PUBLIC PRIVATE PARTNERSHIP ADDENDUM 1

October 30, 2026

REQUEST FOR PROPOSALS

UTHS Energy and Utility Services P3

University of Tennessee
SBC No. 540/013-02-2026

This Addendum forms a part of the Requests for Proposals (RFP) and modifies the original document dated September 16, 2026. The item listed below shall supersede the previous information issued in the RFP. The Proposer shall acknowledge receipt of this Addendum in the space provided on the Certification Statement located in Exhibit 1. Failure to do so may subject the Proposer to disqualification.

Request for Proposals

Item 1.1 1.0 Introduction

A. Item 1.1 Statement of Procurement Purpose

Delete item 1.1.ii and replace with the following:
ii. In Step 2, Proposers will be asked to provide a more detailed project concept, budget, and operating plan. Following evaluation of Step 2 proposals, the University may further down select with negotiations of not more **than 3 teams**.

Item 1.2 2.0 RFP Communications

A. Item 2.6 Proposal Deadline

Delete paragraph and replace with the following:

A Proposer must ensure that the University receives a proposal no later than the Proposal Deadline time and date detailed in the RFP Section 6, Schedule of Events. The proposal must respond, as required, to this RFP (including its attachments), as may be amended. The University will not accept late proposals, and a Proposer's failure to submit a proposal before the deadline will result in disqualification of the proposal. Proposals must be delivered electronically in accordance with Section 3.1.ii. It is the Proposer's responsibility to ensure that its proposal is submitted in sufficient time to arrive at The Department of Capital Projects by the submission deadline. The Proposal Deadline is set forth in Section 6, Schedule of Events

Item 1.3 3.0 Proposal Requirements

A. Item 3.1 Proposal Contents

Delete item3.1.iv. and replace with the following:

No portion of a proposal may be submitted orally or transmitted electronically through any channel other than the designated Teams folder.

B. Item 3.1. Proposal Contents

Delete item 3.1.viii and replace with the following:

Invited proposers must submit Step 2 a single digital file copy in a searchable PDF format. The digital file should not exceed 20 MB and should be named using the following format: "<<Proposer Name>> Step 2 P3 UTHS Energy Infrastructure <<SBC Number>>". RFP Coordinator will provide upload instructions to those invited proposers. Appendices can be included in Microsoft Word or Microsoft Excel format to provide additional supporting information relevant to submission. There are no file size limitations for this step.

C. Item 3.1. Proposal Contents

Delete item 3.1.x and replace with the following:
Invited proposers must submit Step 3a and subsequently 3b separately in a single digital file copy in a searchable PDF format. The digital file should not exceed 20 MB and should be named using the following format: "<<Proposer Name>> Step 3(a or b) P3 UTHS Energy Infrastructure <<SBC Number>>". Submission should be uploaded to each Proposers designated Teams link. Appendices can be included in Microsoft Word or Microsoft Excel format to provide additional supporting information relevant to submission. There are no file size limitations for this step.

D. Item 3.3 Proposal Requirements

Delete item 3.3.i and replace with the following:

The Cover Letter (page 1 Exhibit 1), which will be considered an integral part of the proposal, must be signed by an individual who is authorized to bind the Proposer contractually and must certify that all statements in the proposal are true and correct. The letter must indicate the title or position that the individual holds in the firm.

E. Item 3.3 Proposal Requirements

Delete item 3.3.vi and replace with the following:

The Technical Proposal shall not exceed 60 pages (excluding cover letter, Section A Table of Contents (TOC) page (RFP pg. 2 and 3) if used for page numbering, Step 1 Section B TOC page (RFP pages 6-13), section divider pages if included (no pictures or text), and appendix for B.4). Pages or sheets with print on both sides will be counted as two pages. Hyperlinks and QR Codes should not be included in any proposal. All pertinent information should be clearly and concisely documented within the 60 pages allowed.

Item 1.4 Not Used

Item 1.5 6.0 Schedule of Events

Delete item 6.0 Schedule of Events and replace with revised 6.0 Schedule of Events attached to this Addendum.

Item 1.6 Exhibit 1 Proposal Submission Package

Delete Exhibit 1 Proposal Submission Package and replace with revised Exhibit 1 Proposal Submission Package attached to this Addendum.

2.0 Requests for Clarification and Responses

Item 2.1 Procurement Process & Submission Requirements

A. How far in advance of each BAFO workshop will UTHS provide agendas? Will written direction be issued after each workshop?
    - Agendas and written directions of the BAFO workshops will be provided in a timely manner to provide appropriate guidance.
B. Item A.7 asks for a letter stating the Proposer's capability to provide insurance and bonding "in accordance with the requirements as outlined in the RFP." Section 3.10.xii states insurance limits, but the RFP states no bonding requirement. Please state what bonding the letter should address, either by type of bond and amount or as general bonding capacity. Please also confirm that the bonding letter may be issued by the surety of the Proposer's design-builder or construction manager, with the insurance letter issued by the Proposer's broker.
    - Payment & performance bonds are required for all construction done on state property. Proposers should address general bonding capacity and confirmation may be provided by any appropriate team member or broker.
C. Section B1 & Section B5 appear to overlap. Can we combine sections B1 & B5?
    - B1 is more so asking for experience with utility infrastructure projects and the design and construction of technical solutions. B5 is asking for specific O&M experience.
D. Please confirm if Certification Statement 5 only needs to be signed by Equity Team members, or if it is also required from the Design-Build Contractor and/or Operator.
    - Just the Equity Team member who has signatory capability
E. Will the University share the pre-proposal conference and site tour materials, including slides, maps, attendee list, and any recording, with teams that submit a Notice of Intent but cannot attend in person or by Zoom?
    - This has been posted to the Department of Capital Projects website.

Item 2.2 Evaluation, Award, & Terms

A. Please clarify the basis for final selection and award, including the relative consideration of net present value, technical solution, operating performance, risk transfer, and financial structure. If a BAFO process is anticipated, please describe how BAFO submissions will be evaluated without encouraging changes that could undermine the proposed risk allocation or long-term performance commitments.
    - The RFP outlines evaluation criteria. See Section 4 and Exhibit 1.
B. Please clarify the evaluation criteria, scoring methodology, and relative weighting the committee will use to evaluate Step 1 proposals.
    - The RFP outlines evaluation criteria. See Section 4 and Exhibit 1.
C. Please provide the university's preliminary risk-allocation framework or risk matrix, identifying the risks expected to be retained by the university, transferred to the private partner, or shared.
    - UT Health Sciences expects the selected partner to assume meaningful responsibility for operating performance and other risks that are within the partner's control. The allocation of other risks, including those associated with existing conditions, scope development, financing, construction, lifecycle performance, and changes outside the partner's control, will be refined collaboratively during the PDA and reflected in the Project Agreement.
D. Please clarify the process for establishing baseline asset condition and allocating responsibility for latent defects, deferred maintenance, and performance of legacy assets that are not replaced as part of the Project.
    - Will be established collaboratively with the University under a PDA.
E. How will responsibility be allocated for latent defects, unknown conditions, environmental matters, pre-existing code deficiencies, and deferred maintenance?

- Risk allocation will be negotiated with the selected partner in the Pre-Development Agreement and other project agreements, recognizing that treatment of existing systems and equipment may require different terms than new systems and equipment.

