



Appendix D

Preliminary Due Diligence List

for

*2021 Request for Proposals
for
Solar Photovoltaic Resources
for
Entergy Texas, Inc.*

July 15, 2021

APPENDIX D

PRELIMINARY DUE DILIGENCE LIST

Bidders intending to submit a proposal in the RFP must provide a comprehensive response to each question or request set forth in this document. Bidders should respond to any question or request that does not apply to the proposed Facility or transaction with “N/A” or “not applicable.” Additionally, Bidder should review the terms of the RFP, including Appendices B-1, B-2, C, and F, for technical specifications and other guidance or terms regarding the project.

Failure to submit a required response to a question or request in this Appendix D may cause a Bidder’s proposal to be deemed non-conforming and rejected from further consideration. Failure to provide a comprehensive response could negatively affect a proposal’s evaluation. Bidders should keep in mind that the questions and requests in this document are not designed to inquire into or function as a survey of all requirements or elements of a proposed project or transaction, but instead seek material and information that ETI intends to use to assess the viability and specific aspects of proposed individual projects and transactions.

1. Project Overview

- 1.1. Provide a thorough executive summary of the proposal, including the project. The project summary should include, but not be limited to, the following: the proposed location, site description (including routing of the project’s transmission lines), site control, technology, nameplate and guaranteed capacity of the proposed resource, design basis, plan for engineering/procurement/construction, proposed interconnection, MISO interconnection status, including current estimated costs for each of interconnection and NRIS and ERIS (including, in each case, anticipated upgrades (including, without limitation, Network Upgrades, Standalone Network Upgrades, and Transmission Owner Network Upgrades) and improvements), environmental compliance and permitting, financing plan, and non-standard project components/considerations.

2. Bidder Experience

- 2.1. *Relevant Background.* Provide a detailed description of Bidder’s and all relevant Affiliates’ background and experience, including the key project team members, their relation to Bidder (*e.g.*, employee of Bidder or Bidder parent), their backgrounds, development experience, and resumes, a list of sites where Bidder has developed, built, operated, and/or maintained a project utilizing the technology included in Bidder’s proposal, including the year(s) of installation, size, major equipment make and model information, and previous operational project successes and failures. Include details such as project schedules, historical performance, and operating history.
- 2.2. *Affiliates.* Provide a list of affiliated companies, including the proposed Seller (if different from Bidder), parent companies of Bidder, including the proposed Seller Parent Guarantor

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(as referenced in Appendix F and the Bidder Registration Form), holding subsidiaries, and predecessor companies.

3. Project Development

3.1. *RFP Review*

- 3.1.1. Confirm that Bidder has reviewed and is familiar with the terms of the RFP, including the Model BOT Agreement and the Scope Book (for BOT proposals), the Model PPA, including Attachment B-1 (for PPA proposals), and Appendix F (Credit/Collateral Requirement).
- 3.1.2. Provide a redline version of the Model BOT Agreement and the Scope Book (BOT proposals) and/or the Model PPA (PPA proposals) showing any Bidder exceptions to its terms.
- 3.1.3. Provide an issues list organizing and summarizing Bidder's special exceptions. The issues list should be consistent with the redline of the Definitive Agreement submitted in the Proposal Package, include Bidder's alternative positions on each identified issue, and note the relevant contract section(s) covered by the issue.
- 3.1.4. Confirm that bidder has included in the Proposal Submission Package a fully complete Viability Self-Assessment for the Proposal.

3.2. *Engineering*

- 3.2.1. Provide the most recent preliminary design study performed for the proposed resource, including the BESS option, if proposed.
- 3.2.2. Provide the most recent detailed engineering study performed for the proposed resource, including the BESS option, if proposed.
- 3.2.3. Provide the most recent project site plan, one-line diagram, Solar PVSyst Model, and Solar PVSyst Report. The Solar PVSyst Model (including files) and Solar PVSyst Report provided should meet the requirements specified in Section 4 of the Main Body.

3.3. *Safety*

- 3.3.1. Provide a copy of Bidder's corporate safety and security policies applicable to the project and the work (or that are expected to serve as the basis for Bidder's safety and security programs and policies for the project and the work), including safety and security policies utilized at project sites.
- 3.3.2. Provide safety metrics for the last three (3) years, plus current metrics, for Bidder's and any of Bidder's proposed or expected prime contractors and subcontractors, including, without limitation, total recordable incident rate (TRIR), days away restricted or transferred (DART), OSHA willful or serious citations, near-miss incidents, fatalities, number of years in business, etc.
- 3.3.3. Is Bidder a registered participant in the Avetta (www.avetta.com) risk management compliance tracking network or a comparable third party system? If so, please describe the risk management compliance tracking network or system in which Bidder is a registered participant.

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3.4. Project Schedule

- 3.4.1. Provide a Level 1 schedule that includes major milestone events and critical activities and associated estimated dates to achieve the successful completion of the project. For purposes of the Level 1 schedule, assume that Buyer's regulatory approval is received by the date for such approval indicated in Section 4.1.1 of the Main Body (as may be updated from time to time, as noted therein). If a BESS option has been proposed, include those activities in the Project Schedule. Milestones that should be addressed in the schedule include, but are not limited to, the following:

Note: Items marked by an asterisk "" are required to be included or specifically addressed in any Definitive Agreement.*

