

September 2014 Procurement Events
21 AUG 2014

Illinois Power Agency

September 2014 Procurement Events

for Standard Products (Block Energy)

Request for Proposals

Process and Rules

21 August 2014

TABLE OF CONTENTS

ARTICLE I. Introduction	2
I.1. Overview.....	2
I.2. Products and Bids.....	3
I.3. Submission of Proposals	7
I.4. Seller Obligations.....	9
I.5. Summary of RFP Documents.....	13
ARTICLE II. Information and Schedule.....	14
II.1. RFP Web Site	14
II.2. RFP Schedule.....	15
ARTICLE III. General Requirements for Proposals	17
ARTICLE IV. Part 1 Proposal Requirements.....	21
IV.1. Contact Information.....	21
IV.2. Bid Participation Fee.....	25
IV.3. Financial Requirements	26
IV.4. Requirements for Bidders on Ameren Products/Combinations	29
IV.5. Requirements for Bidders on ComEd Products/Combinations	32
IV.6. Bidders Applying Under Agency Agreements.....	35
IV.7. Foreign Entity as RFP Guarantor	37
ARTICLE V. Part 2 Proposal Requirements	42
V.1. Contact Information.....	42
V.2. Requirements for Bidders on Ameren Products/Combinations	42
V.3. Requirements for Bidders on ComEd Products/Combinations	47
V.4. Bidders Applying Under Agency Agreements.....	52
V.5. Foreign Entity as RFP Guarantor	53
V.6. Bids.....	55
ARTICLE VI. Process.....	61
VI.1. Part 1 and Part 2 Proposals: Submission and Processing	61
VI.2. Bid and Post-Bid Process	70
VI.3. Personnel and Confidentiality	76
ARTICLE VII. Reserved Rights.....	79

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 August 15, 2013 the Illinois Power Agency (“IPA”) filed a Procurement Plan with the Illinois Commerce Commission (“ICC”). The Procurement Plan provides for purchase of electric supply to serve certain customers of Ameren Illinois Company (“Ameren” or “AIC”) and Commonwealth Edison Company (“ComEd”) over the five-year period beginning on June 1, 2014 and ending on May 31, 2019. Each of ComEd and Ameren is referred to as a “Company”.
- I.1.2. The ICC issued an Order on December 18, 2013 substantially approving the IPA’s Procurement Plan. For purposes of this document the “Procurement Plan” means the Procurement Plan as amended by this ICC Order.
- I.1.3. Pursuant to the Procurement Plan, a procurement event was held in Spring 2014 to procure specific quantities of on-peak and off-peak energy in monthly periods from June 1, 2014 through May 31, 2017 to be delivered to Ameren and a procurement event was also held in Spring 2014 to procure specific quantities of on-peak and off-peak energy in monthly periods from June 1, 2014 through May 31, 2017 to be delivered to ComEd. Furthermore, a second procurement will be held to procure specific quantities of on-peak and off-peak energy in monthly periods from November 1, 2014 through May 31, 2015 to be delivered to Ameren and a second procurement event will also be held to procure specific quantities of on-peak and off-peak energy in monthly periods from November 1, 2014 through May 31, 2015 to be delivered to ComEd. 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

both procurement events. This RFP is referred to as the “Standard Products RFP” or the “Energy 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 events. The ICC has retained Boston Pacific Company, Inc. (“Boston Pacific”) as the Procurement Monitor. The Procurement Monitor will report and monitor the progress of the procurement events for the ICC.
- I.1.5. A Proposal is a response to this RFP. A supplier 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. All on-peak hours in a given month constitute the “On-Peak Segment” for that month. All off-peak hours constitute the “Off-Peak Segment” for that month. A Product is a constant quantity of energy to be supplied to the Company at the delivery point specified by the Company in either the On-Peak Segment or the Off-Peak Segment of a specific month.

September 2014 Procurement Events
21 Aug 2014

I.2.2. The “Target” for each Product is the quantity of each Product that this RFP seeks to procure expressed in numbers of 25 MW blocks. Targets are given in Table I-1 and in Table I-2. A Target of zero blocks is indicated by “-”. These Targets are final and are not subject to further updates.

Table I-1. Targets for Ameren (Number of Blocks of 25 MW)

Month	On-Peak	Off-Peak
Nov 2014	-	-
Dec 2014	6	3
Jan 2015	8	6
Feb 2015	6	5
Mar 2015	1	-
Apr 2015	-	-
May 2015	-	-

Table I-2. Targets for ComEd (Number of Blocks of 25 MW)

Month	On-Peak	Off-Peak
Nov 2014	30	26
Dec 2014	34	29
Jan 2015	36	31
Feb 2015	34	29
Mar 2015	30	26
Apr 2015	27	23
May 2015	28	23

I.2.3. For Ameren, “Included Retail Customers” are residential and non-residential customers below 150 kW that are currently taking generation service under a fixed-price tariff and are included in the following customer classes: residential (DS-1); non-residential less than 150 kW (DS-2); and lighting service (DS-5). For ComEd, “Included Retail Customers” are residential and non-residential customers below 100 kW that are currently taking generation service under a fixed-price tariff. For each Company, the requirements of Included Retail Customers will be met from a variety of sources including but not limited to the Products procured through this RFP, as well as supply procured through the

September 2014 Procurement Events
21 Aug 2014

2014 Spring RFPs, the 2012 Spring RFPs, the 2012 Rate Stability Block RFPs, and the 2010 long-term RFPs.

I.2.4. A Bidder may bid on any number of Products and may bid on all Products. For each Product, a Bidder may bid on any number of blocks up to and including the Target for that Product.

I.2.5. A “Combination” is a grouping of two or more Products in a given Segment and in a given year (and for a given Company). The possible Combinations are:

- July and August;
- October, November, and December;
- January and February;
- March and April;
- June to May (inclusive).

I.2.6. The number of blocks available for a Combination is the minimum Target for the Products in that Combination. These are provided in Table I-3 and Table I-4 below. Some Combinations, such as the Combination of March-April 2015 on-peak for Ameren, are not available because the Target for at least one of the Products in the Combination is zero. A Bidder may bid on any number of blocks for a Combination, up to and including the number of blocks available for that Combination.

Table I-3. Number of Blocks Available for Each Combination (Ameren)

Combination	On-Peak	Off-Peak
Jan-Feb15	6	5
Mar-Apr15	-	-

Table I-4. Number of Blocks Available for Each Combination (ComEd)

Combination	On-Peak	Off-Peak
Jan-Feb15	34	29
Mar-Apr15	27	23

September 2014 Procurement Events
21 Aug 2014

- I.2.7. A Bid must be displayed as a price in \$/MWh for one (1) block of a Product or for one (1) block of a Combination. The Bid is the price that the Bidder is willing to accept to deliver each MWh in one (1) block to the Company.
- I.2.8. A Bidder may bid both on a Product and on a Combination that includes this Product.
- I.2.9. A Bidder may bid up to the Target, as provided in Table I-1 or Table I-2 above, for each Segment of each month and for each Company. It will be assumed that, for each Segment of each month and for each Company, the Bidder is willing to supply up to the number of blocks bid for that Segment of that month for the Company (across Bids on the Product and any Combinations that includes the Product), or the Bidder is willing to supply up to the Target for that Segment of that month for the Company, whichever is smaller. The Bidder may, but is not required to, specify a maximum willingness to supply for a Segment of a month for a Company, which is a number of blocks that cannot exceed the number of blocks bid for that Segment of that month for that Company (across Bids on the Product and any Combinations that includes the Product) and that cannot exceed the Target.
- I.2.10. For each procurement event, the evaluation of Bids for a Company proceeds in two steps. In the first step, all Bids that fail to meet the benchmarks are eliminated. 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. In the second step, the Procurement Administrator evaluates the Bids that meet or beat the benchmarks and selects a package of Bids that procures all needed blocks for that Company at the lowest average cost per MWh. This package of Bids is called the Least Cost Package for

a Company and each Bid in the Least Cost Package is a winning Bid. This is further discussed in Paragraph VI.2.7.

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 one (1) copy of all documents required by the Part 1 Form. A Bidder that did not pay a Bid Participation Fee pursuant to its participation in the Spring 2014 procurement events and that submits a Part 1 Proposal is required to pay a non-refundable Bid Participation Fee.
- I.3.3. Bidders use the online Part 2 Form to submit information and documents in response to the Part 2 Proposal requirements described in Article V of these RFP Rules. A Bidder that intends to submit Bids for a Company's Products and/or Combinations must submit an executed Pre-Bid Letter of Credit to that Company in an amount sufficient to support the Bids. Bidders may provide other required documents by email to the Procurement Administrator. Bidders must use the Bid Form provided by the Procurement Administrator for purposes of submitting Bids.
- I.3.4. The Part 2 Proposal consists of the completed online Part 2 Form, executed Pre-Bid Letter(s) of Credit, one (1) Bid Form, and all other documents necessary to fulfill the Part 2 Proposal requirements.

September 2014 Procurement Events
21 Aug 2014

- I.3.5. 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 a Bidder that did not pay such a fee pursuant to its participation in the Spring 2014 procurement events, must be received by 12 PM (noon) on the Part 1 Date. All times in this RFP are Central Prevailing Times (“CPT”) unless specifically noted.
- I.3.6. 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.3.7. 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 10 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 on the Bid Date.
- I.3.8. Within two (2) business days of the Bid Date, the Procurement Administrator will submit to the ICC a confidential report that will provide the results of the bidding related to each 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 will submit to the ICC a confidential report regarding the results of each procurement event. The ICC will decide whether to accept or reject the results of each procurement event

within two (2) business days of receiving the confidential reports from both the Procurement Administrator and the Procurement Monitor.

I.3.9. If the ICC approves the results of the procurement event for Ameren, Ameren and each Bidder with approved Bids for Ameren will execute the (AIC) Confirmation Agreement within three (3) business days of the ICC decision. If the ICC approves the results of the procurement event for ComEd, ComEd and each Bidder with approved Bids for ComEd will execute the (ComEd) Master Agreement within three (3) business days of the ICC decision.

I.3.10. If the ICC rejects the results of the procurement event for a Company or if not all blocks of each month and Segment are filled for that Company, the Procurement Administrator, the Procurement Monitor, the IPA, 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 for that Company, if such changes would address the concerns that caused the Commission to reject the results of this procurement event or that caused failure of the procurement event to meet the requirements for that Company.

I.4. Seller Obligations

I.4.1. There will be a separate supplier contract for each of the procurement events. The supplier contract for the Ameren procurement event is the Confirmation Agreement, which is also designated as the (AIC) Confirmation Agreement for the avoidance of doubt. The supplier contract for the ComEd procurement event is the Master Agreement, which is also designated as the (ComEd) Master Agreement for the avoidance of doubt.

