

Appendix D

*Detailed Instructions
For
Bidder Registration and
Proposal Submission
For
January 2009 Western Region
Request For Proposals (RFP)
For
Long-Term
Supply-Side Resources*

Entergy Services, Inc.
January 15, 2009

The statements contained in this Appendix are made subject to the Reservation of Rights set forth in the RFP and subject to the terms and acknowledgements set forth in the Proposal Submission Agreement.

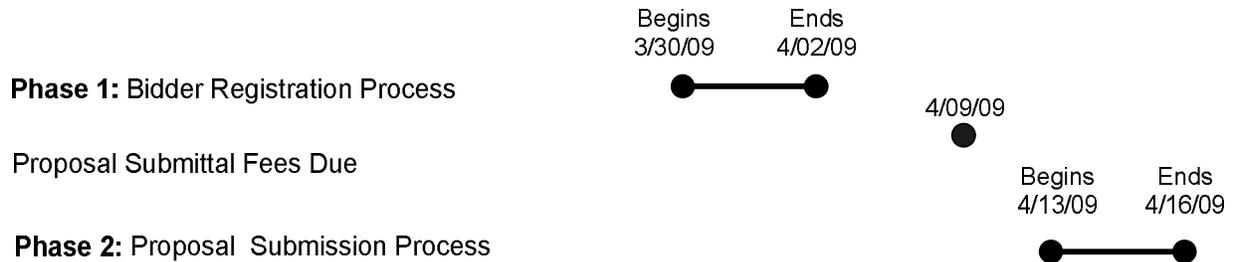
Appendix D
Detailed Instructions for Bidder Registration and Proposal Submission

GENERAL INSTRUCTIONS

This Appendix D, Appendix B, and each Product Package located in Appendix C contain detailed instructions to Bidders for responding to this January 2009 Western Region RFP. Prior to developing their proposals, Bidders are requested to carefully read the RFP, including the instructions in this Appendix D, in its entirety.

For further information on these instructions and the electronic Proposal Submission Process, as well as other matters relating to this RFP, a Bidders' Teleconference will be held on February 17, 2009. Further information on the Bidders' Teleconference is provided in Section 2.3 of the RFP.

1. Bidder Registration



1.1. Overview

ESI's principal objectives in designing the procedures that its employees and agents will follow in conducting the RFP process are to preserve, to the maximum extent practicable, the confidentiality of any commercially sensitive proposal information, including, but not limited to, Bidder identity, proposal pricing, and any other confidential terms and conditions, and to ensure that all proposals are treated in a consistent fashion and that no undue preference is provided to any Bidder, including Entergy Competitive Affiliates.

To support these objectives, ESI has developed an automated Bidder registration process. Each Bidder must complete the electronic Bidder Registration Process via the RFP Web Portal and subsequently submit the required Proposal Submittal Fee(s) by the specified deadline in order to be eligible to participate in this RFP solicitation process. This registration process is designed explicitly for the purposes of enabling the electronic submission of proposal documents by all Bidders, to do so in a way that enables ESI to track and evaluate information tied to a proposal without also disseminating to members of the RFP Evaluation Team information that explicitly identifies the Bidder.

Upon completion of the Bidder Registration Process, each Bidder will be issued a unique Bidder Identification Number ("Bidder ID"), each proposal will be issued a unique Proposal Identification Number ("Proposal ID") and each generating plant will be

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issued a unique Plant Identification Number (“Plant ID”) (explained in further detail in Section 1.5 below), each of which shall be utilized in the electronic proposal submission process. Then, each Bidder must execute the Bidder Registration Form and pay the required Proposal Submittal Fee(s) by the required deadline set forth herein.

Submitting a Bidder Registration Form does not commit a prospective Bidder to submitting an executed proposal in response to this RFP.

1.2. Bidder Registration Process (Appendix B)

The basic framework for the Bidder Registration Process document (Appendix B) is available for review on the RFP Website.

Each Bidder is advised to read and understand Appendix B. Appendix B illustrates the process by which Bidders will be required to submit basic identifying information for purposes of registering to access and utilize the RFP Web Portal, and any additional information required to complete the registration process. For example, in addition to providing Bidder identity and contact information, the Bidder will also be required to register all generating plants and associated product packages for which proposals will be submitted. Bidders who fail to complete the electronic Bidder Registration Process via the RFP Web Portal and pay the required Proposal Submittal Fee per registered proposal by the deadline specified below will be precluded from the Proposal Submission Process, because this process will be the sole means by which a Bidder receives a unique Bidder Identification Number and Proposal Identification Number(s), as further explained below. Additionally, Bidders will be precluded from submitting any proposals for any generating plants that were not registered in the Bidder Registration Process.

