

# Request for Proposals

January 2008



All Generation Sources



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# Introduction and Process

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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” RFP<sup>1</sup> 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/energyEnvironment/pse2008RFP.aspx>.

PSE is seeking the following resources with this RFP:

- Energy generation resources, and
- Capacity generation resources

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

This RFP solicitation seeks ownership opportunities (e.g., through a transfer to PSE of development assets, as a build-and-transfer, or as a sale of an existing asset), power purchase agreements of varying contract lengths, exchange agreements (e.g., locational and seasonal), and capacity products (including operating reserves) to meet PSE’s winter peak requirements. PSE also plans to solicit more broadly among northwest utilities and others to look for arrangements that may accommodate partners.

In keeping with the Company’s desire to continue to build a diversified portfolio of resources, PSE encourages qualified respondents representing small-<sup>2</sup> or large-scale projects from all fuel types and technologies to participate in this RFP.

## 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 30, 2007. A downloadable copy of the IRP is available to all interested parties on PSE’s web site at [www.pse.com/energyEnvironment/pse2007irpView.aspx](http://www.pse.com/energyEnvironment/pse2007irpView.aspx).

The IRP examines PSE’s electric and gas resource needs over the next 20 years, and analyzes the mix of conservation programs and supply resources that might best meet those needs. It provides the strategic direction that guides the Company’s long-term resource acquisition process. The IRP also identifies key factors related to various resource decisions and provides 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.

PSE’s overall strategy for integrated resource planning is to develop a diversified, balanced electric resource portfolio that meets customer needs, results in reasonable energy supply costs and mitigates market risks. PSE’s planning standards call for adequate energy resources to meet

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<sup>1</sup> PSE is also issuing an Energy Efficiency RFP at the same time as this All Generation Sources RFP.

<sup>2</sup> For projects 2 MW or less, respondents may elect to sell power pursuant to electric tariff rate Schedule 91, cogeneration and small power production.

# Introduction and Process

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the Company's highest deficit month (with such month occurring in January or December) and sufficient capacity resources to meet PSE's one-hour winter peak load at 13 degrees Fahrenheit.

PSE's 2007 IRP strategy includes the Company's 2003 planning target to serve 10 percent of customers' energy needs with renewable resources by 2013 as well as the renewable targets established by the passage of Initiative 937 (the Energy Independence Act) in November 2006. The Act requires Washington state's electric utilities to meet the following renewable targets: 3% of load from qualifying renewables by 2012; 9% of load from qualifying renewables by 2016; 15% of load from qualifying renewables by 2020. PSE is currently meeting approximately 4% of its load with renewable resources.

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>.

## 2 Energy and Capacity Need

The following table depicts the Company's monthly energy and capacity needs for 2008 through 2027. These values are based on PSE's May 2007 Integrated Resource Plan.

PSE represents its "*average energy (aMW)*" need as its most energy deficit month, generally occurring during the coldest winter month. Average energy is monthly generation (MWh) divided by the hours in the month. PSE's need is the difference between the average load and average generation in the month. In 2008, PSE's most energy deficit month is expected to be January, with a shortfall of 412 average megawatts. This shortfall is expected to grow to more than 1,300 average megawatts by winter 2014/15.

PSE's electric peak capacity is the amount of power required to meet the Company's highest demand hour of the year at 13 degrees Fahrenheit. The Company's *peak deficit*, as shown below, is the difference between the forecasted load during the highest demand hour of the year less the peak capacity of existing resources – generation, transmission and contracts.

When considered together, PSE's energy and capacity need cannot necessarily be viewed as additive. As PSE acquires long-term resources, the characteristics of the resource will determine whether its contribution is to energy and/or to capacity. Therefore, PSE's energy and capacity need may be met in part by a resource that has both an energy and capacity component, which would reduce not only energy need, but also capacity need.

