



***Appendix D-3
Preliminary Due Diligence List
(Existing Wind Resources)***

2022 Request for Proposals

***Renewable Resources
For Entergy Texas, Inc.***

Entergy Services, LLC
October 10, 2022

**APPENDIX D-3
PRELIMINARY DUE DILIGENCE LIST**

Bidders who intend to submit a proposal in the RFP based upon an Existing Resource must provide a comprehensive response to each question set forth in this Appendix D-3. Bidders should respond to any question that does not apply to the Existing Resource with an “N/A” or “not applicable.” **Bidders must respond to each question by 5:00 pm CPT on the Proposal Submission Deadline.** Additionally, Bidder should review the terms of the RFP, including Appendices C-2, and F, for technical specifications and other guidance or terms regarding the Facility.

Failure to submit a response to a question as required in this Appendix D-3 may cause a Bidder’s proposal to be deemed non-conforming and rejected from further consideration. Bidders should keep in mind that the questions and requests in this document are not designed to inquire into or function as a survey of all requirements or elements of a proposed project or transaction, but instead is a list of items that the RFP evaluation teams will use to assess the viability of individual projects.

**PRELIMINARY DUE DILIGENCE LIST
FOR ALL DEVELOPMENTAL WIND RESOURCES**

1. Project Overview

- 1.1. Provide a thorough executive summary of the proposal, including the Facility. The Facility summary should include, but not be limited to, the following: the location, site description, (including the routing of the Facility’s transmission lines), site control, technology, nameplate and guaranteed capacity of the Facility, MISO or SPP interconnection status, including current estimated costs for each of transmission interconnection, NRIS, ERIS, and External NRIS (including, in each case, anticipated upgrades (including, without limitation, Network Upgrades, Standalone Network Upgrades, and Transmission Owner Network Upgrades) and improvements), estimated cost for transmission deliverability including NITS (if applicable), environmental compliance and permitting, financing plan, and non-standard project components/considerations. Anything provided in the summary should not otherwise limit Bidder’s response to any of the requirements below.
- 1.2. Please provide a list and summary of all power supply contracts or other off-take agreements that are currently in place or that are expected to be in place anytime in the future (including ancillary services).
- 1.3. Please provide a summary of the ownership or any joint ownership of the resource.
- 1.4. Confirm whether this project is part of a Package Bid
 - 1.4.1. If so, describe in detail how the proposal would change, including bid price, if this project/resource/transaction were an individual proposal. This should include the drivers of the change, any corresponding price change, and the magnitude of any described impact.

The statements contained in this Appendix D-3 are made subject to the reservation of rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

2. Bidder Experience

2.1. Relevant Background.

2.1.1. Provide a detailed description of Bidder's and all relevant Affiliates' background and experience, including the key project team members, their relation to Bidder (e.g., employee of Bidder or Bidder parent), their backgrounds, development experience, and resumes. Confirm that key project team members, in the aggregate, have had direct responsibility for the development of at least three (3) completed utility-scale projects, regardless of generation technology.

2.1.2. Provide a list of sites where Bidder has developed, built, operated, and/or maintained at least one (1) utility-scale project with the generation technology included in Bidder's proposal, including year(s) of installation, size, major equipment make and model information, and previous operational project successes and failures. Include details, such as project schedules, historical performance, and operating history.

2.2. Affiliates

2.2.1. Provide a list of affiliated companies, including the proposed Seller (if different from Bidder), parent companies of Bidder, including the proposed Seller Parent Guarantor (as referenced in Appendix E and the Bidder Registration Form), holding subsidiaries, and predecessor companies.

3. Facility Status

3.1. RFP Review

3.1.1. Provide a complete redline version of the Model PPA showing all Bidder exceptions to its terms.

3.1.2. Provide an issues list organizing and summarizing Bidder's special exceptions. The issues list should be consistent with the redline versions of the Definitive Agreement submitted in the Proposal Package, include Bidder's alternative positions on each identified issue, and note the relevant contract section(s) covered by the issue.

