



DEFINITIVE PROPOSAL FORM 1.1

TRANSMITTAL LETTER

(To be typed on Qualified Respondent's Letterhead)

November 25, 2019

Partnership Committee Representative
Request for Proposals –
Puerto Rico Electric Power
Transmission and Distribution System

Dear Partnership Committee Representative:

PSEG Puerto Rico LLC (the “**Qualified Respondent**”) hereby submits its Definitive Proposal in response to the Request for Proposals for the Puerto Rico Electric Power Transmission and Distribution System (as amended, the “**RFP**”) issued in final form by the Puerto Rico Public-Private Partnership Authority on February 1, 2019, as amended and supplemented.

Capitalized terms not defined herein shall have the meaning set forth in the RFP or the final form of the Puerto Rico Transmission and Distribution System Operation and Maintenance Agreement (the “**O&M Agreement**”). If there is a term defined in both, and their definitions conflict, the definition in the O&M Agreement shall prevail.

As a duly authorized representative of the Qualified Respondent, I hereby certify, represent and warrant, on behalf of the Qualified Respondent team, as follows in connection with the Definitive Proposal:

1. The Qualified Respondent acknowledges receipt of the RFP and the following addenda:

<u>No.</u>	<u>Date</u>
1	4/17/2019
2	5/24/2019
3	6/14/2019
4	8/19/2019
5	9/4/2019
6	11/1/2019
7	11/17/2019

1. The submittal of the Definitive Proposal has been duly authorized by, and in all respects is binding upon, the Qualified Respondent. **ATTACHMENT 1** (*Certificate of Authorization*) to this Transmittal Letter is a certificate of authorization that evidences my authority to submit the Definitive Proposal and bind the Qualified Respondent.
2. All information and statements contained in the Definitive Proposal are current, correct and complete and are made with full knowledge that the Partnership Committee will rely on such information and statements in selecting the Selected Proponent and executing the O&M Agreement.
3. The Qualified Respondent certifies under penalties of perjury that the Definitive Proposal has been prepared and is submitted in good faith without collusion, fraud or any other action with any other person

taken in restraint of free and open competition for the services contemplated by the RFP. As used in this Transmittal Letter, the word "person" shall mean any natural person, business, partnership, corporation, union, committee, club or other organization, entity or group of individuals.

4. Neither the Qualified Respondent nor any Qualified Respondent team member is currently suspended or debarred from doing business with any entity of the Government of Puerto Rico.
5. The Qualified Respondent has reviewed all of the engagements and pending engagements of the Qualified Respondent, and no potential exists for any conflict of interest or unfair advantage.
6. No person or selling agency has been employed or retained to solicit the award of the O&M Agreement under an arrangement for a commission, percentage, brokerage or contingency fee or on any other success fee basis, except bona fide employees of the Qualified Respondent. The Qualified Respondent has inspected the facilities (i.e., commercial offices, central office, energy center(s), transmission centers, substations, etc.) and carefully examined all documents constituting the RFP and the addenda thereto and, being familiar with the work and the conditions affecting the work contemplated by the RFP and such addenda, offers to furnish all labor, materials, supplies, equipment, facilities and services which are necessary, proper or incidental to carry out such work as required by and in strict accordance with the RFP and the Definitive Proposal.

[Signature page follows]

PSEG Puerto Rico LLC

QUALIFIED RESPONDENT

Company Name

Daniel Eichhorn

Name of Qualified Respondent's
Authorized Official

President - PSEG Puerto Rico LLC

Title

Daniel Eichhorn

Signature of Qualified Respondent's
Authorized Official

November 25, 2019

Date

Rosalyn Richardo
(Notary Public)

[State/Province] of New Jersey

County of Essex

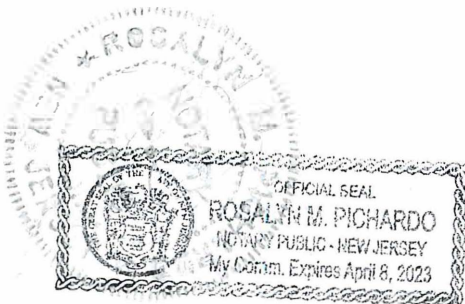
On this 21st day of November, 2019, before me appeared Daniel Eichhorn, personally known to me to be the person described in and who executed this & Form 1.1 and acknowledged that he signed the same freely and voluntarily for the uses and purposes therein described.

