

Spring 2016 Procurement Events (DG RFP)
19 May 2016

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

19 May 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”). The ICC issued an Order on December 16, 2015 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 existing renewable energy resources under contract with Ameren Illinois Company (“Ameren” or “AIC”), with Commonwealth Edison Company (“ComEd”), and with MidAmerican Energy Company (“MidAmerican”) do not meet or exceed the Renewable Portfolio Standard obligations for distributed generation (“DG”) for eligible retail customers. Thus, the Procurement Plan provides for a procurement event for Renewable Energy Credits (“RECs”) from distributed generation using funds already collected from Alternative Compliance Payments for AIC and ComEd and from the Renewable Resources Budget for MidAmerican. A REC represents all the environmental attributes corresponding to one megawatt-hour of energy generated from renewable energy resources.
- 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 “Utility Distributed Generation RFP” or the “DG RFP”. The present document alone is referred to as the “RFP Rules”. The RFP Rules detail the qualification standards and bidding process.

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

I.2. Products and Bids

- I.2.1. This RFP solicits suppliers to deliver RECs generated from distributed generation systems to AIC, to ComEd, or to MidAmerican (each a “Company”) or to any combination of these three (3) Companies. Distributed generation as identified in the Act is from a “distributed renewable energy generation device”. A distributed renewable energy generation device, referred to in these RFP Rules as a “system”, is limited in nameplate capacity to 2,000 kW, is behind the customer meter, and is interconnected at the distribution level of an electric utility, alternative retail electric supplier, municipal utility, or a rural electric cooperative in Illinois.

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- I.2.2. A system is powered by wind, solar thermal energy, photovoltaic cells and panels, biodiesel, crops and untreated and unadulterated organic waste biomass, tree waste, and hydropower that does not involve new construction or significant expansion of hydropower dams. A system is located in the state of Illinois. A system must begin accumulating metered deliveries of renewable energy prior to the end of the 2016-2017 Delivery Year (May 31, 2017). The generation with which RECs are associated under this procurement event must take place between June 1, 2016 and May 31, 2021.
- I.2.3. There are two (2) “Products”, each defined by the “Size Class” of the system that generates the RECs. Systems in the “Small Size Class” are systems under 25 kW in nameplate capacity (DC rating). The “Small Size Product” consists of RECs generated from systems in the Small Size Class. Systems in the “Large Size Class” are systems of at least 25 kW but no more than 2,000 kW in nameplate capacity (DC rating). The “Large Size Product” consists of RECs generated from systems in the Large Size Class. To the extent possible, 50% of RECs procured will come from Small Size systems. For the avoidance of doubt, the term “system” in these definitions and elsewhere in the document refers to a distributed renewable generation device as further defined in Paragraph I.2.1.
- I.2.4. This procurement event has an overall “Target” of 21,822 RECs which represents an annual quantity of RECs. This Target consists of a AIC Target of 6,813, a ComEd Target of 14,358, and a MidAmerican Target of 651 RECs. The Target for each Company is set in accordance with the Act as one percent (1%) of the renewable energy resource obligation. The Target for each of AIC and ComEd accounts for the RECs procured in the 2015 DG RFP. The renewable energy resource obligation corresponds to eleven and a half percent (11.5%) of the actual amount of electricity supplied to eligible retail customers for which

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supply is procured by the IPA in the planning year ending immediately prior to the procurement event.

- 1.2.5. The cost of procuring the RECs will not exceed a “Budget” for each procurement event. The procurement events have a preliminary “Budget” of \$29,785,320. This corresponds to (i) \$10,040,276 available on a preliminary basis from hourly Alternative Compliance Payment (“ACP”) funds for AIC; (ii) \$19,039,957 available on a preliminary basis from hourly ACP funds for ComEd; and (iii) \$705,087 available on a preliminary basis from the renewable resources budget for MidAmerican. The Budget spans all years of the applicable supplier contracts. Final Budgets will be announced no later than three (3) business days prior to Bids being due.
- 1.2.6. A Bidder may bid on one Product or may bid on both Products. A Bidder may bid on any number of systems from a Size Class that together produce an annual quantity of RECs up to and including the Target. A Bidder may bid to provide these RECs from various systems, of various types of renewable energy sources, and belonging to one or both Size Classes.
- 1.2.7. A “Block” is a quantity of RECs associated with one or more systems which together meet or exceed a certain nameplate capacity (DC rating). A “Bid” is a price per REC for a Product rounded to the nearest cent. An existing system delivers an “Annual Volume”, which is a quantity of RECs for each “Delivery Period” (from June 1 of a year to May 31 of the next year) under the applicable supplier contract. The Annual Volume is determined on the basis of the system size and pre-determined capacity factors used in this procurement event. The capacity factors used for this procurement event are provided in the table below for four (4) categories of eligible renewable resources and, in the case of wind, for each Size Class. In this document, each type of eligible renewable resource is

also called a “technology”. For a new system, a Bidder must specify with its Bid a “First Year Volume”, which is a quantity of RECs to be delivered in the first Delivery Period. The First Year Volume cannot exceed the Annual Volume.

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

Technology	Capacity Factor
wind (Small Size Class)	11.00
wind (Large Size Class)	16.00
solar thermal energy, photovoltaic cells and panels	14.38
biodiesel, crops and untreated and unadulterated organic waste biomass, tree waste	47.74
hydropower that does not involve new construction or significant expansion of hydropower dams	31.06

- 1.2.8. Each Bidder must submit Bids for RECs from systems that together are at least 1 MW in size. Component systems of the first 1 MW Block of systems presented by a Bidder may be of different technologies and may be from different Size Classes. To the extent that the first 1 MW Block features systems of both Size Classes so that the Block consists of RECs from both Products, the Bidder must provide a Bid for each Product. A Bidder wishing to present more systems than required by the first 1 MW Block may do so in additional Blocks of at least 100 kW. All component systems of 100 kW blocks must be of the same Size Class and the Bidder must submit a single Bid for all RECs in such additional Block.
- 1.2.9. If Bids for a Bidder are approved by the Commission, the Bidder will deliver RECs to a utility under its applicable supplier contract at a single blended average price per REC for each Product. The single blended average price per REC for a Product will be calculated on the basis of the Bidder’s Bids for the RECs of that Product under contract with that utility.
- 1.2.10. The evaluation of Bids will select the lowest priced Bids for a given Product. However, the evaluation will also strive to ensure that, to the extent available,

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half of the RECs procured are from systems of the Small Size Class. There are no goals for specific types of renewable energy resources and no preference will be given to one type over another.

- 1.2.11. The evaluation of Bids and the allocation of winning Bids to each Company proceed in several steps. First, Bids that fail to meet or beat the benchmarks are eliminated from further consideration. In accordance with the Act, benchmarks are established by the Procurement Administrator, in consultation with the IPA, the Procurement Monitor, and the ICC Staff. The benchmarks are confidential and are subject to review and approval by the ICC. Second, Bids are selected in price order until the Target is met on an annual basis or until the Budget is exhausted, whichever comes first. If the second step ends because the Target is met on an annual basis and one Size Class is less than 50% of that Target, then the next most competitive offer in that Size Class would be selected and would replace in whole or in part RECs from a system in the other Size Class (to the extent such a bid is available) until the 50% target is reached. Finally, the winning Bids are allocated to each Company using as a guide factors including, but not limited to, each Company's Budget, each Company's pro-rata share of total RECs and the objective of minimizing the number of winning bidders that have contracts with more than one utility. The Procurement Administrator may use its discretion in assigning selected Bids to accommodate the fact that the pro-ration of selected Bids that would be allocated to each Company may not be evenly divided due to the size of the winning Bids and each Company's Budget. The evaluation and selection of RECs in no case will result in the procurement of RECs that exceed the Target on an annual basis or that combine to cost more than the Budget. The allocation of winning Bids to each Company in no case will result in the purchase of RECs by the Company that exceed the Target for

that Company or that combine to cost more than the Budget for that Company over the length of the applicable supplier contract.

I.3. Submission of Proposals

- I.3.1. Bidders use the online Part 1 Form to submit information and to upload required documents to respond to the qualification standards described in Article IV of these RFP Rules. Bidders may also provide required documents by email to the Procurement Administrator. The Part 1 Form as well as the Inserts to the Part 1 Form are available electronically on the procurement website, www.IPA-energyrfp.com, or are available from the Procurement Administrator.
- I.3.2. The Part 1 Proposal for a Bidder consists of the completed online Part 1 Form as well as one (1) copy of all documents required by the Part 1 Form. A Bidder that 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. The Part 2 Proposal for a Bidder consists of the completed online Part 1 Form as well as an executed Letter of Credit for the benefit of the IPA (the “IPA Letter of Credit”) in an amount sufficient to support the Bids and one (1) copy of any other document required by the Part 1 Form. Bidders must use the Bid Form provided by the Procurement Administrator for purposes of submitting Bids.
- I.3.4. A schedule for this RFP is provided in Table II-1. Any updates will be provided on the procurement website www.IPA-energyrfp.com. Part 1 Proposals are received and processed during a specific timeframe, the “Part 1 Window”. The last day of the Part 1 Window is called the “Part 1 Date”. All materials for the Part 1 Proposals, including the Bid Participation Fee for Bidders that have not

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already paid such Bid Participation Fee in a 2016 procurement event, must be received by 12 PM (noon) on the Part 1 Date. All times in this RFP are Central Prevailing Times (“CPT”) unless specifically noted.