3.2. Engineering

3.2.1. Provide the design study performed for the Facility, including the BESS option, if proposed.

3.2.2. Provide the detailed engineering study performed for the Facility, including the BESS option, if proposed.

Provide the most recent project site plan, one-line diagram, Preliminary Energy Yield Assessment, and Detailed Long-Term Energy Yield Assessment Report. Both the Preliminary Energy Yield Assessment Report and Detailed Long-Term Energy Yield Assessment Report should contain a 12x24 probabilistic generation profile outlined in the wind resource assessment report required in the Term Sheet.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

3.3. Project Schedule

- 3.3.1. Provide a Level 1 schedule that includes major milestone events and critical activities and associated estimated dates to achieve the successful completion of the Facility. For purposes of the Level 1 schedule, assume that Buyer's regulatory approval is received by the date for such approval indicated in Section 4.1.1 of the Main Body (as may be updated from time to time, as noted therein). If a BESS option has been proposed, include those activities in the Facility Schedule. Milestones that should be addressed in the schedule include, but are not limited to, the following:

Note: Items marked by an asterisk "" are required to be included or specifically addressed in any Definitive Agreement.*

- 3.3.1.1. Receipt of major permits (include permitting activities);*
 - 3.3.1.2. Execution of major project contracts (e.g., MISO or SPP Generator Interconnection Agreement and related interconnection or deliverability contracts, site purchase/ lease/ easements/ rights-of-way);*
 - 3.3.1.3. Deadline for receipt of Buyer's Required Governmental Approvals;*
 - 3.3.1.4. Estimated Standalone Network Upgrade completion date (if applicable);
 - 3.3.1.5. Estimated Transmission Owner's Interconnection Facilities completion date (if applicable);
 - 3.3.1.6. Estimated Network Upgrade completion date (if applicable);
 - 3.3.1.7. Delivery Term Commencement Date;*
- 3.3.2. Provide a proposed date by which Bidder would require all network upgrades, not currently completed, to be completed in order to successfully achieve the Facility's proposed Guaranteed Delivery Term Commencement Date

3.4. Insurance

- 3.4.1. Confirm the level of insurance coverage that will be included in the Facility for the following:
- 3.4.1.1. Worker's compensation
 - 3.4.1.2. Business auto liability
 - 3.4.1.3. Comprehensive general liability
 - 3.4.1.4. Errors and omissions
 - 3.4.1.5. Equipment
 - 3.4.1.6. Excess liability insurance
 - 3.4.1.7. Builder's all risk insurance

3.5. Site Control and Assessment

- 3.5.1. List the real estate and related facilities and real property interests, both owned and leased, with legal description(s), required for development, ownership, use, and/or operation of the resource.
- 3.5.2. List all easements, rights-of-way, servitudes, and other land or facility use agreements entered into or required to secure the ability to design, engineer, construct, own, use, and/or operate and maintain the Facility and associated infrastructure.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3 Preliminary Due Diligence List

- 3.5.3. Provide an unredacted copy of Bidder's, Seller's, or an Affiliate's proof of ownership of, a legally binding lease of, or a legally binding option or comparable agreement to purchase, lease, or similarly control the site of the Facility or any portion thereof.
- 3.5.4. If the project site or any portion thereof is under a lease, lease option, or similar site control agreement, identify the term of each lease agreement, lease option, or similar site control agreement, including dates. If there is a lease option, indicate whether the option includes any option extension rights and the consideration/ payment(s) required for each such extension.
- 3.5.5. If the Facility or any portion thereof is under a lease, lease option, or similar site control agreement, identify when it was executed, and the length of the lease period permitted under the agreement. Does the development period include allowance for construction of the Facility? Please provide the consideration/ payment(s) required by the agreement over the development period, according to payment type.
- 3.5.6. If the Facility site is secured in whole or in part under a purchase, lease, or similar option, when does the option expire and when will the option be exercised? State whether the option includes any option extension rights and the consideration/ payment required for each such extension.
- 3.5.7. Provide the acreage secured under each site purchase, lease, or option agreement.
- 3.5.8. Provide a site map indicating the expected boundary of the Facility, indicating which parcels are currently under Bidder's control and which are not.
- 3.5.9. Provide evidence that the Facility site is properly zoned for the Facility and the use contemplated by the RFP.
- 3.5.10. For any parcel not currently under Bidder's control through the term of the proposed PPA, indicate whether Bidder is actively negotiating with the landowner (or agent or representative thereof) and, if so, the expected timeframe which Bidder expects to execute agreement(s) with the landowner(s).
- 3.5.11. Confirm that site control of the Facility site (or the portions under Bidder's or Seller's control), including appurtenant easements benefitting the Facility, could be extended if the term plus the extension option(s) is for a period less than the proposed term of the PPA.
- 3.5.12. Provide an executive summary of any formal reports or studies (whether internally or externally prepared or both) related to the risk assessments of the Facility site, including, without limitation, any risk assessments related to environmental, ecological, archeological, soils, subsurface, geological, hydrogeological, or other site conditions, meteorological conditions, flooding, fire, prior use, habitat, or wildlife, that may render the site unusable or delay or otherwise impair or adversely affect project development or use.
- 3.5.13. If the site has not been formally assessed for the risks included above, what supporting facts or actions provide assurance that the site is fit for the intended use?
- 3.5.14. Indicate what construction-related surveying or testing has been performed at the site and summarize the results or provide executive summaries related to the surveying or testing.
- 3.5.15. Is the Facility within a floodplain or area subject to storm surge? If so, identify the designated zone and the corresponding level of exposure.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

