

**ILLINOIS POWER AGENCY
SPRING 2014 PROCUREMENT EVENTS
STANDARD PRODUCTS RFP
DRAFT APPENDIX 4: PART 2 FORM**

Pursuant to Illinois Public Act 95-0481, the Illinois Power Agency (“IPA”) filed a Procurement Plan, which provides for purchase of electric supply to serve certain customers of Ameren Illinois Company (“Ameren” or “AIC”) and Commonwealth Edison Company (“ComEd”). Ameren and ComEd are each referred to as a “Company”.

The Part 2 Application consists of the online Part 2 Form, attachments that are uploaded to the application website (or sent to the Procurement Administrator via email), and a Pre-Bid Letter of Credit sent to each Company for which the Bidder intends to submit Bids. Before completing the Part 2 Form for the Standard Products RFP, please review the RFP Rules, the Ameren Energy Master Agreement and the ComEd Energy Master Agreement so that you understand the conditions under which the Standard Products RFP will be conducted. These documents are available on the procurement website, www.ipa-energyrfp.com.

Having submitted a Part 1 Proposal in response to the Standard Products RFP, you have agreed to all the terms and conditions of the RFP.

Any information that you provide in this 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 Illinois Power Agency (“IPA”), or to the Staff of the Illinois Commerce Commission (“ICC”). Each Company’s representatives receive, review, and evaluate the Pre-Bid Letter of Credit for the Company.

INSTRUCTIONS FOR PROPOSAL

Bidders use the online Part 2 Form and to upload required documents to respond to the requirements of the Part 2 Proposal as detailed in the RFP Rules.

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 the RFP Rules.

Please complete all sections. If a section does not pertain to you, you will be required to check a box and move on to the next section.

I. Part 2 Proposal Submission

A Bidder must:

- Complete the online Part 2 Form in its entirety;
- Submit a Pre-Bid Letter of Credit by overnight delivery service to each Company for which the Bidder intends to submit Bids; and
- Submit **one (1) copy** of all other documents required to support the Part 2 Form by email to Illinois-RFP@nera.com or by upload to the application website.

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

The online Part 2 Form must be submitted by the Procurement Administrator no later than 12 PM (noon) CPT on April 22, 2014 (the Part 2 Date).

Some of the documents required to support the Part 2 Form are “Uploads”. Each of these Uploads will be available as a separate Word form on the procurement website. A Bidder that is required to submit a particular Upload will complete and sign the Word form, scan the completed and signed form, and upload the scanned form to the application website (or send the scanned form to the Procurement Administrator via email). **For illustrative purposes, the Uploads are inserted throughout this Part 2 Form in orange boxes.** The format and exact content of the Uploads may differ from the illustrative Uploads provided through this Part 2 Form. **Fields for upload of other documents are designated by a paperclip.**

Inquiries may be directed to the Procurement Administrator through the “Ask a Question” page on the Web site at www.ipa-energyrfp.com.

II. Part 2 Proposal Processing

Notifications

The Procurement Administrator provides all notifications to the Representative by email. Any notification or other written communication from the Procurement Administrator sent by email will be sent to the email addresses provided for the Representative and the Representative's Nominee(s). 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 communication from the Bidder to the Procurement Administrator by email, for example to advise the Procurement Administrator that the online Part 1 Form has been updated, should be addressed to Illinois-RFP@nera.com to ensure a prompt reply.

Acknowledgment of Receipt

The exclusive method for an Applicant to respond to requirements of the Part 2 Proposal is by completing the online Part 2 Form, uploading the supporting documents to the application website (or sending these supporting documents via email to the Procurement Administrator), and providing a Pre-Bid Letter of Credit to each Company for which the Bidder intends to submit Bids. Upon first submission of the online Part 2 Form or supporting documents, the Procurement Administrator acknowledges receipt by email.

