

OKLAHOMA GAS AND ELECTRIC COMPANY



2024 ALL SOURCE 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 (“RFP”) document, shall have the meanings below. These RFP definitions do not supplant the definitions used in the Form Agreements or Technical Specifications prepared in conjunction with this Request for Proposals.

“Accredited Capacity” means Capacity that meets the resource adequacy requirements as determined in accordance with SPP Planning Criteria. For reference, the most recent version of SPP Planning Criteria is found here:

<https://www.spp.org/documents/70493/spp%20planning%20criteria%20v4.3.pdf>.

“Ancillary Services” means any of the services identified by SPP as services necessary to support the transmission of Capacity and Energy from resources to loads while maintaining reliable operation of the transmission system.

“APA” means an Asset Purchase Agreement in which OG&E will acquire all or a material portion of the property, rights, and certain assets associated with a Project. OG&E is providing separate Form APAs with this RFP for New Projects using battery Energy Storage system (“BESS”) and CT technologies. The CT Form APA is also applicable to CC and RICE technologies. In addition, OG&E has prepared a Form APA with this RFP for Existing Projects that is labeled as “Existing Resource APA.” For any Projects using BESS, CT, CC or RICE technologies, the APA will be coupled with an EPC Exhibit pursuant to which the Bidder will, following the closing of the APA, build the Project.

“Balance of Plant” means all other equipment and materials including all the supporting components and auxiliary systems of the Generation Facility needed to deliver electric power, other than power generating units themselves, but which will be completed and transferred to OG&E in PSA transactions. This includes but is not limited to the Project interconnection facilities, control systems, security system, meteorological stations, telemetry system, telecommunications systems, all buildings, Project roads, and fencing.

“Bid” means one offer made in response to the RFP.

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

“BTA” means a Build Transfer Agreement in which OG&E will acquire a New Project upon mechanical completion thereof from the Bidder developing and constructing the New Project. A BTA transaction will be inclusive of all equipment, Permits, licenses, and contracts. OG&E has prepared separate Form BTAs with this RFP for New Projects using solar and wind technologies. These Form BTAs are also applicable to Combination Bids using any combination of solar, wind, and Energy Storage technologies.

“Capacity” means the quantity of electric power produced by a Generation Facility at a point in time, as measured in kilowatts or megawatts (“MW”) 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.

“Capacity Availability Date” means the first date on which a Project within this RFP will provide Capacity to OG&E that meets OG&E’s resource adequacy obligations.

“CC” means a Generation Facility technology that is primarily fueled by Natural Gas and that uses a combined cycle configuration with combustion gases from a (Natural Gas) turbine that produce electricity as well as producing additional electricity in another (steam) turbine. A CC can have a back-up fuel.

“Combination Bid” means a Bid that includes more than one Generation Facility technology allowed under this RFP at a single Site. A Combination Bid could include any combination of Generation Facilities technologies allowed in this RFP, including Energy Storage, except that thermal technologies (including CC, CT, and RICE) cannot be combined with renewable or Energy Storage technologies in CPA or PPA Bids due to the differing allowable contract durations of those technologies.

“Commercial Operation” means the status of a Generation Facility that has commenced producing Energy and/or Capacity for sale, excluding Energy produced during trial or test periods.

“Commercial Operation Date” is the first date on which a Generation Facility achieves Commercial Operation.

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

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

“CPA” means Capacity Purchase Agreement, which is similar to a PPA but wherein the utility purchaser acquires only Capacity. The CPA for this RFP is based on ISDA Power Annex templates.

“CT” means a Generation Facility technology that uses a combustion turbine primarily fueled by Natural Gas to produce electricity. A CT can have a back-up fuel.

“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”).

“Energy Products” means Capacity, Energy, Ancillary Services, Environmental Attributes, and other products that may be required for a utility to meet its load carrying and other supply obligations.

“Energy Storage” means a Generation Facility that can store electrical energy from an electricity transmission grid for up to several days and can then send the stored energy back to the same transmission grid.

“Environmental Attributes” means any and all claims, credits, benefits, emissions reductions, offsets, and allowances, however named, resulting from the avoidance of the emission of any gas, chemical, or other substance to the air, soil, water, or otherwise arising as a result of the production of Energy from a Generation Facility.

“EPC Exhibit” means an engineering, procurement, and construction contract that is an exhibit accompanying the APA for a New Project. EPC Exhibits are provided for the BESS APA and CT APA.

“Existing Project” means a Project with a Commercial Operation Date before the Bid Due Date.

“Generation Facility” means a resource capable of supplying electric power along with all existing or to be constructed associated Balance of Plant, components, accessories, and instruments, as well as all equipment necessary to interconnect to SPP.

“Hydrogen-Capable” means a Generation Facility that is designed and engineered at commissioning to have the potential to safely and reliably burn hydrogen directly as a fuel, including the ability to convert the facility to use hydrogen as a fuel.

“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 2024 Integrated Resource Plan found here: <https://ogeenergy.gcs-web.com/static-files/90c180ae-b022-4c8b-902a-30a41506c5ce>.

“ISDA” means International Swaps and Derivatives Association, Inc., a nonprofit organization establishing standard industry contracts and other documents and mechanisms for financial transactions.

“New Project” means a Project with a Commercial Operation Date on or after the Bid Due Date, but no later than May 1, 2030.

“OG&E Surplus Interconnection” means the portion of interconnection service with SPP at three (3) OG&E Generation Facilities OG&E is making available for this RFP in the manner described in Appendix H.

“OG&E Surplus Interconnection Information” means written technical and contractual specifications describing OG&E Surplus Interconnection at the three (3) OG&E Generation Facilities listed in Appendix H.

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

“PPA” means Power Purchase Agreement, a document establishing the terms of an agreement for Capacity, and as pertinent one or more additional Energy Products, between a utility and a power supplier that meets the utility’s planning objectives and strikes an appropriate balance between power supply costs and the related risks to which consumers are exposed (e.g., purchased-power cost increases and power supply disruptions).

“Project” means one (1) or more Generation Facility(is) at a Site that will have achieved Commercial Operation and will have completed generator interconnection service as of the Capacity Availability Date.

“Proposed Operating Period” means the length of time after the Capacity Availability Date during which the Project is proposed to continue producing Capacity for OG&E. For Projects using a PSA Contract Type, the Proposed Operating Period can be of any duration. For Projects using a CPA or PPA Contract Type, see page 5 of this RFP for allowable durations.

