



Cleantech Accelerator
Program Opportunity Notice (PON) 3875
\$10,000,000 Available

NYSERDA reserves the right to extend and/or add funding to the Solicitation should other program funding sources become available.

REVISED

Proposals Due: March 6, 2019 by 3:00 PM Eastern Time*

Program Summary: This New York State Energy Research and Development Authority (NYSERDA) Program Opportunity Notice (PON) 3875, Cleantech Accelerator, seeks proposals from organizations interested in launching and managing a new statewide Cleantech Accelerator in New York. This PON is a continuation of NYSEDA's successful Proof-of-Concept Center (POCC) program. The goal of the POCCs, and now the Cleantech Accelerator, is to catalyze researchers and practitioners to transition cutting-edge clean energy enabling innovation from the laboratory to proof of product/market fit. The Cleantech Accelerator will make early-stage investments and provide supporting services to enable the development and validation of promising clean energy technologies that are, or will become, the platform for startup companies located in New York State. NYSEDA's strategy is to create long-lasting programs that catalyze clean energy commercialization and provide targeted support to help companies achieve product/market fit then accelerate their path to market. Through this competitive solicitation, NYSEDA is seeking proposals to launch and manage a new Cleantech Accelerator, which will deliver POCC programs to teams and companies across the entire state. It is anticipated that an additional competitive solicitation will be issued in the future for academic institution-based POCCs. Up to \$10,000,000 of NYSEDA funding is available through this PON. NYSEDA anticipates making one or more awards as a result of this solicitation. Awarded contract(s) will be for an initial term of five years with one, one-year option to renew. All, some, or none, of the available funds may be awarded through PON 3875. NYSEDA reserves the right to add or reduce time and/or funding to awarded contract(s).

Proposal Submission: Online submission is preferable. Proposers may submit Word, Excel, or PDF files (file formats include: csv, doc, docx, gif, jpeg, jpg, pdf, png, ppt, pptx, pps, ppsx, tif, txt, xls, xlsx, and zip). Individual files should be 100MB or less in file size. Proposal PDFs should be searchable and should be created by direct conversion from MS Word, or other conversion utility. Files should not be scanned. For ease of identification, all electronic files must be named using the proposer's entity name in the title of the document. NYSEDA will also accept proposals by mail or hand-delivery if online submission is not possible. For detailed instructions on how to submit a proposal (online or paper submission), click the link "[Application Instructions and Portal Training Guide \[PDF\]](#)" located in the "Current Opportunities" section of NYSEDA's website (<https://www.nyserda.ny.gov/Funding-Opportunities/Current-Funding-Opportunities.aspx>).

No communication intended to influence this procurement is permitted except by contacting Jeff Peterson (Designated Contact) at (518) 862-1090, ext. 3288 or by e-mail

jeff.peterson@nyserda.ny.gov or Nicholas Querques (Designated Contact) at (518) 862-1090, ext. 3086 or by e-mail nicholas.querques@nyserda.ny.gov. If you have contractual questions concerning this solicitation, contact Venice Forbes (Designated Contact) at (518) 862-1090, ext. 3507 or Venicesolicitations@nyserda.ny.gov. Contacting anyone other than the Designated Contacts (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 offerer, and (2) may result in the proposer not being awarded a contract.

***All proposals must be received by 3 PM Eastern Time on the date noted on page 1.**

Late, faxed, or emailed proposals will not be accepted. Incomplete proposals may be subject to disqualification. It is the proposer's responsibility to ensure that all pages have been included in the proposal. Please note: for online submission, there are required questions that you will have to answer in addition to uploading attachments and you should allot at least 60 minutes to enter/submit proposals. **The online proposal system closes promptly at 3 PM Eastern Time**, files in process or attempted edits or submission after 3 PM Eastern Time on the date above, will not be accepted. If changes are made to this solicitation, notification will be posted on the "Current Opportunities" section of NYSERDA's website (<https://www.nyserda.ny.gov/Funding-Opportunities/Current-Funding-Opportunities.aspx>).

