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 238 Archbishop Flores St.
 Hagåtña, Guam 96910



FAX

To:	Mr. John M. Benavente, P.E. General Manager Guam Power Authority P.O. Box 2977 Hagåtña, Guam 96932 Fax: (671) 648-3165	From:	Benjamin J.F. Cruz Guam Public Auditor Office of Public Accountability	
	Mr. D. Graham Botha, Esq General Counsel Guam Power Authority 688 Route 15, Suite 302 Mangilao, Guam, 96913 Phone: (671) 648-3203/3002 Fax: (671) 648-3290	Pages:	15 (including cover page)	
CC:	Mr. Joshua D. Walsh, Esq. Mr. Joseph C. Razzano, Esq. Civile & Tang PLLC 330 Hernan Cortez Avenue Ste. 200 Hagatna, Guam 96910 Phone: (671) 472-8868/9 Fax (671) 477-2511	Date:	July 22, 2020	
	Mr, R. Marsil Johnson, Esq. Blair Sterling Johnson & Martinez Attorneys for Interested Party ENGIE Solar 238 Archbishop Flores Steet Suite 1008 Hagatna, Guam Phone: (671) 477-7857 Email: r.marsjohnson@bsjmlaw.com	Phone:	(671) 475-0390 x. 208	
	Ms. Anita P. Arriola, Esq. Arriola Law Firm 259 Martyr Street, Suite 201 Hagatna, Guam 96910 Phone: 477-9730/33 Fax: 477-9734	Fax:	(671) 472-7951	

Re: OPA-PA-20-007 Notice of Receipt of Appeal

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jhernandez@guamopa.com

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OFFICE OF PUBLIC ACCOUNTABILITY

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Phone: (671) 475-0390 / FAX: (671) 472-7951

July 22, 2020

John M. Benavente, P.E.
General Manager
Guam Power Authority
P.O. Box 2977
Hagåtña, Guam 96932

VIA FACSIMILE: (671) 648-3165

Re: Notice of Receipt of Appeal – OPA-PA-20-007

Dear Mr. Benavente,

Please be advised that GlidePath Marianas Operations Inc. (hereinafter referred to as “GlidePath”) filed an appeal with the Office of Public Accountability (OPA) on July 20, 2020, regarding the Guam Power Authority’s (GPA) denial of GlidePath’s protest related to the procurement for Phase III of its Renewable Energy Resource project (GPA-IFB-007-18). OPA has assigned this appeal case number OPA-PA-20-007.

Immediate action is required of GPA pursuant to the Rules of Procedure for Procurement Appeals, found in Chapter 12 of the Guam Administrative Regulations (GAR). Copies of the rules, the appeal, and all filing deadlines are available at OPA’s office and on its website at www.opaguam.org. The first ten pages of the notice of appeal filed with OPA is enclosed for your reference.

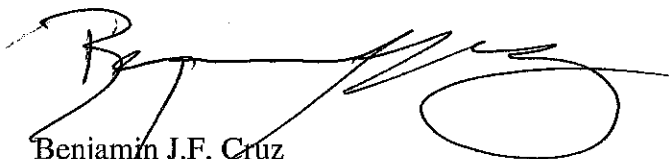
Please provide the required notice of this appeal to the relative parties with instructions that they should communicate directly with OPA regarding the appeal. You are also responsible for giving notice to the Attorney General or other legal counsel for your agency. Promptly provide OPA with the identities and addresses of interested parties and a formal entry of appearance by your legal counsel.

