

BEFORE THE CORPORATION COMMISSION OF THE STATE OF OKLAHOMA

IN THE MATTER OF THE APPLICATION
OF OKLAHOMA GAS AND ELECTRIC
COMPANY FOR A FINANCING ORDER
PURSUANT TO THE FEBRUARY 2021
REGULATED UTILITY CONSUMER
PROTECTION ACT APPROVING
SECURITIZATION OF COSTS ARISING
FROM THE WINTER WEATHER EVENT
OF FEBRUARY 2021

Cause No. PUD 202100072



RESPONSIVE TESTIMONY

OF

MICHAEL BARTOLOTTA

ON BEHALF OF

PUBLIC UTILITY DIVISION

AUGUST 23, 2021

TABLE OF CONTENTS

I. INTRODUCTION 1

II. PURPOSE OF TESTIMONY 3

III. BACKGROUND ON UTILITY SECURITIZATIONS..... 6

IV. FINANCING BACKGROUND 13

V. DESCRIPTION OF THE PROPOSED TRANSACTION STRUCTURE..... 15

VI. DESCRIPTION OF HOW SECURITIZATION BONDS ARE STRUCTURED
AND PRICED..... 24

 A. APPROVAL OF FINAL BOND TERMS 33

 B. CREDIT ISSUES 36

 C. THE PROPOSED FORM FINANCING ORDER 45

 D. SERVICING AGREEMENT..... 53

 E. OTHER TRANSACTION-RELATED MATTERS 55

 F. BOND ISSUANCE COSTS 57

 G. ONGOING FINANCING COSTS 64

 H. RATING AGENCY PROCESS 67

 I. MARKETING PROCESS 70

VII. CONCLUSION..... 74

EXHIBITS

Exhibit A *Curriculum Vitae* for Michael Bartolotta

Exhibit B Financing Order

ATTACHMENT

Attachment 1 Estimated Bond Issuance Costs and Estimated Ongoing Financing Costs

1 **I. INTRODUCTION**

2 Q. PLEASE STATE YOUR NAME, BUSINESS ADDRESS, AND CURRENT
3 EMPLOYMENT POSITION.

4 A. My name is Michael Bartolotta. I am an Executive Managing Director in Public Finance
5 and Debt Capital Markets for Hilltop Securities Inc. (“Hilltop”). My business address is
6 700 Milam Street, Suite 500, Houston, Texas 77002.

7 Q. PLEASE DISCUSS YOUR EDUCATIONAL BACKGROUND AND PROFESSIONAL
8 EXPERIENCE.

9 A. I earned a Bachelor of Science in Actuarial Science from University of Illinois at Urbana-
10 Champaign.

11 I commenced my professional career in public finance at the First National Bank of
12 Chicago in Chicago, Illinois in 1986. I subsequently moved to Masterson and Company
13 in 1987 as an assistant vice president rising to executive vice president in 1996. Masterson
14 and Company changed names to Masterson Moreland Sauer and Whisman, Inc. and sold
15 its public finance business to First Southwest Company in 1996. I joined First Southwest
16 Company in 1996 as a director and rising to vice chairman upon my departure in 2015. In
17 2015 I joined Citigroup Global Markets Inc., as a Managing Director responsible for the
18 public finance regional offices nationally. I subsequently became responsible for
19 developing Citigroup’s Municipal Banking Solutions Group until my departure in 2020. I
20 joined Hilltop Securities in April 2020 as a senior managing director responsible for Debt
21 Capital Markets. My current position is Executive Managing Director, Co-Head of both
22 Public Finance and Debt Capital Markets.

1 In respect of electric utility securitizations, I have served as a member of the First
2 Southwest Company advisory team, a predecessor to Hilltop, on five stranded cost
3 recovery transactions: \$446 million FirstEnergy Ohio PIRB Special Purpose Trust 2013
4 in June 2013; \$800 million AEP Texas Central Transaction Funding, LLC in March 2012;
5 \$1.695 billion Center Point Energy Restoration Funding, LLC in January 2012; \$664
6 million Center Point Energy Restoration Bond Co., LLC in November 2009; and \$546
7 million Entergy Texas Restoration Funding, LLC in October 2009. My experience on
8 utility stranded cost recovery financings is complimented by work on other bonds secured
9 by and payable from a special assessment, including but not limited to Unemployment
10 Compensation Bonds issued by the Texas Public Finance Authority in principal amounts
11 of \$849 million and \$1.110 billion in 2010, Colorado Unemployment Compensation
12 Special Revenue Bonds Taxable Series 2012A in the principal amount of \$84.79 million
13 and Series 2012B in the principal amount of \$540.12 million, and \$2.9 Billion Series 2012
14 Michigan Finance Authority Unemployment Obligation Assessment Revenue Bonds.

15 In addition, I served as a member of the Municipal Securities Rulemaking Board in 2008
16 and from 2009 to 2012, serving as Chairman from 2010 to 2011. I have also been chairman
17 of the Securities Industry and Financial Markets Association (“SIFMA”), Municipal
18 Division. I have also served on corporate boards and as one of the founding board members
19 of TexStar, a Texas local government investment pool. My complete *curriculum vitae* is
20 attached hereto as Exhibit A.

1 Q. DO YOU POSSESS ANY PROFESSIONAL LICENSES RELATED TO THE
2 SECURITIES INDUSTRY?

3 A. As a Registered Representative of the Financial Industry Regulatory Authority (“FINRA”),
4 I am a licensed General Securities Representative; General Securities Principal; Municipal
5 Securities Representative, Municipal Securities Municipal Advisor Representative and
6 Principal; Uniform Securities Agent; and Investment Banking Representative based on my
7 holding a Series 7, 24, 50, 52, 53, 63, and 79.

8 Q. HAVE YOU PREVIOUSLY PROVIDED TESTIMONY BEFORE THE OKLAHOMA
9 CORPORATION COMMISSION (“COMMISSION”)?

10 A. No.

11 Q. HAVE YOU PREVIOUSLY PROVIDED TESTIMONY BEFORE ANY PUBLIC
12 UTILITIES COMMISSION OTHER THAN THE COMMISSION?

13 A. I have provided analysis and reports to the Public Utility Commission of Texas in
14 connection with stranded cost recovery securitizations executed for the benefit of AEP
15 Texas Central in March 2012, CenterPoint Energy in November 2009 and January 2012,
16 and Entergy Texas in October 2009; and the Public Utilities Commission of Ohio in
17 connection with a stranded cost recovery securitization in June 2013 for the benefit of
18 certain FirstEnergy utility subsidiaries.

1 **II. PURPOSE OF TESTIMONY**

2 Q. ON WHOSE BEHALF ARE YOU TESTIFYING IN THIS PROCEEDING?

3 A. I am testifying on behalf of the Public Utility Division (“PUD”) of the Oklahoma
4 Corporation Commission.

5 Q. WHAT IS THE PURPOSE OF YOUR TESTIMONY?

6 A. The purpose of my testimony is to:

- 7 • provide background information on the use of securitization generally, and more
8 specifically, ratepayer-backed utility securitizations by utilities and by public entities
9 for the benefit of utilities in other jurisdictions;
- 10 • describe the proposed bond structure and associated transaction documents to be used
11 to issue ratepayer-backed bonds (the “Bonds”) pursuant to the February 2021
12 Regulated Utility Consumer Protection Act¹ (the “Act”);
- 13 • describe the provisions of a form of the Financing Order that is proposed for use by the
14 Commission and the justification for its adoption;
- 15 • describe Bond issuance costs and ongoing administration and servicing costs associated
16 with the issuance and servicing of the Bonds and how such costs should be recovered
17 by the relevant parties;
- 18 • describe the servicing arrangements associated with the issuance and servicing of the
19 Bonds;

¹ February 2021 Regulated Utility Consumer Protection Act, 74 Okla. Stat. §§ 9070 – 9081 (the “Act”).

1 • describe the rating agency process and rating agency considerations in connection with
2 the issuance of the Bonds; and

3 • describe the marketing process of the Bonds.

4 Q. WHAT EXHIBITS ARE YOU SPONSORING?

5 A. I am a sponsor of the following exhibits:

6 Exhibit A: CV

7 Exhibit B: Form of the Financing Order (referred to in this testimony as the “Financing
8 Order”) for Oklahoma Gas and Electric Company (“OG&E” or the “Utility”).

9 Q. WHAT IS THE ROLE OF HILLTOP SECURITIES WITH RESPECT TO OG&E’S
10 FINANCING ORDER APPLICATION AND THE ISSUANCE OF THE BONDS BY
11 THE AUTHORITY?

12 A. As stated, Hilltop has been appointed as financial advisor to the Oklahoma Development
13 Finance Authority (“ODFA” or the “Authority”) in connection with the issuance of the
14 Bonds. In that capacity, Hilltop will advise ODFA on the structuring, marketing and
15 pricing of the Bonds including assisting ODFA in obtaining a rating and an efficient pricing
16 of the bonds by the underwriters in the pricing and marketing of the Bonds.

17 Hilltop has also been engaged as financial advisor to assist and represent the PUD with
18 respect to reviewing and evaluating OG&E’s Application for a Financing Order Pursuant
19 to the February 2021 Regulated Utility Consumer Protection Act Approving Securitization
20 of Costs Arising from the Winter Weather Event of February 2021, Cause No. 202100072.

21 I am a member of the Hilltop team assigned to this engagement.

1 Neither Hilltop nor I are providing testimony relating to whether the extreme purchase
2 costs and extraordinary costs included in OG&E’s Application for a Financing Order are
3 “fair, just and reasonable expenses or prudently incurred.”²

4 III. BACKGROUND ON UTILITY SECURITIZATIONS

5 Q. PLEASE PROVIDE A BASIC DESCRIPTION OF SECURITIZATION AND A
6 UTILITY SECURITIZATION MORE SPECIFICALLY.

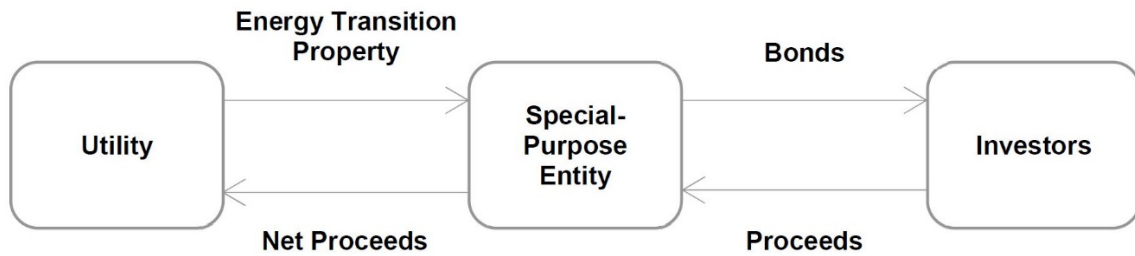
7 A. Securitization is the process in which an owner of a cash flow-generating asset sells the
8 asset for an upfront payment, in a manner that legally isolates (or de-links) the cash flow-
9 generating asset from the credit quality of the owner/seller. The sale process is intended
10 to protect both the investor and the seller from different perspectives. The seller of the
11 asset is protected from any changes in credit circumstances related to the asset and the
12 investor in the asset is protected from the bankruptcy of the seller of the asset. Therefore,
13 the “credit” of a securitization is the ability of the structurally isolated asset to produce a
14 set of payments (or cash flows) for investors, who purchase a securitized interest in the
15 asset. Fixed income debt securities collateralized by the structurally isolated asset are sold
16 to investors, and those investors rely solely on the structurally isolated asset and associated
17 cash flows to pay interest and principal on the issued debt securities. The debt securities
18 are issued by a special purpose entity as described below and are non-recourse to the seller
19 of the asset.

² See § 4(E) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9073(E)).

1 In the context of traditional utility securitization, the underlying cash flow-generating asset
2 is an intangible property right authorized by state legislation and created pursuant to a
3 financing order. This property right includes the right to impose upon the utility's
4 customers nonbypassable charges at a level, which is subject to adjustment as described
5 below, required to pay the interest, principal and other ongoing financing costs associated
6 with the debt securities issued in the securitization on a timely basis, as scheduled. This
7 property right, together with certain other contractual rights, is also referred to as the
8 collateral for the transaction. The utility sells the property right to a newly established,
9 special-purpose entity, or to a non-profit or state-sponsored conduit issuer that serves in a
10 similar capacity to a utility-sponsored, special-purpose entity ("SPE") which, as its name
11 implies, functionally has a limited purpose to purchase the collateral and issue bonds to
12 investors to fund that purchase. The conveyance of the property right from the utility to the
13 SPE is also referred to as a "true sale," as it legally isolates the collateral from the credit of
14 the seller of the collateral. A true sale of the collateral supports the "bankruptcy-
15 remoteness" of the SPE and the credit quality of the securitization debt. To have the funds
16 needed to purchase the collateral, the SPE issues debt securities to investors, secured by
17 the property right. In exchange for the debt securities, investors pay an upfront purchase
18 price, which is used by the SPE to purchase the property right from the utility. In the
19 proposed transaction, once the property is purchased from the utility, their right to recover
20 the weather related qualified costs from ratepayers is extinguished. Figure 1 below is a
21 simplified indicative schematic of the transaction closing mechanics described above.

1

Figure 1



2

3

In addition to the essential structure described above, the securitization process also includes another key component: ongoing collections of the cash generated by the collateral. In utility securitizations, a trustee (a “Trustee” is typically a commercial bank or trust company experienced with securitization trust services) and the utility that sells the securitization property play important roles. The utility will continue to perform its routine billing and collecting functions and will remit collected charges to the SPE, which are received by the bond trustee on behalf of the SPE. In the context of securitization, this function is referred to as servicing and the utility takes on the role as the servicer. The utility will not be permitted to resign as servicer unless it is unlawful for the utility to continue in such capacity. In addition to its billing, collecting, and remitting functions, as servicer, the utility will also perform certain reporting duties with respect to the amount of money collected and submitting requests to adjust the charges to ensure that they are sufficient to pay the interest, principal and other ongoing financing costs associated with the bonds on a timely basis. The servicer will perform these functions for the SPE pursuant to a contractual arrangement known as the servicing agreement. The Trustee also plays an important role in the safekeeping of the ongoing collections of the charges and using such monies to make debt service payments to investors. After receiving its collections, the

19

1 Q. PLEASE GIVE US SOME BACKGROUND ON THE EXPERIENCE OF STATES,
 2 AUTHORITIES, AND INVESTORS WITH RESPECT TO UTILITY
 3 SECURITIZATIONS?

4 A. Beginning in the mid-1980s, a variety of asset types have been securitized in the
 5 securitization or asset-backed markets, including credit card receivables, trade receivables,
 6 automobile loans and leases, student loans, home equity loans and lines of credit,
 7 equipment leases, unsecured consumer loans and a number of other less traditional assets.
 8 The following Table 1 shows a breakdown of 2020 United States securitization issuance
 9 by asset type.

10 **Table 1**

11 **2020 UNITED STATES SECURITIZATION ISSUANCE BY ASSET TYPE**

Line No.	Asset Type	Volume (\$ Billions)	Percentage (%)
1	Auto	96.5	50.8%
2	Credit Card	3.8	2.0%
3	Equipment	13.0	6.8%
4	Student Loan	19.6	10.3%
5	Consumer Loan	10.0	5.2%
6	Utility	0.0	0.0%
7	Other/Esoteric	47.3	24.9%
8	Total	190.2	100.0%

Source: Finsight.

1 The securitization market has settled into a mature market since the financial crisis, with
2 issuances totaling \$190 billion in 2020, which was down 20% from \$239 billion in 2019.³
3 While the first two months of 2020 saw strong issuance volumes in the securitization
4 market that outpaced the first two months of 2019, the spread of COVID-19 caused the
5 securitization market to see nearly no new issuances from March 16, 2020, to April 13,
6 2020. During that same period, the charge for credit, in the asset-backed security (ABS)
7 secondary markets increased significantly relative to both historical levels and levels in
8 effect immediately prior to the onset of COVID-19.

9 Following the four-week shutdown, the securitization market recovered significantly, with
10 new issuance volumes in June and July of 2020 slightly outpacing the same period in 2019.
11 Additionally, investor demand for new issuances has continued near historic highs in 2021
12 as evidenced in the contraction of credit risk spreads. The same dynamic has played out in
13 the secondary market, where renewed ABS demand has resulted in significant credit risk
14 spread tightening from the March 2020 peak. The securitization market has remained
15 strong through the end of 2020, and has continued these trends through the first half of
16 2021.

17 With regard to utility securitizations, we estimate that over \$57 billion of utility
18 securitization bonds have been issued successfully by or on behalf of electric utilities in
19 various states since the inception of the sector in 1995. We anticipate a significant amount
20 of future utility securitization bonds as a result of Winter Storm Uri, as the storm impacted
21 multiple jurisdictions, and wildfires in California, where the state has authorized the

³ Source: Finsight.

1 recovery of certain wildfire mitigation expenses through securitization. We are aware other
2 jurisdictions are considering, or have passed legislation, allowing for the issuance of
3 securitization bonds to recover costs associated with natural disasters. The amount and
4 timing of such issuance is not exactly known, but we expect a large issuance of utility
5 securitization bonds.

6 Utility securitizations by definition are episodic in nature, raising funds in a very specific
7 amount and for a specific purpose. The size of the above historical transactions is therefore
8 not necessarily a reflection of market capacity at that time.

9 A broad range of investors have participated in utility securitization bond issues to date,
10 including, but not limited to, domestic and international banks, institutional and retail trust
11 funds, money managers, investment advisors, pension funds, insurance companies,
12 securities lenders, state trust funds, and corporate cash managers. Traditional utility
13 unsecured and first mortgage bond investors, as well as municipal investors, have also
14 participated broadly, as some perceive utility securitization bonds as a highly-rated
15 substitute for the investment products they traditionally purchase.

16 Utility securitization bonds are a well-established asset class and broadly understood by a
17 diverse set of investors. Utility securitization bonds backed by securitization property and
18 financing orders have maintained their high ratings and investors have received timely
19 payment of principal and interest, even when the credit of the utility has been downgraded
20 or the utility has entered bankruptcy, thus justifying investors' confidence in the bonds.

21 The interest income received on traditional utility securitization securities is usually taxable
22 for federal income tax purposes for investors in the vast majority of these utility
23 securitizations (some have been tax-exempt for state purposes), but there have also been

1 some transactions issued into the municipal market where interest is tax-exempt for federal
2 tax purposes. Pursuant to the Act the interest on the Bonds is exempt from Oklahoma state
3 income tax.⁴

4 **IV. FINANCING BACKGROUND**

5 Q. PLEASE PROVIDE SOME BACKGROUND FOR THE PROPOSED
6 SECURITIZATION, ITS STRUCTURE AND THE ACT.

7 A. As discussed in the Act, in February 2021, the State of Oklahoma (the “State”) experienced
8 an extreme weather event that brought nearly two weeks of record cold temperatures to the
9 State. The extreme cold weather resulted in a shortage of natural gas supply, the failure of
10 certain infrastructure, and enhanced demand for natural gas and electric power. The
11 extreme weather conditions resulted in extraordinary costs for utilities operating in the
12 State. To mitigate such extraordinary costs the Oklahoma Legislature enacted and the
13 Governor of Oklahoma signed into law the Act to provide financing options to lower the
14 immediate impact on customers.

15 The Act authorizes the Commission, in any case where a regulated utility is requesting
16 recovery of extraordinary costs related to the February 2021 extreme weather event, to
17 issue a financing order authorizing the creation and securitization of an irrevocable and
18 nonbypassable surcharge levied on utility customers of the regulated utilities to repay
19 “ratepayer-backed” bonds, subject to a true-up and reconciliation.⁵ ODFA is authorized to
20 issue the “ratepayer-backed” bonds for the purpose of financing the extraordinary costs of

⁴ § 8(B) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9077(B)).

⁵ §5 of the Act (to be codified at 74 OKLA. STAT. ANN. § 9074).

1 the utility. ODFA may only pledge the securitization property and revenues received from
2 such property arising from a single financing order for a single series of bonds.⁶ The
3 ratepayer-backed bonds are not an indebtedness of the State of Oklahoma, but are special
4 obligations of ODFA payable solely from revenues related to the securitization property.⁷

5 Q. HAS THE COMMISSION PREVIOUSLY ISSUED ANY FINANCING ORDERS
6 UNDER THE ACT THAT RESULTED IN THE ISSUANCE OF RATEPAYER-
7 BACKED BONDS?

8 A. No. To my knowledge, the financing order for OG&E will be the first financing order
9 issued by the Commission under the Act.

10 Q. DO YOU EXPECT THE FORM OF FINANCING ORDER PROPOSED FOR USE IN
11 THE OG&E FINANCING TO BE USED IN FUTURE FINANCINGS UNDER THE
12 ACT?

13 A. Yes, as I explain later in my testimony, the Financing Order attached as Exhibit B should
14 serve as a template for future financing orders issued pursuant to the Act.

⁶ §§7,8 of the Act (to be codified at 74 OKLA. STAT. ANN. §§ 9076, 9077).

⁷ §8(F) of the Act (to be codified at 74 OKLA. STAT. ANN. §§ 9077(F)).

1 **V. DESCRIPTION OF THE PROPOSED TRANSACTION STRUCTURE**

2 Q. PLEASE PROVIDE A BASIC DESCRIPTION OF THE PROPOSED FINANCING
3 AUTHORIZED BY THE ACT.

4 A. Pursuant to the Act, and upon a determination by the Commission that a regulated utility
5 has incurred extreme purchase costs, extraordinary costs or both⁸ that may be mitigated by
6 issuing ratepayer-backed bonds, the Commission shall make necessary findings and
7 conclusions to result in the issuance of a financing order authorizing the issuance of
8 ratepayer-backed bonds by the Authority.⁹

9 Prior to the issuance of a Financing Order, the Commission is required to consult with the
10 State Deputy Treasurer for Policy and Debt Management regarding the marketability and
11 efficiency of any proposed financing.¹⁰

12 Pursuant to the Financing Order, the Commission will create the utility “securitization
13 property”, being the right to receive revenue collected by the Utility from customers
14 pursuant to an irrevocable and nonbypassable mechanism authorized by the financing
15 order. The revenues will consist of nonbypassable customer charges payable by any utility
16 customer at an address located within the Utility service area. The Financing Order will
17 authorize the imposition of a securitization charge which cannot be modified or avoided
18 by the Utility’s customers by switching utility providers, switching fuel sources or

⁸ Terms used herein shall have the meanings assigned to them in the Act.

⁹ §5(A) of the Act (to be codified at 74 OKLA. STAT. ANN. §§ 9074(A)).

¹⁰ §5(B) of the Act (to be codified at 74 OKLA. STAT. ANN. §§ 9074(B)).

1 materially changing usage, and must be paid by the customer for as long as the ratepayer-
2 backed bonds are outstanding.¹¹

3 The securitization property will be sold by the Utility to the Authority, which in turn, will
4 issue ratepayer-backed bonds, and pledge the securitization property and any other
5 collateral to the payment of the Bonds.

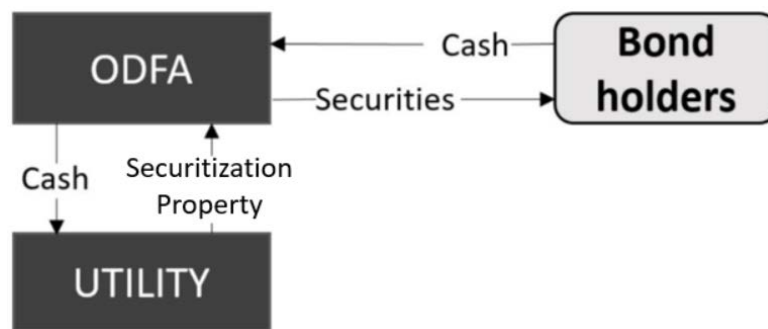
6 The proceeds of the Bonds, net of the underwriter's discount, will be deposited with the
7 State Treasury and disbursed pursuant to the instructions of the Authority to (a) the Utility
8 to pay the cost of purchasing the securitization property, and (b) pay bond issuance costs
9 other than those of the Utility pursuant to the terms of the financing order. The Utility, in
10 turn, will use the net proceeds, to pay or reimburse itself for extraordinary costs or extreme
11 purchase costs or both, and to pay any bond issuance costs payable by the Utility pursuant
12 to the terms of the Financing Order. The State Treasurer will contract with a commercial
13 bank or trust company to provide the services of a Trustee with respect to the Bonds and
14 act as a representative on behalf of bondholders, remit payments to bondholders, and ensure
15 bondholders' rights are protected in accordance with the terms of the transaction. The
16 Utility will perform routine billing, collection, remittance and reporting duties on behalf of
17 the Authority as a servicer pursuant to a Servicing Agreement between the Utility and the
18 Authority, which agreement will provide that the Utility may not resign unless it is
19 unlawful for it to continue to serve in that capacity. The Utility's resignation would not be
20 effective until a successor servicer assumes its obligations in order to continue servicing

¹¹ §§3 (definitions of "Nonbypassable mechanism" and "Securitization Property"), 6(A) (to be codified at 74 OKLA. STAT. ANN. §§ 9072, 9075(A)) of the Act.

1 the securitization property without interruption. The Financing Order must bind successor
2 utilities, in order to ensure the nonbypassability of the charge. Credit enhancements, such
3 as a debt service reserve and a true-up mechanism, are generally necessary to get the
4 highest possible rating, with a goal of achieving triple-A ratings for the Bonds. A diagram
5 representative of the initial transactions follows as Figure 3.

6 *Figure 3*

7 **Initial Cash Transfers**



8 Q. WHAT MAKES UP THE “SECURITIZATION PROPERTY” THAT IS TO BE OWNED
9 BY THE AUTHORITY AND PLEDGED TO PAY THE BONDS?

10 A. The securitization property is the right to receive revenue collected by the Utility from
11 customers pursuant to an irrevocable and nonbypassable mechanism included in the
12 Financing Order. The revenues consist of nonbypassable customer charges (“securitization
13 charges”) payable by any utility customer at an address located within the Utility’s service
14 area. Pursuant to the Act, the securitization charge cannot be modified or avoided by the
15 customers by switching utility providers, switching fuel sources or materially changing
16 usage, and must be paid by the customer for as long as the ratepayer-backed bonds are
17 outstanding. Pursuant to the Act, the securitization charge must be separately identified on

1 the customer bill.¹² The securitization property includes the right to “true-up and
2 reconciliation”, meaning the right to adjust the customer charge to ensure the timely
3 payment of principal of and interest on the ratepayer-backed bonds and certain other
4 ongoing financing costs.¹³

5 Pursuant to the Act, once the securitization property has been created, it will continue to
6 exist until the Bonds are paid in full and all ongoing financing costs have been recovered.¹⁴

7 “Nationally recognized credit rating organizations” as defined by the United States
8 Securities and Exchange Commission (referred to herein as the “Rating Agencies”) will
9 require that the Bonds be structured such that adequate securitization charges can be
10 collected prior to the final payment date on the Bonds. The Bonds should be structured to
11 amortize with scheduled principal payments through the expected life of the transaction,
12 providing a “safety net” between the expected payment dates and final legal maturity date
13 to assure full repayment of principal by the final legal maturity date. The Rating Agencies
14 will develop and require a series of stress tests that will impact the structure and
15 amortization of debt. Bonds are usually structured in tranches with an expected weighted
16 average life with a stated final maturity. Within the tranches, the Bonds are structured to
17 amortize to meet the expected cash flows being securitized and Rating Agency criteria.

18 The final amortization within a tranche is affected by the true-up and reconciliation

¹² §5(A)(3) of the Act (to be codified at 74 OKLA. STAT. ANN. §§ 9074(A)(3)).

¹³ §3(11) and (12) of the Act (definitions of “Securitization Property” and “True-up and Reconciliation”) (to be codified at 74 OKLA. STAT. ANN. § 9072).

