



Financial Advisor Services
Request for Proposal RFP 3355

Proposals Due: September 12, 2016 by 5:00 PM Eastern Time*

New York State Energy Research and Development Authority (“NYSERDA”) seeks proposals from firms interested in providing financial advisor services in connection with its implementation of financing structures across relevant NYSEERDA initiatives, including but not limited to NY Green Bank and the Green Jobs – Green New York program. The services will include performing the role of Independent Registered Municipal Advisor (“IRMA”) for NY Green Bank, a division of NYSEERDA, in accordance with SEC Dodd-Frank-related regulations.

Proposal Submission: Electronic submission is preferable. NYSEERDA will also accept proposals by mail or hand-delivery. If submitting electronically, proposers must submit the proposal in either PDF or MS Word format with a completed and signed Proposal Checklist and Disclosure of Prior Findings of Non-Responsibility, in PDF format. Proposal PDFs should be searchable and should be created by direct conversion from MS Word, or other conversion utility, rather than scanning. For ease of identification, all electronic files must be named using the proposer’s entity name in the title of the document. Proposals may be submitted electronically by following the link for electronic submissions found on this RFP’s webpage, which is located in the “Current Opportunities” section of NYSEERDA’s website (<http://www.nyserda.ny.gov/Funding-Opportunities/Current-Funding-Opportunities.aspx>). Instructions for submitting electronically are located as Attachment E to this RFP.

If mailing or hand-delivering, proposers must submit (2) paper copies of their proposal with a completed and signed Proposal Checklist, along with a CD or DVD containing either a PDF or MS Word digital copy of the proposal, following the above guidelines. Mailed or hand-delivered proposals must be clearly labeled and submitted to:

Jillina Baxter, RFP 3355
NYS Energy Research and Development Authority
17 Columbia Circle
Albany, NY 12203-6399

If you have technical questions concerning this solicitation, contact Jeff Pitkin at (518) 862-1090, ext. 3223 or Jeff.Pitkin@nyserda.ny.gov. If you have contractual questions concerning this solicitation, contact Elsyda Sheldon at (518) 862-1090, ext. 3232 or Elsyda.Sheldon@nyserda.ny.gov.

No communication intended to influence this procurement is permitted except by contacting Jeff Pitkin (Designated Contact) at (518) 862-1090, ext. 323 or Jeff.Pitkin@nyserda.ny.gov. Contacting anyone other than this Designated Contact (either directly by the proposer or indirectly through a lobbyist or other person acting on the proposer’s behalf) in an attempt to influence the procurement: (1) may result in a proposer being deemed a non-responsible offeror, and (2) may result in the proposer not being awarded a contract.

* Late proposals will be returned. Incomplete proposals may be disqualified. It is the proposer’s responsibility to ensure that all pages have been included in the proposal. Faxed or e-mailed proposals will not be accepted. Proposals will not be accepted at any other NYSEERDA location other than the address above. If changes are made to this solicitation, notification will be posted on NYSEERDA’s web site at www.nyserda.ny.gov.

I. Introduction

NYSERDA is a public benefit corporation of the State of New York created in 1975 under Article 8, Title 9 and Title 9-A of the State Public Authorities Law. The statutory purposes and powers of NYSERDA include the development and implementation of new energy technologies consistent with economic, social, and environmental objectives and development and encouragement of energy conservation technologies.

NY Green Bank, a division of NYSERDA, was initiated in 2013 as a \$1 billion state-sponsored, specialized financial entity working in partnership with the private sector to increase investments into New York's clean energy markets, creating a more efficient, reliable and sustainable energy system. NY Green Bank increases the availability of capital for projects deploying proven clean energy technologies across New York State through: leveraging private sector capital to support and expand clean energy financing markets; animating and growing capital markets reducing the need for government support; and motivating faster and more extensive deployment of clean energy assets. NY Green Bank partners with private sector clients to address and alleviate specific gaps and barriers in current clean energy capital markets through a variety of approaches and transaction structures. Further information in connection with NY Green Bank activities, business plan, investment portfolio and pipeline are available at www.greenbank.ny.gov.

