RISE
LIGHT & POWER

Proposal for the Sale and Purchase of New York Tier 4 Eligible Renewable Energy Certificates

RFP No. T4RFP21-1

May 12, 2021

CATSKILLS
RENEWABLE CONNECTOR

[redacted]

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Acronym List

Acronym/Term	Definition/Explanation
%	percent
AC	alternating current
ADA	Americans with Disabilities Act
AIS	air insulated substation
AMP	automated mitigation process
btm	behind the meter
Catskills Project/The Project	Catskills Renewable Connector
CECPN	Certificate of Environmental Compatibility and Public Need
CEII	Critical Energy Infrastructure Information
CES	Clean Energy Standard
CLCPA	Climate Leadership and Communities Protection Act
CLLTC	Climate Leadership Labor Training Center
COD	Commercial Operation Date
CREZ	competitive renewable energy zone
CRIS	Capacity Resource Interconnection Service
CTS	Coordinated Transaction Scheduling
CWA	Clean Water Act
DAC	Disadvantaged Community
DAM	days ahead of market
DC	direct current
DPS	Department of Public Service
EFH	essential fish habitat
EHV	extra high voltage
EMF	electromagnetic field
EM&CP	Environmental Management & Construction Plan
EPC	Engineering Procurement and Construction
ERIS	Energy Resource Interconnection Service
ESA	Endangered Species Act
ESS	ESS Environmental Consultant
FDNY	Fire Department of the City of New York
FEED	front-end engineering design
FHWA	Federal Highway Authority
GHG	greenhouse gas
GIS	Geographic Information System
HAM	hour ahead market

Acronym/Term	Definition/Explanation
HCA	Host Community Agreement
HDD	horizontal directional drill
Helix Generation	Helix Generation, LLC, a Delaware Limited Liability Company
Helix Ravenswood	Helix Ravenswood, LLC
HRWG	Harlem River Working Group
HVDC	high voltage direct current
HVEDC	Hudson Valley Economic Development Corporation
IGBT	insulated-gate bipolar transistor
ISO	Independent system operator
kV	kilovolt
Li-Ion	lithium ion
LSP	LS Power
[redacted]	[redacted]
M&A	Mergers and Acquisitions
MMPA	Mammal Protection Act of 1972
MOU	Memorandum of Understanding
MSFCMA	Magnuson-Stevens Fishery Conservation and Management Act
MSG	Mineral Soil Group
MW	megawatt
MWh	megawatt hour
NMCIR	Northern Manhattan Coalition for Immigrant Rights
NYCA	New York Control Area
NYGATS	New York Generation Attribute Tracking System
NYS CMP	New York State Coastal Management Program
NYISO	New York Independent System Operator
NYCHA	New York City Housing Authority
NYCRR	New York State Codes Rules and Regulations
NYPA	New York Power Authority
NYS	New York State
NYSDEC	New York State Department of Environmental Conservation
NYSDOS	New York State Department of State
NYSDOT	New York City Department of Transportation
NYSDPS	New York State Department of Public Services
NYSERDA	New York State Energy Research and Development Authority
NYSOGS	New York State Office of General Services
NYSOPRHP	New York State Office of Parks, Recreation and Historic Preservation
NWP	Nationwide Permit

Acronym/Term	Definition/Explanation
O&M	Operation and Maintenance
OHBM	One Hundred Black Men of New York
PLA	Project Labor Agreement
PPE	personal protective equipment
PSC	Public Service Commission
PV	Photovoltaic
REC	renewable energy certificate
RFI	Request for Information
RFP	Request for Proposal
Rise Light & Power/Rise	Rise Light & Power, LLC
ROS	Rest of State
RTD	Real-time Dispatch
RTO	Regional Transmission Organization
SCFWH	Significant Coastal Fish and Wildlife Habitats
SENY	Southeast New York
SPDES	State Pollutant Discharge Elimination System
SRIS	System Reliability Impact Study
TCC	Transmission Congestion Contract
The Applicant	Rise Light & Power, LLC
The Council	New York State Building and Construction Trades Council and/or its local council affiliates
The Sponsor	LS Power Equity Partners III, LP
The Supply Portfolio	A portfolio of local renewable resources
TUC	transmission usage charge
TWh	terawatt hours
UCAP	unforced capacity
UDR	unforced deliverability rights
UPNY	Upstate New York
USACE	U.S. Army Corps of Engineers
USCG	U.S. Coast Guard
USFWS	U.S. Fish and Wildlife Service
VSC	voltage storage converter
WBS	work breakdown structure
XLPE	cross-linked polyethylene

Proposal Narrative

1. Executive Summary

Proposers are required to provide an executive summary that describes the Project and Resources, explains the eligibility of the proposed Project, how the Project will demonstrate the Zone J delivery requirement, and provides the expected Commercial Operation Date. Proposers should discuss any other factors Proposers deem to be important.

1.1. Introduction to this Application

This response to Request for Proposal (RFP) T4RFP21-21 and all attachments hereto (collectively, this Proposal) is submitted to the New York State Energy Research and Development Authority (NYSERDA) by Catskills Development (the Applicant), LLC, a wholly owned subsidiary of Rise Light & Power, LLC (Rise) (the Applicant and together with Rise, the Company). Company is the owner of the Ravenswood Generating Station, the largest thermal facility in New York City, which has a nameplate capacity of over 2,000MW.

This Application proffers a unique solution consisting of two discrete components:

- A portfolio of local renewable resources (the Supply Portfolio), detailed in Section 1.4, which are or will be located within New York State and which will be

- The Catskills Renewable Connector (the Catskills Project), detailed in Section 1.5, is a new 1200MW nominally-rated high voltage direct current (HVDC) transmission system that will withdraw renewable energy from th . As detailed in Section 5, the Company has been investing significantly in the maturation of the Catskills Project,

NYSERDA should select this Proposal for five reasons:

1.

2.

1.2. Summary of Commercial Offers

In accordance with the risk-mitigation provisions set forth in Section 5.6 of the RFP, and in order to promote greater transparency and alignment of interests, for each offer,

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1.3.3

Ravenswood Generating Station consists of three 1960's vintage steam units, identified as Units 10, 20 and 30, and a 2000's vintage combined cycle gas turbine, identified as Unit 40, among other infrastructure. Located on the Long Island City waterfront in northwestern Queens, Ravenswood is within a Disadvantaged Community. The Ravenswood Generating Station has provided reliable electric supply and union jobs to New York City for over five decades. It continues to meet New York City's demand for electricity through its most challenging periods, including throughout the COVID-19 pandemic. Notably, the plant supplied up to half of New York City's electrical load in the day's following Hurricane Sandy. Throughout its six decades, the Ravenswood Generating Station has been a fixture of the East River waterfront in Queens and has been engaging and supporting local communities around the facility and throughout New York City.

At 1,027MW, Ravenswood Unit 30, shown in Figures 1 and 2 below, is the largest single generator in New York City, and occupies a unique place in the New York City zeitgeist as "Big Allis," detailed in the press clippings, Attachment 17.

[1] NYISO's Power Trends 2021

Figure 1. Photo of the Ravenswood Generating Station

COVID-19 has shown that over-reliance on supply chains that require imports carries a great deal of risk in times of crisis. The supply chains for personal protective equipment, medical equipment, foods, and basic household goods left the State at the mercy of entities whom they had virtually no oversight and control over. Governor Cuomo's leadership resulted in immediate standing up of new supply lines that relied on public and private entities within New York State.

1.4.2 Local Sourcing Promotes Economic Development Benefits

This Proposal to use renewable energy generation resources located within New York State will maximize the use of ratepayer dollars for economic development within New York State. The development of new renewable generation resources across upstate regions means new jobs and an expanded local tax base to help improve the economic recovery, as further detailed in Section 16.

As NYSERDA and the Public Service Commission (PSC) contemplate one of the largest single investments to meet the goals of the CLCPA, the resulting economic benefits of the program will be critical to its success. Each of the development projects in the supply portfolio will be in-state and will have economic benefits felt most directly by the local communities next to these facilities, and will include construction jobs, ongoing and long-term operation and maintenance investments (O&M jobs), local tax base, and other benefits. This is in addition to the fact that Rise Light & Power is proudly headquartered in New York City. Any project that relies on imported renewable resources will result in the use of New York State ratepayer funds to create jobs, local investments, and the creation of new tax base in communities outside of New York State.

1.4.3 The Catskills Project will Maximize Deliveries into Zone J

The challenge of renewable energy resources has always been their intermittency resulting in a lack of correlation with demand, which is critical to powering New York City's economy. Pairing intermittent resources with a major transmission infrastructure investment would typically result in significant costs to ratepayers or limited benefits because (1) it would result in significant underutilization of the transmission

with lengthy periods of unused transmission capacity, or (2) it would require over-subscription of generation to increase utilization, which would result in "spilled energy" not flowing over the line.

This proposed commercial structure will benefit ratepayers by leveraging a portfolio of diverse renewable development projects that provide a reliable and continuous flow of renewable energy over the Catskills Renewable Connector, and into New York City and a highly utilized transmission asset. See Section 5 for more detail on the Delivery Plan.

1.4.4 The Applicant is deeply engaged with the Supply Portfolio

The viability of the Applicant's strategy for sourcing the Supply Portfolio has been tested and confirmed through months of engagement with the renewable energy development community in New York State.

1.5. A Low-Risk Transmission Project

1.5.1 Introducing the Catskills Renewable Connector

1.6. The ideal Partner to implement NYSERDA's Tier 4 Program

1.6.1 We are a true New York Company

Rise Light & Power is proud to be a New York-based company. Our senior management team is based in New York City and the major decisions affecting our business are made locally. Our employees live, work, pay taxes and vote in New York State. We have worked hard to establish longstanding trust-based relationships with our community and stakeholder groups. We embrace our responsibility as a catalyst for positive change in the Empire State. As our business expands, New York can benefit from our future projects and the growth of our company in Queens.

For nearly 60 years, the Ravenswood Generating Station has been a vital part of New York's energy system. Ravenswood proudly employs more than 100 union members from the greater New York metro region and delivers more than 20 percent of New York City's generation capacity. It played a major role in re-energizing the grid after the 2003 Northeast Blackout. It has continuously delivered safe and reliable service during major weather events, including Hurricane Sandy – during which it provided up to 50 percent of New York City's energy – and others, like the recent extreme cold weather "Polar Vortex" and "Bomb Cyclone."

In 2017, LS Power acquired Ravenswood and committed to investing in a comprehensive redevelopment of its energy business. Since then, the company has invested more than $160 million to modernize the Station's facilities and is in the process of retiring over 300MW of outdated fossil-fired peakers to make space for new clean energy infrastructure.

In 2020, LS Power launched Rise Light & Power as an independent, Queens-based energy asset manager and developer, to own and manage the Ravenswood Generating Station as part of the energy grid transition and to leverage its assets and resources to develop new, large-scale clean energy infrastructure.

Our corporate and plant employees live and work in New York State and as owners of the largest power plant in New York City, we have longstanding State and City community and stakeholder relationships. We embrace our responsibility as a catalyst for positive change in the Empire State.

1.6.2 We have been a NYISO Market Participant since NYISO started

As a major market participant in NYISO Zone J, this project team understands:

- The complexities and context of existing and proposed market rules
- The interaction of those rules with the reliability services that are currently required and will be required in the future
- The potential market consequences, such that we can maximize value through market operations and advocate for improved value

Our team has extensive experience participating in the NYISO Zone J market with the goal of maximizing reliability and market value as well as the NYISO market experience of operating the largest generating station and critical reliability asset in NYISO Zone J.

Given the complex dynamics of generation retirement, the addition of offshore wind and battery storage, and the development of new transmission resources impacting the market in New York City and Long Island, it is a certainty that NYISO market rules will continue to evolve. This creates both risk and opportunity for existing and new assets. Our team's experience can minimize the risks and maximize the

value of the Catskills Renewable Connector because of its understanding of the NYISO market. market changes. In addition, we will advocate for maintaining the value of the Tier 4 REC investments that are made and contracted for pursuant to a NYSERDA agreement.

1.6.3 We have extensive Development Experience

The Rise project development team's experience in developing renewable energy and transmission projects in New York and nationally is unmatched enabling the team to employ its lessons learned to rely on lessons learned from developing in New York State. Rise's unique commercial approach, as described herein, is an innovative solution to maximize the utilization of the transmission system and ensure an efficient flow of renewable energy into New York City.

The Rise Light & Power team cumulatively bring over [50] years of working in NYISO market. With the Ravenswood asset, the Rise Light & Power team and Ravenswood staff are familiar with the requirements of working in NYC and the steps necessary to bring projects to fruition there. In addition to all the in-house knowledge, the Applicant has contracts in place to work with consulting firms that have developed expertise in working along the proposed route for the Catskills Renewable Connector.

1.6.4 We are Commitment to Labor and Just Transition

Rise Light & Power is committed to partnering with New York businesses and investing in workforce training programs to promote a just transition towards a cleaner grid and to play an active role in supporting the long-term growth of New York State's renewable energy sector. Critical to this is ensuring that all New Yorkers have access to the workforce opportunities that arise, preparing local workers for emerging jobs through training and maximizing partnerships to develop the labor pool and the supply chain through community investments and local hiring practices. As such, the Applicant is committed to making in-state businesses aware of the opportunities to be involved in the project delivery and operations. The Applicant has also committed $10 million towards labor programs that will train the utility workforce of the future, in addition to $16 million in other career development, adult education, and community benefit programs.

1.6.5 We have a strong Commitment to Environmental Justice

Since purchasing Ravenswood and establishing Rise Light & Power, our Sponsor has invested more than $1.3 million dollars in hunger relief, health and community support, environmental improvement, education, and youth programs in the Queens area. We recognize the need to be a good neighbor and help those within our community. The NYSDEC has identified the area immediately around the Ravenswood plant and beyond for over a mile as a potential Environmental Justice area. These investments ensure the programs in the immediate vicinity of the Ravenswood Station are able to make greater progress in taking care of the specific needs and hardships of this community. As further detailed in Section 2.2, since the onset of the COVID-19 pandemic, we have invested more than $500,000 for hunger relief, as well as masks, personal protective equipment (PPE), and disinfectant for the residents in the housing development next door to the plant.

1.6.6 We have a strong Sponsor

Rise Light & Power is a wholly-owned, independently operated subsidiary of LS Power, a leading development, investment, and operating company focused on the North American power and energy infrastructure sector. This structure combines the deep energy development and infrastructure management experience from Rise Light & Power with successful development and financing expertise from LS Power.

LS Power has been developing large infrastructure projects across the United States for over 30 years and brings the lessons learned and best practices from those efforts into this project. Between its development and investment efforts, LS Power has raised more than $47 billion in debt and equity financing to support North American infrastructure.

1.7. Satisfying all Eligibility, Scoring, and Selection Criteria

An Eligibility & Scoring Matrix has been created by the Applicant to provide one clear snapshot to the reader how this Application not only meets all of NYSERDAs Eligibility Requirements, but also deserves high scores on each available metric. This matrix is provided in Attachment 6.

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Spanning approximately 115 miles, the Catskills Renewable Connector will deliver homegrown renewable energy from across upstate New York to homes and businesses downstate, offloading the existing use of fossil fuel generation, leading New York's ambitious transition to reliable clean energy, creating jobs, and supporting economic recovery from the Covid-19 pandemic. As such, the project offers public benefits across a range of geographies, demographics, and environmental conditions. In order to foster project support and enable clear, consistent communication, the Applicant has developed a Communities Engagement Plan tailored to the specific needs, concerns, and experiences of communities throughout the project area. Grounded in an understanding of local issues and priorities, public engagement will employ a variety of strategies to facilitate an inclusive, iterative, and responsive process between the Applicant and the impacted communities.

