2020 Request For Proposals For Combined-Cycle Gas Turbine Capacity and Energy Resources for Entergy Texas, Inc.

BIDDERS TELECONFERENCE/WEBCAST

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2020 ETI CCGT RFP

Teleconference Introduction

- Purpose of the Teleconference
  - To give participants a high-level overview of the 2020 Request for Proposals for Combined-Cycle Gas Turbine Capacity and Energy Resources for Entergy Texas, Inc. (“2020 ETI CCGT RFP” or “RFP”) and related processes
- Questions
  - Please submit all questions in writing to the Bid Event Coordinator (John Raybourn) and the Independent Monitor (Wayne Oliver) through email at etirfp@entergy.com and waynejoliver26@gmail.com to ensure an accurate record of each question
- Administrative
  - All phones must be on mute
  - Please do NOT place your phone on hold
  - Email the Bid Event Coordinator at etirfp@entergy.com with any technical issues or questions that may arise prior to or during the conference
  - To the extent there are any inconsistencies between the information provided in this presentation and the requirements identified in the RFP materials, the RFP materials will govern and control

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Agenda

- **Introductions**
- **Independent Monitor Comments**
- **2020 ETI CCGT RFP Overview**
- **RFP Evaluation**
- Closing

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Introductions

- **Entergy Presenters**
  - John Raybourn — Project Manager & Bid Event Coordinator
  - Staci Meyer — ETI Resource Planning Manager
  - Daniel Boratko — Economic Evaluation Team Lead
  - Heather Algeo — Production Cost/Aurora
  - David Wilcox — Viability Assessment Team
  - Laura Hamner — Credit Lead
  - Ryan O'Malley — Accounting Lead
  - Kyle Watson — Transmission Lead

- **Independent Monitor**
  - Wayne Oliver — Merrimack Energy Group Inc.

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Independent Monitor Comments Merrimack Energy Group Inc.

INDEPENDENT MONITOR COMMENTS
MERRIMACK ENERGY GROUP INC.

(WAYNE OLIVER)

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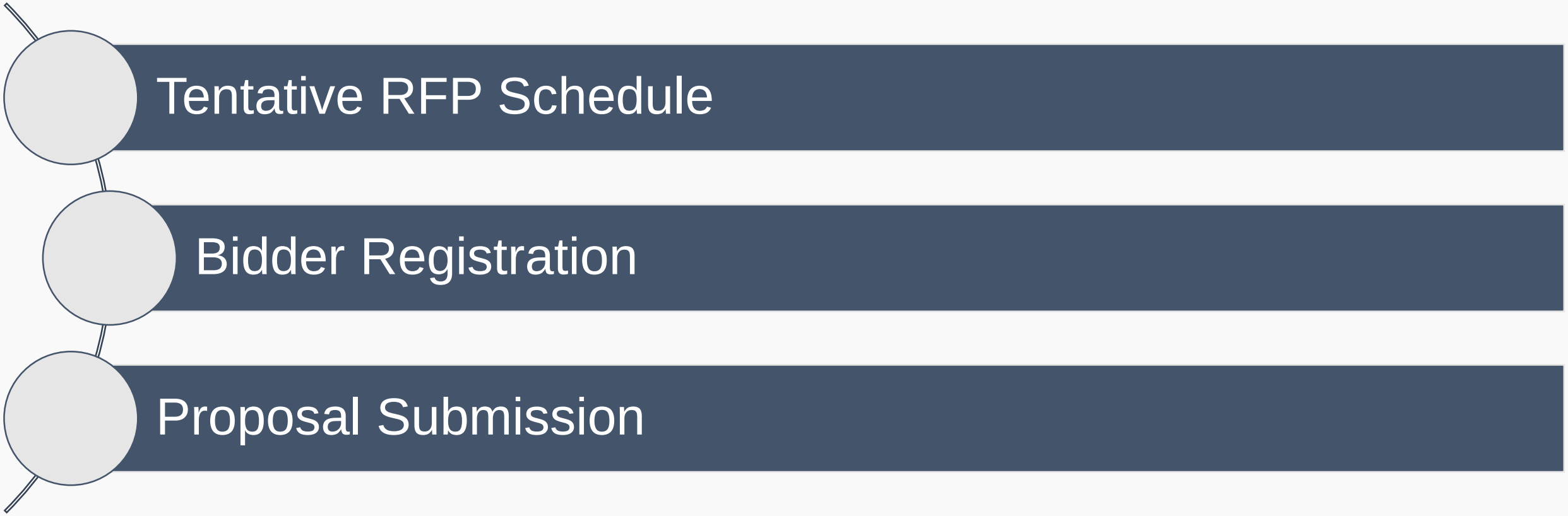
RFP Overview



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Tentative RFP Schedule

Activity	Target Date*
RFP Documents Issued	April 17, 2020
Bidder Registration Period	May 15, 2020 – June 30, 2020
Proposal Submission Fee Payment Deadline	July 2, 2020
Proposal Submission Period	August 8-14, 2020
Primary/Secondary Selection Lists Announced	January 11, 2021
Comprehensive Negotiations & Due Diligence Begin	January 2021
Definitive Agreement (if any) Executed	October 2021
Regulatory Approval Process Complete	As late as November 2022

