

OKLAHOMA GAS AND ELECTRIC COMPANY



2022 FLEXIBLE RESOURCE REQUEST FOR PROPOSALS

# Table of Contents

- Definitions..... 3
- 1 2022 OG&E Flexible Resource Request for Proposals Overview ..... 5
- 2 RFP Process and Requirements..... 6
  - 2.1 Communication Requirements ..... 6
    - 2.1.1 Questions ..... 7
    - 2.1.2 Notice of Intent to Bid..... 7
  - 2.2 Bid Submittal Requirements ..... 8
    - 2.2.1 Mutual Nondisclosure Agreement..... 8
    - 2.2.2 Bid Summary Form..... 8
    - 2.2.3 Bid Narrative ..... 9
    - 2.2.4 Bid Certification and Attribute Forms..... 13
    - 2.2.5 Additional Required Attachments to Bids..... 14
    - 2.2.6 Redline of Form APA with EPC Exhibit ..... 15
    - 2.2.7 RFP Submission ..... 15
    - 2.2.8 Confidentiality of Response ..... 16
    - 2.2.9 Regulatory Bid Opening Summary ..... 16
  - 2.3 Validity of Bids ..... 16
  - 2.4 Bidder Selection ..... 16
  - 2.5 Limitation of Liability..... 16
- 3 Bid Evaluation ..... 17
  - 3.1 Introduction ..... 17
  - 3.2 Threshold Evaluation ..... 17
  - 3.3 Non-Price (Qualitative) Evaluation Criteria (30% in aggregate) ..... 19
    - 3.3.1 Contract Risks, Costs, and Benefits (9%)..... 19
    - 3.3.2 Overall Project Characteristics and Development Risks (16%)..... 20
    - 3.3.3 Community and Environmental Impacts (5%) ..... 21
  - 3.4 Price (Quantitative) Evaluation Criteria (70%)..... 22
- 4 General Terms and Conditions..... 22
  - 4.1 Publicity..... 22
  - 4.2 Governing Law / Dispute Resolution / Arbitration ..... 22
- Appendix A: Notice of Intent to Bid Form..... 24
- Appendix B: Mutual Nondisclosure Agreement ..... 25

Appendix C: Bid Summary Form ..... 26  
Appendix D: Certification and Authorization Form ..... 27  
Appendix E: Bid Attribute Forms ..... 29  
Appendix F: Form Asset Purchase Agreement with EPC Exhibit..... 30

## Definitions

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

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

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

“Balance of Plant” means all other equipment and materials including all the supporting components and auxiliary systems of the Generation Facility needed to deliver the energy, other than power generating units themselves, but which will be completed and transferred to OG&E per the Form EPC. 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 Request for Proposals.

“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”). 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.

“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 Combustion Turbine (CT), Reciprocating Internal Combustion Engines (RICE), or Energy Storage meeting the size and technical requirements of this RFP.

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

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

“CT” means a Generation Facility that uses a combustion turbine primarily fueled by Natural Gas as its technology to produce electricity and also meets this RFP’s definition of Flexible Resource. 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 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.

"EPC" means an engineering, procurement, and construction contract to build a new Generation Facility. The EPC is an exhibit accompanying the APA.

"Flexible Resource" means a Generation Facility with a minimum 30-year life, that can start quickly and cycle multiple times per day and meets all technical and performance requirements specified in this RFP and its Attachments.

"Generation Facility" means a new 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 using hydrogen as its primary fuel in the future.

"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>.

"Natural Gas" means "a naturally occurring mixture of hydrocarbon and nonhydrocarbon gases found in porous geologic formations beneath the earth's surface. The principal constituent is methane."<sup>1</sup>

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

"Project" means a new Generation Facility intending to interconnect to the SPP transmission network.

"RICE" means a Generation Facility that uses a reciprocating internal combustion engine primarily fueled by Natural Gas as its technology to produce electricity and also meets this RFP's definition of Flexible Resource. A RICE can have a back-up fuel.

