

***2015 Request For Proposals  
For  
Long-Term Combined-Cycle Gas Turbine  
Capacity and Energy Resources and  
Limited-Term Capacity and Energy  
Resources  
For  
Entergy Texas, Inc.***

Entergy Services, Inc.  
June 26, 2015

The statements contained in this RFP are made subject to the Reservation of Rights set forth in Appendix E of this RFP and the terms and acknowledgements set forth in the Proposal Submission Agreement.

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## **APPENDICES**

<b>Appendices</b>	<b>Title</b>
Appendix A	Glossary
Appendices B-1, B-2, B-3, and B-4	Commercial Term Sheets for Long-Term RFP PPAs, Long-Term RFP Tolls, Long-Term RFP Acquisitions, and Limited-Term RFP PPAs and Tolls
Appendices C-1 and C-2	Preliminary Due Diligence for Developmental Resources and Existing Resources
Appendix D	Minimum Requirements for Developmental Resources
Appendix E	Reservation of Rights
Appendix F	Credit/Collateral Requirements
Appendix G	Process for Protection of Proposal Information

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# **2015 REQUEST FOR PROPOSALS FOR LONG-TERM COMBINED-CYCLE GAS TURBINE CAPACITY AND ENERGY RESOURCES AND LIMITED-TERM CAPACITY AND ENERGY RESOURCES FOR ENTERGY TEXAS, INC.**

## **1. GENERAL INFORMATION**

### **1.1. Introduction**

Entergy Services, Inc. (“**ESI**”), acting as agent for Entergy Texas, Inc. (“**ETI**”), hereby issues this 2015 Request for Proposals for Long-Term Combined-Cycle Gas Turbine Capacity and Energy Resources and Limited-Term Capacity and Energy Resources for Entergy Texas, Inc. (including all appendices, this “**RFP**”). The portion of this RFP addressing long-term combined-cycle natural gas turbine Capacity and energy resources is sometimes referred to in this RFP as the “Long-Term RFP” and the portion of this RFP addressing limited-term Capacity and energy resources is sometimes referred to in this RFP as the “Limited-Term RFP.”

In the Long-Term RFP, ETI is seeking up to 1,000 MW (Summer Conditions, at full load, including duct-firing) of long-term Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes (if any) from one or more qualifying generation resources in the “Western Region” to add needed incremental long-term Capacity to the Western Region, satisfy local reliability requirements, and help meet certain long-term planning objectives. ESI intends to market-test a self-build alternative as part of the Long-Term RFP (“**Self-Build Option**”). Section 2.7 and Section 3 below include additional information on the Self-Build Option.

In the Limited-Term RFP, ETI is seeking from 150 MW (Summer Conditions) up to 700 MW (Summer Conditions) of limited-term base load, load-following, or peaking Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes (if any) from one or more qualifying generation resources located in MISO South.

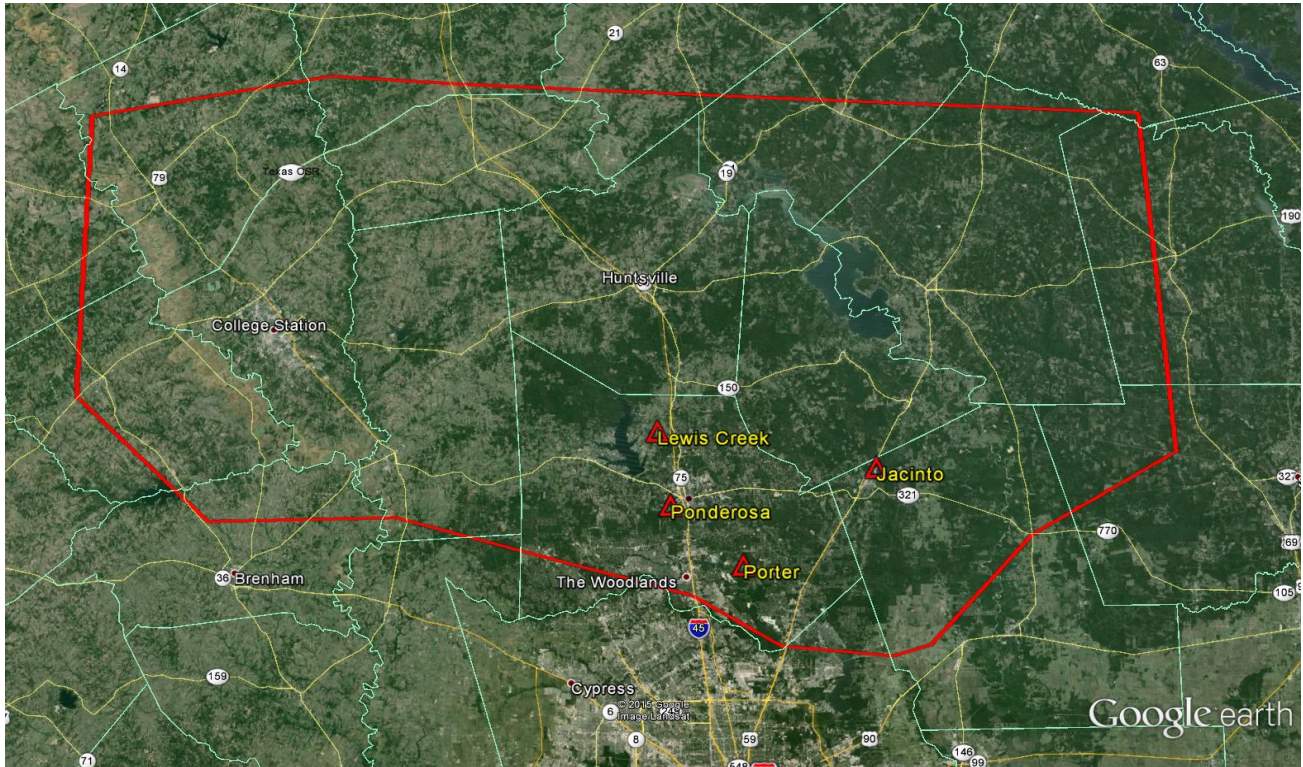
The specific products being solicited by this RFP (the “**Products**”) are described in Section 2.2 below and in the Term Sheets.

### **1.2. ETI; Western Region; MISO South**

ETI provides retail electric service to more than 430,000 customers in 27 counties in the state of Texas. This RFP is being conducted, and any Definitive Agreement arising out of this RFP would be, for the benefit of ETI’s customers.

For purposes of this RFP, the “Western Region” is the portion of Texas encompassing an area from slightly west of Woodville to a few miles west of College Station and from slightly south of The Woodlands to north of Huntsville. A map showing the Western Region Transmission System is provided in Figure 1 below and is also available on the 2015 ETI RFP Website.\*

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**The red line indicates the approximate geographic border of the Western Region Transmission System. The border of the Western Region Transmission System is a function of the following eight transmission tie-lines.**

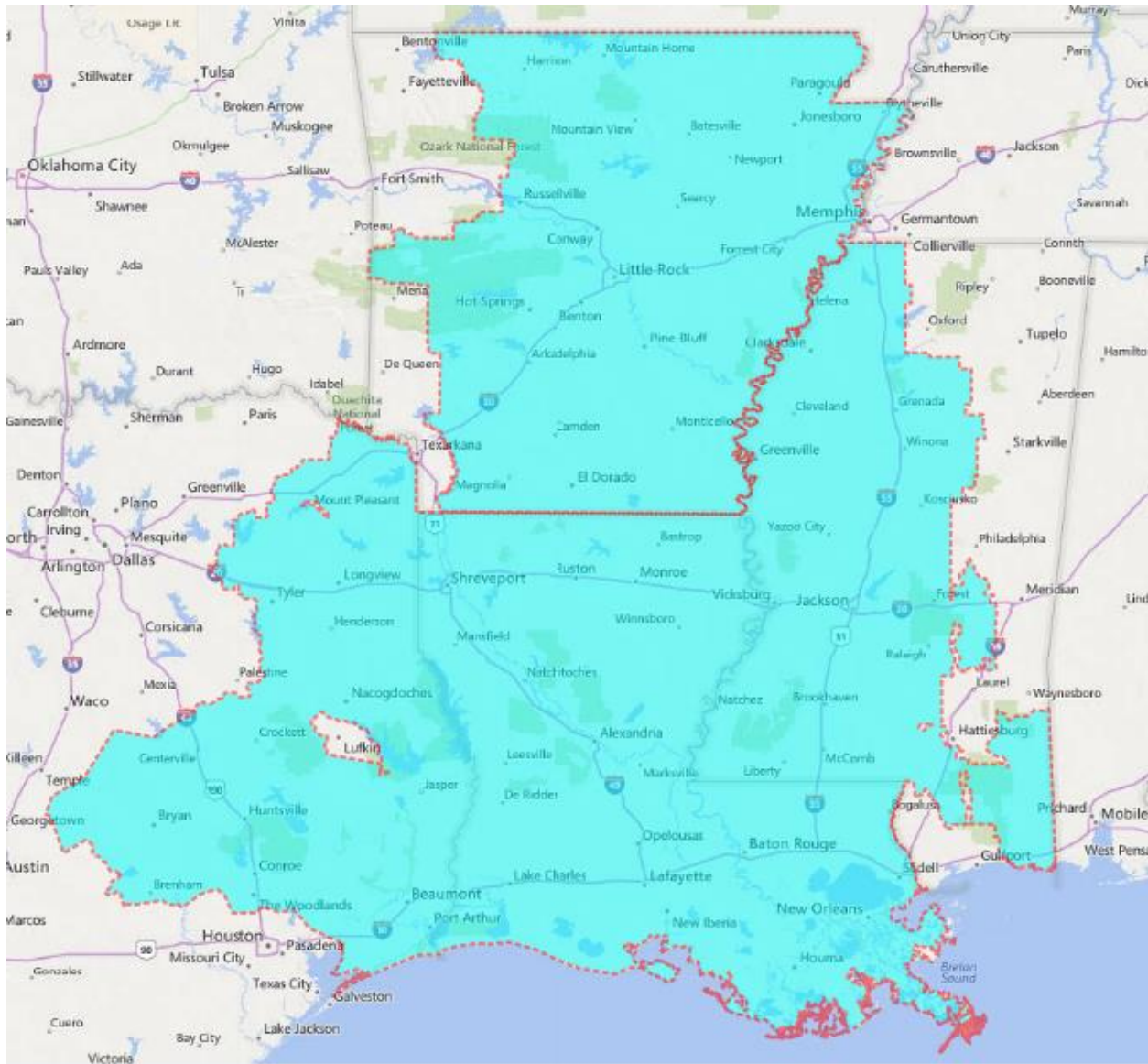
Doucette – Deer 138 kV	China – Porter 230 kV
Cypress – Honey Island 138 kV	Dayton Bulk – New Long John 138 kV
Cypress – Rye 138 kV	Dayton Bulk – Eastgate 138 kV
Batiste Creek – Jacinto 230 kV	Crockett – Grimes 345 kV

\* The Western Region shown in the map (and also shown in the same map in Appendix D) is based on 69 kV and higher transmission facilities and excludes certain areas that contain lower voltage facilities that are not relevant for purposes of this RFP.

A map of MISO South is shown on the following page.

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### 1.3. RFP Documents

This RFP consists of the Main Body and eleven appendices. Among other things, the Main Body (i) offers general information pertaining to this RFP; (ii) describes the purpose and drivers of this RFP, the Product types and certain Product features that ESI seeks from Bidders, and high-level considerations for Bidders; (iii) addresses the Self-Build Option being market-tested in the Long-Term RFP; (iv) includes a milestone schedule for this RFP; (v) sets forth terms governing the registration of Bidders, the registration, preparation, and submission of proposals, and RFP-related communications with ESI and the IM; and (vi) provides an overview of the process for evaluating proposals submitted in response to this RFP and resource selection.

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Appendix A to this RFP is a glossary of certain capitalized terms used in this RFP. A capitalized term used but not defined in the Main Body will have the meaning ascribed to such term in Appendix A, except to the extent the context otherwise requires.

Appendices B-1, B-2, B-3, and B-4 are four term sheets (each, a “**Term Sheet**”), one for power purchase agreements (“**PPAs**”) relating to the Long-Term RFP, one for tolling agreements (“**Tolls**”) relating to the Long-Term RFP, one for acquisitions of generation assets relating to the Long-Term RFP, and one for PPAs and Tolls relating to the Limited-Term RFP. The Term Sheets are discussed in more detail in Section 2.2.1 below.

Appendix C-1 contains questions and requests for information or material that Bidders will be required to answer or provide in connection with any proposal submitted into this RFP based on a Developmental Resource. Appendix C-2 contains questions and requests for information or material for proposals submitted into this RFP that are based on an existing resource.

Appendix D describes the Minimum Requirements for Developmental Resources that Bidders must satisfy for Bidder to submit a conforming proposal for a Developmental Resource in this RFP and addresses certain potential consequences of a failure to meet those requirements. Appendix D is not an exhaustive list of this RFP’s requirements for conforming proposals for Developmental Resources; other terms of the RFP documents specify additional proposal requirements.