F. Please clarify how changes in campus load, utility rates, laws, regulations, University requirements, or future campus development will be addressed through the commercial and risk-allocation framework.
    - These terms will be developed through the BAFO and pre-development negotiations process.

G. Please clarify which matters UTHS expects to be resolved in the BAFO and which will be finalized during the PDA and investment-grade energy audit.
    - The BAFO will establish key terms, baseline conceptual scope, and risk-sharing framework for PDA period. Changes from BAFO will need to be justified. Substantial partnership and concept development will happen post-BAFO.

H. Please clarify the scope, timing, and commercial terms of the investment-grade energy audit and Pre-Development Agreement, including responsibility for audit costs and treatment of those costs if the Project does not proceed to financial close.
    - UT Health Sciences assumes that a selected partner will want to carry out its own due diligence, including an energy audit, in order to refine project scope and ultimately secure financing. The details of this effort will be determined with the selected partner and risk sharing will be negotiated under a Pre-Development Agreement.

I. For Step 3a and Step 3b, what level of design development and pricing certainty is expected, and which technical or commercial elements will be considered binding rather than subject to the PDA, investment-grade energy audit, and final documentation?
    - Design and pricing in the BAFO phase are intended to be indicative, recognizing that substantial due diligence will remain post-BAFO. BAFO should focus on establishing a baseline conceptual scope, key terms, and risk sharing framework.

J. What evidence of debt and equity funding is required at Step 3a and Step 3b?
    - UT Health Sciences expects Proposers to demonstrate that they have the financial capacity and a credible approach to funding the anticipated capital investment. Specific committed debt or equity financing is not required during the solicitation process. The level of financing detail and evidence required will increase as the procurement advances and the project scope and commercial structure become more defined.

Item 2.3 Financial Structure & Affordability

A. What accounting standards, rating-agency criteria, and legal analyses will UTHS use to determine whether a proposed structure constitutes direct debt?
    - The University operates under GASB accounting standards. The Tennessee State School Bond Authority, Attorney General's Office, and appropriate bond counsel will carry out this analysis.

B. Please clarify the anticipated source of credit support for the University’s availability-payment obligations.
    - The University expects its availability-payment obligations to be contractual obligations of the University of Tennessee. The University does not anticipate a State guarantee or pledge of the full faith and credit of the State of Tennessee. The specific payment-security structure, including any reserves, covenants, or other credit-support mechanisms, will be developed as part of the proposed financing structure and negotiated with the selected partner.

C. Please clarify the proposed payment security and credit-support structure, including any requirements for reserve accounts, debt-service coverage, guarantees, or other credit enhancement.

- The University will not approve any proposal that the University believes in its sole discretion will result in the Project financing being considered direct debt of the University by any national rating agency currently rating University or State debt.

D. Section 5.4 states that the University will not approve a proposal that it believes will result in the Project financing "being considered direct debt of the University by any national rating agency currently rating University or State debt." Please state: (a) Which agencies the University regards as meeting that description. (b) Whether the test is limited to treatment as direct debt, or also covers an agency's analytical adjustment that adds a payment obligation to the University's debt or debt-like obligations. (c) Whether the University would count an availability payment, or its capital component, against its debt capacity under the Tennessee State School Bond Authority's debt management policy, in applying Section 5.6.iii. (d) Whether the University intends to seek an agency's or its auditors' view of the selected structure before approval, and at which Step.
    - a) National rating agencies would include S&P, Moody's, and Fitch. b) UT Health Sciences acknowledges that agencies' analytical adjustments may differ from the actual treatment of a payment obligation. c) UT Health Sciences does not believe at this time that an availability payment structure conflicts with applicable debt management policies but will involve the Attorney General's office and appropriate counsel throughout negotiations to ensure regulatory compliance. d) UT Health Sciences will seek input from the Attorney General's Office during BAFO in order to ensure proposed structures do not violate applicable regulations.

E. Please confirm whether the State of Tennessee will guarantee the payment obligations of UTHS with respect to the Availability Payment.
    - UT Health Sciences is a campus of the University of Tennessee System and is therefore an instrumentality of the State. The University expects that it will be contractually obligated to make availability payments over the term of the partnership. However, the University cannot pledge the full faith and credit of the State toward making availability payments under this partnership.

F. Please identify any requirements or preferences regarding financing structure, including tax-exempt financing, the use of a qualified nonprofit owner/borrower, and any limitations related to private-use or procurement requirements.
    - Applicable limitations are described in the RFP. The University is open to the use of tax-exempt financing through a nonprofit owner/borrower.

G. Please confirm whether a conduit issuer such as the Tennessee State School Bond Authority could support tax-exempt financing within the availability payment structure, and any related preferences.
    - The University will not approve any proposal that includes state general obligation debt issued by the TSSBA. Project-based tax-exempt debt has been successfully issued for P3 projects by multiple conduit issuers in Tennessee, including the Health, Education, and Housing Facility Boards of various counties.

H. Please confirm that the University is not interested in a monetization payment through a concession type arrangement.
    - Correct, the University is not interested in pure monetization of energy assets.

I. Section 5.3(iii) notes interest in upfront capital consideration only if available at a competitive cost of capital. Please confirm whether the University has a target or ceiling for such consideration, or whether Proposers should present it as an option with tradeoffs. At the pre-bid meeting, UTHS indicated that a monetization was not a key driver for this process. Please confirm if this is still the case.
    - The University is not interested in pure monetization of energy assets. Due to the exigent conditions of central plant systems, the University had to make emergency investments in new equipment before this partnership could be established. While unlikely, the University would be interested in receiving an upfront payment for these new assets if it would not result in a higher cost of capital to the University. For reference, Tennessee State School Bond Authority general obligation debt is AA+ rated.

In August 2026, TSSBA issued $154.5M in tax-exempt bonds at 4.338% all-in TIC. Monetization is not a key driver, but accessing alternative capital is a key driver.

J. Does UTHS have an estimated initial capital requirement, affordability range, target availability payment, or planning budget? Please provide the underlying assumptions.
    - UT Health Sciences is not providing a specific capital requirement, affordability range, target availability payment, or planning budget at this stage. The University is confident that the anticipated program is of sufficient scale to support the contemplated progressive P3 approach. Additional scope and sizing information will be developed as the procurement advances, with the final capital program, payment structure, and affordability parameters to be refined collaboratively during the PDA.

K. Please clarify the anticipated payment mechanism for the P3, including whether the university is considering a fixed availability payment covering design, construction, financing, operations, maintenance, lifecycle renewal, and asset management over the contract term.
    - The Project will be expected to optimize the total cost of providing utility services on campus. The University anticipates that it will pay for utility services through an availability payment-like structure that breaks down operating costs and capital repayment costs.

L. Please state the revenue source from which the University expects to make the availability payment-like payments described in Section 5.4. Please also state whether the payment obligation would be subject to annual appropriation or to the availability of funds, and whether the University expects to contribute any capital at financial close.
    - The University expects availability payment-like obligations to be funded through University resources available for utility and infrastructure costs. The specific payment source, appropriation treatment, and any University capital contribution at financial close will depend on the final commercial and financing structure and will be developed through the BAFO and pre-development process.