- I.3.5. Part 2 Proposals are received and processed during a specific timeframe, the “Part 2 Window”. The last day of the Part 2 Window is called the “Part 2 Date”. All materials for the Part 2 Proposals, except the Bidders’ Bids, must be received by 12 PM (noon) on the Part 2 Date.
- I.3.6. The day Bids are due is called the “Bid Date”. Bids are evaluated on the Bid Date. The Bidder’s Bids must be received between 8 AM and 12 PM (noon) on the Bid Date. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Bidder that qualifies pursuant to a successful Part 1 Proposal and that submits a Part 2 Proposal that fulfills all the requirements of Article V by 12 PM (noon) on the Bid Date.
- I.3.7. Within two (2) business days of the Bid Date, the Procurement Administrator will submit to the ICC a confidential report that will provide the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days of the Bid Date, the Procurement Monitor will also 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 the procurement event within two (2) business days of receiving the confidential reports from both the Procurement Administrator and the Procurement Monitor.
- I.3.8. If the ICC approves the results of the procurement event: (i) AIC and each Bidder with approved Bids allocated to AIC will execute AIC’s Renewable Energy Credit Agreement (the “(AIC DG) REC Contract”) within three (3)

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business days of the ICC decision; (ii) ComEd and each Bidder with approved Bids allocated to ComEd will execute ComEd's Master Distributed Generation Renewable Energy Certificate Purchase and Sale Agreement (the "(ComEd) Master DG Agreement") within three (3) business days of the ICC decision; and (iii) MidAmerican and each Bidder with approved Bids allocated to MidAmerican will execute MidAmerican's Renewable Energy Credit Agreement (the "(MidAmerican DG) REC Contract") within three (3) business days of the ICC decision. Each of the (AIC DG) REC Contract, the (ComEd) Master DG Agreement, and the (MidAmerican DG) REC Contract is referred to as an "applicable supplier contract".

- I.3.9. Bidders with winning Bids approved by the ICC will be assessed a Supplier Fee which reflects the cost of conducting the procurement less the total of the bid participation fees. An estimated Supplier Fee per REC will be announced prior to the start of the Part 1 Window, and the final Supplier Fee per REC will be announced after the Part 2 Date is completed but prior to the Bid Date. If the ICC approves some or all of the Bidder's Bids, the Bidder will have seven (7) business days after the ICC approval to pay the Supplier Fee associated with those winning Bids.
- I.3.10. If the ICC rejects the results of the procurement event, 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 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.

I.4. Seller Obligations

- I.4.1. There is a separate supplier contract for each Company in this procurement event and each Bidder must accept the terms of each of the supplier contracts as a condition of participation. A Bidder's winning Bids are allocated to one or more of the Companies by the Procurement Administrator.
- I.4.2. This section describes in general terms a few key provisions of the (AIC DG) REC Contract, the (ComEd) Master DG Agreement and the (MidAmerican DG) REC Contract. This is a summary only and is subject to and qualified in its entirety by each of the (AIC DG) REC Contract provided as Appendix 1, the (ComEd) Master DG Agreement provided as Appendix 2, and the (MidAmerican DG) REC Contract provided as Appendix 3 to these RFP Rules.
- I.4.3. Under the term of each applicable supplier contract:
- The Seller provides "Standard RECs", namely RECs that include all environmental attributes represented by renewable electricity generation associated with the RECs.
 - The RECs must be associated with generation from a distributed renewable energy generation device selected through this RFP.
 - The price from a Company received by the Seller for each REC of a Product is the average (arithmetic mean) of the Bidder's own winning Bids for all RECs from systems in a given Size Class to be delivered to that Company.
 - The Seller will use PJM Environmental Information System ("EIS")'s Generation Attribute Tracking System ("GATS") or the Midwest Renewable Energy Tracking System ("M-RETS") as the tracking system for RECs.

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- There are four Delivery Seasons in a Delivery Year: (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 last day of February; and (iv) the “Spring Season”, which is the period from March 1 through May 31. At least 80% of the quantity of each Product for a given Delivery Year must be delivered by July 15 immediately following the Delivery Year (or, if there are less than 10% of the RECs under contract from a given product or if the Delivery Year Quantities for both Size Classes for such Delivery Year is less than 100 RECs, at least 80% of the aggregate quantity across both Products must be delivered).
- Suppliers will be required to demonstrate that each system has generated electricity that was tracked by GATS or M-RETS by May 31, 2017. If the Supplier fails to do so the Supplier cannot deliver RECs from that system to the Company in subsequent Delivery Years.
- The Performance Assurance required of the Seller in general is 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. Suppliers that are or that rely on a guarantor that is rated BBB- or higher from S&P or Fitch, or that is rated Baa3 or higher from Moody’s will be granted an unsecured credit (known as Collateral Threshold or Collateral Threshold Amount), in which case the Performance Assurance required of Seller is the difference between the unsecured credit and 10% of the remaining contact value.

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- RECs procured through this RFP will be transferred from the Supplier's account in PJM EIS GATS or in M-RETS to the account of the applicable Company in the relevant tracking system.

I.5. Summary of RFP Documents

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

- Appendix 1: (AIC DG) Renewable Energy Credit Agreement
- Appendix 2: (ComEd) Master Distributed Generation Renewable Energy Certificate Purchase and Sale Agreement
- Appendix 3: (MidAmerican DG) Renewable Energy Credit Agreement
- Appendix 4: Illustrative Part 1 Form
- Appendix 5: Sample Documents (Letter of Intent and Host Acknowledgment)
- Appendix 6: Illustrative Part 2 Form
- Appendix 7: Illustrative Bid Form
- Appendix 8: Evaluation Process
- Appendix 9: Standard IPA Letter of Credit
- Appendix 10: Confidentiality Statement

ARTICLE II. Information and Schedule

II.1. Procurement Website

II.1.1. The Procurement Administrator has established a procurement website that is the main source of information for this RFP. Bidders and other stakeholders can visit this procurement website to obtain information and documents related to the procurement events. The procurement website address is www.IPA-energyrfp.com. Information relevant to the DG RFP can be found on the Renewable Energy Resources Section of the procurement website.

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

Home: This section provides recent announcements and a brief description of the 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 event. This schedule will be updated for each procurement event. Specific times for submission of materials for the Part 1 Proposals and Part 2 Proposals are provided elsewhere in this RFP. All such times are Central Prevailing Time unless specifically noted. The close of the business day will be 6 PM for purposes of processing Proposals. Unless otherwise specified, any reference to "day" shall mean a business day. Any changes to this schedule will be provided on the procurement website.

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Table II-1. RFP Schedule

Event	Date
Draft applicable supplier contracts posted	Wednesday, April 20, 2016
Invitation issued to comment on draft applicable supplier contracts	Wednesday, April 20, 2016
Deadline to submit comments	Friday, April 29, 2016
Post draft RFP documents	Tuesday, May 03, 2016
Applicable supplier contracts posted in final form	Wednesday, May 18, 2016
Final RFP Documents issued	Thursday, May 19, 2016
Webcast	Thursday, May 19, 2016
Opening of Part 1 Window	Thursday, May 19, 2016
Part 1 Date (Part 1 Proposals are due)	Thursday, May 26, 2016
Bid Participation Fee is due	Thursday, May 26, 2016
Part 1 Notification	Friday, June 03, 2016
Opening of Part 2 Window	Monday, June 06, 2016
Part 2 Date (Part 2 Proposals except Bids are due)	Wednesday, June 15, 2016
Bidder Training	Tuesday, June 21, 2016
Bid Date (Bids are Due)	Thursday, June 23, 2016
Procurement Administrator submits confidential report on results of procurement events	Monday, June 27, 2016
ICC renders decision on results of procurement events	Wednesday, June 29, 2016
Applicable supplier contracts fully executed	Tuesday, July 05, 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. Each Bidder submits at most one Part 1 Proposal and one Part 2 Proposal. Such Proposal must offer at least 1 MW nameplate capacity (DC rating) of distributed renewable energy generation devices. Such Proposal may offer multiple systems, which may be of the same or different technologies, and which may be of the same or different Size Classes. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Bidder that qualifies pursuant to a successful Part 1 Proposal and that submits a Part 2 Proposal that fulfills all the requirements of Article V by 12 PM (noon) on the Bid Date.
- III.1.2. All Part 1 Proposals and all Part 2 Proposals are submitted to the Procurement Administrator in accordance with the instructions provided in Article VI. Part 1 Proposals are received and processed during a specific timeframe, the Part 1 Window. The last day of the Part 1 Window is called the Part 1 Date. Part 2 Proposals are received and processed during a specific timeframe, the Part 2 Window. The last day of the Part 2 Window is called the “Part 2 Date”.
- III.1.3. Each Bidder must comply with all Part 1 Proposal requirements described in Article IV.
- III.1.4. All information provided and certifications made in the Part 1 Proposal must remain valid and in full force until seventeen (17) business days after the Bid Date. Regardless of the reason, if any information provided in the Part 1 Proposal changes or any previous certification fails to remain valid, it is the sole responsibility of the Bidder to notify the Procurement Administrator. Failing to do so may result in disqualification of the Bidder and of its Proposal. The Procurement Administrator reserves the right to change the assessment of qualifications based on any revised information provided by the Bidder.