NYSERDA's Green Jobs – Green New York (“GJGNY”) Program was authorized by Title 9-A of Article 8 of the Public Authorities Law of the State of New York (“GJGNY Act”), as amended, to establish a program to provide funding to support sustainable community development, create opportunities for green jobs, provide free and reduced cost energy audits, and establish a revolving loan fund to provide loans for energy efficiency retrofits and installation of renewable energy systems for the owners or occupants of residential, multifamily, small business, and not-for-profit structures. Proceeds from the initial funding provided under the GJGNY Act for a revolving loan fund (allocated from Regional Greenhouse Gas Initiative (RGGI) allowance auction proceeds) and additional RGGI funds subsequently authorized by NYSERDA have been used to finance program loans since 2010, including \$140.6 million in residential energy efficiency and solar loans, \$1.3 million in loans for small business and not-for-profit facilities, and \$3.8 million in loans for multifamily buildings issues through March 31, 2016. Certain residential energy efficiency loans meeting traditional unsecured loan underwriting standards have been re-financed through bonds issued with financing support through the NYS Environmental Facilities Corporation (EFC) Clean Water State Revolving Fund (SRF) in an aggregate amount of \$70.55 million through March 31, 2016. Additional residential solar loans have been re-financed through a \$50 million drawdown bond credit facility structure with M&T Bank. Additional information on the GJGNY Program is available in the following reports:

<http://www.nyserderda.ny.gov/-/media/Files/EDPPP/GJGNY/Annual-Report-GJGNY/2015-GJGNY-Annual-Report.pdf>
<http://www.nyserderda.ny.gov/-/media/Files/EDPPP/GJGNY/Advisory-Council-Updates/GJGNY-Monthly-Update-2016Mar.pdf>

NYSERDA is authorized to finance qualified capital expenditures on behalf of New York investor-owned utilities. Pursuant to its enabling legislation, NYSERDA has about \$3.4 billion of tax-exempt conduit revenue bonds outstanding that were issued for the benefit of certain investor-owned utilities for qualifying facilities. Each utility selects its bond underwriters for any financings or refundings, subject to NYSERDA Board approval, and may retain its own financial advisors. The proposed financial advisor services contemplated under this RFP do not include services related to any new issues or refundings of these bonds.

II. Program Requirements

Scope of Services

1. Act as Independent Registered Municipal Advisor (“IRMA”) for NY Green Bank. NY Green Bank engages in an ongoing dialogue with potential transaction parties, and is aware of the amendments to Section 15B of the Securities Exchange Act of 1934 effectuated by Section 975 of the Dodd-Frank Act, as well as the SEC Release No. 34-70462 (September 20, 2013). In this regard, NY Green Bank considers discussions with potential transaction parties to be arms-length negotiations. NY Green Bank recognizes that third parties have financial and other interests that differ from NY Green Bank's, and as such does not consider that a fiduciary relationship arises in these communications. NY Green Bank engages an IRMA with the intent of relying (i.e., taking into careful consideration, along with any

other information deemed relevant or appropriate, but not necessarily following) on that IRMA for advice related to any potential transactions, and consequently to allow third parties to qualify for the exemption provided by 17 CFR §240.15Ba1-1(d)(3)(vi) (the “IRMA exemption”). Additionally, the IRMA will respond to whatever requests a potential counterparty may have to determine if they are “independent.”

2. Providing NY Green Bank with transaction and product structuring and negotiating input and advice, as well as relevant pricing and other market data/benchmarking information as needed.
3. Providing advice to NY Green Bank in connection with activities and strategy of the fund from a financial perspective, including on potential corporate initiatives related to liquidity and debt financing, fund structures, portfolio management issues, etc., as may arise from time to time.
4. Advising on program design or financing structures in support of GJGNY, including but not limited to loans for energy efficiency improvements and the installation of photovoltaics (“PV”) and other net-metered eligible technologies in residential, small business, not-for-profit, and multifamily buildings.
5. Reviewing and providing advice on preliminary official statements, official statements, remarketing circulars, and other documents necessary for the authorization, issuance, sale, or delivery of bonds or notes.
6. Assisting with preparation of financing schedules, models, or analyses associated with financing structures, or associated with the issuance of bonds or notes (not to include utility tax-exempt conduit revenue bonds).
7. Assisting with obtaining indicative market interest rates and fees for certain structures.
8. Advising on federal and state tax and securities law matters and changes thereto, the investment and expenditure of bond proceeds, and the collection, investment, and application of monies used to pay debt service on bonds.
9. Drafting, analyzing, advising, or commenting on federal and state legislation, regulations and rules, NYSERDA guidelines, and other matters which may have an impact on the financing activities.
10. Participating in meetings with financial counterparties, bond counsel firms, rating agencies, underwriters, NYSERDA's Board and Audit and Finance Committee, advisory committees, and other parties, as requested.
11. Providing any other services, advice, or opinions relating to financing structures, programs, and other financial matters, as requested.