The Applicant understands the importance of early and frequent engagement with stakeholders and has been proactively meeting with community leaders to socialize the project goals, recognize community concerns, and develop effective outreach tools. To date, the Applicant has met with 34 key stakeholders, including elected officials, regulatory and municipal agencies, environmental organizations, labor unions, and community groups, to explain the project proposal, solicit feedback, and establish long-term relationships. While community engagement is in the early stages and will continue throughout design and construction, a number of stakeholders have already provided letters of support for the Catskills Renewable Connector project, included in Attachment 17.

2. Impacts of COVID-19 on Proposer and Project Development

Proposers are required to describe how the COVID-19 pandemic has affected their business operations, the process of developing the Project, and the content of the Step Two Proposal. For the avoidance of doubt, the content of this section of the Proposal Narrative is informational only and will not affect the Project Viability scoring of any of the submitted Step Two Proposals.

2.1. Impacts of COVID-19 on Proposer's Operations

As owner of the largest generating station in New York City, our operations were uniquely affected by COVID-19. Since March 2020, the Applicant and its affiliates have been taking special precautions to protect our employees and contractors by identifying and implementing detailed COVID-19 protocols. We have not had a work-related transmission of the virus at Ravenswood or among the Project team members in large part based on strict adherence to these established COVID-19 protocols. As owner and operator of the Ravenswood Generating Station, New York City's largest power generating facility, our team understands that New Yorkers depend on us for reliable energy. That's why we took, and continue to take, the following precautions to limit the impact of COVID-19 and maintain our ability to provide safe and reliable electricity on demand:

- Continuous Health Monitoring: We screen all our employees daily as well as any people that need to enter the Ravenswood site. Every person reporting for work is examined at the gate by an on-site healthcare professional. We also communicate with all our off-site employees daily to check their health and exposure status. If an employee has a potential exposure or is showing symptoms, they are immediately placed in a quarantine and a health assessment is triggered.
- Reduced Staffing: We cut on-site staffing in half during the peak of the pandemic by deferring non-critical work and utilizing six shift teams to operate and maintain the facility. For two weeks, two teams split the day and night shift. After two weeks, two different teams split the shifts. This structure provides all teams with a minimum of 14 days of time at home (a built-in quarantine) in between work schedules. We continue to evaluate staffing in consideration of the progress made in controlling the pandemic.
- On-Site Social Distancing Measures: Physical access to control rooms has been limited to key employees. Other station employees work in their assigned areas only and limit contact with coworkers.
- Remote Meetings: All meetings are now held via conference call or a video conference platform. Shift turnovers are completed over the phone with no direct contact. Departing operators disinfect the workspace and leave before their replacements enter the workspace. Arriving operators do not enter the workspace until it is vacant. Before beginning work, they disinfect the space again. As with other COVID-19 protocols, we continue to evaluate these processes as progress is made in controlling the pandemic.
- Physical Work on the Catskills Project: Notwithstanding the above, certain physical prefatory work is required on the Project along the route and scheduling delays have been minimized due to remote working procedures followed by staff, project consultants, vendors, counterparties, and other external stakeholders. Ultimately in-person work will be required to maintain the Project's schedule including thorough site investigations, external stakeholder engagements, and other activities. We will continue to implement the same COVID-19 protocols that were effective during the height of the pandemic for critical physical work as necessary with respect to the Project and adjust them as progress is made in controlling the pandemic.

2.2. Investing in Local Communities Impacted by COVID-19

The human and economic toll of COVID-19 demands a thoughtful and comprehensive recovery, which reduces the social and environmental justice burden on disadvantaged communities, which include opportunities for investments within such communities. To help soothe some of the pain this pandemic has caused, we have donated $130,000 to local community organizations specifically to aide COVID-19 recovery efforts, particularly in the most vulnerable populations, including:

- $50,000 to City Harvest / The Bread for Life Pantries, which supports a partnership between City Harvest and Bread for Life Pantry to ensure that the residents in Long Island City's lowest income neighborhoods receive weekly food deliveries.
- $30,000 to Carter Burden Network, supporting senior services on Roosevelt Island.
- $25,000 to Jacob RIIS, supporting senior & youth services in Long Island City and Astoria.

Our Long Island City-based team is in regular communication with community organizations and stakeholders. If a need arises, our team stands ready to help. In addition, the Project itself would create investments within the community going forward creating local employment and other economic opportunities.

2.3. Impacts of COVID-19 on Project Development

As noted above, we have successfully navigated the pandemic with our strict COVID-19 protocols at Ravenswood and while progressing the Project. We will continue to practice these same procedures as the Project is designed and developed. In addition, in recognition of the severe economic toll COVID-19 has imposed on New York State, the Applicant has designed the Project to support a comprehensive local economic recovery that benefits disadvantaged communities. To do so, the Applicant is designing the Catskills Project to maximize investment, job creation, economic development, and the creation of a stable local tax base across all of New York State and is engaging key stakeholders as further described in Section 16.

3. Proposer Experience

Proposers are required to demonstrate project experience and management capability to successfully develop and operate the Project proposed. NYSERDA is interested in Project Teams that have demonstrated success in developing projects of similar size and complexity and can demonstrate an ability to work together effectively to bring the Project to commercial operation in a timely fashion. Proposers are required to provide the following information with their Step Two Proposal:

3.1. Unique Experience with Projects of Similar Scale and Complexity

Rise Light & Power offers NYSERDA an experienced Project Development Team with both significant experience in operating in this market, and in the development of projects of a similar scale and complexity. In addition to this unique experience, we offer the added benefit of being local. Our corporate and plant employees live and work in New York State and, as owners of the largest power plant in New York City, we have longstanding State, City, community and stakeholder relationships.

Based on our local knowledge, we understand that successfully delivering a first-of-its-kind Tier 4 REC project, in a cost effective manner, will require the navigation of complex, changing, and, in some cases, yet to be developed market rules surrounding the participation of controllable transmission facilities in the NYISO wholesale market. By interconnecting in NYISO's Zone J, such a facility may be faced with strict energy market offer rules associated with market power mitigation. Due to the size and scale of projects required to effectively be a part of the Tier 4 REC program and CLCPA solution, any new transmission project that includes capacity will also immediately become a Pivotal Supplier in the NYISO capacity market. These rules and processes can be confusing for even well-seasoned market actors, but the Applicant's team have navigated these rules for years with the Ravenswood Generating Station. Team members at Rise Light & Power have both been involved in NYISO stakeholder process since NYISO's inception as well as worked directly at NYISO and been responsible for reviewing market participant behaviors across all market products. The combination of in-depth understanding of NYISO markets, as well as having strong relationships with NYISO and key New York market players, will be a critical factor in success for any winner of the Tier 4 REC RFP, and Applicant has those capabilities as illustrated above.

To successfully execute on this Proposal, we have assembled a dedicated team with extensive experience in developing, constructing, financing, managing, and physically operating energy assets (including renewable resources and transmission) in various markets and localities, including New York and the critical New York load zone – Zone J. The Project management team members, as well as the Company and Sponsor staff and consultants have the extensive collective breadth and depth of experience as well as reputation in the development, engineering, construction, permitting, regulatory compliance, financing, management and operation of large energy infrastructure projects, that will be necessary to successfully complete the Catskills Project. The team's overall experience along with its management of capable consultants has resulted in the successful development of various energy assets and energy infrastructure in New York and elsewhere, bringing projects to commercial operation under complicated regulatory and commercial circumstances.

Specific employee, Sponsor, and consultant experience as well as their capabilities and combined commitment to advancing New York's nation-leading climate goals with cost effective, efficient, renewable, and reliable resources are individually detailed below. Resumes of the Project Team are included in Attachment 8.

This blend of project experience combines the deep energy development and infrastructure management experience from Rise Light & Power with successful nationwide development expertise from LS Power, along with a clear vision in the NYISO Market. All while maintaining strong stakeholder relationships in the New York City Community.

3.2. Organizational Chart

An organizational chart for the Project and associated New Transmission that lists all participants and identifies the corporate structure, including general and limited partner

The Catskills Project is wholly owned by the Applicant, who will also be NYSERDA's counterparty to the T4 REC Agreement, if selected. The Applicant's business entity structure, including a chart of organizations, is provided in Section 10.2, per the requirements of the RFP.

3.3. Specific Experience of Organizations

Statements that list the specific experience of Proposer and each of the Project and New Transmission participants (including, when applicable, partners, and proposed contractors), in developing, financing, owning, and operating generating and transmission facilities, other projects of similar type, size and technology, and any evidence that the Project participants have worked jointly on other projects

3.3.1 The Company: Rise Light & Power

The Company owns and operates the Ravenswood Generating Station in Queens, NY and is an active participant in NYISO markets, stakeholder processes and shared governance structure on behalf of the Helix Ravenswood, LLC (Helix). Helix sells its energy, capacity, and ancillary services at wholesale in NYISO markets pursuant to the Federal Regulatory Commission approved market-based rates. This facility is connected to the NYC transmission grid owned and operated by ConEd. Units 10 and 20 of this facility commenced operation in the early 1960s and have a combined nameplate capacity of 800MW. Unit 30 was placed into service in the mid-1960s and has a nameplate capacity of 1027MW. Units 10, 20 and 30 are Rankine cycle steam facilities and operate primarily on natural gas with fuel oil used as a backup for system reliability. Unit 40 is a combined cycle facility, has a nameplate capacity of 250MW, and commenced operation in 2004. Unit 40 also uses natural gas as its primary fuel with fuel oil as a backup.

Figure 6. Ravenswood Generating Station

The Ravenswood Generating Station also hosts a series peaker units with a total nameplate capacity of approximately 50MW of capacity that are currently in operation. These units were placed into service between 1967 and 1970. The Rise Team has been successfully managing this diverse set of resources in NYISO Zone J and as outlined earlier, would therefore have the necessary experience to successfully manage the Project.

3.3.2 The Sponsor- LS Power

Founded in 1990, LS Power is a development, investment and operating company focused on the power and energy infrastructure sector bringing nationwide experience in development, construction, management of more than 45,000MW of competitive power generation and over 660 miles of transmission infrastructure for which, for which has raised over $47 billion in debt and equity financing to invest in North American infrastructure.

LS Power employs an integrated, multi-disciplinary approach, with a team of over 270 people covering every area of expertise required to successfully execute on this vision, from offices that span across New York, New Jersey, Missouri, California, and Texas.

In 2017, LS Power acquired Ravenswood and committed to investing in a comprehensive redevelopment of its energy business. This has leveraged LS Powers NYISO knowledge and experience to rival any competitor in New York City, specifically Zone J where the Projects Point of Injection is.

In 2020, LS Power launched Rise Light & Power as an independent, Queens-based energy asset manager and developer, to own and manage the Ravenswood Generating Station and to leverage its assets and resources to develop new, large-scale clean energy infrastructure.

3.4. Development Phase Project Management Responsibilities

3.4.1 Project Organizational Chart (Development Phase)

A management chart that lists the key Proposer personnel and resumes of the key personnel. Key personnel of Proposer's development team having substantial project management responsibilities must have:

[redacted]

3.4.2 Project Management Team (Development Phase)

Clinton L. Plummer
Chief Executive Officer, Rise Light & Power, LLC

Mr. Clint Plummer serves as Chief Executive Officer of Rise Light & Power in New York City, where he oversees the operations of the existing generation facility as well as the development of new projects, strategic partnerships, and the transition of the Ravenswood Generating Station into a premier energy provider as part of New York's CLCPA and other initiatives.

A 15-year veteran of the clean energy industry, Plummer most recently served as Head of Market Strategies and New Projects for Ørsted U.S. Offshore Wind. During Plummer's time at Ørsted between 2018 and 2020, the Denmark-based offshore wind developer secured customer agreements for more than 2GW of new offshore wind projects serving New York and New Jersey including the 880MW Sunrise Wind project.

Previously, Mr. Plummer worked as Vice President of Development for Deepwater Wind, where he worked to grow the U.S. market for offshore wind energy and positioned the company as a respected and responsible market leader. In 2008, he was instrumental in Deepwater Wind's selection as the preferred offshore wind developer for the state of Rhode Island. From 2009 to 2011, he led the pre-construction development of the Block Island Wind Farm, the first of its kind in the U.S. In 2013, he led Deepwater Wind's successful efforts to acquire the Bureau of Ocean Energy Management's first competitively leased offshore wind site, and to scope the project now known as Deepwater ONE. Additionally, Mr. Plummer led the company's successful efforts to secure a Power Purchase Agreement with the Long Island Power Authority for the South Fork Wind Farm – the first in New York. Further, Mr. Plummer led Deepwater Wind's successful application to the Maryland Public Service Commission for the nation's first award of Offshore Wind Renewable Energy Credits.

Mr. Plummer earned master's degrees in Engineering and Public Administration from Massachusetts Institute of Technology and New York University, respectively, as well as a bachelor's degree in Business Administration from The Ohio State University.

Jamil Khan
Director, Development, Rise Light & Power, LLC

Mr. Khan is the Director of Development at Rise Light & Power, where he managers the development of new projects and strategic partnerships. Mr. Khan brings over a decade of experience in the New York renewable energy industry.

Prior to Rise Light & Power, Mr. Khan served as the Mid-Atlantic Project Development Director at Ørsted, where he led a multi-disciplinary team to develop projects from concept through securing offtake agreements, and supported development and securing offtake agreements for the 1100MW Ocean Wind and 880MW Sunrise Wind projects. Mr. Khan also served as a Development Manager at Deepwater Wind prior to its acquisition by Ørsted, where he advocated for market expansion of offshore wind energy demand in New York and New Jersey, led expansion of the South Fork Wind Farm, and led development of the Garden State Offshore Energy project. Prior to his tenure in the offshore wind energy industry, Mr. Khan was Associate Manager of Policy and Business

Development at Tesla, and Director of Policy in New York at SolarCity prior to its acquisition by Tesla. While in these roles, Mr. Khan supported energy storage and solar PV project development and policy activities in New York. Mr. Khan also served as the Program Manager at the City of New York Mayor's Office of Long-Term Planning and Sustainability under Mayor Mike Bloomberg. In this role, Mr. Khan developed solar PV projects on City-owned property as well as led the City's renewable energy policy strategy, among other activities.

Mr. Khan earned a BS in Chemical and Biomolecular Engineering, and MSE in Environmental Management and Economics from The Johns Hopkins University.

James D'Andrea
General Counsel, Rise Light & Power, LLC

Mr. D'Andrea is the General Counsel, where he oversees legal, market, and compliance matters for all the company's activities. Mr. D'Andrea has been working in the utility industry since 1987, when he was an engineer and project manager for various power, natural gas, and general capital project improvements on Long Island. He graduated law school in 1995 and continued working in the energy industry at the forefront of wholesale and retail restructuring. He was a critical part of the team that facilitated the efficient interconnection of Ravenswood Unit 40 in Zone J, which was part of the first group of facilities to undergo NYISO interconnection review and cost allocation. Prior to joining Rise, Mr. D'Andrea served as the Director and Senior Regulatory Counsel for TransCanada Corporation responsible for managing the legal and compliance activities of its Northeast Power and Energy businesses. These activities included, the continued operations of the Ravenswood Generating Station, finalizing the Kibby Wind facility commercial operations in ISO-NE, the acquisition of a combined cycle facility in PJM and various commercial agreements associated with Transcanada's wholesale and retail energy business. Mr. D'Andrea earned a BS in Mechanical Engineering and a Juris Doctor from St. John's University.

