

Clean Energy Incubators

Program Opportunity Notice (PON) 3413

\$10,000,000 Available

NYSERDA reserves the right to extend and/or add funding to the Solicitation should other program funding sources become available.

Round 1 Proposals Due: December 1, 2016 by 5:00 PM Eastern Time*
Round 2 Proposals Due: October 25, 2017 by 5:00 PM Eastern Time*

This New York State Energy Research and Development Authority (NYSERDA) Program Opportunity Notice (PON) 3413, Clean Energy Incubators, seeks proposals to catalyze the continued development and growth of a vibrant, self-sustaining clean energy innovation ecosystem in New York State through the support of clean energy business incubators. This PON is a continuation of NYSERDA's successful clean energy incubator program and will continue the evolution of the existing incubator program by making additional, competitively awarded funding available for clean energy incubators across New York State. NYSERDA's strategy is to provide operational and programming support for clean energy incubators that offer commercialization resources, technical assistance, and business development support to early-stage companies in order to help them achieve key milestones and accelerate their time to market. Proposals will be evaluated on the basis of innovative and high-impact programming for client companies and graduates, utilization of institutional resources and regional assets, collaboration with partners, and leverage of funding and support from other sponsors. Enhancing the geographic coverage and distribution of clean energy incubation services within the Southern Tier of New York State, as defined in the 76West program, is also an objective of this solicitation. Up to \$10,000,000 of NYSERDA funding is available through this PON. The maximum award per incubator will be \$2,000,000. Awarded contracts will be for an initial term of four years with one, one-year option to renew. All, some, or none, of the available funds may be awarded in Round 1 and/or Round 2. NYSERDA reserves the right to add or reduce time and/or funding to awarded contracts.

Proposal Submission

Electronic submission is preferable. NYSERDA will also accept proposals by mail or hand-delivery. If submitting electronically, proposers must submit the proposal in either PDF or MS Word format with a completed and signed Proposal Checklist and Disclosure of Prior Findings of Non-Responsibility. Proposal PDFs should be searchable and should be created by direct conversion from MS Word, or other conversion utility, rather than scanning. For ease of identification, all electronic files must be named using the proposer's entity name in the title of the document. Proposals may be submitted electronically by following the link for electronic submissions found on this PON's webpage, which is located in the "Current Opportunities" section of NYSERDA's website (<http://www.nyserdera.ny.gov/Funding-Opportunities/Current-Funding-Opportunities.aspx>). Instructions for submitting electronically are located as Attachment E to this PON.

If mailing or hand-delivering, proposers must submit (2) paper copies of their proposal with a completed and signed Proposal Checklist, along with a CD or DVD containing either a PDF or MS Word digital copy of the proposal, following the above guidelines. Mailed or hand-delivered proposals must be clearly labeled and submitted to:

Jill Baxter, PON 3413
NYS Energy Research and Development Authority
17 Columbia Circle

Albany, NY 12203-6399

No communication intended to influence this procurement is permitted except by contacting Nicholas Querques (Designated Contact) at (518) 862-1090, ext. 3086 or nicholas.querques@nyserda.ny.gov or Michael Shimazu (Designated Contact) at 518-862-1090, ext. 3478 or michael.shimazu@nyserda.ny.gov. If you have contractual questions concerning this solicitation, contact Venice Forbes (Designated Contact) at (518) 862-1090, ext. 3507 or venice.forbes@nyserda.ny.gov. Contacting anyone other than the 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 offeror, 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 other NYSERDA location other than the address above. If changes are made to this solicitation, notification will be posted on NYSERDA's website at <https://www.nyserda.ny.gov/>.

I. INTRODUCTION

Many early-stage companies that are commercializing clean energy technologies and solutions continue to face a difficult path to market as a result of the capital intensity and long lead times associated with the clean energy commercialization process. In addition, clean energy companies – whether they are developing disruptive hardware technologies or innovating new business models – often lack active relationships and deep connections with the broader investment community and key development partners. Incubators, which are organizations that help new and early-stage ventures develop and scale, can dramatically improve the success rate of these clean energy companies.

