

Spring 2016 Procurement Events (REC RFP)
28 MAR 2016

Illinois Power Agency
Spring 2016 Procurement Events
Renewable Energy Resources
Request for Proposals
Process and Rules

28 March 2016

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ARTICLE I. Introduction

I.1. Overview

- I.1.1. Pursuant to Illinois Public Act 95-0481, effective August 28, 2007 (the “Act”), including the Act’s amendments to the Public Utilities Act (“PUA”), on September 28, 2015 the Illinois Power Agency (“IPA”) filed a Procurement Plan with the Illinois Commerce Commission (“ICC” or “Commission”). The ICC issued an Order on December 16, 2015 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.1.2. The Procurement Plan specifies that the renewable energy procurement requirements of the Illinois Renewable Energy Portfolio Standard (“RPS”) will be satisfied by procurement of Renewable Energy Certificates (“RECs”) from eligible renewable energy resources. A REC represents all the environmental attributes corresponding to one megawatt-hour of energy generated from renewable energy resources. These RECs will be procured subject to the resource type, location, and rate impact criteria specified in subsection 1-75(c) of the Act (20 ILCS 3855/1-75(c)). The existing renewable energy resources under contract with Ameren Illinois Company (“Ameren” or “AIC”) and with Commonwealth Edison Company (“ComEd”) meet or exceed the RPS obligations except for the obligation to obtain certain amounts from photovoltaics resources and distributed generation (“DG”) devices. In contrast, MidAmerican Energy Corporation (“MidAmerican”) does not yet have any renewable energy resources allocated to its customers within Illinois. The Spring 2016 procurement events will seek to obtain RECs from photovoltaics resources for AIC and ComEd and RECs from all eligible renewable energy

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resources for MidAmerican. Each of Ameren, ComEd, and MidAmerican is referred to as a “Company” and together are referred to as “Companies”.

- I.1.3. 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 in the Spring 2016 procurement events. This RFP is referred to as the “Renewable Energy Resources RFP” or the “REC 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. A “Proposal” is a response to this RFP. A supplier that submits any part of a response to this RFP is a “Bidder”.
- I.1.5. 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.1.6. A Bidder presents a single Proposal for participation in any or all of the procurement events for AIC, ComEd, and MidAmerican. All activities for the three (3) procurement events are held jointly and concurrently.
- I.1.7. 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 monitor and report on the progress of the procurement events for the ICC.
- I.1.8. Capitalized terms in this document are defined explicitly herein unless explicit reference is made to another document.

I.2. Products and Bids

- I.2.1. This RFP solicits suppliers to deliver RECs generated by a renewable energy resource as defined by the Act. While the compliance period is from June 1, 2016 to May 31, 2017, the generation with which these RECs are associated must take place between January 1, 2016 and May 31, 2017.
- I.2.2. As defined in the Act, renewable energy resources include: “wind, solar thermal energy, photovoltaic cells and panels, biodiesel, anaerobic digestion, crops and untreated and unadulterated organic waste biomass, tree waste, hydropower that does not involve new construction or significant expansion of hydropower dams, and other alternative sources of environmentally preferable energy.” For purposes of the Act, landfill gas produced within the state of Illinois is considered a renewable energy resource. Although the Act defines all of the above as renewable energy resources, the Procurement Plan provides for procurement events solely for RECs from photovoltaics resources for AIC and ComEd. The procurement event for MidAmerican will be from all eligible renewable energy resources, except for distributed generation devices.
- I.2.3. As defined in the Act, renewable energy resources do not include: “the incineration or burning of tires, garbage, general household, institutional, and commercial waste, industrial lunchroom or office waste, landscape waste other than tree waste, railroad crossties, utility poles, or construction or demolition debris, other than untreated and unadulterated waste wood.”
- I.2.4. RECs from an ‘other alternative source of environmentally preferable energy’ not specifically named in the Act will only be eligible for this RFP with prior agreement from the IPA during the qualification process. Suppliers will be required to submit information regarding the energy source generating the RECs as part of their qualification materials. Suppliers will be allowed to bid

and deliver RECs from such renewable sources only if the IPA agrees that the renewable source is a renewable energy resource as defined under the Act.

1.2.5. A Product in this RFP is defined by two (2) characteristics: (i) the resource type; and (ii) the location. The resource type corresponds to whether a REC is produced by a wind resource (“W”), a photovoltaic renewable energy resource (“P”), or a renewable energy resource as defined in the Act other than a wind or photovoltaic renewable energy resource (“N”). The location corresponds to whether a REC is produced by either: a renewable energy resource located within Illinois or within a state adjoining Illinois (“IA”); or: by a renewable energy resource located in another state (“OS”). Adjoining States to Illinois are Wisconsin, Iowa, Missouri, Kentucky, Indiana and Michigan. Other States are states other than Illinois, Wisconsin, Iowa, Missouri, Kentucky, Indiana, and Michigan.

1.2.6. A Product is labelled by reference to its two (2) characteristics. For example, IAW refers to a REC produced by a wind renewable energy resource located within Illinois or within a state adjoining Illinois. A group of Products may be identified by referring to only one of the two (2) characteristics. For example, a Wind Product refers generically to all Products from a wind resource regardless of the location. There are six (6) Products, identified in the table below, along with the Company or Companies procuring the Product through this RFP.

Table I-1. Products

Product	Location and Type of Eligible Renewable Energy Resource	Company
Illinois and Adjoining State Wind (IAW)	A wind resource physically located in the state of Illinois, Wisconsin, Iowa, Missouri, Kentucky, Indiana, or Michigan	MidAmerican
Illinois and Adjoining State Solar Photovoltaic (IAP)	A solar photovoltaic resource physically located in the state of Illinois, Wisconsin, Iowa, Missouri, Kentucky, Indiana, or Michigan	AIC ComEd MidAmerican
Illinois and Adjoining State Non-Wind Non-Solar-Photovoltaic (IAN)	A renewable energy resource, as defined in the Act, other than a wind or a solar photovoltaic resource, physically located in the state of Illinois, Wisconsin, Iowa, Missouri, Kentucky, Indiana, or Michigan	MidAmerican
Other State Wind (OSW)	A wind resource physically located in a state other than Illinois, Wisconsin, Iowa, Missouri, Kentucky, Indiana or Michigan	MidAmerican
Other State Solar Photovoltaic (OSP)	A solar photovoltaic resource physically located in a state other than Illinois, Wisconsin, Iowa, Missouri, Kentucky, Indiana, or Michigan	AIC ComEd MidAmerican
Other State Non-Wind Non-Solar-Photovoltaic (OSN)	A renewable energy resource, as defined in the Act, other than a wind or a solar photovoltaic resource, physically located in a state other than Illinois, Wisconsin, Iowa, Missouri, Kentucky, Indiana, or Michigan	MidAmerican

1.2.7. The Targets in this paragraph are provisional only and are subject to change. The final Targets will be provided in a notification to Bidders and announced on the procurement website (www.ipa-energyrfp.com) no later than on the date of the Part 1 Notification. The number of RECs procured through this RFP will not exceed a MWh target of 33,271 for AIC, which translates to an AIC Target of 33,271 RECs. The number of RECs procured through this RFP will not exceed a MWh target of 67,952 for ComEd, which translates to a ComEd Target of 67,952 RECs. Subject to revision, the number of RECs procured through this RFP will not exceed a MWh target of 65,104 for MidAmerican, which translates to a MidAmerican Target of 65,104 RECs. In accordance with the Act, each Target is

based on purchasing renewable energy resources corresponding to 11.5% of the actual amount of electricity supplied to eligible retail customers in the planning year ending immediately prior to the procurement from which is subtracted the amount that each Company has purchased through previous procurement events.