September 2014 Procurement Events
21 Aug 2014

- I.4.2. The results of this procurement event are subject to approval by the ICC. If the ICC approves the results of the procurement event for Ameren, Ameren and each Bidder with approved Bids for Ameren will execute the (AIC) Confirmation Agreement within three (3) business days of the ICC decision and the Bidder will become a “Seller” under the (AIC) Confirmation Agreement. If the ICC approves the results of the procurement event for ComEd, ComEd and each Bidder with approved Bids for ComEd will execute the (ComEd) Master Agreement within three (3) business days of the ICC decision and the Bidder will become a “Seller” under the (ComEd) Master Agreement.
- I.4.3. This section describes in general terms a few key provisions of the (AIC) Confirmation Agreement and the (ComEd) Master Agreement. This is a summary only and is subject to and qualified in its entirety by each of the (AIC) Confirmation Agreement provided as Appendix 1 and the (ComEd) Master Agreement provided as Appendix 2 to these RFP Rules. A Bidder that submits Bids for Ameren must accept the obligations and associated rights to provide energy as set forth in the (AIC) Confirmation Agreement. A Bidder that submits Bids for ComEd must accept the obligations and associated rights to provide energy as set forth in the (ComEd) Master Agreement.
- I.4.4. Under the (AIC) Confirmation Agreement, a Seller, in a given Segment of a given month, provides a constant amount of energy corresponding to the sum of the number of blocks won of the Product for that Segment of that month, and the number of blocks won of any Combination that includes that Segment of that month, times 25 MW. For each Segment of each month, the price paid to the Bidder is the average of the Bidder’s own approved Bids for all blocks of that Product and for all blocks of a Combination that includes that Segment of that month. The Seller is paid potentially a different price for each on-peak Segment

September 2014 Procurement Events
21 Aug 2014

and off-peak Segment and each month of the November 1, 2014 to May 31, 2015 period for which energy is purchased through the procurement event for Ameren. Each month for which the Seller has an approved Bid will be considered a Delivery Period.

- I.4.5. Under the (AIC) Confirmation Agreement, the On-Peak Segment is defined as the Hour Ending (“HE”) 0700 through HE 2200 Eastern Standard Time (“EST”) Monday through Friday excluding NERC Holidays. No adjustments are made for Daylight Savings Time. The Off-Peak Segment is defined as all hours of all calendar days in Eastern Standard Time (“EST”) during the term that are not on-peak hours. “NERC Holidays” means a holiday as defined by the North American Electric Reliability Corporation or any successor thereto.
- I.4.6. A Seller to Ameren will be responsible for scheduling and delivery in the MISO Day-Ahead Market of the energy they contract to provide. The delivery point under the (AIC) Confirmation Agreement is the Ameren Illinois Company Load Zone (currently MISO CP Node AMIL.BGS6).
- I.4.7. Under the (AIC) Confirmation Agreement, Ameren’s MISO Network Integrated Transmission Service (“NITS”) will be used for delivery of the Product to the Delivery Point. Seller is responsible for any other transmission service required to deliver the Product to Delivery Point. For each Delivery Period, Seller and Buyer shall utilize the DART/Financial Schedules tool within the MISO Market Portal to manage contracts and schedules for the hourly quantity. All such contracts and schedules shall specify (i) Buyer Name as AMCP3; (ii) Sink Location as AMIL.BGS6 (or any successor thereto); (iii) Delivery Point Location as AMIL.BGS6 (or any successor thereto); (iv) Schedule Approval as Counterparty Approval; (v) Settlement Market as Day Ahead; and (vi) Congestion Losses as Seller Pays. For each Delivery Period, Buyer and Seller

September 2014 Procurement Events
21 Aug 2014

agree to work together to enter and approve all DART/Financial Scheduling entries within the MISO Portal no later than ten (10) Business Days prior to the start of the Delivery Period.

- I.4.8. A Seller to ComEd, in a given Segment of a given month, provides a constant amount of energy corresponding to the sum of the number of blocks won of the Product for that Segment of that month, and the number of blocks won of any Combination that includes that Segment of that month, times 25 MW. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own approved Bids for all blocks of that Product and for all blocks of a Combination that includes that Segment of that month. The Seller is paid potentially a different price for each on-peak Segment and off-peak Segment for each month of the November 1, 2014 to May 31, 2015 period for which energy is purchased through the procurement event for ComEd. Each month for which the Seller has an approved Bid will be considered a Delivery Period.
- I.4.9. Under the (ComEd) Master Agreement, the On-Peak Segment is defined as HE 0800 through HE 2300 Eastern Prevailing Time ("EPT"), Monday through Friday, excluding NERC Holidays. The Off-Peak Segment is defined as HE 0100 through HE 0700 and HE 2400 EPT, Monday through Friday, and HE 0100 through HE 2400 EPT Saturday through Sunday and on NERC Holidays.
- I.4.10. A Seller to ComEd will be responsible for scheduling and delivery in the PJM Day-Ahead Market of the energy they contract to provide. The delivery point under the (ComEd) Master Agreement is the ComEd Zone.
- I.4.11. Under the (ComEd) Master Agreement, Seller shall arrange and be responsible for transmission service to the Delivery Point. For each Delivery Period, Seller and Buyer shall utilize the PJM InSchedule to manage contracts and schedules for the contract quantity. Seller shall submit contract quantity under the

(ComEd) Master Agreement through PJM InSchedule by the later of May 9, 2014 or four weeks prior to the beginning of each Delivery Period. ComEd will confirm the contract quantity submitted by Seller through PJM InSchedule by the later of May 16, 2014 or three weeks prior to the beginning of each Delivery Period.

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) Confirmation Agreement
- Appendix 2: (ComEd) Master Agreement
- Appendix 3: Part 1 Form
- Appendix 4: Part 2 Form
- Appendix 5: Bid Form
- Appendix 6: Financial Attestation
- Appendix 7: Standard Pre-Bid Letter of Credit for Ameren
- Appendix 8: Standard Pre-Bid Letter of Credit for ComEd
- Appendix 9: Officers' Certificate (for Bidders under an Agency Agreement)
- Appendix 10: Confidentiality Statement
- Appendix 11: Additional Information Concerning Maximum Willingness to Supply

ARTICLE II. Information and Schedule

II.1. RFP Web Site

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. 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 products to be procured.

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

Standard Products Section: This section provides documents related to the procurement of block energy.

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

Ask a Question: In this section, interested parties, including Bidders, are able to ask questions of the Procurement Administrator via a web form.

Register: This section gives an opportunity for interested parties to register their email address to receive announcements regarding the 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.

September 2014 Procurement Events
21 Aug 2014

Related Links: This section includes links to websites of potential interest.

Previous RFPs: The Procurement Administrator provides in this section links to websites with information from previous RFPs for Ameren and ComEd.

Qualification Form: Bidders use this link and their login credentials to access the online Part 1 and Part 2 Forms where they 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 events. 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. Any changes to this schedule will be provided on the procurement website.

Table II-1. RFP Schedule

Event	Date
IPA submits Procurement Plan	Monday, September 30, 2013
Commission Order regarding Procurement Plan	Wednesday, December 18, 2013
ComEd's Master Agreement and Ameren's Confirmation Agreement issued	Thursday, August 21, 2014
RFP Documents issued	Thursday, August 21, 2014
Webcast	Friday, August 22, 2014
Opening of Part 1 Window	Monday, August 25, 2014
Part 1 Date (Part 1 Proposals are due)	Friday, September 05, 2014
Bid Participation Fee is due (new Bidders only)	Friday, September 05, 2014
Part 1 Notification	Tuesday, September 09, 2014
Opening of Part 2 Window	Wednesday, September 10, 2014
Part 2 Date (Part 2 Proposals Except Bids are Due)	Tuesday, September 16, 2014

September 2014 Procurement Events
21 Aug 2014

Event	Date
Bidder Training	Thursday, September 18, 2014
Bid Date (Bids are Due)	Monday, September 22, 2014
Procurement Administrator submits confidential report on results of procurement events	No later than Wednesday, September 24, 2014
ICC renders decision on results of procurement events	No later than Friday, September 26, 2014
Master Agreements fully executed	Wednesday, October 01, 2014

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 can submit at most one Part 1 Proposal and one Part 2 Proposal. 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 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; however, a Bidder may submit the representations required by the Part 2 Form during the Part 1 Window for early processing. Early processing allows the Officer of the Bidder, at the Officer's option, to make all representations and certifications required in the Part 1 and Part 2 Proposals at the same time.
- III.1.3. All representations and certifications required by this RFP must be made by a single individual, who is an Officer of the Bidder. An Officer of the Bidder is an individual empowered to undertake contracts and bind the Bidder. As a requirement of the Part 1 Proposal, the Bidder must provide the name, title, and full contact information (address, phone number, email address) of the Officer of the Bidder who will be making the representations in the Part 1 and the Part 2 Proposals.
- III.1.4. Each Bidder must comply with all Part 1 Proposal requirements described in Article IV. A Bidder that was notified in a Spring 2014 procurement event that

September 2014 Procurement Events
21 Aug 2014

it had successfully completed the Part 1 Proposal can participate in an abbreviated process to submit its Part 1 Proposal. The abbreviated process is described in each section. Section IV.1 describes the contact information required. Section IV.2 explains that a “new Bidder” (a Bidder that did not pay a Bid Participation Fee pursuant to its participation in the Spring 2014 procurement events) must pay a Bid Participation Fee. Section IV.3 describes financial requirements. Section IV.4 describes requirements and lists representations that are required from the Officer of the Bidder specific to Ameren. Section IV.5 describes requirements and lists representations that are required from the Officer of the Bidder specific to ComEd. Sections IV.4 and IV.5 also describe the information that a Bidder is asked to provide for the preparation of the applicable supplier contract documents (either the (AIC) Confirmation Agreement or the (ComEd) Master Agreement, or both) should the Procurement Administrator identify one or more of the Bidder’s Bids to the Commission as winning Bids. Section IV.6 lists additional requirements applicable only to Bidders submitting a Proposal under an Agency Agreement. Section IV.7 describes the additional requirements applicable only to Bidders that propose to rely on the financial standing of a guarantor that has not been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia (“Foreign Entity”) and that intend to bid on ComEd Products and/or Combinations.

- III.1.5. All information provided and certifications made in the Part 1 Proposal must remain valid and in full force until the required number of 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.1.6. Each Bidder must comply with all Part 2 Proposal requirements as stipulated in Article V. Section V.1 describes the contact information required by the Part 2 Proposal. Section V.2 describes requirements specific to Ameren including representations and the Pre-Bid Letter of Credit required to support the Bidder's Bids for Ameren. Section V.3 describes requirements specific to ComEd including representations and the Pre-Bid Letter of Credit required to support the Bidder's Bids for ComEd. The latter two sections also require the Bidder to agree that the Procurement Administrator may amend the Bidder's Bid Form if that Bidder's Pre-Bid Letter of Credit for a Company is insufficient to support the Bids for that Company. Section V.4 lists additional requirements applicable only to Bidders submitting a Proposal under an Agency Agreement. Section V.5 describes the additional requirements applicable only to Bidders that propose to rely on the financial standing of a Foreign Entity and that intend to bid on ComEd Products and/or Combinations. Section V.6 describes the requirements for the submission of Bids.
- III.1.7. 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.1.8. 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.