“PSA” means a Purchase and Sale Agreement Construct, an acquisition structure in which OG&E will acquire, through either a BTA for a New Project of certain generation technologies, an APA with EPC Exhibit for a New Project of certain other generation technologies, or an APA for an Existing Project, all or a material portion of the property, rights, and certain assets associated with a Project.

“RICE” means a Generation Facility technology that uses a reciprocating internal combustion engine primarily fueled by Natural Gas to produce electricity. A RICE can have a back-up fuel.

“Site” means parcel(s) of real property on which the Project is located having a single generator interconnection position.

“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.

“Technical Specifications” means detailed documentation of engineering, procurement, construction, commissioning, and other requirements for New Projects proposed for a PSA with OG&E. Technical Specifications will be provided, upon request and execution of a Mutual Nondisclosure Agreement, to Bidders for the following technologies: BESS, CT, solar, and wind. The CT Technical Specifications also contain appendices applicable to CC and RICE technologies.

1. 2024 OG&E All Source Request for Proposals Overview

This document constitutes an RFP from qualified parties to supply SPP Capacity and other Energy Products to Oklahoma Gas and Electric Company ("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 rules for competitive procurements in the 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. A matrix summarizing the Form Agreements and Technical Specifications for various types of Bids is in Appendix G.

Table 1: RFP Summary for OG&E 2024 All Source RFP

Attribute	Requirement
Minimum Capacity	Minimum of 10 MW of nameplate Capacity per Bid. An individual Bid may include multiple Generation Facilities at a Site to sum to the Minimum Capacity.
Maximum Capacity	Maximum of 1,500 MW of nameplate Capacity per Bid. An individual Project, even if comprised of multiple Generation Facilities, cannot exceed the Maximum Capacity.
Capacity Availability Date	OG&E requires Capacity be available to satisfy OG&E's resource adequacy obligations no later than May 1, 2030, with a preference for Projects to provide Capacity to OG&E as early as possible.
Operating Duration	Project is capable of at least four (4) hours of consecutive run time at Accredited Capacity in accordance with SPP OATT Attachment AA. This requirement does not apply to wind and solar Generation Facilities.
Contract Types Allowed	PSA, CPA, or PPA. ¹
Location	PSA Projects: Within SPP in Oklahoma or Arkansas, with preference for OG&E's service area. CPA Projects or PPA Projects: Within SPP in Oklahoma, Arkansas, Texas, New Mexico, or South-Central Kansas. ²
Transmission Interconnection	Plan for securing generator interconnection with SPP prior to the Capacity Availability Date.
Self-Bid	OG&E is expected to self-bid into this RFP. ³
Technologies Allowed	All generation technologies available as Accredited Capacity. In addition to Bids for any single eligible Generation Facility technology, Combination Bids are allowed.

¹ CPA or PPA Bids for thermal Generation Facilities (e.g., CC, CT, or RICE) may be for durations up to 10 years, including Combination Bids using multiple thermal Generation Facilities. CPA or PPA Bids for solar, wind, Energy Storage, or Combination Bids using any of these technologies must be for a minimum duration of 20 years and cannot exceed a maximum duration of 30 years.

²South-Central Kansas means projects that are located in the following Counties: Barber, Butler, Clark, Comanche, Cowley, Ford, Harper, Kingman, Kiowa, Pratt, Sedgwick and Sumner.

³ OG&E may submit Bid(s) in response to this RFP. OG&E Employees working on any such Bid(s) will be designated as the "Bid Team" and will not engage in any direct or indirect communications with any members of the OG&E RFP Evaluation Team (whether OG&E employees or contractors) regarding this RFP or the competitive bidding process, except publicly at the Technical Conference upon notice to other attendees at that conference. OG&E lists the names and titles of all employees who are members of the Bid Team and RFP Evaluation Team on the RFP Website.

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. Comments and questions 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 1:00 PM to 3:00 PM Central Prevailing Time (“CPT”) on May 21, 2024. Interested parties may request meeting details by sending an email to 2024AllSourceRFPComm@oge.com. OG&E will respond with meeting call-in information to requests received by 3:00 PM on May 20, 2024. Meeting materials displayed by OG&E at the Technical Conference will be posted under “Current Opportunities” at <https://www.oge.com/wps/portal/ord/who-we-are/supplierscontractors> (“RFP Website”).

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 2024 All Source RFP

Item	Date
RFP Draft Issue Date	May 2, 2024
Technical Conference	May 21, 2024
RFP Final Issue Date	May 31, 2024
Bidder Questions Deadline	September 4, 2024
Notice of Intent to Bid Due Date	September 18, 2024
Bid Due Date	September 25, 2024
Bid Opening Day⁴	September 26, 2024
Selection of Bid(s) for Negotiation (expected)	January 17, 2025
Complete Agreements (expected)	April 18, 2025

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 on the RFP Website. OG&E will endeavor to notify all participants who have filed a timely Notice of Intent to Bid of any such modifications or schedule changes that are made prior to the Bid Due Date. However, it is the 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 2024 All Source RFP.

In addition to this RFP, OG&E is issuing two other RFPs (2026 Bridge Capacity RFP and 2027-2028 Bridge Capacity RFP) at the same time to meet its IRP needs. If a Project meets the eligibility criteria for multiple

⁴ 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.

RFPs, the same Project can be Bid into multiple RFPs. OG&E will assess Bids to the three RFPs as part of a portfolio in relation to its IRP needs.

2.1 Communication Requirements

All communications regarding the RFP, other than Bid submissions, should be directed to: 2024AllSourceRFPComm@oge.com. Any unsolicited direct contact with employees or representatives of the OG&E RFP Evaluation Team 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) 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.

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 2.2.8. 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, in its sole discretion, 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 an NOI does not bind Bidders to submit a Bid; however, submittal of a Bid does require that an NOI has been submitted by the NOI due date. Bidders must submit an NOI for each Bid planned to be made by midnight, CPT on the date prescribed on the RFP schedule provided in Table 2. The NOI form is included as Appendix A and is to be submitted via email to 2024AllSourceRFPComm@oge.com. Receipt of the NOI will be confirmed via email from OG&E to the Bidders. After receipt of the NOI, each Bidder will be provided an anonymous identification code for the Bidder to include in the Bid Summary Form 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 in Section 2.2 below.