- I.2.8. The Budgets in this paragraph are provisional only and are subject to change. The final Budgets will be provided in a notification to Bidders and announced on the procurement website (www.ipa-energyrfp.com) no later than on the date of the Part 1 Notification. The cost of procuring the RECs for AIC will not exceed an AIC Budget of \$1,066,192 on a preliminary basis. The cost of procuring the RECs for ComEd will not exceed a ComEd Budget of \$14,395,664 on a preliminary basis. The cost of procuring the RECs for MidAmerican will not exceed a MidAmerican Budget of \$626,904 on a preliminary basis.
- I.2.9. A Bidder may bid on any number of RECs for each of the IAP and OSP Products for AIC up to and including the AIC Target. A Bidder may bid on any number of RECs for each of the IAP and OSP Products for ComEd up to and including the ComEd Target. A Bidder may bid on any number of RECs for each Product available for bid for a MidAmerican up to and including the MidAmerican Target.
- I.2.10. A “Bid” is a price for one REC of a given Product for a given Company. If a Bidder wins two (2) or more RECs of a given Product for a given Company, the Bidder is paid for each REC of that Product the average price of the RECs that the Bidder wins of that Product rounded to the second decimal.
- I.2.11. Generally, the evaluation of Bids and the selection of RECs first give priority to cost effectiveness, second to resource type (if several resource types are procured), and last to location. The evaluation of Bids and the selection of

RECs are performed separately for each Company. Prior to any selection of RECs based on priority, all Bids that fail to meet the benchmarks established by the Procurement Administrator, in consultation with the Procurement Monitor, ICC Staff, and the IPA are eliminated. For Bids that meet or beat the benchmarks, and for RECs of a given price and a given location, RECs from wind and photovoltaic resources are selected over RECs from other renewable energy resources eligible under the Act, subject to statutory thresholds of 75% from wind and 6% from photovoltaics (as a percentage of the total annual amount of RECs required). For Bids that meet or beat the benchmarks, and for RECs of a given source (wind, photovoltaic, or renewable energy resource other than wind or photovoltaic) and a given location, RECs with the lowest prices are selected first. For Bids that meet or beat the benchmarks, and for RECs of a given price and of a given source (wind, or photovoltaic, or renewable energy resource other than wind or photovoltaic), RECs from renewable energy resources located in Illinois and Adjoining States are selected over RECs from renewable energy resources located in Other States.

- 1.2.12. The evaluation and selection of RECs in no case will result in the procurement of RECs that exceed the Target for a given Company or that combine to cost more than the Budget for a given Company.

I.3. Submission of Proposals

- 1.3.1. 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 has not paid a Bid Participation Fee in a 2016 procurement event 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 procurement event for a Company 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.
- 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 Proposal, including the Bid Participation Fee if required, 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.

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- 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 Proposal, 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 in a specific time window, the “Bid Window”, on the Bid Date, according to instructions from the Procurement Administrator. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Bidder that qualifies pursuant to a successful Part 1 Proposal and that submits a Part 2 Proposal that fulfills all the requirements of Article V by 12 PM (noon) on the Bid Date.
- I.3.8. 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 as well as a recommendation on whether these results should be accepted or rejected. 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 AIC, AIC and each Bidder with approved Bids for will execute AIC’s Renewable Energy Credit Agreement with certain specific terms (the “(AIC) REC 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 ComEd's Master Renewable Energy Certificate Purchase & Sale Agreement with certain specific terms (the "(ComEd) REC Agreement") within three (3) business days of the ICC decision. If the ICC approves the results of the procurement event for MidAmerican, MidAmerican and each Bidder with approved Bids for MidAmerican will execute MidAmerican's Renewable Energy Credit Agreement with certain specific terms (the "(MidAmerican) REC 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, 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 is a separate supplier contract for each of the procurement events. The supplier contract for the AIC procurement event is referred to as the (AIC) REC Agreement. The supplier contract for the ComEd procurement event is referred to as the (ComEd) REC Agreement. The supplier contract for the MidAmerican procurement event is referred to as the (MidAmerican) REC Agreement.
- I.4.2. The results of each procurement event are subject to approval by the ICC. If the ICC approves the results of the procurement event for AIC, AIC and each Bidder

with approved Bids for AIC will execute the (AIC) REC Agreement within three (3) business days of the ICC decision and the Bidder will become a “Seller” under the (AIC) REC 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) REC Agreement within three (3) business days of the ICC decision and the Bidder will become a “Seller” under the (ComEd) REC Agreement. If the ICC approves the results of the procurement event for MidAmerican, MidAmerican and each Bidder with approved Bids for MidAmerican will execute the (MidAmerican) REC Agreement within three (3) business days of the ICC decision and the Bidder will become a “Seller” under the (MidAmerican) REC Agreement.

- I.4.3. This section describes in general terms a few key provisions of the REC Agreement for each Company. This is a summary only and is subject to and qualified in its entirety by each of the (AIC) Renewable Energy Credit Agreement provided as Appendix 1, the (ComEd) Master Renewable Energy Certificate Purchase and Sale Agreement provided as Appendix 2, and the (MidAmerican) Renewable Energy Credit Agreement provided as Appendix 3 to these RFP Rules. A Bidder that submits Bids for AIC must accept the obligations and associated rights to provide RECs as set forth in the (AIC) REC Agreement. A Bidder that submits Bids for ComEd must accept the obligations and associated rights to provide RECs as set forth in the (ComEd) REC Agreement. A Bidder that submits Bids for MidAmerican must accept the obligations and associated rights to provide RECs as set forth in the (MidAmerican) REC Agreement.

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I.4.4. Under the (AIC) REC Agreement:

- The Seller provides AIC with “Standard RECs”, namely RECs that include all environmental attributes represented by renewable electricity generation associated with the RECs. The price received by the Seller for each Solar Photovoltaic Product for which the Seller has winning Bids is the average (arithmetic mean) of the Bidder’s own winning Bids for all RECs won for the Product.
- The Seller delivers RECs to AIC by the last business day of each Delivery Season. There are four Delivery Seasons: (i) the “Summer Season”, which is the period from June 1 through August 31; (ii) the “Fall Season”, which is the period from September 1 through November 30; (iii) the “Winter Season”, which is the period from December 1 through the end of February; and (iv) the “Spring Season”, which is the period from March 1 through July 15.
- The Performance Assurance required of the Seller is the difference between the collateral threshold and 10% of the remaining contract value, unless this calculation results in a value less than or equal to \$50,000, in which case the bidder will not be required to post Performance Assurance. Sellers have the option to deliver RECs at contract execution to reduce the remaining contract value.
- RECs procured through this RFP will be transferred from the supplier’s account in the PJM Environmental Information System (“EIS”)’s Generation Attribute Tracking System (“GATS”), the Midwest Renewable Energy Tracking System (“M-RETS”), or the North American Renewable Registry (“NARR”) to the account of AIC in the relevant tracking system.

I.4.5. Under the (ComEd) REC Agreement:

- The Seller provides ComEd with “Standard RECs”, namely RECs that include all environmental attributes represented by renewable electricity generation associated with the RECs. The price received by the Seller for each Solar Photovoltaic Product for which the Seller has winning Bids is the average (arithmetic mean) of the Bidder’s own winning Bids for all RECs won for the Product.
- The Seller delivers RECs to ComEd by the last business day of each Delivery Season. There are four Delivery Seasons: (i) the “Summer Season”, which is the period from June 1 through August 31; (ii) the “Fall Season”, which is the period from September 1 through November 30; (iii) the “Winter Season”, which is the period from December 1 through the end of February; and (iv) the “Spring Season”, which is the period from March 1 through July 10.
- The Performance Assurance required of the Seller is the difference between the collateral threshold and 10% of the remaining contract value, unless this calculation results in a value less than or equal to \$50,000, in which case the bidder will not be required to post Performance Assurance. Sellers have the option to deliver RECs at contract execution to reduce the remaining contract value.
- RECs procured through this RFP will be transferred from the supplier’s account in PJM EIS GATS, M-RETS, or in the NARR to the account of ComEd in the relevant tracking system.

