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BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Application of Southern California Edison Company (U 338-E) for Authority to Implement and Recover in Rates the Cost of its Proposed Solar Photovoltaic (PV) Program.	)	A.08-03-015 (Filed March 27, 2008)
		(NOT CONSOLIDATED)
Order Instituting Rulemaking to Continue Implementation and Administration of California Renewables Portfolio Standard Program.	)	R.08-08-009 (Filed August 21, 2008)

SOUTHERN CALIFORNIA EDISON COMPANY'S (U 338-E) AMENDMENT TO ITS ANNUAL COMPLIANCE REPORT ON THE SOLAR PHOTOVOLTAIC PROGRAM

(PUBLIC VERSION)
TEXT and ATTACHMENTS B, C, G & H REDACTED
ATTACHMENTS A, D, & F CONFIDENTIAL

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Dated: September 28, 2010

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE

STATE OF CALIFORNIA

Application of Southern California Edison Company (U 338-E) for Authority to Implement and Recover in Rates the Cost of its Proposed Solar Photovoltaic (PV) Program.	)	A.08-03-015 (Filed March 27, 2008)
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SOUTHERN CALIFORNIA EDISON COMPANY'S (U 338-E) AMENDMENT TO ITS ANNUAL COMPLIANCE REPORT ON THE SOLAR PHOTOVOLTAIC PROGRAM

Pursuant to Decision ("D.") 09-06-049 and Resolution E-4299, Southern California Edison Company ("SCE") submitted its Annual Compliance Report on the Solar Photovoltaic Program ("SPVP Report") on July 1, 2010. SCE files this Amendment to its SPVP Report ("Amendment to the SPVP Report") at the request of Energy Division Staff to include information pertaining to the independent power producer ("IPP") portion of the program, including, among other things, documentation of all solicitations issued for power purchase agreements ("PPAs") and a description of all bids received from the PPA solicitations. In accordance with Resolution E-4299, SCE is filing this Amendment to the SPVP Report

consistent with the California Public Utilities Commission's ("CPUC" or "Commission") confidentiality rules.[1]

I.

DISCUSSION OF SOLICITATION

SCE launched the first Solar Photovoltaic Program ("SPVP") Request for Offers ("RFO") on March 18, 2010 and followed the schedule shown in Table 1. There were no deviations from the published schedule and no changes to the RFO Instructions during the four-month period from RFO launch through execution of 36 PPAs on July 26, 2010.

SCE's objective was to procure about one-fifth of the five-year, 250 MW DC program goal (with guidance from the Commission to accelerate procurement in the program's earlier years). Over the five-year program, a maximum of 25 MW DC could be ground-mounted. In light of this guidance, 31 PPAs for rooftop generating systems totaling 37.2 MW DC were executed, along with five PPAs for ground mount systems totaling 22.4 MW DC, for a grand total of 59.6 MW DC.[2]

The schedule adopted by SCE for this program is set forth below.

Table 1. RFO Schedule

Date	*Event*
Thursday, March 18	RFO Launch.
Friday, April 1	RFO Conference.
By Monday, April 19 (by 11:00 a.m. Los Angeles time)	Offerors submit Non-Binding Offers.
Monday, May 10	SCE advises all Offerors as to the status of their Non-Binding Offers relative to SCE's short-list.

[1] Resolution E-4299 at 24.

[2] Seven PPAs for rooftop generating systems (8.8 MW) were terminated on September 8, 2010. The MW values indicated include these seven PPAs.

By Monday, May 24	Offerors with short-listed Offers submit proof that interconnection applications have been submitted.
Monday, July 12	Offerors with short-listed Offers (i) submit proof that interconnection screens have been passed or studies completed, and (ii) deliver a fully completed, executable form of the PPA.
Monday, July 19 (by 11:00 a.m. Los Angeles time)	Offerors with short-listed Offers submit Binding Offers.
Monday, July 26	SCE executes Final Agreements.
By Friday, September 24	SCE submits Tier 2 Advice Letter[3] seeking CPUC Approval for Final Agreements.

II.

ISSUES/LESSONS LEARNED

Overall, the solicitation was successful and achieved its goals. SCE will schedule a program forum to collect feedback from market participants later this year. Three key areas in which SCE will collect feedback will include PPA terms, interconnection requirements and confidentiality provisions. Given the small generator interconnection reform currently in process at the California Independent System Operator ("CAISO"), changes to the existing interconnection requirements may be warranted. This section addresses the issues and lessons learned during the solicitation process, which fall into two general categories: (a) the screening process and (b) interconnection.

A. Screening Process

In order to identify the pool of eligible offerors from those who submitted non-binding offers on April 19, SCE established a set of screens and evaluated each offer against those screening criteria using a "pass/fail" system. The screens consisted of posted criteria such as site

[3] SCE will submit 28 PPAs under the Tier 2 advice letter process and 1 PPA (10 MW) under the Tier 3 advice letter process.

control, location in SCE territory, developer experience, California Solar Initiative ("CSI") acknowledgement letter, proposed equipment and facility design.

Many of the initial submittals on April 19 contained incomplete documentation. SCE reached out to the offerors and most of them were able to cure the problems by providing the correct documentation. This effort took place over a period of three weeks, [redacted].

SCE revised the documentation required from the offerors in order to more effectively evaluate one of the screens – proof of site control. Initially, offerors were required to submit copies of documents such as executed leases, options or deeds. Many of these documents were found to be overly complex and potentially inconclusive when reviewed by SCE, and finding a timely cure was proving difficult. Accordingly, SCE developed a Site Control Attestation Letter by which the offeror attested to having firm site control. Nearly all of the offerors signed this document.

The documentation required for passing the screens was specified by SCE in the RFO Participant Instructions. Although the initial responses from the market participants had deficiencies, the three-week period allotted in the schedule was sufficient to resolve most issues. SCE put forth significant effort to quickly identify the documentation problems and to work with the offerors to cure them.

B. Interconnection

To be eligible to submit a binding offer, offerors had to have either completed a Phase 1 Study or System Impact Study signifying that no transmission level upgrades are necessary to interconnect the generating facility, or qualify for the Fast Track and pass the first nine screens as described in the Wholesale Distribution Access Tariff and Small Generator Interconnection

Procedures ("WDAT SGIP") by a specified date. (A list of the first nine Fast Track screens is located in Attachment J.) The WDAT Fast Track process is available for proposed generators under 2 MW AC.

The SPVP RFO schedule was designed to accommodate projects that could qualify for the WDAT Fast Track interconnection process. If interconnection applications were submitted at the beginning of the RFO process, those applicants would have enough time to complete the WDAT Fast Track evaluation process. Those that did not qualify for the Fast Track in the 2010 SPVP RFO did not qualify because they failed to meet one or more of the first nine screens in the Fast Track process. [redacted]

[redacted] projects ([redacted]) failed one of the following interconnection screens:

1) Interconnection application deemed not complete [redacted]
2) Failed Fast Track and was unable to obtain System Impact Study ("SIS") by July 12 [redacted]; or
3) Received SIS but triggered network upgrades [redacted].

Throughout the SPVP RFO, SCE communicated to prospective offerors that in order to complete the RFO process and be eligible to submit final binding offers on July 19, 2010, it was essential to submit interconnection applications as early as possible, ideally before the launch of the RFO. These communications began before the launch of the RFO and continued through the launch and course of the RFO. Communications included comments filed during the CPUC proceeding and workshop, postings on the web site, e-mail announcements, and discussion at the

RFO Conference. The consistent message was to start early with interconnection applications. SCE pointed out that the RFO schedule was designed for projects that qualified for the WDAT Fast Track process, and was not designed to accommodate offers that would require system impact studies or facilities studies in order to determine the network upgrades that were triggered, unless applications had been filed well in advance of the start of the RFO.

As a result of SCE's renewables procurement programs, including SPVP, California Renewable Energy Small Tariff ("CREST"), Renewables Standard Contracts ("RSC"), and the annual solicitation, as well as an overall increase in commercial interest in generation sized 20 MW and under, SCE has seen a dramatic increase in the number of interconnection requests sized 20 MW and under in the past eighteen months. This increase is depicted on the chart in Attachment I. The greatly increased volume of interconnection applications combined with the interaction to and interdependencies with the large generator interconnection process ("LGIP") has led to a backlogged study process and delays in study timelines beyond those outlined in the SGIP. The difficulties of interconnecting large quantities of small generators has been recognized by market participants and is the subject of the current CAISO SGIP reform initiative and other parallel efforts. Despite these challenges, all SPVP offers that qualified for the Fast Track were able to complete the process in time to submit final binding offers on July 19, 2010.

III.

SELECTION OF BINDING OFFERS FOR EXECUTION OF PPAS

SCE received binding offers by July 19 and placed their levelized prices on a price curve for rooftop projects and a price curve for ground mount projects (see charts in Attachment D). Each price curve starts with the lowest-priced offer first, and then plots the successively higher prices as a function of cumulative generating capacity. All of the binding offers were below the

price cap of $192.50/MWh. SCE identified several offer selection options (represented by circled offers) based on inflection points in the price curves.

SCE considered the pros and cons of various points along each price curve. These options were discussed with SCE's management and SCE's Procurement Review Group. The selection of offers was consistent with the Commission's direction in Decision D.06-09-049.[4]

IV.

CONCLUSIONS

SCE successfully launched and completed the first SPVP RFO during the period from March through July 2010, resulting in 36 PPAs with a total generating capacity of 59.6 MW DC of solar PV projects in SCE's service territory.[5] SCE applied the screening and selection processes that were established in D.09-06-049 and Resolution E-4299 with no major issues and with a robust response to the solicitation.

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[4] D.06-09-049 at 39-40:

> ....[S]eek competitive solicitation for electricity from another 250 MW (50 MW on an annual basis) of one to two MW solar rooftop projects that are owned, installed, operated and maintained by Independent Power Producers ("IPPs"). The SPVP remains as a five-year program. However, the 50 MW/year average is not a cap on annual installations and we encourage SCE to accelerate the development of both Utility-Owned Generation ("UOG") and IPP projects if practical and without adversely affecting program costs.

[5] *See supra*, note 2.

Respectfully submitted,

MICHAEL D. MONTOYA
NANCY C. ALLRED
MELISSA A. HOVSEPIAN

/s/ Melissa A. Hovsepian
By: Melissa A. Hovsepian

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Melissa.Hovsepian@SCE.com

Dated: September 28, 2010

VERIFICATION

I am a Manager in the Renewable and Alternative Power Department of Southern California Edison Company and am authorized to make this verification on its behalf. I am informed and believe that the matters stated in the foregoing pleading are true.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this **28th day of September, 2010**, at Rosemead, California.

