

Illinois Power Agency Spring 2023 Procurement Events

Invitation to Comment on Proposed Changes to the Standard Contract Forms Procurement of Energy Blocks for the AIC Portfolio, the ComEd Portfolio, and the MEC Portfolio

Invitation to Comment

On September 28, 2022, the IPA submitted its Procurement Plan (“Plan”) to the Illinois Commerce Commission (“ICC”) in compliance with Public Act 095-0481 (the “Act”), which includes the Illinois Power Agency Act (“IPA Act”). The ICC issued its Order with regards to the Plan on December 15, 2022. The Plan provides for the purchase of electric supply to serve certain customers of Ameren Illinois Company (“AIC”), Commonwealth Edison Company (“ComEd”), and MidAmerican Energy Company (“MEC”) for the five-year period from June 2023 through May 2028 via on-peak and off-peak blocks of monthly and/or multi-month durations.

The Procurement Administrator invites interested parties to submit their comments on the proposed changes incorporated into the draft energy contract for AIC, ComEd and MEC.

For the procurement of energy blocks, the Procurement Administrator is proposing to use the 2022 energy contract for the ComEd Energy Contract with changes. Comments are solicited on proposed changes that have been made relative to the previously used 2022 energy contracts and not on the entire contract. The Procurement Administrator is proposing to use the 2022 energy contract for the AIC Energy contract with minor administrative changes and MEC Energy Contract with no changes. Thus, no comments are solicited on the AIC Energy Contract and MEC Energy Contract.

Timeline and Process

The Draft (ComEd) Energy Master Agreement has been issued as Microsoft Word documents for interested parties to submit their comments.

The timeline and process for interested parties to provide comments on all proposed changes are as follows:

- Please submit your comments with tracked changes in Microsoft Word on the draft ComEd Energy Contract.
- You may submit additional comments or explanatory notes in a separate document or via email.
- Please submit your comments to the Procurement Administrator by e-mail at Illinois-RFP@nera.com
- Please provide telephone and email contact information in the event that the Procurement Administrator seeks clarification regarding your comments.

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The deadline to provide comments is March 8, 2023.

Please direct any questions regarding this comment process to the Procurement Administrator at Illinois-RFP@nera.com.

Proposed Changes

All proposed changes as numbered below are provided for the convenience of interested parties in an attachment to this document.

Ameren Illinois Company (“AIC”)

The standard contract form for AIC is the EEI Master Power Purchase & Sale Agreement with certain specific terms (the “(AIC) Confirmation Agreement”). A summary of the proposed changes from the previously used 2022 energy contract is provided below.

AIC Energy Proposed Change		
Proposed Change	Document	Nature of Change
AIC-E1	Confirmation Agreement	Update dates

Change E1 is administrative in nature and does not modify the terms of the (AIC) Confirmation Agreement. As such, the Procurement Administrator does not expect comments from interested parties in regard to this proposed change. AIC Confirmation Agreement is not provided in Microsoft Word format.

Commonwealth Edison Company (“ComEd”)

The standard contract form for ComEd is the EEI Master Power Purchase & Sale Agreement with certain specific terms (the “(ComEd) Master Agreement”). A summary of the proposed changes from the previously used 2022 energy contract is provided below.

ComEd Proposed Change		
Proposed Change	Document	Nature of Change
ComEd-1	EEI Master Agreement and Cover Sheet	Removed contract execution timeline to avoid confusion
ComEd-2	Schedule 2 to Collateral Annex	Attachments added to allow for optional amendments to the Form of Guaranty
ComEd-3	Confirmation Sheet – Sample	Update dates

Change 1 and 3 is administrative in nature and does not modify the terms of the (ComEd) Master Agreement. As such, the Procurement Administrator does not expect comments from interested parties in regard to this proposed change.

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Attachment to Invitation to Comment

All proposed changes are provided below for the convenience of interested parties.

(AIC Energy) Confirmation Agreement

AIC-E1:

[SIGNATURE PAGE TO AIC/[_____]] ~~2022 FALL~~ 2023 SPRING ENERGY CONFIRMATION AGREEMENT]

(ComEd) EEI Master Agreement and Cover Sheet

ComEd-1:

2.3 **Confirmation.** The Parties shall confirm a Transaction by executing a confirmation (“Confirmation”) substantially in the form of Exhibit A.

