

OKLAHOMA GAS AND ELECTRIC COMPANY



2022 EXISTING CAPACITY 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 Asset Purchase 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.

“APA” means an Asset Purchase Agreement to acquire all property and rights and certain project assets associated with a project for a Generation Facility.

“Bid” means one offer made in response to the Request for Proposals. A Bid may consist of one (1) or multiple Projects at a single Site. The Projects in a Bid may consist of a single Generation Facility technology or multiple Generation Facility technologies.

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

“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”).

“Closing Date” means the date on which the definition of “Closing” in the APA is satisfied.

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

“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 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 without greater than 15% loss of energy content.

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

“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>.

“Majority Ownership” means voting control of more than 50 percent of all ownership interests in a Project.

“Minority Ownership” means ownership interests in a Project, but with 50 percent or lower voting control of all ownership interests.

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

“Project” means a Generation Facility with a completed interconnection agreement to the SPP transmission network and that has achieved Commercial Operation as of the Bid submission date. Projects eligible for this Request for Proposals must have a primary fuel type other than coal or fuel oil.

“Proposed Operating Period” means the length of time after the Closing Date during which the Project is proposed to continue producing Capacity for OG&E. For the purpose of Bid evaluation, the Proposed Operating Period can be of any duration.

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

1 2022 OG&E Existing Capacity Request for Proposals Overview

This document constitutes a Request for Proposals ("RFP") from qualified parties to supply Generation Facility(ies) 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: RFP Summary

Attribute	Requirement
Minimum Capacity	Minimum of 50 megawatts ("MW") of nameplate Capacity per Bid. Bid may represent multiple Generation Facilities at a Site to sum to the minimum capacity requirement.
Maximum Capacity	Maximum of 1,500 MW of nameplate Capacity per Bid. Multiple Generation Facilities at a Site cannot exceed the maximum Capacity.
Closing Date	OG&E requires transaction Closing Dates between January 1, 2023, and May 1, 2025, with a preference for earlier dates within that range.
Fuel Type	Projects that utilize coal or fuel oil as their primary fuels are not eligible in this RFP. All other fuel types for Projects are eligible.
Contract Type	APA
Ownership	Bids can provide OG&E with Minority Ownership or Majority Ownership, up to and including complete ownership.
Location	Within SPP with preference for OG&E's service territory.

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 and/or questions 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 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 July 12, 2022. Interested parties may request meeting details by sending an email to ExistingCap2022RFPComm@oge.com. OG&E will respond with meeting call-in information to requests received by July 11, 2022. Meeting materials displayed by OG&E at the Technical Conference will be posted on-line after the conference.

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 Existing Capacity RFP

Item	Date
Draft RFP Issue Date	June 21, 2022
Draft RFP Technical Conference	July 12, 2022
RFP Final Issue Date (expected)	July 21, 2022
Questions Deadline	August 16, 2022
Notice of Intent to Bid Due Date	August 19, 2022

Item	Date
Bid Due Date	August 25, 2022
Bid Opening Day ¹	August 26, 2022
Selection of Projects for Negotiation (expected)	October 26, 2022
Complete Negotiations (expected)	December 2, 2022

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: ExistingCap2022RFPComm@oge.com. Any unsolicited direct contact with employees or representatives of 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

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.

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 2.2.7. 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 in Section 1. The NOI form is included as Appendix A and is to be submitted via email to ExistingCap2022RFPComm@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 Mutual Nondisclosure Agreement from a Bidder will cover all potential Bids from that Bidder. OG&E will return by email a counter-signed 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 Bidder must include a Bid Summary Form (Appendix C) providing the following information about the Bid(s): Offered Nameplate Capacity, State (Location) and Date Capacity is Available.

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 11 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 or Project, with each Bid using the same individual Generation Facility technologies 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 technical specifications.
 - This section should include a high-level discussion of the Generation Facility technology(ies) including a description of the equipment (e.g., prime mover, primary and back-up fuels (if any), balance of system), its performance and maintenance history, all major operating agreements and warranties, its remaining useful life and Proposed Operating Period, and any unique features associated with the Project design as well as a description of Site control. If the Proposed Operating Period is less than 30 years from the Closing Date, include a description of any potential actions that would enable the Generation Facility to operate up to 30 years from the Closing Date.
 - Please limit the summary to three (3) pages.
2. Operations and Maintenance (“O&M”) Plan.
 - In the plan write-up, include a brief discussion and separately provide copies of all O&M agreements and other material, existing agreements to be assumed in full or in part by OG&E or retained by the Bidder if OG&E is not being offered Majority Ownership. Services provided under such agreements, including any limitations on the operations of Project equipment should be clearly specified. Irrespective of whether O&M agreements will be assumed by OG&E, summarize O&M practices including historic and projected future annual and periodic ongoing expenditures² required to keep the Project in good working order (for the Proposed Operating Period) consistent with prudent utility practices. Also, describe any major maintenance of the Project that has occurred in the past five (5) years and that is planned before the Closing Date. Provide tables with the service and outage history