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**Table 1. Energy and Capacity Need 2008-2027<sup>3</sup>**

Year	Energy Need (aMW)												13°F Peak Deficit (MW)
	Jan	Feb	Mar	Apr	May	Jun	Jul	Aug	Sep	Oct	Nov	Dec	
2008	412	327	233	24	158	-	-	-	98	206	242	266	0
2009	222	194	148	80	104	-	-	-	-	111	147	165	0
2010	288	175	187	-	-	-	-	-	86	131	304	219	27
2011	411	293	303	156	112	-	-	-	222	282	517	450	376
2012	946	770	851	718	432	521	464	603	803	856	1,014	1,034	967
2013	1,137	1,013	961	902	612	549	607	741	944	999	1,160	1,188	1,037
2014	1,302	1,172	1,123	939	642	579	639	764	981	1,036	1,203	1,221	1,117
2015	1,342	1,207	1,161	975	666	611	669	792	1,012	1,069	1,242	1,258	1,195
2016	1,378	1,187	1,197	1,004	690	638	688	825	1,041	1,095	1,277	1,289	1,279
2017	1,412	1,268	1,230	1,030	715	661	710	851	1,065	1,123	1,400	1,408	1,371
2018	1,561	1,413	1,327	1,122	757	701	754	895	1,102	1,173	1,458	1,467	1,551
2019	1,628	1,474	1,384	1,178	805	745	808	943	1,150	1,227	1,518	1,535	1,658
2020	1,693	1,486	1,441	1,232	846	793	857	979	1,202	1,277	1,579	1,599	1,767
2021	1,759	1,594	1,501	1,286	889	839	903	1,026	1,252	1,326	1,638	1,669	1,881
2022	1,831	1,662	1,567	1,344	941	893	950	1,088	1,308	1,385	1,709	1,742	2,003
2023	1,909	1,733	1,637	1,404	997	950	1,008	1,151	1,366	1,450	1,785	1,820	2,131
2024	1,983	1,754	1,703	1,467	1,054	1,004	1,064	1,209	1,430	1,519	1,869	1,895	2,260
2025	2,069	1,880	1,777	1,537	1,111	1,060	1,136	1,262	1,485	1,585	1,938	1,975	2,389
2026	2,152	1,957	1,852	1,608	1,167	1,123	1,199	1,323	1,549	1,652	2,016	2,060	2,532
2027	2,235	2,035	1,929	1,678	1,224	1,184	1,260	1,386	1,615	1,717	2,094	2,142	2,666

### 3 RFP Schedule

October 12, 2007	Draft RFP Filed with WUTC
October 29, 2007	PSE Public Meeting on Draft RFP
December 11, 2007	Public Comments Due
January 10, 2008	WUTC Comments Expected
January 11, 2008	PSE Releases Final RFP Solicitation
January 23, 2008	PSE Hosts Proposal Conference
February 29, 2008	Offers Due to PSE
April 2008	Preliminary "Candidate" Short List Selected
July 2008	Final Short List Selected, Respondents Notified
	Post-proposal Negotiations

<sup>3</sup> Energy and capacity need as defined in the 2007 Integrated Resource Plan (conservation not included)

# Introduction and Process

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The preceding schedule is subject to adjustment based on WUTC review and the actual pace of PSE's evaluation process.

## 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
- Risk Management
- Public Benefits
- Strategic and Financial Considerations

Each of the primary criteria is further delineated with sub-criteria as detailed in **Exhibit B**. Initially, proposals will be evaluated based on an individual proposal cost and on the qualitative criteria. At the close of this initial evaluation, PSE will select a preliminary short list made up of the most attractive proposals. These selected proposals will move on to the second phase of the evaluation process for portfolio evaluation and additional due diligence based on the same five primary criteria. The portfolio evaluation is designed to assess the interaction and risk levels of the most promising resources and combinations of resources within PSE's power portfolio.

Those proposals which provide the greatest benefit to PSE's portfolio 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.

## 5 Post-Proposal Negotiations and Awarding of 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 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.

# Information Requested from Respondents

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## 1 Energy and Capacity Resources Requested

PSE is seeking electric generation proposals from a wide variety of technologies and fuel sources consistent with the requirements and Evaluation Criteria (**Exhibit B**) described herein.

PSE's energy and capacity needs are greatest in the winter. Therefore, both energy and capacity resources will be shaped through various means to fill winter deficits, while minimizing summer surpluses. PSE will consider the seasonality of the basic electric energy resource's production, 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.

As described in tables 2 and 3, PSE is looking for a diverse mix of energy and capacity resource products to meet its requirements.