M. Please confirm whether the availability payment is expected to be fixed, indexed (for example to CPI), or adjusted against KPIs, and confirm that commodity costs remain fully with the University.
    - The availability payment is expected to be adjusted against KPIs. The University will continue to pay commodity costs.

Item 2.4 Legal, Ownership, & Contract Framework

A. For a multi-entity proposing team, please clarify: (i) which entities must provide financial statements; and (ii) whether the Financial Interested Parties disclosure must include the lead proposer, equity investors, lenders or lienholders, O&M provider, primary subcontractors, and any known future purchasers.
    - Financial statements should be provided by team members that are anticipated to be long-term partners under the structure. This would not include construction, design, consultants, or subcontractors, but may include O&M providers. Financial statements should be provided by Financially Interested Parties as defined in Q103.

B. Section 3.10.ii requires each Proposer's last three fiscal years of reviewed or audited statements. It adds that the proposal "must include the financial statements of relevant parties involved in this endeavor, but which would not include design, engineering, or consulting firms that will not ultimately enter into an agreement with the University System." Please clarify the following. (a) A Proposer may have been organized within the last three years while its ultimate parent has a three-year record. Will the University then accept the parent's statements for three years? (b) Section 3.10.ii states that the statements become public records. Where an owner or guarantor is privately held, will the University accept a letter from its independent auditor or a lending institution confirming its financial capacity in place of its full statements? Item B.4 refers to financial statements "submitted per Section 3.10(v)." Please confirm that the reference is to Section 3.10.ii.

- a) Yes b) Yes, the University is willing to consider alternative forms of assurance of a partners financial ability to perform during the term of the partnership. c) Yes

C. For the statement required by Tenn. Code Ann. 12-2-114, please clarify the following. (a) Where a Proposer's members include a private investment fund, should the statement list the fund and its manager, or also the fund's investors? (b) Must prospective lenders or investors not identified at Step 1 be listed, and may the statement be updated at later Steps? (c) The form provides five entries, and Exhibit 1 states that blank spaces may cause a proposal to be rejected. May unused entries be marked "N/A," and may pages be added where more than five parties are listed?
    - a) At this time, the statement should list the fund and its manager. The University reserves the right to seek greater detail at a later date to ensure compliance with state law. b) Prospective lenders or investors need not be finalized in Step 1, but Proposers should still demonstrate financial ability to execute the project. c) Yes.

D. What is included in a Financially Interested Party?
    - A Financially Interested Party is any entity that will have long-term ownership of the assets included in the Project.

E. Please clarify the intended ownership structure for existing and newly developed assets during the contract term and at expiration or early termination.
    - In this partnership, the University will maintain long-term ownership of the land. However, the University is open to structures in which it may or may not formally own the utility assets.

F. Please clarify the lifecycle reinvestment requirements, including responsibility for funding major maintenance, renewals, replacements, and technology refreshes throughout the contract term.
    - The partner will oversee an optimized lifecycle maintenance and reinvestment program for the assets in order to meet performance standards over time.

G. Please identify the anticipated legal counterparty to each Project Agreement and the specific approvals expected for the PDA, financing structure, leases, development agreement, and O&M/asset-management agreement.
    - The University of Tennessee, an instrumentality of the State of Tennessee, will lead negotiations and is the expected legal counterparty. The University will seek State approvals as required, including review and approval by the Attorney General's Office, the Tennessee State School Bond Authority, and the State Building Commission.

H. Please clarify UTHS's expectations for end-of-term asset condition, handback requirements, and any required condition assessments or reserve funding before expiration of the agreement.
    - The partnership will include a plan for expected useful life of Project assets, and the University will rely on the selected partner to meet or exceed the expected useful life. More specific terms related handback requirements, reserve funding, and required condition assessments will be negotiated.

I. Section 5.6 lists a Ground Lease or Equipment Lease among the anticipated agreements. Please confirm whether the University has a preference between the two, or whether the structure is open to Proposer proposal.
    - The structure is open to the Proposer but will be finalized in negotiation with the University to ensure alignment with the goals of the RFP.

Item 2.5 Project Scope, Phasing & Future Development

A. Please provide the current five- and ten-year capital plans, deferred-maintenance backlog, committed projects, budgets, priorities, and expected timing for assets potentially included in the Project.
    - UT Health Sciences will plan to share a draft campus master plan with firms down-selected for BAFO.

B. Please identify the capital projects affecting the plants, distribution and building systems in the anticipated scope that are approved or under way and that the University will complete outside the Project, with their scope and schedule, so that Proposers do not include them.
    - The College of Medicine Interdisciplinary Building (COMIB) is described in Exhibit 5 - see page 136 of the RFP materials for a preliminary schedule. The replacement of three boilers in the GEB has been described in Exhibit 2. UT Health Sciences recently bid out multiple boiler repairs (SBC Number 540/013-02-2025) but does not anticipate that this work will impact the Project. The University has received approval in July 2026 to select a designer for upgrades to multiple buildings control systems (SBC 540/013-01-2026). The project is currently in program verification phase. The current scope is to upgrade to mechanical control systems for 930 Madison and Wittenborg.

C. What utility and schedule information is available for COMIB and other planned development?
    - Preliminary schedule information (see page 136 of RFP materials) and other details for the COMIB is available in Exhibit 5.

D. How should proposers treat State-approved COMIB thermal-system funding in the P3 capital structure, and what amount is included for thermal infrastructure?
    - Funding for the COMIB thermal system is anticipated to be fully encompassed in the state-approved budget. It should not be considered part of the P3 capital structure.

E. Is the P3 partner expected to provide input on the preliminary COMIB plant design, equipment, capacity, redundancy, location, and proposed connections? If so, please provide advancing design documents, load calculations, cost estimates, schedule, and division of responsibilities.
    - The P3 partner will not be selected in time to provide input on preliminary COMIB plant design, as the preliminary schedule targets completion of design development by Q2 2027 at roughly the same time as the anticipated approval of the selected BAFO. Under a Pre-Development Agreement, the selected partner will have access to updated designs and schedules and may be able to influence final designs to the extent it does not adversely impact budget or schedule of the COMIB.

F. At the conference the University indicated that the COMIB's thermal systems are being designed within the COMIB project and its appropriation, and that their operation would form part of the Project. Please clarify the following. (a) Section 5.1 contemplates that the Project may include ownership of the COMIB's thermal infrastructure. Given that the systems are being designed and funded within the COMIB project, does ownership remain an option, or is the Project's role operation, maintenance, asset management and connection to the campus systems? If the Project's role is operation, when would it take over operation of the COMIB plant, and how would commissioning and warranty responsibilities pass to it? (b) Which basis should Proposers use? Section 5.1 gives an estimated cooling load of 1,000 tons at 300 SF per ton and a heating load of 5,500 MBH. Exhibit 5 gives approximately 900 tons at 305 square feet per ton. Section 5.3.iv directs Proposers to assume substantial completion on June 30, 2029. Exhibit 5 expects completion and occupancy in the fourth quarter of 2030, and the conference referred to December 2029. (c) Section 5.1 states that the building is being designed with low-temperature hot water systems, while Exhibit 5 states that "Both steam and hot water will be considered as the heating medium." Please confirm that Section 5.1 governs, and provide the design supply and return temperatures. (d) Exhibit 5 provides space in the COMIB heating plant for four more 3,000 MBh boilers, and in the cooling plant for four more 500-ton chillers. Is that space reserved for the COMIB's own future needs, or available to the Project to serve other buildings? (e) Which elements of the COMIB plant's mechanical, piping and controls design remain open, and by what date could the Project's requirements be reflected in them without affecting the COMIB schedule? (f) Exhibit 5 states that the COMIB plant will be sized to serve the existing adjacent Pharmacy Building and vivarium. Does the State funding approved in April 2026 for the COMIB's thermal utility systems cover those connections?
    - a) Ownership remains an option if the structure provides sufficient benefit but will be subject to negotiation. The Project's role should include operation, maintenance, asset management and connection to campus systems. Takeover of these assets would be

