



UPPER PENINSULA POWER COMPANY

REQUEST FOR QUALIFICATIONS (RFQ)
RENEWABLE GENERATION PROJECTS

Notice of Intent Due:

August 24, 2020 5:00 pm ET

Statements of Qualifications Due:

August 28, 2020 5:00 pm ET

Issued:

August 3, 2020

Procurement Email Address:

us-uppcorfp@wsp.com

RFQ Portal:

<http://uppcowspis.com>

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DEFINITIONS

The following terms are defined here for the purposes of this RFQ.

- UPPCO’s Representative – WSP USA, Inc. (WSP), outside technical consultants to UPPCO, will act as UPPCO’s Representative for this procurement process.
- Procurement Representative – Point of contact or their designee for submission of inquiries and responses to this RFQ.
- Prospective Respondent – An entity identified by UPPCO as potentially interested in submitting a Pre-Qualification Application for the opportunity to submit a proposal.
- Renewable Generation – For the purposes of this procurement, Energy from solar or wind sources.
- Respondent – An Entity that UPPCO and its Representative have determined meets the qualification criteria and has submitted a Statement of Qualifications (SOQ) in response to this RFQ. Where indicated by context, the term Respondent may encompass Prospective Respondents.
- Statement of Qualification (SOQ) – Formal response to the Request for Qualification as outlined in this document and associated schedules/forms.
- Minimum Qualification Criteria – Qualification criteria listed in Section 5.1.
- Developer – A selected Respondent that enters into a contract with UPPCO for the scope of services being procured through this RFQ.

1.0 INTRODUCTION

With this Request for Qualifications (RFQ) Upper Peninsula Power Company (UPPCO or the Company) is soliciting Statement of Qualifications (SOQs) for the acquisition of new renewable power generation capacity, as described more fully in Subsections 2.1 and 2.2 below.

UPPCO will use a multi-stage solicitation process to select the Developer. This RFQ represents the first stage in this process. UPPCO will establish a shortlist of the most highly qualified Respondents from the RFQ stage. UPPCO intends to invite shortlisted Respondents from the RFQ stage to submit Proposals with respect to the Request for Proposals (RFP) to be provided by the date set forth below and then select one of the Respondents as the Developer.

The general schedule for the procurement process is shown below (For detailed schedule, see Subsection 3.7):

SCHEDULE	DATE
Issue RFQ	August 3, 2020
SOQs Due	August 28, 2020
Issue RFP to shortlisted Respondents	To Be Determined
Tentative Proposals Due	Quarter 4, 2020

1.1 ABOUT UPPCO

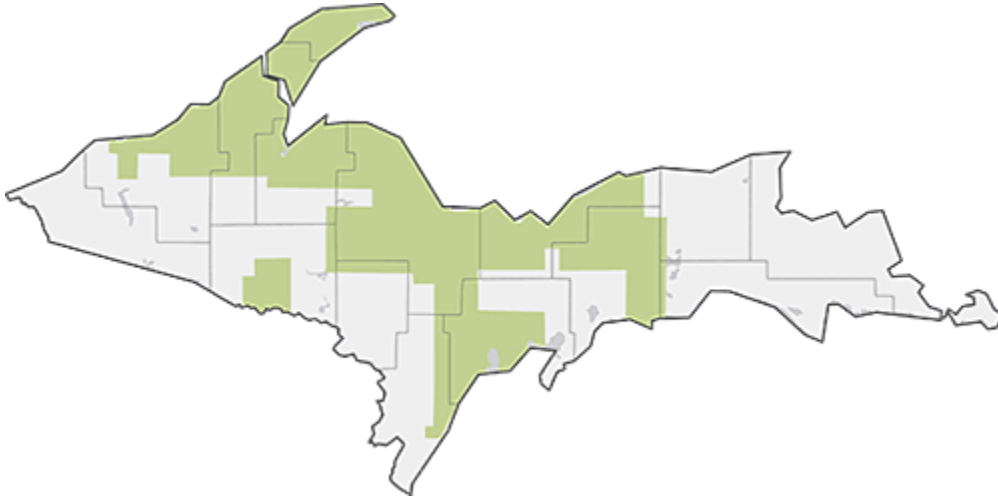
UPPCO is an electric utility serving approximately 52,000 customers located in 10 of the Upper Peninsula of Michigan's 15 counties. The utility's service territory of almost 4,460 square miles covers primarily rural countryside. UPPCO serves approximately 12 customers per square mile throughout the Upper Peninsula of Michigan.

