

FAIRNESS REPORT

INCREMENTAL REGULATION CAPACITY

REQUEST FOR PROPOSAL
ISSUED: JUNE 29, 2017

PREPARED FOR THE:

INDEPENDENT ELECTRICITY
SYSTEM OPERATOR

JANUARY 19, 2018

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1 INTRODUCTION AND MANDATE

HKA Global (Canada) Inc. o/a Knowles Consultancy Services (“Knowles”) was retained to provide Fairness Commissioner Services for the Independent Electricity System Operator (“IESO”), who sought to procure incremental regulation capacity that will give the IESO the ability to schedule an additional 50 MW of scheduled regulation service through a competitive Request for Proposals process (the “RFP”). Knowles provided Fairness Advisory Services for the RFP.

The RFP was issued on June 29th, 2017 with the Proposal Submission Deadline of September 28th, 2017 at 3:00:00 pm. Extensions were requested but were not provided due to the length of the RFP open period and the IESO’s scheduled services needs timeline to be met. One addendum was issued prior to the RFP closing which clarified RFP requirements on September 13th, 2017. There were three Question and Comments documents issued on August 9, 2017, September 13, 2017, and September 22, 2017.

This report is based on our first hand observations of the completed RFP process, documents and information we were made privy to by the IESO. This report was prepared for the IESO. HKA Global (Canada) Inc. o/a Knowles Consultancy Services and the individual author of this report bear no liability for opinions that unauthorized persons may infer from this report.

1.1 PROJECT OBJECTIVES

“The Independent Electricity System Operator works at the heart of Ontario’s power system – ensuring there is enough power to meet the province’s electricity needs in real-time, maintaining power system reliability, while also planning and securing energy for the future. The IESO is a not-for-profit entity established by the Electricity Act, 1998 (Ontario) and is governed by an independent board of directors whose chair and directors are appointed by the Government of Ontario. Its fees and licenses to operate are set by the Ontario Energy Board and it operates independently of all other participants in the electricity market.”¹

1.2 PROJECT RFP TIMELINES

Release of final RFP and final Contract	June 29, 2017
IESO’s deadline for issuing Addenda to final RFP and final Contract	September 13, 2017
Proponents’ deadline for submitting questions and comments	September 15, 2017
Proposal submission deadline	3:00 p.m. on September 28, 2017
Notification to all Proponents and announcement of selected Proposals	November 2017

¹ Request for Proposals – Incremental Regulation Capacity Services – Section 1.1(a)

2 THE FAIRNESS COMMISSIONER'S ROLE

2.1 FAIRNESS SERVICES PROVIDED TO THE IESO

Knowles was retained on February 27, 2017 to provide Fairness Commissioner Services to ensure the RFP documents and process for the procurement of Regulation services were in accordance with Ontario Government policies and Canadian Law. The services began during the RFP development phase in March, 2017 and will be completed after the procurement's Contract award stage, once the debriefings of all unsuccessful Proponents have taken place.

Our services included:

1. Review the RFP and all corresponding schedules and appendices to ensure compliance with the IESO's internal policies, standards and procedures as well as any applicable government procurement directives;
2. Review and provide advice on the RFP documents to ensure the IESO is providing an open, fair, and transparent process to the public;
3. Review the RFP evaluation criteria and associated weighting(s);
4. Attend meetings with the IESO related to the RFP;
5. Monitor the procurement process from RFP issue through contract award, including attending evaluation meeting and providing guidance on consensus of the evaluations performed;
6. Develop and provide our fairness report, which clearly expresses an opinion on all areas as outlined in the scope of work.
7. Prepare and provide a presentation to the Vice President, Market & System Operations & COO and to the Chair, Audit Committee of the Board of Directors, if requested by the IESO.

Knowles reported directly to the IESO's Director of Internal Audit for the duration of the SOW Term and provided regular updates. This Fairness Commissioner's Report is submitted directly to the IESO's Director of Internal Audit upon completion. We confirm that we were able to lay witness to and report on all aspects of our scope of services as indicated above to our IESO directed involvement.