In witness, thereof, I have hereunto set my hand and affixed my official seal the day and year last written above.

Rosalyn Richardo
Notary Public in and for the [State/Province] of New Jersey
Rosalyn Richardo
(Name printed)

Residing at Newark, NJ

My commission expires April 8, 2023





GOVERNMENT OF PUERTO RICO
Puerto Rico Public-Private Partnerships Authority



ATTACHMENT 1 TO DEFINITIVE PROPOSAL TRANSMITTAL LETTER

CERTIFICATE OF AUTHORIZATION*

I, Andrew J. Woodworth, a resident of Brooklyn, New York in the United States of America, DO HEREBY CERTIFY that I am the Assistant Secretary of PSEG Puerto Rico LLC, a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware; that I have custody of the records of the corporation; and that as of the date of this certification, Daniel Eichhorn holds the title of President of the company, and is authorized to execute and deliver in the name and on behalf of the company the Definitive Proposal submitted by the company in response to the Request for Proposals for the Puerto Rico Electric Power Transmission and Distribution System issued in final form by the Puerto Rico Public-Private Partnership Authority on February 1, 2019, as amended and supplemented; and all documents, letters, certificates and other instruments which have been executed by such officer on behalf of the company in connection therewith.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the company this 22nd day of November, 2019.

(Affix Seal Here)

Assistant Secretary

* Note: Separate certifications shall be submitted if more than one corporate officer has executed documents as part of the Definitive Proposal. Qualified Respondents shall make appropriate conforming modifications to this Certificate in the event that the signatory's address is outside of the United States.

Daniel Eichhorn
President – PSEG Puerto Rico LLC
Email: Daniel.Eichhorn@pseg.com

PSEG Puerto Rico LLC
80 Park Plaza, T4, Newark, NJ 07102



November 25, 2019

To the members of the Puerto Rico Public-Private Partnerships Authority (P3):

PSEG Puerto Rico LLC is pleased to submit our proposal in response to RFP 2019-2 Puerto Rico Electric Power Transmission and Distribution System. We recognize how critical this role is to the citizens of Puerto Rico and appreciate the opportunity to be considered for this important service.

PSEG Puerto Rico is uniquely positioned to provide PREPA and its customers with the services required in the RFP. PSEG and its subsidiaries have a strong, experienced team with a proven track record of managing utility and generation systems. PSE&G, our New Jersey utility, has been recognized as the most reliable utility in the region for 17 consecutive years. PSEG Long Island, in an arrangement that is similarly structured to the one contemplated by P3 and PREPA, has managed the electric utility system for the Long Island Power Authority (LIPA) since 2014 which has been recognized as the most improved utility in the nation for residential customer satisfaction as measured by J.D. Power since 2014. PSEG Long Island has also implemented an integrated resource plan for Long Island which has lowered energy costs and provided cleaner energy for customers. PSEG Power LLC has efficiently managed a 12,000 MW fleet of generating assets and provides cost-effective management and final procurement services for LIPA.

Also, PSEG recognizes the serious challenges that storms pose to Puerto Rico's electric grid and has substantial experience preparing for and responding to storms. PSE&G has been routinely recognized for outstanding storm response, including its power restoration efforts after SuperStorm Sandy. In addition, PSE&G and PSEG Long Island have significant experience building storm-hardened and resilient distribution and transmission assets as evidenced by PSE&G's 'Energy Strong' programs in New Jersey and with PSEG Long Island's management of the hazard mitigation projects funded by the Federal Emergency Management Agency (FEMA).