- 3.5.16. Are any easements or variances required for the site or ownership or use of the Facility? If so, briefly describe the needed easement(s) or variance(s) and explain why they are needed.
- 3.5.17. Is the site located in or near wildfire-susceptible or wildfire-prone areas? If so, please provide the estimated distance from the Facility site to the nearest edge of each wildfire-susceptible or wildfire-prone area.
- 3.5.18. If the Facility is near wildfire-susceptible or wildfire-prone areas, provide a description how Bidder plans to mitigate potential risks these areas present to the Facility, and plans to minimize impacts of any facility fires on forestry, woodlands, grasslands, wildlife, and surrounding property.
- 3.5.19. Describe the status of any necessary site infrastructure, including, but not limited to:
 - 3.5.19.1. Transportation/road access for construction activities and ongoing operations; and
 - 3.5.19.2. Lay down area access for construction.
- 3.5.20. Provide the following details regarding the Facility:
 - 3.5.20.1. A description of the exact location (i.e., street address or latitude and longitude if in a rural location);
 - 3.5.20.2. A property plat, if available;
 - 3.5.20.3. Useable acreage required for project size offered;
 - 3.5.20.4. Other available acreage adjacent to the site; and
 - 3.5.20.5. Nearby acreage directly or indirectly under Bidder's or Seller's control.
 - 3.5.20.6. The land's primary use(s) over the five years preceding the response to this request (e.g., timber harvesting/forestry, sugar cane production, rice production, farming (noting principal crops), grazing, vacant lot, etc.).
- 3.5.21. Please provide the following documentation for the site:
 - 3.5.21.1. Title insurance commitments covering all or any portion of the real property (including appurtenant easements) comprising the site;
 - 3.5.21.2. ALTA surveys, referencing the above title commitments if available, covering all real property (including appurtenant easements) comprising the site, showing all existing improvements and site features, access to nearest public roads, and plotting all plottable exceptions listed on such title commitments (or noting that such exceptions are either unplottable or do not affect the site);
 - 3.5.21.3. Copies of the vesting instruments for the site (including appurtenant easements), and all documents listed as exceptions in such title commitments or surveys;
 - 3.5.21.4. Copies of real property tax documentation; and
 - 3.5.21.5. Other available real property documentation.
- 3.6. Facility and Equipment
 - 3.6.1. Describe the Facility and equipment utilized in as much detail as is reasonably available.
 - 3.6.2. Provide an equipment list for other equipment to be utilized at the site.
 - 3.6.3. Provide the rationale for the selection of the major equipment to be incorporated into the Facility.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

- 3.6.4. Discuss the viability of the technology, the operational reliability, and the experience, industry standing, and creditworthiness of the manufacturers of the major equipment.
 - 3.6.5. Discuss the warranties for the major components of the Facility.
 - 3.6.6. Discuss and provide published reports demonstrating that the technology (including, if offered by Bidder as an option in its proposal, the BESS) for the Facility and related infrastructure is commercially proven.
 - 3.6.7. Describe the plan or Bidder/manufacturer requirements and/or expectations for operation and maintenance of the Facility, including prior to the Closing, during testing, and after the Delivery Term Commencement Date.
 - 3.6.8. Provide Facility Performance Testing (Capacity and Availability) procedures. The procedures are expected to include, among other things, pre-test meetings, checks, and other requirements, test procedures and protocols, notice and engineering, equipment, instrumentation, monitoring, control system and other document deliverables, and data collection and filtering.
- 3.7. Operational Characteristics
- 3.7.1. Has a historical climatological data been collected for the proposed site? If so, specify the data source, the length/duration of the data made available by the data source, and explain the results and how they support the projected annual generation, including Central Estimate (P50) and Probability of Exceedance (P90).
 - 3.7.2. Provide an hourly generation profile of the Facility by completing Appendix D - Attachment B (Hourly Profiles). The generation profile should be for at least two (2) years using the most recent data and based on data at the site of the Facility. Provide both P50 and P90 for wind only and wind-with-BESS configurations separately, if applicable.
 - 3.7.3. Explain the source of information for the hourly generation profile supplied in Attachment B (if not actual on-site production), the resource data measurement methods used, the assumptions for any equipment (including transformers)/transmission/etc. losses, the location(s) where the data was measured, and the means of obtaining the data, including instrumentation type(s) and associated testing tolerances.
 - 3.7.4. Did an unaffiliated third-party subject matter expert prepare the reports associated with the data and/or the profile? If so, identify the SME(s) and the scope of their engagement.
 - 3.7.5. Describe the risks of basing the generation calculations on the data.
 - 3.7.6. Describe the technical challenges relative to the Facility's scale, such as manufacturing capacity of supplier production, complexity of deployment and sequencing processes, vendor backlog, supply, materials, or labor shortages, etc.
 - 3.7.7. Provide the Annual Expected Energy Quantity (AEEQ) and Annual Guaranteed Energy Quantity (AGEQ) for the Facility by completing Appendix D - Attachment D (Annual Energy Quantities).
- 3.8. Contract Status
- 3.8.1. Provide a project team and contractor/sub-contractor organization chart.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3 Preliminary Due Diligence List