Appendix E contains an express reservation of ESI’s rights in connection with this RFP; warranty, liability, and contract acceptance disclaimers; terms addressing the disclosure of RFP-related information by ESI, ETI, and Bidders in this RFP, Bidder’s responsibility for RFP-related costs, and regulatory approvals; and Bidder’s deemed acceptance of the rights and terms contained in Appendix E and ESI’s reliance upon such acceptance.

Appendix F generally describes the process by which the Credit Evaluation Team will analyze Bidder’s credit quality and Bidder’s proposal(s) to assess potential credit risks and to establish collateral requirements for proposals selected for the Primary Selection List or the Secondary Selection List. Appendix F (along with Appendix D) addresses credit postings that may be required in the event a proposal does not satisfy the Minimum Requirements for Developmental Resources.

Appendix G provides information on the protocols ESI has established to ensure that (i) the RFP process will be impartial and objective, (ii) Bidders’ commercially-sensitive information will be protected, (iii) all proposals will be treated in a consistent fashion, and (iv) no proposal from any particular Bidder, including the Self-Build Option, will receive undue preference.

Bidders are responsible for familiarizing themselves with and being fully aware of the terms of this RFP, including the terms of each Appendix, the Bidder questions and answers to those questions posted on the 2015 ETI RFP Website, and other information provided on the 2015 ETI RFP Website.

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#### 1.4. 2015 ETI RFP Website

The official website for this RFP is <https://spofossil.entergy.com/ENTRFP/SEND/2015ETIRFP/Index.htm> (“**2015 ETI RFP Website**”). This RFP and related material and information are posted on the 2015 ETI RFP Website and available for review. The 2015 ETI RFP Website will be updated from time to time with additional material and information related to this RFP. Interested Persons are responsible for monitoring the 2015 ETI RFP Website to ensure the timely receipt of information about this RFP.

#### 1.5. RFP Administrator

ESI has designated an “**RFP Administrator**” for this RFP. The RFP Administrator’s responsibilities include (i) acting as a liaison between the participants in this RFP and ESI on all RFP-related matters, (ii) ensuring that Bidder questions that ESI receives are addressed in an appropriate manner, (iii) receiving, recording, and maintaining Bidder proposals, (iv) interacting with the IM, and (v) managing other administrative matters relating to this RFP. The RFP Administrator is also a member of the “**RFP Administration Team**.” The full set of the RFP Administrator’s duties, and the role of the RFP Administration Team, are set forth in Appendix G.

The RFP Administrator for this RFP is Mr. Chris Stout. The contact information for the RFP Administrator is:

Mr. Chris Stout  
RFP Administrator  
Entergy Services, Inc.  
Parkwood II Building  
10055 Grogans Mill Road, Suite 300  
The Woodlands, TX 77380  
Email: [etirfp@entergy.com](mailto:etirfp@entergy.com)  
Fax: 281-297-3691.

As detailed in Section 7.1 below, all questions, requests, and other inquiries or communications from Bidders to ESI about this RFP must be directed in writing or via email to the RFP Administrator and the IM, except for communication made via the RFP Hotline (which will often be staffed by the RFP Administrator), as provided in Section 5.4 below.

#### 1.6. Independent Monitor

ESI has retained Mr. Wayne Oliver of Merrimack Energy Group, Inc. to act as the Independent Monitor (“**IM**”) for this RFP. The role of the IM is defined in the IM’s “Scope of Work Activities”, which is posted on the 2015 ETI RFP Website. In summary, the IM’s role will be to (i) monitor the design and implementation of the RFP solicitation, evaluation, selection, and contract negotiation processes to ensure their impartiality and objectivity and (ii) provide an objective, third-party perspective on ESI’s efforts to ensure that all proposals are treated consistently and without

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undue preference to any Bidder. Bidders wishing to communicate with Mr. Oliver may reach him by email at waynejoliver@aol.com or by phone at (781) 856-0007.

### 1.7. Eligible Participants

ESI invites proposals from all potential suppliers capable of meeting the conditions and requirements identified in this RFP (the “**Eligible Participants**”), including other electric utilities, marketers, wholesale generators, electric cooperatives, independent power producers, and QFs. Proposals from QFs will not be provided any preference in this RFP solely by virtue of the QFs’ status. Entergy Competitive Affiliates are ineligible to participate in this RFP. As discussed in more detail in Sections 2.7 and 3 below, ESI will consider and market-test a Self-Build Option in the Long-Term RFP. A “Bidder” may consist of more than one entity. (For additional information concerning multi-party Bidders, please see Section 7.5 below.) Otherwise Eligible Participants that do not comply in all material respects with the terms, conditions, and requirements of this RFP may be determined by ESI, after consultation with the IM, to be ineligible to continue to participate in this RFP.

### 1.8. Eligible Technology

The generation technology permitted for proposals responsive to the Long-Term RFP is CCGT technology that is equipped with functioning automatic generation control (AGC), has operating parameters that include the ability to operate in base load and load-following roles consistent with MISO operating rules for resources expected to provide ancillary services, and, exclusively for Developmental Resources participating in the Long-Term RFP, is Commercially-Proven CCGT Technology that meets the minimum technology requirements for the Long-Term RFP set forth in Appendix D to this RFP (the “**Eligible Long-Term RFP Technology**”).

“**Commercially-Proven CCGT Technology**” is technology that ESI determines has, as of May 7, 2015 [the date the initial draft of Appendix D was posted on the 2015 ETI RFP Website], a sufficient amount of operational and performance data and information demonstrating, to ESI’s satisfaction, (i) sustained, reliable, and otherwise acceptable performance in the CCGT configuration proposed and (ii) the CCGT technology’s suitability for service in the resource’s intended roles as an ETI resource (*e.g.*, meeting local voltage support and load-serving responsibilities in a load pocket). Examples of CCGT technology determined not to be Commercially-Proven CCGT Technology for the Long-Term RFP include General Electric “7HA” technology and Mitsubishi “JAC” technology. If a Bidder is unclear whether a CCGT generation technology that Bidder intends to or may propose in the Long-Term RFP is Commercially-Proven CCGT Technology, Bidder may submit a request to ESI and the IM seeking the desired clarification and ESI will answer the request. See Section 7.1 of this RFP for information regarding the submission of questions about this RFP to ESI and the IM. Bidder may be required to supply information concerning the subject CCGT technology and potential Developmental Resource to ESI and the IM to assist ESI in the development of its answer.

The generation technologies permitted for proposals offered into the Limited-Term RFP include (i) combustion turbine (“**CT**”) technology, (ii) CCGT technology, (iii) solid fossil fuel technologies that incorporate (a) scrubbing technology capable of removing greater than 90% of SO<sub>2</sub>

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emissions, (b) selective catalytic reduction, or “SCR,” technology, and (c) controls capable of achieving all of the 2015 Mercury and Air Toxics Standards, or “MATS,” limits, and (iv) conventional biomass-fueled technology (each, an “**Eligible Limited-Term RFP Technology**”). Proposals based on demand-side management, load reduction, system sale, distributed generation, energy efficiency, or intermittent resources are not being solicited in the Limited-Term RFP and are not Eligible Limited-Term RFP Technology.

### 1.9. Eligible Resources

The Long-Term RFP is limited to proposals for Products from resources that are Eligible Long-Term RFP Resources. “**Eligible Long-Term RFP Resources**” are generation resources that:

- (i) are or, for Developmental Resources, will be physically located in the Western Region;
- (ii) are (a) Developmental Resources or (b) existing CCGT resources that can provide generation that would be incremental to the generation in the Western Region at the start of the Delivery Term of a PPA or Toll or the closing date of an asset acquisition, as applicable, offered in the proposals which such resources support (each, “**Incremental MISO Western Region Generation**”);<sup>1</sup>
- (iii) will utilize Eligible Long-Term RFP Technology to make available and generate the products contracted to Buyer in the Definitive Agreement;
- (iv) will be a single integrated resource [generation resources located at separate facilities are considered multiple resources and may not be combined to form an Eligible Long-Term RFP Resource]; and
- (v) meet the other RFP requirements applicable to long-term generating resources participating in this RFP (*e.g.*, committed and able to deliver Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes (if any) to Buyer as provided in the Long-Term RFP by no later than June 1, 2021; offer capacity no greater than the maximum permitted size; the resource, when coupled with transmission upgrades and/or another resource from the Long-Term RFP, must enable ETI to satisfy identified local reliability requirements within the Western Region).

The Limited-Term RFP is limited to proposals for Products from resources that are Eligible Limited-Term RFP Resources. “**Eligible Limited-Term RFP Resources**” are generation resources that:

- (i) are or, for Developmental Resources, will be physically located in MISO South;
- (ii) are Developmental Resources or existing resources;

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<sup>1</sup> For purposes of this RFP, generation capacity from existing Western Region CCGT resources that are not contractually bound to provide long-term capacity or energy to the MISO markets as of the start of the Delivery Term of a PPA or Toll or the closing date of an asset acquisition arising out of this RFP and are also directly electrically interconnected to the transmission system of a regional transmission organization other than MISO will be considered MISO Incremental Generation.

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- (iii) will utilize Eligible Limited-Term RFP Technology to make available and generate the products contracted to Buyer in the Definitive Agreement;
- (iv) will be a single integrated resource [generation resources located at separate facilities are considered multiple resources and may not be combined to form an Eligible Limited-Term RFP Resource]; and
- (v) meet the other RFP requirements applicable to limited-term generating resources participating in this RFP (*e.g.*, committed and able to deliver Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes (if any) to Buyer on or after June 1, 2017, and no later than June 1, 2021, have the requisite size).

### 1.10. RFP Scope Summary

The following table provides a high-level summary of key scoping items for this RFP.

Scope Item	Long-Term RFP	Limited-Term RFP
<b>Products Solicited</b>	Acquisitions, PPAs, and Tolls (Unit Contingent)	PPA and Tolls (Unit Contingent)
<b>Start Date</b>	On or before June 1, 2021	On or after June 1, 2017, but no later than June 1, 2021; prefer start date coinciding with start of the MISO planning period
<b>Eligible Resources</b>	Eligible Long-Term RFP Resources (see Section 1.9) – Includes Developmental Resources and existing incremental generation (see clause (ii) in Section 1.9); Developmental Resources must meet specified minimum requirements (see Section 2.7 and Appendix D)	Eligible Limited-Term RFP Resources (see Section 1.9) – Includes Developmental Resources and existing resources; Developmental Resources must meet specified minimum requirements (Appendix D)
<b>Eligible Technologies</b>	Eligible Long-Term RFP Technology (see Section 1.8) – Limited to qualifying CCGT technology; Developmental Resources must meet specified technical minimum requirements (Appendix D)	Eligible Limited-Term Technology (see Section 1.8) – generally, traditional non-intermittent technologies; demand-side management, distributed generation, energy efficiency, system sales, and intermittent technologies are ineligible to participate in the Limited-Term RFP; Developmental Resources must meet specified technical minimum requirements (Appendix D)
<b>Location</b>	Western Region (Sections 1.2, 1.9)	MISO South (see Sections 1.2, 1.9)

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<b>Capacity Solicited</b>	Up to 1,000 MW (Summer Conditions, full load, including duct-firing); see Sections 1.1, 2.1; ETI may contract for more or less than 1,000 MW and may acquire Capacity from more than one long-term resource	150 MW (Summer Conditions) - up to 700 MW (Summer Conditions); see Sections 1.1, 2.1; ETI prefers flexible dispatchable capacity, may contract for a Capacity amount above or below the stated range, and may acquire Capacity from more than one limited-term resource
<b>Maximum Size</b>	1,000 MW (Summer Conditions, full load, including duct-firing); proposals offering less than the full Capacity of the Facility are permitted (PPAs and Tolls only); Developmental Resources may not exceed 1,000 MW	700 MW (Summer Conditions); proposals offering less than the full Capacity of the Facility are permitted
<b>Delivery Term</b>	10-20 consecutive years (PPA and Tolls); see Section 2.2	3-5 consecutive years; see Section 2.2
<b>Self-Build</b>	Developmental CCGT; 800-1,000 MW (Summer Conditions, full load, including duct-firing); Lewis Creek site; Sections 2.7, 3)	N/A

The table omits several items that are or could be considered key scoping items. The scope of this RFP is established by terms set forth in the entirety of the RFP, including other sections of this Main Body and other RFP documents. The table is not a substitute for the other provisions of this RFP.

## 2. RFP OVERVIEW

### 2.1. RFP Purpose

ETI projects an ongoing long-term need for Capacity, energy, and voltage support in the Western Region. In addition, ETI forecasts potential short-term generation needs for its customers. The primary objective of this RFP is to solicit competitive proposals for resources that could help ETI satisfy those needs and meet important planning objectives. The Long-Term RFP seeks proposals for a long-term, cost-effective, reliable, fully dispatchable supply of up to 1,000 MW (Summer Conditions, at full load, including duct-firing) of Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes (if any) from one or more Eligible Long-Term RFP Resources beginning on or before June 1, 2021. The Long-Term RFP will also market-test a Self-Build Option. The Limited-Term RFP seeks from 150 MW (Summer Conditions) to 700 MW (Summer Conditions) of limited-term PPA and/or Toll Products from Eligible Limited-Term RFP Resources with three- to five-year Delivery Terms beginning no earlier than June 1, 2017 and no later June 1, 2021.

