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**Electric Reliability Council of Texas, Inc. (ERCOT)**

*Contract Administration and Procurement*



**Request for Proposal**

**For**

**Executive Search Services for**

**ERCOT Unaffiliated Director**

**Date of Release: December 23, 2016**

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## **1. GENERAL INFORMATION**

### **1.1 RFP Objective**

The objective of ERCOT in this procurement is to identify and contract with a qualified vendor (Search Firm) to provide services in assisting the Nominating Committee of the ERCOT Board of Directors in identifying, investigating, qualifying and presenting a pool of candidates for a single Unaffiliated Director position on the ERCOT Board of Directors.

### **1.2 ERCOT Background**

#### **1.2.1 Overview of Electric Reliability Council of Texas, Inc.**

The Electric Reliability Council of Texas (ERCOT) manages the flow of electric power to 24 million Texas customers, representing approximately 90 percent of the state's electric load. As the Independent System Operator for the region, ERCOT schedules power on an electric grid that connects more than 43,000 miles of transmission lines and 550 generation units. ERCOT also performs financial settlement for the competitive wholesale bulk-power market and administers retail switching for 7 million premises in competitive choice areas. ERCOT is a membership-based 501(c)(4) nonprofit corporation governed by a board of directors and subject to oversight by the Public Utility Commission of Texas and the Texas Legislature. Additional information about ERCOT can be found at <http://www.ercot.com/>.

### **1.3 Strategic Elements**

#### **1.3.1 Contract Term**

ERCOT intends to award a contract resulting from this solicitation for an initial term from date of award as necessary to fulfill the goals of this RFP.

Any contract issued as a result of this solicitation is subject to cancellation, without penalty, either in whole or in part, for breach of contract. Such a contract may also be canceled by ERCOT for convenience upon a thirty (30) day written notice.

#### **1.3.2 Contract Elements**

The term “contract” means the contract was awarded as a result of this RFP and all exhibits attached hereto. At a minimum, the following documents will be incorporated into the contract: this RFP and all attachments and exhibits; any modifications, addendum, or amendments issued in conjunction with this RFP; and the successful Respondent’s proposal. Respondent, if selected, must execute ERCOT’s

Master Agreement. The actual work to be performed and the compensation for such work will be documented in a Statement of Work. If the Respondent currently has an active Master Agreement with ERCOT, only a new Statement of Work will be required.

#### **1.4 Basic Philosophy: Contracting for Results**

ERCOT'S fundamental commitment is to contract for value and successful results. A successful result is denoted as the generation of defined, measurable, and beneficial outcomes that support ERCOT's missions, objectives, and goals, and satisfies all defined contract requirements.

#### **1.5 Legal and Regulatory Constraints**

##### **1.5.1 Conflicts of Interest**

ERCOT seeks to ensure a level playing field in the award of the contract. ERCOT has implemented an aggressive policy concerning actual or potential conflicts of interest to ensure fair and open competition, and has included language concerning actual and potential conflicts of interest in Section 8 of the Master Agreement. Respondents must carefully review and understand this language when developing proposals.

##### **1.5.2 Former Employees of ERCOT**

The Respondent must disclose any past employment of its employees and agents, or its subcontractors' employees and agents, by ERCOT, including the individual's name and the date such individual's employment at ERCOT ended.

##### **1.5.3 Interpretive Conventions**

Whenever the terms "shall," "must," "or "is required" are used in this RFP in conjunction with a specification or performance requirement, the specification or requirement is mandatory for the potential vendor. ERCOT may, at its sole discretion, reject any proposal that fails to address or meet any mandatory requirement set forth herein/.

Whenever the terms "can," "may," or "should" are used in this RFP in conjunction with a specification or performance requirement, the specification or performance requirement is a desirable, but not mandatory, requirement.

**1.6 ERCOT Point of Contact**

The sole point of contact for inquiries concerning this RFP is:

Lisa Sanchez  
2705 West Lake Drive  
Taylor, Texas 76574  
(512) 248-6544  
Fax: (512) 248-3118  
Lisa.sanchez@ercot.com

All communications relating to this RFP must be directed to the specified ERCOT contact person. All other communications between a respondent and ERCOT staff concerning this RFP are prohibited. In no instance is a respondent to discuss cost information contained in a proposal with the ERCOT point of contact or any other staff prior to proposal evaluation. Failure to comply with this section may result in ERCOT's disqualification of the proposal.

