
Request for Proposals

for All Generation Sources

August 1, 2011 **Draft**





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I. Introduction and Process

This document constitutes a Request for Proposals (RFP) from qualified third parties (respondents) to supply electric resources to Puget Sound Energy, Inc. (PSE or Company). It is an “All Generation Sources” RFP¹ in that any electric generation source will be considered, consistent with the requirements described herein. The RFP may be found on our web site at <http://www.pse.com/RFP>.

PSE is seeking the following resources with this RFP:

- Energy generation resources,
- Capacity generation resources,
- Transmission products – from BPA's system to PSE's system

The Company will consider existing and yet-to-be constructed generation resources with commercial operation dates through 2015, thereby allowing proposals for resources with longer-lead times and associated potential transmission solutions to participate.

This RFP solicitation seeks ownership opportunities (e.g., a transfer of development assets, a build-and-transfer, or sale of an existing asset), power purchase agreements of varying contract lengths, temporal exchange agreements (e.g., seasonal), as well as transmission-only products from Bonneville Power Administration's system (BPA's system) to PSE's system to meet PSE's winter peak requirements. In order to satisfy PSE's capacity need, PSE seeks resources with the ability to deliver firm power to PSE's system for the duration of the proposal. In keeping with the company's desire to continue to build a diversified portfolio of resources, PSE encourages qualified respondents representing small-² or large-scale projects from all fuel types and technologies to participate in this RFP.

¹ PSE will issue a separate RFP for energy efficiency products at a later date.

² For qualified facilities 5 MW or less, respondents are encouraged to sell power pursuant to electric tariff rate Schedule 91.



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PSE is required to submit an RFP after filing the Integrated Resource Plan (IRP); however, this is not the sole manner in which PSE may acquire new resources.³ PSE evaluates unsolicited proposals outside of the RFP on an ongoing basis. Given PSE's demonstrated resource need and its obligation to provide the lowest reasonable cost to its customers, the Company actively seeks and evaluates external proposals as well as in-house development projects which may provide the greatest benefit to our customers at the lowest reasonable cost. PSE evaluates all resources in a consistent manner, using the same evaluation criteria and economic analysis methodology as the Integrated Resource Plan (IRP).

1. Resource Strategy

This RFP is consistent with guidance provided by PSE's most recent Integrated Resource Plan (IRP), as filed with the Washington Utilities and Transportation Commission (WUTC) on May 27, 2011. A downloadable copy of the IRP is available to all interested parties on PSE's Web site at <http://www.pse.com/IRP>.

PSE's overall strategy for integrated resource planning is described below.

- Examine PSE's electric and gas resource needs over the next twenty years, and analyze the mix of conservation programs and supply resources that might best meet those needs.
- Provide the strategic direction to acquire a diversified, balanced electric resource portfolio that meets customer needs, results in reasonable energy supply costs and mitigates market risks.
- Identify key factors related to various resource decisions and provide a method for evaluating a resource acquisition in terms of cost, risk, and other factors at the time a decision needs to be made. The IRP does not commit to or preclude the acquisition of a specific resource type, project or facility.

³ WAC 480-107-001 states that PSE must submit an RFP when the Company's IRP shows a need for new resources within three years, but the RFP rules "do not establish the sole procedures utilities must use to acquire new resources. Utilities may construct electric resources, operate conservation programs, purchase power through negotiated contracts, or take other action to satisfy their public service obligations."



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2. Resource Need

PSE has both a physical reliability need ("capacity need") and a policy-driven renewable energy need that drive the acquisition of new resources. PSE's integrated resource planning analysis, which guides the resource acquisition process, is based on a loss of load probability planning standard for electric resources. The company's electric peak demand is based on a demand forecast at a temperature of 23° F (a normal winter peak for PSE), plus a 15.7% planning margin. The 15.7% planning reserve margin translates to a 5% loss of load probability, a standard reliability metric used in the energy industry. PSE's *peak deficit*, also referred to as its capacity need, as shown below, is the difference between PSE's electric peak energy demand plus a 15.7% reserve margin, minus the peak capacity of existing resources – generation, transmission and contracts. A more detailed description of this planning standard is provided in PSE's 2011 IRP.

