

Illinois Power Agency
Utility Distributed Generation
Request for Proposals
Process and Rules

08 September 2017

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ARTICLE I. Introduction

I.1. Overview

- I.1.1. Pursuant to Illinois Public Act 95-0481, effective August 28, 2007 (the “Act”), including the Act’s amendments to the Public Utilities Act (“PUA”), on September 27, 2016 the Illinois Power Agency (“IPA”) filed a Procurement Plan with the Illinois Commerce Commission (“ICC” or “Commission”). The ICC issued an Order on December 13, 2016 approving the IPA’s Procurement Plan. Public Act 99-0906 was signed into law on December 7, 2016 and took effect June 1, 2017. For purposes of this document the “Procurement Plan” means the Procurement Plan as amended by this ICC Order.
- I.1.2. The existing renewable energy resources under contract with Ameren Illinois Company (“AIC”), with Commonwealth Edison Company (“ComEd”), and with MidAmerican Energy Company (“MEC”) do not meet or exceed the Renewable Portfolio Standard obligations for distributed generation (“DG”) for eligible retail customers. Thus, the Procurement Plan provides for procurement events for Renewable Energy Credits (“RECs”) from distributed generation using funds already collected from Alternative Compliance Payments for AIC and ComEd and from the Renewable Resources Budget for MEC. A REC represents all the environmental attributes corresponding to one megawatt-hour of energy generated from renewable energy resources.
- I.1.3. As provided by the Procurement Plan, a procurement event for RECs from distributed generation was held in Spring 2017 that procured the entirety of the requirements for MEC and a portion of the requirements for AIC and ComEd. The RFP for the procurement of RECs from distributed generation in Spring 2017 is referred to as the “Spring 2017 RFP”. The present document, in conjunction with all its appendices as described in more detail in Section I.5,

constitutes the Request for Proposals (“RFP”) to solicit bids from suppliers for the Fall 2017 procurement event. This RFP is referred to as the “Utility Distributed Generation RFP” or the “DG RFP”. The present document alone is referred to as the “RFP Rules”. The RFP Rules detail the qualification standards and bidding process.

- I.1.4. The IPA has retained NERA Economic Consulting (“NERA”) as the Procurement Administrator for the procurement event. The ICC has retained Bates White, LLC as the Procurement Monitor. The Procurement Monitor will report and monitor the progress of the procurement event for the ICC.
- I.1.5. A “Proposal” is a response to this RFP. An entity that submits any part of a response to this RFP is a “Bidder”.
- I.1.6. A Proposal consists of two (2) parts. The first part of the Proposal (“Part 1 Proposal”) is the Bidder’s response to the qualification standards described in Article IV of these RFP Rules. The second part of the Proposal (“Part 2 Proposal”) includes the Bidder’s offers and financial support for these offers. The Part 2 Proposal is described in detail in Article V.
- I.1.7. Capitalized terms in this document are defined explicitly herein unless explicit reference is made to another document.

I.2. Products and Bids

- I.2.1. This RFP solicits suppliers to deliver RECs generated from distributed generation systems to AIC or to ComEd, (each a “Company”) or to both Companies. Distributed generation as identified in the Act is from a “distributed renewable energy generation device”. A distributed renewable energy generation device, referred to in these RFP Rules as a “system”, is limited in nameplate capacity to less than or equal to 2,000 kW (AC rating), is

behind the customer meter, and is interconnected at the distribution level of an electric utility, municipal utility, or a rural electric cooperative in Illinois.

- I.2.2. A system is powered by wind, solar thermal energy, photovoltaic cells or panels, biodiesel, crops and untreated and unadulterated organic waste biomass, tree waste, or hydropower that does not involve new construction or significant expansion of hydropower dams. A system is located in the state of Illinois.
- I.2.3. There are two (2) “Products”, each defined by the “Size Class” of the system that generates the RECs. Systems in the “Small Size Class” are systems under 25 kW in nameplate capacity (AC rating). The “Small Size Product” consists of RECs generated from systems in the Small Size Class. Systems in the “Large Size Class” are systems of at least 25 kW but no more than 2,000 kW in nameplate capacity (AC rating). The “Large Size Product” consists of RECs generated from systems in the Large Size Class. To the extent possible, 50% of RECs procured will come from the Small Size Product. For the avoidance of doubt, the term “system” in these definitions and elsewhere in the document refers to a distributed renewable generation device as further defined in Paragraphs I.2.1 and I.2.2.
- I.2.4. A Bidder that presents a Proposal to deliver RECs from systems in the Large Size Class must identify such systems in its Proposal. Such systems must begin accumulating metered deliveries by November 30, 2018. A Bidder that presents a Proposal to deliver RECs from systems in the Small Size Class may identify such systems in its Proposal, in which case such systems must begin accumulating metered deliveries by November 30, 2018. Alternatively, a Bidder may include in its Proposal RECs from Small Size Class systems that have yet to be identified. All such RECs offered at a given price are together called a “Forecast Quantity”. A Bidder that includes Forecast Quantities in its

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Proposal must identify the systems by July 13, 2018 and such systems must begin accumulating metered deliveries by August 31, 2019.

- 1.2.5. The “Overall Target” for this procurement event is 8,153 RECs, which represents an annual quantity of RECs. This Overall Target is the sum of a Target for AIC of 1,614 RECs and a Target for ComEd of 6,539 RECs. The Target for each Company is set in accordance with the Act as one percent (1%) of the renewable energy resource obligation. The Target for each Company accounts for the RECs procured in the 2015, 2016, and Spring 2017 DG RFPs. The renewable energy resource obligation corresponds to thirteen percent (13%) of the actual amount of electricity supplied to eligible retail customers for which supply is procured by the IPA in the planning year ending immediately prior to the procurement event.
- 1.2.6. The cost of procuring the RECs for each Company in this procurement event will not exceed the Budget set for that Company. The Budgets correspond to hourly Alternative Compliance Payment funds available for each Company and take into consideration the cost of RECs from the Spring 2017 RFP. A preliminary Budget for each Company will be announced no later than the Part 1 Date. A final Budget for each Company will be announced no later than three (3) business days prior to Bids being due. The Overall Budget is the sum of the Budgets for the two (2) Companies.
- 1.2.7. A Bidder may bid on one Product or may bid on both Products. A Bidder may bid to provide RECs from various systems, from various types of renewable energy sources (also called “technologies”), belonging to one or both Size Classes, and including Forecast Quantities for the Small Size Class. For a given Product, a Bidder may bid a number of RECs for that Product up to the Overall Target. If a Bidder exceeds the number the Overall Target for a Product, the

Bidder will be required to agree that only a portion of its highest priced system or forecast quantity can be selected.

I.2.8. A “Bid” is a price per REC for a Product rounded to the nearest cent. A “Block” is a quantity of RECs which together meet or exceed the equivalent of a certain nameplate capacity (AC rating). The capacity associated with the number of RECs in a Forecast Quantity is calculated using a capacity factor of 17%. A system delivers an “Annual Quantity”, which is a quantity of RECs determined on the basis of the system size and the standard capacity factors provided in the table below.

Table I-1. Capacity Factors Used to Determine Annual Quantities

Technology	Capacity Factor
wind (below 25 kW)	11.00%
wind (25 – 2,000 kW)	16.00%
solar thermal solar photovoltaic cells and panels (fixed mount)	17.00%
solar photovoltaic cells and panels (tracking)	20.00%
biodiesel, crops and untreated and unadulterated organic waste biomass, tree waste	47.74%
hydropower that does not involve new construction or significant expansion of hydropower dams	31.06%

I.2.9. Each Bidder must submit Bids for RECs from systems and Forecast Quantities (for the Small Size Class) that together are the equivalent of at least 1 MW in size. Components of the first 1 MW Block presented by a Bidder may be of different technologies, may be from different Size Classes, and, for the Small Size Class, may be from systems and may include a Forecast Quantity. To the extent that the first 1 MW Block features RECs from both Products, the Bidder must provide a Bid for each Product. A Bidder wishing to present more systems than required by the first 1 MW Block, or wishing to present additional Forecast Quantities for the Small Size Class may do so in additional Blocks that are the

equivalent of at least 100 kW. All RECs from 100 kW Blocks must be of the same Product (i.e., either: all RECs from the Large Size Product; or: all RECs from the Small Size Product that may include RECs from identified systems of the Small Size Class or RECs from a Forecast Quantity). For purposes of determining the capacity associated with the number of RECs in a Forecast Quantity, a capacity factor of 17% is used. The Bidder must submit a single Bid for all RECs in each additional Block.

- I.2.10. If Bids for a Bidder are approved by the Commission, the Bidder will deliver RECs to one (1) Company or both Companies under its applicable supplier contract at a single blended average price per REC for each Product. The single blended average price per REC for a Product will be calculated on the basis of the Bidder's Bids for the RECs of that Product under contract with that Company.
- I.2.11. The evaluation of Bids will select the lowest priced Bids for a given Product. However, the evaluation will also strive to ensure that, to the extent available, 50% of the RECs procured are from one Product and 50% from the other. There are no goals for specific types of renewable energy resources, no preference will be given to one type over another, and, within the Small Size Class, no preference will be given to systems or to a Forecast Quantity.
- I.2.12. The evaluation of Bids and the allocation of winning Bids to each Company proceed in several steps. First, Bids that fail to meet or beat the benchmarks are eliminated from further consideration. In accordance with the Act, benchmarks are established by the Procurement Administrator, in consultation with the IPA, the Procurement Monitor, and the ICC Staff. The benchmarks are confidential and are subject to review and approval by the ICC. Second, Bids are selected in price order until the Overall Target for this procurement event is met (on an

annual basis) or until the Overall Budget for this procurement event is exhausted, whichever comes first. If the second step ends because the Overall Target is met on an annual basis and one Product accounts for less than 50% of that Overall Target, then the next most competitive offer in that Product would be selected and would replace in whole or in part RECs of the other Product (to the extent such RECs are available) until the 50% proportion is reached.

- I.2.13. The Bids selected by the evaluation procedure are allocated to each Company considering each Company's Budget and implementing the following priorities: 1) to minimize the administrative burden for the Companies and Bidders by having each Bidder have a single contract with a single Company to the extent feasible; 2) to have Companies get their pro-rata share of the RECs; and 3) to have 50% of the RECs for each Company come from each Product. The Procurement Administrator may use its discretion in assigning selected Bids to accommodate the fact that the pro-ration of selected Bids that would be allocated to each Company may not be evenly divided due to the size of the winning Bids and each Company's Budget. The evaluation and allocation of RECs for a Company in no case will result in the procurement of RECs that exceed the Target on an annual basis for that Company or that combine to cost more than the Budget for that Company.
- I.2.14. The allocation of winning Bids of a particular Bidder in no case will result in the RECs from a given system being delivered to more than one Company.

I.3. Submission of Proposals

- I.3.1. Bidders use the online Part 1 Form to submit information and to upload required documents to respond to the qualification standards described in Article IV of these RFP Rules. Bidders may also provide required documents by email to the Procurement Administrator. The Part 1 Form as well as the Inserts to the Part 1 Form are available electronically on the procurement website, www.IPA-energyrfp.com, or are available from the Procurement Administrator.
- I.3.2. The Part 1 Proposal for a Bidder consists of the completed online Part 1 Form as well as all documents required by the Part 1 Form. A Bidder that has not paid a Bid Participation Fee pursuant to its participation in a prior 2017 procurement event and that submits a Part 1 Proposal in this RFP is required to pay a non-refundable Bid Participation Fee.
- I.3.3. The Part 2 Proposal for a Bidder consists of the completed online Part 2 Form as well as an original executed letter of credit for the benefit of the IPA (the “Letter of Credit”) in an amount sufficient to support the Bids, any other document required by the Part 2 Form, and the Bidder’s Bids. Bidders must use the Bid Form provided by the Procurement Administrator for purposes of submitting Bids.
- I.3.4. A schedule for this RFP is provided in Table II-1. Any updates will be provided on the procurement website www.IPA-energyrfp.com. 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, including the Bid Participation Fee for Bidders that have not already paid such Bid Participation Fee as a result of participation in a prior 2017 procurement event, must be received by 12 PM (noon) on the Part 1 Date.

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All times in this RFP are Central Prevailing Times (“CPT”) unless specifically noted.

- I.3.5. 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 Bidders’ Bids, must be received by 12 PM (noon) on the Part 2 Date.
- I.3.6. The day Bids are due is called the “Bid Date”. Bids are evaluated on the Bid Date. The Bidder’s Bids must be received between 8 AM and 12 PM (noon) on the Bid Date. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Bidder that qualifies pursuant to a successful Part 1 Proposal and that submits a Part 2 Proposal that fulfills all the requirements of Article V by 12 PM (noon) on the Bid Date.
- I.3.7. Within two (2) business days of the Bid Date, the Procurement Administrator submits to the ICC a confidential report that will provide the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days of the Bid Date, the Procurement Monitor also submits to the ICC a confidential report regarding the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. The ICC is expected to 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.
- I.3.8. If the ICC approves the results of the procurement event, a Company and each Bidder with approved Bids allocated to that Company will execute the “applicable supplier contract” within three (3) business days of the ICC decision. The applicable supplier contract is AIC’s Renewable Energy Credit Agreement

(the “(AIC DG) REC Contract”), or ComEd’s Master Distributed Generation Renewable Energy Certificate Purchase and Sale Agreement (the “(ComEd) Master DG Agreement”).

