

Request for Expressions of Interest

**FOR THE SECOND RENEWABLE ELECTRICITY PROGRAM COMPETITION
REP ROUND 2**



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1. Introduction

1.1 PURPOSE

The purpose of this Request for Expressions of Interest (**REOI**) is to assist the Alberta Electric System Operator (**AESO**) in identifying those parties interested in participating in the second competition (**REP Round 2**) of the Renewable Electricity Program (**REP**), and to provide some of the key details relating to the competitive stages of REP Round 2 and the Renewable Electricity Support Agreements (**RESAs**). Information received through this REOI may be used by the AESO to refine elements of the REP Round 2 competition.

REP Round 2 is intended to select a party, or parties, to enter into RESAs to develop, finance, build, own, operate and maintain projects which produce electricity from renewable energy resources (**Renewables Projects**). At least 25 per cent of the equity ownership in each Renewables Project which is awarded a RESA must be held by an eligible Indigenous community in Alberta.

Under each RESA, revenues generated by the sale of electricity from the Renewables Projects will be for the account of the Renewables Project owner, but renewable attributes associated with a Renewables Project (**Renewable Attributes**) will be transferred to the AESO in exchange for support payments, all as further described in the RESA. The Renewable Attributes will be held by the AESO on behalf of the Government of Alberta (**GoA**).

1.2 BACKGROUND

On February 2, 2018, the Minister of Energy (**Minister**) directed the AESO to develop a competition proposal for REP Round 2 that leveraged the success of REP Round 1 and reflected, among other things, the GoA's commitment to work with Indigenous peoples and communities to support their participation in Alberta's broader electricity sector and the development of renewable electricity.

On March 27, 2018, the Minister approved the AESO's competition proposal and specifically directed the AESO with respect to the following competition elements:

- Procure up to 300 MW of renewable generation capacity;
- Require a minimum 25 per cent Indigenous equity ownership in each Renewables Project;
- Require Indigenous equity ownership to be maintained at a minimum of 25 per cent for a minimum of 3 years after the commercial operation date of the Renewables Project;
- Utilize an indexed renewable energy credit (**Indexed REC**) payment mechanism; and
- Set the target commercial operation date for REP Round 2 projects at June 30, 2021.

Eligible Indigenous communities must be located in the Province of Alberta and meet the Government of Alberta's eligibility requirements as being one or a combination of the following:

- First Nation communities, Metis Settlements, Metis Nation of Alberta, and the Aseniwuche Winewak Nation; or
- 100 per cent Indigenous community-owned organization and/or business.

1.3 REOI: AN OPPORTUNITY TO DEMONSTRATE INTEREST WITH NO OBLIGATION

This REOI is not a request for qualifications, request for proposals or call for tenders. This REOI merely seeks to identify those who may have an interest in participating in REP Round 2.

No person is obligated to respond to this REOI, and the AESO has no responsibility to reimburse or compensate any person for responding to this REOI.

1.4 KEY PROVISIONS OF THE RESA

The key provisions of the REP Round 2 RESA are available on the AESO website. Visit www.aeso.ca/rep and click on *REP Round 2*¹. The full form of the draft RESA will be available at the opening of the RFQ.

1.5 THE AESO

The AESO's mandate is derived from the *Electric Utilities Act* and related regulations. The AESO is governed by its board (**AESO Board**) which is comprised of individuals (**Members**) appointed by the Minister. Each Member must be independent of any person having a material interest in the Alberta electric industry.

The AESO is responsible for a broad range of duties, responsibilities and functions with respect to the electricity industry, including:

- Operating Alberta's fair, efficient and openly competitive energy-only market for electricity;
- Designing and implementing the addition of a capacity market to the current electricity market;
- Determining the order of dispatch of electric energy and ancillary services;
- Providing system access service on the transmission system;
- Directing the safe, reliable and economic operation of the interconnected electric system;
- Planning the capability of the transmission system to meet future needs;
- Developing, implementing and administering renewable electricity programs; and
- Administering load settlement.

Further information on the AESO and its legislative mandate is available at www.aeso.ca.

The AESO has a corporate credit rating of AA-/Stable from S&P Global Ratings².

