

OKLAHOMA GAS AND ELECTRIC COMPANY



2022 SOLAR REQUEST FOR PROPOSALS

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Definitions

Except in those certain instances where the context states another meaning, the following terms, when used in this Request for Proposals document, shall have the meanings below. These Request for Proposals definitions do not supplant the definitions used in the Form Build Transfer Agreement attached to this Request for Proposals.

“Accredited Capacity” means capacity that meets the resource adequacy requirements as determined in accordance with SPP Planning Criteria.

“Bid” means one offer made in response to the Request for Proposals.

“Bidder” means a single legal entity submitting one or more offers in response to the Request for Proposals.

“BTA” means Build Transfer Agreement, a document establishing the terms of a purchase and sale transaction of a Generation Facility upon mechanical completion between a utility and an entity developing the Generation Facility. The transaction is inclusive of all equipment, Permits, licenses, and contracts.

“Capacity” means the quantity of electric power produced by a Generation Facility at a point in time, as measured in kilowatts or megawatts in alternating current (“AC”). For energy storage, “power capacity” represents the maximum instantaneous electric output that a given energy storage system is rated to produce when starting from a fully charged state, while “energy capacity” has an elapsed time dimension and represents the cumulative stored electric output potential of the energy storage system.

“Commission” when used in the singular means the Oklahoma Corporation Commission.

“Commissions” means collectively the Oklahoma Corporation Commission and the Arkansas Public Service Commission.

“Energy” means an amount of electricity that is bid or offered, produced, purchased, consumed, sold or transmitted over a period of time, which is measured or calculated in megawatt hours (“MWh”).

“Generation Facility” means a facility capable of supplying electric power and all associated balance of plant, parts, fixtures and equipment, as well as all equipment necessary to interconnect to SPP. Generation Facilities eligible for the Request for Proposals are either solar photovoltaic or co-located solar photovoltaic combined with an energy storage system.

“Hybrid Project” as used herein, means a co-located solar photovoltaic and energy storage Generation Facility.

“Integrated Marketplace” means SPP’s Energy and Operating Reserve Markets and the Transmission Congestion Rights Markets.

“IRP” unless otherwise noted, shall refer to OG&E’s 2021 Integrated Resource Plan found

here: <https://ogeenergy.gcs-web.com/static-files/6fd094d7-f7d6-4dae-8ec9-7482d0071a34>.

"ITC" means the federal investment tax credit for qualifying solar energy and energy storage systems, as defined by the Inflation Reduction Act of 2022.

"Permits" means all permits, exemptions, variances, registrations, licenses, certifications, inspections, approvals, waivers, consents, franchise or other authorizations required from any governmental authorities.

"Project" means a new supply-side solar photovoltaic Generation Facility or combined solar photovoltaic and energy storage Generation Facility intending to interconnect to the SPP transmission network. In this RFP, supply-side Generation Facilities using solar photovoltaic or combined solar photovoltaic and energy storage are also called Projects.

"PTC" means the federal production tax credit for qualifying solar energy systems, as defined by the Inflation Reduction Act of 2022.

"Site" means parcel(s) of real property on which the Project shall be constructed having a single interconnection queue position at an active study stage at the time of Bid submission in SPP DISIS 2021-001 or an earlier SPP DISIS study group.

"Solar-only Project" means a Project with only a solar photovoltaic Generation Facility.

"SPP" means the Southwest Power Pool, the nonprofit regional transmission operator providing transmission services to OG&E and other utilities across Midwestern and Southwestern states.

1 2022 OG&E Solar Request for Proposals Overview

This document constitutes a Request for Proposals ("RFP") from qualified outside parties to supply utility scale solar photovoltaic ("PV") Generation Facility(ies), as standalone PV assets or in paired PV and energy storage systems ("Hybrid Projects") to Oklahoma Gas and Electric ("OG&E" or "the Company"), a subsidiary of OGE Energy Corp. This RFP will be administered in a fair, just, and reasonable manner consistent with Commission rules for competitive procurements Oklahoma Administrative Code ("OAC") 165:35-34 ("Commission Rules"). All communications will be governed by the process discussed in Section 2.1 to ensure fair and equitable treatment for all Bidders. A high-level summary of this RFP is provided in Table 1.

Table 1: OG&E 2022 Solar RFP Summary

Attribute	Requirement
Capacity	Minimum of 50 megawatts ("MW") and maximum of 450 MW nameplate.
In-Service Date	OG&E is seeking that Solar-only Project or Hybrid Project capacity be available to satisfy OG&E's resource adequacy obligations starting in 2023. Facilities may be placed in service as early as 2023 but must be in service no later than May 1, 2027, with a preference for earlier in-service dates.
Capacity Types	PV or PV with co-located with energy storage.
Contract Type	Build Transfer Agreement.
Location	SPP, with preference for OG&E's service territory in Oklahoma or Arkansas.
Interconnection Status	Bids must be for an individual Solar-only Project, or a co-located Hybrid Project and must be active in SPP DISIS 2021-001 or earlier SPP DISIS study.

A Technical Conference will be held as part of the process to finalize the RFP. Bidders are encouraged but not required to attend the Technical Conference to provide comments on the draft RFP. Comments and feedback on the draft RFP are also encouraged to be submitted to OG&E via email in advance of the Technical Conference. All feedback received through close of business on the day of the Technical Conference will be considered in establishing the final RFP. The Technical Conference will be held from 10:30 AM to 12:00 PM Central Prevailing Time ("CPT") on October 7, 2022. Interested parties may request meeting details by sending an email to Solar2022RFPComm@oge.com. OG&E will respond with meeting call-in information to requests received by October 6, 2022.

The schedule for this RFP is provided in Table 2; OG&E reserves the right to change the schedule at any time and at its sole discretion.

