

**Illinois Power Agency**  
**Fall 2022 Procurement Events**  
**for Block Energy and Capacity**  
**Request for Proposals Process and Rules**

01 July 2022

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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 29, 2021 the Illinois Power Agency (“IPA”) filed a Procurement Plan with the Illinois Commerce Commission (“ICC” or “Commission”). The Procurement Plan provides for purchase of electric supply to serve certain customers of Ameren Illinois Company (“AIC”), Commonwealth Edison Company (“ComEd”), and MidAmerican Energy Company (“MEC”) over the five-year period beginning on June 1, 2022 and ending on May 31, 2027. The Procurement Plan also provides for the procurement of capacity for AIC to satisfy a portion of its forecast requirement in the 2023-2024 and the 2024-2025 Planning Years.
- I.1.2. The ICC issued an Order on November 4, 2021 approving the IPA’s Procurement Plan. For purposes of this document, the “Procurement Plan” means the February 7, 2022 Plan, prepared to conform with this ICC Order.
- I.1.3. Pursuant to the Procurement Plan, in the Spring of 2022, a procurement event was held to procure specific quantities of on-peak and off-peak energy in monthly periods from June 1, 2022 through May 31, 2025 to be delivered to AIC, a second procurement event was held to procure specific quantities of on-peak and off-peak energy in monthly periods from June 1, 2022 through May 31, 2025 to be delivered to ComEd, and a third procurement event was held to procure specific quantities of on-peak and off-peak energy in monthly periods from June 1, 2022 through May 31, 2023 to be delivered to MEC. A fourth procurement event was held to procure capacity for up to 37.5% of AIC’s forecast requirement in the 2023-2024 Planning Year, less capacity already procured in the 2021 procurement events, and for up to 12.5% of AIC’s forecast requirement in the

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2024-2025 Planning Year. The three (3) procurement events held for energy failed to fully meet the expected load requirements of AIC, ComEd, and MEC. In accordance with Section 16-111.5 of the Act, the Procurement Administrator, the Procurement Monitor, and ICC Staff met within ten (10) days to analyze potential causes of low supplier interest. At this meeting, these parties agreed that additional procurement events would be held at the earliest opportunity to procure the remaining unprocured block energy for the period June through September 2022 for all three (3) companies. Three (3) additional procurement events were held in Spring 2022 under the “Supplemental RFP”.

I.1.4. Pursuant to the Procurement Plan, in the Fall of 2022, a procurement event will be held to procure specific quantities of on-peak and off-peak energy in monthly periods from October 1, 2022 through May 31, 2025 to be delivered to AIC and a second procurement event will be held to procure specific quantities of on-peak and off-peak energy in monthly periods from October 1, 2022 through May 31, 2025 to be delivered to ComEd. No energy procurement event is planned for MEC in Fall of 2022 at this time; should a procurement event be scheduled, an addendum to the RFP Rules will be released with information pertaining to such procurement event. A third procurement event will be held to procure capacity for up to 50% of AIC’s forecast requirement in the 2023-2024 Planning Year less capacity procured in prior procurement events for that Planning Year and up to 25% in the 2024-2025 Planning Year less capacity procured in the Spring 2022 procurement event.

I.1.5. For AIC, “Included Retail Customers” are residential and non-residential customers below 150 kW that are currently taking generation service under a fixed-price tariff and are included in the following customer classes: residential (DS-1); non-residential less than 150 kW (DS-2); and lighting service (DS-5). For

ComEd, “Included Retail Customers” are residential and non-residential customers below 100 kW that are currently taking generation service under a fixed-price tariff. For each of AIC and ComEd, the requirements of Included Retail Customers will be met from a variety of sources including but not limited to the supply procured through this RFP, the Spring 2022 RFP, the Supplemental RFP, as well as supply procured through the 2021 RFPs, 2020 RFPs, and the 2010 long-term RFPs.

- I.1.6. The present document, in conjunction with all its appendices as described in more detail in Section I.6, constitutes the Request for Proposals (“RFP”) to solicit bids from suppliers for all three procurement events. This RFP is referred to as the “Block Energy and Capacity RFP” and abbreviated as “BEC RFP”. The present document alone is referred to as the “RFP Rules”. The RFP Rules detail the qualification standards and bidding process.
- I.1.7. A “Proposal” is a response to this RFP. A supplier that submits any part of a response to this RFP is a “Bidder”. A Bidder presents a single Proposal for participation in any or all of the procurement events for AIC and ComEd. Activities for all procurement events are held jointly and concurrently, with two exceptions. Bidders submitting a Proposal for the AIC Capacity procurement event have a later deadline for submission of the bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit and for submission of their Bids.
- I.1.8. 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.1.9. The IPA has retained NERA Economic Consulting (“NERA”) as the Procurement Administrator for the procurement events. The ICC has retained Bates White, LLC as the Procurement Monitor. The Procurement Monitor will monitor and report on the progress of the procurement events for the ICC.
- I.1.10. Capitalized terms in this document are defined herein unless explicit reference is made to another document.

**I.2. Products and Bids for Procurement of Block Energy**

- I.2.1. Each of AIC and ComEd is referred to as a “Company”. All on-peak hours in a given month constitute the “On-Peak Segment” for that month. All off-peak hours constitute the “Off-Peak Segment” for that month. A “Product” is a constant quantity of energy to be supplied to a Company at the delivery point specified by that Company in either the On-Peak Segment or the Off-Peak Segment of a specific month. There are thus potentially twenty-four (24) Products for each Company and each year.
- I.2.2. This entire Section I.2 refers only to Products for the procurement of Block Energy. In the remainder of this document, the term “Energy Product” may be used instead of Product and/or Combinations, as defined below, to disambiguate Energy Products from “Capacity Products” also procured through this RFP and described in the next section.
- I.2.3. The “Target” for a Product is the quantity of that Product that this RFP seeks to procure expressed in numbers of 25 MW blocks. Targets are given in Table I-1 and Table I-2. A Target of zero blocks is indicated by “-”. These Targets are provisional only and are subject to change. Included in these provisional Targets are the unfilled targets from the BEC RFP held in Spring of 2022. Final Targets will be provided in a notification to Bidders and announced on the procurement

website ([www.ipa-energyrfp.com](http://www.ipa-energyrfp.com)). Such notification and announcement are expected no later than the date of the Part 1 Notification.

**Table I-1. Targets for AIC (Number of Blocks of 25 MW)**

Month	On-Peak	Off-Peak	Month	On-Peak	Off-Peak
Oct 2022	7	6	Feb 2024	5	4
Nov 2022	7	6	Mar 2024	4	3
Dec 2022	9	7	Apr 2024	3	2
Jan 2023	16	13	May 2024	3	2
Feb 2023	15	11	Jun 2024	4	3
Mar 2023	7	6	Jul 2024	5	3
Apr 2023	6	5	Aug 2024	4	2
May 2023	7	5	Sep 2024	3	2
Jun 2023	5	4	Oct 2024	2	1
Jul 2023	5	4	Nov 2024	1	1
Aug 2023	5	3	Dec 2024	2	3
Sep 2023	5	4	Jan 2025	3	3
Oct 2023	3	3	Feb 2025	2	2
Nov 2023	3	3	Mar 2025	1	2
Dec 2023	5	3	Apr 2025	1	-
Jan 2024	5	4	May 2025	2	1

**Table I-2. Targets for ComEd (Number of Blocks of 25 MW)**

Month	On-Peak	Off-Peak	Month	On-Peak	Off-Peak
Oct 2022	49	42	Feb 2024	16	15
Nov 2022	56	45	Mar 2024	13	13
Dec 2022	60	54	Apr 2024	12	11
Jan 2023	75	69	May 2024	13	11
Feb 2023	68	65	Jun 2024	15	13
Mar 2023	34	49	Jul 2024	20	15
Apr 2023	24	49	Aug 2024	18	14
May 2023	25	47	Sep 2024	12	10
Jun 2023	17	14	Oct 2024	9	8
Jul 2023	21	18	Nov 2024	10	8
Aug 2023	20	16	Dec 2024	13	12
Sep 2023	15	12	Jan 2025	14	12
Oct 2023	12	11	Feb 2025	13	11
Nov 2023	13	12	Mar 2025	10	9
Dec 2023	16	15	Apr 2025	9	7
Jan 2024	16	16	May 2025	10	7

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I.2.4. A Bidder may bid on any number of Products and may bid on all Products. For each Product, a Bidder may bid on any number of blocks up to and including the Target for that Product.

I.2.5. A “Combination” is a grouping of two or more Products in a given Segment and in a given year (and for a given Company). The following Combinations apply to both Companies:

- July and August;
- October, November, and December;
- January and February;
- March and April; and
- June to May (inclusive).

I.2.6. The number of blocks available for a Combination is the minimum Target for the Products in that Combination. These are provided in Table I-3 and Table I-4 below. If the Target for at least one of the Products in the Combination is zero, then that Combination is not available. A Bidder may bid on any number of blocks for a Combination, up to and including the number of blocks available for that Combination. The numbers of blocks available for each Combination are provisional only and are subject to change based on the final Targets that are expected to be provided to Bidders no later than the date of the Part 1 Notification.

**Table I-3. Number of Blocks Available for Each Combination (AIC)**

<b>Combination</b>	<b>On-Peak</b>	<b>Off-Peak</b>	<b>Combination</b>	<b>On-Peak</b>	<b>Off-Peak</b>
Oct-Nov-Dec22	7	6	Jun23 to May24	3	2
Jan-Feb23	15	11	Jul-Aug24	4	2
Mar-Apr23	6	5	Oct-Nov-Dec24	1	1
Jul-Aug23	5	3	Jan-Feb25	2	2
Oct-Nov-Dec23	3	3	Mar-Apr25	1	-
Jan-Feb24	5	4	Jun24 to May25	1	-
Mar-Apr24	3	2			

**Table I-4. Number of Blocks Available for Each Combination (ComEd)**

<b>Combination</b>	<b>On-Peak</b>	<b>Off-Peak</b>	<b>Combination</b>	<b>On-Peak</b>	<b>Off-Peak</b>
Oct-Nov-Dec22	49	42	Jun23 to May24	12	11
Jan-Feb23	68	65	Jul-Aug24	18	14
Mar-Apr23	24	49	Oct-Nov-Dec24	9	8
Jul-Aug23	20	16	Jan-Feb25	13	11
Oct-Nov-Dec23	12	11	Mar-Apr25	9	7
Jan-Feb24	16	15	Jun24 to May25	9	7
Mar-Apr24	12	11			

- I.2.7. A “Bid” is the price that the Bidder is willing to accept to deliver each MWh in one (1) block to the Company. A Bid must be displayed as a price in \$/MWh for one (1) block of a Product or for one (1) block of a Combination. A Bidder cannot submit a Bid for less than a full block of a Product or for less than a full block of a Combination.
- I.2.8. This entire Section I.2 refers only to Bids for Energy Products and Combinations for a Company. In the remainder of this document, the term “Energy Bid” may be used as needed to disambiguate Energy Bids from bids for Capacity Products as defined in the next section.
- I.2.9. A Bidder may bid both on a Product and on a Combination that includes this Product.
- I.2.10. A Bidder may bid up to the Target for each Segment of each month and for each Company. A Bidder may, but is not required to, specify a maximum willingness to supply for a Segment of a month for a Company, which is the maximum number of blocks that the Bidder is willing to win and supply for that Segment of that month for that Company, across all Bids on the Product corresponding to that Segment of that month for that Company as well as Bids on any Combination that includes that Segment of that month for that Company. If a Bidder does not specify a maximum willingness to supply, it will be assumed, for each Segment of each month and for each Company, that the Bidder is willing to supply up to the

number of blocks bid for that Segment of that month for that Company (across Bids on the Product and any Combinations that includes the Product), or that the Bidder is willing to supply up to the Target for that Segment of that month for that Company, whichever is smaller.

- I.2.11. The evaluation of Bids for a Company in its procurement event for Energy Products proceeds in two steps. In the first step, all Bids that fail to meet the benchmarks are eliminated. 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. In the second step, the Procurement Administrator evaluates the Bids that meet or beat the benchmarks and selects a package of Bids that procures all needed blocks for that Company if possible at the lowest average cost per MWh. This package of Bids is called the Least Cost Package for a Company and each Bid in the Least Cost Package is a winning Bid. The evaluation of Bids is also discussed in Article VI.

**I.3. Products and Bids for Procurement of Capacity**

- I.3.1. There is a single procurement event for capacity for AIC's portfolio.
- I.3.2. MISO defines ten (10) Local Resource Zones ("LRZs" or "Zones") to ensure that sufficient qualified Planning Resources can be relied upon to meet demand within each portion of the MISO Region. Requirements in a Zone are met with Planning Resources located within each Zone or from outside the Zone if transmission capacity is sufficient.
- I.3.3. A "Product" consists of annual Zonal Resource Credits ("ZRCs"), as such term is defined in MISO's Business Practice Manuals and MISO's Open Access Transmission, Energy and Operating Reserve Market Tariff, for a given Planning

Year. ZRCs are procured for two (2) Planning Years: the 2023-2024 Planning Year, which is from June 1, 2023 to May 31, 2024 and the 2024-2025 Planning Year, which is from June 1, 2024 to May 31, 2025.

I.3.4. This entire Section I.3 refers only to Products for the procurement of capacity. In the remainder of this document, the term “Capacity Product” may be used to disambiguate Capacity Products from Energy Products also procured through this RFP and described in the previous section.

I.3.5. The “ZRC Target” is the number of ZRCs available for bid in a given Planning Year. Each ZRC is for one (1) MW. The ZRC Targets are provided in the table below. The ZRC Targets are provisional only and are subject to change. Final ZRC Targets, when they become available, will be provided in a notification to Bidders and posted on the procurement website ([www.ipa-energyrfp.com](http://www.ipa-energyrfp.com)). Such notification and announcement are expected no later than on the date of the Part 1 Notification.

**Table I-5. ZRC Targets**

<b>Planning Year</b>	<b>Forecast Requirement</b>	<b>ZRC Target (number ZRCs)</b>
2023-2024	1,715	214
2024-2025	1,709	214

I.3.6. A “Bid” includes a price, in \$/MW-day, for at least one ZRC for a given Planning Year for which ZRCs are procured. A Bid also includes the number of ZRCs to which the price applies and the Source Zone of the ZRCs. A Bidder may bid on any number of ZRCs in a Planning Year up to the ZRC Target in that Planning Year. A Bidder may not bid on a fraction of a ZRC.

I.3.7. This entire Section I.3 refers only to Bids for Capacity Products. In the remainder of this document, the term “ZRC Bid” may be used as needed to disambiguate

ZRC Bids from Energy Bids as defined in the previous section. The term “Bid” is used to mean Energy Bid and/or Capacity Bid as the context dictates.

- I.3.8. A Bidder may bid only on Capacity Products, only on Energy Products, or on both types of Products.
- I.3.9. The evaluation of Bids for the procurement of a Capacity Product for AIC proceeds in two steps. In the first step, all Bids that fail to meet the benchmarks are eliminated. In accordance with the Act, the benchmark is established by the Procurement Administrator, in consultation with the IPA, the Procurement Monitor, and the ICC Staff. The benchmark is confidential and is subject to review and approval by the ICC. In the second step, the Procurement Administrator evaluates the Bids that meet or beat the benchmarks and selects the lowest priced Bids. The evaluation of Bids is also discussed in Article VI.

#### **I.4. Submission of Proposals**

- I.4.1. 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. An illustrative Part 1 Form is provided as Appendix 5 to these RFP Rules as guidance for Bidders. Bidders may also provide required documents by email to the Procurement Administrator. The online Part 1 Form as well as the Inserts to the Part 1 Form are available electronically on the procurement website, [www.IPA-energyrfp.com](http://www.IPA-energyrfp.com), or are available from the Procurement Administrator. Inserts to the Part 1 Form are named and/or numbered using “P1”.
- I.4.2. The Part 1 Proposal for a Bidder consists of the completed online Part 1 Form as well as all documents required by the online Part 1 Form. A Bidder that has not paid a Bid Participation Fee pursuant to its participation in a prior 2022

procurement event and that submits a Part 1 Proposal is required to pay a non-refundable Bid Participation Fee.