- 3.8.2. List and describe the licenses and other authorizations required for Bidder to undertake and complete the Facility or perform the associated work under applicable rules, regulations, and other laws, including (if applicable), without limitation, any required wind classification license, and Bidder's plan for ensuring such licenses are obtained.
- 3.9. Supplier Diversity in Contracting
- 3.9.1. Attach Bidder's or its Affiliate's supplier diversity policies and practices with respect to project contractors, suppliers, and the performance of contracted work.
- 3.9.2. Confirm that Bidder plans to apply these practices and policies to the Facility/project. If Bidder does not have a supplier diversity policy or will follow a different procurement and contracting strategy for the Facility, describe in detail the measures that will be taken during development, engineering, procurement, construction and other activities related to the resource to ensure diverse contracting practices are followed.
- 3.9.3. If available, provide the Facility target levels for the following business categories for the Facility in relation to the corporate policies and practices (expressed in percentage targets and overall project spend, and percentage of subcontracting spend):
- 3.9.3.1. Veteran-owned businesses;
 - 3.9.3.2. Service Disabled veteran-owned businesses;
 - 3.9.3.3. Women-owned business enterprises (WBEs);
 - 3.9.3.4. Minority-owned businesses;
 - 3.9.3.5. LGBT-owned businesses;
 - 3.9.3.6. Small business operating in a HUBZone; and
 - 3.9.3.7. Others, identified by Bidder's or its Affiliate's contract procurement practices or policies.
- 3.9.4. Indicate the percentage of contracting and subcontracting spend (contracting and subcontracting spend excludes OEM spend and, for clarity, EPC spend that is self-performed) for the Facility which will be intended for utilizing diverse contracting practices.
- 3.9.5. Confirm that in the Definitive Agreement Seller will commit to comply with the contracting plan for the retention of, and a target Addressable Spend (as defined in Appendix I) for, diverse and local suppliers.
- 3.10. Battery Energy Storage System ("BESS") (if applicable)
- 3.10.1. Provide the size of the BESS (capacity and duration).
 - 3.10.2. Provide the expected annual degradation rate for the storage capacity of the battery and the assumptions underlying such expected degradation rate.
 - 3.10.3. Provide the power rating of the BESS.
 - 3.10.4. How many strings in the Facility will have batteries connected to them and how many will not?
 - 3.10.5. Does the BESS for the Facility have expansion potential within the enclosure(s)? If so, how much?