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Without limiting its rights in Appendix E, ETI reserves the right to contract for more or less than the target amounts stated in the prior paragraph to meet the long-term and short-term planning needs described above. ETI may elect to contract with one or multiple counterparties to meet the objectives of each of the Long-Term RFP and the Limited-Term RFP.

The addition of resources targeted by this RFP will allow ETI to fulfill several important planning objectives, including, among others, increasing its load-serving capability; maintaining reliability of electric service; serving its load at the lowest reasonable cost, considering risk; meeting resource adequacy and energy requirements, and, in the case of the Limited-Term RFP, preparing for ETI's pending exit from the Entergy System Agreement and other contingencies that could affect ETI's need for generation resources.

The Long-Term RFP's Eligible Long-Term RFP Resource and locational requirements support other important planning objectives, including, without limitation, the following:

- *Add Incremental Capacity to Supply-Constrained Areas.* The peak load within the Western Region can exceed the generation capacity within the Western Region. Energy must be imported when load outstrips generation capacity in the Western Region, and transmission constraints limit the amount of energy that can be imported. Securing incremental generation within a constrained region could lower reliance on less efficient generation within the region and reduce the cost to serve load (*e.g.*, lower locational marginal prices in the region).
- *Bolster Reliability in the Western Region.* Reliability in the Western Region must be maintained as existing generation units deactivate or age and/or load grows. The targeted long-term Capacity addition would promote reliability in the region by, among other things, reducing dependence on existing resources within the Western Region. It would also contribute additional reliability benefits due to the resource's proximity to Western Region load.
- *Increase Western Region Storm-Restoration Capabilities.* Having a generation resource that can contribute to the rapid restoration of service after a major disruption is highly desirable in hurricane and storm-prone areas like the Western Region. Service restoration times after widespread outages may be increased by greater reliance on generation outside the Western Region, but may decrease with a generation resource located inside the Western Region.
- *Satisfy ETI's Long-Term Resource Adequacy and Energy Requirements.* Securing Capacity Credits and energy revenues from long-term resources located within the Western Region will help ETI meet MISO's resource adequacy and energy requirements for future planning periods and mitigate its exposure to future Capacity Credit price, energy price, and congestion risks.

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- *Enhance Stability and Voltage Regulation.* Supply-constrained regions can be susceptible to stability problems, which can lead to widespread outages, and to voltage regulation issues. The addition of Incremental MISO Western Region Generation, coupled with any necessary transmission upgrades, would improve local stability and the transmission operator's ability to dynamically regulate and support local voltage levels in the Western Region. Importantly, the Incremental MISO Western Region Generation resource(s), if selected and added to ETI's portfolio, along with completion of the associated transmission upgrades, would enable ETI to maintain compliance in a sub-area of the Western Region with NERC transmission planning standards, including NERC TPL-001-4.

Proposals offered into this RFP will be evaluated for their ability to achieve these planning objectives and otherwise meet the needs of ETI at the lowest reasonable cost, taking into account, without limitation, reliability, risk mitigation, the terms of this RFP, and other relevant factors. For more extensive treatment of other considerations in the development and evaluation of proposals, please refer to the remainder of this Section 2 and to Section 6 below.

## **2.2. Transactions Solicited and Select Terms**

### **2.2.1. Overview**

As noted, through this RFP, ESI is seeking the acquisition or procurement of one or more long-term resources that will reduce ETI's future resource requirements and satisfy several resource planning objectives. Proposals responsive to this RFP may be submitted for PPAs, Tolls, or acquisitions. Proposals for Tolls may be offered only for natural gas-fueled resources. The three permitted transaction types for the Long-Term RFP and the two permitted transaction types for the Limited-Term RFP are described in the Term Sheets forming Appendix B.

Each Term Sheet generally describes certain terms for a particular Product. Appendix B-1 contains the Term Sheet for long-term PPAs. Appendix B-2 contains the Term Sheet for long-term Tolls. Appendix B-3 contains the Term Sheet for asset acquisitions in the Long-Term RFP. Appendix B-4 contains the Term Sheet for limited-term PPAs and Tolls. The Long-Term RFP Term Sheets for PPAs and Tolls provide detailed summaries of commercial terms that would apply to any long-term PPA or Toll, as applicable. The Limited-Term RFP Term Sheets for PPAs and Tolls and the Long-Term RFP Term Sheet for asset acquisitions provide a high-level summary of commercial terms that would apply to any limited-term PPA or Toll or any asset acquisition Transaction arising out of this RFP. The Limited-Term RFP Term Sheets include terms that reflect the Limited Term RFP's solicitation of resources across a broad spectrum of possible supply options, that is, base load, dispatchable, load-following, and peaking resources. (ETI's preference is for economically efficient resources with flexible operational parameters.) Select highlights of the different transaction types are provided later in this Section 2.2.

Bidder is responsible for taking into consideration all terms and conditions included in the Term Sheet(s) corresponding to its proposal(s) when developing and preparing its proposal(s). ESI

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expects that the terms and conditions summarized in the Term Sheet applicable to the proposed Transaction will be included in any Definitive Agreement executed for a proposal. Bidders are advised to carefully review the Term Sheet for the Product and Transaction for which Bidder intends to submit a proposal. Bidders should be guided by the descriptions and terms in the Term Sheets in formulating proposals.

Bidders not wishing to agree to a term set forth or described in the applicable Term Sheet must identify the specific term to which Bidder takes exception and provide a reasonably complete and detailed explanation of Bidder's position in the "**Special Considerations**" section of its proposal. Special Considerations will be taken into account in the evaluation of proposals. Special Considerations in which Bidder (i) reserves wholesale rights to make comments on terms or conditions included in a Definitive Agreement, (ii) makes widespread, wholesale, or fundamental changes to material terms or conditions set forth in the applicable Term Sheet, (iii) conditions its bid on the acceptance of material terms or conditions not accepted by ESI in the ordinary course of business or that would materially diminish the value of the resource to ETI, or (iv) takes actions the effect of which would be similar to those resulting from the actions described in clauses (i)-(iii) are not contemplated and are grounds for elimination from consideration in this RFP. Notwithstanding anything in this RFP to the contrary, ESI's acceptance or selection of a proposal containing exceptions in the Special Considerations section of Bidder's proposal does not mean that ESI or ETI agrees with the exceptions or will agree to or accept the exceptions (or variants of the exceptions) in any negotiation of a Definitive Agreement, and ESI and ETI reserve all rights in any negotiation involving the exceptions, including, without limitation, the right not to accept or agree to any of the exceptions (or any variant thereof), the right not to pay Bidder or Seller any incremental amount or consideration if ESI or ETI does not accept or agree to any particular exception, and the right to terminate negotiations if Bidder or Seller requires Bidder or Seller to agree to any particular exception as a condition to continued discussions.

Any purchase of Capacity and energy pursuant to a PPA or Toll arising out of this RFP will also include any and all capacity-related benefits (such as Capacity Credits), Other Electric Products, and Environmental Attributes associated with such Capacity and/or energy, Buyer's share of the proposed resource, or the Transaction. Bidders are encouraged to review the Term Sheets for PPAs and Tolls for terms and conditions applicable to the products and services to be provided to and acquired by ETI under the Definitive Agreement.

### **2.2.2. PPAs and Tolls**

In both the Long-Term RFP and the Limited-Term RFP, the PPAs and Tolls being sought are for the purchase of unit-contingent Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes from an Eligible Resource and related services. ETI will accept for evaluation PPA and Toll proposals that offer less than the entire capacity of the generation resource (whether the resource is an existing resource or a Developmental Resource) and meet the requirements for participation in this RFP. Any proposal for a Toll submitted into this RFP must offer generating capacity in increments of whole integrated generating units and must have fuel

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supply and transportation, fuel and power metering, permitting, dispatch flexibility, and other attributes required or appropriate to support registration and operation in MISO, in accordance with applicable MISO requirements and laws, as a reliable, fully dispatchable independent generating resource. ESI will consider proposals for “financial” PPAs or Tolls (such as a PPA for Toll providing for settlement with MISO for energy and ancillary service products via financial schedules).

Pricing for a PPA will be based on:

- (i) a Capacity Rate, which will be either (x) fixed for the entire Delivery Term or defined annually (expected to be as proposed by Bidder) and expressed in \$/kW-year or (y) based on a base Capacity Rate (expected to be as proposed by Bidder), expressed in \$/kW-year, and escalated annually by CPI or PPI (as proposed by Bidder);
- (ii) an energy price (expressed in \$/MWh), which will be based on (x) a guaranteed heat rate (expected to be as proposed by Bidder), multiplied by (A) for natural gas resources, for deliveries of scheduled “day-ahead energy,” the applicable *Gas Daily* daily fuel index for Houston Ship Channel, or, for deliveries of scheduled “intra-day energy,” the lower of (1) Seller’s average purchase price for the gas used to generate such energy and (2) the applicable price quoted by Seller to and accepted by Buyer for the gas used to generate such energy, or (B) for solid fuel resources (other than biomass), the fuel index, as proposed by Bidder, plus, in either case, a fuel adder (if any) that is fixed or based on a Bidder-provided formula and expressed in \$/MMBtu, and (y) for biomass resources, a base energy price proposed by Bidder, expressed in \$/MWh, and escalated annually by CPI or PPI (expected to be as proposed by Bidder, if proposed by Bidder);
- (iii) a Variable O&M Rate, which will be either (x) fixed for the entire Delivery Term or defined annually (expected to be as proposed by Bidder) and expressed in \$/MWh or (y) based on a base Variable O&M Rate (expected to be as proposed by Bidder), expressed in \$/MWh, and escalated annually by CPI or PPI (as proposed by Bidder);
- (iv) for natural gas resources, a Start Charge (if proposed by Bidder), which will be either (x) fixed for the entire Delivery Term or defined annually (expected to be as proposed by Bidder) and expressed in \$/completed Start or (y) based on a base Start Charge (expected to be as proposed by Bidder), expressed in \$/completed Start, and escalated annually by CPI or PPI (as proposed by Bidder); and
- (v) for natural gas resources, a Start Fuel Charge (if proposed by Bidder), which will be based on the product of the Start fuel amount (expressed in MMBtu per completed Start) and the applicable gas price (expressed in \$/MMBtu).

Pricing for a Toll (natural gas resources only) will be based on:

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- (i) a Capacity Rate, which will be either (x) fixed for the entire Delivery Term or defined annually (expected to be as proposed by Bidder) and expressed in \$/kW-year or (y) based on a base Capacity Rate (expected to be as proposed by Bidder), expressed in \$/kW-year, and escalated annually by CPI or PPI (as proposed by Bidder);
- (ii) a Variable O&M Rate, which will be either (x) fixed for the entire Delivery Term or defined annually (expected to be as proposed by Bidder) and expressed in \$/MWh or (y) based on a base Variable O&M Rate (expected to be as proposed by Bidder), expressed in \$/MWh, and escalated annually by CPI or PPI (as proposed by Bidder); and
- (iii) a Start Charge (if proposed by Bidder), which will be either (x) fixed for the entire Delivery Term or defined annually (expected to be as proposed by Bidder) and expressed in \$/completed Start or (y) based on a base Start Charge (expected to be as proposed by Bidder), expressed in \$/completed Start, and escalated annually by CPI or PPI (as proposed by Bidder).

In addition, for Toll proposals (and PPA proposals based on specific generation units or offering dispatch flexibility), a guaranteed heat rate curve will apply. The heat rate curve could affect Seller's compensation for providing fuel conversion services. The guaranteed heat rate curve is expected to be as provided by Bidder. The points along the guaranteed heat rate curve are required to correspond to the actual and projected heat rates of the resource at the available dispatch levels.

A proposal's pricing must reflect an "all-in" contract price (including any related fees and expenses) that ETI would pay to Seller for all aspects related to, and products associated with the provision, generation, and delivery to ETI of Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes, including.

The following highlights a few basic commercial terms for any PPA or Toll arising out of this RFP:

- *Monthly and Long-Term Availability Requirements* - The Monthly Availability Requirement depends on the technology utilized by the resource. The Monthly Availability Requirement will be: (i) for CCGT resources, 98% in the Summer Months and the Winter Months and 96% in the other months; (ii) for CT resources, 99% in all months; and (iii) for solid fuel resources, 90-95%, depending on the technology, in all months. A failure to meet the Monthly Availability Requirement will result in a payment reduction to Seller. The Rolling 12 Month Availability Requirement will be 85% for CCGT resources, 90% for CT resources, and 80-90%, depending on the technology, for solid fuel resources. A failure to meet the Rolling 12 Month Availability Requirement may result in termination and a termination payment to Buyer. Please see Appendices B-1, B-2, and B-4 for additional details.