treated the same as other pre-existing thermal assets on campus. Regardless of who holds the warrantees, UT anticipates that the partner will help to manage and enforce them. b) Defer to Exhibit 5 for basis and completion. c) Section 5.1 reflects the University's current design direction that COMIB will utilize low-temperature hot water for building heating. Detailed design parameters, including final supply and return temperatures, are still being developed and will be shared as available as the COMIB design advances. d) The space for additional boilers and chillers identified in the program document may be considered available for the Project. e) See answer to Question 51. f) The current COMIB will not fund the additional capacity for the Pharmacy building and Vivarium.

G. For the COMIB, please confirm whether the State funding approved in April 2026 covers only the building's thermal utility systems, and whether the Proposer is expected to design and finance those systems or only to operate and maintain them.
    - State funding for the COMIB does cover the buildings thermal utility systems. Per the response to Q51 above, the Proposer will not have substantial ability to influence design of those systems. The Proposer should plan to operate and maintain them.

H. Please confirm the design entity of record for the COMIB and whether the Proposer would coordinate with an existing design team (Exhibit 5 references HOK and brg3s) or would lead the thermal design.
    - The Proposer should expect to coordinate with an existing design team at the COMIB.

I. The RFP notes that the timing of the 910/920 Madison demolition may be adjusted, and Exhibit 2 indicates a five- to ten-year timeframe for 920 Madison. What demolition timing and redevelopment assumptions should proposers use for Step 1 and Step 2, and which buildings must remain served by the Madison system?
    - For the purposes of responding to Step 1 and 2, Proposers may assume demolition of the 920 Madison building anytime between 2030 and 2035. UT Health Sciences will plan to share a draft campus master plan with firms down-selected for BAFO.

J. (a) Exhibit 4 describes the Madison Central Plant as three centrifugal chillers of roughly 4,000 tons. Exhibit 2 lists two 750-ton chillers at 920 Madison and notes that the hottest day needs three chillers. Please state the installed and operable chiller capacity of the Madison plant today, and how the cooling load is met on peak days. (b) Exhibit 2 describes a water-cooled chiller at 930 Madison that is "in the middle of being replaced." Please state the scope and status of that replacement, and whether it will be completed outside the Project. (c) Exhibit 2 notes a temporary steam boiler at the Vivarium, in place for about 18 months after the inside steam boiler failed. Is it still in service, and what does the University plan for it before the Project begins? (d) Exhibit 2's systems table describes steam boilers and chillers at the Regional Biocontainment Laboratory that do not appear on the heating and cooling equipment lists. Please provide their make, capacity and vintage.
    - a) Defer to Exhibit 2. b) The chiller replacement at 930 Madison is being completed outside of this Project. Additional information regarding the scope, status, and anticipated completion of that work will be provided as available during the solicitation process. c) The temporary steam boiler at the Vivarium is still in service. It may need to remain in service until this Project provides additional capacity. d) Regional Biocontainment Laboratory must be separate from other campus thermal systems due to the extremely sensitive nature of the work performed in the lab. These systems are reportedly operating well. Additional information may be provided at a later date

K. Section 5.3.iv states that the timing of the demolition of the 910/920 Madison buildings may be adjusted to optimize the Project. Exhibit 2 describes two water-cooled chillers in 920 Madison that supply chilled water to 910 and 930 Madison. Please state the University's current assumption for the timing of each demolition. Please also state whether the Project would be expected to maintain heating and cooling service to 930 Madison and the other buildings the Madison plant serves, through and after the demolitions.
    - For the purposes of responding to Step 1 and 2, Proposers may assume demolition of the 920 Madison building anytime between 2030 and 2035. UT Health Sciences will plan

to share a draft campus master plan with firms down-selected for BAFO. The Project will be expected to maintain heating and cooling service to remaining facilities served by the Madison plant through and after demolition.

L. Please provide available information on planned demolitions, renovations, new buildings, space-use changes, load growth, and the proposed research building on Dunlap Street.
    - UT Health Sciences will plan to share a draft campus master plan with firms down-selected for BAFO.

M. Section 1.5 states that draft elements of the Campus Master Plan may be shared with down-selected teams, and Section 5.1 names a planned research building of approximately 100,000 GSF on Dunlap Street. Will the University share with all Proposers, before the Step 1 deadline, the utility and infrastructure elements of the plan, the planned demolitions, and the planned new buildings with their expected sizes and timing?
    - UT Health Sciences will plan to share a draft campus master plan with firms down selected for BAFO. Reference to a potential new facility on Dunlap Street was intended to be indicative and is not funded or approved. For the purposes of responding to Steps 1 and 2, a strategy framework for considering expansion of service over time will be more valuable than assuming the development of specific buildings.

N. What buildings, assets, utility systems, or O&M functions are expected to be outside the P3 scope?
    - The envisioned scope is as described in the RFP. Further determination of details to be discussed and vetted with down-selected firms.

O. The RFP identifies mechanical room equipment and building controls in key facilities as part of the contemplated scope, while other building equipment may be considered in a future phase. Please clarify which building-level systems are included in the base Project scope and which may be added later.
    - Building equipment including hydronics, air distribution, controls, electrical transformers/switch gears, lighting, and electrical cable feeders may be considered for a future phase

P. Which assets, systems, and buildings must be included in the initial phase, and which may be treated as optional or future phases? If not predetermined, should proposers define the initial phase based on their assessment?
    - Refer to Section 5.1 for detailed anticipated scope. Proposers should define the initial phase based on this and their assessments.

Q. Please clarify the expected capital, renewal and O&M scope, including whether it must cover the GEB plant, Madison system, COMIB, standalone building systems, building HVAC and controls, and electrical infrastructure.
    - The expected capital, renewal, and O&M scope should consider investment in, ownership, O&M, and management of any of those systems and infrastructure.

R. Section 5.1 lists the assets the University anticipates the Project will operate, from both central plants through distribution to the HVAC systems of the buildings served and the stand-alone building systems, and states that building equipment may be considered for a future phase. At the conference the University indicated that the first phase of work would address the central plants and distribution up to the buildings, and that the first phase need not include every building. Please confirm in writing whether the operating scope in Section 5.1 applies from the start of the Project Agreements, or whether operation of building and stand-alone systems may also be phased. Please also state whether the University will identify the assets it expects in the initial phase, or whether the initial perimeter is for Proposers to propose.
    - Operations and stand-alone buildings may be phased. The initial perimeter is for Proposers to propose.