Contract Term

NYSERDA anticipates a contract term of five years. The Agreement may be extended at NYSERDA’s discretion to complete an ongoing transaction.

III. Proposal Requirements

Proposals must be submitted in two parts. Part I must consist of responses to the management and qualifications items (Section III (A) below). Part II must consist of complete contract cost and pricing information (Section III (B) below). Each part must be complete, so that it can be evaluated independently.

A. Management and Qualifications.

1. Briefly discuss your firm’s experience with the municipal market. Provide a brief description of services you expect to provide to NYSERDA. Indicate whether your firm is prepared to render the services enumerated in this RFP using its own resources. The

- description should emphasize particular services to be provided in order for NYSERDA to deliver any bond issuances at the lowest cost possible, and to provide financial input and advice to financial structuring all components of the New York State Clean Energy Fund. Discuss the approach your firm would take in analyzing the services provided by intermediaries to ensure that NYSERDA is receiving the best value from these service providers. Discuss the approach your firm would take in proposing financing ideas to facilitate financing programs. Give examples of your firm's experience, if any, in assisting public issuers in issuing bonds, and the factors to be considered in selecting the best financing vehicle. Discuss the approach your firm would take in: acting as a source of municipal bond market and product information for research and advice as it relates to this RFP; advising NYSERDA on the targeted investor base; determining under what circumstances NYSERDA would be best served by competitive or negotiated sales, as appropriate; assisting NYSERDA by providing advice on structuring, financial modeling capabilities, bidding logistics, verification, credit enhancement solicitations, rating agency presentations and investor meetings; ensuring competitive pricing and to the extent possible receipt of maximum value from other third-party participants; consulting with NYSERDA on market conditions, timing, and terms; and otherwise ensuring the selection of the best financing vehicle for its intended audience. Include information on your firm's ability to provide successful and timely financial advisory services to NYSERDA. Include the types of businesses (i.e., investment banking, investment services) your firm is involved in, indicate the number of clients your firm serves, the dollar amounts associated with these services, and the percentage of staff dedicated to the various types of businesses. Discuss your approach to ensuring that financing schedules are met.
2. Describe your firm's experience in advising investment/private equity funds, business development companies and/or non-trading specialty finance companies broadly similar to NY Green Bank in size and scope - where the focus is on portfolios of highly structured, bilateral arrangements (not portfolios of commoditized, traded instruments).
 3. Describe your firm's experience and expertise with general representation of public entities, including particularly New York State public benefit corporations or public authorities.
 4. List your firm's major financial advisor engagements during the last three years and provide a brief description of each scope of work.
 5. Discuss your firm's experience, if any, with securities regulators.
 6. Describe any technical knowledge or any subjects related to financial advisor services in which you feel your firm has special expertise. Provide a project organization and management description that describes the unique capabilities of your firm and the individuals assigned as financial advisors.
 7. Provide the names of personnel in the firm that will be assigned to NYSERDA's account and their experience in performing services similar to the services requested by this RFP. Include resumes for all employees proposed to be involved on NYSERDA's account. Include a description of each employee's function in the company, title, office address, and number of years of service with the firm and other relevant past experience. Describe the availability of the lead person(s) for consultation with NYSERDA, including but not limited to his or her ability to meet with NYSERDA staff in Albany, New York. (Resumes may be included as an appendix.)
 8. Discuss fully any conflicts of interest, actual or perceived, which might arise in connection with your firm's involvement with NYSERDA. If conflicts do or might exist, describe how your firm would resolve them. Please be aware that the firm selected will be expected to represent NYSERDA in all transactions falling under this RFP; representation of any other party to these transaction involving NYSERDA would be prohibited without the express written approval of NYSERDA, which would be unlikely.
 9. Identify any litigation or administrative proceedings to which you are a party and which would either materially impair your ability to perform the services enumerated

herein and for which this RFP was issued or, if decided in an adverse manner, materially adversely affect the financial condition of your firm.

10. Identify the employees discussed in Section III (A)(2) that have been the subject of investigation or disciplinary action by the New York State Ethics Commission, the Commission on Public Integrity, or the Temporary State Commission on Lobbying. Describe briefly how any matter was resolved or whether it remains unresolved.