* All dates and time periods in the schedule are tentative and subject to change

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Bidder Registration and Proposal Submission

- Bidder Registration and Proposal Submission will utilize forms and materials posted to
  - 2020 ETI CCGT RFP Website https://spofossil.entergy.com/ENTRFP/SEND/2020ETICCGTRFP/, including:
    - Bidder Registration Agreement
    - RFP Documents
    - Q&A
  - PowerAdvocate:
    - Proposal Package and forms, including:
      - Product Proposal template
      - Due diligence questionnaire/VAT self-assessment
      - Accounting and Credit-based certifications
      - Proposal Submission Agreement
- Bidder registration documents must be submitted to the Bid Event Coordinator through the RFP inbox
- All non-Bidder registration proposal-related document submissions must be made through PowerAdvocate and submitted to the Bid Event Coordinator in accordance with RFP requirements
  - Bidder will be invited to join and use the PowerAdvocate site upon the completion of Bidder registration
  - Proposals delivered other than through PowerAdvocate will not be accepted
  - Complete Proposal Package(s) must be submitted by the Proposal Submission Deadline
- Bidder will be required to pay a fee of $10,000 for each registered proposal

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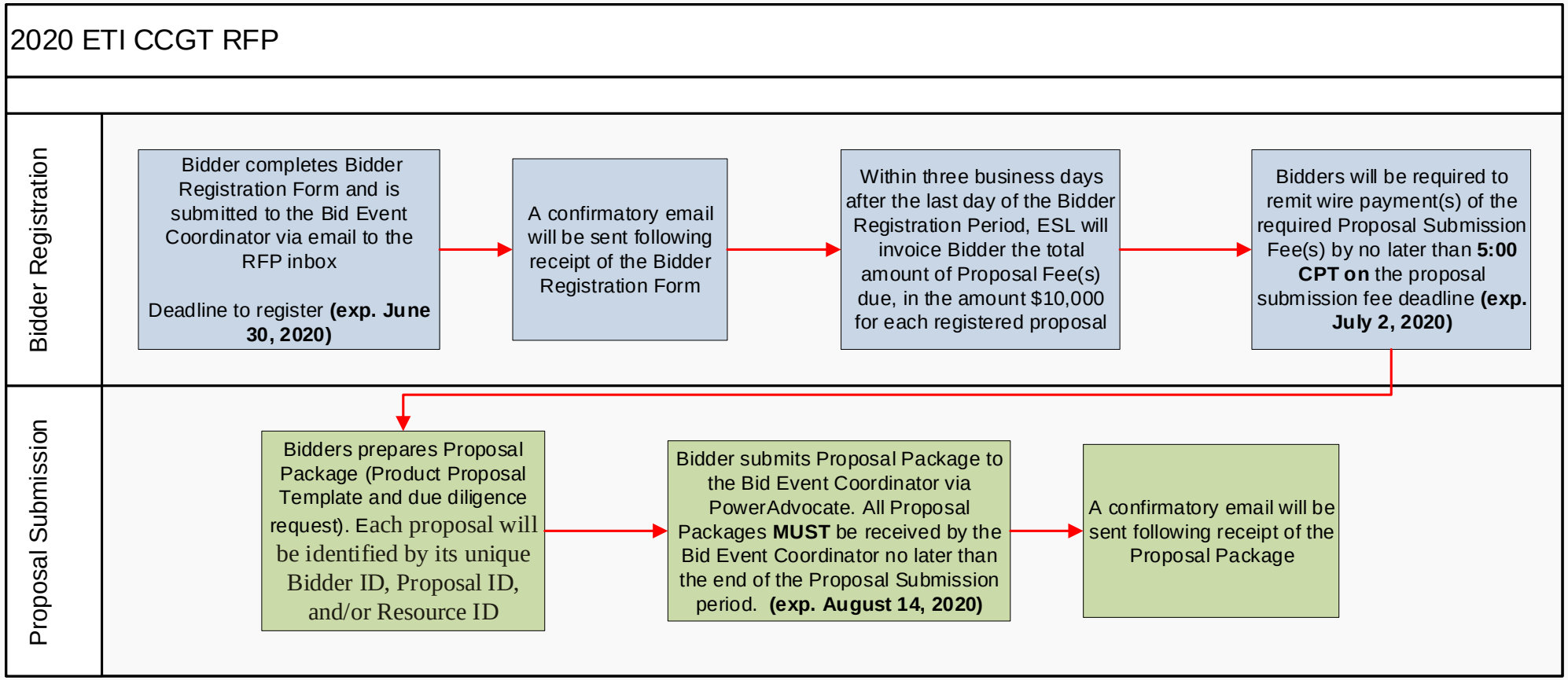
Bidder Registration and Proposal Submission



- **Self-Build Proposal**

  ESL will require that the Proposal Package for the Self-Build Option, including the cost estimate for the Self-Build Option, be submitted to the Bid Event Coordinator 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.

