

**REQUEST FOR PROPOSALS
FOR AN INDEPENDENT FINANCIAL ADVISORY FIRM FOR THE
LOUISIANA UTILITIES RESTORATION CORPORATION**

in connection with the proposed issuance of

**APPROXIMATELY \$1.66 BILLION
[ISSUER TO BE DETERMINED]
SYSTEM RESTORATION BONDS
(LOUISIANA UTILITIES RESTORATION CORPORATION PROJECT/ELL 2023)
TO BE ISSUED IN ONE OR MORE SERIES**

JULY 7, 2022

The Louisiana Utilities Restoration Corporation (the “LURC”) is considering the hiring of a qualified Independent Financial Advisory Firm (“Financial Advisor”) to (i) serve as the LURC’s consultant in connection with the issuance of system restoration bonds, as hereinafter defined (the “Bonds”); (ii) provide independent financial advice and solely serve the interest of the LURC; and (iii) assist with management of the financing process and negotiate key business points to accomplish the LURC’s objectives with respect to the Bonds (collectively, the “Services”). This Request for Proposals (the “RFP”) seeks to provide the LURC with a fair and competitive process for the selection of a qualified Financial Advisor. The selected Financial Advisor will provide financial advisory services to the LURC in connection with the Services for a period of time commencing on the date the Financial Advisor is chosen and continuing until the delivery of the Bonds (the “Term”), subject to review by the LURC Board of Directors. In this RFP, Financial Advisors responding hereto will sometimes be referred to as “Proposer,” “Proposers”, or, when convenient and appropriate, may be addressed as “you,” “your” or “yours.”

I. Background Information

The LURC is a non-profit public corporation regulated by the Louisiana Public Service Commission (“LPSC”) pursuant to La. R.S. 34:1317 and created for the purpose of providing an alternative financing mechanism to attract low-cost capital to financially strengthen and stabilize utilities affected by natural disasters such as tropical storms, hurricanes, floods, and terrorist attacks.

Due to the severity of the damage to the electrical generation, transmission and distribution systems of Entergy Louisiana, LLC (“ELL”), Entergy Gulf States Louisiana, L.L.C. (“EGSL”), and other utilities as a result of Hurricanes Katrina and Rita, and the importance of maintaining reliable and reasonably priced sources of electricity for the State of Louisiana's economic recovery, the Louisiana Legislature created a new financing structure to provide utilities with low-cost capital. In 2007, the Louisiana Legislature passed Act 55, known as the “Restoration Law”, which authorized the formation of LURC to facilitate the issuance of "system restoration bonds". The Restoration Law was amended in the 2021 Regular Session of the Louisiana Legislature by Act 293 to provide alternate financing methods that can minimize storm

restoration costs for utility customers. The Restoration Law empowers the LPSC with responsibility to determine the total costs that are included in a financing order.

In 2008, the Louisiana Public Facilities Authority, on behalf of LURC, authorized and issued \$966.1 million of system restoration bonds. The bond proceeds were used to finance non-shareholder capital contributions to ELL and EGSL related to system restoration costs incurred as a result of Hurricanes Katrina and Rita, to fund storm reserves for future system restoration costs and to pay the costs of issuance related to the bond issues.

In 2010, the Louisiana Local Government Environmental Facilities and Community Development Authority (“LCDA”), on behalf of LURC, authorized and issued approximately \$721 million of system restoration bonds. The bond proceeds were used to finance non-shareholder capital contributions to ELL and EGSL related to system restoration costs incurred as a result of Hurricanes Gustav and Ike, to fund storm reserves for future system restoration costs and to pay the costs of issuance related to the bond issues.

In 2014, the LCDA, on behalf of LURC, authorized and issued \$314.85 million of system restoration bonds. The bond proceeds were used to finance non-shareholder capital contributions to ELL and EGSL related to system restoration costs incurred as a result of Hurricane Isaac, to fund storm reserves for future system restoration costs and to pay the costs of issuance related to the bond issues.

On October 1, 2015, EGSL and ELL were combined into one company known as Entergy Louisiana, LLC (ELL).

Utility facilities in Louisiana were damaged by Hurricanes Laura, Delta and Zeta in 2020, followed by Winter Storm Uri and Hurricane Ida in 2021.

In May 2022, the LCDA, on behalf of LURC, authorized and issued \$3.193 billion of system restoration bonds to minimize costs charged to ELL customers related to system restoration costs incurred as a result of Hurricanes Laura, Delta, Zeta and Winter Storm Uri, to fund storm reserves for future system restoration costs and to pay the costs of issuance related to the bond issues.

In June 2022, LURC and ELL filed a financing application with the LPSC, seeking authorization to finance approximately \$1.66 billion through the issuance of system restoration bonds (Louisiana Utilities Restoration Corporation Project/ELL 2023) in one or more series (the “Bonds”) for the purposes of minimizing costs charged to ELL customers related to ELL’s system restoration costs associated with Hurricane Ida.