September 2014 Procurement Events
21 Aug 2014

III.1.9. The Bidder, at its own cost and expense, shall defend Ameren, 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 Ameren, ComEd, the Procurement Monitor, the Procurement Administrator and the 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 was notified in a Spring 2014 procurement event that it had successfully completed the Part 1 Proposal is said to have “previously qualified”. Such a Bidder is generally eligible to participate in an abbreviated process to submit the Part 1 Proposal. A previously qualified Bidder that has undergone a change to its corporate structure (through a merger for example) is not eligible to participate in the abbreviated process to submit the Part 1 Proposal and should contact the Procurement Administrator.

IV.1. Contact Information

IV.1.1. Contact Information for the RFP 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 in the online Part 1 Form.
- A previously qualified Bidder must update this information as necessary in its online Part 1 Form.
- 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 Officer of the Bidder or 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 Officer of the Bidder or 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

September 2014 Procurement Events
21 Aug 2014

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. Officer of the RFP Bidder. A Bidder must provide the name, title, and full contact information (address, phone number(s), and email address) of the Officer of the Bidder. The Officer of the Bidder must be an officer, a director or an individual otherwise empowered to undertake contracts and bind the Bidder. The Officer of the Bidder whose contact information is provided in the Part 1 Proposal must make all representations required in the Part 1 Proposal and in the Part 2 Proposal.

- A Bidder that has not previously qualified must submit this information in the online Part 1 Form.
- A previously qualified Bidder must update this information as necessary in its online Part 1 Form. A previously qualified Bidder must name a new Officer of the Bidder if the previously named individual is not expected to be available during the September 2014 procurement events.
- The Officer of the Bidder may make all representations required in the Part 1 and Part 2 Proposals at the same time. A Bidder that avails itself of this option may submit the P2 Certifications Insert for each Company during the Part 1 Window for early processing. The P2 Certifications Insert for each Company is available on the procurement website. The Procurement Administrator processes such Part 2 Proposal materials received during the Part 1 Window within the same timeframes used for the processing of the Part 1 Proposals.

- It is expected that, if a Bidder has Bids for a Company that are approved by the Commission, the Officer of the Bidder would sign the applicable supplier contract. Should the Officer of the Bidder not be available to sign for this purpose, the Bidder will advise the Company of this fact. The Bidder will name another individual to sign and the Bidder will confirm that this individual is empowered to undertake contracts and bind the Bidder.

IV.1.3. Representative of the Bidder. In the Part 1 Proposal, the Officer of the Bidder must designate a Representative of the Bidder and the Bidder must provide contact information for the Representative. The Representative is the point of contact if the Procurement Administrator has questions on the documentation provided by the Bidder in response to this RFP or requires additional information. The Procurement Administrator sends all correspondence related to the procurement events to the Representative, including confidential information required to submit Bids on the Bid Date. The Officer of the Bidder may name himself or herself as the Representative.

- The contact information required consists of the Representative's name, title, address, phone number(s), and email address.
- The Officer of the Bidder designates the Representative 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.
- A Bidder that has not previously qualified must submit contact information for the Representative in the online Part 1 Form and must provide the Representative Insert by email or by upload to the application website.

September 2014 Procurement Events
21 Aug 2014

- A previously qualified Bidder must update this information as necessary in its online Part 1 Form. If the individual named as Representative has changed from the Spring 2014 procurement events, the Officer of the Bidder must fully complete the Representative Insert and the Bidder provides the Representative Insert by email or by upload to the application website.

IV.1.4. Designation of Nominees. The Procurement Administrator communicates with the Representative and any Nominees by email or through a secure file transfer interface. The Representative may provide, with the Part 1 Proposal or at any time with appropriate notice to the Procurement Administrator, the name, title, and contact information (phone number(s) and email address) of up to three (3) individuals who will serve as Nominees. A Nominee receives all correspondence from the Procurement Administrator.

- A Bidder, whether previously qualified or not, indicates in the online Part 1 Form whether the Representative is designating one or more Nominees.
- The Officer of the Bidder or the Representative may make such a designation by fully completing the Nominee Insert prepared for this purpose and available on the procurement website. The Nominee Insert is also labelled INSERT #P1-2. The Bidder provides the Nominee Insert by email or by upload to the application website at the time of submission of the Part 1 Proposal or at any time prior to the submission of Bids.

IV.1.5. All information in 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, as further explained in Article VI.

IV.2. Bid Participation Fee

- IV.2.1. The requirements of this section do not apply to Bidders that have previously qualified.
- IV.2.2. A Bidder that did not pay a Bid Participation Fee pursuant to its participation in the Spring 2014 procurement events (also called a new Bidder) and that submits a Part 1 Proposal must pay once a Bid Participation Fee of \$500. Such Bidder that submits Bids for both Ameren and ComEd is only required to pay one Bid Participation Fee. The Bid Participation Fee will be used to cover part of the costs of the September 2014 procurement events. 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. 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.
- IV.2.3. A new Bidder must pay the Bid Participation Fee to the IPA as a condition of completing the Part 1 Proposal. Such Bidder can pay: (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. The Bid Participation Fee is due on the Part 1 Date and new Bidders 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. A new Bidder provides such evidence by email or by upload to the application website. If the Procurement Administrator is not able to confirm with the IPA that the Bidder has paid the Bid Participation Fee, the Bidder will not be eligible to continue its participation in the RFP.

IV.2.4. Information requested in 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 required by Section 2, as further explained in Article VI.

IV.3. Financial Requirements

IV.3.1. Entity on Whose Financial Standing the Bidder Relies. A Bidder must clearly select one of the following two (2) options for purposes of submitting to the financial requirements of this RFP: (a) relying on its own financial standing; or (b) relying on the financial standing of another entity. Any Bidder applying under an Agency Agreement must select option (b) above and must name the Principal with the lowest credit rating as the Entity upon whose financial standing the Bidder is relying. If the Bidder proposes to rely on the financial standing of a Foreign Entity as RFP Guarantor and if the Bidder intends to bid on ComEd Products and/or Combinations, the Bidder must also comply with the requirements of Section IV.7.

- A Bidder that has not previously qualified must clearly elect option (a) or option (b) in the online Part 1 Form. If the Bidder elects option (b), the Bidder must provide the Entity's legal name.
- A previously qualified Bidder must update this information as necessary in its online Part 1 Form. A previously qualified Bidder that updates the Entity'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 Officer of the Bidder or the Representative must represent that this is a change in the Entity's name only and not a change in the corporate structure of the Entity. The Officer of the Bidder or 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.3.2. Credit Ratings for the Entity. In its Part 1 Proposal, a Bidder must provide, for the Entity on whose financial standing it is relying, any available ratings from the following rating agencies: Standard and Poor's ("S&P"), Moody's Investors Service ("Moody's), and Fitch Ratings ("Fitch"). A Bidder must specify the type of rating. For the avoidance of doubt, a Bidder that selects option (a) in Paragraph IV.3.1 submits ratings for the Bidder; a Bidder that selects option (b) in Paragraph IV.3.1 submits ratings for another entity on whose financial standing it is relying.

- A Bidder that has not previously qualified must provide the information in the online Part 1 Form.
- A previously qualified Bidder must update this information as necessary in its online Part 1 Form.

IV.3.3. Financial Information for the Entity. In its Part 1 Proposal, a Bidder, whether previously qualified or not, must provide financial information related to the Entity.

- The financial information required is the Entity's: (i) most recent audited annual financial information, including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules. If available, the Securities and Exchange Commission ("SEC")

Form 10-K should be submitted to fulfill this requirement; (ii) most recent quarterly financial data, including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules. If available, the SEC Form 10-Q should be submitted to fulfill this requirement. If the SEC Form 10-Q is unavailable, the most recent quarterly or monthly financial data must be accompanied by an attestation by an officer of the Entity that the information submitted fairly presents in all material respects the financial condition and results of the operations of the Entity. The requirements for this attestation are more specifically provided in Appendix 6 of these RFP Rules. If the SEC Form 10-Q is unavailable, the Bidder must also either provide a review report from an independent accountant for the most recent quarterly or monthly financial data submitted or state that such a report is not available; and (iii) any public financial disclosure made since the release of the Entity's most recent financial data for any matters that are material to the Entity's financial condition. If available, SEC Forms 8-K should be submitted to fulfill this requirement.

- A Bidder that selects option (a) in Paragraph IV.3.1 and for which the required financial information is not available in whole or in part may state this fact in Justification of Omissions section of the online Part 1 Form.
- A Bidder that selects option (b) in Paragraph IV.3.1 must provide the required financial information. Otherwise, the Bidder may not be able to rely on the financial standing of the Entity for purposes of this RFP.
- A Bidder, whether previously qualified or not, must submit all required financial information by email or by upload to the application website.

September 2014 Procurement Events
21 Aug 2014

- IV.3.4. A Bidder that is submitting Bids for a Company must, in its Part 2 Proposal, submit a Pre-Bid Letter of Credit for that Company in an amount of \$5,000 per block of a Bidder's Indicative Quantity for that Company or \$125,000, whichever is greater. The Indicative Quantity for a Company is the total number of blocks that the Bidder intends to bid across all Segments and months available for that Company as submitted in the Part 2 Proposal. The Pre-Bid Letter of Credit must be in the form of the Standard Pre-Bid Letter of Credit or incorporate only modifications approved by the Company as posted to the procurement website. The Standard Pre-Bid Letter of Credit for Ameren is provided as Appendix 7 of these RFP Rules. The Standard Pre-Bid Letter of Credit for ComEd is provided as Appendix 8 of these RFP Rules.
- IV.3.5. Information requested in 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 required by Section 3, as further explained in Article VI.

IV.4. Requirements for Bidders on Ameren Products/Combinations

- IV.4.1. The requirements of this section apply to Bidders that intend to bid on Ameren Products and/or Combinations. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on Ameren Products and/or Combinations.
- IV.4.2. Information to prepare the Ameren Supplier Contract Documents. A Bidder will be asked to provide all information necessary for the preparation of the applicable supplier contract documents. The applicable supplier contract documents are prepared by the Company after the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Products and/or Combinations that are identified as winning Bids to the ICC. If such Bidder

relies on the financial standing of an RFP Guarantor, such Bidder will be responsible for preparation of the Guaranty.

- A Bidder that has not previously qualified provides this information by fully completing the Ameren Contract Insert prepared for this purpose and available on the procurement website. The Ameren Contract Insert is also labelled INSERT #P1-4. The Bidder provides the Ameren Contract Insert by email or by upload to the application website.
- A previously qualified Bidder updates this information as necessary and provides the updated Ameren Contract Insert by email or by upload to the application website.
- If a Bidder fails to submit the information required by this paragraph, the Procurement Administrator will require the Officer of the Bidder to acknowledge that, if the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Products and/or Combinations that are identified as winning Bids to the ICC, the Bidder will be required to provide all necessary information by 12 PM (noon) CPT on the day after such notification is received. The Officer of the Bidder makes such acknowledgment by completing the Ameren Contract Certification Insert prepared for this purpose by the Procurement Administrator. If required by the Procurement Administrator, the Bidder provides the Ameren Contract Certification Insert by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

IV.4.3. The Officer of the Bidder, whether previously qualified or not, must make the certifications detailed in this paragraph.

