



SOUTHERN CALIFORNIA PUBLIC POWER AUTHORITY

RESPONSE TO CLARIFICATION QUESTIONS # 2

RENEWABLE AND CONVENTIONAL ENERGY TRANSACTION COUNSEL

RFP ISSUANCE DATE:	February 6, 2024	PROPOSAL DEADLINE:	March 6, 2024 <u>March 27, 2024</u>
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Response to Clarification Questions # 2 issued March 19, 2024

To All Potential Vendors:

This Response to Clarification Questions # 2 is issued to clarify questions related to the volume of transactions expected and the rates payable to counsel.

Clarification Questions # 2:

Response to Clarification Questions # 1: Please see below.

1. Question:

How many of each PPAs, EPC agreements, BTAs, prepay agreements, purchase options, ground leases, and energy exchange and interconnection agreements do you expect to give to any one firm per year?

Response:

The volume of transactions and types of transactions will vary based upon the number and type of favorable proposals received through SCPPA's RFP process and the Members' interest in pursuing such projects.

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2. Question:

Does SCCPA have a goal for how many installed MWs of renewables it will have by certain dates?

Response:

SCPPA as an organization has not established a goal for a certain number of MWs of installed renewables; however, the 12 SCPPA Members have renewable energy goals and must secure renewable projects to comply with California's Renewable Portfolio Energy targets, and in many cases, more aggressive renewable energy goals set by certain SCPPA Members' governing bodies.

3. Question:

In Sec. II.B.4 of the Pro Forma Legal Services Agreement ("Agreement"), you say that the firm should not bill for review of junior attorneys' work. How do you define a "junior attorney?" We typically have the junior attorneys incorporate all specialist comments and we typically bill for partner time to review the consolidated draft. Is this acceptable?

Response:

Yes, this is acceptable. While we do not have a precise definition for "junior attorney" the idea is that SCPPA would be retaining the firm because of its expertise in the transaction at issue, and SCPPA will not pay the time spent training newer attorneys.

4. Question:

Similarly, you mention in Exh. C that you will not pay for duplicate charges by two or more attorneys in drafting documents. If attorneys are drafting different parts of a single document, do you consider that duplication? While we do not charge for duplicate efforts, it is common for us to have attorneys work on different parts of documents if necessary.

Response:

SCPPA does not consider this duplication and this is acceptable to SCPPA, as long as each attorney has been approved to work on the transaction by SCPPA and adds value to the services provided.

5. Question:

In preparing the budget mentioned in Sec. V of the Agreement, what detail will be provided about the scope of work to develop the budget?

Response:

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SCPPA will work with the selected firm to provide the level of detail necessary to develop a budget for the transaction.

6. Question:

Are you requiring that rates be frozen for the three-year term of the Agreement or will you entertain rates for each year of the term?

Response:

SCPPA prefers that rates be fixed for the 3 year term, but will entertain rates for each year of the term. This should be included in your fee proposal for evaluation.

7. Question:

Associate rates typically increase as associates advance in seniority and advance to special counsel and partner. Will you allow for rates to increase based on seniority?

Response:

Yes. The rates based upon level of seniority should be specified in the proposal.