I.4.6. Under the (MidAmerican) REC Agreement:

- The Seller provides MidAmerican with “Standard RECs”, namely RECs that include all environmental attributes represented by renewable

electricity generation associated with the RECs. The price received by the Seller for a Product for which the Seller has winning Bids is the average (arithmetic mean) of the Bidder's own winning Bids for all RECs won for the Product.

- The Seller will use PJM EIS GATS, or the M-RETS, or the NARR as the tracking system for RECs. Seller is required to provide to MidAmerican the name of the retirement sub-account to be used in the tracking system.
- The Seller delivers to MidAmerican the Attestation and Disclosure document upon delivery of RECs by the last business day of each Delivery Season. There are four Delivery Seasons: (i) the "Summer Season", which is the period from June 1 through August 31; (ii) the "Fall Season", which is the period from September 1 through November 30; (iii) the "Winter Season", which is the period from December 1 through the end of February; and (iv) the "Spring Season", which is the period from March 1 through July 15.
- The Performance Assurance required of the Seller is the difference between the collateral threshold and 10% of the remaining contract value, unless this calculation results in a value less than or equal to \$50,000, in which case the bidder will not be required to post Performance Assurance. Sellers have the option to deliver RECs at contract execution to reduce the remaining contract value.

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) Renewable Energy Credit Agreement
- Appendix 2: (ComEd) Master Renewable Energy Certificate Purchase and

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- Sale Agreement
- Appendix 3: (MidAmerican) Renewable Energy Credit Agreement
- Appendix 4: Part 1 Form (Illustrative)
- Appendix 5: Part 2 Form (Illustrative)
- Appendix 6: Bid Form (Illustrative)
- Appendix 7: Resource Selection
- Appendix 8: Standard Pre-Bid Letter of Credit for AIC
- Appendix 9: Standard Pre-Bid Letter of Credit for ComEd
- Appendix 10: Standard Pre-Bid Letter of Credit for MidAmerican
- Appendix 11: Officers' Certificate (for Bidders under an Agency Agreement)
- Appendix 12: Confidentiality Statement

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 and other standard products for the AIC, ComEd, and MidAmerican portfolios.

Renewable Energy Resources Section: This section provides documents related to the procurement of RECs for the AIC, ComEd, and MidAmerican portfolios.

Supplemental PV Procurement Section: This section provides documents related to the supplemental procurement of solar photovoltaic RECs for the IPA.

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.

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 held under the IPA's Procurement Plans.

Qualification Forms: 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 28, 2015
Commission Order regarding Procurement Plan	Wednesday, December 16, 2015
Draft Agreements posted (AIC, ComEd, and MidAmerican)	Friday, March 04, 2016
Invitation issued to comment on Agreements	Friday, March 04, 2016

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Event	Date
Deadline to submit comments	Monday, March 14, 2016
Final (AIC) Renewable Energy Credit Agreement posted, (ComEd) Master Renewable Energy Credit Purchase and Sale Agreement, and (MidAmerican) Renewable Energy Credit Agreement posted	Friday, March 25, 2016
RFP Documents issued	Monday, March 28, 2016
Webcast	Monday, March 28, 2016
Opening of Part 1 Window	Monday, March 28, 2016
Part 1 Date (Part 1 Proposals are due)	Wednesday, April 13, 2016
Bid Participation Fee is due	Wednesday, April 13, 2016
Part 1 Notification	Monday, April 18, 2016
Opening of Part 2 Window	Tuesday, April 19, 2016
Part 2 Date (Part 2 Proposals except Bids are due)	Wednesday, April 27, 2016
Bidder Training	Monday, May 02, 2016
Bid Date (Bids are Due)	Wednesday, May 04, 2016
Procurement Administrator submits confidential report on results of procurement events	Friday, May 06, 2016
ICC renders decision on results of procurement events	Tuesday, May 10, 2016
Agreements fully executed (AIC, ComEd, and MidAmerican)	Monday, May 13, 2016

ARTICLE III. General Requirements for Proposals

- III.1.1. An entity that submits any part of a response to this RFP is a Bidder. A Bidder presents a single Proposal for participation in any or all of the procurement events for AIC, ComEd, and MidAmerican. All activities for the three (3) procurement events are held jointly and concurrently. 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 (noon) on the Bid Date.
- III.1.2. All Part 1 Proposals and all Part 2 Proposals are submitted to the Procurement Administrator in accordance with the instructions provided in Article VI. Part 1 Proposals are received and processed during a specific timeframe, the Part 1 Window. The last day of the Part 1 Window is called the Part 1 Date. Part 2 Proposals are received and processed during a specific timeframe, the Part 2 Window; however, a Bidder may submit the representations required by the Part 2 Form for a procurement event 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 successfully completed the Part 1 Proposal for a 2015 procurement event under the Renewable Energy Resources RFP is eligible to participate in an abbreviated process to submit the Part 1 Proposal. The abbreviated process is described in each section. Section IV.1 describes the contact information required. Section IV.2 explains that each Bidder that has not paid a Bid Participation Fee in a 2016 procurement event must pay a Bid Participation Fee. Section IV.3 describes financial requirements. Section IV.4 describes requirements and lists representations that are required of Bidders that intend to bid on AIC Products. Section IV.5 describes requirements and lists representations that are required of Bidders that intend to bid on ComEd Products. Section IV.6 describes requirements and lists representations that are required of Bidders that intend to bid on MidAmerican Products. Sections IV.4, IV.5, and IV.6 also describe the information that a Bidder is asked to provide for the preparation of the applicable supplier contract documents (the (AIC) REC Agreement, the (ComEd) REC Agreement, or the (MidAmerican) REC Agreement, or all contract documents) should the Procurement Administrator identify one or more of the Bidder's Bids to the Commission as winning Bids. Section IV.7 lists additional requirements applicable only to Bidders submitting a Proposal under an Agency Agreement. Section IV.8 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.

- 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 lists representations and describes requirements, including the Pre-Bid Letter of Credit to support the Bidder's Bids, that are required of Bidders that intend to bid on AIC Products. Section V.3 lists representations and describes requirements, including the Pre-Bid Letter of Credit to support the Bidder's Bids, that are required of Bidders that intend to bid on ComEd Products. Section V.4 lists representations and describes requirements, including the Pre-Bid Letter of Credit to support the Bidder's Bids, that are required of Bidders that intend to bid on MidAmerican Products. These 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.5 lists additional requirements applicable only to Bidders submitting a Proposal under an Agency Agreement. Section V.6 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. Section V.7 describes the requirements for the submission of Bids.

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- 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.
- III.1.9. The Bidder, at its own cost and expense, shall defend AIC, ComEd, MidAmerican, the Procurement Monitor, the Procurement Administrator and the IPA and their subsidiaries, affiliates, successors and assigns, and each and every one of their respective past, present, or future officers, directors, trustees, employees, shareholders, executors, administrators, successors and assigns, other than entities that are also Bidders, against any and all manner of past, present, or future claims, demands, disputes, controversies, complaints, suits, actions, proceedings, or allegations of any kind which in any manner relate to, arise out of, or result from any false statement in the Proposal or breach of any covenant by the Bidder set forth herein. The Bidder shall indemnify and hold harmless AIC, ComEd, MidAmerican, 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

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misrepresentation in the Proposal or breach of any warranty by the Bidder as set forth herein.

ARTICLE IV. Part 1 Proposal Requirements

A Bidder that successfully completed the Part 1 Proposal for a 2015 procurement event under a Renewable Energy Resources RFP 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 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 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 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 current procurement event.
- 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 a procurement event during the Part 1 Window for early processing. The P2 Certifications Insert for each procurement event 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 procurement event 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.

