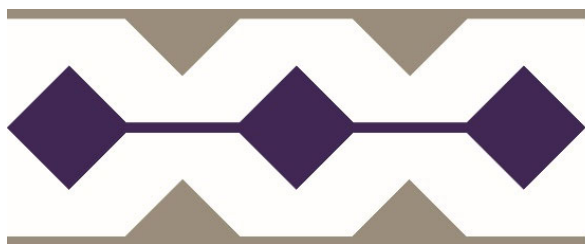


REQUEST FOR PROPOSALS
FOR
RENEWABLE DISPATCHABLE GENERATION
AND
ENERGY STORAGE
MAUI

APRIL 27, 2023

Docket No. 2017-0352

Appendix A – Definitions



**Maui
Electric**

“Affiliate” means any person or entity that possesses an “affiliated interest” in a utility as defined by section 269-19.5, Hawaii Revised Statutes (“HRS”), including a utility’s parent holding company but excluding a utility’s subsidiary or parent which is also a regulated utility.

“BESS” means the battery energy storage system.

“BESS Contract Capacity” means the anticipated maximum net instantaneous active power (MW) and maximum energy storage capability (MWh stored that represents a 100% State of Charge) for export to the Point of Interconnection upon Commercial Operations.

“Best and Final Offer” or “BAFO” means the final offer from a Proposer, as further described in Section 4.6 and elsewhere in this RFP.

“Capacity Charge” means the amount to be paid by Company to Seller pursuant to the terms and conditions in the Firm PPA.

“Code of Conduct” means the code of conduct approved by the PUC in Docket No. 03-0372 (Decision and Order No. 23614, August 28, 2007) with respect to a Self-Build Option. An updated code of conduct was submitted to the PUC in 2015-0389 on July 9, 2020.

“Code of Conduct Procedures Manual” or “Procedures Manual” means the manual approved by the PUC, which was put in place to address and to safeguard against preferential treatment or preferential access to information in a Company RFP process. The Procedures Manual is attached as Appendix C to this RFP.

“Commercial Operations” has the meaning set forth in the Stage 3 Contract.

“Community Outreach Plan” is a community outreach and communication plan described in Section 4.3 and 4.4.2 of this RFP.

“Company” means Maui Electric Company, Ltd., a Hawai‘i corporation.

“Company-Owned Interconnection Facilities” has the meaning set forth in the Stage 3 Contract.

“Competitive Bidding Framework” or “Framework” means the Framework for Competitive Bidding contained in Decision and Order No. 23121 issued by the Public Utilities Commission on December 8, 2006 in Docket No. 03-0372, and any subsequent orders providing for modifications from those set forth in Order No. 23121 issued December 8, 2006.

“Consumer Advocate” means the Division of Consumer Advocacy of the Department of Commerce and Consumer Affairs of the State of Hawai‘i.

“Development Period Security” has the meaning set forth in Section 3.13.1.

“Dispatchable” means the ability to turn on or turn off a generating resource at the request of the utility’s system operators, or the ability to increase or decrease the output of a generating resource from moment to moment in response to signals from a utility’s Automatic Generation Control

System, Energy Management System or similar control system, or at the request of the utility's system operators.

“Electronic Procurement Platform” means the third-party web-based sourcing platform that will be used for the intake of Proposals and associated electronic information, storage and handling of Proposer information, and communication.

“Eligibility Requirements” has the meaning set forth in Section 4.2 of this RFP.

“Eligible Proposals” means Proposals that meet both the Eligibility and Threshold Requirements.

“Energy Charge” means the amount to be paid by Company to Seller for electric energy delivered to the Company pursuant to the terms and conditions in the Firm PPA.

“Energy Contract Manager” is the primary Company contact for this RFP.

“ESPA” means the Model Energy Storage Purchase Agreement attached as Appendix M to this RFP.

“Evaluation Team” means agents of the Company who evaluate Proposals.

“Facility” has the meaning set forth in the Stage 3 Contract.

“Facility Study” means a study to develop the interconnection facilities cost and schedule estimate including the cost associated with the design and construction of the Company-owned interconnection facilities.

