

REQUEST FOR PROPOSAL
FOR
GOVERNANCE CONSULTING SERVICES

Long Island Power Authority
333 Earle Ovington Boulevard
Uniondale, New York 11553



Released on: July 15, 2020

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The Long Island Power Authority (“Authority”) invites proposals from experienced consulting firms in response to this Request for Proposals (“RFP”) to provide Governance Consulting Services referenced in Article V below, to the Authority and its wholly-owned subsidiary, Long Island Lighting Company d/b/a LIPA (“LILCO d/b/a LIPA” and collectively with the Authority referred to as “LIPA”). LIPA will select one firm to provide the services requested herein but is not obligated to select any firms.

I. CALENDAR OF EVENTS

Issuance of RFP	July 15, 2020
Deadline for Questions	July 22, 2020
Deadline for Posting Answers	July 24, 2020
Intend to respond to the RFP	July 27, 2020
Proposal Due Date	3PM on August 6, 2020 (EST)

II. CONTACT INFORMATION

Pursuant to State Finance Law sections 139-j and 139-k, this RFP includes and imposes certain restrictions on communications between LIPA and Proposers during the procurement process. A Proposer is restricted from making “Contacts” (i.e., any oral, written or electronic communications which a reasonable person would infer as an attempt to influence the award, denial, or amendment of a contract) from issuance of the RFP through final award and approval of the resulting Procurement Contract by LIPA and the Office of the State Comptroller (“restricted period”) to any LIPA staff or Trustee (or consultants) other than as designated herein, unless it is a contact that is included among certain statutory exemptions as set forth in State Finance Law section 139-j(3)(a).

LIPA’s designated contact for this RFP, as of the date hereof, is Maria Gomes, Director of Procurement, (516) 719-9235. LIPA staff and Trustees (and consultants) are also required to obtain certain information when contacted during the restricted period and make a determination of the responsibility of the Proposer pursuant to statutory provisions. Certain findings of non-responsibility can result in rejection of a contract award, and in the event of two findings within a four (4) year period, the Proposer is debarred from obtaining governmental Procurement Contracts. Further information about these requirements can be found in the Authority’s Lobbying Guidelines Regarding Procurements, Rules, Regulations or Ratemaking which is posted on the website for this RFP.

Questions regarding this RFP should be sent to Procurement1@lipower.org, on or before the Deadline for Questions noted in Article I above. Responses to any questions received will be posted on LIPA’s website at <http://www.lipower.org/proposals/> the Deadline for Posting Answers noted in Article I above. No other communication of questions and answers will be made.

Other than as provided for in this RFP, any contact with LIPA Trustees, staff or LIPA consultants during the pendency of this RFP on matters related to the services sought in this RFP may be grounds for disqualification from the RFP process.

PDF copies of the Proposals (one file containing the technical response, including forms, the other containing the cost proposal) should be emailed to Maria Gomes, Director of Procurement, email Procurement1@lipower.org no later than 3PM on August 6, 2020.

Proposals received after the Proposal Due Date will not be considered. Failure to submit a proposal on time will not be waived by LIPA under any circumstances (e.g., email or network issues).

LIPA will not provide reimbursement for any costs or expenses incurred in connection with this RFP, including the costs of preparing and submitting a response, providing any additional information or attending an interview. All material that is submitted in response to this RFP will become the sole property of LIPA. LIPA expressly reserves the right to utilize any and all ideas submitted in the proposals received unless covered by legal patent or proprietary rights which must be clearly noted in the proposal submitted in response to the RFP.

Interviews of the top-qualifying firms may be conducted at LIPA's discretion on a specific day or days to be disclosed later in the RFP process. All top-qualifying Proposers will be notified of the exact interview date(s) in advance.

III. CONTRACT PERIOD

The term of the contract will be for a period of five years. LIPA may terminate the contract, or postpone or delay all, or any part of the contract, at any time, in its sole discretion, upon written notice.