¹⁴ “Qualified costs” includes “any costs of managing rate-payer backed bonds.” §3(7) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9072),

1 mechanism. The true up and reconciliation mechanism is contained in the Financing Order
2 and implemented through the servicing agreement. This amortizing structure is typical of
3 utility securitization. This amortizing structure is different from traditional utility
4 corporate bonds as well as traditional municipal securities, which customarily have fixed
5 maturities and amortization requirements. It is important to note that securitization
6 property is derived from the Financing Order, which must be carefully crafted to satisfy
7 the specific provisions of the Act and to meet the Rating Agency criteria. It is the Act, in
8 combination with the Financing Order and the actions contemplated therein, which
9 together create the current property rights that are required for the Bonds to achieve the
10 desired triple-A ratings. The proposed form of Financing Order has been drafted to meet
11 certain bond-related provisions of the Act, satisfy the anticipated requirements of the
12 Rating Agencies to achieve the desired credit rating on the Bonds and conform to the
13 expectations of the financial markets.

14 Q. WHAT ARE THE “ONGOING FINANCING COSTS” REFERRED TO IN YOUR
15 PRIOR ANSWER?

16 A. “Ongoing Financing Costs” that will be payable on an ongoing basis over the life of the
17 Bonds from securitization charge collections will include, but are not limited to, the
18 replenishment, if necessary, of debt service reserves, servicing fees, Trustee fees and
19 expenses, Rating Agency fees, legal fees, accounting fees, third-party administrative fees,
20 other operating expenses, Authority fees and expenses, and any additional credit
21 enhancement expenses, if any. These costs are described in greater detail and estimated
22 later in my testimony. It is currently anticipated that two Rating Agencies will be required

1 to market the bonds, however additional Rating Agencies may be used if justified by
2 investor demand.

3 Q. WHAT IS THE COMPOSITION OF THE “OTHER COLLATERAL” THAT YOU
4 MENTION IN YOUR EARLIER DESCRIPTION OF THE FINANCING?

5 A. The “other collateral” is a trust account established by the Authority to be held by the
6 Trustee to ensure that the scheduled payment of principal, interest and other costs
7 associated with the Bonds are paid in full and on a timely basis (the “Collection Account”).
8 The Collection Account, in turn, includes the general subaccount, the debt service reserve
9 subaccount (the “DSRS”) and the excess funds subaccount, each of which is described
10 below. “Other collateral” also includes a pledge and assignment of the Authority’s rights
11 under related agreements, including the servicing agreement, as well as any other
12 “external” credit enhancements (such as bond insurance) provided by or on behalf of the
13 Authority, if necessary. As I testify below, no “external” credit enhancements are
14 anticipated for the proposed bond structure, but I recommend the Commission to authorize
15 the ability to utilize such credit enhancements if they are expected to result in substantial
16 revenue requirement savings.

17 The general subaccount is the subaccount into which the Trustee will deposit securitization
18 charge remittances and investment earnings on the various subaccounts. Money in the
19 general subaccount will be applied by the Trustee to pay on a periodic basis ongoing
20 financing costs, to pay principal of and interest on the Bonds, and to meet the funding
21 requirements of the other subaccounts.

1 The DSRS is to be funded from bond proceeds, and will serve as additional security for the
2 payment of the Bonds and provide funds in the event securitization charge collections do
3 not provide sufficient funds to pay the debt service requirements of the Bonds on a timely
4 basis. Based upon industry precedent and rating agency criteria, I expect that the DSRS
5 will be funded, at least initially, in an amount at least equal to 0.5% of the initial principal
6 balance of the Bonds. This amount has been accepted by the Rating Agencies to support
7 triple-A ratings in other utility securitizations. However, the funding level may be greater,
8 depending upon rating agency requirements for any specific utility securitization. If that
9 subaccount is drawn upon and/or the value of the investments accounted for therein decline
10 and the balance falls below the 0.5% threshold (or any other required level) as a result
11 thereof, the DSRS is replenished from securitization charge collections through the true-
12 up mechanism (described later in my testimony) and any available excess securitization
13 charge collections. In addition, if the DSRS is drawn upon and not replenished within a
14 certain period of time, the amount required to be deposited to the DSRS may exceed the
15 initial deposit (0.5% of the initial principal amount of the Bonds or such greater amount as
16 determined in accordance with the factors described earlier in this paragraph). To the
17 extent not used earlier to pay debt service on the Bonds, funds in the DSRS will be applied
18 to the final payment of bond principal.

19 The excess funds subaccount will have an initial and target balance of zero and is the
20 subaccount into which any securitization charges and investment earnings in excess of
21 collections required to meet scheduled revenue requirements of the Bonds will be
22 deposited. Upon a true-up adjustment and reconciliation, amounts in the excess funds
23 subaccount will be taken into account when calculating any true-up; if there is a balance,

1 it will count toward the amount needed to pay debt service and other ongoing costs in the
2 next payment period, thereby reducing the amount needed to be raised from utility
3 customers via the securitization charge. Funds in this subaccount are available to cover
4 shortfalls in securitization charge collections in order to meet scheduled revenue
5 requirements of the Authority, including payments of principal of and interest on the Bonds
6 and other ongoing financing costs.

7 Additionally, the Authority will pledge to the bondholders its rights under the Financing
8 Order, including the non-impairment pledge of the Commission. Pursuant to 74 Okla. Stat.
9 § 5062.15 of Title 74, the State has also agreed not to impair the rights of Authority
10 bondholders (the “State Pledge”).

11 This State Pledge, which will be included in each bond, has historically been and is
12 expected to be essential to secure triple-A ratings on the Bonds.

13 Q. HOW FREQUENTLY WILL THE UTILITY BE REQUIRED TO REMIT
14 SECURITIZATION CHARGES TO THE TRUSTEE?

15 A. To limit the credit risk associated with the utility holding securitization charges, the rating
16 agency criteria provides that the charges should be transferred to the Trustee on a regular
17 basis, with the tenor based on creditworthiness of the utility. In most precedent
18 transactions, utilities have been required to remit securitization charges to the Trustee on a
19 daily basis, within two business days of receipt of such charges from the customer.
20 Remittances may be made on an estimated basis, based on metrics such as proportion of
21 the charges to the overall bill and average days outstanding. If estimated remittances are
22 utilized, the estimated remittances should be reconciled with actual collections no less often

1 than semi-annually and quarterly if Bonds are outstanding after the scheduled maturity
2 date, with any over-remittances being returned to the Utility from cash flow pursuant to
3 the terms of the Bond Indenture on a subordinated basis and any under-remittances being
4 paid over to the Trustee by the Utility within five business days.

5 Q. PLEASE DESCRIBE THE TREATMENT OF ANY FUNDS REMAINING IN THE
6 COLLECTION ACCOUNT AT THE FINAL MATURITY OF THE TRANSACTION.

7 A. Funds remaining in the Collection Account upon payment of the Bonds and all ongoing
8 financing costs in full will be released by the Trustee to the Authority. The Authority shall
9 notify the Commission of such release and shall disburse such funds as provided under the
10 Financing Order. The Financing Order should describe how these revenues will be credited
11 back to customers.

12 Q. DO YOU HAVE ANY OPINION AS TO HOW INSURANCE PROCEEDS,
13 GOVERNMENT GRANT AND OTHER FUNDING SOURCES SHOULD BE APPLIED
14 IF RECEIVED BY THE UTILITY?

15 A. Section 4(G) of the Act permits the Commission to order that any such proceeds, grants or
16 other moneys received after the issuance of the Bonds be provided to the Authority to offset
17 customer charges or returned to customers through some other appropriate regulatory
18 mechanism.¹⁵ To address rating agency concerns about third party money being used to

¹⁵ To be codified at 74 OKLA. STAT. ANN. § 9073(G)).

1 pay the Bonds, I recommend that such moneys be returned to customers through another
2 appropriate regulatory mechanism as authorized by the Financing Order.

3 Q. DO YOU HAVE ANY COMMENT ABOUT SECTION 8(J) OF THE STATUTE?

4 A. Yes. It is unclear to me what “alternative funds” refers to in Section 8(J).¹⁶ However, after
5 issuance of the Bonds, they should not be provided to the Authority and used to pay debt
6 service on the Bonds in any manner that would jeopardize the credit rating on the Bonds.

7 **VI. DESCRIPTION OF HOW SECURITIZATION BONDS ARE STRUCTURED**
8 **AND PRICED**

9 Q. PLEASE DESCRIBE HOW THE PRICING AND FINAL TERMS OF THE BONDS
10 WILL BE DETERMINED AND APPROVED.

11 A. The final terms and conditions of the Bonds, including the final principal amount,
12 amortization and maturity schedule, scheduled payment dates, etc. will not be known until
13 after they are rated by the Rating Agencies and priced in the capital markets. The final
14 terms and pricing of the Bonds will be approved by the Authority and the State Deputy
15 Treasurer for Policy and Debt Management, acting in consultation with Hilltop, as financial
16 advisor to the Authority and the Commission, within the parameters set forth in the
17 Financing Order (the “Parameters”), and will be conclusively evidenced by the execution
18 of the bond purchase agreement (the “Bond Purchase Agreement”), by and among the
19 Authority and the underwriters of the Bonds. This process will afford sufficient flexibility

¹⁶ To be codified at 74 OKLA. STAT. ANN. § 9078(J)).

1 to allow the proposed financing to be tailored to then-existing Rating Agency
2 considerations, market conditions and investor preferences so that the lowest financing
3 costs can be achieved in the markets at the time of pricing based on the proposed structure
4 of the Bonds, including the ratings assigned the Bonds by the Rating Agencies. Thus,
5 Commission approval of the Financing Order establishes the Parameters within which the
6 sale of the Bonds may be concluded by the Authority.

7 Q. DO SECURITIZATION BONDS HAVE FIXED MATURITIES?

8 A. Unlike corporate bonds where principal is payable on a specific maturity date,
9 securitization securities are generally structured as amortizing bonds so that principal is
10 payable periodically with a stated final maturity so that all the periodic payments equal the
11 stated maturity amount. Interest accrues on principal outstanding until paid. Each tranche
12 of the Bonds has the same nominal scheduled and final maturity date. Tranches are
13 amortized according to the indenture with principal and interest usually being paid semi-
14 annually. The sum of the principal amount of all of the tranches of the bonds is the par
15 amount of the bonds issued.

16 Q. WHAT IS THE DIFFERENCE BETWEEN THE SECURITIZATION BONDS'
17 SCHEDULED FINAL MATURITY AND THEIR LEGAL FINAL MATURITY?

18 A. The scheduled final maturity of a tranche of bonds represents the date at which final
19 payment is expected, but no legal obligation exists to retire the tranche in full by that date.
20 The legal final maturity is the date by which the principal must be paid or a default will be
21 declared in the payment of principal. The difference between the scheduled final maturity

1 and legal final maturity provides additional credit protection to investors by allowing
2 shortfalls in principal payments to be recovered over this additional time period through
3 the implementation of the true-up mechanism. The ratings on the Bonds are based on the
4 expectation that the outstanding principal of a class will be paid in full by the legal final
5 maturity date and a sufficient period of time between the scheduled final maturity and legal
6 final maturity.

7 Q. DO YOU HAVE A RECOMMENDATION WITH RESPECT TO THE ADDITIONAL
8 TIME PERIOD BETWEEN SCHEDULED AND FINAL MATURITIES?

9 A. The required gap between scheduled and final maturities will be determined by Rating
10 Agency considerations. Generally, the gap is between one and two years. The actual gap
11 will be determined at the time of pricing and provided in the Issuance Advice Letter.

12 Q. WHAT ARE THE FACTORS THAT AFFECT THE MAXIMUM FINAL MATURITY
13 AND AMORTIZATION?

14 A. There are many factors that go into determining the shape and structure of a cash flow
15 supporting repayment of the Bonds, many of which are interrelated and circular, starting
16 with the principal and interest requirements over a period of time. The affordability of the
17 charge will be a key issue affecting the amortization schedule and the scheduled final
18 payment date as well as interest cost. In addition, the quantum of debt service, time period
19 outstanding, costs and security provision all have an impact. Debt amortizing over a
20 shorter time period usually results in higher periodic payment as a result of a shorter
21 amortization versus interest payments. Interest rate is a function of timing of the scheduled

1 final payment date, credit risk spread and referenced rates in the market at the time of sale.
2 Traditionally and in the current environment, the longer the period of time until the
3 scheduled final payment date, the higher the market interest rate. Credit risk spread, or
4 credit spread, is primarily driven by rating. The higher the rated security, the lower the
5 credit spread.

6 The differences in cash flow and the nonbypassability provisions relating to the charge are
7 policy decisions and beyond the scope of this testimony. We propose to work with the
8 Commission, the State Deputy Treasurer for Policy and Debt Management, the Authority
9 and the Utility and the underwriter of the Bonds to construct scenarios for the Commission
10 to review and consider, from which they can give direction on the length of amortization.

11 Potential issues that should be factored into this analysis include, but are not limited to, the
12 maturity of the Bonds desired, taking into consideration the potential for additional
13 securitizations or borrowings by or for the benefit of the Utility, effect on intergenerational
14 impact, trends relating to the demand for electricity that is subject to the nonbypassable
15 charge, as well as the what would be considered affordable by a policy decision maker.

16 We are not opining as to affordability.

17 The factors discussed above are illustrated in the Testimony of Donald Rowlett¹⁷ in table
18 1 and the accompanying discussion, relating to the difference between a 13-year and a 23-
19 year scenario.

¹⁷ See Direct Testimony of Donald Rowlett, p 13 (line 19) – p14 (line 13).

1 Q. DO UTILITY SECURITIZATION BONDS PAY FIXED INTEREST RATES OR
2 VARIABLE INTEREST RATES?

3 A. To date, most utility securitization bonds issued in other states have been bonds that bear
4 a fixed interest rate to maturity. Fixed interest rates are necessary to permit the likely costs
5 and benefits of the Bonds to be evaluated in advance and to maintain predictable revenue
6 requirements over time. Fixed interest rates can be achieved by either issuing fixed interest
7 rate bonds, or by issuing variable interest rate bonds and converting the variable interest
8 rate into a fixed interest rate through a related interest rate swap. Pursuant to the terms of
9 such an interest rate swap, the Authority would pay, to the extent of the receipt of
10 securitization charges, a fixed rate of interest to the swap counterparty and, in exchange,
11 would receive the interest index on which the bonds' variable interest rate is based, plus
12 possibly a margin, from the swap counterparty. The Authority would use the payments
13 from the swap counterparty to pay the variable interest rate to bondholders. The economic
14 effect upon customers of such exchange in payments is substantially similar as if the Bonds
15 had been issued at the fixed interest rate stated in the swap agreement. However, with an
16 interest rate swap, there may be a difference in the amount received by the Authority based
17 on the variable interest rate pursuant to the interest rate swap and the variable rate borne
18 by the Bonds. Other considerations on the use of an interest rate swap must be taken into
19 account when entering into such a contract as discussed below.

1 Q. WOULD AN INTEREST RATE SWAP WITHIN THE BOND STRUCTURE CREATE
2 ADDED RISKS FOR CUSTOMERS?

3 A. Yes. Interest rate swap agreements are separate and distinct from bond contracts and may
4 introduce a number of additional risks, including, but not limited to, counterparty risk,
5 termination risk, and amortization risk, a few of which are discussed below.

6 Counterparty risk is the risk that the swap counterparty (seller) of the interest rate swap
7 does not fulfill its obligations under the terms of the swap agreement. The Authority may
8 not receive amounts from the swap counterparty to which it would otherwise be entitled,
9 including but not limited to ongoing payments under the interest rate swap, termination
10 payments and the return of any excess collateral if applicable. If the swap counterparty
11 defaults on its payment obligations under the interest rate swap, the true-up and
12 reconciliation process may need to be implemented to cover the interest payments on the
13 associated variable interest rate bonds, resulting in a higher securitization charge.
14 Moreover, a swap counterparty could be downgraded to a level that is unacceptable to the
15 Authority and an appropriate replacement swap counterparty may not be able to be
16 obtained, or such replacement could significantly increase the effective fixed rate paid
17 under the interest rate swap agreement.

18 Termination risk is the risk that the interest rate swap could be terminated prior to its
19 scheduled termination date as a result of one of several defined “termination events,” which
20 include a payment default on an interest rate swap or the Bonds or a ratings downgrade of
21 the Bonds or the swap counterparty. Upon an early termination, a substantial termination
22 payment could be due and payable by the Authority from the trust estate securing the Bonds
23 regardless of the condition(s) causing the early termination. The Authority may either owe

1 a termination payment to the swap counterparty, payable from the trust estate securing the
2 Bonds, or receive a termination payment from the swap counterparty depending on then-
3 prevailing market rates in the relevant market for a swap with the same term and structure.
4 Amortization risk is the risk of a mismatch between the notional (principal) amount of the
5 interest rate swap and the principal amount of the Bonds. An interest rate swap requires
6 payment of interest on a notional amount specified in the swap instrument, which notional
7 amount is used to calculate the exchange of payments between the swap parties. Any swap
8 instrument used in a utility securitization transaction would be an “amortizing swap.” This
9 means that the notional amount of the interest rate swap on each payment date would
10 reduce over time, equaling the principal amount that is scheduled to remain outstanding on
11 the related tranche, assuming principal payments are made as scheduled. However, the
12 actual principal payments on any tranche of Bonds could vary from the scheduled principal
13 payments, depending on the actual cash flows received by the Authority. The cash flows
14 could be affected by several variables, such as weather-driven consumption volatility,
15 customer delinquencies, the true-up and charge-offs. Therefore, the actual principal
16 balance of the tranche of Bonds may be more or less than the scheduled notional amount
17 of the interest rate swap. If the bond principal balance is more, the variable interest rate
18 payment from the swap counterparty may not be adequate to satisfy the Authority’s actual
19 interest payment obligation. Since the Authority will have no significant available assets
20 other than the right to impose, charge and collect securitization charges, this risk would
21 likely be borne by customers, who would have to pay, with increased charges, for the
22 shortfall between the variable interest rate payments owed to bondholders and the variable
23 interest rate payments received from the swap counterparty.

1 Q. WHAT IS YOUR RECOMMENDATION WITH RESPECT TO FIXED INTEREST
2 RATE SECURITIES VERSUS VARIABLE INTEREST RATE SECURITIES AND THE
3 USE OF ANY INTEREST RATE SWAPS?

4 A. I recommend that the Bonds be issued with a fixed interest rate to maturity. As discussed
5 above, the use of interest rate swaps related to the Bonds expose customers to additional
6 risks, which may be significant, and require a nonscheduled implementation of the true-up
7 mechanism, potentially leading to higher costs to customers and complicating the Rating
8 Agency assessment, and furthermore may not timely align cost and benefits as early
9 beneficiaries may not be the same parties that pay potential higher costs associated with a
10 swap termination, collateral positing or other event. Thus, when I consider the additional
11 risks for customers, combined with the added complexity to the structure, particularly in
12 connection with the first issuance under the Act, I do not believe that the devotion of
13 significant resources and time of the Authority, its advisors, the Utility and the lead
14 underwriter, as well as the incremental legal expenses, associated with the use of interest
15 rate swaps related to the Bonds is justified in this circumstance. In the unlikely event
16 significant numbers of potential investors request a variable rate coupon at the time of
17 marketing the Bonds, interest rate swaps may be executed by the investors away from the
18 Authority to achieve a variable rate of interest.

19 Q. ARE SECURITIZATION BONDS TYPICALLY SUBJECT TO OPTIONAL
20 REDEMPTION BY THE ISSUER THEREOF?

21 A. Bonds in the asset-backed or securitization market are issued as non-callable securities,
22 meaning they are not subject to optional redemption. While a make-whole call option is

1 used in the corporate and municipal markets, which provides an investor with similar
2 economics to non-callable securities, make-whole call options are not used in the asset-
3 backed or securitization market.

4 Other than the expected amortization of securitization bonds based on the original pricing
5 assumptions, I can only think of two examples of common bond provisions that result in a
6 variation of average life in the asset-backed security, or broader securitization, market.
7 They are (i) excess funding triggers, currently common in automobile floorplan
8 transactions, due to car dealers selling cars before they are delivered and thus resulting in
9 excess cash, and (ii) the collateral pool has delinquencies that create some lengthening of
10 the average life of the bonds but this is typically minimal given the stress tests of the Rating
11 Agencies for receipt of the desired triple-A rating on the Bonds.

12 Q. WOULD YOU RECOMMEND THAT THE BONDS HAVE OPTIONAL CALL
13 FEATURES?

14 A. While it is unlikely that an optional call feature would benefit the pricing, my
15 recommendation is that the Commission give the Authority the flexibility to include such
16 a feature if such a feature could lower the cost of the financing, subject to the approval of
17 the State Deputy Treasurer for Policy and Debt Management.

1 Q. ARE THE INTEREST RATE ASSUMPTIONS ASSUMED IN THE DIRECT
2 TESTIMONY OF THE UTILITY REASONABLE?

3 A. To assess the reasonableness of the interest rates presented in the Direct Testimony of
4 Donald Rowlett, we would need more information from OG&E and their consultants, as
5 well as the underwriter, with respect to certain assumptions made within their model such
6 as bond rating, average life of transaction and stated final maturity in aggregate. That being
7 said, gauging current market conditions, finding comparable transactions in a long-dated
8 asset-backed market is challenging and we expect more utility securitizations to be issued,
9 primarily as a result of Winter Storm Uri, which was a multi-state event, and wildfires in
10 California. Currently, we can estimate interest rates to some extent by using roughly
11 comparable recent transactions. For example, as of the week of August 16, 2021, certain
12 AAA-rated automobile loan securitizations with a 4 year maturity have priced in the low
13 1% range, with an AA-rated student loan transaction with a 9 year maturity priced in the
14 low 2% area. Finding comparable long-dated transaction that trade with a level of
15 frequency and sized similarly to the proposed Bonds will require time and, consequently,
16 it will be difficult to determine the appropriate levels until this effort is undertaken. That
17 being said, the current scarcity of long-dated stable weighted average life asset-backed
18 securities should lead to improved market acceptance, though we expect this dynamic of
19 the market to lessen as other utility securitizations enter the market. Because of the
20 dynamics of the utility securitizations, we will work with ODFA, the State Deputy
21 Treasurer for Policy and Debt Management, the Utility and the Underwriters to drive a
22 process that will yield indications of investor demand and preference and create a
23 constructive tension to arrive at a market clearing price that meets the goal of the Authority

1 and the State Deputy Treasurer for Policy and Debt Management. The interest rate
2 assumptions in OG&E's testimony are a reasonable starting point for beginning to develop
3 the required financial analysis. The actual interest rate and true interest cost will be based
4 on numerous factors including, but not limited to, the maturity of and ratings on the Bonds,
5 the amount of Bonds being sold, the costs of issuance, the level of credit enhancement
6 used, if any, and market conditions and other competing transactions at the time of sale.

7 Q. WHAT ARE THE EFFECT OF THE PARAMETERS?

8 A. Under the proposed financing order, the Authority will not be permitted to execute a Bond
9 Purchase Agreement unless the Authority determines that the terms of the Bonds do not
10 violate any of the Parameters. The execution of the Bond Purchase Agreement will
11 conclusively evidence the Authority's determination of such issues.

12 Q. IS THE USE OF THIS METHOD OF APPROVAL COMMON?

13 A. Yes. In the resolution authorizing the issuance of most corporate and municipal securities,
14 including but not limited to those of the State of Oklahoma through the Capital
15 Improvement Authority, the governing body frequently delegates the details of the sale of
16 the securities to officers and staff subject to parameters such as the Parameters set forth in
17 the Financing Order.

1 Q. ARE THERE ANY OTHER FACTORS THAT WILL HELP ASSURE EFFICIENT
2 EXECUTION AT THE LOWEST RATE ACHIEVABLE IN THE MARKET AT THE
3 TIME OF PRICING?

4 A. As discussed herein and as provided in the Act and in the State’s Finance Law, the State
5 Deputy Treasurer for Policy and Debt Management will be involved in all aspects of the
6 transaction, including selection of professionals, and the structuring, marketing, and timing
7 of the transaction. In accordance with the State’s Finance Law, the State Deputy Treasurer
8 for Policy and Debt Management will approve the final pricing and structure of the Bonds
9 and each of the non-Utility bond issuance costs and ongoing costs associated with the
10 Bonds. In fact, the Act requires the Commission to consult with State Deputy Treasurer
11 for Policy and Debt Management, *prior to issuing a financing order under the Act*,
12 regarding the marketability and efficiency of any proposed financing structure authorized
13 by a financing order. Thus, State Deputy Treasurer for Policy and Debt Management will
14 help establish the very parameters of the Bonds. We believe that the expertise of the State
15 Deputy Treasurer for Policy and Debt Management, together with the advice from us as
16 financial advisor to the Oklahoma Development Finance Authority as issuer of the Bonds,
17 will help ensure that the Bonds are sold at the lowest cost based upon then-existing market
18 conditions.

19 Additional oversight of the Bond issuance process is provided by the Council of Bond
20 Oversight. The Council of Bond Oversight was created to implement the Oklahoma Bond
21 Oversight and Reform Act found at 62 Okla. Stat. § 695.1 *et.seq.*, and it responsible for
22 oversight of debt issuance by State Governmental Entities and certain Local Governmental

1 Entities as provided in 62 Okla. Stat. § 695.9(C), including but not limited to issuance of
2 the Bonds.

3 **B. CREDIT ISSUES**

4 Q. IS THE FINANCING ORDER CRITICAL TO ACHIEVING A SUCCESSFUL
5 SECURITIZATION BOND FINANCING?

6 A. Yes. The Financing Order, when taken together with the Act, establishes the legal right of
7 to receive securitization charges in amounts necessary to pay the interest on and principal
8 of the Bonds and other ongoing financing costs in full and on a timely basis.

9 As I mentioned earlier, the Financing Order must be crafted to meet the specific provisions
10 of the Act and the Rating Agencies to achieve the highest rating possible. The proposed
11 form of Financing Order conforms to the Act.¹⁸ The Financing Order specifies the
12 mechanisms and structures for payments of interest on and principal of the Bonds and
13 ongoing financing costs in a manner that I believe will minimize the amount of additional
14 credit enhancements required by the Rating Agencies to achieve the desired triple-A
15 ratings. Based upon previous experience, these mechanisms and structures should allow
16 the desired triple-A ratings to be obtained, unless there is a change in Rating Agency
17 criteria. Nevertheless, there can be no guarantee of any specific rating, as the Rating
18 Agencies are independent entities and will issue such rating they deem appropriate for the
19 Bonds. In addition, the Financing Order, when taken together with the Act, will enable the

¹⁸ See § 5 of the Act (to be codified at 74 OKLA. STAT. ANN. § 9074) (setting forth the requirements of the financing order under the Act).

1 Authority and the Utility to structure the financing in a manner reasonably consistent with
2 investor preferences and Rating Agency considerations at the time of pricing.

3 Q. HOW DOES THE FINANCING ORDER ENSURE CREDIT STRENGTH OF THE
4 SECURITIZATION PROPERTY?

5 A. To analyze the credit strength of the securitization property, the Rating Agencies will
6 require the lead underwriter or advisor to the Utility to prepare a variety of cash flow
7 scenarios to ensure that the Bonds will be paid on a timely basis if certain stress scenarios
8 occur. In particular, the Rating Agencies will assume:

- 9 • dramatic reductions in electricity usage by customers of the utility;
- 10 • the dramatic loss of customers of the utility;
- 11 • dramatic increases in delinquencies and losses on payments from
12 customers of utility; and
- 13 • the length of time between the scheduled maturity and the legal final
14 maturity.

15 The Act, requires and the proposed Financing Order includes, a “true-up and
16 reconciliation” process to ensure that revenues from the securitization charges are
17 sufficient to ensure the timely payment of the Bonds and all ongoing financing costs.¹⁹

18 The Financing Order, and particularly the provisions implementing this true-up process
19 authorized by the Act, should ensure the collection of securitization charges arising from

¹⁹ § 5(A)(4) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9074(A)(4)).