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 and expenses they incur in preparation of their Bid(s) and related to their 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 include all 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) to 2024AllSourceRFPComm@oge.com. The Bidder can do so at any time between release of this Final RFP and ten business days prior to the Bid Due Date. The Bidder can identify the Technical Specifications and/or the OG&E Surplus Interconnection Information they require at the time they return the signed Mutual Nondisclosure Agreement or thereafter.

In addition to setting forth nondisclosure obligations of the Bidder and OG&E with regard to any Bids, execution of the Mutual Nondisclosure Agreement is a precondition to receiving any Technical Specifications and receiving any OG&E Surplus Interconnection Information for this RFP. Receipt of the Technical Specifications, in turn, is a precondition for submission of a Bid if it has all three of these characteristics: (i) New Project; (ii) using a PSA, and (iii) having OG&E Technical Specifications available for its Generation Facility technology(ies). Receipt of the OG&E Surplus Interconnection Information is a precondition for submission of a Bid utilizing OG&E Surplus Interconnection.

Upon receipt of an appropriately executed Mutual Nondisclosure Agreement from a Bidder, OG&E will return by e-mail a counter-signed copy of that agreement and, if requested by the Bidder, the Technical Specifications for technologies identified by the Bidder, and/or the OG&E Surplus Interconnection Information identified by the Bidder to the Bidder within five (5) business days. A single Mutual Nondisclosure Agreement from a Bidder will cover all potential Bids from that Bidder.

Bidders who completed a Mutual Nondisclosure Agreement for the question-and-answer part of this RFP process (per Section 2.1.1.1) will be sent the requested Technical Specifications and/or OG&E Surplus Interconnection Information with their counter-signed agreement and are not required to re-submit the agreement. Execution of a Mutual Nondisclosure Agreement does not obligate a Bidder to submit a Bid under this RFP.

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 Bid 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 six (6) Bids for each individual Site. Those Bids can be comprised of any combination of eligible Generation Facility technologies and Contract Types as long as the Bid requirements of this RFP are met. The Bid Summary Form will require the following information:

- Generation Facility technology(ies) – Solar, Wind, CC, CT, RICE, Energy Storage, etc. or any eligible combinations thereof
- Capacity (MW_{AC}) for each Generation Facility
- Calculated Value: Total Bid Capacity (in MW_{AC})
- Energy Capacity (in MWh), for Energy Storage Bids only
- Project Location (State)
- Capacity Availability Date

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, with each Bid using the same individual Generation Facility technology or the same combination of Generation Facility technologies, 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 proposed technology configuration.
 - This section should include a discussion of the proposed technology including a description of the equipment (e.g., prime mover, fuel, balance of system, Hydrogen-Capable components for CC, CT, or RICE; or storage battery chemistry or other storage medium, storage management system, and power conversion system for Energy Storage), its performance history in similar installations, all major warranties, and any unique features associated with the Project design.
 - Proposed contract length for CPA or PPA Bids.
 - If the Proposed Operating Period for PSA Bids is less than 30 years from the Capacity Availability Date, include a description of any potential actions that would enable the Project to operate up to 30 years from the Capacity Availability Date.
 - Please limit the summary to three (3) pages.
2. Operations and Maintenance (“O&M”) Plan.
 - In the plan write-up for PSA Bids, include a discussion of any existing O&M agreements and other material, existing agreements to be assumed by OG&E.⁵ Services provided under such agreements, including any limitations on the operations of Project equipment should be clearly specified.

⁵ If no formal O&M agreements are in place at the time of Project commissioning and transfer to OG&E, Bidder should explain how O&M responsibilities will be managed at the time of that asset transfer to OG&E.

- For all Bids and irrespective of whether O&M agreements will be assumed by OG&E, summarize O&M practices that will be followed with annual and periodic ongoing expenditures required to keep the Project in good working order for the entire Proposed Operating Period consistent with prudent utility practices.⁶
3. Risk Mitigation Plan, including mitigating risks posed by natural disaster and other weather risks, physical threats and cyber threats and vulnerabilities as well as the hazards from the fuel supply (if applicable) and other routine operational aspects of the Project. To expedite OG&E review, applicable PSA Bids should indicate in this portion of their Bid narrative if and how they comply with the “Risk Mitigations” required in the Threshold Evaluation (see Section 3.2).
4. Ownership/Financing Summary.
- For Existing Projects:
 - Include a detailed discussion of the Project’s ownership, identifying all current owners of any form of Project equity and their extent of voting control and characterizing all current debt instruments and any other credit support associated with the Project.
 - For PSA Bids, if Bidder is offering less than full equity ownership in the Project, describe the extent of ownership and operational control being offered to OG&E and identify other owners and their expected roles in Project operations.
 - If there is an existing Generation Facility(ies) at the Site that will not be part of the Project submitted in response to this RFP, describe such Generation Facility(ies), its current and planned future ownership, and, as applicable, how it will be contractually separated from the Project.
 - If Bidder is relying on a guarantor for credit support, the summary should describe the corporate relationship between Bidder and guarantor, as well as a statement regarding the proposed guarantor’s willingness to provide a guarantee acceptable to OG&E.
 - For New Projects:
 - Include a detailed discussion of the Project’s 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 lines of credit associated with the Project financing.
 - 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

⁶ For all eligible technologies other than solar or wind, Bidders must clearly state the number of cycles per year assumed in their O&M plan. For Generation Facilities including Energy Storage, Bidders must also describe the average (mean) depth of discharge assumed per cycle. This requirement is not relevant to solar or wind Generation Facilities.

a statement regarding the proposed guarantor's willingness to provide a 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 (e.g., cash in hand, debt, new equity) should be described.

5. Impact on Local Economic Conditions.

- Summarize how local stakeholders have been, and will continue to be, engaged in operations (for Existing Projects) or development (for New Projects). Indicate historic impacts (for Existing Projects) and expected impacts (for all Projects) 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 including fuels, 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 (for new Projects) and operation (for all Projects) including any fuel delivery and use 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 Energy Storage, also of intra-life re-powering.
- If available, provide copies of environmental impact statements for the Project.
- If applicable, describe air permitting, including equipment emissions rates, air permit limits, status of air permits, and necessary emissions equipment needed to meet permitting limits. Please include specific descriptions of:
 - How the Project has or will minimize Nitrogen Oxide ("NOx") emissions and what, if any, control technologies have or will be installed in the Project to do so.
 - All applicable environmental control equipment, such as Selective Catalytic Reduction ("SCR"), Carbon Monoxide ("CO") catalyst, etc.
 - How the Project will comply with Phase 1 of the U.S. Environmental Protection Agency Rule for Greenhouse Gas Standards and Guidelines for Fossil Fuel-Fired Power Plants ("GHG Rule").