IV. BACKGROUND

The Authority, acting through its wholly-owned subsidiary LILCO d/b/a LIPA, provides electric service in its service area which includes two counties on Long Island — Suffolk County and Nassau County — and a portion of the Borough of Queens of The City of New York known as the Rockaways (“the Service Area”). The Authority is a corporate municipal instrumentality and a political subdivision of the State of New York (the “State”), exercising essential governmental and public powers. The Authority was created by the State Legislature under and pursuant to the Long Island Power Authority Act, being Title 1-A of Article 5 (§ 1020 et seq.) of the Public Authorities Law of the State of New York, as amended (the “Act”), including as amended by certain provisions of the LIPA Reform Act (defined below). The Authority is comprised of itself, LILCO d/b/a LIPA, (a wholly owned subsidiary of the Authority), and provides management support to the Utility Debt Securitization Authority (“UDSA”) (a special purpose corporate municipal instrumentality of the State that has a governing body separate from that of the Authority).

The Authority is the retail supplier of electric service in the Service Area (with the exception of the villages of Freeport, Greenport and Rockville Centre, each of which has an individually owned municipal electric system).

To assist LIPA in providing electric service in the Service Area, the Authority and LILCO d/b/a LIPA have generally entered into operating agreements to provide LIPA with the operating personnel and a significant portion of the power supply resources necessary to continue to provide electric service in the Service Area. The Authority's principal operating agreements now include:

T&D System management including, among other functions, the day-to-day operation and maintenance, customer service, billing and collection and meter reading:

As of January 1, 2014, a wholly-owned subsidiary of Public Service Enterprise Group Incorporated ("PSEG") dedicated to LIPA's operations ("PSEG LI") is the service provider pursuant to a twelve-year Amended and Restated Operations Services Agreement (the "Amended OSA").

Power Supply Management (including capacity and related energy) from the existing oil and gas-fired generating plants on Long Island owned by a subsidiary of National Grid plc ("GENCO") that were formerly owned by LILCO ("GENCO Generating Facilities"):

Since the LIPA/LILCO Merger, GENCO has furnished electric capacity and energy from GENCO Generating Facilities to LIPA. The initial Power Supply Agreement ("PSA") between LILCO d/b/a LIPA and GENCO expired on May 28, 2013. In 2012, LILCO d/b/a LIPA and GENCO entered into a new PSA that commenced in May 2013 for a term of 15 years, which provides for LIPA's purchase of capacity and related energy from approximately 3,600 megawatts of GENCO facilities. LIPA also maintains contracts for approximately 2,200 megawatts of electric capacity and energy with other companies.

Energy and Fuel Management:

Pursuant to the Amended OSA and in furtherance of the objectives of the LIPA Reform Act, beginning on January 1, 2015, affiliates of PSEG, PSEG Services and PSEG Energy Resource & Trade ("PSEG ER&T") have entered into agreements with LIPA to provide all energy and fuel management services.

Planning and Budget Process

Each year, LIPA and PSEG LI negotiate budgets and performance metrics to be targeted by PSEG LI under the Amended OSA. PSEG LI is compensated under the Amended OSA contract based on its achievement of agreed upon performance metrics within budget. Budget negotiations commence in the May/June time period and are substantively finalized in October. Metrics negotiations commence in the June/July timeframe and are substantively finalized by December. The strategic planning process aligns with both the substance and timing of the budget and performance metric discussions.

LIPA Board Policy Process

LIPA is governed by a 9-member Board of Trustees appointed by the Governor and State Legislature.

V. SCOPE OF SERVICES

In 2015, as part of its strategic planning process, LIPA adopted a modified version of a Policy Governance model used by other large public power corporations and based on the work of John Carver described in his book, *Boards That Make a Difference*. Since 2015, the LIPA Board of Trustees (the “Board”) has adopted approximately 30 policies related to key areas of its business (“Board Policies”), categorized as Mission, Operating, Governance or Compliance policies. More information can be found on the Board Policies at: <https://www.lipower.org/mission/>.

In this RFP, LIPA seeks governance consulting services to:

- assess the overall effectiveness of its current policy governance model;
- perform a review of LIPA’s governance-related documents, including the Board Policies, LIPA’s mission and vision, bylaws, code of conduct, committee charters and internal control documentation or other guidelines and practices to enhance the effectiveness of the model;
- evaluate LIPA’s procedures for reviewing, monitoring and reporting on governance-related items, including through periodic (generally annual) reports on the Board Policies to the Board;
- review the effectiveness of the governance model and the Board Policies in specifying and delineating the roles and responsibilities of the Board of Trustees and LIPA management;
- assist management with its respective responsibilities in strategic planning, so as to meet the expectations of the Board’s Policies; and
- identify opportunities for improvements to comply with best practices of comparable organizations and to enhance the overall effectiveness of the governance model.