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

- 3.10.6. Provide the BESS manufacturer information for the Facility.
- 3.10.7. Provide a Preliminary Fire Risk Analysis for the BESS, including, but not limited to, the following:
 - 3.10.7.1. Comparison of the features of the BESS to the requirements listed in NFPA 855 and confirm the BESS is certified UL9540 and UL9540A compliant
 - 3.10.7.2. Basis for physical separation of multiple BESS units from each other and from other site structures and equipment to protect against uncontrolled fire spread;
 - 3.10.7.3. Proposed means of protection against fire effects due to thermal runaway; and
 - 3.10.7.4. Proposed means of protection for site personnel, including fire responders, from the effects of deflagration/explosion energies in the event of uncontrolled thermal runaway.
- 3.10.8. Provide the technical details of the BESS, including, but not limited to, the following:
 - 3.10.8.1. The maximum depth-of-discharge for the BESS;
 - 3.10.8.2. The round-trip efficiency rating for the BESS, the expected annual degradation rate related to round-trip efficiency, and the assumptions underlying such expected degradation rate;
 - 3.10.8.3. The remaining life of the BESS under standard operating conditions;
 - 3.10.8.4. Relevant specifics of the manufacturer warranty offered on the BESS, including, but not limited to, cycles, years, capacity, restrictions, etc. as presented by the manufacturer; and
 - 3.10.8.5. The ancillary services (e.g., grid support services such as voltage support) the BESS is capable of providing.
- 3.10.9. Provide the number of installations worldwide (by projects and in MW) of the battery technology (separate out developmental projects and those in commercial operation).
- 3.10.10. Does the Facility's MISO or SPP Interconnection Application include NRIS for the inclusion of the BESS with the Facility? If it does not and the Facility including the BESS is selected, describe Bidder's plan to update the MISO or SPP Interconnection Application or the GIA (as applicable) for the Facility and to reflect inclusion of the BESS in the Facility, including the timing of the update and the expected schedule for completion of any studies or material analysis performed by MISO or SPP in connection with the update.
- 3.10.11. Please confirm that the following principles regarding data collection and use from the Battery Management System (BMS) or other BESS system are acceptable to Bidder and/or the BESS vendor: The data collected from the BMS or other BESS system will be owned exclusively by Buyer and under Buyer's sole control. Buyer will make available to Seller a finite set of data from the BMS or other system necessary for continued warranty support by the BESS vendor. All other access to and use of such data and the BESS will be strictly limited. If Bidder is unable to confirm as requested, state the specific reasons why confirmation cannot be provided.
- 3.10.12. What data, if any, will Seller and/or BESS vendor expect to collect in connection with the BESS for the Facility? List all data elements.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3 Preliminary Due Diligence List

- 3.10.13. For each data element, state how the collection and use of data is directly relevant to Seller's performance of the scope of work for the Facility.
 - 3.10.14. If Bidder is unable to confirm the acceptability of the data-related principles outlined in item 3.12.12, describe in detail all the desired uses of any data expected to be collected, including any use involving marketing, data monetization of any kind in any form, product development, incremental service offerings, analysis, or sharing of all or any portion of such data (or information derived therefrom), and the need or justification for such use.
 - 3.10.15. Provide a list of any third parties, including parent company, Affiliates, and hosting providers, that will have access to data collected from or by the BMS or other BESS system and Bidder's purpose for sharing such data.
 - 3.10.16. Describe how Bidder intends to protect the confidentiality and security of data collected under the Facility. If Bidder intends to share data with third parties, what confidentiality requirements and use restrictions will apply to such third parties regarding such data?
 - 3.10.17. If data will or may be hosted by Seller or vendors, provide a copy of the SOC 2 Type 2 report or similar audit report for the applicable facilities.
- 3.11. Safety
- 3.11.1. Provide a copy of Bidder's corporate safety and security policies applicable to the Facility and the work, (or that are expected to serve as the basis for Bidder's safety and security programs and policies for the Facility and the work), including safety and security policies utilized at project sites.
 - 3.11.2. Provide safety metrics for the last three (3) years, plus current metrics, for Bidder's and any of Bidder's proposed or expected prime contractors and subcontractors, operators, including, without limitation, total recordable incident rate (TRIR), days away restricted or transferred (DART), OSHA willful or serious citations, near-miss incidents, fatalities, number of years in business, etc.
 - 3.11.3. Is Bidder a registered participant in the Avetta (www.avetta.com) or a comparable third party risk management compliance tracking network or system? If so, please describe the risk management compliance tracking network or system in which Bidder is a registered participant.

4. Electric Interconnection & Transmission

- 4.1. Transmission Interconnection and Full Deliverability
 - 4.1.1. Provide a complete copy of the submitted interconnection application(s) for the Facility (including, without limitation, the quantity of NRIS, ERIS, and External NRIS required by the RFP), a copy of either the letter acknowledging the application or, if available, the actual study results related to such application.
 - 4.1.2. Provide a copy of the generator interconnection agreement and any and all related or similar agreements for the resource that have been executed or are material for the resource's interconnection, deliverability, or transmission capabilities.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

- 4.1.3. For resources in SPP, if available or anticipated, provide the transmission costs and associated upgrades with Point-to-Point Firm (“PTP”) transmission service and costs and associated transmission upgrade costs with the required network integration transmission service (“NITS”) or External NRIS for deliverability and transmission service within MISO.
- 4.1.4. For resources outside the ETI service territory with HV Transmission, provide the following design information for the site: Extreme Wind, NESC District (Light, Medium, Heavy) Extreme Ice loading (inches)