I. INTRODUCTION

The Cleantech Accelerator initiative is a continuation of the NYSERDA Proof-of-Concept Center (POCC) program. The focus of the POCC program is to accelerate the commercialization of clean energy-related technologies approaching the "proof-of-concept" stage and provide programming to link researchers, entrepreneurs, investors, development partners, and the broader innovation ecosystem. The goal is to address the primary challenges of a technology startup, including successfully structuring a team, defining and validating the business concept in the context of the market realities, and delivering benefits for target customers while creating value for the entrepreneur and investors.

POCC Program Background

NYSERDA founded its Proof-of-Concept Center (POCC) program to catalyze researchers and practitioners to transition cutting-edge clean energy enabling innovation from the laboratory to proof of product/market fit. In 2012, NYSERDA issued a competitive solicitation (PON 2537) that resulted in the selection of three POCC awardees. Academic institution-based POCC programs were awarded to Columbia University and New York University. Columbia University and New York University combined the collective efforts of their respective POCC programs under the PowerBridgeNY brand. Columbia University partners with Stony Brook University, Brookhaven National Laboratory and Cornell Tech while New York University is partnering with the City University of New York. PowerBridgeNY is currently working with its fifth cohort of teams and expects to add a sixth cohort to the program in 2019. Under the PowerBridgeNY program, only teams affiliated with the partner academic institutions are eligible to participate in the program. In addition to Columbia University and New York University, High Tech Rochester was selected as the POCC program in Upstate New York under the same competitive solicitation. High Tech Rochester branded their program NEXUS-NY and recently concluded working with its fifth and final cohort. Participants in the NEXUS-NY program do not have to be affiliated with any particular academic institution in order to participate. As of the completion of the fifth cohort for

each program, PowerBridgeNY and NEXUS-NY have assisted 90 teams that have gone on to raise a combined \$47 million in private investment, \$29 million of non-NYSERDA grant funding, and \$578,000 in sales.

In addition to these three contracts for POCC programs, NYSERDA has an ongoing contract with the New York Academy of Sciences to support the overall POCC initiative. The activities under this contract include: (1) formation and management of an advisory board; (2) implementation of an evaluation program to identify and track outcomes, experiences, and lessons learned from the individual POCC activities; and (3) dissemination of professional quality media to communicate the experiences and lessons learned from the three POCC programs and fold these learnings back into all the ongoing and new POCC programs for continuous improvement.

Objectives and Expected Outcomes

NYSERDA views the Cleantech Accelerator as an investment of public funds to catalyze the implementation of multiple long-lasting POCC programs. The goal is to make early-stage investments and provide supporting services to enable the development and validation of promising clean energy technologies that are, or will become, the platform for startup companies located in New York State. The objectives of the Cleantech Accelerator, and the broader NYSERDA POCC initiative, include:

- De-risking and accelerating proof-of-concept and market validation while also enabling subsequent commercialization of innovations from research organizations into the marketplace, particularly through startup companies.
- Matching emerging clean energy technologies that have scalable commercialization potential, based on real market need, with the investment community and development partners.
- Developing a sustainable business model for the Cleantech Accelerator and successfully executing on it.
- Leveraging and/or establishing sustainable regional innovation ecosystems of potential entrepreneurs, investors, and development partners in clean energy technologies and solidifying linkages to them.

The Cleantech Accelerator must develop and sustain relationships and steward interactions and handoffs with the full spectrum of organizations that support technology-based startup companies. These may include academic and research institutions, entrepreneurs, investors, corporate/strategic partners, customers, service providers, and venture development organizations.

NYSERDA Context

Within the overall NYSERDA Technology to Market portfolio, the Proof-of-Concept Centers (POCCs) are the first step in the transition of research, inventions, and/or ideas into market-validated products and solutions. In addition, to the POCCs, NYSERDA supports six Clean Energy Incubators and a \$3 million Ignition Grant fund for clients of those incubators, an Entrepreneurs-In-Residence program to provide mentoring and advisory services, a Manufacturing Corps program to support hardware companies with manufacturing development, the 76West Clean Energy Competition, and several other investment funds and commercialization support programs for early-stage companies.

