



Appendix A

Glossary

For

***2016 Request For Proposals
For
Long-Term Renewable
Generation Resources
For Entergy New Orleans, Inc.***

DRAFT

Entergy Services, Inc.

~~May 6~~ July 13, 2016

APPENDIX A

GLOSSARY

“2016 ENOI Renewables RFP Website” means the internet website <https://spofossil.entergy.com/ENTRFP/SEND/2016ENOIREnewableRFP/Index.htm>.

“Accounting Assessment Threshold Requirements” means the Threshold Requirements described in Section 2.3.3 of the Main Body.

“Accounting Evaluation Team” or “AET” means the Evaluation Team responsible for performing an assessment of Bidder proposals for PPAs to determine the accounting treatment with respect to each such proposal (as further described in Section 6.1.4 of the Main Body).

“Accounting Officer” means 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, and has been involved in the preparation of Bidder’s proposal.

“Affiliate” means, with respect to any specified Person, any other Person directly or indirectly controlling or controlled by or under direct or indirect common control with such specified Person. For purposes of this definition, “control” (including, with correlative meanings, the terms “controlling,” “controlled by,” and “under common control with”), as used with respect to any Person, shall mean the possession, directly or indirectly, of the power to direct or cause the direction of the management or policies of such Person, whether through the ownership of voting securities or interests having voting power, by agreement, or otherwise.

“Affiliate Rules” means rules and regulations promulgated by federal, state, and local regulatory agencies to address interactions between a utility and its affiliates engaged in competitive markets; settlement agreements between an Entergy Operating Company and a regulatory agency to address such interactions; and FERC-ordered standards of conduct to address interactions between transmission function and marketing functions employees.

“Aggregated Solar PV Resource” means multiple Solar PV facilities interconnected at a distribution voltage (less than 69 kV).

“ASC” means the Accounting Standards Codification.

“Balancing Authority” means the Person(s) in control of the physical operating of, and responsible for fulfilling the duties necessary to operate, a Balancing Authority Area.

“Balancing Authority Area” means an electric power system or combination of electric power systems to which a common automatic generation control scheme is applied in order to: (i) match, at all times, the power output of the generators within such electric power system(s) and

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

the net power purchased from or sold to Persons outside such electric power system(s) with the load within such electric power system(s); (ii) maintain scheduled interchange with other such electric power system(s), within the limits of accepted electrical practices; (iii) maintain the frequency of such electric power system(s) within reasonable limits in accordance with accepted electrical practices; and (iv) provide sufficient generating capacity to maintain operating reserves in accordance with accepted electrical practices.

“Bidder” means a Person that submits (or, prior to the applicable due date, intends or expects to submit) a proposal or completes the Bidder Registration Process in response to this RFP, or any group of Persons having a pre-existing contractual relationship, such as co-owners of a resource, that submits jointly (or, prior to the due date, intends or expects to submit jointly) a proposal or completes the Bidder Registration Process in response to this RFP based on such pre-existing contractual relationship. A group of Persons that has jointly developed a proposal pursuant to the procedures set forth in the Main Body may also be a “Bidder.”

“Bidder ID” means the unique Bidder identification number assigned to Bidder during the Bidder registration process.

“Bidder Registration Agreement” means the Bidder Registration Agreement described in Section 5.32 of the Main Body that Bidders are required to submit to ESI in order to participate in this RFP.

“Bidder Registration Deadline” means the deadline for Bidder Registration, which will be 5:00 p.m. CPT on the date specified in the applicable RFP Schedule as the end of the Bidder Registration Period.

“Bidder Registration Period” means the period of time provided for Bidder Registration, which, in general, will begin at 8:00 a.m. CPT on the date specified in the applicable RFP Schedule as the beginning of the Bidder Registration Period (under the RFP Schedule in effect as of the date of posting of this Appendix A, August 29, 2016) and will end at the Bidder Registration Deadline.

“Bidder Registration Process” means the process (described in Section 5.32 of the Main Body) for Bidders to register the entity submitting its proposal(s), the generation resource(s), and each proposal it intends to submit in response to this RFP.

“Bidders Conference” means the conference relating to this RFP described in Section 5.21 of the Main Body and held on the date for the Bidders Conference set forth in Section 4.1 of the Main Body.