Timing of Part 2 Proposal Review

All materials for the Part 2 Proposal, except a Bidder's Bids, must be received by 12 PM (noon) on the Part 2 Date. Bids must be received between 10 AM and 12 PM (noon) on the Bid Date. If the Part 2 Proposal (excluding Bids) arrives before 12 PM (noon) on any day during the Part 2 Window, the Procurement Administrator acknowledges receipt on the day the Part 2 Proposal is received with the results of an initial review. The initial review states either that the Part 2 Proposal is complete, or the initial review lists items of the Part 2 Proposal that are deficient or require clarification. If the Part 2 Proposal arrives after 12 PM (noon) on any day during the Part 2 Window prior to the Part 2 Date, the Procurement Administrator sends the acknowledgement of receipt along with the initial review by 12 PM (noon) of the next business day. Once the Part 2 Proposal (excluding Bids) is complete, including a complete online Part 2 Form and all supporting documents, the Procurement Administrator sends a notice that the Part 2 Proposal is complete.

Bidders submit the Part 2 Proposals (excluding Bids) during the Part 2 Window but the Part 2 Form may be submitted during the Part 1 Window for early processing. The Procurement Administrator prioritizes the processing of Part 1 Proposals during the Part 1 Window and may provide a notice of delay to a Bidder that submits the Part 2 Form for early processing during the Part 1 Window. Such a notice advises the Bidder of a delay of up to two (2) business days for the initial review of the Part 2 Form.

Deficiencies

If the Part 2 Proposal is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. Except for matters related to the Pre-Bid Letter of Credit, if the Applicant receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2

Spring 2014 Procurement Events
DRAFT 21 MAR 2014

Proposal, the Applicant has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the business day following the business day during which such deficiency notice is sent, whichever comes later, to respond. For matters related to the Pre-Bid Letter of Credit, the Bidder has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the second business day following the business day during which such deficiency notice is sent, whichever comes later, to respond. In no event will a Bidder be allowed to respond after 1 PM on the Bid Date. If the Bidder does not correct or adequately explain the deficiency within the time allowed, the Part 2 Proposal may be rejected.

Late Part 2 Proposals

No late Part 2 Proposals will be accepted under any circumstances.

Bidders Under Agency Agreements

To ensure that all Bidders to the RFP are treated on a fair and equal basis, an entity submitting a Proposal under an Agency Agreement is required to provide additional information.

PART 2 FORM

1. Contact Information

Legal Name of Bidder

Has there been any change to the contact information of the Bidder, including the Bidder's address or the contact information for any individual named in the Part 1 Proposal (Officer of the Bidder, Representative, or Nominee(s))?

Yes

No

If NO, please proceed to the next section.

If YES, please complete the Contact Information Change Upload.

THE BIDDER MUST PROVIDE THE CONTACT INFORMATION CHANGE UPLOAD BY EMAIL OR BY UPLOAD TO THE APPLICATION WEBSITE. THE CONTACT INFORMATION CHANGE UPLOAD IS AVAILABLE ON THE PROCUREMENT WEBSITE.

Name of Bidder

CONTACT INFORMATION CHANGE UPLOAD

Please use the fields below to update the contact information of the Bidder and update the contact information for any individual named in the Part 1 Proposal.

Address of the Bidder

Street Address

City

State

Zip Code

Contact Information for the Officer of the Bidder

Title of Officer of the Bidder

Telephone No.

Alternate Tel. No. (if available)

Email Address

Contact Information for the Representative

Street Address

City

State

Zip Code

Tel No. of Representative

Alternate Tel. No. (if available)

Email Address of Representative

Fax No. of Representative (optional)

Contact Information for Nominees (Maximum of Three (3) Nominees)

Last Name (Nominee 1)

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Telephone No.

Alternate Tel. No. (if available)

Email Address

Last Name (Nominee 2)

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Telephone No.

Alternate Tel. No. (if available)

Email Address

Last Name (Nominee 3)

Given Name

Mr/Mrs/Ms/Dr/(other)

Telephone No.

Alternate Tel. No. (if available)

Email Address

2. Requirements for Bidders on Ameren Products/Combinations

Do you intend to bid on Ameren Products and/or Combinations?

Yes No

If YES, please provide the information required by this section.

If NO, please proceed to the next section.