11. Furnish information on the number and percentages of minorities and women among the employees of the firm; a copy of the firm's affirmative action or equal opportunity plan or other commitment to affirmative action and equal employment opportunity or its status as a minority or women-owned business; and an explanation of how your firm, if selected, would help NYSERDA further its policy of promoting participation of minorities and women in the provision of services to it, including services in support of its financing program.

12. Indicate the address of the office through which NYSERDA's account will be primarily serviced, and any anticipated travel or other such costs.

13. Provide names and contact information for at least 3 references to whom you have provided services similar to those requested in this RFP.

14. Provide any other information you believe would make your firm's representation of NYSERDA superior to other firms' representation.

B. Cost.

State the rates at which the services of assigned personnel would be provided to NYSERDA for each year under the term of the agreement (including any rate escalations). Include:

- a) For each person whose resume is provided in response to III (A) above, the hourly rate you propose to charge NYSERDA.
- b) Projected services to be provided by each advisor whose resume is provided in response to III (A) above, to the extent possible.
- c) For each applicable category of support staff or other assigned staff, the hourly rate you propose to charge NYSERDA, if billed separately.
- d) A statement of the basis on which any other firm expenses related to services provided to NYSERDA would be billed, if other than cost.

A completed and signed Proposal Checklist must be attached as the front cover of your proposal. Late proposals will be returned and proposals lacking the appropriate completed and signed Proposal Checklist may be returned. Faxed or e-mailed copies will not be accepted.

In compliance with §139-j and §139-k of the State Finance Law (see Section V, General Conditions below for additional information), additional forms must be completed and filed with proposals: (1) a signed copy of the Proposal Checklist including required certifications under the State Finance Law and (2) a completed Disclosure of Prior Findings of Non-Responsibility form. Failure to include a signed copy of the Proposal Checklist referenced in this solicitation may disqualify your proposal.

Proposals should not be excessively long or submitted in an elaborate format that includes expensive binders or graphics. Unnecessary attachments beyond those sufficient to present a complete, comprehensive, and effective response will not influence the evaluation of the proposal. Each page of the proposal should state the name of the proposer, the PON/RFP number, and the page number.

IV. Proposal Evaluation

Proposals that meet Proposal requirements will be reviewed by a Technical Evaluation Panel (TEP) using the Evaluation Criteria below:

1. Quality and depth of the firm's expertise and its prior capability in providing similar services on projects and programs of magnitude or complexity comparable to the financing programs contemplated in this RFP, and whether the firm's expertise has the highest probability of satisfactorily performing the scope of services. For those firms who have worked in any capacity with NYSERDA, the quality of work on those transactions will be considered.
2. Experience of assigned personnel.
3. Anticipated cost of services. Although proposed fees will be taken into account in the selection process, NYSERDA reserves the right to negotiate with any firm selected lower fees or different fee structures than proposed.
4. Commitment and availability of resources.
5. Information provided by client references.
6. Overall organization and quality of proposal, including cohesiveness, conciseness, and clarity of response.

V. GENERAL CONDITIONS

Proprietary Information - Careful consideration should be given before confidential information is submitted to NYSERDA as part of your proposal. Review should include whether it is critical for evaluating a proposal, and whether general, non-confidential information, may be adequate for review purposes. The NYS Freedom of Information Law, Public Officers law, Article 6, provides for public access to information NYSERDA possesses. Public Officers Law, Section 87(2)(d) provides for exceptions to disclosure for records or portions thereof that "are trade secrets or are submitted to an agency by a commercial enterprise or derived from information obtained from a commercial enterprise and which if disclosed would cause substantial injury to the competitive position of the subject enterprise." Information submitted to NYSERDA that the proposer wishes to have treated as proprietary, and confidential trade secret information, should be identified and labeled "Confidential" or "Proprietary" on each page at the time of disclosure. This information should include a written request to except it from disclosure, including a written statement of the reasons why the information should be excepted. See Public Officers Law, Section 89(5) and the procedures set forth in 21 NYCRR Part 501 <http://www.nyserda.ny.gov/About/-/media/Files/About/Contact/NYSERDA-Regulations.ashx>. However, NYSERDA cannot guarantee the confidentiality of any information submitted.

Omnibus Procurement Act of 1992 - It is the policy of New York State to maximize opportunities for the participation of New York State business enterprises, including minority- and women-owned business enterprises, as bidders, subcontractors, and suppliers on its procurement Agreements.