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- III.1.5. Each Bidder must comply with all Part 2 Proposal requirements as stipulated in Article V.
- III.1.6. Proposals that do not adhere to the terms and conditions of these RFP Rules, or that do not fulfill all requirements set forth in Article IV and Article V of this RFP, or that are not submitted in accordance with the process of Article VI, will not be considered.
- III.1.7. The submission of a Part 1 or a Part 2 Proposal to the Procurement Administrator constitutes the Bidder's acknowledgement and acceptance of all the terms and conditions of these RFP Rules, regardless of the outcome of the RFP or the outcome of such Proposal.
- III.1.8. The Bidder, at its own cost and expense, shall defend AIC, ComEd, 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,

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liabilities, losses, injuries, damages, fees, fines, costs or expenses which in any manner relate to, arise out of, or result from any false statement or misrepresentation in the Proposal or breach of any warranty by the Bidder as set forth herein.

ARTICLE IV. Part 1 Proposal Requirements

A Bidder that successfully completed the Part 1 Proposal for a 2015 procurement event under the DG RFP is said to have “previously qualified”. Such a Bidder is generally able to confirm information provided in a previous Part 1 Proposal and that remains valid.

A Bidder that presents, as part of its Part 1 Proposal, a system for which documentation has been submitted to the Procurement Administrator in a previous procurement event under the SPV RFP or the DG RFP may be able to rely on such documentation. Such a system is said to have been “previously presented” and the Bidder can rely on the previously submitted documentation if certain criteria, provided later on in this article, are met.

IV.1. Contact Information

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

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

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the change of name and provides the Name Change Insert by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website. A previously qualified Bidder that is not able to comply with these requirements is not eligible for participation in the abbreviated process to submit the Part 1 Proposal.

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

IV.1.3. **Role.** The Bidder is either the System Owner or an Aggregator. The Bidder is expected to serve as the counterparty under the applicable supplier contract with the utility for the delivery of RECs. An Aggregator must have ownership of the RECs or the contractual right to legally transfer or assign RECs to the utility. A Bidder is asked whether the Bidder is an Aggregator or a System Owner. The

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Bidder may select more than one role and the Bidder may provide explanatory notes.

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

IV.2. Bid Participation Fee

- IV.2.1. The requirements of this section 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. The requirements of this section do not apply to Bidders that paid the Bid Participation Fee for the Spring 2016 Renewable Energy Resources RFP or for the Spring 2016 Standard Products RFP.

- 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 Article VI.

IV.3. Identification of Systems

- IV.3.1. A Bidder may only submit Bids if the Bidder has identified and provided all required documentation for at least one megawatt of systems as explained in more details in Section V.5 below. The “First Block” of systems presented by a Bidder must include at least one megawatt, which can include different technologies and both Size Classes. The second Block and all additional Blocks presented by the Bidder must include at least 100 kW of systems from the same Size Class (but may include systems of different technologies). The Bidder must provide each system’s characteristics in the Part 1 Proposal and the Bidder is asked to provide all required documentation for each system.
- IV.3.2. System Characteristics. The information required by this paragraph must be provided separately and completely for each system that the Bidder intends to

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present for bid. The size of each system must not exceed 2,000 kW. Unless explicitly noted, all information is required, whether or not a system has been previously presented. For each system:

- a) Name. The Bidder may, but is not required to, provide a name for the system. The system will also be tagged with a unique identifier using the Bidder name and a number;
- b) Size. The Bidder must provide the nameplate DC output rating of the system, expressed in kilowatts, rounded to two (2) decimals;
- c) Technology. The Bidder must specify the renewable energy source or technology for each system from one of the following: (i) wind; (ii) solar thermal energy or photovoltaic cells and panels; (iii) biodiesel, crops and untreated and unadulterated organic waste biomass, tree waste; or (iv) hydropower that does not involve new construction or significant expansion of hydropower dams.
- d) New or Existing. For each system, a Bidder will be required to demonstrate that each system has generated electricity that was tracked by GATS or M-RETS by May 31, 2017. A system that was not energized as of the June 1, 2016 is “new”; otherwise the system is “existing”. While the number of RECs to be delivered under the contract will be the same in the latter four years of the contract, the Bidder will be required to specify a quantity in the first year of the contract for those systems that are new (which may be a lesser quantity than the quantity in the latter four years of the contract). The Bidder, for each system, must specify whether the system is new or existing; for existing systems, the Bidder must specify the document that will be provided to support that fact.

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- e) Owner. The Bidder must provide the name and contact information for the System Owner, including a telephone number and an email address. If the System Owner is a company, the Bidder must provide the name of a representative and the title of such representative;
- f) Location in Illinois. The Bidder must provide the street address, city, state, and zip code of the system site. The system must be located in Illinois;
- g) The Bidder may, but is not required to, indicate whether the system has been “previously presented”. A system has been previously presented when: (i) documentation in regards to this system has been submitted to the Procurement Administrator in a previous procurement event under the SPV RFP or the DG RFP; (ii) such system was not identified as part of a winning Bid in a previous procurement event under the SPV RFP or the DG RFP; and (iii) the Bidder certifies that the previously submitted documentation remains valid and that there have been no changes in the identities of the System Owner and Host for the system. No system identified as part of a winning Bid in a previous procurement event under the SPV RFP or the DG RFP can be presented as part of the Bidder’s Proposal under this DG RFP. A Bidder that indicates that a system has been previously presented and that presents the certification that the previously submitted documents remains valid is able to rely on such documentation provided that the Bidder can provide the system’s unique identifier as assigned by the Procurement Administrator in the previous procurement event (and used in the Bid Form for that procurement event to identify the system). If the Bidder is unable to provide the unique identifier associated with the system, then the Bidder will only be able to rely on previously provided documentation to the extent that the

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Procurement Administrator can uniquely match the system to one in the database of systems that were reviewed in previous procurement events;

- h) Host. For new systems only, the Bidder must provide the name and contact information for the Host, namely the individual or entity that owns or controls the site where the system is installed or will be installed. Contact information for the Host must include a telephone number and an email address. If the Host is a company, the Bidder must provide the name of a representative and the title of such representative;
- i) Interconnecting Distribution Company. The Bidder must provide the name of the distribution company to which the System is interconnected (AIC, ComEd, MidAmerican, Mount Carmel, a municipal utility in Illinois, or a rural electric cooperative in Illinois);
- j) Customer account number. Systems for which Bids are submitted under this RFP must be behind the meter of a Customer of an electric utility, an alternative retail electric supplier, a municipal utility, or a rural electric cooperative located within Illinois. The Bidder must provide the account number for such Customer;
- k) Tracking system. The Bidder must identify PJM EIS GATS or M-RETS as the tracking system from which RECs from the system would be transferred to the Company under the applicable supplier contract. This item does not require that each system be registered with the applicable system. Rather, this item requires that the Bidder state with which tracking system the system is registered or which tracking system is expected to be used. If not known, the Bidder can state that this information is not available.

All information required of existing systems must be provided with the Part 1 Proposal. For a new system, the Bidder must provide items a-g with the Part 1

Proposal and the Bidder is asked to provide items h-k as well. For any information that is missing in items h-k for a new system and for a new system only, the Bidder will then be required to submit any required information by the Part 2 Date. A Bidder that is not able to provide all requested information for a system may justify any such omissions in the space provided for this purpose. The Bidder provides such information by filling out the Identification Worksheet Insert prepared for this purpose. The Identification Worksheet Insert is also labelled INSERT #P1-2. The Identification Worksheet Insert and the Part 1 Proposal is automatically deficient if the total nameplate capacity (DC rating) of all identified systems is less than one megawatt. The Bidder provides the Identification Worksheet Insert in Microsoft Excel format by email or by upload to the application website.

IV.3.3. Documentation for System Characteristics. The Bidder must provide the following documentation to support the information provided regarding the characteristics of each system presented in the Proposal. Some of these items are only required in certain circumstances. For a previously presented system a Bidder may rely on the documentation submitted in a prior procurement event for some of these items as further explained below.