- 3.4.1.1. Receipt of major permits (include permitting activities);*
 - 3.4.1.2. Execution of major project contracts (e.g., MISO Generator Interconnection Agreement and related interconnection or deliverability contracts, prime EPC contract, site purchase/lease/easements/rights-of-way);*
 - 3.4.1.3. Proposed Full Notice to Proceed ("FNTP") Expiration Date (BOT proposals) or deadline for receipt of Buyer's Required Governmental Approvals (PPA proposals);*
 - 3.4.1.4. Project construction financial closing (if applicable);
 - 3.4.1.5. Site Mobilization Date;
 - 3.4.1.6. Delivery of major equipment;
 - 3.4.1.7. Installation of substation and interconnection equipment (which, for BOT proposals, is required to occur before energization and synchronization of the proposed resource to the host electric grid);
 - 3.4.1.8. Estimated Standalone Network Upgrade completion date;
 - 3.4.1.9. Estimated Transmission Owner's Interconnection Facilities completion date;
 - 3.4.1.10. Estimated Network Upgrade completion date;
 - 3.4.1.11. EPC contract procurement (if applicable);
 - 3.4.1.12. Major equipment procurement dates;
 - 3.4.1.13. Expected Mechanical Completion date;*
 - 3.4.1.14. Expected Closing Date (BOT proposals only);*
 - 3.4.1.15. Expected date when the resource will be placed in service for federal tax purposes;
 - 3.4.1.16. Expected Substantial Completion Date (BOT proposals) or Delivery Term Commencement Date (PPA Proposals);*
 - 3.4.1.17. Guaranteed Substantial Completion Date (bearing in mind the Change Order terms of the Model BOT Agreement and highlighted in Section 2.1 of the Main Body (BOT proposals)) or Guaranteed Commercial Operation Date (PPA Proposals);*
 - 3.4.1.18. Proposed Substantial Completion Termination Trigger Date (BOT proposals only);*
 - 3.4.1.19. Expected Final Completion (BOT proposals only);* and
 - 3.4.1.20. Proposed Final Completion Termination Trigger Date (BOT proposals only).*
- 3.4.2. If available, provide a detailed construction schedule.

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- 3.4.3. Provide a date (which must be at or prior to the proposed Closing Date (BOT proposals only) or proposed Guaranteed Commercial Operation Date (PPA proposals only) by which Bidder would require all network upgrades to be completed in order to successfully achieve the project's proposed Closing Date (BOT proposals only) or Guaranteed Commercial Operation Date (PPA proposals only).
 - 3.4.4. Confirm that Bidder will continue to move forward with the MISO DPP interconnection process during the RFP and any contract negotiations arising out of a Bidder proposal selected in the RFP, including the payment of deposits, completion of milestones, and the construction of any identified network upgrades.
 - 3.4.5. Confirm that Bidder understands that a project in-service date beyond four (4) years after the year in which the project started construction for ITC (defined below) purposes may jeopardize the receipt of ITC associated with the project and may result in Seller being responsible for the lost ITC.
 - 3.4.6. State the number of days of "float," to accommodate schedule delays, between the expected Substantial Completion Date and December 30 of the year of the Guaranteed Substantial Completion (BOT proposals only).
- 3.5. *Project Cost Estimate*
- 3.5.1. Provide the accuracy of the project cost estimate using an appropriate cost estimate classification system (e.g., Class 1 through Class 5) for both the Solar PV resource and the BESS option, if applicable.
Note: Proposal project cost estimate should be based on front-end engineering from a qualified external and/or internal source that supports at least a Class 3 (as defined by AACE standards) cost estimate (-20% to +30%).
 - 3.5.2. Describe how the estimate(s) were developed (e.g., third-party engineering firm, in-house, vendor supplied bids, etc.).
 - 3.5.3. Complete and provide Appendix D - Attachment A (Cost Components), which is included in the RFP documents.
- 3.6. *Site Control and Assessment*
- 3.6.1. Provide an unredacted copy of Bidder's, Seller's, or an Affiliate's proof of ownership of, a legally binding lease of, or a legally binding option or comparable agreement to purchase, lease, or similarly control the site of the proposed resource or any portion thereof.
 - 3.6.2. If the proposed project site or any portion thereof is under a lease, lease option, or similar site control agreement, identify the term of each lease agreement, lease option, or similar site control agreement, including dates. If there is a lease option, indicate whether the option includes any option extension rights and the consideration/payment(s) required for each such extension.
 - 3.6.3. If the proposed project site or any portion thereof is under a lease, lease option, or similar site control agreement, identify when it was executed and the length of the development period permitted under the agreement. Does the development period include allowance for construction of the Facility? Please provide the consideration/

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- payment(s) required by the agreement over the development period, according to payment type.
- 3.6.4. If the project site is secured in whole or in part under a purchase, lease, or similar option, when does the option expire and when will the option be exercised? State whether the option includes any option extension rights and the consideration/ payment required for each such extension.
- 3.6.5. Provide the acreage secured under each site purchase, lease, or option agreement, the total expected acreage of the project site, and the total expected acreage of the completed project.
- 3.6.6. Provide a site map indicating the expected boundary of the full project site, indicating which parcels are currently under Bidder's control and which are not.
- 3.6.7. Provide evidence that the project site is properly zoned for the project and the use contemplated by the RFP.
- 3.6.8. For any parcel not currently under Bidder's control, indicate whether Bidder is actively negotiating with the landowner (or agent or representative thereof) and, if so, the expected timeframe which Bidder expects to execute agreement(s) with the landowner(s).
- 3.6.9. Confirm that site control of the project site (or the portions under Bidder's or Seller's control), including appurtenant easements benefitting the project, could be extended if the term plus the extension option(s) is for a period less than 40 years. If it is less than 40 years, explain the options to pursue a longer term or additional extension option(s).
- 3.6.10. Provide an executive summary of any formal reports or studies (whether internally or externally prepared or both) related to the risk assessments of the project site, including, without limitation, any risk assessments related to environmental, ecological, archeological, soils, subsurface, geological, hydrogeological, or other site conditions, meteorological conditions, flooding, fire, prior use, habitat, or wildlife, that may render the site unusable or delay or otherwise impair or adversely affect project development or use.
- 3.6.11. If the site has not been formally assessed for the risks included above, what supporting facts or actions provide assurance that the site is fit for the intended use?
- 3.6.12. Indicate what construction-related surveying or testing has been performed at the site and summarize the results or provide executive summaries related to the surveying or testing.
- 3.6.13. Is the proposed project site within a floodplain or area subject to storm surge? If so, identify the designated zone and the corresponding level of exposure.
- 3.6.14. Are any easements or variances required for the site or ownership or use of the Facility? If so, briefly describe the needed easement(s) or variance(s) and explain why they are needed.
- 3.6.15. Is the site located in or near wildfire-susceptible or wildfire-prone areas? If so, please provide the estimated distance from the project site to the nearest edge of each wildfire-susceptible or wildfire-prone area.
- 3.6.16. If the proposed project site is near wildfire-susceptible or wildfire-prone areas, provide a description how Bidder plans to mitigate potential risks these areas present