1 the securitization property are expected to be sufficient to pay securitization bond
2 obligations on a timely basis by their terms, even in the face of such stress scenarios.

3 Q. MUST THE FINANCING ORDER BE FINAL, IRREVOCABLE AND NON-
4 APPEALABLE BEFORE ISSUANCE OF THE BONDS?

5 A. Yes, to ensure the highest possible ratings on the Bonds, the Financing Order should final,
6 irrevocable and non-appealable. The Rating Agencies and the underwriters of the Bonds
7 will expect to receive an opinion from regulatory counsel to such effect.

8 Q. DOES THE PROPOSED FORM OF FINANCING ORDER INCORPORATE THE USE
9 OF A BANKRUPTCY REMOTE STRUCTURE SIMILAR TO OTHER UTILITY
10 SECURITIZATIONS?

11 A. Yes, it should, as described below. As I have previously described, in a typical utility
12 securitization, the issuer of the bonds is a bankruptcy-remote subsidiary of the investor
13 owned utility (SPE). It is my understanding based on discussions with the Authority's
14 counsel that, under the Federal Bankruptcy Code, payments on the debt obligations of the
15 issuer in a bankruptcy proceeding may become subject to an automatic stay – *i.e.*, the
16 payments are suspended until the courts decide which creditors of the issuer are to be paid,
17 when they will be paid, and whether they are to be paid in whole or in part. The creation
18 of an SPE, which is bankruptcy remote from the utility, as issuer of the bonds allows the
19 Rating Agencies and investors to conclude that the issuer of the utility securitization bonds
20 is highly unlikely to become the subject of a bankruptcy proceeding in the event that the
21 utility is subject to a bankruptcy proceeding. My testimony in respect of bankruptcy

1 considerations is based on my prior experience, rating agency criteria and discussions with
2 the Authority’s counsel and neither Hilltop nor I render any opinion in respect of the legal
3 arrangements in respect of the proposed transactions.

4 Under the Act, ODFA will be the issuer of the Bonds.²⁰ ODFA, as a State instrumentality,
5 should be unrelated to OG&E (or any other utility) from a bankruptcy perspective. Further
6 ODFA will receive opinions of counsel with respect to certain bankruptcy issues, including
7 an opinion to the effect that the bankruptcy of the Utility should not result in the
8 securitization property being recharacterized as property of the Utility²¹, as well as an
9 opinion to the effect that the Authority, as a State instrumentality, is subject to the
10 provisions of Chapter 9 of the Federal Bankruptcy Code. Under Chapter 9, no creditor of
11 ODFA is able to put the Authority into bankruptcy. Further, it is anticipated that the
12 Authority will pledge not to exercise any power it may have to put itself into bankruptcy
13 so long as the Bonds are outstanding. While these legal opinions and the pledge language
14 have not yet been reviewed by the Rating Agencies, I am hopeful that Rating Agencies will
15 treat the Authority as bankruptcy remote for all relevant purposes and allow the Bonds to
16 be rated in the highest possible rating category.

²⁰ §§ 7, 8 of the Act (to be codified at 74 OKLA. STAT. ANN. § 9076, 9077).

²¹ See §6(F) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9075 (F) (“Any sale, assignment or transfer of the securitization property to the Authority that expressly states that a transfer is a sale or other absolute transfer signifies that the transaction is a true sale and is not a secured transaction and that title, legal and equitable, has passed to the Authority.”)).

1 Q. SHOULD THE FINANCING ORDER AUTHORIZE OBTAINING ADDITIONAL
2 CREDIT SUPPORT IF REQUIRED TO ACHIEVE THE HIGHEST POSSIBLE
3 RATINGS BY THE RATING AGENCIES?

4 A. It is my recommendation that the Financing Order should provide flexibility to provide
5 further credit support such as additional reserve accounts, or letters of credit, bond
6 insurance and surety policies from providers with credit ratings consistent with the Bonds’
7 desired “triple-A” ratings. It is not expected such credit enhancement will be actually
8 required or beneficial; however, it may be valuable to maintain the flexibility for such
9 credit enhancement in the Financing Order. The final decision to utilize credit
10 enhancement will be made by the Authority, acting with the advice of the Hilltop, as the
11 Authority’s Financial Advisor and the State Deputy Treasurer for Policy and Debt
12 Management.

13 Q. WHAT LEVEL OF SUPPORT WILL THE AUTHORITY REQUIRE TO ACT AS
14 ISSUER OF THE BONDS?

15 A. As I describe below, the Utility acts as servicer to ensure the imposition and collection of
16 the securitization charges, and their remittance to the Trustee. The Utility will also
17 implement any true-up adjustment of the securitization charge. However, the Authority
18 will have certain ongoing responsibilities as issuer of the Bonds, including calculating and
19 confirming debt service requirements as well as certain reporting obligations under the
20 Act²², the bond indenture and federal securities law. Accordingly, it will be important for

²² See §7(B)(2) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9076(B)(2)).

1 the Authority to assign or obtain administrative support to carry out these functions. All
2 costs incurred by the Authority should be recoverable from securitization charges.

3 Q. DO YOU HAVE ANY COMMENTS CONCERNING THE NONBYPASSABILITY
4 PROVISIONS OF THE ACT OR THE FINANCING ORDER?

5 A. As noted above, it is an essential credit feature that the securitization charge be imposed
6 by a mechanism that makes the charge nonbypassable by customers. The statute states:
7 “Nonbypassable mechanism” shall mean that the payment of the utility customer charges
8 under this act shall not be modified or avoided by any utility customer at an address located
9 within a utility service area by switching providers, switching fuel sources or materially
10 changing usage....”²³ For a utility providing both electric and gas charges, imposing a
11 charge which cannot be avoided if the customer switches fuel sources should be obvious
12 and enforceable. However, for a utility which provides only gas, the financing order will
13 have to make clear how the nonbypassability charge if the customer switches fuel sources
14 will be calculated and collected and provide reasonable assurance to meet Rating Agency
15 stress tests.

16 Q. DO YOU HAVE ANY OTHER ISSUES REGARDING NONBYPASSABILITY AND
17 GAS-ONLY UTILITIES?

18 A. Yes. While not applicable to OG&E, utilities that intend to avail themselves of the Act
19 include gas only utilities. It is our understanding that a financing for their benefit will be

²³ §3(5) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9072(5)).

1 the first securitization by a utility providing only natural gas as an energy supply. The
2 Rating Agencies may have some concerns in the long run concerning the viability of gas
3 as an energy supply. So the terms of the securitization, the Financing Order, and as stated
4 previously the nonbypassable mechanism, will need to reflect such concerns.

5 Q. DO YOU HAVE ANY COMMENTS ABOUT THE STATE NON-IMPAIRMENT
6 COVENANT (OR “STATE PLEDGE”) TYPICALLY REQUIRED IN
7 SECURITIZATION LEGISLATION?

8 A. Yes. One of the Rating Agency criteria is that the State covenant in its securitization
9 legislation not to amend or revoke the securitization legislation or take any other action
10 which would impair the security for the utility securitization bonds. To my knowledge,
11 this non-impairment covenant has been included in all utility securitization legislation
12 enacted to date.²⁴ Reviewing the Act from a credit perspective, it does not contain a non-
13 impairment covenant. However, the Authority’s legislation does contain a non-impairment
14 covenant which applies to all bonds issued by the Authority.²⁵ Further it is my
15 understanding that appropriate legal counsel will deliver an opinion to the effect that this
16 non-impairment covenant protects against any amendment to the Act (as well as the
17 Authority Act) which would impair bondholder security.

²⁴ See, e.g., FLA. STAT. ANN § 366.8260 (11); TEX. PUB. UTILITY REG. ACT § 39.310; LA. REV. STAT. §45:1259.

²⁵ 74 OKLA. STAT. ANN. § 5062.15.

1 Q. DO YOU HAVE ANY ADDITIONAL THOUGHTS ABOUT THE “NON-
2 IMPAIRMENT” OF BONDHOLDER RIGHTS?

3 A. Yes. In addition to the State Pledge, it is typical for the public utility commission, as the
4 issuer of the financing order, to covenant that it will not take any action which would impair
5 the value of the securitization property.²⁶ The non-impairment provisions, a financing
6 order that is irrevocable and authorizes nonbypassable charges that constitute a recognized
7 property right are key criteria that Rating Agencies will expect to see. Section 5(H) of the
8 Act supports, and the proposed form of Financing Order included as Exhibit B, includes
9 such a covenant by the Commission to address this rating criteria.²⁷

10 Q. HOW WILL THE VALIDATION PROCESS SUPPORT OR ENHANCE THE CREDIT
11 QUALITY OF THE BONDS?

12 A. Pursuant to Section 10 of the Act, each bond issuance by the Authority must be approved
13 as to validity (or “validated”) by the Oklahoma Supreme Court.²⁸ The Court will then
14 determine whether the Bonds “constitute a valid obligation in accordance with their terms.”
15 It is our understanding the Court decision will bind all persons as to matter relating to the
16 Bonds and make the Bonds and “the revenues pledged to their payment” incontestable in

²⁶ See, e.g., *Application of AEP Texas, Inc. for a Financing Order*, Docket No. 49308, Conclusion of Law 40 (June 17, 2019); *In re. Petition for issuance of a storm recovery financing order, by Florida Power & Light Company*, Docket No. 060038-EI, Order No. PSC-06-0464-FOF-EI, Conclusions of Law 28, 30, 31 (May 30, 2006).

²⁷ See §5(H) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9074(H)).

²⁸ To be codified at 74 OKLA. STAT. ANN. § 9079.

1 any court of the State. The validation process should help ensure that the security related
2 to the Bonds, including the provisions of the Act, the Authority Act and the Financing
3 Order which provide such security, are final and incontestable.

4 **C. THE PROPOSED FORM FINANCING ORDER**

5 Q. DO YOU HAVE ANY INTRODUCTORY COMMENTS CONCERNING THE
6 PROPOSED FORM OF FINANCING ORDER

7 A. Yes. The attached Financing Order is a template proposed for use by the Commission in
8 connection with the securitization. The form was developed with the assistance of special
9 counsel. Although the form contains conclusions of law and other legal statements, I do
10 not express any view as to the correctness of legal matters set forth in the proposed form.

11 Q. PLEASE DESCRIBE SPECIFIC ELEMENTS OF THE FORM FINANCING ORDER,
12 BEGINNING WITH THE STATUTORY OVERVIEW PROVIDED IN SECTION I.

13 Part I of the Financing Order provides a statutory overview of the Act to give context to
14 the Financing Order.

15 In Part II of the Financing Order, the Commission will make its determinations regarding
16 the Utility's qualified costs eligible for recovery in the securitization.

17 In Part III of the Financing Order, the Commission will set forth its findings and
18 determinations regarding substantial revenue requirement savings required to be made by
19 the Commission before issuing a financing order.

20 In Part IV of the Financing Order, the Commission will make additional findings in respect
21 of certain structural provisions of the Bond structure, such as the irrevocable and

1 nonbypassable mechanism and true-up and reconciliation process that must be included in
2 the Financing Order.

3 In Part V of the Financing Order, which is described in further detail below, provides a
4 detailed summary of the proposed financing structure, which I believe is consistent with
5 Rating Agency criteria.

6 In Part VI of the Financing Order provides a description of certain bond issuance cost and
7 ongoing financing costs associated with the Bond issuance process and their recovery from
8 bond proceeds or the securitization charges (referred to as winter event securitization
9 charges or WES Charges in the Financing Order), as appropriate.

10 Parts VII, VIII and IX of the Financing Order provide the requisite findings of fact,
11 conclusions of law and ordering paragraphs, respectively, to finalize implement the
12 foregoing.

13 Q. WOULD YOU LIKE TO COMMENT ON ANY PARTICULAR PART OF THE
14 FINANCING ORDER?

15 Yes, Part V provides a description of the financing structure which I recommend in my
16 testimony. As described in this section, the Commission will grant the Utility the right to
17 impose and receive the securitization charges, among other rights, under the Financing
18 Order.

19 The imposition and amount, collection period, nonbypassability, and true-up and
20 reconciliation of securitization charges are authorized and affirmed by the Commission in
21 this section of the Financing Order. This section implements the “nonbypassability

1 mechanism” and the true-up and reconciliation requirements of the Act.²⁹ The
2 nonbypassability element minimizes the degree to which the collection of securitization
3 charges will be affected by any customers who, following any fundamental change in
4 Oklahoma utility regulation, are permitted to switch generation suppliers. To this end, the
5 Financing Order provides that the utility customers directly or indirectly connected to the
6 electric facilities of the Utility (or a successor) must pay the securitization charge regardless
7 of the customers’ electric or gas generation supplier and whether the distribution system is
8 being operated by the Utility or a successor. The Financing Order reflecting the Act, also
9 addresses how the nonbypassability mechanism addresses customers that switch fuel
10 suppliers or materially change their usage (due, for example, to self-generation or other
11 distributive generation).

12 The Financing Order also creates a binding obligation for the Utility, its successor or
13 assignee to collect the charges for a servicing fee and allows that obligation to be performed
14 by a successor servicer appointed by the Authority, or the Trustee, on behalf of the
15 Authority, if the servicer does not so perform. Thus, the binding obligation to collect and
16 account for securitization charges should survive any event adversely affecting the
17 servicer. I describe some of the contents and purpose of the servicing agreement later in
18 my testimony.

19 The true-up mechanism represents the most fundamental component of credit enhancement
20 to investors and is a cornerstone of the triple-A ratings achieved in prior utility
21 securitizations. True-ups are incorporated so that securitization charges may be adjusted

²⁹ §§3(5), (12) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9072(5), (12)).

1 on a periodic basis to correct for any over- or under-collection of securitization charges for
2 any reason and to ensure that the expected collection of future securitization charges is in
3 accordance with the payment terms of the Bonds. To satisfy Rating Agency considerations,
4 I believe that true-up adjustments should be made on a periodic basis, at least annually, and
5 more frequently as requested by the Utility or as otherwise required or beneficial,
6 throughout the life of the Bonds in accordance with the objectives of minimizing credit
7 enhancement and achieving the highest credit ratings per Rating Agency and investor
8 requirements. The frequency of true-up adjustments throughout the life of the Bonds will
9 be set forth in the servicing agreement, and will be subject to the Parameters, consistent
10 with Rating Agency considerations for achieving the highest credit ratings and minimizing
11 credit enhancement levels. In the event any Bonds remain outstanding after the scheduled
12 final maturity date of the last bond tranche, the mandatory interim true-up adjustment must
13 be implemented on a quarterly basis.

14 It is critical for Rating Agency purposes that, insofar as Commission action is required,
15 true-up adjustments (1) are automatic and (2) are implemented on an immediate basis
16 subject only to mathematical review. True-up adjustments must take into account debt
17 service, ongoing financing costs, updated sales forecasts (if the charge is volume based)
18 and an updated projection of customer payment reconciliations due to customer
19 uncollectibles and delinquencies. The proposed form of Financing Order incorporates this
20 approval process.

1 Q. PLEASE DESCRIBE SECTIONS VII, VIII AND IX OF THE FINANCING ORDER:
2 “FINDINGS OF FACT,” “CONCLUSIONS OF LAW,” AND “ORDERING
3 PARAGRAPHS.”

4 A. My answer to this question is qualified as describe above in the introduction to questions
5 related to the Financing Order. The Findings of Fact, Conclusions of Law and the Ordering
6 Paragraphs constitute the means by which the Commission definitively affirms the
7 conformity of the financing with the applicable provisions of the Act. With these findings
8 and conclusions, counsel will have the basis that they need for the highly technical and
9 specialized legal opinions they must issue in connection with the financing, and upon
10 which the Rating Agencies will rely in assigning the highest possible ratings for the Bonds.

11 I emphasize that the provisions of the Financing Order have been drafted with a view to
12 providing the basis that counsel will need for these essential opinions. With the structure
13 authorized thereby, the stability of the cash flows securing the Bonds will be maximized.
14 The combination of maximized cash flow stability and highest possible credit ratings will
15 allow the Bonds to be structured and priced so as to meet statutory requirements.

16 The servicer discussion contained in the Financing Order delineates standard arrangements
17 for servicing the securitization property, in particular, ensuring that such servicer
18 obligations are assignable and will be so assigned in the event of a servicer default.
19 Allowing for commingling of securitization charges with funds of the utility for a limited
20 period before remittance to the Collection Account eases administration and is standard for
21 servicers who are sufficiently creditworthy or who provide for credit enhancement that the
22 Rating Agencies find acceptable. The remittance of collected customer payments (subject
23 to subsequent reconciliation with actual customer receipts) is also normal for this

1 transaction and eases administrative burdens for servicers. Undue servicer administrative
2 burdens are not viewed favorably by either Rating Agencies or investors.

3 The Financing Order addresses two additional key issues that merit further discussion. The
4 finality and irrevocability of the Financing Order is affirmed, subject to the Act itself, with
5 regard to true-ups and refinancing. Thus, so long as the Bonds are outstanding, all of the
6 rights and benefits arising from the securitization property created by virtue of the
7 Financing Order may be definitively relied upon by investors and the Rating Agencies.
8 Relatedly, the Commission must give up any right it may have to rescind the Financing
9 Order as previously discussed herein. The finality and irrevocability of the Financing
10 Order will also be supported by a non-impairment opinion delivered by counsel, which is
11 customary in utility securitizations.

12 Equally important, the Commission pledges in the Financing Order not to take or permit
13 any action that would impair the value of the securitization property authorized by the
14 Financing Order or, except to allow for refinancing or to implement a true-up permitted by
15 the Financing Order and the Act, that would reduce, alter or impair the securitization
16 charges to be imposed, collected, and remitted to the financing parties, until the principal,
17 interest, and any other charges incurred and contracts to be performed in connection with
18 the Bonds have been paid and performed in full.³⁰ The Financing Order also requires the
19 Authority to include in the Bonds a recitation of the State Pledge regarding any Bonds
20 authorized by the Authority. This Commission pledge and the State Pledge are key
21 elements of the Financing Order.

³⁰ See §5(H) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9074).

1 Investors generally perceive that the greatest risk that the Bonds might not be paid
2 according to their terms is a change in law that adversely affects the securitization property
3 or their rights under the Act or the Financing Order. The Commission's affirmation in the
4 Financing Order of the Commission pledge and the State Pledge will enhance investor
5 understanding that the risk of an adverse change in law or regulation is remote and will
6 permit counsel to deliver important legal opinions that such adverse changes would not be
7 legally valid.

8 In addition, in the Ordering Paragraphs, the Commission recognizes the need for, and
9 affords the Authority, with the advice of the Financial Advisor and with the approval of
10 the State Deputy Treasurer for Policy and Debt Management, to establish the final structure
11 and terms of the Bonds, within the Parameters established by the Financing Order,
12 consistent with investor preference, market conditions on the day of pricing, Rating
13 Agency considerations and the terms of the Financing Order.

14 Q. WILL THE ISSUANCE OF BONDS BY THE AUTHORITY, AS AUTHORIZED BY
15 THE ACT TOGETHER WITH THE FINANCING ORDER, BE ABLE TO ACHIEVE
16 THE RECEIPT OF THE HIGHEST POSSIBLE RATINGS?

17 A. While we cannot assure a specific credit rating, we are presenting our view of established
18 rating criteria and historical ratings on transactions we have been involved in. A credit
19 rating is the summation of many different elements, data, credit profile and legal authority
20 acting in concert. The Financing Order acting in conjunction with existing state law and
21 rulings as well as the strength of the legal opinions work together. Experience has shown
22 that foundational elements consistent with a high rating include an irrevocable

1 nonbypassable charge that has sufficiently frequent true-up mechanisms, with a non-
2 impairment pledge by the State, and that certain findings by the policy-making arm of the
3 state having rate-setting authority support the framework of a securitization that complies
4 with all the applicable rules and strong financial credit fundamentals. The Financing Order
5 will address several of these elements. The Financing Order will authorize the Authority
6 to issue the Bonds, to purchase the securitization property in a “true sale” and pledge the
7 securitization property to the Authority.³¹ The effect of this structure, together with
8 associated legal opinions standard to utility securitizations and the Supreme Court
9 validation process, should, in my opinion, allow the Rating Agencies to be comfortable
10 that while the statutory provisions may vary somewhat from industry standards, the Act
11 supports the issuance of highest possible ratings. The Rating Agencies can then focus
12 strictly on the credit strengths of the securitization property, the true-up and reconciliation
13 mechanism, which other elements of the Financing Order ensure will, in my opinion, be
14 sufficient to achieve the highest possible ratings given all the factors described above.

15 D. SERVICING AGREEMENT

16 Q PLEASE DESCRIBE THE CONTENTS AND PURPOSE OF THE SERVICING
17 AGREEMENT.

18 A. As explained in Section V.C(4) of the Financing Order, the servicing agreement is an
19 agreement between the Utility as the initial servicer of the securitization property and the
20 Authority, as owner of the securitization property. It sets forth the responsibilities and

³¹ See §6(F) of the Act (to be codified at 74 OKLA. STAT. ANN. § 9075(F)).

1 obligations of the servicer, including, among other things, billing and collection of
2 securitization charges, responding to customer inquiries, terminating electric service, filing
3 for true-up adjustments, and remitting collections to the Trustee for distribution to
4 bondholders. The servicing agreement prohibits the Utility from resigning as initial
5 servicer unless it is unlawful for the utility to continue in such a capacity. The Utility's
6 resignation would not be effective until a successor servicer assumes its obligations in order
7 to continue servicing the securitization property without interruption. The servicer may
8 also be terminated from its responsibilities under certain instances, such as the failure to
9 remit collections within a specified period of time, or upon a vote of requisite bondholders
10 (as defined in the Financing Order). Any merger or consolidation of the servicer with
11 another entity would require the merged entity to assume the servicer's responsibility under
12 the servicing agreement. The terms of the servicing agreement are critical to the Rating
13 Agency analysis of the Bonds and the ability to achieve credit ratings in the highest
14 categories.

15 Q. PLEASE DESCRIBE THE COMPENSATION PAYABLE TO THE SERVICER.

16 A: As compensation for its role as initial servicer, the Utility is entitled to earn a servicing fee
17 payable out of securitization charge collections, usually expressed as a percentage of the
18 original principal amount of the Bonds. It is important to the Rating Agencies analysis of
19 the transaction that the Utility receives an arm's-length fee as servicer of the transition
20 property. However, it has become customary in utility securitizations for utilities to
21 be paid a fee based upon their "incremental costs" of providing servicing. It is also
22 common for utilities to be required to include the servicing fee, as well as servicing costs

1 as part of their reported revenue requirements in the utility's base rate proceedings. This
2 process ensures that utilities are not paid more than what is minimally required to support
3 the bankruptcy analysis of legal counsel and to ensure that any excess payment be credited
4 back to customers. The Financing Order incorporates these customer-benefit concepts.
5 Utility securitizations to date have also required an increase in the servicing fee should a
6 successor servicer, which is not part of the utility's business and who decouples the
7 securitization charge bill from other bill amounts, assume the obligations of the utility
8 because the successor servicer would require additional inducement due to its lack of a pre-
9 existing servicing relationship with the Utility's customers. Financing Orders in utility
10 securitizations often approve a substantially higher fee for a successor servicer. The
11 majority of recent transactions have provided for successor servicer annual fees of
12 approximately 0.60% of the initial balance of the bonds or greater. Recent transactions in
13 Texas and Louisiana provided for annual successor servicer fees of up to 0.60% of the
14 initial balance of the bonds; however, recent transactions in California provided that the
15 public utilities commission may approve a higher fee without stating any limit if such fee
16 does not adversely affect the ratings of the bonds. A defined successor servicer fee is
17 helpful for Rating Agencies, who will use the capped fee in their various stress analyses.
18 Similar to the precedent transactions, I recommend that the proposed Financing Order
19 allow a successor servicer to collect a higher servicing fee at a rate approved by the
20 Commission provided, however, that no such approval would be required if the annual fee
21 does not exceed 0.60% of the initial balance of the Bonds. The relevant transaction
22 documents should also provide for an annual successor servicing fee, which should be no

1 higher than 0.60% of the initial balance of the Bonds, without Rating Agency confirmation
2 of the then-current ratings on the Bonds.

3 **E. OTHER TRANSACTION-RELATED MATTERS**

4 Q. WHAT ARE THE MAIN TRANSACTION DOCUMENTS?

5 A. The main transaction documents include:

6 Financing Order

7 Official Statement

8 Indenture (or Trust Agreement)

9 Sale Agreement

10 Servicing Agreement

11 Bond Purchase Agreement

12 Legal Opinions

13 Rating Agency Reports

14 The Authority's special counsel and disclosure counsel (as the case may be) will provide
15 drafts of the above transaction documents in sufficient time for the parties, including the
16 Commission Staff and its Advisors, to review before the commencement of the marketing
17 process of the Bonds.

1 Q. WILL THERE BE ANY RELATIONSHIP BETWEEN THE RATEPAYER-BACKED
2 BONDS ISSUED PURSUANT TO THE OG&E FINANCING ORDER WITH THE
3 RATEPAYER-BACKED BONDS ISSUED PURSUANT TO FUTURE FINANCING
4 ORDERS?

5 A. No. Each utility’s bonds will be separately secured. The Act provides that the Authority
6 may only pledge the securitization property and the revenues received from such property
7 arising from a single financing order.

8 Q. WILL THERE BE ANY RECOURSE TO THE AUTHORITY OR THE STATE FROM
9 THE ISSUANCE OF THE BONDS?

10 A. No. The Act states that ratepayer-backed bonds shall not be an indebtedness of the State
11 of Oklahoma or of the Authority but shall be special obligations of the Authority payable
12 solely from the securitization property and other bond collateral.³²

13 **F. BOND ISSUANCE COSTS**

14 Q. PLEASE DESCRIBE THE BOND ISSUANCE COSTS ASSOCIATED WITH THE
15 TRANSACTION.

16 A. “Bond issuance costs” are those costs that will be incurred in advance of, or in connection
17 with, the issuance of ratepayer-backed bonds. Those costs include all amounts required to
18 fund any debt service reserve fund and any other costs related to the issuance of the Bonds,
19 including but not limited to Trustee fees, legal fees, consulting fees, accounting fees,

³² §8(F) of the Act (to be codified at 74 OKLA. STAT. ANN. §§ 9077(F)).

1 administrative fees, printing fees, financial advisor fees and expenses, Authority fees,
2 placement and underwriter fees, Rating Agency fees and expenses, the utility's set-up
3 costs, servicer set-up costs, original issuance discount, and filing fees (including costs
4 related to obtaining the Financing Order). Issuance costs also include, without limitation,
5 costs of the Utility, the Authority, the Commission and the State Treasurer or other State
6 officials.

7 Q. HOW WILL THE AMOUNT OF UTILITY ISSUANCE COSTS BE DETERMINED,
8 AND HOW WILL SUCH COSTS BE RECOVERED?

9 A. The actual costs of issuing the Bonds will not be known until after the Bonds are priced
10 and issued. Accordingly, it is necessary to estimate the costs of those items. The issuance
11 costs generally incurred directly by the Utility include servicer set-up costs, costs related
12 to regulatory proceedings, miscellaneous administrative costs, external servicing costs, and
13 the costs of the Utility's financial and legal advisors (collectively, "Utility Issuance
14 Costs"). The Utility's Issuance Costs should be estimated in the Utility's testimony for
15 review by the Commission.

16 Q. DO YOU RECOMMEND THAT THE UTILITY'S ISSUANCE COSTS BE CAPPED OR
17 OTHERWISE SUBJECT TO AUDIT?

18 A. Since so many of the Utility Issuance Costs are subject to change, I recommend that the
19 issuance costs either be capped or be subject to review and audit following issuance, to
20 ensure such costs are just and reasonable. If the Utility's Issuance Costs will be subject to

1 a cap, there may not be a mechanism to recover additional Utility Issuance Costs above the
2 cap.