The subsequent sections of this PON are as follows:

- Program Requirements (page 4)
- III. Proposal Requirements (page 7)
- IV. Proposal Evaluation (page 8)
- V. General Conditions (page 11)
- VI. Attachments (page 13)

II. PROGRAM REQUIREMENTS

Eligibility and Proposer Requirements

All entities, both for-profit and not-for-profit, are eligible to apply. Proposers may be existing NYSERDA-sponsored organizations and/or new organizations that are not currently supported by NYSERDA. Proposers must be located in New York State, which means that their principal place of business and management team must be primarily based within the state.

The Cleantech Accelerator must develop and implement programs that are open to any qualified team or company from New York State and/or qualified teams or companies located outside of New York State which can demonstrate they are committed to establishing their principal place of business, manufacturing, or research and development in New York State.

Proposers should provide at least three illustrative examples of clean energy and advanced technology companies that have directly benefited from their acceleration and/or commercialization support. Examples should clearly and succinctly articulate how the proposer helped these companies achieve significant technical and business milestones, such as achieving higher technical and commercial readiness levels, attracting investment, securing partnerships, commercializing products, identifying customers, generating revenue, and/or realizing liquidity events. Proposers should provide contact information for any specified companies listed in the proposal. NYSERDA reserves the right to verify any information provided in the proposal.

Eligible Technologies

For the purpose of this solicitation, clean energy is defined as hardware technologies, software technologies, services, or processes that broadly reduce energy consumption and greenhouse gas emissions and/or enable the transition to a sustainable and clean energy economy by increasing the supply of renewable energy and distributed energy resources, improving the efficiency of energy utilization at the consumer and industrial scale, improving the processes and systems that use energy, or more effectively enabling energy solutions to permeate the marketplace.

Available Funding and Cost Sharing

Up to \$10,000,000 of NYSERDA funding is available through this PON. NYSERDA anticipates making one or more awards as a result of this solicitation. Awarded contract(s) will be for an initial term of five years with one, one-year option to renew. All, some, or none, of the available funds may be awarded through PON 3875. NYSERDA reserves the right to add or reduce time and/or funding to awarded contract(s). Successful proposers will be required to provide cost sharing; at least 20% of the total project cost is required. The proposer's cost

share may be cash or in-kind and may come from the proposer itself or partner organizations. Cash is the preferred form of cost share.

Up to \$3,000,000 of NYSERDA funds can be designated for follow-on funding in companies that complete the programs offered by the Cleantech Accelerator. A maximum of \$250,000 of NYSERDA funds can be provided to an individual company over one or more tranches. The NYSERDA funding must be matched; \$1 dollar of NYSERDA funding must be matched by at least \$2 dollars of private (non-state or federal funding) investment. These co-investment funds are not considered part of the cost sharing requirement.

Refer to the following sections of Attachment A Form Fillable Proposal Narrative for additional information and requirements:

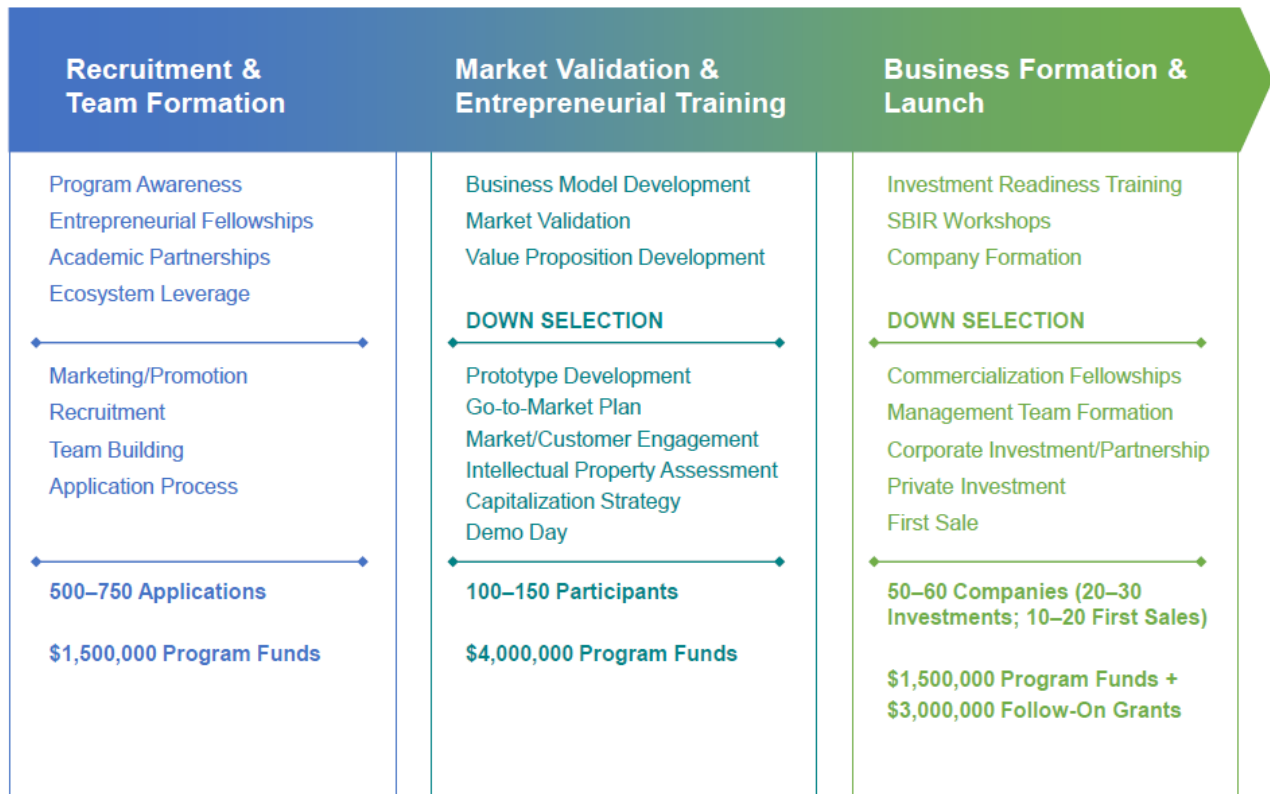
- Section 4.4: Implementation Strategy and Plan - Stage 3: Business Formation and Launch
- Section 6: Financial Management Plan
- Section 7.3: Milestone/Performance Payment Plan - Client Driven Milestones

Range/Scope of Services

Proposers are asked to submit proposals for launching and managing the Cleantech Accelerator, which will make early-stage investments and provide supporting services to enable the development and validation of promising clean energy technologies that are, or will become, the platform for startup companies located in New York State. Proposers are expected to develop models that leverage regional assets while also utilizing national best practices from leading accelerators. To be selected for funding, proposals must outline strategies for how they will address and execute on the following key program activities:

- **Operations** – Strategies and activities related to the operation and administration of the accelerator. For information and material to include in the proposal, refer to the Proposal Narrative (Attachment A) requirements for Section 3: Management Structure, Proposing Team Qualifications and Institutional Capability. Operational activities will be relayed to NYSERDA via periodic reporting which quantifies the impact of the accelerator (refer to Section 5: Measure of Success and Expected Outcomes) as well as progress made, and milestones achieved by client companies and graduates.
- **Programs** – The core of the Cleantech Accelerator is the design and implementation of strategies and activities that identify scalable clean energy enabling technologies, establish entrepreneurial teams that can build a business around the technology or solution and bring it to market, and provide the mentorship and network to succeed. The Proposal Narrative requirements in Section 4: Implementation Strategy and Plan outlines a three-stage program: (1) Recruitment and Team Formation; (2) Market Validation and Entrepreneurial Training; and (3) Business Formation and Launch. Proposers are asked to present an implementation plan segmented by these stages.
- **Client-Driven Milestones** – Strategies and activities focused specifically on increasing the likelihood of accelerator team/company success. The proposer is required to provide a Milestone/Performance Payment Plan (refer to the Proposal Narrative requirements for Section 7: Milestone/Performance Payment Plan) that, in part, outlines outcome-based milestones related to new startup companies emerging from the Cleantech Accelerator's work. These may include the establishment of a new business enterprise to commercialize the market validated clean energy enabling technology, the establishment of a strategic corporate commercialization partnership, the introduction of a commercial product incorporating the technology, the successful raising of early-stage capital, or other outcomes that support the objectives of the program.