The work will include both telephonic and in-person interviews and workshops with management and the Board at LIPA’s headquarters in Uniondale, NY, and may require facilitation of deliberative discussions of the Board at LIPA Board meetings, which are subject to New York State’s Open Meetings Laws.

VI. THRESHOLD CRITERIA

Only Proposals submitted from Proposers who meet the following minimum threshold requirement, will be considered by the Authority:

At least ten (10) years of experience providing the type of service(s) being proposed.

The above criteria must be met by either the firm, or the lead engagement professional assigned to the Authority's account with unfettered access to the firm's resources and experience.

VII. PROPOSAL REQUIREMENTS

The following is a list of the information to be provided by the Proposer for the services sought.

A. Management and Qualifications

1. Provide information that demonstrates your firm or the lead engagement professional meets the threshold criteria for the scopes of services described in Section VI above identified in your proposal.
2. State the names of the professionals, including the professional in charge, who would be initially assigned to LIPA's account, describe the qualifications and the expected services to be provided by each professional, provide their resumes and describe their anticipated commitment of time to LIPA's account and to other clients during the next 12 months.
3. The Proposed shall provide two (2) account references for work similar to the services described in the scope of services for this RFP. References should include work performed within the last two (2) years ending December 30, 2019.
 - a. The account references must include the reference company name, contact person, phone number, email address and a summary of the scope of work provided, and the name of the Lead Consultant utilized by the Respondent to service the account. LIPA will contact and verify the account references.
4. Describe your firm's experience related to the Scope of Services, including a representative client list, including any public power clients, and a brief summary of any notable projects handled by your firm which you believe best demonstrate the nature and extent of your firm's expertise with respect to the Scope of Services described above. Please limit your descriptions to relevant topics.
5. Describe the billing system your firm utilizes, including how time is tracked, e.g. increments of time tracked, tracking of time per person and per matter and the detail that will be provided in the monthly bills. Firms should provide a brief sample bill to LIPA (that does NOT include actual billing rates) as an appendix to the proposal that will not count against the proposal page limit.
6. LIPA has determined, pursuant to New York State Executive Law Article 15-A, that the assessment of the diversity practices of respondents to this RFP is practical, feasible, and appropriate. Accordingly, respondents to this RFP must include as part of their response to this RFP a completed copy of the Diversity Questionnaire posted on the RFP website, as described in Section IX.A.4 herein.

7. Identify the nature of any potential conflict of interest your firm might have in providing services to LIPA:

- (a) State whether your firm has ever provided services to or currently provides services to National Grid plc, Public Service Enterprise Group (PSEG), Lockheed Martin Corporation, or any of their respective affiliates or subsidiaries, specifically including PSEG Long Island, and if so, in what capacity. Additionally, state whether your firm is providing services to any publicly-owned or investor-owned electric utility, independent power producer, natural gas supplier, or natural gas transmission company. If so, state the name of each such client and the nature of the services.
- (b) Discuss fully any conflicts of interest, actual or potential, which might arise in connection with your firm's involvement with LIPA. If your firm believes that a conflict of interest might arise, please describe how such conflict would be resolved.

Each firm must certify in writing that its provision of services to LIPA will not create any conflict of interest involving that firm.

- (c) Identify any past, pending or threatened litigation or administrative or state ethics board or similar body proceedings to which your firm or any of your firm's professionals are a party and which would either materially impair your ability to perform the services enumerated herein, or, if decided in an adverse manner, materially adversely affect the financial condition of your firm.

B. Cost

Proposals shall include the following:

1. State the proposed hourly rates at which the services of would be provided to LIPA for the first **two years*** of the contract term.