“Final Award Group” means the group of Proposers selected by the Company from the Priority Lists, with which the Company will begin contract negotiations, based on the results of the Company's detailed evaluation for both the renewable dispatchable generation and firm generation portions of the RFP.

“Firm PPA” means the Model Firm Renewable Dispatchable Generation Power Purchase Agreement attached as Appendix L to this RFP.

“Generation Project” means a Project with a generation component but no energy storage component.

“Greenhouse Gas” or “GHG” are gases that contribute to the greenhouse gas effect and trap heat in the atmosphere.

“Guaranteed Commercial Operations Date” or “GCOD” means the date on which a Facility first achieves Commercial Operations.

“Hawaiian Electric Companies” or “Companies” means Hawaiian Electric Company, Inc. and its subsidiaries, Hawai'i Electric Light Company, Inc. and Maui Electric Company, Limited.

“Hawaiian Electric Proposal” means a Proposal submitted by the Company that is responsive to the resource need identified in the RFP, as required by Section VI of the Framework.

“Hawaiian Electric Development Team” means agents of the Company who develop Self-Build proposals.

“Host Community” has the meaning set forth in the Stage 3 Contract.

“HRS” means the Hawai‘i Revised Statutes as of the date of this Request for Proposals.

“Imputed Debt” means adjustments to the debt amounts reported on financial statements prepared under generally accepted accounting principles (“GAAP”). Certain obligations do not meet the GAAP criteria of “debt” but have debt-like characteristics; therefore, credit rating agencies “impute debt and interest” in evaluating the financial ratios of a company.

“Independent Observer” has the meaning set forth in Section 1.4 of this RFP.

“Independent Power Producer” or “IPP” means an entity that owns or operates an electricity generating facility that is not included in the Company’s rate base.

“Interconnection Facilities” means the equipment and devices required to permit a Facility to operate in parallel with, and deliver electric energy to, the Company’s System (in accordance with applicable provisions of the Commission’s General Order No. 7, Company tariffs, operational practices, interconnection requirements studies, and planning criteria), such as, but not limited to, transmission and distribution lines, transformers, switches, and circuit breakers. Interconnection Facilities includes Company-Owned Interconnection Facilities and Seller-Owned Interconnection Facilities.

“Interconnection Requirements Study” or “IRS” means a study, performed in accordance with the terms of the IRS Letter Agreement, to assess, among other things, (1) the system requirements and equipment requirements to interconnect the Facility with the Company’s System, (2) the Performance Standards of the Facility, and (3) an estimate of interconnection costs and project schedule for interconnection of the Facility.

“kV” means kilovolt.

“Land RFI” refers to a Request for Information activity conducted by the Company to identify interested parties willing to make land available for utility-scale renewable energy projects and gather relevant property information.

“LEP” means a levelized energy price (\$/MWh) calculated and used for comparison of Proposals based on information provided in the Proposal submission in this RFP.

“Lump Sum Payment” has the meaning set forth in the applicable Stage 3 Contract. It may also be referred to as a monthly Lump Sum Payment to reflect the portion of the payment made each month.

“Maui Electric” means Maui Electric Company, Ltd., a Hawai‘i corporation.

“Maui Electric System” or “System” means the electric system owned and operated by Maui Electric on the island of Maui (including any non-utility owned facilities) consisting of power

plants, transmission and distribution lines, and related equipment for the production and delivery of electric power to the public.

“Mediation” means the confidential mediation conducted in Honolulu, Hawai‘i, pursuant to and in accordance with the Mediation Rules, Procedures, and Protocols of Dispute Prevention Resolution, Inc. (or its successor) or, in its absence, the American Arbitration Association then in effect.

“MW” means megawatt.

“MWh” means megawatt hour.

“NDA” means the Mutual Confidentiality and Non-Disclosure Agreement attached to this RFP as Appendix E.

“NEP” means Net Energy Potential as set forth in Section 3.10.1.

“Net Nameplate Capacity” means the net maximum instantaneous active power capability of the Facility at the point(s) of interconnection, considering nameplate power rating of energy generating equipment sizing, expected losses in delivery of power to the point(s) of interconnection, and any project control system involved in managing the delivery of power to the point(s) of interconnection. This value, subject to verification by the Company, will determine how a project is evaluated relative to the terms and requirements of the RFP, including, but not limited to ability to interconnect to a transmission line and validation of the maximum output levels used to calculate the NEP RFP Projection. For the purposes of calculating the NEP RFP Projection it should be assumed all energy is being delivered directly to the point(s) of interconnection from the renewable resource as it is generated and never in excess of the Project’s Net Nameplate Capacity, independent of the existence of any storage device. In the applicable Stage 3 Contract, this value will be the default Contract Capacity.