- a. Size of the System. Documentation is required in all circumstances. The Bidder must certify that: (i) for each new system, if any, the size of the system provided in the Identification Worksheet is a reasonable estimate of the nameplate capacity of the system (DC rating) and that such estimate is based on the equipment that is or will be installed, and the manufacturer's specifications; and (ii) for each existing system, if any, the size provided is the nameplate capacity of the system (DC rating). The individual making this certification must be authorized to undertake contracts and bind the Bidder.

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- b. New or Existing. Documentation is required for existing systems. For any existing system (i.e., a system energized as of June 1, 2016), the Bidder will have indicated in the Identification Worksheet Insert which of the following documents the Bidder will provide to support the qualification of the system: (i) Interconnection Agreement; (ii) Net metering application approval letter; (iii) Final system inspection confirmation; (iv) PJM-EIS GATS/M-RETS system registration application and approval letter; (v) permission to operate letter; or: (vi) other relevant documentation clearly showing the date at which the system was energized or began operation. The Bidder must provide the named document for each system. If the Bidder submits a document under (vi), the Procurement Administrator may require additional information regarding the nature of the document provided. The Bidder is asked to provide all such documentation with the Part 1 Proposal. The Bidder may justify any missing documents in the space provided for this purpose. The Bidder will then be required to submit any such missing documents by the Part 2 Date. For a previously presented system, a Bidder may rely on the documentation submitted in a prior procurement event to the extent that the Bidder can provide the system's unique identifier or that the Procurement Administrator can otherwise uniquely identify the system in its database.
- c. Bidder-Owner Agreement. If, for at least one system presented as part of the Proposal, the Bidder is not the System Owner, then documentation is required under this item. For each system for which the Bidder is not the named System Owner in the Identification Worksheet Insert, the Bidder must show that it has ownership of the RECs for such system or that it has the contractual right to legally transfer or assign RECs from such system to a Company. Documentation that may be provided to fulfill this requirement

includes, for each such system: (i) copy of a signed contract between the Bidder and the System Owner; or (ii) a letter of intent between the Bidder and the System Owner in which the System Owner agrees that it intends to give the Bidder unconditioned title to the RECs from the systems or the right to legally transfer or assign such RECs to a utility under the term of the applicable supplier contract. A sample Letter of Intent is included in Appendix 5 of these RFP Rules. The Bidder is asked to provide all such documentation with the Part 1 Proposal. The Bidder may justify any missing documents in the space provided for this purpose. The Bidder will then be required to submit any such missing documents by the Part 2 Date. For a previously presented system, a Bidder may rely on the documentation submitted in a prior procurement event to the extent that: (i) the document is not out-of-date; and (ii) the Bidder can provide the system's unique identifier or that the Procurement Administrator can otherwise uniquely identify the system in its database.

- d. Host Acknowledgment. This requirement applies to new systems only. If, for a new system, the System Owner and the Host are different entities or individuals, then the Bidder must document the Host's agreement to the installation of the system. Documentation to fulfill this requirement must be one of the following: (i) a duly completed and signed Host Acknowledgment, substantially in the form provided in Appendix 5 to these RFP Rules; or (ii) a signed copy of an agreement between the Bidder and the Host, or between the System Owner and the Host, in which the Host acknowledges that the installation of a system is planned on the Host's premises; or (iii) a letter of intent signed by the Host acknowledging that the installation of a system is planned on the Host's premises; or (iv) another document that confers to the

System Owner or to the Bidder site control or permission to install the system at the system location. If the Bidder submits a document under (iv), the Procurement Administrator may require additional information regarding the nature of the document provided. The Bidder must fulfill this requirement for each new system and it is understood that this may require documentation from several Hosts. The Bidder is asked to provide all such documentation with the Part 1 Proposal. The Bidder may justify any missing documents in the space provided for this purpose. The Bidder will then be required to submit any such missing documents by the Part 2 Date. For a previously presented system, a Bidder may rely on the documentation submitted in a prior procurement event to the extent that: (i) the document remains valid; and (ii) the Bidder can provide the system's unique identifier or the Procurement Administrator can otherwise uniquely identify the system in its database.

- e. Previously Presented Systems. If a Bidder's Proposal includes one or more previously presented systems, the Bidder must certify that for each of the systems designated as "previously presented" in the Identification Worksheet Insert (#P1-2), all previously submitted documentation remains valid and there have been no changes in the identities of the System Owner and Host for the system.

Bidders provide this information by fully completing the Documentation Insert prepared for this purpose. The Documentation Insert is also labelled INSERT #P1-3. The Bidder provides the Documentation Insert, and all supporting documentation, by email or upload to the application website.

IV.3.4. A Bidder provides information required in this section by completing Section 3 of the Part 1 Form and by providing any documents required by Section 3, as further explained in Article VI.

IV.4. Representations and Additional Requirements

IV.4.1. Certifications. A Bidder, whether previously qualified or not, is required to certify to the following:

- a. The Bidder understands and agrees to the terms of the (AIC DG) Renewable Energy Credit Agreement, the (ComEd) Master Distributed Generation Renewable Energy Certificate Purchase and Sale Agreement, and the (MidAmerican DG) Renewable Energy Credit Agreement, also referred to as the applicable supplier contracts.
- b. For each system, the Bidder has ownership of the RECs associated with such system or has the right to transfer such RECs to a utility or expects to acquire such rights. In particular, no system has obtained rebates, funding, or other support that would preclude the transfer of RECs to the utility.
- c. The characteristics of the systems presented in the Proposal, including the size (and including other characteristics if so specified for identified systems), are true and accurate to the best of the Bidder's knowledge and belief.
- d. A revenue quality meter has been or will be installed to measure the output of the system, compliant with the determination made by the Illinois Power Agency in its document "Revenue-Quality Metering Accuracy Standard and Acceptable Technologies".
- e. The system is located, or will be located when installed, on the customer side of a customer's electric meter and the system is, or will be primarily used to offset that customer's electricity load.

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- f. The system is or will be interconnected to the distribution system of an interconnecting distribution company in Illinois (an electric utility, alternative retail electric supplier, municipal utility, or rural electric cooperative located in Illinois). If the system is identified but not yet interconnected, the Bidder has investigated that a system of the proposed size can be interconnected to the applicable distribution company.
- g. The system is or will be registered in PJM-EIS GATS or M-RETS.

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

- IV.4.2. Comments on the Letters of Credit. A Bidder must, with its Part 2 Proposal, submit an IPA Letter of Credit in the amount indicated in Article V. The Letter of Credit must be in the form of the Standard IPA Letter of Credit provided as Appendix 9 of these RFP Rules or incorporate only modifications approved by the IPA as posted to the procurement website. A Bidder may use the Form of Letter of Credit provided as Exhibit B to the (AIC DG) REC Contract (also called the “Standard AIC Letter of Credit”) to post security under the terms of the (AIC DG) REC Contract. A Bidder may use the Form of Letter of Credit provided as Schedule 1A of the Collateral Annex to the (ComEd) Master DG Agreement (also called the “Standard ComEd Letter of Credit”) to post security under the terms of the (ComEd) Master DG Agreement. A Bidder may use the Form of Letter of Credit provided as Exhibit B to the (MidAmerican DG) REC Contract (also called the “Standard MidAmerican Letter of Credit” for MidAmerican) to post security under the terms of the (MidAmerican DG) REC Contract. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to: (i) the

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Standard IPA Letter of Credit drawn for the benefit of the IPA and to be submitted with the Part 2 Proposal; (ii) the Standard AIC Letter of Credit for the (AIC DG) REC Contract; (iii) the Standard ComEd Letter of Credit for the (ComEd) Master DG Agreement; and (iv) the Standard MidAmerican Letter of Credit for the (MidAmerican DG) REC Contract. Any one of a Bidder's comments or proposed modifications to the Standard IPA Letter of Credit may result in an addition to the list of modifications to the Standard IPA Letter of Credit approved by the IPA for use by all Bidders on an optional basis. Any one of a Bidder's comments or proposed modifications to the Standard Letter of Credit for a Company may result in an addition to the list of modifications to the Standard Letter of Credit approved by the Company for use by all Bidders on an optional basis. For each letter of credit, a Bidder provides comments and proposes modifications exclusively by submitting a redline of the letter of credit in Microsoft Word format. Such documents are provided by email or by upload to the space provided in Section 4 of the online Part 1 Form.

- IV.4.3. A Bidder that is submitting a Proposal under an Agency Agreement will be subject to additional requirements in its Part 1 Proposal. A Bidder that relies on the financial standing of a foreign guarantor may be subject to additional requirements. Such additional requirements will be provided to the Bidder, should they apply, in a separate notice.
- IV.4.4. A Bidder provides information required in this section by completing Section 4 of the Part 1 Form and by providing any documents required by Section 4, including through upload to the Justification of Omissions, as further explained in Article VI.