Peter Toomey
Vice President, Commercial Management, Rise Light & Power, LLC

Mr. Peter Toomey serves as the Vice President of Commercial Management for Rise Light & Power in New York City. He is responsible for managing commodity exposure at the Ravenswood generation station as well as leading off-take strategy and execution for the company's development projects.

Previously, Mr. Toomey worked as Vice President of Commercial Strategy for Brookfield Renewables, where he managed the company's Terraform Power portfolio. Mr. Toomey and his team were responsible for managing a number of commercial functions for this 2,700MW portfolio of wind and solar projects, including power marketing, congestion management, and asset scheduling. While at Brookfield, he successfully originated and negotiated long-term power and REC transactions to support the financing of two of the first wind repowerings in the State of New York (125 MW Cohocton Wind Project in Steuben County and the 35 MW Steel Winds Project in Erie County).

Peter has spent his entire 15-year career in the renewable energy sector, with experience across the spectrum of projects and markets, from small rooftop solar in Massachusetts to large utility-scale wind in Texas. Prior to joining Terraform, Peter held a variety of commercial positions at SunPower Corporation, Evolution Markets and Avangrid Renewables.

Before beginning his career in renewables, Peter served as an AmeriCorps volunteer working on environmental conservation projects throughout the western U.S. Peter has a bachelor's degree from Yale University and master's degree from Roskilde University (Denmark).

Sid Nathan
Vice President, External Affairs, Rise Light & Power, LLC

Mr. Nathan is Vice President of External Affairs for Rise Light & Power, overseeing brand, media, and government relations. In this capacity, he advances Rise Light & Power's mission, vision, and values through strategic partnerships with advocates, community members, and policy makers as well as broadens awareness through media and marketing of Rise Light & Power's plans to play a key role in New York's clean energy transition. Nathan previously served New York State as the Communications Director of the Long Island Power Authority, the second largest public power utility in the United States. While at Long Island Power Authority, Nathan led efforts to promote over 1,000MWs of clean and distributed energy since 2014 — including New York's first off-shore wind farm. Previously, he served as Communications Director for county and local elected officials on Long Island. Nathan earned an MS degree in Strategic Communications from Columbia University and a BA in Communications from Hofstra University.

Kathy French
Vice President, Environmental Management, LS Power

Ms. French joined LS Power in 2001. She oversees the environmental regulatory compliance and permitting for the facility. Ms. French has worked on greenfield and brownfield development of over 2000MW of new generation assets, over 150 miles of transmission line development, and has overseen the compliance of over 60 assets during her career. Ms. French is assisting the Rise Light & Power team with management of the environmental consultants and discussions with regulatory agencies and stakeholder groups for the Catskills Renewable Connector project. She has a BS degree in engineering from Harvey Mudd College in Claremont, California and an MS degree in Environmental Engineering from Drexel University in Philadelphia, Pennsylvania. She is a licensed Professional Engineer in the State of Missouri.

Ken Galarneau
Director, Commercial Management, Rise Light & Power, LLC

Mr. Galarneau has over 10 years' experience in analyzing New York energy markets. Most recently, he consulted for NYISO market participants as Principal of KRG Energy Solutions, providing market and regulatory analysis. Prior to this, he worked for Key Capture Energy as Senior Manager, Market Design where he helped KCE navigate participation rules for their energy storage resource, KCE_NY_1, and participated in a wide range of development analysis activities, from understanding distribution-level connected demand charges to evaluating forward energy, capacity, and ancillary services prices. Prior to KCE, Mr. Galarneau was Senior Manager, Government & Regulatory Affairs at Direct Energy, focusing on NYISO market. In this role, he primarily helped the forward trading and wholesale operations desks understand market rule changes impacting participation and future prices and advocated for transparency and fair market design at NYISO stakeholder meetings. Before joining a market participant, Mr. Galarneau was employed by NYISO in various market monitoring roles, with his last role being Supervisor, Mitigation Performance & Analysis, where his team was responsible for the application of all energy market mitigation measures and tasked with screening for non-competitive behavior.

Ken has a Bachelor of Science degree in Management and a Master of Science degree in Financial Engineering & Risk Analytics, both from Rensselaer Polytechnic Institute.

Sam Legg
Associate, Private Equity, LS Power

Mr. Legg is a member of the LS Power investment team, working on acquisition, divestiture, and financing activities as well as Rise Light & Power's development projects. Sam's core functions were to perform detailed financial analysis to help inform the offered strike price and to interface with financing banks to develop the financing strategy for the project. Prior to joining LS Power, Sam spent four years in the Natural Resources Investment Banking Group at Goldman Sachs where he advised on Power, Utilities, and Infrastructure M&A and financing transactions. He previously worked as a consultant in PA Consulting's Energy Economics group where he advised clients on power M&A, strategy, and litigation.

Mr. Legg earned a BS in Industrial Engineering and Economics from the University of Wisconsin, Madison and an MBA from the University of Michigan, Ross School of Business.

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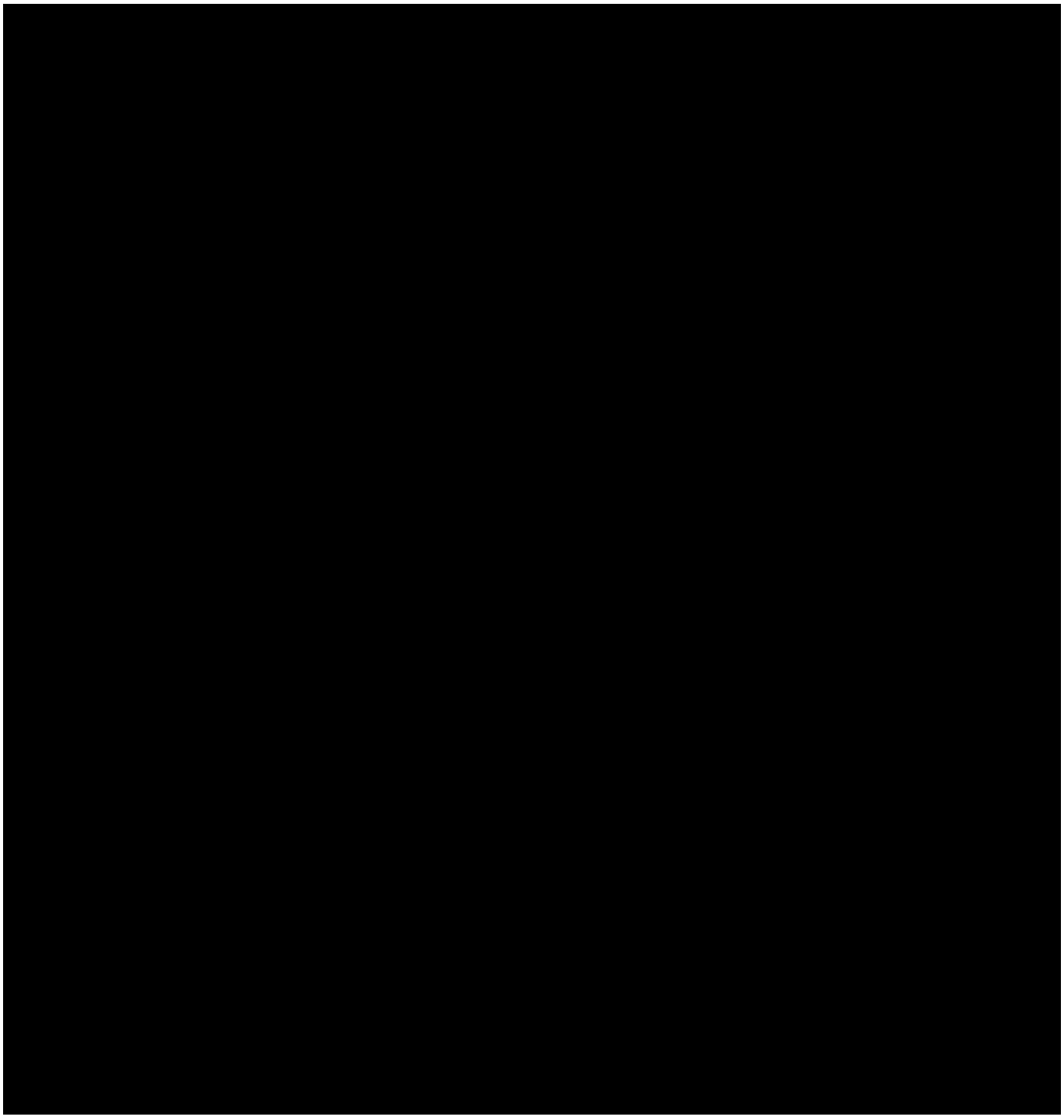

3.4.4 Project External Resources (Development Phase)

Regarding Proposer's Project Team, identify and describe the entity responsible for the following, as applicable:

- *Environmental Consultant*
- *Facility Operator and Manager*
- *Owner's Engineer)*
- *Transmission Consultant*
- *Legal Counsel*

[redacted]

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3.5. Execution Phase Project Management Responsibilities

3.5.1 Project Management Team (Execution Phase)

In connection with a successful Project Financing, the Company will establish a separate Project Execution Organization, whose charter and mandate will be the successful construction and commissioning, including completion of all engineering and procurement work not completed during the development phase. This new organization will be comprised of some, but not all, of the team members that contributed to the Development Phase of the Project will continue to manage the actual Execution of the Project. Letters of support have been provided by AECOM USA Inc. Burns & McDonnell, Siemens Energy, Inc., Bond Civil & Utility Construction, Inc., and E-J Electric Installation Co.

Further details regarding the Execution-Phase Organization are provided in the Project Execution Plan attached hereto as Attachment 13.

3.5.2 Project External Resources (Execution Phase)

Regarding Proposer's Project Team, identify and describe the entity responsible for the following, as applicable:

- *Construction Period Lender if any*
- *Operating Period Lender and/or Tax Equity Provider, as applicable*
- *Financial Advisor*
- *Facility Operator and Manager*
- *EPC Contractor (if selected)*

Construction Period Lender

Rise along with its Sponsor, has strong relationships with several prominent financing banks that we will engage with at the time we need to raise capital to fund the construction and operations. As discussed in greater detail in Section 10, the Project Team has successfully financed the construction of various energy projects under varied economic and market circumstances.

Operating Period Lender and/or Tax Equity Provider

Similarly, Rise and its Sponsor have strong relationships with several prominent financing banks that we will engage with at the time we need to raise capital to fund the construction and operations.

Financial Advisor

The Financial Advisor will be determined later in the project.

Facility Operator and Manager

The facility operator, asset manager and energy manager have not been determined yet. However, the Project is expected to utilize a combination of Applicant employees, consultants, and contracted entities to provide these services. Any third-party facility operator or energy manager would be managed by and under the direction of the Applicant and its relevant employees.

The Engineering Procurement and Construction (EPC) Contractor (if selected)

The EPC Contractor will be determined later in the project.

3.6. Reference Projects

A listing of projects the Proposer has successfully developed or that are currently under construction. Provide the following information for each project as part of the response:

1. *Name of the project*
2. *Location of the project*
3. *Project type, size, and technology*
4. *Commercial Operation Date*
5. *Estimated and actual capacity factor of the project for the past three years*
6. *Availability factor of the project for the past three years*
7. *References, including the names and current addresses and telephone numbers of individuals to contact for each reference.*

3.6.1 Company Projects

While the Rise Light & Power organization has only been in place for a short period of time, the Company has two notable development successes:

1. Rise Power Storage: Recently, the Company successfully obtained a NYPSC Certificate of Public Convenience and Necessity approval for a 316 MW battery storage project at its Ravenswood Generating Station, to be executed in multiple phases. The various phases of the battery storage project are also making their way through the NYISO interconnection process each having completed interconnection studies. The Company is preparing to offer one or more of the phases of this project into ConEdison's upcoming battery energy storage solicitation.

3.6.2 Management Team Projects

Led by a seasoned and successful Chief Executive Officer, who has developed and implemented significant renewable energy infrastructure projects, Rise is positioned to replicate past successes with the Catskills Project.

Rise's CEO, Clinton Plummer, is the Project Executive. Mr. Plummer has developed and implemented strategies that secured revenue agreements and other key entitlements necessary for the construction several ground-breaking projects including:

- One Penn Plaza Cogeneration (6.165MW) – Largest funding award by NYSERDA for a behind-the-meter cogeneration facility
- Tobacco Valley Solar (26.4MW-ac) – New England's largest solar farm
- Block Island Wind Farm (30MW) – America's first offshore wind farm
- Skipjack Wind Farm (120MW) – Maryland's first offshore wind farm
- South Fork Wind Farm (130MW) – New York's first offshore wind farm
- Sunrise Wind (880MW) – NYSERDA's first offshore wind farm

- Ocean Wind (1,100MW) – New Jersey's first offshore wind farm, one of the largest in the world

Jamil Kahn, who is the Project Development Director, worked for Mr. Plummer on the Sunrise Wind project and South Fork Wind Farm. He also supported the development of the Ocean Wind projects as well as securing the associated offtake agreements. Complementing this extensive internal renewable development experience, Adam Camp, who is the supply coordinator, has also developed renewable and transmission projects across the United States, most recently for New York Transco. This recent knowledge and experience are directly applicable to the Project's renewable portfolio and transmission siting and interconnection.

Many team members have been actively operating and managing the Ravenswood facility since June 2017 when LS Power acquired the facility. Sean Riley is the asset manager and has a comprehensive background managing both operating assets and construction projects, including commissioning activities. James D'Andrea has been actively involved with the NYISO and other competitive markets since their inception and continues to be responsible for legal and regulatory activities in New York. He has been associated with the Ravenswood facility since ConEd's divestiture in 1998 and he was part of the team that developed the combined cycle facility, which was completed in 2004, as well as the recently permitted battery storage facility. He has detailed knowledge of what is required to shepherd the Project through the regulatory, interconnection and market processes. Their experience is directly applicable to the Catskills Project because there will be regulatory, interconnection and construction activities throughout New York as well as directly on the Ravenswood site.

From a commercial market perspective, Peter Toomey is Vice President and is the Commercial Director for the Project. He has 15 years of experience with commercial transactions associated with renewable energy including setting and implementing a strategy to manage a 2,700MW portfolio of wind and solar projects. This included power marketing and the critical aspects of congestion management, and asset scheduling, which are the exact skills that will a produce a successful Tier 4 REC project that consists of a supply portfolio and transmission asset like the Catskills Project. In addition to Mr. Toomey's commercial experience, Ken Galarneau brings 10 years' experience in analyzing New York energy markets where he has intimate knowledge of NYISO market rules from the perspective of a NYISO employee as well as a market participant. This gives him insights and creative capabilities to develop and propose market solutions and market rules that will aid in achieving the goals of the Tier 4 RFP as well as the CLCPA.

Rise is also fortunate to have the external affairs capability of Sid Nathan, who has direct experience in New York on the very issues that are important to a successful project. He led efforts to promote over 1,000MW of clean and distributed energy since 2014 — including New York's first off-shore wind farm and has been instrumental in navigating the challenging political landscape of Long Island and the New York metropolitan area.