/s/ Laura Genao

By: Laura Genao

SOUTHERN CALIFORNIA EDISON COMPANY

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Attachment A

CONFIDENTIAL

[Documentation of All Solicitations Issued for PPAs]

* This will consist of all attachments to the original Compliance Report

Attachment B

REDACTED

Solicitation Description. (Yellow highlighting indicates Offers ultimately selected for PPAs)

Name of Offeror	Location of Offer	Non-binding Offer Price	Generating Capacity (kW)	Solar PV Type	Host Customer	Host Tenant	On-Site Load
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
Axio Power Inc.	[redacted] Joshua Tree, CA 92252	[redacted]	10000	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A

Name of Offeror	Location of Offer	Non-binding Offer Price	Generating Capacity (kW)	Solar PV Type	Host Customer	Host Tenant	On-Site Load
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
SEPV1, LLC	[redacted] Palmdale, CA 93535	[redacted]	2267	Ground-Mount	N/A	N/A	N/A
SEPV2, LLC	[redacted] Twentynine Palms, CA 92277	[redacted]	2318	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A

Name of Offeror	Location of Offer	Non-binding Offer Price	Generating Capacity (kW)	Solar PV Type	Host Customer	Host Tenant	On-Site Load
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
Solar Power, Inc.	[redacted] Palm Springs, CA 92240	[redacted]	2834	Ground-Mount	N/A	N/A	N/A
Solar Power, Inc.	[redacted] Palm Springs, CA 92240	[redacted]	4250	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A

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[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Ground-Mount	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Rancho Cucamonga, CA 91730	[redacted]	1261	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Ontario, CA 91761	[redacted]	657	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Ontario, CA 91761	[redacted]	720	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Ontario, CA 91761	[redacted]	628	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Chino, CA 91710	[redacted]	765	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Rancho Cucamonga, CA 91730	[redacted]	857	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Rancho Cucamonga, CA 91730	[redacted]	2307	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	[redacted] Los Angeles, CA 90040	[redacted]	1720	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A

Name of Offeror	Location of Offer	Non-binding Offer Price	Generating Capacity (kW)	Solar PV Type	Host Customer	Host Tenant	On-Site Load
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Buena Park, CA 90620		2569	Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	La Mirada, CA 90638		1181	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	La Mirada, CA 90638		1100	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Foothill Ranch, CA 92610		1382	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Lake Forest, CA 92630		1082	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Compton, CA 90220		684	Rooftop	N/A	N/A	N/A
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	City of Industry, CA 91789		629	Rooftop	N/A	N/A	N/A
Golden Springs Development Company, LLC	Santa Fe Springs, CA 90670		1338	Rooftop	N/A	N/A	N/A
Golden Springs Development Company, LLC	Santa Fe Springs, CA 90670		1434	Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
Industry MetroLink PV 1, LLC	City of Industry, CA 91789		2000	Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A

Name of Offeror	Location of Offer	Non-binding Offer Price	Generating Capacity (kW)	Solar PV Type	Host Customer	Host Tenant	On-Site Load
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC *	[redacted] Santa Fe Springs, CA 90670	[redacted]	806	Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC *	[redacted] Fontana, CA 92336	[redacted]	1167	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC *	[redacted] San Bernardino, CA 92407	[redacted]	1417	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC *	[redacted] Mira Loma, CA 91752	[redacted]	1200	Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC *	[redacted] Ontario, CA 91752	[redacted]	1538	Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC *	[redacted] Rialto, CA 92316	[redacted]	1194	Rooftop	N/A	N/A	N/A

Name of Offeror	Location of Offer	Non-binding Offer Price	Generating Capacity (kW)	Solar PV Type	Host Customer	Host Tenant	On-Site Load
SunEdison Utility Solutions, LLC	Pomona, CA 91768		1250	Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC	Corona, CA 92880		1132	Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A
				Rooftop	N/A	N/A	N/A

Name of Offeror	Location of Offer	Non-binding Offer Price	Generating Capacity (kW)	Solar PV Type	Host Customer	Host Tenant	On-Site Load
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
Tioga Energy, Inc.	[redacted] City of Industry, CA 91748	[redacted]	752	Rooftop	N/A	N/A	N/A
Greenpower Williams LLC	[redacted] Valencia, CA 91355	[redacted]	1300	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
SAMSUNG AMERICA, INC.	[redacted] Chino, CA 91708	[redacted]	1795	Rooftop	N/A	N/A	N/A
Advanced Solar Integration Technologies	[redacted] Commerce, CA 90040	[redacted]	1160	Rooftop	N/A	N/A	N/A
[redacted]	[redacted]	[redacted]	[redacted]	Rooftop	N/A	N/A	N/A
SunEdison Utility Solutions, LLC *	[redacted] Ontario, CA 91761	[redacted]	1464	Rooftop	N/A	N/A	N/A

*Denotes PPAs that were terminated in September 2010

All of these projects will be generating electricity using solar PV technology. With the exception of Photon, which will be using Solyndra's patented technology, all of the projects will be using conventional solar PV technology. Conventional solar PV technology uses flat panels of solar PV cells made of semiconductor wafers designed to absorb light. When light strikes the cells, electrons are knocked loose from the atoms in the semiconductor wafer, which then travel through the conductors forming an electrical circuit. The electrons are then captured in the form of an electric current.

Solyndra's technology follows the same logic as conventional solar PV technology. The difference is that instead of using flat panels covered with solar cells, Solyndra uses solar thin film-coated cylinders. These tubes collect light from all around to capture the maximum amount of sunlight to generate electricity. The rooftop is painted white to maximize the amount of light reflected off the rooftop.

Attachment C

REDACTED

Short-listing Process

	Rooftop				Ground Mount			
Step	Offerors	Sites	MW (DC)	Reason Withdrawn	Offerors	Sites	MW (DC)	Reason Withdrawn
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
PPAs Executed	8	31	37.2		3	5	22.4	

	Total		
Step	Offerors	Sites	MW (DC)
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
PPAs Executed	11	36	59.6

Table Summarizing Offers that Failed Screens			
Screen	Offerors	Sites	MW
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]
[redacted]	[redacted]	[redacted]	[redacted]

[redacted]

* The first chart in this Attachment shows offers that failed screens, by offeror. Some offerors had multiple offers, some of which (but not all of which) failed screens. The net result was that no offerors were eliminated due to the screens "Not in SCE territory" and "Unknown."

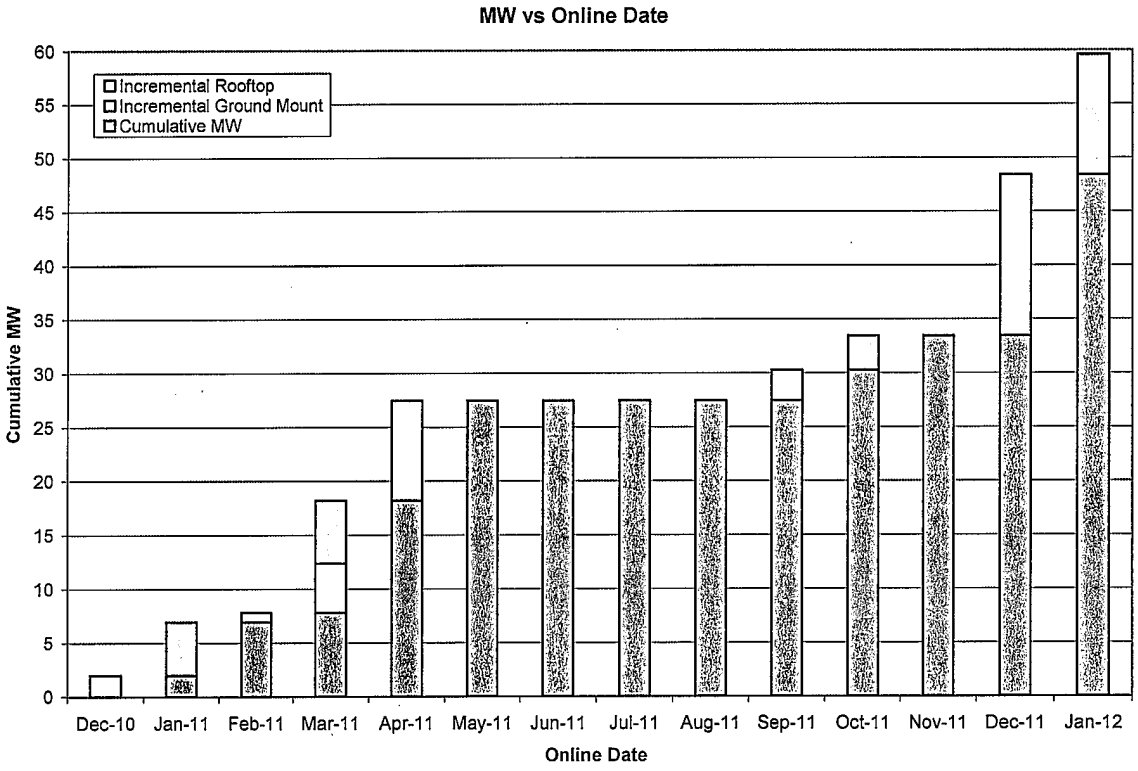
Screen	Description (based on the eligibility requirements provided to Offerors)
Site Control	The Offeror must sign an attestation as proof of proof of site control.
Not in SCE's Territory	The Site on which Offeror's Generating Facility is located must be within SCE's service territory.
Experience	The Offeror's team must have completed two or more projects of similar technology and developed projects of cumulative capacity equal to one megawatt.
Interconnection Limitations	All Generating Facilities must be interconnected to SCE's electric system. Offerors were required to submit interconnection applications and submit proof that interconnection screens had been passed or studies completed, demonstrating that projects did not trigger network upgrades.
Technology	The Generating Facility must be a photovoltaic electric energy generating facility and the Offeror must provide data so that SCE can verify the technology employed is commercially proven.
Above Price Cut-off	The indicative offer price per MWh was above the SCE RMC approved limit of $192.50/MWh.

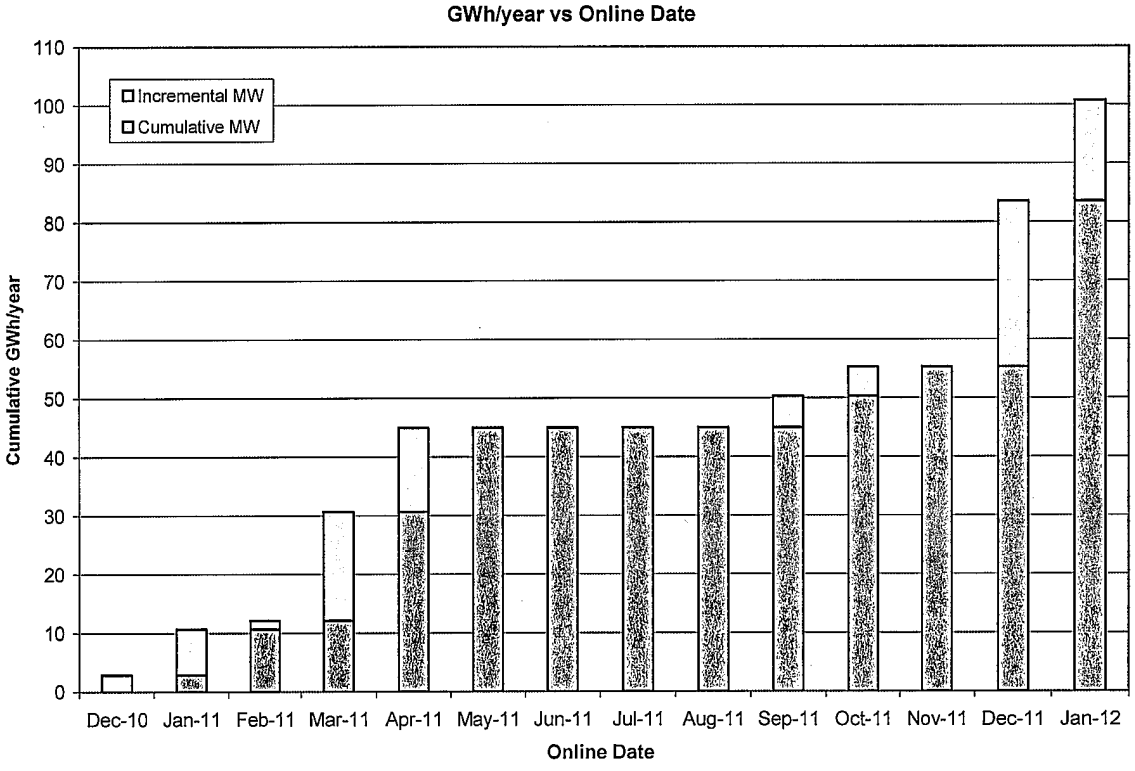
Attachment D

CONFIDENTIAL

Attachment E

Development Forecast





Attachment F

CONFIDENTIAL

Attachment G

CONFIDENTIAL APPENDIX A
REDACTED

Southern California Edison Company
2010 Request for Offers from Independent Power Producers for the Solar Photovoltaic Program

Independent Evaluator
Bid Evaluation and Selection Process
Final Report

September, 2010

Prepared by
Merrimack Energy Group, Inc.