ARTICLE V. Part 2 Proposal Requirements

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

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

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

V.1.2. Updates to Identification and Documentation of Systems. A Bidder has until the Part 2 Date to provide the following information required by Section IV.3:

- a. Identification Worksheet Insert for New Systems. Any information that was not provided for a new system with respect to identifying the Host, the interconnecting distribution company, the customer account number, or the tracking system that will be used to transfer RECs must be provided by the Part 2 Date. The Bidder provides all information required by Paragraph IV.3.2 by completing the Identification Worksheet Insert partially prepared

during the Part 1 Window. The Identification Worksheet Insert is labelled Insert #P1-2 and this Insert must be provided in Microsoft Excel format. Should there be deficiencies in the information provided or should the Bidder be asked for clarification, in no event will the Bidder be allowed to submit additional information after 12 PM (noon) on the third business day prior to the Bid Date. Systems for which information is not complete and consistent with the requirements cannot be presented as part of a Block in the Bidder's Bids.

b. Documentation of System Characteristics for New and Existing Systems. For any documentation required by Paragraph IV.3.3 that was not provided with the Part 1 Proposal, the Bidder must provide such documentation by email or by upload to the application website by the Part 2 Date. In particular:

- For new and existing systems for which the Bidder is not the System Owner, any documentation that was not provided in the Part 1 Proposal to demonstrate that the Bidder has ownership or title to the RECs must be provided by the Part 2 Date.
- For existing systems, any documentation that was not provided in the Part 1 Proposal to qualify the system as being energized before June 1, 2016 must be provided by the Part 2 Date.
- For new systems for which the System Owner is not the Host, any documentation to demonstrate the agreement of the Host that was not provided with the Part 1 Proposal must be provided by the Part 2 Date.

Should there be deficiencies in the information provided or should the Bidder be asked for clarification, in no event will the Bidder be allowed to submit additional information after 12 PM (noon) on the third business day prior to

the Bid Date. Systems for which information is not complete and consistent with the requirements cannot be presented as part of a Block in the Bidder's Bids.

- c. Change in systems. A Bidder will not be allowed to substitute a system or to add a system to the list of systems provided in the Identification Worksheet Insert in the Part 1 Proposal. Any system for which the Bidder fails to complete the information required by Section IV.3 cannot be presented as part of the Bidder's Bids. Should the total capacity of systems for which all information and documentation are provided fall below one megawatt, the Part 2 Proposal will be automatically rejected.
- V.1.3. A Bidder provides information required in this section 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. IPA Letter of Credit

- V.2.1. A Bidder must provide an executed IPA Letter of Credit in an amount sufficient to support the Bidder's Bids.
- The IPA Letter of Credit must be in an amount of \$8 times the number of RECs that the Bidder can win across all systems for the five (5) Delivery Years under the applicable supplier contracts.
 - The IPA Letter of Credit need not exceed an amount of \$872,880 (calculated as \$8/REC times the Target of 21,822 in each of the five (5) Delivery Years).
 - Paragraph V.5.9 describes the procedure that the Procurement Administrator will follow to amend the Bid Form if the IPA Letter of Credit is insufficient to support the Bidder's Bids. The Representative

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must, in the Part 2 Form, agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in Paragraph V.5.9 should the amount of the IPA Letter of Credit be insufficient to support the Bidder's Bids.

- The original of the executed IPA Letter of Credit must be sent via overnight delivery service to: Illinois Power Agency, Attn: Charles Kudia, 160 North LaSalle Street, Suite C-504, Chicago, Illinois 60601, Phone: (312) 814-3273.
- The Bidder must either use the Standard IPA Letter of Credit provided as Appendix 9 to these RFP Rules, or the Bidder must submit an IPA Letter of Credit that incorporates only those modifications to the Standard IPA Letter of Credit approved by the IPA and posted to the procurement website.

V.2.2. Payment under the IPA Letter of Credit can be demanded if the Bidder:

- a. After the submission of the Part 2 Proposal the Bidder has disclosed, publicly or to a party other than those involved in the preparation of the proposal, material information relating to the Proposal; or
- b. the Bidder has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event; or
- c. the Bidder has failed to execute the applicable supplier contracts within three (3) business days of the Illinois Commerce Commission approving its winning Bids or has failed to fulfill any necessary credit requirement; or
- d. the Bidder has failed to pay the Supplier Fee to the Illinois Power Agency within seven (7) business days of the Illinois Commerce Commission approving its winning Bids; or

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- e. the Bidder fails to demonstrate that each new system included in its winning Bids approved by the Illinois Commerce Commission has generated electricity that was tracked by GATS or M-RETS by May 31, 2017.

V.2.3. Expiration and Return of IPA Letter of Credit. The expiration date for the IPA Letter of Credit must be no earlier August 15, 2017. If the Bidder has no Bids that are identified as winning Bids, the IPA Letter of Credit will be cancelled as soon as practicable after the Commission decision on the results of the procurement event. If the Bidder has Bids that are approved by the Commission and all of the systems that are part of the winning Bids are existing systems, the IPA Letter of Credit will be cancelled as soon as practicable after the IPA receives the Supplier Fee from the Bidder. If the Bidder has Bids that are approved by the Commission and some of the systems that are part of the winning Bids are new systems, the IPA will request an amendment to the amount of the IPA Letter of Credit as soon as practicable after the IPA receives the Supplier Fee from the Bidder. The IPA Letter of Credit will expire on the date stated as part of its terms unless the Bidder provides any special instructions for return of the IPA Letter of Credit in the Part 2 Proposal.

V.2.4. A Bidder provides information required in this section by completing Section 2 of the Part 2 Form and by providing any documents required by Section 2, as further explained in Article VI.

V.3. Representations

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

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

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

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

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

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

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

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

- The Bidder agrees to pay the Supplier Fee in the amount specified by the IPA if the Bidder has Bids approved by the Commission;
- The Bidder must provide an IPA Letter of Credit sufficient to support its Bids. If such amount is not sufficient and the Procurement Administrator does not receive an amendment to the Bid Form prior to the deadline for receipt of Bids or does not receive instructions to amend the Bid Form in a way that renders the amount of the IPA Letter of Credit sufficient to support the Bids, then the Procurement Administrator will amend the Bid Form to reduce the quantity of RECs associated with the Bids, starting with the Block with the highest bid price and reducing the quantity of RECs from other Blocks as needed in descending order of bid prices. The Bidder agrees to the Procurement Administrator amending the Bid Form in this manner if the IPA Letter of Credit is not sufficient to support the Bids;
- The Bidder agrees that, if the Bidder has Bids approved by the Commission, the Bidder will execute the applicable supplier contracts, will submit all necessary supporting documentation, and will meet the credit requirements of the applicable supplier contracts in the required timeframe;
- The Bidder agrees that if a system has not generated electricity that was tracked by GATS or M-RETS by May 31, 2017, then such system will be removed from the applicable supplier contract;
- The Bidder agrees that if a new system is not developed such that it does not generate electricity that is tracked by GATS or M-RETS by May 31, 2017, then such system will be removed from the applicable supplier contract and the IPA may draw upon the IPA Letter of Credit.

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- V.3.5. A Bidder makes all certifications and acknowledgments above by completing the P2 Certifications Insert prepared for this purpose and available on the procurement website. The P2 Certifications Insert is also labelled INSERT #P2-1. The Bidder provides the P2 Certifications Insert by email or by upload to the application website.
- V.3.6. A Bidder provides information required in this section by completing Section 3 of the Part 2 Form and by providing any documents required by Section 3, as further explained in Article VI.

V.4. Information to Prepare the Applicable Supplier Contracts

- V.4.1. General. Each Bidder is asked, but is not required, to provide information to prepare the applicable supplier contracts.
- V.4.2. Information to prepare the Applicable Supplier Contracts. A Bidder is asked to provide all information necessary for the preparation of the applicable supplier contracts. In particular, the Bidder must provide the name and title for the individual signing the applicable supplier contracts. This individual must be an officer, a director, or an individual otherwise authorized to undertake contracts (including the applicable supplier contract documents) and bind the Bidder. The applicable supplier contracts are prepared by AIC, ComEd, and MidAmerican after the Procurement Administrator notifies the Bidder that the Bidder has Bids that are identified as winning Bids to the ICC. A Bidder provides this information by fully completing the Contract Insert prepared for this purpose and available on the procurement website. The Contract Insert is also labelled INSERT #P2-2. The Bidder provides the Contract Insert in Microsoft Word format by email or by upload to the application website. If a Bidder fails to submit the information required by this paragraph with the Part 2

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Proposal and if the Procurement Administrator notifies the Bidder that the Bidder has Bids that are identified as winning Bids to the ICC, the Procurement Administrator will require the information to be provided by 12 PM (noon) on the day after the Bidder is notified that it has Bids identified as winning Bids to the Commission.