- I.4.3. Bidders use the online Part 2 Form to submit information and documents in response to the Part 2 Proposal requirements described in Article V of these RFP Rules. An illustrative Part 2 Form is provided as Appendix 6 to these RFP Rules as guidance for Bidders. The illustrative Part 2 Form as well as the Inserts to the Part 2 Form are available electronically on the procurement website, [www.IPA-energyrfp.com](http://www.IPA-energyrfp.com), or are available from the Procurement Administrator. Inserts to the Part 2 Form are named and/or numbered using “P2”.
- I.4.4. Some Inserts to the Part 1 Form or to the Part 2 Form require a signature. Bidders may complete such Inserts by printing and signing the Insert or using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Alternatively, Bidders may complete such Inserts by digitally signing the Insert and providing along with the Insert an additional document or information that verifies the identity of the signatory. A digital signature together with an additional document or information that verifies the identity of the signatory is an “Acceptable Digital Signature”. Additional documentation or information may include: (i) a certificate of completion if the signatory uses DocuSign; (ii) a Final Audit Report if the signatory uses Adobe Sign; (iii) evidence that the digital signature has been certified by the signatory using a document signing certificate; or (iv) other documentation or information produced by a commercially available software that can be used by the Procurement Administrator to verify the identity of the signatory. Digital signatures without a document or information verifying the identity of the signatory are not acceptable; signature images and other electronic signatures are not acceptable.

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- I.4.5. With the Part 2 Proposal, a Bidder that intends to submit Bids for a procurement event of Energy Products for a Company must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit to that Company for that procurement event in an amount sufficient to support the Bids. A Bidder that intends to submit Bids for the AIC Capacity procurement event must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit to AIC for that procurement event. Bidders may provide other required documents by email to the Procurement Administrator. Bidders must use the Bid Forms provided by the Procurement Administrator for purposes of submitting Bids for Energy Products or of submitting Bids for Capacity Products. Illustrative Bid Forms for the Energy Products and for the Capacity Products are provided as appendices to these RFP Rules as guidance for Bidders.
- I.4.6. The Part 2 Proposal consists of the completed online Part 2 Form, bid assurance collateral, Bid Forms, and all other documents necessary to fulfill the Part 2 Proposal requirements.
- I.4.7. A schedule for this RFP is provided in Table II-1. Any updates will be provided on the procurement website [www.IPA-energyrfp.com](http://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 Proposal, including the Bid Participation Fee for a Bidder that has not paid such a fee pursuant to its participation in a prior 2022 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.4.8. 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 Proposal, including bid assurance collateral for each

energy procurement event, but excluding the Bidder's Bids and bid assurance collateral for the AIC Capacity procurement event, must be received by 12 PM (noon) on the Part 2 Date.

- I.4.9. The day Bids are due is called the "Bid Date". There are two separate Bid Dates, one for Bids on Energy Products and the other for Bids on Capacity Products. The Bidder's Bids must be received in a specific time window, the "Bid Window", on the Bid Date, according to the instructions from the Procurement Administrator. The Procurement Administrator evaluates Bids for a procurement event 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 10 AM on the Bid Date for Energy Products and by 12 PM (noon) on the Bid Date for Capacity Products. Bids for a procurement event are evaluated on the Bid Date for that procurement event.
- I.4.10. Within two (2) business days of the Bid Date for a procurement event, the Procurement Administrator submits to the ICC a confidential report that provides the results of the bidding related to such 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 for a procurement event, the Procurement Monitor submits to the ICC a confidential report regarding the results of such procurement event as well as a recommendation on whether these results should be accepted or rejected. The ICC decides whether to accept or reject the results of such procurement event within two (2) business days of receiving the confidential reports from both the Procurement Administrator and the Procurement Monitor.
- I.4.11. If the ICC approves the results of the procurement event for a Company, the Company and each Bidder with approved Bids for that Company will execute the

applicable supplier contract within three (3) business days and the Bidder will become a “Seller” under the applicable supplier contract.

- I.4.12. If the ICC rejects the results of a procurement event for a Company or if the requirements are not met for that 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 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 the failure of the procurement event to meet the requirements for that procurement event.

#### **I.5. Seller Obligations**

- I.5.1. There is a separate supplier contract for each procurement event. The supplier contract for the procurement of Energy Products for the AIC portfolio is the Confirmation Agreement, which is also designated as the (AIC) Confirmation Agreement for the avoidance of doubt. The supplier contract for the ComEd procurement event is the Master Agreement, which is also designated as the (ComEd) Master Agreement for the avoidance of doubt. The supplier contract for the procurement of Capacity Products for AIC is the Confirmation Agreement, which is also designated as the (AIC) Capacity Agreement for the avoidance of doubt.
- I.5.2. This section describes in general terms a few key provisions of the (AIC) Confirmation Agreement, the (ComEd) Master Agreement, and the (AIC) Capacity Agreement. This is a summary only and is subject to and qualified in their entirety by the agreements themselves, provided as Appendix 1 (the (AIC)

Confirmation Agreement), Appendix 2 (the (ComEd) Master Agreement), and Appendix 4 (the (AIC) Capacity Agreement).<sup>1</sup> When a Bidder submits Bids in a procurement event for Energy Products, the Bidder must certify, among other things, that its Bids constitute a binding and irrevocable offer to supply the number of blocks of each Product and/or Combination at each price submitted up to its maximum willingness to supply for each Segment of each month, under the terms of the applicable supplier contract (i.e., under the terms of the (AIC) Confirmation Agreement and/or the (ComEd) Master Agreement). When a Bidder submits Bids in the AIC Capacity procurement event, the Bidder must certify, among other things, that all its Bids together constitute a binding and irrevocable offer to deliver for the applicable Planning Year, under the terms of the (AIC) Capacity Agreement, the number of ZRCs approved from the LRZs specified and at the prices in the Bids.

I.5.3. Under the (AIC) Confirmation Agreement:

- In a given Segment of a given month, a Seller provides a constant amount of energy corresponding to the sum of the number of blocks won of the Product for that Segment of that month, and the number of blocks won of any Combination that includes that Segment of that month, times 25 MW. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own approved Bids for all blocks of that Product and for all blocks of a Combination that includes that Segment of that month. The Seller is paid potentially a different price for each On-Peak Segment and Off-Peak Segment and each month of the October 1, 2022 to May 31, 2025 period for which energy

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<sup>1</sup> Appendix 3 is reserved for MEC's Confirmation Agreement.

is purchased through the procurement event for AIC. Each month for which the Seller has an approved Bid will be considered a Delivery Period.

- The On-Peak Segment is defined as the Hour Ending (“HE”) 0700 through HE 2200 Eastern Standard Time (“EST”) Monday through Friday excluding NERC Holidays. No adjustments are made for Daylight Savings Time. The Off-Peak Segment is defined as all hours of all calendar days in Eastern Standard Time (“EST”) during the term that are not on-peak hours. “NERC Holidays” means a holiday as defined by the North American Electric Reliability Corporation or any successor thereto.
- The Seller will be responsible for scheduling in and delivery to the Midcontinent Independent System Operator, Inc. (“MISO”) Day-Ahead Market of the energy they contract to provide. The delivery point is the Ameren Illinois Company Load Zone (currently MISO CP Node AMIL.BGS6).
- AIC’s MISO Network Integrated Transmission Service (“NITS”) will be used for delivery of the Product to the Delivery Point. Seller is responsible for any other transmission service required to deliver the Product to Delivery Point. For each Delivery Period, Seller and Buyer shall utilize the DART/Financial Schedules tool within the MISO Market Portal to manage contracts and schedules for the hourly quantity. All such contracts and schedules shall specify (i) Buyer Name as AMCP3; (ii) Sink Location as AMIL.BGS6 (or any successor thereto); (iii) Delivery Point Location as AMIL.BGS6 (or any successor thereto); (iv) Schedule Approval as Counterparty Approval; (v) Settlement Market as Day Ahead; and (vi) Congestion Losses as Seller Pays. For each Delivery Period, Buyer and Seller agree to work together to enter and approve all DART/Financial Scheduling entries within the MISO Portal no later than ten (10) Business Days prior to the start of the Delivery Period.

I.5.4. Under the (ComEd) Master Agreement:

- In a given Segment of a given month, the Seller provides a constant amount of energy corresponding to the sum of the number of blocks won of the Product for that Segment of that month, and the number of blocks won of any Combination that includes that Segment of that month, times 25 MW. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own approved Bids for all blocks of that Product and for all blocks of a Combination that includes that Segment of that month. The Seller is paid potentially a different price for each On-Peak Segment and Off-Peak Segment for each month of the October 1, 2022 to May 31, 2025 period for which energy is purchased through the procurement event for ComEd. Each month for which the Seller has an approved Bid will be considered a Delivery Period.
- The On-Peak Segment is defined as HE 0800 through HE 2300 Eastern Prevailing Time ("EPT"), Monday through Friday, excluding NERC Holidays. The Off-Peak Segment is defined as HE 0100 through HE 0700 and HE 2400 EPT, Monday through Friday, and HE 0100 through HE 2400 EPT Saturday through Sunday and on NERC Holidays.
- The Seller will be responsible for scheduling in and delivery to the PJM Interconnection, LLC ("PJM") Day-Ahead Market of the energy they contract to provide. The delivery point under the (ComEd) Master Agreement is the ComEd Residual Aggregate Pnode ID 116472935 ("COMED\_RESID\_AGG").
- Seller shall arrange and be responsible for transmission service to the Delivery Point. For each Delivery Period, Seller and Buyer shall utilize the PJM InSchedule to manage contracts and schedules for the contract quantity. Seller shall submit contract quantity through PJM InSchedule four weeks prior to the beginning of each Delivery Period. ComEd will confirm the contract quantity

submitted by Seller through PJM InSchedule three weeks prior to the beginning of each Delivery Period.

I.5.5. Under the (AIC) Capacity Agreement:

- In a Planning Year, a Seller delivers the contracted quantity of ZRCs by submitting the appropriate transactions in the Module E Capacity Tracking Tool. The amount paid to the Seller is the average of the Seller's own approved Bids for all ZRCs in the Planning Year, in \$/MW-day, multiplied the number of ZRCs delivered, multiplied by the number of calendar days in the Planning Year. If any of the ZRCs that are delivered are not located in LRZ 4, which is the zone in which AIC's capacity obligations reside, the payment to the Seller is adjusted as follows. If the clearing price of the MISO Planning Resource auction for LRZ 4 is greater than the clearing price of for the LRZ in which the ZRCs are located, (the "Source Zone"), then the payment will be reduced by the difference in the clearing prices between the two LRZs multiplied by the quantity of ZRCs. Conversely, if the clearing price of the MISO Planning Resource auction for LRZ 4 is less than the clearing price of the Source Zone for the ZRCs, then the payment will be increased by the difference in the clearing prices between the two LRZs multiplied by the quantity of ZRCs.
- The Seller is responsible for the registration of the Planning Resources in MISO and for all obligations associated with such Planning Resources to ensure that the ZRCs delivered to AIC have good and marketable title.
- By the tenth day of each month, the Seller is expected to transmit an invoice for the preceding month to AIC. Such invoices are to be paid by the twentieth day of each month.
- It is recognized that MISO may obtain FERC approval for changes to its resource adequacy construct that includes a seasonal component or requires a

product other than a ZRC in order to satisfy AIC's resource adequacy requirements for a Planning Year. Should this occur, the Seller and AIC may agree to an amendment to the (AIC) Capacity Agreement following the process described therein.

## **I.6. Summary of RFP Documents**

I.6.1. The following documents are appended to the RFP Rules, and shall be considered an integral part of this RFP:

- Appendix 1: (AIC) Confirmation Agreement
- Appendix 2: (ComEd) Master Agreement
- Appendix 3: Reserved
- Appendix 4: (AIC) Capacity Agreement
- Appendix 5: Part 1 Form (Illustrative)
- Appendix 6: Part 2 Form (Illustrative)
- Appendix 7: Bid Forms Energy Products (Illustrative)
- Appendix 8: Bid Form Capacity Products (Illustrative)
- Appendix 9: Financial Attestation
- Appendix 10: Standard Pre-Bid Letter of Credit for AIC Energy Products
- Appendix 11: Standard Pre-Bid Letter of Credit for ComEd
- Appendix 12: Reserved
- Appendix 13: Standard Pre-Bid Letter of Credit for AIC Capacity Products
- Appendix 14: Sample Requests for Return of Cash
- Appendix 15: Officers' Certificate (for Bidders under an Agency Agreement)
- Appendix 16: Confidentiality Statement
- Appendix 17: Additional Information Concerning Maximum Willingness to Supply

## 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](http://www.IPA-energyrfp.com).

II.1.2. 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.

Block Energy and Capacity Procurement: This section provides documents related to the 2022 procurement events of block energy for the AIC, ComEd, and MEC portfolios and of capacity for the AIC portfolio.

Indexed Wind, Solar, and Brownfield: This section provides documents for the procurement of indexed renewable energy credits from new utility-scale wind, new utility-scale solar, and new brownfield site photovoltaic projects.

Coal to Solar: This section provides documents for the procurement of renewable energy credits from new renewable energy facilities that are installed at or adjacent to sites of eligible electric generating facilities that burn or burned coal as their primary fuel source and that meet eligibility criteria specified in Section 1-75(c-5) of the Act.

Calendar: This section provides the timeline of events for the various upcoming IPA 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.

Useful Links: This section provides information on programs run by the Illinois Power Agency but that are not Fall 2022 procurement events. Links to the IPA's Adjustable Block Program and Illinois Solar for All Program can be found here.

Contact Us: This section gives an opportunity for interested parties to register their email address to receive announcements regarding the procurement events and to ask questions of the Procurement Administrator.

Previous RFPs: The Procurement Administrator provides in this section links to information from previous RFPs.

## **II.2. RFP Schedule**

- II.2.1. The following is the schedule for the procurement events. 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. Should any changes to this schedule be needed, such changes will be provided on the procurement website.

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**Table II-1. RFP Schedule**

<b>Event</b>	<b>Date</b>
Draft RFP documents posted	Friday, July 01, 2022
Final supplier contracts for Energy (AIC and ComEd) and Capacity (AIC) are posted	Tuesday, July 12, 2022
RFP Documents issued	Wednesday, July 13, 2022
Webcast	Thursday, July 28, 2022
Opening of Part 1 Window	Tuesday, August 09, 2022
Part 1 Date (Part 1 Proposals are due)	Tuesday, August 16, 2022
Bid Participation Fee is due	Tuesday, August 16, 2022
Part 1 Notification	Monday, August 22, 2022
Opening of Part 2 Window	Tuesday, August 23, 2022
Part 2 Date (Part 2 Proposals are due except: (i) Bids for Energy Products; and (ii) Bid Assurance Collateral and Bids for Capacity Products)	Thursday, September 01, 2022
Bidder Training for Energy Products	Wednesday, September 07, 2022
Bidder Training for Capacity Products	Wednesday, September 07, 2022
Bid Assurance Collateral for Capacity Products is due (AIC)	Thursday, September 08, 2022
Energy Bid Date (Bids for Energy Products are due)	Monday, September 12, 2022
Procurement Administrator submits confidential report on results of Energy Products procurement events	Wednesday, September 14, 2022
ICC renders decision on results of Energy Products procurement events	Thursday, September 15, 2022
Capacity Bid Date (Bids for Capacity Products are due)	Friday, September 16, 2022
Procurement Administrator submits confidential report on results of Capacity Products procurement event (AIC)	Tuesday, September 20, 2022
Applicable supplier contracts for Energy Products fully executed (AIC and ComEd)	Tuesday, September 20, 2022
ICC renders decision on results of Capacity Products procurement event (AIC)	Thursday, September 22, 2022
Applicable supplier contracts for Capacity Products fully executed (AIC)	Tuesday, September 27, 2022

### **ARTICLE III. General Requirements for Proposals**

- III.1.1. An entity that submits any part of a response to this RFP is a Bidder. A Bidder presents a single Proposal for participation in any or all of the procurement events for AIC and ComEd. Activities for all procurement events are held jointly and concurrently, with two exceptions. Bidders submitting a Proposal for AIC Capacity Products have a later deadline for submission of bid assurance collateral and for submission of their Bids. Each Bidder can submit at most one Part 1 Proposal and one Part 2 Proposal. 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 10 AM on the Bid Date for Energy Products and by 12 PM (noon) on the Bid Date for Capacity Products.
- 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 IV. 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; however, a Bidder may submit the representations required by the online Part 2 Form for a procurement event during the Part 1 Window for early processing. Early processing allows the Officer of the Bidder, at the Officer's option, to make all representations and certifications required in the Part 1 and Part 2 Proposals at one time.
- III.1.3. All representations and certifications required by this RFP must be made by a single individual, who is an Officer of the Bidder. An Officer of the Bidder is an individual empowered to undertake contracts and bind the Bidder. As a requirement of the Part 1 Proposal, the Bidder must provide the name, title, and

full contact information (address, business phone number, mobile phone number, email address) of the Officer of the Bidder who will be making the representations in the Part 1 and the Part 2 Proposals.