The following chart provides representative values of a budget allocation to each stage. The proposer is free to recommend different funding allocations for a stage.



Schedule and Teaming

The following guidelines should be considered when developing proposals:

- Projects are expected to begin within six months of the proposal due date. Awarded contract(s) will be for an initial term of five years with one, one-year option to renew.
- Teaming arrangements and collaboration are highly encouraged, where appropriate, to enhance the likelihood of project success and overall impact. Teams may include partners such as venture development organizations, investors, service providers, academic and research institutions, government agencies, and other accelerators. Include letters of commitment or interest from each identified team member in Section 8 of the Proposal Narrative.

Letters of Commitment or Interest

If you are relying on any other organization to do some of the work, provide services or equipment, participate as a key partner, or share in the non-NYSERDA cost, include a letter from that organization describing its planned participation. Also include letters of interest or commitment from partners or other organizations critical to the development, implementation, and success of the project. Absence of letters of commitment or interest may be interpreted as meaning that the proposer does not have support from the subject parties. Letters should not be solicited from NYSERDA personnel.

Potential Conflicts of Interest

Identify the nature of any potential conflicts of interest among team members and partners in providing services to NYSERDA under this PON. Fully discuss possible conflicts of interest, actual and perceived, which could arise in connection with performance by team members and partners of the proposed contract. Describe how your firm would resolve conflicts of interest.

Individuals that have an active contractual relationship with NYSERDA to provide strategic guidance and advisement to Technology and Business Innovation staff, such as Innovation Advisors, are not eligible to serve in a management role of a proposed Cleantech Accelerator or to assist in the preparation of any proposals submitted under this solicitation. In addition, these individuals shall not provide written endorsements, references, or support letters to any proposers for this PON.

In the event that NYSERDA determines that a team member may have a conflict of interest or the appearance of such, NYSERDA may: (1) take this into consideration in evaluating the proposal; (2) exclude the proposer from consideration for an award; (3) adjust the scope of work to avoid the conflict or appearance of conflict; or (4) negotiate other appropriate actions with the team member to avoid the conflict or appearance of conflict.

Other Considerations

In addition, proposers should note that:

- A proposal may be considered non-responsive if it fails to comply with the requirements above, the Proposal Requirements of Section III, or the General Conditions of Section V.
- Prior to an award being made, potential awardees may be required to demonstrate the following via formal documentation: (1) a strong track record in the identification and commercialization of clean energy enabling technologies; (2) access to financial resources and human capital sufficient to perform the proposed work; (3) technical experience and adequate facilities (or the ability to access them); and (4) the ability to qualify for an award under applicable laws and regulations.
- Performance of awarded projects will be assessed on a continuous basis in order to ensure the contractor is meeting its commitments and achieving the milestones laid out in the Statement of Work.

III. PROPOSAL REQUIREMENTS

The proposer's goal should be to concisely present the information needed to fully address the Proposal Evaluation criteria (see Section IV). Proposals that grossly exceed the page limits or fail to follow the format guidelines in Attachment A may be rejected as non-responsive. If you believe proprietary information must be submitted to provide an adequate proposal, you must comply with the General Conditions of Section V instructions for submitting proprietary material.

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 proposal may reduce, rather than increase, a proposal's standing per the evaluation criteria. Each page of the proposal should state the name of the proposer, the PON number, and the page number. The proposal must be in the following format, with items in the sequence shown.

Procurement Lobbying Requirements

In compliance with §139-j and §139-k of the State Finance Law (see Section V, General Conditions below for additional information), proposers will be required to answer questions during proposal submission, which will include making required certification under the State Finance Law and to disclose any Prior Findings of Non-Responsibility.