"Site" means parcel(s) of real property on which the Project shall be constructed 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.

---

<sup>1</sup> Definition derived from American Gas Association, *Glossary*, <https://www.aga.org/natural-gas/glossary/>.

## 1 2022 OG&E Flexible Resource 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. In addition to Bids for any single eligible Generation Facility technology, Combination Bids are allowed. OG&E will not be acquiring solar, wind, or other intermittent renewable energy resources as part of this RFP, as standalone Generation Facilities nor in combination with other eligible Generation Facility technologies.

*Table 1: RFP Summary*

<b>Attribute</b>	<b>Requirement</b>
Minimum Capacity	Minimum of 50 megawatts ("MW") of nameplate Capacity per Bid. Bid may represent multiple Generation Facilities at a Site to sum to minimum capacity requirement.
Maximum Capacity	Maximum of 500 MW of nameplate Capacity per Bid. Multiple Generation Facilities at a Site cannot exceed the maximum Capacity.
In-Service Date	OG&E requires capacity be available to satisfy OG&E's resource adequacy obligations starting no later than May 1, 2027, with a preference for projects in service as early as possible.
Operating Duration	Capable of at least 4 hours of consecutive run time at minimum and maximum capacity, as required by SPP generation capacity accreditation guidance (Planning Criteria).
Operating Profile	Minimum ability to start multiple times each day within 15 minutes of initiation; minimum up-time of no more than one hour; maximum down-time between cycles of no more than one hour.
Contract Type	APA, including Form EPC exhibit.
Location	Within SPP in Oklahoma or Arkansas with preference for OG&E's service territory.
Transmission Interconnection	Plan for securing firm transmission service prior to the in-service date.
Self-Bid	OG&E is expected to self-bid into this RFP <sup>2</sup> .

A Technical Conference will be held as part of the process to finalize the RFP. Bidders are encouraged but not required to attend the Technical Conference to provide comments on the draft RFP. Comments and feedback on the draft RFP are also encouraged to be submitted to OG&E via email in advance of the

<sup>2</sup> 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 location of OG&E's website.

Technical Conference. All feedback received through close of business on the day of the Technical Conference will be considered in establishing the final RFP. The Technical Conference will be held from 10:00 AM to 12:00 PM Central Prevailing Time (“CPT”) on May 19, 2022. Interested parties may request meeting details by sending an email to [FlexRes2022RFPComm@oge.com](mailto:FlexRes2022RFPComm@oge.com). OG&E will respond with meeting call-in information to requests received by May 17, 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 Flexible Resource RFP*

<b>Item</b>	<b>Date</b>
Draft RFP Issue Date	April 28, 2022
Draft RFP Technical Conference	May 19, 2022
RFP Final Issue Date	June 6, 2022
Notice of Intent to Bid Due Date	October 6, 2022
Questions Deadline	October 7, 2022
Bid Due Date	October 27, 2022
Bid Opening Day <sup>3</sup>	October 28, 2022
Selection of Projects for Negotiation (expected)	January 13, 2023
Complete Negotiations (expected)	May 1, 2023

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

## 2 RFP Process and Requirements

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

### 2.1 Communication Requirements

All communications regarding the RFP, other than Bid submissions, should be directed to: [FlexRes2022RFPComm@oge.com](mailto:FlexRes2022RFPComm@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.

---

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

## 2.1.1 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 2.2.7. 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:



2022 OG&E Flexible Resource Request for Proposals Overview. The NOI form is included as Appendix A and is to be submitted via email to [FlexRes2022RFPComm@oge.com](mailto:FlexRes2022RFPComm@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) to [FlexRes2022RFPComm@oge.com](mailto:FlexRes2022RFPComm@oge.com). The Bidder can do so at any time between release of this RFP and ten business days prior to the Bid Due Date. 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 this RFP's full technical specifications. Receipt of the full technical specifications, in turn, is a precondition for submission of a Bid to ensure that the Bidder has full information upon which to submit its Bid(s). That is necessary because the Scope of Work provided in EPC Exhibit A represents only an overview of the technical requirements for this RFP's eligible Flexible Resources.