**1.7 Procurement Timeline**

Procurement Timeline	
RFP Release Date	12/23/2016
Optional Notice of Intent to Propose Due	01/05/2017
Vendor Questions Due	01/10/2017
Response to Vendor Questions Posted	01/13/2017
Vendor Proposals Due	01/20/2017
Vendor Presentations	01/25 – 02/08/2017
Anticipated Contract Award	02/13/2017
Anticipated Contract Start Date	02/27/2017

**1.8 Communications Regarding This Procurement**

ERCOT reserves the right to amend this RFP at any time prior to the proposal submission deadline. Any changes, amendments, or clarifications will be made in the form of responses to vendor questions, amendments, or addendum issued by ERCOT and sent to the point of contact listed on the Notice of Intent to Propose. Vendors not submitting the Notice of Intent to Propose will not receive changes, amendments, or answers to questions regarding this Request For Proposal.

**1.9 RFP Cancellation/Non-Award**

ERCOT reserves the right to cancel this RFP or to make no award of a contract pursuant to this RFP.

**1.10 Right to Reject Proposals**

ERCOT may, in its discretion, reject any and all proposals submitted in response to this RFP.

**1.11 No Reimbursement for Costs of Proposals**

ERCOT will not reimburse any respondent for costs of developing a proposal in response to this RFP.

## 2 SCOPE AND REQUIREMENTS

### 2.1 Project Scope Overview

Including the vacant Unaffiliated Director position, the ERCOT Board of Directors currently consists of sixteen (16) members: six stakeholder (Market Segment) Directors, three Consumer Segment Directors, five Unaffiliated Directors, the ERCOT Chief Executive Officer (CEO) as an ex officio voting member of the Board and the Chairman of the Public Utility Commission of Texas (PUCT) as an ex officio non-voting member of the Board. All Unaffiliated Directors must be approved by the PUCT in a docketed proceeding and by ERCOT Corporate Members. (This process typically takes from 4 – 6 months.) ERCOT requests that Firms submit proposals for searches for one Unaffiliated Director candidate.

Qualified candidates for such Unaffiliated Director positions must meet the following criteria provided in Section 4.3(b)(2) of the Amended and Restated Bylaws of ERCOT as follows:

- (i) Experience in one or more of these fields: senior corporate leadership; professional disciplines of finance, accounting, engineering or law; regulation of utilities; risk management; and information technology.
- (ii) Independence of any Market Participant in the ERCOT Region. Requirements of such independence include, but are not limited to, the following:
  - a. An Unaffiliated Director or family member (any spouse, parent, spouse of a parent, child or sibling, including step and adoptive relatives and household member) shall not have the following:
    1. Current or recent ties (within the last two years) as a director, or officer of a Market Participant or its Affiliates;
    2. Current or recent ties (within the last two years) as an employee of an ERCOT Member or North American Electric Reliability Corporation (NERC)-Registered Entity operating in the ERCOT Region;
    3. Direct business relationships, other than retail customer relationships, with a Market Participant or its Affiliates; and

4. To the extent that an Unaffiliated Director or family member (any spouse, parent, spouse of a parent, child or sibling, including step and adoptive relatives) living in the same household or any other household member owns stocks or bonds of Market Participants, these must be divested or placed in a blind trust prior to being seated on the Board.
- b. An Unaffiliated Director shall not have any relationship that would interfere with the exercise of independent judgment in carrying out the responsibilities of an ERCOT board member, including the Delegated Authority pursuant to the ERCOT Bylaws.
    - (iii) Residence in the State of Texas preferred.
    - (iv) Other criteria as approved by the ERCOT Board of Directors.

The Nominating Committee has indicated a preference for candidates with experience in one or more of the following areas, although other qualified candidates may be considered:

- (i) Financial;
- (ii) Risk management, preferably with cyber or information technology risk experience; and
- (iii) Internal audit.