In addition to its capacity need, PSE has a legal obligation to meet the requirements of the Energy Independence Act⁴, Chapter 19.285 RCW. The Energy Independence Act requires PSE to acquire qualifying renewable resources to meet the following targets of 3%, 9% and 15% of its load by 2012, 2016 and 2020, respectively.

PSE expects to update its resource need forecast and avoided cost schedule in time for the release of the final RFP. PSE will post any updates to the RFP on its web site at <http://www.pse.com/RFP>.

⁴ The Energy Independence Act is posted on the Washington State Legislature's Web page at <http://apps.leg.wa.gov/RCW/default.aspx?cite=19.285>. Qualifying renewable resources are (i) located in the Pacific Northwest; or (ii) the electricity from the facility is delivered into Washington state on a real-time basis without shaping, storage, or integration services. "Pacific Northwest" has the same meaning as defined for the Bonneville power administration in section 3 of the Pacific Northwest electric power planning and conservation act (94 Stat. 2698; 16 U.S.C. Sec. 839a).

Figure 1. Electric Peak Hour Capacity Resource Need⁵

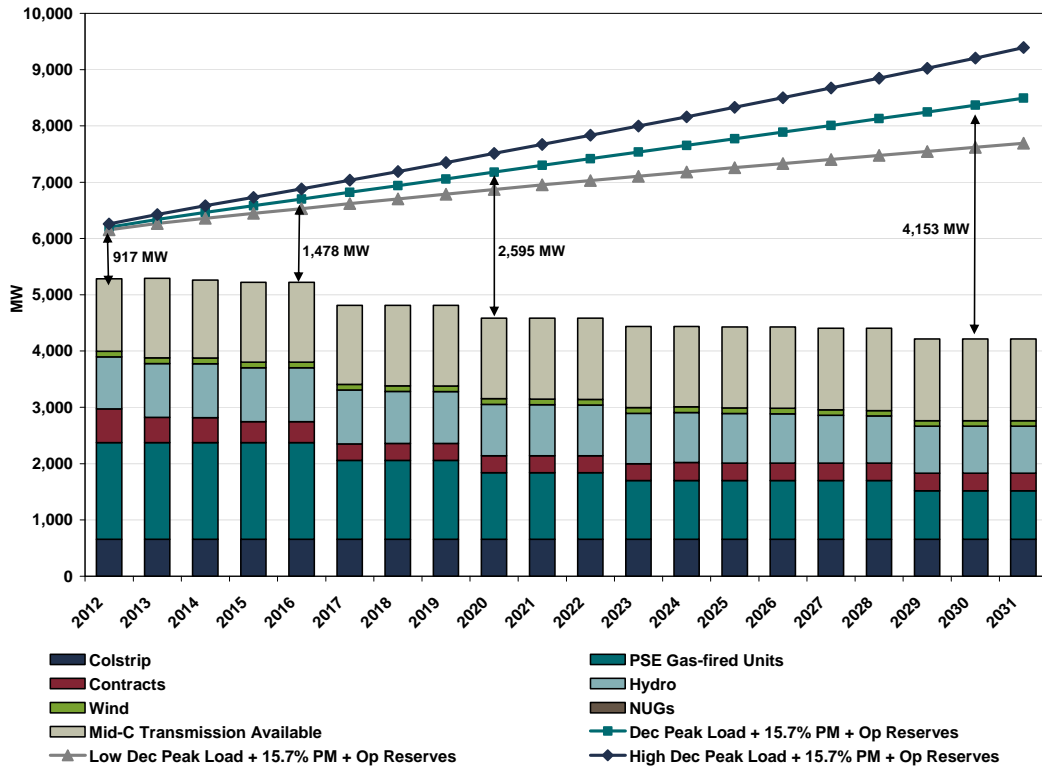


Table 1. Capacity Need (MW) 2012-2020⁶

2012	2013	2014	2015	2016	2017	2018	2019	2020
917	1,050	1,203	1,362	1,478	2,009	2,127	2,247	2,595

The following figure depicts the Company’s renewable energy need for 2012 through 2031. These values are based on PSE’s May 2011 Integrated Resource Plan.