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- *Delivery Term* – For the Long-Term PPA, the Delivery Term for PPAs and Tolls will be a minimum of ten (10) consecutive years and a maximum of twenty (20) consecutive years. For the Limited-Term RFP, the Delivery Term for PPAs and Tolls will be a minimum of three (3) consecutive years and a maximum of five (5) consecutive years. The Delivery Term is expected to be based upon the Delivery Term specified in the proposal giving rise to the PPA or Toll.
- *Delivery Term Commencement*
  - For the Long-Term RFP, the guaranteed Delivery Term commencement date for any PPA or Toll will be no later than June 1, 2021. Buyer prefers that the Delivery Term for any Long-Term RFP start at the beginning of the planning period recognized by the applicable Balancing Authority (June 1 under the current MISO Rules). Seller will be required to begin to provide to Buyer the contracted amount of Capacity Credits from the resource for the earlier of (i) the MISO planning period beginning June 1, 2021, or (ii) the MISO planning period starting on or first following (as applicable) the guaranteed Delivery Term commencement date. The guaranteed Delivery Term commencement date for a PPA or Toll arising out of the Long-Term RFP is expected to be based upon the guaranteed Delivery Term commencement date specified in the proposal giving rise to such PPA or Toll.
  - For the Limited-Term RFP, the Delivery Term start date for any PPA or Toll will be on or after June 1, 2017, but no later than June 1, 2021 (or, if MISO changes its planning rules, on the first day of the next applicable MISO planning period for which MISO will provide Capacity Credits to meet MISO resource adequacy requirements). Buyer prefers that the Delivery Term for any Limited-Term RFP start at the beginning of the planning period recognized by the applicable Balancing Authority (June 1 under the current MISO Rules). Seller will be required to begin to provide to Buyer the contracted amount of Capacity Credits from the resource for the MISO planning period starting on or first following (as applicable) the guaranteed Delivery Term commencement date. The Delivery Term start date for a PPA or Toll arising out of the Limited-Term RFP is expected to be based upon the Delivery Term start date specified in the proposal giving rise to such PPA or Toll.
  - For proposals backed by a Developmental Resource, Seller may be subject to delay damages (which may include damages for Buyer’s loss of Capacity Credits) and “buy-down” damages and a potential re-sizing of the PPA or Toll and/or, for extended delays, contract termination and a termination payment if the actual commercial operation date is later than the guaranteed commercial operation date (expected to be as specified by Bidder in its proposal). The guaranteed Delivery Term commencement date is expected to be based upon the guaranteed Delivery Term commencement date specified in the proposal giving rise to the PPA or Toll.

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- *Contract Capacity* – For the Long-Term RFP, the amount of generating Capacity to be made available for purchase under any PPA or Toll will be no more than 1,000 MW (Summer Conditions, at full load, including duct-firing) and the size of any Developmental Resource supporting the PPA or Toll will not exceed 1,000 MW (Summer Conditions, at full load, including duct-firing). For the Limited-Term RFP, the amount of generating Capacity to be made available for purchase under any PPA or Toll will be no less than 150 MW (Summer Conditions) and no more than 700 MW (Summer Conditions). The amount of Contract Capacity in any PPA or Toll is expected to be based upon the Contract Capacity specified in the proposal giving rise to the PPA or Toll.
- *Conditions Precedent* - Any PPA or Toll arising out of this RFP will include numerous conditions precedent, including a condition for the benefit of Buyer that Buyer has obtained regulatory approvals and regulatory treatment on terms and conditions satisfactory to it in its sole and absolute discretion.
- *Scheduling and Dispatch Flexibility* - The scheduling and dispatch flexibility and rights of Buyer under a PPA or Toll will be substantially equivalent to those that Buyer would have if Buyer owned the physical Capacity being purchased. Bidders should structure the terms of all PPA and Toll proposals accordingly.
- *Liability Transfer* – ESI will not accept the risk that any long-term liability will or may be recognized on the books of ETI (or any of its Affiliates) in connection with any PPA or Toll entered into pursuant to this RFP, whether the long-term liability is due to lease accounting, the accounting for a variable interest entity, or any other applicable accounting standard.

The foregoing is not, and should not be construed, as an exhaustive listing of important commercial terms of any PPA or Toll arising out of this RFP. Please refer to Appendices B-1, B-2, and B-4 for a broader-based summary of select PPA and Toll terms and Sections 1.7 through 1.10 above, Sections 2.3 through 2.7 below, and Section 3 below for certain other relevant commercial provisions or considerations.

### **2.2.3. Acquisitions**

Acquisition Products are being solicited in the Long-Term RFP, but not in the Limited-Term RFP. The specific asset acquisition opportunities solicited are asset purchases of an Eligible Long-Term RFP Resource and related assets. The purchase price must be expressed as a single fixed payment for the proposed acquisition. The amount of Capacity to be obtained under any asset purchase agreement arising out of the Long-Term RFP must be no more than 1,000 MW (Summer Conditions, at full load, including duct-firing).

The following highlights a few basic commercial terms that apply to any acquisition proposed in the Long-Term RFP:

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- *Closing* - The closing of the acquisition will be scheduled to occur before June 1, 2021. For Developmental Resource proposals, Seller may be subject to delay damages (which may include damages for Buyer's loss of Capacity Credits) and "buy-down" damages and, for extended delays, contract termination and termination damages if the actual commercial operation date is later than the guaranteed commercial operation date (expected to be as specified by Bidder in its proposal).
- *Purchased Assets* - The assets to be sold must include the entire Facility. Proposals for an acquisition of a resource that would be jointly owned after the closing or would reasonably require a joint ownership and operation agreement or similar agreement will not be considered.
- *Durability of Authorizations* - Seller will retain the risk that the acquisition is unable to close in the event that any FERC, HSR, or other required authorization becomes invalid or ineffective prior to the closing. Bidders are encouraged to consider this risk in the development of their acquisition proposals and to include in their proposals acquisition structures that address and/or mitigate any identified risk. ESI's evaluations of acquisition proposals may assess the risk that a required authorization will not be obtained or will become invalid or ineffective prior to the closing of the proposed Transaction and may assess the effectiveness of proposed risk mitigation measures.

The foregoing is not, and should not be construed as, an exhaustive listing of important commercial terms for any asset purchase transaction arising out of the Long-Term RFP. Please refer to Appendix B-3 for a broader-based summary of select contract terms for acquisition transactions and Sections 1.7 through 1.10 above, Sections 2.3 through 2.7 below, and Section 3 below for certain other relevant commercial provisions or considerations.

### **2.3. RFP Proposal Requirements**

Subject to the other terms of this RFP, ESI will consider only proposals submitted into this RFP in accordance with and meeting the requirements of Section 5 below. In addition to those requirements, proposals under this RFP are required to satisfy, and will be reviewed early in the RFP evaluation process for compliance with, the prerequisites specified in this Section 2.3 ("**Threshold Requirements**"). Any proposal not meeting the Threshold Requirements will be considered non-conforming and may be eliminated from further consideration in this RFP by ESI, after consultation with the IM. The Threshold Requirements include Delivery Assessment Threshold Requirements, Viability Assessment Threshold Requirements, Accounting Assessment Threshold Requirements, and Credit Assessment Threshold Requirements, each as described below.

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### **2.3.1. Delivery Assessment Threshold Requirements**

The following Threshold Requirements are the “**Delivery Assessment Threshold Requirements**”:

- The proposed resource must be eligible to qualify as a Long-Term Network Resource of ETI under the MISO OATT.
- The proposed resource must be capable of providing the offered amount of Capacity, energy, and Other Electric Products to Buyer at the Electric Interconnection Point.
- If the proposed resource is a Developmental Resource or an IS Deficient Existing Resource, Bidder, Seller, or a third party acting on its or their behalf must complete and submit to MISO the interconnection service application for the resource required by this RFP by no later than the first day of the Proposal Submission Period. The application must identify the location of the proposed resource, the Balancing Authority substation to which the proposed resource would be interconnected, and the point of electrical interconnection at such substation. It must also request at least the amount of ERIS necessary for the resource to have the Required ERIS Quantity and at least the amount of NRIS necessary for the resource to have the Required NRIS Quantity. As part of its Proposal Package, Bidder must have provided a complete and accurate copy of the submitted application, a copy of either the letter from MISO acknowledging and validating the application or, if available, the actual study results for the requested interconnection service, and the associated MISO queue number.

### **2.3.2. Viability Assessment Threshold Requirements**

The following Threshold Requirements are the “**Viability Assessment Threshold Requirements**”:

#### Both Long-Term RFP and Limited-Term RFP

- Bidder must be an Eligible Participant.
- For Developmental Resource proposals, Bidders must meet the applicable Minimum Requirements for Developmental Resources set forth in Appendix D and the requirements of Section 2.7 below. Without limiting ESI’s rights under Appendix D or E, ESI, in consultation with the IM, may allow variances from the Minimum Requirements for Developmental Resources.
- For Developmental Resource proposals, the resource must be free of fatal design flaws and/or non-standard operational or permitting restrictions that would reasonably be expected to prevent it from meeting the requirements of this RFP, including, without

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limitation, Section 2.7 below and the applicable minimum requirements listed in Appendix D.

- If the proposal is for a Toll, the proposal must offer generating capacity in increments of whole integrated generating units and the resource must have fuel supply and transportation, fuel and power metering, permitting, dispatch flexibility, and other attributes required or appropriate to support registration and operation in MISO, in accordance with applicable MISO requirements and laws, as a reliable, fully dispatchable independent generating resource.

#### Long-Term RFP

- The resource supporting Bidder's proposal must be an Eligible Long-Term RFP Resource, and Bidder must provide evidence satisfactory to ESI demonstrating that the proposed resource is an Eligible Long-Term RFP Resource.
- For proposals offering a PPA or Toll Product into the Long-Term RFP, the proposed Delivery Term must be no less than ten (10) and no more than twenty (20) consecutive years, and the Bidder-proposed guaranteed start date for the Delivery Term must be no later than June 1, 2021. The Bidder-proposed proposed closing date for an acquisition Product offered into the Long-Term RFP must be no later than June 1, 2021.
- Bidder must offer no more than 1,000 MW (Summer Conditions, at full load, including duct-firing) of Capacity and related products from an Eligible Long-Term RFP Resource to the Electric Interconnection Point.

#### Limited-Term RFP

- The resource supporting Bidder's proposal must be an Eligible Limited-Term RFP Resource, and Bidder must provide evidence satisfactory to ESI demonstrating that the proposed resource is an Eligible Limited-Term RFP Resource.
- The Delivery Term for a proposed PPA or Toll must be no less than three (3) and no more than five (5) consecutive years, and the Bidder-proposed start of the Delivery Term must be on or after June 1, 2017, but no later than June 1, 2021.
- Bidder must offer a minimum of 150 MW (Summer Conditions) and a maximum of 700 MW (Summer Conditions) of Capacity and related products from an Eligible Limited-Term RFP Resource to the Electric Interconnection Point.

### **2.3.3. Accounting Assessment Threshold Requirements**

The following Threshold Requirements are the “**Accounting Assessment Threshold Requirements**”:

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If Bidder offers a proposal for a PPA or Toll into this RFP, Bidder must include in the Proposal Package the accounting certification required under, and prepared, executed, and submitted in accordance with the requirements of, Section 6.1.5 below.

#### **2.3.4. Credit Assessment Threshold Requirements**

The following Threshold Requirements are the “**Credit Assessment Threshold Requirements**”:

- Bidder must provide the most recent Published Credit Rating of Bidder or, if different from Bidder, Seller (from S&P and Moody’s), to the extent such a rating exists.
- Bidder must provide the annual audited financial statements (and accompanying notes) for the past two (2) years and the current-year reviewed quarterly financial statements (and accompanying notes) of Bidder or, if different from Bidder, Seller.
- If Bidder proposes that a Person serve as a Credit Support Provider for Bidder’s proposal, each of the two previous Threshold Requirements will apply to the proposed Credit Support Provider. Bidder must extract and submit as separate documents by the Proposal Submission Deadline all financial data and information of Bidder, Credit Support Provider, or both (as applicable) that is consolidated with financial data or information of another Person and required under this Section 2.3.

Please see Section 6.1 below for additional information on the Threshold Requirements, including the evaluation of proposals for satisfaction of the requirements.

### **2.4. Interconnection and Energy Deliverability**

#### **2.4.1. Direct Electrical Interconnection**

Without limiting Section 1.9 above, any resource supporting a proposal submitted into this RFP must be directly interconnected to and located within the Western Region (the Long-Term RFP) or within Entergy’s Transmission System or, if located outside Entergy’s Transmission System, within MISO South (the Limited-Term RFP). For resources participating in the Long-Term RFP, analyses from the Entergy Transmission Planning group indicates that incremental generation interconnected at the Lewis Creek, Ponderosa, Jacinto, or Porter substation is projected to be part of a least-cost, long-term solution to address ETI’s combined local voltage stability and overall capacity and energy needs. The locations of the Lewis Creek, Ponderosa, Jacinto, and Porter substations are depicted in the map of the Western Region provided in Section 1.2 above. ESI expects that, all else being equal, a generation resource directly interconnected to one of these four substations will have lower total transmission upgrade costs to meet local voltage stability transmission planning criteria than if directly interconnected to another substation in the Western Region.