Information on the availability of New York subcontractors and suppliers is available from:

Empire State Development
Division For Small Business
625 Broadway
Albany, NY 12207

A directory of certified minority- and women-owned business enterprises is available from:

Empire State Development
Minority and Women's Business Development Division
625 Broadway
Albany, NY 12207

State Finance Law sections 139-j and 139-k - NYSERDA is required to comply with State Finance Law sections 139-j and 139-k. These provisions contain procurement lobbying requirements which can be found at <http://www.ogs.ny.gov/aboutogs/regulations/advisoryCouncil/StatutoryReferences.html>
The attached Proposal Checklist calls for a signature certifying that the proposer will comply with State Finance Law sections 139-j and 139-k and the Disclosure of Prior Findings of Non-responsibility form includes a disclosure statement regarding whether the proposer has been found non-responsible under section 139-j of the State Finance Law within the previous four years.

Tax Law Section 5-a - NYSERDA is required to comply with the provisions of Tax Law Section 5-a, which requires a prospective contractor, prior to entering an agreement with NYSERDA having a value in excess of \$100,000, to certify to the Department of Taxation and Finance (the "Department") whether the contractor, its affiliates, its subcontractors and the affiliates of its subcontractors have registered with the Department to collect New York State and local sales and compensating use taxes. The Department has created a form to allow a prospective contractor to readily make such certification. See, ST-220-TD (available at http://www.tax.ny.gov/pdf/current_forms/st/st220td_fill_in.pdf).
Prior to contracting with NYSERDA, the prospective contractor must also certify to NYSERDA whether it has filed such certification with the Department. The Department has created a second form that must be completed by a prospective contractor prior to contacting and filed with NYSERDA. See, ST-220-CA (available at http://www.tax.ny.gov/pdf/current_forms/st/st220ca_fill_in.pdf). The Department has developed guidance for contractors which is available at <http://www.tax.ny.gov/pdf/publications/sales/pub223.pdf>.

Contract Award - NYSERDA anticipates making one award under this solicitation. It may award a contract based on initial applications without discussion, or following limited discussion or negotiations pertaining to the Statement of Work. Each offer should be submitted using the most favorable cost and technical terms. NYSERDA may request additional data or material to support applications. NYSERDA will use the Sample Agreement to contract successful proposals. NYSERDA reserves the right to limit any negotiations to exceptions to standard terms and conditions in the Sample Agreement to those specifically identified in the submitted proposal (see Proposal Checklist). Proposers should keep in mind that acceptance of all standard terms and conditions will generally result in a more expedited contracting process. NYSERDA expects to notify proposers in approximately two weeks from the proposal due date whether your proposal has been selected to receive an award. NYSERDA may decline to contract with awardees that are delinquent with respect to any obligation under any previous or active NYSERDA agreement.

Limitation - This solicitation does not commit NYSERDA to award a contract, pay any costs incurred in preparing a proposal, or to procure or contract for services or supplies. NYSERDA reserves the right to accept or reject any or all proposals received, to negotiate with all qualified sources, or to cancel in part or in its entirety the solicitation when it is in NYSERDA's best interest. NYSERDA reserves the right to reject proposals based on the nature and number of any exceptions taken to the standard terms and conditions of the Sample Agreement.

Disclosure Requirement - The proposer shall disclose any indictment for any alleged felony, or any conviction for a felony within the past five years, under the laws of the United States or any state or territory of the United States, and shall describe circumstances for each. When a proposer is an association, partnership, corporation, or other organization, this disclosure requirement includes the organization and its officers, partners, and directors or members of any similarly governing body. If an indictment or conviction should come to the attention of NYSERDA after the award of a contract, NYSERDA may exercise its stop-work right pending

further investigation, or terminate the agreement; the contractor may be subject to penalties for violation of any law which may apply in the particular circumstances. Proposers must also disclose if they have ever been debarred or suspended by any agency of the U.S. Government or the New York State Department of Labor.

VI. Attachments:

Attachment A - Proposal Checklist

Attachment B - Disclosure of Prior Findings of Non- Responsibility

Attachment C – Project Personnel and Rate Sheet

Attachment D – MWBE – Article 15A – Provisions for Solicitation Documents

Attachment E – SVDOB – Article 17-B – Contract Provisions

Attachment F – Instructions for Electronic Proposal Submission

Attachment G - Sample Agreement