



Request for Proposal for provision of Fund Administration Services to the Champlain Hudson Power Express Green Economy Fund (“RFP”)

Date: May 23, 2022

Contract Period: Five (5) years, with renewal at the discretion of the Green Economy Fund Advisory Board

Proposal Due Date: July 1, 2022

Designated Contact: GEF@transmissiondevelopers.com

1. STATEMENT OF PURPOSE

H.Q. Energy Services (U.S.) Inc. (“**HQUS**”) and CHPE LLC are seeking applicants to serve as the Green Economy Fund (“**GEF**”) Administrator (“**TA**”) for the Champlain Hudson Power Express project (“**Project**”) and to perform the Services as defined in Section 6 of this RFP.

The GEF will place a special emphasis on serving the needs of disadvantaged communities located in New York State along the Project route. The GEF includes funding in the amount of 40 million USD, designed to support residents living in disadvantaged, frontline and otherwise underserved communities such as women, black, indigenous and people of color, other minorities, and fossil fuel industry employees by providing them with new job training opportunities that will help them benefit from New York’s transition to a greener economy.

More detail on New York State’s criteria for disadvantaged communities and those the GEF is designed to support can be found at <https://climate.ny.gov/Our-Climate-Act/Disadvantaged-Communities-Criteria>

2. GEF’S OBJECTIVE

The GEF is established solely for the purpose of allocating funds to pre-existing programs in New York State that support individuals and families in taking advantage of new opportunities afforded by the State’s green economy transition.

3. GEF’S BACKGROUND

On April 14, 2022, New York authorities approved the Project’s contract with the New York State Energy Research and Development Authority (“**NYSERDA**”). The contract awarded was in response to NYSERDA’s Tier 4 renewable energy solicitation issued in January 2021, and includes the GEF.

4. NATURE OF PROJECTS TO BE FUNDED BY THE GEF

The types of projects for which the GEF will authorize monies include but are not limited to support for job training and workforce development initiatives; assistance in funding building retrofits, transportation electrification, heat pump installation and solar panel installation; and funding the mitigation or elimination of non-traditional barriers to employment such as childcare.

Projects are intended to (a) achieve multiple GEF goals; (b) involve multi-stakeholder collaboration; (c) encourage matching funds; and/or (d) be cost effective.

5. GEF ADMINISTRATION AND GOVERNANCE STRUCTURE

- a. The GEF is overseen by an Advisory Board (“**GEFAB**”) consisting of ten (10) to twelve (12) individuals in addition to a representative from Hydro-Québec (HQUS’ parent company), and another one from TDI-USA Holdings LLC (CHPE LLC’s parent company), all having expertise in areas germane to the purpose of the GEF.

- b. For informational purposes, the GEFAB is authorized to:
 - i. Approve expenditures of the monies of the GEF;
 - ii. Ensure that funded projects are consistent with the terms of the GEF; and
 - iii. Retain a TA for the purposes of carrying out the activities of the GEF.
- c. The TA will be responsible for operational and fiscal duties of the GEF and its grant program in accordance with the scope of Services described in Section 6. The TA will receive guidance from and report to the GEFAB on programmatic and fiscal activity.
- d. A summary of the GEF payment streams to be administered by the TA and overseen by the GEFAB is found attached hereto as Appendix 1.

6. SCOPE OF SERVICES

The selected TA will provide fund administration services including:

- Grant Program Management as outlined in paragraph **a** below;
- Fiscal/Fiduciary Management as outlined in paragraph **b** below;
- Program Tracking, Recordkeeping and Reporting as outlined in paragraph **c** below; and
- Others services as deemed appropriate or necessary.
(collectively, the “**Services**”)

The TA will work to implement these Services and to ensure that the programmatic and financial activities of the GEF support and are consistent with its goals. The TA will consult with the GEFAB on all significant elements of the GEF.

