



Big Rivers Electric Corporation
2021 Request for Proposals
For
SPP Capacity and Energy Products

RFP Administrator:



ACES
excellence in energy

Contents:

- 1. Introduction3
 - 1.1. Overview3
 - 1.2. Purpose.....3
 - 1.3. RFP Administrator.....3
- 2. Instructions to Respondents.....3
 - 2.1. RFP Contact Information and Communications.....3
 - 2.2. Notice of Intent to Provide Proposal.....4
 - 2.3. Submittal of Phase 1 Proposals4
 - 2.4. Submittal of Phase 2 Proposals4
 - 2.5. RFP Schedule5
- 3. Proposals5
 - 3.1. Requested Proposals5
 - 3.1.1. Proposals for Firm (LD) Load Following Energy5
 - 3.1.2. Proposals for Firm (LD) Energy-Only Blocks.....6
 - 3.1.3. Proposals for SPP Firm Capacity6
 - 3.1.4. Proposals for Irrigation Load Solutions7
 - 3.2. Evaluation Criteria7
 - 3.3. Waiver7
- 4. Notice of Disclaimer8
- 5. Confidentiality.....8

Appendices (Available on the [RFP Website](#))

- A Notice of Intent to Provide Proposal
- B-1 Evaluation Form for Evaluation Form for Firm (LD) Load Following Energy and Non-energy SPP Obligations
- B-2 Evaluation Form for Evaluation Form for Firm (LD) Energy Only Blocks
- B-3 Evaluation Form for SPP Firm Capacity
- C Non-Disclosure Agreement

1. Introduction

1.1. Overview

Big Rivers Electric Corporation (Big Rivers) is a member-owned, not-for-profit, generation and transmission cooperative (G&T) headquartered in Henderson, Kentucky. Big Rivers provides wholesale electric power and services to three distribution cooperative members across 22 counties in western Kentucky.

The member cooperatives are Jackson Purchase Energy Corporation, Kenergy Corporation, and Meade County Rural Electric Cooperative Corporation. The three member-owners of Big Rivers serve more than 118,000 members.

In addition to serving its three member-owners, Big Rivers also provides wholesale electric power services to three Nebraska municipal utilities: Northeast Nebraska Public Power District (NeNPPD), City of Wayne (Wayne), and City of Wakefield (Wakefield) (collectively, Nebraska Utilities).

1.2. Purpose

Big Rivers is issuing this Request for Proposal (RFP) to assist in meeting the specific capacity and energy needs of the Nebraska Utilities for the period beginning January 1, 2022 and ending May 31, 2027. Big Rivers is seeking offers for (i) Firm (LD) load following energy at the Nebraska Utilities' load node in SPP, (ii) Firm (LD) energy-only blocks at SPP North Hub or the Nebraska Utilities' load node, (iii) SPP Firm capacity, and (iv) innovative proposals to reduce the price volatility of the Nebraska Utilities' May through September annual irrigation load.

1.3. RFP Administrator

The duties of the RFP Administrator will be performed by Alliance for Cooperative Energy Services Power Marketing LLC (ACES).

ACES' business model provides an established infrastructure of independent energy management practices that supports the verification of, and compliance with, applicable processes, policies, and procedures. ACES manages a significant amount of confidential data through a combination of specific internal guidelines, the company's independent control group, the company's corporate compliance manager, and periodic reporting to its Board of Directors' Risk Oversight and Audit Committee. ACES takes its obligations regarding the maintenance of Confidential Information very seriously and will handle all Confidential Information with the highest professional regard.

2. Instructions to Respondents

2.1. RFP Contact Information and Communications

All communications from parties responding to this RFP (Respondent(s)) shall be directed to the Big Rivers 2021 SPP RFP team. Questions or requests for clarifying information must be directed through the designated RFP email address: BREC2021SPPRFP@acespower.com. All oral discussions or communications are discouraged and will be considered unofficial and non-binding.