**Table 2. Energy Resources Sought by PSE**

Energy Resource	Delivery Description
As Produced	e.g. wind, run-of-river hydro
Baseload	7x24, delivered as firm or unit contingent
Intermediate	Dispatchable
On Peak or Heavy Load Hours	6x16 (Mon-Sat) (HE 0600-2200); seasonal (Nov-Feb, Dec-Feb or Nov-Mar)
Exchanges	Seasonal or year round; temporal location exchange with delivery to PSE on west side of Cascades

**Table 3. Capacity Resources Sought by PSE**

Capacity Resource	Delivery Description
Dispatchable/On Peak or Heavy Load Hours	6x16 (Mon-Sat) (HE0600-HE2200); winter only Nov-Feb or Dec-Feb
Operating Reserves (regulating or contingency)	Automatic Generation Control (spinning reserve)
Exchanges	Temporal locational exchanges, November-February; 7x16, 7x24, or 6x16 product with delivery to PSE on west side of Cascades

This All Generation Sources RFP process may result in multiple acquisitions by PSE.<sup>4</sup>

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<sup>4</sup> Use of the term "acquisition" or terms of similar import in this RFP, unless the context otherwise indicates, refers interchangeably to power purchase agreements and the acquisition of ownership interests in generating facilities.

# Information Requested from Respondents

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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 (>2 years), including Power Bridging Agreements, defined as short-term "bridges" to long-lead resources, (collectively, "PPAs"); and (3) Exchange 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.

### *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 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 I** to this RFP presumes that 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 or system assets underlying the agreement, and provide assurances of its commercial availability on or before December 31, 2014. A prototype Power Purchase Agreement is included as **Exhibit J** to this RFP. For shorter-term PPAs, PSE will consider the WSPP Agreement as modified by PSE and included as **Exhibit K** to this RFP.

In considering PPAs, PSE requires proposals pursuant to which the respondent owns and operates or would acquire, construct, own and operate the generation asset, with PSE purchasing the output (energy and capacity) at an agreed upon-delivery point.

With regard to any proposal for the purchase and sale of power from a qualifying facility under PURPA, the respective rights and obligations of PSE and the seller of such power under any agreement that may be entered into by PSE and the respondent will be subject to any federal enactments (e.g., an energy bill passed in 2005) that will by their terms apply to the purchase and sale of such power.

### *Exchange Agreements*

The Company's obligations under any such exchange will be subject to 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. A prototype Exchange Agreement is included as **Exhibit L** to this RFP.



# Information Requested from Respondents

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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. Affiliated generating companies of PSE are not eligible to respond to this RFP.

## 4 Proposal Requirements

***The Confidentiality Agreement (Exhibit G) must be submitted by February 15, 2008, two weeks prior to the proposal due date. Proposals are due no later than February 29, 2008.***

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

### Proposal Requirements (***Exhibit C***)

- ~ Project Description
- ~ Fuel Supply
- ~ Emissions
- ~ Interconnection and Transmission
- ~ Price
- ~ Legal and Financial
- ~ Accounting Regulation
- ~ Experience and Qualifications of the Project Team
- ~ Environmental Inspections, Orders, Suits and Other
- ~ Development Status and Project Schedule

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

### Other Requirements (***Section 5***, as follows)

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.

# Information Requested from Respondents

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## 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.

### *Production Tax Credit Risk and Environmental Attributes*

All proposals shall acknowledge and state that PSE disclaims and shall not assume any risk associated with the potential expiration of the Federal Production Tax Credit (PTC), or the respondent or other project entity's ability to utilize the PTC, if applicable to the resource proposed.

All proposals must state that all Environmental Attributes<sup>5</sup> associated with the 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 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.

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<sup>5</sup> "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.

# Information Requested from Respondents

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## *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 or its employees.

## *Validity, Deadlines and Regulatory Approval*

All proposals 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 2009 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 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.

## **6 Credit Requirements**

The respondent should be aware that PSE may require negative control provisions (covenants restricting respondent business practices that could jeopardize respondent's ability to perform its

# Information Requested from Respondents

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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 ownership term sheet (**Exhibit I**), prototype Power Purchase Agreement (**Exhibit J**), modified WSPP Agreement for short-term PPAs (**Exhibit K**), or the the prototype Exchange Agreement (**Exhibit L**).