¹ www.aeso.ca/rep-round-2

² www.aeso.ca/market/settlement-credit/

1.6 RENEWABLE ELECTRICITY ACT

The *Renewable Electricity Act (REA)* sets out a framework for competitions designed to promote large-scale renewable electricity generation in Alberta. Acting on direction from the Minister, the AESO must prepare a program proposal (i.e. a competition proposal) that:

- Promotes large-scale electricity projects;
- Employs a fair and transparent competitive process;
- Does not jeopardize the safe, reliable and economic operation of Alberta's interconnected electric system; and
- Addresses any program objectives and evaluation criteria established by the Minister.

The AESO must submit such program proposal to the Minister for approval and, upon receiving such approval, implement the program as directed. The AESO is required to engage a fairness advisor during the development and implementation stages of each competition to ensure fairness is upheld.

At the conclusion of each competition, the Minister must approve, among other things, the total quantity of renewable electricity in respect of which RESAs may be awarded. After receiving this approval, the AESO will execute RESAs with those parties who have been successful in the competition.

1.7 REP OBJECTIVES

Key objectives for all REP competitions are as follows:

- Utilize competitive market forces to drive down the cost of support for Renewables Projects;
- Conduct a fair and transparent three-stage competition overseen by an independent fairness advisor;
- Minimize perceived or actual barriers to participation;
- Be straightforward and efficient;
- Do not jeopardize the performance and reliability of the Alberta Interconnected Electric System (AIES); and
- Be guided by the principle of allocating risk to those best able to manage it.

2. REP Round 2

2.1 COMPETITIVE PROCESS STAGES AND KEY FEATURES FOR REP ROUND 2

The competitive process for REP Round 2 will consist of three stages:

- This REOI stage;
- A Request for Qualifications (**RFQ**) stage wherein RFQ respondents will submit their qualifications and Renewables Project proposals, and the AESO will determine which respondents and proposals are qualified to move forward into the Request for Proposals (**RFP**) stage of the competition; and
- An RFP stage wherein each RFP proponent will, for each qualified Renewables Project it submits, provide a bid price and confirm Indigenous equity ownership of at least 25 per cent. The proponents of Renewables Projects that meet all eligibility criteria and have the lowest bid prices will, subject to certain ministerial approvals required under the REA, be awarded a RESA for each such Renewables Project.

For further information about REP and the features of the competitive process, visit www.aeso.ca/rep and click on *About the Program*³. For more information about REP Round 2, visit the *REP Round 2* page⁴.

³ www.aeso.ca/about-rep

⁴ www.aeso.ca/rep-round-2

Key features of REP Round 2 include the following:

- The AESO will procure Renewable Attributes from up to 300 MW of Renewables Projects.
- The capacity of the AIES will not be expanded to accommodate REP Round 2 projects. Accordingly, all successful Renewables Projects must be located where the available capacity of the relevant region of the AIES, under system normal conditions, can accommodate 100 per cent of such project's contract capacity. Renewables projects participating in REP Round 2 will be assessed for their ability to connect to the existing system prior to a corresponding assessment being completed for REP Round 3 projects.
- The payment mechanism used to provide support payments will be an Indexed REC.
- Renewables Projects must, among other eligibility requirements:
 - Be 5 MW or greater;
 - Achieve commercial operation by June 30, 2021;
 - Be located in Alberta;
 - Be new or expanded Renewables Projects;
 - Be able to connect to the existing transmission or distribution system; and
 - Generate electricity using renewable energy resources (as defined in the REA).
- Each Renewables Project requires a minimum of 25 per cent Indigenous equity ownership to be held for a minimum of 3 years following commercial operation of the facility.
- All proposals for Renewables Projects participating in REP Round 2 must be in compliance with the terms and conditions of any previous Government of Alberta funding.
- As part of its RFQ submission, each party will be required to pay a non-refundable submission fee. This fee will be calculated based on the aggregate nameplate capacity of all projects submitted plus a fee for all projects submitted in addition to the first, as follows:
 - \$1,000/MW of the aggregate nameplate capacity of all projects submitted by a single party, with this portion of the fee being a minimum of \$10,000 and a maximum of \$50,000; plus
 - For each project submitted in addition to the first, a fee of \$2,500.
- If a proponent is selected to participate in the RFP stage it will be required to post financial bid security of \$25,000/MW for each Renewables Project it submits.
- Both RFQ submissions and RFP submissions will be evaluated in accordance with set evaluation criteria by evaluation panels comprised primarily of independent external experts. The competition will be overseen by an independent fairness advisor retained by the AESO.
- The relationship between the AESO and the successful proponent(s) will be governed by the RESA.
- The final quantity of renewable electricity in respect of which RESAs can be awarded is subject to approval by the Minister.
- The REA contains provisions requiring the GoA to provide the funding for the support payments contained in the RESA. The AESO and the GoA have entered into a Renewable Electricity Funding Agreement (**REFA**) that details the provision of these support payments.