*Any rate increase for years three through five of the contract shall not exceed the lesser of five (5%) percent or the percent increase in the "National Consumer Price Index for All Urban Consumers (CPI-U)", as published by the U.S. Department of Labor, Bureau of Labor Statistics, Washington D.C. 20212, for each of the previous contract years (years 2, 3 and 4). The Proposer has the sole responsibility to submit to LIPA a service rate adjustment request thirty (30) days prior to the effective date of the price increase, providing a copy of the index and other supporting documentation necessary to support the request. Any rate increase will be granted at LIPA's sole discretion.

2. The proposed hourly billing rates shall be inclusive of all auxiliary costs, such as printing, copying, secretarial, typing, program entry, etc. In addition, for resources provided to LIPA within a 100- mile radius of LIPA's Offices, the hourly billing rates shall be inclusive

of expenses for travel, meals and lodging. Reimbursement of travel, meals and lodging costs will be provided by LIPA in accordance with the GSA rates for Nassau and Suffolk Counties if the resource is located outside a 100- mile radius of LIPA’s Offices. Proposers are advised that consultants will not be reimbursed by the Authority for “commuting time”- time spent getting to and from the “work site”. All of the above costs, if applicable, shall be factored into the proposed hourly billing rates.

Titles/Resources	Hourly Rates
Senior Partner	
Principal Consultant	
Senior Consultant	
Associate Consultant	

Please also include a schedule of all out-of-pocket disbursements which you anticipate would result in a charge to LIPA and the rate for each. Note that LIPA expects that disbursements would be charged at the firm’s actual out-of-pocket cost, without mark-up, and in accordance with LIPA’s policies and Article VI of the Standard Consulting Agreement.

NOTE: Failure to provide your cost proposal as requested above (includes hourly rates for all titles) may be grounds for determining a proposal to be non-responsive. Answering N/A may also be considered non-responsive.

4. LIPA expects to receive the lowest rates charged by your firm for its governmental clients. Please provide a statement affirmatively stating whether the rates proposed are the lowest rates charged by your firm for its governmental clients. If for any reason your firm is not prepared to do so, please indicate your reasons.

Any contract(s) awarded pursuant to this RFP may have a Not-to-Exceed dollar cap as determined by LIPA, which may not be exceeded without LIPA’s prior written authorization.

In addition, firms will be required to track their spend and provide LIPA with written notice when they have incurred fees and expenses totaling 75% of any Not-to-Exceed dollar cap.

C. Other

1. Provide a copy of your firm’s affirmative action policy and submit the information requested in the Diversity Questionnaire posted on the RFP web site. These may be provided in an appendix that will not count against the page limit.
2. LIPA’s Standard Consulting Agreement is posted on the RFP website. Proposals accompanied by a written acceptance of all terms and conditions in LIPA’s Standard Consulting Agreement will receive more favorable consideration by LIPA, as set forth in section VII.A.4 below. No modifications or exceptions will be considered to Appendix A - “STANDARD CLAUSES FOR NEW YORK STATE CONTRACTS.” Proposed

exceptions to LIPA's Standard Consulting Agreement, which is posted on the RFP website, must include specific alternative language as well as a basis for the proposed change and will be considered on a case-by-case basis. LIPA reserves the right to reject exceptions or modifications to its Standard Consulting Agreement.

3. Confidential, trade secret or proprietary materials as defined by the laws of the State of New York must be clearly marked and identified as such upon submission. If Consultant intends to seek an exemption from disclosure of these materials under Freedom of Information Law, Consultant must request the exemption in writing, setting forth the reasons for the claimed exemption, at the time of submission or as required to address requests for materials under Freedom of Information Law. Acceptance of the claimed materials does not constitute a determination on the exemption request, which determination shall be made in accordance with statutory procedures. Nothing in this Agreement is intended or shall be construed to waive any Party's right to claim that a communication or document is covered by a legally recognized privilege, including but not limited to the attorney client privilege.