1.3.9. Bidders with winning Bids approved by the ICC will be assessed a Supplier Fee that reflects the cost of conducting the procurement events less the total of the Bid Participation Fees. The Procurement Administrator has announced an estimate of Supplier Fee of \$7.00/REC. The exact amount of the Supplier Fee will be announced no later than two (2) business days before the Bid Date. If the ICC approves some or all of the Bidder’s Bids, the Bidder will have seven (7) business days after ICC approval to pay to the IPA the Supplier Fees associated with those winning Bids.

1.3.10. If the ICC rejects the results of a procurement event, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within ten (10) days of the ICC decision to analyze potential causes for the ICC decision or for failure to meet the requirements. The Procurement Administrator may implement changes and hold an additional procurement event if such changes would address the concerns that caused the Commission to reject the results of the procurement event.

1.4. Seller Obligations

1.4.1. Each Company has a separate supplier contract and a Bidder must accept the terms of both applicable supplier contracts as a condition of participation. A Bidder’s winning Bids are allocated to one or more of the Companies by the Procurement Administrator.

1.4.2. This section describes in general terms a few key provisions that are common to the two (2) applicable supplier contracts: the (AIC DG) REC Contract and the

(ComEd) Master DG Agreement. This is a summary only and is subject to and qualified in its entirety by each of the (AIC DG) REC Contract provided as Appendix 1 and the (ComEd) Master DG Agreement provided as Appendix 2 to these RFP Rules.

I.4.3. Under the terms of each applicable supplier contract:

- The Seller provides “Standard RECs”, namely RECs that include all environmental attributes represented by renewable electricity generation associated with the RECs.
- The RECs must be associated with generation from a distributed renewable energy generation device selected through this RFP or associated with generation from a distributed renewable energy generation device identified from a Forecast Quantity awarded through this RFP.
- The price from a Company received by the Seller for each REC of a Product is the average (arithmetic mean) of the Bidder’s own winning Bids for all RECs of that Product to be delivered to that Company.
- The Seller will use PJM Environmental Information System’s Generation Attribute Tracking System (“GATS”) or the Midwest Renewable Energy Tracking System (“M-RETS”) as the tracking system for RECs.
- Suppliers with systems selected through this RFP will be required to demonstrate that each such system has begun accumulating metered deliveries tracked by GATS or M-RETS by November 30, 2018. Suppliers awarded a Forecast Quantity will be required to identify distributed renewable energy generation devices for that Forecast Quantity by July 13, 2018 and the initial meter read date for these systems must occur by

August 31, 2019. Failing to do so leads to a reduction of the quantities that can be delivered under the applicable supplier contract.

- RECs procured through this RFP will be transferred from the Supplier's account in GATS or in M-RETS to the account of the applicable Company in the relevant tracking system.
- All RECs delivered are to be based on renewable energy generation that occurred no earlier than 12 months prior to the date of Delivery.
- Each applicable supplier contract will specify a maximum quantity of each Product that the Seller can deliver to the Company in a delivery year as well as an overall maximum contract quantity over the entire term of the applicable supplier contract. A Seller may not deliver more RECs of a Product that the maximum quantity of that Product in a delivery year or through the entire term of the applicable supplier contract. If a Seller delivers less than the maximum quantity in a delivery year, the Seller must certify that it has delivered all RECs from the systems included in the applicable supplier contract. It is an event of default under each applicable supplier contract for: (i) a Seller to sell RECs from the systems included in the contract to a party other than the Company; while, at the same time for: (ii) the Seller to be unable to meet the maximum quantity in a delivery year.

I.5. Summary of RFP Documents

I.5.1. The following documents are appended to the RFP Rules, and shall be considered an integral part of this RFP:

- Appendix 1: (AIC DG) REC Contract
- Appendix 2: (ComEd) Master DG Agreement
- Appendix 3: RESERVED
- Appendix 4: Illustrative Part 1 Form

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- Appendix 5: Sample Documents (Letter of Intent and Host Acknowledgment)
- Appendix 6: Illustrative Part 2 Form
- Appendix 7: Illustrative Bid Form
- Appendix 8: Evaluation Process
- Appendix 9: Standard IPA Letter of Credit
- Appendix 10: Confidentiality Statement

ARTICLE II. Information and Schedule

II.1. Procurement Website

II.1.1. The Procurement Administrator has established a procurement website that is the main source of information for this RFP. Bidders and other stakeholders can visit this procurement website to obtain information and documents related to the procurement events. The procurement website address is www.IPA-energyrfp.com.

II.1.2. More generally, the procurement website contains the sections described below. New sections may be added as necessary to assist Bidders.

Home: This section provides recent announcements and a brief description of the purpose of the website.

Announcements: This section provides announcements such as reminders about deadlines and posting of documents.

Fall Block Energy and Capacity: This section provides documents related to the Fall procurement of block energy for the AIC, ComEd, and MEC portfolios and of capacity for the AIC portfolio.

Fall Utility DG: This section provides documents related to the Fall procurement of RECs from distributed generation for the AIC and ComEd portfolios.

Wind and Solar: This section provides documents for the procurement of RECs from utility-scale solar projects, utility-scale wind projects, and brownfield site photovoltaic projects.

Zero Emissions Credits: This section provides documents for the procurement of Zero Emissions Credits from zero emission facilities in an amount approximately equal to 16% of the electricity delivered by the utilities in 2014 for AIC, ComEd, and MEC.

Calendar: This section provides a schedule for the most current procurement events.

FAQs: The Procurement Administrator answers questions from interested parties via email. The question and answer are posted in this section so that all interested parties have access to the same information. Aspects of the question and/or answer that might identify the questioner are removed before posting to the extent practicable.

Contact Us: This section gives an opportunity for interested parties to register their email address to receive announcements regarding the procurement events and to ask questions of the Procurement Administrator.

Previous RFPs: The Procurement Administrator provides in this section links to information from previous RFPs.

Qualification Forms: Bidders use this link and their login credentials to access the online Part 1 and Part 2 Forms that they use to submit information and upload required documents to respond to the requirements of this RFP.

II.2. RFP Schedule

II.2.1. The following is the schedule for the procurement event. Specific times for submission of materials for the Part 1 Proposals and Part 2 Proposals are provided elsewhere in this RFP. All such times are Central Prevailing Time unless specifically noted. The close of the business day will be 6 PM for purposes of processing Proposals. Unless otherwise specified, any reference to “day” shall mean a business day. Any changes to this schedule will be provided on the procurement website.

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Table II-1. RFP Schedule

Event	Date
IPA submits Procurement Plan	Tuesday, September 27, 2016
Commission Order regarding Procurement Plan	Tuesday, December 13, 2016
Draft applicable supplier contracts posted	Tuesday, February 28, 2017
Invitation issued to comment on draft applicable supplier contracts	Tuesday, February 28, 2017
Deadline to submit comments	Thursday, March 09, 2017
Applicable supplier contracts posted in final form	Wednesday, September 06, 2017
Final RFP Documents issued	Friday, September 08, 2017
Webcast	Friday, September 08, 2017
Opening of Part 1 Window	Friday, September 08, 2017
Part 1 Date (Part 1 Proposals are due)	Monday, September 18, 2017
Bid Participation Fee is due	Monday, September 18, 2017
Part 1 Notification	Tuesday, September 26, 2017
Opening of Part 2 Window	Wednesday, September 27, 2017
Part 2 Date (Part 2 Proposals except Bids are due)	Wednesday, October 04, 2017
Bidder Training	Wednesday, October 11, 2017
Bid Date (Bids are Due)	Friday, October 13, 2017
Procurement Administrator submits confidential report on results of procurement events	Within two (2) business days of the Bid Date
ICC renders decision on results of procurement events	Within two (2) business days of receiving the report
Applicable supplier contracts fully executed	Within three (3) days of ICC decision

ARTICLE III. General Requirements for Proposals

- III.1.1. An entity that submits any part of a response to this RFP is a Bidder. Each Bidder submits at most one Part 1 Proposal and one Part 2 Proposal. Such Proposal must offer the equivalent of at least 1 MW nameplate capacity (AC rating) from identified distributed renewable energy generation devices and from Forecast Quantities. Such Proposal may offer multiple systems, which may be of the same or different technologies, and which may be of the same or different Size Classes, and, for the Small Size Class, may be from identified systems or may be from a Forecast Quantity. The Procurement Administrator will use a capacity factor of 17% to calculate the capacity associated with the number of RECs in a Forecast Quantity. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Bidder that qualifies pursuant to a successful Part 1 Proposal and that submits a Part 2 Proposal that fulfills all the requirements of Article V by 12 PM (noon) on the Bid Date.
- III.1.2. All Part 1 Proposals and all Part 2 Proposals are submitted to the Procurement Administrator in accordance with the instructions provided in Article VI. 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. 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”.
- III.1.3. Each Bidder must comply with all Part 1 Proposal requirements described in Article IV.
- III.1.4. All information provided and certifications made in the Part 1 Proposal must remain valid and in full force until seventeen (17) business days after the Bid Date. Regardless of the reason, if any information provided in the Part 1

Proposal changes or any previous certification fails to remain valid, it is the sole responsibility of the Bidder to notify the Procurement Administrator. Failing to do so may result in disqualification of the Bidder and of its Proposal. The Procurement Administrator reserves the right to change the assessment of qualifications based on any revised information provided by the Bidder.

- III.1.5. Each Bidder must comply with all Part 2 Proposal requirements as stipulated in Article V.
- III.1.6. Proposals that do not adhere to the terms and conditions of these RFP Rules, or that do not fulfill all requirements set forth in Article IV and Article V of this RFP, or that are not submitted in accordance with the process of Article VI, will not be considered.
- III.1.7. The submission of a Part 1 or a Part 2 Proposal to the Procurement Administrator constitutes the Bidder's acknowledgement and acceptance of all the terms and conditions of these RFP Rules, regardless of the outcome of the RFP or the outcome of such Proposal.
- III.1.8. The Bidder, at its own cost and expense, shall defend AIC, ComEd, the Procurement Monitor, the Procurement Administrator and the IPA and their subsidiaries, affiliates, successors and assigns, and each and every one of their respective past, present, or future officers, directors, trustees, employees, shareholders, executors, administrators, successors and assigns, other than entities that are also Bidders, against any and all manner of past, present, or future claims, demands, disputes, controversies, complaints, suits, actions, proceedings, or allegations of any kind which in any manner relate to, arise out of, or result from any false statement in the Proposal or breach of any covenant by the Bidder set forth herein. The Bidder shall indemnify and hold harmless AIC, ComEd, the Procurement Monitor, the Procurement Administrator and the

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IPA, their parent companies, subsidiaries, affiliates, successors and assigns, and each and every one of their respective past, present, or future officers, directors, trustees, employees, shareholders and agents, as well as the heirs, executors, administrators, successors and assigns, other than entities that are Bidders, against any and all liens, judgments, liabilities, losses, injuries, damages, fees, fines, costs or expenses which in any manner relate to, arise out of, or result from any false statement or misrepresentation in the Proposal or breach of any warranty by the Bidder as set forth herein.

ARTICLE IV. Part 1 Proposal Requirements

A Bidder that successfully completed the Part 1 Proposal for a prior procurement event under a Distributed Generation RFP is said to have “previously qualified”. A system is said to be “returning” if all required information for such system was submitted by the Bidder in response to the Spring 2017 RFP and if such project was not part of the Bidder’s winning Bids. If a system was energized and was registered in GATS or M-RETS as of September 18, 2017 then the system is “existing”; otherwise, the system is “new”.

IV.1. Contact Information

IV.1.1. Contact Information for the Bidder. A Bidder must provide with its Part 1 Proposal the Bidder’s legal name and address (including street address, city, state, and zip code).

- A Bidder that has not previously qualified must submit this information.
- A previously qualified Bidder must update this information as necessary.
- A previously qualified Bidder that updates the Bidder’s legal name will be asked to contact the Procurement Administrator. To be eligible to use an abbreviated process to submit the Part 1 Proposal, the Bidder: (i) must provide evidence of the change of name; and (ii) the Representative must represent that this is a change in the Bidder’s name only and not a change in the corporate structure of the Bidder. The Representative makes such representation by completing the Name Change Insert prepared for this purpose by the Procurement Administrator. The Bidder provides evidence of the change of name and provides the Name Change Insert by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website. A previously qualified Bidder that is not able to

comply with these requirements is not eligible for participation in the abbreviated process to submit the Part 1 Proposal.