² Because Bidders will include quantitative information on past and expected future O&M costs in Forms H and I of the bid attribute forms, this summary should be narrative in nature and does not need to repeat detailed data provided with forms.

for the Project. Also, include safety information for the Project consistent with the types of information requested for the Bidder's other Generation Facilities in item #10 below.

3. Risk Mitigation Plan

- Provide a summary including mitigating risks posed by natural disaster, extreme weather, physical threats and cyber threats and vulnerabilities as well as the hazards from the primary and back-up fuel supply and other routine operational aspects of the Project.

4. Ownership Structure.

- 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.
- Provide copies of all relevant debt agreements pertaining to the Project.
- 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.

5. Impact on Local Economic Conditions.

- Summarize how local stakeholders have been, and will continue to be, engaged in the Project. Indicate historic and expected impacts of the Project 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 subcontractor firms and other sources of jobs for the OG&E customer base, tax benefits, or other benefits accruing to OG&E customers. Please focus on future benefits to local communities over the entire Proposed Operating Period.

6. Impact on Environmental Conditions

- Describe the environmental effects of Project operation (including 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 air permitting (if applicable) including equipment emissions rates, air permit limits, status of air permit and necessary emissions equipment needed to meet permitting limits.
 - Provide copies of environmental impact statements for the Project.
7. Site, Permit, and Fuel Delivery Descriptions, including operational permits, land cost and Site control status for all necessary uses, and undisturbed access.
- Please include copies of pertinent land lease or other Site control agreements with the submission. If the Bidder has neither ownership of the Site nor Site control for the entire Proposed Operating Period, include a description of how Site control will be extended for that duration.
 - 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.
 - Also describe all licenses and Permits required to operate the Project and the status of any required renewals of licenses and Permits.
 - Include a discussion of zoning issues and existing and planned land uses in all directions surrounding the Site.
 - 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. Transition Schedule.
- Please clearly specify the expected Closing Date for OG&E to acquire the Project or an ownership stake therein.
 - 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 Closing Date. Please make the schedule consistent with major activities delineated in the Form APA, such as Pre-Closing Filings identified in Article IV, to the extent feasible.
9. Project Organization and Management. Please include the following in this section:
- Provide an organizational chart for the Project that 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. If the Bidder will be retaining Majority Ownership of the Project, also describe if and how the organization chart will change after the Closing Date.
 - For each of the participating organizations, provide brief statements listing specific experience of the firm.
 - Document the contractual relationship between the Bidder organization and all additional participants or vendors. Indicate the status of any arrangements between the Bidder and vendors and any bankruptcies of the Bidder or vendors that have occurred in the past five (5) years.

- Provide resumes of the important management and support staff dedicated to the Project and identify how long they have worked on the Project.

10. Operational and Ownership Experience for Generation Facilities. Bidders are required to demonstrate experience and capability to successfully operate and maintain the Project until the Closing Date and to transfer the Project or an ownership stake therein in full working order to OG&E on that date. If the Bidder will be retaining Majority Ownership of the Project after the Closing Date, it should describe its experiences working as an equity partner in the operation of similar Generation Facilities.

- Provide profiles of at least one (1) and no more than three (3) similar, operational Generation Facilities in which the Bidder has been involved. As feasible, OG&E prefers profiles of Generation Facilities that have an ownership structure similar to what is being proposed by Bidder for OG&E. Include the following information as part of each profile:
 - Name of the Generation Facility
 - Location of the Generation Facility
 - Generation Facility nameplate Capacity, technology(ies), and fuel(s)
 - Purchasing utility or other entity
 - Bidder equity ownership share (if retained)
 - Commercial operation date
 - Fuel acquisition and management summary
 - 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 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 the Project. Also, summarize relevant safety information from other 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.