UPPCO owns and operates combustion turbines and hydroelectric facilities with a total generation capacity of approximately 80MW.

This will be UPPCO's first acquisition of a non-hydropower renewable generation resource.

WSP USA, Inc. (WSP), outside technical consultants to UPPCO, will act as UPPCO's Representative for this procurement process through the RFP stage.

UPPCO Service Territory



Colored area in the map is a generalized depiction of UPPCO service territory

More information about UPPCO is available by www.uppco.com.

2.0 PURPOSE / DESIRED PRODUCT

2.1 PRODUCT DESCRIPTION

UPPCO seeks to acquire at least 22.5 MW AC of nameplate Renewable Generation (solar preferred) capacity through a Power Purchase Agreement (PPA) and 62.5 MW AC solar photovoltaic (PV) nameplate capacity delivered via EPC to be owned by UPPCO. UPPCO is open to an equivalent ownership stake in a larger project, as well as an operations contract with the developer. UPPCO is interested in projects that achieve COD as soon as possible. The project(s) must be located in the Upper Peninsula of Michigan. Preference will be given to projects located within UPPCO's Territory, but projects located outside of UPPCO's Territory and still within the Upper Peninsula will be considered. The project(s) should be transmission interconnected.

As such, this desired capacity can be met by a single facility or multiple facilities of lower capacity. For purposes of this RFQ, AC capacity shall refer to the net generating capacity at the facility's point of interconnection (POI), as controlled by the plant supervisory control and data acquisition (SCADA) system. For the EPC options,



Respondents may propose solutions with an aggregate inverter capacity exceeding the 62.5 MW AC limit at the point of interconnection, if advantageous.

2.2 PURPOSE AND BACKGROUND

The purpose of this RFQ is to solicit SOQs of Potential Respondents to provide UPPCO Renewable Generation capacity (Renewable Generation Projects) that fits one or a combination of the options presented in Table 1 Renewable Energy Generation Solicitation Options below. Regardless of the option(s) ultimately selected, Developer will be responsible for pre-construction phase project development activities and construction phase engineering, design, procurement, and construction of the power plant. UPPCO has therefore issued the RFQ to Prospective Respondents that have been identified as having a track record with project development, executing Engineering, Procurement, and Construction (EPC) project delivery, and executing Power Purchase Agreements (PPAs).

UPPCO does not have capacity to monetize the tax credits for the benefit of its rate payers. Therefore, PPA proposals should include alternate use of tax credits in the rate development.

Table 1 Renewable Energy Generation Solicitation Options

OPTION	CAPACITY OPTIONS	INTERCONNECTION	DESCRIPTION
1. EPC OPTIONS			
1.A. EPC Solar Project (UPPCO Service Territory)	62.5 MW of AC nameplate capacity	Interconnection at transmission voltage anywhere in UPPCO Service Territory.	<p>Developer is responsible for development, turn key EPC construction and commissioning of Solar PV facilities up to the point of interconnection (POI) and including interconnection costs.</p> <p>Option for Respondent to provide long term O&M of the facility.</p>



