

## UPDATED DRAFT PROPOSAL REQUIREMENTS

### 1. Purpose

1.1. The Community Renewable Generation Program Forward Procurement RFP (“Non-Solar Community Renewables RFP”) is expected to be issued in October 2019. Through the Non-Solar Community Renewables RFP, the Illinois Power Agency (“IPA”) will solicit competitive bids for award of fifteen year contracts for the annual delivery of renewable energy credits (“RECs”) from new community renewable generation projects that are not community solar photovoltaic projects (“non-solar community projects”). The quantity of RECs to be procured from non-solar community projects will be based on the performance of other procurements and programs, as well as analysis of expected available budget. RECs from these projects will be procured for the portfolios of Ameren Illinois Company (“AIC”) and Commonwealth Edison Company (“ComEd”), each a “Company”.

1.2. The present document provides an overview of the Proposal submission process, draft Proposal requirements, and key contract terms. These requirements are based on:

- Public Act 99-0906, which was signed into law on December 7, 2016 and became effective June 1, 2017 (the “Act”);
- The Long-Term Renewable Resources Procurement Plan developed by the IPA;
- The Order by the Illinois Commerce Commission (“Commission”) dated April 3, 2018, regarding the IPA’s Long-Term Renewable Resources Procurement Plan; and
- The requirements from the Adjustable Block Program.

These draft Proposal requirements are subject to change.

**2. Overview of Proposal Submission Process**

- 2.1. A “Project” is a non-solar community project. Specifically, a non-solar community project cannot be a solar photovoltaic project.
- 2.2. A “Proposal” is a response to this RFP for one non-solar community project. A “Bidder” is a participant that presents a Proposal to this RFP.
- 2.3. 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. The qualification standards are set to provide assurances that the Project can satisfy the requirements of Public Act 99-0906 and to establish that the participant accepts the terms of, and can meet the obligations under, the REC Contract. The qualification standards for non-solar community projects are based on the requirements of the Adjustable Block Program. The requirements of the second part of the Proposal (“Part 2 Proposal”) includes the bid and financial support for the bid.
- 2.4. 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 are due at 12 PM (noon) Central Prevailing Time on the Part 1 Date.
- 2.5. Each Bidder is required to pay a non-refundable Bid Participation Fee of \$500 as a condition of completing the Part 1 Proposal to the extent that such Bidder has not already paid a Bid Participation Fee pursuant to its participation in a 2019 procurement event. The Bid Participation Fee will be used to cover part of the costs of the 2019 procurement events. Supplier Fees, which are levied only on those that have bids approved by the Commission, are also used to cover part of the costs of the procurement events.

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- 2.6. Participants submit the Part 1 Proposal online, using the “online Part 1 Form”. Participants enter required information in the online Part 1 Form (for example, contact information for the participant). Any supporting documentation that may be required can either be uploaded to the online Part 1 Form or sent via email to the Procurement Administrator at [Illinois-RFP@nera.com](mailto:Illinois-RFP@nera.com). When a signature is required, the Procurement Administrator makes available an “Insert”, which is a stand-alone Microsoft Word form that a participant can fill out, print, sign, scan, and then upload to the online Part 1 Form or email to the Procurement Administrator. Additional details on Part 1 Proposal requirements are provided in the next section.
- 2.7. The Part 1 Proposal consists of the completed online Part 1 Form as well as documents required by the Part 1 Form (emailed to the Procurement Administrator or uploaded to the online Part 1 Form).
- 2.8. 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 participant’s bids, are due at 12 PM (noon) Central Prevailing Time on the Part 2 Date.
- 2.9. Bidders use the “online Part 2 Form” to submit information and documents in response to the Part 2 Proposal requirements. A participant makes a number of certifications, including that any bid submitted is binding until seventeen (17) days after submission.
- 2.10. A participant is required to submit bid assurance collateral in the form of cash or a letter of credit to support its bids on all its Projects. The participant’s bank delivers a letter of credit or the participant delivers cash through a wire transfer to each Company separately

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(i.e., separately to AIC and ComEd). The Procurement Administrator makes available a standard form of this letter of credit for each Company that a participant can use along with any optional modifications approved by the Company and posted to the procurement website. The Procurement Administrator provides detailed instructions for the submission of cash as bid assurance collateral.

