

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ECTOR COUNTY ENERGY CENTER LLC,¹

Debtor.

Chapter 11

Case No. 22-10320 (JTD)

Re: Docket Nos. 7 and 136

NOTICE OF BIDDING PROCEDURES, AUCTION DATE, AND SALE HEARING

PLEASE TAKE NOTICE that on April 11, 2022, the Debtor filed the *Motion of the Debtor for Orders (I)(A) Authorizing Debtor's Entry into Asset Purchase Agreement, (B) Authorizing and Approving the Bidding Procedures, (C) Approving Procedures Related to the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, (D) Authorizing and Approving a Break-Up Fee and Reduced Break-Up Fee, (E) Approving the Notice Procedures, and (F) Setting a Date for the Sale Hearing; and (II) Authorizing and Approving (A) the Sale of Certain Assets Free and Clear of all Liens, Claims, Encumbrances and Interests, and (B) the Assumption and Assignment of Certain Contracts* [Docket No. 7] (the "Sale Motion"). The Debtor seeks, among other things, to sell substantially all of its assets (the "Purchased Assets") at an auction free and clear of all liens, claims, encumbrances and other interests, and to assume and assign certain leases and executory contracts in connection therewith, pursuant to sections 105, 363, and 365 of the Bankruptcy Code.

PLEASE TAKE FURTHER NOTICE that on May 6, 2022, the Honorable John T. Dorsey, United States Bankruptcy Judge, United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") entered an Order [Docket No. 136] approving, among other things, the Bidding Procedures set forth herein (the "Bidding Procedures Order").² The Bidding Procedures Order set the key dates and times related to the Sale of the Purchased Assets. All interested bidders should carefully read the Bidding Procedures Order and the Bidding Procedures. To the extent that there are any inconsistencies between the Bidding Procedures Order (including the Bidding Procedures) and the summary description of its terms and conditions contained in this Notice, the terms of the Bidding Procedures Order shall control.

PLEASE TAKE FURTHER NOTICE that, among other things, by the Bidding Procedures Order, the Bankruptcy Court approved the Debtor's entry into an Asset Purchase Agreement with Ector County Generation LLC, an acquisition entity affiliated with Rockland

¹ The last four digits of the Debtor's federal tax identification are 6852. The Debtor's mailing address is One South Wacker Drive, Suite 1900, Chicago, IL, 60606, and the Debtor has a principal place of business at 8200 OB Holt Road, Goldsmith, Ector County, Texas, 79761. More information about the Debtor and this case is available on the website maintained by Donlin, Recano & Company, Inc., the Debtor's claims and noticing agent, at www.donlinrecano.com/ecec, or can be requested by e-mail at ececinfor@donlinrecano.com.

² Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Bidding Procedures Order.

Capital, LLC (together with its assignees or designees, the “Proposed Purchaser”), as a “stalking horse” agreement, subject to higher and better competing bids.

PLEASE TAKE FURTHER NOTICE that, pursuant to the terms of the Bidding Procedures, an auction (the “Auction”) to sell the Purchased Assets, which shall be transcribed or recorded on video, will take place on **June 22, 2022, at 10:00 a.m. (prevailing Eastern Time)**, or at such other time as the Bankruptcy Court may determine. The Auction may be conducted virtually, as shall be identified in a notice filed with the Bankruptcy Court at least 24 hours before the Auction. The Auction is open to all creditors to attend. Within twenty-four (24) hours after the conclusion of the Auction, the Debtor shall file a notice with the Bankruptcy Court identifying the Successful Bidder, the Back-up Bidder, and the amount of both bids. All notices referenced in this paragraph will be made available at the website maintained by Donlin, Recano & Company, Inc. (“Donlin Recano”), the Debtor’s claims and noticing agent, at www.donlinrecano.com/ecec, or can be requested by e-mail at ececinfo@donlinrecano.com, or by telephoning Donlin Recano at 1 (800) 361-2782.

PLEASE TAKE FURTHER NOTICE that the Motion seeks entry of an order (the “Sale Order”) that is expected to provide, among other things, that any Successful Bidder will have no responsibility for, and the Purchased Assets will be sold free and clear of, any successor liability, including the following: (a) any liability or other obligation of the Debtor’s estate or related to the Purchased Assets other than as expressly set forth in the Sale Order or in the Asset Purchase Agreement with the Successful Bidder; or (b) any claims against the Debtor, its estate, or any of its predecessors or affiliates.

PLEASE TAKE FURTHER NOTICE that a hearing will be held to approve the Sale of the Purchased Assets to the Successful Bidder (the “Sale Hearing”) before the Bankruptcy Court, located at 824 North Market Street, Wilmington, Delaware 19801, 5th Floor, Courtroom 5, on **June 27, 2022, at 10:00 a.m. (prevailing Eastern Time)**, or at such other time as the Bankruptcy Court may determine. The Sale Hearing may take place virtually, which information will be included in the agenda the Debtor will file with the Court two business days before the Sale Hearing, and which will be available at that time at the website of Donlin Recano, at www.donlinrecano.com/ecec, or can be requested by e-mail at ececinfo@donlinrecano.com, or by telephoning Donlin Recano at 1 (800) 361-2782. The Sale Hearing may be adjourned from time to time without further notice to creditors or parties in interest other than by announcement of the adjournment in open court on the date scheduled for the Sale Hearing, and filing of a notice of the adjournment on the Court’s docket.