- The Officer of the Bidder must certify that: (i) the Part 1 Proposal will remain in full force and effect until nine (9) business days after the Bid

Date; (ii) all information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief; and (iii) if, for any reason and due to any circumstance, any information provided in the Part 1 Proposal changes before the Bid Date, the Bidder will notify the Procurement Administrator of such changes as soon as practicable; (iv) the submission of the Part 1 Proposal 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; (v) the Bidder is not part of a bidding agreement, a joint venture for purposes of participating in the RFP, a bidding consortium, or any other type of agreement related to bidding in this RFP, it being understood that a Bidder found to be acting in concert with another Bidder will be disqualified by the Procurement Administrator; (vi) the Officer of the Bidder understands the terms of the (AIC) Confirmation Agreement and the Bidder accepts all of the terms of the (AIC) Confirmation Agreement without modifications; (vii) each of the ratings provided in its Part 1 Proposal in response to Paragraph IV.3.2 above is a Credit Rating as defined in the (AIC) Confirmation Agreement; (viii) the Bidder has all regulatory authorizations necessary for it to legally perform its obligations under the (AIC) Confirmation Agreement; and (ix) the Officer of the Bidder must certify that the Bidder has no pending legal proceedings or, to its knowledge, threatened legal proceedings against it or any of its affiliates that could materially adversely affect its ability to perform its obligations under the (AIC) Confirmation Agreement and Confirmation.

- The Officer of the Bidder makes such certifications by fully completing the Ameren P1 Certifications Insert prepared for this purpose and available on the procurement website. The Ameren P1 Certifications Insert is also labelled INSERT #P1-5. The signature of the Officer of the Bidder must be notarized or attested with the corporate seal. The Bidder provides the Ameren P1 Certifications Insert by email or by upload to the application website.

IV.4.4. Information requested in 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 required by Section 4, as further explained in Article VI.

IV.5. Requirements for Bidders on ComEd Products/Combinations

IV.5.1. The requirements of this section apply to Bidders that intend to bid on ComEd Products and/or Combinations. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on ComEd Products and/or Combinations.

IV.5.2. Information to prepare the ComEd Supplier Contract Documents. A Bidder will be asked to provide all information necessary for the preparation of the applicable supplier contract documents. The applicable supplier contract documents, including the Guaranty if the Bidder is relying on the financial standing of an RFP Guarantor, are prepared by the Company after the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Products and/or Combinations that are identified as winning Bids to the ICC. If such Bidder relies on the financial standing of an RFP Guarantor, the Bidder will be asked to make any and all elections for the Guaranty pursuant

to the (ComEd) Master Agreement and provide all contact information necessary for the execution of such Guaranty.

- A Bidder that has not previously qualified provides this information by fully completing the ComEd Contract Insert prepared for this purpose and available on the procurement website. The ComEd Contract Insert is also labelled INSERT #P1-6. The Bidder provides the ComEd Contract Insert by email or by upload to the application website.
- A previously qualified Bidder updates this information as necessary and provides the updated ComEd Contract Insert by email or by upload to the application website.
- If a Bidder fails to submit the information required by this paragraph, the Procurement Administrator will require the Officer of the Bidder to acknowledge that, if the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Products and/or Combinations that are identified as winning Bids to the ICC, the Bidder will be required to provide all necessary information by 12 PM (noon) CPT on the day after such notification is received. The Officer of the Bidder makes such acknowledgment by completing the ComEd Contract Certification Insert prepared for this purpose by the Procurement Administrator. If required by the Procurement Administrator, the Bidder provides the ComEd Contract Certification Insert by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.
- Failure to provide the necessary information by 12 PM (noon) CPT on the day after the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Products and/or Combinations that are identified as winning Bids to the ICC may result in the Bidder or its

Guarantor being assigned an Unsecured Credit Limit of zero. Failure to provide a current telephone and email/facsimile information in the Credit and Collections section of the ComEd Contract Insert may reduce the time available for the Bidder to respond to a Margin Call, which could result in a default under the ComEd Master Agreement.

IV.5.3. The Officer of the Bidder, whether previously qualified or not, must make the certifications detailed in this paragraph.

- The Officer of the Bidder must certify that: (i) the Part 1 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief; and (iii) if, for any reason and due to any circumstance, any information provided in the Part 1 Proposal changes before the Bid Date, the Bidder will notify the Procurement Administrator of such changes as soon as practicable; (iv) the submission of the Part 1 Proposal 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; and (v) the Bidder is not part of a bidding agreement, a joint venture for purposes of participating in the RFP, a bidding consortium, or any other type of agreement related to bidding in this RFP, it being understood that a Bidder found to be acting in concert with another Bidder will be disqualified by the Procurement Administrator; (vi) The Officer of the Bidder understands the terms of the (ComEd) Master Agreement and the Bidder accepts all of the terms of the (ComEd) Master Agreement without modifications; (vii) each of the ratings provided in its Part 1 Proposal in response to Paragraph IV.3.2 above is a Credit Rating

as defined in the (ComEd) Master Agreement; (viii) the Bidder has all regulatory authorizations necessary for it to legally perform its obligations under the (ComEd) Master Agreement; and (ix) the Officer of the Bidder must certify that the Bidder has no pending legal proceedings or, to its knowledge, threatened legal proceedings against it or any of its affiliates that could materially adversely affect its ability to perform its obligations under the (ComEd) Master Agreement and Confirmation.

- The Officer of the Bidder makes such certifications by fully completing the ComEd P1 Certifications Insert prepared for this purpose and available on the procurement website. The ComEd P1 Certifications Insert is also labelled INSERT #P1-7. The signature of the Officer of the Bidder must be notarized or attested with the corporate seal. The Bidder provides the ComEd P1 Certifications Insert by email or by upload to the application website.

IV.5.4. Information requested in this Section IV.5 of the RFP Rules must be provided exclusively by completing Section 5 of the Part 1 Form and by providing any documents required by Section 5, as further explained in Article VI.

IV.6. Bidders Applying Under Agency Agreements

IV.6.1. A Bidder submitting a Proposal under an agency authorization (“Agency Agreement”) must comply with additional requirements in its Part 1 Proposal. This section details those additional requirements. The requirements of this Section IV.6 apply only to Bidders submitting a Proposal under an Agency

Agreement; other Bidders are not subject to the requirements of this Section IV.6.

- IV.6.2. A Bidder submitting a Proposal under an Agency Agreement must identify the Principal or Principals to the Agency Agreement. A Bidder that has not previously qualified must submit this information in the online Part 1 Form. A previously qualified Bidder must update this information as necessary in the online Part 1 Form.
- IV.6.3. The Bidder must identify a Principal as the Entity on whose financial standing the Bidder relies, and for which financial information is provided under Section IV.6. If the Bidder is acting as an agent for multiple Principals, the Bidder must identify the Principal with the lowest credit rating as the entity on whose financial standing the Bidder relies. Where multiple Principals share the lowest credit rating, the entity with the lowest Tangible Net Worth from among those that tie for the lowest credit rating will be used. The financial requirements of Section IV.3 apply to this Entity. A Bidder that has not previously qualified must submit this information in the online Part 1 Form. A previously qualified Bidder must update this information as necessary in the online Part 1 Form.
- IV.6.4. Whether a Bidder that is applying under an Agency Agreement has previously qualified or not, such Bidder must provide one (1) copy of its Agency Agreement electronically by email or by upload to the application website.
- IV.6.5. Whether previously qualified or not, a Bidder may, but is not required to, submit a draft Officers' Certificate in Microsoft Word for evaluation by email or by upload to the application website. If a Bidder submits a draft Officers' Certificate for evaluation, the Procurement Administrator will inform the Bidder of any changes required to the Officers' Certificate with its Part 1 Notification. This Officers' Certificate will state that: (i) the copy of the Agency

Agreement submitted with the Part 1 Proposal is a true and complete copy of the Agency Agreement as currently in effect; (ii) the Agency Agreement is in full force and effect and shall remain in full force and effect for a period extending to nine (9) business days following the Bid Date; (iii) there are no proceedings pending for the amendment or termination of the Agency Agreement; (iv) each individual who has executed the Officers' Certificate and the Agency Agreement is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal(s).

IV.6.6. Whether a Bidder previously qualified or not, the Officer of the Bidder must: (i) certify that it has the authority to bind the Principal(s); (ii) acknowledge that an Officers' Certificate, substantially in the form of Appendix 9 to these RFP Rules and signed by an officer of each Principal, must be provided with the Part 2 Proposal; (iii) acknowledge that the Officers' Certificate will state that the Officer of the Bidder is authorized to execute the applicable supplier contract documents on behalf of the Principals. The Bidder submits these certification and acknowledgments by completing the Agency P1 Insert prepared for this purpose and available on the procurement website. The Agency P1 Insert is also labelled INSERT #P1-8. The Bidder provides the Agency P1 Insert by email or by upload to the application website.

IV.6.7. The information required by this Section IV.6 must be provided exclusively by completing Section 6 of the Part 1 Form and by providing documents required by this Section 6, as further explained in Article VI.

IV.7. Foreign Entity as RFP Guarantor

IV.7.1. Additional requirements detailed in this section apply only to a Bidder that: (i) relies on the financial standing of a Foreign Entity as RFP Guarantor; and:

(ii) intends to bid on ComEd Products and/or Combinations. Other Bidders are not subject to the additional requirements in this section.

IV.7.2. In its Part 1 Proposal, such Bidder must provide all available long-term sovereign ratings from S&P, Moody's and Fitch for the country in which the RFP Guarantor is domiciled. For the Foreign Entity to be the RFP Guarantor under the terms of the (ComEd) Master Agreement, the country in which the Foreign Entity is domiciled must have a long-term sovereign rating from at least two rating agencies and all ratings must be at least AA+ (from S&P or Fitch) or Aa1 (from Moody's). The long-term sovereign rating for the country in which the Foreign Entity as RFP Guarantor is domiciled will be the lowest of: country ceiling, senior unsecured government debt, long-term foreign currency sovereign rating, long-term local currency sovereign rating, or other equivalent measure. A Bidder that has not previously qualified must submit this information in the online Part 1 Form. A previously qualified Bidder must update this information as necessary in the online Part 1 Form.