2.2 SCHEDULE

The AESO's anticipated schedule for REP Round 2 is as follows:

AESO OPENS REOI	March 29, 2018
REOI questions due	April 10, 2018
REOI information session	April 17, 2018
REOI concludes & EOI Forms due	April 20, 2018
AESO OPENS RFQ	April 27, 2018
RFQ submissions due	June 21, 2018
AESO evaluation of RFQ submissions and selection of qualified respondents	June to September 2018
AESO OPENS RFP TO PROPONENTS	September 17, 2018
RFP submissions due	October 23, 2018
Selection of successful proponent(s) and execution of RESA(s)	December 2018
Target commercial operation date	June 30, 2021

The AESO may delete, modify or add to any of the above steps and timeline, or may choose not to pursue any further activities associated with this REOI.

2.3 COMMUNICATIONS

The mandatory method of communication during the REOI period (March 29 to April 20, 2018) between interested parties and the AESO is through rep@aeso.ca. Other than information provided at the REOI information session referred to in Section 4.4, information obtained verbally during REP Round 2 or from any other sources is not official and cannot be relied upon.

2.4 REOI QUESTION SUBMISSION PERIOD

Questions regarding this REOI or other REP Round 2 questions may be submitted to rep@aeso.ca no later than 3:30 p.m. Mountain Daylight Time (MDT) on **April 10, 2018**, with the subject line "Question for REP Round 2". The AESO will make every effort to address these questions at the REOI information session referred to in Section 4.4. No answers to these questions will be provided any earlier than the REOI information session. Questions received following the REOI information session may be submitted to rep@aeso.ca. The AESO will post responses to Frequently Asked Questions (FAQ) throughout the REOI stage. Refer to www.aeso.ca/rep for updates to the FAQ.

2.5 REP ONLINE PROCUREMENT PLATFORM

The AESO will use the REP Bonfirehub Online Site (**Bonfirehub**) for the RFQ and RFP stages of REP Round 2. Registration for Bonfire will commence on **April 17, 2018**. Further information related to the use of Bonfirehub, **including the link to sign up for access**, will be provided at the information session. Once interested parties register and the RFQ opens, all communications should be through Bonfirehub. Prior to the RFQ opening, please submit any questions to rep@aeso.ca. Interested parties are responsible for ensuring that they have received the RFQ and any addenda issued by the AESO once they are registered on Bonfirehub and the documents have been posted.

2.6 RESTRICTED PARTIES

The AESO may, in order to maintain the integrity of the competition, restrict participation of parties who, in the AESO's view, have a conflict of interest or might otherwise compromise the fairness of the competition (**Restricted Parties**). The RFQ document for REP Round 2 will describe and identify parties who are restricted from participating in the competition, providing advice to others in respect of the competition or the RESA, or from supporting others in the preparation of their bid submissions. The RFQ may also describe the process by which interested parties may be determined to be eligible by the AESO notwithstanding perceived conflict. Without limiting those parties that may be identified as being restricted in the RFQ, the following parties are Restricted Parties:

- Financial Advisor – KPMG LLP
- Legal Counsel – Norton Rose Canada LLP
- Fairness Advisor – P1 Consulting Inc.
- Evaluation Panel Members
- AESO Board Members, consultants, and staff, any former AESO Board Members, and all former AESO staff and other person(s) who, in the sole opinion of the AESO, were principally involved in the development or implementation of REP Rounds 1, 2, or 3, or are in possession of non-public information, the disclosure of which to anyone would give a potential participant in the competition any material advantage in REP Round 2.