Merrimack
Energy

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Confidential Appendix A

I. Introduction

A. Overview

Southern California Edison Company ("SCE") is seeking approval of 29 power purchase agreements ("PPAs") for the purchase of approximately 51 MW of installed capacity from solar photovoltaic projects under SCE's Solar Photovoltaic Program.[1]

On March 18, 2010, SCE issued its 2010 Request for Offers from Independent Power Producers for the Solar Photovoltaic Program ("2010 SPVP RFO").[2] SCE solicited offers from owners of eligible solar photovoltaic generating facilities to supply the requested product. The product requested via the solicitation includes all solar photovoltaic electric energy produced by the generating facility, net of station use, plus all green attributes, capacity attributes, and resource adequacy benefits. The program is designed largely to encourage the development of distributed generation ("DG") projects that do not require transmission upgrades.

SCE's goal with respect to the Solar PV Program ("SPVP") is to procure, over a five (5) year period, the product from solar photovoltaic generating facilities using a standard Power Purchase and Sale Agreement ("PPA") with a 20-year contract term. The total of the gross power ratings of the generating facilities will be 250 MW expressed in units of direct current ("DC"). The generating facilities will be primarily in the range of 1 to 2 MW DC and built on rooftops. However, SCE will procure the product from ground-mounted generating facilities as long as the total of the gross power ratings of all such ground-mounted generating facilities does not exceed ten percent (10%) of the total SPVP goal of 250 MW DC, or 25 MW.

Subject to the restrictions set forth in the RFO Instructions, SCE will also procure the product from generating facilities with gross power ratings of less than 1 MW DC and greater than 2 MW DC, provided that in no instance will SCE accept any offers for generating facilities with gross power ratings of less than 500 kW DC or greater than 10 MW DC.

Pursuant to regulatory requirements of the California Public Utilities Commission ("CPUC" or "Commission"), SCE retained Merrimack Energy Group, Inc. ("Merrimack Energy") as the Independent Evaluator ("IE") for the IPP portion of the SPVP program procurement process.[3]

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[1] SCE initially reported to have contracted with a total of 31 rooftop solar PV projects with a total capacity of approximately 37.2 MW and 5 ground-mounted projects with a total capacity of 22.4 MW. However, 7 contracts with one seller for a total of 8.58 MW in the roof-top solar category were terminated.

[2] SCE's Solar PV Program consists of two components: (1) 250 MW DC owned and maintained by SCE ("UOG") and (2) 250 MW DC owned and maintained by Independent Power Producers ("IPPs").

[3] The CPUC authorized that the program include both a utility-owned generation (UOG) component and an independent power producer component that will be administered by SCE through a competitive procurement process. There is no IE associated with the UOG portion of the program.

This IE report is submitted in conformance to the requirements of the CPUC and is designed to be consistent with the requirements outlined in the CPUC's IE Report Template, subject to adjustments in requirements to reflect the unique nature of this solicitation.

B. Program Background

SCE filed an application with the CPUC on March 27, 2008, seeking authorization of its Solar Photovoltaic Program ("SPVP") and associated cost recovery. The proposed program would be a five-year program to install up to 250 MW of one to two MW solar PV facilities within SCE's service territory. SCE proposed to lease commercial rooftops for the program and to install, own, operate and maintain these facilities. SCE also provided estimated cost information for the projects. In its application, SCE stated that the SPVP complements the existing California Solar Energy Initiative ("CSI") and the Renewable Portfolio Standard ("RPS"), will contribute to both program goals, and will assist in meeting California's million solar rooftop goal.

C. Regulatory Decisions

On June 18, 2009, the Commission approved SCE's SPVP, with modifications, in Decision ("D.") 09-06-049. The Commission determined that SCE's SPVP would complement current programs and initiatives, "to advance the state's renewable energy goals and help lower the cost of solar energy." In D.09-06-049, the Commission authorized SCE to build, own, and operate 250 MW of one to two MW solar PV facilities on commercial rooftops in its service territory (the Utility-Owned Generation or "UOG" program). The decision also ordered SCE to execute contracts for 250 MW of generation from similar facilities owned and maintained by IPPs through a competitive solicitation process (the IPP program). D.09-06-049 ordered SCE to file an advice letter, "delineating the criteria for selection of the bids, and containing a draft standard 20-year PPA contract" for the IPP Program.

In D.09-06-049, the Commission modified SCE's original proposal in several areas, including:

1. The program will consist of two components. One component (250 MW) will be utility-owned generation (about 50 MW annually). For this component of the program, SCE will own, install, operate, and maintain distributed solar projects primarily in the one to two megawatt range, located in SCE's service territory on existing commercial rooftops. The project cost target is $3.50/watt with a 10% contingency. The second component of the program will be 250 MW of distributed generation owned by independent power producers (about 50 MW annually) to be solicited at least once per year. The allowable bid prices will be capped at SCE's levelized cost of electricity;

2. An Independent Evaluator should be secured to oversee the solicitation for the first two years of the program and thereafter if a utility affiliate participates in that process;

3. Contracts will be based on standard 20-year power purchase agreement contracts;

4. The program will be a five-year program;

5. Utility-owned generation projects will be subject to cost of service treatment;

6. Within 30 days of the effective date of this decision, SCE shall file an Advice Letter with the Energy Division delineating the criteria and process for evaluating offers received and containing a draft standard 20-year power purchase agreement contract for use in the request for offer.

On July 20, 2009 SCE filed AL 2365-E. In AL 2364-E, SCE requested that the Commission issue a resolution approving the process and criteria for evaluating offers received pursuant to competitive solicitations and a standard 20-year power purchase agreement (PPA). On July 31, 2009, Energy Division staff held a workshop where SCE presented a description of the proposed competitive solicitation process and draft standard PPA outlined in AL 2365-E.

On January 21, 2010, the CPUC through Resolution E-4299 initiated the implementation of SCE's Solar Photovoltaic Program ("SPVP" or "Program"). The SPVP is a five-year program adopted by the CPUC in D.09-06-049 to spur the development of distributed solar photovoltaic (PV) projects in SCE's service territory, primarily commercial rooftop projects in the one to two megawatt (MW) range. While the Resolution indicated that it primarily addressed the competitively bid or IPP portion of the program, it also addressed some aspects of the UOG portion of the program as well. The Resolution adopts a competitive solicitation process, eligibility criteria, administration protocols and a standard power purchase agreement for the IPP Program. This resolution also establishes a process to facilitate Program refinements throughout the Program period.

D. Procurement Protocol

On March 18, 2010, SCE launched the RFO and posted the RFO Participation Instructions document on its website. In the RFO Participation Instructions (i.e. "Procurement Protocol"), SCE listed a number of requirements and preferences to inform prospective Offerors of the requirements for competing in the procurement process. These included:

- The generating facility must be a photovoltaic electric energy generating facility;

- The site on which the Offeror's generating facility is located must be within SCE's service territory;

- A single offer may be comprised of the aggregation of multiple generating facilities delivering the products to the same PNode provided that each generating facility has a gross power rating of at least 500 kW DC;

- The Offeror of a generating facility with a gross power rating of more than 5 MW DC must execute the >5 MW DC PPA;

- The generating facility must be scheduled to commence operation on the term sheet start date, which must occur within 18 months of CPUC approval;

- All generating facilities must be interconnected to SCE's electric system. The delivery point for a generating facility will be the PNode for the generating facility. In no instance will SCE accept any offer that proposes a generating facility whose interconnection would require any network upgrades;

- SCE is using a two-step evaluation process:
    - In Step 1, SCE will receive indicative or non-binding offers, evaluate indicative offers and create a short-list;
    - In Step 2, SCE will receive binding price offers from eligible Offerors;

- Short-listed Offerors must meet the following conditions to continue to participate in the RFO:
    - Within ten (10) business days after short-list selection, the Offeror must file an interconnection application and a distribution service application with SCE or file an interconnection application with the California Independent System Operator ("CAISO") if applicable;
    - On or before July 12, 2010 (i.e. one week before the due date for submission of the binding offer), an Offeror that has had its offer short-listed must submit documentation to SCE and the Independent Evaluator ("IE") evidencing that it has passed the first nine (9) screens in the Fast Track process, or received a completed system impact study or phase one interconnection study identifying that no network upgrades are required to interconnect the generating facility;
    - On or before July 12, 2010 (i.e. one week before the due date for submission of the binding offer), an Offeror that has had its offer short-listed must submit a fully completed, executable final form of the PPA to SCE and the IE;

- The Offeror must include the IE in all email communications with SCE related to the RFO;

- The Offeror must demonstrate site control at the time it submits its non-binding offer. According to the RFO, site control can be demonstrated by owning the site, leasing the site under a lease, or holding a right-of-way grant or similar instrument with respect to the site, and must adhere to the site control requirements under Offeror's interconnection application;

- Neither the Offeror nor the owner of the site may participate in the California Solar Initiative Program ("CSI") or net energy metering tariff ("NEM"), and the owner of the site will be required to sign the letter acknowledging familiarity with CSI and NEM, and a commitment not to apply for either program;

- The Offeror must have a "minimum level of developer experience" with large commercial and industrial roof-mounted solar photovoltaic installations;

- The generating facility must be a commercially proven solar photovoltaic generating facility and use Underwriters Laboratory rated components;

- The indicative and binding product price shall not be greater than $192.50/MWh AC;

- The Offeror is required to post development security equal to $20/kW DC of the gross power rating.

In addition to the above information, Offerors were required to submit an Offer Template, which contained information about the offer, including the proposed price, with both the non-binding and binding offer.

In addition, the RFO document provides a reference to SCE's SPVP website that provides a list of areas within SCE's service territory where generating capacity appears to be available. The list of areas is intended to assist Offerors in identifying sites that may require minimal upgrades in order to interconnect to SCE's electric system. The RFO also includes detailed information on interconnection requirements and references for tariffs and other documents.

The RFO also includes a description of the confidentiality provisions applied to the SPVP project team and the Project Development Division.

The schedule identified for the process includes the two stages (i.e. non-binding offer and binding offer) and encompassed approximately four months from issuance of the RFO to execution of the final agreements.

E. Issues Addressed in This Report

This report addresses Merrimack Energy's assessment and conclusions regarding the following seven issues identified in the CPUC's IE Report Template:

1. Describe the role of the IE.

2. Evaluate the fairness of the investor-owned utility's ("IOU's") bidding and selection process (i.e. quantitative and qualitative methodology used

to evaluate and select offers, consistency of evaluation and selection methods with criteria specified in bid documents, etc.).

3. How did the IOU conduct outreach to bidders? Was the solicitation robust?

4. Describe the IOU's Least Cost Best Fit ("LCBF") methodology (or provide the IOU's own description). Evaluate the strengths and weaknesses of the IOU's LCBF methodology.[4]

5. Describe project specific negotiations. Highlight any areas of concern including unique terms and conditions.

6. If applicable, describe safeguards and methodologies employed by the IOU to compare affiliate bids or utility-owned generation ownership offers.

7. Do you agree with the IOU that the contract(s) merit CPUC approval? Explain.

All these issues are addressed in this report.

[4] The nature of this process was designed to rank offers based on the levelized price of the offer subject to a price cap established in the Protocol. The traditional IOU Least Cost Best Fit methodology was therefore not applicable. However, the IE will draft a description of the methodology used to evaluate and rank offers as well as the strengths and weaknesses of the methodology.