VIII. EVALUATION AND SELECTION

A. Evaluation Criteria

Proposals will be evaluated based on the following factors, not necessarily listed in the order of importance:

1. The Firm's experience providing the scope of service(s) proposed in response to this RFP. Please include client list representing electric utilities.
2. Qualifications of the professionals proposed to serve LIPA's account and the commitment of time and other resources to LIPA.
3. Cost of services, including such factors as hourly rates, discounts and cost-effectiveness. (Although proposed cost will be given significant consideration in the selection process, LIPA reserves the right to negotiate lower fees with any firm selected, or a different fee structure than proposed.)
4. Overall organization, completeness, and quality of proposal, including cohesiveness, conciseness, clarity of response, demonstrated understanding of LIPA and responsiveness to the requirements of this RFP. LIPA reserves the right to reject any proposal that does not accept LIPA's standard contract form because, in LIPA's sole discretion, proposed deviations from the standard contract form are inconsistent with a uniform evaluation of Proposals.
5. The firm's overall diversity and commitment to equal opportunity programs.
6. Interviews, if conducted.

The non-cost criteria listed above will be given more consideration than the cost criteria in LIPA's evaluation of proposals.

B. Selection Process

The Selection Committee will initially review all proposals to determine responsiveness. Any proposal that does not address all requested requirements or is incomplete will be rejected.

The Selection Committee will evaluate all responsive and responsible proposals based on the criteria enumerated in Section VIII (A), as referenced above. The Selection Committee may, at its discretion, afford firms the opportunity to clarify proposals for the purpose of assuring a full understanding of their responsiveness to the RFP.

The Selection Committee may also conduct interviews of Proposers found to be most qualified to perform the services required, based upon the criteria listed in this RFP. If so, Proposers will be notified in advance of the exact interview date.

Prior to award of any contracts(s), the Selection Committee will conduct a vendor responsibility determination and may require eligible Proposers to answer questions and provide additional information to supplement the information provided in the NYS Vendor Responsibility Questionnaire to assist the Selection Committee in making such a determination.

All Proposers will be notified in writing once one or more firms have been selected.

IX. PROPOSAL INSTRUCTIONS AND CONDITIONS

A. Limitations

1. This RFP does not commit LIPA to award a contract, pay any costs incurred in the preparation of a response, or procure or contract for services of any kind whatsoever. LIPA reserves the right, in its sole discretion, to accept or reject any or all responses as a result of the RFP, to negotiate with any or all firms considered, or to cancel this RFP in whole or in part. LIPA reserves the right to request additional information from all Proposers.
2. Proposers may be requested to clarify the contents of their proposal. Other than to provide such information as may be requested by LIPA, no Proposer will be allowed to alter its proposal or to add new information after the RFP due date.
3. Proposers may be required to participate in negotiations and to submit any price, technical or other revisions to its proposal which may result from such negotiations.
4. Proposers must fully execute the following forms (posted on the RFP web site) and submit with its proposal: 1). MacBride Fair Employment Principles; 2). Non-Collusive Bidding Certification; 3). Contractor Disclosure of Prior Non-Responsibility Determinations; 4). Contingent Fee Certification; 5). NYS Vendor Responsibility Questionnaire (please find

the form here <http://www.osc.state.ny.us/vendrep/> and include a copy in your firm's proposal); 6). Diversity Questionnaire; (7) Form 101, Workforce Employment Utilization-Form 103 and EEO Forms- Form 102 and 8) Sexual Harassment Policy Form.

5. All material submitted in response to this RFP will become the sole property of LIPA, except as noted in Section II above.

B. Proposal Submission

1. Responses shall be limited to ten **(10) single-sided pages** (not including the cover letter referenced in 2. below, the table of contents, resumes or the cost portion of the proposal which may be included in the same shipping package as the technical proposal but should be in a separate sealed envelope marked "cost proposal") and shall be prepared on 8 ½ x 11-inch paper using at least 12-point type with standard margins. Resumes may be provided in brief summary form in the body of the proposal, with extensive resumes in an appendix. Each firm is requested to provide a copy of its Affirmative Action Policy as an appendix to its proposal. This appendix will not count against the page limit restriction.
2. Proposals must include a cover letter indicating the mailing address of the office from which the proposal is submitted, the name and email address of the individual who will represent the firm as the primary contact person for the proposal, and the telephone and facsimile numbers of the primary contact person.
3. Non-responsive proposals include, but are not limited to, those that:
 - (a) are not in conformance with RFP requirements and instructions;
 - (b) are conditional; or;
 - (c) contain a material omission(s).
4. Joint proposals will not be accepted.