- A previously qualified Bidder must update this information as necessary in its online Part 1 Form. If the individual named as Representative has changed, 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 Officer of the Bidder or 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 o.

IV.2. Bid Participation Fee

- IV.2.1. The requirements of this section apply only to a Bidder that has not paid a Bid Participation Fee pursuant to participation in a 2016 procurement event and that submits a Part 1 Proposal.
- IV.2.2. Such Bidder is required to pay a non-refundable Bid Participation Fee of \$500. Such Bidder that submits Bids for more than one procurement event is only required to pay one Bid Participation Fee. Such Bidder that submits a Part 1 Proposal in this RFP and that also participates in another 2016 procurement event is only required to pay one Bid Participation Fee.
- IV.2.3. The Bid Participation Fee will be used to cover part of the costs of the 2016 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.2.4. Such 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.
- IV.2.5. The Bid Participation Fee is due by the Part 1 Date and such Bidder must provide evidence of compliance with this requirement with its Part 1 Proposal. Such evidence includes a photocopy of the check, a confirmation page from the e-check website, or a receipt from the IPA. Such evidence is provided by email or by upload to the application website. 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.2.6. 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 as required by this Section 2, as further explained in o.

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, the Bidder must also comply with the requirements of Section IV.8.

- 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. 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 o.

IV.4. Requirements for Bidders on AIC Products

IV.4.1. The requirements of this section apply to Bidders that intend to bid on AIC Products. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on AIC Products.

IV.4.2. Information to prepare the AIC Supplier Contract Documents. A Bidder, whether previously qualified or not, 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 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 provides this information by fully completing the AIC Contract Insert prepared for this purpose and available on the procurement website. The AIC Contract Insert is also labelled INSERT #P1-3. The Bidder provides the AIC Contract Insert in Microsoft Word format by email or by upload to the application website.
- If a Bidder fails to submit the information required by this paragraph, 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 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 AIC Contract Delay Insert prepared for this purpose by the Procurement Administrator. If required by the Procurement Administrator,

the Bidder provides the AIC Contract Delay 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. Representations of the Officer of the Bidder. 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; (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) REC Agreement and the Bidder accepts all of the terms of the (AIC) REC Agreement without modifications; (vii) the Bidder intends to bid and supply RECs only from photovoltaic cells and panels as identified in the Act as a renewable energy resource; (viii) the Bidder has an existing PJM EIS

GATS and/or MRETS and/or NARR account or that the Bidder has no impediment to obtaining an account in PJM EIS GATS or an MRETS or an NARR account by June 2016 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) REC Agreement.

- The Officer of the Bidder makes such certifications by fully completing the AIC P1 Certifications Insert prepared for this purpose and available on the procurement website. The AIC P1 Certifications Insert is also labelled INSERT #P1-4. The signature of the Officer of the Bidder must be notarized or attested with the corporate seal. The Bidder provides the AIC P1 Certifications Insert by email or by upload to the application website.

IV.4.4. Comments on the Letters of Credit. A Bidder that is submitting Bids for AIC must, in its Part 2 Proposal, submit a Pre-Bid Letter of Credit in an amount of no less than \$2 times the number of RECs that the Bidder intends to bid across all Products (i.e., all locations) for AIC or \$10,000, whichever is greater. If the Bidder intends on submitting Bids up to Target for one or more products, the Pre-Bid Letter of Credit for AIC should be in an amount equal to the final AIC Budget. 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 and posted to the procurement website. The Standard Pre-Bid Letter of Credit for AIC is provided as Appendix 8 of these RFP Rules. A Bidder may use the Form of Letter of Credit provided as Exhibit C to the (AIC) REC Agreement (also called the “Standard Post-Bid Letter of Credit” for AIC) to post security under the terms of the (AIC) REC Agreement. A Bidder may, in its Part 1

Proposal, provide comments on or propose modifications to: (i) the changes that have been made to the Standard Pre-Bid Letter of Credit for AIC relative to the previously used Standard Pre-Bid Letter of Credit; and (ii) the changes that have been made to the Standard Post-Bid Letter of Credit for AIC relative to the previously used Standard Post-Bid Letter of Credit. The Procurement Administrator will not solicit comments on changes to a standard letter of credit for a Company when such changes are limited to these administrative updates: (i) expiration date, date of the procurement event, and dates of the supply period; (ii) docket number; or (iii) contact information for the Company. The Procurement Administrator will be soliciting comments on the changes to the Pre-Bid Letter of Credit and on the Post-Bid Letter of Credit for the (AIC) Confirmation Agreement. A Bidder provides comments or proposes modifications on the changes to the Pre-Bid Letter of Credit for AIC by completing the AIC Comment Insert. The AIC Comment Insert is also labelled INSERT #P1-5. A Bidder provides comments or proposes modifications to the Post-Bid Letter of Credit for AIC exclusively by submitting a redline of the standard letter of credit in Microsoft Word format. Only one (1) such redline may be submitted for the Post-Bid Letter of Credit. A Bidder provides the AIC Comment Insert for the Pre-Bid Letter of Credit by email or by upload to the application website. A Bidder provides the redline document with its comments or proposed modifications to the Post-Bid Letter of Credit by email or by upload to the application website.

- IV.4.5. 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 o.

IV.5. Requirements for Bidders on ComEd Products

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

IV.5.2. Information to prepare the ComEd Supplier Contract Documents. A Bidder, whether previously qualified or not, 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 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) REC Agreement and provide all contact information necessary for the execution of such Guaranty.

- A Bidder 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 in Microsoft Word format by email or by upload to the application website.
- If a Bidder fails to submit the information required by this paragraph, 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 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 Delay Insert prepared for this purpose by the Procurement Administrator. If required by the Procurement Administrator, the Bidder provides the ComEd Contract Delay Insert by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

IV.5.3. Representations of the Officer of the Bidder. 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; (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 (ComEd) REC Agreement and the Bidder accepts all of the terms of the (ComEd) REC

Agreement without modifications; (vii) the Bidder intends to bid and supply RECs only from photovoltaic cells and panels as identified in the Act as a renewable energy resource; (viii) the Bidder has an existing PJM EIS GATS and/or MRETS and/or NARR account or the Bidder has no impediment to obtaining an account in PJM EIS GATS or an MRETS or an NARR account by June 2016; and (ix) 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) REC Agreement.

- 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. Comments on the Letters of Credit. A Bidder that is submitting Bids for ComEd must, in its Part 2 Proposal, submit a Pre-Bid Letter of Credit for ComEd in an amount of no less than \$2 times the number of RECs that the Bidder intends to bid across all Products (i.e., all locations) or \$10,000, whichever is greater. If the Bidder intends on submitting Bids up to Target for one or more products, the Pre-Bid Letter of Credit for ComEd should be in an amount equal to the final ComEd Budget. 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 and posted to the procurement website. The Standard Pre-Bid Letter of Credit for ComEd is provided as Appendix 9 of these RFP Rules. A

Bidder may use the Form of Letter of Credit provided as Schedule 1A of the Collateral Annex to the (ComEd) REC Agreement (also called the “Standard Post-Bid Letter of Credit” for ComEd) to post security under the terms of the (ComEd) REC Agreement. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to: (i) the changes that have been made to the Standard Pre-Bid Letter of Credit for ComEd relative to the previously used Standard Pre-Bid Letter of Credit; and (ii) the changes that have been made to the Standard Post-Bid letter of Credit ComEd relative to the previously used Standard Post-Bid Letter of Credit. The Procurement Administrator will not solicit comments on changes to a standard letter of credit for a Company when such changes are limited to these administrative updates: (i) expiration date, date of the procurement event, and dates of the supply period; (ii) docket number; or (iii) contact information for the Company. The changes to the letters of credit for ComEd consist solely of these administrative updates. The Procurement Administrator will not be soliciting comments on the letters of credit for ComEd.