- 2.11. All bid assurance collateral is returned to participants or expires at the conclusion of the procurement event. Participants that have bids approved by the Commission must complete all contract execution formalities and must complete payment of the Supplier Fees before bid assurance collateral is returned or expires.
- 2.12. The Part 2 Proposal consists of: (i) the completed online Part 2 Form; (ii) bid assurance collateral; (iii) any other documents necessary to fulfill the Part 2 Proposal requirements; and (iv) the Bid Form, which is submitted separately from the other components of the Part 2 Proposal.
- 2.13. The Procurement Administrator will provide a Bid Form in Microsoft Excel format to be used by the participant to submit a bid for each of its Projects. A bid is a price per REC as well a quantity of RECs to be delivered annually from the Project.
- 2.14. The day bids are due is called the “Bid Date”. Bids are evaluated on the Bid Date. The bids will be received during a particular time window on the Bid Date (for example, between 8 AM and noon). The Procurement Administrator evaluates the bids of participants that successfully complete the Part 1 Proposal and the Part 2 Proposal.

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2.15. The evaluation of bids first eliminates the bids that fail to meet or beat the benchmarks. Second, bids are ranked in order of price per REC. The lowest-priced Projects that satisfy the targeted number of RECs or budget set by the IPA will be selected.

2.16. Within two (2) business days of the Bid Date, the Procurement Administrator will submit to the Commission a confidential report that will provide the results of the procurement event. Within two (2) business days of the Bid Date, the Procurement Monitor will submit to the Commission a confidential report regarding the results of the procurement event. The Commission 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.

2.17. An indicative schedule (subject to change) is provided below.

<b>Event</b>	<b>Date</b>
Release of Preliminary Proposal Requirements	Tuesday, July 30, 2019
Release of Draft Contract Terms	Tuesday, July 30, 2019
Webcast	Wednesday, July 31, 2019
Release of Draft Contract for Comments by Participants	Friday, August 30, 2019
Comments Due on Draft Contract	Friday, September 20, 2019
Final REC Contract Posted	Tuesday, October 22, 2019
Final RFP Documents Posted	Wednesday, October 23, 2019
Webcast	Wednesday, October 23, 2019
Window to Submit Part 1 Proposals Opens	Thursday, October 24, 2019

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<b>Event</b>	<b>Date</b>
Deadline for Submission of Part 1 Proposals	Wednesday, November 6, 2019
Notification of Part 1 Proposal Results	Tuesday, November 19, 2019
Window to Submit Part 2 Proposals Opens	Wednesday, November 20, 2019
Deadline for Submission of Part 2 Proposals	Wednesday, December 4, 2019
Bids Due	Friday, December 13, 2019
Commission Decision on Results	Thursday, December 19, 2019

3. Draft Part 1 and Part 2 Proposal Requirements

The tables below provide a list of requirements that are anticipated at this time for the Part 1 and Part 2 Proposals. This list is in draft form and is preliminary.

Draft Part 1 Proposal Requirements for Each Project	
<b>Project Description</b>	<p><i>This section collects basic information regarding the Project.</i></p> <ul style="list-style-type: none"> <li>• <u>Name of Project</u></li> <li>• <u>Generation Type</u>: Specify whether the facility is powered by: (i) wind; or (ii) biodiesel, crops and untreated and unadulterated organic waste biomass, or tree waste.</li> <li>• <u>System Size</u>: Provide size in MW, AC rating. Size must be no more than 2 MW, AC rating.</li> <li>• <u>System Specification</u> (optional):             <ul style="list-style-type: none"> <li>○ Standard capacity factors will be used to calculate the maximum output of Project.</li> <li>○ If the capacity factor of the system is anticipated to be higher, the participant may provide documentation that supports a higher capacity factor.</li> <li>○ If provided, such documentation must include an estimate of energy production. Such documentation may also include additional design specifications that support a higher capacity factor.</li> </ul> </li> </ul>
<b>Project Site</b>	<p><i>This section collects information on the location of the Project and Project Site. The Project must be entirely located in Illinois. The Project must be or will be interconnected at the distribution system level of an electric utility, a municipal utility, a public utility, or an electric cooperative as defined by the Act.</i></p> <ul style="list-style-type: none"> <li>• <u>Name of utility or cooperative to which Project is/will be interconnected</u></li> <li>• <u>Project Site Address</u></li> <li>• <u>Project Site map</u>: The Project Site map must show property boundaries, any structures on the property, the location of the project, and the location of any co-located project on the same parcel or a contiguous parcel.</li> <li>• <u>Co-Location</u>: If two or more community renewable projects are co-located then:</li> </ul>