- III.1.4. Each Bidder must comply with all Part 1 Proposal requirements described in Article IV. Section IV.1 describes the contact information and other basic information required. Section IV.2 explains that each Bidder that has not paid a Bid Participation Fee pursuant to participation in a prior 2022 procurement event must pay a Bid Participation Fee. Section IV.3 describes financial requirements. Section IV.4 describes requirements and lists representations that are required of Bidders that intend to bid on AIC Energy Products. Section IV.5 describes requirements and lists representations that are required of Bidders that intend to bid on ComEd Products and/or Combinations. Section IV.7 describes requirements and lists representations that are required of Bidders that intend to bid on Capacity Products. Sections IV.4, IV.5, and IV.7 also describe the information that a Bidder is asked to provide for the preparation of the applicable supplier contract documents (the (AIC) Confirmation Agreement, the (ComEd) Master Agreement, the (AIC) Capacity Agreement, or some combination of these contract documents) should the Procurement Administrator identify one or more of the Bidder's Bids to the Commission as winning Bids. Section IV.8 lists additional requirements applicable only to Bidders submitting a Proposal under an Agency Agreement. Section IV.9 describes the additional requirements applicable only to Bidders that propose to rely on the financial standing of a guarantor that has not been incorporated or otherwise formed under the laws of a state of the United States or of the District of Columbia ("Foreign Entity") and that intend to bid on ComEd Products and/or Combinations.

- III.1.5. All information provided and certifications made in the Part 1 Proposal must remain valid and in full force until the required number of 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.
- III.1.6. Each Bidder must comply with all Part 2 Proposal requirements as stipulated in Article V. Section V.1 describes the contact information required by the Part 2 Proposal. Section V.2 lists representations and describes requirements, including bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit to support the Bidder's Bids, that are required of Bidders that intend to bid on AIC Energy Products and/or Combinations. Section V.3 lists representations and describes requirements, including bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit to support the Bidder's Bids, that are required of Bidders that intend to bid on ComEd Products and/or Combinations. Section V.2 and Section V.3 require the Bidder to agree that the Procurement Administrator may amend the Bidder's Bid Forms for Energy Products if that Bidder's bid assurance collateral for a procurement event is insufficient to support the Bids for that procurement event. Section V.5 lists representations and describes requirements, including bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit to support the Bidder's Bids, that are required of Bidders that intend to bid on AIC Capacity Products. Section V.6 describes the additional requirements applicable only to Bidders submitting cash as bid assurance collateral. Section V.7 lists additional requirements applicable

only to Bidders submitting a Proposal under an Agency Agreement. Section V.8 describes the additional requirements applicable only to Bidders that propose to rely on the financial standing of a Foreign Entity and that intend to bid on ComEd Products and/or Combinations. Section V.9 and Section V.10 describe the requirements for the submission of Energy Bids and Capacity Bids, respectively. Section V.11 describes the process for submission of Bids.

- III.1.7. 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.1.8. 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.1.9. The Bidder, at its own cost and expense, shall defend AIC, ComEd, 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, the Procurement Monitor, the Procurement Administrator and the IPA, their parent companies, subsidiaries, affiliates, successors and assigns, and

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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, 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**

An “Advisor” is an entity or an individual that will be advising or assisting a Bidder with the completion of a Proposal, bidding strategy, estimation of the value of the Product(s), or estimation of the risks associated with becoming a supplier. A Bidder that is submitting Bids for a procurement event for a Company must adhere to the requirements of an Advisor as described in Article V.

### **IV.1. Basic 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). If the Bidder’s legal name has changed since the most recently submitted Part 1 Proposal, the Bidder: (i) must provide evidence of the change of name; and (ii) the Officer of the Bidder or 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 Officer of the Bidder or the Representative makes such representation by completing the Name Change Insert prepared for this purpose by the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. The Bidder provides evidence of the change of name and provides the Name Change Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.
- IV.1.2. Participation in PJM and/or MISO Markets. A Bidder that submits a Proposal to the BEC RFP must be a member of PJM in good standing (either as an Affiliate Member or as a Voting Member as those terms are defined by PJM) and/or must

be a Certified Market Participant in MISO (as this term is defined by MISO) as of the opening of the Part 1 Window.

- A Bidder that currently is a Seller under the (AIC) Confirmation Agreement, or under the (ComEd) Master Agreement, or under the (AIC) Capacity Agreement meets this requirement.
- A Bidder that has been a Seller under the (AIC) Confirmation Agreement, or under the (ComEd) Master Agreement, or under the (AIC) Capacity Agreement pursuant to winning Bids in a procurement event under the BEC RFP or the Standard Products RFP in 2016 or later also meets this requirement.
- A Bidder that does not meet this requirement as a consequence of being a current or past Seller under an applicable supplier contract as specified in this paragraph must provide evidence that it is an Affiliate Member or a Voting Member in PJM and/or that it is a Certified Market Participant in MISO. A Bidder that participates in PJM or MISO through another entity, such as a scheduling agent, must provide evidence of its relationship with such other entity and must provide evidence that such other entity is an Affiliate Member or a Voting Member in PJM and/or that it is a Certified Market Participant in MISO.

IV.1.3. Officer of the Bidder. A Bidder must provide the name, title, and full contact information (address, business phone number, mobile phone number, and email address) of the Officer of the Bidder. The Officer of the Bidder must be an officer, a director or an individual otherwise empowered to undertake contracts and bind the Bidder. The Officer of the Bidder whose contact information is provided in the Part 1 Proposal must make all representations required in the Part 1 Proposal and in the Part 2 Proposal.

- The Officer of the Bidder may make all representations required in the Part 1 and Part 2 Proposals at one time. A Bidder that avails itself of this option may submit the P2 Certifications Insert for a procurement event during the Part 1 Window for early processing. The P2 Certifications Insert for a procurement event is available on the procurement website. The Procurement Administrator processes such Part 2 Proposal materials received during the Part 1 Window within the same timeframes used for the processing of the Part 1 Proposals.
- It is expected that, if a Bidder has Bids for a procurement event that are approved by the Commission, the Officer of the Bidder would sign the applicable supplier contract. Should the Officer of the Bidder not be available to sign for this purpose, the Bidder will advise the Company of this fact. The Bidder will name another individual to sign and the Bidder will confirm that this individual is empowered to undertake contracts and bind the Bidder.

IV.1.4. Representative of the Bidder. In the Part 1 Proposal, the Officer of the Bidder must designate a Representative of the Bidder and the Bidder must provide contact information for the Representative. The Representative must be an employee or officer of the Bidder and may not be an Advisor of the Bidder. The Representative is the point of contact if the Procurement Administrator has questions on the documentation provided by the Bidder in response to this RFP or requires additional information. The Procurement Administrator sends all correspondence related to the procurement events to the Representative, including confidential information required to submit Bids on the Bid Date for a procurement event. The Officer of the Bidder may name himself or herself as the Representative.

- The contact information required consists of the Representative's name, title, address, business phone number, mobile phone number, and email address.
- The Officer of the Bidder designates the Representative 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 Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.
- A Bidder must submit contact information for the Representative in the online Part 1 Form and must provide the Representative Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the application website.

IV.1.5. Designation of Nominees. The Procurement Administrator provides all correspondence to the Representative and any Nominees by email or through a secure file transfer interface. The Representative may provide, with the Part 1 Proposal or at any time with appropriate notice to the Procurement Administrator, the name, title, and contact information (business phone number, mobile phone number, and email address) of up to three (3) individuals who will serve as Nominees. A Nominee must be an employee or officer of the Bidder and may not be an Advisor of the Bidder.

- A Bidder indicates in the online Part 1 Form whether the Representative is designating one or more Nominees.

- The Officer of the Bidder or the Representative may make such a designation by fully completing the Nominee Insert prepared for this purpose and available on the procurement website. The Nominee Insert is also labelled INSERT #P1-2. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website at the time of submission of the Part 1 Proposal or at any time prior to the submission of Bids.

IV.1.6. All information in this Section IV.1 must be provided exclusively by completing Section 1 of the online 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. A Bidder that submits a Part 1 Proposal and that has not paid a Bid Participation Fee pursuant to participation in a prior 2022 procurement event is required to pay a non-refundable Bid Participation Fee of \$500 as a condition of completing the Part 1 Proposal. The Bid Participation Fee will be used to cover part of the costs of the 2022 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 if such Bidder fails to meet the requirements of the Part 2 Proposal, or if the Bidder decides not to continue its participation in the RFP.

IV.2.2. A Bidder can pay the Bid Participation Fee: (i) by e-pay through <https://magic.collectorsolutions.com/magic-ui/payments/illinois-power-agency-ipa/202227>; or (ii) by Automatic Clearing House (“ACH”) in CCD or CCD+ format. Detailed instructions for submission of the Bid Participation Fee are available from the Procurement Administrator upon request.

IV.2.3. The Bid Participation Fee is due by the Part 1 Date and a Bidder must provide evidence of compliance with this requirement with its Part 1 Proposal. Such evidence includes a confirmation page from the e-pay website, confirmation of receipt of ACH payment from the Illinois Treasurer’s Office, or a receipt from the IPA. Such evidence is provided by email or by upload to the application website. Notwithstanding whether or not a Bidder has provided such evidence with its Part 1 Proposal, for the Bidder to be eligible to continue its participation in the RFP, the Procurement Administrator must be able to get confirmation from the IPA that the IPA has received payment of the Bid Participation Fee from the Bidder.

IV.2.4. Information requested in this Section IV.2 of the RFP Rules must be provided exclusively by completing Section 2 of the online Part 1 Form and by providing any documents as required by this Section 2, as further explained in Article VI.

### **IV.3. Financial Requirements**

IV.3.1. Entity on Whose Financial Standing the Bidder Relies. A Bidder must clearly select one of the following two (2) options for purposes of submitting to the financial requirements of this RFP: (a) relying on its own financial standing (in which case the Bidder is the “Entity”); or (b) relying on the financial standing of

another entity (in which case a party other than the Bidder is the “Entity”). Any Bidder applying under an Agency Agreement must select option (b) above and must name the Principal with the lowest credit rating and the lowest tangible net worth as the Entity upon whose financial standing the Bidder is relying. If the Bidder proposes to rely on the financial standing of a Foreign Entity as RFP Guarantor and if the Bidder intends to bid on ComEd Products and/or Combinations, the Bidder must also comply with the requirements of Section IV.9.

- A Bidder must clearly elect option (a) or option (b) in the online Part 1 Form. If the Bidder elects option (b), the Bidder must provide the Entity’s legal name.
- If the Entity’s legal name has changed since the most recently submitted Part 1 Proposal, the Bidder: (i) must provide evidence of the change of name; and (ii) the Officer of the Bidder or the Representative must represent that this is a change in the Entity’s name only and not a change in the corporate structure of the Entity. The Officer of the Bidder or the Representative makes such representation by completing the Name Change Insert prepared for this purpose and available from the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. The Bidder provides evidence of the change of name and provides the Name Change Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

IV.3.2. Credit Ratings for the Entity. In its Part 1 Proposal, a Bidder must provide, for the Entity on whose financial standing it is relying, any available ratings from the

following rating agencies: S&P Global Ratings (“S&P”), Moody’s Investors Service (“Moody’s”), and Fitch Ratings (“Fitch”). A Bidder must specify the type of rating. For the avoidance of doubt, a Bidder that selects option (a) in Paragraph IV.3.1 submits ratings for the Bidder; a Bidder that selects option (b) in Paragraph IV.3.1 submits ratings for another entity on whose financial standing it is relying.

IV.3.3. Financial Information for the Entity. In its Part 1 Proposal, a Bidder, must provide financial information related to the Entity.

- The financial information required is the Entity’s: (i) most recent audited annual financial information, including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules. If available, the Securities and Exchange Commission (“SEC”) Form 10-K should be submitted to fulfill this requirement; (ii) most recent quarterly financial data, including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules. If available, the SEC Form 10-Q should be submitted to fulfill this requirement. If the SEC Form 10-Q is unavailable, the most recent quarterly or monthly financial data if available must be accompanied by an attestation by an officer of the Entity that the information submitted fairly presents in all material respects the financial condition and results of the operations of the Entity. The requirements for this attestation are more specifically provided in Appendix 9 of these RFP Rules. If the SEC Form 10-Q is unavailable, the Bidder must also either provide a review report from an independent accountant for the most recent quarterly or monthly financial data submitted or state that such a report is not available; and (iii) any public financial disclosure made since the release of the Entity’s most recent financial data for any matters that are material to the Entity’s financial

condition. If available, SEC Forms 8-K should be submitted to fulfill this requirement.

- A Bidder that selects option (a) in Paragraph IV.3.1 and for which the required financial information is not available in whole or in part must state this fact.
- A Bidder that selects option (b) in Paragraph IV.3.1 must provide financial information for the Entity. Otherwise, the Bidder may not rely on the financial standing of the Entity for purposes of this RFP.
- A Bidder must submit all required financial information by email or by upload to the application website.

IV.3.4. Information requested in this Section IV.3 of the RFP Rules must be provided exclusively by completing Section 3 of the online Part 1 Form and by providing any documents required by Section 3, as further explained in Article VI.

#### **IV.4. Requirements for Bidders on AIC Energy Products/Combinations**

IV.4.1. The requirements of this section apply to Bidders that intend to bid on AIC Energy Products. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on AIC Products and/or Combinations.

IV.4.2. Information to Prepare the AIC Energy Contract Documents. A Bidder will be asked to provide all information necessary for the preparation of the applicable supplier contract documents. The applicable supplier contract documents are prepared by AIC after the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Energy Products that are identified as winning Bids to the ICC. If such Bidder relies on the financial standing of an RFP Guarantor, such Bidder will be responsible for preparation of the Guaranty.

- A Bidder provides this information by fully completing the AIC Energy Contract Insert prepared for this purpose and available on the procurement

website. The AIC Energy Contract Insert is also labelled INSERT #P1-3. The Bidder provides the AIC Energy 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, the Procurement Administrator will require the Officer of the Bidder to acknowledge that, if the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Products and/or Combinations that are identified as winning Bids to the ICC, the Bidder will be required to provide all necessary information by 12 PM (noon) CPT on the day after such notification is received. The Officer of the Bidder makes such acknowledgment by completing the AIC Energy Contract Delay Insert prepared for this purpose and available from the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. If required by the Procurement Administrator, the Bidder provides the AIC Energy Contract Delay Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

IV.4.3. Representations of the Officer of the Bidder. The Officer of the Bidder must make the certifications detailed in this paragraph.