The Bonds will be limited and special revenue obligations of a Conduit Issuer to be selected by the LPSC, secured by and payable solely from the revenues and funds pledged therefor. It is anticipated that interest on the Bonds will be issued as taxable obligations for Federal income tax purposes.

II. Minimum Qualifications

For purposes of this RFP, respondents must be Financial Advisors that possess the qualifications set forth below:

1. Must be an independent financial advisory firm structured such that financial advice is not incidental to any other service.
2. Must be active in the financial advisory business in the State of Louisiana and provide advice to state, local, municipal and conduit issuers.
3. Must have a fully staffed office in the State of Louisiana.
4. Must not be licensed as a broker-dealer under the state and federal securities laws and must not be an underwriter involved in the underwriting of stocks and bonds as defined under state and federal securities laws.
5. Must be registered with the Securities and Exchange Commission (SEC) and the Municipal Securities Rule Making Board (MSRB) in accordance with Section 975 of the Dodd-Frank Wall Street Reform and Consumer Protection Act amendment to Section 15B of the Securities Exchange Act of 1934. Proposals will only be reviewed if the Proposer is registered with the SEC as a “municipal advisor”.
6. Should have experience in transactions relevant to ratepayer-backed bond issuances, including those involving storm cost recovery.
7. Should have experience in transactions relevant to asset-backed securities.
8. Must have experience with conduit issuers operating in the State of Louisiana.

Additional consideration will be given to applicants with experience in and that have knowledge of securitization requirements and procedures and the ratemaking treatment of the benefits of securitization and in providing financial advisory services to regulatory bodies participating or overseeing the sale of utility asset-backed securities.

III. Scope of Services

At the request of the LURC and/or the LPSC Staff, the Financial Advisor chosen shall assist in the following services:

1. Commenting and providing input on the plan of finance and financing schedule in connection with the issuance of the Bonds.

2. Evaluating various financing structures and proposing financing methods within statutory legal constraints to be considered for accomplishing the LURC's objectives in connection with the Bonds and being available to offer advice on various financing structures for the Bonds.
3. At the request of the LURC and its Special Counsel, testifying before any regulatory, administrative and/or legislative body in connection with the issuance of the Bonds.
4. Attending regularly scheduled and special meetings of the LURC Board of Directors and, as requested, other working group meetings in connection with the issuance of the Bonds.
5. On behalf of LURC, evaluating various underwriting, legal, trustee, rating and related fees and expenses related to the issuance of the Bonds.
6. Working with LURC's Special Counsel and Bond Counsel, the LPSC Staff and the financing team to review and revise, as needed, financing documents required in connection with the issuance of the Bonds and assisting in the preparation of the Official Statement, including ascertaining material facts and circumstances regarding the Bonds and the use of the proceeds thereof.
7. Assisting in the rating process and providing interaction with the rating agencies.
8. Evaluating the projected cash flow from any revenue source that may constitute security for the Bonds.
9. Working with LURC's Special Counsel and Bond Counsel, LPSC Staff and financing team in recommending the size, structure, specific terms and conditions of the Bonds.
10. Assisting the LURC, LURC's Special Counsel and Bond Counsel, LPSC Staff and the financing team in the closing and delivery of the Bonds, which includes advising the LURC on the investment of proceeds pending expenditure.
11. Furnishing such other financial advisory services as requested by the LURC or its Special Counsel and Bond Counsel, LPSC Staff, and Special Counsel.

IV. Term of Appointment

The Financial Advisor chosen in connection with this RFP will be appointed to begin work immediately upon notification of its selection and is to continue providing the services until the delivery of the Bonds.

V. Required Information (Please note: when providing the information requested in this Section, please refer to the Preparation and Submission of Proposals - Section VIII.)

Firm Name, Address, Principal Place of Business, and Years of Experience. Provide Proposer's name and business address, date of formation and principal place of business, years in practice and years of experience in providing financial advisory services. PAGE LIMIT: 1 PAGE

Qualifications. (1) Describe the work which best illustrates Proposer's expertise as a financial advisor in areas similar to those envisioned in this RFP; and (2) describe Proposer's advisory work within the State of Louisiana and provide a list of transactions. PAGE LIMIT: 2 PAGES

Experience. List engagements similar to the Services for which Proposer has provided financial advisory services over the past five years. Identify and describe: 1) experience in ratepayer-backed bond transactions including those involving storm cost recovery; 2) experience in transactions involving asset-backed securities; and 3) experience with conduit issuers operating in the State of Louisiana. PAGE LIMIT: 2 PAGES