3.6.3 Sponsor Projects

Table 3 illustrates the large and diverse list of generation projects developed and constructed by the Applicant's Sponsor, including four (4) solar projects. Table 4 lists the extensive transmission and substation experience of the Sponsor that will inure to the benefit the Project based on the financing experience and common employees that are allowed to perform permitting and engineering work.

Notably, as part of the NYISO AC Transmission Public Policy competitive solicitation, New York Power Authority (NYPA) partnered with LS Power [f/k/a North American Transmission (NAT), now d/b/a LS Power Grid New York] to submit proposals in the solicitation. The NYPA/LS Power joint proposal for Segment A (Double Circuit Proposal) was selected by NYISO as the more efficient or cost-effective solution. The Segment A project consists of a new 345 kV double circuit line of approximately 86 miles from the existing Edic 345 kV substation to a new Princetown 345 kV switchyard continuing to the existing New Scotland

345 kV substation, and two new single-circuit 345 kV lines of approximately five miles, looping the existing 345 kV Edic to New Scotland #14 line into a new Rotterdam 345 kV Substation.

The Segment A Project commenced construction activities on February 8, 2021 reflecting the ability of the team to progress a similar project in a timely manner

3.7. Proposers NYISO Market Experience

Details of Proposer's experience in NYISO markets. Regarding Proposer's experience with NYISO markets, please indicate the entity that will assume the duties of Market Participant for the proposed Project. Please provide a summary of Proposer's or Market Participant's experience with the wholesale market administered by NYISO as well as transmission services performed by Con Edison, NYPA, and PSEG-LI/LIPA, as applicable.

The Company's years of experience and successful operating and business interactions with NYISO staff and commercial counterparties regarding the Ravenswood Generating Station's participation in the wholesale energy markets provide unmatched preparation for managing and operating the Project.

Furthermore, under guidance from the Rise Commercial Management team, Direct Energy is contracted as the energy manager for the existing Ravenswood facility. Direct Energy manages NYISO day-ahead, real-time as well as other NYISO market activities, under the direction of Rise. This includes some NYISO market hedging activities through the use of virtual market bidding. Direct Energy similarly manages fuel procurement activities. In addition to this, NYISO Transmission Congestion Contracts (TCCs) are used for hedging purposes. It is too early to determine who specifically will assume the duties of Market Participant or energy manager for the Catskills Project. Rise Light & Power may leverage the existing relationship with Direct Energy, contract with a similar market services entity, or develop an in-house marketing entity, or some combination, to perform necessary activities. Nevertheless, the Rise Team's experience with the NYISO wholesale market will facilitate the success of the Project because of its knowledge and experience with the various changes that have occurred during the over 20 years of NYISO competitive market operations.

With respect to NYISO OATT, Services Tariff, as well as applicable state and federal regulatory activities, Applicant has been and continues to be very active in NYISO stakeholder processes as well as state and federal regulatory proceedings.

Finally, considering the critical need for capacity in Zone J, Rise's most recent experience managing its Battery Storage project through the NYPSC Certificate of Public Convenience and Necessity approval process and participation in the NYISO 2019 interconnection Class Year, illustrates the Team's contemporaneous experience with new technologies and obtaining the necessary approvals for development. The ability to use existing CRIS rights is critical to predictively ensuring capacity services are able to be provided in a cost-effective manner. Rise was able to creatively extend the CRIS rights of some of its out-of-service facilities for its Battery Storage project further illustrating its ability to overcome obstacles that can delay a project or increase its costs.

4. Resource Description and Site Control

By enabling the delivery of these new resources, Catskills provides an economic and environmentally efficient way for New York to meet its greenhouse gas reduction goals, while investing enormous capital within the state and providing additional tax base and jobs to our local communities.

Aligning the development of an HVDC transmission line and third-party owned renewable energy projects is a complicated and challenging endeavor, but one that will enable significant progress towards the goals of the CLCPA. Fundamentally the upstate regions have significant renewable energy potential and the downstate region has significant demand, resulting in the need for transmission infrastructure. Such an effort has required, and will continue to require, a high level of expertise, creativity, and persistence in order

[redacted]

[redacted]

[redacted]

Identify the Resources(s) that comprise the Project and the route or proposed route to the Injection Point. Provide a site plan or plans including a map or maps that clearly identify the location of the proposed Resource, proposed route of the generator lead line to the Injection Point.

Describe the status and development stage of Resource (development, construction, or operation).

4.2.1 Resource Interconnection Status

Each Resource has an existing or planned interconnection to a NYISO point of interconnection or Injection Point, ranging from

ility from the entire renewable project portfolio. In addition to maturity and viability, none of the Eligible Resources are located outside of New York or have plans to interconnect to a neighboring control area. All of the system upgrades at the Points of Injection will be investments in the NYISO system, thereby investments in the State of New York. Each of the Eligible Resources have carefully plan their Project Schedules to account for NYISO studies and Interconnection Agreement negotiations.

Table 4, below, includes a list of all of the Eligible Resources and their planned Injection Points. Please refer to Attachment 7 for the site plans including maps that clearly identify the location of the proposed Resource, and proposed route of the generator lead line to the Injection Point for the Eligible Resources in

4.2.2

For operating Resources describe the technology and equipment that is in service. For Resources that are in development or under construction describe the technology and equipment that is being considered or has been selected

Describe the area included in and surrounding the Resource site, a description of the local zoning, existing land use (e.g., woodlands, brownfield, agriculture, other) and setting (e.g., *rural*, urban, suburban, other) and describe what the site(s) has been used for in the recent past.

Provide documentation that Proposer owns the site, has a valid lease or irrevocable lease or purchase option to develop the site over the entire Contract Tenor.

Identify any rights that Proposer has at the Injection Point and for the generator lead line right of way. Provide a detailed plan and timeline for the acquisition of any additional rights necessary for interconnection and for the generator lead line right-of-way. Include these plans and the timeline in the overall Project schedule in Section 7.6.13.

Proposers proposing a solar Resource must identify the Mineral Soil Group (MSG) classification of the Resource site. NYSERDA has adopted an approach to addressing concerns related to solar development and protection of agricultural lands and practices, in furtherance of the Agriculture and Markets Law Section 305. Depending on the MSG classification and agricultural district of the Resource footprint, a Proposer may be responsible for making an agricultural mitigation payment to a designated fund. A map of the agricultural districts, by county, is available from the Cornell University Geospatial Information Repository. 21 A listing of MSG classifications by soil and county is available from the Department of Agricultural and Markets Agricultural Assessment program.

5. Delivery Plan

5.1. Delivery Requirements

Eligible Tier 4 Resources associated with this Proposal are located across New York State (outside of Zone J) and their resource energy will be delivered to a Delivery Point in Zone J over a New Transmission interconnection in Zone F. This New Transmission will be connected after October 15, 2020 and is expected to be in-service in 2026 as per the Project Schedule.

The Injection Point of a Resource is the generator bus or the location where the administrator of the local Control Area measures energy delivery from a Resource. Further details on each resources' Injection Point

For delivery on the HVDC from Zone F to Zone J, NYISO is in the process of developing market rules, processes, and software to effectuate scheduling internal HVDC operations in accordance with its existing Service Tariff requirements. NYISO· Rules to account for internal HVDC transactions will be completed well in advance of the Catskills Renewable Connector commencing construction. The final form of NYISO's rules will include an economic evaluation of the Zone J and Zone F prices, and NYISO will include the HVDC's offers into the economic dispatch of the New York Control Area (NYCA) system.

In fact, the NYISO started its stakeholder process to develop the rules associated with the scheduling, operation, and settlement of an internal controllable transmission line at a meeting on April 8, 2021. At that meeting NYISO indicated:

- For internal UDRs, there will be a requirement to obtain rights to the line as well as from the generator to the line, and Internal Bilateral Transactions (IBT) are a method of doing this
- Unforced capacity (UCAP) supply would be sourced from Rest of State (ROS)
- NYISO believes the line should be scheduled in the energy market to minimize production costs

HVDC space. NYISO is seeking feedback from stakeholders, including specifically the Applicant, and we will be meeting individually with the NYISO in the near future.

The Applicant anticipates providing NYSERDA with hourly schedule data for the three components described above. It will show (1) hourly meter readings from the Eligible Resource to its Injection Point, (2) a matching Internal Bilateral Transaction schedule to Zone F, and (3) a corresponding hourly meter reading for the HVDC line in Zone J. For clarity, they are provided below:

5.2. Basis Risk description and alternative offer description

5.3. New York Converter Station

The Project meets the New York Converter Station requirement; therefore, an Alternate Bid is not required. Information on each Converter Station is outlined below.

5.4. Catskills Converter Station

For any further detail on the Converter Stations, please see the front-end engineering design (FEED) Study in Attachment 9.

[redacted]

[redacted]

5.7. Conformance with New York Generation Attribute Tracking System (NYGATS) Operating Rules

Each Tier 4 eligible resource will register and obtain a valid New York Generation Attribute Tracking System (NYGATS) ID and operate in conformance with the NYGATS Operating Rules. Delivery of electricity during the Contract Delivery Term will comply with the Electricity Delivery Requirement contained in Article III of the Agreement. The delivery plan outlined below will demonstrate how the electricity generated will be sufficient to support the creation of Tier 4 RECs by NYGATS and the implementation of the Forward Certificate Transfer of Tier 4 RECs, up to the Annual Tier 4 REC Cap, into NYSERDA's NYGATS account. NYSERDA will make payment for Tier 4 RECs from the Applicant delivered to NYSERDA's NYGATS account. As such, all RECs and environmental attributes associated with the generation will be delivered

An example flow diagram for such an arrangement with ClearTrace is shown below.

For Projects not located in Zone J, Proposers must provide a detailed description of how the Project will acquire the capability to deliver energy and Tier 4 RECs from the Injection Point of each Resource to the proposed Delivery Point in NYCA Zone J. Describe the firmness of the delivery path, expected contract arrangements, transmission rights, and/or other settlement and tariff mechanisms in NYCA and other control areas that will be used to effectuate delivery to Zone J.

Proposers must describe how energy will be scheduled and delivered in each hour, from the Injection Point(s) to the Withdrawal Point of the associated New Transmission, either through the NYISO energy market or on a Bilateral basis.

To verify deliveries and effectuate contract settlement, the delivery plan must provide for hourly matching of: (A) each Resource's actual production metered at its Injection Point with (B) deliveries over the New Transmission Facility.

As described in Section 4.2, the number of Tier 4 RECs delivered and compensated in each month is the lesser in each hour of (i) the energy metered at the Delivery Point of the New Transmission and (ii) energy metered at the Injection Point(s), summed over the hours in the month.

Proposers must describe how the New Transmission will be operated and how energy will be scheduled on an hourly basis on the facility.

Proposers must explain how the expected energy production profile from each of the Resources at its Injection Point relates to the delivery profile at Zone J that is provided on the Offer Data Form, Delivery Profile worksheet.

For dispatchable resources, explain what factors will determine the dispatch and delivery of energy to Zone J.

Consistent with the Order, Proposers need not qualify as a capacity resource in Zone J to demonstrate delivery. If Proposers intend to demonstrate delivery by delivering capacity to Zone J, Proposers must describe how each Resource will qualify for CRIS, and the number of UDRs that Proposer expects will be awarded to the New Transmission to allow for delivery of UCAP to Zone J. Note that this value of UDRs is informational only and need not be the same as the UDR value that Proposer enters in the Offer Data Form.

[redacted]

How the New Transmission capacity will be allocated among different Resources in a portfolio (including hydropower and non-hydropower Resources, if applicable) if the energy production from the Resources exceeds the capability of the New Transmission in any hour. Describe arrangements among the different Resources with respect to priority for use of New Transmission capacity

Proposers must explain how the risk of unavailability, curtailment, or underutilization of the New Transmission may be mitigated. For risk of unavailability, curtailment, or underutilization of the New Transmission that cannot be mitigated Proposers must identify and provide a justification of any risk premium in the Bid Price. This discussion must explain any assumptions regarding compensation under Tier 1 for any undeliverable RECs. NYSERDA reserves the right to ask for additional information and to conduct due diligence with respect to Proposer's Bid Price justification, and NYSERDA may require independent audit and verification of the elements thereof.

How transmission capacity will be utilized if there are hours when energy from all Resources is less than the capability of the New Transmission.

A conventional power grid transmits AC power from different power generation sources to transmission networks at different voltage levels. To increase transmission efficiency and resiliency of the power transmission network, HVDC links are added to the conventional AC power grid. An HVDC converter is comprised of power electronics valves with intelligent fast-control options over voltage and power flow controls. An HVDC converter converts conventional AC power to DC power and then converts DC power to AC power, or vice versa, and transfers power to the connected AC power grid. An HVDC converter is either made of thyristors or insulated-gate bipolar transistors (IGBTs).

For any HVDC arrangement, there are a minimum of two converters required. Each converter may be capable of bi-directional power flows to either convert AC to DC, or DC to AC based on controller design options. In general, HVDC is used to transfer bulk power over a long HVDC line because of the reduced costs compared to their AC counterparts, as well as the near limitless distance that can be traversed with a HVDC line without worrying about system stability issues that can be prevalent with long AC circuits. When an AC-DC converter is used on two ends of an HVDC transmission line, these converter locations are single-ended.

CIGRE, a global community committed to the collaborative development and sharing of power system expertise, recently published a survey titled “CIGRE TB 815 Update of Service Experience of HV Underground and Submarine Cable Systems”). The survey includes data through 2015 and shows

319 circuit-km of 320 kV HVDC cross-linked polyethylene (XLPE) submarine cable installed, and 453 circuit-km of 320 kV HVDC XLPE land cable installed. Since the time of the survey:

- Multiple European wind farms have been constructed or under construction with 320 kV XPLE HVDC links.
- The Nemo Link project in Europe is a 400 kV XLPE HVDC intertie and is currently the highest voltage HVDC XLPE submarine cable in service.
- Land HVDC XLPE cables have progressed to the next voltage class and are currently being produced at 525 kV for multiple links in Germany and a project is currently being bid for the U.S. market.

In addition to its engineering consultants, Rise is involved in conversations with HVDC cable and converter station OEMs on both the technology selection and project delivery logistics to support in-service milestones. Consistent with the detailed provided in the project schedule included herein, the selected HVDC cable and associated converter station equipment can be fabricated and constructed with sufficient time to support the project.

In order to achieve the targeted COD, the Applicant has developed a detailed procurement plan which involves proactive contracting processes for major project components, while considering the timing of detailed engineering and other available information supporting the upcoming Article VII process.

6. Baseline Verification Plan

Not Applicable.

7. Interconnection Plan

Proposers are required to provide information regarding each Resource's status with respect to its interconnection application with NYISO or with a neighboring control area, at its Injection Point. If the interconnection process has been initiated, provide the queue position and available information regarding interconnection request to NYISO or any neighboring control areas for Capacity Resource Interconnection Service (CRIS) or for Energy Resource Interconnection Service (ERIS), or equivalent interconnection service in the neighboring control area. Available interconnection studies undertaken by the applicable control area or third parties on behalf of Proposer must be provided. Interconnection studies should include estimates of system upgrade costs.

7.1. Interconnection Plan-Portfolio Supply

7.2. Interconnection Plan-New Transmission

Proposers must also provide information regarding the interconnection status of any New Transmission that will be relied upon to deliver energy and Tier 4 RECs to Zone J. If the interconnection process has been initiated, provide the queue position and available information regarding interconnection request to NYISO and/or any neighboring control areas for the Withdrawal Point and Delivery Point, as applicable. Available interconnection studies undertaken by the applicable control area or third parties on behalf of New Transmission must be provided. Discuss whether the New Transmission is expected to be awarded Unforced Delivery Rights (UDRs) and the quantity of UDRs expected.