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Key Objectives and Parameters of RFP

The addition of an ETI CCGT resource in ETI's "Eastern Region" of its service area would support several planning objectives, including:

- *Maintaining Reliability and Operational Flexibility in the Eastern Region*. Reliability in the Eastern 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 Eastern Region. It would also contribute additional (i) reliability benefits due to the resource's proximity to Eastern Region load and (ii) load-following capabilities.
- *Increasing Eastern Region Storm-Restoration Capabilities*. Having a generation resource that can aid the rapid restoration of service after a major disruption is highly desirable in hurricane and storm-prone areas like the Eastern Region. Service restoration times after widespread outages may be increased by greater reliance on generation outside the Eastern Region but may decrease with a generation resource located inside the Eastern Region.
- *Satisfying ETI's Long-Term Resource Adequacy and Energy Requirements*. Securing capacity credits and energy revenues from long-term resources located within the Eastern Region will help ETI to 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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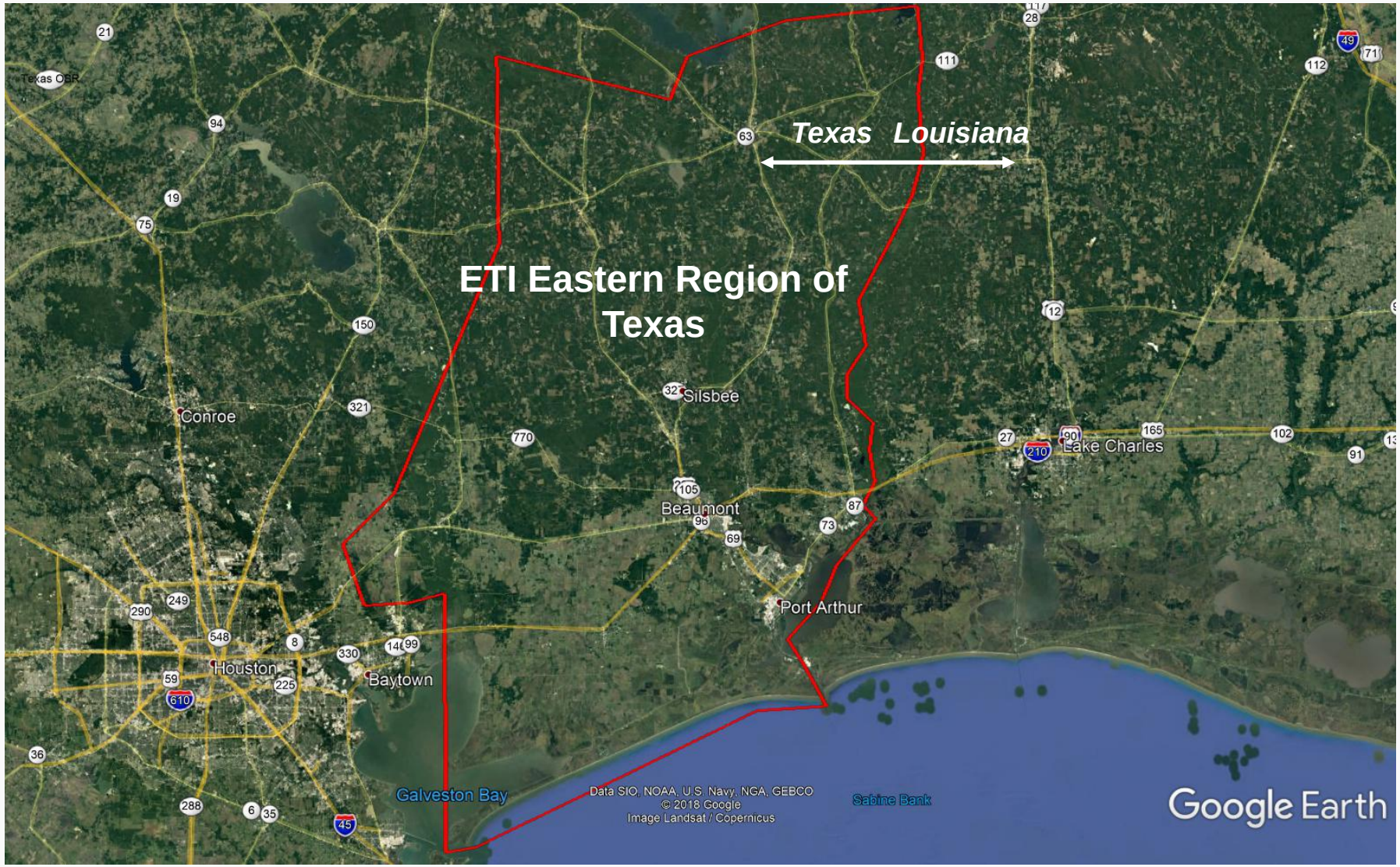
Required Location – Eastern Region



The red line on the map indicates the approximate geographic border of the Eastern Region of Texas. The border is a function of the following ETI transmission tie-lines:

- Doucette – Deer 138 kV
- Dayton Bulk – New Long John 138kV
- Hartburg-Rhodes 500kV
- Cypress – Honey Island 138 kV
- Dayton Bulk – Eastgate 138 kV
- Bon Wier-Cooper 138kV
- Cypress – Rye 138 kV
- Orange-Toomey 138kV
- Leach-Fairmount 138kV
- Batiste Creek – Jacinto 230 kV
- Orange-Hollywood 138kV
- Toledo Bend-Vanply 138kV
- China – Heights 230 kV
- Sabine-Mud Lake 230kV
- Toledo Bend-Leesville 138kV
- Hartburg- Layfield 500kV

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Parameters

Scope Item	Developmental Capacity and Energy
Target Commercial Operation Date	No earlier than May 31, 2025 and no later than May 31, 2026
Location	ETI Eastern Region of Texas
Cap Sought (ICAP) (Summer Conditions)	1,000–1,200 MW*
Eligible Resources	Developmental and Existing
Product Categories	Existing Resources - PPA, Tolling Agreement (Toll), and Acquisition Developmental Resources - Build-Own-Transfer (BOT), PPA, and Tolls PPA and Tolling Agreements will be unit contingent with a 10 to 20-year delivery term
MISO Interconnection Queue	Must have either executed GIA or be in MISO queue for DPP-2020-Cycle-1
Eligible Technology (Developmental Resources)	Commercially Proven Combined-Cycle Gas Turbine ("CCGT") technology
Self-Build Option	Orange, TX 1,000-1,200 MW CCGT Plant (Independent Monitor will provide oversight)
Affiliates	Ineligible to participate

*ETI reserves the right to contract for more or less than the capacity target

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RFP Proposal Threshold Requirements

- The RFP documents include threshold requirements:
  - Proposals not meeting the threshold requirements are non-conforming and may be eliminated from the RFP
  - The threshold requirements include, without limitation, those set forth in the table below:

Threshold Requirement	Long-Term Capacity and Energy
Capacity within Min/Max Requirements	X
Commercially Proven Technology*	X
No Joint Ownership (Acquisition/BOT)	X
Existing GIA or Interconnection Request filed with MISO for proposed resource in DPP-2020-Cycle 1	X
Certification that proposal does not trigger Capital Lease, VIE, or other balance sheet treatment (Toll/PPA) and is consistent with the RFP's credit requirements	X
Resource Location	X

*For the RFP, commercially-proven technology is technology that ESL determines has, as of August 2020 (the time of Proposal Submission), a sufficient amount of operational, maintenance and performance data and information demonstrating, to ESL's satisfaction, (i) the ability to provide 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)].

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Design Features of Developmental Resources

- Select required resource design features include, in addition to those previously identified in the posted Draft Minimum Requirements:
  - Evaporative cooling or inlet chilling
  - Control technology for air emissions includes a CO catalyst
  - Heat rejection systems based on a mechanical draft cooling tower
  - Properly sized main condenser and mechanical draft cooling tower, or once-through cooling using a cooling reservoir
  - Air-cooled combustors
  - 2 x 100% boiler feed pumps on each HRSG; 2 x 100% or 3 x 50% condensate pumps; 2 x 100% air compressors
  - Vacuum pumps for condenser air evacuation
  - Properly sized demineralized water system capacity
  - Specified redundancy of on-site natural gas compressors if needed
  - **Not** permitted:
    - Steam injection for power augmentation
    - Single shaft combined-cycle design
    - High-fogging equipment (overspray, wet compression, spray inter-cooling)
- The Self-Build Proposal will adhere to the Design Requirements

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Commercial Terms – Overview

- Draft Minimum Requirements for Developmental Resources are posted on the 2020 ETI CCGT RFP Website

- ESL plans to include proposed Term Sheets and a summary Scope Book in RFP documentation
  - PPA, Toll, Acquisition Agreement (existing resources); PPA, Toll, BOT and Scope Book (Developmental Resources)
  - Term Sheets/Scope Book are expected to form the basis for any definitive agreement with a 3rd party bidder
  - The Scope Book will address technical requirements for the project
  - Important for Bidders to familiarize themselves with the Term Sheets/Scope Book before preparing/submitting proposals
  - ETI will not post model contracts; will provide draft definitive agreements and related contracts/documents after selections

- In proposals, Bidders may identify “special exceptions” to RFP terms/Term Sheets
  - Special exceptions are generally discouraged
  - ETI is under no obligation to agree to any special exception
  - Special exceptions to core credit terms, including liquid credit requirement amounts, are not allowed
  - Significant requested changes or reservations could affect proposal evaluations or proposal eligibility

- For PPAs and Tolls, ETI will have the right to determine which party is the Market Participant
  - If ETI is not Market Participant, ETI will require access to the MISO portal or access to all necessary operational, transactional, settlement, and other data and information to exercise its rights and discharge its obligations in MISO with respect to the transaction

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Commercial Terms – General terms for PPAs and Tolls

Term	• 10 - 20 years, beginning no earlier than June 1, 2025 and no later than June 1, 2026. • ETI prefers that the start date coincide with the start of the MISO planning period
Guaranteed COD (Developmental Resources)	• Delay damages • Capacity re-sizing or buy-downs • Termination rights for extended delays • Multi-prong test for COD • Performance Assurance Requirements
Capacity	• Dependable Capacity – ICAP or nameplate of facility • Recognized Capacity – UCAP consistent with MISO rules (the basis for monthly capacity payment to Seller) • Seasonally-shaped payments • Buyer rights to Contract Capacity
Availability Requirements	• 98% (summer and winter months) • 96% (shoulder months) • Rolling 12-Month Availability Requirement – 85% (Buyer termination right if less)

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Commercial Terms – General terms for PPAs and Tolls (Cont.)