OPTION	CAPACITY OPTIONS	INTERCONNECTION	DESCRIPTION
1.B. EPC Solar Project (Upper Peninsula of Michigan)	62.5 MW of AC nameplate capacity	Interconnection at transmission voltage anywhere in the Upper Peninsula of Michigan	<p>Developer is responsible for development, turn key EPC construction and commissioning of Solar PV facilities up to the point of interconnection (POI) and include interconnection cost.</p> <p>Option for Respondent to provide long term O&M of the facility.</p>
2. PPA OPTIONS			
2A. PPA Solar Generation (UPPCO Service Territory)	22.5 MW of AC nameplate capacity.	Interconnection at transmission voltage anywhere in UPPCO Service Territory.	Developer to own and operate the facility and sell energy and capacity under a PPA to UPPCO.
2B. PPA Solar Generation (Upper Peninsula of Michigan)	22.5 MW of AC nameplate capacity.	Interconnection at transmission voltage anywhere in Michigan's Upper Peninsula.	Developer to own and operate the facility and sell energy and capacity under a PPA to UPPCO.
2C. PPA non-Solar Renewable Generation (UPPCO Service Territory)	22.5 MW of AC nameplate capacity.	Interconnection at transmission voltage anywhere in UPPCO Service Territory.	Developer to own and operate the facility and sell energy and capacity under a PPA to UPPCO.
2D. PPA non-Solar Renewable Generation (Upper Peninsula of Michigan)	22.5 MW of AC nameplate capacity.	Interconnection at transmission voltage anywhere in the Upper Peninsula of Michigan	Developer to own and operate the facility and sell energy and capacity under a PPA to UPPCO.
3. PARTIAL OWNERSHIP SHARE			



OPTION	CAPACITY OPTIONS	INTERCONNECTION	DESCRIPTION
3.A. UPPCO Partial Ownership Stake (UPPCO Territory)	62.5 MW of AC nameplate capacity ownership of a larger project.	Interconnection at transmission voltage anywhere in UPPCO Service Territory.	UPPCO provides direct investment without PPA. Annual O&M fee should be defined as a part of the bid in the RFP stage. Developer and its partners will be responsible for fully executing development, construction, commissioning and performing O&M of the facility.
3.B. UPPCO Partial Ownership Stake (Upper Peninsula of Michigan)	62.5 MW of AC nameplate capacity ownership of a larger project.	Interconnection at transmission voltage anywhere in the Upper Peninsula of Michigan	UPPCO provides direct investment without PPA. Annual O&M fee should be defined as a part of the bid in the RFP stage. Developer and its partners will be responsible for fully executing development, construction, commissioning and performing O&M of the facility.

3.0 INFORMATION AND SCHEDULE

3.1 INFORMATION PROVIDED TO PROSPECTIVE RESPONDENTS

This RFQ and schedules/forms are available as of August 3, 2020 on <http://uppcowspis.com>. Interested parties are expected to be able to download the RFQ with its required forms and complete the schedules/forms in Microsoft Word format or searchable Adobe Portable Document Format (PDF).

Procurement Representative:

Brian Shell, P.E.

Senior Technical Principal

Email: us-uppcorfp@wsp.com

To be eligible to submit a SOQ, Respondents must submit via the Procurement Email Address (us-uppcorfp@wsp.com) by no later than 5:00 p.m. ET on August 24, 2020 (i) a Notice of Intent Form (NOI) (Schedule A), and (ii) an Executed Mutual Agreement of Confidentiality (MAC.). Upon receipt of these documents, a unique username and password to the WSP's ProjectSolve SharePoint (PSSP) website will be



issued by the Procurement Representative. Respondents must submit properly completed forms by the specified due date by uploading the completed proposal on WSP's PSSP website.

3.2 RESPONDENT CERTIFICATION/ANTI-COLLUSION

By submitting a SOQ in response to this RFQ and a proposal to the upcoming RFP, a Respondent certifies that it has not divulged, discussed, or compared any commercial terms of its SOQ and proposal with other Respondents submitting a separate SOQ and proposal, and has not colluded whatsoever with any other entity known or believed to be a prospective Respondent.

3.3 INFORMATION ON THE RFQ PORTAL

The information on the RFQ Portal (<http://upcco.wspis.com>) will contain the following:

- (a) This RFQ and all associated schedules/forms.
- (b) Questions and answers about this RFQ.