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- to the project, and plans to minimize impacts of any facility fires on forestry, woodlands, grasslands, wildlife, and surrounding property.
- 3.6.17. Is the proposed project site subject to windstorms (50-year peak gust) greater than 40 m/s (90 MPH)? If so, provide details of panel fastening system.
- 3.6.18. Describe the status of any necessary site infrastructure, including, but not limited to:
- 3.6.18.1. Transportation/road access for construction activities and ongoing operations; and
 - 3.6.18.2. Lay down area access for construction.
- 3.6.19. Provide the following details regarding the proposed project site:
- 3.6.19.1. A description of the exact location (i.e., street address or latitude and longitude if in a rural location);
 - 3.6.19.2. A property plat, if available;
 - 3.6.19.3. Useable acreage required for project size offered;
 - 3.6.19.4. Other available acreage adjacent to the site; and
 - 3.6.19.5. Nearby acreage directly or indirectly under Bidder's or Seller's control.
 - 3.6.19.6. The land's primary use(s) over the five years preceding the response to this request (e.g., timber harvesting/forestry, sugar cane production, rice production, farming (noting principal crops), grazing, vacant lot, etc.).
- 3.6.20. Provide the following documentation for the proposed site:
- 3.6.20.1. Title insurance commitments covering all or any portion of the real property (including appurtenant easements) comprising the proposed site;
 - 3.6.20.2. ALTA surveys, referencing the above title commitments if available, covering all real property (including appurtenant easements) comprising the proposed site, showing all existing improvements and site features, access to nearest public roads, and plotting all plottable exceptions listed on such title commitments (or noting that such exceptions are either unplottable or do not affect the site);
 - 3.6.20.3. Copies of the vesting instruments for the proposed site (including appurtenant easements), and all documents listed as exceptions in such title commitments or surveys;
 - 3.6.20.4. Copies of real property tax documentation; and
 - 3.6.20.5. Other available real property documentation.
- 3.7. *Owned and Leased Property.* List the real estate and related facilities and real property interests, both owned and leased, with legal description(s), required for development, ownership, use, and/or operation of the resource.
- 3.8. *Easements, Rights-of-Way, Etc.* List all easements, rights-of-way, servitudes, and other land or facility use agreements entered into or required to secure the ability to design, engineer, construct, own, use, and/or operate and maintain the proposed Facility and associated infrastructure.

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3.9. *Facility and Equipment*

- 3.9.1. Describe the proposed Facility and equipment to be utilized in as much detail as is reasonably available.
- 3.9.2. Provide an equipment list for other equipment to be utilized at the site.
- 3.9.3. Provide the rationale for the selection of the major equipment to be incorporated into the Facility.
- 3.9.4. Discuss the viability of the proposed technology, the operational reliability, and the experience, industry standing, and creditworthiness of the manufacturers of the major equipment.
- 3.9.5. Discuss the warranties for the major components of the project.
- 3.9.6. Discuss and provide published reports demonstrating that the proposed technology (including, if offered by Bidder as an option in its proposal, the BESS) for the Facility and related infrastructure is commercially proven.
- 3.9.7. Describe the plan or Bidder/manufacturer requirements and/or expectations for operation and maintenance of the Facility, including prior to the Closing, during commissioning and testing, and after the Closing (BOT proposals) or the Delivery Term Commencement Date (PPA proposals). (If Bidder is offering a BOT proposal, review the relevant provisions of the Model BOT Agreement, the Model Scope Book, and, if applicable, the Model O&M Agreement before answering. If Bidder is offering a PPA proposal, review the relevant provisions of the Model PPA, including Attachment B-1 before answering.)
- 3.9.8. Provide proposed Project Performance Testing (Capacity and Availability) procedures. The procedures are expected to include, among other things, pre-test meetings, checks, and other requirements, test procedures and protocols, notice and engineering, equipment, instrumentation, monitoring, control system and other document deliverables, and data collection and filtering.
- 3.9.9. Provide the type and model of the on-line monitoring system and multi-gas monitoring system for the project's transformer.

3.10. *Operational Characteristics*

- 3.10.1. Confirm that a solar irradiance study has been performed for the proposed site and the results of such study were used and reflected in the Energy Model/PVsyst report provided to Buyer as part of the Proposal Package. If Bidder confirms, specify the data source, the length/duration of the data made available by the data source, and explain the results and how they support the projected annual generation.
- 3.10.2. Provide an expected hourly generation profile of the Facility by completing Appendix D - Attachment B (Hourly Profiles). The generation profile should be for at least two (2) years using the most recent data and based on data at or in close proximity to the site of the proposed resource. Provide both P50 and P90 for solar only and solar-with-BESS configurations separately, if applicable. Onsite measurement data is preferred.
- 3.10.3. Explain the source of information for the hourly generation profile supplied in Attachment B, the resource data measurement methods used, the assumptions for any equipment (including transformers)/transmission/etc. losses, the location(s) where the