Capacity Payment Discounts	• Based on availability of Dependable Capacity • 2% discount for each 1% shortfall to monthly availability requirement • 1% discount for each 1% shortfall due solely to force majeure
Imbalances	• Transaction, scheduling, imbalance, revenue sufficiency, integration, and other charges, disallowances, penalties, and costs will be Seller's responsibility • Imbalances caused by Buyer will be Buyer's responsibility
Heat Rates	• Heat rates guaranteed
Buyer Conditions Precedent	• Regulatory approvals and consents • MISO requirements • Fuel supply and transportation (Toll) • Network deliverability • Transfer of capacity credits • Others

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Commercial Terms – Pricing Components for PPAs and Tolls

Pricing Component	PPA	Toll
Capacity Rate ($/kW-year)	(i) Fixed (for term or defined annually); or (ii) Base Rate + CPI/PPI escalation (up or down)	(i) Fixed (for term or defined annually); or (ii) Base Rate + CPI/PPI escalation (up or down)
Floating Energy Price (Guaranteed Heat Rate * Fuel Index + Fuel Adder)	Guaranteed Heat Rate (MMBtu): Bidder-provided Fuel Index: Henry Hub Fuel Adder ($/MWh): Fixed or Bidder-provided formula	N/A
Variable O&M ($/MWh)	(i) Fixed (for term or defined annually); or (ii) Base Rate + CPI/PPI escalation (up or down)	(i) Fixed (for term or defined annually); or (ii) Base Rate + CPI/PPI escalation (up or down)
Start Charge ($/Start)	(i) Fixed (for term or defined annually); or (ii) Base Rate + CPI/PPI escalation (up or down)	(i) Fixed (for term or defined annually); or (ii) Base Rate + CPI/PPI escalation (up or down)
Start Fuel	Gas price ($/MMBtu) * Start Fuel Amount (MMBtu)	N/A

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Commercial Terms – Key terms for Acquisitions and Build-Own-Transfers

Pricing Component	Acquisition (Existing)	Build-Own-Transfer (Developmental)
Structure	Asset purchase, not stock No assumed liabilities for the period prior to the closing date	Asset purchase, not stock Seller will develop, design, build, commission, and test the proposed project, generally at its risk Closing will occur after the facility achieves mechanical completion but before energization No assumed liabilities for the period prior to the closing date
Purchase Price	All-in price	All-in price Payments at closing, substantial completion, and final completion; no mobilization, progress, or preclosing change order payments
Closing (Acquisition) or Substantial Completion Transfer (BOT)	On or before May 31, 2026	No earlier than May 31, 2025, and no later than May 31, 2026
Purchased Assets	Entire facility	Entire facility
Post-Closing Warranty	General acquisition representations and warranties	General representations and warranties; also, Seller will be required to provide a comprehensive "wrap" warranty of the project work performed by Seller

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Commercial Terms – Additional notes

- This presentation does not cover numerous commercial terms that may be important to bidders
- Commercial terms addressed in this presentation are preliminary and subject to change
- RFP documents, which will include descriptions of commercial terms for the transactions, are tentatively scheduled to be issued on April 14, 2020

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Electric Interconnection/Deliverability

- Bidder/Seller will be responsible for and bear all the costs associated with the electric interconnection and deliverability of the proposed resource; for PPAs and Tolls, delivery will be to the ETI load node (via financial schedules)
- Bidder must have submitted a complete generator interconnection application ("IA") for the proposed resource in accordance with the MISO generator interconnection process
  - IA will be required as part of Bidder Registration
- CCGT Capacity and Energy Resources
  - MISO ERIS - Amount must equal or exceed the winter rating of the facility
    - 10° Fahrenheit and 60% relative humidity at full load, including duct-firing if included as part of the facility
  - MISO NRIS - Amount must equal or exceed the summer rating of the facility
    - 93° Fahrenheit and 57% relative humidity, at full load, including duct-firing if included as part of the facility
  - Transmission service must be long-term MISO network service (NRIS)
    - Bidders must have submitted a complete generator interconnection request for the proposed resource under the MISO Generator Interconnection process in DPP-2020-Cycle 1
    - Resources must remain in the interconnection queue until the resource is eliminated from the RFP or interconnection service is obtained
  - Interconnection, deliverability, and transmission costs must be appropriately factored into Bidder's pricing
  - Bidders must separately identify, as part of the Proposal Package, each of the estimated interconnection, deliverability, and transmission-related upgrades and costs included in their proposal

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Evaluation Overview

- The RFP evaluation will seek to identify a proposal that meets ETI's needs and RFP requirements at a reasonable cost, taking into account reliability, risk mitigation, and other relevant factors