- a. **Grant Program Management** - The TA will manage the GEF grant program, subject to approval by the GEFAB, that solicits and evaluates proposals for projects, provides funds to selected projects and tracks project progress.
 - i. The TA, with guidance from the GEFAB, will develop Requests for Proposals (“**RFPs**”) for projects that respond to the technical and thematic priorities of the GEF;
 - ii. The TA will manage the resulting grant competitions, including publishing RFPs, accepting proposals, coordinating proposal reviews with the GEFAB, and providing project grant recommendations to the GEFAB;
 - iii. With the approval of projects by the GEFAB, the TA will ensure the expeditious transfer of funds to each selected project;
 - iv. The TA will create grant contracts with grantees, track the funded projects and receive reports from grantees on the implementation progress and budgetary status; and
 - v. The TA may support and assist the GEFAB in developing guidance and other administrative documents relevant to the operation of the GEFAB and the GEF, if required.
- b. **Fiscal/Fiduciary Management** - The TA will:
 - i. Serve as the fiduciary and administrator of the GEF and the grant program funds on behalf of the GEFAB;
 - ii. Serve as the trustee of the GEF or work with a trustee that is accredited to operate and conduct business in the State of New York;
 - iii. Exercise wise and prudent investment strategies to minimize risk, while maximizing the net investment income earned on the balance;

- iv. Implement adequate financial and accounting processes and procedures to safeguard the GEF and the grant program from waste, misuse, and fraud;
 - v. Ensure timely payment of funds to project grantees, optimizing timing of disbursements with respect to the resources of the GEF, the schedule of contributions to the GEF, and anticipated outlays due to project commitments; and
 - vi. Seek to leverage funding with matching funds.
- c. **Program Tracking, Recordkeeping and Reporting** - The TA will:
- i. Track project status, including progress-to-completion and budget, at a detail and frequency necessary to prepare required reports to the GEFAB, and to identify problems, barriers and other issues related to projects that necessitate intervention to ensure expeditious resolution;
 - ii. Maintain complete, detailed, and organized records related to the GEF, the grant program and all elements of its implementation;
 - iii. Prepare a semiannual report to the GEFAB that addresses the implementation of each project, including its progress-to-completion and budgetary status, and provides a summary of the overall status and accomplishments of the GEF; and
 - iv. Prepare and file all relevant financial statements and tax documents for the GEF, or work with HQUS and CHPE LLC to ensure the same.

7. ELIGIBILITY REQUIREMENTS

The eligibility requirements represent prerequisites necessary for a TA to perform the Services and achieve the GEF's objectives. **Only proposals for applicants that meet each of the following requirements will be eligible for consideration as the TA:**

- The applicant must be in compliance with all local, state and federal laws;
- The applicant must have at least 5 years' experience in program administration related to human capital capacity-building projects;
- Applicant must have administered a grant program involving funds of 5 million or more USD of annual disbursements. If a partnership is proposed, the partner(s) conducting grant program management and fiscal/ fiduciary management must have participated, in their respective role(s), in the administration of a grant program involving funds of 5 million or more USD of annual disbursements;
- Applicant must provide one (1) letter of reference from a funder of a grant program administered by the applicant. If a partnership is proposed, one (1) such reference is required for each partner and in relation to its respective role;
- Applicant must provide one (1) letter of reference from a grantee of a grant program that the applicant has administered. If a partnership is proposed, one (1) such reference is required for each partner, except for any partner with responsibility solely related to fiscal/ fiduciary management or program tracking, recordkeeping and reporting;
- Applicant must not be involved in paid advocacy or lobbying activities within the State of New York;
- Applicant must have a working association with a bank accredited to operate and conduct business in the State of New York; and

- Applicant must be knowledgeable about typical and customary fund compositions to facilitate efficient operation and tax efficiency.

8. EVALUATION CRITERIA

All proposals received will be reviewed to ensure that the Eligibility Requirements described in Section 7 above are met. Proposals that meet these requirements will be further evaluated, using the criteria described below, with respect to their qualifications and ability to be successful in performing the Services and achieving the GEF's objectives. Proposals will be evaluated with respect to their demonstration of *experience, resources* and *capabilities* related to criteria in the following categories:

- Grant Program Management
- Fiscal/Fiduciary Management
- Program Tracking, Recordkeeping and Reporting
- Budget and Fee Structure

a. Grant Program Management

- i. Management of grant programs involving the type of projects identified as core to the GEF's purpose;
- ii. Management of grant programs that include detailed review as part of the project selection process;
- iii. Capacity to manage grant programs for projects located or performed in New York State;
- iv. Capacity and history of leveraging third-party funds and in-kind services to support grant projects, including federal and private support;
- v. Management of multiple significant RFPs and identifying high-quality project proposals;
- vi. Adherence to well-defined and effective grant policies and procedures (a copy of any such written policies and procedures should be provided in the submitted proposal); and
- vii. Management of project grants to a variety of grantees, including state agencies, research institutions, and non-profit/non-governmental entities.

