

## **Attachment 8 – Key PPA Contract Terms**

**Note that ACUA is willing to utilize the Proposer’s PPA, as mutually agreed upon, provided that PPA substantially addresses the terms and conditions included in this RFP. The following material terms and conditions should be included in the PPA used by the Proposer. Please be advised that the below list is not an all-inclusive list, and the inclusion of the list below is not intended to limit ACUA’s ability to propose negotiated changes to any PPA submitted by the Proposer:**

1. System descriptions, including estimated size (in KWdc), equipment specifications, layout and configurations.
2. Term of PPA (typically 15 years).
3. First year PPA rate, annual PPA escalator (if applicable), and any upper or lower limits to these terms.
4. PPA adjustment rates due to imposed Project cost changes.
5. Projected schedule and/or key milestones, compliance with process and project management requirements as noted in the RFP.
6. Projected annual production (in kwhrs), guaranteed production levels, and terms for compensation in the event guaranteed production is not realized. The Proposal and PPA must include production guarantees.
7. Options for deposition of system at end of term (including at least three options: a) purchase by customer at pre-determined or fair market price, b) continuation of PPA arrangement, or c) removal of system at no cost).
8. Early termination provisions, including rights for early buy-out (including early buy-out schedule or formula, as appropriate).
9. Provisions for monitoring, operations support, maintenance, and repair, including a schedule for response times for outages of varying severity.
10. Responsibility for all applicable permits and approvals.
11. Force Majeure events.
12. Terms for use of the property for hosting of the solar array, and respective rights of each party (including access).
13. Insurance requirements.
14. Indemnity, rights of assignment, rights of amendment, matters of construction or form.
15. Glossary for defined terms.