PROPOSAL SUBMISSION PACKAGE

(Cover Letter)

Public-Private Partnership for

UTHS Energy and Utility Services

Located in:

Memphis, Tennessee

SBC NUMBER: 540/013-02-2026

The UNIVERSITY OF TENNESSEE

Any blank spaces may cause Proposal to be unacceptable and rejected.

Proposer Identification: _____

Proposer Name: _____

Address: _____

PROPOSER NAME: <Name>	
SECTION A: **MANDATORY REQUIREMENTS** Owner Evaluation for Each Requirement: Pass or Fail	**Proposal Page Number** (By Proposer**)**
A.1 Provide a completed Certification Statement, in the format provided herein.	
A.2 Identify Proposer's primary contact person including mailing address, telephone number, and e-mail address.	
A.3 Describe Proposer's form of business (e.g., corporation, partnership, limited liability company) and the U.S. state in which it is established.	
A.4 Provide a statement of whether there have been mergers, acquisitions, or sales of Proposer within the last five years, and if so, an explanation providing relevant details.	
A.5 Provide a statement that discloses pending litigation against Proposer. The Owner reserves the right to request an opinion of Proposer's counsel as to whether pending litigation will impair performance in a contract under this RFP.	
A.6 Provide a statement declaring whether, in the last ten years, the Proposer has filed, or had filed against it, bankruptcy or insolvency proceeding, whether voluntary or involuntary, or undergone the appointment of a receiver, trustee, or assignee for the benefit of creditors, and if so, an explanation providing relevant details.	
A.7 Provide a letter(s) from an insurance and/or surety agency stating Proposer's capability to provide insurance and bonding for the project in accordance with the requirements as outlined in the RFP.	
A.8 Provide a statement, based upon reasonable inquiry, of whether the Proposer or any individual who shall perform work under the lease has a possible conflict of interest (e.g., employment by the University of Tennessee) and, if so, the nature of that conflict. NOTE: Any questions of conflict of interest shall be solely within the discretion of the University, and the University reserves the right to cancel any award.	
A.9 Provide a completed Financial Interested Parties, in the format provided herein.	

A.10 Provide contact information for at least two (2) references who can certify that Proposer has significant experience delivering complex multi-asset projects on-time and on-budget.	
A.11 Provide Executive Summary explaining the anticipated partnership structure that the Proposer is offering and believes will best accommodate the University's goals. Clearly identify the assets that are included as part of the proposal. The executive summary should also include the primary point of contact for the RFP process with a telephone number and email address.	

CERTIFICATION STATEMENT (In response to Section A.1.)

The Proposer hereby acknowledges, attests, certifies, warrants, and assures that:

1. The Proposer will comply with all the provisions and requirements of the RFP
2. The information detailed in the proposal submitted herewith in response to the subject RFP is truthful, accurate, and complete.
3. The Proposer will comply with:
    a. the laws of the State of Tennessee;
    b. Title VI of the federal Civil Rights Act of 1964;
    c. Title IX of the federal Education Amendments Act of 1972;
    d. the Equal Employment Opportunity Act and the regulations issued there under by the federal government; and,
    e. the Americans with Disabilities Act of 1990 and the regulations issued there under by the federal government.
    f. the condition that the submitted proposal was independently arrived at, without collusion, under penalty of perjury;
    g. the condition that no amount shall be paid directly or indirectly to an employee or official of the State of Tennessee as wages, compensation, or gifts in exchange for acting as an officer, agent, employee, subcontractor, or consultant to the Proposer in connection with the Procurement under this RFP; and,
    h. the condition that in compliance with the Iran Divestment Act the Proposer is not on the list created pursuant to Tennessee Code Annotated (TCA) § 12-12-106 and shall not utilize a subcontractor on that list.
    i. in compliance with TCA § 12-4-119, Proposer currently engaged in a boycott of Israel or who intend to engage in a boycott of Israel should not bid.
    j. and attests that they are not a foreign adversary company within the meaning of Pub. Ch. 768 (2026) and that the Respondent is not knowingly selling an information and communications technology final product or service within the meaning of Pub. Ch. 768 (2026).
4. To the knowledge of the undersigned, the information detailed within the proposal submitted in response to the RFP is accurate.
5. The person who signs this certification on behalf of the Proposer is legally empowered to bind the Proposer to the provisions of this RFP and a resulting contract. If the signatory is not the Proposer (if an individual) or the Proposer's company President or Chief Executive Officer, this document must attach evidence showing the individual's authority to bind the proposing entity.
6. The Proposer acknowledges receipt of Addendum:

    Addendum number(s) and date(s): _____

Proposer Legal Entity Name: _____

Signature: _____ DATE: _____

Printed Name and Title: _____

END OF CERTIFICATION STATEMENT

FINANCIAL INTERESTED PARTIES: AS REQUIRED BY T.C.A. SECTION 12-2-114, THE NAMES OF ANY AND ALL PERSONS FINANCIALLY INTERESTED IN THE LEASE ARE AS FOLLOWS:

NAME: _____

TELEPHONE NUMBER: _____

ADDRESS: _____

NAME: _____

TELEPHONE NUMBER: _____

ADDRESS: _____

NAME: _____

TELEPHONE NUMBER: _____

ADDRESS: _____

NAME: _____

TELEPHONE NUMBER: _____

ADDRESS: _____

NAME: _____

TELEPHONE NUMBER: _____

ADDRESS: _____

PROPOSER NAME: <Name>	
STEP 1 - SECTION B: **QUALIFICATIONS AND EXPERIENCE**	**Proposal Page Number** (By Proposer**)**
B.1 Provide summary information of no more than 3-5 projects showing direct experience undertaking utility infrastructure projects of this type and magnitude in designing and constructing for higher education, healthcare, or other related institutions. This summary should additionally include the project financing approach, the cost history of the project in meeting construction budget, operating budget, funding strategy, debt coverage and delivery dates and where they differed from the pre-construction project pro forma. • Reference projects should demonstrate an ability to provide customized solutions based on client needs. • Referenced projects should clearly articulate how the solutions delivered met each project's goals (financial and/or non-financial). • Referenced projects are relevant to UTHS's current condition (aging infrastructure and reliability challenges). • Personnel identified for this initiative in Section B.3 have direct experience in relevant projects. 150 points	
B.2 Provide overview of Proposing Teams roles and organization for this initiative. Each entity should provide its legal status, address, full names of the officers, their addresses, credit references, and brief firm histories. Each entity should provide no more than one page. If the entity is a joint venture or partnership, provide the above information for each partner. In the case of multiple firms teaming up to respond to the proposal, identify the lead firm. 100 points	

B.3 Provide resumes of no more than one page for each key principle personnel and provide a condensed resume for secondary personnel who will be integral to the project. Include a general description of the proposed staffing plan, including the names and titles of key senior-level staff assigned to lead the Project, their roles and responsibilities. Any use of Subcontractors should be clearly identified from roles which the Proposer would have in-house. Provide a list of proposed primary subcontractors (e.g., Architect, Engineer, and General Contractor) and experience of their firms with projects similar in size and scope to the Project. Where possible, provide multiple options or alternative primary subcontractor firms. Organizational chart with names and titles of key participants should be provided. 150 points	
B.4 Provide information as an appendix to the proposal showing proposer ability to access to capital – either internally or in partnership with equity investors or lenders – in excess of what is anticipated to be required for the project. • Evidence of the Proposer entity's financial condition and a statement detailing the different methods of financing the Proposer can deliver, including, but not limited to, equity, private debt, and other financing options should be shown per financial statements submitted per Section 3.10(v) which indicate a sufficient balance sheet to reach financial close. 100 points	
B.5 Provide Proposer's direct experience operating and maintaining complex campus multi-building utility systems. Reference projects should highlight KPIs that are targeted to project goals, and the operating firm should provide evidence of sustained KPI performance over multi-year periods. • Describe the background and experience of the entity and its principals in undertaking long-term partnerships for utility services of this type and magnitude, including brief descriptions of 3-5 similar ongoing engagements. • Provide a statement regarding each example engagement's goals and how the Proposer addressed them in the partnership. This description should additionally highlight KPIs governing the engagement and performance levels achieved. 100 points	

B.6 Provide an anticipated project approach narrative, which demonstrates an understanding of UTHS's core objectives: • Show the Proposer's hypothesis for optimizing the University's existing thermal loops to increase efficiency and reliability across as much of campus as possible, while balancing return on investment? What buildings should be included/added to existing loops, and where might the creation of a new regional plant make the most sense? • What innovative technologies would you consider for the plants and distribution in order to align with the vision and guiding principles? • How will Proposer's operations and maintenance capabilities increase efficiency, performance reliability, and resiliency of the campus system, whether included in the Project's capital improvements or not? Please discuss supply and demand optimization, predictive or preventative maintenance, measurement and verification programs, KPI management, etc. • How will the Proposer transition UTHS from the institution's in-house team to third-party operations and maintenance? What lessons learned or best practices will the Proposer bring to bear? 200 points	

B.7 Provide a Financing Approach narrative, which thoughtfully considered UTHS's goals and approach cited in B.6: • Excellent value for cost and budget predictability within an availability payment structure. • Include a narrative which identifies likely financing sources with indicative cost of capital ranges and describes how the proposed and/or alternative structure(s) protect UTHS credit and balance sheet. • Specify all assumptions about use of taxable and/or tax-exempt debt, and/or equity; cost of capital; expectation of Proposer's return on investment; and interim and permanent financing options available. • Provide a description of the organizational structure necessary to implement the proposed financing structure. If Proposer is willing to pursue alternative financing structures, provide a high-level narrative description of any alternative proposed financing structure(s). • Specify all assumptions about use of taxable and/or tax-exempt debt, and/or equity; cost of capital; expectation of Proposer's return on investment; and interim and permanent financing options available. • Provide a description of the organizational structure necessary to implement each alternative proposed financing structure and state the benefits and/or disadvantages of the alternative financing structure versus the proposed financing structure. 200 points	
Section B: 1,000 points	