S. Exhibit 2 and Exhibit 3 identify multiple thermal networks (for example GEB Network, Madison Plaza, Van Vleet, Coleman, CRB and TSRB, Vivarium, RBL, Student Alumni Center, Dentistry, and College of Pharmacy). Please confirm which networks and buildings the University considers in scope for the initial Project phase versus optional or future phases.

- The University is open to including any of these networks in an optimized initial scope. Proposers should recommend an initial scope that appropriately balances reliability, operational priorities, technical feasibility, and overall affordability. The final initial scope will be refined through the procurement and pre-development process.

T. The RFP notes that some buildings lack thermostat control. Please confirm whether behavioral and controls interventions in non-district buildings are in scope, or are treated as optional recommendations.
    - Behavioral and controls interventions in non-district buildings will be considered as optional recommendations.

Item 2.6 Asset Condition & Due Diligence

A. Exhibit 3 lists the Molecular Sciences Building, 858 Madison Avenue, 111,323 square feet, on the GEB heating and cooling networks. The 2024 amendment to the campus master plan provides for the building's disposal. Should Proposers include the building as a University load for the term? If not, from what date should they exclude it?
    - Teams should not include the Molecular Science Building as a University load, as of today. The building is not in use now and will be demolished when funding is available.

B. Section 1.5 notes that some descriptions in Exhibit 4 may be outdated, and Exhibits 2, 3 and 4 differ in places on plant capacity, equipment and the buildings each network serves. Where they differ, should Proposers rely on Exhibit 2 for existing conditions and on Exhibit 3 for building areas and costs?
    - Yes, Proposers should rely on Exhibit 2 for existing conditions and on Exhibit 3 for building areas and costs.

C. Section 5.1 references approximately 2.9 million GSF of conditioned space, while Exhibit 3 totals 3,787,124 SF including auxiliary and parking structures. Please confirm the conditioned GSF the University considers within the anticipated Project scope.
    - Approximately 847,000 GSF on campus is in unconditioned parking structures. The 2.9M GSF of conditioned space is correct, identfied as "E&G" in Exhibit 3. Any or all of the E&G space may be considered within the Project scope.

D. The RFP states that a second regional plant serves approximately 538,000 GSF. Please identify which plant and which buildings comprise this second regional system.
    - The primary plant is housed within the General Education Building. The second regional plant referenced serves the Madison Avenue complex: 910, 920, 930 Madison

E. Are there any studies available related to central utility plants and building infrastructure systems that may have been conducted over the last 5 to 10 years? If so, can they be shared?
    - UT Health Sciences conducted facilities condition assessments for most campus buildings in 2021. Available assessments and other relevant studies will be shared with down-selected Proposers as the procurement advances.

F. For O&M and life cycle-Are all hard & soft services to be included in our assessment? Are there certain trades the university would prefer or consider to keep in house?
    - UT Health Sciences is open to considering a comprehensive O&M approach for the utility and infrastructure systems contemplated within the Project scope. The University has not identified specific trades that must remain in-house and is open to different staffing and service-delivery models. The final O&M scope and allocation of responsibilities will be refined through the procurement and PDA process.

G. Which steam, condensate and chilled water mains run in tunnels and which are direct-buried, and when were the tunnels last inspected? Has the University reserved corridors or easements for new utility routes on campus, or identified constraints on them?
    - Steam, condensate, and chilled-water piping is conveyed through a combination of buildings and underground tunnels. Additional information regarding tunnel

inspections, direct-buried segments, utility corridors, easements, and routing constraints will be provided where available as project development advances.

H. Please provide equipment ages, current condition and estimated remaining useful life for existing plant assets across campus.
    - Exhibit 2 provides the information UT Health Sciences has available on equipment ages and condition. Equipment highlighted in red is in very poor condition, orange is poor to fair, and green is good.

I. If important information is unavailable or released after shortlisting, will UTHS consider establishing common assumptions and/or adjusting the Step 2 or Step 3 deadlines?
    - Yes, UT Health Sciences will work to establish common assumptions where important information is unavailable.

J. Given the short periods between Step 1 selection, Step 2, BAFO designation, workshops, and final submissions, will UTHS adjust the schedule if requested revisions require material redesign, updated estimating, O&M repricing, lender or investment-committee approval, or legal review?
    - UT Health Sciences does not anticipate extending the schedule at this time. However, the progressive nature of this solicitation assumes that substantial work will be done with a partner under a Pre-Development Agreement to achieve a project that is optimized, financeable, and legally acceptable.

K. The Step 2 and Step 3 submission packages require respondents to develop an optimized asset scope and preliminary design, phased implementation schedule, ROM capital costs, detailed O&M and staffing plan, recurring operating costs, KPIs, compensation and financing terms, balance-sheet treatment, buyout provisions, and evidence of funding. Respondents will need adequate time to review asset-condition, load, operating, maintenance, staffing, cost, controls, legal, and financial data before preparing these deliverables. Please identify the information UTHS will provide, when each category will be available, and the opportunities respondents will have to conduct additional diligence and submit follow-up questions. If material information is provided only after teams are shortlisted, will UTHS adjust the Step 2 or Step 3 schedule accordingly?
    - UT Health Sciences does not anticipate extending the schedule at this time. However, the progressive nature of this solicitation assumes that substantial work will be done with a partner under a Pre-Development Agreement to achieve a project that is optimized, financeable, and legally acceptable.

L. Will the complete technical, operating, financial, legal, staffing, maintenance, and contractual data room be available before or concurrently with the Step 2 selection notice? Given the compressed schedule, will UTHS consider providing available data to all proposers before Step 1 is due?
    - The University will work to collect additional data as available in response to additional questions, during the BAFO phase, and during pre-development. Substantial detailed information is not available at this time.

M. Step 2 asks for a project concept, a rough order of magnitude cost and an operating plan, and Section 5.2 anticipates an investment-grade audit under the Pre-Development Agreement. Will the University make the following available to down-selected Proposers at the start of Step 2, to the extent they exist? 1. Production, metering or trend data for the last 36 months, at the finest interval recorded, for the GEB central plant and the second regional plant at Madison (steam, chilled water, and plant gas and electricity), including peak heating and cooling demand and supply and return temperatures and flows, with building automation points lists. 2. Steam, condensate and chilled water distribution drawings or GIS records, with routes, sizes, materials, ages and isolation valves, and any condition assessment or inspection report of the tunnels and piping. 3. The equipment inventory or maintenance management asset register for the plants and stand-alone systems in the anticipated scope, and any facilities condition assessment or deferred maintenance figure for the thermal and electrical systems in that scope. 4. The construction documents and schedule for the GEB boiler replacement (SBC 540-013-04-2023), which Exhibit 2 states will be provided to down-selected proposers, with the design basis and the commissioning, warranty and turnover requirements, if not provided earlier under item 16. 5. The service, maintenance, warranty and measurement and

verification agreements in force for the plants, boilers, chillers and controls, including any continuing obligation under the Energy Performance Contract (SBC 540/013-05-2016), and any other agreement, grant or incentive condition that would restrict the transfer, replacement or operation of equipment in the anticipated scope. 6. The building automation platforms and versions installed in each plant and building, the maintenance management system in use, the plant sequences of operation, and any University network access and cybersecurity requirements that would apply to remote monitoring. 7. The University's cost to operate and maintain the plants and stand-alone systems for FY2023 to FY2026, by labor, overtime, service contracts, repairs, water treatment and parts, with any capital work charged to operations shown separately. 8. Records of outages, unplanned shutdowns and incidents for the plants and distribution, with their causes and the buildings affected. 9. The MLGW electric, gas and water accounts serving the campus, with their rate schedules, service points and voltages, and 24 months of bills with demand, and the electrical one-line diagrams for the plants. 10. The COMIB thermal design

- UT Health Sciences will make available information in its possession to down-selected teams as the procurement advances. Much of the detailed information requested does not currently exist or is incomplete, and Proposers should expect additional diligence to continue during the BAFO and pre-development processes. UTHS will also work to provide reasonable access to relevant plants and mechanical rooms for down-selected teams, subject to campus operations, safety, and scheduling constraints. No obligations remain in force under the prior Energy Performance Contract that are expected to constrain the Project.