- The Officer of the Bidder must certify that: (i) the Part 1 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) if, for any reason and due to any circumstance, any information provided in the Part 1 Proposal changes before

the Bid Date, the Bidder will notify the Procurement Administrator of such changes as soon as practicable; (iv) the submission of the Part 1 Proposal 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; (v) the Bidder is not part of a bidding agreement, a joint venture for purposes of participating in the RFP, a bidding consortium, or any other type of agreement related to bidding in this RFP, it being understood that a Bidder found to be acting in concert with another Bidder will be disqualified by the Procurement Administrator; (vi) the Officer of the Bidder understands the terms of the (AIC) Confirmation Agreement and the Bidder accepts all of the terms of the (AIC) Confirmation Agreement without modifications; (vii) each of the ratings provided in its Part 1 Proposal in response to Paragraph IV.3.2 above is a Credit Rating as defined in the (AIC) Confirmation Agreement; (viii) the Bidder has all regulatory authorizations necessary for it to legally perform its obligations under the (AIC) Confirmation Agreement; (ix) the Bidder has no pending legal proceedings or, to its knowledge, threatened legal proceedings against it or any of its affiliates that could materially adversely affect its ability to perform its obligations under the (AIC) Confirmation Agreement; and (x) the Bidder is not in violation of the Displaced Energy Workers Bill of Rights as provided under Section 10-25 of the Energy Community Reinvestment Act (20 ILCS 735/) at the time of the submission of the Part 1 Proposal.

- The Officer of the Bidder makes such certifications by fully completing the AIC Energy P1 Certifications Insert prepared for this purpose and available on the procurement website. The AIC Energy P1 Certifications Insert is also labelled INSERT #P1-4. The Insert must be completed in one of the following ways.

Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

IV.4.4. Comments on the Letters of Credit. A Bidder that is submitting Bids for a procurement event for a Company must, in its Part 2 Proposal, submit financial guarantees by providing either cash or a Pre-Bid Letter of Credit for that procurement event and that Company in the amount indicated in Article V. The Pre-Bid Letter of Credit must be in the form of the Standard Pre-Bid Letter of Credit for that procurement event and that Company or incorporate only modifications approved by the Company and posted to the procurement website. The Standard Pre-Bid Letter of Credit for AIC Energy Products is provided as Appendix 10 of these RFP Rules. A Bidder may use the Form of Letter of Credit provided as Exhibit B to the (AIC) Confirmation Agreement (also called the “Standard Post-Bid Letter of Credit for AIC Energy Products”) to post security under the terms of the (AIC) Confirmation Agreement. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to: (i) the changes that have been made to the Standard Pre-Bid Letter of Credit for AIC Energy Products relative to the previously used Standard Pre-Bid Letter of Credit for AIC Energy Products; and (ii) the changes that have been made to the Standard Post-Bid Letter of Credit for AIC Energy Products relative to the previously used Standard Post-Bid Letter of Credit. However, the Procurement Administrator will not solicit comments on changes to a standard letter of credit when such

changes are limited to these administrative updates: (i) expiration date, date of the procurement event, and dates of the supply period; (ii) docket number; or (iii) contact information for the Company. The changes to the standard letters of credit for AIC Energy Products consist solely of these administrative updates. As such, the Procurement Administrator will not be soliciting comments on the standard letters of credit for AIC Energy Products.

IV.4.5. Information requested in this Section IV.4 of the RFP Rules must be provided exclusively by completing Section 4 of the online Part 1 Form and by providing any documents required by Section 4, as further explained in Article VI.

**IV.5. Requirements for Bidders on ComEd Products/Combinations**

IV.5.1. The requirements of this section apply to Bidders that intend to bid on ComEd Products and/or Combinations. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on ComEd Products and/or Combinations.

IV.5.2. Information to Prepare the ComEd Contract Documents. A Bidder will be asked to provide all information necessary for the preparation of the applicable supplier contract documents. The applicable supplier contract documents, including the Guaranty if the Bidder is relying on the financial standing of an RFP Guarantor, are prepared by ComEd after the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Energy Products that are identified as winning Bids to the ICC. If such Bidder relies on the financial standing of an RFP Guarantor, the Bidder will be asked to make any and all elections for the Guaranty pursuant to the (ComEd) Master Agreement and provide all contact information necessary for the execution of such Guaranty.

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- A Bidder provides this information by fully completing the ComEd Contract Insert prepared for this purpose and available on the procurement website. The ComEd Contract Insert is also labelled INSERT #P1-5. The Bidder provides the ComEd 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, the Procurement Administrator will require the Officer of the Bidder to acknowledge that, if the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Products and/or Combinations that are identified as winning Bids to the ICC, the Bidder will be required to provide all necessary information by 12 PM (noon) CPT on the day after such notification is received. The Officer of the Bidder makes such acknowledgment by completing the ComEd Contract Delay Insert prepared for this purpose and available from the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. If required by the Procurement Administrator, the Bidder provides the ComEd Contract Delay Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.
- Failure to provide the necessary information by 12 PM (noon) CPT on the day after the Procurement Administrator notifies the Bidder that the Bidder has Bids on ComEd's Products and/or Combinations that are identified as winning Bids to the ICC may result in the Bidder or its RFP Guarantor being assigned an Unsecured Credit Limit of zero. Failure to provide current telephone and

email information in the Credit and Collections section of the ComEd Contract Insert may reduce the time available for the Bidder to respond to a Margin Call, which could result in a default under the (ComEd) Master Agreement.

IV.5.3. Representations of the Officer of the Bidder. The Officer of the Bidder must make the certifications detailed in this paragraph.

- The Officer of the Bidder must certify that: (i) the Part 1 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) if, for any reason and due to any circumstance, any information provided in the Part 1 Proposal changes before the Bid Date, the Bidder will notify the Procurement Administrator of such changes as soon as practicable; (iv) the submission of the Part 1 Proposal 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; (v) the Bidder is not part of a bidding agreement, a joint venture for purposes of participating in the RFP, a bidding consortium, or any other type of agreement related to bidding in this RFP, it being understood that a Bidder found to be acting in concert with another Bidder will be disqualified by the Procurement Administrator; (vi) The Officer of the Bidder understands the terms of the (ComEd) Master Agreement and the Bidder accepts all of the terms of the (ComEd) Master Agreement without modifications; (vii) each of the ratings provided in its Part 1 Proposal in response to Paragraph IV.3.2 above is a Credit Rating as defined in the (ComEd) Master Agreement; (viii) the Bidder has all regulatory authorizations necessary for it to legally perform its obligations under the (ComEd) Master Agreement; (ix) the Bidder has no pending legal proceedings or, to its

knowledge, threatened legal proceedings against it or any of its affiliates that could materially adversely affect its ability to perform its obligations under the (ComEd) Master Agreement and Confirmation; and (x) the Bidder is not in violation of the Displaced Energy Workers Bill of Rights as provided under Section 10-25 of the Energy Community Reinvestment Act (20 ILCS 735/) at the time of the submission of the Part 1 Proposal.

- The Officer of the Bidder makes such certifications by fully completing the ComEd P1 Certifications Insert prepared for this purpose and available on the procurement website. The ComEd P1 Certifications Insert is also labelled INSERT #P1-6. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed with an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

IV.5.4. Comments on the Letters of Credit. A Bidder that is submitting Bids for a procurement event for a Company must, in its Part 2 Proposal, submit financial guarantees by providing either cash or a Pre-Bid Letter of Credit for that procurement event and that Company in the amount indicated in Article V. The Pre-Bid Letter of Credit must be in the form of the Standard Pre-Bid Letter of Credit for that Company or incorporate only modifications approved by the Company and posted to the procurement website. The Standard Pre-Bid Letter of Credit for ComEd is provided as Appendix 11 of these RFP Rules. A Bidder may use the Irrevocable Standby Letter of Credit Format provided as Schedule 1A to

the Collateral Annex of the (ComEd) Master Agreement (also called the “Standard Post-Bid Letter of Credit for ComEd”) to post security under the terms of the (ComEd) Master Agreement. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to: (i) the changes that have been made to the Standard Pre-Bid Letter of Credit for ComEd relative to the previously used Standard Pre-Bid Letter of Credit for ComEd; and (ii) the changes that have been made to the Standard Post-Bid Letter of Credit for ComEd relative to the previously used Standard Post-Bid Letter of Credit. However, the Procurement Administrator will not solicit comments on changes to a standard letter of credit when such changes are limited to these administrative updates: (i) expiration date, date of the procurement event, and dates of the supply period; (ii) docket number; or (iii) contact information for the Company. The changes to the standard letters of credit for ComEd consist solely of these administrative updates. As such, the Procurement Administrator will not be soliciting comments on the standard letters of credit for ComEd.

IV.5.5. Information requested in this Section IV.5 of the RFP Rules must be provided exclusively by completing Section 5 of the online Part 1 Form and by providing any documents required by Section 5, as further explained in Article VI.

**IV.6. [RESERVED]**

**IV.7. Requirements for Bidders on AIC Capacity Products**

IV.7.1. The requirements of this section apply to Bidders that intend to bid on AIC Capacity Products. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on AIC Capacity Products.

IV.7.2. Information to Prepare the AIC Capacity Contract Documents. A Bidder will be asked to provide all information necessary for the preparation of the applicable

supplier contract documents. The applicable supplier contract documents are prepared by AIC after the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Capacity Product that are identified as winning Bids to the ICC. If such Bidder relies on the financial standing of an RFP Guarantor, such Bidder will be responsible for preparation of the Guaranty.

- A Bidder provides this information by fully completing the AIC Capacity Contract Insert prepared for this purpose and available on the procurement website. The AIC Capacity Contract Insert is also labelled INSERT #P1-7. The Bidder provides the AIC Capacity 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, the Procurement Administrator will require the Officer of the Bidder to acknowledge that, if the Procurement Administrator notifies the Bidder that the Bidder has Bids on the Company's Capacity Product that are identified as winning Bids to the ICC, the Bidder will be required to provide all necessary information by 12 PM (noon) CPT on the day after such notification is received. The Officer of the Bidder makes such acknowledgment by completing the AIC Capacity Contract Delay Insert prepared for this purpose and available from the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. If required by the Procurement Administrator, the Bidder provides the AIC Capacity Contract Delay Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

IV.7.3. Representations of the Officer of the Bidder. The Officer of the Bidder must make the certifications detailed in this paragraph.

- The Officer of the Bidder must certify that: (i) the Part 1 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) if, for any reason and due to any circumstance, any information provided in the Part 1 Proposal changes before the Bid Date, the Bidder will notify the Procurement Administrator of such changes as soon as practicable; (iv) the submission of the Part 1 Proposal 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; (v) the Bidder is not part of a bidding agreement, a joint venture for purposes of participating in the RFP, a bidding consortium, or any other type of agreement related to bidding in this RFP, it being understood that a Bidder found to be acting in concert with another Bidder will be disqualified by the Procurement Administrator; (vi) the Officer of the Bidder understands the terms of the (AIC) Capacity Agreement and the Bidder accepts all of the terms of the (AIC) Capacity Agreement without modifications; (vii) each of the ratings provided in its Part 1 Proposal in response to Paragraph IV.3.2 above is a Credit Rating as defined in the (AIC) Capacity Agreement; (viii) the Bidder has all regulatory authorizations necessary for it to legally perform its obligations under the (AIC) Capacity Agreement; (ix) the Bidder has no pending legal proceedings or, to its knowledge, threatened legal proceedings against it or any of its affiliates that could materially adversely affect its ability to perform its obligations under the (AIC) Capacity Agreement; and (x) the Bidder is not in violation of the Displaced Energy Workers Bill of Rights as provided under Section 10-25 of the Energy Community

Reinvestment Act (20 ILCS 735/) at the time of the submission of the Part 1 Proposal.

- The Officer of the Bidder makes such certifications by fully completing the AIC Capacity P1 Certifications Insert prepared for this purpose and available on the procurement website. The AIC Capacity P1 Certifications Insert is also labelled INSERT #P1-8. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

IV.7.4. Comments on the Letters of Credit. A Bidder that is submitting Bids for a procurement event for a Company must, in its Part 2 Proposal, submit financial guarantees by providing either cash or a Pre-Bid Letter of Credit for that procurement event and that Company in the amount indicated in Article V. The Pre-Bid Letter of Credit must be in the form of the Standard Pre-Bid Letter of Credit for that Company or incorporate only modifications approved by the Company and posted to the procurement website. The Standard Pre-Bid Letter of Credit for AIC Capacity Products is provided as Appendix 13 of these RFP Rules. A Bidder may use the Form of Letter of Credit provided as Attachment C to the (AIC) Capacity Agreement (also called the “Standard Post-Bid Letter of Credit for AIC Capacity Products”) to post security under the terms of the (AIC) Capacity Agreement. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to: (i) the changes that have been made to the Standard Pre-Bid Letter of Credit for AIC Capacity Products relative to the previously used

Standard Pre-Bid Letter of Credit for AIC Capacity Products; and (ii) the changes that have been made to the Standard Post-Bid Letter of Credit for AIC Capacity Products relative to the previously used Standard Post-Bid Letter of Credit. However, the Procurement Administrator will not solicit comments on changes to a standard letter of credit when such changes are limited to these administrative updates: (i) expiration date, date of the procurement event, and dates of the supply period; (ii) docket number; or (iii) contact information for the Company. The changes to the standard letters of credit for AIC Capacity Products consist solely of these administrative updates. As such, the Procurement Administrator will not be soliciting comments on the standard letters of credit for AIC Capacity Products.

IV.7.5. Information requested in this Section IV.7 of the RFP Rules must be provided exclusively by completing Section 7 of the online Part 1 Form and by providing any documents required by Section 7, as further explained in Article VI.

#### **IV.8. Bidders Applying Under Agency Agreements**

IV.8.1. A Bidder submitting a Proposal under an agency authorization (“Agency Agreement”) must comply with additional requirements in its Part 1 Proposal. This section details those additional requirements. Bidders that are not submitting a Proposal under an Agency Agreement are not subject to the requirements of this Section IV.8.

IV.8.2. Basic Information for the Principal or Principals. A Bidder submitting a Proposal under an Agency Agreement must identify the Principal or Principals to the Agency Agreement. The Bidder must identify a Principal as the Entity on whose financial standing the Bidder relies, and for which financial information is provided under Section 3. If the Bidder is acting as an agent for multiple

Principals, the Bidder must identify the Principal with the lowest credit rating as the entity on whose financial standing the Bidder relies. Where multiple Principals share the lowest credit rating, the entity with the lowest tangible net worth from among those that tie for the lowest credit rating will be used. The financial requirements of Section IV.3 apply to this Entity. A Bidder must submit this information in the online Part 1 Form.

IV.8.3. Agency Agreement. A Bidder that is applying under an Agency Agreement must provide one (1) copy of its Agency Agreement electronically by email or by upload to the application website.

IV.8.4. Draft Officers' Certificate. A Bidder may, but is not required to, submit by email or by upload to the application website a draft Officers' Certificate in Microsoft Word for evaluation. If a Bidder submits a draft Officers' Certificate for evaluation, the Procurement Administrator will inform the Bidder of any changes required to the Officers' Certificate with its Part 1 Notification. This Officers' Certificate will state that: (i) the copy of the Agency Agreement submitted with the Part 1 Proposal is a true and complete copy of the Agency Agreement as currently in effect; (ii) the Agency Agreement is in full force and effect and shall remain in full force and effect for a period extending to nine (9) business days following the Bid Date; (iii) there are no proceedings pending for the amendment or termination of the Agency Agreement; (iv) each individual who has executed the Officers' Certificate and the Agency Agreement is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal(s).

IV.8.5. Additional Representations. The Officer of the Bidder must: (i) certify that it has the authority to bind the Principal(s); (ii) acknowledge that an Officers' Certificate, substantially in the form of Appendix 15 to these RFP Rules and

signed by an officer of each Principal, must be provided with the Part 2 Proposal;

(iii) acknowledge that the Officers' Certificate will state that the Officer of the Bidder is authorized to execute the applicable supplier contract documents on behalf of the Principals. The Bidder submits these certification and acknowledgments by completing the Agency P1 Insert prepared for this purpose and available on the procurement website. The Agency P1 Insert is also labelled INSERT #P1-9. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

IV.8.6. The information required by this Section IV.8 must be provided exclusively by completing Section 8 of the online Part 1 Form and by providing documents required by this Section 8, as further explained in Article VI.

#### **IV.9. Foreign Entity as RFP Guarantor**

IV.9.1. Additional requirements detailed in this section apply only to a Bidder that: (i) relies on the financial standing of a Foreign Entity as RFP Guarantor; and: (ii) intends to bid on ComEd Products and/or Combinations. Other Bidders are not subject to the additional requirements in this section.