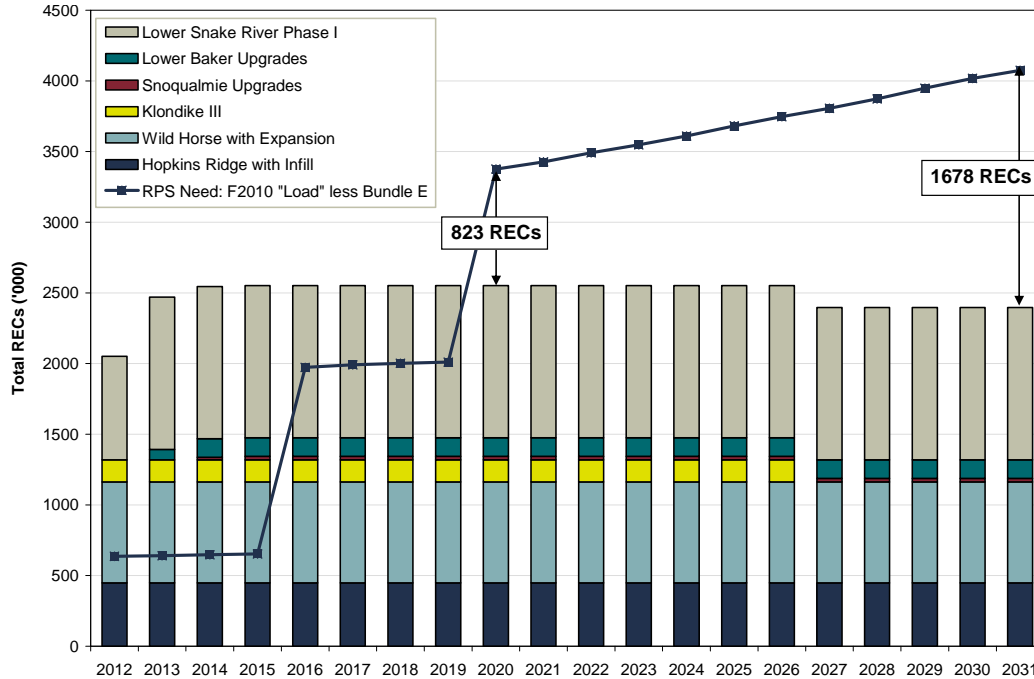
⁵ December capacity need as defined in the 2011 Integrated Resource Plan (before accounting for the effect of conservation).

⁶ Table numbers are based on the F2010 December Peak demand forecast with a 15.7% planning margin from the 2011 Integrated Resource Plan, as depicted in Figure 1.



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Figure 2. Renewable Energy Need (MW)*



* Includes all PSE-owned or contracted renewable resources including facilities from which RECs have been sold.

Table 2 identifies the cumulative nameplate resource additions and timing of such additions from the 2011 IRP. While the IRP recommends this resource acquisition strategy, decisions to acquire resources and the timing, quantity of capacity of such additions will be made based on actual resource availability and cost in the marketplace, and on PSE's ongoing need.

Table 2. 2011 IRP, Cumulative Nameplate Resource Additions (MW)

	2016	2020	2025	2031
Demand-side Resources⁷	423	815	1106	1319
Wind⁸	0	300	300	400
Biomass	0	25	25	50
Transmission + Market	0	500	500	500
Peakers	1065	1278	1704	2443

⁷ PSE will issue a separate energy efficiency RFP at a later date.

⁸ To meet its capacity need in the 2011 IRP, PSE used the ELCC (equivalent load carrying capability) approach with our LOLP (loss of load probability) model to account for wind capacity.



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3. RFP Schedule

The following schedule is subject to adjustment based on WUTC review and the actual pace of PSE's evaluation process. Any updates to the schedule will be posted online at <http://www.pse.com/RFP>.

August 1, 2011	Draft RFP filed with WUTC
August 16, 2011	PSE hosts proposal conference
September 2, 2011	Public comments due
September 28, 2011	WUTC approval expected
October 5, 2011	PSE releases final RFP solicitation
October 21, 2011	Mutual Confidentiality Agreements due to PSE
November 1, 2011	Offers due to PSE
Q1 2012	Final short list selected, respondents notified
To follow	Post-proposal negotiations



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4. Evaluation Process

PSE will follow a structured evaluation process to assess the merits of proposals with regard to meeting its need. The process is intended to screen and rank individual proposals. PSE will consider a number of quantitative and qualitative factors designed to reasonably compare proposals with diverse attributes. Each proposal will be evaluated based on its compliance with this RFP (including the term sheet and contractual provisions exhibited to this RFP) and according to the following set of primary criteria.