The Big Rivers 2021 SPP RFP team will post relevant questions submitted by Respondents, as well as Big Rivers' responses, on the RFP website: www.acespower.com/BREC2021SPPRFP. Posting these questions and responses will ensure that all Respondents have equal access to non-confidential information that may be potentially relevant to their responses to this RFP.

2.2. Notice of Intent to Provide Proposal

Each Respondent must use the RFP email address identified in Section 2.1 to electronically submit its Appendix A: Notice of Intent to Provide Proposal (Appendix A). The deadline for a Respondent to submit its Appendix A is 2:00 p.m. Central Prevailing Time (CPT) on the Notice of Intent to Provide Proposal Deadline detailed in Section 2.5. Upon receipt of the Appendix A, the Big Rivers 2021 SPP RFP team will acknowledge receipt.

2.3. Submittal of Phase 1 Proposals

All Phase 1 Proposals must be submitted and received electronically. To be considered and accepted, an electronic version of the appropriate Proposal Appendix or Appendices must be sent to the RFP email address identified in Section 2.1 no later than 2:00 p.m. CPT on the Phase 1 Proposal Submission Deadline detailed in Section 2.5.

Supporting documentation to the Proposal Appendix or Appendices is encouraged but not mandatory. Supporting documentation may include, but not be limited to, information detailing the Respondent and its capabilities with respect to the submitted Proposal(s).

Big Rivers and the RFP Administrator will only evaluate Proposals submitted in accordance with this RFP. Proposals sent directly to Big Rivers' or ACES' personnel will be discarded and will not be evaluated.

Big Rivers or the RFP Administrator reserves the right to contact a Respondent at any time to clarify Proposal terms and/or request additional information.

2.4. Submittal of Phase 2 Proposals

At the completion of Phase 1 evaluations, Big Rivers, in consultation with the RFP Administrator, will either select Proposals for further evaluation in Phase 2 or reject proposals. The RFP Administrator will notify Respondents of their selection for further evaluation or rejection. Upon notification that a Respondent's Proposal has been selected for advancement to Phase 2, the RFP Administrator will request final pricing from Phase 2 Respondents.

Respondents shall provide the final pricing in the appropriate Proposal Appendix and submit to the RFP email address identified in Section 2.1 no later than 2:00 p.m. CPT on the Phase 2 Proposal Submission Deadline detailed in Section 2.5. All Phase 2 Proposals must contain an acknowledgement or signature from an officer or agent of the Respondent who is duly authorized by the Respondent's authorizing governance body to submit such Proposal.

Big Rivers may require approval from its Board of Directors, the Kentucky Public Service Commission (KPSC), and the Rural Utilities Service (RUS) to enter into any binding transactions as a result of this RFP.

2.5. RFP Schedule

The Big Rivers 2021 SPP RFP schedule is detailed in Figure 1 below. As circumstances warrant, Big Rivers, in its sole judgment and discretion, may change this schedule. In that event, the RFP Administrator will inform all potential Respondents as far in advance as reasonably possible by posting any change on the RFP website, www.acespower.com/BREC2021SPPRFP.

Figure 1.

Milestone	Deadline
RFP Issued	June 15, 2021
Notice of Intent to Provide Proposal Deadline (2:00 PM CPT)	July 1, 2021
Final Date for RFP Question Submittal	July 8, 2021
Phase 1 Proposal Submission Deadline (2:00 PM CPT)	July 22, 2021
Notification of Phase 1 Results	August 5, 2021
Phase 2 Proposal Submission Deadline (2:00 PM CPT)	August 19, 2021
Notification of Phase 2 Results	September 2, 2021
Regulatory Approvals (If necessary)	Fourth Quarter 2021
Energy Delivery Begins	January 1, 2022

3. Proposals

3.1. Requested Proposals

Big Rivers will consider Proposals from a diverse variety of market participants. Big Rivers will accept multiple Proposals from a Respondent. In the event an individual Respondent provides multiple Proposals, the Respondent must indicate whether or not the Proposals are mutually exclusive. Mutually exclusive Proposals will be evaluated as competing proposals.