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 the full technical specifications to the Bidder within 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 full technical specifications 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 Opening Day.

If submitting multiple Bids for an individual Site, please clearly identify and summarize each Bid in a single Bid Summary Form (Appendix C) for the Site. Bidders are limited to four (4) Bids for each individual Site. Those Bids can be comprised of any combination of CTs, RICE and/or Energy storage as long as the

minimum and maximum requirements of this RFP are met. The Bid Summary Form will require the following information:

- Generation Facility technology(ies) – CT, RICE and/or Energy Storage
- Number of distinct Generation Facilities<sup>4</sup>
- Minimum and Maximum Capacities for each technology
- Energy Storage attributes (if applicable):
  - Energy Storage battery chemistry or other medium for storing electricity.
  - All energy storage must be configured with a minimum 4-hour duration (i.e., at least a 4:1 ratio of “energy capacity” to “power capacity”)
- In-service 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 13 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 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 discussion of the proposed technology including a description of the equipment (e.g., prime mover, fuel, balance of system, Hydrogen-Capable components for 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.
  - Please limit the summary to three (3) pages.
2. Operations and Maintenance (“O&M”) Plan.
  - In the plan write-up, include a discussion of any O&M agreements and other material, existing agreements to be assumed by OG&E.<sup>5</sup> Services provided under such

<sup>4</sup> For example, if there are two (2) CTs of 25 MW in Capacity each at a Site, the Bidder would insert two (2) for this attribute and insert 50 MW as the Bid nameplate Capacity.

<sup>5</sup> 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.

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 with annual and periodic ongoing expenditures required to keep the Project in good working order consistent with prudent utility practices. Bidders should assume an average of 365 cycles per year in the O&M plan provided with the Bid to the maximum power capacity (for all technologies) and energy capacity (for energy storage technologies) that can be discharged from the Generation Facility.

3. Risk Mitigation Plan, including mitigating risks posed by natural disaster, physical threats and cyber threats and vulnerabilities as well as the hazards from the fuel supply and other routine operational aspects of the Project.
  
4. Flexibility.
  - Include a description of how the Project as configured in the Bid will provide OG&E with flexibility to meet various market and operational uses. That description should address how the Project can be dispatched for uses that differ by: scale (MW), response time, number of daily cycles, energy products (e.g., physical energy and ancillary services), and season of the year.
  - Include a brief narrative description of how flexible the Project is for the addition or reduction of capacity in the future. In that narrative, include technology, siting, Permits, and interconnection considerations
  - For CT and RICE Projects, also include a brief description of how use of hydrogen fuel would affect flexibility attributes.
  
5. Financing Summary.
  - Include a detailed discussion of its proposed financing plan to demonstrate reasonable ability to finance the proposed Project. Describe Bidder's sources of financing (e.g., new equity, equity contribution from guarantor/parent company) for each Project phase and all available lines of credit. Bidder should also discuss how this Project and its financing may affect the credit metrics and credit ratings of the Bidder and/or its parent company, corporate affiliate, or other credit guarantor.
  - If Bidder is relying on a guarantor for credit support, the financing plan should describe the corporate relationship between Bidder and guarantor, as well as a statement regarding the proposed guarantor's willingness to provide guarantee acceptable to OG&E.
  - If the equity contribution is from Bidder's parent company or corporate affiliate, the funding source at the parent or affiliate level (cash in hand, debt, new equity) should be described.
  - Identify and describe the source of required security at each stage of the Project's life and provide a plan for posting it. Include a demonstration of the ability to post the security.

