



***Appendix A***  
***Glossary***

***for***

***2020 Request for Proposals***  
***for***  
***Solar Photovoltaic Resources***  
***For Entergy Louisiana, LLC***

Entergy Services, LLC  
June 16, 2020

**CONFIDENTIAL**

The statements contained in this Appendix A are made subject to the reservation of rights set forth in Appendix E and the terms and acknowledgements set forth in the Proposal Submission Agreement.

## APPENDIX A

### GLOSSARY

“2020 ELL Solar RFP Website” has the meaning given that term in Section 1.4 of the Main Body.

“Accounting Officer” has the meaning given that term in Section 5.1.4 of the Main Body.

“ACS” has the meaning given that term in Section 5.1.4 of the Main Body.

“AET” has the meaning given that term in Section 5.1 of the Main Body.

“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.

“Balancing Authority” means the entity that integrates resource plans ahead of time, maintain load-interchange-generation balance within a balancing authority area, and supports interconnection frequency in real time, and is more fully described in the Model PPA included in the RFP as Appendix C.

“Bid Event Coordinator” 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 the RFP and ELL on all RFP-related matters, (ii) ensures that Bidder RFP-related questions that ESL receives are addressed in an appropriate manner, (iii) receives, records, and maintains Bidder proposals throughout the RFP, (iv) works with the IM throughout the RFP, and (v) manages other administrative matters relating to the RFP.

“Bidder” means a Person that submits (or, prior to the applicable due date, intends or expects to submit) a proposal in response to the RFP, or any group of Persons having a pre-existing contractual relationship, that submits jointly (or, prior to the due date, intends or expects to submit jointly) a proposal in response to the 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 Registration Deadline” has the meaning given that term in Section 4.2 of the Main Body, and as of the date of issuance of the RFP is stated in the RFP Schedule to be July 10, 2020.

“Bidder Registration Period” means the period beginning at the Bidder Registration Start Date and ending at the Bidder Registration Deadline.

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“Bidder Registration Process” means the process of filling in and submitting via PowerAdvocate the required documentation for Bidder to register proposals for submission in the RFP.

“Bidders Conference” has the meaning given that term in Section 4.1.3 of the Main Body.

“BOT” has the meaning given that term in Section 1.3 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 notice purposes, a Business Day shall begin at 8:00 a.m. and end at 5:00 p.m. Central Prevailing Time.

“Buyer” means ELL.

“Capacity” means the MW output that the relevant facility is capable, as of a given moment, of producing and making available, taking into account the operating condition of the facility, the facility’s auxiliary energy requirements, solar irradiance, temperature and relative humidity conditions, losses, and other relevant factors at such time.

“Capacity-Related Benefits” means any benefit associated with the Contract Capacity, including any ZRCs, other capacity credits, and similar rights and benefits, but excluding Contract Energy, Other Electric Products, and Environmental Attributes.

“Closing” means the date of the closing of the BOT purchase and sale transaction under a Definitive Agreement, as defined in the Model BOT Agreement.

“Comment Deadline” has the meaning given that term in Section 4.1.2 of the Main Body.

“Contract Capacity” means the amount of Capacity required to be delivered by Seller under a PPA, and which is provided to be the entire MW output that the Facility is capable, as of a given moment, of producing and making available, taking into account the operating condition of the Facility, the Facility’s auxiliary energy requirements, solar irradiance, temperature and relative humidity conditions, losses, and other relevant factors at such time.

“Contract Energy” means the Energy to be provided by Seller under a PPA, and which is provided to be the Energy associated with or provided or to be provided from the Contract Capacity.

“Cost Recovery Risks” has the meaning given that term in Section 2.6 of the Main Body.

“CPT” and “Central Prevailing Time” means the local time in Louisiana.

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“Credit Support Provider” means any Person that Bidder proposes in a proposal under the RFP as a credit support provider on its behalf or is serving as a credit support provider under a Definitive Agreement, including the Seller parent that provides a parent guaranty.

“Definitive Agreement” means a legally binding agreement, mutually executed and delivered by authorized representatives of Buyer and Bidder (or Seller), arising out of a proposal submitted by Bidder in the RFP and setting forth the definitive terms and conditions of a BOT acquisition transaction contemplated by the RFP. 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.

“Definitive Planning Phase” and “DPP” means the final phase of MISO’s generator interconnection study process, during which MISO conducts reliability and deliverability studies that determine whether there is available transmission capacity to accommodate the interconnection of a new, proposed generation facility or whether network upgrades are needed. Under this process, MISO conducts a system impact study in each of the three DPP phases to account for project withdrawals and to refine and update its analysis.

“Delivery Term” means the term for deliveries of Contract Capacity, Capacity-Related Benefits, Contract Energy, and Other Electric Products from Seller to Buyer under a Definitive Agreement that is a PPA, and will be a minimum of ten (10) and a maximum of twenty (20) consecutive years.

“EET” has the meaning given that term in Section 5.1 of the Main Body.

“Electric Interconnection Point” means the physical point recognized by MISO as a Commercial Pricing Node at which the Facility interconnects to the host utility’s transmission system.