Describe transmission system upgrades that will be needed to interconnect the New Transmission at the Withdrawal Point and at the Delivery Point.

7.2.1

7.2.3

7.2.4

8. Energy Resource Assessment

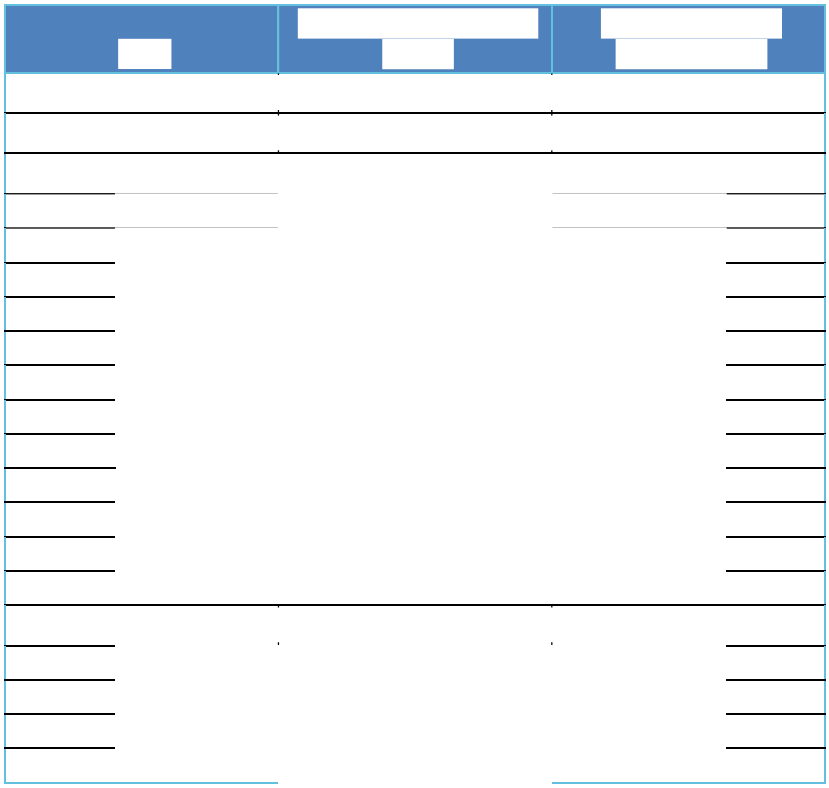
For each Resource, Proposers should provide available energy resource data supporting the aggregate delivery profile provided under Section 7.6.5 and the Offer Data Form, Delivery Profile worksheet. For Resources that have not achieved Commercial Operation, the energy resource data may be based on site-specific resource measurements or an assessment report from a qualified resource assessment firm.

For each Resource, provide a projection of net annual energy production and a 12 x 24 P(50) energy generation at the Resources' Injection Point as an Excel spreadsheet attachment, which reflects the first year of full operation of the Resource. For each Resource as applicable, provide a schedule of planned maintenance outages over the Contract Delivery Term.

If scheduled maintenance and/or degradation of the Project Resources will affect the expected monthly quantity of Tier 4 deliveries to Zone J over the Contract Delivery Term that is provided in the Offer Data Form Table III-1, explain in detail how expected monthly deliveries will change over the Contract Delivery Term.

Proposers of Projects that include hydropower resources must also describe how, if selected for award, they would ensure that NYSERDA receives accurate data needed to verify compliance with the baseline conditions.

The Proposer must also provide a narrative description of the assumed level of curtailment built into the Resource assessment and any projected impacts on the Resource's energy and, if applicable, capacity deliverability.



9. Energy Storage Operation Plan

Not applicable.

10. Business Entity and Financing Plan

10.1. Financial Viability of the Project

Proposers are required to demonstrate the financial viability of their proposed Project. A narrative description of the financing plan should be included in the Proposal Narrative.

Submit information and documentation that demonstrates that a long-term contract resulting from this RFP process would either permit Proposers to finance Projects that would otherwise not be financeable or assist Proposers in obtaining financing of its Project.

The financing plan described in this Proposal is based on the experience that LS Power has gained financing seven competitive transmission awards totaling over $1.5 billion in investment across five of the seven RTO/ISOs and raising over $47 billion in debt and equity for project financing, acquisitions, or investment purposes all within the energy sector since 2004. Additionally, LS Power solicited input on the financing plan and received letters of support from BNP and MUFG, which have executed numerous financings across the power and transmission sector.

10.2. Business Entities

Detailed supporting information, including financial statements and other documents, should be included in the required Financing Plan. Information provided must include the business entities responsible for development and/or operation of the Resources as well as the New Transmission, if applicable.

Describe the business entity structure of Proposers' organization from a financial and legal perspective, including all general and limited partners, officers, directors, managers, members and shareholders, and involvement of any subsidiaries supporting the Project. Provide an organization chart showing the relationship among the different Project participants and the developer of the New Transmission. For joint ventures, identify all owners and their respective interests, and document Proposers' right to submit a binding Step Two Proposal.

10.3. Financing Plan

Provide a description of the financing plan for the Project, including construction and term financing. The financing plan should address the following:

- *Who will finance the Project (or are being considered to finance the Project)*
- *The related financing mechanism or mechanisms that will be used (i.e., convertible debenture, equity or other) including repayment schedules and conversion features*
- *The Project's existing initial financial structure and projected financial structure*
- *Expected sources of debt and equity financing*
- *Estimated construction costs*
- *The projected capital structure*
- *Describe any agreements entered, both pre and post Commercial Operation Date, with respect to equity ownership in the proposed Project and any other financing arrangement.*

10.3.1 Plan Overview

The Catskills project is owned by Rise Light & Power, which is a portfolio company of LS Power Equity Partners III, LP, a $2 billion private equity pool of capital. LS Power Equity Partners III, LP is managed by

LS Power has relationships with key equity providers in the power and infrastructure sectors, along with prominent institutions, pension funds, university endowments, and other entities that have invested in LS Power's various private equity funds, continuation funds, and private development companies, totaling over $10 billion. Additionally, LS Power has demonstrated its ability to lead financings for similar projects and has strong relationships with prominent financing banks. In 2019 and 2020, LS Power raised over $1.6 billion in debt and equity to construct and acquire high voltage transmission and energy storage assets.

In developing the financing strategy for the Project, LS Power and Applicant incorporated feedback on expected financial terms into the financial analysis used to develop the offer and obtained letters of support on financing of the construction and operations of the Project from BNP Paribas (BNP) and MUFG Union Bank (MUFG). Both BNP and MUFG have executed numerous financings and advisory engagements for LS Power across the power and transmission sector as further detailed in Attachments 17.

10.3.2 Construction Costs

Applicant estimates construction of the Project will [redacted] Applicant expects to use a similar approach to fund construction of the

Project as was used for the ON Line, Cross Texas, Silver Run, and AC Transmission (NYS) transmission projects, among others.

10.3.3 Pre-Construction Funding (2021-2023)

10.3.4 Construction Funding (2023-2026)

Rise will raise a senior secured first lien term loan, construction loan and letter of credit facilities for the Project. It expects to raise third-party financing when Catskills' capital expenditures become more significant, and the Project's permitting status is more advanced, currently project to be in the second half of 2023. Rise anticip

below. These terms are indicative, and actual terms may vary.

10.3.5 Operations / Permanent Financing

The Project will issue new long-term senior secured debt, revolving loan and letter of credit facilities within two to three years of commencing operations. The new facilities will refinance and replace the Construction / Term Loan facilities utilized during construction and have a final repayment date up to the term of the underlying contract with NYSERDA, with an expected average tenor in excess of 10 years. The new debt facilities will be used to prepay the existing loans, pay for operating expenses, provide counterparty assurance (if applicable), and for other general corporate purposes

10.4. Experience Financing Similar Projects.

Provide documentation illustrating the experience of Proposer in securing financing for projects of similar size and technology. For each project previously financed provide the following information:

- *Project name and location*
- *Project type and size*
- *Date of construction and permanent financing*
- *Form of debt and equity financing*
- *Status of the project*

Rise Light & Power is an affiliate of LS Power, a very successful competitive transmission developer in the United States competitive transmission industry with seven project awards totaling over $1.5 billion in investment across five of the seven RTO/ISOs. LS Power affiliates have a success rate of winning over 40% of the competitive transmission procurements that they have participated in nationwide, on the basis of creative technical and commercial solutions, successful project execution, and driving down costs for ratepayers and customers. These project awards include:

- Selection as a new entrant to build a portion of the CREZ transmission plan in ERCOT
- Winning the first competitive solicitation in PJM
- Winning the first competitive solicitation in MISO
- Winning the most competitive solicitations in CAISO
- Winning the largest competitive transmission award in the country in NYISO

All of LS Power's competitive transmission projects have been on or ahead of schedule at costs below its commitments – most of which have included binding construction cost caps. The 700+ miles of extra high voltage (EHV) transmission on new right-of-way completed by LS Power over the past 10 years is amongst the most of any utility in the United States. The specific projects are listed in Table 8 below.

Table 8. LS Power Transmission Project Experience Overview

LS Power Transmission Project/Entity	Year	Financing Purpose	
		Construction	Operations
ON Line	2011	✓	✓
Cross Texas	2011	✓	
	2014		✓
	2016	✓	✓
	2017	✓	✓
	2019		✓
Silver Run	2018	✓	
	2020		✓
DesertLink	2018	✓	
	2020		✓
Republic	2020		✓
LS Power Grid New York	2020	✓	
Total			

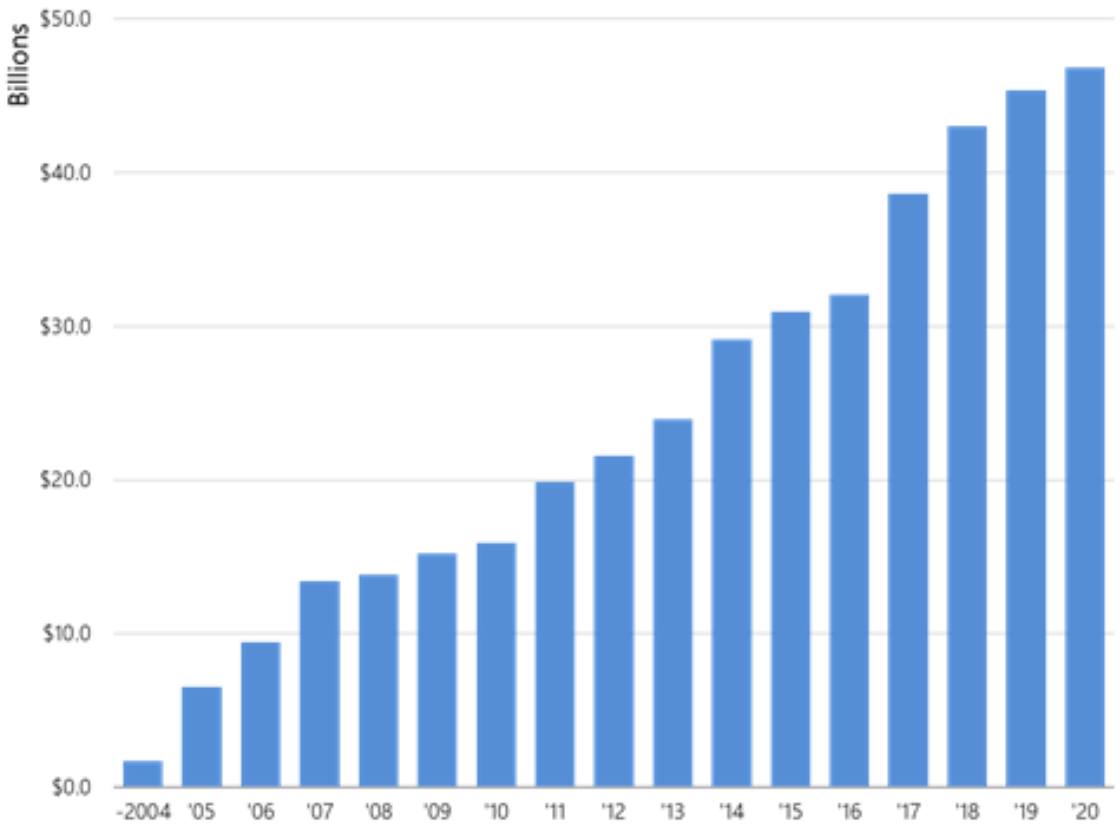


Figure 16. Cumulative Capital Raised by LS Power

10.5. Evidence of Financial Resources

Provide evidence that Proposer has the financial resources and financial strength to complete and operate the Project as planned.

Financial Statements can be found in Attachment 16.

10.6. Role of Federal Tax Credits

Describe the role of the Federal Production Tax Credit or Investment Tax Credit (or other incentives) on the financing of the Project or the New Transmission, including presumed qualification year and percentage. The Step Two Proposal may not be contingent on receipt of the Production Tax Credit or Investment Tax Credit.

Because the Catskills Project is not currently eligible for material federal tax incentives, the Applicant's financing plant does not currently account for or rely upon such incentives. In the event such incentives become available, the Applicant will use good faith commercially reasonable efforts to realize the benefits of the same and share such benefits with NYSERDA in accordance with the applicable terms of the RFP.

10.7. Audited Financial Statements

Provide complete copies of the most recent audited financial statement and annual report for each Proposer for each of the past three years; including affiliates of Proposer (if audited statements are not available, reviewed, or compiled statements are to be provided). Also, provide the credit ratings from Standard & Poor's and Moody's (the senior unsecured long-term debt rating or if not available, the corporate rating) of Proposer and any affiliates and partners.

The 2018 – 2020 audited financial statements for Helix Gen Funding, LLC (Helix Gen) are attached in Attachment 16. Helix Gen indirectly owns 100% of the Ravenswood Generating Station. The Ravenswood asset provides critical capacity, energy, and ancillary services within NYISO Zone J, producing significant cash flow that is a potenti

's and Moody's most recent write-up on Helix Gen is also attached in Attachment 16.

10.8. Board of Directors, Officers

List the board of directors, officers, and trustees for the past three years and any persons who Proposer knows will become officers, board members or trustees.

The Applicant's Board of Directors includes Carolyne Murff, Nathan Hanson, and Richard Roloff, whose biographies are provided in Section 3.

The Officers of the entities comprising the Company include:

- Clint Plummer – Chief Executive Officer (subject to limitation of authority terms and not appointed to Catskills Development, LLC as of now)
- James D'Andrea – General Counsel (subject to limitation of authority terms and not appointed to Catskills Development, LLC as of now)
- [redacted]
-

10.9. Security Requirements

Demonstrate Proposer's ability (and/or the ability of its credit support provider) to provide the required security, including its plan for doing so.

If awarded a T4 REC Agreement with NYSERDA, the requisite security would

10.10. Credit Support Experience

Provide a description of any current or recent credit issues/ credit rating downgrade events regarding Proposer or affiliate entities raised by rating agencies, banks, or accounting firms.

See the Helix Gen credit rating attached hereto as Attachment 16.

10.11. Litigation or Disputes

Disclose any pending (currently or in the past three years) litigation or disputes related to projects planned, developed, owned, or managed by Proposer or any of its affiliates in the United States, or related to any energy product sale agreement.