IV.5.5. 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 o.

IV.6. Requirements for Bidders on MidAmerican Products

IV.6.1. The requirements of this section apply to Bidders that intend to bid on MidAmerican Products. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on MidAmerican Products.

IV.6.2. Information to prepare the MidAmerican Supplier Contract Documents. A Bidder, whether previously qualified or not, 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 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 provides this information by fully completing the MidAmerican Contract Insert prepared for this purpose and available on the procurement website. The MidAmerican Contract Insert is also labelled INSERT #P1-8. The Bidder provides the MidAmerican Contract Insert in Microsoft Word format by email or by upload to the application website.
- If a Bidder fails to submit the information required by this paragraph, 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 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 MidAmerican Contract Delay Insert prepared for this purpose by the Procurement Administrator. If required by the Procurement Administrator, the Bidder provides the MidAmerican Contract Delay Insert by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

IV.6.3. Representations of the Officer of the Bidder. 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; (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 (MidAmerican) REC Agreement and the Bidder accepts all of the terms of the (MidAmerican) REC Agreement without modifications; (vii) the Bidder intends to bid and supply RECs only renewable energy resources as identified in the Act; (viii) the Bidder has an existing PJM EIS GATS and/or MRETS and/or NARR account or that the Bidder has no impediment to obtaining an account in PJM EIS GATS or an MRETS or an NARR account by June 2016; 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 (MidAmerican) REC Agreement.

- The Officer of the Bidder makes such certifications by fully completing the MidAmerican P1 Certifications Insert prepared for this purpose and available on the procurement website. The MidAmerican P1 Certifications Insert is also labelled INSERT #P1-9. The signature of the Officer of the Bidder must be notarized or attested with the corporate seal. The Bidder provides the MidAmerican P1 Certifications Insert by email or by upload to the application website.

IV.6.4. Comments on the Letters of Credit. A Bidder that is submitting Bids for MidAmerican must, in its Part 2 Proposal, submit a Pre-Bid Letter of Credit for MidAmerican in an amount of no less than \$1 times the number of RECs that the Bidder intends to bid across all Products or \$10,000, whichever is greater. If the Bidder intends on submitting Bids up to Target for one or more Products, the Pre-Bid Letter of Credit for MidAmerican should be in an amount equal to the final MidAmerican Budget. 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 and posted to the procurement website. The Standard Pre-Bid Letter of Credit for MidAmerican is provided as Appendix 10 of these RFP Rules. A Bidder may use the Form of Letter of Credit provided as Exhibit C to the (MidAmerican) REC Agreement (also called the “Standard Post-Bid Letter of Credit” for MidAmerican) to post security under the terms of the (MidAmerican) REC Agreement. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to the Standard Pre-Bid Letter of Credit for MidAmerican and to the Standard Post-Bid Letter of Credit for the (MidAmerican) REC Agreement. A Bidder provides comments or proposes

modifications exclusively by submitting a redline of the standard letter of credit in Microsoft Word format. Only one (1) such redline may be submitted for the Pre-Bid Letter of Credit and only one (1) such redline may be submitted for the Post-Bid Letter of Credit. A Bidder provides any such comments or proposed modifications in a Microsoft Word document with tracked changes by email or by upload to the application website.

- IV.6.5. Information requested in this Section IV.6 of the RFP Rules must be provided exclusively by completing Section 6 of the Part 1 Form and by providing any documents required by Section 6, as further explained in o.

IV.7. Bidders Applying Under Agency Agreements

- IV.7.1. 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. Bidders that are not submitting a Proposal under an Agency Agreement are not subject to the requirements of this Section IV.7.
- IV.7.2. 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.7.3. 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.7. 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.7.4. 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.7.5. 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.7.6. 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 11 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 #P1-10. The Bidder provides the Agency P1 Insert by email or by upload to the application website.

IV.7.7. 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 o.

IV.8. Foreign Entity as RFP Guarantor

IV.8.1. 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. Other Bidders are not subject to the additional requirements in this section.

IV.8.2. 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) REC 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.8.3. 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) REC 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) REC 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) REC 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) REC 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) REC Agreement on behalf of the Foreign Entity has the authority to execute the Guaranty pursuant to the (ComEd) REC Agreement and that the governing board of such Foreign Entity has approved the execution of the Guaranty pursuant to the (ComEd) REC 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) REC Agreement;
- 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) REC 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.8.4. 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 #P1-11. The Bidder provides the Foreign Guarantor P1 Insert by email or by upload to the application website.

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- IV.8.5. 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.8.3. The Bidder provides such documents by email or by upload to the application website. Schedule 2B to the Collateral Annex of the (ComEd) REC 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.
- IV.8.6. The information required by this Section IV.8 must be provided exclusively by completing Section 8 of the Part 1 Form and by providing documents required by this Section 8, as further explained in o.

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 AIC Products

V.2.1. The requirements of this section apply to Bidders that intend to bid on AIC Products. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on AIC Products.

V.2.2. Pre-Bid Letter of Credit. A Bidder must provide an executed Pre-Bid Letter of Credit, drawn for the account of the Bidder.

- The Pre-Bid Letter of Credit must be in an amount no less than \$2 times the number of RECs for which the Bidder is placing a Bid across all Products (i.e., all locations) for AIC or \$10,000, whichever is greater. The maximum amount for the Pre-Bid Letter of Credit for AIC is the final AIC Budget. Paragraph V.7.6 describes the procedure that the Procurement Administrator will follow if the Pre-Bid Letter of Credit is insufficient to support the Bidder's Bids. The Officer of the Bidder must, in the Part 2 Form, agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in Paragraph V.7.6 should the amount of the Pre-Bid Letter of Credit be insufficient to support the Bidder's Bids.
- The original of the executed Pre-Bid Letter of Credit must be sent via overnight delivery service to: Tim Moloney, Manager, Credit & Business Risk Management, AIC 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 AIC 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 AIC 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 fourteen (14) business days after the anticipated date of the Commission decision on the procurement event. The anticipated date of the Commission decision is the date of the Commission decision provided in the calendar for the procurement event and posted to the procurement website.

V.2.3. Special Instructions. A Bidder may provide special instructions for the return of the Pre-Bid Letter of Credit.

V.2.4. 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 AIC is insufficient to support the Bidder's Bids for AIC, the Procurement Administrator may amend the Bidder's Bid Form in

a manner consistent with the process described in Paragraph V.7.6 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 RECs bid for any Product; the Bidder's estimation of the value of a Product; the Bidder's estimation of the risks associated with

providing supply under the (AIC) REC Agreement; and the Bidder's preference for bidding on specific Products. 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) REC Agreement and any other related documents and send such fully executed signature pages to AIC electronically by 4 PM CPT on the second business day after the ICC decision; (ii) the Bidder will submit, if applicable, a fully executed Guaranty to AIC electronically by 4 PM CPT on the second business day after the ICC decision; and (iii) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision. For the record of the Parties, the Bidder may, but is not required to, execute two (2) hardcopy originals of the (AIC) REC Agreement and any other related documents (including the Guaranty, if applicable) and send such originals to AIC via overnight delivery.
- The Officer of the Bidder must certify that any Bid on any Product submitted in response to 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 REC of a Product at the price provided as the Bid and under the terms of the (AIC) REC Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the (AIC) REC Agreement, the number of RECs of each Product at each price submitted.

- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (AIC) REC Agreement to execute the Confirmation to supply and deliver RECs to AIC for each Product for which the Bidder's Bids are approved by the ICC. For each Product, the price paid to the Bidder is the average of the Bidder's own winning Bids for all RECs of that Product.