Table 2: Schedule for OG&E 2022 Solar RFP

Item	Date
Draft RFP Issue Date	September 22, 2022
Draft RFP Technical Conference	October 7, 2022
RFP Final Issue Date	October 11, 2022
Questions Deadline	November 1, 2022
Notice of Intent to Bid Due Date	November 2, 2022
Bid Due Date	November 3, 2022

Item	Date
Bid Opening Day ¹	November 4, 2022
Selection of Projects for Negotiation (expected)	January 13, 2023
Complete Negotiations (expected)	May 1, 2023

The terms and conditions of this RFP may, at any time, be changed, postponed, withdrawn, and/or canceled, including any requirement, term, or condition of this RFP, any and all of which shall be without any liability to OG&E. All changes to the schedule will be posted under “Current Opportunities” at <https://www.oge.com/wps/portal/ord/who-we-are/supplierscontractors> (“RFP Website”). OG&E will endeavor to notify all participants who have filed a timely Notice of Intent to Bid of any such cancellations, modifications, or schedule changes that are made prior to the Bid due date. However, it is Bidder’s responsibility to monitor the RFP Website. OG&E will have no responsibility for failing to notify Bidders of any changes, postponements, withdrawals, and/or cancellations.

2 RFP Process and Requirements

This section outlines the communication requirements and Bidder requirements related to this RFP.

2.1 Communication Requirements

All communications regarding the RFP, other than Bid submissions, should be directed to: Solar2022RFPComm@oge.com. Any unsolicited direct contact with employees or representatives of OG&E concerning this RFP is not allowed and may constitute grounds for disqualification. See Section 2.2 for instructions regarding Bid submission.

2.1.1 Questions

2.1.1.1 Questions to OG&E

Prospective Bidders are encouraged to submit questions about this RFP on or before the deadline for submission of questions listed in the schedule. All questions, and responses to those questions, will be posted to the “RFP Website” within five (5) business days after receipt of the question to the best of OG&E’s capabilities. Questions submitted will not be treated as confidential, and the question and answer may be shared for the benefit of other interested parties via the RFP Website. However, Bidder names will not be included in question and answer material posted to the RFP Website. OG&E’s objective in posting these questions and answers is to ensure that all Bidders have equal access to information that may be potentially relevant to their Bids.

Should OG&E determine it is necessary to provide confidential information to provide necessary information for Bidders, then Bidders wishing to receive responses to such questions will be required to sign the Mutual Nondisclosure Agreement (in Appendix B) prior to Bid submission and receive a counter-signed copy of that agreement from OG&E before receiving the OG&E question response. The determination of whether confidential treatment is required will solely be at the discretion of OG&E.

¹ In compliance with the Commission Rules, Bids shall be opened virtually and participants, as indicated in section 165:35-34-3 (d) (1) (B) of the Commission Rules, may attend and monitor the opening of the Bids. Attendees will be required to register in advance.

2.1.1.2 Questions to Bidders

Following the submission of Bids, OG&E may request clarification and additional information from Bidders at any time during the evaluation process. Responses shall be considered part of the Bid and treated in accordance with Section 2.2.7. Bidders that do not respond promptly to such information requests or do not provide adequate information may be eliminated from further consideration or have the information in their Bid(s) modified by OG&E to produce a reasonable and appropriate evaluation. Bidders may not alter their Bid(s) in response to requests for additional information.

2.1.2 Notice of Intent to Bid

Notice of Intent to Bid ("NOI") is mandatory for Bids to be accepted. Submittal of NOI does not bind Bidders to submit a Bid; however, submittal of a Bid does require that a NOI has been submitted by the NOI due date. Bidders must submit a NOI for each Bid planned to be made by midnight, CPT on the date prescribed on the RFP schedule provided in Table 2: Schedule for OG&E 2022 Solar RFP. The NOI form is included as Appendix A and is to be submitted via email to Solar2022RFPComm@oge.com. Receipt of the NOI will be confirmed via email from OG&E to the Bidders. After receipt of the NOI, Bidders will be provided an anonymous identification code for the Bidder and each Site to include in their Bid Summary Form(s) which will be shared with authorized parties at the Opening Day for Bids. This identification code should also be used to name all Bid files submitted as detailed below.

The NOI Form is found in Appendix A. There is no fee payable to OG&E for submitting NOI(s) or Bid(s) for this RFP. However, Bidders are solely responsible for all costs they incur in preparation of their Bid(s) and participation in this RFP process.

2.2 Bid Submittal Requirements

This section outlines the content and form requirements for all Bids submitted in response to this RFP. Bids that do not all include the information requested in this section will be ineligible for further evaluation unless the information requested is not applicable or relevant to a given Bid.

2.2.1 Mutual Nondisclosure Agreement

Each Bidder is required to submit a signed Mutual Nondisclosure Agreement (Appendix B) with its Bid(s). A single agreement can be submitted to cover all Bids from a Bidder. OG&E will return by email a countersigned copy of each appropriately completed Mutual Nondisclosure Agreement to the Bidder within five (5) business days.

Bidders who completed a Mutual Nondisclosure Agreement as part of the question and answer part of this RFP process (per Section 2.1.1.1) should submit that signed agreement with their Bid(s).

2.2.2 Bid Summary Form

Each Bid must include a summary providing information about the Bid which will be shared and may become public information on Opening Day. If submitting multiple Bids for an individual Site, please clearly identify and summarize each Bid in a single Bid Summary Form (Appendix C) for the Site. Bidders are limited to four (4) Bids for each individual Site. Those Bids can be comprised of any combination of:

- PV Nameplate Capacity (between 50 and 450 MW_{AC} in capacity allowed).

- Energy Storage Nameplate Power Capacity (any value not exceeding the associated PV Capacity and such that the sum of PV Capacity and Energy Storage Power Capacity of a Hybrid Project does not exceed 450 MW).
 - All energy storage must be configured with a minimum 4-hour duration (i.e., at least a 4:1 ratio of “energy capacity” to “power capacity”). OG&E will not be evaluating standalone energy storage Projects as part of this RFP nor Hybrid Projects for which the PV and energy storage components are commissioned at different times or are part of different legal transactions. OG&E issued a separate Flexible Resource RFP in June 2022 for which standalone energy storage systems are eligible to Bid.
- In-Service Date (between January 1, 2023, and May 1, 2027, with a preference for earlier in-service dates).

Bidders should utilize the identification code(s) from the NOI confirmation in the appropriate fields on the Bid Summary Form and should further name the file(s) submitted to OG&E using the naming conventions that will be provided in the NOI confirmation. Appendix C will be the only file shared with attendees at the Bid Opening.