“Eligible Participants” means has the meaning given that term in Section 1.8 of the Main Body.

“Eligible Technologies” has the meaning given that term in Section 1.9 of the Main Body.

“Eligible Resources” has the meaning given that term in Section 1.10 of the Main Body.

“ELL” means Entergy Louisiana, LLC.

“ELL Load Node” means the “Energy Financial Delivery Point” as defined in the Model PPA set out in Appendix C, which is the Commercial Pricing Node included in the Commercial Model (as defined in the MISO Rules) for Entergy Louisiana, LLC’s (or its successor’s) load (or the equivalent thereof recognized by the Balancing Authority applicable to the Delivery Portion). As of the Effective Date, the Energy Financial Delivery Point is EES.ETILDELILD.

“ELL Transmission System” means ELL’s Transmission System (as defined according to the MISO Rules) to which the Facility will be physically interconnected.

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“ELL-Allocated Cost Recovery Risks” has the meaning given that term in Section 2.6 of the Main Body.

“Energy Resource Interconnection Resource” and “ERIS” means an interconnection service under the MISO Tariff that allows the interconnection customer to connect its generating facility to the MISO transmission system or distribution system, as applicable, to be eligible to deliver the generating facility’s electric output using the existing firm and non-firm capacity of the transmission system on an available basis.

“Entergy Competitive Affiliate” means Entergy Power, LLC; EWO Marketing, LLC; EAM Nelson Holding, LLC; and RS Cogen, LLC; Entergy Nuclear Palisades LLC; Entergy Nuclear Indian Point 2, LLC; Entergy Nuclear Indian Point 3, LLC; and Entergy Nuclear Power Marketing, LLC, as well as service company personnel who perform any market or generation function on behalf of these affiliates.

“Entergy Regulated Affiliate” means ESL, Entergy Operations, Inc., any of the Entergy Operating Companies or System Energy Resources, Inc.

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

“Environmental Attributes” means any and all claims, credits, benefits, emissions reductions, offsets, and allowances, howsoever entitled, resulting from the avoidance of the emission of any gas, chemical, or other substance to the air, soil, or water.

“EPC” has the meaning given that term in Section 1.3 of the Main Body.

“ESL” means Entergy Services, LLC.

“Evaluation Team” has the meaning give that term in Section 5.1 of the Main Body.

“Facility” means the Solar PV facility to be acquired by Buyer under a Definitive Agreement, as specified in a Bidder’s proposal submitted in the RFP.

“FASB” has the meaning given that term in Section 5.1.4 of the Main Body.

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

“Final Completion” has the meaning set forth in the Model BOT Agreement.

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“GIA” has the meaning set forth in the Model BOT Agreement.

“Guaranteed Solar PV Capacity” means the aggregate net capacity (AC) of the Facility, in MW, that Seller commits in the Definitive Agreement to make available to Buyer at the Electric Interconnection Point. The Guaranteed Solar PV Capacity is expected to be based on the guaranteed capacity of the Facility specified in Bidder’s proposal.

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

“ITC” has the meaning given that term in Section 2.1 of the Main Body.

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

“LPSC” means Louisiana Public Service Commission.

“Main Body” means the document generally describing the RFP and to which ten (10) Appendices (A-I) are attached.

“Market Participant” means a legal entity certified by MISO to submit bids to purchase energy, submit offers to supply energy and operating reserve, hold financial transmission or auction revenue rights, and conduct other market-related activities under the MISO Tariff.

“Mechanical Completion” has the meaning set forth in the Model BOT Agreement.

“MISO” means Midcontinent Independent System Operator, Inc.

“MISO Agreement” has the meaning given that term in Section 2.5.4 of the Main Body.

“MISO Rules” means the policies, rules, guidelines, procedures, protocols, standards, criteria, instructions, directives and requirements of MISO, including the MISO Tariff and MISO’s Business Practice Manuals.

“MISO Tariff” means the Open Access Transmission, Energy and Operating Reserve Market Tariff of MISO, filed at FERC.

“Model BOT Agreement” has the meaning given that term in Section 1.3 of the Main Body and means the document included in the RFP as Appendix B.

“Model O&M Agreement” has the meaning given that term in Section 1.3 of the Main Body and means the document included in the RFP as Appendix H.

“Model PPA” has the meaning given that term in Section 1.3 of the Main Body and means the document included in the RP as Appendix C.

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

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

“Network Resource Interconnection Service” and “NRIS” means an interconnection service under the MISO Tariff that allows the interconnection customer to integrate its generating facility with the transmission system in the same manner as for any generating facility being designated as a network resource. NRIS includes any network resource interconnection service established under an agreement with, or the tariff of, a transmission owner prior to the integration into MISO that is determined to be deliverable through the integration deliverability study process.

“Network Upgrades” and “NU” has the meaning set forth in MISO’s standard Generator Interconnection Agreement, and generally means the additions, modifications, and upgrades to the transmission system required at or beyond the point at which the interconnection facilities connect to the transmission system to accommodate the interconnection of the generating facility to the transmission system.