For the purpose of this solicitation, clean energy is defined as hardware technologies, software technologies, services, or processes that broadly reduce energy consumption and greenhouse gas emissions and/or enable the transition to a sustainable and clean energy economy by increasing the supply of renewable energy and distributed energy resources, improving the efficiency of energy utilization at the consumer and industrial scale, improving the processes and systems that use energy, or more effectively enabling energy solutions to permeate the marketplace.

NYSERDA founded its incubator program in 2009 to foster the viability and growth of the state's most promising clean energy companies by providing ready access to investors, mentors, development partners, and commercialization resources. These six incubators, which span from Buffalo to Long Island, have assisted 146 client companies and graduates have raised over \$247 million in private investment, \$205 million in project finance capital, and \$82 million of non-NYSERDA grant funding to date, while generating over 1,000 jobs and bringing dozens of new clean energy products and solutions to the market.

The current NYSERDA-sponsored incubators include:

- Directed Energy – University at Buffalo (Western New York)
- Venture Creations – Rochester Institute of Technology (Finger Lakes)
- Clean Tech Center – The Tech Garden (Central New York)
- iClean – SUNY Polytechnic Institute (Capital Region)
- ACRE – NYU Tandon School of Engineering (New York City)
- CEBIP – Stony Brook University (Long Island)

This PON is a continuation of NYSERDA's successful clean energy incubator program and will continue the evolution of the existing incubator program by making additional, competitively awarded funding available for clean energy incubators across New York State, which could include existing NYSERDA-sponsored incubators and/or new incubators that are not currently supported by NYSERDA. For existing NYSERDA-sponsored incubators, any potential awards made through this solicitation will be new and separate contracts from the work that they are performing or have performed under current or past contracts. NYSERDA's strategy is to provide operational and programming support for clean energy incubators that offer commercialization resources, technical assistance, and business development support to early-stage companies in order to achieve key milestones and accelerate their time to market.

To date, NYSERDA's clean energy incubator program has not competitively awarded any incubators in the Southern Tier region of the state, defined in the 76West program (<https://www.nyserda.ny.gov/All-Programs/Programs/76west>) to include the following counties: Allegany, Broome, Cattaraugus, Chautauqua, Chemung, Chenango, Delaware, Schuyler, Steuben, Tompkins, and Tioga. Consequently, NYSERDA specifically encourages proposals to provide incubation services at physical facilities located in communities within this region, with the goals of enhancing the geographic coverage of its startup growth programs, and filling identified needs in the economies and entrepreneurial ecosystems of these communities.

The broad goal of NYSERDA's Technology and Business Innovation program is to support technologies and companies that will help New York State reach its energy and climate targets. Within that context, the goals of NYSERDA's clean energy incubator program include:

- Accelerating the time to market for clean energy incubator client companies and graduates, as evidenced through the following metrics: private investment raised, project finance capital secured, grants awarded, strategic partnerships executed, revenue generated, new products commercialized, jobs created/retained, and liquidity events realized.
- Evolving the operations and programming of NYSERDA-sponsored incubators so they are mainly targeted at achieving client-driven milestones and quickly able to address the needs of client companies and graduates.
- Serving as a foundational element of the regional and statewide clean energy innovation ecosystem in order to promote the continued transition to a robust, sustainable clean energy economy in New York State.

The subsequent sections of this PON are as follows:

- II. Program Requirements (page 3)
- III. Proposal Requirements (page 6)
- IV. Proposal Evaluation (page 7)
- V. General Conditions (page 10)
- VI. Attachments (page 12)

II. PROGRAM REQUIREMENTS

Eligibility and Proposer Qualifications

Proposers may be existing NYSERDA-sponsored incubators and/or new incubators that are not currently supported by NYSERDA. Proposers must be entities with a demonstrable and proven track record of successfully providing business incubation services to early-stage companies that are developing the full spectrum of clean energy technologies and solutions. Proposers may be organized as for-profit or non-profit entities. Proposers must be located in New York State, which means that their principal place of business and management team must entirely be based within the state.