Proposal Narrative

Complete the Proposal Narrative form-fillable document as part of the PON (Attachment A). The Proposal Narrative contains the following sections:

- Section 1: Executive Summary
- Section 2: Business Formation and Growth for the Clean Energy Market
- Section 3: Management Structure, Team Qualifications, and Institutional Capability
- Section 4: Implementation Strategy and Plan
- Section 5: Measure of Success and Expected Outcomes
- Section 6: Financial Management Plan
- Section 7: Milestone/Performance Payment Plan
- Section 8: Additional Information

Proposers must carefully review the Proposal Narrative to ensure that all required sections are completed. Failure to do so may result in the proposal being rejected as non-responsive.

A payment based on the final deliverable will be reserved until project completion. If awarded, NYSERDA may choose to negotiate the amount of such payment.

IV. PROPOSAL EVALUATION

Proposals that meet the solicitation requirements will be reviewed by a Scoring Committee and will be scored and ranked according to the following criteria, **listed in order of importance**. At NYSERDA's discretion, proposers may be requested to interview with all or part of the Scoring Committee to address any potential questions or clarifications outlined in the proposals. Proposers will be notified if they are requested to attend an interview. After the proposals are reviewed, NYSERDA will issue a letter to each proposer indicating the proposal evaluation results. A proposer receiving a favorable evaluation will be invited to enter into contract negotiations with NYSERDA. The proposer will be required to submit a detailed Statement of Work, schedule, and budget as part of Attachment A, and may also be asked to address specific questions or recommendations of the Scoring Committee prior to any contract award.

Requirements

A negative response to any one of the questions below may cause the proposal to be rejected or significantly reduce the score of a proposal.

- At least a 20% cost share is substantiated by documentation included in the proposal.
- The proposer is located in New York State (refer to Section II, Program Requirements).
- The proposal, and any supporting materials, documents that the identified Cleantech Accelerator team members have experience with the commercialization of clean energy enabling technologies.

Evaluation Criteria in Order of Importance

Implementation Strategy and Plan

- Does the proposed project define a clear and compelling value proposition and an executable strategy that will result in the identification and evaluation of promising research that can serve as the platform for clean energy technology business formation, and accelerate progress to the viability of any resulting business? Is there a demonstrated understanding and effective design of the process for establishing proof-of-concept, validating product/market fit and moving technologies toward commercialization?
- Will the proposed Cleantech Accelerator implement programs that are open to any qualified team or individual from any part of New York State or, if the team or individual is located outside of New York State, is there a requirement to demonstrate commitment to establish its principal place of business, manufacturing, or research and development in New York State?
- Does the timeline of program activities beginning with the marketing for submission of applications through to support and services to graduating teams or businesses represent a reasonable approach to support market validation and business formation?
- Is the financial support proposed to be provided to individual teams, broken down by direct financial support to the team and by the estimated dollar value of support provided directly to individual teams by a service provider, generally sufficient for the team to make progress in market validation and business formation?
- Is there a mechanism/process to timely exit teams which have no chance of becoming a successful business and document lessons learned, or to enable a pivot which will enable success?
- Does the Communications Strategy outline a clear set of tasks to develop the appropriate media to inform the market of the activities of the Cleantech Accelerator and active/graduated teams?
- Can the strategy be tested, measured, and adjusted with ease?

Management Structure, Team Qualifications, and Institutional Capabilities

- Does the Cleantech Accelerator management team have a proven track record in providing business formation support to start-up and early stage technology companies? How much of this track record involves clean energy-enabling technologies? Does the Cleantech Accelerator Director have sufficient management authority to operate an effective Cleantech Accelerator?
- Has the proposer clearly identified team members with credentials in entrepreneurship and technology commercialization? Do team members have demonstrated experience with business formation involving clean energy enabling technologies?
- For proposals that include the use of NYSERDA funds for follow-on funding in companies completing the Cleantech Accelerator program, do the team members responsible for managing the investments have demonstrated experience in raising investment capital for pre-seed and seed-stage businesses?
- Have gaps in the management team for the Cleantech Accelerator been identified? Is there a clear plan to successfully fill the gaps?