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#### **2.4.2. Required Interconnection, Deliverability, and Transmission Service**

Seller will be required, under the terms of any Definitive Agreement, to have obtained interconnection, deliverability, and firm transmission service for the proposed resource and qualified the resource as a Long-Term Network Resource in MISO (or have a third party obtain such service or so qualify the resource), with full deliverability. The resource interconnection service required for this RFP includes ERIS and NRIS (or, in the event that MISO changes its interconnection rules or service options such that ERIS or NRIS, or ERIS or NRIS as contemplated by this RFP, is no longer available or MISO is no longer an applicable Balancing Authority, the equivalent interconnection and delivery service). The submission to MISO of a generator interconnection application under the applicable generator interconnection process is a requirement for receipt of interconnection service from MISO, including ERIS and NRIS.

For proposals based on a Developmental Resource, the generator interconnection application must request, and the Developmental Resource must have received prior to the time specified in the applicable Definitive Agreement (if any), (i) a quantity of ERIS sufficient for the maximum generation capability of the resource (the “**Required ERIS Quantity**”) and (ii) a quantity of NRIS that (x) is sufficient to allow the resource to receive the maximum Capacity Credits a resource of its Capacity size can receive under the MISO Rules (for proposals offering the full amount of the Capacity of the resource) or (y) can and will be allocated and prioritized such that the NRIS level associated with the resource Capacity under contract to ETI cannot limit the amount of MISO Capacity Credits that ETI would receive for any planning period during the Delivery Term (for proposals offering less than the full amount of the Capacity of the resource) (the “**Required NRIS Quantity**”).

For proposals based on an existing resource that has obtained from MISO, or that MISO has conditionally granted, the Required ERIS Quantity and the Required NRIS Quantity, Bidder, Seller, or a third party acting on its or their behalf will be required to maintain the Required ERIS Quantity and the Required NRIS Quantity for the resource or to take the actions required to preserve or satisfy the conditions set forth in the conditional grant.

For proposals based on an existing resource that has not obtained from MISO, or that MISO has not conditionally granted, the Required ERIS Quantity and the Required NRIS Quantity (an “**IS Deficient Existing Resource**”), Bidder, Seller, or a third party acting on its or their behalf will be required to request from MISO, through a generator interconnection service application (or other means required by or acceptable to MISO), at least the amount of ERIS necessary for the existing resource to obtain the Required ERIS Quantity and at least the amount of NRIS necessary for the existing resource to obtain the Required NRIS Quantity, as applicable.

#### **2.4.3. Interconnection Service Requests and Applications**

For Developmental Resources and IS Deficient Existing Resources, Bidder, Seller, or a third party acting on its or their behalf must complete and submit the required interconnection service application to MISO by no later than the first day of the Proposal Submission Period, and Bidder

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must provide a complete and accurate copy of the submitted application as part of its Proposal Package. The completed application must identify the location of the proposed resource, the Balancing Authority substation to which the proposed resource would be interconnected, and the Electric Interconnection Point. It must also request at least the amount of ERIS necessary for the resource to have the Required ERIS Quantity and at least the amount of NRIS necessary for the resource to have the Required NRIS Quantity. Bidder must provide in its Proposal Package a copy of either the MISO letter acknowledging and validating the application or, if available, the actual study results related to such application, as well as the associated MISO queue number.

Except to the extent ESI otherwise agrees, Bidder, Seller, or the third party that submitted the interconnection service application will be required to remain in the queue for interconnection service for the proposed resource until the proposal supported by the application is eliminated from this RFP or the interconnection service required by this RFP is obtained or conditionally granted. If a resource proposed by a Bidder in this RFP does not remain in the queue to obtain the required interconnection service or loses the right to obtain or receive such service during the pendency of this RFP, Bidder must promptly notify the RFP Administrator, and any Bidder proposal backed by such resource will be subject to elimination. Bidders should bear in mind that MISO's generator interconnection processes operate on timelines and contain requirements that are independent of this RFP and may necessitate the expenditure of costs by Bidders for their proposed resources to remain in the queue.

#### **2.4.4. Product Deliveries**

For PPAs and Tolls arising out of this RFP, Seller will be required to make available Capacity and deliver energy and Other Electric Products from the resource to Buyer at the Electric Interconnection Point. For limited-term PPAs and Tolls, the financial settlement of (i) energy and Other Electric Products provided to Buyer thereunder at the Electric Interconnection Point will reflect the basis differential, if any, between the CP Node at the Electric Interconnection Point and the CP Node for ETI's load (the "**ETI Load Node**") at the time of delivery and related congestion costs and (ii) if Seller's resource is located in a local resource zone of MISO South that does not include ETI's service area, capacity-related benefits (*e.g.*, Capacity Credits) provided to Buyer thereunder will reflect the basis differential, if any, with respect to the applicable capacity-related benefit between the local resource zone in which the resource is located and the local resource zone in which ETI's service area is located and related costs.

#### **2.4.5. Network Resource Designation**

ESI expects for Buyer to designate any resource (or, if applicable, the portion thereof allocated to Buyer) under a Definitive Agreement arising out of this RFP as a Long-Term Network Resource of Buyer under the MISO OATT, with full deliverability, and, as provided above, requires that any such resource qualify as a Long-Term Network Resource in MISO. Without limiting Section 2.4.6 below, Seller will be responsible for and bear any and all out-of-pocket costs associated with causing the resource to be recognized as a Long-Term Network Resource of Buyer under the MISO OATT, including, without limitation, any and all registration, application, study, upgrade, improvement, or deliverability fees, charges, losses, and other costs.

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#### **2.4.6. Scope of Responsibility**

Seller will be responsible for, and bear the full costs and risks of, the arrangement, procurement, receipt, and maintenance (for PPAs and Tolls, prior to and throughout the Delivery Term, and for acquisitions, through closing) of the interconnection, deliverability, and transmission service required by this RFP, including (i) the electric interconnection of the Facility to the host utility and the establishment of the Electric Interconnection Point, (ii) the transfer and delivery of Capacity, energy, and Other Electric Products to, and the injection of energy and Other Electric Products at, the Electric Interconnection Point, and (iii) if applicable, the financial settlement of energy and Other Electric Products provided to Buyer under the Definitive Agreement at the ETI Load Node. Without limiting the foregoing or Section 2.4.5 above, for each of the items described in clause (i), (ii), or (iii) above, Seller will bear (a) all related interconnection, deliverability, or transmission request, application, study, registration, and comparable fees, charges, or costs, (b) all upgrade, improvement, and other fees, charges, and costs arising out of the requested interconnection, deliverability, or transmission service, except to the extent stated to be the exclusive responsibility of the host utility or an applicable transmission provider, transmission owner, or Balancing Authority under the applicable tariffs, rules, regulations, or requirements of, or generator interconnection or other agreements with, the host utility or such transmission provider, transmission owner, or Balancing Authority, (c) the fees, charges, and costs to receive interconnection, deliverability, transmission, or, if applicable, financial settlement service, (d) all transformer, line, energy, capacity, and other losses or costs related to the interconnection, deliverability, transmission, or financial settlement service with respect to the Facility, and (e) all costs assigned or allocated to Seller or to a financially settling party under the applicable tariffs, rules, regulations, or requirements of, or agreements with, the host utility, transmission provider, transmission owner, or any applicable Balancing Authority. Bidder will be responsible for reflecting these costs in Bidder's proposed pricing.

For acquisition proposals, the assets purchased by Buyer from Seller will include, without limitation, any and all transmission-related rights held by or for Seller or any Affiliate thereof as of the closing (including, without limitation, auction revenue rights, financial transmission rights, and other transmission or congestion-related rights), to the extent related to the acquired generation assets, and all rights to own, hold, manage, and control those rights.

Subject to certain limitations, throughout the term of any Definitive Agreement, Buyer will have the right to determine from time to time whether Buyer (or a designee) or Seller will serve as the "market participant" for the generation resource before MISO. If Seller is the market participant, financial schedules would be submitted to MISO for deliveries of energy and Other Electric Products from the resource under the Definitive Agreement. Seller will be responsible for and bear any and all costs and risks associated with financial scheduling energy and Other Electric Products, including, without limitation, electric losses, MISO fees, charges, and other costs related thereto (*e.g.*, financial scheduling fees, administrative costs, transaction charges).

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#### **2.4.7. Interconnection/Deliverability/Transmission Pricing Break-Outs**

Bidder is required to break out and separately identify in its Proposal Package the interconnection, deliverability, and transmission deliverability-related costs included in its pricing, including ERIS-related costs and NRIS-related costs. Bidder will be permitted to refresh or update its interconnection, deliverability, and transmission-related pricing (and only such pricing) within 90 days after the Proposal Submission Deadline.

#### **2.5. Cost Recovery**

As part of this RFP, ESI desires to evaluate the costs, benefits, risks, and other elements of PPA, Toll, and acquisition opportunities on a comparative basis against resources owned by ETI. The risk evaluation in this RFP will include an assessment of the risks of the possible disallowance, disapproval, or denial of recovery by the Public Utility Commission of Texas and/or other Governmental Authorities of Buyer costs incurred in connection with a Definitive Agreement due to reasons other than Buyer fault. Seller will be required to absorb certain cost recovery risks in any PPA or Toll arising out of a proposal submitted into this RFP by or on behalf of Seller, excluding certain limited cost recovery risks that will remain with Buyer. Bidders should submit their proposals for the allocation of cost recovery risk as part of their Special Considerations or as otherwise requested by ESI in the Proposal Submission Process.

#### **2.6. Fuel Supply**

ESI prefers resources that offer fuel supply flexibility and fuel stability. Fuel supply flexibility considerations in the evaluation of proposals will include supply liquidity, sourcing, and fungibility of supply, limitations on fuel supply or relating to the transportation of supply, and alternative fuel supply and transportation options. Fuel stability considerations in the evaluation of proposals will include price volatility, the energy pricing structure proposed (*e.g.*, fixed, not fixed), the inclusion and structure of any proposed fuel adder, and fuel reliability/deliverability risks.

A resource's fuel supply arrangements can affect its ability to provide Capacity, capacity-related benefits, energy, Other Electric Products, and Environmental Attributes. To allow ESI to make a reasonable preliminary assessment of a resource's performance capabilities, Bidders will be required to provide information responsive to several fuel-related requests included in Appendix C-1 and Appendix C-2, as applicable. Bidders should be prepared to submit a comprehensive response to all such requests as part of their Proposal Packages.

For tolling arrangements arising out of this RFP, Seller may be required to post additional security to cover costs that may arise from any natural gas transportation or supply agreement entered into by ESI or ETI to support the generation resource in the event of Seller's default.

#### **2.7. Design and Operating Considerations for CCGT Developmental Resources**

The following is a list of required generating resource equipment and design features for CCGT-based Developmental Resources:

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- automatic generation control (“**AGC**”);
- evaporative cooling or inlet chilling;
- duct burners for supplemental firing of the resource’s heat recovery steam generators (“**HRSGs**”);
- control technology for air emissions from the resource must include a CO catalyst;
- net unit heat rate of no greater than 7,000 Btu/kWh (HHV) (Summer Conditions) at full output without duct-firing;
- heat rejection systems for the resource that are based on a mechanical draft cooling tower, a cooling pond, or an air cooled condenser;
- main condenser and heat rejection systems sufficiently sized to permit all combustion turbines to operate at or near full load with a complete bypass of the steam turbine;
- all combustion turbine designs must incorporate air-cooled combustors;
- two (2) x 100% boiler feed pumps on each HRSG;
- two (2) x 100% or three (3) x 50% condensate pumps;
- two (2) 100% air compressors;
- two (2) natural gas pipelines into the Facility;
- vacuum pumps for condenser air evacuation;
- a demineralized water system capacity sufficient to support cyclic operation; and
- redundancy of the on-site natural gas compressors such that the loss of one compressor will not limit the output or restrict the operation of the resource.

Other equipment and design requirements for CCGT-based Developmental Resources are set forth in Appendix D. Eligible CCGT-based Developmental Resource equipment and design may NOT include steam injection for power augmentation, a single shaft combined-cycle design, or high-fogging equipment (*e.g.*, overspray, wet compression, spray inter-cooling).

The operational, performance, and design-related criteria described herein are key components of a resource’s ability to meet the requirements for products solicited in this RFP and will be part of the quantitative and qualitative evaluation of proposals submitted in response to this

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RFP. Bidders should be prepared to submit a comprehensive response to the due diligence requests for information on these subjects.

### **3. SELF-BUILD OPTION**

ESI intends to develop and submit into this RFP a cost estimate for the Self-Build Option. The Self-Build Option is a CCGT facility that would be built at ETI's Lewis Creek site in Willis, Texas. The Self-Build Option will attempt to optimize the maximum Capacity of the proposed self-build resource by including in the base plant design HRSG duct-firing and options for either chilling or evaporative cooling to the combustion turbine inlet. The Self-Build Option will not have dual-fuel capability and will be sized at no less than 800 MW (Summer Conditions, at full load, including duct-firing) and no more than 1,000 MW (Summer Conditions, at full load, including duct-firing).