6. Impact on Local Economic Conditions.
  - Summarize how local stakeholders have been, and will continue to be, engaged in the development of the Project. Indicate expected impacts on the local economy within OG&E service territories in Oklahoma and/or Arkansas. Factors which may be considered include use of local materials and other resources 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.
7. Impact on Environmental Conditions
  - Describe the environmental effects of Project construction and 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 environmental impacts and requirements related to end of life equipment disposal and, for Energy Storage, also of intra-life re-powering.
  - 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.
8. 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 and operate the Project and the status of acquiring or completing such licenses and Permits.
  - Include a discussion of zoning issues and existing and planned land uses in all directions surrounding the Site.
  - As pertinent, include a description of the fuel delivery plan and copies of all agreements related to delivery and use of fuel.
9. Interconnection Plan, including indication of expected network upgrade requirements and new facilities associated with new or upgraded interconnections.
  - Describe the location of the proposed point of interconnection, such as the name of an existing substation or switchyard, or the point on an existing transmission line, such as x-miles south of ABC Substation or halfway between ABC and XYZ substation.
  - Indicate if the proposed Project will require a new transmission interconnection or an expansion or modification of an existing interconnection with the SPP system.
  - Describe the new electric interconnection facilities that have been included in the Bid price, including the size, length, and location of any transmission line and size and list

of substation equipment for which the transmission customer (Bidder) will be responsible for building and owning.

- If network upgrades are included, describe the specific transmission elements to be upgraded and include a narrative description of the upgrade plan.

10. Critical Path Schedule.

- Provide a detailed schedule with critical path milestones for the Project that includes activities from the period of selection as a winning Bidder to the commercial operation date, including all testing activities. Please make the schedule consistent with major activities and milestones delineated in the Form APA and EPC to the extent feasible.

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

- Organizational chart for the Project that lists the participants and consultants and identifies the management structure and responsibilities. That chart or another chart should include the key management personnel, titles, and lines of responsibility or reporting requirements for the Project team.
- For each of the participating organizations (developer; architectural and engineering firm; EPC provider; fuel supplier; environmental staff or consulting firm; legal services, etc.), brief statements listing specific experience of the firm, other projects of similar nature and size, and any evidence that the participants have worked jointly on other Generation Facilities.
- Documentation regarding the contractual relationship between the Bidder organization and all additional participants or vendors. Indicate the status of any arrangements between the Bidder and vendors.
- Resumes of the important management and support staff dedicated to the Project.

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

- Provide profiles of at least one (1) and no more than five (5) similar Generation Facilities the Bidder has successfully developed to commercial operation. Include the following information as part of each profile:
  - Name of the Generation Facility
  - Location of the Generation Facility
  - Generation Facility size, technology(ies), and fuel(s)
  - Purchasing utility or other entity
  - Development schedule and 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
  - Average annual number of dispatches and total hours 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 Generation Facilities currently owned or maintained by the Bidder.
  - Provide copies of reports summarizing air emissions of 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.

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

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*

<b>Form ID</b>	<b>Form Title</b>
Form A	Bidder Contact Information
Form B	Project Description
Form C	Generation Facility Technical Description
Form D	Operational Information
Form E	Expected Annual Data for Cost, Performance, and Permitting
Form F	Critical Path Schedule
Form G	Financing Information
Form H	Bid Pricing

Form ID	Form Title
Form I	Fuel Plan
Form J	Environmental Impact

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 J, please provide the information described in this section. Bidders should use identification code provided in response to the NOI along with “Attachment” for each item submitted.

If multiple Bids are submitted for a single Site, Bidders can submit a single version of relevant attachments (e.g., 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 development Site and the anticipated placement of all major equipment at the Site including transmission-related facilities. The included content should highlight (e.g., via a colored legend) the ownership status of land area required for the Project.
- ii. A copy of Bidder's preliminary SPP transmission interconnection study (if available).
- iii. If the Project does not have a completed interconnection study from SPP at the time of Bid submission, the Bidder must identify the applicable section of the SPP Open Access Transmission Tariff Attachment V that would govern interconnection for the proposed Project. In addition, any proposed Project without a completed interconnection study from SPP must submit the results of a comparable study conducted by an independent engineer at Bidder's expense. If a feasibility study is required, the feasibility study should model North American Electric Reliability Corporation (NERC) TPL-001-4 contingencies P1, P2, and P3. Breaker fault contingencies may be excluded.<sup>6</sup>

---

<sup>6</sup> 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.