IV.9.2. Credit Ratings of the Domicile Country. In its Part 1 Proposal, such Bidder must provide all available long-term sovereign ratings from S&P, Moody's and Fitch for the country in which the RFP Guarantor is domiciled. For the Foreign Entity to be the RFP Guarantor under the terms of the (ComEd) Master Agreement, the

country in which the Foreign Entity is domiciled must have a long-term sovereign rating from at least two rating agencies and all ratings must be at least AA+ (from S&P or Fitch) or Aa1 (from Moody's). The long-term sovereign rating for the country in which the Foreign Entity as RFP Guarantor is domiciled will be the lowest of: country ceiling, senior unsecured government debt, long-term foreign currency sovereign rating, long-term local currency sovereign rating, or other equivalent measure.

IV.9.3. Acknowledgments. If the Bidder is not currently a Seller to ComEd under a previously executed (ComEd) Master Agreement from a prior procurement event, the Officer of the Bidder must acknowledge that:

- For the Foreign Entity to be the RFP Guarantor under the terms of the (ComEd) Master Agreement and for the Bidder to rely on the financial standing of the Foreign Entity, such Bidder must provide, with its Part 2 Proposal, a legal opinion ("Opinion") of independent counsel qualified to practice law and render legal opinions in the foreign jurisdiction in which the Foreign Entity is formed or organized. Independent counsel means that the individual is not an employee of the Foreign Entity or any of its affiliates or subsidiaries. The Opinion should reach the legal conclusions that: (a) under the law of the jurisdiction where the Foreign Entity is organized, the necessary steps have been taken to cause the Guaranty pursuant to the (ComEd) Master Agreement, when executed and delivered on behalf of the Foreign Entity, to become a valid and enforceable obligation of the Foreign Entity; (b) the Guaranty pursuant to the (ComEd) Master Agreement, when executed and delivered on behalf of the Foreign Entity, will be, to the extent that the law of the Foreign Entity's jurisdiction of organization is applicable to the enforcement of the Foreign Entity's obligations thereunder, a valid and enforceable obligation of that

Foreign Entity, enforceable against it in accordance with its terms, subject to any enumerated customary exceptions under the law of such jurisdiction; and (c) under law of the jurisdiction where the Foreign Entity is organized, the choice of Illinois or New York law to govern the Guaranty pursuant to the (ComEd) Master Agreement is valid and enforceable against such Foreign Entity.

- The following additional documents are also required with the Part 2 Proposal:
  - (i) a sworn certificate of the corporate secretary (or similar officer) of the Foreign Entity that the person executing the Guaranty pursuant to the (ComEd) Master Agreement on behalf of the Foreign Entity has the authority to execute the Guaranty pursuant to the (ComEd) Master Agreement and that the governing board of such Foreign Entity has approved the execution of the Guaranty pursuant to the (ComEd) Master Agreement; and (ii) a sworn certificate of the corporate secretary (or similar officer) of such Foreign Entity that the Foreign Entity has been authorized by its governing board to enter into agreements of the same type as the Guaranty pursuant to the (ComEd) Master Agreement.
- ComEd will evaluate the sufficiency of the documents submitted by the Bidder in response to this paragraph in its sole and absolute discretion, without liability or recourse by the Foreign Entity or the Bidder.
- For the Foreign Entity to be the RFP Guarantor under the terms of the (ComEd) Master Agreement and for the Bidder to rely on the financial standing of the Foreign Entity, the Foreign Entity must maintain an agent for acceptance of service of process in the United States, and the Bidder must provide contact information of such an agent with its Part 2 Proposal.

- If such Bidder is currently a Seller to ComEd under a previously executed (ComEd) Master Agreement from a prior procurement event, and if the Bidder has a Guaranty in place with the Foreign Entity as RFP Guarantor, then the Officer of the Bidder must confirm that all relevant documents listed in Paragraph IV.9.3 remain valid under the terms of the (ComEd) Master Agreement for the procurement event under this BEC RFP. If the Officer of the Bidder cannot provide such confirmation, because a document is no longer valid or because the Bidder does not have a Guaranty in place with the Foreign Entity as RFP Guarantor or for some other reason, then the Bidder will be required to fulfill the requirements of Paragraph IV.9.3.

A Bidder submits to these requirements by completing the Foreign Guarantor P1 Insert prepared for this purpose and available on the procurement website. The Foreign Guarantor P1 Insert is also labelled INSERT #P1-10. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

- IV.9.4. Draft Documents. A Bidder that must submit to the requirements of Paragraph IV.9.3 may, but is not required to, submit with its Part 1 Proposal a draft of the documents listed in Paragraph IV.9.3. The Bidder provides such documents by email or by upload to the application website. Schedule 2B to the Collateral Annex of the (ComEd) Master Agreement provides the requirements for the Opinion to be sufficient. Schedule 2B also provides an illustration of how the

requirements might be presented in an opinion of independent counsel. If a Bidder submits a draft of the documents for evaluation with its Part 1 Proposal, the Procurement Administrator will provide the results of this evaluation, including notice of any changes required to the documents, with the Part 1 Notification.

- IV.9.5. The information required by this Section IV.9 must be provided exclusively by completing Section 9 of the online Part 1 Form and by providing documents required by this Section 9, as further explained in Article VI.

## **ARTICLE V. Part 2 Proposal Requirements**

Requirements of the Part 2 Proposal apply to all Bidders.

### **V.1. Contact Information**

- V.1.1. A Bidder submits, in the online Part 1 Form, the address for the Bidder as well as contact information for individuals named in the Part 1 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 any or all of the following individuals: (i) the Officer of the Bidder making the certifications and representations of the Part 1 Proposal and Part 2 Proposal; and (ii) the Representative of the Bidder. If the contact information for one or more of the Nominees is no longer valid, the Officer of the Bidder or the Representative must update this information by fully completing the Nominee Insert prepared for this purpose and available on the procurement website. The Nominee Insert is also labelled INSERT #P1-2. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides updates to the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.
- V.1.2. Advisors. A Bidder may use an Advisor in the preparation of its Proposal or its Bids. An “Advisor” is an entity or an individual that will be advising or assisting

a Bidder with the completion of a Proposal, bidding strategy, estimation of the value of the Product(s), or estimation of the risks associated with becoming a supplier. An individual employed by an Advisor cannot be named as a Representative or as a Nominee for a Bidder. A Bidder must state whether it has retained an Advisor for purposes of preparing its Proposal or its Bids for any of the procurement events under this RFP. If the Bidder has retained an Advisor, the Bidder must name the Advisor and must identify the procurement events under this RFP for which the Advisor is providing assistance to the Bidder. Furthermore, for each such procurement event, the Officer of the Bidder, to the best of its knowledge and belief, must certify that:

- Any individual from an Advisor providing advice to the Bidder or otherwise assisting the Bidder with the Proposal is not performing a similar function for another Bidder.
- The Bidder has put in place all protections that the Bidder deems necessary (such as confidentiality agreements) so that all individuals involved in the Proposal, including all individuals from the Advisor, maintain the confidentiality of the Proposal including the Bids.

The Officer of the Bidder makes the preceding certifications by completing the Advisor Insert prepared for this purpose and available on the procurement website. The Advisor Insert is also labelled INSERT #P2-1. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the

document or information verifying the identity of the signatory) by email or by upload to the application website.

- V.1.3. The information required by this Section V.1 must be provided exclusively by completing Section 1 of the online Part 2 Form and by providing any documents required by Section 1, as further explained in Article VI.

**V.2. Requirements for Bidders on AIC Energy Products/Combinations**

- V.2.1. The requirements of this section apply to Bidders that intend to bid on Energy Products for AIC. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on AIC Products and/or Combinations.

- V.2.2. Election of Cash or Pre-Bid Letter of Credit as Bid Assurance Collateral. A Bidder must provide financial guarantees by providing either cash or an executed Pre-Bid Letter of Credit for AIC Energy Products, drawn for the account of the Bidder. The Bidder must elect whether it is providing the bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit. If a Bidder is submitting a Part 2 Proposal to participate in both the procurement event for AIC Energy Products and the procurement event for AIC Capacity Products, such Bidder may effect a single wire transfer to AIC to provide the required bid assurance collateral for both procurement events or, strictly at the Bidder's option, a Bidder may provide more than one wire transfer (i.e. a separate wire transfer applicable to each procurement event).

- AIC may draw upon the Pre-Bid Letter of Credit for AIC Energy Products or AIC may draw upon a cash deposit if the Bidder: (i) has disclosed information relating to its Proposal publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) before the Illinois Commerce Commission has rendered its

decision on the results of the procurement event; (ii) has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event; (iii) has failed to execute the applicable supplier contract or has failed to meet the creditworthiness requirements of the applicable supplier contract within three (3) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids; or (iv) has failed to pay the applicable Supplier Fees to the Illinois Power Agency within seven (7) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids.

- Whether providing bid assurance collateral in the form of cash or a Pre-Bid Letter of Credit for AIC Energy Products, the Bidder must follow all instructions provided by the Procurement Administrator for transmission of bid assurance collateral. Such instructions are provided by the date of the Part 1 Notification but after submission by the Bidder of a Part 1 Proposal. Such instructions specify that the Bidder must provide cash by wire transfer and that the executed Pre-Bid Letter of Credit for AIC Energy Products must be submitted to AIC and the Procurement Administrator as an electronic PDF file via electronic means. The executed Pre-Bid Letter of Credit for AIC Energy Products must be submitted from the issuing bank to the email addresses specified by the Procurement Administrator. The electronic PDF file of the Pre-Bid Letter of Credit for AIC Energy Products serves as the operative instrument.

V.2.3. Amount of Bid Assurance Collateral. The Bidder must calculate the required amount of bid assurance collateral for AIC Energy Products, which is the greater of \$5,000 per block times the total number of blocks that the Bidder intends to bid across all Segments and months for AIC or \$250,000.

V.2.4. Requirements for a Bidder Providing Cash as Bid Assurance Collateral. The following requirements apply to a Bidder that elects to submit bid assurance in the form of cash for AIC Energy Products.

- Such Bidder must acknowledge the conditions under which cash may be drawn by a Company. Such Bidder must acknowledge that no interest will be paid for cash submitted as bid assurance collateral to AIC and that AIC may co-mingle any cash submitted with other funds. The Bidder makes these acknowledgments by completing the AIC Energy Cash Insert prepared for this purpose and available on the procurement website. The AIC Energy Cash Insert is labelled INSERT #P2-2. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

V.2.5. Return of Bid Assurance Collateral Provided in the Form of Cash. The Bidder must name the entity to which cash tendered as bid assurance collateral will be returned. For such entity, the Bidder must provide, on the entity's letterhead, a draft request for the return of cash to AIC by email or by upload to the application website. In addition to being on the entity's letterhead, such request must: (i) provide the name of the Bidder for identification purposes; (ii) include wire instructions; (iii) include the name and title of the signatory; and (iii) include a valid email address for the signatory or for another duly authorized representative of the entity to which cash is to be returned. The request is a

“draft” in that it may leave all amounts blank and may be unsigned. However, such request should otherwise be in the exact format that the Bidder intends to use for the return of bid assurance collateral, including being on the appropriate entity’s letterhead. A fully executed request for return of cash is acceptable. A sample of a return of cash posted as bid assurance collateral for the procurement event for AIC Energy Products that is acceptable to AIC is provided in Appendix 14 to these RFP Rules.

- All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event for AIC Energy Products. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the (AIC) Confirmation Agreement and until payment of the Supplier Fees is received. Return of cash tendered as bid assurance to AIC is not initiated until AIC receives an executed request in a form acceptable to AIC and until a Supplier Request Form is received that AIC finds to be duly completed. Requirements related to the Supplier Request Form for AIC are described in Section V.6.

V.2.6. Requirements for a Bidder Providing a Letter of Credit as Bid Assurance Collateral. The Bidder must either use the Standard Pre-Bid Letter of Credit for AIC Energy Products provided as Appendix 10 to these RFP Rules, or the Bidder must submit a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit for AIC Energy Products approved by AIC and posted to the procurement website.

- All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event for AIC Energy Products. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the (AIC) Confirmation

Agreement and until payment of the Supplier Fees is received. The Pre-Bid Letter of Credit for AIC Energy Products must expire no earlier than fourteen (14) business days after the anticipated date of the Commission decision on the procurement event. The anticipated date of the Commission decision is the date of the Commission decision provided in the calendar for the procurement event and posted to the procurement website.

V.2.7. Certifications. The Officer of the Bidder must make a number of certifications and acknowledgments as detailed below.

- The Officer of the Bidder must acknowledge that if the amount of bid assurance collateral for AIC Energy Products is insufficient to support the Bidder's Bids for the procurement event for AIC Energy Products, the Procurement Administrator may amend the Bidder's Bid Forms in a manner consistent with the process described in Paragraph V.9.13 of the RFP Rules.
- The Officer of the Bidder must certify that: (i) the Part 2 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) the Bidder is bidding independently and that it has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to this RFP; and (iv) the Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal.
- The Officer of the Bidder must certify that: (i) the Bidder has taken all necessary care to uphold the confidentiality of its Proposal in its communications with its financial institution for the purpose of arranging for bid assurance collateral or in its communications with Advisors (if any); (ii) with the exceptions of communications with its financial institution for the

purpose of arranging for bid assurance collateral or communications with Advisors (if any), the Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) any information relating to its Proposal, which could have an effect on whether another party submits a Proposal for this procurement event, or on the contents of such Proposal that another Bidder would be willing to submit. Such information includes, but is not limited to: the fact that the Bidder is submitting a Proposal for this procurement event; the Bidder's Bids; the Bidder's number of blocks bid for any Product, any Combination, or for any bundle of Products and Combinations; the Bidder's estimation of the value of a Product or Combination; the Bidder's estimation of the risks associated with providing supply under the (AIC) Confirmation Agreement; and the Bidder's preference for bidding on specific Products or Combinations. This certification must hold until the ICC has rendered its decision on the results of the procurement event.

- The Officer of the Bidder must certify that if the ICC approves some or all of the Bidder's Bids, (i) the Bidder will sign a partially executed electronic copy of the (AIC) Confirmation Agreement and any other related documents and send such fully executed signature pages to AIC electronically by 4 PM CPT on the second business day after the ICC decision; (ii) the Bidder will submit, if applicable, a fully executed Guaranty to AIC electronically by 4 PM CPT on the second business day after the ICC decision; and (iii) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision.
- The Officer of the Bidder must certify that any Bid on any Product or on any Combination submitted in response to this procurement event is binding until

nine (9) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to supply a block of a Product or a block of the Combination at the price provided as the Bid and under the terms of the (AIC) Confirmation Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the (AIC) Confirmation Agreement, the number of blocks of each Product at each price submitted and the number of blocks of each Combination at each price submitted up to the maximum willingness to supply for each Segment of each month.

- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (AIC) Confirmation Agreement to execute the (AIC) Confirmation Agreement and related documents to supply and deliver energy to AIC for each Segment of each month for which the Bidder's Bids are approved by the ICC. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own winning Bids for all blocks of the Product and for all blocks of a Combination that includes that Segment of that month.

The Officer of the Bidder makes all certifications and acknowledgments above by completing the AIC Energy P2 Certifications Insert prepared for this purpose and available on the procurement website. The AIC Energy P2 Certifications Insert is also labelled INSERT #P2-3. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document

or information verifying the identity of the signatory) by email or by upload to the application website.

- V.2.8. The information required by this Section V.2 must be provided exclusively by completing Section 2 of the online Part 2 Form and by providing any documents required by Section 2, as further explained in Article VI.

**V.3. Requirements for Bidders on ComEd Products/Combinations**

- V.3.1. The requirements of this section apply to Bidders that intend to bid on ComEd Products and/or Combinations. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on ComEd Products and/or Combinations.

- V.3.2. Election of Cash or Pre-Bid Letter of Credit as Bid Assurance Collateral. A Bidder must provide financial guarantees by providing either cash or an executed Pre-Bid Letter of Credit for ComEd, drawn for the account of the Bidder. The Bidder must elect whether it is providing the bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit.