First Item: Pre-Bid Letter of Credit

THE BIDDER MUST PROVIDE AN EXECUTED PRE-BID LETTER OF CREDIT, DRAWN FOR THE ACCOUNT OF THE BIDDER, WITH ITS PART 2 PROPOSAL. THE ORIGINAL OF THE EXECUTED PRE-BID LETTER OF CREDIT MUST BE SENT VIA OVERNIGHT DELIVERY SERVICE TO: Tim Moloney, Manager, Credit Risk Management, Ameren Services, 1901 Chouteau Avenue, MC 960, St. Louis, MO 63103 (telephone : 314.613.9139).

THE BIDDER MUST EITHER USE THE STANDARD PRE-BID LETTER OF CREDIT FOR AMEREN PROVIDED AS AN APPENDIX TO THE 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.

THE PRE-BID LETTER OF CREDIT MUST BE IN AN AMOUNT OF \$5,000 PER BLOCK OF A BIDDER'S INDICATIVE QUANTITY FOR AMEREN, OR \$250,000, WHICHEVER IS GREATER. The Bidder's Indicative Quantity is the total number of blocks that the Bidder intends to bid across all Segments and months for Ameren.

PLEASE FILL IN BELOW THE NUMBER OF BLOCKS ON WHICH YOU INTEND TO BID FOR AMEREN (ACROSS ALL SEGMENTS AND MONTHS) AND CALCULATE THE AMOUNT REQUIRED FOR THE PRE-BID LETTER OF CREDIT.

Amount of Pre-Bid Letter of Credit for Ameren

$$\begin{aligned} &= \text{Number of blocks } (0) \times (\$5,000) \\ &= \$0 \end{aligned}$$

If the above amount calculated above is less than \$250,000, the required amount of the Pre-Bid Letter of Credit for Ameren is:

$$= \$250,000$$

The conditions under which payment can be demanded by Ameren under the Pre-Bid Letter of Credit are specified in the RFP Rules.

Second Item: Special Instructions

THIS ITEM IS OPTIONAL. YOU MAY LEAVE THIS ITEM BLANK.

The Pre-Bid Letter of Credit will expire nine (9) business days after the Bid Date.

PLEASE PROVIDE ANY SPECIAL INSTRUCTIONS FOR RETURNING THE PRE-BID LETTER OF CREDIT FOR AMEREN BELOW.

Special Instructions for returning the Pre-Bid Letter of Credit for Ameren (*optional*)

Third Item: Representations of the Officer of the Bidder

THE OFFICER OF THE BIDDER MUST MAKE A NUMBER OF CERTIFICATIONS AND ACKNOWLEDGMENTS. THE SIGNATURE OF THE OFFICER OF THE BIDDER MUST BE NOTARIZED OR ATTESTED WITH THE CORPORATE SEAL. THE OFFICER OF THE BIDDER MAKES SUCH CERTIFICATIONS BY COMPLETING THE AMEREN REPRESENTATIONS UPLOAD PREPARED FOR THIS PURPOSE. THE BIDDER PROVIDES THE AMEREN P2 CERTIFICATIONS UPLOAD BY EMAIL OR BY UPLOAD TO THE APPLICATION WEBSITE. THE AMEREN P2 CERTIFICATIONS UPLOAD IS AVAILABLE ON THE PROCUREMENT WEBSITE.

Name of Bidder

Ameren P2 Certifications Upload

- (1) I agree that if the amount of the Pre-Bid Letter of Credit for Ameren is insufficient to support the Bidder's Bids for Ameren, the Procurement Administrator may amend the Bidder's Bid Form in a manner consistent with the process described in the RFP Rules;

and I certify that:

- (2) This Part 2 Proposal will remain in full force and effect until nine (9) business days after the Bid Date;
- (3) To the best of my knowledge and belief, all information provided in the Part 2 Proposal is true and accurate;
- (4) The Bidder is bidding independently and has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to the RFP;