As further detailed in Section 17.7, there are no litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving Proposer or an affiliate, and relating to the purchase or sale of energy, capacity or RECs or other electricity products.

10.12. Project Life Expectancy

Provide the expected operating life of the proposed Project and the depreciation period for all substantial physical aspects of the offer, including generation facilities, generator lead lines to move power to the grid, and transmission system upgrades.

[redacted]

10.13. Joint Ventures

List all of Proposers' affiliated entities and joint ventures transacting business in the energy sector.

Affiliated entities transacting business in the Energy sector are Unit 40 Sublessor, LLC, Helix Generation, LLC, 135 Main Street SA, LLC, and Catskills Development, LLC.

10.14. Litigation, Disputes, Claims

Describe any litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving Proposer or an affiliate, and relating to the purchase or sale of energy, capacity or RECs or other electricity products.

See Section 10.11 and Section 17.7.

10.15. Confirmation of No Current Investigation

Confirm that Proposer, and the directors, employees and agents of Proposer and any affiliate of Proposer are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to offering on any contract, or have been the subject of any debarment action (detail any exceptions).

Applicant, and the directors, employees and agents of Applicant and any affiliate of Applicant are not currently under investigation by any governmental agency and have not in the last four years been convicted or found liable for any act prohibited by State or Federal law in any jurisdiction involving conspiracy, collusion or other impropriety with respect to offering on any contract, or have been the subject of any debarment action.

11. Permitting Plan

11.1. Approach to Permitting

Proposers are required to demonstrate a plan for permit acquisition for the Project. Proposers should provide the following information:

- *Provide a comprehensive list of all the permits, licenses, and environmental assessments and/or environmental impact statements required to construct and operate the Project, including the New Transmission and any other transmission infrastructure necessary to effectuate delivery of energy to Zone J. Along with this list, identify the governmental agencies that are responsible for issuing approval of all the permits, licenses, and environmental assessments and/or environmental impact statements. If a Proposer has secured any permit or has applied for a permit, please indicate this in the response.*
- *Provide the anticipated timeline for seeking and receiving the required permits, licenses, and environmental assessments and/or environmental impact statements. The permit timeline should be included on the Project schedule in as described in Section 6.13.*

[redacted]

[redacted]

11.2. Federal Permits:

[redacted]

[redacted]

11.3. State Permits:

[redacted]

[redacted]

11.4. Local Permits:

[redacted]

[redacted]

11.5. Pending Permits, Licenses, and Environmental Documentation Timing

[redacted]

[redacted]

[redacted]

[redacted]

11.5.1 [redacted]

- [redacted]
- [redacted]
- [redacted]

[redacted]

[redacted]

[redacted]

[redacted]

[redacted]

power generation.

11.5.2

[redacted]

[redacted]

11.5.3 [redacted]

- [redacted]
- [redacted]
- [redacted]

[redacted]

[redacted]

11.5.4 [redacted]

- [redacted]
- [redacted]
- [redacted]

[redacted]

[redacted]

11.5.5 [redacted]

- [redacted]
- [redacted]
- [redacted]

[redacted]

- [redacted]
- [redacted]
- [redacted]

12. Environmental Mitigation Plan

12.1. Approach to Environmental Mitigation

Proposers must include in their Step Two Proposals an Environmental Mitigation Plan that describes how Proposer will mitigate adverse environmental and agricultural impacts that may be caused by the Project.

The Applicant has been investing in science, surveys, and outreach in order to develop and construct the Catskills Project with minimal environmental impact. To do so, the Applicant is:

(1) employing project design and siting measures aimed at avoiding or minimizing potential impacts from the outset via utilization of experts in underwater cables and with strong familiarity with the Hudson River;

(2) extensively surveying the proposed route to find the corridor creating the lowest feasible impact;

(3) working collaboratively with regulators and interested stakeholders to identify appropriate and practicable solutions to further avoid, minimize, restore, and/or offset likely potential impacts;

(4) incorporating data, research, and stakeholder feedback into the final design of its project; and

12.2. Primary Mitigation Measure: Avoidance and Minimization

The Environmental Mitigation Plan should detail, to the extent practical, specific measures the Proposer will take to avoid, minimize, and/or mitigate potential environmental and agricultural impacts of the proposed Project, including the construction of Resources, New Transmission, and other transmission infrastructure.

The primary means the Project will use to mitigate potential environmental and agricultural impacts will be by performing detailed investigations, surveys and stakeholder outreach before finalizing the design of the Project and then designing the Project to avoid or minimize potential impacts identified during those pre-design activities to the maximum extent practicable.

Our Project Team is very experienced in determining what upfront work is required prior to finalizing the design and then designing projects to avoid or minimize potential impacts in productive and creative ways. The Rise Team did this as part of its prior experience with the Block Island Wind Farm, the upgrade of

Ravenswood from #6 to #4 oil and many other examples. The Project Team has the local experience needed to identify and evaluate the environmental and agricultural resources that exist in the Project Area and determine methods to avoid or minimize impacts to these resources.

12.3. Project Siting/Routing

The Applicant will employ several methods during construction to avoid or minimize potential project impacts. These methods will be described in the Project's regulatory permit applications and are expected to include measures such as:

12.4. Potential Mitigation Measures

Where avoidance or minimization of potential impacts is not practicable, the Applicant will implement m

Additional details about several key issues are presented below.

12.4.1 Underwater Noise Impacts from Construction

12.4.3 Electromagnetic Fields (EMF) resulting in potential disturbance to aquatic species

12.4.4 Significant Coastal Fish and Wildlife Habitats

The NYS Department of State designates Significant Coastal Fish and Wildlife Habitats (SCFWH) that exhibit unique or higher quality wildlife habitat values compared to other river habitat areas, and may also help support populations of rare, threatened, and endangered species; commercially and recreationally important fish species; and various human activities such as hunting, fishing, boating, and wildlife viewing. There are 40 SCFWHs located within and along the Hudson River and encroachment by in-water activities including daily vessel traffic, is sometimes unavoidable and unlikely to negatively impact the habitat. [redacted]

12.4.5 Essential Fish Habitat

The Magnuson-Stevens Fishery Conservation and Management Act and the 1996 Sustainable Fisheries Act mandate that NOAA identify and protect important marine and anadromous fish habitat. This EFH is defined as “those waters and substrate necessary to fish for spawning, breeding, feeding or growth to maturity” (16 U.S.C.1802 § 3). The Project will consult, as required, with NOAA for proposed activities that may “adversely affect” EFH. An “adverse effect” is defined as any impact which reduces quality and/or quantity of EFH, including direct, indirect, individual, cumulative, or synergistic impacts.

EFH in the Project Area would most closely fall within NOAA’s Hudson River estuary EFH grid, as well as in the Hudson River/Raritan/Sandy Hook Bays Estuary in New York waters. Although the Project’s cable route in the Hudson River is located north (up-river) of the Hudson River estuary 10 x 10 minute EFH grid square designation and the area defined by the Hudson River/Raritan/Sandy Hook Bay Estuary it may contain habitat that is essential to certain EFH species. The nature and extent of these species as well as the likelihood that various life stages of these species will be present in the Project Area will be addressed in an EFH Assessment that is submitted as part of the Article VII application and USACE application for review by state and federal agencies.

12.4.6 Bats and Birds

vegetation on the converter station site, construction of improved habitat elsewhere in the area to provide for better areas for these species to thrive or other mitigation measures to be evaluated once key studies are performed to understand specific potential impacts.

12.4.7 Farmland

Consultation will be conducted with any local agricultural stakeholders to understand key traffic times and routes such as planting or harvest season to make sure the project does not unduly interfere with their ability to get equipment to their farms during key times like planting or harvest.

12.5. Communicating to Define Avoidance, Minimization and Mitigation

The Environmental Mitigation Plan must describe how the Proposer will work collaboratively with the State, federal agencies if applicable, and other stakeholders to define avoidance, minimization, and mitigation measures.

- Early, often, and inclusive communication with a range of stakeholders is a key aspect of the Catskills project collaborative development approach. The Applicant's communication efforts prioritize information sharing, soliciting feedback on the design and execution of the Project, as well as supporting an efficient and timely permitting process. This communication will allow the Proposer to identify key environmental or agricultural issues early in the process to allow the Project time to develop methods to avoid, minimize, or mitigate potential impacts and describe these methods in the Project's regulatory permit applications. Communications with many of these stakeholders has begun and is proceeding along parallel paths with environmental or technical concerns being discussed by the appropriate experts separate from social or economic concerns to allow each part of the Project Team to best utilize its strengths and remain focused.
- Collaboration on the project has already started as evidenced by meetings or communications with:
  - [redacted]
  - Other stakeholders are described in Section 15-Communities Engagement Plan
- As part of the collaborative communication and development approach:

The Project will use methods and processes to allow for a constructive two-way flow of information between key stakeholders and developers, specifically highlighting how this feedback is used to inform decision making.

The Project has created a website where key information and project updates are maintained to allow for easy and wide distribution of information.

E-newsletters will be published on a regular basis to keep interested stakeholders updated. As necessary, working groups will be created with appropriate stakeholders to address more challenging environmental areas or issues to allow for unique or novel solutions to be implemented.

12.6. Reducing Greenhouse Gas Emissions

The Environmental Mitigation Plan should also describe the contribution of the Project to meeting New York State's target of reducing greenhouse gas emissions 80% by the year 2050, and CLCPA's target of delivering 40% of the overall benefits from New York State's climate programs to Disadvantaged Communities.

12.7. Benefits for Disadvantaged Communities

Describe how the Project will contribute to a reduced energy burden, avoided environmental pollution, avoided health costs, added climate resiliency, avoided environmental costs, and added environmental benefits to Disadvantaged Communities.

The Ravenswood Generating Station is in an area identified by NYSDEC as a Disadvantaged Community. Selection of the Catskills Renewable Connector Project, which will deliver renewable energy to the heart of New York City, will ensure in-city fossil fuel resources operate less frequently. Interconnecting the Catskills Project at the Ravenswood Site will enable Rise Light & Power to transform its site into a dependable renewable generation hub, thereby allowing it to remain the same caring neighbor it has been for the past 3 years under LS Power's ownership. This gives the Disadvantaged Community next door a partner committed to help raise up our community while achieving the CLCPA goals.

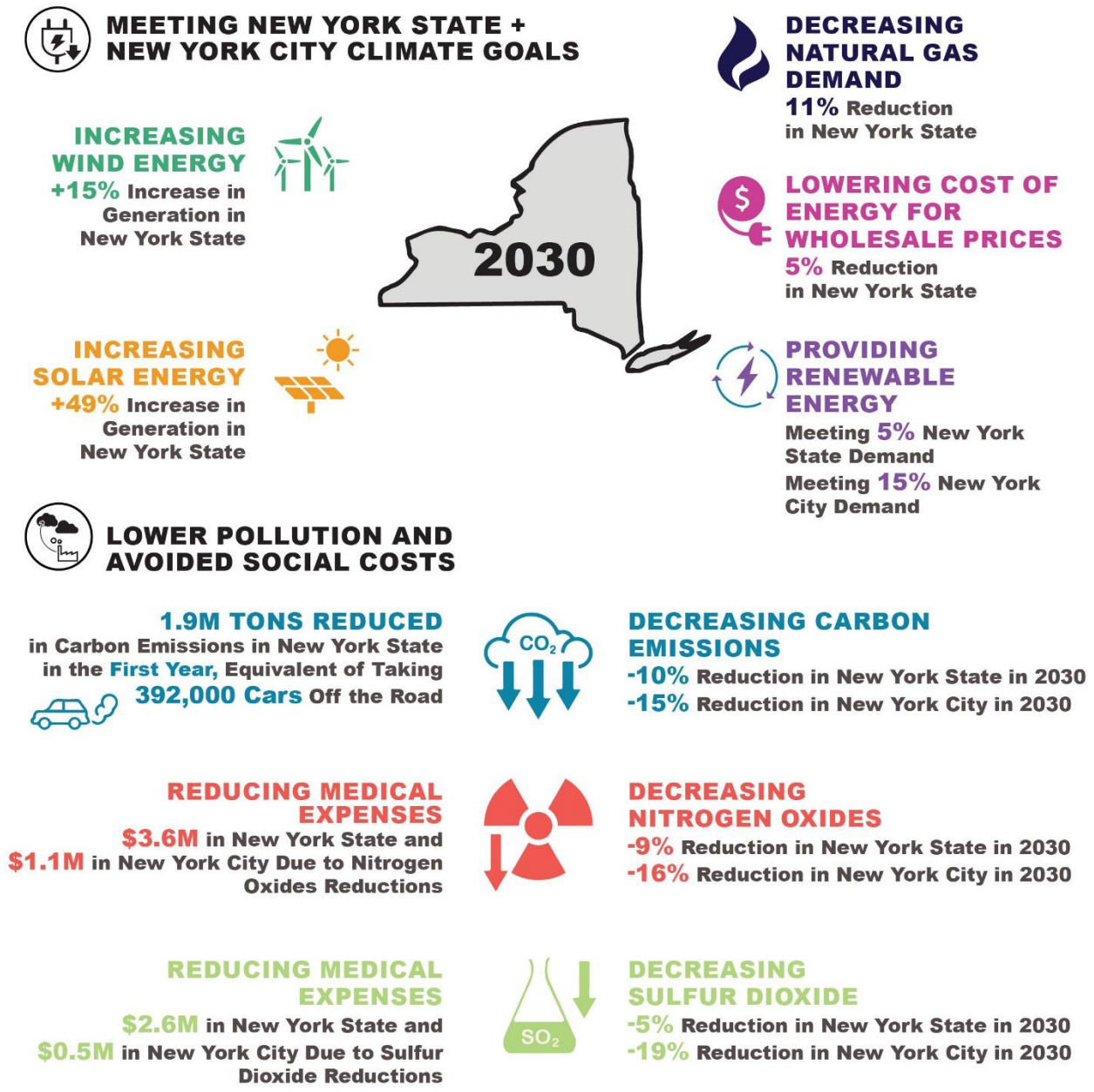


Figure 17. Project Benefits for Disadvantaged Communities.

In 2018, 17% of NYC was below poverty level, and just over 50% of the students in the city did not perform at their grade level in math or English language arts.[3] NYC's SO2 air quality is 36% worse than the rest of the state, PM2.5 is 10% worse and ozone is 9% worse.[4] By selecting the Project, which will bring in 15% of Zone J's energy as renewable generation enables the emission reductions described above. These reductions will directly benefit the Disadvantaged Communities including those below the poverty level by significantly improving the air quality. Since NOx, SO2, and PM2.5 are all linked to higher asthma attacks and other lung problems, the Project will directly improve their quality of life through less sick days, less time off work, and less days of missed schooling. As residents in the greater New York City area, the Rise Light & Power leadership team is especially motivated to bring these improvements to fruition via the Catskills Renewable Connector Project to create better homes, neighborhoods, and communities for our families.

12.8. Other Environmental Benefits

[3] https://furmancenter.org/stateofthecity/view/citywide-and-borough-data

[4] https://www.dec.ny.gov/docs/air_pdf/2019airqualreport.pdf

12.9. Project Carbon Intensity

To the extent discernable at the current stage of development, Proposers should describe and explain the anticipated carbon intensity in Project design, sourcing, construction, operation, and maintenance. Proposers should also describe and explain any available process by which the Proposer will be able to account for embodied carbon on an ongoing basis through development, construction, and operation of the Project. This could include the sourcing and manufacturing of primary components such as modules, inverters, turbines, cables, substations, energy storage facilities, and other electric equipment, but should also consider associated activities such as construction, Operation & Maintenance (O&M), and decommissioning. This could also include opportunities to support carbon mitigation efforts in collaboration with New York State manufacturing sources.