7. Siting, Permitting, and Fuel Delivery Plan, including operational Permits, land acquisition and site control strategy and status for all necessary uses, and undisturbed access.

- Please include copies of pertinent land lease or other site control agreements with the submission.

- Also describe all licenses and Permits required to construct (for New Projects) and operate (for all Projects) the Project and the status of acquiring, completing, and/or renewing such licenses and Permits.
 - Include a designation of zoning for the Site and its appropriateness for planned Project operation.
 - As pertinent, include a description of the fuel delivery plan and copies of all agreements related to delivery and use of primary and back-up fuels.
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.
 - Include a map showing the location of all major Generation Facility equipment within the Site and the point of interconnection to SPP. For the point of interconnection, label with a name such as an existing substation or switchyard.
 - Indicate and describe if the proposed Project will require a new transmission interconnection, an expansion or modification of an existing interconnection with the SPP system, utilize surplus interconnection service (including OG&E Surplus Interconnection), utilize Generation Facility replacement, or utilize any combination of the interconnection services listed in this paragraph.
 - If the Project will operate under an interim interconnection agreement, describe the nature and status of key contingency factors (e.g., if/how the Project's interconnection service will be limited until the requisite upgrades are completed, including details on identified interconnection facilities and network upgrades and the timeline for completion of those upgrades).
 - If any contingent facilities are included in the generator interconnection agreement, whether interim or not, describe details on the contingent facilities, the timeline for their completion, and any limitation on Project output until they are placed in service.
 - If the Project will use OG&E Surplus Interconnection, identify the associated OG&E Generation Facility, the amount of interconnection capacity to be used, and the assumed physical path for the generation-tie line from the OG&E point of interconnection to the Bidder Site.
 - If the Project will use surplus interconnection service to which OG&E is not a party, indicate the capacity of the original and surplus requests and describe the availability of transmission capacity on a continuous or scheduled basis.
 - For New Projects, describe any specific new electric interconnection facilities and network upgrades that have been included in the Bid price or will be OG&E's responsibility to pay outside of the Bid price (whether directly for PSA Bids or indirectly for CPA or PPA Bids), including the size, length, and location of any transmission line, a list of substation equipment for which the transmission customer (Bidder) will be responsible for building and owning, and identification of specific transmission elements to be upgraded. Please also include a narrative description of the upgrade plan.

- Please include detailed descriptions and timelines for any affected system upgrades required for interconnection of the Project.

9. Schedule.

- For Existing Projects:
 - Provide a detailed transition schedule with milestones for the Project that includes activities from the period of selection as a winning Bidder to the Capacity Availability Date. Please make the schedule consistent with major activities delineated in the relevant Form Agreement, to the extent feasible.
- For New Projects:
 - Provide a detailed schedule with milestones for the Project that includes activities from the period of selection as a winning Bidder to the Commercial Operation Date and Capacity Availability Date, including all testing activities. Please incorporate schedule information from Appendix E Form M.

10. Project Organization and Management. Please include the following in this section:

- For each of the main participating organizations, including the engineering, procurement, and construction provider, 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.
- Indicate if any bankruptcies of the Bidder or additional Project participants or vendors have occurred in the past five (5) years.
- 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 PSA Bids, if the Bidder will be retaining Majority Ownership of the Project, also describe if and how the organization chart will change after the Capacity Availability Date.
- Resumes of the important management and support staff dedicated to the Project. For Existing Projects, also identify how long these staff have worked on the Project.

11. Ownership/Development Experience.

- For Existing Projects:
 - Bidders are required to demonstrate experience and capability to successfully operate and maintain the Project until the Capacity Availability Date. Bidders submitting CPA or PPA Bids must also demonstrate their capability to operate the Project for the entire Proposed Operating Period. Bidders submitting PSA Bids must also demonstrate how they will transfer the Project or an ownership stake therein in full working order to OG&E on the Capacity Availability Date. If the Bidder will be retaining Majority Ownership of the Project after the Capacity Availability Date, it should describe its experiences working as an equity partner in the operation of similar Generation Facilities.
- For New Projects:

- 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, operational use, and location and can demonstrate an ability to effectively work together to bring new-build Generation Facilities to Commercial Operation successfully.
 - For all Projects:
 - Provide brief profiles of at least one (1) and no more than three (3) similar Generation Facilities the Bidder has successfully developed to Commercial Operation (for New Projects) or in which it has been an owner/operator (for Existing Projects). Include the following information, as pertinent, within each profile:
 - Name of the Generation Facility
 - Location of the Generation Facility
 - Generation Facility size, technology(ies), and fuel(s)
 - Purchasing utility or other entity
 - Bidder equity ownership share (if retained)
 - Development schedule
 - Commercial Operation Date
 - Fuel acquisition and management summary
 - Average capacity factor of the Generation Facility over its entire term of operation
 - Any environmental violations
 - Describe experience within the SPP Integrated Marketplace that is relevant to this RFP.
 - Provide copies 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.
 - Provide copies of reports summarizing air emissions of Generation Facilities currently owned or maintained by the Bidder.
12. Brief Narrative Summary of any Changes Sought to Form Agreement pertinent to the Bid (i.e., PSA, CPA, or PPA). Where necessary, Bidders should provide a brief explanation of and rationale for changes sought to the Form Agreement. This is in addition to the Bidder's redline mark-ups of the Form Agreement and any relevant attachments or exhibits to the Form Agreement.

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 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 completed 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. Depending on the characteristics of the Bid, some forms will not be applicable. Appendix E contains an index specifying which forms are applicable to different types of Bids.