Pursuant to 2 GAR, Div. 4, Ch. 12, §12104(3), the submission of one complete copy of the procurement record for the procurement solicitation above, as outlined in Title 5, Chapter 5, §5249 of the Guam Code Annotated is required no later than **Wednesday, July 29, 2020**, five work days following this Notice of Receipt of Appeal. We also request one copy of the Agency Report for each of the procurement solicitations cited above, as outlined in 2 GAR, Division 4, Chapter 12, §12105, by **Wednesday, August 5, 2020**, ten work days following receipt of this notice. **However, since there are two on-going appeals (OPA-PA-19-010 and OPA-PA-20-001) related to the same procurement, the parties may stipulate to refer to the procurement record and agency report already submitted to the OPA and may submit supplemental documents as needed.**

When filing all other required documents with our office, please provide one original and two copies to OPA (Electronic files of the two copies are acceptable for OPA), and serve a copy to GlidePath. Although the Guam Procurement Law and Regulations require only one copy of the procurement record, OPA respectfully asks that GSA provide one original and two copies of the said record (Electronic files of the two copies are acceptable), which will be distributed as follows: Copy-1: Master File; Copy-2: Public Auditor; and Copy-3: Hearing Officer.

Thank you for your prompt attention to this matter. Please contact Jerrick Hernandez at 475-0390 ext. 208 or jhernandez@guamopa.com should you have any questions regarding this notice.

Sincerely,

A handwritten signature in black ink, appearing to read 'Benjamin J.F. Cruz', with a large, stylized flourish at the end.

Benjamin J.F. Cruz
Public Auditor

Enclosure: First Twelve Pages of the Notice of Appeal – OPA-PA-20-007

Cc: Joshua D. Walsh and Joseph C. Razzano, Civile & Tang, PLLC, Attorneys for Appellant
Glide Path

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**PROCUREMENT APPEAL OF DENIAL OF PROCUREMENT PROTEST
IN THE OFFICE OF PUBLIC ACCOUNTABILITY**

PART I.

In the Appeal of

GlidePath Marianas Operations Inc.,

Appellant.

DOCKET NOS. OPA-PA-19-010
OPA-PA-20-001

NOTICE OF APPEAL

PART II: APPELLANT INFORMATION

Appellant's Name	GlidePath Marianas Operations Inc.
Appellant's Mailing Address	132 N. York St., Suite 3L Elmhurst, IL 60126
Appellant's Business Address	706 Dandan Road, Inarajan, Guam 96915
Appellant Representative's Direct Email Address	prood@glidepath.net

Appellant is represented by legal counsel in this appeal. For purposes of this appeal, please direct correspondence to GlidePath Marianas Operations Inc.'s counsels, Joshua D. Walsh and Joseph C. Razzano of Razzano Walsh & Torres, P.C.

Counsel's Mailing Address	139 Murray Blvd. Ste. 100 Hagatna, Guam 96910
Counsel's Telephone	671-989-3009
Counsel's Direct Email Address	jdwalsh@rwtguam.com jrazzano@rwtguam.com

PART III: APPEAL INFORMATION

- A. Purchasing Agency: Guam Power Authority.
- B. Solicitation Number: GPA-IFB-007-18, Renewable Energy Resources Phase III.
- C. The Decision being appealed was provided to the Appellant on Tuesday, July 14, 2020. The Decision was made by the Head of the Purchasing Agency, Mr. John M. Benavente, P.E.
- D. This Appeal is made from a Decision on a Third Protest of an Award.
- E. The names of competing offerors known to Appellant are as follow:
 - 1. AES Distributed Energy, Inc.;
 - 2. Korea Electric Power Corporation and Hanwha Energy Corporation (consortium);
 - 3. X-Elio Energy North America Development Holdco, LLC; and

4. ENGIE Solar.

PART IV: STATEMENT OF GROUNDS FOR APPEAL;
RULING REQUESTED; EXHIBITS

A. RELEVANT PROCEDURAL AND FACTUAL HISTORY

1. History of the IFB issuance

The Guam Power Authority (“GPA”) has moved forward with Phase III of its Renewable Energy Resource project. The procurement for Phase III is being accomplished by GPA through a Multi-Step Bid. This project is part of an ongoing effort to comply with Public Law 29-62, which requires GPA to establish renewable energy portfolio standard goals and add additional renewable capacity. Phase III also involves a land use partnership between GPA and United States Navy, where Navy property is leased to the Government of Guam for use in the Phase III power operation. Phase III will be built on two different sites—Navy Base Guam and South Finegayan—and bidders were invited to respond to operate solar power production at either or both of the locations.