Proposers must have the physical facilities and ability to provide on-site resources and co-location space for client companies and graduates at such location. Historically, incubators providing physical space, on-site resources, and co-location space have been more successful in regard to fostering an entrepreneurial culture and assisting client companies and graduates achieve significant milestones. Successful proposers will be required to, without exception, provide site-specific programming, services, and physical space to incubator client companies and graduates. However, this shall not preclude the delivery of commercialization resources, technical assistance, and business development support to clean energy companies who are not physically located within the organization's incubator facility.

Proposers will be evaluated on their track record and ability to achieve the following key outcomes:

- Communicate a clear value proposition to develop and deploy program offerings that are founded on continuous customer discovery and market validation.
- Curate and deliver innovative, impactful, and high-value add programming for incubator client companies and graduates.
- Utilize institutional and regional assets to provide targeted and timely commercialization resources, technical assistance, and business development support to incubator client companies and graduates.
- Collaborate with world-class partners, including venture development organizations, investors, service providers, and other relevant incubators and NYSERDA-sponsored resources in order to support client companies and graduates as well as raise the profile of the statewide clean energy innovation ecosystem.
- Leverage funding and support from private and public sponsors other than NYSERDA.

Proposers should be able to provide illustrative examples of clean energy companies that have directly benefited from their business incubation support. Proposers must also be able to clearly and succinctly articulate how they have helped specific client companies and graduates achieve significant technical and business milestones, such as attracting investment, securing partnerships, commercializing products, generating revenue, and realizing liquidity events. Proposers should provide contact information for any specified client companies listed in the proposal. NYSERDA reserves the right to verify any information provided in the proposal.

Available Funding and Cost Sharing

Up to \$10,000,000 of NYSERDA funding is available through this PON. The maximum award per incubator will be \$2,000,000. All, some, or none, of the available funds may be awarded in Round 1 and/or Round 2. NYSERDA reserves the right to add or reduce time and/or funding to awarded contracts. Successful proposers will be required to provide cost sharing; at least 25% of the total project cost is required. The proposer's cost share may be cash or in-kind and may come from the proposer itself or partner organizations. Cash is the preferred form of cost share.

Range/Scope of Services

Proposers are asked to submit proposals for business incubators that will support early-stage companies in the clean energy space. Such companies may range from concept-stage companies and startups to revenue-producing companies that require additional development to accelerate the commercialization of new products. Proposers are expected to develop models that leverage their institutional resources and regional assets while also utilizing national best practices from leading business incubators. To be selected for funding, proposals must outline strategies for how they will address and execute on the following key program activities:

- **Operations** – Strategies and activities related to the operation and administration of the incubator. Examples include, but are not limited to, acquisition of sufficient physical space to house incubator clients, hiring highly qualified and sufficient staff to manage programming, and implementing measurement and verification steps to collect and report high-quality performance metrics. Operations activities will be reported in required periodic reporting for NYSERDA that quantifies the impact of the incubator as well as progress made and milestones achieved by client companies and graduates.
- **Programs** – Strategies and activities that build, foster, and grow a culture of innovation and entrepreneurship throughout the incubator’s institution and broader region. For example, networking events, boot camps, founder meetups, mentor office hours, advisory board meetings, hackathons, prize competitions, etc. The results of these programs will be reported periodically and include an assessment of programming impacts in order to identify what works well and potential areas for adjustment.
- **Client-Driven Milestones** – Strategies and activities focused specifically on increasing the likelihood of incubator client company success. For example, client-specific support and assistance to raise private investment, form strategic partnerships, and bring products to market, etc. These client-driven milestones, which ensure that compensation for incubator is aligned with the performance and success of its client companies and graduates, will be the primary focus of NYSERDA’s support through this PON.