The Officer of the Bidder makes all certifications and acknowledgments above by completing the AIC P2 Certifications Insert prepared for this purpose and available on the procurement website. The AIC 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 AIC P2 Certifications Insert by email or by upload to the application website.

- V.2.5. 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

- V.3.1. The requirements of this section apply to Bidders that intend to bid on ComEd Products. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on ComEd Products.

- V.3.2. Pre-Bid Letter of Credit. A Bidder must provide an executed Pre-Bid Letter of Credit, drawn for the account of the Bidder.

- The Pre-Bid Letter of Credit must be in an amount no less than \$2 times the number of RECs for which the Bidder is placing a Bid across all Products (i.e., all locations) for ComEd or \$10,000, whichever is greater. The maximum amount for the Pre-Bid Letter of Credit for ComEd is the

final ComEd Budget. Paragraph V.7.6 describes the procedure that the Procurement Administrator will follow if the Pre-Bid Letter of Credit is insufficient to support the Bidder's Bids. The Officer of the Bidder must, in the Part 2 Form, agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in Paragraph V.7.6 should the amount of the Pre-Bid Letter of Credit be insufficient to support the Bidder's Bids.

- The original of the executed Pre-Bid Letter of Credit must be sent via overnight delivery service to: Vice President, Energy Acquisition, Commonwealth Edison Company, 1919 Swift Drive, Oakbrook, IL 60523-1580 (telephone: 630.684.3558).
- The Bidder must either use the Standard Pre-Bid Letter of Credit for ComEd provided in Appendix 9 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.

- The Pre-Bid Letter of Credit must expire no earlier than fourteen (14) business days after the anticipated date of the Commission decision on the procurement event. The anticipated date of the Commission decision is the date of the Commission decision provided in the calendar for the procurement event and posted to the procurement website.

V.3.3. Special Instructions. A Bidder may provide special instructions for the return of the Pre-Bid Letter of Credit.

V.3.4. 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.7.6 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 RECs bid for any Product; the Bidder's estimation of the value of a Product; the Bidder's estimation of the risks associated with providing supply under the (ComEd) REC Agreement; and the Bidder's preference for bidding on specific Products. 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, the Bidder will sign a partially executed electronic copy of the (ComEd) REC 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 and (ii) 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 submitted in response to 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 REC of a Product at the price provided as the Bid and under the terms of the (ComEd) REC Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the (ComEd) REC Agreement, the number of RECs of each Product at each price submitted.
- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (ComEd) REC Agreement to execute the Confirmation to supply and deliver energy to ComEd for each Product for which the Bidder's Bids are approved by the ICC. For each Product, the price paid to the Bidder is the average of the Bidder's own winning Bids for all RECs of that Product.

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.3.5. 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. Requirements for Bidders on MidAmerican Products

V.4.1. The requirements of this section apply to Bidders that intend to bid on MidAmerican Products. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on MidAmerican Products.

V.4.2. Pre-Bid Letter of Credit. A Bidder must provide an executed Pre-Bid Letter of Credit, drawn for the account of the Bidder.

- The Pre-Bid Letter of Credit must be in an amount no less than \$1 times the number of RECs for which the Bidder is placing a Bid across all Products for MidAmerican or \$10,000, whichever is greater. The maximum amount for the Pre-Bid Letter of Credit for MidAmerican is the final MidAmerican Budget. Paragraph V.7.6 describes the procedure that the Procurement Administrator will follow if the Pre-Bid Letter of Credit is insufficient to support the Bidder's Bids. The Officer of the Bidder must, in the Part 2 Form, agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in Paragraph V.7.6 should the amount of the Pre-Bid Letter of Credit be insufficient to support the Bidder's Bids.
- The original of the executed Pre-Bid Letter of Credit must be sent via overnight delivery service to: Christy Harger, Director, Risk Management Finance/Accounting, MidAmerican Energy Company, 4299 NW Urbandale Drive, Urbandale, IA 50322 (telephone: 515.281.2773).
- The Bidder must either use the Standard Pre-Bid Letter of Credit for MidAmerican provided in Appendix 10 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 MidAmerican 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 fourteen (14) business days after the anticipated date of the Commission decision on the procurement event. The anticipated date of the Commission decision is the date of the Commission decision provided in the calendar for the procurement event and posted to the procurement website.

V.4.3. Special Instructions. A Bidder may provide special instructions for the return of the Pre-Bid Letter of Credit.

V.4.4. 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 MidAmerican is insufficient to support the Bidder's Bids for MidAmerican, the Procurement Administrator may

amend the Bidder's Bid Form in a manner consistent with the process described in Paragraph V.7.6 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 RECs bid for any Product; the Bidder's estimation of the value of a Product; the Bidder's estimation of the risks associated with

providing supply under the (MidAmerican) REC Agreement; and the Bidder's preference for bidding on specific Products. 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 (MidAmerican) REC Agreement and any other related documents and send such fully executed signature pages to MidAmerican electronically by 4 PM CPT on the second business day after the ICC decision; (ii) the Bidder will submit, if applicable, a fully executed Guaranty to MidAmerican electronically by 4 PM CPT on the second business day after the ICC decision; and (iii) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision. For the record of the Parties, the Bidder may, but is not required to, execute two (2) hardcopy originals of the (MidAmerican) Confirmation Agreement and any other related documents (including the Guaranty, if applicable) and send such originals to AIC via overnight delivery.
- The Officer of the Bidder must certify that any Bid on any Product submitted in response to 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 REC of a Product at the price provided as the Bid and under the terms of the (MidAmerican) REC Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the (MidAmerican) REC Agreement, the number of RECs of each Product at each price submitted.

- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (MidAmerican) REC Agreement to execute the Confirmation to supply and deliver RECs to MidAmerican for each Product for which the Bidder's Bids are approved by the ICC. For each Product, the price paid to the Bidder is the average of the Bidder's own winning Bids for all RECs of that Product.

The Officer of the Bidder makes all certifications and acknowledgments above by completing the MidAmerican P2 Certifications Insert prepared for this purpose and available on the procurement website. The MidAmerican P2 Certifications Insert is also labelled INSERT #P2-3. The signature of the Officer of the Bidder must be notarized or attested with the corporate seal. The Bidder provides the MidAmerican P2 Certifications 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. Bidders Applying Under Agency Agreements

- V.5.1. 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.5 apply only to Bidders submitting a Proposal under an Agency Agreement; other Bidders are not subject to the requirements of this Section V.5.

- V.5.2. Officers' Certificate. If the Bidder is applying under an Agency Agreement, the Bidder must provide an Officers' Certificate, substantially in the form of Appendix 11 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.5.3. 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.5.4. 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 #P2-4. The Bidder provides the Agency P2 Insert by email or by upload to the application website.

V.5.5. 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. Foreign Entity as RFP Guarantor

V.6.1. 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. Other Bidders are not subject to the additional requirements in this section.

V.6.2. 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.

V.6.3. 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.6.4. 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.6.5. 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 #P2-5. The Bidder provides the Foreign Guarantor P2 Insert by email or by upload to the application website.
- V.6.6. 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.6.7. The information required by this Section V.6 must be provided exclusively by completing Section 6 of the Part 2 Form and by providing any documents required by Section 6, as further explained in Article VI.