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	<ul style="list-style-type: none"> <li>○ Provide the size (kW, AC rating) of all Projects.</li> <li>○ As stated above, indicate the location of the Project on the Project Site map.</li> <li>○ The Procurement Administrator may require additional information.</li> </ul>
<p><b>Additional Information for Projects Already in Operation</b></p>	<p><i>This section collects information for Projects that are already in operation. The date at which operation started cannot be on or before June 1, 2017.</i></p> <ul style="list-style-type: none"> <li>• <u>Date of first operation</u></li> <li>• <u>GATS or MRETS ID</u></li> <li>• <u>Interconnection Agreement</u>: provide a copy of the signed Interconnection Agreement for the Project</li> </ul>
<p><b>Additional Information for Projects Not Yet in Operation</b></p>	<p><i>This section collects information for Projects that are not yet in operation. The date at which operation is expected to start cannot be after May 2021 (18 months after contract execution).</i></p> <ul style="list-style-type: none"> <li>• <u>Expected date of first operation</u></li> <li>• If available, provide a copy of the <u>signed Interconnection Agreement</u> for the Project (Procurement Administrator may require submission of the entire document).</li> <li>• If a signed Interconnection Agreement is not available for the Project, provide: <ul style="list-style-type: none"> <li>○ A copy of the submitted <u>Interconnection Application</u> for the Project;</li> <li>○ A description of how the Project will be financed;</li> <li>○ A list of non-ministerial permits that are required for the Project and state whether those permits are in-hand;</li> <li>○ <u>Letter(s) of intent from lenders or equity partners</u> to cover 30% of the project financing; and</li> <li>○ <u>Documentation for site control</u> for a number of acres of at least 30 times the Project size in MW (AC rating) for wind Projects. For other technologies, describe what constitutes a Project site for the technology in question and provide evidence of control for such a site.</li> </ul> </li> <li>• Acceptable documentation for site control includes: <ul style="list-style-type: none"> <li>○ a signed lease agreement;</li> <li>○ proof of land ownership;</li> </ul> </li> </ul>

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	<ul style="list-style-type: none"> <li>○ a memorandum of understanding with a land owner; and</li> <li>○ a letter of intent to lease the land.</li> <li>• The site control documents should refer to the parcel or portion of the Project Site described in the Project Site map, should provide the acres controlled by each land owner, and should name the Seller or an affiliated company. The Procurement Administrator will also review documentation not in the form listed above.</li> </ul>
<p><b>Identification of Other Parties</b></p>	<p><i>This section collects information for the entities and individuals involved in the Proposal.</i></p> <ul style="list-style-type: none"> <li>• <u>Name and address of the Bidder</u>: The Bidder is the party submitting the Proposal.</li> <li>• <u>Name, address, and website for the Seller</u>: The Seller is the party signing the REC Contract if the Project is approved by the Commission. The Seller may or may not be the same entity as the Bidder. (For example, Energy Company Inc could be the Bidder and Project A LLC could be the Seller). The website may be the website of the parent company or an affiliated company.</li> <li>• <u>Identify Project Owner</u>: Confirm that the Seller is the Project Owner or provide documentation to show that the Seller will have title to the RECs during the term of the REC Contract.</li> <li>• <u>Contact Information for Representatives</u>: At least one and up to four individuals who can respond to questions regarding the Project and the Proposal.</li> <li>• <u>Contact Information for Officer of the Seller</u>: Title and contact information for an individual who has the power to undertake contracts and to bind the Seller.</li> </ul>
<p><b>Requirements for a Seller that is an Approved Vendor under the Adjustable Block Program</b></p>	<p><i>This section collects information for a Seller that is already an Approved Vendor.</i></p> <ul style="list-style-type: none"> <li>• <u>Proof of Approved Vendor Status</u> under Adjustable Block Program</li> <li>• <u>IRS W-9 Form</u></li> <li>• <u>Certificate of good standing</u> from the Illinois Secretary of State dated within the past 12 months</li> </ul>
<p><b>Requirements for a Seller Without Approved Vendor Status</b></p>	<p><i>This section collects information for a Seller that is <u>not</u> already an Approved Vendor.</i></p> <ul style="list-style-type: none"> <li>• <u>Details of Formation</u>: Date at which Seller was formed and home state of registration</li> </ul>