II. Description of the Role of the IE

A. Regulatory Requirements For the IE

The requirements for participation by an IE in RPS solicitations are outlined in Decisions ("D").04-12-048 (Findings of Fact 94-95, Ordering Paragraph 28), D.06-05-039 (Finding of Fact 20, Conclusion of Law 3, Ordering Paragraph 8) of the CPUC, and D.09-06-050.

In D.04-12-048 (December 16, 2004), the CPUC required the use of an IE by investor-owned utilities (IOUs) in resource solicitations where there is an affiliated bidder or bidders, or where the utility proposed to build a project or where a bidder proposed to sell a project or build a project under a turnkey contract that would ultimately be owned by a utility. The CPUC generally endorsed the guidelines issued by the Federal Energy Regulatory Commission ("FERC") for independent evaluation where an affiliate of the purchaser is a bidder in a competitive solicitation, but stated that the role of the IE would not be to make binding decisions on behalf of the utilities or administer the entire process.[5] Instead, the IE would be consulted by the IOU, along with the Procurement Review Group ("PRG") on the design, administration, and evaluation aspects of the Request for Proposals ("RFP"). The Decision identifies the technical expertise and experience of the IE with regard to industry contracts, quantitative evaluation methodologies, power market derivatives, and other aspects of power project development. From a process standpoint, the IOU could contract directly with the IE, in consultation with its PRG, but the IE would coordinate with the Energy Division.

In D.06-05-039 (May 25, 2006), the CPUC required each IOU to employ an IE regarding all RFPs issued pursuant to the RPS, regardless of whether there are any utility-owned or affiliate-owned projects under consideration. In addition, the CPUC directed the IE for each RFP to provide separate reports (a preliminary report with the shortlist and final reports with IOU advice letters to approve contracts) on the entire bid, solicitation, evaluation and selection process, with the reports submitted to the utility, PRG, and CPUC and made available to the public (subject to confidential treatment of protected information). The IE would also make periodic presentations regarding its findings to the utility and the utility's PRG consistent with preserving the independence of the IE by ensuring free and unfettered communication between the IE and the CPUC's Energy Division, and an open, fair, and transparent process that the PRG could confirm.

In D.09-06-050 issued on June 18, 2009 in Rulemaking 08-08-009, Order Instituting Rulemaking to Continue Implementation and Administration of California Renewables Portfolio Standard Program,[6] the CPUC required that bilateral contracts should be reviewed according to the same processes and standards as contracts that come through a solicitation. This includes review by the utility's PRG and its IE, including a report filed by the IE.

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[5] Decision 04-12-048 at 129-37. The FERC guidelines are set forth in Ameren Energy Generating Company, 108 FERC ¶ 61,081 (June 29, 2004).

[6] Decision Establishing Price Benchmarks and Contract Review Processes for Short-Term and Bilateral Procurement Contracts for Compliance With the California Renewable Portfolio Standard.

B. Description of Key IE Roles

In compliance with D.09-06-050 issued June 18, 2009, SCE selected Merrimack Energy to serve as IE for the Solar Photovoltaic Program Request for Offers in June 2009. The objective of the role of the IE is to ensure that the solicitation process is undertaken in a fair, consistent, unbiased, and objective manner and that the best resources are selected and acquired consistent with the solicitation requirements.

In addition to the requirements identified in CPUC Orders, the Purchase Order between Merrimack Energy and SCE clearly identifies the tasks to be performed by the IE. These include the following tasks:

- Consult with SCE on the design, administration, and evaluation of the competitive procurement solicitation process and protocols to ensure that no SCE affiliate has an undue advantage over non-affiliates in the solicitation;

- Ensure the solicitation process is open, transparent, and free from anti-competitive behavior;

- Provide recommendations concerning the precise definition of products sought and price and non-price evaluation criteria, so that all aspects of the products are clearly understood and all Sellers may effectively respond to the solicitation;

- Review the comprehensive quantitative and qualitative bid evaluation criteria and methodologies and assess whether these are applied to all bids in a fair and non-discriminatory manner;

- Assess whether SCE's final selection was fair and was not unduly influenced by its affiliate relationships;

- Provide periodic presentations as requested to SCE management and to the PRG concerning the IE's findings;

- Report on the outcome of the RFP to the CPUC using the appropriate CPUC Independent Evaluator Report Template.

With regard to the role of the IE, our objective is to ensure that the process is undertaken in a fair and equitable manner and that the results of the offer evaluation and selection are accurate, reasonable and consistent. This role generally involves a detailed review and assessment of the evaluation process and the results of the quantitative and qualitative (non-price) analysis.

This report provides an assessment of SCE's SPVP procurement process from development of the process through selection of the projects subject to contract approval. It is organized based on the template provided by the CPUC's Energy Division. This

report addresses Merrimack Energy's assessment and conclusions with regard to the following questions:

1. Did SCE do adequate outreach to potential bidders and was the solicitation robust?

2. Was SCE's methodology designed such that all bids were fairly and reasonably evaluated?[7]

3. Was SCE's bid evaluation and selection process fairly administered?

4. Did SCE make reasonable and consistent choices regarding which offers were selected?

C. Description of IE Oversight Activities

In performing its oversight role, the IE participated in and undertook a number of activities in connection with the solicitation including providing comments on the protocol documents, organizing and summarizing both the indicative bids or non-binding bids and binding bids submitted, reviewing evaluation results at each stage in the process, monitoring the status of short-listed offers, monitoring communications with bidders, participating in project team meetings, and meetings with the RMC and PRG. Merrimack Energy was retained by SCE prior to the development of the Procurement Protocol and therefore had the opportunity to participate in and assess the development and implementation of the process. A list of the activities of the IE during the procurement process is described below.

1. Participated in Renewable and Alternative Power ("RAP") Committee Meetings

SCE's management team invited the IE to participate in both bi-weekly RAP meetings and regularly scheduled meetings of the SPVP project team and management during the solicitation development and implementation phases of the process. This allowed the IE to monitor the major activities and issues that were being debated and assessed by SCE's SPVP project team, including development and implementation of the proposed process, eligibility requirements, information to provide to Offerors, evaluation criteria, contract discussions, and communications with prospective bidders.

2. Submitted Comments on Protocol Design

Merrimack Energy participated in several conference calls with SCE regarding development of the SPVP solicitation process and criteria and submitted comments on

[7] While the IE Report Template prepared by the Division generally requests that the IE evaluate whether the Company's "Least Cost Best Fit" methodology was appropriately applied, the evaluation methodology in this solicitation was focused on levelized cost plus basic threshold or minimum requirements that Offerors were required to meet rather than a "full-blown" least cost best fit assessment.

the draft solicitation process in early July 2009, prior to SCE's Advice Letter filing in late July 2009.

3. Participated in Division Workshop

The California Public Utilities Commission held a workshop on July 31, 2009 to discuss the provisions and components of the SPVP program. SCE presented its proposal for the implementation of the SPVP program, including a discussion of contract and interconnection requirements. The IE was present at and monitored the workshop, including the comments of prospective Offerors.

4 Follow-up Comments

The IE submitted follow-up comments to SCE on August 10, 2009 after the workshop on SCE's Advice Letter filing based on review of the filing and comments submitted by participants at the workshop. The comments addressed the solicitation process, criteria applied, and the standard contract. Merrimack Energy also drafted up a more detailed scope of work for the IE that reflected the fact that the IE function in this solicitation extended only to the IPP portion of the program. We also suggested that a written protocol should be developed that would be designed to prevent dissemination of confidential information between the UOG project team and the IPP project team. SCE included a section in the RFO Protocol identifying confidentiality requirements. SCE also established an internal audit function that monitored any information dissemination.

5. *Attendance at the Proposal Conference*

The IE attended the 2010 Solar PV RFO Conference held by SCE on April 1, 2010. The RFO Conference addressed the RFO instructions, pro forma standard PPA, proposal template and revenue calculator, interconnection service and requirements, and potential project locations based on specific areas identified within SCE's distribution system. Project team members from Renewable Contract Origination, Renewable Project Financial Analysis, Transmission/Distribution Grid Contracts, Transmission/Distribution Field Engineering, Legal, and Credit & Risk were present to lead sections of the presentation and answer questions from prospective bidders.

In addition, SCE offered prospective bidders an opportunity to meet with staff associated with project interconnection after the conference on a one-on-one basis to get an overall perspective of the interconnection process and possibly ask questions about their specific project. The IE attended a few of the sessions with prospective Offerors and SCE staff and found the sessions to be informative and valuable to Offerors.

One of the clear messages that resulted from the RFO conference was that an Offeror, who has not already started the interconnection process should do so immediately given the number of projects in the queue.

6. Monitored Communication with Bidders

Prospective Offerors had the opportunity to submit questions to SCE regarding the RFO via SCE's SPVP-IPP RFO website and through direct contact with SCE project team members. The RFO required that the IE should be copied on all correspondence between SCE and the prospective Offeror. The IE reviewed the substantial amount of email traffic between SCE and Offerors to assess if any issues were emerging and whether all Offerors were treated fairly and equitably. Throughout the solicitation process there were hundreds of emails exchanged between the SCE project team and the Offerors. In addition, SCE posted 51 questions and answers on its website. In some cases, the IE suggested that SCE inform all Offerors about specific issues such as filing requirements, schedule, and application of the levelized cost methodology as well as suggesting clarifying responses in a few cases.

7. Project Team, RMC and PGR Meetings to Discuss Screening and Eligibility Process

Between the RFO Conference and the receipt of offers, the SPVP project team focused their attention on developing the offer screening and eligibility process, the scheduling requirements, documentation process and protocols, and team assignments associated with review and assessment of offers received. During this period, the SPVP team made presentations to the RMC and the PRG regarding the above mentioned issues and sought RMC approval and PRG input on the proposed process to screen initial (non-binding) offers for eligibility to submit final (binding) offers to the SPVP. The IE participated in project team meeting and meetings with the RMC and PRG.

8. Receipt of Offeror's Proposal Templates and Required Information – Non-Binding Stage

All indicative or non-binding offers were submitted by electronic mail to SCE and the IE on or before April 19, 2010. The IE established a spreadsheet matrix of information designed to track and summarize the offers received. The matrix also allowed SCE and the IE to compare "notes" to ensure that all offers were accounted for.[8] One issue which emerged during the receipt of offer process was that a few bidders had their offers rejected due to size constraints on the SCE computer system. Since the IE was able to receive the offers, we were able to inform SCE that a few of the offers were not originally submitted to SCE because of the size constraint. In addition to the Offer Template, Offerors were required to also submit the following information about their projects:

- Photograph of the roof or site
- Interconnection status (including a copy of the interconnection application and any studies, if available)
- Demonstration of site control, in accordance with Section 4.01(b)

[8] After review of the offers received, Merrimack Energy had a record of a few offers that SCE had not accounted for. After comparing the list of offers received, SCE and Merrimack Energy were able to confirm all offers received.

- An acknowledgement letter executed by the owner of the site, regarding the CSI program and NEM tariff
- Summary of developer experience
- Redline of the PPA

9. Bid Deficiency and Clarification Process

After the receipt and summary of offers received, the next step in the process was a review of the offers to ensure the Offerors provided complete and consistent information. SCE project team members were each provided with a list of offers to review. The IE reviewed SCE's assessment of the eligibility of the Offerors relative to the requirements identified in the RFO protocol.

The primary area of deficiency was the requirement for site control. A number of offers did not specifically conform to the requirements of site control as listed in the RFO and interpreted by SCE. Because of the issues and uncertainties associated with site control, SCE requested that an outside counsel review the information provided by the Offerors to meet site control and assess whether the information was adequate. Based on a sample of offers reviewed, the outside counsel concluded that a minority of the offers reviewed technically met the site control requirement.