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- data was measured, and the means of obtaining the data, including instrumentation type(s) and associated testing tolerances.
- 3.10.4. Did an unaffiliated third-party subject matter expert prepare the reports associated with the data and/or the profile? If so, identify the SME(s) and the scope of their engagement.
- 3.10.5. Describe the risks of basing the generation calculations on the data.
- 3.10.6. Describe the technical challenges relative to the project's scale, such as manufacturing capacity of supplier production, complexity of deployment and sequencing processes, vendor backlog, supply, materials, or labor shortages, etc.
- 3.10.7. If Bidder is offering a PPA proposal, provide the Annual Expected Energy Quantity (AEEQ) and Annual Guaranteed Energy Quantity (AGEQ) for the Facility by completing Appendix D - Attachment D (Annual Energy Quantities).
- 3.11. *Contract Status*
- 3.11.1. Provide a project team and contractor/sub-contractor organization chart.
- 3.11.2. List and describe the licenses and other authorizations required for Bidder/Seller to undertake and complete the project or perform the associated work under applicable rules, regulations, and other laws, including (if applicable), without limitation, any required solar classification license, and Bidder's plan for ensuring such licenses are obtained.
- 3.11.3. Describe the procurement and contracting plans for the project, including:
- 3.11.3.1. Procurement plan and status for each of the PV modules, including the Solar PV panels, power conversion units (or inverters), generator step-up transformer, and trackers;
- 3.11.3.2. Procurement plan and status for the other major equipment;
- 3.11.3.3. Procurement plan and status for design engineering;
- 3.11.3.4. Procurement plan and status for permitting support;
- 3.11.3.5. Procurement plan and status for the EPC contract, if applicable;
- 3.11.3.6. Procurement plan and status for the site management contract, if applicable; and
- 3.11.3.7. Procurement plant and status for other material project goods and services.
- 3.12. *Battery Energy Storage System ("BESS") (if applicable)*
- 3.12.1. Provide the size of the proposed BESS (capacity and duration).
- 3.12.2. Provide the expected annual degradation rate for the storage capacity of the proposed battery and the assumptions underlying such expected degradation rate.
- 3.12.3. Provide the power rating of the proposed BESS.
- 3.12.4. Confirm that the proposed BESS will be DC-interconnected.
- 3.12.5. How many strings in the proposed project will have batteries connected to them and how many will not?
- 3.12.6. Does the BESS for the proposed project have expansion potential within the enclosure(s)? If so, how much?
- 3.12.7. Does the BESS solution require augmentation in order to achieve its design life? If yes, describe the augmentation plan.
- 3.12.8. Provide the proposed BESS manufacturer information for the project.

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- 3.12.9. Provide a Preliminary Fire Risk Analysis for the proposed BESS, including, but not limited to, the following:
 - 3.12.9.1. Comparison of the features of the proposed BESS to the requirements listed in NFPA 855 and confirm the BESS is certified UL9540 and UL9540A compliant
 - 3.12.9.2. Basis for physical separation of multiple BESS units from each other and from other site structures and equipment to protect against uncontrolled fire spread;
 - 3.12.9.3. Proposed means of protection against fire effects due to thermal runaway; and
 - 3.12.9.4. Proposed means of protection for site personnel, including fire responders, from the effects of deflagration/explosion energies in the event of uncontrolled thermal runaway.
- 3.12.10. Provide the technical details of the proposed BESS, including, but not limited to, the following:
 - 3.12.10.1. The maximum depth-of-discharge for the BESS;
 - 3.12.10.2. The round-trip efficiency rating for the proposed BESS, the expected annual degradation rate related to round-trip efficiency, and the assumptions underlying such expected degradation rate;
 - 3.12.10.3. The proposed life of the BESS under standard operating conditions;
 - 3.12.10.4. Relevant specifics of the manufacturer warranty offered on the proposed BESS, including, but not limited to, cycles, years, capacity, restrictions, etc. as presented by the manufacturer; and
 - 3.12.10.5. The ancillary services (e.g., grid support services such as voltage support) the BESS is capable of providing.
- 3.12.11. Provide the number of installations worldwide (by projects and in MW) of the proposed battery technology (separate out developmental projects and those in commercial operation).
- 3.12.12. Does the project's MISO Interconnection Application include NRIS for the inclusion of the BESS with the proposed solar project? If it does not and the proposed project including the BESS is selected, describe Bidder's plan to update the MISO Interconnection Application or the GIA (as applicable) for the project and to reflect inclusion of the BESS in the project, including the timing of the update and the expected schedule for completion of any studies or material analysis performed by MISO in connection with the update.
- 3.12.13. Confirm that the following principles regarding data collection and use from the Battery Management System (BMS) or other BESS system are acceptable to Bidder and/or the BESS vendor: The data collected from the BMS or other BESS system will be owned exclusively by Buyer and under Buyer's sole control. Buyer will make available to Seller a finite set of data from the BMS or other system necessary for continued warranty support by the BESS vendor. All other access to and use of such data and the BESS will be strictly limited. If Bidder is unable to confirm as requested, state the specific reasons why confirmation cannot be provided.
- 3.12.14. What data, if any, will Seller and/or BESS vendor expect to collect in connection with the proposed BESS for the project? List all data elements.