b. Fiscal/Fiduciary Management

- i. Experience in maintaining grant funds through prudent investment, particularly with respect to funds of 5 million or more USD of annual disbursements;
- ii. Success in achieving positive returns on invested funds, particularly with respect to program funds of 5 million or more USD of annual disbursements;
- iii. Adherence to well-defined and effective fiscal management policies or procedures (a copy of any such written policies and procedures should be provided in the submitted proposal), and the participation of a competent investment planner;
- iv. Adherence to well-defined and effective fiduciary management policies or procedures, particularly as related to safeguarding grant programs against waste, misuse and fraud (a copy of any such written policies and procedures should be provided in the submitted proposal); and
- v. Strong institutional governance and board oversight of the Applicant's organization.

- c. **Program Tracking, Recordkeeping and Reporting**
 - i. Tracking, recordkeeping and reporting on all aspects of grant programs (including overall program and project-specific implementation schedules and budgets), especially with respect to grant programs involving funds of 5 million or more USD of annual disbursements.
- d. **Budget and Fee Structure**
 - i. Clarity of proposed budget and fee structure, including identification of staff roles and responsibilities, estimated hours and hourly rates;
 - ii. Justification of budgeted resources and level of effort; and
 - iii. Maintaining policies and/or procedures related to budget tracking (a copy of any such written policies and procedures should be provided in the submitted proposal).

9. TERM OF THE POSITION

The successful applicant will be required to enter into a contract that governs the TA position for the GEF through the GEFAB (the “**Agreement**”).

The initial term of the Agreement will be a minimum of five (5) years with renewal at the discretion of the GEFAB. The GEFAB will administer periodic performance reviews during the term, and the contract will provide for the termination of the Agreement upon a determination by the GEFAB of unsatisfactory performance by the TA.

The successful applicant shall agree to comply with all applicable federal and State laws, rules and regulations and shall provide proof of workers compensation and disability insurance.

Additional legal provisions will be included in the Agreement with the successful applicant, as described in Appendix 2.

10. SUBMISSION OF PROPOSALS

Any questions on this RFP must be received via email by 11:59pm on Friday, June 3, 2022, and sent to GEF@transmissiondevelopers.com

Final proposals must be sent via email (in PDF format) by 11:59pm on Friday, July 1, 2022, to GEF@transmissiondevelopers.com

11. RFP DISCLAIMER

HQUS and CHPE LLC, as the issuers of this RFP, reserve all rights in the management and evaluation of the RFP including, but not limited to, amending, suspending or cancelling the RFP at their sole discretion at any time.

Proposal Requirements - All proposals submitted should include the following information:

APPLICANT INFORMATION

- Name of Organization
- Mailing Address
- Telephone Number
- Organizational Website Address, if any
- Federal Not-for-Profit ID #, if applicable
- New York State Charities Registration #, if applicable
- Name and Title of Contact Person
- Telephone # and E-mail Address of Contact Person

PROPOSAL SUMMARY (250-word limit) – Provide a concise summary of the proposal being submitted with a description of the organization and its qualifications related to the Services and GEF objectives, and the proposal budget.

DESCRIPTION OF THE ORGANIZATION (500-word limit, exclusive of attachments) – Provide a brief overview of the organization, its mission and history, and a list of key staff currently committed to Program Administration, particularly as related to projects involving community development or environmental improvement. Include the organization’s history of involvement with similar grant and non-grant activities regarding comparable environmental goals.

If a partnership is proposed, the overview must include a full description of the structure of the partnership, including its management and decision-making processes.

Supporting Information - Provide copies of the following as attachments:

- Annual Operating Budget - The organization's operating budget for the two (2) most recently completed fiscal years and the current fiscal year. Any recent deficits or dramatic changes in funding should be explained. If applicable, contingency plans for expected changes in funding this fiscal year or next should be discussed;
- Financial Statement - The organization's most recent Audited Financial Statement, Federal Form 990 including Schedule A; and
- Financial Report - The organization's most recent Annual Financial Report, if any.