The Catskills Renewable Connector team actively works to stay abreast of the latest advances in construction methodologies including improvements to make concrete less impactful. As these advances are accepted into mainstream construction, they will be evaluated for use in construction of the Project.

13. Project Schedule

A Proposer must demonstrate that its Project can be developed, financed, and constructed within a commercially reasonable timeframe. Proposer is required to provide sufficient information and documentation showing that Proposer's resources, process, and schedule are adequate for the acquisition of all rights, permits, and approvals for the financing of the Project consistent with the proposed milestone dates that support the proposed Commercial Operation Date. Proposers are required to provide a complete critical path schedule for the Project from the notice of award to the start of commercial operations. For each Project element listed below, provide the following:

Identify the elements on the critical path and start and end dates. The schedule should include, at a minimum, preliminary engineering, financing, acquisition of real property rights, Federal, state and/or local permits, licenses, environmental assessments and/or environmental impact statements (including anticipated permit submittal and approval dates), completion of interconnection studies and approvals culminating in the execution of the Interconnection Service Agreement, financial close, engineer/procure/construct contracts, start of construction, construction schedule, and any other requirements that could influence the Project schedule.

If any aspect of the Project involves construction through aquatic or other sensitive environments, describe the anticipated permissible construction windows, and how the construction milestones will be accommodated within these windows.

Detail the status of all critical path items, such as receipt of all necessary siting, environmental, and NYISO approvals.

Proposers must propose events constituting critical milestones prior to Commercial Operation, and the anticipated dates for achieving critical milestones. Proposed critical milestones should include key events during the permitting, development, and construction of the Project and associated New Transmission that are necessary prerequisites to achieving Commercial Operation.

13.1. Approach to Managing Schedule:

The Applicant has made significant investments over the past year to mature and de-risk the Catskills Project. These investments are expected to reduce the risk of schedule delay. This reduced risk, coupled with the experience in New York and in transmission development as described in Section 3, and the level of maturity of the Project forms the basis for a viable schedule as described herein. The Applicant's i

Table 9. Work Breakdown Structure

Work Breakdown Structure (WBS) Section	Description
Major Milestones	Key project milestones are listed to achieve targeted commercial operation, which are supported by activities in subsequent schedule WBS sections
Financial Plan	The Applicant's internal financial governance milestones
Offtake Agreements	Summary of the NYSERDA Tier 4 RFP process
Permitting and Licensing	A description of the identified regulatory process including federal, state, local permits. This includes necessary survey and environmental assessments to prepare Applicant-submitted permit applications, regulatory review periods, and completion of Environmental Assessments and Impact Statements
Real Estate / Rights of Way	Activities associated with identified temporary easement and permanent land acquisition to support the Project
Interconnection	A description of the anticipated system planning and interconnection agreement processes with NYISO, including estimated durations for the System Reliability Impact Study and Facilities Study
Engineering	A description of the field survey and design process from conceptual phase through detailed design
Procurement	Identification of the major procurement packages and the estimated lead times to support the construction phase. This includes EPC contracts for long lead time components such as HVDC cable and converter stations
Construction	Estimated durations for each project component and segment
Testing and Commissioning	Estimated duration and process for the testing and commission of project components
Project In-Service	The targeted project commercial operation in-service date
Project Closeout	Project financial and contract close, turnover packages to O&M, and other project due diligence and documentation completion

13.2. Critical Path and Major Milestones

Given the scope of the Catskills Renewable Connector Project, before construction can begin, an approval from the New York State Public Service Commission must be received, consistent with Article VII of the New York Public Service Law. Article VII is the section of the Public Service Law that requires a full review of the need for and environmental impact of the siting, design, construction, and operation of major transmission facilities in the state. It lays out a rigorous review and permitting process for the construction

and operation of new high-voltage (100 kV or more) electric transmission lines and other major new utility transmission facilities that meet the law's design capacity and length parameters.

13.4. Development Plan & Proposed COD

The Catskills Renewable Connector has a schedule and execution strategy which is well positioned for

14. Operational Flexibility and Peak Coincidence

Proposers should describe how the Project contributes to Operational Flexibility and Peak Coincidence in Zone J. If a Resource is claimed to be dispatchable, Proposers should clarify limitations on dispatch such as minimum output, ramp rate, and minimum up and down times. The portion of Resource portfolio that is dispatchable, as well as the flexibility of dispatchable Resources, will be considered.

All Proposers are encouraged to submit a P(50) 8760 schedule of aggregate Zone J energy deliveries to supplement the 12 x 24 delivery schedule provided in the Offer Data Form, Delivery Profile worksheet. The 8760-delivery schedule should represent the aggregate of all Project Resources into the Zone J Delivery Point. Data should be submitted on an Excel spreadsheet and uploaded as an attachment to the Proposal Narrative. Proposers should indicate if the P(50) delivery schedule is normalized based on historical output from a given weather year. For Projects that include Energy Storage, Proposers are encouraged to provide an 8760 delivered energy schedule with storage utilized, and an 8760 profile for deliveries without storage.

The Operational Flexibility and Peak Coincidence (OpFlex) component of the evaluation considers how the Project contributes to grid reliability and enables reduced reliance on fossil-fired generation in Zone J. The Scoring Committee will evaluate Step Two Proposals based on:

1. *The benefits afforded to the electric grid in Zone J by the Project if proposing with dispatchable Resources and/or Energy Storage;*
2. *The extent to which Project deliveries into Zone J are coincident with electric demand within Zone J and thereby reduce dispatch of fossil resource; and*
3. *The extent to which the Project complements the foreseeable deployment of offshore wind into Zone J.*

The Scoring Committee will view Step Two Proposals that include dispatchable Resources, controllable transmission, and/or Energy Storage more favorably, as these Projects may better match Tier 4 energy deliveries to Zone J load and offshore wind output, and may reduce dispatch of fossil-fired peaking resources in Zone J.

If a Resource is claimed to be dispatchable, Proposers should clarify limitations on dispatch such as minimum output, ramp rate, and minimum up and down times. The portion of Resource portfolios that is dispatchable, as well as the flexibility of dispatchable Resources, will be considered.

The HVDC and commercial construct being proposed by the Applicant is unique in its ability to offer dispatchable energy into NYISO Zone J as well as reduce reliance on fossil resources by the sheer amount of energy that can be delivered.

free energy production has been reduced compared to historical years. The light grey line below indicates carbon free while the dark grey line is carbon generation. This trend will be stronger in Summer 2021 with the shutdown of the last Indian Point nuclear reactor in April 2021. Therefore, it is important to note the ability of the Project to both replace higher emission peaking facilities in Zone J and also provide a cleaner alternative of supply during all hours, based on the relative variable cost difference between fossil resources and existing clean energy in Zones A through F.

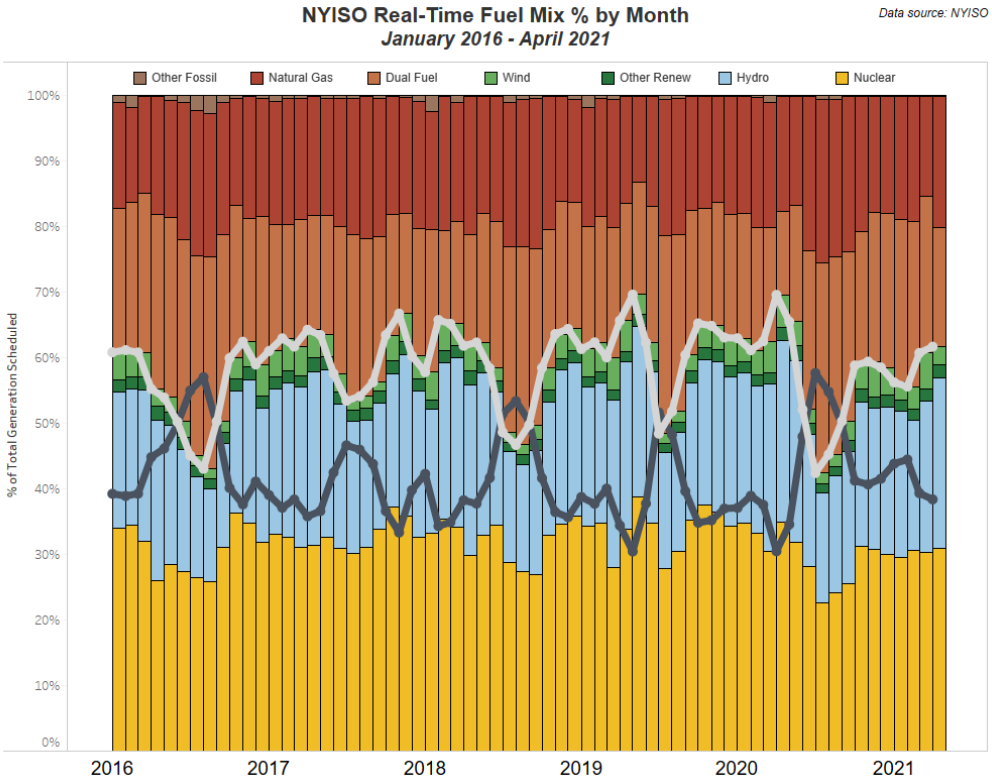


Figure 18. NYISO Real-Time Fuel Mix % by Month

15. Communities Engagement Plan

Through this solicitation, NYSERDA seeks to actively support the outcomes envisioned by New York State's nation-leading climate legislation, the CLCPA, including its target of delivering 40 percent of the overall benefits from New York State's climate programs to Disadvantaged Communities.

The Step Two Proposal must present a reasonable Communities Engagement Plan with a thoughtful approach to build Project support and respectfully respond to opposition. Proposers awarded a contract are encouraged to consult with NYSERDA before and during the implementation of their Communities Engagement Plan and will be required to update NYSERDA on their community engagement progress and plans in their quarterly progress reports. A thoughtful Communities Engagement Plan should include:

a. a description and analysis of affected communities, and

b. a plan for regionally targeted education and marketing strategies that include advertisements and/or direct mailings, outreach events and activities such as exhibiting at local events, hosting open houses, and targeted engagement with local community groups.

The Communities Engagement Plan should describe how the Project offers benefits related to economic development and the creation of local jobs, reduced energy burden, avoided health costs, added climate resiliency, avoided environmental costs and added environmental benefits, low-income and Environmental Justice population participation, and avoided social costs. The Communities Engagement Plan may also comprise community benefits agreements and opportunities to build not only community opportunity and capacity regarding the Project's development, construction, and operations, but also opportunities to build community equity in a project. All such community expenditures and activities would constitute eligible economic benefit claims to support a project's evaluation under this RFP, which are to be described in the Incremental Economic Benefits Plan. The Communities Engagement Plan should also demonstrate alignment with the CLCPA and this solicitation's stated prioritization of benefits, including job creation, to Disadvantaged Communities.

15.1. Approach to Community Engagement

15.1.1 Introduction

The Applicant recognizes that developing large infrastructure in the public trust requires a thoughtful and robust community engagement process, informed by experience, and anchored in empathy. We know that it is necessary to understand community concerns by being present and listening. We also know it is important to be transparent and inform the public about plans and benefits as early as possible in the project formation and through its development. By engaging community stakeholder groups and implementing an education and marketing strategy, the Project will build its credibility and support in the community, position the project for long-term success, and help avoid misinformation that would lead to delays or opposition to the project. The Applicant's experience in developing in New York State informs the importance of building credibility and conveying an intent of responsible development in and around affected communities. This Communities Engagement Plan is part of The Applicant's commitment to leading New York's transition to reliable, resilient clean energy with new clean energy infrastructure

projects, and makes progress towards the goals for the Climate Leadership and Communities Protection Act. Additionally, the Project supports a recovery from the Covid-19 economic impacts through job creation. The Engagement Plan discussed here is one part of the larger state-wide engagement process, as this project includes both downstate energy transmission and upstate renewable energy development.

15.1.2 Commitment to Environmental Justice

The Applicant is committed to addressing environmental justice and providing services and benefits to disadvantaged communities. The Applicant has identified disadvantaged communities based on the criteria outlined in the RFP which establishes the following interim criteria until the Climate Justice Working Group defines the criteria in the future.

Communities located in one of the geographies below are considered Disadvantaged Communities:

- Located within census block groups that meet the HUD 50% AMI threshold, that are also located within the DEC Potential Environmental Justice Areas (PEJA) or
- Located within New York State Opportunity Zones

15.1.3 Engagement Principles & Goals

The Applicant is dedicated to meaningful engagement with communities throughout the state. The Communities Engagement Plan implementation will be guided by four overarching principles with focused goals that provide a framework for the selection of outreach and engagement tactics:

Transparency

- Effectively communicate the primary purpose and benefits of the Project to the communities. Key messages and sample Frequently Asked Questions can be found in Attachment 17.
- Use methods and processes to allow for a two-way flow of information between key stakeholders and the Project, specifically highlighting how this feedback is used to inform decision making.

Inclusivity

- Provide consistent and accessible information across multiple platforms per region.
- Foster community support by maintaining regular contact with stakeholders, community leaders, and the general public to build positive, long-term relationships.

Accessibility

- Provide information in understandable terminology and offer language services (i.e., translation and/or interpretation) at meetings. Provide written materials in languages spoken in the communities within the project area.
- Host events in locations which are ADA accessible, and use technology accessible to the intended audience.

Responsiveness

- Discuss topics that are relevant to the needs, values, and concerns of each community.
- Establish clear methods of communication with the community, listen to input, and respond to concerns or opposition respectfully.

15.1.4 Key Stakeholders & Outreach to date

A key aspect of the Project is to facilitate early, often, and inclusive communication with a diverse range of stakeholders for the collaborative development of the Project. Sharing information, soliciting feedback on the design and execution of the Project, and demonstrating how community feedback has informed the Project will support an efficient and timely permitting process and foster project success. Communities Engagement has already begun for the project as the Applicant has actively engaged with many relevant stakeholders, including state and federal agencies, about the Catskill Renewable Connector Project and required permits and approvals.

As described in Section 11 Permitting Plan, some examples include: the New York State Department of State (NYSDOS), New York State Department of Environmental Conservation (NYSDEC), New York State Office of Parks, Recreation and Historic Preservation (NYSOPRHP), New York State Department of Public Services (NYSDPS), and New York State Office of General Services (NYSOGS). The Applicant believes in early and frequent engagement with relevant regulatory agencies and other stakeholders. Public involvement in both the federal and state regulatory processes is important and has and will continue to be managed proactively.

Stakeholders that will be engaged as described in this plan include, but are not limited to: federal, state, and local governments and regulatory agencies; New York City Community Boards; local marine interests and waterway users; citizen groups; environmental/nongovernmental groups; Native American Tribes; fishing organizations; recreation and tourism interests; marine trades; commercial interests; and the general public or other groups with broad interest in the Catskills Renewable Connector Project. This stakeholder coordination is well underway and will continue throughout the planning, permitting, design, and construction of the project.

