

DRAFT PROPOSAL REQUIREMENTS

1. Purpose

The Brownfield and Utility-Scale Solar RFP is expected to be issued on Tuesday, October 16, 2018 and is for the annual delivery of 2,000,000 renewable energy credits (RECs) from new utility-scale solar projects (projects over 2 MW), and 80,000 RECs from new brownfield site photovoltaic projects to Ameren Illinois Company (“AIC”), Commonwealth Edison Company (“ComEd”), and MidAmerican Energy Company (“MEC”). Each of AIC, ComEd, and MEC is referred to as a “Company” below.

The present document provides an overview of the Proposal submission process and draft Proposal requirements. These requirements are based on:

- Public Act 99-0906, which was signed into law on December 7, 2016 and became effective June 1, 2017;
- Comments received pursuant to the IPA workshop held on June 12, 2018;
- The draft REC Contract, which was posted to the procurement website on July 13, 2018 for comments by participants;
- The procurement events held under the 2017-2018 Initial Forward Procurements; and
- The Long-Term Renewable Resources Procurement Plan developed by the Illinois Power Agency (“IPA”); and
- The Order by the Illinois Commerce Commission (“ICC” or “Commission”) dated April 3, 2018 regarding the IPA’s Long-Term Renewable Resources Procurement Plan.

These draft Proposal requirements are subject to change.

2. Overview of Proposal Submission Process

- 2.1. A “Project” is a new utility-scale solar project or a new brownfield site photovoltaic project as defined by the Act. A “Proposal” is a response to this RFP for a given Project. A participant submits a Proposal for each Project for which the participant wants to present a bid. There are two (2) “Products” corresponding to RECs from utility-scale solar projects or RECs from brownfield site photovoltaic projects.
- 2.2. A Proposal consists of two (2) parts. The first part of the Proposal (“Part 1 Proposal”) is the participant’s response to the qualification standards. The qualification standards are set to provide assurances that the Project can satisfy the requirements of Public Act 99-0906 and to establish that the participant accept the terms of, and can meet the obligations under, the REC Contract. The second part of the Proposal (“Part 2 Proposal”) includes the bid and financial support for the bid.
- 2.3. Each participant is required to pay a non-refundable Bid Participation Fee of \$500 as a condition of completing the Part 1 Proposal to the extent that such participant has not already paid a Bid Participation Fee pursuant to its participation in a 2018 procurement event. The Bid Participation Fee will be used to cover part of the costs of the 2018 procurement events. The Supplier Fees, which are levied only on those that have bids approved by the Commission, are also used to cover part of the costs of the procurement events.
- 2.4. Participants submit the Part 1 Proposal online, using the “Part 1 Form”. Participants enter required information in the Part 1 Form (for example, contact information for the participant and the size of the Project). Any supporting documentation that may be

required can either be uploaded to the Part 1 Form or sent via email to the Procurement Administrator at Illinois-RFP@nera.com. When a signature is required, the Procurement Administrator makes available to participants an “Insert”, which is a stand-alone Microsoft Word form that a participant can fill out, print, sign, scan, and then upload to the Part 1 Form or email to the Procurement Administrator. Additional details on Part 1 Proposal requirements are provided in the next section.

- 2.5. The Part 1 Proposal consists of the completed online Part 1 Form as well as documents required by the Part 1 Form (emailed to the Procurement Administrator or uploaded to the online Part 1 Form).
- 2.6. Similarly, participants use an online “Part 2 Form” to submit information and documents in response to the Part 2 Proposal requirements for each Project. A participant makes a number of certifications, including that any bid submitted is binding until seventeen (17) business days after submission. A participant is required to submit bid assurance collateral in the form of cash or a letter of credit to each utility to support its bids.
- 2.7. A Bidder presenting Proposals for multiple Projects and that elects to provide bid assurance collateral in the form of a letter of credit for a Company may present a single letter of credit to that Company for all of its Projects. Similarly, a Bidder presenting Proposals for multiple Projects and that elects to provide bid assurance collateral in the form of cash for a Company may effect a single wire transfer to provide to that Company the required bid assurance collateral for all Projects.
- 2.8. If providing bid assurance collateral in the form of a letter of credit for a Company, the Bidder must either use the Standard Pre-Bid Letter of Credit for that company provided as

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an appendix to the RFP Rules, or the Bidder must submit an original executed Pre-Bid letter of Credit for that Company that incorporates only those modifications to the Company's Standard Pre-Bid Letter of Credit approved by that Company and posted to the procurement website.

- 2.9. Unless a participant provides special instructions, a Pre-Bid Letter of Credit submitted by the participant will not be returned but will simply expire on the date stated as part of its terms. A participant that has bids approved by the Commission may use cash posted as bid assurance collateral to satisfy any collateral requirements under the REC Contract. A participant that posted cash as bid assurance collateral and that does not have bids approved by the Commission must submit a request to a Company for the return of cash.
- 2.10. The Procurement Administrator will provide a Bid Form in Microsoft Excel format to be used by the participant to submit a bid for each of its Projects.
- 2.11. The Part 2 Proposal consists of (i) the completed online Part 2 Form; (ii) bid assurance collateral in the form of cash or Pre-Bid Letters of Credit; (iii) any other documents necessary to fulfill the Part 2 Proposal requirements; and (iv) the Bid Form, which is submitted separately from the other components of the Part 2 Proposal.
- 2.12. A schedule (subject to change) for the procurement event is available on the Calendar page of the procurement website: <https://www.ipa-energyrfp.com/calendar/>
- 2.13. Part 1 Proposals are received and processed during a specific timeframe, the "Part 1 Window". The last day of the Part 1 Window is called the "Part 1 Date". All materials for the Part 1 Proposals are due at 12 PM (noon) Central Prevailing Time on the Part 1 Date.