DESCRIPTION OF QUALIFICATIONS

Eligibility Requirements (500-word limit, exclusive of attachments) - Provide a brief description of the organization's satisfaction of each of the **Eligibility Requirements** outlined in **Section 7**.

Supporting Information - Provide the following as attachments:

- Organization's most recent IRS 501(c)(3) Determination Letter indicating tax exempt status, if applicable;
- One (1) letter of reference from a funder of a grant program administered by the applicant. If a partnership is proposed, one (1) such reference is required for each partner and in relation to its respective role in the partnership; and

- One (1) letter of reference from a grantee of a grant program administered by the applicant. If a partnership is proposed, one (1) such reference is required for each partner, with the exception of any partner(s) with responsibility solely related to fiscal/fiduciary management or program tracking, recordkeeping and reporting.

Performance of Scope of Services (500-word limit, exclusive of attachments) - Provide an elaboration of the organization's experience, resources and capabilities related to performing the Services and achieving the GEF's objectives. The narrative should specifically address grant program management (including proposal solicitation, development and evaluation, and project implementation), fiscal/fiduciary management, community engagement/collaboration, and program tracking, recordkeeping and reporting, and should be responsive to the **Evaluation Criteria** outlined in **Section 8**. The description should include the organization's proposed staffing with stated responsibilities, including the names, titles, and resumes of key individuals.

Supporting Information - Provide the following as attachments:

- Documentation (e.g., reports, brochures) demonstrating the organization's related experience, resources and capabilities, including that relating to any past or present involvements in community development or environmental improvement projects, particularly those of a size, scope or nature similar to that of the GEF.

DESCRIPTION OF PROGRAM BUDGET/FEE STRUCTURE (500-word limit) – Provide a narrative of the organization's proposed budget and fee structure for performing the Services, and achieving the GEF's objectives, describing:

- Assumptions used in formulating the proposal budget;
- Strategies proposed for budgeting (different strategies may be proposed for different program activities, e.g., fixed-fee budgeting for project solicitation and evaluation, and percentage-based budgeting for project implementation administration);
- Contingencies addressed by the proposal budget, including general contingencies for major budgetary items, as well as those related to additional rounds of grant program funding;
- Detailed accounting of the proposed budget for the GEF and grant program, including on a task-by-task basis for each of the following Services:
 - Grant Program Management (separately addressing project solicitation, development and evaluation, and project implementation);
 - Fiscal/Fiduciary Management of the GEF and grant program; and
 - Program Tracking, Recordkeeping and Reporting for the overall GEF and each of the Services.
- Dollar amounts and explanations in the detailed proposal budget for the following categories (as applicable):
 - Personnel;
 - Fringe Benefits;
 - Travel;
 - Supplies and Materials; and
 - Other.

CERTIFICATIONS AND SIGNATURE – Submitted proposals should contain the certification language listed below and be executed by an authorized representative of the organization.

The undersigned, as the [title of authorized official] of [organization name], does hereby certify under penalty of perjury that:

- *The information contained within this proposal, and all documents submitted with this proposal, are true, accurate and complete;*
- *The applicant in this proposal is in compliance with all local, state and federal law; and*
- *The applicant in this proposal understands that false statements made herein are punishable as a Class A Misdemeanor pursuant to NY Penal Law Section 210.45.*

Signature of Authorized Certifying Representative

Printed Name and Title

Date

Appendix 1
Summary of the GEF Payment Stream

Year	Funding	For Grants	For General & Administrative Expenses
2022	2,500,000	2,000,000	500,000
2023	0		
2024	0		
2025	0		
2026	2,900,000	2,400,000	500,000
2027	2,400,000	2,400,000	
2028	2,400,000	2,400,000	
2029	2,400,000	2,400,000	
2030	2,900,000	2,400,000	500,000
2031	2,400,000	2,400,000	
2032	2,400,000	2,400,000	
2033	2,400,000	2,400,000	
2034	2,900,000	2,400,000	500,000
2035	2,400,000	2,400,000	
2036	2,400,000	2,400,000	
2037	2,400,000	2,400,000	
2038	2,400,000	2,400,000	
2039	2,400,000	2,400,000	
2040	2,400,000	2,400,000	
Total	40,000,000	38,000,000	2,000,000

Appendix 2

Potential additional Legal Provisions that may be included in the Agreement

NYS Ethics Compliance

All grantees and their employees must comply with the requirements of Public Officers Law, 73 and 74, and other State codes, rules and regulations establishing ethical standards for the conduct of business with New York State.