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

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

V.5. Bids

V.5.1. A “Block” is a quantity of RECs associated with one or more identified systems that together meet or exceed a certain capacity (either 1 MW or 100 kW). The “First Block” presented by a Bidder must include at least 1 MW of systems that were qualified through submission of the Identification Worksheet Insert and all relevant documentation requested in the Part 1 Proposal. Such systems can be of different technologies and can belong to both Size Classes. The second Block and all additional Blocks (each an “Additional Block”) presented by the Bidder must include at least 100 kW of systems from the same Size Class (either the Small Size Class or the Large Size Class) that were qualified through submission of the Identification Worksheet Insert and all relevant documentation requested in the Part 1 Proposal. While systems in each such Additional Block must all be

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from the same Size Class, an Additional Block may include systems of different technologies.

- V.5.2. If a Bidder submits Bids on systems that together do not meet or exceed 1 MW, such Bids will automatically be rejected.
- V.5.3. A “Bid” is a price per REC for a Product rounded to the nearest cent. If the First Block for a Bidder includes RECs from both Products, such Bidder must submit a Bid for each Product and otherwise the Bidder submits a single Bid for the First Block. A Bidder provides a single Bid for each Additional Block.
- V.5.4. The Bidder must unambiguously identify each system included in a Block (either by selecting the Block in the Bid Form or by providing the system’s name or number). A given system can only be included in one Block; a Bidder cannot include a system in more than one Block and a Bidder cannot elect to include only part of a system in a Block.
- V.5.5. The “Annual Volume” represents the quantity of RECs for a system to be delivered in each of the second through fifth Delivery Year of the applicable supplier contract. The Annual Volume is an integer quantity determined on the basis of the system size provided in the Part 1 Proposal and the standard capacity factors used in this procurement event. The “First Year Volume” represents the quantity of RECs for a system to be delivered in the first year of the applicable supplier contract. For an existing system, the First Year Volume is equal and exactly the same as the Annual Volume. For a new system, the Bidder must submit a First Year Volume with its Bid that is: (i) no greater than the Annual Volume calculated on the basis of the system size and capacity factor; and (ii) an integer number of RECs (which may be zero) with no decimals or fractions.

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- V.5.6. The Bid for a Product submitted for the First Block must be the lowest price Bid for that Product. The Bidder may specify the same or a different price as its Bid for the second and any Additional Block of the same Product; however, such prices must all be equal to or greater than the Bid for that Product submitted for the First Block. If the Bid for an Additional Block consisting of RECs of a Product is presented at a price lower than the Bid for that Product submitted for the First Block, the Bids are automatically deficient.
- V.5.7. The Bidder may not submit any additional instructions, contingencies, or conditions on their Bids. Any such additional instructions, contingencies, or conditions will be ignored.
- V.5.8. To be sufficient to support the Bids in the procurement event, the IPA Letter of Credit must be in an amount no less than \$8 per REC of the quantity that would be delivered from all systems included in the Proposal over the five (5) Delivery Years under the applicable supplier contracts, up to a maximum of \$872,880. If the IPA Letter of Credit is insufficient to support the First Block, all of the Bidder's Bids are automatically rejected. If the IPA Letter of Credit is sufficient to support the First Block but not sufficient to support all of the Additional Blocks, the Procurement Administrator will calculate the "Additional Quantity", which is number of RECs that the IPA Letter of Credit supports over and above the First Block. The Procurement Administrator will contact the Bidder as soon as practicable and will require the Bidder to remove some or all of the Additional Blocks so that the number of RECs bid equals or is less than the number that the Procurement Administrator determined the IPA Letter of Credit can support. The Bidder will have the option to resubmit its Bid Form or to provide the amended Bids by phone, provided, however, that the amended Bids are received by the end of the one-hour cure period, at 1 PM (CPT) on the Bid Date. If the

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Bidder amends its Bids by phone, the Procurement Administrator will provide a record of the amended Bid Form to the Bidder.

V.5.9. If, for any reason including the fact that the Bidder is not able to amend its Bids before 1 PM on the Bid Date, the Bidder's IPA Letter of Credit remains insufficient to support the Bidder's Bids on Additional Blocks after the procedure provided in the prior Paragraph is followed, the Procurement Administrator will remove Bids to ensure that the IPA Letter of Credit is sufficient. The first Additional Block to be removed will be the Additional Block with RECs of a Product with the highest Bid. If the Bidder's IPA Letter of Credit remains insufficient, the Procurement Administrator will remove the Additional Block with RECs of the other Product with the highest Bid, if such an Additional Block is available. If the Bidder's IPA Letter of Credit remains insufficient, the Procurement Administrator will continue removing Additional Blocks, alternating Products to the extent available, and removing the highest Bids first. The Representative must agree that the Procurement Administrator may modify the Bidder's Bids in a manner consistent with the process described in this paragraph should the amount of the IPA Letter of Credit be insufficient to support the Bidder's Bids on Additional Blocks.

V.5.10. The Procurement Administrator provides, electronically to each Bidder qualified pursuant to a successful Part 1 Proposal, a Bid Form for training purposes (the "Trial Bid Form") as well as a set of instructions. The Trial Bid Form is based on the systems submitted in the Part 1 Proposal, regardless of whether all documentation and information were provided with the Part 1 Proposal. The instructions guide the Bidder for completion of the Bid Form, for the optional encryption of the Bid Form, for submission of the completed Bid Form to the Procurement Administrator via a secure file transfer interface, as well as

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instructions for submission of Bids in case of technical difficulties with the secure file transfer interface. The Procurement Administrator also provides electronically to each Bidder qualified pursuant to a successful Part 1 Proposal the information required for the submission of Bids, including a username, password, and security code. This information is unique to each Bidder and allows the Procurement Administrator to authenticate the Bids received. The Bidder must either confirm that all such information and documents were received or the Bidder must request that such information and documents be re-issued. The Bidder makes this confirmation or request by using the check box in the Part 2 Form prepared for this purpose.

- V.5.11. The Bid Form, as provided to each Bidder by the Procurement Administrator, is the exclusive method for submitting a Bidder's Bids. A Bidder must fill out all required information on the Bid Form according to the instructions provided by the Procurement Administrator upon qualification. A Bidder must submit the Bid Form to the Procurement Administrator through a secure file transfer interface according to the instructions provided by the Procurement Administrator upon qualification.
- V.5.12. A Bidder must fill out contact information on its Bid Form and the Procurement Administrator will use that information to confirm receipt of the Bids. A Bidder may encrypt its Bid Form for additional security.
- V.5.13. The Bidder's Bids must be received between 8 AM and 12 PM (noon) on the Bid Date. After a one-hour cure period during which Bidders may correct errors or inconsistencies, Bidders have no further ability to change their Bids. The Bid window is then closed and Bids are evaluated. No late Bid Forms will be accepted.

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- V.5.14. A Bidder must phone the Procurement Administrator once it has transmitted its Bid Form. If the Bid Form was not received and there are technical difficulties, the Procurement Administrator will instruct the Bidder to use a backup method and will stay on the phone with the Bidder until receipt of the Bid Form can be confirmed.
- V.5.15. The Bidder must be available between 12 PM (noon) and 1 PM on the Bid Date to receive the assessment of whether the Bid Form is complete and consistent with the RFP Rules, including whether the IPA Letter of Credit is sufficient to support the Bidder's Bids. The Procurement Administrator will at that time contact the Bidder by phone to provide this assessment. The Procurement Administrator may contact the Bidder earlier than 12 PM (noon) on the Bid Date.
- V.5.16. If the Bid Form is deficient, the Bidder will have an opportunity to resubmit and any such resubmission will supersede all previously submitted Bid Forms as long as the resubmission is received prior to 1 PM on the Bid Date. If the Procurement Administrator is unable to contact the Bidder, the Procurement Administrator will send a notification by email to the Bidder stating this fact.

ARTICLE VI. Process

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

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

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

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review, lists any items of the Part 1 Proposal that are incomplete or require clarification, and provides the timing for completion of the initial review. The initial review will be completed no later than 6 PM on the first business day following the business day during which the acknowledgment of receipt is sent by the Procurement Administrator.

- VI.1.8. If the Part 1 Proposal is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If the initial review of a Bidder's Part 1 Proposal is complete and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 1 Proposal, the Bidder has until 12 PM (noon) on the Part 1 Date, or until 6 PM on the second business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond. If the Bidder's Part 1 Proposal is under review and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 1 Proposal, then (i) the Bidder has until 12 PM (noon) on the Part 1 Date, or until 6 PM on the third business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond; and (ii) any additional items noted in a second deficiency notice arising from completing the review of the Part 1 Proposal carry the same deadline for the Bidder to respond. If the Bidder does not correct or adequately explain the deficiency within the time allowed, the Part 1 Proposal may be rejected. If the Part 1 Proposal is complete, the Procurement Administrator sends a notice that the Part 1 Proposal is complete and is being considered.
- VI.1.9. Any deficiency notice will list the projects presented in the Proposal and will indicate whether all information and documents required for a particular project have been received and, whether upon evaluation of the information and

documents related to the project, such information and documents are “done” or are “in progress”. Once all information and documents have been submitted for a project and such information and documents have been determined to be complete and to satisfy the requirements, the project is marked as “done”. Otherwise, the project is marked as “in progress”. Once a project is marked as done, and the Bidder is notified of that fact, the Bidder may not change the information or documentation with respect to that project. If the information or documents for the project are no longer valid, the project must be withdrawn from the Proposal.