Table 3: Bid Attribute Forms for OG&E 2024 All Source RFP

Form ID	Form Title
Form A	Bidder Contact Information
Form B	Project Description
Form C	Generation Facility Technical Description
Form D	SPP Capacity Accreditation
Form E	Historic Monthly Electricity Production
Form F	Expected Annual Electricity Production
Form G	Summer and Winter Historical Equivalent Forced Outage Rate demand (“EFORd”)
Form H	Historic Annual Data for Cost, Performance, and Permitting
Form I	Expected Annual Data for Cost, Performance, and Permitting
Form J	Fuel Plan
Form K	Environmental Impact: Historic Air Emissions Rates
Form L	Environmental Impact: Expected Air Emissions Rates
Form M	Critical Path Schedule: For New Projects
Form N	Financing and Ownership Information
Form O	Bid Pricing: PSA Bids
Form P	Bid Pricing: CPA Bids
Form Q	Bid Pricing: PPA Bids

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 the 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., financial statements) 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. To the extent not provided in the Bid Narrative, a U.S. Geological Survey-based map or maps showing the location of the proposed Site and the existing or anticipated placement of all major equipment at the Site including transmission-related facilities.⁷ The included content should highlight (e.g., via a colored legend) the ownership status of land area required for the Project.
- ii. As pertinent and available, copies of Bidder’s completed SPP transmission generator interconnection agreement(s) and Bidder’s most recent preliminary SPP transmission generator interconnection study.
- iii. If the Project does not have a completed generator 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 engineer at Bidder’s expense. This requirement also applies to all Bids using OG&E Surplus Interconnection. 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.⁸
- iv. 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 Chief Financial Officer (“CFO”) attestation. If financial statements are consolidated, provide stand-alone financial statements with CFO attestation for Bidder and any guarantor.

⁷ For Bids using OG&E Surplus Interconnection, include expected new interconnection facilities and network upgrades within the Site and up to the OG&E property line.

⁸ 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.

- v. Technology re-powering: If a Project technology is Energy Storage, specify the expected timing and cost of re-powering or augmentation of the Project's battery or other Energy Storage medium during the asset life.
- vi. Rating reports from the S&P, Moody's, or Fitch agencies for prior 36 months as attachments.
- vii. For Existing Projects, MS Excel spreadsheet with historical hourly output of electrical energy (in MWh) from the Project for the most recent 12-month period. If the Project has a Commercial Operation Date within 12 months of the Bid Due Date, provide hourly electricity output since Commercial Operation. Please denote periods of planned and unplanned maintenance on a tab of the spreadsheet.
- viii. For all Projects that include solar and wind, an hourly annual electricity output profile. If the Project includes Energy Storage, also provide an hourly charging and discharging schedule if the Energy Storage will be charged from the generator technology. The profiles should be for the first year of the Proposed Operating Period and provided in a single column (8760 x 1 MS Excel format) with values in MWh.

2.2.6 Redline of Form Agreements

Form Agreements will be provided at the Bidder's request. Bidders can request any Form Agreements relevant to a potential Bid through email to: 2024AllSourceRFPComm@oge.com. Bidders are not required to sign the Mutual Nondisclosure Agreement to receive the Form Agreements. A list of Form Agreements is in Appendix G.

Bidders are responsible for reviewing all terms and conditions specified in the Form Agreement(s) relevant to the Contract Type and technologies in their Bid(s) and taking its terms and conditions into consideration in developing their Bids. While Bidders are expected to provide a reasonable redline noting any exceptions for technical aspects of their Bid(s), OG&E has a strong preference and expectation for no to minimal exceptions to the proposed commercial terms and conditions in the Form Agreements.

The file naming conventions used for the Form Agreement redline should follow the same conventions used for other forms. Bidders can provide a single Form Agreement redline covering all of their Bids, unless their redline would differ based on the characteristics (e.g., Generation Facility technology) of their Bids.

2.2.7 Exceptions to Technical Specifications

Bidders submitting PSA Bids for New Projects and using any technology(ies) for which a Technical Specification is available (see list in Appendix G) must obtain the pertinent Technical Specification(s) (see Section 2.2.1) and apply the associated requirements in their Bids. While OG&E has a strong preference and expectation for no to minimal exceptions to the Technical Specifications, Bidders have the opportunity to note exceptions and explain their rationale. Any exceptions to the Technical Specification(s) must be recorded on the form provided in Appendix F and must be submitted with the Bid in MS Excel format.

The file naming conventions used for the Technical Specification exceptions should follow the same conventions used for other forms. Bidders can provide a single Technical Specification exception form covering all of their Bids, unless its contents would differ based on the characteristics of their Bids.

This section is not relevant to Bidders submitting CPA or PPA Bids. This section is also not relevant to PSA Bids for Existing Projects or for PSA Bids for New Projects using technologies for which a Technical Specification is not available.

2.2.8 RFP Submission

All Bid submissions are required to be sent electronically to: 2024AllSourceRFPBids@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.

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 schedule 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 non-conforming 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.

2.2.9 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.

2.2.10 Regulatory Bid Opening Summary

The Bid Summary Form will be used during virtual Bid Opening, which is scheduled for September 26, 2024. This form will be viewable to the Commission Staff, Attorney General's Office representative, and non-competitive 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, each Bidder submitting the required NOI will be provided a unique identification code for use on the Bid Summary Form. It is the Bidder's responsibility to utilize this identification code on the Bid Summary Form. OG&E will not be responsible for any release of information regarding Bids due to Bidder failure to utilize the identification code 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 3.⁹ Each Bidder selected to move on to negotiations will be required to provide comprehensive information regarding its selected Project(s). For Existing Projects, examples of such documentation may include real property inventories, additional details on vendor relationships and current staffing, further documentation of Permit renewals and other renewals required prior to the Capacity Availability Date, insurance information, ownership and financing data, and internal and external assessments of the performance of individual Generation Facilities at the Site. For New Projects, examples of such documentation may include topographical surveys, 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 RFP 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

The OG&E RFP Evaluation Team 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

⁹ No members of the OG&E Bid Team will be involved, directly or indirectly, in the evaluation of any Bids.