As stated in Section 2.4, any transaction(s) resulting from this RFP shall be contingent upon Big Rivers receiving appropriate approvals from its Board of Directors, the KPSC, and RUS. Big Rivers anticipates, but does not guarantee, that these approvals will take no longer than 90 days after notification of Phase 2 results.

3.1.1. Proposals for Firm (LD) Load Following Energy

Big Rivers will consider Proposals from Respondents for Firm (LD) load following energy at the Nebraska Utilities' load node (Load Following Proposal) in SPP which is NPPD_BRPS_LOAD1.

Load Following Proposals shall provide the information required in Appendix B-1: Evaluation Form for Firm (LD) Load Following Energy and Non-energy SPP Obligations. Respondents are encouraged to include additional relevant information, as necessary, to fully describe the proposed transactional parameters including any additional documentation that may assist in proposal analysis.

Appendix B-1 assumes Respondents' Load Following Proposals include in their offer all energy charges, all SPP non-energy charges, and energy management fees that will be necessary to fully serve the Nebraska Utilities' real-time load obligation. In Section 1 of Appendix B-1, Respondents must indicate whether the Load Following Proposal offer is fixed for all energy charges, all SPP non-energy charges, and energy management fees or if certain costs will be passed through to Big Rivers. If not providing a fixed offer for the entirety of the real-time load obligation, Respondents must identify in Section 2 of Appendix B-1 which costs are not fixed and will be passed through to the Nebraska Utilities.

Load Following Proposals may have Term starting dates of January 1, 2022 or January 1, 2023. In either instance, with termination dates no later than May 31, 2027.

Upon full execution of the Appendix C: Non-Disclosure Agreement (Appendix C), the RFP Administrator will provide the historical hourly load data for the Nebraska Utilities to any Respondent contemplating providing a Load Following Proposal.

3.1.2. Proposals for Firm (LD) Energy-Only Blocks

Big Rivers will consider Proposals from Respondents for Firm (LD) Energy Only Blocks (Block Energy Proposal). Big Rivers will consider Block Energy Proposals at NPPD_BRPS_LOAD1 and/or SPP North Hub.

Block Energy Proposals shall provide the information required in Appendix B-2: Evaluation Form for Firm (LD) Energy Only Blocks. Respondents are encouraged to include additional relevant information, as necessary, to fully describe the proposed transactional parameters including any additional documentation that may assist in proposal analysis.

Block Energy Proposals shall be in ten (10) MW increments for a maximum of the monthly quantities identified in Section 1 of Appendix B-2. Block Energy Proposals for alternative quantities will be discarded and will not be evaluated.

As detailed in Section 2 of Appendix B-2, Block Energy Proposals may be for an individual calendar year or for multiple calendar years. Block Energy Proposals for individual calendar years will be evaluated individually and Big Rivers reserves the right to select multiple, non-sequential calendar blocks from a Respondent. Block Energy Proposals for multiple calendar years may have Term starting dates of January 1 of a calendar year, however, in such instances, the Block Energy Proposal Term shall continue through and including May 31, 2027.

3.1.3. Proposals for SPP Firm Capacity

Big Rivers will consider Proposals from Respondents for SPP Firm Capacity ("Firm Capacity") as defined in Attachment AA of the SPP Open Access Transmission Tariff (OATT). Firm Capacity shall be sourced from the Generation Resource, which shall qualify as a Designated Resource in accordance with the OATT.

SPP Firm Capacity proposals shall provide the information required in Appendix B-3: Evaluation Form for SPP Firm Capacity. Respondents are encouraged to include additional relevant information, as necessary, to fully

describe the proposed transactional parameters including any additional documentation that may assist in proposal analysis.

All capacity proposals will be contingent upon no Directly Assigned Upgrade Costs in an SPP Aggregate Facilities Study to be submitted no later than November 30, 2021.

3.1.4. Proposals for Irrigation Load Solutions

The Nebraska Utilities have about 25 MW of irrigation load each from mid-May through mid-September. Currently, the Nebraska Utilities pay a 100% pass through Big Rivers' market costs every year. The volume can vary based upon weather, soil conditions, commodity prices, and other factors. Big Rivers is seeking proposals to supply this load during the period requested. Please provide your proposal in a business memo format.