2.2 SUMMARY OF FINDINGS

As Fairness Commissioner, we can attest that the following is true:

Selection Criteria

Appeared to reflect the objective and legitimate requirements of the IESO and were expressed transparently in the RFP. All selection criteria were maintained throughout the RFP evaluation process.

Communication

The RFP and all addenda were distributed through the dedicated RFP process webpage on the IESO's website which was publicly accessible. Communications during the RFP open period and after closing were conducted through a single point of contact and in accordance with the RFP.

Conflicts of Interest and Collusion

All RFP process participants and advisors were bound by employment obligation and/or expressly executed agreements to disclose any perceived or actual conflicts of interest that they may have with any of the

Proponents. No declarations were made nor waived to our understanding. Proponents were also required not to engage in a conflict of interest or collusion through the RFP process. No conflicts of interest or collusion took place or were present on the part of the Proponents were declared or raised to our knowledge.

Confidentiality and Security of Documents

No breaches of confidentiality, neither on the part of the Proponents, nor on other RFP participants and advisors were declared or brought to our attention. Once the Proposals were received steps were taken to ensure that Proposals and evaluation materials were kept securely. To our knowledge, no information about the RFP documents was communicated prior to the public issuance of those documents. The evaluation materials and Proposal information were not shared with anyone that was not provided secured access.

Evaluation Team Structure

A Technical Evaluation team and Pricing Evaluation Team were established and used at specific stages of the evaluation process. Each team consisted of several evaluators or subject matter expert advisors and had responsibility for a defined part of the evaluation process.

Evaluator Qualifications

Evaluators were selected specifically for their capabilities in reviewing the Technical and Pricing Evaluation materials. We deemed that all evaluators were qualified and capable to evaluate the submissions and the criteria of the RFP in their respective Technical Evaluation and Pricing Evaluation Teams.

Undue Influence

All decisions relating to the identification of the successful Proponents were made and confirmed made by more than one person (through consensus), and no individual exercised undue influence over the RFP development or evaluation processes.

Debriefings

We observed and monitored all Proponent debriefings that were requested to ensure appropriate disclosure of information and fair treatment of Proponents was administered.

3 THE RFP DEVELOPMENT

3.1 THE RFI AND DRAFT RFP PROCESSES

At the onset of our services the IESO provided us with the background and history of the procurement initiative that had occurred in 2016 which included both the issuance and feedback from a Request for Information (the "RFI") process, and the First Draft Request for Proposal (the "First Draft RFP") process. We were provided an opportunity to review this initial draft of the RFP and provide fairness comments for the IESO's consideration. All of our comments were discussed and responded to. In addition, all feedback from the initial processes were considered and/or incorporated into subsequent RFP processes, as we observed thereafter.

Between March 2017 and May 2017, the IESO drafted a Second Draft Request for Proposal (the "Second Draft RFP"), issued on June 1, 2017, and built on the previous information gathering exercises. The Second Draft RFP reflected additional process sections and revisions to the IESO's submission requirements and evaluation methodology. The RFP provided transparency with respect to the selection process that the IESO would apply during the evaluation process.

On June 8, 2017, the IESO held a public webinar for all interested parties to receive a detailed presentation and explanation of the Second Draft RFP and the IESO's procurement objectives. The IESO's procurement leads facilitated the webinar and subsequent question and answer session. We attended this webinar and found it to be highly beneficial and well attended. Questions raised during the meeting were answered and for those parties unable to view the webinar in real time, a recording was posted on the Regulation RFP website (the Website) for review at any time.

In addition to the webinar, the IESO initiated a period during which interested parties could comment on the draft RFP, with the deadline to submit feedback on June 16, 2017. All questions and comments received were considered by the IESO for inclusion in the future RFP process, many of which resulted in changes or additional clarity to the RFP documents.

Where there were questions raised on the clarity of the submission requirements and evaluation methodology, we performed a fairness review. When we recognized a need to make process related enhancements, they were made by the IESO in the final RFP process documents. A document containing all feedback on the draft RFP and the IESO's responses to the feedback was posted on the Website on June 29, 2017.