PLEASE TAKE FURTHER NOTICE that objections to the Sale (a “Sale Objection”) (other than an objection to the assumption and assignment of certain executory contracts and unexpired leases, as detailed in the Motion and the separately filed and served *Notice to Counterparties to Executory Contracts and Unexpired Leases of the Debtor That May be Assumed and Assigned* (“Cure Notice”)), must: (a) be in writing; (b) signed by counsel or attested to by the objecting party; (c) in conformity with the Bankruptcy Rules and the Local Rules; (d) filed with the Court and served on the Objection Notice Parties (defined below) in accordance with the Local Rules, **on or before June 17, 2022 at 4:00 p.m. (prevailing Eastern Time)** (the “Sale Objection Deadline”). Sale Objections must be served on the following parties (collectively, the “Objection Notice Parties”), which service shall be made through the CM/ECF court filing system, with

courtesy copies to be served by email: (a) Debtor's counsel, (i) Holland & Knight LLP, 10 Saint James Avenue, 11th Floor, Boston, Massachusetts 02116, Attn: John J. Monaghan, Esq. and David W. Wirt, Esq., (john.monaghan@hklaw.com, david.wirt@hklaw.com); and (ii) Polsinelli PC, 222 Delaware Avenue, Suite 1101, Wilmington, Delaware 19801, Attn: Christopher A. Ward, Esq. and Michael V. DiPietro, Esq., (cward@polsinelli.com, mdipietro@polsinelli.com); (b) counsel to the Agent, (i) Davis, Polk & Wardwell, LLP, 450 Lexington Avenue, New York, NY 10017, Attn: Joshua Sturm (joshua.sturm@davispolk.com) and (ii) Richards, Layton & Finger, P.A., Attn: Mark D. Collins, Esq. (collins@rlf.com); (c) the Office of the United States Trustee for the District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Juliet Sarkessian, Esq. (juliet.m.sarkessian@usdoj.gov); (d) counsel to the Proposed Purchaser, (i) Bracewell LLP, City Place I, 34th Floor, 185 Asylum Street, Hartford, CT 06103, Attn: Mark E. Dendinger, Esq. (mark.dendinger@bracewell.com) and 711 Louisiana St., Suite 2300, Houston, Texas 77002, Attn: Ryan S. Holcomb, Esq. (ryan.holcomb@bracewell.com); and (ii) Bayard, P.A., 600 N. King Street, Suite 400, P.O. Box 25130, Wilmington, DE 19899, Attn: Erin Fay, Esq. (efay@bayardlaw.com); (e) counsel to any Official Committee appointed in this Chapter 11 Case; and (f) counsel to Direct Energy Business Marketing, LLC, (i) Quinn Emanuel Urquhart & Sullivan LLP, 51 Madison Ave, New York, NY 10010, Attn: Benjamin I. Finestone, Esq. (benjaminfinestone@quinnemanuel.com); and (ii) Young Conaway Stargatt & Taylor, LLP, 1000 North King Street, Wilmington, Delaware 19801, Attn: Michael R. Nestor, Esq. (mnestor@ycst.com).

PLEASE TAKE FURTHER NOTICE that counterparties to contracts and leases that may be assumed and assigned will be served with the Cure Notice separate and apart from this *Notice of the Bidding Procedures, Auction Date, and Sale Hearing*.

PLEASE TAKE FURTHER NOTICE THAT ANY PARTY OR ENTITY WHO FAILS TO TIMELY MAKE AN OBJECTION TO THE SALE ON OR BEFORE THE SALE OBJECTION DEADLINE MAY BE FOREVER BARRED FROM ASSERTING ANY OBJECTION TO SUCH SALE, INCLUDING WITH RESPECT TO THE TRANSFER OF THE DEBTOR'S ASSETS FREE AND CLEAR OF ALL LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS SET FORTH IN THE ASSET PURCHASE AGREEMENT WITH THE SUCCESSFUL BIDDER OR THE SALE ORDER.

PLEASE TAKE FURTHER NOTICE that this *Notice of the Bidding Procedures, Auction Date, and Sale Hearing* is subject to the full terms and conditions of the Motion, Bidding Procedures Order, and Bidding Procedures, which Bidding Procedures Order shall control in the event of any conflict, and the Debtor encourages parties in interest to review such documents in their entirety. Any party that has not received a copy of the Motion or the Bidding Procedures Order that wishes to obtain a copy of the Motion or the Bidding Procedures Order, including all exhibits thereto, may obtain such documents free of charge at the website maintained by Donlin, Recano & Company, the Debtor's claims and noticing agent, at www.donlinrecano.com/ecec, or can be requested by e-mail at ececinfo@donlinrecano.com, or by telephoning Donlin Recano at 1 (800) 361-2782.

Dated: May 9, 2022
Wilmington, Delaware

Respectfully submitted,

/s/ Christopher A. Ward

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