- ComEd may draw upon the Pre-Bid Letter of Credit for ComEd or ComEd may draw upon a cash deposit if the Bidder: (i) has disclosed information relating to its Proposal publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) before the Illinois Commerce Commission has rendered its decision on the results of the procurement event; (ii) has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event; (iii) has failed to execute the applicable supplier contract or has failed to meet the creditworthiness requirements of the applicable supplier contract within three (3) business days of being notified that the

Illinois Commerce Commission has approved the Bidder's winning Bids; or (iv) has failed to pay the applicable Supplier Fees to the Illinois Power Agency within seven (7) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids.

- Whether providing bid assurance collateral in the form of cash or a Pre-Bid Letter of Credit for ComEd, the Bidder must follow all instructions provided by the Procurement Administrator for transmission of bid assurance collateral. Such instructions are provided by the date of the Part 1 Notification but after submission by the Bidder of a Part 1 Proposal. Such instructions specify that the Bidder must provide cash by wire transfer and that the executed Pre-Bid Letter of Credit for ComEd must be submitted to ComEd and the Procurement Administrator as an electronic PDF file via electronic means. The executed Pre-Bid Letter of Credit for ComEd must be submitted from the issuing bank to the email addresses specified by the Procurement Administrator. The electronic PDF file of the Pre-Bid Letter of Credit for ComEd serves as the operative instrument.

V.3.3. Amount of Bid Assurance Collateral. The Bidder must calculate the required amount of bid assurance collateral for ComEd, which is the greater of \$5,000 per block times the total number of blocks that the Bidder intends to bid across all Segments and months for ComEd or \$250,000.

V.3.4. Requirements for a Bidder Providing Cash as Bid Assurance Collateral. The following requirements apply to a Bidder that elects to submit bid assurance in the form of cash for ComEd Products and/or Combinations.

- Such Bidder must acknowledge the conditions under which cash may be drawn by a Company. Such Bidder must acknowledge that no interest will be paid for cash submitted as bid assurance collateral to ComEd and that ComEd may co-

mingle any cash submitted with other funds. The Bidder makes these acknowledgments by completing the ComEd Cash Insert prepared for this purpose and available on the procurement website. The ComEd Cash Insert is labelled INSERT #P2-4. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

- V.3.5. Return of Bid Assurance Collateral Provided in the Form of Cash. The Bidder must name the entity to which cash tendered as bid assurance collateral will be returned. For such entity, the Bidder must provide, on the entity's letterhead, a draft request for the return of cash to ComEd by email or by upload to the application website. In addition to being on the entity's letterhead, such request must: (i) provide the name of the Bidder for identification purposes; (ii) include wire instructions; (iii) include the name and title of the signatory; and (iii) include a valid email address for the signatory or for another duly authorized representative of the entity to which cash is to be returned. The request is a "draft" in that it may leave all amounts blank and may be unsigned. However, such request should otherwise be in the exact format that the Bidder intends to use for the return of bid assurance collateral, including being on the appropriate entity's letterhead. A fully executed request for return of cash is acceptable. A sample of a return of cash posted as bid assurance collateral for the procurement

event for ComEd that is acceptable to ComEd is provided in Appendix 14 to these RFP Rules.

- All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event for ComEd. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the (ComEd) Master Agreement and until payment of the Supplier Fees is received. Return of cash tendered as bid assurance to ComEd is not initiated until ComEd receives an executed request in a form acceptable to ComEd.

V.3.6. Requirements for a Bidder Providing a Letter of Credit as Bid Assurance Collateral. The Bidder must either use the Standard Pre-Bid Letter of Credit for ComEd provided as Appendix 11 to these RFP Rules, or the Bidder must submit a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit for ComEd approved by ComEd and posted to the procurement website.

- All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event for ComEd. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the (ComEd) Master Agreement and until payment of the Supplier Fees is received. The Pre-Bid Letter of Credit for ComEd must expire no earlier than fourteen (14) business days after the anticipated date of the Commission decision on the procurement event. The anticipated date of the Commission decision is the date of the Commission decision provided in the calendar for the procurement event and posted to the procurement website.

V.3.7. Certifications. The Officer of the Bidder must make a number of certifications and acknowledgments as detailed below.

- The Officer of the Bidder must acknowledge that if the amount of bid assurance collateral for ComEd is insufficient to support the Bidder's Bids for the procurement event for ComEd, the Procurement Administrator may amend the Bidder's Bid Forms in a manner consistent with the process described in Paragraph V.9.13 of the RFP Rules.
- The Officer of the Bidder must certify that: (i) the Part 2 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) the Bidder is bidding independently and that it has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to this RFP; and (iv) the Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal.
- The Officer of the Bidder must certify that: (i) the Bidder has taken all necessary care to uphold the confidentiality of its Proposal in its communications with its financial institution for the purpose of arranging for bid assurance collateral or in its communications with Advisors (if any); (ii) with the exceptions of communications with its financial institution for the purpose of arranging for bid assurance collateral or communications with Advisors (if any), the Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) any information relating to its Proposal, which could have an effect on whether another party submits a Proposal for this procurement event, or on the contents of such

Proposal that another Bidder would be willing to submit. Such information includes, but is not limited to: the fact that the Bidder is submitting a Proposal for this procurement event; the Bidder's Bids; the Bidder's number of blocks bid for any Product, any Combination, or for any bundle of Products and Combinations; the Bidder's estimation of the value of a Product or Combination; the Bidder's estimation of the risks associated with providing supply under the (ComEd) Master Agreement; and the Bidder's preference for bidding on specific Products or Combinations. This certification must hold until the ICC has rendered its decision on the results of the procurement event.

- The Officer of the Bidder must certify that if the ICC approves some or all of the Bidder's Bids, (i) the Bidder will sign a partially executed electronic copy of the (ComEd) Master Agreement, including any Confirmations, any Guaranty, if applicable, and any other related documents and send such fully executed signature pages to ComEd electronically by 4 PM CPT on the second business day after the ICC decision; (ii) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision.
- The Officer of the Bidder must certify that any Bid on any Product or on any Combination submitted in response to this procurement event is binding until nine (9) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to supply a block of a Product or a block of the Combination at the price provided as the Bid and under the terms of the (ComEd) Master Agreement. All Bids together constitute a binding and irrevocable offer to supply, under the terms of the (ComEd) Master Agreement, the number of blocks of each Product at each price submitted and the number of blocks of each Combination at each price submitted up to the maximum willingness to supply for each Segment of each month.

- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (ComEd) Master Agreement to execute the (ComEd) Master Agreement, Confirmation, and related documents to supply and deliver energy to ComEd for each Segment of each month for which the Bidder's Bids are approved by the ICC. For each Segment of each month, the price paid to the Bidder is the average of the Bidder's own winning Bids for all blocks of the Product and for all blocks of a Combination that includes that Segment of that month.

The Officer of the Bidder makes all certifications and acknowledgments above by completing the ComEd P2 Certifications Insert prepared for this purpose and available on the procurement website. The ComEd P2 Certifications Insert is also labelled INSERT #P2-5. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

- V.3.8. The information required by this Section V.3 must be provided exclusively by completing Section 3 of the online Part 2 Form and by providing any documents required by Section 3, as further explained in Article VI.

**V.4. [RESERVED]**

**V.5. Requirements for Bidders on AIC Capacity Products**

V.5.1. The requirements of this section apply to Bidders that intend to bid on AIC Capacity Products. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on AIC Capacity Products.

V.5.2. Election of Cash or Pre-Bid Letter of Credit as Bid Assurance Collateral. A Bidder must provide financial guarantees by providing either cash or an executed Pre-Bid Letter of Credit for AIC Capacity Products, drawn for the account of the Bidder. The Bidder must elect whether it is providing the bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit. If a Bidder is submitting a Part 2 Proposal to participate in both the procurement event for AIC Energy Products and the procurement event for AIC Capacity Products, such Bidder may effect a single wire transfer to AIC to provide the required bid assurance collateral for both procurement events or, strictly at the Bidder's option, a Bidder may provide more than one wire transfer (i.e. a separate wire transfer applicable to each procurement event).

- AIC may draw upon the Pre-Bid Letter of Credit for AIC Capacity Products or AIC may draw upon a cash deposit if the Bidder: (i) has disclosed information relating to its Proposal publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) before the Illinois Commerce Commission has rendered its decision on the results of the procurement event; (ii) has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event; (iii) has failed to execute the applicable supplier contract or has failed to meet the creditworthiness requirements of the applicable supplier contract within three (3) business days of being notified that the Illinois Commerce Commission has approved the

Bidder's winning Bids; or (iv) has failed to pay the applicable Supplier Fees to the Illinois Power Agency within seven (7) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids.

- Whether providing bid assurance collateral in the form of cash or a Pre-Bid Letter of Credit for AIC Capacity Products, the Bidder must follow all instructions provided by the Procurement Administrator for transmission of bid assurance collateral. Such instructions are provided by the date of the Part 1 Notification but after submission by the Bidder of a Part 1 Proposal. Such instructions specify that the Bidder must provide cash by wire transfer and that the executed Pre-Bid Letter of Credit for AIC Capacity Products must be submitted to AIC and the Procurement Administrator as an electronic PDF file via electronic means. The executed Pre-Bid Letter of Credit for AIC Capacity Products must be submitted from the issuing bank to the email addresses specified by the Procurement Administrator. The electronic PDF file of the Pre-Bid Letter of Credit for AIC Capacity Products serves as the operative instrument.

V.5.3. Amount of Bid Assurance Collateral. The required amount of bid assurance collateral for AIC Capacity Products is \$200,000.

V.5.4. Requirements for a Bidder Providing Cash as Bid Assurance Collateral. The following requirements apply to a Bidder that elects to submit bid assurance in the form of cash for AIC Capacity Products.

- Such Bidder must acknowledge the conditions under which cash may be drawn by a Company. Such Bidder must acknowledge that no interest will be paid for cash submitted as bid assurance collateral to AIC and that AIC may co-mingle any cash submitted with other funds. The Bidder makes these acknowledgments by completing the AIC Capacity Cash Insert prepared for

this purpose and available on the procurement website. The AIC Capacity Cash Insert is labelled INSERT #P2-6. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

- V.5.5. Return of Bid Assurance Collateral Provided in the Form of Cash. The Bidder must name the entity to which cash tendered as bid assurance collateral will be returned. For such entity, the Bidder must provide, on the entity's letterhead, a draft request for the return of cash to AIC by email or by upload to the application website. In addition to being on the entity's letterhead, such request must: (i) provide the name of the Bidder for identification purposes; (ii) include wire instructions; (iii) include the name and title of the signatory; and (iii) include a valid email address for the signatory or for another duly authorized representative of the entity to which cash is to be returned. The request is a "draft" in that it may leave all amounts blank and may be unsigned. However, such request should otherwise be in the exact format that the Bidder intends to use for the return of bid assurance collateral, including being on the appropriate entity's letterhead. A fully executed request for return of cash is acceptable. A sample of a return of cash posted as bid assurance collateral for the procurement event for AIC Capacity Products that is acceptable to AIC is provided in Appendix 14 to these RFP Rules.

- All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event for AIC Capacity Products. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the (AIC) Capacity Agreement and until payment of the Supplier Fees is received. Return of cash tendered as bid assurance to AIC is not initiated until AIC receives an executed request in a form acceptable to AIC and until a Supplier Request Form is received that AIC finds to be duly completed. Requirements related to the Supplier Request Form for AIC are described in Section V.6.

V.5.6. Requirements for a Bidder Providing a Letter of Credit as Bid Assurance Collateral. The Bidder must either use the Standard Pre-Bid Letter of Credit for AIC Capacity Products provided as Appendix 13 to these RFP Rules, or the Bidder must submit a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit for AIC Capacity Products approved by AIC and posted to the procurement website.

- All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event for AIC Capacity Products. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the (AIC) Capacity Agreement and until payment of the Supplier Fees is received. The Pre-Bid Letter of Credit for AIC Capacity Products must expire no earlier than fourteen (14) business days after the anticipated date of the Commission decision on the procurement event. The anticipated date of the Commission decision is the date of the Commission decision provided in the calendar for the procurement event and posted to the procurement website.

V.5.7. Certifications. The Officer of the Bidder must make a number of certifications and acknowledgments as detailed below.

- The Officer of the Bidder must certify that: (i) the Part 2 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) the Bidder is bidding independently and that it has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to this RFP; and (iv) the Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal.
- The Officer of the Bidder must certify that: (i) the Bidder has taken all necessary care to uphold the confidentiality of its Proposal in its communications with its financial institution for the purpose of arranging for bid assurance collateral or in its communications with Advisors (if any); and (ii) with the exceptions of communications with its financial institution for the purpose of arranging for bid assurance collateral or communications with Advisors (if any), the Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) any information relating to its Proposal, which could have an effect on whether another party submits a Proposal for this procurement event, or on the contents of such Proposal that another Bidder would be willing to submit. Such information includes, but is not limited to: the fact that the Bidder is submitting a Proposal for this procurement event; the Bidder's Bids, including any prices, quantities, and Source Zones for a given Planning Year; the Bidder's estimation of the value of a Product; and the Bidder's estimation of the risks associated with being a Supplier under the (AIC) Capacity Agreement. This

certification must hold until the ICC has rendered its decision on the results of the procurement event.

- The Officer of the Bidder must certify that if the ICC approves some or all of the Bidder's Bids, (i) the Bidder will sign a partially executed electronic copy of the (AIC) Capacity Agreement and any other related documents and send such fully executed signature pages to AIC electronically by 4 PM CPT on the second business day after the ICC decision; (ii) the Bidder will submit, if applicable, a fully executed Guaranty to AIC electronically by 4 PM CPT on the second business day after the ICC decision; and (iii) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision.
- The Officer of the Bidder must certify that any Bid submitted in response to this procurement event is binding until nine (9) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to deliver for a Planning Year the quantity of ZRCs specified for that Planning Year, from the Source Zone provided, at the price included in the Bid and under the terms of the (AIC) Capacity Agreement. All Bids together constitute a binding and irrevocable offer to deliver for a given Planning Year, under the terms of the (AIC) Capacity Agreement, the number of ZRCs approved for the Planning Year, from the Source Zone specified, and at the stated prices.
- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (AIC) Capacity Agreement to execute the (AIC) Capacity Agreement and related documents to deliver ZRCs to AIC for which the Bidder's Bids are approved by the ICC. The price paid to the Bidder for a given Planning Year and for a given Source Zone is the average of the prices included in the Bidder's own winning Bids that are approved by the Commission, subject

to a payment adjustment for ZRCs from a Source Zone other than the AIC Compliance Zone as specified under the (AIC) Capacity Agreement.

- The Officer of the Bidder makes all certifications and acknowledgments above by completing the AIC Capacity P2 Certifications Insert prepared for this purpose and available on the procurement website. The AIC Capacity P2 Certifications Insert is also labelled INSERT #P2-7. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.4.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

V.5.8. The information required by this Section V.5 must be provided exclusively by completing Section 5 of the online Part 2 Form and by providing any documents required by Section 5, as further explained in Article VI.

**V.6. Additional Required Documents for Bidders Providing Cash as Bid Assurance Collateral**

V.6.1. A Bidder submitting cash as bid assurance collateral must provide additional documents with its Part 2 Proposal. This section details those additional documents. The requirements of this section apply only to Bidders submitting cash as bid assurance collateral; other Bidders are not subject to the requirements of this section.

- The Bidder must provide a W-9 for the entity to which cash tendered as bid assurance collateral will be returned.

- A Bidder that provides cash as bid assurance collateral for AIC may provide AIC's "Supplier Request Form" with its Part 2 Proposal. To be duly completed, all information required by Section 2 and 3 (including the certification on page 2) of the Supplier Request Form must be provided. If a Bidder fails to submit AIC's Supplier Request Form, then the Procurement Administrator will require AIC's Supplier Request Form to be provided by 12 PM (noon) on the day after the Bid Date.

V.6.2. The information required by this Section V.6 must be provided exclusively by completing Section 6 of the online Part 2 Form and by providing any documents required by Section 6, as further explained in Article VI.

#### **V.7. Bidders Applying Under Agency Agreements**

V.7.1. A Bidder submitting a Proposal under an Agency Agreement must comply with additional requirements in its Part 2 Proposal. This section details those additional requirements. The requirements of this section apply only to Bidders submitting a Proposal under an Agency Agreement; other Bidders are not subject to the requirements of this section.