	<ul style="list-style-type: none"> <li>• <u>Certificate of good standing</u> from the Illinois Secretary of State dated within the past 12 months</li> <li>• <u>IRS W-9 Form</u></li> <li>• <u>Ownership structure</u> <ul style="list-style-type: none"> <li>○ Other businesses owned or partially owned by the Seller</li> <li>○ Parent company of Seller or list of owners/proprietors with an interest of 5% or more in the Seller</li> </ul> </li> <li>• <u>Tracking System</u>: Confirmation of PJM-GATS or M-RETS account that can be used by the Seller</li> <li>• <u>Exceptions</u>: List of exceptions (if any) to the regulatory and legal statements in the next section. For any statement that does not apply to the Seller:           <ul style="list-style-type: none"> <li>○ provide an explanation of the issue(s).</li> <li>○ state whether the issue is in relation to the current business of the Seller.</li> <li>○ provide relevant dates.</li> <li>○ list any remedial or corrective action(s) taken and</li> <li>○ provide the current status of the issue(s).</li> </ul> </li> </ul>
<p><b>Regulatory / Legal Certifications</b></p>	<p><i>The statements in this section are evaluated for each Seller that is <u>not</u> already an Approved Vendor. Any statement that is not true is listed as an "exception" in the previous section.</i></p> <ul style="list-style-type: none"> <li>• Within the past five (5) years, no current officer of the Seller or current officer of any affiliate of the Seller has:           <ul style="list-style-type: none"> <li>○ Been sanctioned relative to any business or professional permit or license.</li> <li>○ Been under suspension, debarment, voluntary exclusion or determined ineligible under any federal or state statutes.</li> <li>○ Been suspended or debarred.</li> <li>○ Been the subject of an investigation by a government entity for a civil or criminal violation for any business-related conduct.</li> <li>○ Been charged with a misdemeanor or felony for misappropriation of funds or property, or for fraud.</li> <li>○ Been suspended, cancelled, terminated or found non-responsible on any contract, or had a surety called upon to complete an awarded contract.</li> </ul> </li> <li>• The Seller and its affiliates do not have judgments filed against them within the past five (5) years and that remain undischarged.</li> </ul>

	<ul style="list-style-type: none"> <li>• The Seller and its affiliates have not been the subject of any bankruptcy proceedings within the last seven (7) years and have no bankruptcy proceeding pending.</li> <li>• No owner or proprietor of the Seller (with at least 15% interest) is also the owner or proprietor of another entity that has been the subject of a bankruptcy proceedings within the last seven (7) years or that has a bankruptcy proceeding pending.</li> <li>• The Seller and its affiliates have filed all required tax returns and fully paid taxes according to deadlines required by federal, state, or local laws.</li> </ul>
<p><b>Certifications Regarding the Projects</b></p>	<p><i>The Officer of the Seller or a representative of the Bidder must make the certifications below.</i></p> <ul style="list-style-type: none"> <li>• Each Project is a “community renewable generation project” as this term is defined in the Act and the Seller has made all investigations it deems necessary to make this determination;</li> <li>• Project credits or will credit the value of electricity generated to the subscribers;</li> <li>• Each Project is powered by wind, biodiesel, crops and untreated and unadulterated organic waste biomass, or tree waste;</li> <li>• Each Project is or will be in Illinois and is or will be entirely located within the physical location identified in the description of the Project Site;</li> <li>• Each Project is or will be interconnected at the distribution system level of an electric utility, a municipal utility, a public utility, or an electric cooperative as defined by the Act;</li> <li>• The Project has or will have a single revenue quality meter that satisfies the requirements of the applicable distribution company and that measures or will measure its generation output;</li> <li>• The date of first operation of each Project did not occur on or before June 1, 2017;</li> <li>• Given the milestones achieved, it is reasonable to expect that each Project will be developed, energized and able to acquire subscribers 18 months after Commission decision on the results of the procurement event;</li> <li>• The Project is or will be registered in PJM EIS GATS or M-RETS;</li> <li>• No Project is and will be a generating unit whose costs are being recovered through rates regulated by Illinois or any other state or states; and</li> </ul>