Schedule and Teaming

The following guidelines should be considered when developing proposals:

- Projects are expected to begin within 4 months of the proposal due date. Awarded contracts will be for an initial term of four years with one, one-year option to renew.
- Teaming arrangements and collaboration are highly encouraged, where appropriate, to enhance the likelihood of project success and overall impact. Teams may include partners such as venture development organizations, investors, service providers, academic and research institutions, government agencies, and other incubators. Include letters of commitment or interest from each identified team member in an appendix to the proposal.

Letters of Commitment or Interest

If you are relying on any other organization to do some of the work, provide services or equipment, participate as a key partner, or share in the non-NYSERDA cost, include a letter from that organization describing its planned participation. Also include letters of interest or commitment from partners or other organizations critical to the development, implementation, and success of the project. Absence of letters of commitment or interest may be interpreted as meaning that the proposer does not have support from the subject parties. Letters should not be solicited from NYSERDA personnel.

Potential Conflicts of Interest

Identify the nature of any potential conflicts of interest among team members and partners in providing services to NYSERDA under this PON. Fully discuss possible conflicts of interest, actual and perceived, which could arise in connection with performance by team members and partners of the proposed contract. Describe how your firm would resolve conflicts of interest. In the event that NYSERDA determines that a team member may have a conflict of interest or the appearance of such, NYSERDA may: (1) take this into consideration in evaluating the proposal; (2) exclude the proposer from consideration for an award; (3) adjust the scope of work to avoid the conflict or appearance of conflict; or (4) negotiate other appropriate actions with the team member to avoid the conflict or appearance of conflict.

Other Considerations

In addition, proposers should 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 V.
- Prior to an award being made, potential awardees may be required to demonstrate the following via formal documentation: a strong track record, access to financial resources sufficient to perform the proposed work, technical experience and adequate facilities (or the ability to access them), and the ability to qualify for an award under applicable laws and regulations.
- Performance of awarded projects will be assessed on a continuous basis in order to ensure the contractor is meeting its commitments and achieving the milestones laid out in the Statement of Work.

III. PROPOSAL REQUIREMENTS

The proposer's goal should be to concisely present the information needed to fully address the Proposal Evaluation criteria (see Section IV). Proposals that grossly exceed the page limits or fail to follow the format guidelines in Attachment C may be rejected as non-responsive. If you believe proprietary information must be submitted to provide an adequate proposal, you must comply with the Section V instructions for submitting proprietary material.

Proposals should not be excessively long or submitted in an elaborate format that includes expensive binders or graphics. 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.

Proposal Checklist

Complete the specific Proposal Checklist attached as part of this PON (Attachment A), and include it as the front cover of the original and each copy of the proposal. Note the following:

- Indicate whether you accept the standard terms and conditions as contained in the Sample Agreement (Attachment D). If you **do not accept** the standard terms and conditions, **provide alternate terms** with justification based on the risk and benefit to New York State. NYSERDA reserves the right to consider only exceptions to terms that are specifically included with the proposal. Any negotiation of terms will be at NYSERDA's sole discretion.
- Do not leave any blanks. If a specific question is not applicable, indicate "N/A".
- Be sure the individual signing the Proposal Checklist is authorized to commit the proposer's organization to the proposal as submitted.
- A completed and signed Proposal Checklist must be attached as the front cover of your proposal. **Late proposals will be returned and proposals lacking the appropriate completed and signed Proposal Checklist may be returned. Faxed or e-mailed copies will not be accepted.**

Procurement Lobbying Requirements

In compliance with §139-j and §139-k of the State Finance Law (see Section V, General Conditions below for additional information), 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 may disqualify your proposal.