- (5) The Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal;
- (6) 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; and
- (7) With the exceptions of communications with our 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 to the procurement event, or on the contents of such Proposal that another Bidder would be willing to submit. Such information is defined in the RFP Rules. I acknowledge that this certification must hold until the ICC has rendered its decision on the results of the procurement event;
- (8) Any Bid on any Product or on any Combination submitted in response for this procurement event is binding until nine (9) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to supply a block of a Product or a block of the Combination at the price provided as the Bid and under the terms of the Ameren Energy Master Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the Ameren Energy Master Agreement, the number of blocks of each Product at each price submitted and the number of blocks of each Combination at each price submitted up to the maximum willingness to supply for each Segment of each month;
- (9) A binding and enforceable obligation arises under the terms of the Ameren Energy Master Agreement to execute the Confirmation to supply and deliver energy to Ameren for each Segment of each month for which the Bidder's Bids are approved by the ICC. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own winning Bids for all blocks of the Product and for all blocks of a Combination that includes that Segment of that month.

I acknowledge that, if the ICC approves some or all of the Bidder's Bids for Ameren Products and/or Combinations:

- (10) The Bidder will sign a copy of the partially executed electronic copy of the Ameren Energy Master Agreement and any other related documents and send such fully executed signature pages to Ameren electronically by 4 PM CPT on the second business day after the ICC decision;
- (11) The Bidder will submit, if applicable, a hardcopy original of the fully executed Guaranty by overnight delivery to Ameren by 4 PM CPT on the second business day after the ICC decision;
- (12) For the record of the Parties, the Bidder will execute two (2) hardcopy originals of the Ameren Energy Master Agreement and any other related documents and send such fully executed originals to Ameren via overnight delivery;
- (13) The Bidder will sign the partially executed electronic copy of the Supplier Fee Binding Agreement and will send an electronic copy of the executed Supplier Fee Binding Agreement to the Procurement Administrator by 12 PM (noon) CPT on the second business day after the ICC decision;
- (14) The Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision.

_____ Signature of Officer	_____ Date
_____ Printed Name	
_____ Signature and Seal from Notary Public	_____ Date

3. Requirements for the Pre-Bid Letter of Credit for ComEd

Do you intend to bid on ComEd Products and/or Combinations?

Yes No

If YES, please provide the information required by this section.

If NO, please proceed to the next section.

First Item: Pre-Bid Letter of Credit

THE BIDDER MUST PROVIDE AN EXECUTED PRE-BID LETTER OF CREDIT, DRAWN FOR THE ACCOUNT OF THE BIDDER, WITH ITS PART 2 PROPOSAL. THE ORIGINAL OF THE EXECUTED PRE-BID LETTER OF CREDIT MUST BE SENT VIA OVERNIGHT DELIVERY SERVICE TO: Ross Hemphill, Vice President, Energy Acquisition, Commonwealth Edison Company, 1919 Swift Drive, Oakbrook, IL 60521-1580 (telephone: 630.684.3558).

THE BIDDER MUST EITHER USE THE STANDARD PRE-BID LETTER OF CREDIT FOR COMED PROVIDED AS AN APPENDIX TO THE 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.

THE PRE-BID LETTER OF CREDIT MUST BE IN AN AMOUNT OF \$5,000 PER BLOCK OF A BIDDER'S INDICATIVE QUANTITY FOR COMED, OR \$250,000, WHICHEVER IS GREATER. The Bidder's Indicative Quantity is the total number of blocks that the Bidder intends to bid across all Segments and months for ComEd.

PLEASE FILL IN BELOW THE NUMBER OF BLOCKS ON WHICH YOU INTEND TO BID FOR COMED (ACROSS ALL SEGMENTS AND MONTHS) AND CALCULATE THE AMOUNT REQUIRED FOR THE PRE-BID LETTER OF CREDIT.

Amount of Pre-Bid Letter of Credit for ComEd

= Number of blocks (0) x (\$5,000)

= \$ 0

If the above amount calculated above is less than \$250,000, the required amount of the Pre-Bid Letter of Credit for ComEd is:

= \$250,000

The conditions under which payment can be demanded by ComEd under the Pre-Bid Letter of Credit are specified in the RFP Rules.

Second Item: Special Instructions

THIS ITEM IS OPTIONAL. YOU MAY LEAVE THIS ITEM BLANK.