GlidePath Marianas Operations Inc. (“GlidePath” or “Appellant”), a Guam based company that qualifies for the local procurement preference proscribed in 5 G.C.A. § 5008, submitted a bid to provide solar production at both sites. GlidePath is well experienced on Guam, is buttressed by an extensive corporate support system that is well versed in solar production, is staffed by solar industry professionals who understand competitive procurement, and currently operates the

Dandan solar project. GlidePath submitted its bid on June 3, 2019, and was informed on August 14, 2019, that it had passed technical review and was eligible for consideration in Step 2 of the Procurement where the offerors would submit their prices.

2. Price Submission and Protest 1

Prices were submitted to GPA pursuant to a price submission worksheet that included explaining the cost of power to GPA's rate payers in the form of the cost of a megawatt of power per hour (MWh). Price submissions were opened at a public venue on September 10, 2019, and revealed a wide divergence in pricing despite the fact that many of the variables usually associated of PV plant offers — the land for the project, project size, duration of production — were controlled here by the agency.

On October 4, 2019, GlidePath was notified by GPA that it was not selected for award, and instead GPA's procurement team had recommended award for both of the projects included in the IFB to ENGIE Solar ("ENGIE").¹ ENGIE was selected for award because it presented GPA with a price that was at least 35% lower than the next offeror. While GPA continued at that time to withhold ENGIE's technical proposal from public scrutiny, ENGIE moved ahead and released information confirming that its bid was significantly different than the other bids submitted to GPA. On October 7, 2019, ENGIE EPS² issued a press release indicating that "[the]

¹ The Notice to GlidePath that it was not selected for Award is attached to this appeal as **Attachment A**.

² ENGIE EPS is a company owned partially by ENGIE.

systems proposed by ENGIE integrate more than 50 MWp of solar PV with approx. 300 MWh of battery energy storage....”³

GlidePath initiated a Protest of the Award to ENGIE on October 9, 2019.⁴ That protest was built upon the fact that inclusion of more than 20.7 MWp of solar generation capacity at either of the project sites is not allowed by the IFB, as the IFB set a 145% ratio limit between the battery component size of the project and the installed solar generation capacity. GPA denied the protest via correspondence received by GlidePath on October 30, 2019.⁵ An appeal to the OPA followed, as was given the designation OPA-PA-19-010.

3. GPA’s position that there was no IFB limit on the installed capacity of the solar panels necessitated GlidePath Protest 2.

GPA’s denial of GlidePath’s first protest was built upon the position that the IFB did not contain the technical restrictions that GlidePath and other offerors shaped their bids to conform to. Because the technical restrictions that GlidePath understood to be at work in the IFB were, in the view of GPA, not in fact restrictions, ENGIE’s bid was, in the view of the agency, technically compliant. The Agency’s determination that the IFB did not contain certain technical restrictions

³ The ENGIE press release was submitted as Attachment A to GlidePath’s first Notice of Appeal filed with the OPA on November 13, 2019.

⁴ This first protest filed with the agency was submitted as Attachment C to GlidePath’s first Notice of Appeal filed with the OPA on January 21, 2020.

⁵ The Agency Denial of GlidePath’s first Procurement Protest was submitted as Attachment C to GlidePath’s first Notice of Appeal filed with the OPA on November 12, 2019.

spawned GlidePath's second agency level protest.⁶ GlidePath's second protest was lodged with the agency on November 13, 2019. It was based upon the fact that, if indeed GPA was disavowing the existence of the technical requirements that formed the basis of GlidePath's first protest, then the amendments, communications, and information provided to the bidders during the procurement process resulted in a flawed procurement where offerors were led into submitting bids that were limited by specifications that did not actually exist in GPA's mind's eye. GPA denied that second protest on January 10, 2020. An Appeal to the OPA followed, and the matters were consolidated on January 30, 2020.⁷

GPA's Denial of GlidePath's second protest, like its first protest decision, avers that GPA's bid did not limit the capacity of the solar project installation to a 20.7 MWp system based upon a total 30MW size limitation. GlidePath has contended that GPA is incorrect, as GPA's instructions explain that "The MW rating of the ESS shall be equal to or greater than the 145% of the MW rating of the PV charging system, up to a maximum capacity of 40 MW."⁸ Given that the PV array—the part of the project consisting of the actual solar panels—is the generator in the system, these commands also serve as the rating of the charging system. This was reinforced by GPA's examples offered to explain the requirement further that apply the 145% ratio limit: "For instance, for a PV installation of 27

⁶ The Second Protest filed by GlidePath with the agency was submitted as **Attachment E** to GlidePath's Second Notice of Appeal filed with the OPA on January 21, 2020.