2.2.3 Bid Narrative

Each Bid must include a written discussion submitted as an Adobe PDF document that includes responses for each of the following topics. The narrative topics should be organized under the following 12 headings, with each heading beginning on a separate page. The narrative discussion should be as concise as feasible while being thorough.

If multiple Bids are submitted for a single Site, Bidders can either submit a single narrative covering all Bids or separate narratives for each Bid. This option is offered to reduce administrative burdens on Bidders, and OG&E will not penalize or reward Bidders based on the number of narrative files they submit.

1. Summary of Bid, including overview of technical specifications.
 - This section should include a discussion of the proposed technology including a description of the equipment (e.g., solar cells, modules, inverters, and tracking equipment for PV Projects and additionally battery pack, battery management system, and power conversion system for Hybrid Projects), its performance history, all major warranties, and any unique features associated with the Project design.
 - Please limit the summary to three (3) pages.
2. Operations and Maintenance (“O&M”) Plan.
 - In the plan write-up, include a discussion of any O&M agreements and other material, existing agreements to be assumed by OG&E. Services provided under such agreements, including any limitations on the operations of Project equipment should be clearly specified.
3. Risk Mitigation Plan, including mitigating risks posed by natural disaster, physical threats and cyber threats and vulnerabilities as well as the hazards from the routine operation of the Project.

- For Hybrid Projects, also highlight how particular safety risks (related to the proposed technologies) will be mitigated.

4. Financing Summary.

- Include a detailed discussion of its proposed financing plan to demonstrate reasonable ability to finance the proposed Project. Describe Bidder's sources of financing (e.g., new equity, equity contribution from guarantor/parent company) for each Project phase and all available lines of credit. Bidder should also discuss how this Project and its financing may affect the credit metrics and credit ratings of the Bidder and/or its parent company, corporate affiliate, or other credit guarantor.
- If Bidder is relying on a guarantor for credit support, the financing plan should describe the corporate relationship between Bidder and guarantor, as well as a statement regarding the proposed guarantor's willingness to provide guarantee acceptable to OG&E.
- If the equity contribution is from Bidder's parent company or corporate affiliate, the funding source at the parent or affiliate level (cash in hand, debt, new equity) should be described.
- Identify and describe the source of required security at each stage of the Project's life and provide a plan for posting it. Include a demonstration of the ability to post the security.
- Identify whether the ITC or PTC is assumed in the Bid, with designation of construction start date for tax credit purposes as well as assumed eligibility for tax credit adders for domestic content, prevailing wage and apprentice labor, and/or energy community locations with supporting explanation.

5. Impact on Local Economic Conditions.

- Summarize how local stakeholders have been, and will continue to be, engaged in the development of the Project.
- Indicate expected impacts on the local economy within OG&E service territories in Oklahoma and/or Arkansas. Factors which may be considered include use of local materials and other resources, use of local labor and other sources of job creation for the OG&E customer base, tax benefits, or other benefits accruing to OG&E customers.

6. Impact on Environmental Conditions

- Describe the environmental effects of Project construction and operation on wetlands, terrestrial environment (wildlife, including avian protection), aquatic environment (including fish and aquatic organisms), threatened and endangered species protection, agricultural areas, corridors needed to connect to the transmission grid, state-designated scenic byways, visual landscape and visibility impacts, archaeological and historical sites, landmarks and sensitive areas, noise impacts, transportation impacts including Federal Aviation Administration impacts, and any other identified impact.

- Discuss environmental impacts and requirements related to end of life equipment disposal and, for Hybrid Projects, also of intra-life re-powering of energy storage components.
7. Siting and Permitting Plan, including descriptions of operational permits, land acquisition and site control strategy and status for all necessary uses, undisturbed access, exposure to solar rays, and flexibility for Project modifications.
- A summary of all pertinent land lease or other site control agreements and a commitment to provide all associated agreements, upon request from OG&E, following the threshold evaluation.
 - Also describe all licenses and Permits required to construct and operate the Project and the status of acquiring or completing such licenses and Permits.
 - Include a discussion of zoning issues and existing and planned land uses in all directions surrounding the Site.
8. Interconnection Plan, including indication of expected network upgrade requirements and new facilities associated with new or upgraded interconnections.
- Describe the location of the proposed point of interconnection, such as the name of an existing substation or switchyard, or the point on an existing transmission line, such as x-miles south of ABC Substation or halfway between ABC and XYZ substation.
 - Indicate if the proposed Project will require a new transmission interconnection or an expansion or modification of an existing interconnection with the SPP system.
 - Describe the new electric interconnection facilities that have been included in the Bid price, including the size, length, and location of any transmission line and size and list of substation equipment for which the transmission customer (Bidder) will be responsible for building and owning.
 - If network upgrades are included, describe the specific transmission elements to be upgraded and include a narrative description of the upgrade plan.
9. Critical Path Schedule.
- Provide a detailed schedule with critical path milestones for the Project that includes activities from the period of selection as a winning Bidder to the commercial operation date, including all testing activities.
 - Include descriptions of construction start dates for ITC or PTC purposes.
10. Project Organization and Management. Please include the following in this section:
- Organizational chart for the Project that lists the participants and consultants and identifies the management structure and responsibilities. That chart or another chart should include the key management personnel, titles, and lines of responsibility or reporting requirements for the Project team.
 - For each of the participating organizations (developer; architectural and engineering firm; engineering, procurement, and construction firm; environmental staff or

consulting firm; legal services, etc.), brief statements listing specific experience of the firm, other projects of similar nature and size, and any evidence that the participants have worked jointly on other Generation Facilities.

- Documentation regarding the contractual relationship between the Bidder organization and all additional participants or vendors. Indicate the status of any arrangements between the Bidder and vendors.
- Resumes of the important management and support staff dedicated to the Project.

11. Development Experience for Proposed Generation Facilities. Bidders are required to demonstrate experience and capability to successfully develop the Project as proposed. OG&E is particularly interested in a team which has demonstrated success with Generation Facilities of a similar technology, size, and location and can demonstrate an ability to effectively work together to bring new-build Generation Facilities to commercial operation successfully.

