

# **CAEECC Ad Hoc Workshop**

## **Local Government Partnerships: Terms and Conditions (T&Cs)**

Thurs., July 26, 2018, 10 a.m. - 12 p.m.

Materials on the CAEECC website: <https://www.caeccc.org/7-28-18-ad-hoc-workshop>

# Call-in and Webinar Information

- To join the meeting on a computer or mobile phone:  
<https://bluejeans.com/536794087?src=calendarLink>
  - Note: When logging into BlueJeans, please enter your name when prompted, so we can better manage and track the conversation.
- Phone Dial-in:
  - +1.408.740.7256 (US (San Jose))
  - +1.888.240.2560 (US Toll Free)
  - +1.408.317.9253 (US (Primary, San Jose))
  - Global Numbers: <http://bluejeans.com/premium-numbers>
- Meeting ID: 536 794 087
- Room System: 199.48.152.152 or [bjn.vc](http://bjn.vc)
- Meeting ID: 536 794 087
- Want to test your video connection? <https://bluejeans.com/111>

# Workshop Goals:

1. Get stakeholders up-to-speed on timeline and key deadlines ahead
2. Hear about the IOUs-proposed T&C s including the underlying rationale for:
  - **Standard** T&Cs: Contract term/length; Dispute resolution; Termination process; and Budget and payment schedule and terms
  - **Modifiable** T&Cs: Progress and Evaluation; EM&V; Data collection and ownership; and Method for calculating co-benefit and economic development programs
3. Solicit initial clarifying questions on each component of the IOU proposal
4. Gather initial structured feedback from stakeholders on each component of the IOU proposal

# Workshop Agenda:

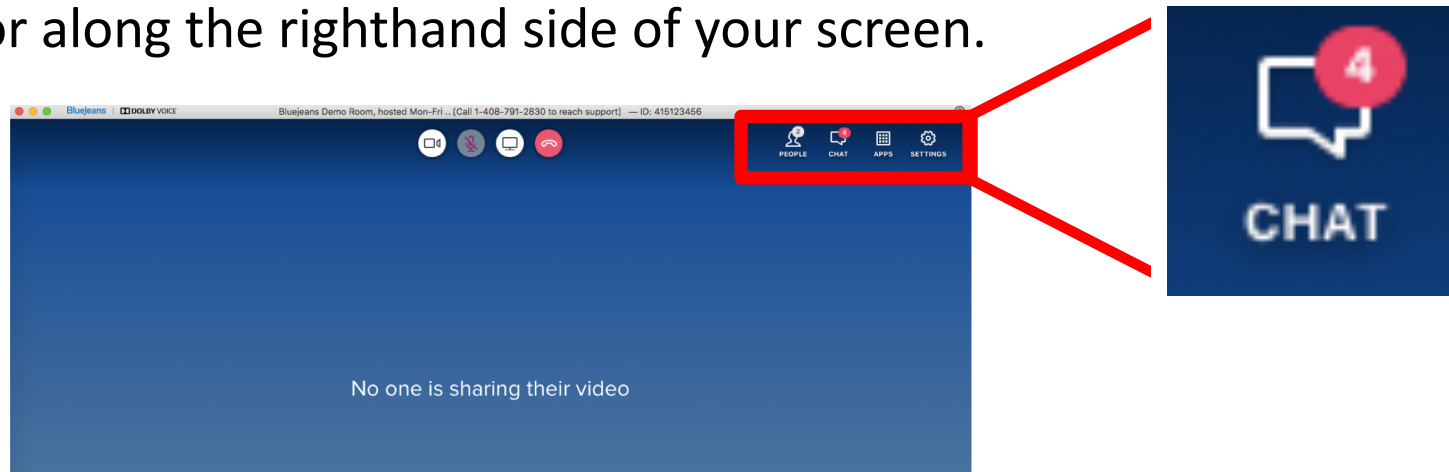
<b>Time</b>	<b>Session</b>
<b>10:00 – 10:05</b>	<b>Introductions, workshop goals, and agenda review</b>
<b>10:05 – 10:15</b>	<b>High-level summary of process, progress, and timeline ahead</b>
<b>10:15 – 11:15</b>	<b>Standard T&amp;Cs *</b>
10:15 – 10:30	(a) Contract term/length
10:30 – 10:45	(b) Dispute resolution process
10:45 – 11:00	(c) Termination process
11:00 – 11:15	(d) Budget and payment schedule and terms
<b>11:15 – 11:50</b>	<b>Modifiable T&amp;Cs: Progress and Evaluation; EM&amp;V; Data collection and ownership; Method for calculating co-benefit and economic development programs **</b>
<b>11:50 – 12:00</b>	<b>Next Steps</b>

\* For each Standard T&C: We will hear a brief IOU presentation (3-5 mins); solicit clarifying questions (5-6 mins); and gather feedback (5-6 min)

\*\* For the Modifiable T&Cs: We will hear a brief IOU presentation (15 mins); solicit clarifying questions (10 mins); and gather feedback (10 min)

# Directions for Submitting Questions/Feedback:

1. Click the chat icon, which may be near the top right of your screen or along the righthand side of your screen.



2. In the chat window: Type "I have a question"; include your name and affiliation; detail your question; and submit. For example:  
*I have a question. I am John Smith with Smith & Co. Why is the proposed standard term length three years and not five?*
3. Your message will be read out loud and answered by IOU representatives, as time allows.