Bidders must correctly perform several steps to complete the Bidder Registration Process.

- ❖ Bidders must register to access the RFP Web Portal and then complete the Bidder Registration Process via the RFP Web Portal between 8:00 a.m. CPT on March 30, 2009 and 5:00 p.m. CPT on April 2, 2009.
- ❖ Bidders must provide their correct email address in the Bidder Registration Form. This address is the only means by which the Bidder can receive certain communications (*i.e.*, confirmations or rejections) from ESI during the RFP process.
- ❖ Bidders should receive a confirmation/rejection email within 30 minutes of submitting the Bidder Registration Form. If no confirmation/rejection email is received, Bidders should use the “Manage Account Settings” link provided on the RFP Web Portal Home Page to update the email address that was submitted in the Bidder Registration Form.
- ❖ Upon completion of the Bidder Registration Process, a confirmation email should be received within 30 minutes. Bidder should execute the Bidder Registration

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Process Signature Page, a link to which will be provided in the Proposal Configuration Confirmation email, and fax the signed form per the instructions in the confirmation email no later than 5:00 p.m. CPT on April 2, 2009.

Bidders are strongly encouraged to submit their registration information via the RFP Web Portal well in advance of the final deadline.

ESI will have an RFP “Hotline” available from March 30, 2009 to April 16, 2009, on Business Days from 8:00 a.m. to 5:00 p.m. CPT, to assist Bidders only with respect to **technical questions regarding the electronic registration or proposal submission process** (the “RFP Hotline”). The number for the RFP Hotline is 281-297-3758.

Each Bidder must complete the electronic Bidder Registration Process between 8:00 a.m. CPT on March 30, 2009 and 5:00 p.m. CPT on April 2, 2009, via the RFP Web Portal. **Bidders shall bear the risk of failing to submit the requisite registration information via the RFP Web Portal by the specified deadline. Bidders who submit their registration form within two hours of the specified deadline shall bear a substantial risk that, in the event of an error in their submission or a technical malfunction, they may not have enough time before the deadline to correct and resubmit an acceptable form. ESI shall be under no obligation to Bidders to reopen the registration process.**

1.3. Notification of Confirmation/Rejection of Bidder Registration

Upon ESI’s receipt of a Bidder’s registration information via the RFP Web Portal, each Bidder will receive an email confirming receipt and providing Bidder with identification numbers as described below. Upon receipt of a Bidder ID (as described below in more detail), each Bidder will be required to sign and fax the Bidder Registration Process Signature Page per the instructions in the confirmation email. Bidder Registration is not complete until an executed Bidder Registration Process Signature Page is received by the RFP Administrator no later than 5:00 p.m. CPT on April 2, 2009 and the required Proposal Submittal Fee(s) have been paid no later than 5:00 p.m. CPT on April 9, 2009.

1.4. Proposal Submittal Fee

Consistent with previous RFPs, ESI will require all Bidders to pay a proposal submittal fee (“Proposal Submittal Fee”), for each registered proposal. Within three (3) Business Days of receiving the executed Bidder Registration Process Signature Page, ESI will invoice Bidder, by Proposal Identification Number, the Proposal Submittal Fee that is due for each registered proposal in the amount of \$5,000.00 for each registered proposal.

Bidder will be required to remit wire payment(s) of the required Proposal Submittal Fee for each individual registered proposal by no later than 5:00 p.m. CPT on April 9,

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2009 per the instructions in the invoice. **Failure to submit the Proposal Submittal Fee(s) by this deadline will cause the registered proposal(s) to be rejected as non-conforming and Bidder shall not be permitted to submit a Proposal Submission Form for such registered proposal(s).**

Proposal Submittal Fees will only be refunded to Bidders under the following circumstances:

1. Bidder registers a proposal and pays the Proposal Submittal Fee but does not submit a Proposal Submission Form for that registered proposal.
2. Bidder registers a proposal and pays the Proposal Submittal Fee but submits a non-conforming proposal for that registered proposal.
3. Bidder registers a proposal, properly completes the Proposal Submission Process, but subsequently withdraws the proposal prior to the proposal submission deadline.

The Proposal Submittal Fees will contribute towards funding the cost of the IM. In the event that the cost of the IM is less than the aggregate amount of the Proposal Submittal Fees collected by ESI, then such excess will be returned to the Bidders who have paid Proposal Submittal Fees prorated to the amount paid by each Bidder. In the event that the cost of the IM exceeds the aggregate amount of the Proposal Submittal Fees collected by ESI, then such shortfall shall be borne by ESI and not charged to or collected from Bidders.