- Provide profiles of at least one (1) and no more than five (5) similar Generation Facilities the Bidder has successfully developed to commercial operation. Include the following information as part of each profile:
 - Name of the Generation Facility
 - Location of the Generation Facility
 - Generation Facility size and technology(ies), including energy storage power and energy capacity for any Hybrid Projects
 - Purchasing utility or other entity
 - Development schedule and commercial operation date
 - Average capacity factor of the Generation Facility over its entire term of operation
 - Average availability factor of the Generation Facility over its entire term of operation
 - Bidder's role
 - Any environmental violations
- Describe experience within the SPP Integrated Marketplace that is relevant to this RFP.
- Provide copies or summaries of report material related to safety of operations, including reports on reportable injuries; instances of accidents, injuries, or fatalities; lost workday injuries; loss of operations due to safety issues; etc. at Generation Facilities currently owned or maintained by the Bidder.
- Describe Bidder's commitment to safety of operations including any operating practices designed to encourage safety commitments.

12. Brief Narrative Summary of any Changes Sought to Form BTA. Where necessary, Bidders should provide a brief explanation of and rationale for changes sought to the BTA. This is in addition to the redline mark-up of the Form BTA.

To maintain confidentiality of the Bids, Bidders are asked to label their files with the identification code provided in response to the NOI, and the files should be named consistently with the conventions

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established in the Bid Summary Form. This same naming convention should apply to the appendix forms submitted. No individual file submitted should be larger than 10 MB. If multiple narrative files are submitted for a Bid, please separate the files into Volume I, Volume II, etc. to conform to the maximum file size.

2.2.4 Bid Certification and Attribute Forms

Each Bidder must submit a Certification and Authorization Form available in Appendix D. Bidder can submit a single Appendix D file identifying all Bids it is offering.

Bidders must complete and submit a set of Microsoft Excel (“MS Excel”) Bid Attribute Forms available in Appendix E and listed in Table 3. These forms will contain essential information about each Bid, and a separate set of forms and related information must be submitted with each Bid.

Table 3: Bid Attribute Forms

Form ID	Form Title
Form A	Bidder Contact Information
Form B	Project Description
Form C	Project Hourly Operational Profile
Form D	Operational Information – Availability Profiles
Form E	Expected Annual Data for Cost, Performance, and Permitting
Form F	Critical Path Schedule
Form G	Financing Information
Form H	BTA Pricing

To maintain confidentiality of the Bids, Bidders are asked to label their files with the identification code provided in response to the NOI and the Bid files should be named consistently with the conventions established in the Bid Summary Form.

2.2.5 Additional Required Attachments to Bids

In addition to the Bid narrative and all forms specified in Appendices A through F, please provide the information described in this section. Bidders should use identification code provided in response to the NOI along with “Attachment” for each item submitted.

If multiple Bids are submitted for a single Site, Bidders can submit a single version of relevant attachments (e.g., solar study reports, financial statements, redlines of legal agreements) covering all Bids or separate attachments for each Bid. This option is offered to reduce administrative burdens on Bidders, and OG&E will not penalize or reward Bidders based on the number of attachment files they submit.

- i. Solar study report(s) from qualified external consultants indicating historical and projected solar irradiance for the Site, solar shading, and annual and monthly energy output projected for each year of the 30-year life of the Project. Annual estimates should be provided for the P10, P50, and P90 conditions.

- ii. An hourly annual electricity output profile for the first year of Project operation as a MS Excel attachment. The profile should be provided in a single column (8760 x 1 MS Excel format) with values in MWh.
- iii. For Hybrid Projects, an hourly schedule (in 8760 x 1 MS Excel format) with values in MWh of how the storage will be charged from PV in the first year of operation.
- iv. A U.S. Geological Survey-based map or maps showing the location of the proposed development Site and the anticipated placement of all major equipment at the Site including transmission-related facilities. The included content should highlight fully the ownership status of land area required for the Project.
- v. A copy of bidder's preliminary SPP transmission interconnection study (if available).
- vi. If the Project does not have a completed interconnection study from SPP at the time of Bid submission, the Bidder must identify the applicable section of the SPP Open Access Transmission Tariff Attachment V that would govern interconnection for the proposed Project. In addition, any proposed Project without a completed interconnection study from SPP must submit the results of a comparable study conducted by an independent engineer² at Bidder's expense. If a feasibility study is required, the feasibility study should model North American Electric Reliability Corporation (NERC) TPL-001-4 contingencies P1, P2, and P3. Breaker fault contingencies may be excluded.³
- vii. Any reports available from qualified third parties documenting flaws or risks with the proposed Project(s) and suggested mitigation plans.
- viii. If applicable, reactive power capability curve and an indication of maximum reactive power productive and absorptive capability (include as MS Excel attachment).
- ix. Audited financial statements for the last three (3) years for Bidder and guarantor (if applicable). If audited financial statements are not available, provide unaudited financial statements with

² To create independence from the Bidder and the OG&E RFP process, the independent engineer should be an individual who is not an employee of OG&E, SPP, the specific Bidder, or a member of the Bidder's proposed team responding to this RFP; or if the independent engineer is a firm rather than a sole practitioner, the firm should not be a legal subsidiary or affiliate of OG&E, SPP, the specific Bidder, or a member of the Bidder's proposed team.

³ The feasibility study must also show estimated interconnection new facilities and network upgrade costs and the timeline to complete any identified new facilities and upgrades. At a minimum, the feasibility study must include a steady state thermal power flow assessment consistent with SPP's Definitive Interconnection System Impact Study (DISIS) approach. The feasibility study should identify thermal overloads and voltage violations that could occur from operation of the Project, determine new facilities and/or upgrades required to resolve the violations, and provide the estimated costs and timeline to complete the new facilities and upgrades. The feasibility study must model the Project at the interconnection location proposed in the Bid. The feasibility study should utilize the latest SPP power flow cases for the generation interconnection queue cluster in which the Project is located and include all active generator interconnection requests for that queue cluster. The study should also discuss the likelihood that the Project would require an affected system study by a neighboring region.

Chief Financial Officer (“CFO”) attestation. If financial statements are consolidated, provide standalone financial statements with CFO attestation for Bidder and any guarantor.