2.7 FAIRNESS ADVISOR

The AESO has engaged the services of P1 Consulting Inc. as its fairness advisor for REP Round 2. The fairness advisor will have reviewed the REP Round 2 procurement documents as they are issued in order to confirm that it is a fair process and will oversee the implementation of REP Round 2 to ensure it is conducted fairly. Once REP Round 2 is concluded the fairness advisor will issue a public report evidencing its findings.

3. Participation in REP Round 2

Participation in REP Round 2 is open to all parties (except Restricted Parties). To achieve the objectives of REP Round 2 and to maintain the fairness and transparency of the competition, the AESO has established the following eligibility and competition rules.

3.1 INDIGENOUS PARTICIPATION

3.1.1 MINIMUM EQUITY OWNERSHIP

Renewables Projects participating in REP Round 2 must have a minimum of 25 per cent equity ownership held by an eligible Indigenous community. Equity ownership will be defined as the right to receive, or the opportunity to participate in any payment arising out of, or return from and exposure to, a loss or a risk of loss by the business activities. For all Renewables Projects involving Indigenous and non-Indigenous partners, the partners involved in proposing the Renewables Project will affirm that they are satisfied that the minimum Indigenous equity ownership threshold is met in their proposed Renewables Project. An indication of any ownership participation arrangements, or progress toward such arrangements, will be expected at the RFQ stage. However, confirmation of such arrangements will only be required at the RFP stage.

3.1.2 ELIGIBLE INDIGENOUS COMMUNITIES

Eligible Indigenous communities must be located in the Province of Alberta and meet the Government of Alberta's eligibility requirements as being one or a combination of the following:

- First Nation communities, Metis Settlements, Metis Nation of Alberta, and the Aseniwuche Winewak Nation; or
- 100 per cent Indigenous community-owned organization and/or business.

3.2 PARALLEL COMPETITIONS: ROUND 2 AND ROUND 3

3.2.1 RENEWABLES PROJECT EXCLUSIVITY

Renewables Project exclusivity for REP Rounds 2 and 3 will be required. This means that a Renewables Project may only compete in one of REP Round 2 and REP Round 3, but not both. Once a Renewables Project has been submitted to the AESO through an RFQ submission for REP Round 2 or REP Round 3, such project will no longer be eligible to participate in the other competition.

3.2.2 CONNECTION TO EXISTING TRANSMISSION AND DISTRIBUTION SYSTEM

All Renewables Projects in REP Round 2 and REP Round 3 must be able to connect to the existing transmission or distribution system. At the RFP stage, the AESO will evaluate REP Round 2 Renewables Projects for their ability to connect to the existing system prior to assessing REP Round 3 Renewables Projects. Clear assessment rules will be provided to REP Round 2 and REP Round 3 respondents in the respective RFQ and RFP documents, and will provide further information with respect to the manner in which the AESO will assess available capacity for REP Round 2 and REP Round 3 Renewables Projects.

There is currently limited transmission capacity in the central east area of the Central Planning Region (the Region) of the province. Based on current information, the AESO expects to be able to connect approximately 130 MW of Renewables Projects in the Region. During the RFQ and RFP stages, the AESO will assess the ability of Renewables Projects to connect to the existing system.

3.2.3 COMMON OWNERSHIP AND CONTROL

All parties (other than Restricted Parties) are eligible to participate in REP Round 2, but participation is subject to rules around common ownership and control.

For projects participating in REP Round 2, the team members involved who own or control a majority interest in a Renewables Project, or who are the team lead for a Renewables Project, will form part of the **Control Group** for the person or group which responds to the RFQ (the **respondent**). The team members who form part of the Control Group for one respondent will not be allowed to participate as a member of the Control Group for any other respondent in REP Round 2. A member of a Control Group in REP Round 2 may participate as a member of a different Control Group in REP Round 3.

Partners, including any eligible Indigenous communities, can participate in more than one project in REP Round 2 so long as they are not part of the Control Group for more than one respondent.

For further clarity, parties that are not part of a Control Group for any respondent are allowed to communicate with each respondent.

3.3 NEW AND EXPANDED PROJECTS

New and expanded Renewables Projects located in Alberta will be eligible to participate in REP Round 2. A Renewables Project that is located on a previously used site will be eligible if there has not been any generation unit utilizing renewable fuels on such site since September 1, 2017 and all generating units and other equipment and facilities are new (other than transmission facilities and site infrastructure such as roads and utility services).