- iv. Any reports available from qualified third parties documenting flaws or risks with the proposed Project(s) and suggested mitigation plans.
- v. If applicable, reactive power capability curve and an indication of maximum reactive power productive and absorptive capability (include as MS Excel attachment).
- vi. 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.
- vii. Technology re-powering and conversion: If the 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. If the Project technology is partially or fully CT or RICE, provide narrative about the expected cost of making the CT and/or RICE units able to use hydrogen as primary fuel.
- viii. Rating reports from the S&P, Moody’s, or Fitch agencies for prior 36 months as attachments.

#### 2.2.6 Redline of Form APA with EPC Exhibit

A model Form APA with an EPC exhibit is attached in Appendix F. Bidders are responsible for reviewing all terms and conditions specified in the APA and the EPC 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 of their Bid(s), OG&E has a strong preference and expectation for no to minimal changes to the proposed commercial terms and conditions in the Form APA and EPC.

The file naming conventions used for the APA and EPC redline should follow the same conventions used for other forms. Bidders can provide a single APA and EPC 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: [FlexRes2022RFPBids@oge.com](mailto:FlexRes2022RFPBids@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 October 28, 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.<sup>7</sup> Each Bidder selected to move on to negotiations will be required to provide comprehensive information regarding its selected Project(s). Examples of such documentation may include topographical surveys, more detailed site plans and drawings, additional interconnection materials, environmental field assessments, permitting applications, and engineering studies.

## 2.5 Limitation of Liability

Neither this RFP nor any other aspect of this solicitation shall create an agency, partnership, joint venture, or co-tenancy relationship among the members of the OG&E Evaluation Team or any other entities involved in the development or administration of this RFP, nor any other relationship or liability beyond those (if any) explicitly adopted in writing and executed by authorized representatives of OG&E and/or

---

<sup>7</sup> No members of the OG&E Bid Team will be involved, directly or indirectly, in the evaluation of any Bids.

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 of compliance, completeness, technical viability, and Bidder financial capability. The completeness review will ensure that the Bid follows the guidelines set forth in the RFP, includes all information required for a more thorough review, and is provided in the required format and sequence.

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

The criteria to be considered in the threshold evaluation are listed below:

- Capacity: OG&E will consider each of the following capacity requirements:
  - Minimum: 50 MW of nameplate Capacity per Bid
  - Maximum: 500 MW of nameplate Capacity per Bid
  - Duration: Able to maintain minimum and maximum capacity for 4-hour duration
- In-Service Date: Capacity must be available to satisfy OG&E's resource adequacy obligations starting no later than May 1, 2027.
- Contract Type: OG&E will consider only APA Bids including the required EPC exhibit for the transfer of ownership of to-be-constructed Generation Facility(ies) to OG&E. Such to-be-constructed (i.e., new) Generation Facilities can be located at a Site with other existing Generation Facility(ies) or at a Site without any existing Generation Facility(ies). However,

Generation Facility(ies) that are existing (i.e., have already been constructed) are not eligible for this RFP.