Rather than classify the offers as non-conforming, SCE and the IE discussed the response of Offerors in light of the information requested and sought to achieve a solution that would be more inclusive for Offerors and not involve classifying a large number of offers as non-conforming. SCE suggested requiring Offerors to submit an attestation letter indicating that they had site control. The IE was in agreement with this suggestion. A large majority of the Offerors provided an attestation letter (site control acknowledgement letter) confirming they had site control.

SCE also made some revisions to the experience requirements by allowing Offerors to meet requirements if a member of the project team possessed the necessary experience requested.

Overall, the IE found SCE to be flexible in applying the eligibility criteria for this first solicitation and attempting to be more inclusive of offers and working with Offerors to allow such Offerors to meet solicitation requirements. The IE agreed with this approach.

10. Short List Selection

The majority of the offers submitted were selected for the short list once the site control issue was resolved.[9] The reasons for failure of offers to be included on the short list included the following:

[9] SCE did establish a provisional short list for ground-mount offers to provide the opportunity for offers that had some deficiencies the opportunity to cure the deficiency. Many Offerors were able to cure the deficiencies and were included on the short list.

- The project was not located in SCE's service territory;
- The offer was withdrawn by the Offeror because it did not meet the site control requirements;
- The Offeror had no prior PV experience;
- The technology of the offer did not meet the technology requirements.

In this stage, the offers that failed the screens or were withdrawn were obvious and did not involve any exceptions from the Offerors.

11. Monitor Offer Status

After selection of the short list, the IE met with SCE's project team to discuss "lessons learned" through the indicative offer stage and to discuss the next phase of the process, with a focus on the status of interconnection requests. Based on the information provided by the interconnection group about the uncertainty of their ability to evaluate the large number of projects in the queue, the IE suggested that SCE's project team establish a mechanism to track the progress of eligible offers. The IE also attempted to track offer status through the process by monitoring email traffic between the Offeror and SCE.

12.Renewable and Alternative Power ("RAP") Meeting with the PRG June 16, 2010

On June 16, 2010, SCE's RAP team provided an update to the PRG on all renewable procurement activities, including providing a status report on the SPVP program. The information presented included a summary of eligibility to date based on the status of the interconnection screens. Information was provided on specific offers as well as a summary of the offers.

13. Participate in Contract Negotiations

Two offers that were expected to qualify for submission of a binding offer were larger than 5 MW and must execute the greater than 5 MW DC PPA, which contains additional terms and conditions, including additional credit and collateral obligations of the Offeror. The IE monitored contract negotiations with the two Offerors.[10] One issue which emerged was that SCE somewhat delayed in posting the >5 MW contract on its website. However, to the best of our knowledge, the delay in posting the contract did not appear to limit the number of offers.

14. Submission of Binding Offers

The IE received all the binding offers as required and developed a summary of the offers submitted to ensure that SCE and the IE had accurately accounted for all pertinent information about each offer.

[10]One Offeror successfully negotiated the contract while the second Offeror decided to withdraw its offer and did not submit a binding offer.

15. Selection of the Preferred Offers

SCE prepared an assessment of the offers received in the roof-top and ground-mount categories and grouped the offers into three portfolio "options" for resource selection. SCE's approach involved a ranking of the offers based on the levelized price and the development of options or offer groupings based on price "break points" or price spreads. During the initial meeting between the SCE project team and the IE, the IE suggested a fourth "option" for the ground-mount category. On July 22, 2010 the SCE project team made a presentation to the RMC based on the proposed "options", including adding a fourth "option" as recommended by the IE. After significant review and discussion, the RMC agreed on a portfolio which consisted of 31 roof-top contracts and 5 ground-mount contracts. Also, on July 22, 2010 SCE presented the proposed portfolio of offers for final contract execution to the PRG.

III. Did SCE Do Adequate Outreach to Bidders and Was the Solicitation Robust?

A. Were the Solicitation Materials Clear and Concise to Ensure that the Information Required by the Utility to Conduct its Evaluation Was Provided by the Bidders?

The IE had the opportunity to review the solicitation documents and materials prior to completion and provided comments. Our comments were designed to ensure the information was consistent and clear to Offerors. While there appeared to be a few areas that may have proven to be somewhat unclear to some Offerors (i.e. site control requirements, interconnection requirements, the timing to secure a decision or resolution on interconnection, the role of RFO team and the interconnection group in the interconnection process, and contract requirements), all issues were addressed in the RFO. Also, Offerors had the opportunity to ask follow-up questions to seek clarification and participate in the RFO Conference at which the above issues were addressed. Overall, however, the IE was of the opinion that the documents and follow-up information were reasonably clear and concise for Offerors.

In addition, SCE established a website for the program and provided a significant base of information which described the program and allowed the Offerors the opportunity to craft an effective and conforming proposal. The website contained the following documents:

- RFO Participation Instructions
- Pro Forma Agreements
- Offer Template
- Site Owner's Acknowledgement Letter
- Summary of Developers Experience Form
- TOU Periods and Energy Allocation Factors
- SCE's Transmission Ranking Cost Report
- Interconnection Information via SCE's Wholesale Distribution Access Tariff
- Revenue Calculator
- Access to CPUC Website with access to all filings and CPUC Decisions, workshop information, and protests/responses of parties to Advice Letter 2364-E
- Questions and Answers
- Google Maps or Google Earth with information on specific areas within the SCE's distribution system

In addition, SCE held a 2010 Solar PV RFO Conference on April 1, 2010 which was very well attended. As previously noted, SCE also provided the opportunity for Offerors who were interested to meet with representatives from the interconnection group. However, Offerors were not notified of this option until just prior to the conference and may not have had the opportunity to plan a meeting into their schedule. Also, the limited time established for such meetings may have also served to restrict participation.

The IE also found that SCE's project team was particularly responsive to the needs of prospective bidders throughout the process and also responded very quickly and thoroughly to bidder questions. The performance of the team in the communication function with Offerors was exemplary.

B. Identify Guidelines Used to Determine Whether the IOU Did Adequate Outreach. Did the IOU Do Adequate Outreach? If Not, Explain How it Was Deficient

There are several criteria generally applied for assessing the performance of the utility in its outreach and marketing activities:

- Did the utility contact a large number of prospective bidders?
- Were the utility's outreach efforts active or passive?
- Did the utility adequately market the solicitation?
- Could prospective bidders easily access information about the RFP?
- Did any prospective bidders complain about the process or access to information?

Outreach activities are important to the success of a competitive solicitation process. SCE's outreach efforts targeted a large number of potential Offerors based on contacts from previous renewable solicitations and business relationships developed since then. These efforts likely played a substantial role in the very robust response in terms of number of Offerors and specific offers or projects. SCE prepared a detailed list of potential Offerors with over 1,100 contacts that serves as the database for Seller contact and outreach. SCE sent emails to all potential Offerors on this list informing them of the RFO process and the issuance of the Procurement Protocol.

Prospective Offerors were informed of the RFO through the public nature of the process via CPUC decisions, SCE Advice Letter filings, and comments of Offerors. SCE also distributed a press release in March 2010 announcing the 2010 SPVP solicitation and the RFO Conference.

As noted above, SCE also established a section on its website for distribution of information to prospective Offerors. The website contained all the pertinent solicitation documents, time tables, and a list of questions and answers related to the solicitation. A total of 51 questions and answers were posted on the website. The IE found the website easy to access and navigate. All documents associated with the SPVP RFO were included on the website and were easy to identify, access, and download.

In addition, SCE also held two Conferences for prospective Offerors. The first was the CPUC Workshop on July 31, 2010 at which SCE provided a presentation on the SPVP

program. The second was the 2010 Solar PV RFO Conference held on April 1, 2010, during which SCE provided a detailed explanation on the background of the program and RFO protocol, RFO instructions, as well as a description of the Pro Forma Standard PPA and interconnection requirements. Both conferences were extremely well attended.

As previously noted, a few Offerors inquired about the timing for posting the >5 MW contract. Also, there were several emails from Offerors raising issues about the status of their interconnection applications, although to the best of our knowledge there were no complaints about access to information specifically associated with the performance of the RFO project team or the information dissemination process. As will be described later in this report, there were a few formal and several general complaints raised about the interconnection process.

C. Identify Guidelines Used to Determine Adequate Robustness of a Solicitation. Was the Solicitation Adequately Robust?

With regard to assessing whether the response to the solicitation was adequately robust, there are several criteria to consider:

- Was the response to the solicitation commensurate with the level of outreach?
- Did the solicitation encourage a diverse response from Offerors in terms of products requested, project structure, pricing options, etc?
- Was the response large with respect to the number of proposals, megawatts ("MW") offered and amount of megawatt-hours ("MWh") bid?

The overall result of this outreach activity was a very robust response from Offerors for both roof-top and ground-mount options. Indicative offers were also received from a diverse set of Sellers (i.e. experienced well-financed Sellers as well as new market entrants) involving several photovoltaic technology options. Information regarding the offers, MW and MWh quantities offered, project location, and pricing results (for binding offers only) is contained in the Confidential Appendix A to this IE Report.

In conclusion, the outstanding response of the market to SCE's SPVP protocol is evidence that the outreach activities of SCE were effective and Sellers felt they had an adequate opportunity to receive a contract from the process.

D. Did the IOUs Seek Adequate Feedback About the Bidding/Bid Evaluation Process From All Bidders After the Solicitation Was Complete?

SCE project team members were involved in continual communications with projective Offerors to assist the Offeror prepare a complete offer for the program. Based on the volume of email traffic between SCE and prospective Offerors, much of SCE staff time during the conduct of the process from the indicative offer stage to the binding offer stage was associated with direct involvement with bidders. Based on review of the emails, it is

safe to say that virtually every Offeror was involved in active communication with SCE about the process. In addition, SCE sent out regular reminders to eligible Offerors at different stages of the process reminding bidders of scheduled timeframes and filing requirements. As a result, both SCE staff, the IE and prospective Offerors were actively engaged throughout the process.

SCE also issues a survey to participants at the RFO conference requesting that they respond with their views regarding the Conference.

Lastly, and most importantly, CPUC Resolution E-4299 requires SCE to convene a Program Forum within 60 days of each solicitation's closing date to identify Program components that may need refinement as experience is gained with the program. The IE views this Forum as an important vehicle to solicit feedback from Offerors on their experiences with the positive and negative aspects of the program in an attempt to improve program components for the next solicitation.

E. Any Other Relevant Information or Observations

The SPVP solicitation was the first of its kind undertaken in California and elsewhere. As a first initiative, the process drew a range of sophisticated project developers and new firms looking to get into the industry. As a result, we found that several bidders were unsure of the requirements of the protocol, the requirements of the interconnection process, and what they needed to do to compete. The IE found SCE staff to be unbiased and fair to all bidders, whether the bidder was a well-known and successful project developer or a start-up. All bidders had equal access to information as well as SCE staff to seek or clarify information about their projects.

IV. Fairness and Appropriateness of SPVP RFO Bid Evaluation and Selection Methodology and Design

A. Framework and Principles for Evaluating SCE's Methodology

This section of the report addresses the principles and framework underlying Merrimack Energy's review of SCE's methodology for the SPVP offer evaluation and selection. Key areas of inquiry by the IE and the underlying principles used by the IE to evaluate the methodology include the following:

- Were the procurement targets, products solicited, principles and objectives clearly defined in SCE's RFO and other materials?
- Were the bid evaluation and selection process and criteria reasonably transparent such that bidders would have a reasonable indication as to how they would be evaluated and selected?
- Was SCE's bid evaluation based on and consistent with the information requested in the RFO to be submitted by bidders in their proposal documents?
- Did the evaluation methodology reasonably identify the quantitative and qualitative criteria and describe how they would be used to qualify and rank offers?
- Were the bid evaluation criteria consistently applied to all offers?
- Does the price evaluation methodology allow for consistent evaluation of bids of different sizes and in-service dates?
- Did the bid evaluation criteria and evaluation process contain any undue or unreasonable bias that might influence project ranking and selection results or in any way favor affiliate bids?
- Was the RFO clear and concise to ensure that the information required by SCE to conduct its evaluation was provided by project sponsors?