- x. Rating reports from the S&P, Moody’s, or Fitch agencies for prior 36 months as attachments.

2.2.6 Redline of BTA Form

A model Form BTA is attached in Appendix F. Bidders are responsible for reviewing all terms and conditions specified in the BTA and taking its terms and conditions into consideration in developing their Bids. While Bidders are expected to provide a reasonable redline related to technical aspects of their Bid(s), OG&E has a strong preference and expectation for no to minimal changes to the proposed commercial terms and conditions in the Form BTA for Bids for Solar-only Projects.

OG&E recognizes that the Form BTA may not incorporate all relevant aspects for a Hybrid Project and asks Bidders submitting Hybrid Project Bids to include requested BTA changes to incorporate energy storage systems in their redlines. OG&E will not penalize Bidders for the fact of providing redlines related to energy storage, but OG&E will weigh the nature and implications of such redlines (e.g., the degree of risk imposed on OG&E) in its evaluation.

The file naming conventions used for the BTA redline should follow the same conventions used for other forms. Bidders can provide a single BTA redline covering all Bids they submit.

2.2.7 RFP Submission

All Bid submissions are required to be sent electronically to: Solar2022RFPBids@oge.com. ***Please note this is a separate email address from that used for other RFP communications.*** OG&E will not accept paper copies of Bids, nor Bids delivered other than through the provided Bid email address. After Bids are opened on OG&E’s Bid Opening Day, Bidders will receive a confirmation of receipt from OG&E’s Bid email address. Bidders should contact OG&E’s bid email if a confirmation is not received within one (1) Business Day after OG&E’s Bid Opening Day. Emails are limited to 10 MB. Use multiple emails as needed.

Bidder will bear the risk of any failure of Bidder to submit all required information, including forms and attachments, by the Bid Due Date, as required by this RFP. Bids not delivered in accordance with the requirements of this RFP are untimely and may be eliminated from consideration in this RFP. Bids that do not include all information, forms, and attachments required by this RFP may be considered nonconforming and rejected on that basis. Bids submitted in response to this RFP will become the property of OG&E. At the conclusion of the process, all Bids will either be archived or destroyed.

2.2.8 Confidentiality of Response

Bids submitted in response to this RFP, and any contracts resulting from this RFP, will be treated as confidential. Nonetheless, Bidders should be aware that information received in response to the RFP may be subject to review by applicable regulatory agencies. Information submitted in response to the RFP may become subject to federal or state laws pertaining to public access to information as a result of any reviews conducted by the aforementioned agencies. As such, Bidders should clearly designate all sensitive information as “Confidential.” Except as required by regulatory reviews, OG&E will use reasonable efforts to avoid disclosure of such confidential information to persons other than those involved with the evaluation, selection, and any subsequent negotiations.

2.2.9 Regulatory Bid Opening Summary

The Bid Summary Form will be used during virtual Bid Opening, which is scheduled for November 4, 2022. This form will be viewable to the Commission Staff, Attorney General's Office representative, and noncompetitive stakeholders in attendance at the Bid Opening.

As discussed in Section 2.2.2, the Bid Summary Form must contain information about the Bid(s) submitted that will be used for tracking and identifying the Bid(s) throughout the evaluation process. To maintain confidentiality, all Bidders submitting the required NOI will be provided a unique identification code or codes for use on their Bid Summary Form(s). It is the Bidder's responsibility to utilize this/these identification code(s) on the Bid Summary Form(s). OG&E will not be responsible for any release of information regarding Bids due to Bidder failure to utilize the identification code(s) provided.

2.3 Validity of Bids

Bids shall remain valid for the entire evaluation period and, should OG&E elect to seek pre-approval from the Commission or Commissions, through the entire period of proceedings of the Commission or Commissions. During these periods, Bids shall be considered as irrevocable and may not be modified, except as agreed upon in mutual negotiations between the Bidder and OG&E in the post evaluation period.

2.4 Bidder Selection

All Bids will be evaluated as per the Bid evaluation process described in Section 3. Each Bidder selected to move on to negotiations will be required to provide comprehensive information regarding its selected Project(s). Examples of such documentation may include topographical surveys, more detailed site plans and drawings, additional interconnection materials, environmental field assessments, permitting applications, and engineering studies.

2.5 Limitation of Liability

Neither this RFP nor any other aspect of this solicitation shall create an agency, partnership, joint venture, or co-tenancy relationship among the members of the OG&E evaluation team or any other entities involved in the development or administration of this RFP, nor any other relationship or liability beyond those (if any) explicitly adopted in writing and executed by authorized representatives of OG&E and/or the appropriate entity. Neither OG&E nor any other persons or entities involved in the RFP administration and evaluation shall be liable for any act or omission. Neither this RFP nor any other aspect of this solicitation creates or is intended to create third-party beneficiaries hereunder. In no event will OG&E or participating RFP entities be liable to any person for special, incidental, punitive, exemplary, indirect, or consequential damages or lost profits, whether by statute, in tort or contract or otherwise.

3 Bid Evaluation

3.1 Introduction

OG&E and its authorized agents will evaluate the Bids to determine which, if any, have the potential to provide the most economical, reliable, and viable alternatives for OG&E's customers. OG&E will use an

evaluation process with three (3) components including a threshold evaluation, a non-price (qualitative) evaluation, and a price (quantitative) evaluation. Only those Bids found to have satisfied the threshold RFP requirements will be evaluated based on the identified qualitative and quantitative criteria. OG&E may select the top-ranking Bid based on the combined qualitative and quantitative score from among Bids received or may select multiple bids to comprise a portfolio able to satisfy OG&E's need. Qualitative and quantitative factors will be considered simultaneously. The total weighting of quantitative factors will be 70%, and the total weighting of qualitative factors will be 30%.

3.2 Threshold Evaluation

OG&E will review each Bid to determine whether it satisfies the threshold criteria of compliance, completeness, technical viability, and Bidder financial capability. The completeness review will ensure that the Bid follows the guidelines set forth in the RFP, includes all information required for a more thorough review, and is provided in the required format and sequence.