- Product Type: OG&E will consider Flexible Resources that are:
  - Designed and optimized for daily multiple cycle (start) operation
  - Capable of continuous operation over the range of operating loads and design ambient temperatures
  - Capable of achieving a 15-minute start from initiation
  - Must be capable of a minimum run time of at least four (4) consecutive hours
  - Must have minimum up-time of no more than one hour
  - Must have a maximum down-time between cycles of no more than one hour
  - CT or RICE must be Hydrogen-Capable as defined in this RFP
- Location: Projects must interconnect within SPP and be located within Oklahoma or Arkansas.
- Transmission Interconnection: Bidders are required to submit their plan for securing firm transmission service prior to the in-service date. Plans can include but are not limited to an active interconnection application to the SPP Transmission Grid or an existing interconnection agreement to the SPP Transmission Grid with ability to expand or modify interconnection rights to accommodate Capacity of the Bid.<sup>8</sup> All Bidders must submit a plan that complies with SPP Transmission Interconnection requirements.
- Property Site Control: Bidders must demonstrate site control through ownership, executed land leases, options to lease, easements, rights-of-way, and/or other instruments of conveyance. To meet the site control requirement, each Bidder shall have identified a Site and must 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).
- Experience: Bidders must have successfully completed at least one (1) project similar in technology, capacity, fuel, 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.
- Completeness: Bids must be complete, including all forms, attachments, and other required information, and must in all other respects also comply with RFP requirements.

---

<sup>8</sup> 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 Form APA and EPC. Moreover, requested edits to the EPC exhibit cannot include material modifications to the equipment technical specifications nor performance requirements.

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 (9%)
2. Overall Project Characteristics and Development Risks (16%)
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
<b>Contract Risks, Costs, and Benefits (9%)</b>	Firm Price	2
	Contract Assignment	1
	Form APA (including EPC exhibit) Redline	6
<b>Overall Project Characteristics and Development Risks (16%)</b>	Capacity Security	3
	O&M Plan and Protection against Risks	3
	Critical Path Schedule, Site Control, and Bidder Experience	4
	Financing Capability	2
	Technology	1
	Flexibility	3
<b>Community and Environmental Impacts (5%)</b>	Community Impacts	3
	Environmental Impacts	2
<b>Total Points</b>		<b>30</b>

#### 3.3.1 Contract Risks, Costs, and Benefits (9%)

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

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

Additionally, Bids will be assessed on the extent to which the Bidder accepts all terms and conditions of the Form APA and EPC. OG&E has a strong preference and expectation for no to minimal changes to the proposed terms in the Form APA and EPC.

### 3.3.2 Overall Project Characteristics and Development Risks (16%)

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

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

- Capacity Security: OG&E will consider security of the Accredited Capacity credit for the project based on current SPP Planning Criteria and will also consider the potential for changes to SPP Planning Criteria. Bidders should provide their expected capacity accreditation for both summer and winter seasons according to SPP. Where such information is not available, Bidders should provide indications of their expected performance ratings for each required obligation period including data confirming the Project's designated operational performance. Bidders should also indicate expected degradation in Accredited Capacity qualification over time and a recommended augmentation schedule and associated costs as well as equipment warranties where applicable. To assess deliverability, Bidders should provide information regarding the Project's firm transmission rights and any deliverability assessments which have been performed for the Project.
- O&M Plan and Protection against Risks: Projects will be assessed on projected performance over their expected asset life. Projects with demonstrable longevity at consistent levels over time are preferred. Projects should provide an O&M plan, an assessment of the peak operational performance of their Project, an assessment of the ability of the Project to continue operation in extreme hot and cold weather temperatures, during hail storms 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. OG&E acknowledges that Energy Storage systems and hydrogen fueling of Generation Facilities are developing technologies. Bids shall not be unduly penalized for risks associated with the developing Energy Storage and hydrogen fuel technologies, provided that compliance with current utility and industry standards is demonstrated, and a mitigation plan for addressing risks is included with the Bid.
- Critical Path Schedule: OG&E will evaluate the critical path schedule submitted by the Bidder for overall credibility against industry standards and to ensure there is a high likelihood the Project can reach commercial operations as proposed. This review will include the risks of delays in securing the necessary fuel supply and Permits. This review will also include the risks of securing transmission interconnection and delivery capabilities. Bidders should identify any rights-of-way

that need to be acquired for the construction of supporting facilities (transmission lines, natural gas pipelines, etc.) and provide a plan and schedule for securing the rights-of-way.