3 Q. IF THE UTILITY ISSUANCE COSTS ARE LESS THAN THE ESTIMATE, HOW
4 SHOULD SUCH EXCESS BE APPLIED?

5 A. If the Utility Issuance Costs are less than those estimated, the amounts can be credited back
6 to customers through the securitization charge.

7 Q. PLEASE DISCUSS NON-UTILITY ISSUANCE COSTS AND HOW THOSE COSTS
8 WILL BE DETERMINED AND RECOVERED.

9 A. The Utility has control over some, but not all, of the issuance costs to be incurred in the
10 proposed transaction. The costs incurred by the Authority, the Commission and the State
11 and their respective advisors and counsel must also be recovered. These costs will be
12 identified in the Issuance Advice Letter, the form of which is included in the Financing
13 Order and is intended to provide the Commission with the final details of the Bonds, and
14 will paid from proceeds of the Bonds. Such costs include, but are not limited to, the fees
15 and expenses of Bond Counsel, Special Counsel and Disclosure Counsel of the Authority;
16 financial advisor to the Authority; Trustee and its counsel; underwriters of the Bonds and
17 their counsel; financial printer; Rating Agencies; State of Oklahoma Attorney General;
18 Council of Bond Oversight; and the provider of any credit enhancement, if applicable, and
19 their counsel (the “Non-Utility Issuance Costs”). No cap should be applied to these costs,
20 as they are incurred by the State and its instrumentalities. If the Non-Utility Issuance Costs
21 are greater than estimated the Authority, the Commission or the State should be able to

1 recover those costs from securitization charges, subordinate to the payment of the bonds.
2 If the Non-Utility Issuance Costs are less than estimated, the difference should be credited
3 back to ratepayers through the securitization charge.

4 The Issuance Advice Letter will contain the Utility's and the Authority's good faith
5 estimate of the total issuance costs of the financing, though it is recognized that certain of
6 the issuance costs may not have been invoiced at such time and, in the case of expenses
7 that continue through the closing of the Bonds, will not have been fully incurred on the
8 date of the Issuance Advice Letter.

9 Q. PLEASE DESCRIBE THE ORIGINAL ISSUE DISCOUNT AND ORIGINAL ISSUE
10 PREMIUM WITH RESPECT TO THE BONDS.

11 A. As described herein, I recommend the Bonds be issued with a fixed interest rate to maturity,
12 and are expected to bear a taxable rate of interest similar to other utility securitizations.
13 Taxable bonds typically are sold at par, absent original issue premium or original issue
14 discount. While the Bonds are expected to be sold at par, we recommend the flexibility to
15 sell the Bonds with original issue discount or original issue premium if advantageous to
16 secure the lowest interest rate possible based on the conditions at the time of sale of the
17 Bonds given the final structure of the Bonds. Bond Counsel to the Authority will provide
18 guidance to investors relating to the tax treatment of original issue discount and premium
19 and the Bonds will be structured subject to this advice.

1 Q. SHOULD THE COSTS OF CREDIT ENHANCEMENTS, IF ANY, BE CAPPED?

2 A. Customer interests can be fully protected without using the proposed Financing Order to
3 impose caps on costs relating to credit enhancement designed to promote credit quality and
4 marketability. If such credit enhancements are proposed by the underwriters or the
5 Financial Advisor, the Authority, with the advice of the Financial Advisor, will determine
6 if such credit enhancements will assist in substantial revenue requirement savings, subject
7 to the approval of the State Deputy Treasurer for Policy and Debt Management. If there
8 are benefits, such credit enhancements will likely be approved by the State Deputy
9 Treasurer for Policy and Debt Management and the costs of such credit enhancements will
10 be fully reflected in the Issuance Advice Letter.

11 Q. PLEASE DISCUSS UNDERWRITERS' FEES AND EXPENSES.

12 A. Underwriters' fees may not be confirmed until the actual time of issuance as they are based
13 on the principal amount of the Bonds. Such costs will be fully reflected in the Issuance
14 Advice Letter. Based upon the receipt of responses to Requests for Proposals to Provide
15 Underwriting Services for ratepayer-backed bonds and discussions with the State Deputy
16 Treasurer for Policy and Debt Management, for purposes of estimating the issuance costs
17 shown on Attachment 1, I have assumed that underwriters' fees will be \$4.00 per \$1,000
18 plus reasonable and customary expenses, including underwriters' counsel. This estimate
19 will be updated to the extent necessary, and the final compensation and fees to be paid to
20 the underwriters will be approved by the Authority, acting in consultation with Hilltop, as
21 the Authority's Financial Advisor, and the State Deputy Treasurer for Policy and Debt
22 Management and included in the Issuance Advice Letter.

1 Q. PLEASE DESCRIBE RATING AGENCY FEES.

2 A. Based on prior asset backed security (“ABS”) bond issuances, in order to sell the Bonds at
3 the lowest available interest rates at the time of sale based on the structure of the Bonds, it
4 will be desirable to have the Bonds rated by at least the two of the three major rating
5 agencies: Standard & Poor’s, a division of The McGraw-Hill Companies, Inc., Fitch
6 Ratings, and Moody’s Investors Service, Inc. There is typically a fee schedule or a fee that
7 is required by each of the Rating Agencies to rate the Bonds. The fees charged by the
8 Rating Agencies are subject to change at any time and are typically a function of the size
9 and structure of the offering. The issuance fees are calculated by applying a charge to the
10 initial principal balance, plus the annual fee payable for the first year. Additionally, while
11 the Bonds are outstanding, the Rating Agencies charge annual surveillance fees. Neither
12 the Utility, the Authority, nor the Commission has any effective control over the fees
13 charged by the Rating Agencies. However, the Utility may join with the Authority’s
14 financial advisor in negotiating with the Rating Agencies to secure the lowest practicable
15 Rating Agency costs. The amount shown in Attachment 1 reflects a current estimate of the
16 fees that are likely to be incurred for the financing. Rating Agency fees can change due to
17 a change in transaction size, transaction structure, or increase in the Rating Agencies’ fees
18 and/or fee structure, which could cause the amount due to the agencies to vary from the
19 estimate. Accordingly, the possibility of such a change should be taken into account in
20 determining the appropriate level of fees. As discussed above with respect to underwriting
21 fees and expenses, these Rating Agency fee estimates will be updated in the Issuance
22 Advice Letter. Any Rating Agency fees incurred above the estimate and not included in
23 the amount of issuance costs to be financed should be recoverable through the

1 securitization charge. Ongoing Rating Agency fees will be subject to adjustment in the
2 future based on the actual cost of such fees.

3 In addition to Rating Agency fees and expenses, there will be costs to the Authority related
4 to creating a website to exchange information and questions and answers with the Rating
5 Agencies as required by Rule 17g-5 adopted by the Securities Exchange Commission.

6 Q. PLEASE DESCRIBE THE DEBT SERVICE RESERVE SUBACCOUNT
7 (THE “DSRS”).

8 A. Upon the issuance of the Bonds, the Authority will make a deposit into the DSRS from the
9 proceeds of the Bonds. The size of the DSRS will be determined based upon Rating
10 Agency criteria and the desire to achieve the highest ratings and thus contribute to the
11 achievement of the lowest possible cost to customers at the time of sale of the Bonds based
12 upon the structure of the Bonds. Lowest possible cost is defined to be the lowest interest
13 rate needed by the underwriters to have a market clearing interest rate for all the Bonds as
14 structured. Based upon prior utility securitizations, I estimate a DSRS equal to 0.5% of the
15 initial principal amount of the Bonds. The exact amount will be determined based upon
16 Rating Agency input, and will be included in the Issuance Advice Letter.

17 The DSRS will serve as collateral to ensure timely payment of principal of and interest on
18 the Bonds and all other components of the periodic payment requirement (“PPR”). The
19 funds in this subaccount will be invested by the Trustee in high-quality investments in
20 accordance with the Act. Any amounts in the DSRS will be available to be used by the
21 Trustee to pay principal of and interest on the Bonds and all other components of the PPR
22 if necessary due to a shortfall in securitization charge collections. Any funds drawn from

1 the DSRS to pay these amounts due to a shortfall in the securitization charge collections
2 will be replenished through future securitization charge remittances. Funds in the DSRS
3 will be applied to the final payment of Bond principal, if not previously applied.

4 Q. ARE THE UTILITY'S ESTIMATES OF UPFRONT FINANCING COSTS
5 REASONABLE?

6 A. In the direct testimony of Charles Walworth, the Utility estimated that upfront financing
7 costs would be approximately 3.1% of the principal amount of the Bonds.³³ The estimate
8 may be skewed because the referenced transactions were relatively small, in terms of
9 original aggregate principal amount, and were transactions subject to registration under the
10 Securities Exchange Act. As Mr. Walworth illustrates in his testimony, upfront financing
11 costs from precedent deals can vary widely, ranging from 1.6% to 4.7%.³⁴ Our estimate of
12 the upfront financing costs for the proposed transaction is approximately 0.79% of the
13 original principal amount of the Bonds, based on an assumed bond issuance of \$800
14 million, as set forth in Attachment 1, which estimate excludes the cost of funding the
15 DSRS.

³³ Direct Testimony of Charles B. Walworth, p. 9 (lines 12-18).

³⁴ Direct Testimony of Charles B. Walworth, p. 8 (lines 21-22).

1 **G. ONGOING FINANCING COSTS**

2 Q. WHAT ARE THE ONGOING FINANCING COSTS WHICH WILL BE INCURRED TO
3 SERVICE AND ADMINISTER THE RATEPAYER-BACKED BONDS?

4 A. Ongoing financing costs are those costs that will be incurred annually to support and
5 service the Bonds after issuance, and they will be recovered from securitization charges as
6 approved by the Commission to be assessed by the Authority. Ongoing costs include
7 among other costs, Trustee fees, administration fees, servicing fees, accounting fees related
8 to the validation and certification of the true-up and auditing fees, legal fees and expenses,
9 administrative fees, Rating Agency fees, fees relating to the Rule 17g-5 website, filing fees,
10 and any ongoing fees and expenses of the Authority.

11 Certain on-going financing costs will be determined by pre-existing schedules, with others
12 subject to a competitive procurement process. As previously discussed, Rating Agency
13 annual fees will be based on the fee schedules of the Rating Agencies and negotiations.
14 The fees and expenses of accounting firms related to the validation and certification of the
15 true-up and auditing, and Trustee fees will be determined through a Request for Proposals.
16 With respect to servicing fees, please refer to my prior discussion of servicing fees herein.
17 In his direct testimony, Mr. Walworth estimated that the annual costs associated with
18 servicing the bonds would be 0.3% of the original principal amount of the Bonds³⁵, but
19 recognized that in recent transactions, the costs ranged from 0.1% to 0.5%.³⁶

³⁵ Direct Testimony of Charles B. Walworth, p. 9 (lines 17-18).

³⁶ Direct Testimony of Charles B. Walworth, p. 8 (lines 22-23).

1 While different in principal amount, we reasonably expect the ongoing financing costs of
2 the Bonds to be comparable, after adjustment for the difference in principal amounts, to
3 those related to the Southern California Edison Company Senior Secured Recovery Bonds
4 Series 2021-A delivered on February 24, 2021 in the principal amount of \$337,783.000
5 which are as follows:

6 Servicing Fee: 0.05% of the initial principal amount of the Bonds

7 Administration Fee: \$75,000 for initial 12 months

8 Accounting Fees and Expenses: \$94,889 for first 15 months

9 Legal Fees and Expenses: \$41,514 for first 15 months

10 Rating Agency Surveillance Fees: \$74,132 for first 15 months

11 Trustee Fees and Expenses: \$5,931 for first 15 months

12 Miscellaneous Expenses: \$11,861 for the first 15 months

13 Q. WHAT ARE ADMINISTRATION FEES?

14 A. In most utility securitizations, the bonds are issued by special-purpose entities that have no
15 staff. Consequently, the sponsoring utility typically performs certain reporting, monitoring
16 and other related administrative functions on behalf of the SPE pursuant to the terms of an
17 administration agreement. As the Act provides that the Authority will be the issuer of the
18 Bonds, the Authority will be required to provide, or cause a third party to provide, such
19 services.

1 Q. WHAT AMOUNT OF ONGOING COSTS ARE PAYABLE TO THE UTILITY IN
2 CONNECTION WITH SERVICING AND SUPPORTING THE BONDS?

3 A. The only fee payable to the Utility will be the servicing fee, which will be fixed in
4 accordance with the Financing Order and payable in accordance with the terms of the
5 servicing agreement (so long as the Utility performs the role of servicer). The Utility
6 should also be entitled to reimbursement for its external accounting costs incurred in
7 connection with its role as servicer.

8 Q. IN ADDITION TO THESE SERVICING FEES AND EXTERNAL ACCOUNTING
9 COSTS, WHAT AMOUNT OF OTHER ONGOING FINANCING COSTS WILL BE
10 INCURRED IN CONNECTION WITH SERVICING AND SUPPORTING
11 THE BONDS?

12 A. These costs include the costs of the Authority's fees; legal and financial advisors and
13 external accountant's fees; Rating Agency annual fees; and the Trustee's fees. I have
14 estimated the annual ongoing financing costs (exclusive of debt service on the Bonds) for
15 the first year following the issuance of the Bonds to be 0.10% of the original principal
16 amount of the Bonds, based on an assumed bond issuance of \$800 million. These estimated
17 ongoing financing costs are itemized by category of cost in Attachment 1. The Authority
18 will update the estimate of the first year of ongoing financing costs in the Issuance Advice
19 Letter. It is not possible to determine how the ongoing financing costs will change over
20 time. For example, rating agency surveillance fees as well as Trustee and other
21 professional fees likely will increase over time. In addition, it is virtually certain that the
22 other ongoing financing costs will increase over that time due to inflation, as service

1 providers periodically increase their fees (and the compounding effect of such increases
2 would magnify the increase over time). Even inflation increases at average historical levels
3 would have a significant effect on costs. Because prospective increases in these ongoing
4 financing costs are impossible to predict, the amounts for such costs in Attachment 1
5 (except for the servicing fee, which is fixed) are presented only for the first year and do not
6 reflect any increases that may occur.

7 Q. HOW WILL ACTUAL ONGOING FINANCING COSTS BE PAID?

8 A. Actual ongoing financing costs will be recovered through securitization charges assessed
9 by the Authority, which will be periodically adjusted as appropriate by the servicer on
10 behalf of the Authority through the true-up mechanism.

11 H. RATING AGENCY PROCESS

12 Q. PLEASE DESCRIBE THE RATING AGENCY PROCESS.

13 A. An important element of preparing for the marketing and pricing of the Bonds is obtaining
14 the highest possible credit ratings, targeting the desired triple-A ratings, on the Bonds from
15 the Rating Agencies, but no assurance can be made of a Rating Agency outcome.

16 The Utility, the Authority, their financial and legal advisors and the lead underwriter of the
17 Bonds will prepare written presentations and will meet with Rating Agency personnel to
18 discuss the credit framework and credit strengths of the Bonds. Each Rating Agency will
19 perform a diligence review of the Utility's forecasting capabilities and its billing and
20 collections operations and legal protections afforded in the Financing Order, State Law,
21 and rulings. Each Rating Agency will follow-up with additional questions for the Utility,

1 the Authority, their legal counsel, financial advisors and lead underwriter of the Bonds.
2 Furthermore, each Rating Agency is expected to require the lead underwriter or advisor to
3 the Utility to prepare various cash flow stress scenarios to ensure that the Bonds will be
4 repaid under extremely stressful cash flow projections.

5 Important rating elements include:

6 • Legal and Regulatory Framework

- 7 – Current property right established through statute and Financing
8 Order and the establishment of the validity of the securitization
9 charges
- 10 – Nonbypassability of the securitization charges
- 11 – Bankruptcy-proof status of the Authority and perfected security
12 interest in securitization property
- 13 – Automatic securitization charge true-up mechanism to adjust
14 securitization charges
- 15 – Irrevocability of Financing Order and strength of state pledge
- 16 – Federal and state constitutional protections available for
17 bondholders
- 18 – Assurance that the introduction of alternative energy suppliers will
19 not adversely affect the ability of the securitization charge to satisfy
20 principal of and interest on the Bonds

21 • Political Environment

- 22 – The political environment surrounding the passage of the
23 authorizing statute
- 24 – The degree of state regulatory support for the Financing Order and
25 the financing
- 26 – The degree of opposition to the financing from various
27 constituencies
- 28 – The degree of customer benefits expected to result from the
29 financing

30 • Transaction Structure

- 31 – Bond structure, including scheduled maturities being shorter than
32 legal final maturities
- 33 – Collection Account and proposed revenue waterfall through various
34 indenture subaccounts

- 1 – Proposed frequency of true-ups
- 2 • Utility as Servicer
- 3 – Electricity consumption forecasting capabilities and historical
- 4 forecast variances
- 5 – Customer credit guidelines
- 6 – Customer delinquency and write-off experience, including
- 7 collection rights and service disconnection
- 8 – Billing systems
- 9 – Proposed servicer remittance frequency
- 10 – Successor and/or back-up servicers and back-up servicing fees
- 11 • Jurisdictional Area Credit Analysis
- 12 – Customer base
- 13 – Forecasted monthly electricity consumption
- 14 – Consumption cyclical and seasonality
- 15 – Risk of self-generation and alternative technologies
- 16 – Size of the securitization charge as a percentage of the average
- 17 customer bill, including previously imposed securitization charges
- 18 • Cash Flow Stress Scenarios
- 19 – Consumption forecast variances
- 20 – Customer concentration and customer classification
- 21 – Customer delinquencies and charge-offs
- 22 – Bond default stress level

23 **I. MARKETING PROCESS**

24 Q. PLEASE DESCRIBE THE BOND MARKETING PROCESS.

25 A. The Bonds will be offered for sale to investors through one or more lead underwriter(s),
 26 each of which should have deep experience in the marketing of utility securitization bonds
 27 in various markets and the ability to underwrite unsold balances. The lead underwriter,
 28 working with the Authority and their advisors and the State Deputy Treasurer for Policy
 29 and Debt Management, will develop a marketing plan that in consistent with the structure
 30 and amount of the Bonds to be sold. The underwriters should prepare the marketing plan

1 at least three weeks in advance of the actual marketing date and give notice to the market
2 on the impending transaction in conjunction with the Authority. The interest rate or bond
3 coupon is a function of many factors including market conditions at the time the Bonds are
4 sold and is influenced not only by general market conditions, and economic releases, but
5 also by factors including the size of the offering, the pricing of comparable securities,
6 ratings of the Bonds, expected final payment date and expected average life of maturities,
7 as well as the number and quality of bond offerings coming to the market at or around the
8 same time and geo political and other world events. The underwriter's plan to market and
9 price the Bonds includes the following components:

- 10 • The Bonds will be rated by at least two Rating Agencies.
- 11 • No legal maturity of any series or class of the Bonds is expected to exceed the
12 maximum period of time selected by the Commission years from the date of
13 issuance, and some tranches will have scheduled maturities. Recognizing that
14 investors frequently are interested in bonds of one maturity but not another, the
15 Bonds may consist of several tranches to present maturity offerings across a
16 spectrum of potential demand in an effort to achieve the widest appeal to investors
17 creating investor demand with the goal of driving down interest rates to the
18 marginal clearing rate that will support demand for the Bonds. The final tranches
19 will be selected to achieve the lowest bond cost based on actual investor demand
20 and investor liquidity considerations at the time of sale given the structure of the
21 Bonds.
- 22 • Information will be provided to investors regarding the Bonds, including statistical
23 data relating to the Utility's service territory. Following the delivery of the

1 preliminary official statement to potential investors, the Utility, the Authority, their
2 financial advisors and the underwriters will work together to bring the bond
3 transaction to the attention of such investors, to inform them of its structure and
4 terms, and to answer directly any questions they may have. This process may
5 include an electronic, virtual or in-person roadshow, one-on-one conference calls
6 with significant potential investors, and open conference calls which investors may
7 join. The purpose of this process is to stimulate broad investor demand for the
8 issue, so that the pricing process will result in the lowest available interest rates
9 reasonably consistent with market conditions at the time of pricing based on the
10 structure of the Bonds.

- 11 • During the marketing phase of the transaction, the underwriters will disclose
12 benchmark rates, likely both on an interest rate swap and Treasury basis, and
13 informal credit spread ranges for the Bonds relative to the benchmark rates for each
14 tranche, in response to which investors will provide indications of interest and
15 identify comparable transactions. The underwriters and Financial Advisor will
16 survey the market for other transactions that could affect the pricing of the Bonds.
17 The timing of the bond sale could also affect the rate on the bonds due to economic
18 press releases, competing transactions, and time of year. The lead underwriter (the
19 book-running lead underwriter) will be charged with keeping the master record
20 (known as “the book”) in which all indications of investment interest received by
21 the underwriters from potential investors are recorded. Based on the book of
22 indicated interest, the tranches will be adjusted to achieve lower overall interest
23 rates, if possible through what is usually a multi-step process of gauging investor

1 interest and adjusting interest rate to get to a subscription level at which the
2 underwriters will underwrite the Bonds.

- 3 • At the official launch of the transaction, the underwriters will disclose specific
4 credit spreads for each tranche of Bonds and investors will be invited to place orders
5 through the underwriters for the amount and specific classes of Bonds they are
6 willing to purchase, at certain prices and bond coupon rates.
- 7 • The book-running lead underwriter, exercising professional judgment based on the
8 amounts of orders received from investors and co-managers, if any, and with
9 concurrence of the Authority, based upon the advice of the Financial Advisor and
10 approval of the State Deputy Treasurer for Policy and Debt Management, may
11 adjust the prices and bond coupon rates to ensure maximum distribution of the
12 Bonds at the lowest bond yields reasonably consistent with a market clearing
13 offering at the time of sale. If a tranche is oversubscribed, the book-running lead
14 underwriter may lower the coupon, provided that this adjustment does not decrease
15 the aggregate investor interest below the size of the tranche; or, if the tranche is
16 undersubscribed, the book-running lead underwriter may increase the coupon to
17 attract sufficient investor orders to sell the entire tranche.
- 18 • In the event one or more tranches of the Bonds continues to generate no or
19 insufficient investor orders, the underwriters acting through the book-running lead
20 underwriter may again increase the coupon to attract sufficient investor orders to
21 sell the entirety of the tranche(s) or choose to underwrite unsold balances. In the
22 event there are no market clearing coupons and prices for one or more tranches, the

1 transaction may be restructured in order to ascertain the tranches and market
2 clearing interest rates required to sell all the Bonds to investors.

- 3 • It is important to note that the interest rate or price of one tranche of the Bonds most
4 likely will have an effect on the price or interest rate on other tranches of the Bonds,
5 since the price and interest rate on a per maturity basis is relative to other maturities.
6 A longer maturity usually has a higher interest rate or spread to the related
7 benchmark than shorter maturities. Keeping the aggregate book in tack is also a
8 key consideration when pricing and repricing specific tranches of the Bonds.
- 9 • Taking into account the actual demand for the Bonds on the day and time of pricing,
10 the underwriters (acting through the book-running lead underwriter(s) and pursuant
11 to executed underwriting (or bond purchase) agreements with the Authority), will
12 agree to purchase the Bonds at specified investor market clearing prices and coupon
13 rates.

14 In summary, it is through this marketing and price discovery process which I have
15 described that the actual investor market clearing interest rates for the Bonds are
16 determined. It should be noted that this determination is specific to the issue of the Bonds
17 in question. The final price and interest rate for the Bonds will be based on the actual
18 investor orders for the Bonds on the actual day of pricing and involves professional
19 judgment. Upon request, the Commission and its staff will be updated throughout the
20 marketing and pricing process. It is this process of testing and retesting that provides
21 assurance that the Bonds in fact have been sold at the lowest rates reasonably consistent
22 with market conditions on the day and time of pricing based on their structure and specific
23 credit and legal characteristics.

1 **VII. CONCLUSION**

2 Q. PLEASE SUMMARIZE YOUR TESTIMONY.

3 A. Based on my review of the Act and the Financing Order and discussions with bond counsel
4 and special counsel that certain issues related to validity of the securitization charge, non-
5 impairment and an irrevocable nonbypassable charge with an automatic true-up
6 mechanism meet Rating Agency criteria, I believe that the structure proposed in the
7 Financing Order will likely enable the Authority and the Utility to achieve the desired
8 triple-A ratings for the financing. We cannot assure a specific rating outcome for a variety
9 of reasons. As work on the transaction continues, there are factors, information and market
10 conditions that could affect my testimony and I reserve the right to modify my testimony
11 as facts and circumstances change and come to my attention. Structuring the financing in
12 a manner reasonably consistent with investor preferences at the time of pricing and having
13 a high rating by at least two nationally recognized rating agencies, should allow for
14 sufficient investor demand resulting in the lowest investor market clearing interest costs
15 for the financing reasonably consistent with investor demand, market conditions on the day
16 of pricing and the terms of the Financing Order and specific credit characteristics the bonds.
17 For the reasons set forth in my testimony, I recommend that the Financing Order be adopted
18 by the Commission without changes.

19 Q. DOES THIS COMPLETE YOUR TESTIMONY?

20 A. Yes, it does.

I state, under penalty of perjury under the laws of Oklahoma, that the foregoing is true and correct to the best of my knowledge and belief.

Michael Bartolotta

Michael Bartolotta

ATTACHMENT 1

ESTIMATE OF BOND ISSUANCE EXPENSES (EXCLUSIVE OF UTILITY ISSUANCE COSTS)

Estimated costs of issuance are as follows:

Bond Counsel:	\$120,000 fee plus \$5,000 expenses based on Request for Proposal response
Special Counsel:	\$650,000 fee plus \$10,000 expenses based on Request for Proposal response
Disclosure Counsel:	\$250,000 fee plus estimated expenses of \$10,000 based on Request for Proposal response
Financial Advisor Counsel to Financial Advisor:	\$410,000 based on Request for Proposal response \$175,000 estimated. Actual fee will be based on actual time and hourly contractual rate.
ODFA Fee:	\$150,000
ODFA Counsel:	\$50,000 based on discussions with law firm serving in such capacity
BondLink: Council of Bond Oversight Fee:	\$23,000 Fee set by formula which is as follows 3bps on the first \$5 million = \$1,500 2bps on the next \$45 million = \$9,000 1bps on amount in excess of \$50 million Based on an issue of \$800 million, the fee would be \$85,500 (subject to possible cap)
State of Oklahoma Attorney General:	Fee set by formula which is as follows 3bps on the first \$5 million = \$1,500 2bps on the next \$45 million = \$9,000 1bps on amount in excess of \$50 million Based on an issue of \$800 million, the fee would be \$85,500 (subject to possible cap)
Underwriter:	\$4.00 per \$1,000 Bond plus expenses based on Request for Proposal response Based on \$800 million financing: \$3,200,000 Estimated expenses: \$347,191, including an estimated underwriters' counsel fee of \$250,000 based on Request for Proposal response. Underwriter expenses based on August 23, 2021 estimate by Hilltop underwriting desk assuming two tranches.