At OG&E's sole discretion, any Bid deemed materially incomplete, non-compliant, or technically or financially deficient may be excluded from further consideration. OG&E reserves the right to request that any Bidder clarify questions or provide additional information regarding that Bidder's Bid(s) to resolve deficiencies identified in the threshold evaluation. The criteria to be considered in the threshold evaluation are listed below:

- PV Capacity: minimum of 50 MW_{AC} and maximum of 450 MW_{AC} in PV nameplate capacity.
- Energy Storage Capacity (if part of a Hybrid Project Bid): maximum power capacity equal to the lesser of (i) nameplate capacity of co-located PV Generation Facility, or (ii) maximum of 450 MW minus the PV Capacity of the co-located PV Generation Facility, and in all instances with an energy storage minimum duration of four (4) hours. There is no minimum energy storage power capacity.
- In-Service Date: available to begin supply to OG&E as early as January 1, 2023 but must be in service no later than May 1, 2027.
- Contract Type: OG&E will consider only BTA Bids for the transfer of ownership of to-be-constructed Generation Facility(ies) to OG&E. Existing Generation Facilities are not eligible for this RFP. OG&E issued a separate RFP for Existing Capacity in July 2022.
- Product Type: OG&E will consider Solar-only Project and Hybrid Project Bids.
- Location: Projects must interconnect within SPP.
- SPP Interconnection Queue Position: Projects must be in active status in SPP DISIS 2021-001 or earlier SPP DISIS study. Projects must be interconnected to the SPP Transmission Grid.

- Property Site Control: Bidders must demonstrate site control by referencing executed land leases, options to lease, easements, rights-of-way, and/or other instruments of conveyance. To meet the site control requirement, each Bidder shall have identified a Site and must indicate its willingness to provide, upon request from OG&E following the threshold evaluation, a copy of documentation establishing that such Bidder has and/or will have control over the Site prior to construction and development. Eligible documentation may include a demonstration of Site ownership, an option to purchase the Site, or a binding letter of intent to sell from the Site landowner(s).
- Experience: Bidders must have successfully completed at least one (1) similar Project at or above the maximum PV Capacity proposed. Also, for Bids including energy storage, Bidder must have completed at least one (1) co-located PV and energy storage Project with at least 5 MWh of storage energy capacity.
- Bidder Financial Capability: Bidders must demonstrate financial strength and credit worthiness as a counter-party consistent with BTA obligations.
- Completeness: Bids must be complete, including all forms, attachments, and other required information, and must in all other respects also comply with RFP requirements.
- Unconditional: Bids are not conditioned upon any significant contingencies that are reasonably within the control of the Bidder, apart from any requested edits to the Form BTA.

To expedite the evaluation timeline, the threshold evaluation may, at OG&E's sole discretion, be conducted simultaneously with the qualitative and quantitative evaluations.

3.3 Non-Price (Qualitative) Evaluation Criteria (30% in aggregate)

OG&E will consider the following three (3) qualitative criteria in evaluating each Bid. These are not incorporated into the quantitative evaluation (see Section 3.4 of this RFP) of each Bid.

1. Contract Risks, Costs, and Benefits (10%)
2. Overall Project Characteristics and Development Risks (15%)
3. Community and Environmental Impacts (5%)

The qualitative criteria and sub-criteria are summarized in Table 4.

Table 4: Summary of Qualitative Evaluation Criteria

Criteria	Sub-Criteria	Maximum Points Available
Contract Risks, Costs, and Benefits (10%)	Firm Price	3
	Contract Assignment	1
	Form BTA Redline	6
Overall Project Characteristics and Development Risks (15%)	Capacity Security	4
	O&M Plan and Protection against Risks	3
	Critical Path Schedule, Site Control, and Bidder Experience	4
	Financing Capability	3
	Technology	1
Community and Environmental Impacts (5%)	Community Impacts	3
	Environmental Impacts	2
Total Points		30

3.3.1 Contract Risks, Costs, and Benefits (10%)

Contract risks, costs, and benefits will be assessed based on the extent to which pricing is firm and without dependencies or contingencies and/or the cost containment measures effectively limit cost risk for OG&E customers. Where non-firm elements are included in pricing, Bidders will be assessed on the rationale for such an inclusion and the extent to which it is the interest of OG&E customers.

For contract assignment or other obligation transfer of existing Permits, easements, leases, or other contracts, OG&E will consider the terms and conditions associated with such assignment. Where applicable, Bidders should provide an indication of such assignments as well as copies of the relevant contracts.

Additionally, Bids will be assessed on the extent to which the Bidder accepts all terms and conditions of the Form BTA. OG&E has a strong preference and expectation for no to minimal changes to the proposed terms in the Form BTA for Solar-only Projects and for avoiding the imposition of any unnecessary risks for Hybrid Projects.

3.3.2 Overall Project Characteristics and Development Risks (15%)

Each Project will be assessed for its technical characteristics, expected operational performance and safety over its lifetime, and the risks associated with its ability to achieve timely commercial operations as well as the capabilities of the Bidder to successfully develop and finance the Project.

For this criteria, OG&E will evaluate factors including:

- Capacity Security: OG&E will consider security of the Accredited Capacity credit for the project based on current SPP Planning Criteria and will also consider the potential for changes to SPP

Planning Criteria. Because Project in-service dates farther in the future expose the Project to more risk of SPP Planning Criteria changes, Projects with earlier in-service are expected to be favored on this sub-criterion, other factors equal. Bidders should provide their expected capacity accreditation for both summer and winter seasons according to SPP. Where such information is not available, Bidders should provide indications of their expected performance ratings for each required obligation period including data confirming the Project's designated operational performance. Bidders should also indicate expected degradation in Accredited Capacity qualification over time and a recommended augmentation schedule and associated costs as well as equipment warranties where applicable. To assess deliverability, Bidders should provide information regarding the Project's firm transmission rights and any deliverability assessments which have been performed for the Project.