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. This 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:

- Capacity: OG&E will consider each of the following capacity requirements:
 - Minimum: 10 MW of nameplate Capacity per Bid
 - Maximum: 1,500 MW of nameplate Capacity per Bid
- Capacity Availability Date: Capacity must be available to satisfy OG&E's resource adequacy obligations starting no later than May 1, 2030.
- Contract Type: PSA, CPA, or PPA.
- Generation Technology: Available as Accredited Capacity.
- Operating Duration: Capable of at least four (4) hours of consecutive run time at the Project's Accredited Capacity, in accordance with SPP OATT Attachment AA. This requirement does not apply to wind and solar Generation Facilities.
- Location: All Projects must interconnect within SPP. PSA Projects must be located within Oklahoma or Arkansas. CPA Projects and PPA Projects must be located within Oklahoma, Arkansas, Texas, New Mexico, or South-Central Kansas.
- Transmission Interconnection: Bidders are required to submit documentation of their plan and steps taken for securing SPP generator interconnection service prior to the Capacity Availability Date. Documentation/plans can include but are not limited to an active interconnection application to the SPP Transmission Grid, an existing interconnection agreement (whether a formal generation interconnection agreement or a predecessor agreement) to the SPP Transmission Grid with ability to expand or modify interconnection rights or use surplus interconnection service (including OG&E Surplus Interconnection) to accommodate Capacity of the Bid, ability to utilize Generation Facility replacement, completed interconnection agreement with SPP effective prior to the Bid Due Date, or

designation as an Existing Generating Facility within SPP as defined in SPP Open Access Transmission Tariff Attachment V^{10,11}.

- **Property Site Control:**
 - **For all Projects:** Bidders must demonstrate Site control through ownership, executed land leases, options to lease, easements, rights-of-way, and/or other instruments of conveyance to cover the entire Proposed Operating Period.
 - **For New Projects only:** To meet the Site control requirement, each Bidder shall have identified a Site and must provide 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). This requirement also applies to Bids using OG&E Surplus Interconnection.
- **Experience:** Bidders must have successfully completed at least two (2) Projects similar in technology, Capacity, fuel (as applicable), and Bidder roles across all aspects of project development.
- **Bidder Financial Capability:** Bidders must demonstrate financial strength and credit worthiness as a counter-party consistent with obligations of the pertinent Contract Type.
- **Risk Mitigations:**
 - **For PSA Wind Projects and PSA Solar Projects:** Bids must include robust plans for mitigating the potential impact of severe convective storms.
 - **For PSA BESS Projects:** Bids must include robust plans for mitigating the potential loss from thermal runaway events, including secondary impacts.
 - **For PSA Thermal Projects:** New Projects must meet the Phase 1 requirements of the most recent version of the GHG Rule. Additionally, New Projects must describe how the Project minimizes NOx emissions and what, if any, NOx control(s) are included for the Project. Existing Projects must include a plan for compliance with the most recent version of the GHG Rule and must describe how the Project minimizes NOx emissions and what, if any, NOx control(s) are included for the Project.
- **Completeness:** Bids must be complete, including all forms, attachments, and other required information, and must in all other respects also comply with RFP requirements.

¹⁰ Existing Generating Facility is defined on page 10 of SPP Open Access Transmission Tariff Attachment V: <https://opsportal.spp.org/documents/studies/SPP%20Tariff%20Attachment%20V%20Generator%20Interconnection%20Procedures.pdf>.

¹¹ Any inquiries about generation interconnection, transmission service or transmission adequacy must be directed only to the appropriate party at SPP. SPP will be OG&E's sole point of contact for all questions and requests related to interconnection applications and studies relating to resources connected to the SPP transmission system.

- Unconditional: Bids are not conditioned upon any significant contingencies, apart from any requested edits to the pertinent Form Agreement(s).

Following completion of the Threshold Evaluation described immediately above, OG&E will review the volume of Bids advancing. In the event of a particularly robust response to this RFP, OG&E reserves the right to employ an initial quantitative screening to manage the maximum volume of Bids being advanced to the Non-Price and Price Evaluation described in Sections 3.3 and 3.4.

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 (8%)
2. Overall Project Characteristics and Risks (17%)
3. Community and Environmental Impacts (5%)

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

Table 4: Summary of Qualitative Evaluation Criteria for OG&E 2024 All Source RFP

Criteria	Sub-Criteria	Maximum Points Available
Contract Risks, Costs, and Benefits (8%)	Firm Price	3
	Contract Assignment	2
	Form Agreement and Technical Specifications Exceptions	3
Overall Project Characteristics and Risks (17%)	Capacity Security	4
	O&M Plan and Protection against Risks	2
	Site Control and Bidder Experience	2
	Schedule	3
	Financing Capability	3
	Technology	1
	Fuel Delivery	2
Community and Environmental Impacts (5%)	Community Impacts	3
	Environmental Impacts	2
Total Points		30

3.3.1 Contract Risks, Costs, and Benefits (8%)

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, fuel supply agreements, O&M agreements, warranties, 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. Assignment provisions will be assessed in the context of the proposed Project ownership stake, if any, being offered to OG&E and the Proposed Operating Period.

Additionally, Bids will be assessed on the extent to which the Bidder accepts all terms and conditions of the pertinent Form Agreement(s) and all requirements in the Technical Specification(s). OG&E has a strong preference and expectation for no to minimal changes to the proposed terms and conditions in the Form Agreements apart from those applicable to the specific technical characteristics of the Project and for no to minimal changes to the Technical Specifications (if pertinent to Project Generation Facility technologies).

3.3.2 Overall Project Characteristics and Risks (17%)

Each Project will be assessed for its technical characteristics and expected operational performance and safety over its Proposed Operating Period, and the risks associated with successfully developing and/or financing the Project and achieving timely, sound operations.

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. OG&E will also analyze any uncertainties associated with the Project's SPP transmission interconnection services. Some key sources of Bidder information that will inform OGE's capacity security analysis are described below. On a bid attribute form, Bidders must provide their expected SPP Accredited Capacity for both summer and winter seasons. Where applicable, 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. On another bid attribute form, Bidders with Existing Projects must provide up to the most recent five (5) years of historical EFORD by season. For the deliverability assessment, all Bidders should provide information regarding the Project's firm transmission rights and any deliverability assessments which have been performed for the Project as well as describe any interconnection modifications, expansions, uses of surplus interconnection service (from OG&E Surplus Interconnection or another source), or conditions for interim interconnection agreements.
- O&M Plan and Protection against Risks: Projects will be assessed on projected performance over the Proposed Operating Period. 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, during hailstorms and other extreme weather events, 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. 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.