Trustee	\$5,000 acceptance fee – Estimate provided by trustee on August 20
Trustee Counsel:	\$20,000 – estimate provided by prospective trustee on August 20
Printer:	\$5,000 - estimate
Net Roadshow (marketing):	\$7,500 - estimate
Rating Agencies	Expected to use two of the three of the following Rating Agencies Fitch: \$280,000 (based on fee schedule, assuming \$800 million transaction) S&P: \$460,000 (based on fee schedule, assuming \$800 million transaction) Moody's: \$460,000 (based on the fee schedule, assuming a \$800 million transaction)
Rule 17g-5 Website:	Approximately \$16,000, based on price quote and assumed need for 4 gigabytes for the first year

**ESTIMATE OF ANNUAL ONGOING FEES
(FIRST YEAR ILLUSTRATIVE)**

Rating Agencies: (Expected to use two of three)	
S&P	\$20,000 (based on S&P estimate provided August 23, 2021)
Fitch	\$10,000 (based on Fitch estimate provided August 20, 2021)
Moody's	\$30,000 (based on Moody's estimate provided August 20, 2021)
Rule 17g-5 Website:	\$4,000 (based on 4 gigabyte usage per 17g-5 quote)
Trustee:	\$5,000 (based on fee quote from prospective trustee on August 23, 2021)
ODFA Administrative Fee:	\$125,000 (estimate based on precedent from Louisiana Utilities Restoration Corporation transactions)
ODFA Counsel Fees:	\$75,000 (estimate based on precedent from Louisiana Utilities Restoration Corporation transactions)
Accounting Fees:	\$90,000 (estimate based on precedent from Louisiana Utilities Restoration Corporation and Southern California Edison transactions)
Miscellaneous Expenses:	\$50,000 (estimate based on precedent from Louisiana Utilities Restoration Corporation transactions)
Servicing Fee	0.05% of the original principal amount of the Bonds (based Southern California Edison and Entergy Texas precedents)

**BEFORE THE
CORPORATION COMMISSION OF THE STATE OF OKLAHOMA**

**APPLICATION OF OKLAHOMA GAS)
AND ELECTRIC COMPANY FOR A)
FINANCING ORDER PURSUANT TO THE)
FEBRUARY 2021 REGULATED UTILITY)
CONSUMER PROTECTION ACT) Cause No. PUD 202100072
APPROVING SECURITIZATION OF)
COSTS ARISING FROM THE EXTREME)
WINTER WEATHER EVENT OF)
FEBRUARY 2021 AND RELATED RELIEF)**

DRAFT OG&E FINANCING ORDER

TABLE OF CONTENTS

I.	BACKGROUND AND STATUTORY OVERVIEW.....	4
II.	DETERMINATION OF QUALIFIED COSTS	8
III.	SATISFACTION OF SECTION 9073 FACTORS	8
IV.	DISCUSSION OF CERTAIN FINANCING ORDER REQUIREMENTS	9
V.	DESCRIPTION OF PROPOSED FINANCING STRUCTURE.....	12
	A. General Description.	12
	B. The Indenture and Flow of Funds.	14
	C. Servicing Arrangements.....	16
	D. Use of Proceeds.....	18
	E. Approval of Final Bond Terms; Issuance Advice Letter.	18
VI.	BOND ISSUANCE AND ONGOING FINANCING COSTS.....	19
	A. Bond Issuance Costs.	19
	B. Ongoing Financing Costs.....	20
VII.	FINDINGS OF FACT.....	22
	A. Identification and Procedure.	22
	B. Amount to be Financed.	23
	C. Structure of the Proposed Financing.....	26
	D. Customer Credits for Post Financing Order Insurance Proceeds or Government Grants and Alternative Funds.	39
VIII.	CONCLUSIONS OF LAW	41

IX.	ORDERING PARAGRAPHS	50
A.	Approval.	50
B.	WES Charges.	51
C.	Ratepayer-backed Bonds.	52
D.	Servicing.	54
E.	Use of Proceeds.....	55

Appendix A Form of Issuance Advice Letter

Appendix B The WES Rider [Winter Event Securitization] Charge and Allocation Methodology

Appendix C Estimated Issuance Costs and Ongoing Financing Costs

Appendix D Form of True-Up Letter

Appendix E Form of Non Standard True-Up Letter

**BEFORE THE
CORPORATION COMMISSION OF THE STATE OF OKLAHOMA**

**APPLICATION OF OKLAHOMA GAS)
AND ELECTRIC COMPANY FOR A)
FINANCING ORDER PURSUANT TO)
THE FEBRUARY 2021 REGULATED)
UTILITY CONSUMER PROTECTION)
ACT APPROVING SECURITIZATION)
OF COSTS ARISING FROM THE)
EXTREME WINTER WEATHER EVENT)
OF FEBRUARY 2021)
AND RELATED RELIEF)**

CAUSE NO. PUD 202100072

DRAFT FINANCING ORDER

INTRODUCTION

Pursuant to the February 2021 Regulated Utility Consumer Protection Act, 74 Okla. Stat. §§ 9070-9081 (the “Act”), the Legislature of the State of Oklahoma recognized “the significant economic impact of the extreme weather event that occurred during the month of February 2021 herein the “2021 Winter Weather Event” and the “unprecedented utility costs [that] will be passed through to Oklahoma customers of utilities from regulated utility entities.” 74 Okla. Stat. § 9071. To mitigate the effects on such Oklahoma customers, the Act authorized Oklahoma Gas and Electric Company (“OG&E” or the “Utility”), and other utilities subject to the regulatory jurisdiction of the Commission, to request the recovery of these extreme purchase costs and extraordinary costs (collectively referred to herein and in the Act as “qualified costs”) through the securitization to mitigate the impact of such costs on utility customers, allowing customers to pay their utility bills at a lower amount over a longer period of time.

On April 26, 2021, OG&E filed an application to seek a determination of prudently incurred costs associated with the 2021 Winter Weather Event eligible for recovery through securitization, and to demonstrate that a securitization would result in substantial revenue

requirement savings as compared to conventional utility financing and otherwise satisfy the requirements of the Act.

In this Financing Order, we have determined that OG&E is eligible to recover \$XX of 2021 Winter Weather Event related costs as qualified costs, together with adjustment for carrying costs through the date of issuance of any ratepayer-backed bonds calculated in the manner described herein, and bond issuance costs (collectively, the “Approved Qualified Costs”), through securitization, and approve such recovery. In this Financing Order we also (i) approve the issuance of “ratepayer-backed bonds” (the “Bonds”) by the Oklahoma Development Finance Authority (the “Authority” or “ODFA”) to finance the recovery of the Approved Qualified Costs, (2) approve the proposed financing structure and parameters for any final bond issuance; (3) authorize the creation of securitization property in favor of the Utility, including the right to impose and collect irrevocable and nonbypassable charges (herein, “WES Charges”), (4) authorize the sale of such securitization property to the ODFA to secure repayment of the Bonds; (5) approve a “nonbypassable mechanism” to ensure that customers of the utility cannot evade paying the WES Charge as long as the Bonds are outstanding; (6) approve a “true-up and reconciliation” procedure to ensure that the WES Charges will be adjusted from time to time such that the amounts collected will be sufficient to pay the Bonds and associated financing costs; and (7) approve a tariff to implement the WES Charge, all as described in the Act and more fully described in this Financing Order.

In Part I of this Financing Order we provide a statutory overview of the Act to give context to the Order.

In Part II, we discuss our determination and quantification of the 2021 Winter Weather Event-related qualified costs eligible for recovery under the Act.

In Part III, we describe how the Utility has demonstrated a securitization will result in customer savings and otherwise satisfy the requirements of the Act.

In Part IV, we describe how the Utility proposes to structure the securitization and allocate, impose and collect the WES Charges in a manner which satisfies the requirements of the Act.

In Part V, we describe a securitization bond structure designed to recover the Approved Qualified Costs in a manner which will be consistent with rating agency criteria to ensure the highest possible ratings on the Bonds and thus maximize savings to customers.

In Part VI, we describe certain bond issuance cost and ongoing financing costs associated with the bond issuance process and their recovery from bond proceeds or WES Charges, as appropriate.

I. BACKGROUND AND STATUTORY OVERVIEW

In February 2021, the State experienced an extreme weather event that brought nearly two weeks of record cold temperatures to the State. The extreme cold weather resulted in a shortage of natural gas supply, the failure of certain infrastructure, and enhanced demand for natural gas and electric power. The extreme weather conditions resulted in extraordinary costs for regulated utilities operating in the State. To mitigate such extraordinary costs the Oklahoma Legislature enacted and the Governor of Oklahoma signed into law the Act to provide financing options to lower the immediate economic impact on consumers. The Act is codified at 74 Okla. Stat. §§ 9070 - 9081.

The Act authorizes the Commission, in any case where a regulated utility is requesting recovery of extreme purchase costs or extraordinary costs or both related to the 2021 Winter Weather Event eligible for recovery under the Act, to approve the recovery of such costs through securitization in order to mitigate the impact of such recovery on customer bills.¹ The Act provides that the Commission must consider certain factors (“Section 9073 factors”) when determining whether the costs mitigated by the recovery through ratepayer-backed bonds, including whether the existence of substantial revenue requirement savings through the issuance of the bonds as compared to conventional financing methods, a longer amortization schedule to pay the bonds than would ordinarily be practicable or feasible for the utility and the ability to issue bonds at a cost which would not exhaust the potential savings.² The Commission is also required to review the extreme purchase costs and extraordinary costs of the Utility and determine whether the amounts

¹ 74 Okla. Stat. § 9073.

² 74 Okla. Stat. § 9073(C).

incurred would otherwise be recoverable from customers as fair, just, and reasonable expenses and prudently incurred.³

Upon the determination that the costs are subject to recovery under the Act, and may be mitigated by the issuance of ratepayer-backed bonds, the Commission is authorized and required to make additional finding and conclusions in a Financing Order to support the issuance of ratepayer-backed bonds, as provided in Section 5(A) of the Act (“Required Findings and Conclusions”). The Utility and the Authority have submitted testimony addressing the Required Findings, and in Part IV of this Financing Order, we address these Required Findings and Conclusions.

The Act authorizes the creation of a new property right, called securitization property, to secure payment of the ratepayer-backed bonds.⁴ The securitization property consists of the right to receive revenues, in the form of a customer utility charge (herein referred to as the “winter event securitization charge” or “WES Charge”), which must be imposed on and collected from customers through a nonbypassable mechanism to ensure that customers cannot avoid paying the WES Charge. The nonbypassable mechanism must provide that the WES Charge is payable by each utility customer within the service territory of the utility and such charge cannot be modified or avoided by the customer through switching utility providers, switching fuel sources or materially changing usage, and must be paid by the customer for as long as the ratepayer-backed bonds are outstanding.⁵ In addition, the nonbypassable mechanism also requires a true-up and reconciliation process by which the WES Charge must be adjusted from time to time to ensure that expected revenues from the charge are sufficient to ensure the timely payment of the bonds,

³ 74 Okla. Stat. § 9073(E).

⁴ 74 Okla. Stat. § 9075(A)

⁵ 74 Okla. Stat. § 9072(5).

together with all costs necessary to service and administer the bonds.⁶ We refer to these servicing and administration costs, as well as other costs necessary to manage the structure, all as described more fully herein, as ongoing financing costs.

Securitization property constitutes a present contract right susceptible of ownership, sale, assignment, transfer, and security interest, and the property will continue to exist until the Bonds issued pursuant to this Financing Order are paid in full and all ongoing financing costs of the Bonds have been recovered in full.⁷ In addition, the interests of a pledgee or secured party in securitization property (as well as the revenues and collections arising from the property) are not subject to setoff, counterclaim, surcharge or defense by the Utility or by any customer, or in connection with the bankruptcy of the Utility or any other entity.⁸

The Act authorizes the sale of the securitization property by the Utility to the Authority, which in turn and simultaneously, will issue the Bonds, and pledge the securitization property and any other collateral to the payment of the Bonds.

The Act further provides: “Upon issuance of any Financing Order, the periodic determination of factors for customer collection with true-up and reconciliation shall not be removed, adjusted or interrupted by any other regulatory determination of the Commission, except where adjustments are warranted as a result of an audit of amounts actually collected from customers and provided to the Authority or where insurance proceeds, government grants or other funding sources offset or reduce the amount of extreme purchase costs and extraordinary costs to be recovered from customers. No adjustments shall in any manner impair or prevent the collection

⁶ 74 Okla. Stat. § 9072(12).

⁷ 74 Okla. Stat. § 9075(B).

⁸ 74 Okla. Stat. § 9075(D).

of sufficient revenues to service and repay ratepayer-backed bonds.”⁹ In this Financing Order, we have determined that any insurance proceeds, government grants or other funding sources will not be applied to the payment of the bonds, but will instead be credited to customers through another mechanism described in this Financing Order.

In the Authority’s enabling act¹⁰ (the “Authority Act”), the State of Oklahoma has pledged to and agreed with the owners of any Bonds issued by the ODFA under the Act that the State will not limit or alter the rights vested in the Authority to fulfill the terms of any agreements made with the owners thereof or in any way impair the rights and remedies of the owners until the Bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses in connection with any action or proceeding by or on behalf of the owners, are fully met and discharged (the “State Pledge”)¹¹. This Financing Order requires the Authority to include in the Bonds a recitation of the State Pledge.

The Commission may adopt a Financing Order providing for the retiring and refunding of the Bonds.¹² ODFA and the Utility have not requested and this Financing Order does not grant any authority to refinance the Bonds authorized by this Financing Order. This Financing Order does not preclude ODFA and the Utility from filing a request for a Financing Order for the Utility to retire or refund the Bonds approved in this Financing Order upon a showing that the Customers would benefit and that such a financing is consistent with the terms of the Bonds.

To facilitate compliance and consistency with applicable statutory provisions, this Financing Order adopts the definitions in the Act.

⁹ 74 Okla. Stat. § 9074(H).

¹⁰ 74 Okla. Stat. § 74-5102 *et seq.* (2014).

¹¹ 74 Okla. Stat § 74-5062.15 (2016).

¹² 74 Okla. Stat § 9077(D).

II. DETERMINATION OF QUALIFIED COSTS

[Conclusion: In this Financing Order have determined that OG&E is eligible to recover \$XX of 2021 Winter Weather Event related costs, together with adjustment for carrying costs are qualified costs under the Act (collectively, the “Weather-Related Qualified Costs”) and approve such recovery.]

III. SATISFACTION OF SECTION 9073 FACTORS

The Act provides that the Commission must consider the Section 9073 factors when determining whether the costs mitigated by the recovery through ratepayer-backed bonds, including whether substantial revenue requirement savings will be realized through the issuance of the bonds as compared to conventional financing methods, a longer amortization schedule to pay the bonds than would ordinarily be practicable or feasible for the utility and the ability to issue bonds at a cost which would not exhaust the potential savings.

In its testimony, the Utility’s evidence shows that as a result of the Bonds, customers will realize substantial revenue requirement savings when compared to conventional financing methods. [Based on the amount that the Utility seeks to securitize, the Utility’s financial analysis indicated that ratepayers will realize benefits estimated to be \$____ million on a present value basis in the sensitivity case scenario. At the expected weighted-average interest rate of ____%, securitization confers benefits of \$____ million on a present-value basis. In addition, under the sensitivity-case scenario, the securitization will result in a reduction in the amount of revenues collected by the Utility of \$__ million, on a nominal basis, when compared to the amount that would have been collected under conventional financing methods that would otherwise be used to recover the costs. In the expected case, the securitization will result in a reduction in the amount of revenues collected by the Utility of \$__ million.] Accordingly, the Commission concludes that the substantial revenue requirement savings for ratepayers set forth in the Utility’s evidence

are fully indicative of the savings that ratepayers will realize from the securitization approved here. The Commission will ensure substantial revenue requirement savings by requiring that the weighted average interest rate of the Bonds not exceed ___% per annum.

[The Utility has also proposed that the Bonds be amortized over a XX year period, which is a longer amortization schedule than would ordinarily be practicable or feasible for the Utility to finance its obligations.]

Further, the Utility has demonstrated that the cost of issuing the Bonds will not materially impact potential savings to customers. [The Utility has estimated that even if projected costs of issuance were doubled, savings would still be significant.]

Further, in the Issuance Advice Letter, the Utility will provide an updated savings analysis based upon the actual pricing of the Bonds and the final costs of issuance.

Accordingly, in this Financing Order, we determine that the Utility has demonstrated that the issuance of the Bonds will satisfy the Section 9073 criteria and should be approved.

IV. DISCUSSION OF CERTAIN FINANCING ORDER REQUIREMENTS

Section 4(A) of the Act, which will be codified at 74 OKLA. STAT. §9073 (A), requires this Commission to include findings and conclusions with respect to certain matters. Certain of these matters, not otherwise discussed in this Financing Order, are addressed below.

Bond Maturities: The Utility has requested that the Bonds be amortized over a period of [xx] years, using [level debt amortization], subject to true-up and reconciliation. [Discussion of Term] In this Financing Order, we find the Utility's proposal to be reasonable and approve the payment of the Bonds based upon level debt service and with a final scheduled maturity no later than [xx] years from the date of issuance and a legal final maturity not later than two years after.

Irrevocable and Nonbypassable Mechanism to impose and adjust winter event securitization charges: The Utility has proposed a mechanism, [as more fully described in Exhibit

X to its testimony], to impose a monthly, consumption-based charge on its customer in order to generate sufficient cash flow to pay the Bonds and related ongoing financing costs. The Utility will calculate the charge based upon factors described in Exhibit X, including accounting information received from the Authority. The mechanism will remain in effect until the complete repayment and retirement of the Bonds and ongoing financing costs authorized by this Financing Order.

Exhibit X also describes features demonstrating how the WES Charge will be nonbypassable to customers. [Explain]. In this Financing Order, we find that the nonbypassable mechanism satisfies the requirements of the Act, and is consistent with obtaining the highest possible ratings on the Bonds.

Frequency of True-Ups and Reconciliation:

The Utility has proposed that the WES Charge be adjusted (or trued-up) [semi-annually] to ensure that the WES Charge collections are sufficient to ensure the timely payment of the ratepayer-backed bonds. The Utility has further testified that the Utility should file for any such adjustments with the Commission on each [XX], with the associated adjustments going into effect the following [XX]. Hilltop Securities, as financial advisor to the Authority and the Commission (the “Financial Advisor”) has testified that the true-up should be allowed more frequently if required to obtain the highest possible bond ratings. The Financial Advisor has also testified that the true-up should occur quarterly following the final scheduled payment date of the Bonds. In this Financing Order we adopt the recommendations of the Financial Advisor. The true-up will be required semi-annually, quarterly following the last scheduled payment of the Bonds and more frequently as required to obtain the highest possible rating on the Bonds. The frequency of true-ups shall be documented in the Issuance Advice Letter.

In his testimony, the Financial Advisor also testified that, to ensure the highest possible rating on the Bonds, the true-up adjustments requested by the servicer should be automatic and should be subject to review by the Commission solely for the correction of mathematical error. In this Financing Order, we approve this approach to ensure the highest possible rating on the Bonds.

Allocation of Revenue Requirements Among Various Customer Classes:

The Utility has testified that debt service and ongoing financing costs associated with the Bonds should be allocated among customer classes as described in [its testimony]. In this Financing Order, we find such allocation methodology reasonable and equitable to customers, and so approve the methodology.

Frequency of Remittances:

The Financial Advisor has testified that it is customary for a utility to remit securitization charges to the bond trustee on a daily basis, within two business days of receipt of such charges. The Financial Advisor has further testified that if the daily remittances are made on an estimated basis, the estimated remittances should be reconciled with actual collections no less often than semi-annually, with any over-remittances being returned to the Utility through a reduction in the amount of future remittances equal to such over-remittance and any under-remittances being paid over to the bond trustee by the Utility within five business days. In this Financing Order we adopt the recommendations of the Financial Advisor.

V. DESCRIPTION OF PROPOSED FINANCING STRUCTURE

Set forth below is a description of the proposed financing structure, including proposed servicing arrangement. In this Financing Order, we find the structure consistent with the Act and reasonable, and approve its use.

A. General Description.

The proposed financing structure includes all of the following:

1. the creation of securitization property solely in favor of the Utility, which includes the right to an irrevocable charge;
2. the sale of the securitization property to the ODFA pursuant to the Sale Agreement;
3. the issuance of the Bonds by the ODFA, consistent with the parameters established by this Financing Order;
4. the transfer of the net proceeds of the Bonds by the ODFA to the Utility¹³ in consideration for the sale of the securitization property pursuant to the Sale Agreement;
5. the collection on behalf of the ODFA of WES Charges by the Utility or its successors, as collection agent and servicer, who will be responsible for billing and collecting the WES Charges from Customers;
6. the pledge of the WES Charges and rights under the transaction documents (as more fully defined in the Act, the “securitization property”) by the ODFA to the bond trustee as security for repayment of the Bonds; and
7. an automatic true-up and reconciliation mechanism.

¹³ Pursuant to the §8(I) of the Act, the proceeds of the Bonds will be deposited with the State Treasurer pending disposition at the direction of the Authority. The proceeds will be delivered to the Utility pursuant to instructions included in the sale agreement between the Authority and the Utility described below.

ODFA will issue the Bonds pursuant to an indenture administered by a bond trustee. The Bonds will be secured by and payable solely out of the securitization property created pursuant to this Financing Order and other collateral, including ODFA's rights under the servicing agreement with the Utility. That collateral will be assigned and pledged to the bond trustee by the ODFA for the benefit of the holders of the Bonds and to secure payment due with respect to the Bonds and related financing costs.

Concurrent with the issuance of the Bonds, the Utility will sell the securitization property to ODFA pursuant to a sale agreement between ODFA and the Utility. This transfer will be structured so that it will qualify as a true sale within the meaning of Section 6(F) and that such rights will become securitization property concurrently with the sale to ODFA as provided in Section 6(G) of the Act.

Pursuant to a servicing agreement, the Utility will act as the initial servicer of the WES Charges for the Utility, and will undertake to collect such charges from the Customers and remit these collections to the bond trustee on behalf of the ODFA. The Utility will perform routine billing, collection and reporting duties on behalf of the Authority and will not be permitted to resign unless it is no longer legally capable of serving in such capacity and until a successor servicer meeting the requirements set forth in the transaction documents is in place. The servicer will be responsible for making any required or allowed True-Up and Reconciliation of the WES Charges. If the servicer defaults on its obligations under the servicing agreement, the Authority, or the bond trustee, may appoint a successor servicer.

WES Charges will be calculated and adjusted from time to time, pursuant to the nonbypassable mechanism as approved in this Financing Order, to be sufficient at all times to pay all debt service and other related ongoing financing costs for the Bonds.

B. The Indenture and Flow of Funds.

A bond trustee will be appointed by the State Treasurer and approved by the Authority which will act as a representative on behalf of bondholders, remit payments to bondholders, and ensure bondholders' rights are protected in accordance with the terms of the transaction. The indenture will include provisions for a collection account and related subaccounts, all held by the trustee, for the collection and administration of the WES Charges and payment or funding of the principal and interest on the Bonds and ongoing financing costs. The collection account will include the general subaccount, the debt service reserve subaccount ("DSRS") and the excess funds subaccount, and may include other subaccounts as required to accommodate other credit enhancement.¹⁴

The bond trustee will deposit the WES Charge remittances that the servicer remits to the credit of the general subaccount. The bond trustee will on a periodic basis apply moneys in the general subaccount to pay expenses of the ODFA and the Utility, to pay principal and interest on the Bonds and to pay all other ongoing financing costs. Pending such application, the funds in the general subaccount will be invested by the bond trustee as provided in the indenture, and earnings will be deposited into the general subaccount and applied by the bond trustee to pay principal and interest on the Bonds and all ongoing financing costs in accordance with the terms of the indenture.

When the Bonds are issued, the bond issuance costs will include a deposit into a cost of issuance account (or subaccount) and a deposit estimated at 0.50% of the original principal amount of the Bonds to the credit of the DSRS. The DSRS deposit could be higher if required to obtain the highest possible rating. The exact amount will be determined by the Authority based upon rating agency input and with the advice of the Financial Advisor and the State Deputy Treasurer

¹⁴ References to accounts and subaccounts herein are for purposes of clarity. The account names and structure will be set forth in the indenture.

for Policy and Debt Management, and reflected in the Issuance Advice Letter. The DSRS will serve as collateral to ensure timely payment of principal and interest on the Bonds and all ongoing financing costs. The funds in this subaccount will be invested by the bond trustee as provided in the indenture. Any amounts in the DSRS will be available to be used by the bond trustee to pay principal and interest on the Bonds and certain limited ongoing financing costs if necessary due to a shortfall in WES Charge collections. Any funds drawn from the DSRS to pay these amounts due to a shortfall in the WES Charge collections will be replenished through future WES Charge remittances. Funds in the DSRS will be applied to the final payment of principal on the Bonds.

The excess funds subaccount will hold any WES Charge remittances and investment earnings on the collection account in excess of the amounts needed to pay current principal and interest on the Bonds and to pay the ongoing financing costs. Any balance in or allocated to the excess funds subaccount on a true-up adjustment date will be used as credit in calculating the next true-up adjustment. The money in this subaccount will be invested by the bond trustee as provided in the indenture, and such money (including investment earnings thereon) will be used by the bond trustee to pay principal and interest on the Bonds and ongoing financing costs.

Other credit enhancements in the form of subaccounts may be utilized for the financing if such enhancements are anticipated to provide greater revenue requirement savings to customers as determined by the Authority, based upon rating agency input and with the advice of the Financial Advisor and the State Deputy Treasurer for Policy and Debt Management. Such credit enhancements will be described in the Issuance Advice Letter.

In addition to the collection, there may be such additional accounts and subaccounts, such as a cost of issuance account, as are necessary to segregate amounts received from various sources,

or to be used for specified purposes. Such accounts will be administered and utilized as set forth in the servicing agreement and the indenture.

Upon the maturity of the Bonds and the discharge of all obligations in respect thereof, remaining amounts in the collection account will be released by ODFA to the Utility, for crediting to customers, as required by Ordering Paragraph [23].

C. Servicing Arrangements.

The Financial Advisor has provided extensive testimony concerning the purpose and provisions of the servicing agreement as well as compensation arrangements that reflect investor and rating agency expectations as well as minimize customer costs.

The servicing agreement is an agreement between the Utility, as the initial servicer of the securitization property, and the Authority, as owner of the securitization property. It sets forth the responsibilities and obligations of the servicer, including, among other things, billing and collection of winter event securitization charges, responding to customer inquiries, terminating service, filing for true-up adjustments, and remitting collections to the State Treasurer or bond trustee for distribution to bondholders. The servicing agreement prohibits the Utility from resigning as initial servicer unless it is unlawful for the utility to continue in such a capacity. The Utility's resignation would not be effective until a successor servicer assumes its obligations in order to continue servicing the securitization property without interruption. The servicer may also be terminated from its responsibilities under certain instances, such as the failure to remit collections within a specified period of time, by the Agency or upon a majority vote of bondholders. Any merger or consolidation of the servicer with another entity would require the merged entity to assume the servicer's responsibility under the servicing agreement. The terms of the servicing agreement are critical to the Rating Agency analysis of the Bonds and the ability to achieve credit ratings in the highest categories.

As compensation for its role as initial servicer, the Utility is entitled to earn a servicing fee payable out of WES Charge collections. It is important to the Rating Agencies analysis of the transaction that the Utility receives an arm's-length fee as servicer of the securitization property. However, it is customary in other utility securitizations for utilities to be paid a fee based upon their "incremental costs" of providing servicing. It is also common for utilities to be required to include the servicing fee, as well as servicing costs not in excess of the servicing fee, as part of their reported revenue requirements in the utility's base rate proceedings. This process ensures that utilities are not paid more than what is minimally required to service the Bonds and to ensure that any excess payment be credited back to customers. In this Financing Order, we approve this compensation and reconciliation process.

Utility securitizations to date have also required an increase in the servicing fee should a successor servicer, which is not part of the utility's business and who decouples the securitization charge bill from other bill amounts, assume the obligations of the utility because the successor servicer would require additional inducement due to its lack of a pre-existing servicing relationship with the utility's customers. Financing orders in Utility ABS securitizations often approve a substantially higher fee for a successor servicer. The majority of recent transactions have provided for successor servicer annual fees of approximately 0.60% of the initial balance of the bonds or greater. Recent transactions in Texas and Louisiana provided for annual successor servicer fees of up to 0.60% of the initial balance of the bonds; however, recent transactions in California provided that the public utilities commission may approve a higher fee without stating any limit if such fee does not adversely affect the ratings. A defined successor servicer fee is helpful for Rating Agencies, who will use the capped fee in their various stress analyses. Similar to the precedent transactions, the Financial Advisor has recommended that the proposed Financing Order allow a

successor servicer to collect a higher servicing fee at a rate approved by the Commission provided, however, that no such approval would be required if the annual fee does not exceed 0.60% of the initial balance of the Bonds. The relevant transaction documents should also provide for an annual successor servicing fee, which should be no higher than 0.60% of the initial balance of the Bonds, without Rating Agency confirmation of the then-current ratings on the Bonds.