Business Formation and Growth

- Does the proposal accurately identify the challenges that technologists and entrepreneurs face during the very early stage of business formation with an emphasis on clean energy enabling technologies?

- For proposals that include the use of NYSERDA funds for follow-on funding in companies completing the Cleantech Accelerator program, is the proposed structure and business model of the investments likely to generate return on investment to investors and provide the support and resources to entrepreneurs that is needed for them to succeed?

Measure of Success and Expected Outcomes

- Are the expected outcomes challenging but realistic?
- Is there an effective plan to accurately measure progress towards the expected outcomes?
- Based on a review of the proposal, how likely is it that the proposed work plan, as implemented by the proposing team, will result in the expected performance targets?

Financial Management

- Does the cash flow projection table present a cost sharing commitment greater than or equal to 20% of the total NYSERDA)?
- Does the Financial Plan present a clear and realistic budget allocation that is necessary to achieve the goals and objectives of the Cleantech Accelerator program?
- For proposals that include the use of NYSERDA funds for follow-on funding in companies completing the Cleantech Accelerator program, is the requested amount less than or equal to \$3 million? Is there a clear plan to leverage the NYSERDA funds to attract co-investment (\$2 of private capital for every \$1 of NYSERDA funds) from private investors for each deal?

Performance Payment Plan

- How meaningful and impactful are the proposed milestones? How aligned with client success is the proposed milestone payment plan?
- Do the proposed program targets and payment plan demonstrate an appropriate level of risk sharing regarding Cleantech Accelerator operation? Are deliverables tangible? Do they represent progress towards program goals? Do they reward real outcomes?

Project Benefits

- How significant are the economic and environmental benefits from the project, in the form of subsequent leveraged investment, new product commercialization, and job creation by Cleantech Accelerator teams and graduates?
- Will the proposed project effectively leverage NYSERDA's investment by attracting additional funding and support from other sponsors? Are there existing or future commitments or interest from other sponsors for the proposed project?

Other Considerations

NYSERDA reserves the right to accept or reject proposals – or adjust award amounts – based on the following factor(s):

- Duplication of other proposed or awarded projects.
- The degree to which the proposed project directly addresses NYSERDA's mission and strategic goals.
- The degree to which there is industry involvement and demonstrated ability to commercialize energy or related technologies.
- The degree to which the applicant has the resources (human and financial) to be able to complete the project.

- Track record and previous performance of proposer(s).

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 (<https://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 <https://online.ogs.ny.gov/legal/lobbyinglawfaq/default.aspx>. Proposers are required to answer questions during proposal submission, which will include making required certification under the State Finance Law and to disclose any Prior Findings of Non-Responsibility (this 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 (available at <http://www.tax.ny.gov/pdf/publications/sales/pub223.pdf>).

Contract Award

NYSERDA anticipates making one or more awards under this solicitation. NYSERDA anticipates a contract duration of five years with a one-year option, unless NYSERDA management determines a different structure is more efficient based upon proposals received. A contract may be awarded based on initial applications without discussion, or following limited discussion or negotiations pertaining to the Statement of Work. Each proposal 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 may at its discretion elect to extend and/or add funds to any project funded through this solicitation. 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 checklist questions. 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 eight 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.

Accessibility Requirements

If awardees from this solicitation will be posting anything on the web, or if the awardee will produce a final report that NYSERDA will post to the web, the following language must be included. NYSERDA requires contractors producing content intended to be posted to the Web to adhere to New York State's Accessibility Policy. This includes, but is not limited to, deliverables such as: documents (PDF, Microsoft Word, Microsoft Excel, etc.), audio (.mp3, .wav, etc.), video (.mp4, .mpg, .avi, etc.), graphics (.jpg, .png, etc.), web pages (.html, .aspx, etc.), and other multimedia and streaming media content. For more information, see NYSERDA's Accessibility Requirements (available at <https://www.nyserda.ny.gov/-/media/Files/About/Style-Guide/ADA-Accessibility-Requirements.pdf>).