IV.7.3. Whether or not the Bidder has previously qualified, the Officer of the Bidder must acknowledge that:

- For the Foreign Entity to be the RFP Guarantor under the terms of the (ComEd) Master Agreement and for the Bidder to rely on the financial standing of the Foreign Entity, such Bidder must provide, with its Part 2 Proposal, a legal opinion ("Opinion") of independent counsel qualified to practice law and render legal opinions in the foreign jurisdiction in which the Foreign Entity is formed or organized. Independent counsel means that the individual is not an employee of the Foreign Entity or any of its affiliates or subsidiaries. The Opinion should reach the legal conclusions that: (a) under the law of the jurisdiction where the Foreign Entity is

organized, the necessary steps have been taken to cause the Guaranty pursuant to the (ComEd) Master Agreement, when executed and delivered on behalf of the Foreign Entity, to become a valid and enforceable obligation of the Foreign Entity; (b) the Guaranty pursuant to the (ComEd) Master Agreement, when executed and delivered on behalf of the Foreign Entity, will be, to the extent that the law of the Foreign Entity's jurisdiction of organization is applicable to the enforcement of the Foreign Entity's obligations thereunder, a valid and enforceable obligation of that Foreign Entity, enforceable against it in accordance with its terms, subject to any enumerated customary exceptions under the law of such jurisdiction; and (c) under law of the jurisdiction where the Foreign Entity is organized, the choice of Illinois or New York law to govern the Guaranty pursuant to the (ComEd) Master Agreement is valid and enforceable against such Foreign Entity;

- The following additional documents are also required with the Part 2 Proposal: (i) a sworn certificate of the corporate secretary (or similar officer) of the Foreign Entity that the person executing the Guaranty pursuant to the (ComEd) Master Agreement on behalf of the Foreign Entity has the authority to execute the Guaranty pursuant to the (ComEd) Master Agreement and that the governing board of such Foreign Entity has approved the execution of the Guaranty pursuant to the (ComEd) Master Agreement; and (ii) a sworn certificate of the corporate secretary (or similar officer) of such Foreign Entity that the Foreign Entity has been authorized by its governing board to enter into agreements of the same type as the Guaranty pursuant to the (ComEd) Master Agreement;

September 2014 Procurement Events
21 Aug 2014

- ComEd will evaluate the sufficiency of the documents submitted by the Bidder in response to this paragraph in its sole and absolute discretion, without liability or recourse by the Foreign Entity or the Bidder; and
- For the Foreign Entity to be the RFP Guarantor under the terms of the (ComEd) Master Agreement and for the Bidder to rely on the financial standing of the Foreign Entity, the Foreign Entity must maintain an agent for acceptance of service of process in the United States, and the Bidder must provide contact information of such an agent with its Part 2 Proposal.

IV.7.4. The Bidder submits this acknowledgment by completing the Foreign Guarantor P1 Insert prepared for this purpose and available on the procurement website. The Foreign Guarantor P1 Insert is also labelled INSERT #P1-9. The Bidder provides the Foreign Guarantor Insert P1 by email or by upload to the application website.

IV.7.5. Whether or not the Bidder has previously qualified, such Bidder may, but is not required to, submit with its Part 1 Proposal a draft of the documents listed in Paragraph IV.7.3. The Bidder provides such documents by email or by upload to the application website. Schedule 2B to the Collateral Annex of the (ComEd) Master Agreement provides the requirements for the Opinion to be sufficient. Schedule 2B also provides an illustration of how the requirements might be presented in an opinion of independent counsel. If a Bidder submits a draft of the documents for evaluation with its Part 1 Proposal, the Procurement Administrator will provide the results of this evaluation, including notice of any changes required to the documents, with the Part 1 Notification.

September 2014 Procurement Events
21 Aug 2014

IV.7.6. The information required by this Section IV.7 must be provided exclusively by completing Section 7 of the Part 1 Form and by providing documents required by this Section 7, 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. Contact Information

V.1.1. A Bidder submits, in the online Part 1 Form, the address for the Bidder as well as contact information for individuals named in the Part 1 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 any or all of the following individuals: (i) the Officer of the Bidder making the certifications and representations of the Part 1 Proposal and Part 2 Proposal; and (ii) the Representative of the Bidder. If the contact information for one or more of the Nominees is no longer valid, the Officer of the Bidder or the Representative must update this information by fully completing the Nominee Insert prepared for this purpose and available on the procurement website. The Nominee Insert is also labelled INSERT #P1-2. The Bidder provides updates to the Nominee Insert by email or by upload to the application website.

V.1.2. The information required by this Section V.1 must be provided exclusively by completing Section 1 of the Part 2 Form and by providing any documents required by Section 1, as further explained in Article VI.

V.2. Requirements for Bidders on Ameren Products/Combinations

V.2.1. The requirements of this section apply to Bidders that intend to bid on Ameren Products and/or Combinations. Only Bidders that submit to the requirements

September 2014 Procurement Events
21 Aug 2014

of this section in the Part 2 Proposal can be qualified to bid on Ameren Products and/or Combinations.

V.2.2. Indicative Quantity for Ameren. A Bidder's Indicative Quantity for a Company is the total number of blocks that the Bidder intends to bid across all Segments and months for that Company. A Bidder must provide its Indicative Quantity for Ameren.

V.2.3. Pre-Bid Letter of Credit. A Bidder must provide an executed Pre-Bid Letter of Credit, drawn for the account of the Bidder.

- The Bidder must calculate the required amount of the Pre-Bid Letter of Credit for Ameren, which is the greater of \$5,000 per block of a Bidder's Indicative Quantity for Ameren or \$125,000.
- The original of the executed Pre-Bid Letter of Credit must be sent via overnight delivery service to: Tim Moloney, Manager, Credit Risk Management, Ameren Services, 1901 Chouteau Avenue, MC 960, St. Louis, MO 63103 (telephone: 314.613.9139).
- The Bidder must either use the Standard Pre-Bid Letter of Credit for Ameren provided in Appendix 7 to these RFP Rules, or the Bidder must submit a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit approved by the Company and posted to the procurement website.
- Payment under the Pre-Bid Letter of Credit can be demanded by Ameren if the Bidder: (i) has disclosed information relating to its Proposal publicly or to any other party before the Illinois Commerce Commission has rendered its decision on the results of the procurement event; (ii) has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event;

(iii) has failed to execute the applicable supplier contract or has failed to meet the creditworthiness requirements of the applicable supplier contract within three (3) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids; or (iv) has failed to pay the applicable Supplier Fee to the Illinois Power Agency within seven (7) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids.

- The Pre-Bid Letter of Credit must expire no earlier than seventeen (17) business days after the Bid Date.

V.2.4. Special Instructions. A Bidder may provide special instructions for the return of the Pre-Bid Letter of Credit.

V.2.5. Certifications. The Officer of the Bidder must make a number of certifications and acknowledgments as detailed below.

- The Officer of the Bidder must acknowledge that if the amount of the Pre-Bid Letter of Credit for Ameren is insufficient to support the Bidder's Bids for Ameren, the Procurement Administrator may amend the Bidder's Bid Form in a manner consistent with the process described in Paragraph V.6.8 of the RFP Rules.
- The Officer of the Bidder must certify that: (i) the Part 2 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) the Bidder is bidding independently and that it has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to this RFP; and (iv) the Bidder has maintained and will continue to

maintain the confidentiality of its Proposal during the preparation of the Proposal.

- The Officer of the Bidder must certify that: (i) the Bidder has taken all necessary care to uphold the confidentiality of its Proposal in its communications with its financial institution for the purpose of arranging for the Pre-Bid Letter of Credit or in its communications with advisors, if any; (ii) with the exceptions of communications with its financial institution for the purpose of arranging for the Pre-Bid Letter of Credit or communications with advisors (if any), the Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party any information relating to its Proposal, which could have an effect on whether another party submits a Proposal for this procurement event, or on the contents of such Proposal that another Bidder would be willing to submit. Such information includes, but is not limited to: the fact that the Bidder is submitting a Proposal for this procurement event; the Bidder's Bids; the Bidder's number of blocks bid for any Product, any Combination, or for any bundle of Products and Combinations; the Bidder's estimation of the value of a Product or Combination; the Bidder's estimation of the risks associated with providing supply under the (AIC) Confirmation Agreement; and the Bidder's preference for bidding on specific Products or Combinations. This certification must hold until the ICC has rendered its decision on the results of the procurement event.
- The Officer of the Bidder must certify that if the ICC approves some or all of the Bidder's Bids, (i) the Bidder will sign a partially executed electronic copy of the (AIC) Confirmation Agreement and any other related documents and send such fully executed signature pages to Ameren

electronically by 4 PM CPT on the second business day after the ICC decision; (ii) the Bidder will submit, if applicable, a hardcopy original of the fully executed Guaranty by overnight delivery to Ameren by 4 PM CPT on the second business day after the ICC decision; (iii) for the record of the Parties, the Bidder will execute two (2) hardcopy originals of the (AIC) Confirmation Agreement and any other related documents and send such fully executed originals to Ameren via overnight delivery; and (iv) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision.

- The Officer of the Bidder must certify that any Bid on any Product or on any Combination submitted in response for this procurement event is binding until nine (9) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to supply a block of a Product or a block of the Combination at the price provided as the Bid and under the terms of the (AIC) Confirmation Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the (AIC) Confirmation Agreement, the number of blocks of each Product at each price submitted and the number of blocks of each Combination at each price submitted up to the maximum willingness to supply for each Segment of each month.
- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (AIC) Confirmation Agreement to execute the Confirmation to supply and deliver energy to Ameren for each Segment of each month for which the Bidder's Bids are approved by the ICC. For each Segment of each month, the price paid to the Bidder is the

average of the Bidder's own winning Bids for all blocks of the Product and for all blocks of a Combination that includes that Segment of that month.

The Officer of the Bidder makes all certifications and acknowledgments above by completing the Ameren P2 Certifications Insert prepared for this purpose and available on the procurement website. The Ameren P2 Certifications Insert is also labelled INSERT #P2-1. The signature of the Officer of the Bidder must be notarized or attested with the corporate seal. The Bidder provides the Ameren P2 Certifications Insert by email or by upload to the application website.

- V.2.6. The information required by this Section V.2 must be provided exclusively by completing Section 2 of the Part 2 Form and by providing any documents required by Section 2, as further explained in Article VI.

V.3. Requirements for Bidders on ComEd Products/Combinations

- V.3.1. The requirements of this section apply to Bidders that intend to bid on ComEd Products and/or Combinations. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on ComEd Products and/or Combinations.
- V.3.2. Indicative Quantity for ComEd. A Bidder's Indicative Quantity for a Company is the total number of blocks that the Bidder intends to bid across all Segments and months for that Company. A Bidder must provide its Indicative Quantity for ComEd.
- V.3.3. Pre-Bid Letter of Credit. A Bidder must provide an executed Pre-Bid Letter of Credit, drawn for the account of the Bidder.

September 2014 Procurement Events
21 Aug 2014

- The Bidder must calculate the required amount of the Pre-Bid Letter of Credit for ComEd, which is the greater of \$5,000 per block of a Bidder's Indicative Quantity for ComEd or \$125,000.
- The original of the executed Pre-Bid Letter of Credit must be sent via overnight delivery service to: Scott Vogt, Vice President, Energy Acquisition, Commonwealth Edison Company, 1919 Swift Drive, Oakbrook, IL 60521-1580 (telephone: 630.684.3558).
- The Bidder must either use the Standard Pre-Bid Letter of Credit for ComEd provided in Appendix 8 to these RFP Rules, or the Bidder must submit a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit approved by the Company and posted to the procurement website.
- Payment under the Pre-Bid Letter of Credit can be demanded by ComEd if the Bidder: (i) has disclosed information relating to its Proposal publicly or to any other party before the Illinois Commerce Commission has rendered its decision on the results of the procurement event; (ii) has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event; (iii) has failed to execute the applicable supplier contract or has failed to meet the creditworthiness requirements of the applicable supplier contract within three (3) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids; or (iv) has failed to pay the applicable Supplier Fee to the Illinois Power Agency within seven (7) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids.

September 2014 Procurement Events
21 Aug 2014

- The Pre-Bid Letter of Credit must expire no earlier than seventeen (17) business days after the Bid Date.