N. Please provide all available condition assessments, engineering studies, equipment inventories, remaining-useful-life analyses, inspection reports, replacement plans, and recent repair histories.
    - UT Health Sciences conducted facilities condition assessments for most campus buildings in 2021. Available assessments, equipment information, and other relevant studies or records will be shared with down-selected Proposers as the procurement advances. UTHS does not expect that all requested categories of information will be available for every asset.

Item 2.7 Operations, Maintenance & Workforce

O. Please identify all firms that assisted in preparing the RFP, scope, condition assessments, or exhibits and are prohibited or potentially restricted from joining a proposer.
    - Any subconsultants who assisted B&D with scope evaluations prior to release of this RFP are not prohibited from submitting a proposal for this RFP as a prime or consultant.

P. May Step 1 proposers identify primary subcontractors that are not yet committed or exclusive, provided their proposed roles and qualifications are clearly described?
    - Yes, as long as the roles and qualifications are clearly described.

Q. Please confirm that an entity serving as a Design-Build or General Contractor can be on multiple proposing teams.
    - Yes, an entity serving as a Design-Build or General Contractor may be on multiple proposing teams.

R. The RFP states that performance-based KPIs will be customized to align responsibility with control. Please clarify the anticipated KPI framework, including how performance will be measured, whether payment deductions or service penalties will apply for nonperformance, and whether incentives will be available for exceeding performance targets.
    - UT Health Sciences anticipates developing the KPI framework collaboratively with the selected Proposer during the PDA. KPIs are expected to focus on areas such as reliability, operating performance, maintenance, response and restoration, service levels, and other measures appropriate to the final scope. The associated payment adjustments, penalties, and incentives will be negotiated as part of the Project Agreement.

S. Please provide at least three years of staffing and O&M costs.

- See item 2.5M above. UTHS is seeking a best-practice operating model and does not recommend using current staffing levels or historical O&M practices as the basis for the proposed approach. Available historical cost information may be shared with down-selected Proposers where useful for project development.

T. Please provide preventive, predictive, corrective, and emergency maintenance records; CMMS data; work-order backlog; maintenance standards; service contracts; and current KPIs and historical performance.
    - Available maintenance and operating records will be shared with down-selected Proposers where available as the procurement and pre-development process advances. Proposers should recognize that historical records may be limited or incomplete.

U. Please provide historical budgets and baseline costs expected to be replaced or affected by the partnership.
    - Available historical budget and baseline cost information will be shared with down-selected Proposers where available as the procurement and pre-development process advances. Proposers should recognize that historical costs may not fully reflect the future operating model contemplated under the partnership.

V. What assumptions should be made regarding current O&M staffing and workforce transition?
    - UT Health Sciences does not wish to dictate assumptions at this time.

W. Please provide the current utility and facilities organization chart, staffing by role and shift, vacancies, licenses, tenure, and allocation of personnel among plants, distribution and building-side operations of distributed boilers/chillers and related building energy management systems. Please also state whether any University or State policy would govern their transition to a private employer, and which University office now handles energy management and utility billing for these systems.
    - UT Health Sciences does not have a detailed organizational chart available to share for the Facilities Administration department. The University is interested in best practice and does not recommend using existing staffing as a reference. The University is not aware of any University or State policy that would govern staff transition.

X. Is the selected proposer expected or required to offer employment to existing UTHS personnel as part of the transition to third-party O&M? If so, please identify any applicable transition requirements.
    - Not required; At this stage, please include in your project approach narrative how you anticipate transitioning from in-house team to third-party O&M.

Item 2.8 Energy Plant & Utility Infrastructure

A. Section 5.5 states that the University "seeks either a single controls vendor or a single user interface to multiple control systems," subject to University approval. The University has approved a Multiple Buildings Control Systems Upgrade (SBC 540/013-01-2026). Please describe its scope, buildings and schedule. Please also state whether its platform and front-end selection will be made before the Project Agreements are signed, or coordinated with the selected partner.
    - The project is currently in program verification phase. The current scope is to upgrade to mechanical control systems for 930 Madison and Wittenborg.

B. Given the goal of a single controls vendor or a single interface, will the University provide the current building automation systems and controls vendors by building?
    - ***Metasys (JCI)***: 66 Pauline,SAC,Hyman (partial),Johnson,Link (partial),Wittenborg,MSB,GEB (partial),GMP,Coleman (partial),Dunn (partial),Alexander,910/920 Madison,930 (partial), RBL,Van Vleet,CHIPS,Trimetis,TSRB. ***Insight (Siemens)*** Pharmacy (partial),CRB,930 Madison (partial), Coleman (partial) ***Disego (Siemens)*** Nash,Crowe,Mooney,GEB (partial, chiller plant),Hyman (partial),Dunn (partial, chill water),Link (partial, chill water),Pharmacy (partial)

C. Who owns and maintains UTHS campus step down transformers (medium voltage)? UTHS or Memphis Power & Light

- The city owns these assets, per the electrical supervisor.

D. Section 5.1 includes electrical transformers and switchgear, lighting and electrical cable feeders among the systems the Project will operate, and Exhibit 4 states that MLGW provides the building transformers. Please identify the electrical assets that the University owns and expects to include in the anticipated scope. Exhibit 2 lists 26 standby generators. Are they in the anticipated scope? Exhibit 2 lists two 1990 generators at 930 Madison. Are they still in service?
    - Electrical assets are not expected to be a primary focus of the initial Project scope. UTHS is open to considering electrical infrastructure, including standby generation and related distribution assets, where it supports reliability, integration with the broader utility strategy, or overall project value. The specific electrical assets to be included will be refined as the Project scope develops. Additional information regarding the existing standby generators, including those at 930 Madison, will be provided where available.

E. For the 26 standby generators, please provide capacity, voltage, age, critical loads served and transfer arrangements. Are there existing medium-voltage interconnections or restrictions that would affect a common campus emergency-power network with fewer, larger generators?
    - Exhibit 2 provides the available voltage and age information for the standby generators. Additional information regarding generator capacity, critical loads served, transfer arrangements, and medium-voltage interconnections or constraints will be provided where available as project development advances.

F. How should the GEB boiler replacement be treated in the baseline and long-term utility strategy?
    - Due to impacts on reliability, the replacement of the GEB boilers should be included in the baseline.