“Business Day” means any day except Saturday, Sunday, or, with respect to the scheduling, bidding, and/or offering of power, a holiday as defined by the North American Electric Reliability Council or any successor organization thereto or, with respect to payments and all other matters, a holiday observed by Federal Reserve Banks in New York, New York. For

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

notice purposes, a Business Day shall begin at 8:00 a.m. and end at 5:00 p.m. Central Prevailing Time.

“Buyer” means ENOI.

“Capacity” or, as the context requires, “capacity” means the megawatt output level that the resource is capable, as of a given moment, of continuously producing and making available at the Electric Interconnection Point, taking into account the restrictions on operation, the operating condition of the equipment at that time, the auxiliary loads, line losses, and other relevant factors prior to the Physical Delivery Point. For purposes of this RFP, the term “Capacity” or “capacity” includes any and all capacity-related benefits associated with such Capacity, notwithstanding any provision in which “Capacity” or “capacity” is followed by the term “capacity-related benefit(s).”

“Capacity Credits” means ZRCs or (i) if ZRCs are no longer recognized by MISO, such other form of capacity credits or capacity-related benefits that replaces ZRCs and that MISO recognizes for use in the satisfaction of MISO’s resource adequacy requirements or (ii) if a Balancing Authority other than MISO is the applicable Balancing Authority, such other form of capacity credits or capacity-related benefits that such Balancing Authority recognizes for use in the satisfaction of its resource adequacy or other similar requirements.

“Capacity Resource” means any Generation Resource, Dispatchable Intermittent Resource, External Resource, or Intermittent Generation that is available to meet Demand (as each such capitalized term is defined in the MISO Rules). For the avoidance of doubt, “Capacity Resource” does not include any Load Modifying Resource.

“City Council” means New Orleans City Council

“Contract Capacity Maximums” means the maximum contract Capacities for given resources as set forth in Section 1.10 of the Main Body.

“Contract Capacity Minimums” means the minimum contract Capacities for given resources as set forth in Section 1.10 of the Main Body.

“Cost Recovery Risks” means the risks of the possible disallowance, disapproval, or denial of recovery by the City Council and/or other Governmental Authorities of ENOI costs incurred in connection with a PPA arising out of this RFP, as further described in Section 2.5 of the Main Body.

“CP Node” mean commercial pricing node.

“CPT” or “Central Prevailing Time” means the local time in New Orleans, Louisiana.

“Credit Assessment Threshold Requirements” means the Threshold Requirements described in Section 2.3.4 of the Main Body.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“Credit Evaluation Team” or “CET” means the Evaluation Team responsible for analyzing potential credit issues associated with Bidder proposals submitted in response to this RFP, as further described in Section 6.1.5 of the Main Body and Appendix F to this RFP.

“Credit Support Provider” means any Person that Bidder proposes in a proposal under this RFP as a credit support provider on its behalf.

“Definitive Agreement” means a legally binding agreement, mutually executed and delivered by authorized representatives of Buyer and Seller, setting forth the definitive terms and conditions of a Transaction. For the avoidance of doubt, a “Definitive Agreement” does not include a letter of intent, memorandum of understanding, or any other similar preliminary written agreement or document with respect to the Transaction, or any acceptance, written, oral, or other, of any offer or proposal.

“Deliverability Assessment Team” or “DAT” means the Evaluation Team that is a sub-team of the VAT with responsibility for the overall deliverability evaluation of proposals in this RFP (as further described in Section 6.1.3 of the Main Body).

“Delivery Term” means the period of time in which Seller is obligated to sell energy, Environmental Attributes, Capacity, capacity-related benefits, and Other Electric Products to Buyer and Buyer is obligated to purchase energy under the Definitive Agreement. The “Delivery Term” is, for purposes of this RFP, limited to PPAs and is more particularly described in Appendix B-1 ~~into~~ this RFP.

“Developmental Resource” means a Facility that, as of the date of Bidder’s proposal with respect to such Facility and the execution of the Definitive Agreement (if any) in respect of such proposal, (i) (a) has never been placed into commercial service and has not been accepted by its owner as having achieved (or been deemed to have achieved) the requirements for commercial operation or other similar state of completion under the applicable project construction contracts or (b) has been and remains removed from commercial service and (ii) will make available and generate the power to be provided to Buyer under the Definitive Agreement from new power generation equipment that meets the requirements of this RFP.