V.3.4. Special Instructions. A Bidder may provide special instructions for the return of the Pre-Bid Letter of Credit.

V.3.5. Certifications. The Officer of the Bidder must make a number of certifications and acknowledgments as detailed below.

- The Officer of the Bidder must acknowledge that if the amount of the Pre-Bid Letter of Credit for ComEd is insufficient to support the Bidder's Bids for ComEd, the Procurement Administrator may amend the Bidder's Bid Form in a manner consistent with the process described in Paragraph V.6.8 of the RFP Rules.
- The Officer of the Bidder must certify that: (i) the Part 2 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) the Bidder is bidding independently and that it has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to this RFP; and (iv) the Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal.
- The Officer of the Bidder must certify that: (i) the Bidder has taken all necessary care to uphold the confidentiality of its Proposal in its communications with its financial institution for the purpose of arranging for the Pre-Bid Letter of Credit or in its communications with advisors, if any; (ii) with the exceptions of communications with its financial institution for the purpose of arranging for the Pre-Bid Letter of Credit or

communications with advisors (if any), the Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party any information relating to its Proposal, which could have an effect on whether another party submits a Proposal for this procurement event, or on the contents of such Proposal that another Bidder would be willing to submit. Such information includes, but is not limited to: the fact that the Bidder is submitting a Proposal for this procurement event; the Bidder's Bids; the Bidder's number of blocks bid for any Product, any Combination, or for any bundle of Products and Combinations; the Bidder's estimation of the value of a Product or Combination; the Bidder's estimation of the risks associated with providing supply under the (ComEd) Master Agreement; and the Bidder's preference for bidding on specific Products or Combinations. This certification must hold until the ICC has rendered its decision on the results of the procurement event.

- The Officer of the Bidder must certify that if the ICC approves some or all of the Bidder's Bids, (i) the Bidder will sign a partially executed electronic copy of the (ComEd) Master Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents and send such fully executed signature pages to ComEd electronically by 4 PM CPT on the second business day after the ICC decision; (ii) for the record of the Parties, the Bidder will execute two (2) hardcopy originals of the (ComEd) Master Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents and send such fully executed originals to ComEd via overnight delivery; and (iii) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision.

September 2014 Procurement Events
21 Aug 2014

- The Officer of the Bidder must certify that any Bid on any Product or on any Combination submitted in response for this procurement event is binding until nine (9) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to supply a block of a Product or a block of the Combination at the price provided as the Bid and under the terms of the (ComEd) Master Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the (ComEd) Master Agreement, the number of blocks of each Product at each price submitted and the number of blocks of each Combination at each price submitted up to the maximum willingness to supply for each Segment of each month.
- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (ComEd) Master Agreement to execute the Confirmation to supply and deliver energy to ComEd for each Segment of each month for which the Bidder's Bids are approved by the ICC. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own winning Bids for all blocks of the Product and for all blocks of a Combination that includes that Segment of that month.

The Officer of the Bidder makes all certifications and acknowledgments above by completing the ComEd P2 Certifications Insert prepared for this purpose and available on the procurement website. The ComEd P2 Certifications Insert is also labelled INSERT #P2-2. The signature of the Officer of the Bidder must be notarized or attested with the corporate seal. The Bidder provides the ComEd P2 Certifications Insert by email or by upload to the application website.

V.3.6. The information required by this Section V.3 must be provided exclusively by completing Section 3 of the Part 2 Form and by providing any documents required by Section 3, as further explained in Article VI.

V.4. Bidders Applying Under Agency Agreements

V.4.1. A Bidder submitting a Proposal under an Agency Agreement must comply with additional requirements in its Part 2 Proposal. This section details those additional requirements. The requirements of this Section V.4 apply only to Bidders submitting a Proposal under an Agency Agreement; other Bidders are not subject to the requirements of this Section V.4.

V.4.2. Officers' Certificate. If the Bidder is applying under an Agency Agreement, the Bidder must provide an Officers' Certificate, substantially in the form of Appendix 9 to these RFP Rules and signed by an officer of each Principal. The Bidder provides the Officers' Certificate by email or by upload to the application website. This Officers' Certificate states that: (i) the copy of the Agency Agreement submitted with the Part 1 Proposal is a true and complete copy of the Agency Agreement as currently in effect; (ii) the Agency Agreement is in full force and effect and shall remain in full force and effect for a period extending to nine (9) business days following the Bid Date; (iii) there are no proceedings pending for the amendment or termination of the Agency Agreement; (iv) each individual who has executed the Officers' Certificate and the Agency Agreement is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal(s); and (v) the Officer of the Bidder is authorized to execute the applicable supplier contract documents on behalf of the Principals.

- V.4.3. Representative of the Principal. If no representative of the Bidder is authorized to execute a Confirmation pursuant to the applicable supplier contract, the Bidder must name a representative of a Principal that is so authorized. The representative of the Principal named in the Agency P2 Insert will be required to execute the two (2) originals of the signature pages of the applicable supplier contract on the second business day after the ICC decision.
- V.4.4. A Bidder submitting a Proposal under an Agency Agreement provides all documents required by this section by email or upload to the application website. The Bidder provides all other information required by this section by completing the Agency P2 Insert prepared for this purpose and available on the procurement website. The Agency P2 Insert is also labelled INSERT #P2-3. The Bidder provides the Agency P2 Insert by email or by upload to the application website.
- V.4.5. The information required by this Section V.4 must be provided exclusively by completing Section 4 of the Part 2 Form and by providing any documents required by Section 4, as further explained in Article VI.

V.5. Foreign Entity as RFP Guarantor

- V.5.1. Additional requirements detailed in this section apply only to a Bidder that: (i) relies on the financial standing of a Foreign Entity as RFP Guarantor; and: (ii) intends to bid on ComEd Products and/or Combinations. Other Bidders are not subject to the additional requirements in this section.
- V.5.2. The Bidder must provide in the online Part 2 Form the contact information, including name, address, phone number, fax number, and email, of an agent in the United States for acceptance of service of process for the Foreign Entity as RFP Guarantor.

September 2014 Procurement Events
21 Aug 2014

- V.5.3. The Bidder must provide an Opinion of independent counsel qualified to practice law and render legal opinions in the foreign jurisdiction in which the Foreign Entity is formed or organized that: (a) under the law of the jurisdiction where the Foreign Entity is organized, the necessary steps have been taken to cause the Guaranty, when executed and delivered on behalf of the Foreign Entity, to become a valid and enforceable obligation of the Foreign Entity; (b) the Guaranty, when executed and delivered on behalf of the Foreign Entity, will be, to the extent that the law of the Foreign Entity's jurisdiction of organization is applicable to the enforcement of the Foreign Entity's obligations thereunder, a valid and enforceable obligation of that Foreign Entity, enforceable against it in accordance with its terms, subject to any enumerated customary exceptions under the law of such jurisdiction; and (c) under law of the jurisdiction where the Foreign Entity is organized, the choice of Illinois or New York law to govern the Guaranty is valid and enforceable against such Foreign Entity. The Bidder provides the Opinion by email or upload to the application website.
- V.5.4. Such Bidder must also submit: (i) a sworn certificate of the corporate secretary (or similar officer) of the Foreign Entity that the person executing the Guaranty on behalf of the Foreign Entity has the authority to execute the Guaranty and that the governing board of such Foreign Entity has approved the execution of the Guaranty; and (ii) a sworn certificate of the corporate secretary (or similar officer) of such Foreign Entity that the Foreign Entity has been authorized by its governing board to enter into agreements of the same type as the Guaranty. The Bidder provides these documents by email or upload to the application website.
- V.5.5. The Bidder provides all documents required by this section by email or upload to the application website. The Bidder provides all other information required by this section by completing the Foreign Guarantor P2 Insert prepared for this

purpose and available on the procurement website. The Foreign Guarantor P2 Insert is also labelled INSERT #P2-4. The Bidder provides the Foreign Guarantor P2 Insert by email or by upload to the application website.

- V.5.6. ComEd will evaluate the sufficiency of the documents submitted by the Bidder with the Part 2 Proposal in its sole and absolute discretion, without liability or recourse by the RFP Guarantor or the Bidder. ComEd may require a payment of up to \$10,000 for review of the documents.
- V.5.7. The information required by this Section V.5 must be provided exclusively by completing Section 5 of the Part 2 Form and by providing any documents required by Section 5, as further explained in Article VI.

V.6. Bids

- V.6.1. A Bid must be displayed as a price, in \$/MWh rounded to the nearest cent, for a block of a Product or for a block of a Combination. The Bid is the price that the Bidder is willing to accept to deliver each MWh in the block. A Bid that is not expressed in dollars and cents will automatically be rejected.
- V.6.2. A Bidder cannot submit a Bid for less than a full block of a Product or for less than a full block of a Combination. The Bidder cannot bid on fractions, portions, or parts of blocks. Such Bids will be automatically rejected.
- V.6.3. A Bidder may bid on any number of Products and may bid on all Products. For each Product, a Bidder may bid on any number of blocks up to and including the Target for that Product. The Target for each Product available for Ameren is provided in Table I-1. The Target for each product available for ComEd is provided in Table I-2. A Bidder that bids on at least one Product or

September 2014 Procurement Events
21 Aug 2014

Combination for one Company participates in the procurement event for that Company.

V.6.4. A Bidder may bid on any number of Combinations and may bid on all Combinations. For each Combination, a Bidder may bid on any number of blocks up to and including the number of blocks available for each Combination. The number of blocks available for each Combination for Ameren is provided in Table I-3. The number of blocks available for each Combination for ComEd is provided in Table I-4.

V.6.5. Unless a maximum willingness to supply for a Segment of a month is specified by the Bidder for a Company, it will be assumed that a Bidder is willing to supply up to the minimum of: (i) the Target for that Segment of that month for that Company; and (ii) the number of blocks bid for that Segment of that month for that Company, which is the sum of the number of blocks bid for the Product corresponding to that Segment and that month for that Company and the number of blocks bid on any Combination that includes that Segment and that month for that Company. If the Bidder specifies a maximum willingness to supply for a Segment of a month for a Company, that maximum willingness to supply cannot exceed the Target for that Segment of that month for that Company and the maximum willingness to supply cannot exceed the number of blocks bid for that Segment of that month for that Company (which is the sum of the number of blocks bid for the Product corresponding to that Segment and that month and the number of blocks bid on any Combination that includes that Segment and that month for that Company). The maximum willingness to supply for a Segment of a month for a Company must be an integer number of blocks. The Bidder cannot win, across all Products and Combinations, more blocks of a Segment of a month than the Bidder has specified as its maximum

September 2014 Procurement Events
21 Aug 2014

willingness to supply for that Segment of that month for that Company. Appendix 11 to these RFP Rules provides additional explanation about the maximum willingness to supply.