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- 3.12.15. For each data element, state how the collection and use of data is directly relevant to Seller's performance of the scope of work for the proposed project.
- 3.12.16. If Bidder is unable to confirm the acceptability of the data-related principles outlined in item 3.12.12, describe in detail all the desired uses of any data expected to be collected, including any use involving marketing, data monetization of any kind in any form, product development, incremental service offerings, analysis, or sharing of all or any portion of such data (or information derived therefrom), and the need or justification for such use.
- 3.12.17. Provide a list of any third parties, including parent company, Affiliates, and hosting providers, that will have access to data collected from or by the BMS or other BESS system and Bidder's purpose for sharing such data.
- 3.12.18. Describe how Bidder intends to protect the confidentiality and security of data collected under the proposed project. If Bidder intends to share data with third parties, what confidentiality requirements and use restrictions will apply to such third parties regarding such data?
- 3.12.19. If data will or may be hosted by Seller or vendors, provide a copy of the SOC 2 Type 2 report or similar audit report for the applicable facilities.
- 3.13. *Supplier Diversity in Contracting*
 - 3.13.1. Attach Bidder's or its Affiliate's supplier diversity policies and practices with respect to project contractors, suppliers, and the performance of contracted work.
 - 3.13.2. Confirm that Bidder plans to apply these practices and policies to the proposed resource/project. If Bidder does not have a supplier diversity policy or will follow a different procurement and contracting strategy for the proposed resource, describe in detail the measures that will be taken during development, engineering, procurement, construction and other activities related to the resource to ensure diverse contracting practices are followed.
 - 3.13.3. If available, provide the project target levels for the following business categories for the proposed project in relation to the corporate policies and practices (expressed in percentage targets and overall project spend, and percentage of subcontracting spend):
 - 3.13.3.1. Veteran-owned businesses;
 - 3.13.3.2. Service Disabled veteran-owned businesses;
 - 3.13.3.3. Women-owned business enterprises (WBEs);
 - 3.13.3.4. Minority-owned businesses;
 - 3.13.3.5. LGBT-owned businesses;
 - 3.13.3.6. Small business operating in a HUBZone; and
 - 3.13.3.7. Others, identified by Bidder's or its Affiliate's contract procurement practices or policies.
 - 3.13.4. Indicate the percentage of contracting and subcontracting spend (contracting and subcontracting spend excludes OEM spend and, for clarity, EPC spend that is self-performed) for the proposed project which will be intended for utilizing diverse contracting practices.

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- 3.13.5. Confirm that in the Definitive Agreement Seller will commit to comply with the contracting plan for the retention of, and a target Addressable Spend (as defined in Appendix I) for, diverse and local suppliers.

4. Transmission Interconnection (MISO)

4.1. Transmission Interconnection/Deliverability

- 4.1.1. Provide a complete copy of the submitted interconnection application(s) for the proposed Facility (including, without limitation, the quantity of NRIS and ERIS required by the RFP), a copy of either the MISO letter acknowledging the application or, if available, the actual study results related to such application.
- 4.1.2. If available, provide a copy of the generator interconnection agreement and any and all related or similar agreements for the resource that have been executed or are material for the resource's interconnection, deliverability, or transmission capabilities.
- 4.1.3. If available, provide the interconnection and transmission costs for the proposed Facility and a description of each associated upgrade or improvement; otherwise, provide:
 - 4.1.3.1. The phase of the DPP cycle the resource occupies at the time of proposal submission;
 - 4.1.3.2. The interconnection and transmission costs and associated upgrades or improvements that have been identified and/or estimated by MISO with respect to the interconnection application (inclusive of any request for both ERIS and NRIS and any other required deliverability service for the proposed Facility) for the proposed Facility;
 - 4.1.3.3. The interconnection and transmission costs and associated upgrades or improvements that have been identified and/or estimated by Bidder for the proposed Facility, and if different from the MISO estimate, the reason(s) for the difference(s); and
 - 4.1.3.4. The interconnection and transmission costs for the proposed Facility included in the proposal pricing.
- 4.1.4. Include in the response(s) to item 4.1.3 above a breakdown of the actual (if available) or estimated (if not) transmission owner interconnection facilities costs, standalone network upgrade costs, network upgrade costs, and any other material interconnection and transmission costs.
- 4.1.5. Include in the response(s) to item 4.1.3 above the estimated timeframe for completion of each estimated upgrade.
- 4.1.6. Confirm that the interconnection and transmission costs included in Bidder's proposed purchase are adequate, in Bidder's judgment and experience, for the costs and risks associated with the interconnection, deliverability, and transmission interconnection and transmission cost estimates in the proposal pricing and state the basis for that opinion, including supporting data and material.
- 4.1.7. Confirm that Bidder has agreed to accept the risk that the final interconnection and transmission costs may exceed the costs included in the proposal pricing and that the

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interconnection and transmission upgrades may be completed later (or earlier) than scheduled or expected.

- 4.1.8. If not included in a response above under item 3.6 above (Site Control and Assessment), provide any available information or Bidder's plan regarding land options, land purchase agreements, permits, etc. required to complete the installation of or to use the interconnection facilities (e.g., transmission line rights-of-way).
- 4.1.9. Identify any public or private road, water, land, or other similar crossing required or potentially required for the project to be able to transmit power to the point of change of ownership of the transmission facilities associated with the project and, for each such crossing (other than those on land owned by Seller) and each affected property, identify the expected means and related material details of effectuating the crossing (e.g., buried/underground lines, with expected burial depths, encasements, etc.) and the schedule for obtaining the necessary consents or permissions for the crossing, and, for BOT proposals, confirm that Seller does not intend to rely on Buyer's power of eminent domain to procure such consents or permissions.

5. Environmental

5.1. *Land/Groundwater*

- 5.1.1. Have the previous land uses for the proposed resource/site been identified? If so, list those uses and provide the supporting information.
- 5.1.2. Have any potentially contaminating activities at or nearby facilities/sites been identified? If so, list and describe those identified.
- 5.1.3. Has an environmental impact study been conducted for the resource/site? If so, provide a copy of the study(ies). (See also item 3.6.10 above)
- 5.1.4. If applicable, provide the number of groundwater monitoring or production wells at the Facility/site and provide copies of state registrations for each well.
- 5.1.5. Does Bidder possess or is Bidder aware of documentation or material identifying or concerning the details of the geological and hydrogeological nature of the soil and groundwater underneath the resource/site? If so, provide (if Bidder possesses or can reasonably obtain) or direct Buyer to the source of (if Bidder does not possess or cannot reasonably obtain) such documentation or material. (See also item 3.6.10 above)
- 5.1.6. Has a wetlands survey been completed for the proposed project site? Have any potential wetlands been identified on the property? Provide a copy of any completed wetlands surveys of the property (including desktop reviews and on-site surveys). (See also item 3.6.10 above)

5.2. *Permitting*

- 5.2.1. Provide a list of all environmental, construction, and operation permits required for the project, including permits needed to develop, design, engineer, build, test, commission, own, use, operate, or maintain the project. Provide a copy of any permits received for the project to date.