1.5. Issuance of Bidder ID, Proposal ID(s) and Resource ID(s) and if requested, a Signature Identification Number

Each Bidder will receive a unique Bidder ID. Also, individual Proposal ID(s) will be issued for each proposal and unique Resource ID(s) will be issued for each generating plant indicated in the Bidder's Bidder Registration Form. These reference numbers, further described below, will be provided to Bidders in the return email indicating confirmation of receipt of their Bidder Registration Form.

The purpose of issuing a Bidder Identification Number to each Bidder is to provide a reasonable level of assurance of anonymity in order to maintain a fair and consistent evaluation process. The Bidder will be required to reference this Bidder ID in all proposals that the Bidder may submit. Each Bidder ID will be unique to each Bidder and will include the letter "B" followed by two numeric characters (*e.g.*, B12).

The purpose of issuing Proposal Identification Number(s) to each Bidder is similar to the Bidder ID, and provides the IM and the RFP Administrator with a clear process for segregating proposal types while providing a reasonable level of assurance of anonymity in order to maintain a fair and consistent evaluation process. The Bidder will be required to reference the individual Proposal ID assigned to each proposal that the Bidder may

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submit. Each Proposal ID will be unique to each proposal and will include the letter “P” followed by four numeric characters (*e.g.*, P1234).

A Resource Identification Number will be issued to each Bidder for each generating plant registered during the Bidder Registration Process (*e.g.*, if Bidder registers three generating plants during the Bidder Registration Process, three unique Resource IDs will be issued). The purpose of this process is to provide a reasonable level of assurance of anonymity in order to maintain a fair and consistent evaluation process. The Bidder will be required to reference this Resource ID in all proposals that the Bidder will submit for that particular generating plant. Each Resource ID will be unique to each generating plant and will include the letter “R” followed by three numeric characters (*e.g.*, R345).

Note that the use of Bidder IDs, Proposal IDs and Resource IDs is part of ESI’s attempt to ensure that appropriate protections are in place to minimize the dissemination of information that explicitly identifies Bidders to members of the RFP’s Evaluation Team that do not need to know such information. As described further in Appendix G, while no process can ensure that the identity of the Bidders remains completely anonymous, the intention is to provide the maximum reasonably practicable level of assurance of anonymity in order to maintain a fair and consistent evaluation process.

If a Bidder desires to register additional resources or proposals during the registration process, Bidders must register those resources and proposals via the RFP Web Portal prior to the deadline. Please note that any previously submitted Bidder registration information is superseded by the latest information submitted via the RFP Web Portal using the View/Modify registration information functions.

If the Bidder requests to be provided with a Signature Identification Number, a unique electronic Signature Identification Number will be issued to the Bidder. By using this Signature Identification Number in any electronic submission where a signature is required, the Bidder consents to the use of the Signature Identification Number as an electronic signature and agrees that the Signature Identification Number will have the same force and effect as a handwritten signature, as permitted under the Electronic Signatures in Global and National Commerce, U.S.C. §§ 7001 -7003. The Signature Identification Number will include the letter “S” followed by four numeric characters (*e.g.*, S6789). In the event the Bidder elects not to request an electronic Signature Identification Number for use in this RFP, the Bidder is still required to submit its proposal electronically but may use a facsimile signature or .pdf signature or other electronically-submitted handwritten (“wet”) signature of its authorized representative where a signature is required, which submission should be followed by an original, hard copy of the executed Proposal Submission Agreement comprising such submission to the RFP Administrator.

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2. Proposal Submission Process

Each proposal must be submitted electronically via the RFP Web Portal, and responses to Appendix H or Appendix I (as applicable), via electronic mail. Electronic proposal submission and processing has been implemented to simplify the proposal submission process for Bidders and to help streamline the RFP process. This process supports all efforts to ensure that all proposals are consistently, accurately and thoroughly evaluated by the RFP Evaluation Team. The electronic proposal submission procedures are further described below. Bidders should not send, and the RFP Administrator will not accept, paper copies of registration or proposal information unless subsequently requested to clarify development proposals.