⁷ Order Consolidating Appeals/Scheduling Order, January 30, 2020.

⁸ Amendment XIII, § 2, if the IFB was submitted as **Attachment D** to GlidePath's first Notice of Appeal filed with the OPA on November 13, 2019.

MW, the ESS shall be rated at a minimum of 40 MW. For a PV capacity of 10 MW, the ESS rating shall be a minimum of 14.5 MW.”⁹ GPA attempted to salvage its lack of clarity in the IFB by arguing that GlidePath simply got it wrong, because, in the view of GPA, the 20.7 MWp limit was not a limit on the system itself, but actually a cap on the “DC/DC converters.”¹⁰ This explanation appears nowhere in the IFB documents, and because of that *post hoc* explanation of the 20.7 MWp rating, Glidepath filed a Motion on February 20, 2020, seeking to have GPA supplement the record since the record — and the explanation of a cap on the DC/DC converters provided by the Agency— seemed to be built upon some undisclosed part of the procurement record.¹¹ During the hearing on GlidePath’s Motion for Order Compelling Agency to Supplement Record, GPA counsel informed the OPA and the parties that “there is nothing else” to produce for the procurement record and that the record was complete.¹²

4. **GPA’s testimony of July 6, 2020, contradicted its earlier assertion that the record is complete and necessitated a third protest.**

On July 6, 2020, GPA Engineer Jennifer Sablan, P.E, testified before the OPA that she worked with Mr. David Burlingame — a witness that GPA had

⁹ Amendment XIII. § 2.

¹⁰ Denial of Procurement Protest, January 7, 2020, p.2, submitted as Attachment C to GlidePath’s first Notice of Appeal filed with the OPA on November 13, 2019.

¹¹ In that Motion, GlidePath requested GPA provide “(1) a log of all communications between government employees and any member of the public, potential bidder, vendor or manufacturer which is in any way related to the procurement generally, and specifically the creation of Amendment XIII; and (2) any and all documents, communications and records explaining the Agency’s technical reasoning behind creating Amendment XIII.” Motion to Order Agency Supplement the Record, pg. 4.

¹² March 3, 2020 Motion Hearing recording available at <http://www.opaguam.org/procurement-appeals/search-procurement-appeals#9688>.

originally informed counsel for GlidePath was testifying as an expert in the case — on the development and specifications for the IFB and its more than 20 amendments. Ms. Sablan also testified that she communicated with Mr. Burlingame via email and telephone. Ms. Sablan further testified that there are emails in her possession with Mr. Burlingame about the IFB and the underlying technical specifications and rationales of the Phase III project— emails that appear nowhere in the procurement record and that GPA counsel had previously confirmed to the OPA did not exist.¹³ On July 7, 2020, Mr. Burlingame confirmed Ms. Sablan’s testimony under oath. GlidePath sought to obtain the missing documents from GPA, but as the scheduled time for closing arguments approached and discussions on rebuttal witnesses needed to be announced, and the missing documents were not provided, GlidePath filed a protest on the record deficiency in order to preserve its rights on the issue before needing to close its trial presentation.¹⁴ A procurement record supplement containing previously undisclosed items was provided on July 9, 2020—minutes before the cross-examination of Dario Gigliotti of ENGIE EPS.¹⁵

Despite providing documents and communications admittedly not previously included in the procurement record, and despite the continued lack of a communications log that would have illuminated the contacts between GPA and Mr. Burlingame, GPA denied GlidePath’s third protest. This denial comes even as

¹³ *Id.*

¹⁴ GlidePath’s Third protest is attached as **Attachment B** to this Notice of Appeal.