IV.1.2. Representatives. The Bidder must identify the individual or individuals responsible for submission of the Proposal and provide full contact information for each individual, including address, phone number(s), and email address. These individuals, each a Representative of the Bidder or “Representative”, must be authorized to act on behalf of the Bidder. At least one Representative must be authorized to undertake contracts and bind the Bidder and such Representative is expected to make the certifications and representations required by the Proposal. The Procurement Administrator sends all correspondence related to the procurement event to the Representatives, including confidential information required to submit Bids on the Bid Date. The Part 1 Form will require naming one (1) Representative. A Bidder that has not previously qualified must submit contact information for this Representative. A previously qualified Bidder must update this information as necessary. Up to three (3) additional Representatives may be named by fully completing the Representative Insert prepared for this purpose and available on the procurement website. The Representative Insert is also labelled INSERT #P1-1. The Bidder provides the Representative Insert by email or by upload to the application website.

IV.1.3. Role. The Bidder must be the entity that will become the counterparty under the applicable supplier contract with the Company for the delivery of RECs should the Bidder have winning Bids that are approved by the Commission. The Bidder may be a System Owner or may be an Aggregator or both. An Aggregator must have ownership of the RECs or the contractual right to legally transfer or assign

RECs to the Company. A Bidder must acknowledge that it will be the counterparty under the applicable supplier contracts.

IV.1.4. All information required by this Section IV.1 must be provided exclusively by completing Section 1 of the Part 1 Form and by providing any documents required by Section 1 of the Part 1 Form, as further explained in Article VI.

IV.2. Bid Participation Fee

IV.2.1. The requirements of this section apply only to a Bidder that has not paid a Bid Participation Fee pursuant to participation in another 2017 procurement event and that submits a Part 1 Proposal.

IV.2.2. Such Bidder is required to pay a non-refundable Bid Participation Fee of \$500. Such Bidder that submits Bids for more than one procurement event is only required to pay one Bid Participation Fee. Such Bidder that submits a Part 1 Proposal in this RFP and that also participates in another 2017 procurement event is only required to pay one Bid Participation Fee.

IV.2.3. The Bid Participation Fee will be used to cover part of the costs of the 2017 procurement events. A Bidder that has paid the Bid Participation Fee will not be reimbursed, even if such Bidder fails to meet the requirements of the Part 1 Proposal or the Part 2 Proposal or if the Bidder decides not to continue its participation in the RFP. (The Supplier Fees, which are levied only on Bidders that have Bids approved by the ICC, are also used to cover part of the costs of the procurement events.)

IV.2.4. If a Bidder has paid the Bid Participation Fee in another 2017 procurement, such Bidder must indicate at least one 2017 procurement event in which such Bidder participated. Otherwise, the Bidder must pay the Bid Participation Fee to the IPA as a condition of completing the Part 1 Proposal. Acceptable payment

methods are: (i) by e-check through <https://www.illinoisepay.com>; or (ii) by check payable to “Illinois Power Agency”. Instructions for submission of the Bid Participation Fee are available from the Procurement Administrator upon request.

IV.2.5. The Bid Participation Fee is due by the Part 1 Date and a Bidder that did not pay the Bid Participation Fee in another 2017 procurement event must provide evidence of compliance with this requirement with its Part 1 Proposal. Such evidence includes a photocopy of the check, a confirmation page from the e-check website, or a receipt from the IPA. Such evidence is provided by email or by upload to the application website. Notwithstanding whether or not a Bidder has provided such evidence with its Part 1 Proposal, for the Bidder to be eligible to continue its participation in the RFP, the Procurement Administrator must be able to get confirmation from the IPA that the IPA has received payment of the Bid Participation Fee from the Bidder.

IV.2.6. All information required by this Section IV.2 of the RFP Rules must be provided exclusively by completing Section 2 of the Part 1 Form and by providing any documents as required by Section 2 of the Part 1 Form, as further explained in Article VI.

IV.3. Abbreviated Requirements for Systems Returning from the Spring 2017 RFP

IV.3.1. Applicability. The requirements of this section apply only to a Bidder that opts to include returning systems in its Proposal. A “returning system” is a system for which the Bidder provided all required information in response to the Spring 2017 RFP and is a system that was not part of the Bidder’s winning Bids in that

procurement event. All other Bidders are exempt from the requirements of this section.

IV.3.2. Reminder of Minimum Bid Size and Definition of New System. A Bidder may only submit Bids if the systems presented and for which all required documentation is provided together with the total Forecast Quantity are the equivalent of at least one megawatt in size. To meet this requirement, the Bidder may include systems in both Size Classes, and, for the Small Size Class, may include identified systems or may include Forecast Quantities. The Bidder may include systems of any of the allowable technologies. The capacity associated with the number of RECs in a Forecast Quantity is calculated using a capacity factor of 17%. If a system was energized and was registered in GATS or M-RETS as of September 18, 2017 then the system is “existing” otherwise it is “new”.

IV.3.3. System Characteristics: Returning Systems. A Bidder must provide the size (AC rating) of each returning system. The size of each system must not exceed 2,000 kW (AC rating). The Bidder must also, as necessary to provide all accurate information regarding the returning system:

- Update the customer account number.
- Update the tracking system in the case of a new system.
- Change a system from “new” to “existing”. The Bidder must make this change if a system was “new” as defined in the Spring 2017 RFP and the system is “existing” as defined in these RFP Rules. For such returning system, the Bidder may also update the tracking system as necessary. For such returning system, the Bidder is required to provide evidence from GATS or M-RETS of its registration within that tracking system. Such evidence includes, but is not limited to, a copy of the GATS or M-RETS account summary report, a

GATS/M-RETS facility approval letter, or equivalent documentation from GATS/M-RETS. If such documentation is unavailable, the Bidder must provide other relevant documentation clearly showing the date at which the system was energized or began operation. Such documentation includes but is not limited to: (i) a permission to operate letter; (ii) a fully executed Interconnection Agreement; (iii) a net metering application approval letter; (iv) a final system inspection confirmation; or (v) a permission to operate letter. The Procurement Administration may ask for clarification if the documentation provided is a document other than those listed here.

The Bidder is required to certify that all other characteristics of a returning system (the technology, System Owner, system location, Host, and interconnecting distribution company) remain the same. If such other characteristics have changed, the system is considered to have changed and such system cannot be presented as a returning system.

- IV.3.4. Request for Returning Worksheet Insert. The Bidder provides the characteristics of returning systems as described in the immediately preceding paragraph by fully completing the Returning Worksheet Insert prepared for this purpose by the Procurement Administrator. The Bidder provides the Returning Worksheet Insert by email or by upload to the application website. The Returning Worksheet Insert is also labelled INSERT #P1-2R. A Bidder must request issuance of the Returning Worksheet Insert from the Procurement Administrator no later than 6 PM CPT on the business day prior to the Part 1 Date (i.e., 6 PM CPT on Friday, September 15, 2017).
- IV.3.5. Returning System Certifications. A Bidder that opts to present returning systems must certify that: (i) All information provided regarding the characteristics of returning systems is accurate and up to date; (ii) Aside from

the updates provided through the Returning Worksheet Insert, none of the characteristics of returning systems have changed; (iii) None of the Bids associated with returning systems were identified previously by the Procurement Administrator as winning Bids; and (iv) All documentation provided under the Spring 2017 RFP for the returning systems remains valid, including Host Acknowledgments and Bidder-Owner Agreements as applicable. The Bidder makes such certifications by fully completing the Returning Certification Insert prepared for this purpose. The Bidder provides the Returning Certification Insert by email or by upload to the application website. The Returning Certification Insert is also labelled INSERT #P1-6.

IV.3.6. All information required by this Section IV.3 of the RFP Rules must be provided exclusively by completing Section 3 of the Part 1 Form and by providing any documents as required by Section 3 of the Part 1 Form, as further explained in Article VI.

IV.4. Identification of Systems

IV.4.1. Applicability. The requirements of this section do not apply to (i) Bidders whose Proposal consists entirely of a total Forecast Quantity of RECs from systems in the Small Size Class that are not yet identified as of the opening of the Part 1 Window; (ii) Bidders whose Proposal consists entirely of returning systems for which information was provided under Section IV.3; and (iii) Bidders whose Proposal consists entirely of a combination of a total Forecast Quantity of RECs from systems in the Small Size Class that are not yet identified as of the opening of the Part 1 Window and of returning systems for which information was provided under Section IV.3. The requirements of this section applies in all other circumstances to Bidders “identifying systems” in their Proposals, i.e.,

presenting systems that are identified as of the opening of the Part 1 Window and that are not otherwise presented as returning systems. Such systems may be in the Large Size Class or in the Small Size Class.

IV.4.2. Definitions of “New” and “Existing”. If a system was energized and was registered in GATS or M-RETS as of September 18, 2017 then the system is “existing” otherwise it is “new”.

IV.4.3. System Characteristics: New Systems. The information required by this paragraph must be provided separately and completely for each new system that the Bidder identifies in its Proposal. The size of each system must not exceed 2,000 kW (AC rating). Unless explicitly noted, all information is required and is to be provided through the Worksheet Insert. For each new system:

- a) Name. The Procurement Administrator will provide to the Bidder a unique tag for each system. The Bidder may add to the Worksheet Insert a name for its internal purposes. Any communication from the Bidder to the Procurement Administrator regarding a system must include the unique tag provided by the Procurement Administrator.
- b) Size. The Bidder must provide the nameplate AC output rating of the system, expressed in kilowatts. Such size will be rounded to two (2) decimals.
- c) Technology. The Bidder must specify the renewable energy source or technology for each system from one of the following: (i) wind; (ii) solar thermal energy or photovoltaic cells and panels (fixed mount); (iii) solar photovoltaic cells and panels (tracking); (iv) biodiesel, crops and untreated and unadulterated organic waste biomass, tree waste; or (v) hydropower that does not involve new construction or significant expansion of hydropower dams.

- d) Owner. The Bidder must provide the name and contact information for the System Owner, including a telephone number or an email address. If the System Owner is a company, the Bidder must provide the name of a representative and the title of such representative.
- e) Location in Illinois. The Bidder must provide the street address, city, state, and zip code of the system site. The system must be located in Illinois.
- f) Host. The Bidder must provide the name and contact information for the Host, namely the individual or entity that owns or controls the site where the system is installed or will be installed. Contact information for the Host must include a telephone number or an email address. If the Host is a company, the Bidder must provide the name of a representative and the title of such representative.
- g) Interconnecting Distribution Company. The Bidder provides the name of the distribution company to which the system will be interconnected (AIC, ComEd, MEC, Mount Carmel, a municipal utility in Illinois, or a rural electric cooperative in Illinois) to the extent that such information is available. If this field is left blank in the Worksheet Insert, it will be assumed that this information is not available.
- h) Customer account number. Systems for which Bids are submitted under this RFP must be behind the meter of a customer of an electric utility, a municipal utility, or a rural electric cooperative located within Illinois. The Bidder provides the account number for such customer to the extent that such information is available. If this field is left blank in the Worksheet Insert, it will be assumed that this information is not available.

The Bidder provides such information by filling out the New Systems Data tab of the Worksheet Insert prepared for this purpose and available on the

procurement website. The Bidder provides the Worksheet Insert in Microsoft Excel format by email or by upload to the application website. The Worksheet Insert is also labelled INSERT #P1-2. A Bidder that is not able to provide all required information for a system must justify any such omissions in the space provided for this purpose. If the Bidder resubmits the Worksheet Insert to respond to a deficiency notice from the Procurement Administrator, the Bidder must use the Worksheet Insert as it was provided back to the Bidder with such deficiency notice.

IV.4.4. Documentation: New Systems. The Bidder must provide the following documentation to support the information provided regarding the characteristics of each new system identified in the Proposal.

- a. Size of the System. The Bidder must certify that for each new system, if any, the size of the system provided in the Worksheet is a reasonable estimate of the nameplate capacity of the system (AC rating) and that such estimate is based on the equipment that is or will be installed, and the manufacturer's specifications. The size of the system provided in the Worksheet Insert is the most up-to-date and it is understood that, as such, it may vary from the size shown in other documentation presented by the Bidder under this paragraph. The Procurement Administrator may require more information if the size of the system in the Worksheet Insert is different from the size of the system provided in other documentation, and if such inconsistency exceeds 5 kW or 10%, whichever is more.
- b. Bidder-Owner Agreement. If, for at least one system presented as part of the Proposal, the Bidder is not the System Owner, then documentation is required under this item. For each system for which the Bidder is not the named System Owner in the Worksheet Insert, the Bidder must show that it

has ownership of the RECs for such system or that it has the contractual right to legally transfer or assign RECs from such system to a Company. Documentation that may be provided to fulfill this requirement includes, for each such system: (i) a signed contract between the Bidder and the System Owner; or (ii) a letter of intent between the Bidder and the System Owner in which the System Owner agrees that it intends to give the Bidder unconditioned title to the RECs from the systems or the right to legally transfer or assign such RECs to a Company under the term of the applicable supplier contract. A sample Letter of Intent is included in Appendix 5 of these RFP Rules. The Bidder is asked to provide all such documentation with the Part 1 Proposal. The Bidder may justify any missing documents in the space provided for this purpose. The Bidder will then be required to submit any such missing documents by the Part 2 Date.