11. Brief Narrative Summary of any Changes Sought to Form APA. Bidders should provide a brief narrative explanation of and rationale for changes sought to the APA. This is in addition to the redline mark-up of the Form APA.

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 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	Generation Facility Technical Description
Form D	SPP Capacity Accreditation
Form E	Historic Monthly Electricity Production
Form F	Expected Monthly Electricity Production
Form G	Operational Information: Historic and Expected Availability Profile
Form H	Historic Annual Data for Cost, Performance, and Permitting
Form I	Expected Annual Data for Cost, Performance, and Permitting
Form J	Historic Monthly Fuel Consumption (if applicable)
Form K	Fuel Plan (if applicable)
Form L	Environmental Impact: Historic Air Emissions
Form M	Environmental Impact: Expected Air Emissions Rates
Form N	Ownership Information
Form O	Bid Pricing
Form P	Summer and Winter Historical EFORD ³

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.

- i. A copy of Bidder's completed SPP transmission interconnection agreement (if applicable).

³ See Section 3.3.2 of this RFP for more information on EFORD.

- ii. MS Excel spreadsheet with hourly output of electrical energy (in megawatt-hours ["MWh"]) from the Project for the most recent 12-month period. If the Project achieved Commercial Operation within the past year, provide hourly electricity output since Commercial Operation. Please denote periods of planned and unplanned maintenance on a tab of the spreadsheet.
- iii. If applicable, reactive power capability curve and an indication of maximum reactive power productive and absorptive capability (include as MS Excel attachment).
- 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.
- v. Rating reports from the S&P, Moody's, or Fitch agencies for prior 36 months as attachments.

2.2.6 Redline of Form APA

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

The file naming conventions used for the APA redline should follow the same conventions used for other forms. Bidders can provide a single APA 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 RFP Submission

All Bid submissions are required to be sent electronically to ExistingCap2022RFPBids@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 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.

2.2.8 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 August 26, 2022. 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, 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 real property inventories, additional details on vendor relationships and current staffing, further documentation of Permit renewals and other renewals required prior to the Closing Date, insurance information, ownership and financing data, and internal and external assessments of the performance of individual Generation Facilities at the Site.

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

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 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 including compliance, completeness, operational and interconnection status, Site control, 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:

- Capacity: OG&E will consider each of the following capacity requirements:
 - Minimum: 50 MW of nameplate Capacity per Bid
 - Maximum: 1,500 MW of nameplate Capacity per Bid
- Closing Date for OG&E: Capacity must be available to satisfy OG&E's resource adequacy obligations starting between January 1, 2023, and May 1, 2025.
- Contract Type: OG&E will consider only APA Bids for the transfer of ownership of existing Generation Facility(ies) to OG&E. Such Generation Facilities can be located at a Site with other existing Generation Facility(ies).
- Product Type: OG&E will consider Generation Facilities that:
 - Are capable of being accredited as capacity according to SPP Planning Criteria Section 7.
 - Utilize primary fuels other than coal or fuel oil. Generation Facilities that use coal or fuel oil as their primary fuel are not eligible in this RFP.
- Location: Projects must be interconnected with the SPP transmission system.

- **Transmission Interconnection Status:** The Project must have a completed interconnection agreement with SPP effective prior to the Bid submission date or must be an Existing Generating Facility within SPP as defined in SPP Open Access Transmission Tariff Attachment V⁴.
- **Operational Status:** The Project must reach Commercial Operation before the Bid submission date.
- **Property Site Control:** Bidders must demonstrate Site control through ownership, executed land leases, easements, rights-of-way, and/or other instruments of conveyance and that such control extends or can be readily extended for the entire Proposed Operating Period.
- **Bidder Financial Capability:** Bidders must demonstrate financial strength and credit worthiness as a counter-party consistent with their proposed ownership obligations up to and following the Closing Date.
- **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 APA

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

Criteria	Sub-Criteria	Maximum Points Available
Contract Risks, Costs, and Benefits (8%)	Firm Price	2
	Contract Assignment	2
	Form APA Redline	4

⁴ 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>

Criteria	Sub-Criteria	Maximum Points Available
Overall Project Characteristics and Risks (17%)	Capacity Security	6
	O&M and Protection against Risks	3
	Closing Date, Transition Schedule, and Site Control	3
	Bidder Experience and Financing Capability	3
	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 major dependencies or contingencies and/or the cost containment measures effectively limit cost risk for OG&E customers over the Proposed Operating Period, with preference for longer periods.