¹⁵ The disclosure that was provided failed to include other documents themselves referenced in that disclosure. GlidePath is currently working with GPA to obtain those still missing documents from the procurement record.

GPA's procurement record continues to need to be supplemented, and continues to be supplemented without meaningful certification that the record was indeed complete and maintained. GPA's denial is based upon timeliness, and explains that "Any protest regarding the completeness of the procurement record, particularly regarding Dave Burlingame and EPS, should have been filed within 14 days, or by December 26, 2019."¹⁶ Even before providing GlidePath with a copy of the protest denial, and before GlidePath had an opportunity to review the denial and determine if an appeal to the OPA was appropriate, GPA moved forward and sought to consolidate the yet to be filed appeal with the existing consolidated appeal.¹⁷

B. GPA'S USE OF TIMELINESS TO DENY GLIDEPATH'S PROTEST IS WHOLLY WITHOUT MERIT.

GPA claims that GlidePath's protest regarding the incomplete record is untimely, since the basis of that protest—the lack of inclusion of documents related to Mr. David Burlingame's role in the IFB process— should have been addressed before December 26, 2019. This is so, we are told, since Mr. Burlingame's name appears "in the procurement record at pages 10051, 10069, and 10073."¹⁸ GPA's timeliness contentions are without merit.

First, Mr. Burlingame does not appear three times. His name is repeated twice in a procurement record of more than 12,000 pages themselves containing tens of dozens of names. His name appears in a forwarded email chain where Jennifer Sablan states simply that she is working along with "any further ESS or

¹⁶ GPA's Denial of GlidePath's third protest is attached here as **Attachment C**.

¹⁷ *See*, Motion to Consolidate Third Agency Appeal filed on July 14, 2020.

¹⁸ GPA Protest Denial, p. 2.

interconnection requirements as recently discussed with Dave Burlingame and EPS team.”

Second, the single reference to Burlingame in the voluminous record provides no indication in this email that there are other items missing from the procurement record that an offeror should know exists. This single record could have been referring to a single phone conversation where only a couple of minor changes were recommended. It was not known until GPA eventually supplemented the deficient record following Ms. Sablan’s testimony that Burlingame was involved in the substantial written correspondence that actually took place.

Third, the single reference to Burlingame does not reflect the magnitude of comments and involvement from EPS throughout this procurement, as discovered in the testimony provided by Ms. Sablan and in the supplemental procurement record submission that followed that testimony.

Finally, GPA’s timeliness argument strains credulity since GPA itself affirmed on the record before the OPA— falsely— that the record was indeed complete, and that there were absolutely no other communications to provide, and furthermore, no log of communications to rely upon. This assertion was exposed as false when Jennifer Sablan testified on July 6, 2020. GlidePath’s protest on the record deficiency came within 14 days of that testimony, and is therefore timely.

C. THE PROCUREMENT RECORD IS IN DISARRAY, WAS NOT MAINTAINED IN ACCORDANCE WITH LAW.

Guam law is clear that, in order to protect the integrity of the bidding process, a procurement record must be kept and maintained. 5 G.C.A. § 5252 (a).

That record must include the papers, papers including “drafts... and other papers or materials used in the development of specifications.” 5 G.C.A. § 5249 (d). The record must also be certified, in writing, as having been properly maintained and complete. 5 G.C.A. § 5249. The record of this procurement is in disarray. The record has had to be supplemented multiple times, including *after* Engineer Jennifer Sablan testified that communications regarding the bid specifications that gave rise to GlidePath’s original protest were not included in the record that was maintained.¹⁹ The record also continues to lack a certification that conforms to the requirements of 5 G.C.A. § 5249, and continues to lack the vital log of communications required by 5 G.C.A. § 5249(b) that would provide insight into how the IFB specifications were developed.²⁰ Because of these failings, an award cannot be made under this IFB, and the law requires the procurement be cancelled. *See, In the Appeal of Latte Treatment Center, Inc.*, OPA-PA-08-008, Decision (Office of the Public Auditor, February 26, 2009).