Public Information

Disclosure of items related to the Agreement shall be permitted consistent with the laws of the State of New York and specifically the Freedom of Information Law (FOIL) contained in Section 87 of the Public Officers Law. The New York Office of the Attorney General shall take reasonable steps to protect from public disclosure any records relating to the grantee or its application that are otherwise exempt from disclosure under that statute. Information constituting trade secrets, for purposes of FOIL, must be clearly marked and identified as such upon submission. If the grantee intends to seek an exemption from disclosure of these materials under FOIL, the grantee shall, at the time of submission, request the exemption in writing and provide an explanation of why the disclosure of the identified information would cause substantial injury to the competitive position of the grantee. Acceptance of the identified information by the New York Office of the Attorney General does not constitute a determination that the information is exempt from disclosure under FOIL. Determinations as to the availability of the identified information will be made in accordance with FOIL at the time a request for such information is received by the New York Office of the Attorney General.

Indemnification

All grantees agree to indemnify and hold harmless the members of the GEFAB, their respective organizations or agencies, and their officers, agents, and employees, from liability for loss or damage to the extent caused by the negligent acts, misconduct, or omissions of the grantees, their agents, employees or subcontractors.

Independent Contractor

Grantee, in accordance with its status as an independent contractor covenants and agrees that it shall conduct itself consistent with such status, that it shall neither hold itself as, nor claim to be an officer, agent or employee of the State New York or Office of the Attorney General by reason hereof, and that it shall not make any claim, demand or application to or for any right or privilege applicable to an officer or employee of the State, including but not limited to Workers 'Compensation coverage, Unemployment Insurance Benefits, Social Security coverage or Retirement membership.

Dispute Resolution Policy (Protests and Appeals)

It is the policy of the Office of the Attorney General, Budget & Fiscal Management Bureau, to provide grantees with an opportunity to administratively resolve disputes, complaints or inquiries related to bid solicitations or contract awards. The Budget & Fiscal Management Bureau encourages grantees to seek resolution of disputes through consultation with agency staff. All such matters will be accorded impartial and timely consideration. Interested parties may also file formal written disputes.

Confidentiality

All the reports, information, data, and other papers and materials in whatever form prepared or assembled by the grantee under this Agreement are confidential, and the grantee shall not discuss them with or make them available to any individual or organization without the prior written approval of the Attorney General or his representative. These provisions do not apply in whatever form to information that is in the public domain nor shall they restrict the grantee from giving notices required by law or complying with an order to provide information or data when such order is issued by a judge. If disclosure of confidential information is required of the grantee by any subpoena or other court process, the grantee agrees to immediately notify

the Office of the Attorney General of such process, and to allow the Office of the Attorney General to inspect any such data or information and interpose objections prior to delivery to the court.

Publications, Copyrights, and Software Licenses

The Office of the Attorney General, Department of Environmental Conservation and State of New York expressly reserves the right to a royalty-free, non-exclusive and irrevocable license to reproduce, publish, distribute or otherwise use, in perpetuity, any and all copyrighted or copyrightable material resulting from this grant contract or activity supported by this grant contract. Grantee shall grant the Office of the Attorney General, Department of Environmental Conservation and the State of New York a non-exclusive, perpetual license to use, execute, reproduce, display, perform, or merge any custom software application created as a result of the grant funds awarded to a grantee under the grant.

Compliance with Executive Order #4, Establishing a State Green Procurement and Agency Sustainability Program

Grantees will comply with the provisions of Executive Order 4. Publications shall be printed on 100% post-consumer recycled content paper. Where paper with 100% post-consumer recycled content is not available, or does not meet required form, function and utility, paper used shall have post-consumer recycled content to the extent practicable. Non-recycled content shall be derived from a sustainably-managed renewable resource to the extent practicable, unless the cost of the product is not competitive.