G. Please provide the analysis supporting the statement that current thermal equipment provides N+1 capacity, including the applicable systems, square footage, design-day assumptions, and outage scenarios.
    - UT Health Sciences does not currently have N+1 reliability across many campus utility systems and buildings. The Project is intended to materially improve reliability and redundancy, with movement toward N+1 capability for critical systems where appropriate. Proposers should identify practical strategies to improve system flexibility, redundancy, and restoration capability based on the criticality of the facilities served.

H. Section 5.3.ii states that current thermal equipment provides N+1 capacity for the square footage on campus, and Section 5.2 states that the three GEB boilers are being replaced in kind, with no net change in capacity. Please state the following. (a) The capacity of each replacement boiler and the design heating load used to size the replacement. (b) Whether the GEB plant will carry its design heating load with its largest boiler out of service, and its design cooling load with its largest chiller out of service. (c) For each network in Exhibit 3, whether the same holds, and which loads would not be served. (d) Whether the construction documents and schedule for the replacement, which Exhibit 2 states will be provided to down-selected proposers, can be provided to all Proposers before the Step 1 deadline.
    - a) The boilers are being replaced in kind. More details can be found in Exhibit 2. b) Yes, the boiler plant will carry the load with the largest boiler out of service. c) Additional details may be provided later in the solicitation process. d) Available documentation will be provided later in the solicitation process. 2 boilers are 600hp and 1 boiler is 1,000hp. SFM approved design documents can be provided, but as-builts will not be ready until after substantial completion.

I. Section 5.2 states that the three GEB boilers are being replaced in kind under SBC 540-013-04-2023. Please state the following. (a) Whether the replacement boilers will have flue gas economizers or other heat recovery. (b) Whether the University has evaluated economizers for the other larger boilers on campus, and with what result.
    - The replacement boilers do not have flue gas economizers or other heat recovery, and flue gas economizers were not designed for this project.

J. Please confirm whether the three GEB boilers replaced in 2026 (completion expected Q1 2027) fall within the Proposer's operations and maintenance scope, and whether their warranties would transfer to the Proposer.
    - Yes, the replacement boilers will fall within the Proposer's operations and maintenance scope. Transfer of warrantees may be influenced by ownership. Regardless of ownership, the Proposer's team will still be the conduit through which a warrantee is addressed.

K. Does UTHSC have a preferred long-term thermal strategy, or should respondents evaluate alternatives?
    - UT Health Sciences is receptive to evaluating alternative thermal strategies.

L. Section 5.1 states that "strategically moving towards low-temperature heating hot water can enable future options for efficiency improvements." Please identify the buildings that require steam for process uses, such as sterilizers, autoclaves, cage washers and humidification, and any steam to hot water conversion work completed, funded or planned. Has the University assessed whether building heating coils can operate at lower supply water temperatures?
    - The Regional Biocontainment Laboratory requires direct steam for an animal cage washer and five autoclaves. Steam is also used for other process loads across campus. A comprehensive inventory of steam process uses and building-level low-temperature hot-water compatibility has not yet been completed. Additional information will be provided where available as project development advances.

Item 2.9 System Performance, Reliability & Asset Data

A. Does the University plan to provide the available monthly and interval utility data by plant, building, meter, and commodity, together with plant operating data, peak loads, equipment sequencing, temperatures, flows, pressures, delta-T, and efficiency?
    - Utility bills from 2024-2026 for individual meters are included as an excel document in the Addendum Teams Folder. Building-level and plant operating data are more limited and do not always reconcile reliably. For purposes of Steps 1 and 2, Proposers should assume campus-level metering as shown in Exhibit 3. Additional operating data may be provided to down-selected Proposers where available as the procurement and pre-development process advances.

B. Please provide available building heating and cooling loads, annual thermal consumption, design loads, critical-load requirements, and system performance standards.
    - UT Health Sciences will work with down-selected Proposers to identify and provide additional building-level load and performance information where available during the BAFO and pre-development processes. Proposers should recognize that detailed building-level data may be limited or incomplete.

C. Section 5.2 reports consumption for the campus as a whole. At the conference the University noted that operating data are limited and that the chilled water system has had challenges with its temperature difference. To give all Proposers a common basis for Step 1, please state the following. (a) Which plants and buildings have steam, chilled water or electric meters in service today, and how long trend data are retained. (b) Any measured or estimated peak heating demand (steam, in pounds per hour) and peak cooling demand (tons) for the GEB and Madison networks, with the year and the basis of each figure. (c) The chilled water supply and return temperatures the GEB plant achieves in summer operation. (d) If no measured peaks exist, the basis Proposers should use at Step 1.
    - a) Exhibit 2 provides the currently available building-by-building information on steam and chilled water service. b-d) More detailed operating information, including peak demand and chilled-water temperature data, is limited. UTHS will work with down-selected Proposers to identify and provide additional information where available during the BAFO and pre-development processes.

D. Can the University provide pump curves, operating pressures, control sequences, known low-ΔT issues and distribution constraints? Please identify hydraulic limitations that could prevent spare chiller capacity from serving other buildings.
    - UTHS is aware of low chilled-water delta-T and distribution-performance issues in portions of the campus system. Detailed operating data, pump curves, and control sequences are limited. Additional information will be provided to down-selected teams as available during the BAFO and pre-development processes.

E. Please confirm whether building-level or interval metering currently exists, or whether the Proposer should assume campus-level metering only, as implied by the usage data in Exhibit 3.
    - Building-level metering exists in some cases, but internal data does not always reconcile or have a high degree of reliability at the building level. At this time, Proposers should assume campus-level metering only, as shown in the Exhibit 3 data.

F. Please provide the most recent building-by-building heating and cooling load data for all facilities included in the proposed scope. For each building, please include calculated design load, measured peak demand, annual thermal consumption, peak chilled-water and steam flow, supply and return temperatures, meter availability, connected plant or loop, and anticipated future load growth. Please also provide coincident peak-load data for the GEB and Madison district systems, including currently available plant capacity, firm capacity under N+1 conditions, and distribution-system constraints.
    - UT Health Sciences will work with down-selected Proposers to identify and provide additional load, capacity, temperature, flow, metering, and distribution information where available during the BAFO and pre-development processes. Detailed building-level and coincident peak data are limited. For purposes of Steps 1 and 2, Proposers may use reasonable benchmark assumptions where measured information is unavailable.

G. Please provide available plant and building-system outage, equipment-failure, emergency-repair, comfort-complaint, and reliability records.
    - UT Health Sciences has boiler issues every winter and chiller issues every summer. To provide a summary for the whole campus would be prohibitive. Electrical outages due to the grid have occurred every year.

H. Please identify known single points of failure in the plants and thermal distribution systems, along with major outage root causes and corrective actions. Does existing N+1 capacity translate into redundant service at critical buildings?
    - No, campus does not have redundant service at critical buildings. A statement on N+1 capacity likely refers to a rough estimate that the design capacity of existing equipment should meet the needs of existing square footage on campus. In reality, equipment is not operated at its design capacity, and campus does not have N+1 capacity.

I. What reliability and performance requirements should guide the approach?
    - The approach should result in measurable increases in reliability and should optimize performance of energy systems.