D. RULING REQUESTED

GlidePath respectfully requests that the Office of Public Accountability, in addition to the relief previously requested, determine that the Record of Procurement Action attachments for the IFB was not maintained in accordance

¹⁹ GPA supplemented the record that was supposed to be properly maintained on January 17, 2020, on July 8, 2020 and again on July 15, 2020. The supplements of July 8, 2020 and July 15, 2020 came after GPA counsel affirmatively informed the OPA, in response to GlidePath’s original effort to have the record supplemented, that there were no further materials to provide.

²⁰ It is likely that no certification exists, since it was impossible for GPA to certify under oath that the record was complete when GPA then needed to supplement the record multiple times.

with Guam law, and that pursuant to 5 G.C.A. § 5250, no procurement award can be made and the IFB must be cancelled and reissued.

E. SUPPORTING EXHIBITS, EVIDENCE OR DOCUMENTS

Submitted with this appeal are the following supporting attached exhibits, evidence, and documents:

1. The Notice to GlidePath that it was not selected for Award is attached to this appeal as **Attachment A**.
2. GlidePath's Third protest is attached as **Attachment B** to this Notice of Appeal.
3. GPA's Denial of GlidePath's third protest is attached here as **Attachment C**.
4. The cover pages from GPA's record supplementations made *after* the Notice of Award to ENGIE, and after the initial procurement protest in this case, are attached as **Attachment D**.

Submitted with this appeal pursuant to 2 G.A.R. § 12104 (b) (5), is a copy of the prior decision by GPA denying Appellant's third protest and compelling this appeal. That is attached as **Attachment C** to this appeal.

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	11:09AM	4779734	0:02:51	15	MEMORY OK	SG3 0876004
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FAX

To:	Mr. John M. Benavente, P.E. General Manager Guam Power Authority P.O. Box 2977 Hagåtña, Guam 96932 Fax: (671) 648-3165	From:	Benjamin J.F. Cruz Guam Public Auditor Office of Public Accountability
	Mr. D. Graham Botha, Esq. General Counsel Guam Power Authority 688 Route 15, Suite 302 Mangilao, Guam, 96913 Phone: (671) 648-3203/3002 Fax: (671) 648-3290	Pages:	15 (including cover page)
CC:	Mr. Joshua D. Walsh, Esq. Mr. Joseph C. Razzano, Esq. Civille & Tang PLLC 330 Hernan Cortez Avenue Ste. 200 Hagatna, Guam 96910 Phone: (671) 472-8868/9 Fax (671) 477-2511	Date:	July 22, 2020
	Mr. R. Marsil Johnson, Esq. Blair Sterling Johnson & Martinez Attorneys for Interested Party ENGIE Solar 238 Archbishop Flores Steet Suite 1008 Hagatna, Guam Phone: (671) 477-7857 Email: r.marsjohnson@bsjmlaw.com	Phone: Fax:	(671) 475-0390 x. 208 (671) 472-7951
	Ms. Anita P. Arriola, Esq. Arriola Law Firm 259 Martyr Street, Suite 201 Hagatna, Guam 96910 Phone: 477-9730/33 Fax: 477-9734		

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Jerrick Hernandez <jhernandez@guamopa.com>

OPA-PA-20-007 Notice of Receipt of Appeal

1 message

Jerrick Hernandez <jhernandez@guamopa.com>

Wed, Jul 22, 2020 at 11:29 AM

To: Joshua D Walsh <jdwalsh@civilletang.com>, "Joseph C. Razzano" <jrazzano@civilletang.com>, Graham Botha <gbotha@gpagwa.com>, "R. Marsil Johnson" <rmarsjohnson@bsjmlaw.com>, Anita Arriola <aarriola@arriolafirm.com>, "Joshua D. Walsh" <jdwalsh@rwtguam.com>

Hafa Adai,

Please see attached Notice of Receipt of Appeal for OPA-PA-20-007, which was also faxed to the parties.

--

Regards,

Jerrick J.J.G. Hernandez, MA, CGAP, CICA
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