- 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, including any requests for additional information from the Procurement Administrator. If a Bidder receives a notice from the Procurement Administrator that the Part 1 Proposal is deficient or requires clarification, and if the Bidder does not respond by the time required in the notice, the 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 five (5) business 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 some documents necessary for the Bidder’s continued participation in the RFP. These documents, provided electronically, are: (i) the Trial Bid Form; (ii) instructions for completing, encrypting, and submitting Bid Forms; and (iii) an invitation to

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a training session on the bid submission procedure with confidential information for submission of the Trial Bid Form, including a username, a password, and a security code unique to that Bidder.

VI.1.12. Except for the submission of Bids, the exclusive method of responding to the requirements listed in Article V of these RFP Rules is the use of the online Part 2 Form together with the use of Inserts to the Part 2 Form available as separate forms on the procurement website or from the Procurement Administrator. The IPA Letter of Credit must be sent according to the instructions provided to the Bidder by the Procurement Administrator or the Illinois Power Agency. Other documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email.

VI.1.13. The Trial Bid Form provided to each Bidder upon qualification is used for the training session. A sample of the Trial Bid Form is provided for illustrative purposes as Appendix 7 of these RFP Rules. The Bid Form, which is the exclusive method for the submission of Bids, is provided to each Bidder no later than two (2) business days before the Bid Date through a secure file transfer interface. The instructions guide for completion of the Bid Form provided to Bidders with the Part 1 Notification can be used both for training for purposes and for submission of Bids on the Bid Date; the Procurement Administrator may provide with the Bid Form an update to the instructions guide as needed. A sample of the Bid Form is provided for illustrative purposes as Appendix 7 of these RFP Rules.

VI.1.14. A Bidder must submit its Part 2 Proposal, excluding Bids, to the Procurement Administrator by 12 PM (noon) on the Part 2 Date. A Bidder must submit its Bids between 8 AM and 12 PM (noon) on the Bid Date. The Bid Form must be filled out completely and transferred in accordance to the instructions provided

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by the Procurement Administrator and in accordance with the requirements of this RFP. The Bid Form may be encrypted. Bids on any Bid Form that is incompletely or inconsistently filled out will be considered deficient and will not be evaluated. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 2 Proposals will be accepted under any circumstances.

- VI.1.15. If a Part 2 Proposal (excluding Bids) is received on any business day during the Part 2 Window, the Procurement Administrator acknowledges receipt on the business day the materials are received. The Procurement Administrator also sends the results of an initial review. If a Part 2 Proposal (excluding Bids) is received before 12 PM (noon) on any business day during the Part 2 Window prior to the Part 2 Date, the Procurement Administrator sends the initial review by 6 PM on the same business day. If a Part 2 Proposal (excluding Bids) is received after 12 PM (noon) on any business day during the Part 2 Window prior to the Part 2 Date, the Procurement Administrator sends the initial review by 12 PM (noon) of the next business day.
- VI.1.16. Unless the Bidder is providing updates to the identification and documentation of systems presented in the Part 1 Proposal, either the initial review of the Part 2 Proposal (excluding Bids) states that the Part 2 Proposal (excluding Bids) is complete, or the initial review lists items of the Part 2 Proposal (excluding Bids) that are incomplete or require clarification. If the Bidder is providing updates to the identification and documentation of systems presented in the Part 1 Proposal, the initial review of the Part 2 Proposal (excluding Bids): (i) states that the initial review is complete and that the initial review has found Part 2 Proposal (excluding Bids) to be complete; or (ii) states that the initial review is complete and lists items of the Part 2 Proposal that are incomplete or require

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clarification; or (iii) states that the identification and documentation for the systems is under review, lists any items of the Part 2 Proposal (excluding Bids) that are incomplete or require clarification, and provides the timing for completion of the initial review. The initial review will be completed no later than 6 PM on the first business day following the business day during which the acknowledgment of receipt is sent by the Procurement Administrator.

- VI.1.17. A Bidder must use the Standard IPA Letter of Credit or include only those modifications to the Standard IPA Letter of Credit acceptable to the IPA and posted to the procurement website. A Bidder's Part 2 Proposal (excluding Bids) is automatically deficient if the IPA Letter of Credit proposes or includes modifications to the Standard IPA Letter of Credit that are not among those that are acceptable to the IPA and posted to the procurement website.
- VI.1.18. If the Part 2 Proposal (excluding Bids) is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If the initial review of a Bidder's Part 2 Proposal (excluding Bids) has been completed and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2 Proposal (excluding Bids and excluding the IPA 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 the Bidder's Part 2 Proposal (excluding Bids) remains under review and the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2 Proposal (excluding Bids and excluding the IPA Letter of Credit), then (i) the Bidder has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the second business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond; and

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

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

- VI.1.19. Any deficiency notice will list the projects presented in the Proposal and will indicate whether all information and documents required for a particular project have been received and, whether upon evaluation of the information and documents related to the project, such information and documents are "done" or are "in progress". Once all information and documents have been submitted for a project and such information and documents have been determined to be complete and to satisfy the requirements, the project is marked as "done". Otherwise, the project is marked as "in progress". Once a project is marked as done, and the Bidder is notified of that fact, the Bidder may not change the information or documentation with respect to that project. If the information or documents for the project are no longer valid, the project must be withdrawn from the Proposal.
- VI.1.20. A Bidder's Bids are evaluated if the Bidder qualifies pursuant to a successful Part 1 Proposal, if its Part 2 Proposal (excluding Bids) is received on or before 12 PM (noon) on the Part 2 Date, if its Part 2 Proposal (excluding Bids) is complete and fully complies with the requirements of Article V of these RFP Rules including any requests for additional information from the Procurement Administrator by 12 PM (noon) on the Bid Date, if its Bid Form is received between 8AM and 12 PM (noon) on the Bid Date, and if its Bid Form is submitted according to the instructions provided by the Procurement Administrator and the requirements of this RFP. Each Bidder that submits a Part 2 Proposal will be notified whether its Bids are evaluated by 1 PM on the Bid Date by phone or by email.
- VI.1.21. The Procurement Administrator expects to notify a Bidder that had Bids that were evaluated whether any of the Bidder's Bids will be identified as "winning

Bids” to the ICC by 6 PM on the Bid Date. Such notification is made earlier to the extent practicable or may be made on the next business day as circumstances warrant. The Procurement Administrator lists to the Bidder all the Bidder’s Bids that are identified as winning Bids. This notification occurs by email.

VI.2. Bid and Post-Bid Process

- VI.2.1. A Bidder submits its Bids electronically according to the instructions from the Procurement Administrator and the requirements of this RFP. A Bidder is instructed to transfer its Bid Form through a secure file transfer interface. The Bidder must use a username and a password provided by the Procurement Administrator to access the secure file transfer interface. The Bidder may use a security code provided by the Procurement Administrator to encrypt the file. If the Bidder does not encrypt the Bid Form, the Bidder will be required to provide the security code by phone.
- VI.2.2. A Bidder that must resort to submitting its Bid Form by email because of technical difficulties must follow the instructions provided by the Procurement Administrator for this contingency. These instructions will specify that the Bidder must phone the Procurement Administrator to advise the Procurement Administrator of the use of email transmission and to provide authenticating information. The Procurement Administrator will recommend that the Bid Form be encrypted using the security code unique to the RFP Bidder. The Procurement Administrator will note for the RFP Bidder that without encryption such transmission may not be secure.
- VI.2.3. All Bid Forms must be received between 8 AM and 12 PM (noon) on the Bid Date. All times in this RFP are Central Prevailing Times unless specifically

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noted. No late Bid Forms will be considered regardless of the method used by the Bidder to submit its Bid Form.