ComEd will release the Pre-Bid Letter of Credit no later than seventeen (17) business days after the Bid Date. If the ICC does not approve any of a particular Bidder's Bids, ComEd will release that Bidder's Pre-Bid Letter of Credit within one (1) business day of the ICC decision.

PLEASE PROVIDE ANY SPECIAL INSTRUCTIONS FOR RETURNING THE PRE-BID LETTER OF CREDIT FOR COMED BELOW.

Special Instructions for returning the Pre-Bid Letter of Credit for ComEd (*optional*)

Third Item: Representations of the Officer of the Bidder

THE OFFICER OF THE BIDDER MUST MAKE A NUMBER OF CERTIFICATIONS AND ACKNOWLEDGMENTS. THE SIGNATURE OF THE OFFICER OF THE BIDDER MUST BE NOTARIZED OR ATTESTED WITH THE CORPORATE SEAL. THE OFFICER OF THE BIDDER MAKES SUCH CERTIFICATIONS BY COMPLETING THE COMED REPRESENTATIONS UPLOAD PREPARED FOR THIS PURPOSE. THE BIDDER PROVIDES THE COMED P2 CERTIFICATIONS UPLOAD BY EMAIL OR BY UPLOAD TO THE APPLICATION WEBSITE. THE COMED P2 CERTIFICATIONS UPLOAD IS AVAILABLE ON THE PROCUREMENT WEBSITE.

Name of Bidder

ComEd P2 Certifications Upload

- (1) I agree 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 the RFP Rules;

and I certify that:

- (2) This Part 2 Proposal will remain in full force and effect until seventeen (17) business days after the Bid Date;
- (3) To the best of my knowledge and belief, all information provided in the Part 2 Proposal is true and accurate;

- (4) The Bidder is bidding independently and has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to the RFP;
- (5) The Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal;
- (6) 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; and
- (7) With the exceptions of communications with our 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 to the procurement event, or on the contents of such Proposal that another Bidder would be willing to submit. Such information is defined in the RFP Rules. I acknowledge that this certification must hold until the ICC has rendered its decision on the results of the procurement event;
- (8) Any Bid on any Product or on any Combination submitted in response for this procurement event is binding until seventeen (17) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to supply a block of a Product or a block of the Combination at the price provided as the Bid and under the terms of the ComEd Energy Master Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the ComEd Energy Master Agreement, the number of blocks of each Product at each price submitted and the number of blocks of each Combination at each price submitted up to the maximum willingness to supply for each Segment of each month;
- (9) A binding and enforceable obligation arises under the terms of the ComEd Energy Master Agreement to execute the Confirmation to supply and deliver energy to ComEd for each Segment of each month for which the Bidder's Bids are approved by the ICC. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own winning Bids for all blocks of the Product and for all blocks of a Combination that includes that Segment of that month.

I acknowledge that, if the ICC approves some or all of the Bidder's Bids for ComEd Products and/or Combinations:

- (10) The Bidder will sign a copy of the partially executed electronic copy of the ComEd Energy Master Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents and send such fully executed signature pages to ComEd electronically by 4 PM CPT on the second business day after the ICC decision;
- (11) For the record of the Parties, the Bidder will execute two (2) hardcopy originals of the ComEd Energy Master Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents and send such fully executed originals to ComEd via overnight delivery;
- (12) The Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision;

Signature of Officer

Date

Printed Name

Signature and Seal from Notary Public

Date

4. Bidders Applying Under Agency Agreements

ARE YOU SUBMITTING A PROPOSAL UNDER AN AGENCY AGREEMENT?

Yes No

If NO, please proceed to the next section.

If YES, please provide the information required by this section.

First Item: Officers' Certificate

If the Bidder is applying under an Agency Agreement, the Bidder must provide an Officers' Certificate, substantially in the form of the Appendix of the RFP Rules and signed by an officer of each Principal, with its Part 2 Proposal. Information regarding the requirements for the Officers' Certificate can be found in the RFP Rules. **THE BIDDER MUST SUBMIT ONE (1) COPY TO THE PROCUREMENT ADMINISTRATOR WITH THIS PART 2 PROPOSAL BY EMAIL OR BY UPLOAD TO THE APPLICATION WEB SITE.**



Second Item: Individual Executing Confirmation

IS THE OFFICER OF THE BIDDER AUTHORIZED TO EXECUTE THE APPLICABLE SUPPLIER CONTRACT DOCUMENTS ON BEHALF OF THE PRINCIPALS?