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 from copies of the relevant contracts. Assignment provisions will be assessed in the context of the proposed Project ownership stake 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 Form APA. OG&E has a strong preference and expectation for no to minimal changes to the proposed terms in the Form APA apart from those applicable to the specific technical characteristics of the Project and the OG&E ownership stake and structure being proposed by the Bidder.

3.3.2 Overall Project Characteristics and Risks (17%)

Each Project will be assessed for its technical and Capacity characteristics, historic and expected O&M and safety over its lifetime, and the risks associated with its fuel supply and continued operation as well as the surety of long-term Site control, how soon OG&E can acquire the Project, and the capabilities of the Bidder to successfully continue to operate and maintain the Project until the Closing Date and partner with OG&E if it will retain an ownership stake in the Project.

For this criterion, 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. Bidders should provide their capacity accreditation for both summer and winter seasons according to SPP. Additionally, Bidders should provide the most recent five (5) years of historical Equivalent Forced Outage Rate demand (“EFORD”) by season (Summer Season – June 1st through September 30th and Winter Season – December 1st through March 31st). To inform OG&E’s assessment of long-term accreditation, 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. Bidders should provide information regarding the type of interconnection service and SPP deliverability assessments which have been performed for the Project.

- O&M and Protection against Risks: Projects will be assessed on projected performance over the Proposed Operating Period, including the ability of the Project to continue operation in extreme hot and cold weather temperatures, during hail storms and other extreme weather events, an assessment of the Project lifetime expectations (i.e., useful asset life). Projects with demonstrable longevity at consistent levels over time are preferred as are Projects with longer Proposed Operating Periods. OG&E's review will consider the Project's impact to OG&E's overall resiliency to physical and cyber threats and vulnerabilities.
- Closing Date, Transition Schedule, and Site Control: OG&E prefers Projects with a Closing Date earlier within its January 1, 2023, to May 1, 2025, acquisition range for this RFP. Bidders must also include a detailed and realistic schedule to transition the proposed ownership stake and any associated obligations in the Project to OG&E by the Closing Date. 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, and flexibility for Project modifications for the Proposed Operating Period. If land use and associated rights at the Site do not yet extend for that entire period, the demonstrated surety with which the Bidder can obtain extensions in those rights will be assessed.
- Bidder Experience and Financing Capability: Bidders are required to demonstrate experience, organizational structure, and management capability to successfully operate and maintain the Project until the Closing Date, including meeting all requirements of SPP and all governmental authorities having jurisdiction. 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.
- Fuel Delivery: For Generation Facilities 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 Generation Facilities that do not require a fuel such as those powered by solar or wind, 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 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 considered during project construction and operation.

For environmental impacts, air emissions per MWh of electrical energy output will be evaluated based on data provided by the Bidder and industry standards for comparable technologies. 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%)

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 be conducted for a 30-year evaluation time horizon and will account for the cost and dispatch characteristics of the Project's expected energy dispatch of Generation Facilities in the SPP Integrated Marketplace under a range of potential market conditions. If the Proposed Operating Period is less than 30 years, OG&E will utilize reasonable modeling assumptions for periods between (i) the end of the Proposed Operating Period, and (ii) the end of the 30-year evaluation time horizon. The Net Present Value of Customer Cost ("NPVCC") 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.

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 Total Capacity (in MW_{AC}): _____

Technology and Nameplate Capacity (in MW_{AC}) of Generation Facility 1:

Technology and Nameplate Capacity (in MW_{AC}) of Generation Facility 2 (if applicable): _____

Technology and Nameplate Capacity (in MW_{AC}) of Generation Facility 3 (if applicable): _____

Please attach additional sheets if more than three Generation Facilities are included with this Bid.

Project Location (city, state): _____

SPP Interconnection Point: _____

SPP Generation Interconnection Number: _____

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

Expected Closing Date of full or partial acquisition by OG&E (Month-Day-Year): _____

Proposed Operating Period (Years and Months after Closing Date): _____

Authorized Signature: _____

Printed or Typed Name of Signer: _____

Title: _____ **Date:** _____

Bidders should send the completed Notice of Intent to Bid Form to
ExistingCap2022RFPComm@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 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 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.

Appendix F: Form Asset Purchase 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.