- VI.2.4. A Bidder must phone the Procurement Administrator once it has transmitted its Bid Form according to the instructions provided with the Part 1 Notification. If the Bid Form was not received and there are technical difficulties, the Procurement Administrator will instruct the Bidder to use a backup method and will stay on the phone with the Bidder until receipt of the Bid Form can be confirmed.
- VI.2.5. The period between 12 PM (noon) and 1 PM is a one-hour cure period during which the Procurement Administrator provides an assessment of the Bid Form and during which Bidders may correct errors or inconsistencies. After the cure period Bidders have no further ability to change their Bids. The Bid window is then closed and Bids are evaluated. At least one Bid Form must be received between 8 AM and 12 PM (noon) from each Bidder; any complete Bid Form received between 12 PM (noon) and 1 PM supersedes all previously submitted Bid Forms by that Bidder. No Bid Forms will be accepted after 1 PM.
- VI.2.6. The Bidder must be available between 12 PM (noon) and 1 PM on the Bid Date to receive the assessment of whether the Bid Form is complete and consistent with the RFP Rules. The Procurement Administrator will at that time contact the Bidder by phone to provide this assessment. The Procurement Administrator may contact the Bidder earlier than 12 PM (noon) on the Bid Date.
- VI.2.7. If the Bid Form is deficient, the Bidder will have an opportunity to resubmit and any such resubmission will supersede all previously submitted Bid Forms as long as the resubmission is received prior to 1 PM on the Bid Date. If the

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

- VI.2.8. It is the responsibility of the Bidder to ensure that a completely and consistently filled out Bid Form is submitted. The Procurement Administrator will hold a training session for Bidders to practice the bid submission process and will work with Bidders to resolve any technical difficulties prior to the Bid Date.
- VI.2.9. The evaluation of Bids will select the lowest priced Bids for a given Product. However, the evaluation will also strive to ensure that, to the extent available, half of the RECs procured are from systems of the Small Size Class. There are no goals for specific types of renewable energy resources and no preference will be given to one type over another.
- VI.2.10. The Act requires the Procurement Administrator to notify Bidders that the Procurement Administrator may, in its discretion, enter into post-bid price negotiations with Bidders. The Procurement Administrator has decided that there will be no post-bid negotiations.
- VI.2.11. The evaluation of Bids and the allocation of winning Bids to each Company proceeds in several steps. First, Bids that fail to meet or beat the benchmarks are eliminated from further consideration. If the First Block for a Bidder includes RECs from both Products and thus such Bidder submits a Bid for each Product, whether each such Bid fails to meet or beat the benchmarks is evaluated separately. In accordance with the Act, benchmarks are established by the Procurement Administrator, in consultation with the IPA, the Procurement Monitor, and the ICC Staff. The benchmarks are confidential and are subject to review and approval by the ICC. Second, Bids are selected in price order until the Target is met on an annual basis or until the Budget is exhausted, whichever comes first. The Target is set on an annual basis while the

Budget spans all years of the applicable supplier contracts. If the second step ends because the Target is met on an annual basis and one Size Class is less than 50% of the Target on an annual basis, then the next most competitive offer in that Size Class would be selected and would replace RECs from a Block with systems in the other Size Class (to the extent such a bid is available). Such a Block may be a First Block (or the portion of the First Block that includes systems of the applicable Size Class) or an Additional Block. Finally, the winning Bids are allocated to each Company using as a guide factors including, but not limited to, each Company's Budget, each Company's pro-rata share of total RECs and the objective of minimizing the number of winning bidders that have contracts with more than one utility. The Procurement Administrator may use its discretion in assigning selected Bids to accommodate the fact that the pro-ration of selected Bids that would be allocated to each Company may not be evenly divided due to the size of the winning Bids and each Company's Budget. The evaluation and selection of RECs in no case will result in the procurement of RECs that exceed the Target on an annual basis or that combine to cost more than the Budget. The allocation of winning Bids to each Company in no case will result in the purchase of RECs by the Company that exceed the Target for that Company or that combine to cost more than the Budget for that Company over the length of the applicable supplier contract.

- VI.2.12. It is possible that multiple Bidders could submit Bids of the same amount (\$/REC), resulting in a tie for the highest accepted Bid. Such Bids are Tied Bids (at the Tied Price). The Procurement Administrator will assign the available quantity in a way that avoids as much as practicable Bidders having winning Bids for only a portion of the RECs from a single Additional Block or for only a portion of the RECs of one Product submitted as part of the First Block. If

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several Additional Blocks or portions of First Blocks meet this criterion but not all such RECs could be selected given the available quantity, the Procurement Administrator chooses at random the Additional Block(s) or portion(s) of First Blocks for which the RECs will be selected. No selection preference will otherwise be given to identical Bids submitted at any particular time or in any particular way.

- VI.2.13. The evaluation of Bids can result in a Bidder having winning Bids for only a portion of the RECs from a Product submitted as part of the First Block or only a portion of an Additional Block. Should these Bids be approved by the Commission, such Bidder will have the option to reject the partial award of a portion of the RECs from a Product submitted as part of the First Block or a portion of an Additional Block.
- VI.2.14. The Procurement Administrator expects to notify a Bidder that had Bids that were evaluated whether any of the Bidder's Bids are identified as winning Bids by the Procurement Administrator by 6 PM on the Bid Date. Such notification is made earlier to the extent practicable or may be made on the next business day as circumstances warrant. The Procurement Administrator lists to the Bidder all the Bidder's Bids and the associated systems that are part of Blocks with winning Bids. This notification occurs by phone with a written confirmation by email. The Procurement Administrator provides no other information to a Bidder about the results of the procurement event.
- VI.2.15. 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

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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.2.16. The Procurement Administrator will contact the representatives of each Bidder with Bids identified by the Procurement Administrator as winning Bids to the ICC to ensure that the contact information of such representatives remains correct and up-to-date. If the Procurement Administrator notifies a Bidder that the Bidder has Bids that the Procurement Administrator identifies as winning Bids, and if the Bidder did not fully complete the applicable supplier contract Inserts, the Bidder will be required to provide all information required by the applicable supplier contract Inserts promptly after such notification occurs. The Companies prepare the supplier contract documents.
- VI.2.17. If the ICC accepts the results of a procurement event, the Procurement Administrator will notify all Bidders that submitted Bids whether some or all of their Bids were accepted by the ICC and the Company to which such accepted Bids are allocated. Bidders that have some or all of their Bids approved by the ICC are called winning Bidders for the procurement event.
- VI.2.18. At the time of ICC approval of a procurement event, the names of winning Bidders and the average of the winning bid prices are made public. The Act states that participants in the procurement process will maintain the confidentiality of all other supplier and bidding information.
- VI.2.19. If a Bidder has approved Bids for a Company, by 12 PM CPT (Noon) on the first business day after the ICC decision, the Company prepares and sends a partially executed electronic copy of the applicable supplier contract and related

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documents to the Seller (the Bidder is referred to as the “Seller” for purposes of the contract. It is expected that the signatory named in the Contract Insert for the applicable Company’s supplier contract will sign a copy of the partially executed supplier contract and related documents. If this individual is not available to sign the applicable supplier contract and related documents, the Bidder will advise the Company of this fact, will name another individual to sign the applicable supplier contract and related documents, and will confirm that this individual is an officer, a director, or an individual otherwise authorized to undertake contracts (including the applicable supplier contract documents) and bind the Bidder. By 12 PM CPT (1 PM Eastern Prevailing Time) on the second business day after the ICC decision, the Bidder executes the signature pages of the partially executed applicable supplier contracts and related documents and sends such fully executed signature pages to the Company electronically. Upon execution of the applicable supplier contracts and related documents in counterparts by both parties, such supplier contracts and related documents are fully executed. The Bidder must meet the creditworthiness requirements under the applicable supplier contract by the close of business on the second business day after the ICC decision. For Bidders that are relying on the creditworthiness of a guarantor and have winning Bids allocated to AIC or MidAmerican, the Bidder is responsible for the preparation and submission of an original fully executed guaranty to AIC or MidAmerican by the close of business on the second day after the ICC decision. For Bidders that are relying on the creditworthiness of a guarantor and have winning Bids allocated to ComEd, ComEd will prepare the Guaranty along with the applicable supplier contract documents. For the record of the Bidder and of the Company, the Bidder will execute and send two (2) hardcopy originals of the applicable supplier contracts

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and related documents to the Company via overnight delivery service. By the seventh business day after the ICC decision, the Company returns to the Bidder the one (1) fully executed original applicable supplier contract and related documents.

VI.2.20. If the ICC rejects the results of the procurement event, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within ten (10) days of the ICC decision to analyze potential causes of low supplier interest or causes for the ICC decision. The Procurement Administrator may implement changes and hold a second procurement event if such changes would address concerns causing the Commission to reject the results of the first procurement event or resulting in the procurement event failing to meet the requirements.

VI.2.21. If the ICC approves some or all of the Bidder's Bids, the Bidder will have seven (7) business days after the ICC approval to pay the Supplier Fee associated with those winning Bids. The IPA may draw upon the IPA Letter of Credit in case of failure to pay the Supplier Fee. If the Bidder has Bids that are approved by the Commission and all of the systems that are part of the winning Bids are existing systems, the IPA Letter of Credit will be cancelled as soon as practicable after the IPA receives the Supplier Fee from the Bidder. If the Bidder has Bids that are approved by the Commission and some of the systems that are part of the winning Bids are new systems, the IPA will request an amendment to the amount of the IPA Letter of Credit as soon as practicable after the IPA receives the Supplier Fee from the Bidder. The IPA Letter of Credit will expire on the date stated as part of its terms unless the Bidder provides any special instructions for return of the IPA Letter of Credit in the Part 2 Proposal.

VI.3. Personnel and Confidentiality

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

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

ARTICLE VII. Reserved Rights

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