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- 5.2.2. Provide evidence that Bidder has completed all permitting due diligence necessary to prepare to apply for all required permits (e.g., a copy of the draft permit application(s) or a summary of the permit application requirements, including how those requirements will be met).
- 5.2.3. Provide a “Phase I” environmental site assessment according to ASTM E1527 or evidence and documentation of due diligence specific to the proposed site necessary and sufficient to support such an assessment (e.g., documentation of work necessary to meet the primary components required under a Phase I according to ASTM E1527).
- 5.2.4. Describe any reasonably anticipated permitting obstacles for the proposed project and any pending claims, actions, or disputes related to permitting activities undertaken to date.
 - 5.2.4.1. Has Bidder contacted or otherwise been in communication, directly or indirectly, with any of the local governing bodies regarding the proposed project?
 - 5.2.4.2. If so, for each such governing body, indicate whether it has expressed opposition to or support of the project and briefly summarize its position.
- 5.2.5. Were any de minimis conditions identified in the project site assessments? If so, describe the condition and any expected effect on the project development or schedule.
- 5.3. *Noise/Federal Aviation Administration/Department of Defense/Avian/Wetlands/Archeological/Historical Preservation/Protected and Endangered Species*
 - 5.3.1. Have the requirements for the project site or the Facility to comply with applicable noise, Federal Aviation Administration, Department of Defense, avian, wetlands, archeological, historical preservation, protected species, and endangered species rules, regulations, and laws been determined and assessed? If so, state any special concerns or limitations and note whether any regulatory compliance activity has been undertaken by or for the project owner or any Affiliate or submitted to any governmental agency.
 - 5.3.2. If applicable, what are the anticipated or current controls for noise?
 - 5.3.3. For each parcel forming the project site, identify the location of the nearest residence.
 - 5.3.4. For each parcel forming the project site, identify the location of the nearest business.
- 5.4. *Environmental Compliance*
 - 5.4.1. To the best of Bidder’s knowledge, has the proposed project or the project site been the subject of any complaints or criticism from or concerns expressed by governmental authorities, citizens or citizen groups, business or commercial organizations, or local media regarding environmental matters (including, without limitation, noise, traffic, dust, fishkill, birdkill, riparian matters, planned usage complaints, “Not in My Backyard” complaints, and complaints from nature/sports/recreation enthusiasts/advocates) or adverse commercial effects?
 - 5.4.2. Does Bidder/Seller/parent/project owner have (i) an environmental policy or statement of environmental commitment and (ii) an environmental management

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system that would or may apply to the proposed project or the project site? If so, provide a copy of the policy(ies).

- 5.4.3. List any identified known or potential environmental impediments to project development, provide any associated documentation, and describe the plan to mitigate the impediments.
- 5.4.4. Has an assessment been made to determine if any material capital expenditures or material expenses need to be incurred to comply with any existing or proposed (whether in preliminary or final form) environmental regulations? If so, describe the assessment and its results.

5.5. *Environmental Sustainability*

- 5.5.1. Describe how Bidder plans to design and manage the project site and any appurtenant easements during design and construction, including minimizing environmental and vegetation impacts associated with the proposed solar facility. Include descriptions for planned practices, such as the enhancement of pollinator habitat through use of low-growing native seed mixes, natural ground covers, and natural hedges. (For BOT transactions, the description should be through the substantial completion payment date or, if O&M services are offered as part of the proposal, the expiration of the term of the services offered.)
- 5.5.2. Does Bidder comply with the NREL/NSF Standard 457 regarding Sustainability Leadership for PV modules?
- 5.5.3. Do the modules proposed for the resource contain per- and polyfluoroalkyl substances (“PFAS”), including PFOA, PFOS, GenX, and other similar compounds? If yes, provide additional details regarding the chemical contents of the proposed panels.
- 5.5.4. Are the modules proposed for the resource manufactured via processes that utilize PFAS?

5.6. *Community Outreach*

- 5.6.1. Provide Bidder’s plan for community outreach.
- 5.6.2. Provide a summary of Bidder’s actions to date with regards to community outreach and/or communication with nearby businesses and residences.
- 5.6.3. Provide documentation of any community support or opposition for the proposed project.

6. Project Structure and Finance, Credit, Taxes, and Accounting

- 6.1. *Ownership Structure.* Provide a detailed description and organizational chart of the ownership structure for the proposed project prior to the Closing (BOT transactions) or the Delivery Term start date (PPA transactions) and for at least three years after the Closing or the Delivery Term start date, as applicable.
- 6.2. *Financing Plan.* Provide a reasonably detailed summary of Bidder’s plan for structuring and financing the proposed project and funding the financing, including the sources of debt and equity and, for BOT transactions, whether Seller intends to use balance sheet financing

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(i.e., self-finance the project using Seller and/or Affiliate funds) or unaffiliated third party financing?