- Compatibility with Resource Need
- Cost Minimization
- Risk Management,
- Public Benefits
- Strategic and Financial Considerations

Each of the primary criteria is further delineated with sub-criteria as detailed in Exhibit A. Initially, proposals will be evaluated based on the proposal cost, on a portfolio evaluation designed to assess the interaction of the resource within PSE's power portfolio, and on the qualitative criteria described in Exhibit A. The most favorable proposals identified from an initial screening will advance to a more thorough due diligence evaluation process. This process may require additional interaction with the respondents and requests for additional information. The evaluation process will include an in-depth due diligence based on the same five primary criteria as well as individual and portfolio risk evaluation. The portfolio risk evaluation is designed to assess the interaction and risk levels of the most favorable resources and combinations of resources within PSE's power portfolio. PSE's RFP evaluation process and analytic tools are consistent with the process and tools used in the 2011 IRP.

Proposals that provide the lowest reasonable cost and least risk to the company will be placed on the final short list for further discussion with the respondent(s). Such proposals may potentially move forward to negotiations of the terms and conditions of Definitive Agreements.



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5. Post-Proposal Negotiations and Contracts

PSE may elect to negotiate both price and non-price factors during post-proposal negotiations with any respondent whose proposal has been selected to the final short list for further discussions. During this process, PSE will update its economic and risk evaluation on an ongoing basis until such time as PSE and the respondent might execute Definitive Agreements. Such updates will include any additional factors that may impact the total cost of a project.

PSE has no obligation to enter into Definitive Agreements with any respondent to this RFP and may terminate or modify the RFP at any time without liability or obligation to any respondent. This RFP shall not be construed as preventing PSE from entering into any agreement that it deems appropriate at any time before, during, or after the RFP process is complete. PSE reserves the right to negotiate only with those respondents and other parties who propose transactions that PSE believes, in its sole opinion, to have a reasonable likelihood of being executed substantially as proposed.



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II. Information Requested from Respondents

1. Resources Requested

PSE is seeking electric generation proposals from a wide variety of technologies and fuel sources, as well as proposals for transmission-only products, consistent with the evaluation criteria described in Exhibit A.

PSE's capacity needs are greatest in winter. Therefore, resources will be evaluated based on their ability to fill winter deficits, while minimizing summer surpluses. PSE will consider the seasonality of the generation, PSE's ability to control the project's output to match its needs (up to and including real-time dispatch and displacement), and contractual mechanisms to shape project output to PSE's need. To fulfill PSE's winter capacity need, the company prefers respondent proposals for resources located on PSE's system, or for resources able to secure long-term firm delivery to PSE's system.

As described in the following table, PSE is looking for a diverse mix of resources to meet its requirements. PSE prefers proposals that include long-term firm delivery to PSE's system.



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Table 3. Resources Sought by PSE

Energy Resource	Delivery Description
As Produced	E.g. wind, run-of-river hydro, solar, tidal, etc.
Baseload	7x24, delivered as firm
Intermediate	Dispatchable
Dispatchable/On Peak or Heavy Load Hours	6x16 (Mon-Sat) (HE ⁹ 0700-2200); seasonal (Nov-Feb, Dec-Feb or Nov-Mar)
Super Peak Products	HE 0700-1000 and HE 1800-2100, Nov-Jun; or a super peak for shoulder peak hours exchange, where PSE would take the super peak power (HE 0700-1000 and HE 1800-2100) and return an equivalent amount of energy over the shoulder peak hours (HE 1100-1700 and HE 2200), Nov-Jun
Operating Reserves (regulating or contingency)	Automatic Generation Control (spinning reserve)
Temporal Exchanges	Temporal exchanges (e.g., year round, seasonal, or super peak for shoulder peak power exchange (described above)), November-February; 7x16, 7x24, or 6x16 product with delivery to PSE on west side of Cascades
Transmission-only product	Reassignment of firm BPA transmission from POR Mid-Columbia trading hub to POD PSE system. Full calendar year or Nov-Feb.

This All Generation Sources RFP process may result in none, one or multiple transactions by PSE, depending on the economic and qualitative benefits such transaction(s) may provide to our ratepayers. PSE reserves the right to modify this RFP to comply with changes to federal, state or local laws, or regulatory policy.