## **2.2 General Requirements**

- 2.2.1** In their responses to this RFP, respondents must describe in detail the methodology and approach to meeting the requirements of this RFP.
- 2.2.2** Respondents must include a project schedule for completing the scope requirements described herein with a goal to allow for an ERCOT Nominating Committee vote at its June 13, 2017 meeting, although the Nominating Committee vote may be conducted at a subsequent meeting.
- 2.2.3** The awarded supplier must provide a Project Manager or lead who has decision-making authority and will assume responsibility for coordination, control, and performance of this effort.
- 2.2.4** Any changes to key personnel associated with the subsequent contract must be submitted in writing and approved in writing by ERCOT prior to the change being made.
- 2.2.5** The awarded supplier must provide an organizational chart and list of the supplier's corporate chain-of-command, as well as any established procedures for contacting individuals within that chain-of-command.



### **2.3 Qualifications**

*The selected Firm must have the following minimum qualifications and must provide references and demonstrate examples for each of these requirements:*

- 2.3.1** Five (5) years of experience providing Board-level Member search services for corporate/institutional clients.
- 2.3.2** Experience providing the described services for at least two (2) of the following:
  - a. Fortune 1000 companies or large non-profits;
  - b. Governmental or quasi-governmental entities;
  - c. Electric Service Providers;
  - d. Financial institutions; and
  - e. Independent System Operators, Regional Transmission Operators or multi-state energy companies.
- 2.3.3** Functional Expertise and sufficient personnel to meet all requirements set forth in this RFP and to successfully complete services for each search within 120 days after initiation.
- 2.3.4** Firm should include a detailed explanation of Search Methodology with its proposal, setting forth the following:
  - a. Methodology of results-driven recruiting process; including recruiting, evaluation, screening and client information;
  - b. Number and identity of personnel (search consultants) who will perform the services;
  - c. Resume, experience and qualifications of each search consultant that will perform services;
  - d. Scope of Service (Based on prior experience, provide a written process, number of in-house hours and timeline to identify, interview and select qualified candidates.); and
  - e. Professional guarantee and warranties of work.

### **3 GENERAL INSTRUCTIONS AND RESPONSE REQUIREMENTS**

#### ***3.1 Notice of Intent to Propose***

A prospective vendor may submit a Notice of Intent to Propose to the ERCOT Point of Contact identified in Section 1.6 no later than 5:00PM Central Time on **the date listed in the Section 1.7 Procurement Timeline**. The Notice of Intent should consist of an email stating that the prospective vendor intends to submit a proposal for this procurement. Only vendors who submit a Notice of Intent to Propose will receive the answers to questions from all vendors, and/or any clarifications, amendments, and addenda to the Request For Proposal. Vendors who provide a Notice of Intent are not obligated to submit proposals after submitting the NOI, but must submit a response to be considered for an award.

#### ***3.2 Vendor Questions and Comments***

All questions and comments regarding this RFP must be submitted electronically to the email address contained in Section 1.6 (ERCOT Point of Contact). All questions must reference the appropriate RFP page and section number. In order to receive a response, vendor questions and comments must be received no later than the deadline set forth in Section 1.7 (Procurement Timeline). Inquiries received after the due date may be reviewed by ERCOT but will not receive a response. Answers to vendor questions will be emailed to the point of contact listed on the Notice of Intent to Propose. A respondent must inquire in writing as to any ambiguity, conflict, discrepancy, exclusionary specification, omission or other error in this RFP prior to submitting a proposal. If a respondent fails to notify ERCOT of any error, ambiguity, conflict, discrepancy, exclusionary specification, or omission, the respondent shall submit a proposal at its own risk and, if awarded the contract, shall have waived any claim that the RFP and Master Agreement were ambiguous and shall not contest ERCOT's interpretation. If no error or ambiguity is reported by the deadline for submitting written questions, the respondent shall not be entitled to additional compensation, relief, or time by reason of the error or its later correction.

ERCOT reserves the right to amend answers prior to the proposal submission deadline.

