



*Appendix A
Glossary*

2022 Fall Request for Proposals

*Renewable Resources
For Entergy Mississippi, LLC*

Entergy Services, LLC

November 17, 2022

APPENDIX A GLOSSARY

The following terms, when used in the RFP (other than in the model contracts appended to the Main Body), with initial letters capitalized, have the meanings set forth below, unless the context otherwise requires:

“2022 EML Fall Renewables RFP” or “RFP” means the 2022 Fall Request for Proposals for Renewable Resources for Entergy Mississippi, LLC (including all Appendices and other attachments thereto).

“2022 EML Fall Renewables RFP Website” has the meaning given that term in the Main Body.

“Addressable Spend” has the meaning given that term in the Appendix F.

“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.

“BESS” means battery energy storage system.

“Bid Event Coordinator” means the individual identified in 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 EML 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(s)” 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.”

“BOT” means build-own-transfer and has the meaning given that term in 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 EML.

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“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.

“Contract Energy” means the energy associated with or provided or to be provided from the Contract Capacity, but excluding storage available Capacity for the BESS

“Contract Capacity” means the entire available Capacity of the Facility.

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

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

“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, if applicable, the Seller Parent that provides a parent guaranty.

“CET” means Credit Evaluation Team and has the meaning given that term in Appendix D.

“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 or PPA 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.

“DoC” means the U.S. Department of Commerce.

“Eligible Agency Rating” has the meaning given that term in Appendix E.

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

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

“EML” means Entergy Mississippi, LLC (including its successors and assigns).

“EML-Allocated Cost Recovery Risks” has the meaning given that term in the Main Body.

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“EML Load Node” means the “Energy Financial Delivery Point,” as defined in the Model PPAs included as Appendix C to the RFP, which is the Commercial Pricing Node (as defined in the MISO Rules) included in the Commercial Model (as defined in the MISO Rules) for Entergy Mississippi, LLC’s load (or the equivalent thereof recognized by the Balancing Authority applicable to the Delivery Portion (as defined in the PPA)). As of the Effective Date, the Energy Financial Delivery Point is EMBA.EMLLD.

“EML Transmission System” has the meaning set forth in the Model BOT Agreement.

“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 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 Arkansas, LLC, Entergy Louisiana, LLC, Entergy Mississippi, LLC, Entergy New Orleans, LLC, and Entergy Texas, Inc.

“Entergy Regulated Affiliate” means ESL, Entergy Operations, Inc., any of the Entergy Operating Companies or System Energy Resources, 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” means engineering, procurement, and construction and has the meaning given that term in the Main Body.

“ESL” means Entergy Services, LLC (including its successors and assigns).

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

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

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

“FNTP” means a full notice for Seller to proceed with construction of the Facility under a Definitive Agreement that is a BOT acquisition agreement, as more particularly described in the Model BOT Agreement.

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“Guaranteed Commercial Operation Date” has the meaning given that term in the Model PPAs included as Appendix C to the RFP

“GIA” means Generator Interconnection Agreement and has the meaning set forth in the Model Solar BOT Agreement.

“Government Guidance” has the meaning given that term in of the Main Body.

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

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

“ITC” means the federal investment tax credits for renewable energy generation facilities established pursuant to Section 48 and Section 48E of the U.S. Internal Revenue Code (or successors thereof)

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

“Letter of Credit Milestone” has the meaning given that term in Appendix E.

“Liquid Credit Support Milestone” has the meaning given that term in Appendix E.

“Main Body” means the document generally describing the RFP and to which fourteen (14) Appendices 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 Solar BOT Agreement.

“MISO” means Midcontinent Independent System Operator, Inc.

“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 PPAs” has the meaning given that term in the Main Body.

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“Model Solar BOT Agreement” has the meaning given that term in the Main Body and means the document included in the RFP as Appendix B-1.

“Model Solar PPA” has the meaning given that term in the Main Body and means the document included in the RFP as Appendix C-1.

“Model Wind PPA” has the meaning given that term in the Main Body and means the document included in the RFP as Appendix C-2.

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

“MPSC” means the Mississippi Public Service Commission

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

“Notice” has the meaning given that term in Appendix D.

“NRIS” means “Network Resource Interconnection Service”, 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.

“NU” means Network Upgrades and 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.

“PFAS” has the meaning given that term in of Appendix D-1

“Portfolio Exposure” means the total credit support exposure (including parent guarantees) of Buyer and its Affiliates to Seller and its Affiliates (including Seller Parent Guarantor).

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“PowerAdvocate” means the software 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, as defined in the Main Body.

“PPA” means power purchase agreement and has the meaning given that term in the Main Body.

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

“Proposal Package” means a completed Proposal Submission Template, completed responses to Appendix D and related attachments, and certain other documents, including, without limitation, an executed Proposal Submission Agreement, as more fully described in the Main Body.

“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 EML with respect to the Self-Build Option(s) and Entergy Competitive Affiliates) to submit Proposal Packages.

“Proposal Submission Fee” means the amount required to be paid by Bidder for each proposal registered by Bidder 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.

“Proposal Submission Period” means the period of time in which a proposal is permitted to be submitted into the RFP as set out in the RFP Schedule.

“Proposal Submission Process” means the process Bidders are required to follow to submit proposals into the RFP and that is otherwise applicable to such proposals, as set out in the Main Body.

“PTC” means the federal production tax credits for renewable energy generation facilities established pursuant to Section 45 and Section 45Y of the U.S. Internal Revenue Code (or successors thereof).

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

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“QF” means Qualifying Facility has the meaning ascribed to it in the Public Utilities Regulatory Policy Act of 1978.

“Required Letter of Credit Amount” has the meaning given that term in Appendix E.

“Required Liquid Credit Support Amount” has the meaning given that term in Appendix E.

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

“RFP Schedule” means the schedule of milestones related to the RFP set forth in 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.

“SANU” means Standalone Network Upgrades and 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.

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

“Self-Build Option(s)” has the meaning given that term in the Main Body.

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

“Self-Build Option Proposal Submission Deadline” has the meaning give that term in 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.

“Seller Parent Guaranty” has the meaning given that term in Appendix E.

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

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

“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.

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“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.

“Tax Credit Labor Requirements” has the meaning given that term in Appendix D.

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

“TOIF” means “Transmission Owner’s Interconnection Facilities” and 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 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.

“Wind” means wind used as the sole source of energy to produce electricity.

“ZRC(s)” means Zonal Resource Credit and has the meaning given that term in the Model PPAs included as Appendix C to the RFP.