- 6.3. *Successful Financings; Financing Discussions.* Provide evidence of at least one recent successful financing completed by Bidder (or an Affiliate) or that potential lenders or investors (including tax equity investors) have been engaged in initial, bona fide discussions to ascertain interest, market conditions, and indicative terms for financing the resource.
- 6.4. *Nominated Seller Parent Guarantor.* After reviewing Appendix F to the RFP, provide the entity that Bidder proposes as the Seller Parent Guarantor (including, without limitation, as a financial co-signer) in respect of any Definitive Agreement and any related agreements with or commitments to Buyer.
- 6.5. *Securitization Plan.* Provide Bidder's/Seller's plan for meeting the credit/collateral requirements outlined in Appendix F (review that appendix thoroughly before answering).
 - 6.5.1. Confirm that Bidder's proposal and plan satisfy the requirements of Appendix F.
 - 6.5.2. Provide the credit certification required by and described in Appendix F and Section 5.1.6 of the Main Body (a form of which is attached as Annex F-1 to Appendix F), signed by a Treasury Officer (as defined in Section 5.1.6 of the Main Body).
- 6.6. *Collateral Form.* Without limiting item 6.5 above, if Bidder is proposing a BOT transaction, describe the form of collateralization (letter of credit, cash holdback, or combination of both) that Seller or Seller Parent Guarantor will utilize during the period from the Closing through the release of post-Closing credit support (see Section B of Appendix F), including, if a blend will be used, the percentage that will come via letter of credit and the percentage from cash holdback at the Closing, the Substantial Completion Payment Date, and other credit adjustment milestones (which must total to 100% of its post-Closing liquid credit support obligation and comport with the requirements of Appendix F).
- 6.7. *Certain Financing Documents.* List any actual or expected (i) resource-specific debt instruments, (ii) credit agreements, indentures, letters of credit, reimbursement agreements, guarantees, indemnities, or assumption agreements and agreements relating to contingent obligations and any amendments thereto, (iii) security or pledge agreements, or (iv) agreements or instruments evidencing a lien or encumbrance on or other right with respect to any of the assets of the resource, relevant, in each case, to financing the proposed project or evaluations of Seller's or Seller Parent Guarantor's creditworthiness or the proposed BOT acquisition transaction.
- 6.8. *Financial Statements.* Provide, in PDF form, the current pro forma financial statements for the proposed project, the audited financial statements for Seller and/or Bidder's proposed Seller Parent Guarantor for the most recent two years, and the current-year reviewed

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quarterly financial statements, including the auditor's opinion and notes to the financial statements, the balance sheet, the income statement, and the cash flow statement (indicating which of the following are being submitted: 10-Ks; 8-Ks; 10-Qs; and Other (describe)), along with the long-term debt structure and lien information that might affect the creditworthiness of Bidder and/or its Seller Parent Guarantor. To the extent the foregoing information was requested and provided as part of the Bidder Registration Process, Bidder may note this fact in its response and provide only the material and information not previously provided. If financial information is consolidated with other entities, the data related to Seller or Seller Parent Guarantor must be extracted and submitted as separate documents by Bidder.

- 6.9. *Seller/Seller Parent Guarantor Information.* The proposal must include the information requested in items 6.9.1 through 6.9.7 below for Seller and any entity that Bidder proposes as a Seller Parent Guarantor in respect of any Definitive Agreement. To the extent any of the foregoing information was requested and provided as part of the Bidder Registration Process, Bidder may note this fact in its response and provide only the material and information not previously provided.
- 6.9.1. Type of Business
- Corporation
 - Limited Liability Company
 - Partnership
 - Other (describe)
- 6.9.2. Organization
- Legal Corporate Name
 - Street Address
 - City, State, Zip Code
 - Dun & Bradstreet Number
 - Federal Tax ID Number
 - Beneficial Ownership
 - List of Executives and Directors
- 6.9.3. Credit Contact
- Name
 - Title
 - Phone Number
 - Email Address
- 6.9.4. For Corporations/Limited Liability Companies
- Date and State of Incorporation/Registration
 - Street Address
 - City, State, Zip Code
- 6.9.5. For General Partnerships
- Name of General Partner
 - Address of General Partner/Registered Agent

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- City, State, Zip Code
- 6.9.6. For Others, similar relevant information
- 6.9.7. Most recent credit rating (if any), as determined by Moody's, S&P, and/or Fitch.
- 6.10. *Pending Claims.* List any pending claims, actions, disputes, or other proceedings currently pending or threatened against the project.
- 6.11. *Bankruptcy.* Provide copies of all relevant, material bankruptcy court filings or orders, including any order discharging Bidder, Seller, and/or the proposed Seller Parent Guarantor from the bankruptcy proceedings and any order that could reasonably be expected to adversely affect the proposed project or credit support for Seller's obligations with respect to the project.
- 6.12. *Tax Abatement and Mitigation.* Provide any tax abatement, tax reduction, tax deferral, tax mitigation, or similar agreement or arrangement executed by or on behalf of Bidder/Seller or any Affiliate with any federal, state, or local authority or other third party with respect to or affecting the project or the project site, including all amendments to any such agreement and any equipment or services related to the project or the project site. If no such agreement is in place, identify and describe any proposed tax abatement, tax reduction, tax deferral, tax mitigation, or similar arrangement proposed for the project or assumed in the proposed purchase price.
- 6.13. *Property Tax Protests.* Provide relevant documents related to any formal or informal property tax protests, litigation filed, related correspondence, legal opinions received, and judicial or administrative decisions rendered during the last ten years and year-to-date, and current status of any such proceedings with respect to the project site or the project.
- 6.14. *Property Tax Agreements.* Provide copies of any formal or informal property tax agreements (*i.e.*, PILOT, TIP, etc.) with state or local authorities in force during the preceding five years or effective in the current year or succeeding years with respect to the project site or the project.
- 6.15. *Tax Jurisdictions.* List all applicable tax jurisdictions, tax rates, millage rates, assessment ratios, and the current equalization ratio.
- 6.16. *Available Tax Benefits.* Describe any other awards, grants, incentives, special tax treatment or credits (excluding the federal investment tax credit for solar-powered generation facilities established pursuant to Section 48 of the U.S. Internal Revenue Code ("**ITC**")), tax abatements (see 6.17 for Property Tax Abatements), tax reductions, incentives, or subsidies that are or may be available to the proposed resource or project. Describe the same, identify any applicable critical schedule deadlines, and indicate the anticipated likelihood of Bidder/Seller and/or the proposed resource receiving the same.