“Economic Assessment Threshold Requirements” means the Threshold Requirements described in Section 2.3.1 of the Main Body.

“Economic Evaluation Team” or “EET” means the Evaluation Team responsible for analyzing the economics of Bidder proposals submitted in response to this RFP (as further described in Section 6.1.2 of the Main Body).

“Electric Interconnection Point” means the point of electrical interconnection at the Balancing Authority substation to which the proposed generation resource would be interconnected at a transmission or distribution level and, for a resource interconnected at a transmission voltage level (69 kV and higher) is recognized by the applicable Balancing Authority as the CP Node (or equivalent) for the resource.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“Eligible Participants” means Persons eligible to participate in this RFP (as further described in Section 1.7 of the Main Body).

~~“Energy Competitive Affiliate” means any Affiliate of Entergy Corporation, other than ESI, Entergy Operations, Inc., any of the Entergy Operating Companies, or System Energy Resources, Inc.~~

“ENOI” means Entergy New Orleans, Inc.

“ENOI-Allocated Cost Recovery Risks” means those certain limited Cost Recovery Risks that will remain with ENOI, as further described in Section 2.5 of the Main Body.

“ENOI Load Node” means the CP Node for the New Orleans Load Zone (EES. NOPLD).

~~“Energy Competitive Affiliate” means any Affiliate of Entergy Corporation, other than ESI, Entergy Operations, Inc., any of the Entergy Operating Companies, or System Energy Resources, Inc.~~

“Entergy Operating Companies” or “Operating Company” means the regulated electric utilities owned, directly or indirectly, by Entergy Corporation. As of the date of this RFP, the Entergy Operating Companies are Entergy Arkansas, Inc., Entergy Louisiana, LLC, Entergy Mississippi, Inc., Entergy New Orleans, Inc., and Entergy Texas, Inc.

“Entergy Transmission System” means the interconnected group of transmission lines and substations owned or leased by the Entergy Operating Companies, that are used to transfer bulk electricity between supply and delivery points, regardless of the Balancing Authority (including any RTO or ISO) applicable thereto.

“Environmental Attributes” means all current or future RECs and all other current or future environmental attributes associated with the Capacity of the resource contracted to Buyer or the generation of energy from such Capacity, including any environmental attributes related to the avoidance of the emission of any gas (including carbon dioxide and other greenhouse gases), chemical or other substance into the environment.

“ERIS” means energy resource interconnection service, as described in the MISO Rules.

“ESI” means Entergy Services, Inc.

“Evaluation Team” means the group of individuals responsible for evaluating one or more aspects of the proposals (or specific components thereof) submitted in response to this RFP. The Evaluation Teams consist of the Economic Evaluation Team, the Production Cost Assessment Team, the Viability Assessment Team, the Accounting Evaluation Team, the Deliverability Assessment Team, and the Credit Evaluation Team, all as more particularly described in the Main Body.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“Existing Resource” means a renewable electric generation resource that is not a Developmental Resource.

“External Resource” a Developmental Resource that will not be or an Existing Resource that is not directly interconnected to the MISO transmission system.

“Facility” means the renewable electric generation facility specified as such in a Bidder proposal.

“FASB” means the Financial Accounting Standards Board, or any successor thereto.

“FERC” means the Federal Energy Regulatory Commission, or any successor thereto.

“Governmental Authority” means any federal, foreign, state, local, or municipal governmental body; any governmental, quasi-governmental, regulatory or administrative agency, commission, body, or other authority (including FERC, any electric reliability organization, any market monitor, any independent coordinator of transmission, any Balancing Authority (including any ISO or RTO), and any other transmission provider) exercising or entitled to exercise any administrative, executive, judicial, legislative, policy, regulatory, or taxing authority or power; or any court or governmental tribunal.

“Independent Monitor” or “IM” means Mr. Wayne Oliver of Merrimack Energy Group, Inc., an independent consulting firm retained by ESI to act as independent monitor for this RFP.