3.4 QUESTIONS

All questions regarding this RFQ should be submitted using the question page on the RFQ Portal by August 14, 2020. Following notification of the RFQ stage results and issuance of RFP, qualified Respondents will have an additional opportunity to submit questions.

All questions and answers of a non-trivial nature will be posted on the RFQ Portal on a periodic basis.

Any Respondents who discover inconsistencies or errors in, or who are in doubt as to the meaning or intent of any part of the RFQ documents, shall request an interpretation from WSP via the procurement email address.

If a Respondent fails to notify WSP of a known error or an error in the RFQ documents that reasonably should have been known prior to the final submission date, the Respondent shall assume any and all risk, and shall not be entitled to change its SOQ after the submission due date, nor will such Respondent, if selected to enter a contract with UPPCO, be entitled to a change or other relief under its contract with UPPCO based on such error.

3.5 SUBMITTAL OF SOQS

The SOQs must be uploaded on WSP's PSSP website. Files that constitute the SOQ shall be provided in searchable Adobe Portable Document Format (PDF) without any access restrictions placed on the ability to copy text/images or print the document. The timestamp on the PSSP site shall be used to determine timeliness and compliance with the deadline.

3.6 CLARIFICATION OF QUALIFICATIONS

While evaluating SOQs, WSP may request additional information about any item. All requests will be made electronically, and the Respondent will be required to respond to the request within two (2) business days of receipt of such request or WSP may choose to stop evaluating the Respondent's SOQ.

3.7 SCHEDULE



The following schedule and deadlines apply to this RFQ. UPPCO reserves the right to extend or otherwise modify any portion of this schedule at any time or terminate the procurement process at its sole discretion without compensation to any parties.

- ET or Eastern Time means the Eastern Time zone of the United States of America.
- All SOQs are due by 5:00 p.m. ET, August 28, 2020.
- UPPCO expects to begin contractual negotiations (subject to Michigan Public Service Commission approval) no later than First Quarter of 2021.

STEP

TIMETABLE

RFQ Stage	
RFQ Issuance	5:00 pm ET, August 3, 2020
RFQ Questions Due	5:00 pm ET, August 14, 2020
Responses to Questions	5:00 pm ET, August 21, 2020
NOI Due	5:00 pm ET, August 24, 2020
SOQs Due	5:00 pm ET, August 28, 2020
Notification of Results of RFQ stage	5:00 pm ET, September 15, 2020
RFP Stage	
RFP Issuance	To Be Determined
Tentative Proposal Due Date	Quarter 4, 2020
Developer Selection and Start of Contract Negotiations	Quarter 4, 2020/Quarter 1, 2021

4.0 RFQ GENERAL REQUIREMENTS

4.1 RESPONDENT PRE-QUALIFICATION



As stated in Section 3.1, to be eligible to submit a SOQ in response to this RFQ, Respondents must submit the following documents via the Procurement Email Address (us-uppcorfp@wsp.com) by no later than 5:00 p.m. ET on August 24, 2020.

- i. A complete Notice of Intent (NOI) (Schedule A), and
- ii. An Executed Mutual Agreement of Confidentiality (MAC.)

Upon receipt of these documents, a unique username and password to the WSP PSSP website will be issued by the Procurement Representative which will enable Respondents to upload their SOQs.

SOQ submissions must meet the following requirements in order to be considered complete, and eligible for review.

- The Respondent uploads a completed SOQ (Schedule B, and any supporting materials) on WSP's PSSP website by no later than by the date set forth in Section 3.7.
- The submitted SOQ meets all requirements of this RFQ, including the Content requirements described in Section 5.0, and described further in Schedule B.

5.0 SOQ CONTENT REQUIREMENTS

This section describes UPPCO's expectations and requirements for SOQ in response to this RFQ. UPPCO expects Respondents to provide any information that could impact the Respondent's ability to deliver the product(s) as offered. If it appears that certain information is inadvertently omitted from a SOQ, the Procurement Representative may contact the Respondent to obtain the information.