V.7.2. Officers' Certificate. If the Bidder is applying under an Agency Agreement, the Bidder must provide an Officers' Certificate, substantially in the form of Appendix 15 to these RFP Rules and signed by an officer of each Principal. The Bidder provides the Officers' Certificate by email or by upload to the application website. This Officers' Certificate states that: (i) the copy of the Agency Agreement submitted with the Part 1 Proposal is a true and complete copy of the Agency Agreement as currently in effect; (ii) the Agency Agreement is in full force and effect and shall remain in full force and effect for a period extending to nine (9) business days following the Bid Date; (iii) there are no proceedings pending

for the amendment or termination of the Agency Agreement; (iv) each individual who has executed the Officers' Certificate and the Agency Agreement is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal(s); and (v) the Officer of the Bidder is authorized to execute the applicable supplier contract documents on behalf of the Principals.

V.7.3. Representative of the Principal. If no representative of the Bidder is authorized to execute a Confirmation pursuant to the applicable supplier contract, the Bidder must name a representative of a Principal that is so authorized. The representative of the Principal named in the Agency P2 Insert will be required to execute the two (2) originals of the signature pages of the applicable supplier contract on the second business day after the ICC decision.

V.7.4. A Bidder submitting a Proposal under an Agency Agreement provides all documents required by this section by email or by upload to the application website. The Bidder provides all other information required by this section by completing the Agency P2 Insert prepared for this purpose and available on the procurement website. The Agency P2 Insert is also labelled INSERT #P2-8. The Bidder provides the Agency P2 Insert by email or by upload to the application website.

V.7.5. The information required by this Section V.7 must be provided exclusively by completing Section 7 of the online Part 2 Form and by providing any documents required by Section 7, as further explained in Article VI.

**V.8. Foreign Entity as RFP Guarantor**

V.8.1. Additional requirements detailed in the remainder of this section apply only to a Bidder that: (i) relies on the financial standing of a Foreign Entity as RFP

Guarantor; (ii) intends to bid on ComEd Products and/or Combinations; and (iii) was required to fulfill the requirements of Paragraph IV.9.3 for purposes of the Part 1 Proposal. Other Bidders are not subject to the additional requirements in the remainder of this section.

V.8.2. Agent for Acceptance of Service of Process. The Bidder must provide in the online Part 2 Form the contact information, including name, address, phone number, fax number (if available), and email, of an agent in the United States for acceptance of service of process for the Foreign Entity as RFP Guarantor.

V.8.3. Documents for Foreign Entity as RFP Guarantor. The Bidder must provide the following documents as scans by email to the Procurement Administrator or by upload to the application website:

- An Opinion of independent counsel qualified to practice law and render legal opinions in the foreign jurisdiction in which the Foreign Entity is formed or organized that: (a) under the law of the jurisdiction where the Foreign Entity is organized, the necessary steps have been taken to cause the Guaranty, when executed and delivered on behalf of the Foreign Entity, to become a valid and enforceable obligation of the Foreign Entity; (b) the Guaranty, when executed and delivered on behalf of the Foreign Entity, will be, to the extent that the law of the Foreign Entity's jurisdiction of organization is applicable to the enforcement of the Foreign Entity's obligations thereunder, a valid and enforceable obligation of that Foreign Entity, enforceable against it in accordance with its terms, subject to any enumerated customary exceptions under the law of such jurisdiction; and (c) under law of the jurisdiction where the Foreign Entity is organized, the choice of Illinois or New York law to govern the Guaranty is valid and enforceable against such Foreign Entity.

- A sworn certificate of the corporate secretary (or similar officer) of the Foreign Entity that the person executing the Guaranty on behalf of the Foreign Entity has the authority to execute the Guaranty and that the governing board of such Foreign Entity has approved the execution of the Guaranty.
- A sworn certificate of the corporate secretary (or similar officer) of such Foreign Entity that the Foreign Entity has been authorized by its governing board to enter into agreements of the same type as the Guaranty.

V.8.4. ComEd will evaluate the sufficiency of the documents submitted by the Bidder with the Part 2 Proposal in its sole and absolute discretion, without liability or recourse by the RFP Guarantor or the Bidder. ComEd may require a payment of up to \$10,000 for review of the documents.

V.8.5. The information required by this Section V.8 must be provided exclusively by completing Section 8 of the online Part 2 Form and by providing any documents required by Section 8, as further explained in Article VI.

### **V.9. Bids on Energy Products**

V.9.1. The Bid Date for Energy Products is Monday, September 12, 2022.

V.9.2. In this Section V.9, all references to “procurement event” are for the procurement event for a Company’s Energy Products and all references to “Products” mean Energy Products.

V.9.3. A Bid must be displayed as a price, in \$/MWh rounded to the nearest cent, for a block of a Product or for a block of a Combination. The Bid is the price that the Bidder is willing to accept to deliver each MWh in the block. A Bid that is not expressed in dollars and cents will automatically be rejected.

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- V.9.4. A Bidder cannot submit a Bid for less than a full block of a Product or for less than a full block of a Combination. The Bidder cannot bid on fractions, portions, or parts of blocks. Such Bids will be automatically rejected.
- V.9.5. A Bidder may bid on any number of Products and may bid on all Products. For each Product, a Bidder may bid on any number of blocks up to and including the Target for that Product. If a Bidder bids on more blocks for a Segment of a month for a Company than the Target, the higher priced Bids will be discarded so that the number of blocks considered for that Segment of that month for that Company will not exceed the Target.
- V.9.6. A Bidder may bid on any number of Combinations and may bid on all Combinations. For each Combination, a Bidder may bid on any number of blocks up to and including the number of blocks available for each Combination. If a Bidder bids on more blocks for a Combination than is available for that Combination, the higher priced Bids will be discarded until the number of blocks considered for that Combination will not exceed the number of blocks available
- V.9.7. A Bidder may, but is not required to, specify a maximum willingness to supply for a Segment of a month for a Company, which is the maximum number of blocks that the Bidder is willing to win and supply for that Segment of that month for that Company, across all Bids on the Product corresponding to that Segment of that month for that Company as well as Bids on any Combination that includes that Segment of that month for that Company. If a Bidder does not specify a maximum willingness to supply for a Segment of a month for a Company, it will be assumed that the Bidder is willing to supply up to the minimum of: (i) the Target for that Segment of that month for that Company; and (ii) the number of blocks bid for that Segment of that month for that Company, which is the sum of the number of blocks bid for the Product corresponding to that Segment of that

month for that Company and the number of blocks bid on any Combination that includes that Segment of that month for that Company. The minimum of: (i) the Target for that Segment of that month for that Company; and (ii) the number of blocks bid for that Segment of that month for that Company; is called the “Default Maximum Willingness to Supply” or “Default MWS” for that Segment of that month for that Company. If a Bidder specifies a maximum willingness to supply for a Segment of a month for a Company that is greater than the Default MWS for that Segment of that month for that Company, the maximum willingness to supply submitted by the Bidder will be ignored and discarded and the Default MWS for that Segment of that month for that Company will be used instead in the evaluation of the Bidder’s Bids.

- V.9.8. If a Bidder specifies a maximum willingness to supply for a Segment of a month for a Company that is strictly less than the Default MWS for that Segment of that month for that Company then such maximum willingness will be used in the evaluation of the Bidder’s Bids. Furthermore, in such a case: (i) if such Bidder bids on more blocks for a Product than the specified maximum willingness to supply for the Segment, month, and Company corresponding to the Product, the higher priced Bids will be discarded and the number of blocks considered in the evaluation for that Product will not exceed the specified maximum willingness to supply; (ii) if the Bidder bids on more blocks for a Combination than the specified maximum willingness to supply for at least one month included in the Combination for that Segment and Company, then higher priced Bids will be discarded and the number of blocks considered in the evaluation for that Combination will not exceed the specified maximum willingness to supply for any of the months included in the Combination. Such specifications of the maximum willingness to supply do not constitute a deficiency of the Bid Form. Appendix 17

to these RFP Rules provides additional explanation about the maximum willingness to supply.

- V.9.9. 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.9.10. The Bid Window for Bids on Products and Combinations of a Company that include any Segment and any month from October 2022 to May 2023 (the “2022-2023 Delivery Year”) will be from 8 AM to 10 AM CPT. The Bid Window for Bids on Products and Combinations of a Company that include any Segment and any month from June 2023 to May 2025 (the “2023-2025 Delivery Years”) will be from 8 AM to 9 AM CPT. After 9 AM CPT, a Bidder will not be allowed to resubmit its Bids for the 2023-2025 Delivery Years, even in the circumstances where bid assurance collateral for a Company is insufficient to support the Bidder’s Bids for all Delivery Years.
- V.9.11. With the Part 1 Notification, the Procurement Administrator announces the amount of bid assurance collateral for each Company that will allow a Bidder to bid on all Blocks available for that Company. In the case that a Bidder’s bid assurance collateral for a Company is for at least such an amount, the bid assurance collateral is sufficient to support the Bidder’s Bid for the procurement event for that Company. If such is not the case, to be sufficient to support the Bidder’s Bids in a procurement event for AIC or ComEd, the bid assurance collateral for that Company must be in an amount no less than \$5,000 per block of the Bidder’s Maximum Quantity subject to a \$250,000 minimum. The Bidder’s Maximum Quantity is the greatest number of blocks that the Bidder can win across all Segments and all months for a Company given the Bids that the Bidder submitted for that Company. If the bid assurance collateral for a Company

is insufficient to support the Bidder's Bids, the Procurement Administrator will determine the "Assigned Maximum Quantity", which is the number of blocks that the bid assurance collateral for that Company can support. The Procurement Administrator will contact the Bidder by phone as soon as practicable and will require the Bidder to provide an amendment to its Bid Forms for one or more months and Segments so that the number of blocks that the Bidder can win across all Segments and months for a Company is equal to or is less than the Assigned Maximum Quantity. The phone call will be recorded or will be attended by more than one individual from the Procurement Administrator.

- V.9.12. If the Procurement Administrator makes the determination that a Bidder's bid assurance collateral for the procurement event of a Company is insufficient to support the Bidder's Bids with at least ten minutes left in the Bid Window for that Bid Form, the Procurement Administrator will require that the Bidder amend its Bid Forms so that the number of blocks that the Bidder can win across all Segments and months is equal to or less than the Assigned Maximum Quantity for that Company. The Bidder will have the option to resubmit its Bid Forms or to provide the information to amend the Bid Forms for one or more months and Segments by phone. All such amendments for Energy Products of the 2023-2025 Delivery Years must be received by 9 AM on the Bid Date. All such amendments for Energy Products of the 2022-2023 Delivery Year must be received by 10 AM on the Bid Date. If the Bidder amends its Bid Forms by phone, the Procurement Administrator will electronically transmit the amended Bid Forms to the Bidder for the Bidder's records. In such a case, the phone call will be recorded or will be attended by more than one individual from the Procurement Administrator.
- V.9.13. If the Procurement Administrator makes the determination that a Bidder's bid assurance collateral for a Company is insufficient to support the Bidder's Bids

with less than ten minutes left in the Bid Window for that Bid Form, or after the Bid Window has closed, the Procurement Administrator will require that the Bidder amend its Bid Forms so that the number of blocks that the Bidder can win across all Segments and months for a Company is equal to or less than the Assigned Maximum Quantity for that Company. While the Procurement Administrator will require that the Bidder provide the information to amend its Bid Forms for one or more months and Segments by phone, nothing precludes the Bidder from resubmitting its Bid Forms via the secure file transfer interface (or alternate method provided by the Procurement Administrator) by the required deadlines. All such amendments for Energy Products of the 2023-2025 Delivery Years and the 2022-2023 Delivery Year must be received by the Procurement Administrator within ten minutes of the time at which the Bidder received the determination from the Procurement Administrator that the Bidder's bid assurance collateral is insufficient to support the Bidder's Bids for a Company. If the Bidder amends its Bid Forms by phone, the Procurement Administrator will electronically transmit the amended Bid Forms to the Bidder for the Bidder's records. In such a case, the phone call will be recorded or will be attended by more than one individual from the Procurement Administrator. If, for any reason including the fact that the Bidder is not able to provide information to amend its Bid Forms in the timeframes specified in this section, the Bidder's bid assurance collateral for a procurement event for a Company remains insufficient to support the Bidder's Maximum Quantity for that Company after the procedure provided in the preceding paragraphs is followed, the Procurement Administrator will reduce the maximum willingness to supply for one or more months and Segments so that bid assurance collateral for that Company is sufficient using the random assignment procedure provided in this paragraph. If

amendments required for the 2023-2025 Delivery Years are not received in the timeframes specified, the random assignment procedure is applied to the 2023-2025 Delivery Years and no Bids can be accepted for the 2022-2023 Delivery Year. If amendments required for the 2022-2023 Delivery Year are not received in the timeframes specified, the random assignment procedure is applied to the 2022-2023 Delivery Year only. The Procurement Administrator will assign a random number between zero and one to each block of the Bidder's willingness to supply for each Segment of each month of the applicable Delivery Years. The Procurement Administrator will choose at random a Segment of a month of the applicable Delivery Years from which to reduce the maximum willingness to supply by one block by selecting the block assigned the lowest random number. If the bid assurance collateral remains insufficient to support the amended Maximum Quantity, the Procurement Administrator will choose another Segment of a month of the applicable Delivery Years from which to reduce the maximum willingness to supply by one block by selecting the block assigned the lowest random number from among those remaining. The Procurement Administrator will repeat this random assignment process until the bid assurance collateral is sufficient to support the Bidder's Bids. The maximum willingness to supply for each Segment of each month of the applicable Delivery Years assigned by the Procurement Administrator using this process is called the Assigned Willingness to Supply for that Segment of that month. The Bidder's Bids will be evaluated using the Assigned Willingness to Supply for each month and Segment. The Officer of the Bidder must, in the P2 Certifications Insert for a procurement event of a Company's Energy Products, agree that the Procurement Administrator may amend the Bidder's Bid Forms in a manner consistent with the process described in this paragraph should the amount of the bid assurance

collateral for a procurement event for a Company's Energy Products be insufficient to support the Bidder's Bids for that procurement event and that Company.

**V.10. Bids on Capacity Products**

V.10.1. The Bid Date for AIC Capacity Products is Friday, September 16, 2022. The Bid Window will be from 10 AM to 12 PM (noon) CPT.

V.10.2. In this Section V.10, all references to a procurement event are for the procurement event of Capacity Products for AIC and all references to Products refer to Capacity Products.

V.10.3. A "Bid" for a Capacity Product includes a price, in \$/MW-day, for at least one ZRC for a given Planning Year for which ZRCs are procured. A Bid also includes the number of ZRCs to which the price applies and the Source Zone of the ZRCs. The price in a Bid must be displayed in \$/MW-day rounded to the nearest cent. The price in the Bid is the price that the Bidder is willing to accept to deliver to AIC in the given Planning Year the quantity of ZRCs from the Source Zone specified in the Bid. A price included in a Bid that is not displayed in dollars and cents will automatically be rejected. A Bid that fails to include a quantity of ZRCs or a Source Zone will automatically be rejected.

V.10.4. A Bidder cannot submit a Bid for less than a full ZRC. The Bidder cannot bid on fractions, portions, or parts of ZRCs. Such Bids will be automatically rejected.

V.10.5. A Bidder may bid on any number of ZRCs in a Planning Year up to and including the ZRC Target in that Planning Year. If a Bidder bids on more ZRCs than the ZRC Target in a Planning Year, the higher priced Bids will be discarded and the number of Bids considered in the evaluation will not exceed the ZRC Target in that Planning Year. The ZRC Targets for the Planning Years are provided in Table

I-7 on a provisional basis. The final ZRC Targets are provided to Bidders in a notification expected no later than the date of the Part 1 Notification.