5. Environmental

- 5.1. Please list any potential environmental impediments to the project, provide documentation and describe the plan to mitigate the impediment.
- 5.2. Land/Groundwater
 - 5.2.1. Have the previous land uses for the Facility/site been identified? If so, list those uses and provide the supporting information.
 - 5.2.2. Have any potentially contaminating activities at or nearby facilities/sites been identified? If so, list and describe those identified.
 - 5.2.3. Has an environmental impact study been conducted for the resource/site? If so, provide a copy of the study(ies). (See also item 3.6.10 above)
 - 5.2.4. Provide the number of groundwater monitoring or production wells at the Facility/site and provide copies of state registrations for each well.
 - 5.2.5. Does Bidder possess or is Bidder aware of documentation or material identifying or concerning the details of the geological and hydrogeological nature of the soil and groundwater underneath the resource/site? If so, provide (if Bidder possesses or can reasonably obtain) or direct Buyer to the source of (if Bidder does not possess or cannot reasonably obtain) such documentation or material. (See also item 3.6.10 above)
 - 5.2.6. Has a wetlands survey been completed for the Facility? Have any potential wetlands been identified on the property? Provide a copy of any completed wetlands surveys of the property (including desktop reviews and on-site surveys). (See also item 3.6.10 above)
 - 5.2.7. Has the site been evaluated to determine if it is located in a flood hazard area? If so, identify the FEMA flood zone, the corresponding level of exposure and provide a copy of the study.
 - 5.2.8. If the site is within a 100-year floodplain or flood prone area, provide a detailed flood mitigation plan.
- 5.3. Permitting
 - 5.3.1. Provide a list of all environmental, construction, and operation permits required for the Facility, including permits needed to test, own, use, operate, or maintain the Facility. Provide a copy of any permits received for the Facility to date.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

- 5.3.2. Provide evidence that Bidder has completed all permitting due diligence necessary to prepare to apply for all required permits (*e.g.*, a copy of the draft permit application(s) or a summary of the permit application requirements, including how those requirements will be met).
 - 5.3.3. Provide a “Phase I” environmental site assessment according to ASTM E1527 or evidence and documentation of due diligence specific to the site necessary and sufficient to support such an assessment (*e.g.*, documentation of work necessary to meet the primary components required under a Phase I according to ASTM E1527).
 - 5.3.4. Describe any reasonably anticipated permitting obstacles for the Facility and any pending claims, actions, or disputes related to permitting activities undertaken to date.
 - 5.3.4.1. Has Bidder contacted or otherwise been in communication, directly or indirectly, with any of the local governing bodies regarding the Facility?
 - 5.3.4.2. If so, for each such governing body, indicate whether it has expressed opposition to or support of the Facility and briefly summarize its position.
 - 5.3.5. Were any de minimis conditions identified in the Facility site assessments? If so, describe the condition and any expected effect on the Facility development or schedule.
- 5.4. Noise/Federal Aviation Administration/Department of Defense/ Avian/Wetlands/ Archeological/Historical Preservation/Protected and Endangered Species
- 5.4.1. Have the requirements for the Facility site or the Facility to comply with applicable noise, Federal Aviation Administration, Department of Defense, avian, wetlands, archeological, historical preservation, protected species, and endangered species rules, regulations, and laws been determined and assessed? If so, state any special concerns or limitations and note whether any regulatory compliance activity has been undertaken by or for the Facility owner or any Affiliate or submitted to any governmental agency.
 - 5.4.2. Provide a list of all federally protected wildlife, including those species and wildlife protected under the Migratory Bird Treaty Act, Bald and Golden Eagle Protection Act, and Endangered Species Act?
 - 5.4.3. Provide the schedule for obtaining any and all Incidental Take Permits, Eagle Take Permit, and/or Habitat Conservation required to operate the develop and operate the Facility.
 - 5.4.4. Provide any draft or final Technical Assistance Letters, Incidental Take Permits, Eagle Take Permits and/ or Habitat Conservation Plan that were not submitted at Bidder Registration or have been modified or finalized since Bidder Registration.
 - 5.4.5. Provide a list of all species not considered federally protected, but are considered to be on the watch list to become endangered or federally protected in within the next 5-years?
 - 5.4.6. Provide the date by which the Bidder guarantees receipt of all permits required to develop and operate the Facility, including the Incidental Take Permit, Eagle Take Permit, and Habitat Conservation Plan, if applicable, which is required per the Wind Term Sheet to be prior to Substantial Completion, and a conditions precedent for Closing (BOT Proposals) or energy delivery commencement date (PPA Proposals).