- Five RFP Proposal Evaluation Teams will evaluate proposals
  - Economic Evaluation Team (EET)
  - Transmission Evaluation Team (TET)
  - Viability Assessment Team (VAT)
  - Accounting Evaluation Team (AET)
  - Credit Evaluation Team (CET)

- Proposals will be reviewed and assessed for the following:
  - Economics (Net Supply Cost)
  - Production Cost (Aurora)
  - Interconnection/Deliverability/Transmission
  - Viability
  - Credit and Collateral Requirements
  - Accounting Treatment

- ETI may (or may not) shortlist selections of Bidder(s) proposals

- Process designed to be fair, impartial, and consistently applied

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Selection Process Overview

- Primary Selection List
  - Due diligence/finalization and execution of definitive agreement would follow placement on the primary selection list
  - Inclusion on the primary selection list is not acceptance of the proposal or related contract terms
  - No requirement for ETI to place any proposal on the primary selection list

- Secondary Selection List
  - Bidder with a proposal on the secondary selection list may be invited to negotiate the terms of a definitive agreement or may simply be advised of proposal status
  - Bidder would execute a definitive agreement only if the proposal on the primary selection list is eliminated
  - Bidder must hold open offer for three months after notification of secondary selection
  - No requirement for ETI to place any proposal on the secondary selection list

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Economic Evaluation Team (EET) Methodology

- The EET will conduct an economic evaluation of proposals on a present value basis from the perspective of ETI's aggregate customer base

- The evaluation will:
  - Identify proposals that meet the RFP requirements most economically relative to one another
  - Utilize tools and methods that ETI commonly uses for long-term planning and resource evaluations, including, but not limited to:
    - Variable supply cost analysis within the context of the MISO markets based on simulations using the Aurora production cost modeling software
    - Pricing (capital and O&M) based on proposal submissions and responses to clarifying questions issued to bidders
    - Fuel reservation fee estimates (if necessary) from the VAT Fuel Supply team
    - Property tax estimates from Entergy's Tax Services group
    - Transmission cost estimates from the TET for expected required projects to ensure NERC TPL-001-4 compliance for each proposal
      - ERIS (transmission owner interconnection upgrades (TOIF))
      - NRIS (network upgrades (NU), standalone network upgrades (SANU))
      - Others as applicable
    - Long-term avoided capacity value
    - Lease accounting treatment, if applicable
    - Cost estimates for NOx (nitrogen oxides) and VOC (volatile organic compound) credits, if applicable
    - Any other applicable economic benefits, taxes, or costs
  - Include qualitative risk considerations and sensitivity analysis (e.g., scenarios around natural gas and carbon prices) if deemed needed or appropriate

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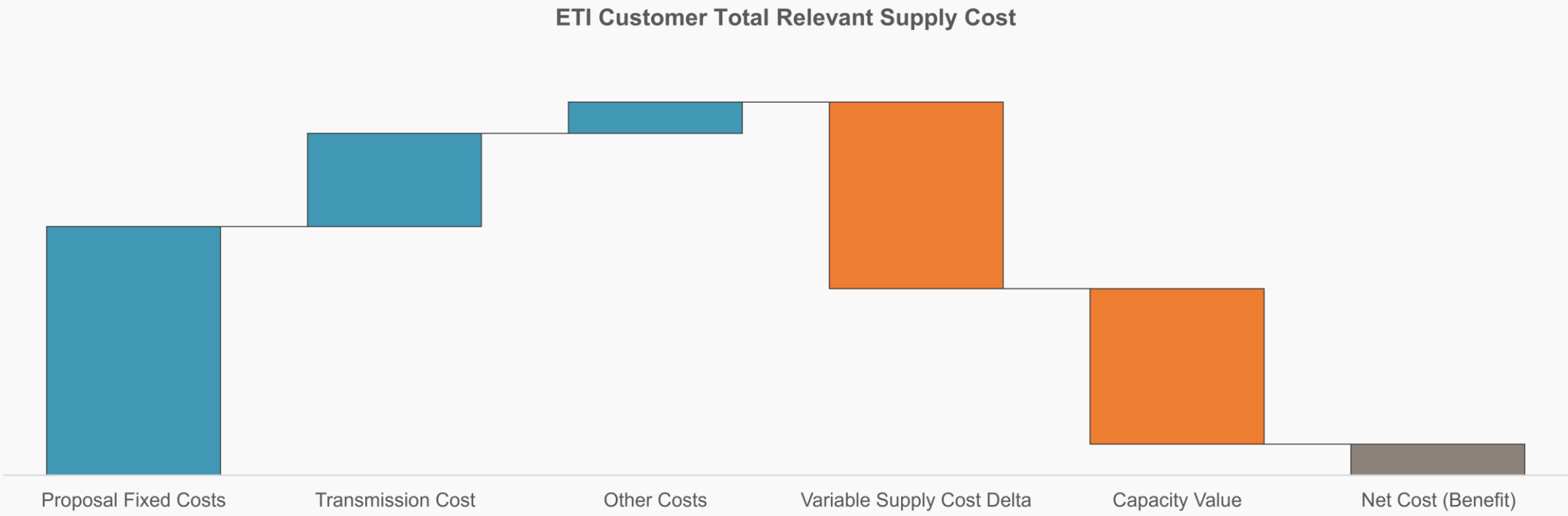
Economic Evaluation Team (EET) Methodology

