

STATEMENT OF WORK
for
**LEGAL SERVICES FOR THE PACIFIC
NORTHWEST HYDROGEN ASSOCIATION**

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SECTION A. STATEMENT OF WORK

A.1. BACKGROUND

In order to fulfill the Pacific Northwest Hydrogen Association (PNWH2) mission and responsibilities, we are looking to partner with a full-service Legal Contractor also referred to herein as “Applicant” who shares the same vision for our Association and has the necessary experience required to reach our goals.

The Applicant shall implement the objectives of the PNWH2 Board of Directors as it relates to the PNWH2 funded Hydrogen Hub Cooperative Agreement with the Department of Energy (DOE). The Applicant is expected to work with PNWH2 during the following all phases of the DOE Award. The expected time frame could be for up to eight years, however the solicitation and contract will be for an initial 2-year period, with the ability to extend for additional periods.

A.2. SCOPE/OBJECTIVES

The Pacific Northwest Hydrogen Association (PNWH2) is soliciting responses for a contractor to support PNWH2 with legal services. The contractor will work at the direction of PNWH2 staff.

A.3. PNWH2 PROJECT OVERVIEW

The Pacific Northwest Hydrogen Association (PNWH2) is a multi-state nonprofit coalition of public and private partners planning to create a hydrogen network in the Pacific Northwest, called the Pacific Northwest Hydrogen Hub, to develop and bring to market clean hydrogen power solutions that can help us meet the nation’s clean energy goals. The coalition currently includes the states of Washington, Oregon and Montana, and representatives from Tribal Nations, labor, business and industry, higher education, government, and the environmental community spanning the region. Other states within the Pacific Northwest region or other Hydrogen Hub awardees may be included in the coalition in the future.

A.4. STANDARDS AND EXPECTATIONS

The contractor will perform work in accordance with the following expectations and measures.

A.4.1. Timeliness

The contractor provides each deliverable when due. If the contractor has raised a schedule risk sufficiently early and seeks to apply corrective actions to avoid delay, PNWH2 may authorize a change to the scheduled due date for that deliverable.

A.4.2. Completeness

Each deliverable is complete (e.g., free of placeholders) unless agreed to in advance by PNWH2 (e.g., for an early draft) and meets document quality standards.

A.4.3. Quality

Each deliverable must meet the following quality standards:

- reflects applicable guidance
- covers content in level of detail commensurate with its importance to the analysis
- appropriately addresses all comments provided on the prior iteration and does not repeat previously identified errors
- provides attribution and appropriately cites all sources relied upon to prepare the analysis
- free of typographical, editorial, and grammatical errors (e.g., sentence fragments, incorrect punctuation, misspelled words, incorrect spacing, and inconsistent capitalization)

A.4.4. Readability

Each document that will ultimately be released to the public, including earlier deliverables, must be written in a manner that they can be understood by the general public and present as though it was prepared by a single author.

A.4.5. Format

The contractor will prepare meeting agendas and summaries in Microsoft Word format. Unless otherwise directed, other deliverables submitted for review by PNWH2 or DOE must be provided in the following formats:

- PDF files with line numbers but no track changes displayed, accompanied by a comment matrix (Microsoft Word or Excel) in which reviewers can cross-reference the line numbers
- Microsoft Word files with no track changes that match the PDF files listed above
- PDF files with track changes displayed for ease of reviewing changes since the last submitted version of the deliverable

All deliverables that will be made available to the public must be fully compliant with Section 508 of the Rehabilitation Act of 1973 as amended (29 U.S.C. §749d) and its implementing regulations and associated standards.

A.4.6. Acceptance

PNWH2 maintains ultimate authority to review and modify the content of deliverables prepared by the contractor and submitted to DOE. All deliverables will be considered accepted unless otherwise communicated by PNWH2 within 5 business days after the scheduled due date for comments or concurrence.

A.5. TASK DESCRIPTIONS

The contractor is responsible for providing all services (tasks and deliverables) included in this statement of work unless specifically stated as the responsibility of another party. The contractor shall provide all labor, equipment, and materials to manage, coordinate, and complete the work in accordance with the standards and expectations listed in Section A.4. Unless otherwise stated, days refer to business days excluding federal holidays.

All items within this scope of work are to be performed for the PNWH2, at the request of the Association's staff, or their Board of Directors. Representation and services listed within the Scope of Work are to allow the Association to continue their mission and ensure they remain represented through their Cooperative Agreement with the Dept. Of Energy's Office of Clean Energy Demonstration's Hydrogen Hub Program.

A.5.1. General legal advice

The objective of this task is to provide the following:

- Represent PNWH2 before various federal, state, and commercial stakeholders as needed to ensure the mission of the Association and the US Dept. Of Energy's Hydrogen Hub Program.
- Research and deliver opinions on all legal matters including but not limited to operational and governance matters of the Association and their Board of Directors.
- Prepare and/or review contracts and legal documents as may be required in the interest of the hub, their subrecipients, contractors, members or stakeholders.
- Provide legal advice/assistance on all legal activities including but not limited to Freedom of Information Act (FOIA) requests, disputes, terminations, and conflicts of interest, etc to ensure compliance with state and federal laws and the overall Hydrogen Hub Program requirements.

A.5.2. Support with reviewing and revising contract agreements and amendments with DOE regarding the Hydrogen Hub Program, and Cooperative Agreement with the Dept. Of Energy's Office of Clean Energy Demonstrations.

The objective of this task is to provide the following:

- Prepare, Review and/or revise various contracts with the DOE
- Ensure contract agreements and amendments are feasible

A.5.3. Support with drafting, reviewing, and revising subrecipient and contractor agreements and amendments as related to their Cooperative Agreement with the Dept. Of Energy's Office of Clean Energy Demonstrations.

The objective of this task is to provide the following:

- Prepare, Review and/or advise on subrecipient agreements
- Prepare, Review and/or advise on commercial contracts, MOUs, etc.

A.5.4. Assist in analysis of rules and regulations

The objective of this task is to provide the following:

- Review and advise on applicable federal, state or local laws, rules, regulations, etc. Including but not limited to NEPA, 2 CFR 200, 2 CFR 910, intellectual property, and patent rights, prepare opinions or other responses to proposed federal, state or local laws, rules, regulations, etc., as related to their Cooperative Agreement with the Dept. Of Energy's Office of Clean Energy Demonstrations.

A.5.5. Assist in managing and negotiating issue resolutions

The objective of this task is to provide the following:

- Negotiate with counterparties to resolve disputes related to the commercial agreements with Hydrogen Hub program contractors, subrecipients, etc.

A.5.6. Attend and support PNWH2 board meetings and Board Governance documentation.

The objective of this task is to provide the following:

- Review and advise on board governance documentation
- Review and advise on board disputes

A.5.7. Representation

The objective of this task is to provide the following:

- Represent PNWH2 in court, mediation, or other proceedings as requested

A.6. CONSULTATIONS AND OTHER TASKS

Additional tasks may be added to the scope of work so that the Contractor may assist PNWH2 staff, their Board of Directors, or the Sub-Recipients as it relates to the mission of the PNWH2 Hydrogen Hub or their Cooperative Agreement with the Dept. Of Energy's Office of Clean Energy Demonstrations, in other legal services tasks.