“Other Electric Products” 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 ancillary services, but excluding Capacity-Related Benefits and Environmental Attributes) available from or associated with Contract Capacity and/or Contract Energy.

“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” has the meaning given that term in Section 5.1 of the Main Body.

“Phase II” has the meaning given that term in Section 5.1 of the Main Body.

“Physical Delivery Point” means the Electric Interconnection Point, and is the physical point recognized by MISO as a Commercial Pricing Node at which the Facility interconnects to the host utility’s transmission system.

“PowerAdvocate” means the tool utilized by ESL and Bidder after Bidder Registration for ESL to send RFP updates and documents to Bidder, for Bidder to submit to ESL its Proposal Package(s), and for ESL and Bidder to communicate with each other regarding the RFP.

“PPA” has the meaning given that term in Section 1.3 of the Main Body.

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

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“Proposal Package” means a completed Proposal Submission Template, completed responses to Appendix C, as more fully described in Section 4.4 of the Main Body, and the Proposal Submission Agreement.

“Proposal Submission Agreement” means the Proposal Submission Agreement that each Bidder is required to execute and deliver to the Bid Event Coordinator 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 (other than ELL with respect to the Self-Build Option and Entergy Competitive Affiliates) to submit Proposal Packages (under the RFP Schedule in effect as of the date of issuance of the RFP, 5:00 p.m. CPT on August 13, 2020).

“Proposal Submission Fee” means the amount paid by Bidder for each proposal registered with ESL for submission and evaluation in this RFP.

“Proposal Submission Fee Payment Deadline” means the deadline for payment of Proposal Submission Fees as set out in the RFP Schedule (as of the date of issuance of the RFP, 5:00 p.m. CPT on July 22, 2020).

“Proposal Submission Period” means the period for submission of proposals into the RFP as set out in the RFP Schedule, and which at the date of issuance of the RFP is indicated to be from August 10, 2020, to August 13, 2020 (the date of the Proposal Submission Deadline).

“Proposal Submission Process” means the Proposal Submission Process set out in Section 4.4 of the Main Body.

“Published Credit Rating” means, with respect to any Person, on any date of determination, the qualifying public issuer or debt credit rating by S&P or Moody’s as applicable, as further described in Appendix F, each as published on such agency’s respective Web page. No private or unpublished ratings will be accepted.

“RFP” means the 2020 ELL Request for Proposals for Solar Photovoltaic Resources for Entergy Louisiana, LLC, dated April 16, 2020 (including all Appendices and other attachments thereto).

“RFP Administration Team” has the meaning given that term in Section 1.5 of the Main Body.

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

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

“Scope Book” has the meaning given that term in Section 1.3 of the Main Body and means the document included as the Model Scope Book in the RFP as Appendix B-2.



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

“Self-Build Option” has the meaning given that term in Section 3 of the Main Body.

“Self-Build Option Proposal” has the meaning given that term in Section 3 of the Main Body.

“Self-Build Option & Entergy Competitive Affiliate Proposal Submission Deadline” has the meaning give that term in Section 3 of the Main Body.

“Seller” means, with respect to any proposal submitted by Bidder in the RFP, the seller under the Definitive Agreement (if any) with Buyer resulting from such proposal.

“Seller Parent” means an entity that is a direct or indirect parent of Bidder.

“Seller Parent Guarantor” means the Seller Parent providing credit support for Seller’s obligations under the Definitive Agreement and related agreements.

“Shortlist” means the preliminary shortlist of proposals that ELL may develop for continued evaluation, as described in Section 5.1 of the Main Body.

“SME” has the meaning given that term in Section 5.1.3 of the Main Body.

“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.

“Southeastern Louisiana Planning Area” and “SELPA” means the ELL planning region within ELL’s service area known as the “Southeastern Louisiana Planning Area” or “SELPA.” A map generally depicting SELPA is provided in Section 1.2 of the Main Body.

“Standalone Network Upgrades” and “SANU” has the meaning set forth in MISO’s standard Generator Interconnection Agreement, and generally means the network upgrades that may be constructed without affecting the day-to-day operations of the transmission system during their construction.

“Substantial Completion” has the meaning set forth in the Model BOT Agreement.

“Substantial Completion Payment Date” has the meaning set forth in the Model BOT Agreement.

“TET” has the meaning given that term in Section 5.1 of the Main Body.

“Threshold Requirements” has the meaning given that term in Section 2.4 of the Main Body.

“Transmission Owner’s Interconnection Facilities” or “TOIF” has the meaning set forth in MISO’s standard Generator Interconnection Agreement, and generally means all the facilities and equipment owned by the transmission owner from the point of change of ownership to the

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point of interconnection, including modifications, additions, or upgrades to such facilities and equipment. Transmission Owner's Interconnection Facilities shall not include Network Upgrades or Standalone Network Upgrades.

“Treasury Officer” has the meaning given that term in Section 5.1.6 of the Main Body.

“VAT” has the meaning given that term in Section 5.1 of the Main Body.

“VIE” has the meaning given that term in Section 5.1.4 of the Main Body.

“ZRC” has the meaning given that term in the Model PPA.