LIPA reserves the right to waive non-material deviations in a proposal. Non-material deviations are deviations and/or omissions the waiving of which, at LIPA's sole discretion, do not disadvantage LIPA, do not provide a competitive advantage to the Proposer and/or will not prejudice other Proposers or potential Proposers.

C. Participation of Minority and Women-Owned Business Enterprises (MWBE)

The Authority is committed to diversity and equal employment opportunities among its contractors, including the attorneys it engages. The Authority encourages all firms, including firms that are MWBE certified, to submit proposals in response to this RFP.

Please note that all certified MWBE firms submitting proposals to this RFP should be registered as such with the New York State Department of Economic Development. For firms that are not certified but have applied for certification, please provide evidence of filing, including filing date.

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For purposes of this solicitation, LIPA hereby establishes an overall subcontracting goal of 30%; 15% for Minority-Owned Business Enterprises (“MBE”) participation and 15% for Women-Owned Business Enterprises (“WBE”) participation. While there are no Minority and Women Owned Business Enterprise (“M/WBE”) participation goals in this RFP, Respondents are encouraged to use M/WBEs in connection with their proposed project.

For additional information regarding the instructions for the MWBE forms, requirements and procedures please see Standard Contract Clauses for LIPA’s Contracts, Attachment B PARTICIPATION BY MINORITY GROUP MEMBERS AND WOMEN WITH RESPECT TO STATE CONTRACTS: REQUIREMENTS AND PROCEDURES.

D. Participation of Service -Disabled Veteran Owned Businesses (SDVOB)

New York State has established a state-wide goal of 6% New York State Service-Disabled Veteran-Owned Business goal. Proposers should identify ways that they might be able to assist the Authority by subcontracting or other means to help achieve the New York State Service-Disabled Veteran-Owned Business goal of 6%. In addition, proposers who are certified as a New York State Service-Disabled Veteran-Owned Business should include this information in their proposal. For more information regarding New York State Service-Disabled Veteran-Owned Businesses, please visit the New York State Office of Generals Services webpage <http://www.ogs.ny.gov/Core/SDVOBA.asp>.

For purposes of this solicitation, LIPA hereby establishes an overall subcontracting goal of 6%. While there are no Service- Disabled Veteran-Owned (SDVOB) Business participation goals in this RFP, Respondents are encouraged to use SDVOBs in connection with their proposed project.

E. Administrative Specifications

1. All proposals must be irrevocable for 180 days and signed by an authorized officer of the firm.
2. The successful Proposer(s) must agree to provide LIPA with audit access on request during the term of the contract and for seven (7) years thereafter.
3. LIPA at any time, in its sole discretion, may terminate its contract with the successful Proposer(s), or postpone or delay all or any part of the contract, upon written notice.
4. All Proposers are obligated to update any changes in their proposal prior to the proposal due date.

F. Addenda: Errors and Omissions

1. If a Proposer discovers any ambiguity, conflict, discrepancy, omission or other error in this RFP, immediately notify Anna Chacko, LIPA’s General Counsel, in writing, of such error and request clarification or modification to the document.

2. Should LIPA find it necessary, modification to the RFP will be made by addenda. Such modification will be posted on the RFP web site. Proposers are responsible to check the website for any changes in this solicitation. Separate notification may not be provided.
3. If a Proposer fails to notify LIPA of a known error or an error that reasonably should have been known prior to the final filing date for submission, the Proposer shall assume the risk of such error. If awarded the contract, the Proposer(s) shall not be entitled to additional compensation or time by reason of the error or its later correction.

G. Debriefing of Unsuccessful Proposers

Upon written request, a debriefing will be scheduled with an unsuccessful Proposer after LIPA has provided notice of its selection of one or more successful Proposer(s). Discussion will be limited to a critique of the proposal submitted by the Proposer requesting the debriefing. Comparisons between proposals or evaluations of the other proposals will not be discussed. Debriefings may be conducted in person or by telephone, at LIPA's discretion.

X. CONTRACT APPROVAL

LIPA's selection of one or more successful Proposers shall not be binding on LIPA until it has been approved by LIPA's Board of Trustees. In addition, any contracts issued pursuant to this RFP shall not be valid, effective or binding until approved by the New York Office of State Comptroller and filed in his office, in accordance with Section 112 of the New York State Finance Law.