

Appendix 12 – Supplier Fee Binding Agreement

This Supplier Fee Binding Agreement is made and entered into pursuant to and in accordance with Section 1-75(h) of the Illinois Power Agency Act (20 ILCS 3855/1-75(h)) as of May __, 2014, by and between _____ (“Seller”), and the Illinois Power Agency (“IPA”).

WHEREAS, Seller is a bidder in connection with a procurement event for Ameren Illinois Company (“**Buyer**”) pursuant to the Confirmation Agreement dated as of May __, 2014 (together with the exhibits, schedules and any written supplements thereto and any related documents, the “**Purchase Agreement**”)

WHEREAS, pursuant to Section 1-75(h) of the Illinois Power Act, IPA is authorized to assess a fee from Seller to recover the costs incurred by IPA in connection with a competitive procurement process (the “**Supplier Fee**”).

WHEREAS, it is a condition to Seller’s ability to participate in the procurement process that Seller confirm its obligations in respect of the Supplier Fee for the benefit of IPA and agree to provide certain assurances to IPA with respect to such obligations.

WHEREAS, the Seller has agreed, as a condition to participate in the procurement process to pay a Supplier Fee, which shall be calculated based on the product of (a) the per block supplier fee for the procurement event, as announced prior to such procurement event, and (b) the number of blocks won by Seller in such procurement event.

NOW, THEREFORE, in consideration of the foregoing and the respective covenants and agreements of each party to the other that are set forth herein, the parties, intending to be legally bound, hereby agree as follows:

1. Seller hereby agrees to pay the Supplier Fee in an amount of \$_____ to the Illinois Power Agency on or before _____, 2014, which is calculated as the product of \$___/block times __ on-peak blocks and \$ ___/block times __ off-peak blocks. Seller agrees to pay the Supplier Fee on or before _____, 2014, which is within seven (7) business days of the Illinois Commerce Commission approval of the Bids for the Purchase Agreement.

2. Supplier hereby agrees to pay the Supplier Fee according to the Payment Instructions below and following the Processing Timeline given below.

Payment Instructions: The Seller shall pay the IPA:

- a) Using E-Pay, the electronic payment program administered by the Illinois State Treasurer, at the following address:
<https://www.illinoisepay.com/make-a-payment.shtml>

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b) By check, made payable to **Illinois Power Agency** and sent to the following address:

Illinois Power Agency
160 North LaSalle Street, Suite N-506
Chicago, Illinois 60601
Phone: (312) ___-_____

Please send confirmation of mailing to the following e-mail addresses:

_____ **and**

Processing Timeline: The Procurement Administrator sends, on behalf of the IPA, one (1) partially executed electronic copy of the Supplier Fee Binding Agreement and an invoice to the Bidder for receipt on the business day following the ICC decision. An authorized representative of the Bidder must execute the Supplier Fee Binding Agreement and must send an electronic copy of the executed Supplier Fee Binding Agreement to the Procurement Administrator at Illinois-RFP@nera.com by 12 PM (noon) CPT (1 PM Eastern Prevailing Time) on the business day following the day of receipt of the partially executed copy of the Supplier Fee Binding Agreement.

The undersigned represents and warrants that he/she has the authority to act on behalf of, and to bind, the Seller to perform the terms and conditions and otherwise comply with all obligations stated herein.

Dated: _____

Seller
By: _____

Name: _____

Title: _____

Illinois Power Agency

Anthony Star
Acting Director, Illinois Power Agency