Proposal Narrative

Complete the Proposal Narrative form-fillable document as part of the PON (Attachment C). The Proposal Narrative contains the following sections:

- Executive Summary
- II. Background, Opportunity, and Needs Assessment
 - Attachment C1 - Mission Model Canvas
- III. Statement of Work, Milestone Payment Plan, and Schedule
- IV. Proposer Qualifications
- V. Project Benefits
- VI. Budget
- VII. Letters of Support
- VIII. Attachments

Proposers must carefully review the Proposal Narrative to ensure that all required sections are completed. Failure to do so may result in the proposal being rejected as non-responsive.

Cost Sharing

The proposal should show non-NYSERDA funding of at least 25% of the total cost of the project. The 25% cost sharing requirement is a minimum indicator of the commitment of the proposer to leverage the NYSEERDA investment to build and develop a vibrant, sustainable clean energy innovation ecosystem in their respective region. Cost sharing can be from the proposer, other team members and partners, and other private or public 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. NYSEERDA will not pay for efforts which have already been undertaken. The proposer or proposing team cannot claim as cost-share any expenses that have already been incurred. The proposer must provide the cost sharing information and their organization's overhead rate as directed in Attachment C.

IV. PROPOSAL EVALUATION

Proposals that meet the solicitation requirements will be reviewed by a Scoring Committee and will be scored and ranked according to the following criteria, **listed in order of importance**. At NYSEERDA's discretion, proposers may be requested to interview with all or part of the Scoring Committee to address any potential questions or clarifications outlined in the proposals. Proposers will be notified if they are requested to attend an interview. After the proposals are reviewed, NYSEERDA 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 NYSEERDA. The proposer will be required to submit a detailed Statement of Work, schedule, and budget as part of Attachment C, and may also be asked to address specific questions or recommendations of the Scoring Committee prior to any contract award.

Requirements

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

- Communicate a clear value proposition and demonstrate compelling customer and market validation for the project from clean energy companies, investors, supporting venture development organizations, and service providers?
- Curate and deliver innovative, impactful, and high-value add programming for incubator client companies and graduates?

- Utilize institutional and regional assets to provide targeted and timely commercialization resources, technical assistance, and business development support to incubator client companies and graduates?
- Collaborate with world-class partners, including venture development organizations, investors, service providers, and other relevant incubators in order to support client companies and graduates as well as raise the profile of the statewide clean energy innovation ecosystem?
- Leverage funding and support from private and public sponsors other than NYSERDA?
- Address needs and gaps in economies or innovation ecosystems of one or more communities?
- Provide the required level of cost-sharing?

Evaluation Criteria in Order of Importance

Proposed Solution/Scope

- Does the proposed project define a clear and compelling value proposition and model that is validated with customers (clean energy companies) and partners (venture development organizations, investors, and service providers) in the market?
- Does the proposed project highlight how it will curate and deliver impactful, and high-value add programming for client companies and graduates?
- Does the proposed project utilize institutional and regional assets to provide targeted and timely commercialization resources, technical assistance, and business development support to incubator client companies and graduates?
- Does the proposed project provide a strategy for collaboration and provide concrete examples of strong commitment from world-class partners?
- Does the proposed project utilize and deploy national best practices from leading clean energy incubators?
- How meaningful and impactful are the proposed client-driven milestones? How aligned with client success is the proposed milestone payment plan?
- Is the proposed Statement of Work technically feasible, innovative, and superior to alternatives?
- Is the work strategy sound? Can the strategy be tested, measured, and adjusted with ease?

Project Benefits

- How significant are the economic benefits from the project, in the form of subsequent leveraged investment, new product commercialization, and job creation by incubator clients and graduates?
- Will the proposed project effectively leverage NYSERDA's investment by attracting additional funding and support from other sponsors? Are there existing or future commitments from other sponsors for the proposed project?
- Does the proposed project have a strategy or methodology for quantifying the potential energy and environmental benefits that will result from the technologies and products being commercialized by incubator and the client companies and graduates?
- How will the project develop and deploy programming that, while difficult to quantify, serves to build and develop a vibrant, sustainable clean energy innovation ecosystem in the target region?
- Will a significant part of the work take place in New York State?