- c. Host Acknowledgment. If, for a new system, the System Owner and the Host are different entities or individuals, then the Bidder must document the Host's agreement to the installation of the system. Documentation to fulfill this requirement must be one of the following: (i) a duly completed and signed Host Acknowledgment, substantially in the form provided in Appendix 5 to these RFP Rules; or (ii) a signed agreement between the Bidder and the Host, or between the System Owner and the Host, in which the Host acknowledges that the installation of a system is planned on the Host's premises; or (iii) a letter of intent signed by the Host acknowledging that the installation of a system is planned on the Host's premises; or (iv) another document that confers to the System Owner or to the Bidder site control or permission to install the system at the system location. If the Bidder submits a document under (iv), the Procurement Administrator may require

additional information regarding the nature of the document provided. The Bidder must fulfill this requirement for each new system and it is understood that this may require documentation from several Hosts. The Bidder is asked to provide all such documentation with the Part 1 Proposal. The Bidder may justify any missing documents in the space provided for this purpose. The Bidder will then be required to submit any such missing documents by the Part 2 Date.

Bidders provide this information by providing all documentation required under this item and by representing that the information presented is accurate by fully completing the Documentation Insert prepared for this purpose and available on the procurement website. The Documentation Insert is also labelled INSERT #P1-3. The Bidder provides the Documentation Insert, and all supporting documentation, by email or by upload to the application website.

IV.4.5. System Characteristics: Existing Systems. The information required by this paragraph must be provided separately and completely for each existing system that the Bidder identifies in its Proposal. The size of each system must not exceed 2,000 kW (AC rating). Unless explicitly noted, all information is required and is to be provided through the Worksheet Insert. For each existing system:

- a) Name. The Procurement Administrator will provide to the Bidder a unique tag for each system. The Bidder may add to the Worksheet Insert a name for its internal purposes. Any communication from the Bidder to the Procurement Administrator regarding a system must include the unique tag provided by the Procurement Administrator.
- b) Size. The Bidder must provide the nameplate AC output rating of the system, expressed in kilowatts. Such size will be rounded to two (2) decimals.

- c) Technology. The Bidder must specify the renewable energy source or technology for each system from one of the following: (i) wind; (ii) solar thermal energy or photovoltaic cells and panels (fixed mount); (iii) solar photovoltaic cells and panels (tracking); (iv) biodiesel, crops and untreated and unadulterated organic waste biomass, tree waste; or (v) hydropower that does not involve new construction or significant expansion of hydropower dams.
- d) Owner. The Bidder must provide the name and contact information for the System Owner, including a telephone number or an email address. If the System Owner is a company, the Bidder must provide the name of a representative and the title of such representative.
- e) Location in Illinois. The Bidder must provide the street address, city, state, and zip code of the system site. The system must be located in Illinois.
- f) Interconnecting Distribution Company. The Bidder must provide the name of the distribution company to which the System is interconnected (AIC, ComEd, MEC, Mount Carmel, a municipal utility in Illinois, or a rural electric cooperative in Illinois).
- g) Customer account number. Systems for which Bids are submitted under this RFP must be behind the meter of a customer of an electric utility, a municipal utility, or a rural electric cooperative located within Illinois. The Bidder must provide the account number for such customer.
- h) Tracking system. The Bidder must identify GATS or M-RETS as the tracking system in which the system is registered and must provide the registration number for the system.

The Bidder provides such information by filling out the “Existing Systems Data” tab of the Worksheet Insert prepared for this purpose and available on the

procurement website. The Worksheet Insert is also labelled INSERT #P1-2. The Bidder provides the Worksheet Insert in Microsoft Excel format by email or by upload to the application website. A Bidder that is not able to provide all required information for a system must justify any such omissions in the space provided for this purpose. If the Bidder resubmits the Worksheet Insert to respond to a deficiency notice from the Procurement Administrator, the Bidder must use the Worksheet Insert as it was provided back to the Bidder with such deficiency notice.

IV.4.6. Documentation: Existing Systems. The Bidder must provide the following documentation to support the information provided regarding the characteristics of each system presented in the Proposal. Some of these items are only required in certain circumstances.

- a. Size of the System. The Bidder must certify that for each existing system, if any, the size provided is the nameplate capacity of the system (AC rating). The individual making this certification must be authorized to undertake contracts and bind the Bidder and is expected to be one of the named Representatives. The size of the system provided in the Worksheet Insert is the most up-to-date and it is understood that, as such, it may vary from the size shown in other documentation presented by the Bidder under this paragraph. The Procurement Administrator may require more information if the size of the system in the Worksheet is different from the size of the system provided in other documentation, and if such inconsistency exceeds 5 kW or 10%, whichever is more.
- d. Registration. the Bidder is required to provide evidence from GATS or M-RETS that the system is registered with GATS or M-RETS. Such evidence includes, but is not limited to, a copy of the GATS or M-RETS account

summary report, a GATS/M-RETS facility approval letter, or equivalent documentation from GATS/M-RETS. If such documentation is unavailable, the Bidder must provide other relevant documentation clearly showing the date at which the system was energized or began operation. Such documentation includes but is not limited to: (i) a permission to operate letter; (ii) a fully executed Interconnection Agreement; (iii) a net metering application approval letter; (iv) a final system inspection confirmation; or (v) a permission to operate letter. The Procurement Administration may ask for clarification if the documentation provided is a document other than those listed here. The Bidder is asked to provide all such documentation with the Part 1 Proposal. The Bidder may justify any missing documents in the space provided for this purpose. The Bidder will then be required to submit any such missing documents by the Part 2 Date.

- b. Bidder-Owner Agreement. If, for at least one system presented as part of the Proposal, the Bidder is not the System Owner, then documentation is required under this item. For each system for which the Bidder is not the named System Owner in the Worksheet Insert, the Bidder must show that it has ownership of the RECs for such system or that it has the contractual right to legally transfer or assign RECs from such system to a Company. Documentation that may be provided to fulfill this requirement includes, for each such system: (i) a signed contract between the Bidder and the System Owner; or (ii) a letter of intent between the Bidder and the System Owner in which the System Owner agrees that it intends to give the Bidder unconditioned title to the RECs from the systems or the right to legally transfer or assign such RECs to a Company under the term of the applicable supplier contract. A sample Letter of Intent is included in Appendix 5 of

these RFP Rules. The Bidder is asked to provide all such documentation with the Part 1 Proposal. The Bidder may justify any missing documents in the space provided for this purpose. The Bidder will then be required to submit any such missing documents by the Part 2 Date.

Bidders provide this information by providing all documentation required under this item and by representing that the information presented is accurate by fully completing the Documentation Insert prepared for this purpose and available on the procurement website. The Documentation Insert is also labelled INSERT #P1-3. The Bidder provides the Documentation Insert, and all supporting documentation, by email or by upload to the application website.

IV.4.7. Automatic Deficiency if Minimum Bid Size Is Not Met. The Part 1 Proposal is automatically deficient if the total nameplate capacity (AC rating) of all identified systems, all returning systems, together with the computed capacity of the total Forecast Quantity of RECs indicated in the next section of the Part 1 Form is less than the equivalent of one megawatt. The capacity associated with the number of RECs in a Forecast Quantity is calculated using a capacity factor of 17%.

IV.4.8. All information required by this Section IV.4 of the RFP Rules must be provided exclusively by completing Section 4 of the Part 1 Form and by providing any documents as required by Section 4 of the Part 1 Form, as further explained in Article VI.

IV.5. Forecast Quantities

IV.5.1. A Bidder may include in its Proposal a total Forecast Quantity of RECs from systems in the Small Size Class that are not yet identified as of September 18, 2017. Forecast Quantities cannot be presented for systems of the Large Size

Class. The requirements of this section apply only to a Bidder that exercises the option of including one or more Forecast Quantities in its Bids. If the Bidder has winning Bids that include one or more Forecast Quantities, such Bidder should expect that the earliest date at which payment can occur for RECs from a Forecast Quantity converted to identified systems is September 30, 2018 under the terms of the applicable supplier contracts.

IV.5.2. Such Bidder will be required to specify the total Forecast Quantity in the field provided for that purpose in the Part 1 Form. For purposes of determining the capacity associated with the number of RECs in a Forecast Quantity, a capacity factor of 17% will be used.

IV.5.3. A Bidder presenting a total Forecast Quantity is required to certify to the following:

- a. The total Forecast Quantity consists of systems in the Small Size Class that are not yet identified. The Bidder understands and agrees that under the terms of the applicable supplier contracts, no portion of the total Forecast Quantity can be used to identify systems in the Large Size Class.
- b. The Bidder undertakes to identify all systems associated with the total Forecast Quantity by July 13, 2018. The Bidder understands and agrees that the initial meter read dates for such systems must occur by August 31, 2019. Failure to meet these deadlines may result in a draw on the Letter of Credit provided by the Bidder.
- c. The Bidder further understands and agrees that no payment for RECs from the total Forecast Quantity can be expected to be made prior to September 30, 2018.

- d. The Bidder plans to acquire either unconditioned title to or right to legally transfer RECs from the systems that will be identified through contracts with System Owners.
- e. The Bidder acknowledges that for the purposes of confirming that the required minimum bid size of 1 MW is met, and for purposes of identifying the size of any additional Blocks presented in the Bids, the Procurement Administrator will use the capacity factor of 17% to calculate the capacity associated with a Forecast Quantity.

The Bidder submits these certifications by using the P1 Speculative Insert prepared for this purpose and available on the procurement website. The P1 Speculative Insert is also labelled INSERT #P1-4. The Bidder provides the P1 Speculative Insert by email or by upload to the application website.

- IV.5.4. A Bidder provides information required in this Section IV.5 by completing Section 5 of the Part 1 Form and by providing any documents required by Section 5 of the Part 1 Form, as further explained in Article VI.

IV.6. Representations and Additional Requirements

- IV.6.1. Certifications. A Bidder is required to certify to the following:
 - a. The Bidder understands and agrees to the terms of the (AIC DG) Renewable Energy Credit Agreement and the (ComEd) Master Distributed Generation Renewable Energy Certificate Purchase and Sale Agreement.
 - b. The Bidder will be the counterparty under the applicable supplier contract with the Company for the delivery of RECs.
 - c. For each system, the Bidder has ownership of the RECs associated with such system or has the right to transfer such RECs to a Company or expects to

acquire such rights. In particular, no system has obtained rebates, funding, or other support that would preclude the transfer of RECs to a Company.

- d. A revenue quality meter has been or will be installed to measure the output of the system, compliant with the determination made by the Illinois Power Agency in its document “Revenue-Quality Metering Accuracy Standard and Acceptable Technologies”.
- e. The system is located, or will be located when installed, on the customer side of a customer’s electric meter and the system is, or will be primarily used to offset that customer’s electricity load.
- f. The system is or will be interconnected to the distribution system of an interconnecting distribution company in Illinois (an electric utility, municipal utility, or rural electric cooperative located in Illinois). If the system is identified but not yet interconnected, the Bidder has investigated that a system of the proposed size can be interconnected to the applicable distribution company.
- g. The system is or will be registered in GATS or M-RETS.

The Bidder submits these certifications by using the P1 Certifications Insert prepared for this purpose and available on the procurement website. The P1 Certifications Insert is also labelled INSERT #P1-5. The Bidder provides the completed Insert by email or by upload to the application website.

- IV.6.2. Comments on the Letters of Credit. A Bidder must, with its Part 2 Proposal, submit a Letter of Credit in the amount indicated in Article V. The Letter of Credit must be in the form of the Standard IPA Letter of Credit provided as Appendix 9 of these RFP Rules or incorporate only modifications approved by the IPA as posted to the procurement website. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to the Standard IPA

Letter of Credit drawn for the benefit of the IPA and to be submitted with the Part 2 Proposal. Any one of a Bidder's comments or proposed modifications to the Standard IPA Letter of Credit may result in an addition to the list of modifications to the Standard IPA Letter of Credit approved by the IPA for use by all Bidders on an optional basis. The Bidder provides comments and proposes modifications exclusively by submitting a redline of the Standard IPA Letter of Credit in Microsoft Word format. This document is provided by email or by upload to the space provided in Section 6 of the online Part 1 Form.

- IV.6.3. A Bidder that is submitting a Proposal under an Agency Agreement must inform the Procurement Administrator of this fact. Such Bidder will be subject to additional requirements in its Part 1 Proposal. Such additional requirements will be provided to the Bidder, should they apply, in a separate notice.
- IV.6.4. A Bidder provides information required in this Section IV.6 by completing Section 6 of the Part 1 Form and by providing any documents required by Section 6 of the Part 1 Form, including through upload to the Justification of Omissions, as further explained in Article VI.

ARTICLE V. Part 2 Proposal Requirements

Requirements of the Part 2 Proposal apply to all Bidders, whether previously qualified or not.