Section 1.4 of the January 2009 Western Region RFP provides a summary description of each type of product for which proposals are being requested by this January 2009 Western Region RFP. Bidders may submit a proposal for a single product, an additional proposal for each additional product, and alternate proposals for each product, by reviewing the applicable Term Sheets and completing the forms in the Product Package that correspond to each product for which the Bidder desires to submit a proposal; however, each additional or alternate proposal will be assessed a Proposal Submittal Fee. In the event that a Bidder wishes to provide multiple proposals for the same capacity, the Bidder must clarify in the "Special Considerations" section of the completed Proposal Submission Forms of each proposal that such proposals are mutually exclusive and it is possible for only one of the proposals to be selected by ESI.

ESI is making every reasonable effort to maximize fair and impartial competition and prevent or avoid collusion by any parties in this RFP process. Proposals determined by ESI, in its sole discretion, to have been made with the intent or effect of creating artificial prices, terms, or conditions will be rejected.

2.1. Joint Proposals

Bidders that are comprised of more than one Person may enter into contribution or indemnity arrangements or agreements among themselves to allocate their respective obligations, but no such agreements or arrangements will affect the rights of ESI or any of the Entergy Operating Companies without the express written agreement of ESI or the affected Entergy Operating Companies, which agreement will be negotiated upon the execution of a Definitive Agreement. Any Entergy Operating Company may agree to be affected by such agreements or arrangements only as to it, and no such agreement shall be effective as to any other Entergy Operating Company or as to ESI. When proposals are submitted, all such contribution, indemnity, allocation, sharing and similar arrangements, agreements and understandings must be fully disclosed to ESI. Bidders may accomplish such disclosure by sending a written letter of disclosure to the RFP Administrator by the Proposal Submission deadline.

Each Bidder is prohibited from disclosing the fact of, or terms and conditions of, any proposal that the Bidder intends or expects to submit in response to the RFP to any other Person,

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except as provided in Section 2.8 of the RFP, and is prohibited from other action in concert with other Persons with respect to a potential proposal for this RFP process, except for the purpose of jointly developing a proposal, and in such cases, only after prior written notification to the RFP Administrator of an intent to make such disclosures or otherwise act in concert. Such notification to the RFP Administrator shall include the identities of, and background information concerning, the Persons to which such disclosures might be made, and shall include a description of the disclosures and/or actions in concert that are contemplated. Bidders may accomplish such disclosure by sending a written letter of disclosure to the RFP Administrator by the Proposal Submission deadline.

2.2. Proposal Submission Forms

Appendix C includes separate Product Packages for each type of product for which ESI is seeking proposals in response to this January 2009 Western Region RFP. Each Product Package contains examples of the information to be requested through the Proposal Submission Process via the RFP Web Portal, as well as associated terms and conditions applicable to each product package. Each Bidder is encouraged to carefully review the relevant Term Sheet for each product the Bidder intends to offer. The Term Sheets establish certain key terms and requirements for each product and along with the Proposal Submission Form outline a significant portion of the information to be provided in any proposal offering the product. The Proposal Submission Forms will be provided electronically via the RFP Web Portal.

Bidders must submit a proposal for each product they choose to offer in response to the RFP. For each proposal, the Bidder must identify on the appropriate form the type of product the proposal is offering. The Bidder must complete the appropriate forms in their entirety. Using the forms is intended to ensure consistency in proposal submission and consistency in proposal interpretation by the RFP Evaluation Team.

If a proposal requires Appendix H or Appendix I, such forms can be submitted to the RFP Administrator via the esirfp@entergy.com mailbox. Please note that this email submission is in addition to proposal submission through the RFP Web Portal. The date and time of the email submission of Appendix H or Appendix I should be noted in the Special Considerations section of the RFP Web Portal. All documents, including these appendices, must be submitted on or before 5:00 p.m. CPT April 16, 2009.

2.3. Instructions

There are several fields within the Proposal Submission Forms which are required to be completed, and will be indicated as such in the Proposal Submission Forms. Other information may be requested – but is not required – of Bidders. If a Bidder believes that a particular requested disclosure is not applicable to the Bidder's proposal and the Bidder

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intends to omit that disclosure, then the Bidder should indicate “N/A” in the space provided for such disclosure and address in the “Special Considerations” section of the Proposal Submission Form why the Bidder believes the disclosure is not applicable.

The Bidder ID, Proposal ID and Resource ID reference numbers, which will be issued during the Bidder Registration process which concludes prior to the start of the Proposal Submission Process, as well as payment of the Proposal Submission Fee(s), are required in order for the Bidder to be eligible to participate in the RFP Proposal Submission Process.

Bidders must provide their correct email address during the Bidder Registration Process. This address is the only means by which the Bidder can receive RFP-related communications (*i.e.*, confirmations or rejections) during the RFP process.