## *PPA Acquisitions (System Power Sales) and Power Exchanges*

Credit terms that may result in the posting of collateral including, but not limited to, collateral thresholds, general adequate assurance language, rating triggers and/or similar financial covenants will not apply to PSE. Credit terms resulting in the posting of collateral may apply to the Respondent, especially if the Respondent has a senior unsecured credit rating equal to or below BB+ and Ba1 by Standard & Poor's and Moody's Investor Services, respectively, or, alternatively, that receives a credit rating from PSE's credit department equivalent to or below BB+, or that provides a parent or affiliate guarantee in form and substance acceptable to PSE from a guarantor with senior unsecured credit ratings equal to or below BB+ and Ba1 by Standard & Poor's and Moody's Investor Services, respectively, or, alternatively, from a guarantor that is assigned a credit rating of BB+ or below by PSE's credit department.

## *Generation Project Acquisitions and Project PPA Acquisitions*

PSE prefers acquisitions that do not impose credit support requirements on PSE. If any respondent intends to propose that PSE provide credit support (e.g., in the form of a letter of credit or otherwise), the respondent must describe in its proposal all desired terms and conditions regarding such credit support.

PSE reserves the right to require adequate credit assurances that provide security for, among other things, the value associated with market-based damages for failure to perform, delays in construction, failure to meet minimum availability levels and/or other forms of default or non-performance. Such assurances may include, without limitation, a parent or affiliate guaranty and/or a letter of credit, each in form and substance, for a term and from a parent, affiliate or a financial institution, acceptable to PSE. In the event PSE anticipates that adequate credit assurances may be required from a respondent, PSE reserves the right to request that the respondent reply in writing regarding its intent to provide such credit assurances prior to the beginning of negotiations of any Definitive Agreement.

Additionally, the credit terms explained above in *PPA Acquisitions (System Power Sales) and Power Exchanges* will apply to the wholesale energy portion of Project PPAs.

## **7 Confidentiality/Disclosure**

Respondents are required to provide two (2) signed originals of the Mutual Confidentiality Agreement (**Exhibit G**) no later than February 15, 2008. 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

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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.

## 8 Contact Information and Submission of Proposals

### *Mutual Confidentiality Agreement*

***Mutual Confidentiality Agreements must be received no later than February 15, 2008.***

Respondents shall submit two signed originals of the Mutual Confidentiality Agreement (**Exhibit G**) two weeks prior to the proposal due date.

### *Proposals*

***Proposals must be received no later than 5:00 PM Pacific Time on February 29, 2008.***

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 **Section 5** herein),
- four additional bound copies, and
- one electronic copy (on CD-ROM).

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

All costs to participate in this RFP process, including preparation of proposals, negotiations, etc., are the responsibility of the respondent.

Contact for proposal submittals, questions and requests:

Mr. Roger Garratt, Director, Resource Acquisition and Emerging Technologies

425-462-3470

425-462-3175 Fax

[Roger.Garratt@pse.com](mailto:Roger.Garratt@pse.com)

*Address for U.S. Mail:*

Puget Sound Energy  
P.O. Box 97034, PSE-11  
Bellevue, WA 98009-9734

*Address for courier or hand delivery:*

Puget Sound Energy  
10608 NE 4th Street, Mail Room  
Bellevue, WA 98004

# Information Requested from Respondents

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## 9 List of Exhibits

Exhibit A	Monthly Energy and Capacity Need
Exhibit B	Evaluation Criteria
Exhibit C	Proposal Requirements (form of respondent's proposal)
Exhibit D	Project Summary Data Form
Exhibit E	Wind and Solar Energy Delivery (12x24)
Exhibit F	Template for Financial Pro Forma
Exhibit G	Mutual Confidentiality Agreement
Exhibit H	Schedule of Estimated Avoided Cost
Exhibit I	Prototype Ownership Term Sheet
Exhibit J	Prototype Power Purchase Agreement
Exhibit K	Modified WSPP Agreement
Exhibit L	Prototype Exchange Agreement