- A net cost/benefit calculation will be performed for each proposal
- Net cost/benefit will be presented in $M, $/kW, and $/MWh to account for differences in proposal size and expected energy production



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Transmission Evaluation Team (TET) Methodology

The objective of the TET's assessment is to assess transmission/deliverability considerations associated with a proposal

Threshold considerations may include, but are not limited to:

- *Resource location: V*erification that the resource is located in the Eastern Region and interconnected or will be interconnected to the ETI transmission system
- *Electric interconnection: V*erification that the interconnection application has been submitted
- *Network deliverability: V*erification that the resource will be eligible for designation as a network resource

The deliverability assessment will evaluate the interconnection, deliverability, and transmission upgrades and costs associated with each proposed resource. The TET's analysis responsibilities include, among other things, the following:

- *ERIS*: Assess the sufficiency of Bidder's ERIS upgrades and cost estimates
- *NRIS:* Assess the sufficiency of Bidder's NRIS upgrades and cost estimates
- *Reliability*: Evaluate the proposal's/resource's ability to meet the NERC TPL-001-4 standard and ETI's transmission planning criteria and determine any necessary upgrades and cost estimates to satisfy these standards
- *Transient Stability*: Assess each proposal's impact on satisfying the NERC TPL-001-4 standard and ETI's transmission planning criteria by determining any upgrades necessary for the proposal to meet this criteria
- *Consolidated Upgrades:* Determine the incremental upgrades needed to satisfy the reliability standards and transient stability criteria in conjunction with the Bidder's identified ERIS and NRIS upgrades

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Viability Assessment Team (VAT) Methodology

- In general, the viability assessment will consist of a review and assessment of the non-price attributes of proposed resources and corresponding proposals submitted in response to the RFP

- Bidders will be required to complete a self-assessment form and due diligence questionnaire

- The VAT will consist of Subject Matter Experts from the following core areas critical to a thorough assessment of project viability, including:
  - Plant & Equipment/Operations & Maintenance
  - Environmental
  - Fuel Supply & Transportation
  - Commercial
  - Others as needed

- The viability assessment will:
  - Review Bidder's project self-assessment and Due Diligence questionnaire
  - Evaluate proposals based on a list of key attributes associated with each of the focus areas identified for the viability assessment
  - Advise the RFP Team regarding any resource deficiencies so that appropriate steps can be taken to address the deficiencies in the economic evaluation, as necessary
  - Provide a viability rating for each proposal and recommendation

- The VAT will confirm with each of the other evaluation teams that a Bidder's proposal meets the minimum requirements and threshold criteria (or notify them of discrepancies)

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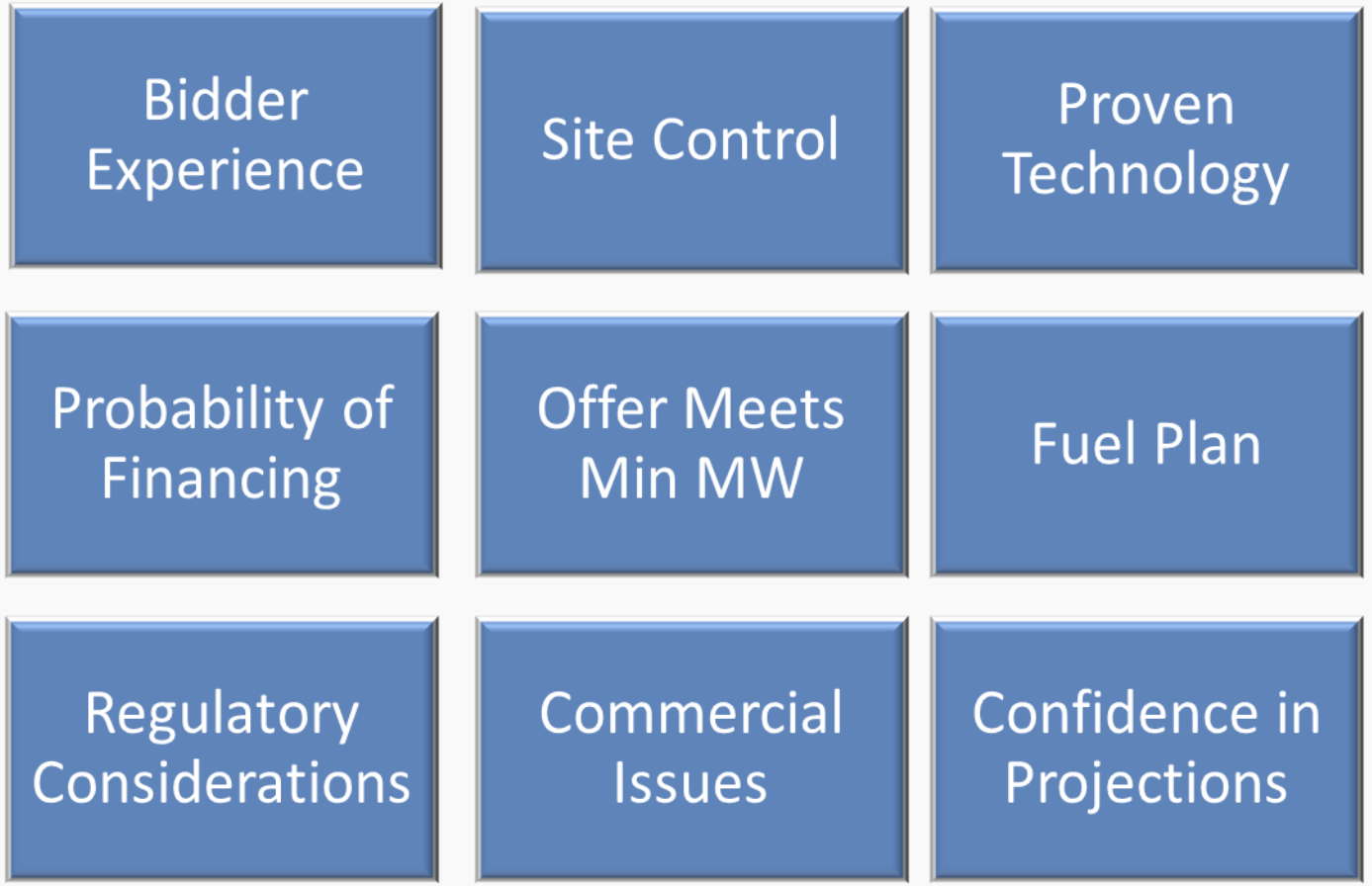
Viability Assessment Team (VAT) Methodology