All SOQs must be documented in the Schedule B template provided as a part of this RFQ addressing the following Minimum Qualification Criteria. Respondents can provide any supporting information as an appendix.

5.1 MINIMUM QUALIFICATION CRITERIA

The following information must be provided by Respondents and will be evaluated on a pass/fail basis. Additional information regarding SOQ evaluation is provided in Section 6.0.

5.1.1 ACQUISITION STRUCTURE

UPPCO will only consider SOQs that include one or more of the acquisition structures described in Table 1 Renewable Energy Generation Solicitation Options. Respondents must indicate which option they are proposing.

For the EPC Options, UPPCO will forego any tax benefits. For the PPA and Partial Ownership Share options the Respondent would monetize tax credits or other tax incentives to the extent possible.

5.1.2 EXECUTIVE SUMMARY

Provide an executive summary of the envisioned project's characteristics and timeline, including any unique aspects and benefits, such as, community engagement activities the Respondent may implement to build local community acceptance of the project.

5.1.3 RESPONDENT'S CREDITWORTHINESS INFORMATION

The Respondent must provide complete credit related information as documented in Schedule B.

Proposals must include information on the Respondent's corporate structure (including identification of any parent companies), a copy of the Respondent's most recent quarterly report containing unaudited consolidated financial statements that are signed and verified by an authorized officer of Respondent attesting to its accuracy, a copy of Respondent's most recent annual report containing audited consolidated financial statements and a summary of Respondent's relevant experience. Financial statements, annual reports and other large documents may be referenced via a web site address.

In responding to this RFQ, if a Respondent is a newly formed entity for purposes of this project, the information specified below must be provided for each constituent entity comprising the Respondent.

For privately held firms that cannot share financial statements, Respondents can provide support letters from no more than three potential lenders, underwriters or other providers of debt financing ("Financing Parties"). Each letter must be provided by a bank, underwriter and/or other financial institution that has long-term, unsecured debt ratings of not less than (A-/A3) or its equivalent issued by at least two of the three major rating agencies (Fitch Ratings, Moody's Investor Service and Standard & Poor's Ratings Group) and include, at a minimum, the following: a) Evidence of the Financing Party's long-term, unsecured debt rating. b) Explicit support for the Respondent and interest in providing a loan or underwriting debt for the project. c) Acknowledgement that the Financing Party has reviewed this RFQ and is familiar with the contractual and financial structure described and bringing to financial close the financing of a project with similar scope and complexity. d) Any assumptions regarding the provision of support for a Respondent member. e) Details regarding any experience the Financing Party has with the Respondent or any member of the Respondent in connection with any private financing committed or provided for an infrastructure project in the past ten years. Each letter must be on the Financing Party's official letterhead, signed by a duly authorized signatory, and include title, address, telephone number and e-mail address for verification

5.1.4 ABILITY TO DELIVER PROJECT

5.1.4.1 SITE CONTROL

Respondent must provide evidence of existing site control in the Upper Peninsula of Michigan. Land options, executed leases and executed purchase contracts for at least 75% of the site area requirements are acceptable. The Respondent must provide ALTA boundary survey.

Respondent must also provide evidence that Phase 1 Environmental Site Assessment (ESA) is completed, and provide any cultural/ environmental supplements if available.

5.1.4.2 ABILITY TO INTERCONNECT

The Respondent must provide evidence of ability to interconnect the proposed project including:

- Identification of proposed interconnection points and routing of the generator transmission line as applicable.
- Status of any pending interconnection requests, study agreements, interconnection and operating agreements.
- MISO queue number/position, if applicable/available.

5.1.4.3 ANTICIPATED COMMERCIAL OPERATION DATE (COD)

The Respondent must provide the anticipated Commercial Operation Date (COD) identifying major milestones to achieving COD. If the Respondent foresees any supply chain constraints due to COVID-19 that make submitting a bid according to the RFP stage timeline proposed in Subsection 3.7 impractical, the Respondent must specify the constraints and provide a reasonable date for providing a complete bid in response to the RFP.