B. Description of SCE's Evaluation Methodology[11]

This section of the report provides an overall description of SCE's evaluation methodology and criteria applicable to the 2010 SPVP RFO. Based on the nature of the program, SCE has used a levelized cost methodology to evaluate and rank all offers in

[11] As previously noted, the traditional least cost best fit methodology used by SCE for other renewable solicitations was not applicable to the SPVP process, which was designed largely to facilitate the development of small-scale roof-top solar PV projects.

both the non-binding and binding offer stages. SCE identified the offer selection process in the RFO and at the Bidders conference.

As stated in the RFO, the solicitation process will be comprised of two stages. In the first stage Offerors are required to submit non-binding offers. The requirements to submit a non-binding offer are listed in the RFO and are described earlier in this report. From a price standpoint, all offers are required to be for the same term (20 years) and for the same technology (solar photovoltaic project). In addition, Offerors are required to submit a single non-binding indicative product price per MWh alternating current ("AC") before application of the Energy Payment Allocation Factor multiplier, to be applied to the Product over the full 20-year term of the PPA. The levelized indicative product price must not be greater than $192.50/MWh AC.

In the second stage, Offerors selected as eligible Offerors (included on short list) are eligible to submit a binding offer. SCE indicates that it will evaluate and select binding offers from eligible offers based on the following factors:

1. The five-year 250 MW DC capacity goal;
2. The limitation that no more than 10% of the overall program capacity will be ground-mount; and
3. Binding Product Price (i.e. Binding Offers will be ranked and selected based on the Binding Product Price ($/MWh AC). Binding Offers with a lower Binding Product Price will be accepted before Binding Offers with a higher Binding Product Price. Under no circumstances will SCE accept a Binding Offer with a Binding Product Price greater than $192.50/MWh AC.

Offerors are allowed to submit a fixed product price for the full 20-year contract term or offer a base price and fixed escalation. However, in no case can the levelized price exceed the cap of $192.50/MWh. Offerors were required in both stages to complete and submit the 2010 Solar PV Program RFO Offer Template which served as a basic source of information for each offer.[12]

Offerors were also informed in the RFO that the indicative product price and binding product price submitted by the Offeror to SCE in each Offer must include:

1. All awards, subsidies, tax credits (including production tax credits and investment tax credits) with respect to the generating facility;
2. All other benefits that the Offeror reasonably expects to apply to either the indicative product price or the binding product price;
3. Direct assignment costs;
4. The assumption that:

[12] The Template for the non-binding offer stage did not include a cell for the bidder to offer a fixed escalation option. Instead offerors were required to describe any such escalation in a separate section of the Template. This issue was rectified for the Binding Offer process. Offerors were also encouraged by SCE to complete a Revenue Calculator so that they could estimate expected revenues over the term of the proposed contract for purposes of assessing their offer prices.

a. Offeror is required to post Development Security equal to $20.00 per kW DC of the Gross Power Rating;[13]
b. Each of the indicative product price and the binding product price will be adjusted in each hour of delivery by the Energy Payment Allocation Factor set forth in Appendix E to the PPA.

All Offerors, with one exception in the indicative offer stage, submitted a price below the cap. However, once informed that the price exceeded the cap, the Offeror reduced its price to conform to the pricing cap.

Also, several eligible Offerors submitted questions to SCE about the levelized pricing tool used by SCE to evaluate escalating pricing offers. Since there were multiple requests for such information, the IE suggested that SCE issue a response to all eligible Offerors with regard to the levelized pricing methodology. In response, SCE issued a general email with a copy of the levelized pricing tool for the Offerors to use in developing their binding price. In its email, SCE reminded the Offerors that the price must not exceed the $192.50/MWh cap, that a 10% discount rate is used for the evaluation, and also described the input requirements.

As previously noted, while SCE did not strictly apply project viability criteria in assessing offers, Offerors had to meet certain criteria to be considered eligible at each stage of the process. Such factors as site control, developer experience, and interconnection status qualify as project viability criteria and do encourage Offerors to move forward with somewhat mature offers.

C. Evaluation of the Strengths and Weaknesses of SCE's Methodology in This Solicitation

Strengths of Evaluation and Ranking Methodology

As described, if an offer meets the eligibility criteria at each stage of the process, the key selection criterion is price. SCE's price ranking and evaluation methodology is designed to be relatively simple and straightforward. Offers are ranked in both the non-binding and binding offer stages based on the levelized price of the offer. Offerors are provided the flexibility to offer a fixed price over 20 years or a price which escalates by a fixed escalation factor. SCE also provided the Offerors on the short list with their levelized price tool which allowed the Offeror the ability to ensure it could assess the implications of fixed versus escalating pricing. In combination with the simple ranking and evaluation methodology (which are appropriate for this type of solicitation with a specific term and technology and the presence of a price cap) the Template provided by SCE (after corrections for escalated pricing) was fairly simple to follow and complete. Offerors appeared to have little or no difficulty with this process.

[13] Offers greater than 5 MW are required to utilize a separate PPA which contains additional terms and conditions than the under 5 MW standard contract including additional credit and collateral obligations of the Offeror.

With regard to the other evaluation criteria and minimum requirements, SCE has included reasonable criteria to ensure the offers submitted are not merely "concepts" but at least are relatively mature projects with identified sites proposed by Offerors who have a development team with experience to complete such projects. Identification of interconnection status is also an important criterion for such a process.

The minimal requirements and straightforward price evaluation is designed to ease the financial and time requirements normally placed on larger projects competing through the RPS solicitations. The more limited requirements should therefore encourage a larger number of smaller projects to compete in a solicitation designed to encourage such projects.

Weaknesses of the Evaluation and Ranking Methodology

While we feel the quantitative evaluation and ranking methodology was reasonable for such a solicitation process designed to encourage smaller solar PV projects, particularly roof-top solar projects, by reducing the cost and time required to develop and construct the project, there are a few criteria and requirements that may have limited the level of final competition or led to a costly process for some Offerors. First, Merrimack Energy had expressed some concerns about the level of site control required at the time of submission of the non-binding offer. Merrimack Energy felt that at the time of submission of the non-binding offer, Offerors should, at a minimum, be required to submit a Letter of Intent for the site rather than demonstrate firm site control. Our concern was that the level of expenditure required to secure firm site control without a guarantee of securing a contract for small project developers may be a hindrance for competition. While it can be argued that the requirement of firm site control did not discourage smaller project developers based on the response to this RFO, we do have concerns that such an experience could limit competition in future solicitations. We do agree that requiring firm site control at the time of contract execution should be a requirement for contract execution.

The uncertainty associated with interconnection status was another major weakness of the process. While there were a number of reasons why projects were not able to meet the interconnection requirements, there was a level of frustration expressed by several Offerors. In some cases, smaller and less experience developers did not understand the interconnection process. While SCE attempted to describe the requirements for interconnection and who to contact, this process appeared to be problematic for some. Others had difficulty meeting interconnection requirements due their inability to provide all the information required to complete their studies. Still others did not submit their applications early enough to secure a priority place in the interconnection queue and were therefore not in a position to have their studies completed. There were also a few cases where Offerors interpreted the feedback they received from the interconnection group at SCE that they would be able to meet the RFO requirements on time to submit a binding offer only to find out later that SCE was not able to complete the analysis on time.

D. Recommended Future Improvements in the Evaluation and Ranking Process

The IE questions whether the two-stage non-binding and binding bid process is the most workable and efficient process for this type of solicitation. First, there may be little value associated with an indicative or non-binding bid stage in a solicitation where there is a price cap in any case. Also, if the process is based only on a binding offer, Offerors could have more time to secure site control and assess the status of their interconnection application and requirements prior to submitting a binding offer. While more Offerors may fall out in the project development phase under a binding offer only process, the Offeror would be in a more preferable position to assess its financial situation than to be required to meet certain criteria at different points in the process as included in the two-stage process.

If SCE maintains a two-stage process, we would recommend that Offerors should be required to only provide a Letter of Intent for the site when they submit their non-binding offer and then be required to meet firm site control requirements upon or just before contract execution. We also believe that a more informative interconnection process should be established. One option may be to encourage the interconnection group at SCE to provide progress reports and a non-binding probability assessment at key intervals whether a specific project would likely qualify on time to submit a binding offer.

E. Additional Information or Observations Regarding SCE's Evaluation Methodology

No additional information or observations are provided.

V. Did SCE Fairly Administer the Evaluation Process?

A. Principles and Guidelines Used to Determine Fairness of Process

In evaluating SCE's performance in implementing the 2010 SPVP solicitation process, Merrimack Energy has applied a number of principles and factors, which incorporate those suggested by the Commission's Energy Division as well as additional principles that Merrimack Energy has used in its oversight of other competitive bidding processes. These include:

- Were all Offerors treated the same regardless of the identity of the Offeror?
- Were Offerors questions answered fairly and consistently and the answers made available to all?
- Was the economic evaluation of the bids fair and consistent?
- Were the requirements listed in the Procurement Protocol applied in the same manner to all proposals?
- Was there evidence of any undue bias regarding the evaluation and selection of different type of product, project structures, or bid sizes, that cannot be reasonably explained?
- Did SCE ask for "clarifications" in a manner that provided the bidder an unfair advantage over others?
- Did all bidders have access to the same information?

B. Description of IE Methodology Used to Evaluate Administration of SCE's SPVP Process

As previously discussed, the IE was actively involved in all phases of the process. The IE was copied on all emails exchanged between SCE and Offerors including receiving copies of all offers, supporting documents, and contracts. The IE was also included in project team meetings to discuss the status of the process and issues which were raised. The IE also compiled summaries of non-binding and binding offers and was able to follow the progress of the process throughout.

Based on our involvement, we conclude that SCE reasonably followed the criteria outlined in the Procurement Protocol. In addition, the evaluation was consistent and equitable across different types of products. SCE's overall approach for this initial solicitation was to be more inclusive and attempt to work with Offerors to ensure they could conform, if reasonably possible.

Based on our assessment of the evaluation process relative to the above criteria, it is our opinion that all Offerors were treated fairly and consistently and all generally had access to the same amount and quality of information. The IE did make a few suggestions to provide specific information to Offerors such as a reminder of the schedule and requirements for submitting information at various stages in the process and a copy and description of the levelized price methodology, which SCE did provide to all eligible Offerors.

SCE maintained a website dedicated to the 2010 SPVP and posted all documents and a number of Offeror questions and answers on the website. While individual Offerors submitted questions directly to SCE and received quick responses, many of the questions pertained specifically to an Offeror's project. As previously noted, the RFO Conference held by SCE provided detailed information to all bidders with regard to the evaluation methodology and the requirements for Offerors to provide the information requested. We also observed no difference in the treatment of Offerors regarding clarification questions for Offerors, correspondence and communications with Offerors, and follow-up contacts. Finally, SCE generally implemented the evaluation criteria and methodologies as outlined in the Procurement Protocol. We noted as one exception the resolution of the site control issue mentioned previously in this report.