Project Team and Support

- To what degree do the team members, partners, and advisory board members have relevant and necessary technical, commercialization, and entrepreneurial background and experience?
- Has the proposer previously operated a business incubator that served early-stage companies? What is the proposer's track record in providing business incubation to companies in the clean energy space?

- Has the proposer clearly identified the project team and allocated full-time staff that are focused exclusively on the proposed project?
- How firm are the commitments and support from essential team members, partners, co-funders, and other organizations?
- What has been the proposer's record of performance on prior NYSERDA-funded projects?

Market Potential

- Does the proposed project address a current challenge or opportunity in the market that is not being addressed by others?
- Does the proposed project clearly identify the clean energy sector(s) and company development stage(s) that it is looking to target?
- Does the proposed project outline a clear strategy for achieving long-term sustainability after the project period, as evidenced by the Mission Model Canvas?
- Is there a process or strategy in place to measure progress and success?

Project Value

- Is the overall project cost justified based on the expected benefits?
- 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?
- Does the proposer have a reasonable plan for pursuing any additional funding necessary for future sustainability of the incubator?

Geographic Coverage

- Does the proposal adequately identify needs and gaps in the economies or innovation ecosystems of one or more communities where the proposer provides physical space for the delivery of incubation services? How severe are these needs and gaps, and how well does the proposer address them?
- How well aligned is the proposed program with the strategic priorities of the Regional Economic Development Council (REDC) where the proposer is located as expressed, for example, in the REDC's Strategic Plan?
- Does the proposed project have the potential to recruit other resources within its community in support of early-stage clean energy companies?

Other Considerations

NYSERDA reserves the right to accept or reject proposals – or adjust award amounts – based on the following factor(s):

- Geographic coverage and distribution of awardees, including existing NYSERDA-sponsored incubators.
- Provision of incubation services at physical facilities located in communities within the Southern Tier, as defined in the 76West program.
- Duplication of other proposed or awarded projects.
- The degree to which the proposed project, including proposed cost shares, optimizes the use of available funding to achieve programmatic objectives.
- The degree to which there is industry involvement and demonstrated ability to commercialize energy or related technologies.
- The degree to which the proposed project directly addresses NYSERDA's mission and strategic goals.

- The degree to which the applicant has the resources (human and financial) to be able to complete the project.

V. 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 <https://online.ogs.ny.gov/legal/lobbyinglawfaq/default.aspx>. 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 may at its discretion elect to extend and/or add funds to any project funded through this solicitation. 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 8 weeks from the proposal due date whether their 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.

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. NYSERDA reserves the right to disqualify proposers based upon the results of a background check into publicly available information and the presence of a material possibility of any reputational or legal risk in making of the award.

Reporting

If awarded, the proposer will be required to submit to NYSERDA's Project Manager on a quarterly basis, a prepared analysis and summary of program funding leveraged from other sponsors by the incubator itself as well as the following metrics for incubator client companies and graduates for at least four years after their graduation date:

- Private investment raised
- Project finance capital secured
- Grants awarded
- Strategic partnerships executed
- Revenue generated

- New products commercialized
- Jobs created/retained
- Liquidity events realized

All metrics shall be documented, certified, and published to the best of the contractor's ability, in a manner which does not present any competitive harm to incubator client companies and graduates. Reporting shall commence the first calendar quarter after the contract is executed. Reports shall be submitted 30 days after the previous calendar quarter's activities (i.e. reporting period).

NYSERDA may decline to contract with awardees that are delinquent with respect to metrics reporting for any previous or active NYSERDA 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.

VI. ATTACHMENTS

The following attachments are required for each submitted proposal to be considered complete:

- Attachment A - Proposal Checklist
- Attachment B - Disclosure of Prior Findings of Non-Responsibility Form
- Attachment C - Proposal Narrative
 - Attachment C1 - Mission Model Canvas
- Attachment D - Sample Agreement
- Attachment E - Instructions for Electronic Proposal Submission