- Site Control: Preferences will be given to Bidders with outright ownership of the proposed Site or that have long-term rights under leases or easements that ensure control of the land for all necessary uses, undisturbed access, rights to receive adequate fuel supply (as relevant), and flexibility for Project modifications for the Proposed Operating Period. For New Projects, options to purchase land will also be treated favorably as will binding letters of intent to sell from the current landowner(s).
- Bidder Experience:
 - For all Existing Projects: Bidders are required to demonstrate experience, organizational structure, and management capability to successfully operate and maintain the Project until the Capacity Availability Date, including meeting all requirements of SPP and all governmental authorities having jurisdiction.
 - For Existing Projects using a PSA transaction: If OG&E is not acquiring full ownership of the Project at the Closing Date, Bidders will also be assessed on their demonstrated ability to work as a long-term equity partner in the operation of similar Generation Facilities. Bidders must also demonstrate their ability to finance operation of the Project for all periods through which they will retain any ownership stake.
 - For all New Projects: 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 Generation Facilities of similar size, technology, and operating profile 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.
 - For all CPA and PPA Bids: Bidders must demonstrate their experience and capability to operate the Project for the Proposed Operating Period.
- Schedule: OG&E has a strong preference for Projects with earlier Capacity Availability Dates (i.e., first delivery of Project Capacity to OG&E). Bidders must include detailed and realistic schedules with key milestones for Project development and/or ownership transition, as relevant. For PSA Bids, the schedules must identify activities necessary to transition the proposed ownership stake and any associated obligations in the Project to OG&E by the Capacity Availability Date. OG&E will evaluate the respective schedules submitted by Bidders for overall credibility against industry standards and to ensure there is a high likelihood the Project can reach Commercial Operations as proposed (for New Projects) or be efficiently transitioned to OG&E ownership (for Existing Projects using a PSA transaction). This review will include the timing risks of delays in securing any necessary fuel supply and Permits. This review will also include the timing 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, natural gas pipelines, etc.) and provide a plan and schedule for securing the rights-of-way.

- Financing Capability:
 - For Existing Projects: Bidders must demonstrate their ability to finance operation of the Project for all periods through which they will retain any ownership stake.
 - For New Projects: Bidders must demonstrate their ability to finance development of the Project so it can reach Commercial Operation, including all engineering, procurement, and construction-related and other necessary activities. The financing plan should describe the sources and mechanisms for Project financing, distinctions in financing in different phases of the development process, and the current status of the financing plan.
 - For PSA Bids: If OG&E is not acquiring full ownership of the Project at the Capacity Availability Date, Bidders will also be assessed on their demonstrated ability to work as a long-term equity partner in the operation of the Project.

- 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.

- Fuel Delivery: For Projects requiring a fuel, OG&E prefers Bids demonstrating a secure and reliable fuel supply, including for any back-up fuels to be used. Preferences will be given for Projects able to demonstrate reliable, secure fuel supply for longer periods. For Projects that do not require a fuel such as those powered by solar or wind and for Energy Storage facilities relying on electricity supply, OG&E expects to evaluate this sub-criterion as if there are no fuel delivery risks.

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. Bidders will be assessed on expected impacts from the Project on the local economy over the Proposed Operating Period, which may include factors such as jobs for the OG&E customer base, use of local materials and subcontractor firms, tax benefits, or other benefits accruing to OG&E customers. Benefits of longer duration are preferred. Information on how the Project has provided tangible local benefits to date will help substantiate descriptions of expected future benefits to local areas. Bidders should also describe how the environmental, health, and safety interests of communities near the Project have been or will be considered in Bidder decision-making during Project development, construction, and operation.

For environmental impacts, air emissions per MWh of Project Energy output will be evaluated based on data provided by the Bidder and industry standards for comparable technologies as well as adherence to pertinent environmental regulations. Projects will also be assessed for expected ecological impacts from their Sites and the equipment used therein over the Proposed Operating Period.

3.4 Price (Quantitative) Evaluation Criteria (70%)

Bids that successfully pass the Threshold Evaluation 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 Bids based on the expected customer impact resulting from detailed simulation modeling utilizing scenarios and sensitivities similar to those described in the OG&E 2024 IRP.

The analysis will be conducted for a 30-year evaluation time horizon from 2026 through 2055 and will account for the cost, dispatch constraints, and characteristics of the Project's expected energy dispatch of Generation Facilities in the SPP Integrated Marketplace under a range of potential market conditions. When the Proposed Operating Period of an individual Bid differs from the years 2026 through 2055, OG&E will utilize reasonable modeling assumptions for periods prior to and after the Proposed Operating Period. 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.

For CPA Bids and PPA Bids, OG&E will also take into consideration any projected costs of imputed debt. Imputed debt results when credit rating agencies impute or infer an amount of debt associated with a power supply contract and, as a result, take the added debt into account when reviewing OG&E's credit standing.

For PSA Bids, OG&E will include applicable tax credits and other incentives, including those received through Inflation Reduction Act and Infrastructure Investment and Jobs Act provisions, in the quantitative analysis to the extent that Bidders detail their eligibility for such incentives.

As needed and at its sole discretion, the OG&E RFP Evaluation Team will use typical electricity industry data values to substitute for Bidder data that is missing or not satisfactorily explained after Bidder receipt of clarifying questions from OG&E.

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

In the event of any dispute relating to this RFP, the parties shall make reasonable efforts to resolve any disputes through informal negotiation by first providing a written notice to the other party describing the nature and substance of the dispute and proposing a resolution. Such notice shall be given as soon as practicable, but in no event later than thirty (30) days after the party delivering the notice has actual knowledge of the fact or event from which the dispute arises; provided that failure to provide notice within the foregoing time frames will not relieve the party receiving such notice of liability if such Party

has or receives knowledge of the dispute by other means, or if the failure to notify does not materially prejudice the receiving Party's ability to respond to such notice.

During the first ten (10) days following the receipt of the notice of dispute, authorized senior representatives of parties shall attempt to negotiate in good faith to resolve the dispute. If such informal negotiations result in an agreement in principle among such informal negotiators to settle the dispute, they shall cause a written settlement agreement to be prepared, signed, and dated, whereupon the dispute shall be deemed settled, and not subject to further action.