V.1. Updates or Supplements to Part 1 Proposal Information

V.1.1. Updates to Contact Information. A Bidder submits, in the online Part 1 Form, the Bidder's name and address as well as contact information for individuals responsible for the submission of the Proposal. The online Part 2 Form will display the information that the Bidder provided in the online Part 1 Form in this regard. The Bidder must review this information. If this information is no longer valid, the Bidder must update the address for the Bidder or update the contact information provided in the online Part 1 Form for the Representative. If the contact information for one or more of the additional Representatives is no longer valid, the Bidder must update this information by fully completing the Representative Insert prepared for this purpose and available on the procurement website. The Representative Insert is also labelled INSERT #P1-1. The Bidder provides updates to the Representative Insert by email or by upload to the application website.

V.1.2. Updates to Documentation of Systems. To the extent that documentation for the characteristics of the systems was not provided in the Part 1 Proposal, a Bidder must provide by email or by upload to the application website. Such documentation is detailed in Section IV.4:

- a. For new and existing systems for which the Bidder is not the System Owner, any documentation not provided in the Part 1 Proposal to demonstrate that the Bidder has ownership or title to the RECs.

- b. For existing systems, any documentation that was not provided in the Part 1 Proposal to demonstrate that the system was energized and was registered in GATS or M-RETS.
- c. For new systems for which the System Owner is not the Host, any documentation by which the Host acknowledges installation of the system on the Host's premises.

Should there be deficiencies in the information provided or should the Bidder be asked for clarification, in no event will the Bidder be allowed to submit updates to the documentation of systems as required by the Part 1 Proposal after 12 PM (noon) on the third business day prior to the Bid Date. A Bidder must withdraw systems for which documentation is not complete and consistent with the requirements by that date and the Bidder must omit these systems from the Bidder's Bids.

- V.1.3. Change in Systems and Total Forecast Quantity. A Bidder will not be allowed to substitute a system, identify a system, or add a system to the list of systems provided in the Worksheet Insert or the Returning Worksheet Insert after the Part 1 Date. A Bidder may increase its total Forecast Quantity as long as such change is made by 12 PM (noon) on the day prior to the Part 1 Notification Date. If, as a result of failure to provide adequate documentation, the total capacity of identified systems and the total Forecast Quantity for which all information and documentation are provided falls below the equivalent of one megawatt, the Part 2 Proposal will be automatically rejected.
- V.1.4. A Bidder provides information required in this Section V.1 by completing Section 1 of the Part 2 Form and by providing any documents required by Section 1 of the Part 2 Form, as further explained in Article VI.

V.2. Letter of Credit

V.2.1. Applicability. Each Bidder must have a Letter of Credit in place in an amount sufficient to support the Bidder's Bids. The Letter of Credit requirements of this section apply differentially to: (i) Bidders that have at this time, and will continue to have at the time of submission of Bids, a Letter of Credit with the IPA first provided under the Spring 2017 RFP (a "Spring LC"); and (ii) Bidders that do not have at this time, and will not have at the time of submission of Bids, a Spring LC. Bidders that have a Spring LC are labeled "Current LC Holders" and were winning Bidders in the Spring 2017 DG RFP.

V.2.2. Letter of Credit Requirements Applicable to Bidders that are Not Current LC Holders. Such Bidders must provide an original executed Letter of Credit in an amount sufficient to support the Bidder's Bids.

- The Bidder must either use the Standard IPA Letter of Credit provided as Appendix 9 to these RFP Rules, or the Bidder must submit a Letter of Credit that incorporates only those modifications to the Standard IPA Letter of Credit approved by the IPA and posted to the procurement website.
- The Letter of Credit must be at least in an amount equal to \$4 times the number of RECs that the Bidder can win across all systems and the total Forecast Quantity across all delivery years under the applicable supplier contracts. More specifically, the number of RECs is calculated by (i) computing an Annual Quantity for each system, rounded to the nearest REC, based on the standard capacity factors used in this procurement event; (ii) taking the sum of the Annual Quantities over all systems and adding the number of RECs from the total Forecast Quantity; and by (ii) multiplying this total by 5 (for the number of delivery years associated

with any one system under the applicable supplier contracts). The amount of the Letter of Credit required to support Bids on these systems and the total Forecast Quantity is then the number of RECs just calculated times \$4 per REC.

- The amount of the Letter of Credit need not exceed \$163,060. This amount allows a Bidder to bid up to the entire Overall Target for a Product.
- The original executed Letter of Credit must be sent via overnight delivery service to: Illinois Power Agency, Attn: Charles Kudia, 160 North LaSalle Street, Suite C-504, Chicago, Illinois 60601, Phone: (312) 814-3273.

V.2.3. Letter of Credit Requirements Applicable to Current LC Holders. Such Bidders must comply with the Letter of Credit requirements either by providing an original executed Letter of Credit in an amount sufficient to support the Bidder's Bids as specified in Paragraph V.2.2 or by amending the amount and expiration date of the Spring LC as specified in this paragraph. In the latter case, a Current LC Holder must provide an amendment to the Spring LC that modifies the Spring LC in two respects:

- The amendment to the Spring LC must increase the amount. The increase in the amount must be at least equal to \$4 times the number of RECs that the Bidder can win across all systems and the total Forecast Quantity across all delivery years under the applicable supplier contracts. More specifically, for purposes of determining the minimum required increase in the amount of the Spring LC, the number of RECs is calculated by (i) computing an Annual Quantity for each system, rounded to the nearest REC, based on the standard capacity factors used in the procurement event; (ii) taking the sum of the Annual Quantities over all systems and

adding the number of RECs from the total Forecast Quantity; and by (ii) multiplying this total by 5 (for the number of delivery years associated with any one system under the applicable supplier contracts). The minimum required increase in the amount of the Spring LC is then the number of RECs just calculated times \$4 per REC. The required increase in the amount of the Spring LC need not exceed \$163,060. This increase allows a Bidder to bid up to the entire Overall Target for a Product.

- The amendment to the Spring LC must extend the current expiration date. Instead of the Spring LC expiring 364 days (or one year) from the Date of Issuance of the Spring LC, the Spring LC should expire 364 days (or one year) from the date of issuance of the amendment described in this paragraph.
- The original executed amendment to the Spring LC must be sent via overnight delivery service to: Illinois Power Agency, Attn: Charles Kudia, 160 North LaSalle Street, Suite C-504, Chicago, Illinois 60601, Phone: (312) 814-3273.

The IPA will determine whether the amendment provided by the Bidders is acceptable and fulfills these requirements.

V.2.4. Letter of Credit Requirements Applicable to All Bidders. Paragraph V.5.9 describes the procedure that the Procurement Administrator will follow to amend the Bid Form if the Letter of Credit is insufficient to support the Bidder's Bids. An individual authorized to undertake contracts and bind the Bidder must, in the Part 2 Form, agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in Paragraph V.5.9 should the amount of the Letter of Credit be insufficient to

support the Bidder's Bids. Such individual is expected to be one of the named Representatives.

V.2.5. Payment under the Letter of Credit can be demanded if the Bidder:

- a. After the submission of the Part 2 Proposal the Bidder has disclosed, publicly or to a party other than those involved in the preparation of the Proposal, material information relating to the Proposal; or
- b. the Bidder has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event; or
- c. the Bidder has failed to execute the applicable supplier contracts within three (3) business days of the Illinois Commerce Commission approving its winning Bids; or
- d. the Bidder has failed to pay the Supplier Fees to the Illinois Power Agency within seven (7) business days of the Illinois Commerce Commission approving its winning Bids; or
- e. a maximum contract quantity under an applicable supplier contract executed by the Bidder has been reduced; or
- f. the Bidder has failed to submit a replacement Letter of Credit after the Issuing Bank has sent notice that the Issuing Bank does not intend to extend this Letter of Credit.

However, the IPA will not demand payment on the Letter of Credit for a reduction in the maximum quantity under all applicable supplier contracts of 30 RECs or fewer.

V.2.6. Reduction and Return of the Letter of Credit for Bidders that are not Current LC Holders. For such Bidders, if the Bidder has no Bids that are approved by the Commission, the Letter of Credit will be cancelled as soon as practicable after

the Commission decision on the results of the procurement event. For such Bidders, if the Bidder has Bids approved by the Commission, the Letter of Credit stays in place during the term of the applicable supplier contracts. The amount of the Letter of Credit is reduced and the Letter of Credit is returned in accordance with the following:

- If some but not all of a Bidder's Bids are approved by the Commission, the Letter of Credit will be reduced on a prorated basis based upon the number of RECs in the winning Bids as soon as practicable after payment by the Bidder of the Supplier Fees.
- By the end of each quarter (i.e., July 31, September 30, December 31, and March 31), as systems demonstrate that they have accumulated metered deliveries of renewable energy, the Letter of Credit will be reduced on a prorated basis based upon the RECs associated with such systems.
- The Letter of Credit will be returned once its amount is reduced or drawn down to zero. For a Bidder with no Forecast Quantities as part of its winning Bids, this is expected by December 31, 2018. For a Bidder with a Forecast Quantity as part of its winning Bids, this is expected by September 30, 2019.

V.2.7. Reduction and Return of the Letter of Credit for Current LC Holders. For such Bidders, if the Bidder has no Bids that are approved by the Commission under the current procurement, the Bidder may issue an amendment to the Spring LC to bring the Spring LC back to its amount prior to the amendment issued under Paragraph V.2.3. For such Bidders, if the Bidder has Bids approved by the Commission, the Letter of Credit stays in place during the term of the applicable supplier contracts. The amount of the Letter of Credit is reduced and the Letter of Credit is returned in accordance with the following:

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- If some but not all of a Bidder's Bids are approved by the Commission, as soon as practicable after payment by the Bidder of the Supplier Fees, the Letter of Credit will be set at an amount sufficient for its winning Bids in the current procurement and sufficient for any system not yet identified or winning Forecast Quantities from the Spring 2017 procurement event.
- By the end of each quarter (i.e., July 31, September 30, December 31, and March 31), as systems demonstrate that they have accumulated metered deliveries of renewable energy, the Letter of Credit will be reduced on a prorated basis based upon the RECs associated with such systems.
- The Letter of Credit will be returned once its amount is reduced or drawn down to zero. For a Bidder with no Forecast Quantities as part of its winning Bids in either the Spring or Fall 2017 procurement events, this is expected by December 31, 2018. For a Bidder with a Forecast Quantity as part of its winning Bids in the Spring 2017 procurement event but not in the Fall 2017 procurement event, this is expected by March 31, 2019. For a Bidder with a Forecast Quantity as part of its winning Bids in the Fall 2017 procurement event, this is expected by September 30, 2019.

V.2.8. A Bidder provides information required in this section by completing Section 2 of the Part 2 Form and by providing any documents required by Section 2 of the Part 2 Form, as further explained in Article VI.

V.3. Representations

V.3.1. General. Bidders are required to make a number of representations to be submitted with the Part 2 Proposal as further itemized below.

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V.3.2. Content of Proposal. The Bidder must present its certification that all information in the Proposal is true and accurate to the best of the Bidder's knowledge and belief.

V.3.3. Confidentiality. As a necessary part of preparing the Proposal, the Bidder may discuss with System Owners, with Hosts, and with customers whose systems may be presented as part of the Proposal, material information relating to the Proposal. However, to maintain the integrity of the procedure for sealed, binding commitment bidding with pay-as-bid settlement as set forth in this DG RFP, the Bidder must certify that, after the Part 2 Date:

- Other than such discussions necessary for the preparation of the Proposal, the Bidder will not disclose, publicly or to any other party, any material information relating to the Proposal, including the systems or Forecast Quantities presented as part of the Proposal; the Bids for such systems or for a Forecast Quantity; or the Products for which Bids are presented;
- The Bidder has taken reasonable precautions to advise parties with whom the Bidder has had or will have such discussions as are necessary for preparing the Proposal that such information is and should remain confidential; and
- The Bidder has no material information relating to the Proposal of another party.

A Bidder that cannot make these certifications must explain all reasons.

V.3.4. Bids and Applicable Supplier Contracts. The Bidder has certified, in the Part 1 Proposal, that it understands and agrees to the terms of the applicable supplier contracts and that it accepts the terms of the DG RFP. In the Part 2 Proposal, the following acknowledgements and certifications must be made:

- The Bidder acknowledges that Bids submitted must remain binding until seventeen (17) business days after the Bid Date. Each Bid constitutes a

binding and irrevocable offer to supply a REC of a Product at the price provided as the Bid and under the terms of each applicable supplier contract;

- The Bidder agrees to pay the Supplier Fees in the amount specified by the IPA if the Bidder has Bids approved by the Commission;
- The Bidder acknowledges that it must provide a Letter of Credit sufficient to support its Bids. The Bidder agrees that, if such amount is not sufficient, and if the Procurement Administrator does not receive prior to the deadline an amendment to the Bid Form or does not receive instructions to amend the Bid Form in a way that renders the amount of the Letter of Credit sufficient to support the Bids, then the Procurement Administrator may amend the Bid Form in accordance with the procedure described in Paragraph V.5.9 until the amount of the Letter of Credit is sufficient to support the Bids;
- The Bidder agrees that, if the Bidder has Bids approved by the Commission, the Bidder will execute the applicable supplier contracts and will submit all necessary supporting documentation in the required timeframes;
- The Bidder agrees that the maximum quantity of RECs to be provided under the applicable supplier contracts will be reduced if: (i) a system in its Bids approved by the Commission has not generated electricity that was tracked by GATS or M-RETS by November 30, 2018; or (ii) the Bidder fails to identify by July 13, 2018 all systems necessary to replace the Forecast Quantities in the applicable supplier contracts; or (iii) the systems identified to replace Forecast Quantities in the applicable supplier contracts fail to accumulate metered deliveries by August 31, 2019;
- The Bidder agrees that if the maximum quantity of RECs to be provided under an applicable supplier contract is reduced then the IPA may draw upon

the Letter of Credit (except if the maximum quantity of RECs is reduced by 30 or fewer RECs across all applicable supplier contracts).