“Non-Price Evaluation Team” means Employees and consultants of the Company who evaluate the Proposal non-price related criteria as set forth in Section 4.4 of this RFP. Non-Price Evaluation Team members will not include any Shared Resources and will be solely made up of Company RFP Team Members.

“O&M” means operation and maintenance.

“Operating Period Security” has the meaning set forth in Section 3.13.1.

“Paired Project” means a Project with both a generation component and an energy storage component.

“Performance Standards” means the various performance requirements and attributes for the operation of the Facility to the Company as set forth in this RFP and the Performance Standards as defined in the respective model Stage 3 Contract.

“Point of Interconnection” has the meaning set forth in the Stage 3 Contract.

“Power Purchase Agreement” or “PPA” means an agreement between an electric utility company and the developer of a renewable energy generation facility to sell the power generated by the facility to the electric utility company.

“Price Evaluation Team” means Employees and consultants of the Company who evaluate the Proposal price related criteria as set forth in Section 4.4 of this RFP. Price Evaluation Team members will not include any Shared Resources and will be solely made up of Company RFP Team Members.

“Priority List” means the group of Proposals selected by the Company as described in Section 4.5 of this RFP for both the renewable dispatchable generation and firm generation portions of the RFP.

“Project” means a Facility proposed to the Company by a Proposer pursuant to this RFP.

“Proposal” means a proposal submitted to the Company by a Proposer pursuant to this RFP.

“Proposal Due Date” means the date(s) stated in RFP Schedule - Table 2, Section 3.1 for the Hawaiian Electric Proposal and the IPP and Affiliate Proposals of this RFP.

“Proposal Fee” means the non-refundable fee of \$10,000 for each proposal submitted as set forth in Section 1.8 of this RFP.

“Proposer” means a person or entity that submits a Proposal to the Company pursuant to this RFP.

“Proposer’s Response Package” means the form in which the Proposal should be submitted, which is attached as Appendix B to this RFP.

“PUC” means the State of Hawai‘i Public Utilities Commission.

“RDG PPA” means the Model PV and/or Wind Renewable Dispatchable Generation Power Purchase Agreement attached as Appendix J and Appendix K respectively to this RFP.

“Renewable Portfolio Standards” or “RPS” means the Hawai‘i law that mandates that the Company and its subsidiaries generate or purchase certain amounts of their net electricity sales over time from qualified renewable resources. The RPS requirements in Hawai‘i are currently codified in HRS §§ 269-91 through 269-95.

“Request for Proposals” or “RFP” means a request for Proposals issued pursuant to a competitive bidding process authorized, reviewed, and approved by the PUC.

“RFP Schedule” means the schedule set forth in Table 2, Section 3.1 of this RFP.

“Seller” means the entity that the Company is contracting with, as set forth in the Stage 3 Contract.

“Seller-Owned Interconnection Facilities” has the meaning set forth in the Stage 3 Contract.

“Site” means the parcel of real property on which the Facility, or any portion thereof, will be constructed and located, together with any Land Rights reasonably necessary for the construction, ownership, operation and maintenance of the Facility.

“Site Control” has the meaning set forth in Section 4.3 of this RFP.

“Stage 3 Contract” means the applicable contract for that technology – i.e., PV+BESS RDG PPA, Wind+BESS RDG PPA, Firm PPA, or ESPA.

“Standalone Storage Project” means a Project with an energy storage component but no generation component.

“TCU” has the meaning set forth in Appendix F of this RFP.

“Threshold Requirements” has the meaning set forth in Section 4.3 of this RFP.

“Updated Framework” means the updated Framework for Competitive Bidding which was drafted to be more inclusive of various technologies, and filed on February 12, 2021 in Docket No. 2018-0165.

Any capitalized term not defined in this RFP has the meaning set forth in the Stage 3 Contract.