The Self-Build Option is expected to utilize existing infrastructure and resources at the Lewis Creek site, including existing natural gas infrastructure (for gas transportation and related services) and, when feasible, existing administrative or plant support infrastructure (*e.g.*, office facilities, control rooms, fire suppression systems). The Self-Build Option will be designed to interconnect to two natural gas pipelines that would provide fuel to the facility. Generation from the resource is expected to interconnect with the MISO System at a 138 kV and/or a 230 kV transmission switchyard located at or near the Lewis Creek site.

The Self-Build Option will be considered an alternative to, or in conjunction with, third party proposals submitted into the Long-Term RFP. If one or more third-party resources from the Long-Term RFP are selected for contract negotiations, ETI may continue to take the steps necessary to preserve the Self-Build Option as a viable option in case negotiations with any third party do not lead to a Definitive Agreement. If selected in this RFP, the self-build facility is expected to be placed into commercial service by no later than June 1, 2021.

ESI will require that the Proposal Package for the Self-Build Option, including the cost estimate for the Self-Build Option, be submitted to the RFP Administrator and the IM prior to the receipt of proposals from all other Bidders, and no later than 5 p.m. CPT on the Friday before the proposal submission period begins. After the Proposal Submission Deadline, the IM and the RFP Administrator will provide redacted data and information from the proposals received to the Evaluation Teams (see Section 6 below) at approximately the same time. All proposals, including the Self-Build Option, will be evaluated on a consistent basis, as described in certain appendices to this RFP and in this Main Body, and, subject to the other terms hereof, on the time frame set forth in Section 4.1 below. As discussed in more detail in Appendix G, the Evaluation Teams will not include any member of the Entergy commercial team or support services team working on the Self-Build Option and will operate independent of these two teams.

The IM, in consultation with ESI, intends to retain an independent consulting engineer to evaluate the reasonableness of the construction cost estimates of the Self-Build Option and, potentially, to undertake a similar evaluation for any other Developmental Resource supporting a proposal submitted in this RFP. The IM will consult with ESI to (i) determine a process for selecting

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and retaining the independent consulting engineer, (ii) develop the scope of work to be performed by the consulting engineer, and (iii) determine how the engineer's report will be utilized in this RFP. In addition, ESI may retain an independent consulting engineer to estimate the cost to Buyer to have an independent owner/buyer's engineer monitor the development and construction of a proposed third-party resource after selection through the completion of construction and provide related engineering services to protect Buyer's interest.

## 4. RFP SCHEDULE

### 4.1. Schedule

The RFP Schedule is critical for Bidders interested in participating in this RFP. The RFP Schedule in the table below sets out milestone events and dates for this RFP. As provided in Section 4.2, the milestone events and dates are subject to change. After consultation with the IM, notice of any change to the then-current RFP Schedule will be posted on the 2015 ETI RFP Website.

Activity	Scheduled Date
Final RFP Documents Issued	June 26, 2015
<del>Final Date for Completion and Submission of Required Interconnection Application to MISO</del>	<del>September 14, 2015</del>
Bidder Registration Period	September 28 – October 1, 2015
Final Date for Proposal Fee Payment	October 13, 2015
<del>Final Date for Completion and Submission of Required Interconnection Application to MISO</del>	<del>October 26, 2015</del>
Proposal Submission Period	October 26 – October 29, 2015
Final Date for Bidder Updates to Proposal Package Interconnection and Network Deliverability-Related Costs	January 27, <del>2015</del> 2016
Primary/Secondary Selection Lists Announced	April 28, 2016
Comprehensive Negotiations and Due Diligence Begin	May 2016
Bidder(s) Remaining on Secondary Selection List Released from Proposals	August 2016
Definitive Agreement Executed	October 2016
Regulatory Approval Process Complete	April 2018

### 4.2. RFP Schedule Modifications

Without limiting the generality of Appendix E, ESI reserves the right to withdraw, suspend, cancel, or terminate this RFP, or to modify any term of this RFP, including, without limitation, any term concerning the RFP Schedule (including any date), at any time in its sole discretion. ESI will

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endeavor to notify all participants who have completed Bidder Registration of any such withdrawal, suspension, cancellation, termination, or modification made prior to the Proposal Submission Deadline and to post notice of any such action on the 2015 ETI RFP Website.

## **5. RFP MILESTONES AND PROCESSES - RFP ISSUANCE THROUGH PROPOSAL SUBMISSION**

### **5.1. Bidders Conference**

ESI hosted a teleconference/webcast for potential Bidders in this RFP and other stakeholders (“**Bidders Conference**”) on May 27, 2015. The Bidders Conference gave participants a high-level overview of and other information concerning this RFP and related processes and was open to all interested Persons. ESI personnel and the IM were available on the teleconference to answer questions about the RFP Schedule, the Bidder Registration Process, the Proposal Submission Process, the evaluation process, technical RFP issues, and proposed Transaction terms and conditions, and to respond to other requests for information about this RFP. ESI has posted the written materials presented during the teleconference on the 2015 ETI RFP Website. Bidders are advised that those materials may not duplicate all of the information provided at the teleconference and some of the information is outdated and no longer accurate.

Responses to questions received during the Bidders Conference are posted on the 2015 ETI RFP Website. Please refer to Section 7.1 below and Appendix G for additional information concerning questions submitted in connection with this RFP. To the extent inconsistencies exist between the RFP documents and the Bidders Conference presentation or the responses to questions received during the teleconference posted on the 2015 ETI RFP Website or provided verbally, the RFP documents will control. Please see the notice of issuance of final RFP documents dated June 26, 2015 and posted on the 2015 ETI RFP Website for additional information regarding the primacy of the RFP documents and ESI responses to Bidder questions.

### **5.2. Bidder Registration**

To be eligible to submit a proposal, Bidder must complete the Bidder Registration Process, as described in this Section 5.2. Bidder Registration will begin at 8:00 a.m. CPT on the date specified in the applicable RFP Schedule and end at 5:00 p.m. CPT on the date specified in the applicable RFP Schedule (the “**Bidder Registration Period**”).

To register for this RFP, all Bidders, including, for purposes of this Section 5, those sponsoring the Self-Build Option, will be required to submit a completed Bidder Registration Agreement (including the Bidder Registration Form attached thereto) to the RFP Administrator via courier or electronic mail (as a pdf attachment) by 5:00 p.m. CPT on the last day of the Bidder Registration Period. **Bidders will bear the risk of failing to submit a completed Bidder Registration Agreement by the specified deadline.** The Bidder Registration Agreement must be executed by an officer or other representative of Bidder who is authorized to sign on Bidder’s behalf. If delivery is made by electronic mail, Bidder must subsequently deliver to the RFP Administrator an

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original of the duly executed Bidder Registration Agreement by 5:00 p.m. CPT within three (3) Business Days after the last day of the Bidder Registration Period. Only Bidders registered in accordance with this RFP will be permitted to submit proposals in this RFP, and only proposals registered in accordance with this RFP will be eligible for submission.

Following submission of its completed Bidder Registration Agreement, Bidder will be issued a unique Bidder ID. In addition, each registered resource and proposal will receive its own Resource ID and Proposal ID, respectively. Bidder IDs, Resource IDs, and Proposal IDs will be used by Bidders in the Proposal Submission Process and in connection with the evaluation of proposal information received by ESI. The use of Bidder IDs, Resource IDs, and Proposal IDs is part of ESI's process to ensure that appropriate protections are in place to minimize the dissemination of information that explicitly identifies Bidders to Evaluation Team members who do not need to know that information.

Bidders are required to pay a Proposal Submittal Fee of \$10,000 for each proposal registered in the Long-Term RFP and \$5,000 for each proposal registered in the Limited-Term RFP.<sup>2</sup> Proposals that are alternatives to each other will be considered separate proposals and must be registered as such. ESI will bill Bidder the total Proposal Submittal Fees due from Bidder within three (3) Business Days following the end of the Bidder Registration Period. Bidder will be required to remit payment of the Proposal Submittal Fee(s) in full in accordance with the instructions provided in the invoice. Payment will be due by the date specified in the applicable RFP Schedule. **Bidder's failure to submit the Proposal Submittal Fee for a proposal by the payment due date will cause Bidder to become ineligible to participate in this RFP with respect to such proposal.**

Proposal Submittal Fees will be refunded to Bidders only in the following circumstances:

1. Bidder registers a proposal and pays the corresponding Proposal Submittal Fee but does not complete Proposal Submission for that registered proposal;
2. Bidder registers a proposal, properly completes Proposal Submission, but subsequently withdraws the proposal prior to the Proposal Submission Deadline; or
3. ESI cancels or terminates this RFP prior to the selection of proposals for the Primary Selection List or the Secondary Selection List.

If Bidder, or any proposal submitted by Bidder, becomes ineligible or is eliminated from this RFP for any reason other than a reason set forth in clauses (1) through (3) above, including, without limitation, if no proposals are selected for either the Primary Selection List or the Secondary Selection List for the Long-Term RFP or the Limited-Term RFP, as applicable, after ESI has completed its evaluation of proposals, Bidder's Proposal Submittal Fee(s) will not be returned.

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<sup>2</sup> Since payment of the Proposal Submittal Fee would amount to (from a corporate perspective) a payment to themselves, the sponsors of the Self-Build Option are exempt from the Proposal Submittal Fee requirement.

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### 5.3. Proposal Submission

Subject to Section 5.2 above and Section 6.1.4 below, in order to have its proposal(s) evaluated under this RFP, the Proposal Submission Process requires each Bidder to submit to ESI:

- a completed Proposal Submission Template;
- a completed VAT self-assessment (discussed in Section 6.1.4 below);
- a completed accounting certification (discussed in Section 6.1.5 below);
- a complete set of the documents required to be provided by Bidder pursuant to Section 2.4 above; and
- completed responses to Appendix C-1 or Appendix C-2, as applicable (collectively, the **“Proposal Package”**).

Under the current RFP Schedule, the period during which any Bidder may submit a completed Proposal Package will begin at 8:00 a.m. CPT on October 26, 2015, and end at 5:00 p.m. CPT on October 29, 2015 (such period, as may be modified from time to time, the **“Proposal Submission Period,”** and the deadline for submission, as may be modified from time to time, the **“Proposal Submission Deadline”**).

To submit proposals in this RFP, Bidders must deliver their completed Proposal Package to the RFP Administrator, by the Required Proposal Submission Time, as (i) files attached to electronic mail or other electronic/digital media acceptable to ESI or (ii) a digital form acceptable to ESI (*e.g.*, a CD, a flash drive) delivered to the RFP Administrator by courier. Bidders must deliver their completed Proposal Submission Template in its native Excel form. The Entergy electronic communications network will not accept “zip” files or electronic mail with file attachments containing, individually or collectively, approximately ten (10) megabytes or more of data. Proposal information that is not accepted by the Entergy electronic communications network or is not properly addressed to and not timely received by the RFP Administrator will be considered undelivered. Proposals failing to provide complete responses as required may be considered non-conforming. Bidders should not send, and the RFP Administrator will not accept, paper copies of electronic proposals.

Bidders are also required to execute and deliver to the RFP Administrator the Proposal Submission Agreement by the Proposal Submission Deadline. The Proposal Submission Agreement must be executed by an officer or other representative of Bidder who is duly authorized to sign the Proposal Submission Agreement and tender the submitted proposal(s) on behalf of Bidder. Electronic or stamp signatures are not permitted. The Proposal Submission Agreement may be delivered to the RFP Administrator via courier or electronic mail (as a pdf attachment). If delivery is made by electronic mail, Bidder must subsequently deliver to the RFP Administrator an original of the duly executed Bidder Proposal Submission Agreement (including hand-signed signature page) by 5:00 p.m. CPT within three (3) Business Days after the Proposal Submission Deadline.

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After the RFP Administrator has electronically received Bidder's completed Proposal Package, Bidder will receive a confirmatory email from the RFP Administrator. Bidder should contact the RFP Administrator if a confirmatory email is not received within one (1) Business Day after Bidder's submission of the Proposal Submission Template and Proposal Submission Agreement.

**Bidder will bear the risk of any failure of Bidder to submit the completed Proposal Package by the Proposal Submission Deadline as required by this RFP. Proposals for which Bidder does not submit all agreements, information, and material as required by this RFP may be considered non-conforming and eliminated from consideration.**

#### **5.4. RFP Hotline**

A dedicated phone line ("**RFP Hotline**") will be available to Bidders from 8:00 a.m. to 5:00 p.m. CPT on each Business Day throughout the Bidder Registration Period and the Proposal Submission Period. Bidders may use the RFP Hotline to ask technical questions regarding or other questions specific to the Bidder Registration and Proposal Submission Processes. The RFP Hotline is not intended to serve as a means for Bidders to obtain general information about this RFP or other information that is not directly related to the Bidder Registration and Proposal Submission Processes, and Bidders are asked to refrain from attempting to use the RFP Hotline for this purpose. The number for the RFP Hotline is (281) 297-3758.