- V.3.5. Qualified Persons. A Bidder must certify that any system presented as part of the Proposal and that is energized after June 1, 2017 has been installed or will be installed by a qualified person, as this term is defined in the Act. It is the responsibility of the Bidder to review the requirements for the installation by qualified person in the Act.
- V.3.6. A Bidder makes all certifications and acknowledgments above by completing the P2 Certifications Insert prepared for this purpose and available on the procurement website. The P2 Certifications Insert is also labelled INSERT #P2-1. The Bidder provides the P2 Certifications Insert by email or by upload to the application website.
- V.3.7. A Bidder provides information required in this section by completing Section 3 of the Part 2 Form and by providing any documents required by Section 3 of the Part 2 Form, as further explained in Article VI.

V.4. Information to Prepare the Applicable Supplier Contracts

- V.4.1. General. The Bidder will be the counterparty under the applicable supplier contract with one or both Companies for the delivery of RECs. Each Bidder is asked, but is not required, to provide information to prepare the applicable supplier contracts.
- V.4.2. Information to Prepare the Applicable Supplier Contracts. A Bidder is asked to provide all information necessary for the preparation of the applicable supplier contracts. In particular, the Bidder must provide the name and title for the individual signing the applicable supplier contracts. This individual must be authorized to undertake contracts (including the applicable supplier contract

documents) and bind the Bidder and is expected to be one of the named Representatives. The applicable supplier contracts are prepared by AIC and ComEd after the Procurement Administrator notifies the Bidder that the Bidder has Bids that are identified as winning Bids to the ICC. A Bidder provides this information by fully completing the Contract Insert prepared for this purpose and available on the procurement website. The Contract Insert is also labelled INSERT #P2-2. The Bidder provides the Contract Insert in Microsoft Word format by email or by upload to the application website. If a Bidder fails to submit the information required by this paragraph with the Part 2 Proposal and if the Procurement Administrator notifies the Bidder that the Bidder has Bids that are identified as winning Bids to the ICC, the Procurement Administrator will require the information to be provided by 12 PM (noon) on the day after the Bidder is notified that it has Bids identified as winning Bids to the ICC.

V.4.3. A Bidder that is submitting a Proposal under an Agency Agreement will be subject to additional requirements in its Part 2 Proposal. Such additional requirements will be provided to the Bidder, should they apply, in a separate notice.

V.4.4. A Bidder provides information required in this section by completing Section 4 of the Part 2 Form and by providing any documents required by Section 4 of the Part 2 Form, as further explained in Article VI.

V.5. Bids

V.5.1. A “Block” is a quantity of RECs which together meet or exceed the equivalent of a certain nameplate capacity (AC rating). The “First Block” presented by a Bidder must include the equivalent of at least 1 MW. Such quantity must be comprised of qualified systems and/or of a Forecast Quantity of not yet

identified systems in the Small Size Class. Systems in the First Block can be of different technologies and can belong to both Size Classes. The second Block and all additional Blocks (each an “Additional Block”) presented by the Bidder must include the equivalent of at least 100 kW from the same Size Class. For the Large Size Class, such quantity is comprised of qualified systems. For the Small Size Class, such quantity is comprised of qualified systems and/or of a Forecast Quantity. While each such Additional Block must have RECs uniformly all of the same Product, an Additional Block may include different technologies. Systems must be qualified through submission of the Worksheet Insert or the Returning Worksheet Insert and through the submission of all relevant information and documentation requested in the Part 1 Proposal. A Forecast Quantity must be supported by submission of all information and documentation requested in the Part 1 Proposals.

- V.5.2. If a Bidder submits Bids on systems and a total Forecast Quantity that together do not meet or exceed the equivalent of 1 MW, such Bids will automatically be rejected.
- V.5.3. A “Bid” is a price per REC for a Product rounded to the nearest cent. If the First Block for a Bidder includes RECs from both Products, such Bidder must submit a Bid for each Product. If the First Block for a Bidder includes RECs from a single Product then the Bidder submits a single Bid for the First Block. A Bidder provides a single Bid for each Additional Block.
- V.5.4. The Bidder must unambiguously identify each system and, if applicable, the Forecast Quantity included in a Block (either by selecting the Block in the Bid Form or by providing the system’s tag as provided by the Procurement Administrator). A given system can only be included in one Block; a Bidder cannot include a system in more than one Block and a Bidder cannot elect to

include only part of a system in a Block. The Forecast Quantity included in a Bidder's Block cannot exceed the total Forecast Quantity provided in the Part 1 Proposal.

- V.5.5. The Annual Quantity represents the quantity of RECs for a system to be delivered in a delivery year under the applicable supplier contracts. The Annual Quantity is an integer quantity determined on the basis of the system size provided in the Part 1 Proposal and the standard capacity factors used in this procurement event.
- V.5.6. The Bid for a Product submitted for the First Block must be the lowest price Bid for that Product. The Bidder may specify the same or a different price as its Bid for the second and any Additional Block of the same Product; however, such prices must all be greater than the Bid for that Product submitted for the First Block. If the Bid for an Additional Block consisting of RECs of a Product is presented at a price equal to or lower than the Bid for that Product submitted for the First Block, the Bids are automatically deficient.
- V.5.7. The Bidder may not submit any additional instructions, contingencies, or conditions on their Bids. Any such additional instructions, contingencies, or conditions will be ignored.
- V.5.8. The amounts required for the Letter of Credit to be sufficient to support the Bidder's Bids are described in Paragraph V.2.2 for Bidders that are not Current LC Holders and in Paragraph V.2.3 for Bidder that are Current LC Holders. If the Letter of Credit is insufficient to support the First Block, all of the Bidder's Bids are automatically rejected. If the Letter of Credit is sufficient to support the First Block but not sufficient to support all of the Additional Blocks, the Procurement Administrator will calculate the "Additional Quantity", which is number of RECs that the Letter of Credit supports over and above the First

Block. The Procurement Administrator will contact the Bidder as soon as practicable and will require the Bidder to remove some or all of the Additional Blocks so that the number of RECs bid equals or is less than the number that the Procurement Administrator determined the Letter of Credit can support. The Bidder will have the option to resubmit its Bid Form or to provide the amended Bids by phone, provided, however, that the amended Bids are received by the end of the one-hour cure period, at 1 PM (CPT) on the Bid Date. If the Bidder amends its Bids by phone, the Procurement Administrator will provide a record of the amended Bid Form to the Bidder.

V.5.9. If, for any reason including the fact that the Bidder is not able to amend its Bids before 1 PM on the Bid Date, the Bidder's Letter of Credit remains insufficient to support the Bidder's Bids on Additional Blocks after the procedure provided in the prior Paragraph is followed, the Procurement Administrator will remove Bids to ensure that the Letter of Credit is sufficient. The first Additional Block to be removed will be the Additional Block with RECs of a Product with the highest Bid. If the Bidder's Letter of Credit remains insufficient, the Procurement Administrator will remove the Additional Block with RECs of the other Product with the highest Bid, if such an Additional Block is available. If the Bidder's Letter of Credit remains insufficient, the Procurement Administrator will continue removing Additional Blocks, alternating Products to the extent available, and removing the highest Bids first. The Procurement Administrator removes entire Blocks and does not remove only portions of a Block. If there are equally priced Additional Blocks where some but not all Blocks include a Forecast Quantity, the Procurement Administrator will remove first the Additional Block with the highest Forecast Quantity. An individual authorized to undertake contracts and bind the Bidder and expected to be one of the named

Representatives must agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in this paragraph should the amount of the Letter of Credit be insufficient to support the Bidder's Bids on Additional Blocks.

V.5.10. The Procurement Administrator provides, electronically to each Bidder qualified pursuant to a successful Part 1 Proposal, a Bid Form for training purposes (the "Trial Bid Form") as well as a set of instructions. The Trial Bid Form is based on the systems and Forecast Quantity submitted in the Part 1 Proposal, regardless of whether all documentation was provided with the Part 1 Proposal. The instructions guide the Bidder for completion of the Bid Form, for the optional encryption of the Bid Form, for submission of the completed Bid Form to the Procurement Administrator via a secure file transfer interface, as well as instructions for submission of Bids in case of technical difficulties with the secure file transfer interface. The Procurement Administrator also provides electronically to each Bidder qualified pursuant to a successful Part 1 Proposal the information required for the submission of Bids, including a username, password, and security code. This information is unique to each Bidder and allows the Procurement Administrator to authenticate the Bids received. The Bidder must either confirm that all such information and documents were received or the Bidder must request that such information and documents be re-issued. The Bidder makes this confirmation or request by using the check box in the Part 2 Form prepared for this purpose.

V.5.11. The Bid Form, as provided to each Bidder by the Procurement Administrator, is the exclusive method for submitting a Bidder's Bids. A Bidder must fill out all required information on the Bid Form according to the instructions provided by the Procurement Administrator upon qualification. A Bidder must submit the

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Bid Form to the Procurement Administrator through a secure file transfer interface according to the instructions provided by the Procurement Administrator upon qualification.

- V.5.12. A Bidder must fill out contact information on its Bid Form and the Procurement Administrator will use that information to confirm receipt of the Bids. A Bidder may encrypt its Bid Form for additional security.
- V.5.13. The Bidder's Bids must be received between 8 AM and 12 PM (noon) on the Bid Date. After a one-hour cure period during which Bidders may correct errors or inconsistencies, Bidders have no further ability to change their Bids. The Bid window is then closed and Bids are evaluated. No late Bid Forms will be accepted.
- V.5.14. A Bidder must phone the Procurement Administrator once it has transmitted its Bid Form. If the Bid Form was not received and there are technical difficulties, the Procurement Administrator will instruct the Bidder to use a backup method and will stay on the phone with the Bidder until receipt of the Bid Form can be confirmed.
- V.5.15. The Bidder must be available between 12 PM (noon) and 1 PM on the Bid Date to receive the assessment of whether the Bid Form is complete and consistent with the RFP Rules, including whether the Letter of Credit is sufficient to support the Bidder's Bids. The Procurement Administrator will at that time contact the Bidder by phone to provide this assessment. The Procurement Administrator may contact the Bidder earlier than 12 PM (noon) on the Bid Date.
- V.5.16. If the Bid Form is deficient, the Bidder will have an opportunity to resubmit and any such resubmission will supersede all previously submitted Bid Forms as long as the resubmission is received prior to 1 PM on the Bid Date. If the

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Procurement Administrator is unable to contact the Bidder, the Procurement Administrator will send a notification by email to the Bidder stating this fact.

ARTICLE VI. Process

VI.1. Part 1 and Part 2 Proposals: Submission and Processing

- VI.1.1. Any notification or other written communication from the Procurement Administrator to a Bidder will be sent to the email addresses provided for the Representatives. Any such notification or communication will be deemed received by the Bidder at the time of delivery or transmission, provided that when delivery or transmission occurs after 6 PM on a business day or occurs on a day that is not a business day, receipt will be deemed to occur at 9 AM on the following business day. Any email from the Bidder to the Procurement Administrator should be addressed to Illinois-RFP@nera.com to ensure a prompt reply.
- VI.1.2. Any document or other information prepared and sent by the Procurement Administrator to a Bidder for its continued participation in the RFP is sent through a secure file transfer interface to the Representatives. Any such document or other information will be deemed received by the Bidder at the time of delivery or transmission, provided that when delivery or transmission occurs after 6 PM on a business day or occurs on a day that is not a business day, receipt will be deemed to occur at 9 AM on the following business day.
- VI.1.3. The exclusive method of responding to the qualification standards listed in Article IV of these RFP Rules is the use of the online Part 1 Form together with the use of Inserts to the Part 1 Form available as separate forms on the procurement website or from the Procurement Administrator. The Bid Participation Fee must be paid to the IPA according to the instructions provided for this purpose. Documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email.