A facility that is expanded will be eligible if the addition of new generation units are separately metered and do not replace any existing generating equipment utilizing renewable fuels which are currently operating (or which utilized renewable fuels and have been operating at any time since September 1, 2017).

In all cases the Renewables Projects must have a design life that is equal to or greater than the term of the RESA.

4. Expression of Interest

4.1 EOI FORM

Please complete and submit the Expression of Interest Form (**EOI Form**) as soon as possible, and no later than 3:30 p.m. MDT on **April 20, 2018**. The EOI Form must be submitted electronically to rep@aeso.ca with “**EOI Form – REP Round 2**” and the interested party’s name in the subject line of the email. The AESO will confirm receipt of the EOI Form by responding to the email from which the EOI Form was received no later than 48 hours after it is received. See Section 4.2 for information about accessing the EOI Form.

Submissions in an EOI Form are not evaluated in any way and will neither exclude nor shortlist interested parties.

Submitting an EOI Form is not a prerequisite to participating in further stages of REP Round 2.

Please note this is an Expression of Interest only, not an RFQ submission.

4.2 ACCESSING THE REOI AND THE EOI FORM

This REOI is available to download from the AESO website. Each interested party is responsible for making appropriate arrangements to download the REOI and, if they so choose, submit the EOI Form via email to the AESO at rep@aeso.ca. A sample of the EOI Form is included in Section 5; however, interested parties must complete and submit the fillable PDF form available on the AESO website. To download the REOI and EOI Form, visit www.aeso.ca/rep and click on *REP Round 2*⁵.

4.3 REVIEW OF EOI FORM

The AESO will review the EOI Forms and other information to identify interested parties and may use the information it receives through the EOI Form to refine elements of the REP Round 2 competition.

4.4 REOI INFORMATION SESSION

An REOI information session is planned for **April 17, 2018**, beginning at 1:30 pm and lasting for approximately two hours.

The session will be held in the Britannia / Belaire / Mayfair rooms at the Westin Hotel in Calgary, Alberta. Interested parties can RSVP to attend in person no later than 3:30 p.m. MDT on **April 12, 2018** by emailing rep@aeso.ca with “RSVP for REP Round 2” in the subject line of the email. Please note that space is limited for those wishing to attend in person. To register to attend via webinar, please **click here**⁶. This session will be recorded and posted on www.aeso.ca/rep for those unable to attend.

The information session will consist of a presentation on REP Round 2, including key RFQ, RFP and RESA details. Please note there will be no Q&A period; however, the AESO will accept questions in writing during the information session and until 3:30 p.m. MDT on April 20, 2018. The AESO will post responses to Frequently Asked Questions (FAQ) throughout the REOI stage. Refer to www.aeso.ca/rep for updates to the FAQ.

⁵ www.aeso.ca/rep-round-2

⁶ <https://register.gotowebinar.com/register/610495424904544002>

4.5 FREEDOM OF INFORMATION AND PROTECTION OF PRIVACY

The AESO appreciates that the information provided on the EOI Form may include some sensitive business information and accepts this information in confidence. Notwithstanding the forgoing, the AESO is a public body subject to the provisions of the *Freedom of Information and Protection of Privacy Act (FOIP Act)* and may be required to disclose such information pursuant thereto, in the absence of a mandatory exception (FOIP Act, Sections 16 and 17).

Should third party information held by the AESO be requested under the FOIP Act, the AESO is required to notify each affected party and request representations regarding disclosure.

4.6 PUBLICATION OF INTERESTED PARTIES AND SHARING OF PROJECT INFORMATION

Profile information related to each response is being collected to identify interested parties who may wish to participate in REP Round 2. The AESO intends to maintain a log of all the contact names and contact information of interested parties submitting an EOI Form, or otherwise expressing an interest to the AESO in REP Round 2, and may make this log publicly available on the AESO's website at the AESO's discretion.

The AESO recognizes the commercially sensitive and confidential nature of information relating to the details of a particular Renewables Project and does not intend to publish these details. However, the AESO may share these details on a confidential basis with the Government of Alberta.