V.6.6. 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.6.7. To be sufficient to support the Bidder's Bids in a procurement event for a Company, the Pre-Bid Letter of Credit for that Company must be in an amount no less than \$5,000 per block of the Bidder's Maximum Quantity. The Bidder's Maximum Quantity is the greatest number of blocks that the Bidder can win across all Segments and all months for that Company given the Bids that the Bidder submitted for that Company. If the Pre-Bid Letter of Credit for the Company is insufficient to support the Bidder's Bids, the Procurement Administrator will determine the "Assigned Maximum Quantity", which is the number of blocks that the Pre-Bid Letter of Credit for that Company can support. The Procurement Administrator will require that the Bidder amend the Bid Form so that the number of blocks that the Bidder can win across all Segments and months is equal to or less than the Assigned Maximum Quantity for that Company. The Procurement Administrator will contact the Bidder by phone as soon as practicable and will require the Bidder to amend its Bid Form for one or more months and Segments so that the number of blocks that the Bidder can win across all Segments and months for a Company is equal to or is less than the Assigned Maximum Quantity. The Bidder will have the option to resubmit its Bid Form or to provide the information to amend the Bid Form for one or more months and Segments by phone, provided, however, that such amendments are received by 12 PM (noon) on the Bid Date. If the Bidder

amends its Bid Form by phone, the Procurement Administrator will fax or email the amended Bid Form to the Bidder for the Bidder's records.

- V.6.8. If, for any reason including the fact that the Bidder is not able to submit its amended Bid Form before 12 PM (noon) on the Bid Date, the Bidder's Pre-Bid Letter of Credit for a Company remains insufficient to support the Bidder's Maximum Quantity for that Company after the procedure provided in Paragraph V.6.7 is followed, the Procurement Administrator will reduce the maximum willingness to supply for one or more months and Segments so that the Pre-Bid Letter of Credit for that Company is sufficient. The Procurement Administrator will assign a random number between zero and one to each block of the Bidder's willingness to supply for each Segment of each month. The Procurement Administrator will choose at random a Segment of a month from which to reduce the maximum willingness to supply by one block by selecting the block assigned the lowest random number. If the Pre-Bid letter of Credit remains insufficient to support the amended Maximum Quantity, the Procurement Administrator will choose another Segment of a month from which to reduce the maximum willingness to supply by one block by selecting the block assigned the lowest random number from among those remaining. The Procurement Administrator will repeat this process until the Pre-Bid letter of Credit is sufficient to support the Bidder's Bids. The maximum willingness to supply for each Segment of each month assigned by the Procurement Administrator using this process is called the Assigned Willingness to Supply for that Segment of that month. The Bidder's Bids will be evaluated using the Assigned Willingness to Supply for each month and Segment. The Officer of the Bidder must, in the P2 Certifications for a Company, agree that the Procurement Administrator may amend the Bidder's Bid Form in a manner

consistent with the process described in this paragraph should the amount of the Pre-Bid Letter of Credit for a Company be insufficient to support the Bidder's Bids for that Company.

- V.6.9. The Procurement Administrator provides electronically to each Bidder qualified pursuant to a successful Part 1 Proposal the Bid Form as well as a set of instructions. These 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 the 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 information required for the submission of Bids, including a username, password, and security codes. 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 provides this acknowledgment by filling out Section 6 of the Part 2 Form prepared for this purpose.
- V.6.10. The Bid Form, as provided to each Bidder by the Procurement Administrator, is the exclusive method for submitting a Bidder's Bids. There is one Bid Form for the purpose of submitting Bids for Ameren and ComEd. 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 Bid Form to the Procurement Administrator through a secure file transfer interface according to the instructions provided by the Procurement Administrator upon qualification. A Bidder must fill out contact information on

September 2014 Procurement Events
21 Aug 2014

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.6.11. In case of technical difficulties, and only in case of technical difficulties, the Procurement Administrator will instruct the RFP Bidder to print the Bid Form and fax it to the Procurement Administrator. If the RFP Bidder does not have immediate fax capabilities, the Procurement Administrator will accept an email submission; however, the Procurement Administrator will recommend that the Bid Form in this case be encrypted and the Procurement Administrator will note for the RFP Bidder that such transmission may not be secure. The Procurement Administrator will provide instructions for such a contingency and the Bidder must follow all such instructions. These instructions will specify that the Bidder must phone the Procurement Administrator to advise the Procurement Administrator of the use of a fax or email transmission and to provide authenticating information. These instructions will also specify that, for a fax transmission, a representative of the Bidder must confirm by phone each and every entry on the faxed Bid Form prior to the evaluation of such Bids.
- V.6.12. All Bid Forms must be received between 10 AM (CPT) and 12 PM (noon) on the Bid Date. No late Bid Forms will be accepted regardless of the method used by the Bidder to submit its Bid Form.

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 address provided for the Representative and the Nominees. 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 Representative and the Nominees. 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 Word forms on the procurement website or from the Procurement Administrator. Documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email. A Bidder must provide the contact information required by Section IV.1, including information regarding

September 2014 Procurement Events
21 Aug 2014

the Officer of the Bidder and the Representative, exclusively by completing Section 1 of the Part 1 Form. The Officer of the Bidder or the Representative may provide contact information for up to three (3) individuals who serve as Nominees and who are included in communications from the Procurement Administrator. A Bidder that did not pay a Bid Participation pursuant to its participation in the Spring 2014 procurement events must pay a Bid Participation Fee by the Part 1 Date and must provide evidence of payment exclusively by completing Section 2 of the Part 1 Form. A Bidder must show compliance with the financial requirements of Section IV.3 exclusively by completing Section 3 of the Part 1 Form and by providing all documents required by that Section. A Bidder that intends to bid on Ameren Products and/or Combinations must make representations, including acceptance of all the terms of the (AIC) Confirmation Agreement without modifications, exclusively by completing Section 4 of the Part 1 Form. A Bidder that intends to bid on ComEd Products and/or Combinations must make representations, including acceptance of all the terms of the (ComEd) Master Agreement without modifications, exclusively by completing Section 5 of the Part 1 Form. A Bidder submitting a Proposal under an Agency Agreement must provide additional information, including acknowledging that an Officers' Certificate must be provided with the Part 2 Proposal, exclusively by completing Section 6 of the Part 1 Form. A Bidder relying on the financial standing of a Foreign Entity as RFP Guarantor and that intends to bid on ComEd Products and/or Combinations must provide any additional information required by Section IV.7, exclusively by completing Section 7 of the Part 1 Form. A Bidder is asked to make any possible elections for the Energy Master Agreement of each Company if it intends to bid on the Company's Products and/or Combinations,

September 2014 Procurement Events
21 Aug 2014

and to provide all contact information necessary for execution of the applicable supplier contract for that Company, exclusively by completing the Contract Insert for the Company. A Bidder relying on the financial standing of an RFP Guarantor and that intends to bid on ComEd Products and/or Combinations is asked to make any possible elections for the Guaranty and provide all contact information necessary for execution of the Guaranty exclusively by completing the ComEd Contract Insert.

- VI.1.4. The Part 1 Proposal consists of information submitted in the online Part 1 Form and one (1) copy of all documents, including Inserts, required by the Part 1 Form and by Article IV of these RFP Rules. All Inserts are available on the procurement website or from the Procurement Administrator. All required Inserts must be duly completed and signed, scanned, and uploaded to the application website or sent by email to the Procurement Administrator. Other documents must be either uploaded to the application website or sent by email to the Procurement Administrator at Illinois-RFP@nera.com. Responses to the qualification standards of Article IV that do not use the online Part 1 Form and the Inserts prepared for this purpose 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 before 12 PM (noon) on any day during the Part 1 Window, the Procurement Administrator acknowledges receipt on the day the materials are received with the results of an initial review. If a Part 1 Proposal is received after 12 PM (noon) on any day during the Part 1 Window prior to the

September 2014 Procurement Events
21 Aug 2014

Part 1 Date, the Procurement Administrator sends the acknowledgment of receipt along with the initial review by 12 PM (noon) of the next day. The initial review states either 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.

- VI.1.7. If the Part 1 Proposal is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If a 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 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 does not correct or adequately explain the deficiency within the time allowed, 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.1.8. A Bidder applying under an Agency Agreement that submits a Draft Officers' Certificate will receive a review of the document within two (2) business days. Any review communicated to the Bidder of the Draft Officers' Certificate is final and without appeal.
- VI.1.9. A Bidder that intends to bid on ComEd Products and/or Combinations, that relies on the financial standing of a Foreign Entity as RFP Guarantor, and that submits a draft of any of the documents required in these circumstances will receive an evaluation of these documents at the time of the Part 1 Notification. Any evaluation communicated to the Bidder of such draft documents is final. The Bidder cannot submit a subsequent request for changes on the basis of this evaluation.

September 2014 Procurement Events
21 Aug 2014

- VI.1.10. A Bidder is qualified 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, and if its Part 1 Proposal fully complies with the qualification standards of Article IV of these RFP Rules. 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 Bidder will not be qualified.
- VI.1.11. The Procurement Administrator notifies each Bidder whether it has qualified pursuant to a successful Part 1 Proposal generally within four (4) days of the Part 1 Date. If a Bidder fails to qualify, the Procurement Administrator notifies the Bidder of that fact by email. If a Bidder qualifies 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 documents necessary for the Bidder's continued participation in the RFP. These documents, provided electronically, are: (i) the Bid Form; (ii) instructions for completing, encrypting, and submitting the Bid Form; (iii) confidential information for the submission of Bids, including a username, a password, and security codes unique to that Bidder; and (iv) an invitation to a training session on the bid submission procedure.
- VI.1.12. The Procurement Administrator will inform qualified Bidders of the amount of the Supplier Fee per on-peak block and the amount of the Supplier Fee per off-peak block no later than 6 PM on the Part 2 Date. The Procurement Administrator will provide estimates of the Supplier Fee per on-peak block and the Supplier Fee per off-peak block as part of the webcast to be held at or prior to the opening of the Part 1 Window.

September 2014 Procurement Events
21 Aug 2014

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 Word forms on the procurement website or from the Procurement Administrator. The Pre-Bid Letter of Credit for a Company must be sent through overnight delivery service to the address provided for that Company in Article V. Other documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email. A Bidder must confirm its contact information in Section V.1 exclusively by completing Section 1 of the Part 2 Form. A Bidder that intends to bid on Ameren Products and/or Combinations must submit an executed Pre-Bid Letter of Credit to Ameren and must make a number of representations, including certifying that its Bids will remain binding until at least seventeen (17) business days after the Bid Date. A Bidder must confirm that it agrees that the Procurement Administrator may amend the Bidder's Bid Form should the amount of the Pre-Bid Letter of Credit be insufficient to support the Bidder's Bids. All required representations specific to Ameren must be submitted exclusively by completing Section 2 of the Part 2 Form. A Bidder that intends to bid on ComEd Products and/or Combinations must submit an executed Pre-Bid Letter of Credit to ComEd and must make a number of representations, including certifying that its Bids will remain binding until at least seventeen (17) business days after the Bid Date. A Bidder must confirm that it agrees that the Procurement Administrator may amend the Bidder's Bid Form should the amount of the Pre-Bid Letter of Credit be insufficient to support the Bidder's Bids. All required representations specific to ComEd must be submitted exclusively by completing Section 3 of the Part 2 Form. A Bidder submitting

September 2014 Procurement Events
21 Aug 2014

Proposals under Agency Agreements must provide all required documents, including the Officers' Certificate, by completing Section 4 of the Part 2 Form. A Bidder that intends to bid on ComEd Products and/or Combinations and that is relying on the financial standing of a Foreign Entity as RFP Guarantor must provide all required documents, including the Opinion from independent counsel, by completing Section 5 of the Part 2 Form.