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- VI.1.4. Responses to the qualification standards of Article IV that do not use the online Part 1 Form and the Inserts prepared for this purpose and available on the procurement website or from the Procurement Administrator will not be considered and the Part 1 Proposal will be considered deficient.
- VI.1.5. A Bidder must submit its Part 1 Proposal to the Procurement Administrator by 12 PM (noon) on the Part 1 Date. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 1 Proposals will be accepted under any circumstances.
- VI.1.6. If a Part 1 Proposal is received on any business day during the Part 1 Window, the Procurement Administrator acknowledges receipt on the business day the materials are received. The Procurement Administrator also sends the results of an initial review. If a Part 1 Proposal is received before 12 PM (noon) on any business day during the Part 1 Window prior to the Part 1 Date, the Procurement Administrator sends the initial review by 6 PM on the same business day. If a Part 1 Proposal is received after 12 PM (noon) on any business day during the Part 1 Window prior to the Part 1 Date, the Procurement Administrator sends the initial review by 12 PM (noon) of the next business day.
- VI.1.7. If the Bidder presents fewer than five (5) systems in the Part 1 Proposal through the Worksheet Insert, either the initial review states that the Part 1 Proposal is complete and is being considered, or the initial review lists items of the Part 1 Proposal that are incomplete or require clarification. If the Bidder presents more than five (5) systems in the Part 1 Proposal through the Worksheet Insert, the initial review: (i) states that the initial review has concluded, that the initial review has found Part 1 Proposal to be complete, and that the Part 1 Proposal is being considered; or (ii) states that the initial review has concluded and lists items of the Part 1 Proposal that are incomplete or require clarification; or (iii)

states that the identification and documentation for the systems presented in the Part 1 Proposal remains under review, lists any items of the Part 1 Proposal that are incomplete or require clarification, and provides the timing for conclusion of the initial review. The initial review will be concluded no later than 6 PM on the first business day following the business day during which the acknowledgment of receipt is sent by the Procurement Administrator. For avoidance of doubt, the threshold of five (5) systems does not include returning systems.

- VI.1.8. If the Part 1 Proposal is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If the initial review of a Bidder's Part 1 Proposal has concluded and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 1 Proposal, the Bidder has until 12 PM (noon) on the Part 1 Date, or until 6 PM on the second business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond. If the Bidder's Part 1 Proposal remains under review and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 1 Proposal, then (i) the Bidder has until 12 PM (noon) on the Part 1 Date, or until 6 PM on the third business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond; and (ii) any additional items noted in a second deficiency notice arising from concluding the review of the Part 1 Proposal carry the same deadline for the Bidder to respond. If the Bidder does not correct or adequately explain the deficiency within the time allowed, any systems for which information is incomplete or inconsistent will be withdrawn from the Proposal, the Forecast Quantity may be removed, and the Part 1 Proposal may be rejected. If the Part 1

Proposal is complete, the Procurement Administrator sends a notice that the Part 1 Proposal is complete and is being considered.

- VI.1.9. Any deficiency notice will list the systems and total Forecast Quantity presented in the Proposal and will indicate whether all information and documents required for a particular system have been received and, whether upon evaluation of the information and documents related to the system, such information and documents are “done” or are “in progress”. Once all information and documents have been submitted for a system and such information and documents have been determined to be complete and to satisfy the requirements, the system is marked as “done”. Otherwise, the system is marked as “in progress”. Once a system is marked as done, and the Bidder is notified of that fact, the Bidder may not change the information or documentation with respect to that system. If the information or documents for the system are no longer valid, the system must be withdrawn from the Proposal.
- VI.1.10. A Bidder qualifies systems and/or a total Forecast Quantity pursuant to a successful Part 1 Proposal if its Part 1 Proposal is received on or before 12 PM (noon) on the Part 1 Date, if its Part 1 Proposal is complete for those systems and/or total Forecast Quantity, and if its Part 1 Proposal fully complies with the qualification standards of Article IV of these RFP Rules, including any requests for additional information from the Procurement Administrator. If a Bidder receives a notice from the Procurement Administrator that the Part 1 Proposal is deficient or requires clarification, and if the Bidder does not respond by the time required in the notice, the systems that are still “in progress” will be withdrawn from the Proposal, any Forecast Quantity may be removed, and the Part 1 Proposal may be rejected.

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- VI.1.11. The Procurement Administrator notifies each Bidder of the systems and total Forecast Quantity that have met the qualification standards pursuant to a successful Part 1 Proposal generally within five (5) business days of the Part 1 Date. If a Bidder fails to qualify at least 1 MW of systems and total Forecast Quantity, the Procurement Administrator notifies the Bidder of that fact by email. If a Bidder qualifies systems and/or a Forecast Quantity pursuant to a successful Part 1 Proposal, the Procurement Administrator transmits to the Bidder, using a secure file transfer interface, a Part 1 Notification as well as some documents necessary for the Bidder's continued participation in the RFP. These documents, provided electronically, are: (i) the Trial Bid Form; (ii) instructions for completing, encrypting, and submitting Bid Forms; and (iii) an invitation to a training session on the bid submission procedure with confidential information for submission of the Trial Bid Form, including a username, a password, and a security code unique to that Bidder.
- VI.1.12. The Procurement Administrator will inform Bidders of the amount of the Supplier Fee per REC no later than 6 PM two (2) business days before the Bid Date.
- VI.1.13. Except for the submission of Bids, the exclusive method of responding to the requirements listed in Article V of these RFP Rules is the use of the online Part 2 Form together with the use of Inserts to the Part 2 Form available as separate forms on the procurement website or from the Procurement Administrator. The Letter of Credit must be sent according to the instructions provided to the Bidder by the Procurement Administrator or the IPA. Other documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email.

- VI.1.14. The Trial Bid Form provided to each Bidder with the Part 1 Notification is used for the training session. The Bid Form, which is the exclusive method for the submission of Bids, is provided to each Bidder no later than two (2) business days before the Bid Date through a secure file transfer interface. The instructions guide for completion of the Bid Form provided to Bidders with the Part 1 Notification can be used both for training for purposes and for submission of Bids on the Bid Date; the Procurement Administrator may provide with the Bid Form an update to the instructions guide as needed. A sample of the Bid Form is provided for illustrative purposes as Appendix 7 of these RFP Rules.
- VI.1.15. A Bidder must submit its Part 2 Proposal, excluding Bids, to the Procurement Administrator by 12 PM (noon) on the Part 2 Date. A Bidder must submit its Bids between 8 AM and 12 PM (noon) on the Bid Date. The Bid Form must be filled out completely and transferred in accordance to the instructions provided by the Procurement Administrator and in accordance with the requirements of this RFP. The Bid Form may be encrypted. Bids on any Bid Form that is incompletely or inconsistently filled out will be considered deficient and will not be evaluated. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 2 Proposals will be accepted under any circumstances.
- VI.1.16. If a Part 2 Proposal (excluding Bids) is received on any business day during the Part 2 Window, the Procurement Administrator acknowledges receipt on the business day the materials are received. The Procurement Administrator also sends the results of an initial review. If a Part 2 Proposal (excluding Bids) is received before 12 PM (noon) on any business day during the Part 2 Window prior to the Part 2 Date, the Procurement Administrator sends the initial review by 6 PM on the same business day. If a Part 2 Proposal (excluding Bids) is

received after 12 PM (noon) on any business day during the Part 2 Window prior to the Part 2 Date, the Procurement Administrator sends the initial review by 12 PM (noon) of the next business day.

- VI.1.17. Unless the Bidder is providing updates to the identification and documentation of systems presented in the Part 1 Proposal, either the initial review of the Part 2 Proposal (excluding Bids) states that the Part 2 Proposal (excluding Bids) is complete, or the initial review lists items of the Part 2 Proposal (excluding Bids) that are incomplete or require clarification. If the Bidder is providing updates to the identification and documentation of systems presented in the Part 1 Proposal, the initial review of the Part 2 Proposal (excluding Bids): (i) states that the initial review has concluded and that the initial review has found Part 2 Proposal (excluding Bids) to be complete; or (ii) states that the initial review has concluded and lists items of the Part 2 Proposal that are incomplete or require clarification; or (iii) states that the identification and documentation for the systems remains under review, lists any items of the Part 2 Proposal (excluding Bids) that are incomplete or require clarification, and provides the timing for conclusion of the initial review. The initial review will be completed no later than 6 PM on the first business day following the business day during which the acknowledgment of receipt is sent by the Procurement Administrator.
- VI.1.18. A Bidder that submits a Letter of Credit in response to the requirements of the Part 2 Proposal must use the Standard IPA Letter of Credit or include only those modifications to the Standard IPA Letter of Credit acceptable to the IPA and posted to the procurement website. A Bidder's Part 2 Proposal (excluding Bids) is automatically deficient if the Letter of Credit proposes or includes modifications to the Standard IPA Letter of Credit that are not among those that are acceptable to the IPA and posted to the procurement website. A Current LC

Holder must follow the instructions included in the Part 2 Proposal requirements to submit an acceptable amendment to the Spring LC.

- VI.1.19. If the Part 2 Proposal (excluding Bids) is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If the initial review of a Bidder's Part 2 Proposal (excluding Bids) has concluded and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2 Proposal (excluding Bids), the Bidder has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the second business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond. If the Bidder's Part 2 Proposal (excluding Bids) remains under review and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2 Proposal (excluding Bids), then (i) the Bidder has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the third business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond; and (ii) any additional items noted in a second deficiency notice arising from concluding the review of the Part 2 Proposal (excluding Bids) carry the same deadline for the Bidder to respond. If the Bidder does not correct or adequately explain the deficiency within the time allowed, the Part 2 Proposal may be rejected. If the Part 2 Proposal (excluding Bids) is complete, the Procurement Administrator sends a notice to that effect. If the Bidder is providing updates in the Part 2 Proposal to the identification and documentation of systems presented in the Part 1 Proposal, the Bidder must complete any such updates by 12 PM (noon) on the third business day before the Bid Date. Systems for which information is not complete and consistent with

the requirements as of that time cannot be presented as part of a Block in the Bidder's Bids and must be withdrawn from the Proposal.

VI.1.20. Any deficiency notice will list the systems presented in the Proposal and will indicate whether all information and documents required for a particular system have been received and, whether upon evaluation of the information and documents related to the system, such information and documents are "done" or are "in progress". Once all information and documents have been submitted for a system and such information and documents have been determined to be complete and to satisfy the requirements, the system is marked as "done". Otherwise, the system is marked as "in progress". Once a system is marked as done, and the Bidder is notified of that fact, the Bidder may not change the information or documentation with respect to that system. If the information or documents for the system are no longer valid, the system must be withdrawn from the Proposal.

VI.1.21. A Bidder's Bids are evaluated if the systems and/or total Forecast Quantity are qualified pursuant to a successful Part 1 Proposal, if the Bidder's Part 2 Proposal (excluding Bids) is received on or before 12 PM (noon) on the Part 2 Date, if its Part 2 Proposal (excluding Bids) is complete and fully complies with the requirements of Article V of these RFP Rules including any requests for additional information from the Procurement Administrator by 12 PM (noon) on the Bid Date, if its Bid Form is received between 8AM and 12 PM (noon) on the Bid Date, and if its Bid Form is submitted according to the instructions provided by the Procurement Administrator and the requirements of this RFP. Each Bidder that submits a Part 2 Proposal will be notified whether its Bids are evaluated by 1 PM on the Bid Date by phone or by email.

VI.1.22. The Procurement Administrator expects to notify a Bidder that had Bids that were evaluated whether any of the Bidder's Bids will be identified as "winning Bids" to the ICC by 6 PM on the Bid Date. Such notification is made earlier to the extent practicable or may be made on the next business day as circumstances warrant. The Procurement Administrator provides a list to the Bidder of the systems and Forecast Quantities that are part of Blocks identified as winning Bids. This notification occurs by phone with a written confirmation by email. The Procurement Administrator provides no other information to a Bidder about the results of the procurement event.

VI.2. Bid and Post-Bid Process

VI.2.1. A Bidder submits its Bids electronically according to the instructions from the Procurement Administrator and the requirements of this RFP. A Bidder is instructed to transfer its Bid Form through a secure file transfer interface. The Bidder must use a username and a password provided by the Procurement Administrator to access the secure file transfer interface. The Bidder may use a security code provided by the Procurement Administrator to encrypt the file. If the Bidder does not encrypt the Bid Form, the Bidder will be required to provide the security code by phone.

VI.2.2. A Bidder that must resort to submitting its Bid Form by email because of technical difficulties must follow the instructions provided by the Procurement Administrator for this contingency. These instructions will specify that the Bidder must phone the Procurement Administrator to advise the Procurement Administrator of the use of email transmission and to provide authenticating information. The Procurement Administrator will recommend that the Bid Form be encrypted using the security code unique to the RFP Bidder. The

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Procurement Administrator will note for the RFP Bidder that without encryption such transmission may not be secure.