- O&M Plan and Protection against Risks: Projects will be assessed on projected performance over their expected asset life. Projects with demonstrable longevity at consistent levels over time are preferred. Projects should provide an O&M plan, an assessment of the peak operational performance of their Project, an assessment of the ability of the Project to continue operation in extreme hot and cold weather temperatures, an assessment of the Project lifetime expectations (i.e., useful asset life), and an estimate of the reasonable capital investment (cost and timing) expected to maintain the Project in sound operational order over time. Additionally, an assessment and detailed description of the Project's expected performance during significant hail weather and ability/capabilities to mitigate PV panel damage during these extreme weather events will be considered. OG&E's review will consider the Project's impact to OG&E's overall resiliency to physical and cyber threats and vulnerabilities. Bidders should provide a risk mitigation plan which specifically addresses all measures and actions taken by the Bidder to minimize risk exposure to such threats and vulnerabilities. OG&E acknowledges that energy storage systems are a developing technology. Hybrid Projects shall not be unduly penalized for risks associated with the developing energy storage technology, provided that compliance with current utility and industry standards is demonstrated, and a mitigation plan for addressing risks is included with the Bid.
- Critical Path Schedule: OG&E will evaluate the critical path schedule submitted by the Bidder for overall credibility against industry standards and to ensure there is a high likelihood the Project can reach commercial operations as proposed. This review will include the risks of delays in securing the necessary Permits. This review will also include the risks of securing transmission interconnection and delivery capabilities. Bidders should identify any rights-of-way that need to be acquired for the construction of supporting facilities (transmission lines, etc.) and provide a plan and schedule for securing the rights-of-way. Preference on this sub-criterion will be given to Projects scheduled for earlier in-service dates.
- Site Control: Preferences will be given to Bidders with outright ownership of the proposed Site. Options to purchase will also be treated favorably as will binding letters of intent to sell from the current landowner(s). Long-term rights under leases or easements that ensure control of the land for all necessary uses, undisturbed access, exposure to solar rays, and flexibility for Project modifications will also be considered.

- Bidder Experience: Bidders are required to demonstrate experience and management capability to successfully develop and finance the Project. OG&E is particularly interested in Bidders that have demonstrated success in multiple projects of similar type, size, and technology and can demonstrate an ability to work together effectively to bring the Project to commercial operation in a timely fashion. In addition, OG&E values experience that Bidders can show in successfully developing Generation Facilities within the SPP footprint.
- Financing Capability: Bidders must demonstrate their ability to finance development of the Project so it can reach commercial operation and the soundness and documentation of their approaches to prepare the Project for ITC or PTC eligibility at the levels specified in the Bid. The financing plan should describe how the Project will be financed, including the sources and mechanisms for financing and distinctions in financing in different phases of the development process. Bidders should include the estimated construction costs as well as the financing costs for the project. Each Bidder's response must include the current status of its financing plan as well as details of the ITC or PTC assumed in the Bid.
- Technology: Bidders must provide information about specific technology(ies) proposed for the Project, including a description of the track record of the technology(ies) and associated equipment. Each Bidder should provide a detailed description and specifications for the proposed equipment. OG&E reserves the right to conduct further due diligence on the equipment. OG&E prefers Bids that demonstrate that the design and equipment proposed are technologically mature.

3.3.3 Community and Environmental Impacts (5%)

OG&E has a preference for Projects with a Site location in OG&E's service territory in Oklahoma or Arkansas. OG&E also values several other local and community factors. In particular, Bidders should provide the status of a Project stakeholder engagement plan related to development and permitting. That engagement plan should specifically address environmental impact, how communities or organizations will have an opportunity to participate in decisions about activities that may affect their environment and/or health, how their concerns will be considered in the decision-making process and how these communities are involved in workforce opportunities associated with the Project. Bidders should additionally include a summary of expected impacts on the local economy, which may include factors such as job creation for the OG&E customer base, use of local materials, tax benefits, or other benefits accruing to OG&E customers.

The environmental impact sub-criterion will include an assessment of the potential to reduce air emissions based on PV hourly electricity output data and expected performance degradation information provided by Bidders and validated by OG&E as well as roundtrip efficiency losses on energy storage use (for Hybrid Projects). Projects will also be assessed for ecological impacts from development of their Sites and the equipment used therein. As available, Bidders should include environmental impact statements for the proposed Projects.

3.4 Price (Quantitative) Evaluation Criteria (70%)

All Bids will be evaluated on price and operational performance factors in the quantitative evaluation through simulation of the impact of the Bid on the costs paid by OG&E's customers.

OG&E will evaluate all Bids based on the expected customer impact resulting from detailed simulation modeling utilizing scenarios and sensitivities similar to those described in the OG&E 2021 IRP. The analysis will account for the cost and dispatch constraints and characteristics of the Project's expected energy dispatch and/or curtailment of Generation Facilities in the SPP Integrated Marketplace under a range of potential market conditions. The Net Present Value of Customer Cost ("NPVCC") over a 30-year operating period for the Generation Facilities will be developed using a weighted combination of asset performance in the Base (40%), High Gas (25%), Low Gas (25%), and Energy Evolution (10%) cases. Detailed assumptions used within the model calculating NPVCC are available in the OG&E IRP referenced above.

4 General Terms and Conditions

4.1 Publicity

Any publicity giving reference to this RFP and any matters related thereto, whether in the form of press releases, brochures, photographic coverage, or verbal announcement, is prohibited and shall not be made without the specific written approval of OG&E.

4.2 Governing Law / Dispute Resolution / Arbitration

This RFP shall be governed by, interpreted under and construed and enforced in accordance with the laws of the State of Oklahoma, without regard to any conflict of laws principles thereof that would call for the application of the law of any other jurisdiction.

In the event of any dispute relating to this RFP, the parties shall first attempt to resolve the dispute via informal discussions including discussions between the parties' respective senior executives. If those efforts fail to resolve the dispute then the parties agree that they shall resolve any dispute relating to this RFP via binding arbitration to be conducted by a panel of three (3) arbitrators pursuant to the Commercial Arbitration Rules of the American Arbitration Association ("AAA") then in effect (the "Rules"), as amended herein. All such disputes shall be finally settled by binding arbitration in accordance with these provisions.

The place of arbitration shall be Oklahoma City, Oklahoma. The arbitration proceedings shall be held in the English language.