J. Please identify the minimum resilience and reliability requirements UTHS expects the Proposer to meet, including any specific service levels, outage limits, redundancy criteria, or restoration-time requirements.
    - UT Health Sciences expects the Project to materially improve campus utility reliability and resilience, including movement toward N+1 capability for critical systems where appropriate. The University is not prescribing a single campus-wide redundancy standard at this stage. Proposers should recommend reliability, redundancy, and restoration strategies appropriate to the criticality of the facilities served, with specific performance standards to be refined during pre-development.

K. Section 5.3.ii states that the utility system supports critical research and clinical facilities. At the conference the University described clinics that were shut down during a recent boiler outage because their instruments require sterilization. Please identify the buildings and processes the University treats as critical for steam, heating and cooling, any outage limits or service standards it applies to them today, and the outages of the last three years that affected them.

- See responses to 2.9J, 2.9G, and 2.9H. UT Health Sciences considers facilities supporting clinical care, critical research, and other mission-critical functions to have heightened reliability requirements. Additional information regarding specific critical facilities and service requirements will be provided where available as project development advances.

L. Are Memphis Power & Light applicable utility rate tariffs for the campus available and/or can they be shared? (could be multiple meters/accounts/sites).
   - Commercial utility rates applicable to UT Health Sciences can be found here: https://www.mlgw.com/commercial/commercialrates

M. Campus utility cost is provided but not energy rates and unit cost. Can actual monthly bills be provided for each utility account/meter (latest one month) for the UTHS Memphis campus? Spreadsheet utility usage and billing for the past 3 years are helpful if can be provided or provide permission to obtain from Memphis Power & Light.
   - Yes, utility bills from 2024-2026 for individual meters are included as an excel document in the Addendum Teams Folder.

N. Can 15 Minute Electrical Interval Data for campus primary meters be shared? (if possible, to obtain or UTHS provide permission to obtain from Memphis Power & Light)
   - This level of detail is not currently available to UTHS. If needed for further project development, the University may work with down-selected Proposers to obtain available interval data from MLGW during the BAFO or pre-development process.

O. What explains the reported 64% increase in campus water consumption? Has the University identified leaks, cooling tower inefficiencies, metering changes or other operational causes?
   - The University has not identified the source of this increase.

P. Exhibit 4 states that steam and condensate piping is conveyed through buildings and in underground tunnels. Please state the share of condensate returned to the GEB plant and to the Madison boilers, and whether that figure is measured or estimated. Please also identify the buildings or process loads whose condensate is not returned, and the condensate return units in the plants and buildings, with whether each is in service.
   - The University does not currently track condensate return.

Q. Section 5.2 and Exhibit 3 report water consumption and cost for the campus as a whole. Does the University meter or submeter the water used at the GEB plant, the Madison plant and the stand-alone steam boiler plants, separately for boiler make-up and cooling tower make-up? If so, please provide the readings for FY2023 to FY2026. If not, please state how the University tracks make-up water and water treatment at the plants.
   - Utility bills from 2024-2026 for individual meters are included as an excel document in the Addendum Teams Folder. Make-up water is not currently tracked.

Item 2.10 Environmental & Regulatory Compliance

A. We understand that the campus boilers may operate under a synthetic minor air permit issued by the Shelby County Health Department. Please confirm whether that is correct and provide the permit number and any emission limits or operating restrictions it sets, with any construction permit issued for the GEB boiler replacement. Section 5.5 contemplates that the Proposer will operate and maintain the plants, and Section 5.6.i provides for regulatory approval milestones in the Pre-Development Agreement. Does the University expect to remain the permit holder once the Project operates the plants, or to transfer the permits, and which party would be responsible for compliance, reporting and renewals?
   - For purposes of the initial proposal, Proposers should assume responsibility for obtaining any new permits required for Project improvements and for managing ongoing compliance associated with the assets they operate. The ultimate permit-holder structure, including responsibility for existing permits, reporting, renewals, and any required transfers or modifications, will depend on the final ownership and

operating structure and will be established during pre-development. Available permit information will be provided as the procurement advances.

End of Addendum 1

6.0 SCHEDULE OF EVENTS

The following table provides the Owner's proposed Schedule of Events. The Owner reserves the right, at its sole discretion, to change this schedule. The Owner will communicate a change to the Schedule of Events to entities from whom the Owner has received a Notice of Intent to Propose.

EVENT	**DATE**	***TIME and LOCATION**
1. Owner Issues RFP	September 16, 2026	
2. Disability Accommodation Request Deadline	October 1, 2026	
3. Notice of Intent to Propose Deadline. Respondents who provide a notice of intention to submit will receive instructions on uploading submissions to assigned portal.	October 1, 2026	
4. Optional Pre-Proposal Conference **Conference will be held via Zoom with details below	October 14, 2026	9:30 am ET / 8:30 am CT The University of Tennessee Health Science Center Crowe Building Room 208
5. Optional Site Tour	October 14, 2026	10:30 am ET / 9:30 am CT Site Tour will begin after Pre-proposal Conference
6. Written "Questions & Comments" Deadline	October 21, 2026	
7. University Response to "Questions & Comments" Deadline	October 29, 2026	
8. Step 1 Proposal Deadline & University Opening of Proposals Proposals must be submitted to the University no later than the date and time shown, and at the location specified.	November 5, 2026	12:00 pm ET

9. Notice to down-selected teams for participation in Step 2 submission and interviews	November 19, 2026	
10. Step 2 Questions & Comments Deadline	November 20, 2026	
11. University Responds to Step 2 Questions & Comments	November 18, 2026	
12. Step 2 Site Visit Building and Participant Requests Deadline	November 23, 2026	Submit your RSVP and preferred building visit list for the site tour.
13. Step 2 Proposal Deadline & University Opening of Proposals	November 24, 2026	
14. ***Step 2 Participants Site Visit	December 1, 2026	10:00 am ET / 9:00 am CT
15. Interviews and Discussion of Step 2 Submission All interviews will be conducted in person. Virtual participation via video or web conferencing platforms will not be permitted.	December 2, 2026	9:30 am ET / 8:30 am CT The University of Tennessee Health Science Center Crowe Building Room 208
16. University Completion of Proposal Evaluations & BAFO Designation	December 4, 2026	
17. BAFO Workshop 1	December 9, 2026	
18. BAFO Workshop 1 Submission (3a) Deadline	December 16, 2026	Uploaded by 12:00 pm ET
19. BAFO Workshop 2	January 6, 2027	
20. BAFO Workshop 2 Submission (3b) Deadline	January 13, 2027	Uploaded by 12:00 pm ET
21. University Issues the Intent to Award Notice and Procurement File is Opened for Public Inspection (No less than ten days prior to State Building Commission approval.)	January 20, 2027	
22. Proposed State Building Commission Approval of BAFO	February 11, 2027	

*All times listed above should be established by the timepiece of the Owner.

**Pre-Proposal Conference Zoom Instructions – Zoom meeting invitations will be sent to proposers requesting information from the RFP coordinator by October 12, 2026.

Pre-Proposal Conference Location and Instructions:

Held in person and via Zoom – Zoom meeting invitation will be sent to firms requesting information from RFP Coordinator by October 13, 2026, by 5:00 pm.

Meeting information will be sent the afternoon of October 13, 2026.

Step 2 Site Visit Information:

*** Meeting information will be provided to those individuals who RSVP by the deadline listed. Meeting information will be sent by the afternoon of November 24, 2026.

END

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