“IS-Deficient Existing Resource” means an Existing Resource [interconnected to the MISO System](#) that does not have, or that MISO has not conditionally granted, the [Minimum Required NRIS Quantity](#).

“ISO” means a Person operating a transmission system and determined by the FERC to be an Independent System Operator.

“kW” means kilowatt, a unit of electrical power equal to one thousand watts.

“kWh” means kilowatt-hour, a basic unit for measuring the flow of electric energy. A kWh is equal to one kilowatt of power supplied continuously for one hour (or the amount of electricity needed to light ten 100-watt light bulbs for one hour).

“Letter of Intent” or “LOI” means a letter of intent between Buyer and Bidder (or authorized Seller) with respect to a proposal submitted by Bidder pursuant to this RFP and selected by ESI for negotiation of a Definitive Agreement.

“Load Modifying Resource” has the meaning given to such term in the MISO Rules.

“Long-Term Network Resource” means a generating resource that has qualified for network integration transmission service for one year or longer provided under the MISO OATT.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“LRZ 9” means the area defined in the MISO Rules as Local Resource Zone 9. LRZ 9 is depicted in Section 1.2 of the Main Body.

“Main Body” means the main document describing this RFP and to which ten (10) appendices are attached.

“Minimum Required External Interconnection and Deliverability Service” means interconnection service and firm deliverability/transmission service from the applicable ~~resource~~External Resource to the Physical Delivery Point in amount(s) sufficient to enable Seller to deliver the maximum amount of contract energy that Seller may deliver to the Physical Delivery Point under the Definitive Agreement as proposed by Bidder or permitted under the Definitive Agreement.

“Minimum Required NRIS Quantity” means a quantity of NRIS that (i) is sufficient to allow the resource to be eligible to receive, throughout the Delivery Term for PPA Products and at the time of Transaction closing for Acquisition Products, 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 (ii) can and will be allocated and prioritized such that the NRIS level associated with the resource’s Capacity under contract to Buyer cannot limit the amount of MISO Capacity Credits that Buyer would receive for any planning period during the Delivery Term (for proposals offering less than the full amount of the Capacity of the resource).

“Minimum Requirements for Developmental Resources” means the minimum requirements that Bidders must satisfy in order for Bidder to be assured that a conforming proposal offering a Developmental Resource will be considered in this RFP. The Minimum Requirements for Developmental Resources are set forth in Appendix D to this RFP (Minimum Requirements for Developmental Resources).

“MISO” means Midcontinent Independent System Operator, Inc.

“MISO OATT” means the Open Access Transmission Tariff of MISO, filed at FERC in compliance with FERC Order Nos. 888 and 890.

“MISO Rules” means, collectively, (i) the MISO OATT on file with FERC, (ii) the MISO Business Practice Manuals, and (iii) any other applicable policies, rules, guidelines, procedures, protocols, standards, criteria, instructions, directives, and requirements of MISO.

“MISO South” means the area defined in the MISO Rules as MISO South. MISO South is depicted in Section 1.2 of the Main Body.

“MISO System” means the interconnected group of transmission systems coordinated, controlled, and monitored by MISO.

“Moody’s” means Moody’s Investors Service, Inc.

“MW” means megawatt, a unit of electrical power equal to one million watts or one thousand kilowatts.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“MWh” means megawatt-hour, a unit of electrical energy equal to one MW delivered for one hour.

“NRIS” means network resource interconnection service, as described in the MISO Rules.

“Other Electric Products” or “ancillary services” means reactive power production, reactive power absorption, voltage control, regulation and frequency response, energy balancing, load following, reserves and any other services, capabilities or products (including any ancillary services, but excluding any Capacity Credit or similar right or benefit or Environmental Attribute) available from or associated with the Capacity and energy to which Buyer is entitled under the applicable Definitive Agreement.

“Person(s)” means any individual, Governmental Authority, corporation, limited liability company, partnership, limited partnership, trust, association, bank, financial institution, fund or other entity.

“Phase I” means the phase of the RFP during which proposals will be assessed for compliance with the Threshold Requirements, as further described in Section 6.1 of the Main Body.

“Phase II” means the phase of the RFP during which proposals placed on the Shortlist or otherwise remaining in the RFP will be evaluated in greater detail, as further described in Section 6.1 of the Main Body.