- The VAT's role includes evaluating elements of the proposals not assessed by the EET, TET, CET or AET



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Accounting Evaluation Team (AET) Methodology

- The AET will determine the accounting treatment for each PPA/Toll proposal
  - The AET's review areas will include, but are not limited to:
    - Whether the proposal contains a lease, and if so, whether the lease is capital or operating (ASC 840 analysis)
    - Whether the legal entity owning the asset is a variable interest entity (VIE), and if so, who will consolidate the VIE throughout the term of the agreement (ASC 810 analysis)
    - Whether the contract is, or includes a derivative, and if so, the appropriate accounting for the derivative (ASC 815 analysis)
    - Other accounting impacts from the proposal

- The current RFP requirements for each PPA/Toll proposal include:
  - ETI will not accept the risk of on-balance sheet accounting for PPAs/Tolls
  - Bidder will be required to provide a certification affirming that the contract does not result in on-balance sheet accounting for ETI (to be provided upon proposal submission and the start of the delivery term)
  - Bidder must agree to make available all information required to verify and/or independently determine the accounting treatment associated with its PPA/Toll proposal(s)

ETI will not accept the risk of any transfer to its books of any liability/asset associated with any PPA or Toll arising out of the RFP

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Credit Evaluation Team (CET) Methodology

- The CET evaluates Bidder's credit and other credit-related matters
- The CET has modified its approach to credit support in resource procurement RFPs
  - The changes are designed to help Bidder determine and appropriately factor into proposal pricing the costs and risks of credit support and streamline post-selection contract negotiations between the seller and ETI
  - The CET's approach to credit support is generally reflected in the credit appendix to the RFP
- The CET's changes include:
  - Specific liquid credit support amounts, available offset amounts, and credit events (which can eliminate credit offsets) will be set out in the credit appendix
  - Forms of acceptable incremental credit support have been narrowed (to letters of credit and cash holdbacks), reflecting ETI transaction experience
  - Bidder must nominate the parent guarantor at bidder registration; limited to one nominee
  - Financial statements for Bidder and parent guarantor must be provided at bidder registration
  - Public credit ratings, if any, for Bidder and parent guarantor must be provided at bidder registration
  - The CET will provide Bidder with details regarding the liquid credit support offset prior to proposal submission
  - Special exceptions to core credit terms are not permitted
  - Bidder must submit with its proposal(s) a credit compliance certification acknowledging its familiarity with the terms of the credit appendix and certifying that the proposal(s) (including proposal pricing) reflect and comply with credit appendix requirements

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Credit Evaluation Team (CET) Methodology

- The CET will assign a Bidder credit rating (or Bidder's parent guarantor credit rating) for all proposals, based on, among other things:
  - S&P and Moody's ratings
  - 10K/10Q/8K evaluation
  - If SEC reports unavailable, two years of audited financial statements provided by Bidder
    - Financial statements include balance sheet, income statement and cash flow statement
    - If financial information is consolidated with other entities, all data related solely to the offering entity will be extracted and submitted as separate documents by Bidder
    - Credit-related diligence materials provided by Bidder

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Q&A Follow-Up

- Responses to questions received during today's Bidders Conference will be posted to the RFP Website: https://spofossil.entergy.com/ENTRFP/SEND/2020ETICCGTRFP/
- ESL will accept written questions/feedback about the RFP from market participants and other interested parties
- Questions and other comments pertaining to the RFP must be communicated to the Bid Event Coordinator at etirfp@entergy.com or to the Independent Monitor at waynejoliver26@gmail.com