### **6. RFP MILESTONES AND PROCESSES – PROPOSAL EVALUATION THROUGH CONTRACT NEGOTIATION**

#### **6.1. Overview and Assessments**

After the Proposal Submission Deadline, the RFP evaluation will begin. The evaluations for the Long-Term RFP will be conducted separate and apart from the evaluations for the Limited-Term RFP. Descriptions in this Section 6 should be construed accordingly. When the context requires, the provisions in this Section 6 should be read such that the RFP requirements or terms applicable to the Long-Term RFP will apply to proposals submitted in the Long-Term RFP (or, if applicable, the Bidders of such proposals) and the RFP requirements or terms applicable to the Limited-Term RFP will apply to proposals submitted in the Limited-Term RFP (or, if applicable, the Bidders of such proposals).

Early in the proposal review process, proposals will be evaluated for compliance with the Threshold Requirements. Proposals remaining in this RFP after the Threshold Requirements compliance evaluation will be assessed based on economics, deliverability, viability, accounting, transactional considerations (including credit and commercial terms), and other factors. Applying qualitative and quantitative assessments, proposals will be assigned a proposal ranking and a recommended disposition. A final list setting forth the proposal(s) (if any) selected for negotiation of a Definitive Agreement (the "**Primary Selection List**") and the proposal(s) (if any) selected for

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possible negotiation of a Definitive Agreement (the “**Secondary Selection List**”) will be created. The Long-Term RFP and the Limited-Term RFP will have separate selection lists.

Once selections have been made, ESI will notify each Bidder that ESI has completed its evaluation of proposals and will inform Bidder, with respect to each proposal submitted by Bidder, whether the proposal is on the Primary Selection List (if any), the Secondary Selection List (if any), or has been eliminated from further consideration in this RFP. Without limiting its rights under Exhibit E, ESI expects to proceed to negotiate the terms of a Definitive Agreement with a Bidder having a proposal on the Primary Selection List. If those negotiations terminate or are suspended, or if ESI determines negotiations with any Bidder having a proposal on the Secondary Selection List are appropriate, ESI may negotiate commercial terms with that Bidder.

The proposal evaluation process will be carried out by five (5) separate evaluation teams (each, an “**Evaluation Team**”):

- the Economic Evaluation Team (“**EET**”);
- the Deliverability Assessment Team (“**DAT**”);
- the Viability Assessment Team (“**VAT**”);
- the Accounting Evaluation Team (“**AET**”); and
- the Credit Evaluation Team (“**CET**”).

The roles and responsibilities of the Evaluation Teams are described in Sections 6.1.2 through 6.1.6 below. ESI may include as a member on any Evaluation Team, or contract with, any third-party agent, consultant, advisor, contractor, or representative to assist in the evaluation of proposals as ESI deems necessary or appropriate.

Another team, the RFP Administration Team, will act to ensure that each Evaluation Team has the information needed to perform its analysis and act to facilitate the evaluation of proposals by all Evaluation Teams so that the evaluation process results in the proper assessment of the economics and other relevant elements of the proposals. In addition, the RFP Administrator may consult with members of the RFP Administration Team from time to time on matters related to questions whether information regarding a proposal may be needed by or should be made available to an Evaluation Team. The RFP Administration Team will also determine which proposals (if any) will be placed on the Primary Selection Lists and the Secondary Selection Lists.

Each of the Evaluation Teams, the RFP Administration Team, and the RFP Administrator will have the right to ask Bidder clarifying questions to obtain additional information that it believes may help with its understanding, review, or analysis of Bidder’s proposal or the Self-Build Option. All clarifying questions will be communicated through the RFP Administrator by means of a clarifying letter.

The evaluation process is designed to facilitate the fair and impartial evaluation of all proposals and to result in the selection of one or more proposals that meet the requirements of this RFP and the needs of ETI at the lowest reasonable cost, taking into account reliability, risk, and other

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relevant factors. The process will be conducted in a carefully controlled manner, using procedures, methods, evaluation criteria, and assumptions that will be developed prior to the receipt of proposals. ESI will document key assumptions and model constructs and provide this documentation to the IM before the receipt of proposals; however, the Evaluation Teams will retain full discretion, subject to oversight by the IM, to use the evaluation methods and assumptions they consider appropriate to identify those proposals that best meet the needs of ETI and the requirements and objectives of this RFP.

The IM will oversee the evaluation and selection process to ensure that the process is fair, objective, and impartial to all Bidders. The IM's responsibilities will include monitoring the precautions taken to restrict access to proposal information only to appropriate members of the Evaluation Teams in order to preserve the confidentiality of information contained in the proposals.

Upon ESI's reasonable request and reasonable prior notice, Bidder will be expected to make available its duly authorized officers, representatives, and advisors for the purpose of answering questions or providing information related to its proposal or participation in this RFP. In addition, if ESI invites a Bidder to finalize a Definitive Agreement, such Bidder will be expected to use its reasonable best efforts to take, or cause to be taken, all actions and to do, or cause to be done, all things necessary or appropriate to finalize, execute, and deliver such Definitive Agreement as promptly as possible.

#### **6.1.1. Threshold Requirements Assessments**

Soon after the Proposal Submission Deadline, the RFP Administration Team, with input from the involved Evaluation Teams (see Section 2.3 above), will identify proposals that meet the Threshold Requirements and issue a list of the proposals that meet the Threshold Requirements or have, in the exercise of ESI's sole discretion, after consultation with the IM, been allowed to remain in this RFP. The list is expected to exclude only those proposals that fail to satisfy the Threshold Requirements, although ESI reserves the right to exclude, subject to the oversight of the IM, proposals on other grounds. Proposals not on the list will be eliminated from further consideration in this RFP.

#### **6.1.2. Economic Assessments**

The EET is responsible for evaluating the economics of proposals received in response to this RFP and, with input from the DAT, the VAT, the AET, and the CET, the relative ranking of such proposals.

The EET's economic evaluation estimates the full-in economic cost and benefit to ETI's customers of each proposal evaluated. The evaluation will rely on tools and methods commonly used by ESI and ETI for long-term and limited-term planning and resource evaluations, including, without limitation, a "Net Supply Cost" (production cost) analysis.

#### **Net Supply Cost Analysis**

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The “Net Supply Cost” analysis relies on production cost modeling and spreadsheet models to project the cost of serving ETI’s customers with the addition of a proposed RFP resource to the generation portfolio. The analysis considers fixed and variable costs, as well as forecast energy and Capacity revenues. The effect of each proposal on total supply cost will be compared over the evaluation period. The “Net Supply Cost” analysis may also include a portfolio evaluation that compares ETI’s generation portfolio with multiple resources from proposals offered into the Long-Term RFP or the Limited-Term RFP, as applicable.

In addition to the Net Supply Cost analyses, the economic evaluation may utilize and rely on additional tools and methods the EET deems necessary or appropriate for the effective assessment of proposal economics, including, but not limited to, qualitative considerations. The EET, in consultation with the IM, may perform sensitivity analyses as it deems appropriate in connection with its evaluations.

#### Production Cost Assessments

The Production Cost Assessment sub-team uses a production cost model (Aurora) to produce a forecast of variable costs and energy revenues for each proposal. Aurora results will feed into the EET economic evaluation models as inputs for the Net Supply Cost analysis. This sub-team relies on production cost modeling to assess operating projections and the energy value of each conforming proposal.

#### **6.1.3. Deliverability Assessments**

The DAT is responsible for conducting the deliverability evaluation process in this RFP. The deliverability assessment process is used to assess interconnection, deliverability, and transmission considerations associated with a resource offered in a proposal, including, without limitation, resource location, electric interconnection, network deliverability, and status of interconnection, transmission, deliverability service requests or applications, and the pricing in Bidder’s proposal with respect to ERIS-related costs, NRIS-related costs, and other costs for interconnection, transmission, and deliverability service for the resource.

As part of the Deliverability Assessment for the Long-Term RFP, ESI’s Transmission Planning group will evaluate the transmission upgrades and related costs associated with each proposed resource. This evaluation will include, without limitation, the following assessments and determinations:

- ERIS: Evaluate the ERIS upgrades and cost estimates associated with a proposal.
- NRIS: Evaluate the NRIS upgrades and cost estimates associated with a proposal.
- Fault Induced Delayed Voltage Recovery (FIDVR): Evaluate each proposal’s effect on ETI’s ability to satisfy NERC TPL-001-4 and applicable Entergy Transmission Planning

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criteria. The evaluation will include the assessment of any upgrades, improvements, and costs necessary for the proposal to meet these criteria.

- **Reliability:** Evaluate the proposal's ability to meet the Entergy Transmission Planning Reliability Standards and determine any necessary upgrades and cost estimates to satisfy these standards.
- **Consolidated Upgrades:** Determine the incremental upgrades needed to meet the FIDVR target and satisfy reliability standards in conjunction with Bidder's identified upgrades for obtaining ERIS and NRIS.

The DAT will review and assess generator interconnection and deliverability or transmission service requests and applications associated with a resource offered in a proposal. Without limiting the foregoing, the DAT will screen proposals for compliance with the Deliverability Assessment Threshold Requirements.

#### **6.1.4. Viability Assessments**

The VAT reviews and assesses the technical, environmental, fuel supply and transportation, and commercial merits of proposals. Each Bidder will be required to provide a self-assessment for each proposal it submits into this RFP. The VAT will use the self-assessment to determine Bidder's compliance with the RFP's requirements for proposals.

The viability assessment will be carried out by subject matter experts (each, an "SME") who are members of the VAT. The subject matter expertise of VAT team members for this RFP includes:

- Plant & Equipment/Operation & Maintenance
- Environmental
- Fuel Supply & Transportation
- Commercial
- Planning Analysis

Each VAT SME will be responsible for providing an overview and assessment of each proposal with respect to his or her area(s) of expertise.

The VAT will use the information provided in response to the questions and requests included in Appendix C-1 and/or Appendix C-2 and in Bidder's completed self-assessment form for the VAT's evaluation. Bidders are encouraged to provide complete responses to Appendix C-1 and/or C-2 at the time they submit their proposals. Failure to provide a comprehensive response could negatively affect a proposal's overall viability ranking.

Near the beginning of the RFP evaluation, the VAT will review proposals for satisfaction of the VAT Assessment Threshold Requirements (see Section 2.3 above). The VAT will base its assessment on its review and analysis of proposal information obtained from Bidder through

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Appendix C-1 and/or Appendix C-2 and the completed self-assessment form. After completing its evaluation, the VAT will provide the results to the RFP Administration Team and other Evaluation Teams.

Additionally, the VAT will review the proposals remaining after completion of the Threshold Requirements screening process to develop a risk assessment and overall risk/viability profile of the proposals. These risk and viability evaluations will include assessments of resource capabilities, project development risks (if applicable), fuel procurement (including transportation) and price stability, environmental compliance risks, proposed commercial terms (including Special Considerations), resource deliverability, regulatory considerations, and other factors the VAT determines may bear on a proposal's risk and viability. The VAT may seek and incorporate into its viability assessments input from other Evaluation Teams.

The VAT's viability evaluation will be based on a qualitative assessment of various criteria in the general risk categories. This qualitative assessment will incorporate quantitative measures that result in an overall quantitative ranking for a proposal. A criteria and category score will be developed for the proposal by scoring multiple criteria in several risk categories, using defined ranking criteria. The weighted sum of each risk category's score will be totaled to determine the VAT's overall quantitative ranking for the proposal. The VAT will seek IM concurrence of the final viability ranking and VAT recommendation for each proposal assessed. The final viability ranking will be factored into the evaluation of proposals that will lead to the selection of resources, if any, for the Primary Selection List and/or the Secondary Selection List. Without limiting Appendix E, ESI will have the right to reject a proposal, in consultation with the IM, on the ground that the proposal, in the judgment of the applicable Evaluation Team(s) or ESI, does not meet the criteria for viability established in connection with this RFP or otherwise is not viable.

#### **6.1.5. Accounting Assessments**

The AET will perform an assessment of each proposed Definitive Agreement for a PPA or Toll to determine the accounting treatment with respect to such proposal. The assessment will include, but is not limited to, an analysis of:

- whether the proposed Definitive Agreement contains a lease, and if so, whether the lease is a capital lease or an operating lease pursuant to Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 840;
- whether the legal entity owning the subject generation asset during the contract term is a variable interest entity ("VIE"), and if so, the entity required to consolidate the VIE throughout the term of the proposed Definitive Agreement, in accordance with FASB ASC 810;
- whether the proposed Definitive Agreement is or includes a derivative and, if so, the appropriate accounting for the derivative, in accordance with FASB ASC 815; and

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- whether there are any other adverse accounting implications or effects to ETI or any of its Affiliates arising out of the proposed Definitive Agreement.

The AET's accounting assessment of PPA and Toll proposals offered into this RFP will include assessments based on the existing accounting standards at the time of the AET's assessment. Its assessment may also include assessments based on future accounting standards if the AET determines that such standards will or may apply to any Definitive Agreement arising out of a proposal and that it is feasible and appropriate for the AET to evaluate the proposal applying such standards.