“Physical Delivery Point” means the electrical interconnection point and/or CP Node at which energy and other products contracted for by ENOI from Seller pursuant to this RFP are physically delivered by Seller under the Definitive Agreement. For a Developmental Resource or an Existing Resource that is directly interconnected to the MISO System at a transmission voltage level (69 kV and higher) or the ENOI distribution system at a distribution voltage level (less than 69 kV), the Physical Delivery Point will be the Electric Interconnection Point, expected to be as specified by Bidder in the applicable proposal. For a Developmental Resource or an Existing Resource that is not directly interconnected to the MISO System at a transmission voltage level or the ENOI distribution system at a distribution voltage level, the Physical Delivery Point will be the point/CP Node at which energy and other products contracted for by ENOI from Seller pursuant to this RFP are physically delivered by Seller under the Definitive Agreement to MISO South, expected to be as specified by Bidder in the applicable proposal.

“PPA” means a power purchase agreement.

“Primary Selection List” means a final list setting forth the proposal(s) selected for negotiation of Definitive Agreement(s).

“Production Cost Assessment Team” or “PCAT” means the Evaluation Team supporting the EET that will use the Aurora production cost model to produce market energy prices relevant to the EET’s economic analysis (as further described in Section 6.1.2 of the Main Body).

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“Products” means the PPA and asset acquisition products solicited by this RFP and described in Section 2.2 of the Main Body and in the Term Sheets.

“Proposal ID” means the unique proposal identification number assigned to Bidder for each proposal that Bidder registers during the Bidder Registration Process.

“Proposal Package” means a completed Proposal Submission Template, a completed VAT self-assessment, a completed accounting certification, a complete set of the documents required to be provided by Bidder pursuant to Section 2.4 of the Main Body, and completed responses to Appendix C-1 or Appendix C-2, as applicable, each as more fully described in Section 5.43 of the Main Body.

“Proposal Submission Agreement” means the Proposal Submission Agreement that each Bidder is required to execute and deliver to ESI as part of the Proposal Submission Process.

“Proposal Submission Deadline” means 5:00 p.m. CPT on the date specified in the applicable RFP Schedule as the last date for Bidders to submit Proposal Packages (under the RFP Schedule in effect as of the date of posting of this Appendix A, October 6, 2016).

“Proposal Submission Period” means the period during which any Bidder may submit a completed Proposal Package beginning at 8:00 a.m. CPT on the date specified in the applicable RFP Schedule as the first date for Bidders to submit Proposal Packages (under the current RFP Schedule, October 3, 2016) and ending at the Proposal Submission Deadline.

“Proposal Submission Process” means the process (described in Section 5.43 of the Main Body) for the submission of Bidder proposals and required documents to ESI in this RFP.

“Proposal Submission Template” means the template that will be used to submit a portion of Bidder’s proposal. The Proposal Submission Template will be submitted as part of the Bidder’s Proposal Package.

“Proposal Submittal Fee” means the amount due from Bidder for each registered proposal submitted by Bidder prior to the deadline for submitting proposals under this RFP, as further described in Section 5.32 of the Main Body.

“Published Credit Rating” means, with respect to any Person, the unsecured, senior long-term debt rating (not supported by any third party credit enhancement) of such Person or, if there is no such rating, the long-term issuer rating of such Person, in each case assigned by S&P or its successor or Moody’s or its successor. In the event of a “split” rating between S&P and Moody’s, the lower of the two credit ratings will apply.

“Qualifying Facility” or “QF” means a cogeneration or small power production facility that meets the requirements for qualifying facility status under the Public Utility Regulatory Policies Act of 1978, as amended, and the applicable federal and state implementing regulations.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“RECs” means any and all renewable energy credits, renewable energy or green certificates, green tags, and other fuel, emissions, air quality, or other environmental characteristics, credits, benefits, reductions, offsets, and allowances arising out of any applicable law or out of any voluntary rules, guidelines, or programs, including any such applicable law or voluntary rule, guideline, or program relating to any avoided, reduced, displaced, or off-set emissions of sulfur dioxides (SO_x), nitrogen oxides (NO_x), carbon monoxide (CO), mercury (Hg), soot, particulates, carbon dioxide (CO₂), and any other greenhouse gas (GHG) or pollutant that is now or may in the future be regulated under applicable laws or any voluntary rules, guidelines, or programs.