- VI.2.3. All Bid Forms must be received between 8 AM and 12 PM (noon) on the Bid Date. All times in this RFP are Central Prevailing Times unless specifically noted. No late Bid Forms will be considered regardless of the method used by the Bidder to submit its Bid Form.
- VI.2.4. A Bidder must phone the Procurement Administrator once it has transmitted its Bid Form according to the instructions provided with the Part 1 Notification. If the Bid Form was not received and there are technical difficulties, the Procurement Administrator will instruct the Bidder to use a backup method and will stay on the phone with the Bidder until receipt of the Bid Form can be confirmed.
- VI.2.5. The period between 12 PM (noon) and 1 PM is a one-hour cure period during which the Procurement Administrator provides an assessment of the Bid Form and during which Bidders may correct errors or inconsistencies. After the cure period Bidders have no further ability to change their Bids. The Bid window is then closed and Bids are evaluated. At least one Bid Form must be received between 8 AM and 12 PM (noon) from each Bidder; any complete Bid Form received between 12 PM (noon) and 1 PM supersedes all previously submitted Bid Forms by that Bidder. No Bid Forms will be accepted after 1 PM.
- VI.2.6. The Bidder must be available between 12 PM (noon) and 1 PM on the Bid Date to receive the assessment of whether the Bid Form is complete and consistent with the RFP Rules. The Procurement Administrator will at that time contact the Bidder by phone to provide this assessment. The Procurement Administrator may contact the Bidder earlier than 12 PM (noon) on the Bid Date.

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- VI.2.7. If the Bid Form is deficient, the Bidder will have an opportunity to resubmit and any such resubmission will supersede all previously submitted Bid Forms as long as the resubmission is received prior to 1 PM on the Bid Date. If the Procurement Administrator is unable to contact the Bidder, the Procurement Administrator will send a notification by email to the Bidder stating this fact.
- VI.2.8. It is the responsibility of the Bidder to ensure that a completely and consistently filled out Bid Form is submitted. The Procurement Administrator will hold a training session for Bidders to practice the bid submission process and will work with Bidders to resolve any technical difficulties prior to the Bid Date.
- VI.2.9. The evaluation of Bids will select the lowest priced Bids for a given Product. However, the evaluation will also strive to ensure that, to the extent available, 50% of the RECs procured are from one Product and 50% from the other. There are no goals for specific types of renewable energy resources and no preference will be given to one type over another.
- VI.2.10. The Act requires the Procurement Administrator to notify Bidders that the Procurement Administrator may, in its discretion, enter into post-bid price negotiations with Bidders. The Procurement Administrator has decided that there will be no post-bid negotiations.
- VI.2.11. The evaluation of Bids and the allocation of winning Bids to each Company proceeds in several steps. First, Bids that fail to meet or beat the benchmarks are eliminated from further consideration. If the First Block for a Bidder includes RECs from both Products and thus such Bidder submits a Bid for each Product, whether each such Bid fails to meet or beat the benchmarks is evaluated separately. In accordance with the Act, benchmarks are established by the Procurement Administrator, in consultation with the IPA, the Procurement Monitor, and the ICC Staff. The benchmarks are confidential and

are subject to review and approval by the ICC. Second, Bids are selected in price order until the Overall Target is met on an annual basis or until the Overall Budget is exhausted, whichever comes first. The Overall Target is set on an annual basis while the Overall Budget spans all years of the applicable supplier contracts. If the second step ends because the Overall Target is met on an annual basis and one Product accounts for less than 50% of the Overall Target on an annual basis, then the next most competitive offer in that Product would be selected and would replace RECs from a Block of the other Product (to the extent such a bid is available). Such a Block may be a First Block (or the portion of the First Block that includes the applicable Product) or an Additional Block. Finally, the winning Bids are allocated to each Company considering each Company's Budget and implementing the following priorities: 1) to minimize the administrative burden for the Companies and Bidders by having each Bidder have a single contract with a single Company to the extent feasible; 2) to have Companies get their pro-rata share of the RECs; and 3) to have 50% of the RECs for each Company come from systems below 25 kW. The Procurement Administrator may use its discretion in assigning selected Bids to accommodate the fact that the pro-ration of selected Bids that would be allocated to each Company may not be evenly divided due to the size of the winning Bids and each Company's Budget. Furthermore, the evaluation and selection of RECs in no case will result in the procurement of RECs that exceed the Overall Target on an annual basis or that combine to cost more than the Overall Budget. In the event that the Target for either Company cannot be met, the Procurement Administrator will assign selected Bids across both Companies such that the proportions of the Targets that can be met are as equal as possible across both Companies.

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- VI.2.12. The allocation of winning Bids of a particular Bidder in no case will result in the RECs from a given system being delivered to more than one Company.
- VI.2.13. It is possible that multiple Bidders could submit Bids of the same amount (\$/REC), resulting in a tie for the highest accepted Bid. Such Bids are Tied Bids (at the Tied Price). The Procurement Administrator will assign the available quantity in a way that avoids as much as practicable Bidders having winning Bids for only a portion of the RECs from a single Additional Block or for only a portion of the RECs of one Product submitted as part of the First Block. If several Additional Blocks or portions of First Blocks meet this criterion but not all such RECs could be selected given the available quantity, the Procurement Administrator chooses at random the Additional Block(s) or portion(s) of First Blocks for which the RECs will be selected. No selection preference will otherwise be given to Bids at the Tied Price submitted at any particular time or in any particular way.
- VI.2.14. The evaluation of Bids can result in a Bidder having winning Bids for only a portion of the RECs from a Product submitted as part of the First Block or only a portion of an Additional Block. Should these Bids be approved by the Commission, such Bidder will have the option to reject the partial award of a portion of the RECs from a Product submitted as part of the First Block or a portion of an Additional Block. However, if the partial award consists solely of a forecast quantity of RECs, a Bidder must accept the partial award. A Bidder must notify the Procurement Administrator if it will accept or reject the partial award by 12 PM CPT (noon) on the day of the ICC decision. If accepting a partial award for a Block that includes systems, a Bidder must indicate which systems will provide the RECs to fill the partial award 12 PM CPT (noon) on the day of the ICC decision.

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- VI.2.15. The Procurement Administrator expects to notify a Bidder that had Bids that were evaluated whether any of the Bidder's Bids are identified as winning Bids by the Procurement Administrator by 6 PM on the Bid Date. Such notification is made earlier to the extent practicable or may be made on the next business day as circumstances warrant. The Procurement Administrator provides a list to the Bidder of the systems and Forecast Quantities that are part of Blocks identified as winning Bids. This notification occurs by phone with a written confirmation by email. The Procurement Administrator provides no other information to a Bidder about the results of the procurement event.
- VI.2.16. Within two (2) business days of the Bid Date, the Procurement Administrator submits to the ICC a confidential report that will provide the results of the bidding as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days of the Bid Date, the Procurement Monitor submits to the ICC a confidential report regarding the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. The ICC is expected to decide whether to accept or reject the results of the procurement event within two (2) business days of receiving the confidential reports from the Procurement Administrator and the Procurement Monitor.
- VI.2.17. The Procurement Administrator will contact the Representatives of each Bidder with Bids identified by the Procurement Administrator as winning Bids to the ICC to ensure that the contact information of such Representatives remains correct and up-to-date. If the Procurement Administrator notifies a Bidder that the Bidder has Bids that the Procurement Administrator identifies as winning Bids, and if the Bidder did not fully complete the applicable supplier contract Inserts, the Bidder will be required to provide all information required by the

applicable supplier contract Inserts promptly after such notification occurs. The Companies prepare the supplier contract documents.

- VI.2.18. If the ICC accepts the results of the procurement event, the Procurement Administrator will notify all Bidders that submitted Bids whether some or all of their Bids were accepted by the ICC and the Company to which such accepted Bids are allocated. Bidders that have some or all of their Bids approved by the ICC are called winning Bidders for the procurement event.
- VI.2.19. At the time of ICC approval of a procurement event, the names of winning Bidders and the average of the winning bid prices are made public. The Act states that participants in the procurement process will maintain the confidentiality of all other supplier and bidding information. Further, the volume of RECs procured would be made public if there are three or more Bidders with winning Bids.
- VI.2.20. If a Bidder has approved Bids for a Company, by 12 PM CPT (noon) on the first business day after the ICC decision, the Company prepares and sends a partially executed electronic copy of the applicable supplier contract and related documents to the Seller (the Bidder is referred to as the “Seller” for purposes of the contract. It is expected that the signatory named in the Contract Insert for the applicable Company’s supplier contract will sign a copy of the partially executed supplier contract and related documents. If this individual is not available to sign the applicable supplier contract and related documents, the Bidder will advise the Company of this fact, will name another individual to sign the applicable supplier contract and related documents, and will confirm that this individual is an officer, a director, or an individual otherwise authorized to undertake contracts (including the applicable supplier contract documents) and bind the Bidder. By 12 PM CPT (1 PM Eastern Prevailing Time) on the second

business day after the ICC decision, the Bidder executes the signature pages of the partially executed applicable supplier contracts and related documents and sends such fully executed signature pages to the Company electronically. Upon execution of the applicable supplier contracts and related documents in counterparts by both parties, such supplier contracts and related documents are fully executed

VI.2.21. If the ICC rejects the results of the procurement event, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within ten (10) days of the ICC decision to analyze potential causes of low supplier interest or causes for the ICC decision. The Procurement Administrator may implement changes and hold a second procurement event if such changes would address concerns causing the Commission to reject the results of the first procurement event or resulting in the procurement event failing to meet the requirements.

If the ICC approves some or all of the Bidder's Bids, the Bidder will have seven (7) business days after the ICC approval to pay the Supplier Fees associated with those winning Bids. The IPA may draw upon the Letter of Credit in case of failure to pay the Supplier Fees. For Bidders with no Bids that are approved by the Commission, the Letter of Credit will be cancelled as soon as practicable after the Commission decision on the results of the procurement event. For Bidders with Bids approved by the Commission, the Letter of Credit stays in place during the term of the applicable supplier contracts. The amount of the Letter of Credit is reduced each quarter as identified systems begin accumulating metered deliveries and as the Bidder newly identifies systems to replace Forecast Quantities.

VI.3. Personnel and Confidentiality

- VI.3.1. Any information provided by a Bidder in its Part 1 Proposal is provided on a confidential basis to the Procurement Administrator, and may be provided on a confidential basis to the Procurement Monitor, to the IPA, or to ICC Staff.
- VI.3.2. Any information provided by a Bidder in its Part 2 Proposal is provided on a confidential basis to the Procurement Administrator, and may be provided on a confidential basis to the Procurement Monitor, to the IPA, or to the ICC Staff.
- VI.3.3. The Procurement Administrator, the Procurement Monitor, representatives from the IPA, the ICC Staff, and representatives of each Company as applicable who are involved in the evaluation of Proposals will consider all data and information provided by Bidders in response to this RFP to be confidential and will attempt to limit its disclosure to the public in accordance with the provisions of this section. Each Company will also take reasonable action to ensure that its employees, representatives and agents authorized to consider and evaluate all Proposals protect the confidentiality of such data and information. Each representative of the Procurement Administrator, Procurement Monitor, and the Companies that has access to any portion of the Proposals is required to sign a Confidentiality Statement in the form of Appendix 10 to these RFP Rules prior to evaluation of any portion of the Proposals. The list of all signatories is available to a Bidder upon request. A limited number of representatives from each Company will receive information on Bids identified by the Procurement Administrator as winning Bids for purposes of preparing the applicable supplier contracts. Another confidentiality agreement will be executed for this purpose.

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- VI.3.4. However, absolute protection from public disclosure of the Bidders' data and information filed in response to this RFP cannot be provided and is not intended. By submitting a Proposal in response to this RFP, each Bidder acknowledges and agrees to the limitations of the confidentiality provisions set forth in this section.
- VI.3.5. In addition, the Bidders' data and information filed in response to the RFP will be disclosed if required by any federal, state or local agency (including, without limitation, the ICC) or by a court of competent jurisdiction. A Company or the Procurement Administrator will notify the Bidder in advance of such disclosure and cooperate with such Bidder, to the extent deemed reasonable by the Company, and at the expense of the Bidder, to prevent the disclosure of such materials. In any event, the Companies, their employees, and agents including the Procurement Administrator will not be responsible to the Bidders or any other party or liable for any disclosure of such designated materials before, during or subsequent to this RFP.

ARTICLE VII. Reserved Rights

- VII.1.1. AIC will not be liable to any Bidder or any other party for failure to execute the applicable supplier contract. Nothing herein may be construed to bind AIC unless and until the ICC has approved winning Bids for this procurement event, and the (AIC DG) REC Contract with a Bidder has been executed and is effective. Once effective, it is the (AIC DG) REC Contract and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.2. ComEd will not be liable to any Bidder or any other party for failure to execute the applicable supplier contract. Nothing herein may be construed to bind ComEd unless and until the ICC has approved winning Bids for this procurement event, and the (ComEd) Master DG Agreement with a Bidder has been executed and is effective. Once effective, it is the (ComEd) Master DG Agreement and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.3. The Procurement Administrator reserves the right to reject Proposals submitted in response to this RFP that are incomplete, or do not conform with the requirements of this RFP, or are submitted beyond the deadline for submission, or are submitted by a Bidder that tries to unduly influence in any way the evaluation process.