In regards to the Pricing Evaluation Criteria, there were confidential cost caps that each Proposal would need to satisfy in order to be considered in the ranking and selection process. The two cost caps were confidential, and not provided in the RFP, yet had the ability to disqualify a Proposal from being ranked and selected. The cost caps were the maximum cost cap per Proposal, expressed in dollars (\$) per MW per year ("Individual Cost Cap") and the overall cost cap for all Selected Proposals under the RFP ("Overall Cost Cap").

We had transparency comments about the lack of disclosure on the cost caps, which were provided to the IESO. We were informed that due to the Market Rules, the IESO was not able to disclose the Individual Cost Cap, and due to an internal decision, the IESO chose not to disclose the Overall Cost Cap. We were concerned at the level of effort that a Proponent might spend putting together a Proposal, which could have been avoided had they have known both of these caps in advance of submitting. To alleviate the amount of losses that Proponents could incur as a result of the confidential nature of the Individual Cost Cap, the RFP ensured that any Proposals rejected as a result of violating the Individual Cost Cap, would have their Proposal Fees returned. We deemed the Individual Cost Cap disclosure matter as resolved, however in future would recommend that both the Individual Cost Cap and the Overall Cost Cap be disclosed to the responding market.

We had one more comment on the Proposal submission process due to the fact that pricing information could be viewed by the Procurement team prior to the evaluation of the Completeness Requirements and Mandatory Requirements. Our preference was that this information be requested in a sealed hard copy manner or to develop and use an electronic system that allows IESO to receive pricing information in a secure manner which would only be sent to them once requested through the system for those Proposals that passed the Technical Evaluation portion of the process. To address our comment the IESO ensured that the evaluators who were reviewing the Completeness and Mandatory Requirements, were not provided any access to the pricing information at any point during this process. All other aspects of the evaluation process were formulaic and objective in nature and were overseen by the procurement team, which we monitored throughout, so we felt that this process approach adequately managed the fairness comment.

The IESO issued the final RFP document on June 29, 2017 along with the final Contract and all Prescribed Forms. We provided a fairness review of all RFP documents before they were issued and deemed that the RFP satisfied the applicable procurement directives and agreements, and was fair, open and transparent. In reviewing the

RFP, we found project objectives, the submission requirements and evaluation criteria to be clear and well detailed.

3.2 POSTING THE RFP

The RFP was issued on June 29, 2017 with the Proposal Submission Deadline of September 28, 2017 at 3:00:00 pm on the Website. Extensions were requested but were not provided due to the length of the RFP open period and the IESO's scheduled services needs timeline to be met. This period represents an RFP open period of 63 business days (excluding holidays and weekends) or 92 calendar days. In our opinion, the IESO provided a sufficient amount of time for Proponents to prepare and submit a complete Proposal.

4 COMMUNICATION WITH PROPONENTS

4.1 QUESTIONS AND ANSWERS

The question and comment period started with release of the final RFP and ended on September 15, 2017, the last day for interested Proponent to submit their questions to IESO. The IESO established and respected deadlines by which it would provide all responses to questions raised. In total three (3) Q&A, periods were held and question and comment documents were issued following the RFP release and prior to RFP submission close. Question and Comments documents were issued on August 9, 2017, September 13, 2017, and September 22, 2017. In our opinion, IESO took all of the necessary steps during this stage to provide sufficient time for questions to be raised and released their responses in batches to allow Proponents to receive clarity and understanding as soon as possible.

4.2 ADDENDA

During the RFP open period in which Proponents were preparing their Proposals, One (1) Addendum including multiple documents and associated updates was posted on the Website with which we took no material issue. Documents revised included the RFP Contract and a summary document reflecting in a clear manner all of the changes that were made because of the Addendum. All Addenda were issued within the established response period of September 13, 2017. In our opinion, the established Addenda issuance process which allowed for more than a week of preparation time prior to the Proposal Submission Deadline exceeded the widely established best practice of only one week both here in the province and nationally, by providing two weeks of clear unencumbered time for Proponents to finalize their Proposal. We deemed the IESO approach to be of greater benefit to the Proponents overall Proposal preparation process. Based on the RFP results this was a successfully planned and administered process.