“Regional Transmission Organization” or “RTO” means any Person that satisfies the characteristics and functions of Regional Transmission Organizations as set forth in 18 C.F.R. 35.34. The RTO is voluntary in each region and may include transmission system owners, wholesale purchasers, and independent power generators.

“Resource ID” means the unique resource identification number assigned to Bidder for each generating plant (or portion thereof) that Bidder registers during the Bidder Registration Process.

“RFP” means this 2016 Request for Proposals for Long-Term Renewable Generation Resources for Entergy New Orleans, Inc., dated ~~May 6~~July 13, 2016 (including all Appendices and other attachments thereto).

“RFP Administration Team” means the RFP team that performs the functions of the RFP Administration Team described in Section 6.1 of the Main Body.

“RFP Administrator” means the individual identified in Section 1.5 of the Main Body (or any successor to such individual) who, among other things, (i) acts as a liaison between the participants in this RFP and ESI on all RFP-related matters, (ii) ensures that Bidder questions ESI receives are addressed in an appropriate manner, (iii) receives, records and maintains Bidder proposals, (iv) interacts with the IM, and (v) manages other administrative matters relating to this RFP.

“RFP-Eligible Resources” means resources eligible to participate in this RFP (as further described in Section 1.9 of the Main Body).

“RFP-Eligible Technologies” means the generation technologies eligible to participate in this RFP (as further described in Section 1.8 of the Main Body).

“RFP Hotline” means the dedicated phone line available 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.

“RFP Schedule” means the schedule of milestones related to this RFP set forth in Section 4.1 of the Main Body, as may be modified by ESI from time to time in accordance with this RFP.

“S&P” means Standard & Poor’s Financial Services LLC.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“Secondary Selection List” means a final list setting forth the proposal(s) selected for possible negotiation of Definitive Agreement(s).

“Self-Build Option” means a self-build Aggregated Solar PV Resource generally described in this RFP, including Section 3 of the Main Body.

“Seller” means a Bidder, or other Person designated by such Bidder in its proposal, to enter into a Definitive Agreement with Buyer pursuant to this RFP process if such Bidder’s proposal is selected by ESI.

“Shortlist” means the preliminary shortlist of proposals that ESI may develop based on the Phase I evaluation results, as further described in Section 6.1 of the Main Body.

“SME” means subject matter expert.

“Solar PV” means solar photovoltaic, a form of technology involving systems that use solar cells to capture the sun rays and convert that energy into electricity.

“Special Considerations” means the specific term(s) set forth or described in the applicable Term Sheet identified by a Bidder to which such Bidder takes exception and provides a reasonably complete and detailed explanation of Bidder’s position in the “Special Considerations” section of its proposal.

–“Term Sheet” means each of the term sheets in Appendix B-1 and B-2, which summarize some of the key commercial terms that would apply to PPAs and asset acquisition Transactions arising out of this RFP.

“Threshold Requirements” means the minimum requirements for proposals submitted into this RFP to advance to the next evaluation stage of this RFP, as described in Section 2.3 of the Main Body.

“Transaction” means a commercial transaction arising or resulting from this RFP in which Seller provides to Buyer Capacity, energy, Environmental Attributes (if any), and Other Electric Products from a specified resource and that is structured as a PPA or a purchase and sale of generating facilities.

“Viability Assessment Team” or “VAT” means the Evaluation Team responsible for assessing the viability of each Bidder proposal submitted in response to this RFP (as further described in Section 6.1.3 of the Main Body).

“Viability Assessment Threshold Requirements” means the Threshold Requirements described in Section 2.3.2 of the Main Body.

“VIE” means variable interest entity under the rules and standards of the FASB.

The statements contained in this Appendix A 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.

APPENDIX A GLOSSARY

“Zonal Resource Credit” or “ZRC” has the meaning given to such term in the MISO Rules. For the avoidance of doubt, as of the date of this RFP, ZRCs include any ZRCs properly generated from Demand Response Resources (as defined in the MISO Rules) and/or Load Modifying Resources (as defined in the MISO Rules).

The statements contained in this Appendix A 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.