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

- 5.4.7. If applicable, what are the anticipated or current controls for noise?
 - 5.4.8. For each parcel forming the Facility site, identify the location of the nearest residence.
 - 5.4.9. For each parcel forming the Facility site, identify the location of the nearest business.
- 5.5. Environmental Compliance
- 5.5.1. To the best of Bidder’s knowledge, has the Facility or the Facility site been the subject of any complaints or criticism from or concerns expressed by governmental authorities, citizens or citizen groups, business or commercial organizations, or local media regarding environmental matters (including, without limitation, noise, traffic, dust, fishkill, birdkill, riparian matters, planned usage complaints, “Not in My Backyard” complaints, and complaints from nature/sports/recreation enthusiasts/advocates) or adverse commercial effects?
 - 5.5.2. Does Bidder/Seller/parent/project owner have (i) an environmental policy or statement of environmental commitment and (ii) an environmental management system that would or may apply to the Facility or the Facility site? If so, provide a copy of the policy(ies).
 - 5.5.3. List any identified known or potential environmental impediments to project development, provide any associated documentation, and describe the plan to mitigate the impediments.
 - 5.5.4. Has an assessment been made to determine if any material capital expenditures or material expenses need to be incurred to comply with any existing or proposed (whether in preliminary or final form) environmental regulations? If so, describe the assessment and its results.
- 5.6. Environmental Sustainability
- 5.6.1. Describe how Bidder manages the Facility site and any appurtenant easements during operation, including minimizing environmental and vegetation impacts associated with the Facility. Include descriptions for planned practices, such as the enhancement of pollinator habitat through use of low-growing native seed mixes, natural ground covers, and natural hedges.
 - 5.6.2. Does Bidder comply with the any and all industry guidelines, including AWEA, NREL, and Measnet?
 - 5.6.3. Despite language in NFPA 850 suggesting that compliance with NFPA 850 is “advised, but not required,” for the purposes of the Proposal, will the Project be following the recommendations in NFPA 850.
- 5.7. Community Outreach
- 5.7.1. Provide a summary of Bidder’s actions to date with regards to community outreach and/or communication with nearby businesses and residences.
 - 5.7.2. Provide documentation of any community support or opposition for the Facility.

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

6. Project Structure and Finance, Credit, Taxes, and Accounting

- 6.1. Ownership Structure.
 - 6.1.1. Provide a detailed description and organizational chart of the ownership structure for the Facility prior to the Delivery Term start date and for at least three years after the Delivery Term start date.
- 6.2. Successful Financings; Financing Discussions.
 - 6.2.1. Provide evidence of at least one recent successful financing completed by Bidder (or an Affiliate) or that potential lenders or investors (including tax equity investors) have been engaged in initial, bona fide discussions to ascertain interest, market conditions, and indicative terms for financing the resource.
- 6.3. Nominated Seller Parent Guarantor.
 - 6.3.1. After reviewing Appendix E to the RFP, specify whether Bidder's proposal includes the provision of a Seller Parent Guaranty and, if it does, confirm that the entity that Bidder proposes as the Seller Parent Guarantor (including, without limitation, as a financial co-signer) in respect of any Definitive Agreement and any related agreements with or commitments to Buyer is the entity identified as the Seller Parent Guarantor in the submitted Bidder Registration Form for the proposal. If Bidder is proposing a different entity as the Seller Parent Guarantor than the one identified in the Bidder Registration form or otherwise in the Bidder Registration Process, specify the entity proposed as the Seller Parent Guarantor.
- 6.4. Securitization Plan.
 - 6.4.1. Provide Bidder's/Seller's plan for meeting the credit/collateral requirements outlined in Appendix E (review that appendix thoroughly before answering).
 - 6.4.2. Provide the credit certification required by the RFP and described in Appendix E (a form of which is attached as Annex E-1 to Appendix E), signed by a Treasury Officer.
- 6.5. Certain Financing Documents.
 - 6.5.1. List any actual or expected (i) resource-specific debt instruments, (ii) credit agreements, indentures, letters of credit, reimbursement agreements, guarantees, indemnities, or assumption agreements and agreements relating to contingent obligations and any amendments thereto, (iii) security or pledge agreements, or (iv) agreements or instruments evidencing a lien or encumbrance on or other right with respect to any of the assets of the resource, relevant, in each case, to the Facility or evaluations of Seller's or, if applicable, Seller Parent Guarantor's creditworthiness.
- 6.6. Financial Statements.
 - 6.6.1. Provide, in PDF form, the current pro forma financial statements for the Facility, the audited financial statements for Seller and/or, if applicable, Bidder's proposed

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3 Preliminary Due Diligence List

Seller Parent Guarantor for the most recent two years, and the current-year reviewed quarterly financial statements, including the auditor's opinion and notes to the financial statements, the balance sheet, the income statement, and the cash flow statement (indicating which of the following are being submitted: 10-Ks; 8-Ks; 10-Qs; and Other (describe)), along with the long-term debt structure and lien information that might affect the creditworthiness of Bidder and/or, if applicable, its Seller Parent Guarantor. To the extent the foregoing information was provided as part of the Bidder Registration Process, Bidder may note this fact in its response and provide only the material and information not previously provided. If financial information is consolidated with other entities, the data related to Seller or, if applicable, Seller Parent Guarantor must be extracted and submitted as separate documents by Bidder.