4.4 SINGLE POINT OF CONTACT

In accordance with RFP Section 2.9 (b) all RFP communications and questions about the RFP process were to be submitted through the designated regulation RFP email address, RegluationRFP@ieso.ca. No other forms of contact were responded to, other than to redirect Proponents to use the designated email. In accordance with RFP Section 2.10 (a) definitions of the forms of prohibited communication and persons were defined, and so were forms of permitted communications. There were no breaches of this IESO established communication protocol in the RFP brought to our attention at any point during the RFP process by any Proponent.

5 CONFIDENTIALITY AND CONFLICT OF INTEREST

5.1 SECURITY OF DOCUMENTS DURING THE RFP

Document security pertains to the handling and storage of all procurement documents throughout the process. Document security is important as it can have a direct effect on the fairness of the process and the handling of commercially confidential information.

There are two (2) key stages as follows:

1. Security of the RFP during the drafting period;
2. Security of the Proposals; and

5.1.1 Security of RFP Documents

All procurement documents must be handled with security during the RFP planning, preparation and writing process. It is our opinion that the security of the RFP documents was maintained through the RFP development process and since the final RFP was issued to all interested parties at the same time, no one was able to obtain an early copy. We are satisfied that all materials related to the RFP including any background documents, evaluation approach and weightings were handled in a secure manner.

5.1.2 Security of Proposal Submissions

Proposals contain commercially confidential information. As a result, it was important that all Proposals were kept strictly confidential and in a secure location within the IESO's secured shared encrypted drive and in a locked room and filing cabinet at the IESO's Toronto office. The IESO set up a number of secured internal drives so that each evaluator could access only their own evaluation documents and do so in all three of the IESO's locations. Advisors were granted access to Proposals only when purposeful and required in the interest of the evaluation process. Such reviews were directed and managed by the IESO.

To the best of our knowledge, the only Proposals that were reviewed outside of the secured shared drive were by the legal advisors and us, the Fairness Commissioner.

The contents of the Proposals were only known to the evaluators when applicable, procurement team, and the when applicable, subject matter expert advisors. Prior to the beginning of the evaluation, all evaluators signed an undertaking to keep the contents of the Proposals and any information related to the evaluation process confidential and promised to declare any conflicts of interest for review. This undertaking survives past the end of the evaluation process, which was communicated to all evaluators. We were not aware of any Proposals being reviewed by unauthorized IESO, or SME staff member.

All deliberations of the evaluation team were conducted behind closed doors at IESO offices in Toronto, Ontario, at 120 Adelaide Street West, 18th Floor, and the initial compliance review, prior to the distribution of Proposals was completed in IESO's secured offices.

In summary, we are satisfied that the RFP Proposals contents were kept secure and confidential at all times. All evaluation materials and tools were finalized prior to the RFP Proposal Submission Date and provided to us for our review for consistency with the RFP, of which they were.

6 EVALUATION

6.1 STRUCTURE OF THE EVALUATION PROCESS ROLES

The evaluation was performed by the following teams:

IESO Procurement Team: Procurement Team staff members were responsible for managing the RFP development and evaluation processes. Specifically, they coordinated all documents, activities and stages of the RFP development and evaluation processes with the support of IESO management, IESO Operations team and Subject Matter Experts, the Legal Advisors and Fairness Commissioner. The Procurement Team also evaluated stage 4, 5 and 6 of the evaluation process.

IESO Subject Matter Experts (SME's):

Operations Innovation Team: These qualified advisors provided support or explanations in response to specific inquiries from the evaluation team. SME's did not evaluate Proposals nor but did have a representative at each consensus meeting that occurred. SME's also worked closely with on the RFP development with the Procurement Team.

Procurement Support Team:

Legal Advisory Team: Reviewed all RFP and evaluation documents and provided comments when requested. Also, evaluated the Proposal Securities submitted from each Proponent and provided a summary of that review to the Procurement Team who then provided that information to the Technical Evaluation Team for consideration in their evaluation. The Legal Advisory Team drafted a form of declaration for conflict of interests and confidentiality undertakings and was responsible for reviewing and assessing any disclosures made. The Legal Advisory Team attended all consensus meetings, which occurred to provide legal advice when required during the course of the meetings. The Legal Advisory Team was comprised of by both internal IESO legal counsel, with retained external legal counsel services from Stikeman Elliott LLP.