By applying these experiences, lessons learned and best practices, PSEG Puerto Rico can realize the transformational objectives of P3 and PREPA to deliver low cost electricity; improve system reliability and resiliency; rebuild and modernize the transmission and distribution system; and deploy new, clean energy technologies to lower long term energy costs on a sustainable basis to the benefit of PREPA and its customers.

Finally, PSEG Puerto Rico fully appreciates the importance of communication, transparency and collaboration in making a partnership successful as has been demonstrated by the work of PSE&G and PSEG Long Island and looks forward to the opportunity to do the same for PREPA and P3.

We appreciate the opportunity to present our proposal and look forward to continued discussions.

Sincerely,

A handwritten signature in black ink, appearing to read "Daniel Eichhorn", written in a cursive style.

Daniel Eichhorn
President - PSEG Puerto Rico LLC

Puerto Rico Electric Power Transmission and Distribution System
Puerto Rico Public-Private Partnerships Authority

November 25, 2019



Prepared by:
PSEG Puerto Rico LLC

CONFIDENTIAL AND PROPRIETARY DATA

This proposal by PSEG Puerto Rico LLC includes information and data which in accordance with the instructions in the RFP has been marked as “confidential and proprietary”, and shall not be disclosed outside of the Puerto Rico Electric Power Authority (PREPA) and their advisors for this project and shall not be duplicated, used, or disclosed – in whole or in part - for any purpose other than to evaluate this response. Such “confidential and proprietary” information contains commercially sensitive and competitive information which if disclosed will cause harm to PSEG and its Affiliates.

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Glossary of Abbreviations and Acronyms

Acronym	Definition	Acronym	Definition
ACH	Automated Clearinghouse	CHP	Combined Heat and Power
ADMS	Advanced Distribution Management System	CIS	Customer Information System
A/E	Architectural and Engineering	CMMI	Capability Maturity Model Integration
AEIC	Association of Edison Illumination Companies	CMMS	Computerized Maintenance Management System
AGA	American Gas Association	CBA	Collective Bargaining Agreement
AM	Asset Management	CH&S	Corporate Health & Safety
AMI	Advance Metering Infrastructure	Company	Public Service Enterprise Group and its affiliates
AMR	Automated Meter Reading	CRM	Customer Relationship Management
ANSI	American National Standards Institute	CSR	Customer Service Representative
APPA	American Public Power Association	CSRP	Commercial System Relief Program
APQC	American Productivity & Quality Center	CT	Current Transformer
ARRA	American Recovery and Reinvestment Act	DGA	Dissolve Gas Analysis
AS	Asset Strategy	DHS	Department of Homeland Security
ASCE	American Society of Civil Engineers	DJSI	Dow Jones Sustainability Index
AWS	Amazon Web Services	DLC	Direct Load Control
BPU	New Jersey Board of Public Utilities	DLRP	Distribution Load Relief Program
BS	Bachelor of Science	DOE	Department of Energy
BTM	Behind-the-Meter	DOT	Department of Transportation
BUD	Buried Underground Distribution	DWW	Deep Water Wind
C2M2	Capability Maturity Model	EC	Energy Cloud
CAD	Computer-aided Drafting	EEI	Edison Electric Institute
CAIDI	Customer Average Interruption Duration Index	EHS	Environment, Health and Safety
CAGR	Compound Annual Growth Rate	EIS	Enterprise Infrastructure Solution
CFR	Code of Federal Regulations	EMBA	Executive Master of Business Administration