In addition to including the Confidentiality provision in the RFO, SCE also provided the IE a document entitled "Policies and Procedures Concerning Affiliate Participation in SCE Request for Offers and Request for Proposals," dated March 14, 2010. The document establishes the internal policies and procedures to be followed in connection with SCE solicitations. SCE also established an internal Audit function for the SPVP RFO designed to conduct an independent assessment of SCE compliance with CPUC Orders. The audit function is also involved in ensuring the process is fair and the confidentiality requirements are adhered to.

During the course of the solicitation, the IE received a call from SCE legal staff identifying a situation where the confidentiality procedures had been affected. In this case, a document from the IPP portion of the program had inadvertently made its way to a UOG team member. The staff person alerted the appropriate personnel, closed the document and deleted it. The UOG staff member did not know who the bidder was and had no information on pricing. This issue was brought to the attention of the internal auditor and was reported and discussed with the IE.

C. Results Analysis

Identify instances where the IE and the IOU disagreed in the evaluation process

As previously noted, the IE and SCE disagreed on a few issues. First, the IE had questions about the requirement that Offerors demonstrate firm site control at the time they submit their non-binding offer. The IE was of the opinion that a letter of intent would be adequate at the time the non-binding offer was submitted and that

demonstration of firm site control should not be required until the binding offer was submitted.

The IE also disagreed with the SPVP project team with regard to the Options identified for the binding offers and initial selection of the preferred option. The IE suggested adding an additional project to one of the option categories. The SPVP project team created a different Option (i.e. Option 1.1) which contained the IE's recommendation.

The IE and SCE had minor differences with regard to the initial list of offers in the non-binding offer stage. This was more of a bid compilation issue and the IE and SCE compared their lists and developed a consistent list of offers.

D. Administration of the Bid Evaluation Process

The IE has concluded that the proposal evaluation process was fairly administered with respect to all proposals. Since there were no affiliate offers, issues associated with affiliate offers were not a factor in the assessment. The IE felt that the SPVP project team perfomed their function in communicating with Offerors in an exemplary manner. Responses from SCE to the Offerors were generally thorough and informative and were very timely for the Offeror.

E. Any Other Relevant Information

During the process, while the emails from a few Offerors illustrated frustration in understanding the interconnection process, only two complaints were submitted and both via email. One Offeror submitted an email to the SPVP project team arguing that its projects would not require system upgrades and would qualify for the RFO in contradiction to the response to the Offeror from the SCE interconnection group notifying the Offeror that it will not be able to complete system upgrade studies for the offers. The IE reviewed the RFO and concluded that it would not be fair to other Offerors if this Offeror was allowed to submit a binding offer based on its own view that its projects would not require system upgrades.

A second Offeror complained because Transmission Planning had informed the Offeror that it anticipated there would be no network upgrades required for the project and the System Impact Study would be delivered by July 12, 2010. The Offeror was subsequently informed that the System Impact Study had been delayed and will not be delivered on time.

VI. Project Specific Contract Negotiations

All but one of the contracts submitted by SCE for approval in the SPVP process was based on the less than 5 MW Standard Contract. One contract submitted was based on the negotiated contract (i.e. > 5 MW). The IE monitored the contract negotiations between SCE and the Offeror and found the negotiations to be fair and reasonable. The negotiation process was open and competitive and the parties reached agreement within a reasonable timeframe given the schedule time limits included in the RFO.

VI. Conclusions and Recommendations

A. Conclusions

For the reasons stated herein, Merrimack Energy concludes that the offer selection decisions by SCE in the 2010 SPVP process were reasonable and based on the requirements, evaluation criteria and stated preferences set forth in the Procurement Protocol. Furthermore, the offers and contracts were selected through a competitive solicitation process with a robust response. In implementing the process, SCE was fair and reasonable to all Offerors, provided consistent and thorough information to Offerors, and was unbiased in the treatment of any Offeror. Furthermore, SCE's project team was very responsive to the requirements of Offerors and treated all Offerors equally. Merrimack Energy therefore recommends approval of the contracts.

B. Recommendations

However, we recommend that in the next renewable solicitation that SCE consider changes to improve the procurement process, including the following:

1. SCE should reconsider the use of a two stage (i.e. non-binding offer stage and binding offer stage) solicitation and evaluation process for future SPVP solicitations. In our view, the two-stage process may not have provided value commensurate with the additional requirements placed on SCE staff and the Offerors. The indicative pricing information provided by Offerors provided very limited value, particularly in a process where all offers that meet specified minimum requirements are eligible to submit a binding offer and a price cap exists. The non-binding pricing requirements along with the requirement that Offerors provide demonstration of a firm site commitment, adds a financial burden to Offerors. A single-stage binding offer process in combination with a requirement that Offerors demonstrate firm site control and interconnection status at the time they submit their binding offer or execute their contract may be more palatable without negatively affecting participation in the process. In our view, such a process provides a more informed decision making process for the Offeror who can decide prior to submitting an offer whether it has a reasonable chance to compete. This initial process encouraged Offerors to keep their projects alive for longer in the hope that they could possibly meet RFO requirements;

2. Should SCE continue to apply a two-stage process, we would recommend revising the site control requirements in any case. For the non-binding offer stage, a letter of intent for the site should be sufficient as is common in many other solicitation processes. We feel demonstration of firm site control in this process should be provided either at the time of submission of the binding offer or at the time of contract execution. This would serve to limit the cost exposure to Offerors. Based on the current requirement it is challenging for Offerors to secure firm site control before they are actually awarded a contract. The cost of securing firm site control with no certainty of getting a contract could discourage some Offerors who may not have the financial wherewithal to secure sites;

3. The inclusion of larger ground-mounted projects in this first solicitation added complexities in the process and additional time pressures that may have negatively affected the success of more roof-top projects. For example, these projects also applied for positions in the interconnection queue. Also, since the >5 MW contract was utilized, additional contract development, review, and negotiation time was required. Since the majority of the ground-mounted requirements have been contracted for, the IE suggests that future SPVP solicitations should be limited to smaller roof-top projects secured via the standard under 5 MW contract;

4. The uncertainty associated with the interconnection process, including the Offeror knowledge of the status of their applications, proved to be a very challenging process and raised concerns for a number of Offerors. As a result, we would recommend a more structured process for providing feedback to Offerors. Merrimack Energy would suggest the following process for the interconnection group to keep Offerors informed on their status:
    a. Within one week of receipt of the interconnection application, the interconnection group would inform the Offeror of its expectation of the probability (non-binding) for the Offerors' projects to meet the interconnection requirements based on other projects in the queue and the location of the project;
    b. The interconnection group should provide regular monthly updates to Offerors on the probability of their projects meeting RFO requirements, including the reasons for any change in the probability;
    c. Offerors would then have at least a reasonable expectation if their application would meet RFO requirements prior to submitting an offer;
    d. Based on the nature of generation interconnection, the probability assessment would be based on the interconnection group's best assessment at any point in time but would not be legally binding. The intent would be to provide up-to-date information to allow Offerors to decide to go forward with their offers or decide to withdraw.

5. Opportunities for meetings between Offerors and representatives from the interconnection group at the time of the RFO conference should be expanded. The IE found these meetings to be informative and such meetings could be structured

to provide valuable exchange of information between Offerors and SCE's interconnection group and greater insight to Offerors;

6. The internal audit function utilized by SCE was an important step toward ensuring that confidential information was not exchanged between the SPVP project team and the UOG team. The IE recommends that the audit function should be maintained for future SPVP solicitations where projects are secured through both the UOG program and the PPA program;

7. Assess whether the existing process of responding to Offeror questions is the most effective mechanism for use of SCE internal resources. As noted, the IE found SCE's SPVP project team to be very responsive to Offerors and to "hold Offerors' hands" through the process. While this role was important for the first RFO, the IE is concerned that Offerors may become too complacent and in effect rely on SCE staff to "develop their proposal." In addition, Offerors generally begin to ask frivolous questions if access to a key decision-maker is easy. While it is essential for SCE staff to communicate with Offerors about project-specific issues, we feel more of the communications should be handled via Q&A on the RFO website, particularly before offers are received;

8. Revise Offer experience requirements in the RFO in the following manner:
    a. State in the RFO that Offerors can meet the experience requirements through the experiences of members of its project team rather than just the experience of the Offeror;
    b. Broaden the experience requirements to include three renewable projects of any technology, not just solar PV;
    c. Consider pre-qualifying Offerors who clearly meet the experience requirements in a previous RFO. This could be done through a "check the box" response by the Offeror indicating it has met the experience requirements in previous RFOs or RFPs.