If a settlement of the dispute is not achieved, then either party may proceed with filing any suit, claim or other legal proceeding arising out of or relating to this RFP, provided that any such suit, claim or other legal proceeding shall be brought only in the federal or state courts located in Oklahoma County, Oklahoma. The parties hereby submit to venue in such courts and to personal jurisdiction in the State of Oklahoma. Each party irrevocably and unconditionally waives, to the fullest extent it may legally and effectively do so, any objection which it may now or hereafter have to the laying of venue of any suit, claim or other legal proceeding arising out of or relating to this RFP, including, without limitation, the defense of any inconvenient forum of the maintenance of such action or proceeding in any such court. The parties waive their right to a trial by jury to resolve any dispute, suit, claim or other legal proceeding arising out of or relating to this RFP.

Appendix A: Notice of Intent to Bid Form

Bidder Company Name: _____

Project Name: _____

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

Bid Information	
Project Nameplate Capacity (MW _{AC})	
Generation Facility Technology(ies)	
If applicable, nameplate Energy Storage power Capacity (MW _{AC}); <i>note: also include in Project Nameplate Capacity above if it is part of Accredited Capacity</i>	
If applicable, nameplate Energy Storage energy capacity (MWh)	
Project Location (city, state)	
SPP Point of Interconnection	
Actual or Estimated Commercial Operation Date (month-day-year)	
Capacity Availability Date (month-day-year)	
If applicable, Proposed Contract End 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
2024AllSourceRFPComm@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.

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.

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 OG&E RFP 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.

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 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.

Appendix F: Technical Specification Exception 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.

Appendix G: Matrix of Form Agreements and Technical Specifications

The matrix below describes the eligible Form Agreements, durations, and Technical Specifications for various generation technologies, Contract Types, and Project types (i.e., New Projects versus Existing Projects). Information in the matrix does not supersede descriptions earlier in the RFP.

Generation Technology (see RFP Definitions)	CPA Form Agreement	PPA Form Agreement	Duration of CPA or PPA	PSA Form Agreement	Technical Specification (PSA Bids only)
NEW PROJECTS					
Wind	CPA: Capacity Purchase ISDA Schedule and Confirmation	Renewable PPA	20 to 30 years	Wind BTA	Wind
Solar		Renewable PPA		Solar BTA	Solar
Battery Energy Storage		Battery Tolling PPA		BESS APA with EPC Exhibit	BESS
Non-Battery Energy Storage		Battery Tolling PPA		BESS APA with EPC Exhibit	N/A
CT		Thermal PPA	Up to 10 years	CT APA with EPC Exhibit	Thermal
RICE					Thermal (includes RICE Appendix)
CC					Thermal (includes CC Appendix)
Other eligible thermal technologies					N/A
Other eligible renewable technologies	Renewable PPA	20 to 30 years	Wind BTA (edited)	N/A	
EXISTING PROJECTS					
Renewable and Energy Storage technologies	CPA: Capacity Purchase ISDA Schedule and Confirmation	Same agreement as listed above for corresponding technology	20 to 30 years	Existing Resource APA	N/A
CC, CT, RICE, or other thermal technologies			Up to 10 years		

Combination Bids for PPA consisting of renewable and Energy Storage technologies will use distinct PPA Form Agreements for the renewable and Energy Storage portions of their Projects (i.e., they would be required to execute two Form PPAs with OG&E). Due to differences in allowable contract durations, Combination Bids for PPA or CPA are not allowed for combinations of thermal technologies with either: (i) renewable technologies or (ii) Energy Storage technologies.

Combination Bids for PSA Projects consisting of renewable and Energy Storage technologies will use the BTA applicable to the renewable technology (i.e., they will not use the BESS APA with EPC Exhibit). Projects consisting of renewable and thermal technologies (with or without Energy Storage also included) will use the BTA applicable to the renewable technology. Projects consisting of thermal and Energy Storage technologies will use the CT APA with EPC Exhibit.

Existing Projects submitted as Combination Bids for PSA will use the Existing Resource APA.

Combination Bids for PSA will use all Technical Specifications pertinent to the included technologies.

Appendix H: Overview of OG&E Surplus Interconnection

OG&E Surplus Interconnection service is being made available by the Company for this RFP to expand opportunities for prospective Bidders while adhering to prudent Company practices for management of existing Generation Facilities and property. Bids using OG&E Surplus Interconnection will be evaluated alongside and against the same evaluation criteria as all other Bids. Each of the three (3) OG&E Generation Facilities listed in the table below have OG&E Surplus Interconnection service of between 100 and 300 MW available.

Generation Facility Name	Generation Facility Address
Muskogee	5501 Three Forks Road, Fort Gibson, OK 74434
Seminole	14102 Old Hwy 99, Konawa, OK 74849
Sooner	10800 County Road 230, Red Rock, OK 73061

Additional characteristics and conditions for use of OG&E Surplus Interconnection are:

- Bidders using OG&E Surplus Interconnection must use a PSA; CPA or PPA Bids cannot use OG&E Surplus Interconnection.
- OG&E Surplus Interconnection can only be used for New Projects, not for Existing Projects.
- Bidders can use any portion of the available OG&E Surplus Interconnection capacity.
- Bidders can use any eligible generation technology for a Project with OG&E Surplus Interconnection.
- In the event Bid(s) submitted into this RFP propose to utilize OG&E Surplus Interconnection and are selected as a winning Bid(s), no payments for the rights to OG&E Surplus Interconnection itself must be made to the Company. In that event, OG&E will apply for pertinent Surplus Interconnection Service study(ies) with SPP.
- Bidders using OG&E Surplus Interconnection must demonstrate adequate control of a Site that can utilize OG&E Surplus Interconnection and that Site must be suitable for a Project.
- Under no circumstances can Bidders use or claim rights to use OG&E property for any Bid.
- In all cases, the Bid price must include the costs of using OG&E Surplus Interconnection, including interconnection study costs and the cost of interconnection from the Project to the OG&E Generation Facility property line, in the same manner as interconnection-related costs for any other Bid.
- OG&E will cooperate with any successful Bidder (i.e., receiving an award and negotiating a contract under this RFP) using OG&E Surplus Interconnection for the construction of new interconnection facilities and network upgrades (as applicable) on OG&E property to implement a Project and to obtain necessary interconnection studies and Permits.
- ***Bidders using OG&E Surplus Interconnection in a Bid must obtain the OG&E Surplus Interconnection Information for the relevant OG&E Generation Facilities after signing a Mutual Nondisclosure Agreement. See Section 2.2.1 of the RFP for more information on requesting these specifications.***