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- 2.14. Part 2 Proposals are received and processed during a specific timeframe, the “Part 2 Window”. The last day of the Part 2 Window is called the “Part 2 Date”. All materials for the Part 2 Proposals, except the participant’s bids, are due at 12 PM (noon) Central Prevailing Time on the Part 2 Date.
- 2.15. The day bids are due is called the “Bid Date”. Bids are evaluated on the Bid Date. The bids will be received during a particular time window on the Bid Date (for example, between 8 AM and noon). The Procurement Administrator evaluates the bids of participants that successfully complete the Part 1 Proposal and the Part 2 Proposal.
- 2.16. A “bid” consists of a price per REC for a given Project as well as a quantity of RECs that the Project will deliver annually under the terms of the REC Contract.
- 2.17. The evaluation of bids proceeds separately for each Product. The evaluation for a Product first eliminates the bids that fail to meet or beat the benchmarks for that Product. Second, bids are ranked in order of price per REC until the target is met (on an annual basis) or until all bids have been ranked. Projects with the lowest priced RECs are thus selected and identified by the Procurement Administrator to the Commission as winning Projects.
- 2.18. Within two (2) business days of the Bid Date, the Procurement Administrator will submit to the Commission a confidential report that will provide the results of the procurement event. Within two (2) business days of the Bid Date, the Procurement Monitor will submit to the Commission a confidential report regarding the results of the procurement event. The Commission will decide whether to accept or reject the results of the procurement event within two (2) business days of receiving the confidential reports from both the Procurement Administrator and the Procurement Monitor.

3. Draft Part 1 and Part 2 Proposal Requirements

The tables below provide a list of requirements that are anticipated at this time for the Part 1 and Part 2 Proposals. This list is in draft form and is preliminary.

Draft Part 1 Proposal Requirements for Each Project	
Project Information	<ul style="list-style-type: none"> • Type of Project: utility-scale solar or brownfield site photovoltaic Project • Size: in MW, AC rating • Site Description: address and map of the Project site. The site description provided in the Proposal will be incorporated in the REC Contract for a winning Project. • Brownfield Project: provide the program under which the site is regulated and, if in the IEPA’s Site Remediation Program, additional requirements to show actual blight or contamination prior to remediation • Adjacent State Project: provide evidence that the IPA has determined that the Project meets the public interest criteria in the Act and has been granted pre-approval of its eligibility for Illinois RPS compliance • Copy of the Project’s signed Interconnection Agreement (with utility or ISO). If unavailable, provide: <ol style="list-style-type: none"> 1) Proof of site control including supporting documentation for each land owner (e.g. signed lease agreement, proof of land ownership, memorandum of understanding with land owner, or letter of intent to lease the land) for an area of at least 4 acres times the Project size (in MW AC rating) for a utility-scale solar project or 3 acres times the Project size (in MW AC rating) for a brownfield site photovoltaic project 2) Contact information for land owners 3) Description of the stage of project development by indicating the milestones that have been reached (e.g. interconnection application submitted, point of

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	<p>interconnection validated, system impact study completed, local inspections completed, etc.).</p> <ul style="list-style-type: none"> • Date at which the Project commenced or is expected to commence operations (“Commercial Operations Date”) • Additional information may be required depending on results of evaluation
Identification of the Parties	<ul style="list-style-type: none"> • Name of party submitting the Proposal (“Bidder”) and contact information for 1-4 individuals (“Representatives”) • Name of party signing the REC Contract (“Seller”) and contact information for an officer of the Seller
Seller Information	<ul style="list-style-type: none"> • Address • Years in business • Website • Credit ratings, if available, for Seller or guarantor of Seller
Certifications by Seller	<ul style="list-style-type: none"> • All information with respect to the Project is true • Agree to the terms of the REC Contract • Represent that the Project was not energized on or before June 1, 2017 • Represent that milestones in Project development achieved to date provide reasonable expectation that delivery will commence no later than May 31, 2021 • Agree that there will be no substitution of Project and that site will remain substantially as described in Proposal • Project was or will be installed by qualified persons in compliance with the requirements of Section 16-128A of the Act and any rules or regulations adopted thereunder. • Cost of Project is not being recovered through regulated rates by the state of Illinois or any other state
Draft Part 2 Proposal Requirements for Each Project	
Quantity and Bid Assurance Collateral	<ul style="list-style-type: none"> • Indicate intended bid quantity for each Project; this indication is not binding

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	<ul style="list-style-type: none"> • Provide bid assurance collateral in the form of cash or a Pre-Bid Letter of credit to each Company • If submitting cash, acknowledge the conditions under which the Company can draw upon the cash and provide draft instructions for the return of cash • If submitting a Pre-Bid Letter of Credit, provide special instructions for returning the Pre-Bid Letter of Credit (optional)
Certifications by Seller	<ul style="list-style-type: none"> • Bidding independently • Commit to bids remaining valid until seventeen (17) days after Bid Date • Agree to sign REC Contract within the required timeframe if Project is selected
Additional Information	<ul style="list-style-type: none"> • May, but is not required to, provide information needed to complete the REC Contract
Bid	<ul style="list-style-type: none"> • A participant provides a price per REC as well as an annual quantity of RECs to be delivered annually from the Project • The size of the Project determines the maximum number of RECs that can be bid for the Project (i.e., the product of: (a) the Project size in MW (AC rating), (b) a capacity factor of 26.5%, (c) 8760 hours).