In this Financing Order, we approve these servicing arrangements.

D. Use of Proceeds.

The proceeds of the Bonds, net of bond issuance costs payable by the Authority (including costs payable to the Utility), will be deposited with the State Treasury and immediately disbursed pursuant to the instructions of the Authority to the Utility to pay the cost of purchasing the securitization property. The Utility, in turn, will use the proceeds, to pay or reimburse itself for the Approved Qualified Costs pursuant to the terms of this Financing Order.

E. Approval of Final Bond Terms; Issuance Advice Letter.

The Commission recognizes that certain details of the final Bond structure, such as any overcollateralization requirements or credit enhancements to support payment of the Bonds, and the final terms of the Bonds will depend in part upon the requirements of the nationally recognized credit rating agencies which will rate the Bonds and/or, in part, upon the market conditions that exist at the time the Bonds are taken to the market. This Financing Order establishes and approves a financing structure as well as parameters for the Bonds, including maximum final scheduled payment dates, weighted average interest rate on the Bonds, the method by which the Bonds should be amortized, as well as limits on certain costs to be incurred by the Utility, including Utility bond issuance costs and Utility servicing fees. Otherwise, as authorized by the Act, ODFA, with the advice of the Financial Advisor and with the approval of the State Deputy Treasurer for Policy and Debt Management, will determine and approve the final terms of the Bonds consistent with the

terms of the this Financing Order. Within two business days of the issuance of the Bonds, ODFA and the Utility will jointly file with the Commission, for information purposes, an Issuance Advice Letter, substantially in the form attached to this Financing Order, evidencing the final terms of the Bonds, projected (or actual) costs of issuance and ongoing financing costs, projected customer savings, as well the initial WES Charge. Failure or delay in filing such report will not affect the Bonds or their security.

VI. BOND ISSUANCE AND ONGOING FINANCING COSTS

A. Bond Issuance Costs.

Bond issuance costs will be incurred in connection with the issuance of the Bonds and will be recoverable from bond proceeds. Bond issuance costs include, without limitation, the cost of funding the DSRS, underwriting costs (fees and expenses), rating agency fees, costs of obtaining additional credit enhancements (if any), the Commission fees, fees and expenses of Authority's and the Utility's legal advisors (including bond counsel, special counsel and disclosure counsel), fees and expenses of the Financial Advisor, original issue discount, external servicing costs, fees and expenses of bond trustee and its counsel (if any), servicer set up costs, printing and filing costs, non-legal financing proceeding costs and expenses of ODFA, the Utility, the Commission and the State Treasurer or other State officials and miscellaneous administrative costs. ODFA has no control over issuance costs incurred pursuant to a financing under the Act, apart from ODFA related issuance costs. The only issuance costs to be incurred directly by the Utility are servicer set up costs, costs related to regulatory proceedings, miscellaneous administrative costs, external servicing costs and the costs of Utility's financial and legal advisors (collectively, "Utility Issuance Costs"). The Utility has provided a detailed estimate of its Utility Issuance Costs in its testimony. All other issuance costs (collectively, "non-Utility issuance costs") will be outside the control of the Utility because the issuer of the Bonds, the Authority, is an instrumentality of the State. The

Commission will have control over Utility issuance costs through its jurisdictional control over the Utility, as well as the Issuance Advice Letter process.

The Commission is mindful of the fact that several of the components of bond issuance costs will vary depending upon the size of the final issuance of the Bonds. Specifically, the Commission realizes that the DSRS, rating agency fees, bond counsel fees, special counsel fees, disclosure counsel fees, fees and expenses of the State Treasurer, and underwriters' fees are proportional to the amount of Bonds actually issued. Further, other issuance costs, such as ODFA and Utility legal and accounting fees and expenses, printing expenses and trustee costs will not be known until the issuance of the Bonds or even thereafter, when final invoices are submitted. In this Financing Order, we approve the recovery by the Utility of the Utility Issuance Costs, subject to a cap of \$___ (the "Utility Issuance Cost Cap"). All other bond issuance costs are also approved for recovery, subject to the final approval of costs by the Authority.

B. Ongoing Financing Costs.

Costs will be incurred by the Utility, in its role as servicer, as well as by the Authority and other State agencies in connection with the servicing and administration of the Bonds. These costs should not be included in the principal amount of the Bonds, and are authorized to be recovered through the WES Charges, subject to the true-up of those charges as provided in this Financing Order. The Financial Advisor estimates that these ongoing annual costs (exclusive of debt service on the Bonds and the servicing fee and external accounting costs of the Utility) will be approximately \$_____ for the first year following the issuance of the Bonds (assuming the Utility is the initial servicer), but many ongoing costs will not be known until they are incurred. [The Utility has proposed an annual servicing fee for acting as initial servicer following the issuance of the Bonds at \$_____. This fee will be fixed for the life of the Bonds. In addition, the Utility, as initial servicer, has requested that it should be entitled to receive reimbursement for

its out-of-pocket costs for external accounting services to the extent external accounting services are required by the servicing agreement, as well as for other items of cost (other than external information technology costs, bank wire fees and legal fees, which are part of the servicing fee) that will be incurred annually to support and service the Bonds after issuance.] As discussed, we will direct the Utility to include the servicing fee, as well as servicing costs, as part of the utility's next base rate proceedings, to ensure that the Utility does not collect more than its incremental costs.

In the event that a servicer default occurs, the Authority will be permitted to appoint a successor servicer. The compensation of the successor servicer will be what is required to obtain the services under the servicing agreement. As stated, the Financial Advisor has recommended that the Commission approve a fee up to 0.60% of the initial principal balance of the Bonds in case a successor needs to be appointed, unless the ODFA can reasonably demonstrate to the Commission that the services cannot be obtained at that compensation level under the market conditions at that time. The Commission finds that ODFA, the Utility and the Commission should be permitted to recover from WES Charges their ongoing financing costs, as requested by the Utility and ODFA, subject only to the cap on the annual servicing fee described above.

VII. FINDINGS OF FACT

The Commission makes the following findings of fact.

A. Identification and Procedure.

(1) Identification of Applicant and Background.

1. [OG&E is an investor-owned electric public utility that owns and operates plant, property, and other assets used for the generation, production, transmission, distribution, and sale of electric power and energy in the states of Oklahoma and Arkansas. OG&E is incorporated in the State of Oklahoma and is subject to the regulatory authority of the Commission with respect to its retail rates and charges for sales of electricity made within the State of Oklahoma.]

2. In February 2021, the State experienced an extreme weather event that brought nearly two weeks of record cold temperatures to the State. The extreme cold weather resulted in a shortage of natural gas supply, the failure of certain infrastructure, and enhanced demand for natural gas and electric power. The extreme weather conditions resulted in the Utility incurring extreme purchase costs, extraordinary costs or both¹⁵ that may be mitigated by issuing the Bonds.

(2) Procedural History.

3. On April 26, 2021, the Utility filed the Application for a Financing Order under the Act (the “Application”) to seek a determination of prudently incurred costs associated with the 2021 Winter Weather Event eligible for recovery through securitization, and to demonstrate that a securitization would result in substantial revenue requirement savings as compared to conventional utility financing and otherwise satisfy the requirements of the Act.

4. [Describe testimony establishing prudence of costs and demonstrated savings]

5. Prior to issuing this Financing Order, the Commission has consulted with the

¹⁵ Terms used herein shall have the meanings assigned to them in the Act.

Deputy Treasurer for Policy and Debt Management regarding the marketability and efficiency of any proposed financing authorized by a Financing Order in accordance with Section 5(B) of the Act.

B. Amount to be Financed.

(1) Approval of Qualified Costs and Amount of Bonds.

6. The Commission has determined that the Utility has incurred 2021 Winter Weather Event related qualified costs in the aggregate amount of \$_____, carrying costs in the estimated amount of \$_____ from [date] through the projected date of issuance of the Bonds, and that these qualified costs (collectively, “Weather-Related Qualified Costs”), together with bond issuance costs as described in Part VI of this Financing Order (collectively, “Approved Qualified Costs”), are approved for recovery in this Financing Order, are eligible for recovery through the issuance of the Bonds.

7. In its testimony, exhibits, and schedules, the Utility calculated the estimated amount of carrying costs from [date] through [ID] (the projected date of issuance) at a rate of ____%. The Utility has requested that if the Bonds are not issued by [ID], the carrying costs it is entitled to recover be adjusted to the Utility’s weighted average cost of capital.

8. The Utility has proposed that when the Bonds are issued, the Utility shall account for the difference in carrying costs resulting from issuance after the [ID] date used to calculate Weather-Related Qualified Costs, through the Issuance Advice Letter process. The Utility’s proposal is appropriate.

9. The ODFA is authorized to issue the Bonds in an amount equal to the sum of the Weather-Related Qualified Costs approved in this Financing Order plus the bond issuance costs approved in this Financing Order. Such sum, estimated at \$xx, is referred to in this Financing Order as the Authorized Amount.

(2) Bond Issuance Costs and Ongoing Financing Costs.

10. Bond issuance costs (as more fully described in Part VI of this Financing Order) are those that will be incurred in advance of, or in connection with, the issuance of the Bonds, and will be recovered or reimbursed from ratepayer-backed bond proceeds (or, if necessary, from WES Charges as described in Finding of Fact 19 below).

11. ODFA has no control over bond issuance costs incurred pursuant to a financing under the Act, apart from ODFA-related issuance costs. The only bond issuance costs to be incurred directly by the Utility are [servicer set up costs, costs related to regulatory proceedings, miscellaneous administrative costs, external servicing costs and the costs of Utility's financial and legal advisors], which are referred to as Utility Issuance Costs. All other bond issuance costs (collectively, "non-Utility issuance costs") will be outside the control of the Utility because the issuer of the Bonds (the ODFA) is an instrumentality of the State. The Commission will have control over Utility Issuance Costs through its jurisdictional control over the Utility, as well as the Issuance Advice Letter process.

12. Ongoing financing costs (as more fully described in Part VI of this Financing Order) are those costs, in addition to debt service on the Bonds, that will be incurred annually to manage, service and administer the Bonds.

13. Other than the servicing fee [(which will cover external information technology costs, bank wire fees and the fees of the Utility's legal counsel)], the ongoing financing costs that will be incurred in connection with a financing are outside the control of ODFA, since ODFA cannot control the administrative, legal, rating agency and other fees to be incurred by the Utility on an ongoing basis. However, the Commission will have control over some of these ongoing financing costs through its jurisdictional control over the Utility.

14. The actual bond issuance costs and certain ongoing financing costs will not be

known until on or about the date the Bonds are issued; other bond issuance and ongoing financing costs may not be known until such costs are incurred.

15. The Utility has provided estimates of its Utility Issuance Costs in Appendix C, [which costs shall be capped in an amount not to exceed \$_____.] ODFA has provided an estimate of non-Utility issuance costs in Appendix C, which are estimated at \$XX. These costs will not be capped.

16. The Utility and the ODFA have also provided estimates of ongoing financing costs for the first year following the issuance of the Bonds to be approximately \$_____ if the Utility is the servicer, also in Appendix C.

17. The ODFA and the Utility shall report to the Commission, in the Issuance Advice Letter, the final estimates of bond issuance costs and ongoing financing costs for the first year following issuance.

18. The ODFA's and the Utility's actual or estimated issuance costs, each as specified in the Issuance Advice Letter, shall be paid as follows: the ODFA will pay its non-Utility issuance costs from the proceeds of the Bonds, and the Utility will pay (or reimburse itself) for its Utility Issuance Costs from the net proceeds of the Bonds paid for the purchase price of the securitization property, all at delivery of the Bonds.

19. Within 90 days of the issuance of the Bonds, the ODFA and the Utility will submit to the Commission a final accounting of their respective issuance costs. If the Utility's actual issuance costs are less than the issuance costs included in the principal amount financed, the revenue requirement for the first semi-annual true-up adjustment shall be reduced by the amount of such unused funds (together with income earned thereon) and the Utility's unused funds (together with income earned thereon) shall be applied to the Utility's ongoing financing costs.

If the ODFA's actual issuance costs are less than those estimated, the amount will be recognized as a credit in the true-up adjustment as part of the WES Rider. If ODFA's final issuance costs are more than the estimated issuance costs included in the principal amount financed, ODFA may recover the remaining issuance costs through a true-up adjustment. However, such recovery will be subordinate to the payment of debt service on the Bonds and related financing costs during the true-up period. The Utility's Issuance Costs are capped under this Financing Order. A failure to provide such report will in no way affect the validity or security for the Bonds.

(3) Customer Benefits.

20. The Act requires the Commission to consider whether the recovery of 2021 Winter Weather Event Costs by the Utility through the issuance of the Bonds will result in substantial revenue requirement savings as compared to conventional financing methods, a longer amortization schedule to pay the Bonds than would ordinarily be practicable or feasible for the utility and the ability to issue Bonds at a cost which would not exhaust the potential savings.

21. As described in the Utility testimony of [XX] and in this Financing Order the Utility has demonstrated that the proposed financing will satisfy each of these criteria.

C. Structure of the Proposed Financing.

(1) The Utility.

22. [OG&E is an investor-owned electric public utility that owns and operates plant, property, and other assets used for the generation, production, transmission, distribution, and sale of electric power and energy in the states of Oklahoma and Arkansas. OG&E is incorporated in the State of Oklahoma and is subject to the regulatory authority of the Commission with respect to its retail rates and charges for sales of electricity made within the State of Oklahoma.]

23. The Utility will enter into a sale agreement with the ODFA, under which the ODFA will purchase from the Utility the securitization property in consideration of the net

proceeds of the Bonds.

24. The Utility shall not seek to recover the Approved Qualified Costs covered by this Financing Order, except through the transfer of securitization property as provided in the Act in exchange for the proceeds of a bond issuance, which shall offset and complete the recovery of these costs for the Utility.

25. The Utility will service the securitization property pursuant to a servicing agreement with the Authority.

(2) ODFA.

26. ODFA is a public trust created by a Declaration of Trust, dated November 1, 1974, as amended, for the furtherance of public purposes and the benefit of the State of Oklahoma pursuant to the provisions of the Authority Act, and is authorized to issue ratepayer-backed bonds under the Act. The Authority is an instrumentality of the State of Oklahoma and operates to perform the essential government function of financing utility qualified costs with low cost capital. The Authority is not an agent of State and has a legal existence separate and distinct from the State of Oklahoma.

27. ODFA may issue the Bonds as described in this Financing Order in an aggregate amount not to exceed the Authorized Amount, and ODFA will assign and pledge to the bond trustee, as collateral for payment of the Bonds, the securitization property, including ODFA's right to receive the WES Charges as and when collected, and any other collateral under the indenture.

(3) Structure, Security and Documents.

28. The Bonds will be issued in one or more series, and in one or more tranches for each series, in an aggregate amount not to exceed the Authorized Amount.

29. As security to pay the principal of and interest on the Bonds and other ongoing

financing costs, the ODFA will pledge its interest in the securitization property created by this Financing Order and by certain other collateral, including its rights under the Servicing Agreement. The securitization property and other bond collateral will be sufficient to ensure the payment of the principal of and interest on the Bonds, together with ongoing financing costs on a timely basis.

30. The Bonds will be issued pursuant to the indenture administered by the bond trustee, as described in Part V of this Financing Order. The provisions of the Indenture, including the of a collection account and its subaccounts, and such additional accounts as may be required in connection with any additional collateral, in the manner described in Part V of this Financing Order, are reasonable, will lower risks associated with the financing and thus lower the costs to customers, and should, therefore, be approved

31. The Authority will direct the State Treasurer to deposit all revenue received with respect to securitization property and required to be deposited by the State Treasurer into the Regulated Utility Consumer Protection Fund (the “Consumer Protection Fund”) with the bond trustee and applied as provided in the Indenture, in a manner consistent with obtaining the highest possible ratings on the Bonds.

32. The ODFA will prepare a proposed form of an Indenture, an Administration Agreement, a Sale Agreement and a Servicing Agreement (collectively, the “Transaction Documents”), which set out in substantial detail certain terms and conditions relating to the financing and security structure. Each of the Transaction Documents will be reviewed and approved by the Utility, the ODFA and the State Deputy Treasurer for Policy and Debt Management. The forms of the Transaction Documents will also be submitted to Commission Staff for their review and comment.

33. The ODFA will also prepare a preliminary official statement, substantially in the form of an official statement to be delivered on the date of pricing of the Bonds, omitting only such information as permitted by Federal securities laws, rules and regulations, to be used by the Utility and the ODFA in connection with the offering and sale of the Bonds. The official statement will be reviewed and approved for use by the Utility, the ODFA and the State Deputy Treasurer for Policy and Debt Management. The Utility will cooperate with ODFA in the preparation of the Official Statement and provide all information to the ODFA required to comply with applicable federal securities laws and make representations with respect to the information provided to ODFA for inclusion in the preliminary and final official statement.

(4) Credit Enhancement and Arrangements to Enhance Marketability.

34. In the Application, the Utility has not requested approval of floating rate bonds or any hedges or swaps which might be used in connection therewith.

35. The Financial Advisor has testified that in current market conditions, it is uncertain whether the benefits of an interest rate swap within the ratepayer-backed bond financing will outweigh the costs and risks in this particular case of researching and preparing the swap that could result in lower WES Charges.

36. An interest rate swap within the Bond financing could expose customers to higher risks in relation to the WES Charges and the ability of the swap counterparty to meet its obligations.

37. The Commission concurs with the Financial Advisor that the use of floating rate debt and the associated swaps or hedges is not advantageous or cost effective for customers.

38. In the Application, the Utility has not requested that additional forms of credit enhancement (including letters of credit, overcollateralization accounts, surety bonds, or guarantees) and other mechanisms designed to promote the credit quality and marketability of the

Bonds be used. The Financial Advisor has testified that the Authority should have the flexibility to utilize such additional credit enhancements if such arrangements are reasonably expected to result in net benefits to customers. The Financial Advisor has recommended that the costs of any credit enhancements as well as the costs of arrangements to enhance marketability be included in the amount of issuance costs to be financed.

39. ODFA should be permitted to use, and to recover the bond issuance costs and ongoing financing costs associated with, credit enhancements and arrangements to enhance marketability, if it determines, with the advice of the Financial Advisor and with the approval of the State Deputy Treasurer for Policy and Debt Management, that such enhancements and arrangements provide benefits greater than their tangible and intangible costs. The use of such credit enhancement shall be described in the Issuance Advice Letter.

(5) Servicer and the Servicing Agreement.

40. Utility will execute a servicing agreement with ODFA, as described in Part V of this Financing Order. The servicing agreement may be amended, renewed or replaced by another servicing agreement, provided that any such amendment, renewal or replacement will not cause any of then-current credit ratings of the Bonds to be suspended, withdrawn or downgraded. The Utility will be the initial servicer but may be succeeded as servicer by another entity under certain circumstances detailed in the servicing agreement. Pursuant to the servicing agreement, the servicer is required, among other things, to collect the applicable WES Charges for the benefit and account of the ODFA or its pledgees, to make the true-up adjustments of WES Charges required or allowed by this Financing Order, and to account for and remit the applicable WES Charges to or for the account of the ODFA or its pledgees in accordance with the remittance procedures contained in the servicing agreement without any charge, deduction or surcharge of any kind (other than the servicing fee specified in the servicing agreement). Under the terms of

the servicing agreement, if any servicer fails to perform its servicing obligations in any material respect, the ODFA, or, upon the instruction of the requisite percentage of holders of the outstanding amount of the Bonds (“requisite bondholders”), shall be authorized to appoint an alternate party to replace the defaulting servicer, in which case the replacement servicer will perform the obligations of the servicer under the servicing agreement. The obligations of the servicer under the servicing agreement and the circumstances under which an alternate servicer may be appointed are more fully described in the servicing agreement. The rights of ODFA under the servicing agreement will be included in the collateral assigned and pledged to the bond trustee under the indenture for the benefit of holders of the Bonds.

41. [The servicer shall remit actual or estimated WES Charges to the bond trustee within two servicer business days of receipt according to the methodology described in the servicing agreement. If estimated charges are remitted, the Utility will reconcile actual and estimated charges no less often than every six months, as described in this Financing Order.]

42. The servicer will be entitled to an annual servicing fee fixed at ___% of the initial principal amount of the Bonds. [In addition, the Utility, as initial servicer, shall be entitled to receive reimbursement for its out-of-pocket costs for external accounting services to the extent external accounting services are required by the servicing agreement, as well as for other items of cost (other than external information technology costs, bank wire fees and legal fees, which are part of the servicing fee)] that will be incurred annually to support and service the Bonds after issuance. The servicer fees collected by the Utility, or by any affiliate of the Utility acting as the servicer, under the servicing agreement shall be included as an identified revenue credit and reduce revenue requirements for the benefit of the Customers in its next rate case following collection of said fees. The expenses of acting as the servicer shall likewise be included as a cost

of service in any such utility rate case. In this Financing Order, the Commission approves the servicing fee as described herein. In this Financing Order the Commission also approves, in the event of a default by the initial servicer resulting in the appointment of a successor servicer, a higher annual servicing fee of up to 0.60% of the initial principal balance of the Bonds unless the ODFA can reasonably demonstrate to the Commission that the services cannot be obtained at that compensation level under the market conditions at that time. The obligations to continue to collect and account for WES Charges will be binding upon the Utility, its assigns and successors and any other entity that provides [transmission and distribution electric services] or, in the event that transmission and distribution electric services are not provided by a single entity, any other entity providing [electric distribution services] to the Customers. The Commission will enforce the obligations imposed by this Financing Order, its applicable substantive rules, and statutory provisions.

43. No provision of this Financing Order shall prohibit the Utility from selling, assigning or otherwise divesting any of its transmission or distribution system or any facilities providing service to the Customers, by any method whatsoever, including those specified in Ordering Paragraph [31] pursuant to which an entity becomes a successor, so long as each entity acquiring such system or portion thereof agrees to continue operating the facilities to provide service to the Customers and collect the WES Charges under the existing servicing agreement, subject to ODFA approval.

44. The servicing arrangements described in Findings of Fact Nos. [40 through 44] are reasonable, will reduce risk associated with the proposed financing and should, therefore, result in lower WES Charges and greater benefits to the Customers and should be approved.

(6) Ratepayer-Backed Bonds.

45. ODFA may issue and sell the Bonds in one or more series, and each series may be issued in one or more tranches in an aggregate principal amount not exceeding the Authorized Amount. ODFA, with the advice of the Financial Advisor and with the approval of the State Deputy Treasurer for Policy and Debt Management, will determine and approve the final terms of the Bonds consistent with the terms of the this Financing Order.

46. The scheduled final payment date of any series of the Bonds is not expected to exceed __ years from the date of issuance of such series. The legal final maturity date of any series of the Bonds will not be more than two years after the scheduled final payment date. The scheduled final payment date and legal final maturity date of each series and tranche within a series and amounts in each series will be finally determined by the ODFA, consistent with market conditions and indications of the rating agencies and with the advice of the Financial Advisor, at the time the Bonds are priced.

47. The Bonds will be amortized using a substantially level debt mortgage style amortization

48. The weighted average interest rate on the Bonds will not exceed xx% per annum.

49. ODFA will cause the Bonds to be issued no earlier than the third business day after pricing of the Bonds.

50. The Utility may file a request for a Financing Order for the Utility to retire or refund the Bonds approved in this Financing Order upon a showing that the Customers would benefit and that such a financing is consistent with the terms of the outstanding Bonds as permitted by Section 8(D) of the Act.

51. The Commission finds that the foregoing parameters for the Bonds will ensure that the customers enjoy substantial revenue requirement savings and rate mitigation benefits as

required by the Act.

(7) WES Charges—Imposition and Collection and Nonbypassability.

52. The Utility seeks to impose on and to collect from all Customers, WES Charges in an amount sufficient to provide for the timely recovery of its costs approved in this Financing Order (including payment of principal and interest on the Bonds and ongoing financing costs related to the Bonds on a timely basis). The Utility will seek to bill and collect the WES Charges, as servicer on behalf of ODFA, until the Bonds issued pursuant to this Financing Order are paid in full and all ongoing financing costs of the bonds have been recovered in full.

53. WES Charges collected pursuant to the WES Rider shall be a separate line-item on the monthly bill of the customer.

54. If any customer does not pay the full amount of any bill, the amount paid by the customer to the Utility will be applied pro-rata by the Utility based upon the total amount of the bill and the total amount of the WES charge. The foregoing allocation will facilitate a proper balance between the competing claims to this source of revenue in an equitable manner.

55. The Utility, acting as servicer, and any subsequent servicer, will collect WES Charges from all Customers in the manner as described in the testimony of [Utility rep] in order to ensure their nonbypassability. The Commission finds that such nonbypassability provisions are appropriate to ensure an equitable allocation of qualified costs among customers and to secure the highest possible ratings for the Bonds.

56. In the event that there is a fundamental change in the manner of regulation of public utilities, which allows third parties other than the servicer to bill and collect WES Charges, the Commission shall ensure that WES Charges shall be billed, collected and remitted to the servicer in a manner that will not cause any of then-current credit ratings of the Bonds to be suspended, withdrawn or downgraded.

57. The Utility's proposal related to the collection of WES Charges, as servicer on behalf of the ODFA, is reasonable and consistent with the nonbypassability mechanism contemplated by the Act, and should be approved. It is reasonable to approve the form of Appendix B to this Financing Order and require that these tariff provisions be filed before any Bonds are issued pursuant to this Financing Order.

(8) Periodic Payment Requirements and Allocation of Cost.

58. The Periodic Payment Requirement ("PPR") is the required periodic payment for a given period due under the Bonds. As to be more fully specified in the bond documents, each PPR includes: (a) the principal amortization of the Bonds in accordance with the expected amortization schedule (including deficiencies of previously scheduled principal for any reason); (b) periodic interest on the Bonds (including any accrued and unpaid interest); (c) ongoing financing costs and (d) any deficiency in the DSRS. The initial PPR for the Bonds issued pursuant to this Financing Order will be updated in the Issuance Advice Letter.

59. The Periodic Billing Requirement ("PBR") represents the aggregate dollar amount of WES Charges that must be billed during a given period so that the WES Charge collections will be timely and sufficient to meet the PPR for that period, based upon: (i) forecast usage data and base rate revenues for the period; (ii) forecast uncollectibles for the period; (iii) forecast lags in collection of billed WES Charges for the period; and (iv) projected collections of WES Charges pending the implementation of the true-up adjustment.

60. The Utility's proposed allocation of the PBR between customer classes, as described in the testimony of [Utility rep], is reasonable and should be approved.

(9) True-up of WES Charges.

61. The servicer of the Bonds will be required to make mandatory [semi-annual] adjustments (*i.e.*, every six months, except for the first true-up adjustment period, which may be longer or shorter than six months, but in any event no more than nine months, and must be completed thirty (30) days prior to a date on which the PPR is determined) to the WES Charges to:

(a) correct any under collections or over collections (both actual and projected), for any reason, during the period preceding the next true-up adjustment date; and

(b) to ensure the projected recovery of amounts sufficient to provide timely payment of the scheduled principal of and interest on the Bonds and all ongoing financing costs (including any necessary replenishment of the DSRS) during the subsequent 12-month period (or in the case of quarterly true-up adjustments described below, the period ending the next bond payment date). To the extent any Bonds remain outstanding after the scheduled maturity date of the last tranche of a series of Bonds, mandatory true-up adjustments shall be made quarterly until all Bonds and associated costs are paid in full.