All proposals must be submitted in accordance with the information requested in the Product Packages in Appendix C, and Appendix H or Appendix I (as applicable), and must be signed by an officer (or similarly situated representative) of the Bidder duly authorized to act on behalf of the Bidder by the Bidder’s board of directors (or similar governing body for an unincorporated Bidder). The failure of the Bidder to submit a proposal on the requisite forms via the RFP Web Portal and the templates for Appendix H or I (as applicable) will be a cause for rejection of the proposal.

Proposals will only be accepted between 8:00 a.m. CPT on April 13, 2009 until 5:00 p.m. CPT on April 16, 2009, and must be submitted via the RFP Web Portal, and by electronic mail for responses to Appendix H or I (as applicable).

2.4. Notification of Confirmation/Rejection of Proposal Submission Form

The web-based registration and proposal submission process will prevent Bidders from submitting any registration or proposal information that is substantially incomplete. Each Bidder must complete the web-based Bidder Registration Process and Proposal Submission Process, and submit a response to Appendix H or Appendix I as applicable via electronic mail, all in order for a proposal to be available for review by ESI. Bidders may contact the RFP Hotline for technical assistance. **Bidders are strongly encouraged to submit their proposals well in advance of the deadline to provide adequate time to correct any errors which may be identified by ESI in the electronic proposal submission process.**

If during the initial RFP Web Portal registration process Bidders elect to receive a series of confirmation emails, they should receive those emails within 30 minutes of completing each stage of the Bidder Registration and Proposal Submission Processes outlined in Appendix B. If a Bidder does not receive confirmation email(s), that Bidder should use the “Manage Account Settings” function of the RFP Web Portal to update their email address to ensure future delivery of confirmation emails. The Bidder can then open the “Email Management folder and select previous confirmation messages sent to

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be re-emailed to the current email address on record. If the problem is not resolved, please contact the RFP administrator via the hotline or by email to esirfp@entergy.com.

Bidders will be permitted to correct and resubmit certain Bidder registration information up to 5:00 p.m. CPT on April 2, 2009 and certain proposal submission information up to 5:00 p.m. CPT on April 16, 2009. No Bidder will be provided access to the RFP Web Portal outside of these timeframes. **Bidders shall bear the risk of failing to submit an acceptable proposal form by the specified deadline. Bidders who submit their proposal form within two hours of the specified deadline shall bear a substantial risk that, in the event of an error in their submission or a technical malfunction, they may not have enough time before the deadline to correct and resubmit an acceptable form. ESI shall be under no obligation to Bidders to accept any improperly completed proposal forms.**

If the Bidder did not select the electronic signature option during the Bidder registration process, the Bidder must either fax or email a .pdf version of the executed signature page (and only the signature page) of the Proposal Submission Agreement to the RFP Administrator as per the instructions in the confirmation email by no later than 5:00 p.m. CPT on April 16, 2009.

2.5. Process for Proposal Withdrawal

If during the proposal submission period, a Bidder desires to withdraw a proposal or desires to substitute a proposal which was confirmed as received by the RFP's automated system, then such Bidder will be permitted to do so by simply accessing their account via the RFP Web Portal and selecting the proposal previously submitted from the list of submitted proposals and deleting it from the list. Bidders are also asked to complete the applicable withdrawal form letter (the "Proposal Withdrawal Form") attached hereto as Attachment D-1, and submit the same via facsimile transmission to the RFP Administrator at (281) 297-3906 by no later than the proposal submission deadline to ensure that ESI has a record of the fact that Bidder formally withdrew the proposal from the RFP. If another proposal is intended to substitute for the withdrawn proposal, then Bidders are not required to submit the Proposal Withdrawal Form.

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Attachment D-1
PROPOSAL WITHDRAWAL FORM

Entergy Services, Inc.
Attn: ESI RFP Administrator
Sent via facsimile transmission to: (281) 297-3906

Re: Bidder Name: _____
Bidder ID: _____
Proposal ID: _____

Dear RFP Administrator:

By this letter, please be advised that Bidder is withdrawing the above-referenced proposal from consideration in Entergy Services, Inc.'s January 2009 Western Region Request for Proposals for Long-Term Supply-Side Resources ("January 2009 Western Region RFP"). Bidder confirms that the above-referenced proposal was submitted electronically in response to the January 2009 Western Region RFP between the dates of April 13, 2009 and April 16, 2009.

Regards,

Signature of Authorized Representative of Bidder

Printed Name

Title

Date of Signature

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