4.7 ERRORS AND OMISSIONS

The information contained in this REOI is supplied solely as a guideline for interested parties. The information is not guaranteed or warranted to be accurate by the AESO nor is it necessarily comprehensive or exhaustive. Nothing in this REOI is intended to relieve interested parties from forming their own opinions and conclusions with respect to the matters addressed in this REOI.

4.8 NO OBLIGATION TO PROCEED

This REOI does not constitute an offer of any kind, including an offer to enter into any contract with any person. This REOI does not in any way commit the AESO to, or make the AESO responsible for, anything whatsoever, including proceeding with an RFQ stage or RFP stage, or any other part of REP Round 2.

4.9 ADDITIONAL SOURCES OF INFORMATION

For additional information about REP Round 2, interested parties are encouraged to visit www.aeso.ca/rep.

SAMPLE EOI FORM

5. Expression of Interest Form – REP Round 2

REP ROUND 2

Please complete and submit the EOI Form as soon as possible, and no later than 3:30 p.m. MDT on **April 20, 2018**. The EOI Form must be submitted electronically to rep@aeso.ca with **“EOI Form – REP Round 2” and the interested party’s name in the subject line of the email**. No other documents, including supporting information, will be accepted. Please note this is an Expression of Interest only, not an RFQ submission. Please fill out this form to the extent possible.

Interested party name (full legal name) _____

Contact name and title _____

Contact phone _____

Contact email _____

Mailing address _____

EXPRESSION OF INTEREST

Would you describe your interest in participating in REP Round 2 as: High Medium Low

Please comment on your indicated level of interest.

If you are part of a team, what is your anticipated role on the team?

SAMPLE EOI FORM

If you are part of a team, who are the other team members and what are their potential roles?

Team member _____ Role _____

Please check this box if you are an eligible Indigenous community intending to participate in REP Round 2:

Please check this box if you intend to partner with an eligible Indigenous community to participate in REP Round 2:

Please provide brief general background information for you and each of your proposed enterprise (i.e. not individual) team members. Please do not include brochures or marketing materials.

Are you interested in future REP competitions? Yes No

Are there features of REP Round 2 as described in the REOI that materially impact your level of interest in participating in the competition? Yes No

If yes, why?

SAMPLE EOI FORM

Please provide the anticipated number of Renewables Projects you plan to submit at RFQ _____

For each Renewables Project, provide the following:

Name of Renewables Project _____

Renewable fuel type _____

Size of Renewables Project _____

Anticipated commercial operation date _____

Renewables Project location in Alberta _____

Indicate which eligible Indigenous community (or communities) you are in discussions with, or intend to partner with:

Note that the AESO will not ask for confirmation of partnership arrangements until the RFP.

Name of Renewables Project _____

Renewable fuel type _____

Size of Renewables Project _____

Anticipated commercial operation date _____

Renewables Project location in Alberta _____

Indicate which eligible Indigenous community (or communities) you are in discussions with, or intend to partner with:

Note that the AESO will not ask for confirmation of partnership arrangements until the RFP.

Name of Renewables Project _____

Renewable fuel type _____

Size of Renewables Project _____

Anticipated commercial operation date _____

Renewables Project location in Alberta _____

Indicate which eligible Indigenous community (or communities) you are in discussions with, or intend to partner with:

Note that the AESO will not ask for confirmation of partnership arrangements until the RFP.

Name of Renewables Project _____

Renewable fuel type _____

Size of Renewables Project _____

Anticipated commercial operation date _____

Renewables Project location in Alberta _____

Indicate which eligible Indigenous community (or communities) you are in discussions with, or intend to partner with:

Note that the AESO will not ask for confirmation of partnership arrangements until the RFP.

SAMPLE EOI FORM**CONFIRMATION, ACKNOWLEDGMENT AND AUTHORIZATION**

By submitting this EOI Form, you:

- Confirm you have reviewed the REOI and are interested in receiving further information regarding REP Round 2;
- Acknowledge that the REOI is an inquiry only and does not imply a commitment by the AESO to proceed with any qualification or competitive bidding process for REP Round 2 as discussed in the REOI; and
- Authorize the AESO to send further correspondence relevant to the REOI via the email address provided on page 1 of this form.

On behalf of the Interested Party, this EOI Form is submitted by:

Name _____

Title _____

Date _____