⁹ hour ending (HE)



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2. Proposals/Contract Type

PSE will consider the acquisition of generation from proposals under the following mechanisms: (1) ownership arrangements, including co-ownership arrangements in which PSE retains adequate dispatchability and rights of control; (2) Power Purchase Agreements of varying lengths (>4 years), including Power Bridging Agreements, defined as short-term "bridges" to long-lead resources, (collectively, "PPAs"); (3) Temporal Exchange Agreements; or (4) Transmission-only product Agreements.

When submitting proposals for either a PPA or ownership arrangement, PSE is interested in alternatives in which the respondent fully assumes the risk of fuel supply, fuel price, and environmental cost, and which quantify the cost for assuming those risk factors.

All proposals must comply with Washington's Emissions Performance Standards (EPS)¹⁰. Additionally, RCW 80.80.040 and RCW 80.80.060 prevent electric utilities in Washington state, including PSE, from entering into contracts of five or more years when the supply is from unspecified sources, coal generation (with the exception of coal transition power¹¹) or other resources that emit above the greenhouse gas limit.

Ownership

The PSE ownership mechanism anticipates a proposal pursuant to which PSE would ultimately own the resource or a significant interest therein. This may be accomplished at various stages of development using a variety of approaches such as sale of development rights, joint development by the respondent and PSE, development by the respondent followed by transfer to PSE, initial purchase of power by PSE with transfer of ownership occurring later, or other approaches that may be mutually beneficial and result in PSE's ownership of the resource. Although PSE is willing to consider a wide range of arrangements, the prototype term sheet included as Exhibit H to this RFP presumes that

¹⁰ Washington's Emissions Performance Standards (EPS) (WAC 173-407, effective June 19, 2008) requires new and modified baseload electric generation to meet a greenhouse gas limit of 1,100 pounds per megawatt hour (lbs/MWh). The EPS applies to all baseload electric generation for which electric utilities enter into long-term financial commitments on or after July 1, 2008.

¹¹ Engrossed Second Substitute Senate Bill 5769 provides the requirements under which PSE may enter into a long-term financial commitment with coal transition power.



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PSE would acquire its ownership interest in the project prior to the commencement of construction and would fund its ownership share on a pro rata basis.

Power Purchase Agreements

Any proposal for a Power Purchase Agreement (PPA) must specify the generation asset(s) underlying the agreement, and provide assurances of its commercial availability on or before December 31, 2015. PSE will consider non-unit contingent products delivered to BPAT.PSEI. A prototype term sheet for Gas Tolling Agreements is included as Exhibit I and a prototype term sheet for Wind PPAs is included as Exhibit J to this RFP.

PURPA Qualifying Facility Agreements

With regard to any proposal for the purchase and sale of power from a qualifying facility under PURPA, any agreement that may be entered into by PSE and the respondent will be subject to any federal enactments that apply to the purchase and sale of such power.

Temporal Exchange Agreements

The Company's obligations under any such exchange will be subject to Federal Energy Regulatory Commission (FERC) acceptance. Any transmission service component of the exchange would be pursuant to the applicable transmission provider's Open Access Transmission Tariff or reciprocal agreement and would be payable by respondent.

Transmission-only Product Agreements

PSE is also requesting a transmission-only product with this RFP. The Company seeks additional transmission capacity from the Mid-Columbia to improve market flexibility to meet peak loads. Any proposal for a firm point-to-point transmission-only product should identify the term of the transmission assignment, Point of Delivery (POD) and Point of Receipt (POR), quantity, start and stop times, price, and any ancillary service provisions. The Company is seeking products that can be redirected to COLUMBIAMKT POR and BPAT.PSEI POD.



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3. Eligible Respondents

This RFP will accept proposals from all third-party project developers or owners, marketing entities, or other utilities that meet the project requirements and comply with the process guidelines described herein. PSE believes that consideration of proposals from other utilities and/or their affiliates may increase the number of qualified respondents and thus increase the overall creativity and competitiveness of responses to this RFP. Subsidiaries or affiliates of PSE are not eligible to respond to this RFP and the Company shall not consider any response it receives from any such subsidiary or affiliate. Affiliates of the Company include any entity, corporation or person in any chain of successive ownership of PSE or any entity affiliated with such entity in a successive chain of ownership.

4. Proposal Requirements

The Confidentiality Agreement (Exhibit C) must be submitted by October 21, 2011, prior to the proposal due date. Proposals are due no later than November 1, 2011.