#### ***3.3 Modification or Withdrawal of Proposal***

Proposals may be withdrawn from consideration at any time prior to the award of contract. A written request for withdrawal must be made to the ERCOT Point of Contact (Section 1.6).

A respondent has the right to amend its proposal at any time and to any degree by written amendment delivered to the ERCOT Point of Contact prior to the proposal submission deadline. ERCOT reserves the right to request an amendment to any part of the proposal during negotiations.

### **3.4 News Releases**

A respondent may not issue press releases or provide any information for public consumption regarding its participation in this procurement without specific, prior written approval of ERCOT.

### **3.5 Incomplete Proposals**

ERCOT may reject without further consideration any proposal that is not completely responsive to this RFP.

### **3.6 ERCOT Use of Vendor Ideas**

- ERCOT reserves the right to use any and all ideas presented in any proposal that are not the respondent's proprietary information and so designated in the proposal. The respondent's proprietary materials do not include information that ***is already published or available to the public, or subsequently becomes available;***
- is received from a third party who, to ERCOT's knowledge, is not in breach of ***any obligation of confidentiality; or***
- is independently developed by personnel or agents of ERCOT without reliance on the respondent's proprietary materials;

### **3.7 Additional Information**

By submitting a proposal, the respondent grants ERCOT the right to obtain information from any lawful source regarding: (i) the past business history, practices, conduct and ability of a respondent to supply goods, services, and deliverables; and (ii) the past business history, practices, conduct, and ability of the respondent's directors, officers, and employees. ERCOT may take such information into consideration in evaluating proposals.

### **3.8 Instructions for Submitting Proposals**

#### **3.8.1 Submission**

Submit all copies of the proposal to the ERCOT Point of Contact no later than **2:00 p.m. Central Time on the submission deadline** (See Section 1.6 & 1.7). The proposal must be signed by an authorized representative of the respondent and submitted electronically via email—the file must not exceed 20MB. If this size restriction cannot be met, multiple emails may be sent, but respondent must indicate how many emails ERCOT should anticipate (i.e. email 1 of 3). ERCOT reserves the right to disqualify late proposals.

#### **3.8.2 Additional Requirements**

All proposals must be:

- Clearly legible;
- Sequentially page-numbered;
- Organized in the sequence outlined in Section 3.9 and 3.9.1;
- Bound in a notebook or cover; Part 1 and Part 2 must be bound separately (see Section 3.9)
- Limited to 50 pages (excluding ERCOT required forms);
- Responsive to the requirements of this RFP;
- Proposals should include the respondent's name at the top of each page, and should not include unrequested materials or pamphlets.

### **3.9 Format and Content**

The proposal must consist of two separate parts and must be sent in two separate attachments:

- (1) Part 1 – Business Proposal; and
- (2) Part 2 – Cost Proposal.

#### **3.9.1 Part 1 -- Business Proposal**

The Business Proposal must include:

- Section 1 – Transmittal Letter;
- Section 2 – Executive Summary;
- Section 3 – Corporate Background and Experience;
- Section 4 – Methodology and Services Approach;
- Section 5 – Assumptions;

- Section 6 – Appendices;
- Section 7 – Vendor Information and Other Required Forms.

**Section 1 -- Transmittal Letter**

Respondents must include a transmittal letter printed on official company letterhead. The letter must be signed by an individual authorized to legally bind the respondent.

The transmittal letter must include:

1. Disclosure of all pending, resolved, or completed litigation, mediation, arbitration, or other alternate dispute resolution procedures involving the respondent (including subcontractors,) and its client(s) within the past 24 months.
2. Disclosure of all affiliations with, or ownership relationships with, any ERCOT Market Participant or its affiliates.
3. A description of any personal or business interest that may present an actual, potential, or apparent conflict of interest with the performance of the contract and an explanation of how the respondent can assure ERCOT that these relationships will not create an actual conflict of interest.
4. A list of key personnel previously employed by ERCOT in accordance with the requirements of Section 1.5.2.
5. A complete list of all exceptions, reservations, and limitations to the terms and conditions of the RFP.
6. Signed copies of the Professional Services Agreement, NDA, IRS W-9, and Vendor Information Form located here: <http://www.ercot.com/about/procurement/index.html>.
7. Additionally, if the nature of this RFP solicitation involves an Information Technology purchase, please review and acknowledge the “Cyber Security Requirements” document, also located here: <http://www.ercot.com/about/procurement/index.html>