EMF	Electric and Magnetic Field	ICS	Incident Command Structure
EMS	Energy Management System	IEEE	Institute of Electric and Electronic Engineers
ES	Energy Storage	iESPs	Intelligent Energy Services Platform
E&SP	Engineering and System Planning	IoT	Internet of Things
EV	Electric Vehicle	IP	Inside Plant
EOC	Emergency Operations Center	IRP	Integrated Resource Plan
EIM	Enterprise Information Management	IT	Information Technology
ERIP	Emergency Response Implementation Procedures	IVR	Interactive Voice Response
ERP	Emergency Restoration Plan	JHA	Job Hazard Analysis
FAE	Functional Area Expert	KPIs	Key Performance Indicators
FEMA	Federal Emergency Management Agency	kV	Kilovolt
FERC	Federal Regulatory Energy Commission	LANs	Local Area Networks
FET	Front-end Transition	LED	Light Emitting Diode
FITs	Feed-in Tariffs	LIBN	Long Island Business News
FMLA	Family Medical Leave Act	LICA	Long Island Control Area
FRRs	Findings and Recommendations Reports	LIDAR	Light Detecting and Ranging
FTE	Full Time Equivalent	LIPA	Long Island Utility Company d/ba Long Island Power Authority
GAAP	Generally Accepted Accounting Principles	LOB	Line of Business
GIS	Geographic Information System	MBA	Master of Business Administration
HERs	Home Energy Reports	MDMS	Meter Data Management System
HR	Human Resources	MIMS	Meter Inventory Management System
H&S	Health and Safety	MSA	Master Service Agreements
HUD	Housing and Urban Development	MV	Motor Vehicle
HVAC	Heating, Ventilation, and Air Conditioning	MW	Megawatt
IA	Interconnection Agreement	M/WBE	Minority and Women-owned Enterprise

MWh	Megawatt Hours	PREPA	Puerto Rico Electric Power Authority
NESC	National Electrical Safety Code	PSE&G	Public Service Electric and Gas
NMS	Network Monitoring System	PSEG or PSEG Puerto Rico	PSEG Puerto Rico LLC
NWS	Non-Wires Solution	PT	Potential Transformer
NYISO	New York Independent System Operator	PUC	Public Utilities Commission
NYPDS	New York Department of Public Service	PV	Photovoltaic
NYPA	New York Power Authority	R&D	Research & Development
NYPSC	New York State Public Service Commission	RF	Radio Frequency
OA	Outline Agreements	REV	Reforming the Energy Vision
OEM	Operational Excellence Model	RFI	Requests for Information
OMA	Operation and Maintenance Agreement	RFP	Request for Proposal
OMS	Outage Management System	RFQ	Request for Quotation
OH	Overhead	ROW	Right of Way
OIG	Office of Inspector General	RP3®	Reliable Public Power Provider
OP	Outside Plant	RTA	Recommendation to Award
OSA	LIPA Operating Services Agreement	SAIDI	System Average Interruption Index
OSHA	Occupational Safety and Health Administration	SAIFI	System Average Interruption Frequency Index
OSW	Offshore Wind	SCADA	Supervisory Control and Data Acquisition
OT	Operation Technology	SDVOB	Service-disabled Veteran-owned Businesses
P3	Puerto Rico Public-Private Partnerships Authority	ServCo	Service Company
PAM	Power Asset Management	SMEs	Subject Matter Experts
POs	Purchase Orders	SOS	Spend Optimization Suite
PPA	Power Purchase Agreement	SOW	Scope of Work
PPE	Personal Protective Equipment	SPDs	Summary Plan Descriptions
PPW	Partnering and Planning Workshops	STEM	Science, Technology, Engineering, and Mathematics

PR	Purchase Requisition	TAM	Transition Administration Manual
TCC	Transmission Control Center	QA/QC	Quality Assurance/Quality Control
T&D	Transmission and Distribution	TWPs	Transition Work Packages
T&M	Time & Material	UAS	Unmanned Aircraft System
WANS	Wide Area Networks	UG	Underground
MWBEs	Minority and Women-owned Business Enterprises	UPS	Uninterruptible Power Supply
WBS	Work Breakdown Structure	VDER	Value of Distributed Energy Resources
WMS	Work Management System		