To ensure that all proposals are thorough and complete, PSE requests that respondents present their bid information as outlined below.

Summary Data Form (***Exhibit D***)

Proposal Requirements (***Exhibit B***)

- ~ Description of offer
- ~ Capital costs, pricing and delivery
- ~ Summary commercial offer term sheet
- ~ Description of project and project status
- ~ Technical and operations
- ~ Fuel supply
- ~ Interconnection and transmission
- ~ Legal and financial
- ~ Additional information for development projects
- ~ Additional information for a transmission-only product

Other Requirements (***Part II, Section 5***, as follows)



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Respondents are expected to provide complete information in their original submittals. Failure to provide all of the requested information will not disqualify a respondent, but may result in lower prioritization during the evaluation process. If the respondent elects not to provide the requested information, PSE requests that an explanation be included.

5. Other Requirements

Signatures and Certifications

The proposal must contain the signature of a duly authorized officer or agent of the respondent submitting the proposal.

The respondent's duly authorized officer or agent shall certify in writing that:

- The respondent's proposal is genuine; not made in the interest of, or on behalf of, any undisclosed person, firm, or corporation; and is submitted in conformity with any anti-competitive agreement or rules.
- The respondent has not directly or indirectly induced or solicited any other respondent to submit a false or sham proposal.
- The respondent has not solicited or induced any other person, firm, or corporation to refrain from proposing.
- The respondent has not sought by collusion to obtain for itself any advantage over any other respondent.

Tax-Incentive Risk and Environmental Attributes

Each proposal shall acknowledge and state that PSE disclaims and shall not assume any risk associated with the potential expiration of (or the respondent's or other project entity's ability to utilize) any then applicable federal or state tax incentives, cash grant programs, or similar programs meant to support a relevant resource.



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All proposals must state that all Environmental Attributes¹² associated with the proportionate share of the subject project, if any, will accrue to the ownership and beneficial use of PSE.

No Assignment

All proposals shall state that there will be no assignment of proposals during the evaluation or negotiation stage of this RFP and that in the event the respondent and PSE negotiate and execute Definitive Agreements based on the respondent's proposal, the Definitive Agreements and obligations thereunder shall not be sold, transferred or assigned or pledged as security or collateral for any obligation without the prior written permission of PSE. Any project lender who takes an assignment of the Definitive Agreements for security and exercises any rights under such agreements will be bound to perform such agreements to the same extent.

Conflict of Interest Disclosure

All respondents shall disclose in their proposals any and all relationships between themselves, the project and/or members of their project team and PSE, its employees, officers, directors, subsidiaries, or affiliates (as defined in **Part II, Section 3** herein).

Validity, Deadlines and Regulatory Approval

Each proposal shall specify the date through which the proposal is valid. Proposals must also state the dates by which Definitive Agreements must be completed and approved by the boards of directors or other management bodies of PSE and the respondent, and applicable regulatory approvals must be provided to support the proposed project schedule. Respondents should note that regulatory approvals for resources to be acquired may not be obtained until some time after the first quarter of 2013 or later. PSE may seek regulatory review of its anticipated resource purchases, exchanges, or acquisitions as a condition precedent to any transaction. Such regulatory review could include receipt by PSE from the WUTC of approvals and orders, as applicable (for example, through a power cost-only rate proceeding), pertaining to and confirming the

¹² "Environmental Attributes" means generally credits, benefits, reductions, offsets and other beneficial allowances with respect to fuel, emissions, air quality, or other environmental characteristics, resulting from the use of certain resource generation or the avoidance of emissions.



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inclusion of the full amount of any asset purchase price plus PSE's transaction costs and other amounts allocable to the construction, start-up, testing and commissioning of the project, as applicable, in PSE's rate base; such approvals and/or orders to be in form and substance satisfactory to PSE in its sole discretion. In this regard, any proposed price may not be unilaterally changed by the respondent prior to the finalization of such agreements and approvals. It is preferred that the respondent provide proposals that remain valid for a period that allows for negotiation of Definitive Agreements and applicable management and regulatory approvals.