- VI.1.14. The Part 2 Proposal, excluding Bids, consists of information submitted in the online Part 2 Form and one (1) copy of all documents, including Inserts, required by the Part 2 Form and by Article V of these RFP Rules. All Inserts are available on the procurement website or from the Procurement Administrator. All required Inserts must be duly completed and signed, scanned, and uploaded to the application website or sent by email to the Procurement Administrator. A Bidder that intends to bid on the Products and/or Combinations of a Company must send the required original executed Pre-Bid Letter of Credit by overnight delivery service to that Company. Other documents must be either uploaded to the application website or sent by email to the Procurement Administrator at Illinois-RFP@nera.com. Responses to the requirements of Article V that do not use the Part 2 Form and the Inserts prepared for this purpose will not be considered and the Part 2 Proposal will be considered deficient.
- VI.1.15. The Bid Form, as provided to each Bidder upon qualification, is the exclusive method for the submission of Bids. A sample of the Bid Form is provided for illustrative purposes as Appendix 5 of these RFP Rules. The Bid Form must be filled out completely and transferred according to the instructions provided by the Procurement Administrator. 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.

September 2014 Procurement Events
21 Aug 2014

- VI.1.16. 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 10 AM and 12 PM (noon) on the Bid Date in accordance with the instructions received from the Procurement Administrator with its Part 1 Notification and in accordance with the requirements of Section VI.2. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 2 Proposals will be accepted under any circumstances.
- VI.1.17. If the Part 2 Proposal (excluding Bids) is received before 12 PM (noon) on any day during the Part 2 Window, the Procurement Administrator acknowledges receipt by email on the day the Part 2 Proposal is received with the results of an initial review. If a Part 2 Proposal (excluding Bids) is received after 12 PM (noon) on any day during the Part 2 Window prior to the Part 2 Date, the Procurement Administrator acknowledges receipt by email along with the initial review by 12 PM (noon) of the next business day. The initial review states either that the Part 2 Proposal is complete and is being considered, or the initial review lists items of the Part 2 Proposal that are incomplete or require clarification.
- VI.1.18. The P2 Certifications Insert for a Company may be submitted during the Part 1 Window for early processing, in which case such Insert will be processed along with the Part 1 Proposal.
- VI.1.19. A Bidder's Part 2 Proposal (excluding Bids) is automatically deficient if the Pre-Bid Letter of Credit for a Company proposes or includes modifications to the Standard Pre-Bid Letter of Credit that are not among those that are acceptable to the Company and posted to the procurement website. A Bidder that intends to bid on the Products and/or Combinations of a Company must use the Standard Pre-Bid Letter of Credit for that Company and may include any

September 2014 Procurement Events
21 Aug 2014

modifications to the Standard Pre-Bid Letter of Credit acceptable to that Company and posted to the procurement website.

- VI.1.20. If the Part 2 Proposal (excluding Bids) is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2 Proposal except for matters related to a Pre-Bid Letter of Credit, the Bidder has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding a Pre-Bid Letter of Credit, the Bidder must respond by 12 PM (noon) on the Part 2 Date, or by 6 PM on the second business day following the business day during which such a first deficiency notice is sent, whichever comes later. In no event will a Bidder be allowed to respond after 12 PM on the Bid Date. 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 that the Part 2 Proposal (excluding Bids) is complete and is being considered.
- VI.1.21. A Bidder's Bids are evaluated if the Bidder qualifies pursuant to a successful Part 1 Proposal, if its 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 by 12 PM on the Bid Date, if its Bid Form is received between 10 AM and 12 PM (noon) on the Bid Date, and if its Bid Form is submitted according to the instructions provided by the Procurement Administrator. 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. Winning Bids are Bids that are part of the Least Cost Package. The Procurement Administrator lists to the Bidder all the Bidder's Bids are identified as winning Bids, naming the Product or Combination and identifying for each block the Bid that is the price for each such block. This notification occurs by phone with a written confirmation by email.

VI.2. Bid and Post-Bid Process

- VI.2.1. A Bidder submits its Bids electronically according to the instructions of the Procurement Administrator. 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 fax or 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 a fax or email transmission and to provide authenticating information. These instructions will also specify that,

September 2014 Procurement Events
21 Aug 2014

for a fax transmission, a representative of the Bidder must confirm by phone each and every entry on the faxed Bid Form prior to the evaluation of such Bids.

- VI.2.3. All Bid Forms must be received between 10 AM (CPT) 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. The Procurement Administrator confirms receipt of the Bid Form by phone. The phone number used is the phone number provided on the Bid Form. The Procurement Administrator makes this confirmation within fifteen (15) minutes of receipt of the Bid Form. A Bidder that does not receive confirmation within fifteen (15) minutes of submitting its Bid Form should assume technical difficulties, should proceed to submitting its Bid Form by fax or by email, and should phone the Procurement Administrator.
- VI.2.5. If the Bid Form received by the Procurement Administrator is incomplete or inconsistent with the requirements of these RFP Rules or the instructions on the Bid Form, the Procurement Administrator will advise the Bidder of that fact when confirming receipt of the Bid Form. The Bidder may correct and resubmit the Bid Form provided that the Bid Form is received by 12 PM (noon) on the Bid Date. It is the responsibility of the Bidder to ensure that a completely and consistently filled out Bid Form is submitted between 10 AM and 12 PM (noon) on the Bid Date. 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.2.6. 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

September 2014 Procurement Events
21 Aug 2014

there will be no post-bid negotiations. All Bids that meet the benchmarks are evaluated. 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.

- VI.2.7. The evaluation of Bids proceeds separately for each Company. For each Company, there are two steps. In the first step, all Bids that fail to meet the benchmarks are eliminated. In the second step, the Procurement Administrator evaluates the Bids that meet or beat the benchmarks and selects a package of Bids that procures all needed blocks for the Company at the lowest average cost per MWh. This package of Bids is called the Least Cost Package (for that Company).
- VI.2.8. If, for a particular Segment of a month, an insufficient number of Bids is received, for evaluation purposes the benchmark is used for each block that has not received a Bid.
- VI.2.9. For a Company, it is possible that multiple Bidders could submit Bids of the same amount (\$/MWh) for the same Product or Combination, resulting in a tie for the highest accepted price for a Product or Combination. Such Bids for a Company are Tied Bids (at the Tied Price) for a Product or Combination. If, in order to fill the Target exactly, only some of the Tied Bids for a Product or Combination must be accepted, the Bids included in the Least Cost Package will be selected at random from the Tied Bids on a Product or Combination. The Procurement Administrator will assign to each Tied Bid a random number between 0 and 1. The Tied Bids are selected in increasing order of random number until the Target is filled. No selection preference will be given to identical Bids submitted at any particular time or in any particular way.

September 2014 Procurement Events
21 Aug 2014

- VI.2.10. 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 lists to the Bidder all the Bidder's Bids are identified as winning Bids, naming the Product or Combination and identifying for each block the Bid that is the price for each such block. 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 events.
- VI.2.11. Within two (2) business days of the Bid Date, the Procurement Administrator will submit to the ICC a confidential report that will provide the results of the bidding for each month and Segment for a Company 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 will submit to the ICC a confidential report regarding the results of the procurement events. The ICC will decide whether to accept or reject the results of each procurement event within two (2) business days of receiving the confidential reports from the Procurement Administrator and the Procurement Monitor.
- VI.2.12. 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 for a Company, and if the Bidder did not fully complete the Contract Insert for that Company, the Bidder will be required to provide all information

required by the Contract Insert for that Company by 12 PM on the day after such notification occurs. The Company prepares the applicable supplier contract documents (including, for ComEd, the Guaranty for Bidders relying on the financial standing of a Guarantor).

- VI.2.13. If the ICC accepts the results of a procurement event for a Company, the Procurement Administrator will notify all Bidders that submitted Bids in that procurement event whether some or all of their Bids were accepted by the ICC. Bidders that have some or all of their Bids for a Company accepted by the ICC are called winning Bidders for the procurement event of that Company. The Procurement Administrator notifies each winning Bidder of the number and price of blocks won of each month and Segment. The Procurement Administrator also provides to the Company procuring blocks through that procurement event the name of each winning Bidder, and for each such winning Bidder, the number and price of blocks won of each month and Segment. For each Segment of each month, the price paid to the winning Bidder is the average of the Bidder's own winning Bids for all blocks of that Product and for all blocks of a Combination that includes that Segment of that month.
- VI.2.14. In accordance with the Act and ICC Orders, the following information will be made public at the time of ICC approval of a procurement event for a Company: (i) the names of successful Bidders; (ii) the load-weighted average of the winning Bids for each Segment of each month; (iii) the load-weighted average of the winning Bids for each Product and for each Combination; and (iv) the number of megawatts awarded for each Segment of each month, provided that there are at least three successful Bidders. The Act states that participants in the procurement process will maintain the confidentiality of all other supplier and bidding information.

September 2014 Procurement Events
21 Aug 2014

VI.2.15. If the ICC approves some or all of the Bidder's 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. It is expected that the Officer of the Bidder will sign a copy of the partially executed applicable supplier contract and related documents. If the Officer of the Bidder 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 4 PM CPT (5 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. The Bidder must meet the creditworthiness requirements under the applicable supplier contract by the close of business on the second business day after the ICC decision. Bidders who are relying on the creditworthiness of a guarantor and have winning Bids for Ameren must provide an original fully executed guaranty to Ameren by the close of business on the second day after the ICC decision. For the record of the Bidder and of the Company, the Bidder will execute and send two (2) hardcopy originals of the applicable supplier contracts and related documents to the Company via overnight delivery service. By the seventh business day after the ICC decision, the Company returns to the

Bidder the one (1) fully executed original applicable supplier contract and related documents. By the seventh business day after the ICC decision, the Bidder must have completed payment of the Supplier Fees due to the IPA.

VI.2.16. Each Company files its generation supply charges for each customer group within two (2) business days of the ICC decision.

VI.2.17. If the ICC rejects the results of the procurement event or if not all blocks of each month and Segment are filled for a procurement event, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within 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.

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. A limited number of representatives from each Company will review the information provided to fulfill the financial requirements for each Bidder in that Company's procurement event. Any information from the Part 1 Proposal provided to a Company is also provided to the Procurement Monitor.

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.

Each Company receives, reviews, and evaluates the Pre-Bid Letter of Credit for that Company.

- VI.3.3. The Procurement Administrator, the Procurement Monitor, and representatives from each Company 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.
- 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

September 2014 Procurement Events
21 Aug 2014

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. Ameren 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 Ameren unless and until the ICC has approved winning Bids, and each (AIC) Confirmation Agreement and Confirmation with a Bidder has been executed and is effective. Once effective, it is the (AIC) Confirmation Agreement and not 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, and each (ComEd) Master Agreement and Confirmation with a Bidder has been executed and is effective. Once effective, it is the (ComEd) Master Agreement and not 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.