3.2. Evaluation Criteria

Big Rivers intends to make the evaluations and rankings as fair and objective as possible while balancing multiple factors.

In its evaluation, Big Rivers will consider the information provided in the Appendices as well as the following criteria:

- Offer prices and/or calculation method inclusive of all costs, including taxes
- Responsiveness of Proposal
- Logistical, technical, economic, and commercial viability of Proposal
- Reliability of supply
- Other value-added benefits
- Existing master agreement or ability to complete an expedited master agreement to support transaction(s)

The criteria listed is neither inclusive nor is it in any particular order of importance.

In addition to the above, the financial stability and creditworthiness of each Respondent is an important consideration for Big Rivers. The level of creditworthiness may significantly impact Big Rivers' evaluation of a Proposal.

3.3. Waiver

Big Rivers reserves the right, in its sole discretion, to reject any and all Proposals submitted as part of this RFP process for any reason. Big Rivers may request additional information to complete its evaluations. Respondents who submit proposals do so without recourse against Big Rivers for rejection or failure to execute an agreement for any reason. Big Rivers will not reimburse any cost incurred in the preparation or submission of a proposal or any subsequent negotiations regarding a proposal. Big Rivers reserves the right to terminate this RFP process at any time, without notice and with no obligation to purchase or continue negotiations.

4. Notice of Disclaimer

The information contained in this RFP has been prepared solely to assist prospective Respondents in making the decision of whether or not to submit a Proposal. Big Rivers does not purport this information to be all-inclusive or to contain all of the information that a prospective Respondent may need to consider in order to submit a Proposal. Neither Big Rivers nor its Members, customers, employees, agents, officers, nor Big Rivers consultants will make, or will be deemed to have made, any current or future representation, promise or warranty, express or implied, as to the accuracy, reliability, or completeness of the information contained herein, or in any document or information made available to a Respondent, whether or not the aforementioned parties know or should have known of any errors or omissions, or were responsible for its inclusion in, or omission from, this RFP. Big Rivers expressly excludes and disclaims all express and implied warranties of merchantability and fitness for a particular purpose.

Big Rivers reserves the right to modify or supplement this RFP at any time. No part of this RFP and no part of any subsequent correspondence by Big Rivers, its Members, customers, employees, and officers, agents, or Big Rivers consultants shall be taken as providing legal, financial, or other advice, nor as establishing a contractual relationship or contractual obligation with a Respondent. Contractual obligations on the part of Big Rivers will arise only if and when definitive agreements have been approved and executed by the appropriate parties having the authority to approve and enter into such agreements.

Each Respondent, whether the Respondent's Proposal is accepted or rejected, expressly waives any claim whatsoever related to this RFP against Big Rivers or its Members, customers, employees, officers, agents, or Big Rivers consultants. Big Rivers further reserves the right to withdraw and terminate this RFP at any time. The submission of a Proposal to this RFP shall constitute Respondent's acknowledgement and acceptance of all terms, requirements, and conditions of this RFP.

5. Confidentiality

All Proposals shall become the exclusive property of Big Rivers. The Respondent shall treat and preserve all information, data, and communications received from Big Rivers and the RFP Administrator as confidential, regardless of the existence or lack thereof of confidential markings, and will only distribute to such personnel who are required as part of this RFP process. Big Rivers and the RFP Administrator will treat all Proposals, including any supporting documentation, submitted by Respondents as confidential. Notwithstanding the foregoing, Proposals in their entirety may be shared with Big Rivers' Members, Big Rivers' consultants or agents, or any other governmental entity with authority over Big Rivers. It is however possible that Proposals may become subject to discovery and disclosure as required in regulatory or judicial proceeding. A Respondent may be required to sign a Confidentiality Agreement, prior to Big Rivers' response to RFP Questions submissions, if a Proposal from this RFP process progresses to formal contact negotiations, or at any other time Big Rivers' confidential or proprietary information will be shared with Respondent.