62. The form of true-up notice is attached as Appendix D to the Financing Order.

63. True-up filings will be based upon the cumulative differences, regardless of the reason, between the PPR (including scheduled principal and interest payments on the Bonds and ongoing financing costs) and the amount of WES Charge remittances to the bond trustee. True-up procedures are necessary to ensure full recovery of amounts sufficient to meet on a timely basis the PPR over the scheduled life of the Bonds. In order to assure adequate WES Charge revenues to fund the PPR and to avoid large over collections and under collections over time, the servicer will reconcile the WES Charges using Authority's most recent forecast of [usage, demand and base rate revenues and estimates of financing costs.] The calculation of the WES Charges

will also reflect both a projection of uncollectible WES Charges and a projection of payment lags between the billing and collection of WES Charges based upon the servicer's most recent experience regarding collection of WES Charges.

64. The servicer will set the initial WES Charges and make true-up adjustments in the based upon the cash flow model attached as Exhibit X to the testimony of [Utility rep].

65. The servicer may also make interim true-up adjustments more frequently at any time during the term of the Bonds: (i) if the servicer forecasts that WES Charge collections will be insufficient to make all scheduled payments of principal, interest and other financing costs in respect of the Bonds during the current or next succeeding payment period or (ii) to replenish any draws on the DSRS. Each such interim true-up shall use the methodology identified in Findings of Fact Nos. [61 to 63] applicable to the semi-annual true-up. The DSRS requirement may be adjusted above 0.50% of the original principal amount of the Bonds (or such higher level identified at the time of the initial issuance of the Bonds, as permitted in this Financing Order), if there is a draw on the DSRS and it is not replenished within [XX] months.

66. Semi-annual and quarterly true-up adjustments, if necessary, shall be filed not less than [45] days prior to the first billing cycle of the month in which the revised WES Charges will be in effect.

(10) Additional True-up Provisions.

67. The true-up adjustment filing will set forth the servicer's calculation of the true-up adjustment to the WES Charges. The Commission will have [45] days after the date of a true-up adjustment filing in which to confirm the mathematical accuracy of the servicer's adjustment. Any true-up adjustment filed with the Commission should be effective on its proposed effective date, which shall be not less than [xx] days after filing. Any necessary corrections to the true-up adjustment, due to mathematical errors in the calculation of such adjustment or otherwise, will be made in future true-up adjustment filings. Any interim true-up may take into account the PPR for the next succeeding 6 months if required by the servicing agreement.

68. The true-up mechanism described in this Financing Order and contained in Appendix D to this Financing Order is reasonable and will reduce risks related to the Bonds, resulting in lower WES Charges and greater benefits to customers and should be approved.

69. [To improve the credit quality of the Bonds in light of the expected final maturity of approximately ___ years for the Bonds, the true-up methodology approved in this Financing Order requires that any under collections or over collections in one Customer classes will be taken into account in the application of the true-up mechanism to adjust the WES Charge for all Customers, not just the Customer classes from which the under collection or over collection arose. We find that this cross collateralization methodology will enhance the credit quality of the ratepayer-backed bonds and lower WES Charges.]

70. The servicer shall request Commission approval of an amendment to the true-up mechanism described herein – a Non Standard True-up (under such procedures as shall be proposed by the servicer and approved by the Commission at the time) – that it deems necessary or appropriate to address any material deviations between WES Charge collections and the PPR. The form of notice for a Non Standard True is attached as Appendix E to this Financing Order.

No such change shall cause any of then-current credit ratings of the Bonds to be suspended, withdrawn or downgraded.

(11) Use of Proceeds.

71. The Authority will direct the State Treasurer to pay all bond proceeds received from the sale of the Bonds, net of amounts required to pay non-Utility issuance costs which will be deposited with the bond trustee for payment of such costs, to the Utility to pay the purchase price of the securitization property, on behalf of and as agent of ODFA. The Utility will apply these net proceeds to reduce its Approved Qualified Costs as described in the testimony of [Utility rep].

72. In accordance with Section 5(G) of the Act, upon the entry of a Financing Order, OG&E will not seek to recover the Approved Qualified Costs from customers except through the transfer of securitization property in exchange for the proceeds of a bond issuance, which shall offset and complete the recovery of extreme purchase costs and extraordinary costs for the regulated Utility. The use of proceeds from the sale of the Bonds in violation of this Financing Order shall subject the Utility to proceedings pursuant to applicable statutes, orders and the rules and regulations of the Commission but shall not be grounds to rescind, alter, modify or amend this Financing Order and shall not affect the validity, finality and irrevocability of this Financing Order, the securitization property irrevocably created hereby or the Bonds.

D. Customer Credits for Post Financing Order Insurance Proceeds or Government Grants and Alternative Funds.

73. To the extent the Utility receives insurance proceeds or receives grants from the State of Oklahoma or the government of the United States of America, or any similar source of permanent reimbursement, after the date of this Financing Order, the purpose of which is to provide for recovery of 2021 Winter Weather Event related qualified costs approved for recovery by this Financing Order, such amounts shall be used to reduce the extreme purchase costs or extraordinary costs of the utility recoverable from customers as provided in this Financing Order. [credited process to be included,] as provided in Section 3(G) of the Act.

74. To the extent the Utility receives alternative funds after the date of issuance of the Bonds, the Utility is directed by the Commission to credit such amounts to customers, as permitted by Section 8(J) of the Act.

VIII. CONCLUSIONS OF LAW

1. OG&E is a regulated utility as defined in Section 3(9) of the Act. The Utility is subject to the regulatory jurisdiction of the Commission with respect to its rates, charges and terms and conditions of service.

2. The Utility is entitled to file the Application, which constitutes, an application for a Financing Order pursuant to Section 4(A) of the Act.

3. The Commission has jurisdiction and authority over the Application pursuant to Section 4 of the Act and other applicable law.

4. The Commission has authority to approve this Financing Order under Section 5(A) of the Act and the Commission's regulatory jurisdiction over the Utility.

5. The Bonds will be validated by the Supreme Court of Oklahoma in compliance with Section 10 of the Act.

6. The Bonds have been approved by the Council of Bond Oversight as provided in the Oklahoma Bond Oversight and Reform Act, 62 OKLA. STAT. § 62-695.8.

7. The final structure and terms of the Bonds, consistent with the parameters established of this Financing Order, will be approved by the Authority and the pricing of the Bonds will be approved by the State Deputy Treasurer for Policy and Debt Management pursuant to 62 OKLA. STAT. § 695.7(C).

8. Pursuant to Section 8(I) of the Act, the proceeds of the sale of the Bonds and revenues received with respect to the securitization property shall be deposited by the State Treasurer in the Consumer Protection Fund maintained with the bond trustee. The State Treasurer shall apply such moneys as provided in Findings of Fact 71 and 72 of this Financing Order.

9. The use of proceeds from the sale of the Bonds in violation of this Financing Order shall subject the Utility to proceedings pursuant to applicable statutes, orders and the rules and

regulations of the Commission but shall not be grounds to rescind, alter, modify or amend this Financing Order and shall not affect the validity, finality and irrevocability of this Financing Order until the indefeasible payment in full of the Bonds and all financing costs related thereto, or the securitization property irrevocably created hereby, or the Bonds.

10. The Commission may adopt a Financing Order providing for the retiring and refunding of the Bonds under Section 8(D) of the Act.

11. The Commission may, under Section 9 of the Act, require an audit of all amounts received from customers under the WES Charge and paid to the Utility, and the amounts paid by the Utility to the ODFA. The audit shall be part of any general rate case filed by the Utility currently affected by a financing order with outstanding Bonds. The utility shall provide a copy of any audit to the Governor, the Pro Tempore of the Senate, the Speaker of the House of Representatives and the Authority; provided, however, any part or parts of the audit deemed confidential pursuant to federal or state law or as determined by the Commission, shall be redacted and, provided, further, that the findings of any audit shall not affect the validity, finality and irrevocability of this Financing Order until the indefeasible payment in full of the Bonds and all financing costs related thereto, or the securitization property irrevocably created hereby or the Bonds and shall not impact, or be included as part of, the true-up and reconciliation process approved in this Financing Order.

12. The securitization approved in this Financing Order satisfies the requirements of Section 4(C)(1) of the Act directing that the total amount of revenues to be collected under this Financing Order result in substantial revenue requirement savings compared to conventional financing methods.

13. The securitization approved in this Financing Order satisfies the requirement of

Section 4(C)(2) of the Act mandating that the securitization would mitigate the customer utility bill impact by mandating a longer amortization period for recovery than would otherwise be practicable or feasible.

14. The issuance of the Bonds approved in this Financing Order in compliance with the criteria established by this Financing Order satisfies the requirement of Section 4(C)(3) of the Act that the issuance of Bonds be completed at a sufficiently low cost such that customer savings are not exhausted or offset.

15. The Commission finds that the costs incurred by the Utility during the 2021 Winter Weather Event to be mitigated through securitization would otherwise be recoverable from customers as fair, just and reasonable expenses and were prudently incurred. See Section 4(E) of the Act.

16. Recovery of the carrying costs, including the approved rate of return, approved for recovery in this Financing Order compliance with Section 4(F) of the Act. The carrying costs shall begin accruing at the time of the issuance of the Financing Order and continue until the date that the Bonds are issued.

17. Pursuant to Section 6(D) of the Act, this Financing Order will remain in effect and unabated notwithstanding the reorganization, bankruptcy or other insolvency proceedings, or merger or sale of the Utility, its successors, or assignees.

18. This Financing Order adequately details the amount to be recovered and the period over which the Utility will be permitted to recover nonbypassable WES Charges in accordance with the requirements of Section 5(A)(1) and (2) of the Act.

19. The method approved in this Financing Order for collecting and allocating the WES Charges reasonable and satisfies the requirements of Section 4 of the Act.

20. As provided in Section 6(B) of the Act, this Financing Order, together with the WES Charges authorized by this Financing Order, is irrevocable and not subject to reduction, impairment, or adjustment by further act of the Commission, except for the true-up procedures approved in this Financing Order, as required by Section 5(H) of the Act.

21. As provided in Section 6(A) of the Act, the rights and interests of the Utility or its successor under this Financing Order, including the right to impose, collect and receive the WES Charges authorized in this Financing Order, are assignable and must become securitization property at the time the Bonds are issued by ODFA.

22. The rights, interests and property conveyed to ODFA in the sale agreement [and the related bill of sale,] including the irrevocable right to impose, collect and receive WES Charges and the revenues and collections from WES Charges are securitization property within the meaning of Section 6 of the Act.

23. Securitization property will constitute a present property right for purposes of contracts concerning the sale or pledge of property, even though the imposition and collection of the WES Charges depend on further acts by the Utility, ODFA, the Commission or others that have not yet occurred, as provided by Section 6(B) of the Act.

24. All revenues and collections resulting from the WES Charges shall be the further property and right of the owner of the securitization property as provided by Section 6(C) of the Act.

25. Upon the transfer by the Utility of securitization property to ODFA, ODFA will have all of the rights, title and interest of the Utility with respect to such securitization property including the right to impose, collect and receive the WES Charges authorized by the Financing Order as provided by Section 6(F) of the Act.

26. The Bonds issued under this Financing Order will be ratepayer-backed bonds within the meaning of Sections 3(8) and 8(A) of the Act and the Bonds and holders thereof are entitled to all of the protections provided under Section 8(B) of the Act.

27. The procedure by which WES Charges are required to be imposed and adjusted on Customers and be paid to the servicer under this Financing Order or the tariffs approved hereby constitute a nonbypassable mechanism as defined in Section 3(5) of the Act, and the amounts collected from customers with respect to such WES Charges are securitization property as defined in Section 3(11) of the Act.

28. As provided in Section 6(D) of the Act, the interests of an assignee, the holders of Bonds, and the bond trustee in securitization property and in the revenues and collections arising from that property are not subject to setoff, counterclaim, surcharge, or defense by the Utility or any other person or in connection with the bankruptcy of the Utility or any other entity.

29. The methodology approved in this Financing Order to true-up and adjust the WES Charges constitutes a “true-up and reconciliation” process which satisfies the requirements of the Act.

30. If and when the Utility transfers to the ODFA the right to impose, collect, and receive the WES Charges and to issue the Bonds, the servicer will be able to recover the WES Charges associated with such securitization property only for the benefit of the ODFA and the holders of the Bonds in accordance with the servicing agreement.

31. If and when the Utility transfers its rights under this Financing Order to the ODFA under an agreement that expressly states that the transfer is a sale or other absolute transfer in accordance with the true-sale provisions of Section 6(F) of the Act, then, in accordance with that statutory provision, that transfer will be a true sale of an interest in securitization property and not

a secured transaction or other financing arrangement and title, legal and equitable, to the securitization property will pass to the ODFA. This true sale must apply regardless of whether the purchaser has any recourse against the seller, or any other term of the parties' agreement, including the Utility's role as the collector of WES Charges relating to the securitization property, or the treatment of the transfer as a financing for tax, financial reporting, or other purposes.

32. As provided in Section 6(E) of the Act, a valid and enforceable lien and security interest in the securitization property in favor of the holders of the Bonds or a trustee on their behalf will be created by this Financing Order and the execution and delivery of a security agreement with the holders of the Bonds or a trustee on their behalf in connection with the issuance of the Bonds. The lien and security interest will attach automatically from the time that value is received by the Authority for the Bonds and, on perfection through the filing of notice with the Oklahoma Secretary of State, will be a continuously perfected lien and security interest in the securitization property and all proceeds of the securitization property will have priority in the order of filing and will take precedence over any subsequent judicial or other lien creditor.

33. As provided in Section 6(G) of the Act, the transfer of an interest in securitization property to an assignee will be perfected against all third parties, including subsequent judicial or other lien creditors, when this Financing Order becomes effective, transfer documents have been delivered to that assignee, and a notice of that transfer has been filed with the Oklahoma Secretary of State.

34. As provided in Section 6(H) of the Act, the priority of a lien and security interest perfected in accordance with Section 6 of the Act will not be impaired by any later modification of this Financing Order or by the commingling of funds with other revenues paid by customers to the Utility, by utilities to the Authority or otherwise paid.

35. As provided in Section 6(H) of the Act, if securitization property is transferred to an assignee, any proceeds of the securitization property will be treated as held in trust for the assignee.

36. As provided in Section 6(I) of the Act, if a default or termination occurs under the Bonds, the holders of the Bonds or their representatives, including the trustee, may foreclose on or otherwise enforce their lien and security interest in the relevant securitization property, and the Commission may require any revenues received under the irrevocable and nonbypassable mechanism created by this Financing Order be paid to a new holder of the securitization property.

37. As provided by Section 8(F) of the Act, the Bonds authorized by this Financing Order are not an indebtedness of the State or of the Authority, but shall be special obligations payable solely from revenues received from the securitization property.

38. As provided in the Authority Act, the State of Oklahoma has pledged to and agreed with the owners of any Bonds issued by the ODFA under the Act that the State will not limit or alter the rights vested in the Authority to fulfill the terms of any agreements made with the owners thereof or in any way impair the rights and remedies of the owners until the Bonds, together with the interest thereon, with interest on any unpaid installments of interest, and all costs and expenses in connection with any action or proceeding by or on behalf of the owners, are fully met and discharged (the “State Pledge”)¹⁶. This Financing Order requires, consistent with the Authority Act, that the Authority include in the Bonds a recitation of the State Pledge.

39. After the issuance of the Bonds authorized by this Financing Order, this Financing Order is irrevocable until the payment in full of the Bonds and the related ongoing financing costs. Except in connection with a refinancing or refunding or to implement the true-up mechanism

¹⁶ 74 Okla. Stat § 74-5062.15 (2016).

adopted by the Commission, the Commission may not amend, modify, or terminate this Financing Order by any subsequent action or reduce, impair, postpone, terminate, or otherwise adjust WES Charges approved in this Financing Order.

40. As provided in Section 8(B) of the Act, the Bonds and the interest earned on the Bonds shall not be subject to taxation by the state, or by any county, municipality or political subdivision therein.

41. The Authority is required, pursuant to Section 7(B)(1) of the Act, to notify the Governor, President Pro Tempore of the Senate, the Speaker of the House of Representatives and the Commission upon issuance of a ratepayer-backed bond. The notification shall be in writing and include the amount and terms of the Bonds.

42. The Authority is required, pursuant to Section 7(B)(2) of the Act, to submit an annual report regarding the ratepayer-backed bonds issued pursuant to the Act to the Governor, the President Pro Tempore of the Senate, the Speaker of the House of Representatives, the Attorney General and the Commission as of December 1 each year until the ratepayer-backed bonds, including the Bonds authorized by this Financing Order, are retired.

43. As provided by Section 6(D) of the Act, this Financing Order will remain in full force and effect and unabated notwithstanding the bankruptcy or sale of the Utility, its successors, or assignees.

44. The Utility retains sole discretion regarding whether or when to assign, sell or otherwise transfer the rights and interests created by this Financing Order or any interest therein, or to cause the issuance of any Bonds authorized by this Financing Order.

45. This Financing Order is final, is not subject to rehearing by this Commission, and is not subject to review or appeal except as expressly provided in Section 5(F) of the Act.

46. This Financing Order meets the requirements for a Financing Order under the Act.

47. The true-up and reconciliation mechanism, and all other obligations of the State of Oklahoma and the Commission set forth in this Financing Order, are direct, explicit, irrevocable and unconditional upon issuance of the Bonds and are legally enforceable against the State and the Commission in accordance with Oklahoma law.

IX. ORDERING PARAGRAPHS

Based upon the record, the Findings of Fact and Conclusions of Law set forth herein, and for the reasons stated above, this Commission orders:

A. Approval.

1. **Approval of Application.** The application of the Utility for the issuance of a Financing Order under Section 5(A) of the Act is approved, as provided in this Financing Order.

2. **Authority to Recover Qualified Costs through Securitization.** The Utility's request to recover its 2021 Winter Weather Event related costs, carrying costs and bond issuance costs as provided in this Financing Order, is granted.

3. **Authorization for Issuance.** ODFA is authorized to issue the Bonds in the amount equal to the Authorized Amount and with such other terms as are consistent with the terms of this Financing Order approved by the Authority and the State Deputy Treasurer for Policy and Debt Management.

4. **Proceeds of the Bonds.** The proceeds of the Bonds shall be applied as provided in this Financing Order.

5. **Effect of Securitization.** Upon the issuance of this Financing Order, the Utility will not seek to recover the extreme purchase costs and extraordinary costs identified and quantified in this Financing Order from customers except through the transfer of securitization property in exchange for the proceeds of a bond issuance, which shall offset and complete the recovery of extreme purchase costs and extraordinary costs for the regulated Utility. The use of proceeds from the sale of the Bonds in violation of this Financing Order shall subject the Utility to proceedings pursuant to applicable statutes, orders and the rules and regulations of the Commission but shall not be grounds to rescind, alter, modify or amend this Financing Order and shall not affect the validity, finality and irrevocability of this Financing Order, the securitization property irrevocably created hereby or the Bonds.

6. **Recovery of WES Charges.** The Utility must impose on, and the servicer must collect from all existing and future customers located within the Utility's service area as it existed on the date of this Financing Order and other entities which, under the terms of this Financing Order or the tariffs approved hereby, are required to bill, pay or collect WES Charges, as provided

in this Financing Order, WES Charges in an amount sufficient to provide for the timely payment of the principal and interest on the Bonds, together with all ongoing financing costs.

7. **Provision of Information.** The Utility shall take all necessary steps to ensure that the Commission and its Staff are provided sufficient and timely information relating to the proposed transaction as reasonably requested by the Commission after the date of this Financing Order.

8. **Approval of Tariffs.** The form of the WES Rider attached as Appendix B to this Financing Order is approved. Before the issuance of any Bonds under this Financing Order, the Utility must file a tariff that conforms to the form of the WES Rider tariff provisions attached to this Financing Order.

B. WES Charges.

9. **Imposition and Collection.** The Utility is authorized to impose on, and the servicer is authorized to collect from, all existing and future customers located within the Utility's service area as it existed on the date this Financing Order is issued WES Charges in an amount sufficient to provide for the timely recovery of the principal and interest on the Bonds, together with all ongoing financing costs, as approved in this Financing Order.

10. **ODFA's Rights and Remedies.** Upon the transfer by the Utility of the securitization property to ODFA, ODFA must have all of the rights, title and interest of the Utility with respect to such securitization property, including, without limitation, the right to exercise any and all rights and remedies with respect thereto, including the right to authorize disconnection of electric service and to assess and collect any amounts payable by any customer in respect of the securitization property.

11. **Collector of WES Charges.** The Utility, including any successor to the Utility, or any subsequent servicer of the Bonds, must bill all customer [or other entity which, under the terms of this Financing Order or the tariffs approved hereby,] is required to bill, or collect WES Charges, [for the WES Charges attributable to that customer.]

12. **Collection Period.** The WES Charges shall be imposed and collected until all Bonds and all ongoing financing costs are paid in full.

13. **Allocation.** The Utility must allocate the WES Charges among customer classes in the manner described in this Financing Order.

14. **Nonbypassability.** The Utility and any other entity providing [electric] distribution services to any customer within the Utility's service area as it existed on the date this Financing Order is issued are entitled to collect and must remit, in accordance with this Financing Order, the WES Charges from such customers, and such customers are required to pay such WES Charges. The Commission will ensure that such obligations are undertaken and performed by the Utility and any other entity providing electric transmission or distribution services within the Utility's service area as it exists on the date this Financing Order is issued.

15. **True-Ups.** True-ups of the WES Charges, including non-standard true-ups, must be undertaken and conducted as described in the WES Rider. Any necessary corrections to a true-up, due to mathematical errors in the calculation of such adjustment or otherwise, will be made in future true-up adjustment filings. [The servicer must file the true-up adjustments in a compliance docket and must give notice of the filing to all parties in this docket.]

16. **Ownership Notification; Line Item.** The Utility or any other entity that bills WES Charges to customers must, at least annually, provide written notification to each customer for which the entity bills WES Charges that the WES Charges are the property of ODFA and not of the entity issuing such bill. The Utility shall impose the WES Charge as a separate line item on Customer bills.

C. Ratepayer-backed Bonds.

17. **Terms.** The final terms of the Bonds, including any credit enhancement, shall be consistent with this Financing Order, and approved by the Authority and the State Deputy Treasurer for Policy and Debt Management.

18. **Bond Issuance Costs.** Bond issuance costs described will be recovered from the proceeds of the Bonds in accordance with this Financing Order. The Utility Issuance Costs may not be paid or reimbursed in an amount exceeding \$ _____.

19. **Ongoing Financing Costs.** All ongoing financing costs shall be recovered through the WES Charges. The estimated ongoing financing costs as shown on Exhibit C are approved for recovery. As provided in Ordering Paragraph [29], a servicer, other than the Utility, may collect a servicing fee higher than that set forth in Appendix C to this Financing Order, if such higher fee is approved by the Commission.

20. **Informational Issuance Advice Letter Filing.** Within three business days of the sale of the Bonds, ODFA and the Utility will jointly file with the Commission, for informational

purposes only (with the exception of the Utility Certification included as Attachment 4 thereto), an Issuance Advice Letter, substantially in the form attached to this Financing Order, evidencing the final terms of the Bonds, projected (or actual) costs of issuance and ongoing financing costs for the first year following issuance, projected customer savings, as well the initial WES Charge.

21. **Refinancing.** This Financing Order does not preclude ODFA and the Utility from filing a request for a Financing Order for the Utility to retire or refund the Bonds approved in this Financing Order upon a showing that the Customers would benefit and that such a financing is consistent with the terms of the outstanding Bonds, as permitted by Section 8(D) of the Act.

22. **Collateral.** All securitization property and other collateral must be held and administered by the bond trustee under the indenture as described in this Financing Order.

23. **Distribution Following Repayment.** Following repayment of the Bonds authorized in this Financing Order and release of the funds held by the trustee, the servicer, on behalf of ODFA, must distribute to current customers the final balance of the general, excess funds, and all other subaccounts, whether such balance is attributable to principal amounts deposited in such subaccounts or to interest thereon, remaining after all other qualified costs have been paid. [The amounts must be distributed to each customer class that paid the WES Charges during the last 12 months that the WES Rider was in effect. The amount paid to each customer must be determined by multiplying the total amount available for distribution by a fraction, the numerator of which is the total WES Charges paid by the customer class during the last 12 months the WES Rider charges were in effect and the denominator of which is the total WES Charges paid by all customer classes during the last 12 months the WES Rider was in effect. The amount allocated by each customer class shall be divided by the forecasted billing units for the month in which the refund will take place in order to arrive at a per customer refund amount per [kWh] or [kW], as applicable.][to be addressed in Utility testimony]

24. **Annual Weighted-Average Interest Rate of Bonds.** The effective weighted-average interest rate of the B must not exceed ____%.

25. **Life of Bonds.** The scheduled final payment date of the Bonds authorized by this Financing Order must not exceed __ years after issuance.

26. **Amortization Schedule.** The Commission approves, and the Bonds must be structured, to provide a WES Charge that is designed to produce [substantially level annual debt service over the expected life of the Bonds].

D. Servicing.

27. **Servicing Agreement.** The Commission authorizes the Utility to enter into the servicing agreement with ODFA and to perform the servicing duties approved in this Financing Order. The servicer must be entitled to collect servicing fees in accordance with the provisions of the servicing agreement, provided that, as set forth in Appendix C, the annual servicing fee payable to the Utility while it is serving as servicer (or to any other servicer affiliated with the Utility) must not at any time exceed ___% of the initial aggregate principal amount of the Bonds. The annual servicing fee payable to any other servicer not affiliated with the Utility shall be subject to approval by the Commission pursuant to Ordering Paragraph No. [29].

28. **Servicing Revenues and Expenses.** The revenues collected by the Utility, or by any affiliate of the Utility acting as the servicer shall be included as an identified revenue credit and reduce revenue requirements for the ratepayers' benefit in any the Utility base rate case. The expenses of acting as the servicer shall likewise be included as a cost of service in any the Utility base rate case, subject to the actual servicer fee.

29. **Replacement of the Utility as Servicer.** Upon the occurrence of an event of default under the servicing agreement relating to servicer's performance of its servicing functions with respect to the WES Charges, the ODFA, or a majority of the bondholders, may replace the Utility as the servicer in accordance with the terms of the servicing agreement. If the servicing fee of the replacement servicer exceeds 0.60% of the initial aggregate principal amount of the Bonds, the replacement servicer must not begin providing service until (i) the date the Commission approves the appointment of such replacement servicer or (ii) if the Commission does not act to either approve or disapprove the appointment, the date which is [___] days after notice of appointment of the replacement servicer is provided to the Commission. No entity may replace the Utility as the servicer in any of its servicing functions with respect to the WES Charges and the securitization property authorized by this Financing Order, if the replacement would cause any of the then current credit ratings of the Bonds to be suspended, withdrawn, or downgraded.

30. **Collection Terms.** The servicer must remit collections of the WES Charges to the State Treasurer's Consumer Protection Fund, which shall be maintained by the bond trustee, for ODFA's account in accordance with the terms of the servicing agreement.

31. **Contract to Provide Service.** The Utility shall agree in the sale agreement and in the servicing agreement to continue to operate its transmission and distribution system (or, if by

law, the Utility or its successor is no longer required to own and/or operate both the transmission and distribution systems, then the Utility's distribution system) in order to provide electric services to the Utility's customers; provided, however, that this provision must not prohibit the Utility from selling, assigning, or otherwise divesting its transmission and distribution systems or any part thereof so long as the entities acquiring such system agree to continue operating the facilities to provide electric service to the Utility's customers.

32. **Securities Reporting Requirements.** The Utility shall cooperate with ODFA and supply such information to ODFA as is reasonably consistent with information that would be required to comply with any federal securities law reporting obligations with respect to the Bonds and any other information required to comply with federal or state securities law reporting obligations.

33. **Service Termination.** In the event that the servicer is billing customers for WES Charges, the servicer must have the right to terminate transmission and distribution service to the end-use customer for non-payment by the end-use customer under applicable Commission rules.