V.7. Bids

- V.7.1. A Bid must be displayed as a price for one REC of a Product rounded to the nearest cent. The Bid is the price that the Bidder is willing to accept to deliver a REC of that Product. A Bid that is not expressed in dollars and cents will automatically be rejected.
- V.7.2. A REC is a Standard REC and represents all environmental attributes for 1 MWh of energy from a renewable source. A Bidder cannot submit a Bid for less than a full REC of a Product. The Bidder cannot bid on fractions, portions, or parts of RECs. Such Bids will be automatically rejected.
- V.7.3. A Bidder that submits to all the requirements of the Part 1 Proposal and the Part 2 Proposal for AIC may bid on any number of AIC Products and may bid on all Products. For each such Product, a Bidder may bid on any number of RECs up to and including the final AIC Target. A Bidder that submits to all the requirements of the Part 1 Proposal and the Part 2 Proposal for ComEd may bid on any number of ComEd Products and may bid on all Products. For each such Product, a Bidder may bid on any number of RECs up to and including the final ComEd Target. A Bidder that submits to all the requirements of the Part 1 Proposal and the Part 2 Proposal for MidAmerican may bid on any number of MidAmerican Products and may bid on all Products. For each such Product, a Bidder may bid on any number of RECs up to and including the final MidAmerican Target.
- V.7.4. A Bidder may specify that a Bid applies to a given quantity of RECs for a Product. 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.7.5. 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 \$2 for each REC on which a Bid is placed across all Products for AIC and ComEd, up to a maximum of the final AIC Budget for AIC and up to a maximum of the final ComEd Budget for ComEd. The Pre-Bid Letter of Credit for MidAmerican must be in an amount no less than \$1 for each REC on which a Bid is placed across all Products, up to a maximum of the final MidAmerican Budget. If the Pre-Bid Letter of Credit for a Company is insufficient to support the Bidder's Bids for that Company, the Procurement Administrator will determine the number of RECs that the Pre-Bid Letter of Credit can support. The Procurement Administrator will contact the Bidder as soon as practicable and will require the Bidder to reduce its Bids for the Company so that the number of RECs bid equals or is less than the number that the Procurement Administrator determined the Pre-Bid Letter of Credit can support. The Bidder will have the option to resubmit its Bid Form or to provide the amended Bids by phone for that Company, provided, however, that the amended Bids are received by 12 PM (noon) on the Bid Date. If the Bidder amends its Bids by phone, the Procurement Administrator will fax or email the amended Bid Form to the Bidder for the Bidder's records.
- V.7.6. If, for any reason including the fact that the Bidder is not able to amend its Bids 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 Bids for that Company after the procedure provided in Paragraph V.7.5 is followed, the Procurement Administrator will remove Bids for that Company to ensure that the Pre-Bid Letter of Credit is sufficient.

- For AIC and ComEd, if possible, the Procurement Administrator will remove all necessary Bids for that Company from the OSP Product, removing the highest Bids first. If, after removing all Bids from the OSP Product, the Pre-Bid Letter of Credit is still insufficient to support the remaining Bidder's Bids for the Company, the Procurement Administrator will remove any necessary Bids from the IAP Product, removing the highest Bids first.
- For MidAmerican, if possible, the Procurement Administrator will remove all necessary Bids from the OSN Product, removing the highest Bids first. If, after removing all Bids from the OSN Product, the Pre-Bid Letter of Credit is still insufficient to support the remaining Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the IAN Product, removing the highest Bids first. If, after removing all Bids from the OSN Product and all Bids from the IAN Product, the Pre-Bid Letter of Credit is still insufficient to support the remaining Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the OSW and/or OSP Product, removing the highest Bids first. If, after removing all Bids from the OSN, IAN, OSW and OSP Products, the Pre-Bid Letter of Credit is still insufficient to support the remaining Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the IAW and/or IAP Product, removing the highest Bids first. The Officer of the Bidder must, in the P2 Certifications for a Company, agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in this paragraph should the amount of the Pre-Bid Letter of Credit for a Company be insufficient to support the Bidder's Bids for that Company.

- V.7.7. 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 code. This information is unique to each Bidder and allows the Procurement Administrator to authenticate the Bids received. The Bidder must either confirm that all such information and documents were received or the Bidder must request that such information and documents be re-issued. The Bidder provides this acknowledgment by filling out Section 7 of the Part 2 Form prepared for this purpose.
- V.7.8. 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 AIC, ComEd, and MidAmerican. 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. The Procurement Administrator requires that the Bidder acknowledge receipt of the Confidential Information required for the submission of Bids in the online Part 2 Form.

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- V.7.9. A Bidder must fill out contact information on its Bid Form and the Procurement Administrator will use that information to confirm receipt of the Bids. A Bidder may encrypt its Bid Form for additional security.
- V.7.10. In case of technical difficulties, and only in case of technical difficulties, the Procurement Administrator will instruct the Bidder to send the Bid Form via email and the Procurement Administrator will recommend that the Bid Form be encrypted using the security code unique to the Bidder. The Procurement Administrator will note for the Bidder that without encryption 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 email transmission and to provide authenticating information.
- V.7.11. All Bid Forms must be received during the Bid Window, 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 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

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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 Fee pursuant to its participation in a 2016 procurement event 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 AIC Products must make representations, including acceptance of all the terms of the (AIC) REC Agreement without modifications, exclusively by completing Section 4 of the Part 1 Form. A Bidder that intends to bid on ComEd Products must make representations, including acceptance of all the terms of the (ComEd) REC Agreement without modifications, exclusively by completing Section 5 of the Part 1 Form. A Bidder that intends to bid on MidAmerican Products must make representations, including acceptance of all the terms of the (MidAmerican) REC Agreement without modifications, exclusively by completing Section 6 of the Part 1 Form. A Bidder may submit comments to the Standard Pre-Bid Letter of Credit and/or the Standard Post-Bid Letter of Credit for a procurement event and for a Company to the extent that the Procurement Administrator is soliciting comments on changes to the letters of credit that are not purely administrative in nature. When the Procurement Administrator prepares an Insert for submission of such comments, the Insert prepared for this purpose is the exclusive method for submitting such comments. 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 7 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 must provide any additional information required by Section IV.8, exclusively by completing Section 8 of the Part 1 Form. A Bidder is asked to make any possible elections for the applicable supplier contract of each Company if it intends to bid on that Company's Products, 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 a Guarantor and that intends to bid on ComEd Products 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 uploaded to the application website or sent by email to the Procurement Administrator. When a signature is required on an Insert, such Insert must be 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 business 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 business day during the Part 1 Window prior to the 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.

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- 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.
- VI.1.9. A Bidder that intends to bid on ComEd Products, 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.
- 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 three (3) 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

a security code unique to that Bidder; and (iv) an invitation to bidder training on the bid submission procedure.

- VI.1.12. The Procurement Administrator will inform qualified Bidders of the amount of the Supplier Fee per REC no later than 6 PM on the Part 2 Date. The Procurement Administrator will provide an estimate of the Supplier Fee per REC as part of the webcast to be held at or prior to the opening of the Part 1 Window.
- 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.
- VI.1.14. 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 AIC Products must submit an executed Pre-Bid Letter of Credit to AIC and must make a number of representations, including certifying that its Bids will remain binding until at least nine (9) business days after the anticipated date of the Commission decision on the procurement event. 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 for that procurement event be insufficient to support the Bidder's Bids. All required representations specific to AIC must be submitted exclusively by completing Section 2 of the Part 2 Form

unless submitted during the Part 1 Window for early processing. A Bidder that intends to bid on ComEd Products 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 nine (9) business days after the anticipated date of the Commission decision on the procurement event. 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 for that procurement event 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 unless submitted during the Part 1 Window for early processing. A Bidder that intends to bid on MidAmerican Products must submit an executed Pre-Bid Letter of Credit to MidAmerican and must make a number of representations, including certifying that its Bids will remain binding until at least nine (9) business days after the anticipated date of the Commission decision on the procurement event. 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 for that procurement event be insufficient to support the Bidder's Bids. All required representations specific to MidAmerican must be submitted exclusively by completing Section 4 of the Part 2 Form unless submitted during the Part 1 Window for early processing. A Bidder submitting Proposals under an Agency Agreement must provide all required documents, including the Officers' Certificate, by completing Section 5 of the Part 2 Form. A Bidder that intends to bid on ComEd Products 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 6 of the Part 2 Form.