- 6.7. Seller/Seller Parent Guarantor Information. *(To the extent any of the foregoing information was requested and provided as part of the Bidder Registration Process, Bidder may note this fact in its response and provide only the material and information not previously provided.)*
- 6.7.1. Type of Business
- Corporation
 - Limited Liability Company
 - Partnership
 - Other (describe)
- 6.7.2. Organization
- Legal Corporate Name
 - Street Address
 - City, State, Zip Code
 - Dun & Bradstreet Number
 - Federal Tax ID Number
 - Beneficial Ownership
 - List of Executives and Directors
- 6.7.3. Credit Contact
- Name
 - Title
 - Phone Number
 - Email Address
- 6.7.4. For Corporations/Limited Liability Companies
- Date and State of Incorporation/Registration
 - Street Address
 - City, State, Zip Code
- 6.7.5. For General Partnerships
- Name of General Partner
 - Address of General Partner/Registered Agent

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

- City, State, Zip Code
- 6.7.6. For Others, similar relevant information
- 6.7.7. Most recent credit rating (if any), as determined by Moody's, S&P, and/or Fitch.

- 6.8. Pending Claims.
 - 6.8.1. List any pending claims, actions, disputes, or other proceedings currently pending or threatened against the Facility.

- 6.9. Bankruptcy.
 - 6.9.1. Provide copies of all relevant, material bankruptcy court filings or orders, including any order discharging Bidder, Seller, and/or, if applicable, the proposed Seller Parent Guarantor from the bankruptcy proceedings and any order that could reasonably be expected to adversely affect the Facility or credit support for Seller's obligations with respect to the Facility.

- 6.10. Tax Abatement and Mitigation.
 - 6.10.1. Provide any tax abatement, tax reduction, tax deferral, tax mitigation, or similar agreement or arrangement executed by or on behalf of Bidder/Seller or any Affiliate with any federal, state, or local authority or other third party with respect to or affecting the Facility or the Facility site (or acquired by Bidder/Seller or any Affiliate), including all amendments to any such agreement and any equipment or services related to the Facility or the Facility site. If no such agreement is in place, identify and describe any tax abatement tax reduction, tax deferral, tax mitigation, or similar arrangement for the Facility or assumed in the price.

- 6.11. Property Tax Protests.
 - 6.11.1. Provide relevant documents related to any formal or informal property tax protests, litigation filed, related correspondence, legal opinions received, and judicial or administrative decisions rendered during the last ten years and year-to-date, and current status of any such proceedings with respect to the Facility site or the Facility.

- 6.12. Property Tax Agreements.
 - 6.12.1. Provide copies of any formal or informal property tax agreements (i.e., PILOT, TIP, etc.) with state or local authorities in force during the preceding five years or effective in the current year or succeeding years with respect to the Facility site or the Facility.
 - 6.12.2. If the answer to the Property Tax Abatements question in the Proposal Submission Template is "yes" (or the equivalent), please provide critical schedule deadlines

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.

Appendix D-3
Preliminary Due Diligence List

and indicate the anticipated likelihood of Bidder/Seller and/or the Facility receiving the specified property tax abatements

- 6.13. Tax Jurisdictions.
 - 6.13.1. List all applicable tax jurisdictions, tax rates, millage rates, assessment ratios, and the current equalization ratio.

- 6.14. Tax Minimization Plan.
 - 6.14.1. Describe all efforts and plans to minimize sales, use, Arkansas gross receipts, transfer, or other state and local taxes applicable to the testing of or in connection with the Facility (in whole or in part) in a proposed PPA transaction.
 - 6.14.1. Provide estimates of such taxes applicable to testing of the Facility. If not applicable, explain why.

- 6.15. *Accounting Certification*. Provide the accounting certification described in Appendix D-Attachment E signed by an Accounting Officer (as requested).

The statements contained in this Appendix D-3 are subject to the Reservation of Rights set forth in the Main Body and the terms and acknowledgements set forth in the Proposal Submission Agreement.