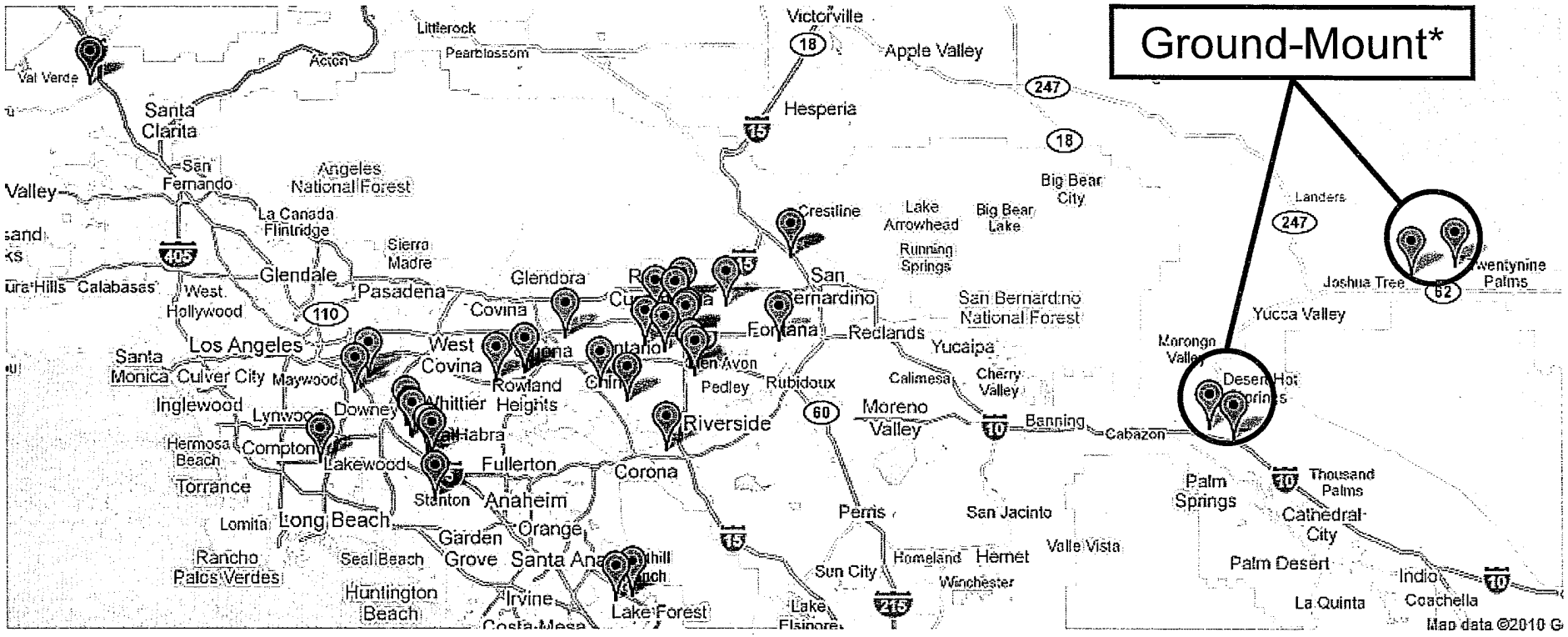
Attachment H

REDACTED

Project Locations -- Final Executed PPAs*

Company Name	Facility Name	Latitude	Longitude
Axio Power Inc.	Yucca Solar I	[redacted]	[redacted]
SEPV1, LLC	SEPV1, LLC	[redacted]	[redacted]
SEPV2, LLC	SEPV2, LLC	[redacted]	[redacted]
Solar Power, Inc.	North Palm Springs #1A	[redacted]	[redacted]
Solar Power, Inc.	North Palm Springs #4A	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	ProLogis Arrow Industrial Park #1 & #2 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	California Commerce Center #3 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	California Commerce Center #6 PV 2	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Cedarpointe Industrial Park #1 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Chino Industrial Center #1 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Inland Empire Distribution Center #5 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Rancho Cucamonga Distribution #1 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Commerce Industrial Center #2 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Mid-Counties Distribution Center #2 & #3 PV 2	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Mid-Counties Distribution Center #7 PV 4	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Mid-Counties Distribution Center #8 PV 5	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Foothill Business Center #2 & #3 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Pacific Business Center #5 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Dominguez North Industrial Center #13 PV 1	[redacted]	[redacted]
Photon Solar LLC, A Wholly Owned Subsidiary of Solyndra Inc.	Industry Distribution Center #7 PV 1	[redacted]	[redacted]
Industry MetroLink PV 1, LLC	Industry MetroLink PV 1	[redacted]	[redacted]
SunEdison Utility Solutions, LLC	GE Real Estate - Pomona, CA	[redacted]	[redacted]
SunEdison Utility Solutions, LLC	Master Development - Corona, CA (1351 Railroad)	[redacted]	[redacted]
Tioga Energy, Inc.	LBA/MET Partners I - Company I, LLC	[redacted]	[redacted]
Greenpower Williams LLC	Certified International Corp.	[redacted]	[redacted]
SAMSUNG AMERICA, INC.	Chino South Building E	[redacted]	[redacted]
Advanced Solar Integration Technologies	Kim Seng Company	[redacted]	[redacted]
Golden Springs Development Company, LLC	Building C1	[redacted]	[redacted]
Golden Springs Development Company, LLC	Building D	[redacted]	[redacted]

* This table does not include the 7 terminated PPAs.


Ground-Mount*
Victorville
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Hesperia
Littlerock
Pearblossom
Acton
Val Verde
Santa Clarita
San Fernando
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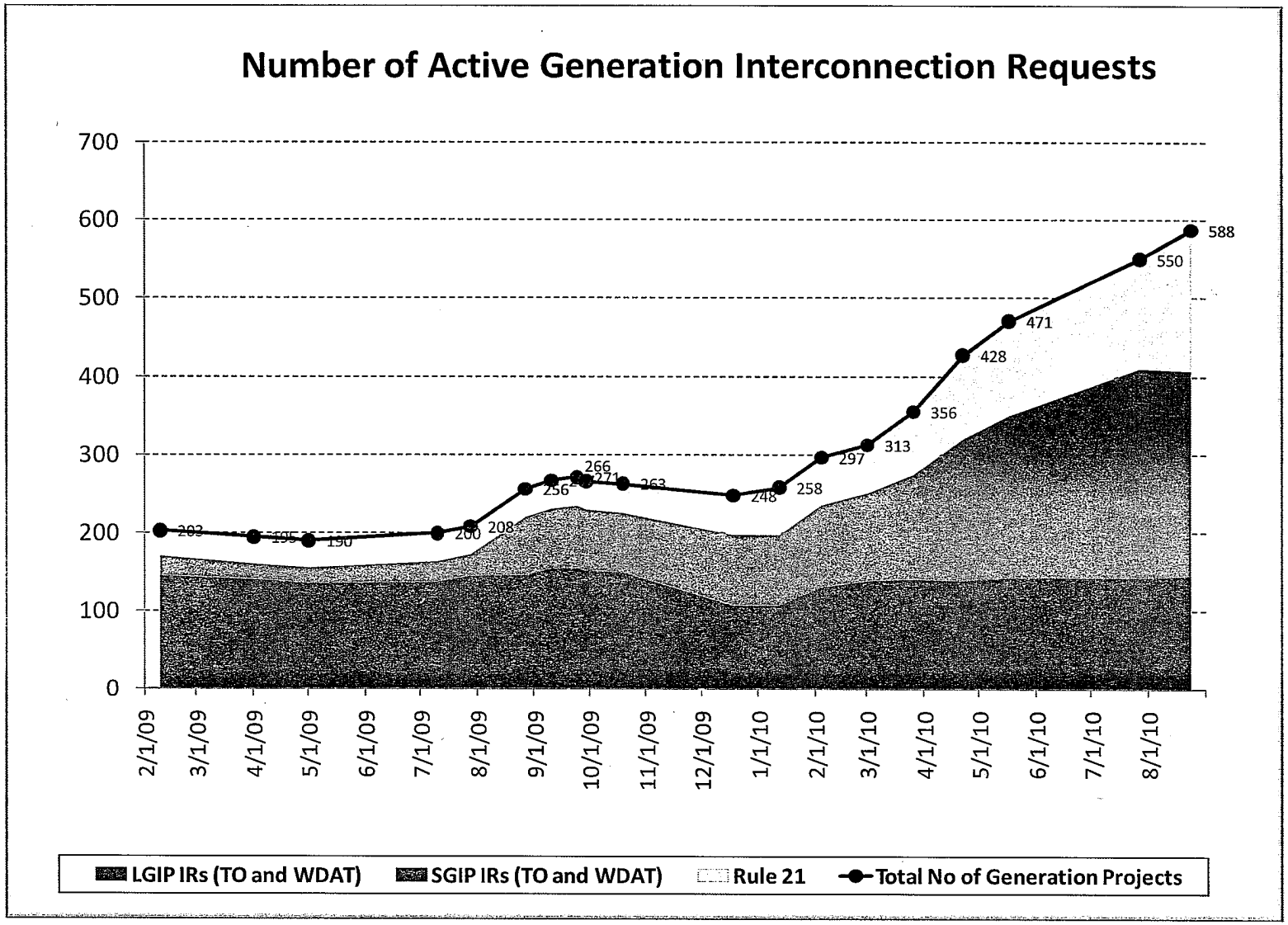
Sierra Madre
Glendale
Pasadena
Glendora
Covina
West Covina
Los Angeles
Santa Monica
Culver City
Maywood
Inglewood
Lynwood
Downey
Whittier
Rowland Heights
Hermosa Beach
Compton
Lakewood
Torrance
Fullerton
Stanton
Anaheim
Corona
Lomita
Long Beach
Garden Grove
Orange
Rancho Palos Verdes
Seal Beach
Huntington Beach
Irvine
Lake Forest
Crestline
Lake Arrowhead
Big Bear Lake
Big Bear City
Running Springs
San Bernardino
San Bernardino National Forest
Fontana
Redlands
Yucaipa
Calimesa
Cherry Valley
Rubidoux
Pedley
Riverside
Moreno Valley
Banning
Cabazon
Perris
San Jacinto
Sun City
Homeland
Hemet
Winchester
Valle Vista
Lake Elsinore
Landers
Joshua Tree
Twentynine Palms
Yucca Valley
Morongo Valley
Desert Hot Springs
Palm Springs
Thousand Palms
Cathedral City
Palm Desert
Indio
La Quinta
Coachella
Map data ©2010 G

Attachment I


Number of Active Generation Interconnection Requests
700
600
500
400
300
200
100
0
2/1/09
3/1/09
4/1/09
5/1/09
6/1/09
7/1/09
8/1/09
9/1/09
10/1/09
11/1/09
12/1/09
1/1/10
2/1/10
3/1/10
4/1/10
5/1/10
6/1/10
7/1/10
8/1/10
203
195
190
200
208
256
266
271
263
248
258
297
313
356
428
471
550
588
LGIP IRs (TO and WDAT)
SGIP IRs (TO and WDAT)
Rule 21
Total No of Generation Projects

Attachment J

First Nine Fast Track Screens in WDAT SGIP Tariff

2.2.1 Screens

2.2.1.1 The proposed Small Generating Facility's Point of Interconnection must be on a portion of the Distribution Provider's Distribution System that is subject to the Tariff.

2.2.1.2 For interconnection of a proposed Small Generating Facility to a radial distribution circuit, the aggregated generation, including the proposed Small Generating Facility, on the circuit shall not exceed 15 % of the line section annual peak load as most recently measured at the substation. A line section is that portion of a Distribution Provider's electric system connected to a customer bounded by automatic sectionalizing devices or the end of the distribution line.

2.2.1.3 For interconnection of a proposed Small Generating Facility to the load side of spot network protectors, the proposed Small Generating Facility must utilize an inverter-based equipment package and, together with the aggregated other inverter-based generation, shall not exceed the smaller of 5 % of a spot network's maximum load or 50 kW[1].

2.2.1.4 The proposed Small Generating Facility, in aggregation with other generation on the distribution circuit, shall not contribute more than 10 % to the distribution circuit's maximum fault current at the point on the high voltage (primary) level nearest the proposed point of change of ownership.

2.2.1.5 The proposed Small Generating Facility, in aggregate with other generation on the distribution circuit, shall not cause any distribution protective devices and equipment (including, but not limited to, substation breakers, fuse cutouts, and line reclosers), or Interconnection Customer equipment on the system to exceed 87.5% of the short circuit interrupting capability; nor shall the interconnection be proposed for a circuit that already exceeds 87.5% of the short circuit interrupting capability.

2.2.1.6 Using the table below, determine the type of interconnection to a primary distribution line. This screen includes a review of the type of electrical service provided to the Interconnecting Customer, including line configuration and the transformer connection to limit the potential for creating over-voltages on the Distribution Provider's electric power system due to a loss of ground during the operating time of any anti-islanding function.

Primary Distribution Line Type	**Type of Interconnection to Primary Distribution Line**	**Result/Criteria**
Three-phase, three wire	3-phase or single phase, phase-to-phase	Pass screen

Three-phase, four wire	Effectively-grounded 3 phase or Single-phase, lineto-neutral	Pass screen

2.2.1.7 If the proposed Small Generating Facility is to be interconnected on single-phase shared secondary, the aggregate generation capacity on the shared secondary, including the proposed Small Generating Facility, shall not exceed 20 kW.

2.2.1.8 If the proposed Small Generating Facility is single-phase and is to be interconnected on a center tap neutral of a 240 volt service, its addition shall not create an imbalance between the two sides of the 240 volt service of more than 20 % of the nameplate rating of the service transformer.

2.2.1.9 The Small Generating Facility, in aggregate with other generation interconnected to the transmission side of a substation transformer feeding the circuit where the Small Generating Facility proposes to interconnect shall not exceed 10 MW in an area where there are known, or posted, transient stability limitations to generating units located in the general electrical vicinity (e.g., three or four transmission busses from the point of interconnection).

Source: Southern California Edison Company FERC Electric Tariff, First Revised Volume No. 5

CERTIFICATE OF SERVICE

I hereby certify that, pursuant to the Commission's Rules of Practice and Procedure, I have this day served a true copy of **SOUTHERN CALIFORNIA EDISON COMPANY'S (U 338-E) AMENDMENT TO ITS ANNUAL COMPLIANCE REPORT ON THE SOLAR PHOTOVOLTAIC PROGRAM** on all parties identified on the attached service list(s). Service was effected by one or more means indicated below:

Transmitting the copies via e-mail to all parties who have provided an e-mail address. First class mail will be used if electronic service cannot be effectuated.

Executed this 28th day of September, 2010, at Rosemead, California.

/s/ Melissa Schary

Melissa Schary
Project Analyst
SOUTHERN CALIFORNIA EDISON COMPANY

2244 Walnut Grove Avenue
Post Office Box 800
Rosemead, California 91770

CPUC Home

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