15.1.5 Engagement Experience

The Applicant is well-positioned to execute a meaningful Communities Engagement program. Located in the heart of New York City and part of the Queens' community since 1963, the Applicant's Ravenswood Generating Station has extensive relationships and a strong history of partnerships with local community leaders and officials in Queens and throughout NYC. The Applicant's existing Corporate Social Responsibility (CSR) platform contains over a dozen local community sponsorship programs, from anti-gang violence mentoring programs at NYCHA public housing to food insecurity and COVID PPE

15.2. Affected Communities

15.2.1 Overview

The project stakeholders include distinct geographic, environmental, and community conditions that will influence how community engagement is planned and implemented. A context-sensitive approach anticipates these diverse factors and has designed specific strategies to meaningfully execute the Communities Engagement Plan. The Applicant understands the unique benefit of engaging stakeholders

to project milestones or changes. Stakeholders are essential to communicating a positive message and clear facts not only about the Catskills Renewable Connector, but also about New York and its nation-leading climate goals.

The project team has divided the project area into three regions described below and shown in Figure 19, in order to facilitate meaningful engagement using community-specific tools across the diverse project area.

Although many community engagement strategies will be the same or similar throughout the project area, other strategies are tailored uniquely to each region to best serve the communities' needs.

15.2.2 Understanding Construction Concerns in Communities

The Applicant understands that any type of construction may cause concern and question within communities and has begun to anticipate potential specific community impacts in order to proactively engage stakeholders. Refer to Section 12 for detailed descriptions of construction mitigation. Detailed descriptions of potential community features adjacent to the route such as hospitals, schools, museums, parks, historic districts, and railways, as well as the planned approach for coordination with these stakeholders is included in Attachment 17. For example, hospitals will be informed of any potential traffic or access issues related to construction. Designing detour routes will be discussed to avoid as many impacts as possible. School administrators will be contacted to solicit their input regarding construction schedule and timing to ensure safe access and minimal disruption to testing periods and other school activities. Additionally, schools are good opportunities for renewable energy and climate change educational presentations, workshops, or programs, as well as potential locations holding larger public

[redacted]

meetings. Historic districts and museums near the route are an opportunity to assist in sharing project information to a broad city-wide and national audiences. Information regarding traffic detours and

15.2.4 Hudson Valley

15.3. Engagement Methods

The Applicant understands that effective community engagement for the Project must be tailored to the specific needs, concerns, and experiences of communities across the broad geographic project area. The Communities Engagement Plan is grounded in an understanding of local issues and demographics and employs a variety of strategies and tools in order to facilitate an inclusive and dynamic engagement process. The Communities Engagement Plan is an iterative and responsive process between the Applicant and the relevant Communities. As the Communities Engagement Plan is implemented, more input and dialog regarding stakeholder concerns will be recorded and incorporated into the project as appropriate. The Communities Engagement Plan strategies below will guide the Applicant through the design, permitting, and construction phases of The Project. During the Covid-19 pandemic, New York used unique methods for communicating complex and difficult messages to the state-wide audience. Using diverse tools and flexible strategies, the State provides a strong example of best practices for distributing information to targeted audiences across a broad geography. These communication tools can similarly be applied to The Project.

Coordinating the timing of engagement activities within The Project's design and construction schedule will assist in distributing relevant information and receiving valuable community input in coordination with project next steps. The public and stakeholders will be provided project updates as design progresses so that they understand the expected benefits, location and type of improvements, and potential construction impacts. As the design phases progress, the engagement discussions will progress in tandem in order to:

- Become more technical and detailed as the design progresses, including information regarding construction impacts, schedule, and next steps
- Leverage local and site user knowledge in the engagement and design process
- Demonstrate a comprehensive understanding of site context and local features

15.3.2 Regional Community Engagement Approaches

As stated at the top of this Section, the Communities Engagement Plan divides the project area into three regions described below in order to ensure the engagement strategies are aligned with context-specific communication methods and address community concerns specific to each geography.

The refinement of specific engagement events and tools considers factors such as the location of nearby residents and businesses, seasonal usage of nearby roadways and community facilities, sensitive environmental habitats, population demographics, languages spoken at home, and cellphone, wi-fi, and broadband internet access, along with other factors that may be known about a particular location. Stakeholder identification and outreach is an important part of the process to assure interested and potentially impacted parties are involved in the process, regardless of potential language, technical or other barriers to receiving information.

Catskills Community Engagement Strategies

Based on community stakeholder discussions, several key factors will influence the success of the Communities Engagement Strategies in the Catskills Region. Digital access may be a challenge for older, less tech-savvy groups or those living in outlying areas, therefor providing in-person as well as digital materials and activities will be most effective. Anticipating differing stakeholder values between long-time residents, recent downstate relocated residents, and second home homeowners will be helpful when developing engagement content. Many residents in this area tend to share information through inter-personal means and value discussion of past experience. Providing methods for this type of engagement will be incorporated into the strategies Engagement materials will be prepared in English primarily and

15.3.3 Engagement Implementation Coordination

The Applicant understands the importance of coordination with NYSERDA and renewable energy developers in executing the Communities Engagement Plan and developing the Project. A preliminary implementation framework aligned with project milestones is included in Attachment 17.

Roles and Responsibilities

- The Applicant (and subconsultants) is responsible for the management, creation, and implementation of all material and activities described in the Communities Engagement Plan. The Applicant will keep in close communication with relevant NYSERDA Marketing personnel and anticipates close contact with Kate Muller for major project milestone announcements and events.
- The Applicant understands that NYSERDA may conduct its own marketing, engagement, and events related to the Catskills Renewable Energy Connector independent of the Communities Engagement Plan described herein, however, coordination on key events, messaging, and milestones is desirable.

15.4. Community Benefits

15.4.1 Project Benefits

By helping New York State to achieve its climate change mitigation goals and transition to 70% renewable energy supply by 2030, this project will increase wind and solar energy generation, decrease natural gas demand and greenhouse gas emissions, lower pollution levels and reduce health costs statewide. These broad environmental benefits are further detailed in Section 1

These investments will promote an equitable recovery from Covid-19 by prioritizing and expanding access to labor apprenticeships within disadvantaged communities that are struggling from the economic setbacks of the pandemic.

16. Incremental Economic Benefits Plan

Incremental Economic Benefits expected to accrue to New York because of the development, construction/modification, and operation of the Project will be evaluated as another non-price evaluation component.

Incremental Economic Benefits are those that a Proposer can demonstrate: (1) will accrue because of an award under this RFP, and (2) would not have accrued but for the award of a contract under this RFP.

Incremental Economic Benefits can be claimed as of January 1, 2021. Except for projects with existing Tier 1 Agreements that propose to convert to Tier 4 Agreements, as described in Section 2.1, Incremental Economic Benefits previously claimed with respect to a facility that is subject to a pending - 54 - award under a previous solicitation or that is the subject of a current NYSERDA contract are not eligible for evaluation. Tier 1 projects that propose to convert to Tier 4 may have their Incremental Economic Benefits reclaimed under this RFP.

Only those Incremental Economic Benefits falling within the categories defined below, and entered in the Offer Data Form, will be considered. In no instance will NYSERDA or its Scoring Committee consider any indirect or induced economic effects benefits or those created by any "multiplier effect" or other attribution method under which the creation of peripheral spending and jobs might be credited to direct capital infused into the economy.

Because New York State has not yet formally defined Disadvantaged Communities, this RFP relies on interim criteria for communities that meet the spirit of the Disadvantaged Communities objectives of the CLCPA, described in the Acronyms and Definitions list above. Step Two Proposals will be awarded more points by the Scoring Committee if the Proposer can demonstrate benefits of the Project's development are afforded to communities located in Disadvantaged Communities.

Proposers must provide complete information along with the supporting documentation or requested data in the following six categories, delineated by three types of economic input activities and by short-term and long-term Incremental Economic Benefits. Incremental Economic Benefits may be claimed in one of three input activity categories:

Category 1: Project-specific spending and job creation in New York State;

Category 2: Transmission and other infrastructure, supply chain, and community economic development in New York State;

Category 3: Other activities that provide opportunities for the New York workforce and communities.

For each of the six categories, total inputs (expenditures, jobs, activity metrics) for all of New York State and the subtotal of inputs to Disadvantaged Communities are to be specified.

Independent audit and verification of the actual Incremental Economic Benefits of the Project and comparison to the level of claimed Incremental Economic Benefits will be required after the first three years of the Contract Delivery Term, when the Proposer will submit an Economic Benefits Report prepared by a New York State-certified, independent certified public accountant, demonstrating the actual Incremental Economic Benefits that

resulted from the construction and operation of the Project under the categories and within the eligibility requirements listed in the RFP. The Economic Benefits Report will be funded at the Proposer's expense. Should the Proposer fail to reasonably demonstrate that the Verified Total Dollars of Incremental Economic Benefits are at least 85% of Expected Total Dollars for the sum of total direct expenditures in categories 1 and 2, NYSERDA may at its option upon Notice to Seller, require additional economic investments in New York State comparable to the Economic Benefits Shortfall.

16.1. Economic Benefits Plan

16.1.1 Introduction

In addition to being the most ambitious climate policy agenda in the U.S., the CLCPA presents a significant opportunity to rebuild New York's economy through renewable energy infrastructure. The Tier 4 program will be one of the largest single investments NYSERDA has ever made, and, as a result, the Catskills Renewable Connector offers the ideal solution to guide investment to benefit New York workers, contractors and supply vendors, and to benefit small towns and large cities across New York State. The development of both the Catskills Renewable Connector and its renewable energy supply portfolio through NYSERDA's Tier 4 program will result in significant in-state investment across the state.

This comprehensive economic development plan benefits New York State workers and residents by keeping the entire Tier 4 REC supply portfolio within New York State, focusing investments on in-state purchases of construction materials, services, and labor, and resulting in significant payments to local New York State entities. Beyond the incremental benefits quantified here, the Project is also expected to generate long-term economic benefits to New York State and beyond, particularly as nearby states expand renewable energy targets and support investments that generate renewable energy and improve grid reliability. Over time, these investments will support competitive energy prices, lower greenhouse gas emissions, result in avoided public health costs, decrease reliance on imported energy, and expand employment opportunities across the energy sector, with ripple effects into transportation and logistics services, maintenance services, information technology, and advanced manufacturing sectors.

To realize the significant benefits offered by the Proposal, the Applicant is committed to advancing workforce development to prepare New York's workforce for a clean and just transition, conducting outreach and working with local and M/WBE partners through effective procurement planning. Incremental Economic Benefits will be tracked and verified according to the proposed Economic Benefits Verification

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[10] This anticipated commitment has not been included in total dollar incremental benefits.

and private non-profit employment service groups, to ensure public participation and project transparency. Other methods could include project websites, e-blast mailings, outreach to nearby residents, and posting notices in the community and at the field office that provide general information about the project

The Applicant understands that an independent audit and verification of the actual Incremental Economic Benefits of the Project will be required after the first three years of the Contract Delivery Term in comparison to the level of claimed Incremental Economic Benefits. Further, the Applicant understand that at this time, the Applicant will secure, at the Applicant's expense, a New York State-certified, independent certified public accountant will develop an Economic Benefits Report demonstrating the benefits that results from construction and operation under the categories and within the eligibility requirements listed in this RFP.

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economic investments in New York State comparable to any identified Economic Benefits Shortfall if the Applicant fails to reasonable demonstrate that the Verified Total Dollars of Incremental Economic Benefits are at least 85% of Expected Total Dollars for the sum of total direct expenditures in Categories 1 and 2.

17. Required Statements

17.1. Pricing Eligibility

This Application includes a firm offer price using the Index REC Price Structure. The offer prices are all-inclusive, that is, for all components of the Project.

Under the Index REC Price Structure, the Tier 4 REC price varies monthly. It equals the Index REC Strike Price minus the monthly Reference Price. The monthly Reference Price is the sum of the Reference Energy Price and the monthly Reference Capacity Price.

The Catskills Project does not include hydropower; therefore, the pricing does not include pricing for Supplier Energy Baselines.

17.2. Contract Delivery Term Eligibility

17.3. Prevailing Wage Requirement

In furtherance of our objective to support the creation of good union construction jobs, for the construction work in New York State that is associated with the Catskills Renewable Connector, the Applicant will require its contractor(s) and/or local subcontractor(s) of all tiers, including its Construction Manager, General Contractor or Prime Contractors to negotiate and sign a Project Labor Agreement(s) (PLAs) having a form and substance not materially different from standard agreements with the NYS BCTC and/or its local council affiliates that represent the trades in the various locations where construction will occur. We expect that the PLA(s) will include commercially reasonable terms and conditions for projects of this type including, but not limited to, flexible scheduling, no strike / no lock-out provisions, dispute resolution procedures, and a labor-management committee.

Applicant will also encourage the developers of renewable resources planning to deliver renewable energy to the Catskills Project to follow its example to similarly prioritize the use of organized labor to the greatest extent possible and at a minimum require them to pay wages and benefits in an amount not less than the Prevailing Rates (as determined under NYS Section 220 for construction activities in New York, or for construction activities elsewhere as determined by analogous state law) that would be applicable to a public work in the area where the subject Project construction activities occur.

17.3.1 Project Labor Agreement

As noted above, the Applicant is committing to a PLA and will encourage the developers of renewable resources planning to deliver renewable energy to the Catskills Project to follow its example.

17.3.2 Delivery Confidentiality

Applicant agrees to grant to NYSERDA the right to share with NYISO, adjacent RTOs, and owners of transmission facilities, as applicable, confidential information about its Proposal subject to those entities being under a regulatory or tariff requirement that requires them to maintain the confidentiality of the information in accordance with such requirements. The Applicant also authorizes the NYISO, adjacent RTOs, and owners of transmission facilities, as applicable, to release information to NYSERDA that may

otherwise be considered confidential under the relevant rules or policies of such organizations subject to NYSERDA's confidentiality commitments in the RFP. Applicant agrees to cooperate with NYSERDA and to execute waivers or other documentation necessary for NYSERDA to acquire Critical Energy Infrastructure Information (CEII) from the relevant RTO.

17.4. State Finance Law Sections 139-j & 139-k

Applicant certifies that it will comply with State Finance Law Sections 139-j and 139-k and provide a disclosure statement indicating that the Applicant has not been found non-responsible under Section 139-j of the State Finance Law within the previous four years.

17.5. Tax Law Section 5-a

Applicant will certify to the Department of Taxation and Finance (the Department) that as each becomes identified, its contractors, its subcontractors and the affiliates of its subcontractors will register with the Department to collect New York State and local sales and compensating use taxes. Applicant will certify it has filed form ST-220-TD with the Department on its own behalf prior to entering into an agreement with NYSERDA. Applicant has filed form ST-220-CA.

17.6. Omnibus Procurement Act of 1992

Applicant will seek out and subcontract materials and service agreements with Minority Women Business Enterprises to the maximum extent practical in consideration of the availability and schedule associated with such materials and services.

17.7. Disclosure Requirement

Neither Applicant nor any of its officers, partners, and directors or members of any similarly governing body have been indicted for any felony, or convicted for a felony within the past five years, under the laws of the United States or any state or territory of the United States. Neither Applicant nor any of its officers, partners, and directors or members of any similarly governing body have been debarred or suspended by any agency of the U.S. Government or the New York State Department of Labor. There are no pending (currently or in the past three years) litigation or disputes related to projects planned, developed, owned, or managed by Proposer or any of its affiliates in the United States, or related to any energy product sale agreement that could reasonably be expected to have a material adverse effect on the Proposer or any of its affiliates.

There are no litigation, disputes, claims or complaints, or events of default or other failure to satisfy contract obligations, or failure to deliver products, involving Proposer or an affiliate, and relating to the purchase or sale of energy, capacity or RECs or other electricity products.