Time is of the essence for any arbitration under this RFP. As a result, the parties agree that unless they mutually agree to extend this deadline, the arbitration hearing shall take place within 150 days of filing and awards or decisions rendered within 180 days; provided that the arbitration panel may extend such deadlines in its sole reasonable discretion, and failure by the arbitrators to conclude the arbitration hearing or make such award or decision within the foregoing deadlines shall not invalidate such arbitration hearing, award or decision. The award of the arbitrators shall be accompanied by a reasoned award. The awards or decisions rendered via arbitration as provided in these provisions shall be final and binding upon the parties.

The parties hereby irrevocably submit to the in personam jurisdiction of the state and federal courts located in Oklahoma County, Oklahoma, and agree that any such court shall have sole and exclusive jurisdiction to enter all such orders as may be necessary or appropriate to enforce and/or to confirm any ruling or decision or any award rendered by the arbitration panel, including orders directing interim measures, interim awards, or Emergency Measures of Protection (as defined in the Rules) under the Rules.

By agreeing to arbitration, the parties do not intend to limit their ability to seek and obtain interim or emergency relief as provided in the Rules (including Emergency Measures of Protection) or deprive the courts identified in this RFP of their jurisdiction to enforce or confirm any interim or emergency relief granted under the Rules or issue any other order in aid of arbitration proceedings and the enforcement of any award. The arbitration panel shall have the authority to award damages for the failure of any party to respect orders directing emergency, temporary or preliminary relief issued in accordance with the Rules. The requirement to submit disputes to negotiation as discussed above shall not apply if, and to the extent, that there exists an imminent threat of irreparable injury to a party and that party seeks and obtains interim or emergency relief in accordance with the Rules in response to such threat.

Except as may be required by law, neither a party nor the arbitration panel may disclose the existence, content or results of any arbitration hereunder without the prior written consent of the parties. In addition, all negotiations, discussions, offers, counteroffers, data exchanges, proposed agreements and other communications between the parties in connection with negotiations or other Dispute resolution procedures shall be Confidential Information. Without limiting the preceding sentence, all such communications shall be deemed to be in the context of attempting to settle a disputed claim and shall not be construed as an admission or agreement as to the liability of any party, nor be admitted in evidence in any related arbitration, litigation or other adversary proceeding.

The arbitration panel shall award to the prevailing party, if any, as determined by the arbitration panel all of its reasonable attorneys' fees and costs and all of its "costs and fees". For purposes of this section "costs and fees" means all reasonable pre-award expenses of the arbitration, including the arbitration panel's fees, administrative fees, travel expenses, out-of-pocket expenses such as copying and telephone, court costs, witness fees and attorneys' fees.

Appendix A: Notice of Intent to Bid Form

Bidder Company Name: _____

Project Site Name: _____

Contact Person Information	
Name	
Title/Position	
Mailing Address	
Telephone Number	
Email Address	

Project Size:

Nameplate solar photovoltaic capacity (in MW_{AC}): _____

If applicable, nameplate energy storage power capacity (in MW_{AC}): _____

Project Location (city, state): _____

SPP Queue Position: _____

Estimated Commercial Operation Date (Month-Day-Year): _____

Authorized Signature: _____

Printed or Typed Name of Signer: _____

Title: _____ **Date:** _____

Bidders should send the completed Notice of Intent to Bid Form to:

Solar2022RFPComm@oge.com

Appendix B: Mutual Nondisclosure Agreement

Please see attached file. Attachments are viewable when this RFP document is opened in a desktop application. Opening this RFP document through a web browser may limit the ability to see the attached files.

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Appendix C: Bid Summary Form

Please see attached file. Attachments are viewable when this RFP document is opened in a desktop application. Opening this RFP document through a web browser may limit the ability to see the attached files.

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Appendix D: Certification and Authorization Form

A Bid will be considered incomplete unless all required signatures are provided

The undersigned certifies that they are an authorized officer or other authorized representative of the Bidder, and further certifies that:

1. The Bidder has reviewed this RFP, and has investigated and familiarized itself with respect to all matters pertinent to this RFP and its Bid(s);
2. The Bidder has obtained all requisite internal approvals from its organization, parent company, and/or affiliates necessary to submit its Bid(s);
3. The Bidder's submission is provided in compliance with all applicable federal, state, and local laws and regulations, including antitrust and anti-corruption laws;
4. The Bidder accepts that confidential information about its Bid(s) might be shared with any members of the evaluation team, negotiation team, or regulatory agencies; and
5. The individual signing below hereby represents and warrants that they are duly authorized to execute and deliver this/these Bid(s).

Violation of any of the above requirements may be reported to the appropriate government authorities and shall disqualify the Bidder from the RFP process.

The undersigned further certifies that the prices, terms, and conditions of the Bidder's Bid(s) are valid and shall remain valid the entire evaluation period and should OG&E elect to seek pre-approval from the Commission or Commissions, through the entire proceedings of the Commission or Commissions. Bids shall be considered as irrevocable and may not be modified, except as agreed upon in mutual negotiations in the post evaluation period.

The undersigned further certifies that they have personally examined and are familiar with the information submitted in this/these Bid(s) and all attachments and appendices thereto, and based on reasonable investigation, including inquiry of the individuals responsible for obtaining the information, the submitted information is true, accurate, and complete to the best of the undersigned's knowledge and belief.

DATE 9/22/2022

The undersigned understands that a false statement or failure to disclose material information in the submitted Bid(s) may be punishable as a criminal offense under applicable law. The undersigned further certifies that its Bid(s) is/are on complete and accurate forms as provided without alteration of the text. The undersigned further understands and agrees to the provisions of this RFP related to confidential information, and consents to the limited exchange and sharing of confidential information related to the Bidder's Bid(s) as described in this RFP.

Bidder Company Name

Signature of Bidder or Bidder's Authorized Representative

Print or Type Name of Signer

Title of Signer

Project Site Name(s)

Date

Appendix E: Bid Attribute Forms

Please see attached file. Attachments are viewable when this RFP document is opened in a desktop application. Opening this RFP document through a web browser may limit the ability to see the attached files.

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Appendix F: Form Build Transfer Agreement

Please see attached file. Attachments are viewable when this RFP document is opened in a desktop application. Opening this RFP document through a web browser may limit the ability to see the attached files.

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