Fairness Commissioner or Fairness Advisor: Reviewed all RFP and evaluation documents and provided fairness related comments when requested to do so. Also, monitored all evaluation meetings with the evaluators to ensure consistency with the RFP was reflected in the administered process.

Technical Evaluation Team: This team evaluated all Proposals against the Completeness and Mandatory Requirements per the Regulation RFP. The team only received Proposals that had been accepted through the IESO's intake Process (i.e. arrived prior to the Proposal Submission Deadline). The team's consensus results were recorded during their consensus meeting was conducted with the observance of the SME Team representative and the Procurement Support Team and maintained by the IESO.

Pricing Evaluation Team: The IESO Procurement Team evaluated all Proposals against the Pricing Evaluation requirements per the RFP and their evaluation consensus meeting was conducted with the observance of the SME Team representative, and the Procurement Support Team. This teams consensus results were recorded during their review and ranking meeting and maintained by the IESO.

6.2 EVALUATOR TRAINING SESSION

A detailed evaluator training was provided to all evaluators with the Fairness Advisor also observing and participating in this mandatory session at IESO's offices in Toronto. All evaluators attended either by phone or

in person. The training materials were also provided to all through email following the meeting. The IESO does not provide evaluators with access to Proposals if they have not participated in the evaluator training session. The evaluation team training focused on their roles and responsibilities as evaluators prior to the RFP Proposal Submission Deadline and receipt of any Proposal. Specific topics covered included confidentiality of Proposals, conflict of interest matters, and evaluation approach and procedures and adherence.

6.3 EVALUATION DOCUMENTS

Prior to the closing date of the RFP, the IESO procurement team developed a detailed evaluation workbook for the evaluators to use and declaration forms on confidentiality and conflict of interest matters, all of which were provided to us and reviewed and finalized thereafter. We took the RFP and evaluation documents and evaluator training presentation as the standard to monitor the fairness of the evaluation process. The evaluation documents and assessment process was identical to the process reflected in the RFP document.

6.4 MANAGEMENT OF UNDUE INFLUENCE

At no point in the process were decisions affecting the outcome of the evaluation process made by one individual. The Technical Evaluation Team and the Pricing Evaluation Team through consensus approved the final evaluation results and comments.

The majority of the Technical Evaluation criteria was objective and required minimal deliberations amongst the evaluators to determine the fulfilment of a requirement or not. There was no subjectivity in the Pricing Evaluation, and the scores obtained were without influence.

6.5 COMMON SCORING SHEETS

Common evaluation workbooks were used during the Technical Evaluation. The use of these workbooks helped ensure that all Proposals were judged on the same basis, thereby facilitating consistency of treatment as well as appropriate documentation of the process. These evaluation worksheets were based strictly on the evaluation criteria stated in the RFP.

6.6 CLARIFICATION PROCESS

In accordance with the RFP section 3.1 (c) it states that failure to comply with a Mandatory Requirement will result in the rejection of a Proposal, however, in certain cases the IESO may request clarification, additional info, documentation and statements in relation to any Proposal.

The clarification process was administered when deemed appropriate to do so and when the IESO did so, we the Fairness Commissioner and the Legal Advisors were included in the review process both of the question drafted and the response received. We had no fairness comments to note on the clarification process we monitored.

7 THE EVALUATION PROCESS

7.1 PROPOSAL RECEIPT PROCESS

Forty-two (42) Proposals were received by the IESO, on the 16th floor reception at their downtown Toronto office for Proposal Fees and Securities and through the electronic submission process in the case of technical Proposal information as per the RFP, before 3:00:00 pm on September 28th 2017. The IESO received a package a couple weeks after the Proposal Submission Deadline. This package was not considered as it was deemed supplementary and considered as a late submission and was therefore returned to the sender in question. No late Proposals were evaluated.

Proposal fees and securities were received at a manned desk and deliverers were provided a signed typed receipt date and time stamped copy of when their Proposal Fees and Security was received at IESO. We were not present for the deadline closing process but we understand that there were no closing desk availability matters that arose.