5.1.4.4 PERMITTING PLAN

The Respondent must provide a Permitting Plan. The Permitting Plan shall include a list of required permits, as well as the status and anticipated timeline for receipt of each.

The Respondent must have demonstrated progress against obtaining Conditional Use Permit (CUP) or equivalent with the Authority Having Jurisdiction (AHJ) and have a viable path to obtaining permits and any required zoning variances or approvals.

5.1.4.5 EQUIPMENT QUALITY (ONLY FOR EPC AND PARTIAL OWNERSHIP SHARE OPTIONS)

Respondent must commit to using Tier 1 or equivalent equipment including but not limited to solar PV modules, solar inverters and MV transformers, racking and tracker systems.

5.1.4.6 FINANCING PLAN

The Respondent must include a proposed financing plan for the Project, including but not limited to any condition precedent agreement(s) it has utilized in similar past transactions.

It is required in the PPA and Equity Ownership cases that Developer monetizes tax credits or other tax incentives. Respondents are encouraged to submit bids that retain financial tax benefits, if the proposal will maximize overall financial benefit of the project. EPC case, UPPCO will forgo any tax credit benefit.

UPPCO shall receive all current and future environmental attributes associated with the project, of any kind or nature, including but not limited to renewable energy credits (RECs) or certificates, emission credits or allowances, carbon credits, or any other credit(s) or allowance(s) related to the electric energy generated without release of carbon-dioxide or other greenhouse gases. Since the State of Michigan gives extra solar RECs for projects that incorporate Michigan manufactured components and extra RECs for projects installed with Michigan labor, Respondents should indicate whether their proposals would qualify for such extra RECs.

Respondents shall describe and provide any supporting documentation supporting their ability to access capital for the project.

5.1.5 EXPERIENCE

5.1.5.1 RESPONDENT TEAM

Provide names and general qualifications of applicable Respondent Team members such as Lead Entity, Original Equipment Manufacturer (OEM), EPC Contractor, Design Engineer, Operations and Maintenance (O&M) firm. Additionally, Respondents must provide the proposed structure for working together on this Project (e.g. partnership, joint venture, subcontracting arrangement, other) and describe their track record of working together.



5.1.5.2 PROJECT EXPERIENCE

The Respondent must provide evidence of having successfully delivered operational project(s) of 5MW or greater within the last 5 years, and with an aggregate of at least 100MW. Project details should be provided in tables provided in Schedule B and should include client names and contact information. The Respondent should include any relevant projects in Michigan or in the MISO territory.

5.1.5.2.1 PPA PROJECT CRITERIA

If proposing a PPA option, Respondent must provide evidence of having a track record of reliable performance from utility PPA projects of similar size and scope to this project within the last 5 years subject to the above mentioned sizing criteria.

5.1.5.2.2 EPC AND PARTIAL OWNERSHIP SHARE PROJECT CRITERIA

If proposing an EPC option, Respondent must provide evidence of delivering quality utility EPC projects of similar size and scope to this project within the last 5 years subject to the above mentioned sizing criteria.

UPPCO would be receptive to an O&M contract with the selected EPC Developer. If proposing in this option, Respondent must provide evidence of experience providing O&M services on projects of similar size and scope to this project within the last 5 years.

5.1.5.3 QUALIFICATION OF KEY PERSONNEL AND RESOURCE ALLOCATION

Provide names of Key Personnel (Project Manager, Manager of Engineering, Manager of Construction, Origination Manager, etc.) that the Respondent proposes to use in providing the services, their role and responsibilities, and indicate the time allocated for this project. Also, attach resumes for each of these key individuals, including all relevant qualifications and experience; and demonstrate the Respondent's infrastructure and ability to access trained qualified resources necessary to complete the required work (like design, procurement, construction, and general project support), as well as the ability to draw on additional resources as required.