In addition to being subject to the jurisdiction of the Washington Utilities and Transportation Commission, PSE is also regulated by the Federal Energy Regulatory Commission (FERC). FERC's jurisdiction and authority over the activities of PSE are defined in the Federal Power Act and include certain aspects of the acquisition of electric power. In particular, Sections 203 and 205 of the Federal Power Act require: (1) approval by FERC prior to transferring FERC-jurisdictional assets; and (2) certain filings by PSE to support its authorization to sell power and related products at market-based rates.

Pursuant to Section 203 of the Federal Power Act, FERC has approval authority over any acquisition by PSE of public utility facilities subject to FERC jurisdiction. In reviewing filings under Section 203, FERC considers the effect on competition, rates and regulation. FERC's approval of such an acquisition will be based on a finding that it is "consistent with the public interest."

FERC has authorized PSE to sell power at market-based rates pursuant to Section 205 of the Federal Power Act. As a condition of its authority to sell power at market-based rates, PSE must demonstrate to FERC that it does not possess market power in the relevant markets. Acquisition by PSE of generation or power resources may require PSE to demonstrate that it continues to lack market power after the resource acquisition.

Accordingly, PSE will evaluate all proposals in light of the requirements of the Federal Power Act and the effect that such regulatory requirements and review may have on PSE's overall corporate position.



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6. Credit Requirements

PSE will not accept collateral thresholds, credit ratings triggers, general adequate assurances language or similar language that might require the Company to provide performance assurance. However, PSE's credit risk department may require the seller to provide performance assurance. With few exceptions, PSE will expect sellers with subinvestment-grade credit ratings (or being of similar creditworthiness) to provide performance assurance acceptable to the Company.

PSE may require negative control provisions (covenants restricting respondent business practices that could jeopardize respondent's ability to perform its obligations) in the Definitive Agreements that the respondent and PSE might execute in connection with the respondent's proposal, in addition to any that may be included in the prototype term sheet for ownership agreements (Exhibit H), prototype term sheet for gas tolling agreements (Exhibit I), or prototype term sheet for wind power purchase agreements (Exhibit J).

7. Confidentiality/Disclosure

Respondents are required to provide two (2) signed originals of the Mutual Confidentiality Agreement (Exhibit C) no later than October 21, 2011. PSE will countersign and return one fully executed agreement to the respondent.

To the extent required by law or regulatory order, PSE will make available to the public a summary of all proposals received and the final ranking of all such proposals.

PSE may retain all information pertinent to this RFP process for a period of 4 years or until PSE concludes its next general electric rate case, whichever is later. PSE shall have no obligation under this RFP to provide the models and data used in its evaluation process to respondents or other third parties except to the extent required by law or regulatory order. PSE may provide such models and data to the extent consistent with its business needs.



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8. Contact Information and Proposal Submission

Mutual Confidentiality Agreements
must be received no later than October 21, 2011.

Respondents shall submit two signed originals of the Mutual Confidentiality Agreement (Exhibit C).

Proposals
must be received no later than 5:00 PM Pacific Time on November 1, 2011.

Respondents shall submit their proposals, along with all attachments and electronic files, as described below:

- one bound execution copy with an original signature (as described in Part II, Section 5 herein),
- four additional bound copies, and
- one electronic copy (on CD-ROM).



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Proposals may be submitted to PSE via U.S. mail, courier service, or hand delivery at the following address.

Contact for proposal submittals, questions and requests:

Ms. Sheri Maynard
Resource Coordinator, Resource Acquisition
425-462-3114
sheri.maynard@pse.com

Address for U.S. Mail: Puget Sound Energy P.O. Box 97034, PSE-04S Bellevue, WA 98009-9734	Address for courier or hand delivery: Puget Sound Energy 355 110 th Ave. NE, PSE-04S Bellevue, WA 98004
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All costs to participate in this RFP process, including preparation of proposals, negotiations, etc., are the responsibility of the respondent.



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9. List of Exhibits

Exhibit A	Evaluation Criteria
Exhibit B	Proposal Requirements
Exhibit C	Mutual Confidentiality Agreement
Exhibit D	Summary Data Form
Exhibit E	Energy Delivery (12x24) – Intermittent Resources
Exhibit F	Capital Costs and Operating Expenses
Exhibit G	Schedule of Estimated Avoided Cost
Exhibit H	Prototype Ownership Agreement Term Sheet
Exhibit I	Prototype Gas Tolling Agreement Term Sheet
Exhibit J	Prototype Wind Power Purchase Agreement (PPA) Term Sheet