Please also address the following Records and Information Management (RIM) RFP Questions:

- 1 Does the solution include an application that will generate electronic information to be saved or stored within such application, whether hosted off-site or within ERCOT’s current IT infrastructure?  
If YES, proceed to question 2.  
If NO, no further questions are required as this does not pose any RIM Program concerns.
- 2 Does your solution utilize proprietary electronic document formats?  
If YES, provide additional detail for RIM evaluation (what format(s) and access requirements).  
If NO, provide additional detail for RIM evaluation (what format(s)).

- 3 Can your product meet ERCOT's RIM program requirements<sup>1</sup> for Records and information generated or stored by the system including destruction at the end of their lifecycle?

If YES, provide additional detail for RIM evaluation.

If NO, initiate additional discussion.

### ***Section 2 -- Executive Summary***

In this section, the respondent should condense and highlight the content of the Business Proposal to provide ERCOT with a broad understanding of the respondent's approach to meeting ERCOT's objectives for this procurement.

### ***Section 3 -- Corporate Background and Experience***

#### ***Respondent Background and Experience***

This section details the respondent's corporate background and experience. If the respondent proposes to use subcontractor(s), it must describe any existing ongoing relationships with such subcontractor(s), including project descriptions. The section should include the following information:

- Respondent's full organization, company, or corporate name;
- Headquarter address;
- Type of ownership (e.g. partnership, corporation);
- If respondent is a subsidiary or affiliate and the name of the parent organization;
- State where the respondent is incorporated or otherwise organized to do business;
- Federal taxpayer identification;
- Name and title of person who will sign the contract; and
- Name and title of person responsible for responding to questions regarding the proposal, with telephone number, facsimile number, and email address.

Describe the respondent's corporate background as it relates to projects similar in scope and complexity to the project described in this RFP.

If the proposal includes the use of subcontractors, include a similar description of the subcontractor's corporate background.

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<sup>1</sup> RIM program requirements include purging records and non-record information based on current business requirements and the retention requirements found in ERCOT's Records Retention Schedule.

Include at least three (3) references for projects performed within the last five (5) years that demonstrate the respondent's ability to perform the required RFP services. Include contract dates and contact parties, with address, telephone number, and email, if available. If the work was performed as a subcontractor, the respondent must describe the scope of subcontracting activities.

***Key Personnel***

Identify and describe the respondent's proposed labor skill set and provide resumes of all proposed key personnel (as defined by the respondent). Resumes must demonstrate experience germane to the position proposed. Resumes must list any relevant professional designations for key personnel identified by Respondent. Resumes should include work on projects cited under the respondent's corporate experience, and the specific functions performed on such projects.

***Section 4 – Methodology and Services Approach***

Describe the respondent's methodology for providing the deliverables identified in Section 2.

***Section 5 – Assumptions***

State any business, economic, legal, or practical assumptions that underlie the respondent's Business Proposal.

***Section 6 – Appendices***

Include any appendices to the respondent's Business Proposal.

***Section 7 – Vendor Information and Other Required Forms***

Respondents must complete the following required forms:

1. Nondisclosure Statement
2. Vendor information form
3. Except for current ERCOT suppliers who have an active Master Agreement with ERCOT or who have completed the Vendor Information Form (VIF) within the last six months, all Respondents must provide a completed Supplier Vendor Information Form along with the proposal.
4. If the anticipated contract value with ERCOT is equal to or >\$250,000.00, the respondent must include the two (2) most recent two (2) years audited financial statements (include unaudited statements if supplier is unaudited). Publically-held companies must include or provide a link to the most recent Forms 10-K and 10-Q filings.

**3.9.2 Part 2 -- Cost Proposal**

The Cost Proposal must be based on the Scope of Work described in Section 2. This section should include any business, economic, legal, or practical assumptions that underlie the Cost Proposal.