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- 6.17. *Property Tax Abatements.* If you answered “yes” to the Property Tax Abatements question in row 41 of the Proposal Submission Template, please provide critical schedule deadlines and indicate the anticipated likelihood of Bidder/Seller and/or the proposed resource receiving the specified property tax abatements.
- 6.18. *Effects if Tax Benefits Not Received.* Identify the economic and other effects on the proposed resource or project in the event that any applicable award, grant, incentive, special tax treatment or credit (excluding the ITC), abatement, reduction, or subsidy is not received.
- 6.19. *ITC.* Describe how the ITC would apply to the Solar PV Resource included in the proposal. Include in the description the guaranteed ITC percentage (30%, 26%, 22%, or 10%) for the project and material factors related to the proposed transaction that could eliminate, reduce, or adversely affect the ITC for the project, including, for BOT transactions, Buyer’s right to receive the ITC.
- 6.19.1. Describe which safe harbor option under Notice 2018-59 was or will be used to satisfy the start-of-construction requirement for the proposed project (the physical work test or the five percent (5%) safe harbor test). Describe in detail the actions that have been or will be taken to achieve the selected safe harbor. If the physical work test was or will be satisfied, indicate whether the work was done or will be done at the project site or offsite and describe in detail the work that was done or will be done (e.g., twenty percent (20%) of the racking system was installed onsite during 2021, or pursuant to a contract, an offsite manufacturer began and completed construction of a step-up transformer in 2021 and such transformer is uniquely designed for the project). If the five percent (5%) safe harbor was or will be satisfied, indicate what type of “energy property” (as described in Notice 2018-59) was or will be purchased, where such “energy property” is being stored, and the ratio of the cost of such safe harbor “energy property” as compared to the total “energy property” estimated for the project (e.g., if the safe harbor “energy property” cost \$8 million and the total “energy property” is estimated to cost \$80 million the ratio would be 10%).
- 6.19.2. For BOT transactions, provide the ratio of the estimated cost of the “energy property” (as described in Notice 2018-59) to the total purchase price for the project. For example, if the total purchase price is \$100 million, and the “energy property” costs \$80 million, the ratio would be 80%. Confirm that, for BOT transactions, the proposed purchase price for the project does not include or reflect the effects of the ITC for the project.
- 6.19.3. Generally describe the project assets that would be covered by the ITC.
- 6.20. *Tax Minimization Plan.* Describe all efforts and plans to minimize sales, use, Texas gross receipts, transfer, or similar taxes applicable to the development, engineering, design, procurement, construction (including installation and assembly), commissioning, testing, purchase, or transfer of the Facility and other assets to be acquired by Buyer in a proposed BOT transaction or to the development, engineering, design, procurement, construction

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(including installation and assembly), commissioning, or testing of or in connection with the Facility in a proposed PPA transaction.

- 6.20.1. Provide estimates of such taxes applicable to engineering, design, procurement, construction, commissioning, and testing of the Facility. To the extent Bidder's position is that a sales, use, gross receipts, transfer or similar tax is not applicable to one or more of such activities, explain the basis for such position.
 - 6.20.2. For BOT transactions, provide estimates of such taxes applicable to the transfer of the Facility. If Bidder takes the position that transfer taxes are not applicable to the purchase and transfer of the Facility, explain the basis for such position.
- 6.21. *Accounting Certification.* If requested by ESL, provide the accounting certification described in and completed as required by Section 5.1.4 of the Main Body (a form of which is attached hereto as Annex D-1), signed by an Accounting Officer (as defined therein).

7. Operation and Maintenance Services

- 7.1. *Standard Scope and Agreement.* If Bidder is offering to provide in a proposal for a BOT transaction project operation and maintenance services, provide a redline copy of any and all objections and questions to the Model O&M Agreement (Appendix H) and all referenced Appendix H associated Attachments, the pricing for 3-year, 5-year, and 10-year service terms, and the operation and maintenance service provider (each of which must be in accordance with the requirements of the RFP, Appendix B-2 (Scope Book) and the scope of the services described in the Model O&M Agreement (Appendix H)). The proposed pricing may differ based on the proposed service term.
- 7.2. *Variant Scope and Agreement.* If, in addition to offering to provide in a proposal for a BOT transaction project operation and maintenance services that match the permitted terms and required scope for such services set forth in the Model O&M Agreement, Bidder wishes to offer to provide a scope of project operation and maintenance services that differs from the scope set forth in the Model O&M Agreement, provide a reasonably complete and detailed explanation of the operation and maintenance services proposed, including, without limitation, how they differ from the scope set forth in the Model O&M Agreement, and the proposed pricing and service term(s) for such services.

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Annex D-1
Form of Accounting Certification

2021 ETI SOLAR RFP
ACCOUNTING CERTIFICATION

Bidder acknowledges that Entergy Texas, Inc. (“ETI”) will not enter into a power purchase agreement or any related agreement pursuant to the 2021 Request for Proposals for Solar Photovoltaic Resources for Entergy Texas, Inc., that will or may result in the recognition of a long-term liability on the books of ETI (of any of its affiliates).

The undersigned individual hereby certifies that *{he/she}* is an Accounting Officer (as such term is defined in Section 5.1.4 of the Main Body of the RFP) and that, to the best of *{his/her}* knowledge, as of the date hereof, neither the Model PPA (Appendix C to the RFP) nor the transactions thereunder or contemplated thereby will require, under the accounting standards and generally accepted accounting principles in the United States (US GAAP) existing at the time of this certification or that will be in effect during the term of the proposed power purchase agreement with ETI, the recognition of a long-term liability by ETI or any of its affiliates on its or any of its affiliates’ financial statements by any means, including through lease, “variable interest entity,” or derivative accounting or for any other reason.

Bidder Number *{Insert Bidder Number Assigned to Bidder}*

By:_____

Name:_____

Title:_____

Date:_____

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