subcontractors and suppliers is available from:

Empire State Development
Division For Small Business
625 Broadway
Albany, NY 12207

A directory of certified minority- and women-owned business enterprises is available from:

Empire State Development
Minority and Women's Business Development Division
625 Broadway
Albany, NY 12207

State Finance Law sections 139-j and 139-k - NYSERDA is required to comply with State Finance Law sections 139-j and 139-k. These provisions contain procurement lobbying requirements which can be found at <http://www.ogs.ny.gov/aboutogs/regulations/advisoryCouncil/StatutoryReferences.html>. The attached Proposal Checklist calls for a signature certifying that the proposer will comply with State Finance Law sections 139-j and 139-k and the Disclosure of Prior Findings of Non-responsibility form includes a disclosure statement regarding whether the proposer has been found non-responsible under section 139-j of the State Finance Law within the previous four years.

Tax Law Section 5-a - NYSERDA is required to comply with the provisions of Tax Law Section 5-a, which requires a prospective contractor, prior to entering an agreement with NYSERDA having a value in excess of \$100,000, to certify to the Department of Taxation and Finance (the "Department") whether the contractor, its affiliates, its subcontractors and the affiliates of its subcontractors have registered with the Department to collect New York State and local sales and compensating use taxes. The Department has created a form to allow a prospective contractor to readily make such certification. See, ST-220-TD (available at http://www.tax.ny.gov/pdf/current_forms/st/st220td_fill_in.pdf). Prior to contracting with NYSERDA, the prospective contractor must also certify to NYSERDA whether it has filed such certification with the Department. The Department has created a second form that must be completed by a prospective contractor prior to contacting and filed with NYSERDA. See, ST-220-CA (available at http://www.tax.ny.gov/pdf/current_forms/st/st220ca_fill_in.pdf). The Department has developed guidance for contractors which is available at <http://www.tax.ny.gov/pdf/publications/sales/pub223.pdf>.

Contract Award - NYSERDA anticipates making multiple awards under this solicitation. It may award a contract based on initial applications without discussion, or following limited discussion or negotiations pertaining to the Statement of Work. Each offer should be submitted using the most favorable cost and technical terms. NYSERDA may request additional data or material to support applications. NYSERDA will use the Sample Agreement to contract successful proposals. NYSERDA reserves the right to limit any negotiations to exceptions to standard terms and conditions in the Sample Agreement to those specifically identified in the submitted proposal (see Proposal Checklist). Proposers should keep in mind that acceptance of all standard terms and conditions will generally result in a more expedited contracting process. NYSERDA expects to notify proposers in approximately 10 weeks from the proposal due date whether your proposal has been selected to receive an award. NYSERDA may decline to contract with awardees that are delinquent with respect to any obligation under any previous or active NYSERDA agreement.

Recoupment - For any new product research and/or development, NYSERDA will generally require a royalty based on sales of the new product developed. NYSERDA's standard royalty terms are 1.5% of sales or thirty percent (30%) of all license revenue accruing to the Contractor for products produced in New York State (for a period of fifteen years or until the Contractor pays NYSERDA an amount equal to the amount of funds paid by NYSERDA to the Contractor, whichever comes first) and 5% of sales or sixty percent (60%) of all licensing revenues accruing for products produced outside of New York State (for a period of fifteen years or until the Contractor pays NYSERDA an amount equal to three times the amount of funds paid by NYSERDA to the Contractor, whichever comes first).

Limitation - This solicitation does not commit NYSERDA to award a contract, pay any costs incurred in preparing a proposal, or to procure or contract for services or supplies. NYSERDA reserves the right to accept or reject any or all proposals received, to negotiate with all qualified sources, or to cancel in part or in its entirety the solicitation when it is in NYSERDA's best interest. NYSERDA reserves the right to reject proposals based on the nature and number of any exceptions taken to the standard terms and conditions of the Sample Agreement.

Disclosure Requirement - The proposer shall disclose any indictment for any alleged felony, or any conviction for a felony within the past five years, under the laws of the United States or any state or territory of the United States, and shall describe circumstances for each. When a proposer is an association, partnership, corporation, or other organization, this disclosure requirement includes the organization and its officers, partners, and directors or members of any similarly governing body. If an indictment or conviction should come to the attention of NYSERDA after the award of a contract, NYSERDA may exercise its stop-work right pending further investigation, or terminate the agreement; the contractor may be subject to penalties for violation of any law which may apply in the particular circumstances. Proposers must also disclose if they have ever been debarred or suspended by any agency of the U.S. Government or the New York State Department of Labor.

Annual Metrics Reports – If awarded, the proposer will be required to submit to NYSERDA's Project Manager on an annual basis, a prepared analysis and summary of metrics addressing the anticipated energy, environmental and economic benefits that are realized by the project. All estimates shall reference credible sources and estimating procedures, and all assumptions shall be documented. Reporting shall commence the first calendar year after the contract is executed. Reports shall be submitted by January 31st for the previous calendar years activities (i.e. reporting period). Please see Attachment E (Metrics Reporting Guide) for the metrics that you will be expected to provide and the reporting duration. NYSERDA may decline to contract with awardees that are delinquent with respect to metrics reporting for any previous or active NYSERDA agreement.

VII. ATTACHMENTS

Attachment A -- Proposal Checklist

Attachment B -- Disclosure of Prior Findings of Non-Responsibility Form

Attachment C -- Contract Pricing Proposal Form and Instructions

Attachment D -- Sample Agreement

Attachment E -- Metrics Reporting Guide for Product Development projects