	<ul style="list-style-type: none"> <li>All information provided in the Part 1 Proposal regarding each Project is true and accurate to the best of the representative's knowledge and belief.</li> </ul>
<p><b>Certifications Regarding the Seller</b></p>	<p><i>The Officer of the Seller must make the certifications below.</i></p> <ul style="list-style-type: none"> <li>The Seller as identified in the Proposal is the entity that will sign the REC Contracts with the Companies if one or more Projects are selected through the RFP and the Bids are approved by the Illinois Commerce Commission;</li> <li>The Seller agrees that there will be no substitution of Projects once the Projects are qualified through a successful Part 1 Proposal;</li> <li>The Seller understands and accepts the terms of the REC Contract and accepts the fact that the number of counterparties under such REC Contracts will be assigned to the Seller by the Procurement Administrator;</li> <li>The Seller has title to the RECs from the Project and will continue to have such title at the time of execution of the REC Contract;</li> <li>The Part 1 Proposal will remain in full force and effect until seventeen (17) days after the Bid Date;</li> <li>If, for any reason and due to any circumstance, any information provided in the Part 1 Proposal for a Project changes or any previous certification fails to remain valid before that date, the Bidder or Seller will notify the Procurement Administrator of such change as soon as practicable, and failing to do so may result in disqualification of one or more of the Projects;</li> <li>The submission of the Part 1 Proposal constitutes the Bidder's and the Seller's acceptance of all the terms and conditions of these RFP Rules, regardless of the outcome of the RFP or the outcome of such Proposal;</li> <li>The Officer of the Seller has no knowledge of the Bidder being part of a bidding agreement, a bidding consortium, or any other type of agreement with another Bidder related to bidding in this RFP; and</li> <li>All information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief.</li> </ul>

Draft Part 2 Proposal Requirements for Each Project	
<b>Bid Assurance Collateral</b>	<ul style="list-style-type: none"> <li>• Bid assurance collateral in the form of a letter of credit or cash.</li> </ul>
<b>Marketing Materials</b>	<p><i>This section collects marketing materials prepared by the Bidder, Seller or their affiliates.</i></p> <p><u>Provide marketing materials</u> used to promote the Project or participation in the IPA Programs.</p>
<b>Information to Prepare REC Contracts</b>	<p><i>This section collects information needed to prepare the REC Contracts (e.g., Seller name and address, contract information for notices under the REC Contract, etc.)</i></p>
<b>Certifications by Seller</b>	<p><i>The Officer of the Seller must make the certifications below.</i></p> <ul style="list-style-type: none"> <li>• Sellers and Bidder together are bidding independently of any other participant in the RFP;</li> <li>• Commit to bids remaining valid until seventeen (17) days after Bid Date;</li> <li>• Agree to execute the REC Contracts for any selected Project with the counterparties assigned by the Procurement Administrator within the required timeframes;</li> <li>• Agree to provide disclosure forms, as made available through the Adjustable Block Program portal, signed by subscribers during the term of the contract;</li> <li>• Agree to abide by marketing guidelines as set forth in the Adjustable Block Program;</li> <li>• Certify that applications have been submitted to obtain all non-ministerial permits required for the Projects;</li> <li>• The Part 2 Proposal will remain in full force and effect until seventeen (17) days after the Bid Date; and</li> <li>• All information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief.</li> </ul>
<b>Documentation to Support the Certifications</b>	<p><i>Evidence that applications for non-ministerial permits have been submitted, or that such permits are in-hand.</i></p>
<b>Bid</b>	<ul style="list-style-type: none"> <li>• A Bid for a Project consists of a price per REC that will be paid to the Seller for eligible RECs under the REC Contract.</li> </ul>

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<b>Evaluation</b>	<ul style="list-style-type: none"><li>• The lowest-priced Projects that satisfy the targeted number of RECs or budget set by the IPA will be selected. Each Project's number of RECs for this purpose will be based on a pre-set capacity factor and the size of the project in MW (AC rating).</li></ul>
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