*Questions/feedback submitted during the webinar but not answered due to time constraints will be posted on the CAEECC website. Responses from the IOUs to these questions will be posted on the CAEECC website by Fri., Aug. 10th.*

# Summary of Process, Progress and Timeline

- 6/22 – 7/26 - IOUs legal, solicitation and public sector staffs convene meetings to develop draft
- 7/26 – CAEECC webinar on T's & C's
- 8/3 – Public feedback on T's & C's due
- 8/10 - IOU response to questions posted to CAEECC
- 8/3 – 8/31 – IOUs incorporate feedback and finalize document
- 8/31 – IOUs file final motion with the CPUC
- 8/31 - 9/17 – Public comment period

# LGP Standard & Modifiable Terms and Conditions

July 26, 2018



# **STANDARD TERMS**



# Contract Term and Length

- **Approach:** Taken from 3<sup>rd</sup> Party Standard Terms and Conditions, *except* defined term to be 3 years
- **Language:**
  - Term. The “Term” of this Agreement shall commence upon the [Effective Date] and shall continue, unless terminated earlier in accordance with the terms of this Agreement, until three (3) years [from the Effective Date] [after the date upon which CPUC Approval occurs].
  - “CPUC Approval” means a decision of the CPUC that (i) is final and no longer subject to appeal, which approves the Agreement in full and in the form presented on terms and conditions acceptable to Company in its sole discretion, including without limitation terms and conditions related to cost recovery and cost allocation of amounts paid to Implementer under the Agreement; (ii) does not contain conditions or modifications unacceptable to Company, in Company’s sole discretion; and (iii) finds that the Agreement satisfies the requirements in [Decision xx-xxx].

# Dispute Resolution Process

- **Approach:** Taken from 3<sup>rd</sup> Party Standard Terms and Conditions
- **Key Items:**
  - Disputes
  - Governing Law
  - Venue

# Termination Process

- **Approach:** Taken from 3<sup>rd</sup> Party Standard Terms and Conditions
- **Key Items:**
  - Event of Default
    - With Respect to Either Party
    - With Respect to Implementer
  - Termination for Cause
  - Termination for Convenience
  - Termination/Modification by CPUC Order
  - Conclusion of Work

# Payment Schedule and Terms, Including P4P

- **Approach:** Taken from 3<sup>rd</sup> Party Standard Terms and Conditions
- **Key Items:**
  - Payment Terms

# **MODIFIABLE TERMS**

# Modifiable Terms

- **Approach:** Taken from 3<sup>rd</sup> Party Standard Terms and Conditions, except Method for Calculating Co-Benefits
- **Key Items:**
  - Progress and Evaluation Metrics
    - Final Implementation Plans
    - Key Performance Indicators
    - Other Program Metrics
  - Measurement and Verification Requirements
  - Data Collection and Ownership Requirements
    - Company Data
    - Ownership and Use Rights
    - Billing, Energy Use, and Program Tracking Data
    - Access to Customer Sites
  - Method for Calculating Co-benefits\*

\*Additional Details on Next Slide

# Method for Calculating Co-Benefits

- **Approach:** The method for calculating co-benefits and economic development benefits (also known as Non-Energy Benefits) of programs will be determined in a forthcoming EM&V study, developed jointly by the IOUs and submitted to the CPUC for approval. Once EM&V study is complete, all future contracts will include the following modifiable terms in the contract.
- **Language:**
  - Implementer shall provide to Company all documentation and data identified in Table XX necessary to calculate the co-benefits (or non-energy benefits – NEBs) and economic development benefits of the Program, at the frequency stipulated in Table XX. Implementer shall utilize the methods outlined in study “XXXXXX”, or as otherwise agreed to between the Company and Implementer, to calculate co-benefits and economic development benefits.
  - “Co-Benefits” means non-energy related benefits (such as decreased GHG emissions, fewer sick days, etc.), particularly in regard to hard-to-reach and disadvantaged communities, that both local government partners and utility partners receive as part of the program.
  - “Economic Development Benefits” means local economic impacts (such as increased property values, number of jobs created, etc.) , particularly in regard to hard-to-reach and disadvantaged communities, associated with the Local Government Partnership program.

# Next Steps

- The IOUs welcome additional feedback/questions on their proposal through **Fri., Aug. 3**. Send comments/feedback to: [sdgelgp@semprautilities.com](mailto:sdgelgp@semprautilities.com)
- Questions/feedback submitted during the webinar but not answered due to time constraints will be posted on the CAEECC website. Responses to these questions from the IOUs will be posted by **Fri., Aug. 10**.
- Draft meeting notes will be posted on the CAEECC website no later than end-of-day on **Thurs., Aug. 2**, with a one-week opportunity for red flag review by stakeholders. Final notes will be posted by **Thurs., Aug. 9**
- The IOU proposal will be submitted to the CPUC on **Friday, Aug. 31st**.
- All materials are available on the CAEECC website: <https://www.caeecc.org/7-28-18-ad-hoc-workshop>