- **Site Control:** Preferences will be given to Bidders with outright ownership of the proposed Site. Options to purchase will also be treated favorably as will binding letters of intent to sell from the current landowner(s). Long-term rights under leases or easements that ensure control of the land for all necessary uses, undisturbed access, rights to construct and receive adequate fuel supply, and flexibility for Project modifications will also be considered.
- **Bidder Experience:** Bidders are required to demonstrate experience and management capability to successfully develop and finance the Project. OG&E is particularly interested in Bidders that have demonstrated success in multiple projects of similar 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.
- **Financing Capability:** Bidders must demonstrate their ability to finance development of the Project so it can reach commercial operation, including all EPC-related and other necessary activities. The financing plan should describe how the Project will be financed, including the sources and mechanisms for financing and distinctions in financing in different phases of the development process. Bidders should include the estimated construction costs as well as the financing costs for the project. Each Bidder's response must include the current status of its financing plan.
- **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.
- **Flexibility:** Preference will be given to Bids that offer OG&E added flexibility. OG&E will evaluate how the Project can (i) meet a variety of potential operational uses in its proposed configuration, and (ii) be modified in the future to meet a wider variety of future uses. As part of that evaluation, each Bid will be reviewed for flexibility in being dispatched for utility needs that differ by: scale (MW), response time, dispatch duration, number of daily cycles, energy products, and season. Documented past experience of the Bidder developing and/or operating Generation Facilities with similar flexibility attributes will be positively valued by OG&E. CT and RICE Bids will also be evaluated on how use of hydrogen fuel would affect these flexibility attributes.

### 3.3.3 Community and Environmental Impacts (5%)

OG&E has a preference for Projects with a Site location in OG&E's service territory in Oklahoma or Arkansas. OG&E also values several other local and community factors. In particular, Bidders should provide the status of a Project stakeholder engagement plan related to development and permitting. That

engagement plan should specifically address environmental impact, how communities or organizations will have an opportunity to participate in decisions about activities that may affect their environment and/or health, how their concerns will be considered in the decision-making process and how these communities are involved in workforce opportunities associated with the Project. Bidders should additionally include a summary of expected impacts on the local economy, which may include factors such as job creation for the OG&E customer base, use of local materials, tax benefits, or other benefits accruing to OG&E customers.

The environmental impact sub-criterion will include an assessment of the potential to reduce air emissions based on Project emission rates per MWh compared to the utility's 2020 average emission rates and industry benchmarks. For CT and RICE Projects, that assessment should differentiate between impacts without the use of hydrogen fuel and with use of hydrogen as the primary fuel in the future. Projects will also be assessed for ecological impacts from development of their Sites and the equipment used therein. As available, Bidders should include environmental impact statements for the proposed Projects.

### 3.4 Price (Quantitative) Evaluation Criteria (70%)

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

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

## 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:** \_\_\_\_\_

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

**Total Project Size:**

**If applicable, nameplate CT capacity (in MW<sub>AC</sub>):** \_\_\_\_\_

**If applicable, nameplate RICE capacity (in MW<sub>AC</sub>):** \_\_\_\_\_

**If applicable, nameplate Energy Storage power capacity (in MW<sub>AC</sub>):** \_\_\_\_\_

**If applicable, nameplate Energy Storage energy capacity (in MWh):** \_\_\_\_\_

**Project Location (city, state):** \_\_\_\_\_

**SPP Interconnection Queue Position:** \_\_\_\_\_

**If applicable, date of SPP Interconnection Agreement to be Modified:** \_\_\_\_\_

**Estimated Commercial Operation Date (Month-Day-Year):** \_\_\_\_\_

**Authorized Signature:** \_\_\_\_\_

**Printed or Typed Name of Signer:** \_\_\_\_\_

**Title:** \_\_\_\_\_ **Date:** \_\_\_\_\_

**Bidders should send the completed Notice of Intent to Bid Form to**  
[FlexRes2022RFPComm@oge.com](mailto:FlexRes2022RFPComm@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 is 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 with EPC Exhibit

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.