ESI will not enter into a Definitive Agreement for a PPA, Toll, or any related agreement pursuant to this RFP that will or may result in the recognition of a long-term liability on the books of ETI (or any of its Affiliates), whether the long-term liability is due to lease accounting, the accounting for a VIE, or any other applicable accounting standard. If Bidder offers a PPA or Toll in a proposal submitted in this RFP, Bidder must include in the Proposal Package a certification from Bidder that, to the best of Bidder's knowledge, the proposed PPA or Toll will not result in, under the accounting standards in effect at the time of the certification or that will be in effect at any time during the contract term of the proposed PPA or Toll, the recognition of a long-term liability by ETI or any of its Affiliates on its or any of its Affiliates' books. The certification must be prepared under the direction of and signed by the Principal Accounting Officer (under the Securities and Exchange Commission rules) or other officer of Bidder, or a parent thereof, who performs a managerial accounting function, has expertise in the recognition of long-term liabilities by purchasers in PPAs or Tolls, and has been involved in the preparation of the proposal ("**Accounting Officer**"). The certification must be prepared and dated reasonably contemporaneous with the date of submission of the Proposal Package.

After the submission of the Proposal Package containing his or her certification, the Accounting Officer must promptly notify the RFP Administrator in writing of any development, event, or circumstance that would change, or could reasonably be expected to change, the accounting treatment of the proposed PPA or Toll included in the Proposal Package or otherwise would cause, or could reasonably be expected to cause, the certification of the Accounting Officer to be inaccurate or incomplete in any material respect.

Bidder will be required to make available to ESI all information and materials, including any and all assumptions made by Bidder, any of its Affiliates, or any of its or their representatives (*e.g.*, accounting firm), necessary for or reasonably requested by the AET or ESI to verify and/or independently determine the accounting treatment associated with a PPA or Toll proposed by Bidder and otherwise conduct its evaluation of Bidder's proposal.

#### **6.1.6. Credit/Collateral Requirements**

The CET will analyze each proposal except the Self-Build Option to assess potential credit risks and attendant collateral requirements. The CET's evaluation seeks to assure that the credit quality of Bidder (or, if different, Seller), when considered in light of its RFP proposal(s), complies

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with Entergy's corporate risk management standards and that any associated requirements for collateral or security to protect ESI's interest in connection with a Definitive Agreement arising out of Bidder's proposal are identified. Subject to the proposal satisfying the Credit Assessment Threshold Requirements set forth in Section 2.3 above, the CET will not reject a proposal from consideration solely on the basis of credit. Appendix F contains additional information about the credit evaluation process and the credit requirements for this RFP.

#### **6.1.7. Resource Selection**

Using inputs provided by the Evaluation Teams, the RFP Administration Team will prepare the Primary Selection List and, if it determines a Secondary Selection List is appropriate, the Secondary Selection List. The RFP Administration Team will select the proposals included on the Primary Selection List (if any) and the Secondary Selection List (if any) based on a variety of factors, including, but not limited to, relative economics, ability to meet relevant planning objectives, deliverability, viability, accounting, and transactional considerations.

#### **6.2. Notification of Evaluation Results; Commercial Negotiations**

After completion of the RFP analysis, the RFP Administrator will communicate to each Bidder the status of its proposal(s) and whether additional discussions or negotiations are warranted. As noted, ESI expects to negotiate the final terms of a Definitive Agreement with Bidder on the Primary Selection List (if any), and may negotiate such terms with Bidder(s) on the Secondary Selection List (if any). Proposals not making either list will be considered rejected. Any Bidder with a proposal on the Secondary Selection List will be released from its proposal three (3) months after notification of the proposal's placement on the Secondary Selection List, unless Bidder has been invited to negotiate the terms of a Definitive Agreement under this RFP based on that proposal.

ESI's receipt of a proposal or the placement of a proposal on any preliminary compliance list, the Primary Selection List, or the Secondary Selection List does not constitute or indicate ESI's agreement, commitment, representation, or promise to transact on the basis of the proposal or ESI's acceptance of any term of the proposal. Without limiting Appendix E, each of ESI and ETI (i) has no obligation, and makes no commitment or promise of any kind, to enter into a Transaction with any Bidder, including a Bidder with a proposal on the Primary Selection List, or to be bound by any term proposed by Bidder in this RFP, and (ii) more generally, has no obligation or liability of any kind whatsoever in connection with or arising out of this RFP except as and to the extent expressly set forth in a Definitive Agreement or a provision binding upon ESI or ETI in an LOI to which ESI or ETI is a party.

As indicated in Appendix F, Bidder (or its designee) may be required to enter into a letter of intent (an "**LOI**") with ESI or ETI with respect to the proposed Transaction pending the negotiation and execution of the Definitive Agreement. Upon execution of the LOI, Seller will be required to provide a letter of credit meeting the requirements set forth in Appendix F in the amount of \$2,000,000.00 (and up to \$7,000,000.00 in the event the content in Bidder's Proposal Package failed to meet the Minimum Requirements for Developmental Resources set forth in Appendix D).

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## **7. MISCELLANEOUS RFP MATTERS**

### **7.1. Contact with ESI; RFP Questions and Comments**

#### **7.1.1 Authorized Bidder Communications Channels**

The following communication restrictions became effective on June 26, 2015, and will continue through Bidder notification of the creation of the Primary Selection List (if any) and the Secondary Selection List (if any). Except as otherwise expressly provided in this RFP, all communications, including questions, regarding this RFP must be submitted in writing to the RFP Administrator (using the contact information provided above in Section 1.5). The IM will obtain and review all written communications between ESI and Bidders. The IM may comment on responses proposed by ESI prior to issuance, and ESI's responses may reflect input from the IM. Any contact or communication concerning this RFP (i) between Bidders, or representatives of Bidders, on the one hand, and personnel or employees of ESI other than the RFP Administrator, on the other hand, or (ii) between different Bidders, or representatives of different Bidders, made without the specific, prior written consent of the RFP Administrator after consultation with the IM, is, in each case, not allowed and grounds for disqualification of the non-compliant Bidder(s). Bidders are, of course, permitted to communicate internally within their organizations and to their representatives with regard to this RFP as necessary. Bidders may also communicate with the IM at any time.

#### **7.1.2 Posting Questions**

Bidders and other interested Persons are invited to submit questions and comments about this RFP, including, without limitation, the Term Sheets, to the RFP Administrator, copying the IM (using the contact information provided above in Sections 1.5 and 1.6). Alternatively, Bidder may submit questions to the IM (using the contact information provided in Section 1.6). All questions or comments regarding this RFP must be submitted in writing. Interested Persons are requested to submit questions as promptly as possible to ensure the timely receipt of ESI's response. ESI requests that all questions be submitted to the RFP Administrator or the IM by no later one week prior to the start of the Proposal Submission Period.

Subject to ESI's consideration of the confidentiality concerns described in Section 7.1.3 below, ESI intends to post all questions submitted by Bidders, as well as ESI's responses to those questions, to the 2015 ETI RFP Website. All questions will be posted anonymously, to shield the identity of Bidders who posed the questions. ESI's objective in posting questions and answers publicly is to afford Bidders equal access to information potentially relevant to their proposals.

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ESI expects to provide answers to questions received during the Proposal Submission Period only to the extent the questions are specific to an actual proposal submission issue (and such answers may or may not be posted on the 2015 ETI RFP Website).

### **7.1.3 Questions Involving Confidential Information**

Bidders should frame their questions, if possible, so that the answers do not require the disclosure of information that is confidential to ESI, ETI, or any of their respective affiliates. If ESI receives a question that calls for, in its opinion, an answer that would contain such confidential information and the provision of such confidential information is necessary and appropriate for ESI's response, then ESI will notify the IM and will respond to the question in writing, via certified mail, but only if Bidder posing the question has executed and returned to ESI a confidentiality agreement in substantially the form of the confidentiality agreement posted on the 2015 ETI RFP Website.

Similarly, Bidder's questions should be structured to avoid, if possible, the disclosure of Bidder's confidential information. If Bidder believes that certain Bidder information contained in a question it intends to submit is confidential, it is strongly urged to attempt to exclude such information, whether by redaction or other means, and then to submit the question. If Bidder believes it is necessary or advisable to submit the question without redacting or otherwise shielding its confidential information, Bidder should, without divulging its confidential information, notify the RFP Administrator in writing of the purpose of the question and the nature of the confidential information so that ESI can determine whether Bidder's question requires the disclosure, either by Bidder or by ESI, of Bidder's confidential information, or whether such disclosure is unnecessary or can be avoided. If ESI determines that the disclosure of confidential Bidder information is necessary and appropriate, ESI will notify the IM and enter into with Bidder a confidentiality agreement in substantially the form of the confidentiality agreement posted on the 2015 ETI RFP Website so that the question may be submitted. Questions containing confidential Bidder information that are submitted timely will be answered by ESI by electronic mail or express mail sent to Bidder.

### **7.2. Contact with MISO**

MISO currently operates the Entergy Transmission System. Inquiries about the operation of or deliverability on the Entergy Transmission System should be directed to MISO at its South Region Transmission Planning Office, (504) 846-7100. Bidders are directed to the MISO website, [www.misoenergy.org](http://www.misoenergy.org), for information about MISO.

### **7.3. Confidentiality Procedures for Bidder Registration and Proposal Submission Information**

ESI has procedures that its employees, agents, and consultants participating in the evaluation of proposals will be required to follow in order to protect the confidentiality of Bidder information provided in response to this RFP. These procedures are designed and used so that information will be disclosed to the Evaluation Teams only to the extent necessary for resource evaluation and to other

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employees, agents, and consultants of ESI or its Affiliates only to the extent necessary for them to perform their functions related to this RFP.

All Persons having access to Bidder's confidential information in connection with this RFP will be contractually and/or professionally bound to protect that confidential information and to use it for no other purpose besides activities related to the resource evaluation process or the 2015 ETI RFP process or other legitimate needs after consultation with the IM. Notwithstanding the foregoing or anything to the contrary in this RFP, ESI and its Affiliates will have no, and expressly disclaim any, liability to a Bidder for losses or damages of any kind resulting from any disclosure of any Bidder or proposal information.

Proposals or other information or correspondence submitted in response to this RFP will not be returned to Bidders. At the conclusion of this RFP process (including regulatory review of any transactions resulting from this RFP), except as otherwise provided in any confidentiality agreement entered into between ESI and Bidder, all proposals will be either destroyed or archived by ESI, subject to the procedures described in this section providing for the treatment of such proposals as confidential and any applicable Codes of Conduct.

All information contained in a proposal (i) may be required or requested to be disclosed by ESI or ETI pursuant to any applicable law, rule, or regulation or in any legal proceeding involving ESI, ETI or any of their Affiliates and (ii) may be subject to review by one or more of the regulatory commissions, including their staffs, having jurisdiction over ESI and/or ETI, in connection with any regulatory proceeding involving ESI or ETI, or by any other Governmental Authority with jurisdiction over ESI, ETI, or any Affiliate thereof over any matter related to this RFP, and may be subject to legal discovery or disclosure. By submitting a proposal in response to this RFP, Bidder agrees to allow ESI to use any of the information contained in the proposal as information, testimony, or evidence in any proceeding before any such regulatory commission or other Governmental Authority and to disclose any of such information when required or requested to do so as described above; provided, however, that in the event such information is to be so disclosed and it concerns pricing, ESI will use its good faith efforts to obtain from the regulatory commission or other Governmental Authority to whom such disclosure is being made, a confidentiality agreement, protective order, or other mechanism to protect the confidentiality of such information and to limit its dissemination. ESI can provide no assurance of the outcome of any attempt to obtain a confidentiality agreement, protective order, or other mechanism. In addition, ESI advises Bidders that intervenors, including merchant generators, in prior regulatory proceedings have sought access to confidential Bidder information about potential resource acquisitions in proceedings relating to previous RFPs or in which ESI and ETI have been involved, and similar requests for access could be made in proceedings relating to this RFP.

#### **7.4. Affiliate Rules and Codes of Conduct**

All employees of ESI, any Entergy Operating Company, or any Entergy Competitive Affiliate must adhere to the Affiliate Rules and Codes of Conduct as applicable. A link providing access to

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complete copies of the Affiliate Rules and Codes of Conduct is available at the 2015 ETI RFP Website.

#### **7.5. Multi-Person Bids**

If Bidder is comprised of more than one Person, the individual members may enter into contribution, indemnity, allocation, sharing, or other similar arrangements or agreements among themselves to allocate their respective rights and obligations; however, no such agreement or arrangement may adversely affect any right reserved to ESI or ETI in connection with this RFP or otherwise disadvantage ESI relative to its position with other Bidders without ESI's prior written agreement, either on its own behalf or as agent of ETI. Bidder must fully disclose to ESI all such contribution, indemnity, allocation, sharing or similar arrangements or agreements. Disclosure may be accomplished by means of a written letter to the RFP Administrator by the proposal submission deadline. Bidder may be required to respond to subsequent diligence inquiries concerning the arrangements or agreements.

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