YES NO

If YES, please proceed to the next section.

If NO, please provide all information required below to name a representative of the Principal who is so authorized. This individual will execute the applicable supplier contract.

Last Name of Representative

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Telephone No. of Representative

Alternate Telephone No.

Email Address of Representative

THIS INDIVIDUAL MUST ALSO EXECUTE THE TWO (2) ORIGINALS OF THE SIGNATURE PAGES OF THE APPLICABLE SUPPLIER CONTRACT ON THE SECOND BUSINESS DAY AFTER THE ICC DECISION.

5. Foreign Entity as RFP Guarantor

First Item: Documents for Foreign Entity as RFP Guarantor

ARE YOU RELYING ON THE FINANCIAL STANDING OF A FOREIGN ENTITY AS GUARANTOR?

Yes No

If NO, please proceed to the next section.

If YES, please proceed to the next question.

DO YOU INTEND ON SUBMITTING BIDS FOR COMED PRODUCTS OR COMBINATIONS?

Yes No

If YES, please provide the information required by this section.

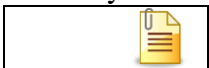
If NO, please proceed to the next section.

The Bidder must submit scanned originals of these documents with its Part 2 Proposal by email or by upload to the application website.

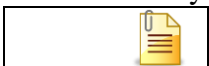
(1) **One (1) original** executed opinion of independent counsel qualified to practice law and render legal opinions in the foreign jurisdiction in which the Foreign Entity is formed or organized that: (a) under the law of the jurisdiction where the Foreign Entity is organized, the necessary steps have 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.



(2) **One (1) original** 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.



(3) **One (1) original** sworn certificate of the corporate secretary (or similar officer) of the Foreign Entity that the Foreign Entity has been authorized by its governing board to enter into agreements of the same type as the Guaranty.



Second Item: U.S. Agent Contact Information

PLEASE PROVIDE THE NAME AND CONTACT INFORMATION OF AN AGENT IN THE UNITED STATES FOR ACCEPTANCE OF SERVICE OF PROCESS FOR THE FOREIGN ENTITY AS RFP GUARANTOR:

Legal Name of Agent

Street Address

City

State

Zip Code

Last Name of Contact

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title/Position of Contact

Telephone No. of Contact

Alternate Telephone No.

Email Address of Contact

Fax No. of Contact

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.

6. Bids

REMINDER: Each Bidder submits its Bids electronically. 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 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 fax submission of Bids in case of technical difficulties with the electronic transfer.

IMPORTANT! The Procurement Administrator also provides electronically to each Bidder qualified pursuant to a successful Part 1 Proposal information required for the submission of Bids, including a username, password, and security codes. This information is unique to each Bidder and allows the Procurement Administrator to authenticate the Bids received. The Bidder must either confirm that all such information and documents were received or the Bidder must request that such information and documents be re-issued. The Bidder may provide this acknowledgment by using the item of the Part 2 Form designed for this purpose.

YOU MAY PROVIDE THIS CONFIRMATION BELOW AS LONG AS YOU ARE SUBMITTING THIS PART 2 FORM DURING THE PART 2 WINDOW. ALTERNATIVELY, ANY ONE OF THE INDIVIDUALS NAMED BY THE BIDDER IN THE PART 1 PROPOSAL MAY PROVIDE THIS ACKNOWLEDGMENT BY EMAIL TO THE PROCUREMENT ADMINISTRATOR AT ILLINOIS-RFP@NERA.COM AS LONG AS SUCH CONFIRMATION IS RECEIVED NO LATER THAN THREE (3) BUSINESS DAYS PRIOR TO THE BID DATE.

I confirm receipt of the Bid Form, instructions, and confidential information for the submission of Bids.

OR

I request that such information and documents be re-issued.

End of Part 2 Form