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. NYSERDA reserves the right to disqualify proposers based upon the results of a background check into publicly available information and the presence of a material possibility of any reputational or legal risk in making of the award.

Reporting

If awarded under this PON, the contractor will be required to submit to NYSERDA's Project Manager on a biannual basis, the following metrics for the Cleantech Accelerator's client companies and graduates for at least four years after their graduation date:

- Private investment raised
- Project finance capital secured
- Grants awarded
- Strategic partnerships executed
- Revenue generated
- New products commercialized
- Jobs created/retained
- Liquidity events realized

All metrics shall be documented, certified, and published to the best of the contractor's ability, in a manner which does not present any competitive harm to the Cleantech Accelerator's client companies and graduates. Reporting shall commence the first calendar quarter after the contract is executed. Reports shall be submitted 30 days after the previous reporting period.

NYSERDA may decline to contract with awardees that are delinquent with respect to metrics reporting for any previous or active NYSERDA 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.

Vendor Assurance of No Conflict of Interest or Detrimental Effect

The proposer shall disclose any existing or contemplated relationship with any other person or entity, including any known relationships with any member, shareholders of 5% or more, parent, subsidiary, or affiliated firm, which would constitute an actual or potential conflict of interest or appearance of impropriety, relating to other clients/customers of the proposer or former officers and employees of NYSERDA, in connection with proposer's rendering services as proposed. If

a conflict does or might exist, please describe how your company would eliminate or prevent it. Indicate what procedures will be followed to detect, notify NYSERDA of, and resolve any such conflicts.

The proposer must disclose whether it, or any of its members, or, to the best of its knowledge, shareholders of 5% or more, parents, affiliates, or subsidiaries, have been the subject of any investigation or disciplinary action by the New York State Commission on Public Integrity or its predecessor State entities (collectively, "Commission"), and if so, a brief description must be included indicating how any matter before the Commission was resolved or whether it remains unresolved.

Public Officers Law

For any resulting awards, the Contractor and its subcontractors shall not engage any person who is, or has been at any time, in the employ of the State to perform services in violation of the provisions of the New York Public Officers Law, other laws applicable to the service of State employees, and the rules, regulations, opinions, guidelines or policies promulgated or issued by the New York State Joint Commission on Public Ethics, or its predecessors (collectively, the "Ethics Requirements"). Proposers are reminded of the following Public Officers Law provision: contractors, consultants, vendors, and subcontractors may hire former NYSERDA employees. However, as a general rule and in accordance with New York Public Officers Law, former employees of NYSERDA may neither appear nor practice before NYSERDA, nor receive compensation for services rendered on a matter before NYSERDA, for a period of two years following their separation from NYSERDA service. In addition, former NYSERDA employees are subject to a "lifetime bar" from appearing before any state agency or authority or receiving compensation for services regarding any transaction in which they personally participated or which was under their active consideration during their tenure with NYSERDA.

Any awardee will be required to certify that all of its employees, as well as employees of any subcontractor, whose subcontract is valued at \$100,000 or more who are former employees of the State and who are assigned to perform services under the resulting contract, shall be assigned in accordance with all Ethics Requirements. During the term of any agreement, no person who is employed by the contractor or its subcontractors and who is disqualified from providing services under the contract pursuant to any Ethics Requirements may share in any net revenues of the contractor or its subcontractors derived from the contract. NYSERDA may request that contractors provide it with whatever information the State deems appropriate about each such person's engagement, work cooperatively with the State to solicit advice from the New York State Joint Commission on Public Ethics, and, if deemed appropriate by the State, instruct any such person to seek the opinion of the New York State Joint Commission on Public Ethics. NYSERDA shall have the right to withdraw or withhold approval of any subcontractor if utilizing such subcontractor for any work performed would be in conflict with any of the Ethics Requirements. NYSERDA shall have the right to terminate any contract at any time if any work performed is in conflict with any of the Ethics Requirements.

VI. ATTACHMENTS

The following attachments are required for each submitted proposal to be considered complete:

- Attachment A - Proposal Narrative
- Attachment B - Mission Model Canvas
- Attachment C - Sample Agreement