Personnel. Please provide brief resumes or curriculum vitae of all Professionals in Proposer's firm, who would be assigned to work with the LURC in connection with the issuance of the Bonds. Identify and describe fully any family or business relationships (including legal representation) which any partners, directors, associates, financial advisors, staff or employees of Proposer may have or have had with any of the directors of the LURC or with employees or elected officials of the State of Louisiana or of government entities in the State of Louisiana, including the LPSC. Describe any prior work of Proposer with ELL or any of its affiliates. PAGE LIMIT: 2 PAGES

Conflicts of Interest. Please disclose any conflicts of interest or potential conflicts of interest that may arise as a result of Proposer's selection for this engagement, including any conflicts of interest or potential conflicts of interest with ELL or its affiliates. Please include in this section a description of any past or existing compensation arrangement between your firm and the LURC and/or the State of Louisiana, including the LPSC. Please cover the period January 1, 2005 through the present. Failure to fully disclose any potential conflict of interest shall result in the automatic disqualification of applicant Proposer. NO PAGE LIMIT: UNLIMITED.

References. Please list at least one and no more than three professional references, including names, addresses and telephone numbers, of clients that are familiar with Proposer's work and qualifications as financial advisors with experience relevant to the Services. PAGE LIMIT: ½ PAGE

Fee Proposal. Please provide Proposer's hourly billing rates for the Services as financial advisor and an anticipated total fee for the engagement. Provide an anticipated amount of out-of-pocket expenses. Additional expenses, other than those originally approved by the LURC, will

not be reimbursed unless such expenses were incurred at the LURC's specific written request. If a contingent fee is contemplated, it is to be clearly stated in your proposal.

Additional Services. Please list any additional services outside those described in the Scope of Services herein from which you think the LURC would benefit, and a "not to exceed" costs of each additional service. Please provide an hourly rate Proposer would charge the LURC for consultation on such additional services and on any matters unrelated to the Services described herein for which the LURC may wish to consult your firm during the term of this appointment.

Reservation of Right to Negotiate Fees and Expenses. The LURC reserves the right to negotiate all fees and expenses.

VI. Evaluation and Selection Process

Consideration is expected to be given, but is not guaranteed to be given, to the following criteria:

- Qualifications of the firm to provide the requisite financial advisory expertise.
- Experience of the Professionals to be assigned to the engagement.
- Experience of the Professionals and the firm in similar engagements.
- Cost of services, based upon the fees and expenses proposed.

VII. Limitations

The Financial Advisor shall not be permitted to participate directly or indirectly in any manner in the underwriting of the Bonds or the purchase of the Bonds.

VIII. Preparation and Submission of Proposals

General. The LURC reserves the right to reject any and all proposals, to waive any and all informalities outlined in this RFP and in the selection process, and generally, to make the award which, in its judgment, will best meet the objectives stated in this RFP. Additionally, the LURC reserves the right to negotiate all final terms and conditions of any agreement. Nothing in this RFP shall be deemed to commit the LURC to engage any financial advisors. Prospective Financial Advisors are prohibited from contacting LURC Directors or representatives, and/or LPSC Commissioners or LPSC Staff representatives regarding this RFP during the proposal review and selection process.

Required Form of Proposal. Information must be presented on letter size paper in the order listed in Section V. Each page must be numbered, and the number of written pages must not exceed twelve (12) single-spaced letter sized pages using a type font of no less than 12 point, exclusive of any appendices or attachments which should consist solely of a list of engagements

similar to the Services. Each proposal must be bound in a single volume. No proposals submitted by fax will be accepted.

Three (3) copies of the proposal must be submitted in a sealed envelope and identified with a label reading as follows: “Proposal to provide financial advisory services to the LURC in accordance with the Request for Proposals dated **July 7, 2022.**” Please include the Name of the Firm and the Name, Address and Telephone Number of the Contact Person. The sealed envelope should be sent to:

Brandon Frey
Chair, LURC Board of Directors
602 North 5th Street
P. O. Box 91154
Baton Rouge, Louisiana 70821-9154

As a courtesy, each Proposer shall forward an electronic copy of its proposal, via email, to the members of the Committee at the following email addresses:

jcarroll@wellspringadvisor.com
tligi@treasury.la.gov
jhw@longlaw.com
ces@longlaw.com
ppatrick@patrickmillerlaw.com

Proposals that do not follow this format and these instructions may be subject to disqualification.

Time of Submission of Proposal. Proposals must be received at the above address no later than **4:00 P.M., Central Standard Time, on August 5, 2022.** Proposals received after this time will not be considered.

The LURC may request interviews for from all or some Proposers as part of the selection process; however, the LURC reserves the right to select a Financial Advisor without engaging in interviews.

XI. Basis of Award

The LURC’s decision will be made on the basis of the “best proposal” as determined by the LURC in its sole discretion. Please be advised that the LURC reserves the right to negotiate fees. The firm selected will be required to enter into an engagement letter with LURC.

We thank you for your consideration.

LOUISIANA UTILITIES RESTORATION CORPORATION