E. Use of Proceeds.

34. **Use of Proceeds.** The proceeds of the Bonds will be applied as described in Findings of Fact [71] and [72].

35. **Miscellaneous Provisions.**

36. **Continuing Issuance Right.** The Utility has the continuing irrevocable right to cause the issuance of, and ODFA has the continuing right to issue, the Bonds in one or more series in accordance with this Financing Order for a period commencing with the date of this Financing Order and extending 24 months following the date on which this Financing Order becomes final [and no longer subject to any appeal.]

37. **Binding on Successors.** This Financing Order, together with the WES Charges authorized in it, must be binding on the Utility and any successor to the Utility that provides transmission and distribution service directly to customers in the Utility's service area, any other entity that provides transmission or distribution services to customers within that service area (or if there are separate transmission and distribution service providers, distribution services), and any successor to such other entity, provided that if by law, the Utility or its successor is no longer required to own and/or operate both the transmission and distribution systems, then any entity that

provides distribution service to customers in the service territory shall be bound by this Financing Order.

38. **Flexibility.** Subject to compliance with the requirements of this Financing Order, the Utility and ODFA must be afforded flexibility in establishing the terms and conditions of the Bonds, including repayment schedules, term, payment dates, collateral, credit enhancement, required debt service, reserves, interest rates, use of original issue discount, and other financing costs and the ability of the Utility, at its option, to cause one or more series of Bonds to be issued by the ODFA.

39. **Effectiveness of Order.** This Financing Order is effective upon issuance and is not subject to rehearing by the Commission. Notwithstanding the foregoing, no securitization property must be created hereunder, and the Utility must not be authorized to impose, collect, and receive WES Charges, until concurrently with the transfer of the Utility's rights hereunder to ODFA in conjunction with the issuance of the Bonds.

40. **Regulatory Approvals.** All regulatory approvals within the jurisdiction of the Commission that are necessary for the securitization of the WES Charges associated with the costs that are the subject of the application, and all related transactions contemplated in the application, are granted.

41. **Payment of Commission's Costs for Professional Services.** In accordance with Section 4(D) of the Act, the ODFA must pay the costs to the Commission of acquiring professional services for the purpose of evaluating the Utility's proposed transaction, including, but not limited to, the Commission's outside attorneys' fees in the amounts specified in this Financing Order no later than 30 days after the issuance of any Bonds. Such Commission costs shall be non-Utility bond issuance costs and paid from ratepayer-backed bond proceeds (or as otherwise provided in this Financing Order).

42. **Compliance with Section 4(G) and Section 8(J) of the Act.** If the Utility receives insurance proceeds, governmental grants, or any other source of funding not reflected in the Authorized Amount to compensate it for qualified costs or the Commission determines that the actual costs incurred are less than estimated costs, if any, included in the Authorized Amount, the Utility will promptly inform the Commission [and the Commission will take such amounts into account as required by Section 4(G) of the Act. [Utility to specify how credit will work] Such amounts must accrue interest as provided in Section 4(G) of the Act. In addition, if the Utility

receives any alternative funds that would otherwise be applied to the Authorized Amount after the date of issuance of the Bonds, the Utility is directed, in accordance with Section 8(J) of the Act, to credit such amounts to the customers using the same methodology. No such adjustment shall impair, diminish or affect the stream of WES Charges or the calculation of such charges or otherwise impair the value of the securitization property.

43. **Effect.** This Financing Order constitutes a legal Financing Order for the Utility under the Act. The Commission finds this Financing Order complies with the provisions of Sections 4 and 5 of the Act. A Financing Order gives rise to rights, interests, obligations and duties as expressed in Sections 6 and 8 of the Act. It is the Commission's express intent to give rise to those rights, interests, obligations and duties by issuing this Financing Order. The Utility and the servicer are directed to take all actions as are required to effectuate the transactions approved in this Financing Order, subject to compliance with the criteria established in this Financing Order.

44. **Further Commission Action.** The Commission guarantees that it will act under this Financing Order as expressly authorized by the Act to ensure that expected WES Charge revenues are sufficient to pay on a timely basis scheduled principal and interest on the Bonds issued under this Financing Order and other costs, including fees and expenses, in connection with the Bonds.

45. **All Other Motions, etc., Denied.** The Commission denies all other motions and any other request.

46. **Effectiveness.** This Financing Order shall be effective immediately.

**BY ORDER OF THE CORPORATION
COMMISSION OF OKLAHOMA**

This order is effective this _____ day of _____, 202__.

J. TODD HIETT, CHAIRMAN

BOB ANTHONY, VICE CHAIRMAN

DANA L. MURPHY, COMMISSIONER

**PEGGY MITCHELL
COMMISSION SECRETARY**

FORM OF ISSUANCE ADVICE LETTER

[SUBMITTED FOR INFORMATION ONLY PURPOSES]

_____ DAY, _____, 202_

THE OKLAHOMA CORPORATION COMMISSION

[insert address]

SUBJECT: ISSUANCE ADVICE LETTER FOR RATEPAYER-BACKED BONDS

Pursuant to the Financing Order adopted on the ____ day of _____, 202_ in *Application of Oklahoma Gas and Electric Company For A Financing Order Pursuant to the February 2021 Regulated Utility Consumer Protection Act Approving Securitization of Costs Arising from the Extreme Winter Weather Event of February 2021* (the “Financing Order”), OKLAHOMA GAS AND ELECTRIC COMPANY (the “Utility” or the “Applicant”) and OKLAHOMA DEVELOPMENT FINANCE AUTHORITY (“ODFA” or the “Authority”) jointly submit, this Issuance Advice Letter to report certain terms and information related to the Ratepayer-Backed Bonds Series _____, Tranches _____. Any capitalized terms not defined in this letter shall have the meanings ascribed to them in the Financing Order or the February 2021 Regulated Utility Consumer Protection Act, 74 Okla. Stat. §§ 9071-9081 (the “Act”).

PURPOSE

This filing includes the following information:

- (1) Calculation of total principal amount of Bonds issued;
- (2) The final terms and structure of the Ratepayer-Backed Bonds, including a description of any credit enhancement, the final estimated bond issuance costs and the final estimates of ongoing financing costs for the first year following issuance;
- (3) A calculation of projected customer savings relative to conventional methods of financing resulting from the issuance of the Bonds
- (4) the initial WES Charges.

1. PRINCIPAL AMOUNT OF BONDS ISSUED (AUTHORIZED AMOUNT)

The total amount of qualified costs, carrying costs and issuance costs being financed (the “Authorized Amount”) is presented in Attachment 1.

2. DESCRIPTION OF FINAL TERMS OF BONDS

Set forth below is a summary of the final terms of the Bond Issuance.

Ratepayer-Backed Bond Title and Series: _____

Trustee:

Closing Date: _____, 202_

Bond Ratings: [S&P ___; Moody’s ___; Fitch ___]

Amount Issued (Authorized Amount): \$_____

Ratepayer-Backed Bond Issuance Costs: See Attachment 1, Schedule B.

Ratepayer-Backed Bond Ongoing Financing Costs: See Attachment 2, Schedule B.

Tranche	Coupon Rate	Scheduled Final Maturity	Legal Final Maturity
	_____%	__/__/____	__/__/____
	_____%	__/__/____	__/__/____
	_____%	__/__/____	__/__/____

Effective Annual Weighted Average Interest Rate of the Ratepayer-Backed Bonds:	_____%
Weighted Average Life of Series:	__ years
Call provisions (including premium, if any):	
Expected Sinking Fund Schedule:	Attachment 2, Schedule A
Payments to Bondholders:	Semiannually Beginning _____, _____

3. CALCULATION OF PROJECTED SAVINGS

The weighted average interest rate of the Ratepayer-Backed Bonds (excluding costs of issuance and ongoing financing costs) is less than [____]%, accordingly, the proposed structuring, expected pricing, and financing costs of the Ratepayer-Backed Bonds are reasonably expected to result in substantial revenue requirement savings as compared to conventional methods of financing. The net present value of the savings, which will avoid or mitigate rate impacts as compared to conventional methods of financing the qualified costs, is estimated to be \$_____ (see Attachment 2, Schedule C), based on an effective annual weighted average interest rate of __% for the Ratepayer-Backed Bonds.

4. INITIAL WES CHARGE

Table I below shows the current assumptions for each of the variables used in the calculation of the initial WES Charges.

TABLE I
Input Values For Initial WES Charges
Applicable period: from _____, ____ to _____, ____

Forecasted base rate revenue sales for each Customer classes for the applicable period:	
Ratepayer-Backed Bond debt service for the applicable period:	\$ _____
Charge-off rate for each Customer classes:	
Forecasted annual ongoing financing costs (See Attachment 2, Schedule B):	\$ _____
Current Ratepayer-Backed Bond outstanding balance:	\$ _____
Target Ratepayer-Backed Bond outstanding balance as of ___/___/____:	\$ _____
Total Periodic Billing Requirement for applicable period:	\$ _____

Based on the foregoing, the initial WES Charges calculated for each Customer classes are detailed in Attachment 3.

EFFECTIVE DATE

[In accordance with the Financing Order, the WES Charge shall be billed beginning on the first day of the first billing cycle of the next revenue month following the date of issuance of the ratepayer-backed bonds.]

AUTHORIZED OFFICER

The undersigned are officers of Applicant and Authority, respectively, and authorized to deliver this Issuance Advice Letter on behalf of Applicant and Authority.

Respectfully submitted,

OKLAHOMA GAS AND ELECTRIC
COMPANY

By: _____
Name: _____
Title: _____

OKLAHOMA DEVELOPMENT FINANCE
AUTHORITY

By: _____
Name: _____
Title: _____

ATTACHMENT 1
SCHEDULE A
CALCULATION OF AUTHORIZED AMOUNT

A.	Qualified costs authorized in Docket No. _____ (including any adjustment to carrying costs)	\$
B.	Estimated bond issuance costs (Attachment 1, Schedule B)	
TOTAL AUTHORIZED AMOUNT		\$

ATTACHMENT 1
SCHEDULE B
ESTIMATED ISSUANCE COSTS

	Issuance Costs
Underwriters' Fees & Expenses	\$ -
Underwriters' Counsel Legal Fees & Expenses	\$ -
ODFA Legal & Advisory Fees and Expenses	\$ -
[ODFA Financing Acceptance Fee]	\$ -
State Treasurer Fees and Expenses	\$ -
Bond Counsel Fees	\$ -
Rating Agency Fees and Related Expenses	\$ -
Printing	\$ -
Trustee's/Trustee Counsel's Fees & Expenses	\$ -
ODFA Legal and Advisory Fees	\$ -
Original Issuance Discount	\$ -
Commission Fees and Expenses	\$ -
	\$ -
Other Credit Enhancements (Overcollateralization Subaccount)	\$ -
Rounding/Contingency	\$ -
Debt Service Reserve Subaccount (DSRS)	\$ -
Commission Fees and Expenses	\$ -
Total Non-Utility External Issuance Costs	\$ -
Utility's Financial Advisor Fees & Expenses	\$ -
Utility's Counsel Legal Fees & Expenses	\$ -
Utility's Non-legal Securitization Proceeding Costs & Expenses	\$ -
Utility's Miscellaneous Administrative Costs	\$ -
Servicer's Set-Up Costs	\$ -
External Servicing Costs (Accountant's)	\$ -
Total ODFA Issuance Costs	\$ -
Total Estimated Issuance Costs	\$ -
Rounded Amount	\$ -

Note: Any difference between the Estimated Issuance Costs financed for, and the actual Issuance Costs incurred by, the ODFA and (except as capped) the Utility will be resolved, if estimates are more or less than actual, through The WES Rider or pursuant to the Commission Order issued in this proceeding, as applicable.

ATTACHMENT 2
SCHEDULE B
ESTIMATED ONGOING FINANCING COSTS

	Itemized Annual Ongoing Financing Costs
True-Up Administration Fees ^	\$ -
ODFA Administration Fees ^	\$ -
^	\$ -
ODFA Administration Fees^	\$ -
ODFA Legal Fees & Expenses^	\$ -
ODFA Accounting Fees^	\$ -
Trustee's/Trustee's Counsel Fees & Expenses ^	\$ -
Rating Agency Fees and Related Expenses^	\$ -
Miscellaneous ^	\$ -
Cost of Swaps & Hedges^	\$ -
Other Credit Enhancements^	\$ -
Total Non-Utility External Annual Ongoing Financing Costs	\$ -
Ongoing Servicer Fees (Utility as Servicer)	\$ -
Accounting Costs (External)^	\$ -
Total (Utility as Servicer) Estimated Annual Ongoing Financing Costs	\$ -
Ongoing Servicer Fees as % of original principal amount	%
Ongoing Servicer Fees (Third-Party as Servicer - []% of principal)	\$ -
Other External Ongoing Fees (total of lines marked with a ^ mark above)	\$ -
Total (Third-Party as Servicer) Estimated Ongoing Financing Costs	\$ -

Note: The amounts shown for each category of ongoing financing costs on this attachment are the expected costs for the first year of the Ratepayer-Backed Bonds. Winter event securitization charges will be adjusted at least semi-annually to reflect the actual Ongoing Financing Costs through the true-up process described in the Financing Order, except that the servicing fee is fixed as long as the Utility (or any affiliate) is servicer.

ATTACHMENT 2
SCHEDULE C
BENEFITS VERSUS CONVENTIONAL FINANCING

	Conventional Financing	Ratepayer-Backed Bond Financing	Savings/(Cost) of Ratepayer-Backed Bond Financing
Present Value	\$	\$	\$

The present value discount factor shall be the rate needed to discount future debt service payments on the Bonds to the net proceeds of Bonds, including accrued interest, DSRS and any contingency retained by the trustee.

ATTACHMENT 3

INITIAL ALLOCATION OF COSTS TO CUSTOMER CLASSES

(1) Customer classes (Service Level)	(2) WES Charge ¹ (% of base rate revenues)
1	%
2	%
3	%
4	%
5	%
Total	100.0000%

¹ Determined in accordance with the methodology in Appendix B to the Financing Order.

ATTACHMENT 4

UTILITY CERTIFICATION

THE OKLAHOMA CORPORATION COMMISSION
Jim Thorpe Building, 2101 N. Lincoln
Oklahoma City, Oklahoma 73105

Pursuant to the Financing Order adopted on the ____ day of _____, 202_ in *Application of Oklahoma Gas and Electric Company For A Financing Order Pursuant to the February 2021 Regulated Utility Consumer Protection Act Approving Securitization of Costs Arising from the Extreme Winter Weather Event of February 2021* (the “Financing Order”), OKLAHOMA GAS AND ELECTRIC COMPANY (the “Utility” or the “Applicant”) certifies that the calculation of the WES Charges included in the Issuance Advice Letter were calculated in accordance with Financing Order. If the Commission determines that the calculation of the WES Charges contained any mathematical error, such error will be corrected upon the next implementation of the true-up and reconciliation process.

Any capitalized terms not defined in this certification shall have the meanings ascribed to them in the Financing Order or the February 2021 Regulated Utility Consumer Protection Act, 74 Okla. Stat. §§ 9071-9081.

Respectfully submitted,

OKLAHOMA GAS AND ELECTRIC
COMPANY

By: _____
Name: _____
Title: _____

[INSERT APPENDIX B]

ESTIMATED ISSUANCE COSTS

	Issuance Costs
Underwriters' Fees & Expenses	
Underwriters' Counsel Legal Fees & Expenses	
ODFA Legal & Advisory Fees and Expenses	
ODFA Financing Acceptance Fee	
State Treasurer Fees and Expenses	
Bond Counsel Fees	
Rating Agency Fees and Expenses	
Commission Fees and Expenses	
Printing	
Trustee's/Trustee Counsel's Fees & Expenses	
Original Issuance Discount	
Cost of Swaps & Hedges	
Other Credit Enhancements (Overcollateralization Subaccount)	
Rounding/Contingency	
Debt Service Reserve Subaccount (DSRS)	
Total Non-Utility External Issuance Costs	<hr/> <hr/>
Utility's Financial Advisor Fees & Expenses	
Utility's Counsel Legal Fees & Expenses	
Utility's Non-legal Securitization Proceeding Costs & Expenses	
Utility's Miscellaneous Administrative Costs	
Servicer's Set-Up Costs	
External Servicing Costs (Accountant's)	
Total ODFA Issuance Costs	<hr/> <hr/>
Total Estimated Issuance Costs	<hr/> <hr/>

Note: Any difference between the Estimated Issuance Costs financed for, and the actual Issuance Costs incurred by, the Authority, the Commission and (except as capped) the Utility will be resolved, if estimates are more or less than actual, through the WES Rider or as otherwise authorized by the Financing Order.

ESTIMATED ONGOING FINANCING COSTS

	Itemized Annual Ongoing Financing Costs
True-Up Administration Fees ^	
ODFA Administration Fees ^	
ODFA Legal Fees ^	
Trustee's/Trustee's Counsel Fees & Expenses ^	
Rating Agency Fees and Related Expenses^	
Miscellaneous ^	
^	
Other Credit Enhancements ^	
Total Non-Utility External Annual Ongoing Financing Costs	
Ongoing Servicer Fees (Utility as Servicer) *	
Accounting Costs (External) ^	
Total Utility Annual Ongoing Financing Costs	
Total (Utility as Servicer) Estimated Ongoing Financing Costs	
Ongoing Servicer Fees (Third-Party as Servicer - 0.60% of principal)	
Other External Ongoing Fees (total of lines marked with a ^ mark above)	
Total (Third Party as Servicer) Estimated Ongoing Financing Costs	

Note: The amounts shown for each category of ongoing financing costs on this attachment are the expected costs for the first year of the Ratepayer-Backed Bonds. Winter event securitization charges will be adjusted at least semi-annually to reflect the actual Ongoing Financing Costs through the true-up process described in the Financing Order, except that the servicing fee is fixed as long as the Utility (or its affiliate) is servicer.

TRUE-UP LETTER

[ODFA Letterhead]

Date: _____, 202_

Oklahoma Corporation Commission
Jim Thorpe Office Building
2101 N Lincoln Blvd #129
Oklahoma City, OK 7310

Re: Application of Oklahoma Gas and Electric Company for a Financing Order Pursuant to the February 2021 Regulated Utility Consumer Protection Act Approving Securitization of Costs arising from the Extreme Winter Weather Event of February 2021, and Related Relief, Docket No. _____ (Financing Application)

Dear _____:

Pursuant to the Financing Order adopted on the ____ day of _____, 202_ *in Application of Oklahoma Gas and Electric Company for a Financing Order Pursuant to the February 2021 Regulated Utility Consumer Protection Act Approving Securitization of Costs arising from the Extreme Winter Weather Event of February 2021, and Related Relief*, OCC Docket No. _____ (Financing Application) (the “Financing Order”), Oklahoma Gas and Electric Company (the “Utility”), as Servicer of the Ratepayer-Backed Bonds, or any successor Servicer on behalf of bond trustee as assignee of the ODFA shall apply [semi-annually] for a mandatory periodic adjustment to the WES Charge. Any capitalized terms not defined herein shall have the meanings ascribed thereto in the Financing Order or the February 2021 Regulated Utility Consumer Protection Act, 74 Okla. Stat. §§ 9071-9081 (the “Act”).

Each semi-annual true-up adjustment shall be filed with the Commission not less than [xx] days prior to the first billing cycle of the month in which the revised WES Charges will be in effect. The Commission staff will have [xx] days after the date of the true-up adjustment filing in which to confirm the mathematical accuracy of the servicer’s adjustment. However, any mathematical correction not made prior to the effective date of the WES Charge will be made in future true-up adjustment filings and will not delay the effectiveness of the WES Charge.

Using the formula approved by the Commission in the Financing Order, this filing modifies the variables used in the WES Charge calculation and provides the resulting modified WES Charge. Attachments 1, 2 and 3 show the resulting values of the WES Charge for each Customer class, as calculated in accordance with the Financing Order. The assumptions underlying the current WES Charge were filed by the Utility and the ODFA in an [Issuance Advice]/True-up Letter dated _____.

Respectfully submitted,

[Utility]

By: _____

Name: _____

Title: _____

Attachments

ATTACHMENT 1
CALCULATION OF WES CHARGES

Estimated Ongoing Financing Costs	
True-Up Administration Fees ^	
ODFA Administration Fees ^	
ODFA Legal Fees ^	
Trustee's/Trustee's Counsel Fees & Expenses ^	
Rating Agency Fees and Related Expenses^	
Miscellaneous ^	
^	
Other Credit Enhancements ^	
Total Non-Utility External Annual Ongoing Financing Costs	
Ongoing Servicer Fees (Utility as Servicer) *	
Accounting Costs (External) ^	
Total Utility Annual Ongoing Financing Costs	
Total (Utility as Servicer) Estimated Ongoing Financing Costs	
Ongoing Servicer Fees (Third-Party as Servicer - 0.60% of principal)	
Other External Ongoing Fees (total of lines marked with a ^ mark above)	
Total (Third Party as Servicer) Estimated Ongoing Financing Costs	

Input Values For WES Charges	
Projected usage for payment period (See Attachment 3)	
Forecast uncollectables for payment period	
Average Days Sales Outstanding	
Balance of Collection Account (Net of Capital Subaccount) (As of xx/xx, which is the Calculation Cut-off Date)	
Projected WES Charges Between Calculation Cut-off Date and Proposed Effective Date of True-Up Adjustment	

A. Ratepayer-Backed Bond Principal	
B. Ratepayer-Backed Recovery Bond Interest	
C. Ongoing Financing Costs for the applicable payment period (See Table 1 above)	
Periodic Payment Requirement(Sum of A, B and C)	
Periodic Billing Requirement (See Attachment 2)	

ATTACHMENT 2
WES CHARGE CALCULATIONS

[Calculation Workpapers to be included.]

ATTACHMENT 3

WES CHARGE FOR PAYMENT PERIOD

Customer classes (Service Level)	WES Charge
1	
2	
3	
4	
5	

FORM OF NON STANDARD TRUE-UP LETTER

TRUE-UP LETTER

[ODFA Letterhead]

Date: _____, 202_

Oklahoma Corporation Commission
Jim Thorpe Office Building
2101 N Lincoln Blvd #129
Oklahoma City, OK 7310

Re: Application of Oklahoma Gas and Electric Company for a Financing Order Pursuant to the February 2021 Regulated Utility Consumer Protection Act Approving Securitization of Costs arising from the Extreme Winter Weather Event of February 2021, and Related Relief, Docket No. _____ (Financing Application)

Dear _____:

Pursuant to the Financing Order adopted on the _____ day of _____, 202_ *in Application of Oklahoma Gas and Electric Company for a Financing Order Pursuant to the February 2021 Regulated Utility Consumer Protection Act Approving Securitization of Costs arising from the Extreme Winter Weather Event of February 2021, and Related Relief*, OCC Docket No. _____ (Financing Application) (the “Financing Order”), Oklahoma Gas and Electric Company (the “Utility”), as Servicer of the Ratepayer-Backed Bonds, or any successor Servicer on behalf of bond trustee as assignee of the ODFA, shall apply for a Non Standard True-Up to the WES Charge as it deems necessary to address any material deviations between WES Charge collections and the PPR. Any capitalized terms not defined herein shall have the meanings ascribed thereto in the Financing Order or the February 2021 Regulated Utility Consumer Protection Act, 74 Okla. Stat. §§ 9071-9081 (the “Act”).

Each Non Standard True-up shall be filed with the Oklahoma Corporation Commission not less than [xx] days prior to the first billing cycle of the month in which the revised methodology for calculating WES Charges will be in effect. [The Commission staff will have [xx] days after the date of the true-up adjustment filing in which to confirm the mathematical accuracy of the servicer’s adjustment. However, any mathematical correction not made prior to the effective date of the WES Charge will be made in future true-up adjustment filings and will not delay the effectiveness of the WES Charge.]

Attachments [_____] show the revised methodology for calculating the WES Charges.

Respectfully submitted,

[Utility]

By: _____

Name: _____

Title: _____

Attachments

[ATTACHMENTS TO COME]

Mike Bartolotta

Senior Managing Director



Contact Information:

700 Milam Street
Suite 500
Houston, TX 77002

Telephone: 713.654.8641
michael.bartolotta@hilltopsecurities.com

Areas of Focus

- Head of Debt Capital Markets Banking and Head of Public Finance Banking – Southern Texas Region

Profile

- Over 35 years of experience in public finance industry with excess of \$100 billion of financings
- Served as a Board Member of First Southwest from 1996 through 2014
- Served as a Board Member of PlainsCapital Bank from 2008 to 2013
- Founding Board Member of TexStar, a Texas local government pool
- Chairman of the Municipal Securities Rulemaking Board (“MSRB”) from 2010 to 2011
- Member of the MSRB in 2008 and from 2009 to 2012
- Past chairman of the Securities Industry and Financial Markets Association, (“SIFMA”), Municipal Division executive steering committee and now life member
- Developed the fundamental analytical framework for the evaluation of public-private partnerships from a governmental perspective in 2006 with the analysis of potential disposition of wholly owned revenue assets
- Regular, recognized speaker at industry conferences including those sponsored by the Bond Buyer, the Society of Municipal Analysts, the National Association of Municipal Analysts, the American Association of Port Authorities and the International Bridge, Tunnel and Turnpike Association
- Recognized in New Orleans Federal Court as an expert in municipal securities

Public Benefit Affiliations Current and Past

- Municipal Securities Rulemaking Board
- Securities Industry and Financial Market Association, Municipal Division
- MD Anderson Cancer Center, Board of Visitors Member
- Memorial Hermann Health Systems, Investment Committee Member
- Save Our ER’s Board Member

Education

- Bachelor of Science in Actuarial Science, University of Illinois at Urbana-Champaign

Licenses Held

- Registered Representative of the Financial Industry Regulatory Authority (FINRA)
 - General Securities Representative, Series 7
 - General Securities Principal, Series 24
 - Municipal Securities Representative, Series 52
 - Municipal Securities Principal, Series 53
 - Uniform Securities Agent, Series 63
 - Investment Banking Representative, Series 79

CERTIFICATE OF ELECTRONIC SERVICE

I, the undersigned, do hereby certify that on the 23rd day of August 2021, a true and correct copy of the above and foregoing was sent electronically to:

Office of Attorney General

Jared Haines
A. Chase Snodgrass
313 NE 21st Street
Oklahoma City, OK 73105
Jared.haines@oag.ok.gov
Chase.snodgrass@oag.ok.gov
utilityregulation@oag.ok.gov

Ronald E. Stakem
Cheek & Falcone, PLLC
6301 Waterford Blvd., Suite 320
Oklahoma City, Oklahoma 73118
Rstakem@cheekfalcone.com

Rick D. Chamberlain
6 NE 63rd Street, Suite 400
Oklahoma City, Oklahoma 73105
Rick@chamberlainlawoffices.com

William L. Humes
Kimber L. Shoop
Oklahoma Gas and Electric Company
P.O. Box 321, MC 73101
Oklahoma City, Oklahoma 73101
humeswl@oge.com
shoopkl@oge.com

Jack G. Clark Jr.
Clark, Wood & Pattern, P.C.
3545 NW 58th Street, Suite 400
Oklahoma City, Oklahoma 73112
Cclark@cswp-law.com

Thomas P. Schroedter
Hall, Estill, Hardwick, Gable, Golden & Nelson, P.C.
320 South Boston Avenue, Suite 200
Tulsa, Oklahoma 74103-3706
Tschroedter@hallestill.com

Deborah R. Thompson
OK Energy Firm, PLLC
P. O. Box 54632
Oklahoma City, Oklahoma 73154
Dthompson@okenergyfirm.com

Barbara Colbert

TISH COATS, Regulatory Admin. Oversight Manager
BARBARA COLBERT PUD Compliance Investigator
SUSAN HARWELL, Assistant PUD Regulatory Analyst
Oklahoma Corporation Commission