VI.1.15. 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 uploaded to the application website or sent by email to the Procurement Administrator. When a signature is required on an Insert, such Insert must be signed, scanned, and uploaded to the application website or sent by email to the Procurement Administrator. A Bidder that intends to submit Bids in the procurement event for a Company must send the required original executed Pre-Bid Letter of Credit by overnight delivery service to the contact and address provided for 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.1.16. The Bid Form, as provided to each Bidder upon qualification to a procurement event, is the exclusive method for the submission of Bids. A sample of the Bid Form for any procurement event in which the Bidder is participating is provided for illustrative purposes as Appendix 6 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.

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- VI.1.17. 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.1.18. If the Part 2 Proposal (excluding Bids) is received before 12 PM (noon) on any business 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 business 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.1.19. The P2 Certifications Insert for a procurement event 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.1.20. A Bidder's Part 2 Proposal (excluding Bids) is automatically deficient if the Pre-Bid Letter of Credit for a procurement event 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 submit Bids in a procurement event for a Company must use the Standard Pre-Bid Letter of Credit for that Company and may include any

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

- VI.1.21. 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 (noon) 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.1.22. A Bidder's Bids for a procurement event 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 (noon) 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.1.23. The Procurement Administrator expects to notify a Bidder that had Bids in a procurement event that were evaluated whether any of the Bidder's Bids will be identified as "winning Bids" to the ICC by 6 PM on the Bid Date. Such notification is made earlier to the extent practicable or may be made on the next business day as circumstances warrant. The notification that a Bidder has no winning Bids occurs by phone with a written confirmation by email. For a Bidder that has Bids that are identified as winning Bids, the Procurement Administrator provides a written notification of such Bids.

VI.2. Bid and Post-Bid Process

- VI.2.1. A Bidder submits its Bids for a procurement event 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 email because of technical difficulties must follow the instructions provided by the Procurement Administrator for this contingency. These instructions will specify that the Bidder must phone the Procurement Administrator to advise the Procurement Administrator of the use of email transmission and to provide authenticating information. The Procurement Administrator will recommend that the Bid

Form be encrypted using the security code unique to the Bidder. The Procurement Administrator will note for the Bidder that without encryption such transmission may not be secure.

- 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 twenty (20) minutes of receipt of the Bid Form. A Bidder that does not receive confirmation within twenty (20) minutes of submitting its Bid Form should assume technical difficulties, should phone the Procurement Administrator, and should proceed to submitting its Bid Form by email.
- 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 the close of the Bid Window 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 bidder training 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 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. The evaluation of Bids that meet or beat the benchmarks first give priority to cost effectiveness, second to resource type (if several resource types are procured), and last to location. For Bids that meet or beat the benchmarks, and for RECs of a given price and a given location, RECs from wind and photovoltaic resources are selected over RECs from other renewable energy resources eligible under the Act, subject to statutory thresholds of 75% from wind and 6% from photovoltaics (as a percentage of the total annual amount of RECs required). For Bids that meet or beat the benchmarks, and for RECs of a given source (wind, photovoltaic, or renewable energy resource other than wind or photovoltaic) and a given location, RECs with the lowest prices are selected first. For Bids that meet or beat the benchmarks, and for RECs of a given price and of a given source (wind, or photovoltaic, or renewable energy resource other than wind or photovoltaic), RECs from renewable energy resources located in Illinois and Adjoining States are selected over RECs from renewable energy resources located in Other States. Details of the evaluation and selection procedure are provided in

Appendix 7 (entitled “Resource Selection”). Bidders intending to bid for AIC or ComEd Products may only submit bids for photovoltaics resources.

- VI.2.8. The statutory thresholds of 75% from wind and 6% from photovoltaics for the compliance period are applied to the total annual amount of RECs required. The thresholds specifically for this procurement event result from the total number of RECs of each resource type from these thresholds less the amount from previous purchases. The existing renewable energy resources under contract with AIC and with ComEd meet or exceed the RPS obligations except for photovoltaics resources. Thus, the Procurement Plan provides for procurement events for RECs from photovoltaics resources for AIC and ComEd. The procurement event for MidAmerican will be from all eligible renewable energy resources.
- VI.2.9. The evaluation and selection in no case will result in the procurement of RECs that exceed the Target or that combine to cost more than the Budget.
- VI.2.10. For a Company, it is possible that multiple Bidders could submit Bids of the same amount (\$/REC) for the same Product, resulting in a tie for the highest accepted Bid. Such Bids for a Company are Tied Bids (at the Tied Price). If, in order to fill the Target exactly, only some of the Tied Bids must be accepted, Bids chosen to fill the Target will be selected at random from the Tied Bids. 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.
- VI.2.11. The Procurement Administrator expects to notify a Bidder that had Bids that were evaluated in a procurement event 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. This notification occurs by phone with a written confirmation by email. For a Bidder that has Bids that are identified as winning Bids, the Procurement Administrator provides a written notification of such Bids. The Procurement Administrator provides no other information to a Bidder about the results of the procurement event.

VI.2.12. 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 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 event as well as a recommendation on whether these results should be accepted or rejected. 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.2.13. 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 (noon) 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.2.14. 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 RECs won of each Product. The Procurement Administrator also provides to the Company procuring RECs through that procurement event the name of each winning Bidder, and for each such winning Bidder, the number and price of RECs won of each Product. For each Product, the price paid to the winning Bidder is the average of the Bidder's own winning Bids for all RECs of that Product rounded to the second decimal.
- VI.2.15. At the time of ICC approval of a procurement event, the names of winning Bidders and the average of the winning bid prices for each Product are made public. The Act states that participants in the procurement process will maintain the confidentiality of all other supplier and bidding information.
- VI.2.16. 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, that 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 4 PM CPT on the second business day after the ICC decision. Bidders that are relying on the creditworthiness of a guarantor and have winning Bids for AIC or MidAmerican must provide a fully executed guaranty to the Company electronically by 4 PM CPT on the second day after the ICC decision. By the seventh business day after the ICC decision, the Bidder must have completed payment of the Supplier Fees due to the IPA.

- VI.2.17. If the ICC rejects the results of the procurement event, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within ten (10) days of the ICC decision to analyze potential causes of low supplier interest or causes for the ICC decision. The Procurement Administrator may implement changes and repeat the procurement event if such changes would address concerns causing the Commission to reject the results of the 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 12 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 Procurement Administrator will notify the Bidder in advance of such disclosure and cooperate with such Bidder, to the extent deemed reasonable by the Company, and at the expense of the Bidder, to prevent the disclosure of such materials. In any event, the Companies, their employees, and agents including the Procurement Administrator will not be responsible to the Bidders or any other party or liable for any disclosure of such designated materials before, during or subsequent to this RFP.

ARTICLE VII. Reserved Rights

- VII.1.1. AIC will not be liable to any Bidder or any other party for failure to execute the applicable supplier contract. Nothing herein may be construed to bind AIC unless and until the ICC has approved winning Bids for AIC's procurement event and the (AIC) REC Agreement with a Bidder has been executed and is effective. Once effective, it is the (AIC) REC Agreement and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.2. ComEd will not be liable to any Bidder or any other party for failure to execute the applicable supplier contract. Nothing herein may be construed to bind ComEd unless and until the ICC has approved winning Bids for ComEd's procurement event, and the (ComEd) REC Agreement and Confirmation with a Bidder has been executed and is effective. Once effective, it is the (ComEd) REC Agreement and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.3. MidAmerican 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 MidAmerican unless and until the ICC has approved winning Bids for MidAmerican's procurement event and the (MidAmerican) REC Agreement with a Bidder has been executed and is effective. Once effective, it is the (MidAmerican) REC Agreement and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.4. 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,

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or are submitted by a Bidder that tries to unduly influence in any way the evaluation process.