Provide an express, written statement committing that the Key Personnel designated in the SOQ for the positions or roles described above, and in the table provided in Schedule B shall be available to serve the role identified for the Project. While UPPCO recognizes personnel availability and scheduling issues impact the Respondents, Respondents are urged only to identify personnel that they believe will be available for and assigned to the Project for the positions identified. Precise procedures addressing UPPCO's approval of changes in the Key Personnel will be set forth in the RFP.

5.1.5.4 SAFETY RECORD

The Respondent must identify safety track record information including TRIR (Total Recordable Incident Rate) and DART (Days Away from work, days of Restricted work activity, and/or days of jobs Transfer) metrics, if applicable, as documented in Schedule B.

6.0 SOQ EVALUATION

WSP, as UPPCO's Representative, will review responses for completeness, responsiveness and compliance with the Minimum Qualification Criteria specified in Section 5.0 of this RFQ. Preliminary due diligence will also be conducted at this stage to identify any flaws associated with the SOQ that are unacceptable to UPPCO. As a result



of this screening, WSP may, at its sole discretion, either eliminate SOQs from further consideration, or contact Respondents to clarify information or request additional information. WSP will make such requests in writing via email and specify a deadline for compliance. Failure to provide the requested information or clarification by the deadline may result in disqualification of the SOQ.

WSP, as UPPCO's Representative, will evaluate each SOQ, in its sole discretion, to determine which SOQ(s) are best suited to UPPCO's requirements as set out in this RFQ. WSP will evaluate all SOQs to meet minimum qualification criteria.

WSP will perform a Pass/Fail review as the initial step to arrive at a shortlist. Should that initial review yield a shortlist of more than three (3) Respondents, WSP will perform qualitative evaluations of the SOQs that passed all the Minimum Qualification Criteria. WSP will target a shortlist three (3) Respondents who are most qualified, but may recommend a shortlist of up to six (6) Respondents if supported by the evaluation of the Respondents and determined to be in the best interest of UPPCO.

7.0 RESERVATION OF RIGHTS

UPPCO reserves the right, without qualification, to reject any or all SOQs and to waive any irregularity in submitted information. There is no assurance, expressed or implied, that any contract will be executed pursuant to this RFQ. UPPCO also reserves the right to evaluate all SOQs received in any manner it elects to employ, to solicit additional responses if it is deemed necessary to do so and the right to submit additional information requests to Respondents during the evaluation process.

8.0 LIABILITY WITH RESPECT TO RFQ

This RFQ shall not, by itself, confer or establish any right to any party for any claim against UPPCO. Furthermore, by submitting a SOQ, Respondent shall be deemed to have acknowledged that UPPCO assumes no liability in any fashion with respect to this RFQ or any matters related thereto. By submission of a SOQ, the Respondent, for itself, as well as for its successors and assignees (if any), agrees that, as between Respondent and UPPCO, Respondent is to be solely responsible for all claims, demands, accounts, damages, costs, losses, and expenses of whatsoever kind in law or equity, known or unknown, foreseen, or unforeseeable, arising from or out of this RFQ.

9.0 CONFIDENTIALITY OF INFORMATION

All SOQs submitted in response to this RFQ become the property of UPPCO upon submittal. UPPCO will take commercially reasonable precautions and use commercially reasonable efforts to maintain the confidentiality of all SOQs submitted. Respondents shall clearly identify each page of information considered to contain proprietary information. UPPCO reserves the right to release any SOQs to agents or consultants for purposes of evaluation. UPPCO's disclosure policies and standards will automatically bind such agents or consultants. Regardless of the confidentiality claimed, all such information may be subject to review by the appropriate state authority, or any other governmental or regulatory authority or judicial body with jurisdiction relating to these matters and may be subject to discovery. Under such circumstances, UPPCO will make all commercially reasonable efforts to protect Respondent's confidential and proprietary information.



10.0 SOQ COSTS

Respondents shall assume any and all costs or expenses required for or in connection with the development of its SOQ.