Respondents may separately identify cost-saving and cost-avoidance methods and measures and the effect of such methods and measures on the Cost Proposal and Scope of Work.

This section of the proposal must state the cost for the Services in this RFP. If the selected Firm is paid by a lump sum, ERCOT proposes the compensation be paid according to a milestone payment schedule, where each payment is made upon the Firm’s successful completion of a milestone below. “Completion” of a milestone shall occur when the Firm submits claim that the milestone work has been completed and ERCOT provides written acceptance that the milestone has in fact been met to ERCOT’s satisfaction in accordance with specified criteria set forth in the Statement of Work. Proposals should set forth appropriate milestones. Suggested milestones for the Board member will be developed for the Statement of Work, but may be as follows:

Milestone 1	Completion of Unaffiliated Director candidate interviews by ERCOT Nominating Committee	25%
Milestone 2	Selection of Unaffiliated Director candidate by the Board of Directors	25%
Milestone 3	Election of Unaffiliated Director candidate by ERCOT Corporate Members	25%
Milestone 4	PUCT approval of the Unaffiliated Director candidate	25%

Respondents may propose similar pricing models based on their search methodologies and the requirements of this RFP.

Respondents must also identify any out-of-pocket expenses, including any travel, for which the respondent might request reimbursement. ERCOT will review proposed expenses in the RFP response and determine feasibility. Such expenses deemed appropriate by ERCOT staff will be reimbursed according to ERCOT’s Expense Reimbursement Corporate Standard; which can be provided to the selected vendor. Any respondent resources may be required to utilize previously negotiated pricing agreements with area hotels and rental car services.



In addition, ERCOT may need future assistance in identifying and retaining additional Unaffiliated Directors. ERCOT requests that Respondent Proposals also include pricing or pricing discounts for additional future services. These potential discounts will also be considered by ERCOT in its selection of the Firm for this engagement.

**3.10 Multiple Responses**

A respondent may submit more than one proposal, including a joint proposal with one or more respondents.

**3.11 Joint Proposals**

Two or more companies may join together and submit a joint proposal in response to this RFP. A joint proposal must completely define the responsibilities each company proposes to undertake. Also, the joint proposal must designate a primary respondent who will be responsible for the delivery of all goods, services, and requirements as specified in the RFP, and a single authorized official from the primary respondent to serve as the sole point of contact between ERCOT and the joint proposers. Any contract resulting from a joint proposal must be signed by an authorized agent or officer of each company. Each company included in the submission of a joint proposal will be jointly and severally liable during the term of the contract.

## **4 Evaluation**

### **4.1 Evaluation of Proposals**

ERCOT will select the successful vendor through an internal evaluation process. ERCOT will consider capabilities or advantages that are clearly described in the proposal, which may be confirmed by oral presentations, site visits, or demonstrations if required, and verified by information from reference sources contacted by ERCOT. ERCOT reserves the right to contact individuals, entities, organizations that have had dealings with the respondent, or staff proposed for this effort, whether or not identified in the proposal.

### **4.2 Evaluation Criteria**

The primary criteria for evaluating the proposals as they relate to this RFP are as follows:

1. The vendor's ability to meet the requirements set forth in Section 2.
2. The vendor's fees or cost structure.

### **4.3 Oral Presentations and Site Visits**

ERCOT may, at its sole discretion, request oral presentations, site visits, and/or demonstrations from one or more respondents. ERCOT will notify selected respondents of the time and location for these activities, and may supply agendas or topics for discussion. ERCOT reserves the right to ask additional questions during oral presentations, site visits, and/or demonstrations to clarify the scope and content of the written proposal, oral presentation, site visit, or demonstration.

### **4.4 Discussions with Respondents**

#### **4.1.1 Discussions with ERCOT**

ERCOT may, but is not required to, conduct discussions and negotiations with all, some, or none of the respondents for the purpose of obtaining the best value for ERCOT.

#### **4.1.2 Discussions with Nominating Committee**

The Nominating Committee may, but is not required to, interview some or all of the respondents. Respondents shall be available for interviews with the Nominating Committee, in person or via teleconference, at its February 13, 2017 meeting.