~~The actions and timing required to execute the Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents is summarized by the following table:~~

Party	Timing	Action
ICG	Day 0	Approves the results and announces that Seller has been selected.
Buyer	by 5:00 PM-EPT on the first Business Day following Day 0 (Day A)	Prepares and sends a partially-executed electronic copy of the Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents to the Seller.
Seller and if applicable, Seller's Guarantor	by 5:00 PM-EPT on the second Business Day following Day 0 (Day B)	Executes the signature pages of the partially-executed electronic copy of the Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents, and sends such fully-executed signature pages to Buyer electronically.

(ComEd) Schedule 2 to Collateral Annex

ComEd-2:

Attachment 1 – Optional Amendments to the Guaranty

Amendment No. () to Corporate Guaranty

TO: Commonwealth Edison Company (“Guaranteed Party”).

WHEREAS, _____ (“Seller”) and Guaranteed Party entered into various Confirmation(s) and Master Agreement(s) (collectively “Agreements”) as set forth in Appendix A of that certain Guaranty dated _____, 202 , as amended by Amendment No. _____ dated _____, 202 (collectively the “Guaranty”); and

WHEREAS, _____ (“Guarantor”) desires to amend Appendix A to include the Master Power Purchase and Sale Agreement dated _____, 202 , set forth below:

NOW, THEREFORE, Guarantor hereby agrees as follows:

1. In Appendix A, delete table in its entirety and insert the following in place thereof:

– Description of Agreement(s)

Master Power Purchase and Sale Agreement, dated _____

Master Power Purchase and Sale Agreement, dated _____

Master Power Purchase and Sale Agreement, dated _____

Master Power Purchase and Sale Agreement, dated _____

Master Power Purchase and Sale Agreement, dated _____

Master Power Purchase and Sale Agreement, dated _____

Master Power Purchase and Sale Agreement, dated _____

2. Capitalized terms used but not defined herein (including those used in the foregoing recitals) shall have the meanings specified in the Guaranty unless herein defined or the context otherwise requires.

3. Except as specifically amended herein, all other terms, conditions and obligations in the Guaranty shall remain in full force and effect unless terminated as provided therein.

IN WITNESS WHEREOF, Guarantor has duly executed this Amendment No. () to the Guaranty on this _____.

Signature Page to Follow

By: _____

Its: _____

Date: _____

Acknowledged and Accepted:

COMMONWEALTH EDISON COMPANY

By: _____

Its: _____

Date: _____

Amendment No. () to Corporate Guaranty

TO: Commonwealth Edison Company (“Guaranteed Party”).

WHEREAS, _____ (“Seller”) and Guaranteed Party entered into various Confirmation(s) and Master Agreement(s) (collectively “Agreements”) as set forth in Appendix A of that certain Guaranty dated _____, 202 , as amended by Amendment No. _____ dated _____, 202 (collectively the “Guaranty”); and

WHEREAS, _____ (“Guarantor”) desires to increase the amount of the Guaranty as set forth below.

NOW, THEREFORE, Guarantor hereby agrees as follows:

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1. The reference to “\$ _____.” in Paragraph Number 1 of the Guaranty is deleted and replaced with “\$ _____”.

2. Capitalized terms used but not defined herein (including those used in the foregoing recitals) shall have the meanings specified in the Guaranty unless herein defined or the context otherwise requires.

3. Except as specifically amended herein, all other terms, conditions and obligations in the Guaranty shall remain in full force and effect unless terminated as provided therein.

IN WITNESS WHEREOF, Guarantor has duly executed this Amendment No. () to the Guaranty on this _____.

By: _____

Its: _____

Date: _____

Acknowledged and Accepted:

Commonwealth Edison Company

By: _____

Its: _____

Date: _____

(ComEd) Confirmation Sheet - Sample

ComEd-3:

Special Conditions:
Scheduling: Seller shall submit Contract Quantity through PJM InSchedules by the later of September 23, 2022 or four weeks prior to the beginning of the Delivery Period. Buyer shall confirm the Contract Quantity submitted by Seller through PJM InSchedules by the later of September 29, 2022 or three weeks prior to the beginning of the Delivery Period.
Market: Seller must schedule and deliver in the PJM Day-Ahead Market.