PROPOSER NAME: <Name>	
STEP 2 SECTION C: DETAILED PROJECT CONCEPT, BUDGET, AND OPERATING PLAN	**Proposal Page Number** (By Proposer**)**
C.1 Provide a list of the assets and equipment included in the Proposed Project Concept showing rudimentary line diagrams for inter-building connections. • The concept should demonstrate the optimization logic for thermal loop consolidation and/or expansion aligned with UTHS needs. • To the extent innovative approaches or technologies are included, they should clearly be tied to achieving UTHS's strategic goals. 125 points	
C.2 Provide a preliminary schedule for the Project concept that outlines key design and construction milestones. The schedule should take into account Proposer's phasing logic which achieves results quickly without compromising long-term optimization. Note that the project schedule will ultimately be refined in collaboration with the University to reflect required University and state-level reviews and approvals of project design and legal agreements. 125 points	
C.3 Provide an approximate, rough order of magnitude construction cost including a breakdown by major system or component. ROM cost assumptions should be clearly stated and provide summary methodologies for deriving estimates. All costs shown should reflect the ability to drive efficiency. 125 points	

C.4 Describe how the Proposer would approach operations and maintenance for both the new assets and equipment including: • Proposed project and legacy UTHS assets and equipment • Proposed preferred technologies for monitoring and optimization strategies. • Typical maintenance management • Identify all optimizations • Outline staffing assumptions for all roles including counts for FTE and management structure. Include staffing models that support recruitment, retention, and development of specialized energy talent. • Outline ongoing costs • Highlight any other key considerations • Describe performance metrics this partnership is intended to support showing measurable, competitive, and alignment with UTHS's reliability and efficiency goals. 125 points	
For Financial Proposal the University understands that without a defined project scope, Proposers cannot provide exact cost estimates and fees. Instead, this is meant as an indicative structure for future pricing and negotiations.	
C.5 Provide a Financial Proposal showing the likely framework for financing and compensation which meet the UTHS goals and efficiencies. For each source provide: • The proportion of project costs to be funded with the source • The likely term (or range) • The approximate cost of capital (or range) • May be expressed more generally given the dynamic interest rate environment, e.g., as an "Index plus a Spread" or other estimate • Any other considerations, implications, or requirements of the financing source The financial proposal should show the alignment between Proposer's financial returns and UTHS long-term value. 100 points	

C.6 Describe the proposed compensation structure. The university desires a comprehensive understanding of all payments to the Proposer under the proposed structure. For all forms of university compensation to the Proposer, please describe how the fee will be calculated (incl. estimated percentage) and whether the fee would be subject to penalties or incentives. Please address, at minimum:
• Construction-Related Fees
  ○ Project Development Fees
  ○ Financing Fees
  ○ Design Engineering Fees
  ○ Construction Management & Project Administration
  ○ System Commissioning
  ○ Initial Training Fees
  ○ Overhead & Profit Fees
• Future UTHS Recurring Payments
  ○ Fixed Fees
  ○ Operating & Maintenance Costs
  ○ Pass-Through Expenses
  ○ Other components of a recurring payment
  ○ Any other fees or compensation methods anticipated
 	
150 points	

C.7 Describe how the proposed financing sources and structures can achieve the project goals while minimizing impact to UTHS's balance sheet and optimizing cost of capital. Identify impacts to potential buy-out or termination provisions under potential Project Agreements. 100 points	
C.8 Provide a proposed form of agreement or term sheet for the PDA, specifying approach to risk sharing in the pre-development period. Include proposed (draft) key performance indicators (KPIs) and the structure of major terms. Specific values and data points are not required (to be determined in the negotiations phase), but the Proposer should share a thorough framework of proposed PDA. Proposed terms may not contradict University or State of Tennessee key terms specified in this RFP. Please note that advancement of a Proposer to the BAFO stage or selection following BAFO does not indicate University acceptance of any specific PDA terms, as these will be fully negotiated following final selection of a proposer. 150 points	
Section C: 1,000 points	

PROPOSER NAME: <Name>	
STEP 3a and 3b SECTION D: BEST AND FINAL OFFER (BAFO)	**Proposal Page Number** (By Proposer**)**
D.1 Provide final proposal for the design, development, financing, and operations capability and experience of the proposing team. 200 points	
D.2 Provide final proposal for the project concept, preliminary design, and operating approach that meet the goals outlined in this RFP. 300 points	
D.3 Provide final proposal for the proposed business terms, including holistic value to UTHS. 300 points	
D.4 Provide final proposal showing the Proposer's ability to fund the Project. 100 points	
D.5 Provide final proposal showing quality of anticipated relationship between the Proposer and the University over the term of the agreements. 100 points	
Section D: 1,000 points	

END