7.2 EVALUATION STAGES AND OUTCOMES

The evaluation stages administered were consistent with the RFP document.

The intake process was the process by which Proposals and their associated documents were received and distributed to the applicable evaluation participants. No Proposals were disqualified at this stage.

Stage 1 – Completeness Requirements review was completed by the Technical Evaluation Team for each Proposal, in consultation with IESO’s legal team to confirm that the Proposal submission requirements had been satisfied. The legal advisor conducted an independent review of the Proposal Securities and provided their recommendations based on this review. This information was provided to evaluators through the Procurement Team for their consideration. Each evaluator completed their own individual review on the Proposals first, and then met with their evaluation team to form a set of consensus results for each Proposal. Six (6) Proposals were rejected during this Stage and thirty-six (36) proceeded to Stage 2.

Stage 2 – Mandatory Requirements review was completed by the Technical Evaluation Team. The Technical Evaluation Team had five (5) evaluators. Each evaluator completed their own individual review and then met with the remainder of the team to form a consensus decision for each Proposal. Agreement was formed on each decision with an associated comment, for each disclosed criterion. Thirty-four (34) Proposals passed this Stage, and two (2) Proposals did not.

These sessions were well facilitated and documented. All evaluators actively participated in the evaluation process meetings, and all evaluators’ attendance was mandatory for each meeting. Evaluators reviewed the submissions objectively and adhered to the criteria established in the RFP. Discussion during consensus scoring sessions was focused on the evaluation criteria and a free exchange of views took place, and we were confident of the findings of the Technical Evaluation Team. The findings of the evaluation process were reliable and repeatable.

Stage – 3 – Technical Evaluation was calculated automatically through the Proposal evaluation workbooks for those Proposals, which passed stages 1 and, 2 by providing a score out of an available 70 available points. The score was verified by the procurement team. All thirty-four (34) Proposals moved forward through this Stage.

Stage – 4 – Pricing Evaluation was completed by the Pricing Evaluation Team and verified by all present. The process was completed first by opening the secured RFP confidential cost caps, which was provided to both the IESO procurement team manager, and to us the Fairness Commissioner. Proposals were evaluated against the Individual Cost Cap in Stage 4 and against the Overall Cost Cap in Stage 6. Two (2) Proposals violated the Individual Cost Cap and were not evaluated further. The remainder of the Proposals did not violate Cost Cap and therefore moved on to Stage 5.

Stage - 5 – Ranking of Proposals was completed by the Procurement Team in witness of the procurement support team, and then verified by all present. All Proposals had their Technical and Pricing Evaluation scores combined, which established the ranked selection list from highest to lowest score.

Stage – 6 – Proposal Selection up to the Overall RFP cap was conducted and resulted in two (2) Proposals being selected, and thirty (30) Proposals not being selected due to the RFP’s stated overall MW procurement cap. In total 55MW of Regulation Capacity was selected. All Selected Proposals satisfied the RFP evaluation requirements and were the highest scoring Proposals to do so. The Overall Cost Cap was not exceeded.

8 DEBRIEFING PROCESS

The RFP process offered debriefings to all Proponent following award of the IESO’s Regulation Services contracts. All requested debriefs were provided and occurred through teleconference or in-person at the IESO offices at the Proponents request. The debriefs were coordinated and attended by the IESO’s Procurement Team and attended by us, the fairness commissioner. There was a consistent representation of all attendees at each debriefing session which took place.

In our opinion, the IESO delivered the feedback applying an established process to guide all conduct during session to ensure that the feedback was beneficial to the Proponents understanding of their specific outcome and the stages of the process and was in accordance with the MBC Ontario Public Service Procurement Directive.

The detailed evaluation comments were clear, and defensible given the approach to evaluation provided in the RFP documents. There were no challenges of the debriefing comments or findings of the process in the all of which we were in attendance.

9 CONCLUSIONS

As the Fairness Commissioner, we monitored the RFP development, RFP open period, and the RFP evaluation process. Based on our first-hand observations of the process in its entirety, and it is our unqualified opinion that the IESO’s process was conducted in accordance with the information published in the RFP, which was administered in a fair, open and transparent manner.



Andrea Robinson
Fairness Commissioner