V.10.6. 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.11. Instructions for Submission of Bids**

V.11.1. The Procurement Administrator provides Bid Forms electronically to each Bidder qualified pursuant to a successful Part 1 Proposal. The Procurement Administrator may provide Bid Forms for purposes of bidder training and Bid Forms for submission of Bids on a Bid Date at different times (in which case the Bid Forms for submission of Bids on a Bid Date will be provided to Bidders no later than two (2) business days prior to that Bid Date). The Procurement Administrator also provides a set of instructions. These instructions guide the Bidder for completion of the Bid Forms, for the optional encryption of the Bid Forms, for submission of the completed Bid Forms to the Procurement Administrator via a secure file transfer interface, as well as instructions for submission of the 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 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 provides this

acknowledgment by filling out Section 9 of the online Part 2 Form prepared for this purpose.

- V.11.2. The Bid Forms, as provided to each Bidder by the Procurement Administrator, are the exclusive method for submitting a Bidder's Bids. There is one Bid Form for each submission deadline and Bid Window for Energy Products. There is a separate Bid Form for Capacity Products. A Bidder must fill out all required information on a Bid Form according to the instructions provided by the Procurement Administrator upon qualification. The certification in each Bid Form must be completed and signed by an individual authorized to submit Bids. A Bidder must submit a Bid Form to the Procurement Administrator through a secure file transfer interface according to the instructions provided by the Procurement Administrator upon qualification.
- V.11.3. A Bidder must fill out contact information on a Bid Form and the Procurement Administrator will use that information to confirm receipt of the Bids. A Bidder may encrypt a Bid Form for additional security.
- V.11.4. In case of technical difficulties, and only in case of technical difficulties, the Procurement Administrator will instruct the Bidder to send a Bid Form via email and the Procurement Administrator will recommend that such Bid Form be encrypted using the security code unique to the Bidder. The Procurement Administrator will note for the Bidder that without encryption such transmission may not be secure. The Procurement Administrator will provide instructions for such a contingency and the Bidder must follow all such instructions. These instructions will specify that the Bidder must contact the Procurement Administrator by email or text to advise the Procurement Administrator of the use of email transmission and to provide authenticating information.

- V.11.5. All Bid Forms for Energy Products for the 2022-2023 Delivery Year must be received between 8 AM and 10 AM (CPT) on the Bid Date of September 12, 2022. All Bid Forms for Energy Products for the 2023-2025 Delivery Years must be received between 8 AM and 9 AM (CPT) on the Bid Date of September 12, 2022. All Bid Forms for Capacity Products must be received between 10 AM and 12 PM (noon) CPT on the Bid Date of September 16, 2022. No late Bid Forms will be accepted regardless of the method used by the Bidder to submit its Bid Forms.

## **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 Representative and the Nominees. 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](mailto: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 Representative and the Nominees. 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. A Bidder must provide the basic information required by Section IV.1, including contact information for the Officer of the Bidder and the Representative, exclusively by completing Section 1 of the online Part 1 Form. The Officer of the Bidder or the Representative may provide contact information for up to three (3) individuals who serve as Nominees and who are included in communications from the Procurement Administrator. A Bidder that is not currently a Seller under an applicable supplier contract or that has not been a Seller pursuant to having Bids accepted by the Commission in a procurement event under the BEC RFP or the Standard Products RFP in 2016 or later must show that it is a member in good standing of PJM or a Certified Market Participant in MISO as of the opening of the Part 1 Window. Alternatively, the Bidder must provide evidence that it participates in PJM or MISO through another entity, such as a scheduling agent, and must provide evidence that such other entity is an Affiliate Member or a Voting Member in PJM and/or that it is a Certified Market Participant in MISO. The Procurement Administrator may elect to defer review of the Part 1 Proposal until a Bidder can comply with this requirement. A Bidder that has not paid a Bid Participation Fee pursuant to its participation in a prior 2022 procurement event must pay the Bid Participation Fee by the Part 1 Date and must provide evidence

of payment exclusively by completing Section 2 of the online Part 1 Form. A Bidder must show compliance with the financial requirements of Section IV.3 exclusively by completing Section 3 of the online Part 1 Form and by providing all documents required by that section. A Bidder that intends to bid on AIC Energy Products and/or Combinations must make representations, including acceptance of all the terms of the (AIC) Confirmation Agreement without modifications, exclusively by completing Section 4 of the online Part 1 Form. A Bidder that intends to bid on ComEd Products and/or Combinations must make representations, including acceptance of all the terms of the (ComEd) Master Agreement without modifications, exclusively by completing Section 5 of the online Part 1 Form. A Bidder that intends to bid on AIC Capacity Products must make representations, including acceptance of all the terms of the (AIC) Capacity Agreement without modifications, exclusively by completing Section 7 of the online Part 1 Form. A Bidder may submit comments to a Standard Pre-Bid Letter of Credit and/or the Standard Post-Bid Letter of Credit for a procurement event and for a Company to the extent that the Procurement Administrator is soliciting comments on such letter of credit. When the Procurement Administrator prepares an Insert for submission of such comments, the Insert prepared for this purpose is the exclusive method for submitting such comments. A Bidder submitting a Proposal under an Agency Agreement must provide additional information, including acknowledging that an Officers' Certificate must be provided with the Part 2 Proposal, exclusively by completing Section 8 of the online Part 1 Form. A Bidder relying on the financial standing of a Foreign Entity as RFP Guarantor and that intends to bid on ComEd Products and/or Combinations must provide any additional information required by Section IV.9, exclusively by completing Section 9 of the online Part 1 Form. A Bidder is asked

to make any possible elections for the applicable supplier contract for a procurement event and for a Company, and to provide all contact information necessary for execution of the applicable supplier contract, exclusively by completing the Contract Insert for that procurement event and that Company. A Bidder relying on the financial standing of an RFP Guarantor and that intends to bid on ComEd Products and/or Combinations is asked to make any possible elections for the Guaranty and provide all contact information necessary for execution of the Guaranty exclusively by completing the ComEd Contract Insert.

- VI.1.4. The Part 1 Proposal consists of information submitted in the online Part 1 Form and all documents, including Inserts, required by the online Part 1 Form and by Article IV of these RFP Rules. All Inserts are available on the procurement website or from the Procurement Administrator. All required Inserts must be duly completed and uploaded to the application website or sent by email to the Procurement Administrator. When an Insert requires a signature, it must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. In some cases, it will be required that the signature of an Insert that is not digitally signed be notarized. Other documents must be either uploaded to the application website or sent by email to the Procurement Administrator at [Illinois-RFP@nera.com](mailto:Illinois-RFP@nera.com). Responses to the qualification standards of Article IV that do not use the online Part 1 Form or the Inserts prepared for this purpose in these procurement events will be rejected 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 before 12 PM (noon) on any business day during the Part 1 Window, the Procurement Administrator acknowledges receipt on the day the materials are received with the results of an initial review. 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 acknowledgment of receipt along with the initial review by 12 PM (noon) of the next day. The initial review states either 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.

VI.1.7. If the Part 1 Proposal from a Bidder is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If a 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 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 responds to a deficiency notice within the time allowed but the response does not correct all deficiencies, the Bidder will, to the extent feasible, receive a further deficiency notice from the Procurement Administrator with additional time to respond. Such additional time to respond to a further deficiency notice will be no longer than (and may be shorter than) the time allowed under a first deficiency notice. If a Bidder fails to respond to a deficiency notice within the time allowed or if a Bidder fails to provide additional information in response to a deficiency notice within the time allowed, the Part 1 Proposal will 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.1.8. A Bidder applying under an Agency Agreement that submits a Draft Officers' Certificate will receive a review of the document within two (2) business days. Any review communicated to the Bidder of the Draft Officers' Certificate is final.
- VI.1.9. A Bidder that intends to bid on ComEd Products and/or Combinations, that relies on the financial standing of a Foreign Entity as RFP Guarantor, and that submits a draft of any of the documents required in these circumstances will receive an evaluation of these documents at the time of the Part 1 Notification. Any evaluation communicated to the Bidder of such draft documents is final. The Bidder cannot submit a subsequent request for changes on the basis of this evaluation.
- 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. 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 within the time allowed by 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 three (3) 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 documents necessary for the Bidder's continued participation in the RFP. These

documents, provided electronically, are expected to be: (i) the Bid Forms; (ii) instructions for completing, encrypting, and submitting the Bid Forms; (iii) confidential information for the submission of Bids, including a username, a password, and a security code unique to that Bidder; (iv) a creditworthiness assessment; (v) an invitation to bidder training on the bid submission procedure; (vi) updated Targets for each Company's Energy Products; and (vii) the amount of bid assurance collateral for each Company that will allow a Bidder to bid on all Blocks available for that Company. The Bid Forms may be provided to Bidders up to two (2) business days after receipt by Bidders of the Part 1 Notification and additional documents. The Procurement Administrator states in its notice to Bidders whether the updated Targets, including the ZRC Targets, are final or whether such Targets are subject to further revision. If the Targets for a Company, including the ZRC Targets, are further revised after the Part 1 Notification, the Procurement Administrator provides final Targets no later than 6 PM on the Part 2 Date. Furthermore, in such a case, the Procurement Administrator may re-issue the Bid Forms no later than two (2) business days prior to a Bid Date. Should the final Targets for a Company's Energy Products be further revised, the amount of bid assurance collateral that will allow a Bidder to bid on all blocks available for that Company and that was announced with the Part 1 Notification will not be subject to change.

VI.1.12. 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.

- VI.1.13. The Procurement Administrator will inform qualified Bidders of the amount of the Supplier Fee per on-peak block, the amount of the Supplier Fee per off-peak block, and the amount of the Supplier Fee per ZRC no later than 6 PM on the Part 2 Date. The Procurement Administrator will provide estimates of the Supplier Fee per on-peak block, the Supplier Fee per off-peak block, and the Supplier Fee per ZRC as part of the webcast to be held at or prior to the opening of the Part 1 Window. The Procurement Administrator will at that time also provide instructions to each Bidder qualified for the ComEd procurement event for executing and completing the (ComEd) Master Agreement should the Bidder have winning Bids in the ComEd procurement event that are approved by the Commission. The Procurement Administrator will outline such instructions as part of the webcast to be held at or prior to the opening of the Part 1 Window.
- VI.1.14. 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 bid assurance collateral for a procurement event and for a Company must be sent using the instructions provided by the Procurement Administrator. Other documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email.
- VI.1.15. A Bidder must confirm its contact information in Section V.1 exclusively by completing Section 1 of the online Part 2 Form. A Bidder that intends to bid on AIC Energy Products must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit for AIC Energy Products to AIC and must make a number of representations, including certifying that its Bids will remain binding until at least nine (9) business days after the applicable Bid Date. A

Bidder must confirm that it agrees that the Procurement Administrator may amend the Bidder's Bid Forms should the amount of bid assurance collateral for that procurement event be insufficient to support the Bidder's Bids. All required representations specific to the procurement event for AIC Energy Products must be submitted exclusively by completing Section 2 of the online Part 2 Form unless submitted during the Part 1 Window for early processing. A Bidder that intends to bid on ComEd Products and/or Combinations must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit to ComEd and must make a number of representations, including certifying that its Bids will remain binding until at least nine (9) business days after the applicable Bid Date. A Bidder must confirm that it agrees that the Procurement Administrator may amend the Bidder's Bid Forms should the amount of bid assurance collateral for that procurement event be insufficient to support the Bidder's Bids. All required representations specific to the procurement event for ComEd must be submitted exclusively by completing Section 3 of the online Part 2 Form unless submitted during the Part 1 Window for early processing. A Bidder that intends to bid on AIC Capacity Products must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit for AIC Capacity Products to AIC no later than 12 PM (noon) six (6) business days prior to the applicable Bid Date for Capacity Products. Such Bidder must also make a number of representations, including certifying that its Bids will remain binding until at least nine (9) business days after the Bid Date. All required representations specific to the procurement of Capacity Products for AIC must be submitted exclusively by completing Section 5 of the online Part 2 Form unless provided during the Part 1 Window for early processing. A Bidder submitting Proposals under an Agency Agreement must provide all required documents, including the Officers'

Certificate, by completing Section 7 of the online Part 2 Form. A Bidder that intends to bid on ComEd Products and/or Combinations and that is relying on the financial standing of a Foreign Entity as RFP Guarantor must provide all required documents, including the Opinion from independent counsel, by completing Section 7 of the online Part 2 Form.

VI.1.16. The Part 2 Proposal (excluding Bids) consists of information submitted in the online Part 2 Form and one (1) copy of all documents, including Inserts, required by the online Part 2 Form and by Article V of these RFP Rules. All Inserts are available on the procurement website or from the Procurement Administrator. All required Inserts must be duly completed and uploaded to the application website or sent by email to the Procurement Administrator. When an Insert requires a signature, it must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. In some cases, it will be required that the signature of an Insert that is not digitally signed be notarized. A Bidder that intends to submit Bids in the procurement event for a Company must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit for that procurement event to that Company according to the instructions provided by the Procurement Administrator for this purpose. Bid assurance collateral for procurement events for Energy Products is due by 12 PM (noon) on the Part 2 Date; bid assurance collateral for the procurement event for Capacity Products is due by 12 PM (noon) six (6) business days prior to the Bid Date for Capacity Products. Other documents must be either uploaded to the application website or sent by email to the Procurement Administrator at [Illinois-RFP@nera.com](mailto:Illinois-RFP@nera.com). Responses to the requirements of Article V that do not use the

online Part 2 Form or the Inserts prepared for this purpose will not be considered and the Part 2 Proposal will be considered deficient.

VI.1.17. The Bid Forms, as provided to each Bidder by the Procurement Administrator, are the exclusive method for the submission of Bids. Samples of the Bid Forms are provided for illustrative purposes as Appendix 7 and 8 of these RFP Rules. The Bid Forms for any procurement event in which the Bidder is participating must be filled out completely and transferred according to the instructions provided by the Procurement Administrator. The Bid Forms may be encrypted. Bids on any Bid Form that is incompletely or inconsistently filled out will be considered deficient and will not be evaluated.

VI.1.18. A Bidder must submit its Part 2 Proposal for a procurement event for Energy Products (excluding Bids) to the Procurement Administrator by 12 PM (noon) on the Part 2 Date. A Bidder must submit its Bids for Energy Products for the 2022-2023 Delivery Year between 8 AM and 10 AM (CPT) on the Bid Date of September 12 in accordance with the instructions received from the Procurement Administrator with its Part 1 Notification and in accordance with the requirements of Section VI.2. A Bidder must submit its Bids for Energy Products for the 2023-2025 Delivery Years between 8 AM and 9 AM (CPT) on the Bid Date of September 12 in accordance with the instructions received from the Procurement Administrator with its Part 1 Notification and in accordance with the requirements of Section VI.2. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 2 Proposals will be accepted under any circumstances.

VI.1.19. A Bidder must submit its Part 2 Proposal for the procurement event for Capacity Products (excluding Bids and excluding bid assurance collateral) to the Procurement Administrator by 12 PM (noon) on the Part 2 Date. Bid assurance

collateral for AIC Capacity Products is due on or before 12 PM (noon) six (6) business days before the Bid Date for Capacity Products. A Bidder must submit its Bids for Capacity Products between 10 AM and 12 PM (noon) on the Bid Date of September 16 in accordance with the instructions received from the Procurement Administrator with its Part 1 Notification and in accordance with the requirements of Section VI.2. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 2 Proposals will be accepted under any circumstances.

VI.1.20. If the Part 2 Proposal (excluding Bids) is received before 12 PM (noon) on any business day during the Part 2 Window, the Procurement Administrator acknowledges receipt by email on the day the Part 2 Proposal is received with the results of an initial review. 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 acknowledges receipt by email along with the initial review by 12 PM (noon) of the next business day. The initial review states either that the Part 2 Proposal is complete and is being considered, or the initial review lists items of the Part 2 Proposal that are incomplete or require clarification. If bid assurance collateral for AIC Capacity Products is received before 12 PM (noon) on a business day prior to the deadline for its submission, the Procurement Administrator acknowledges receipt by email on the day bid assurance collateral is received. If bid assurance collateral is received after 12 PM (noon) on any business day prior to the deadline for its submission, the Procurement Administrator acknowledges receipt by email by 12 PM (noon) of the next business day. If a Bidder submits a Pre-Bid Letter of Credit as bid assurance collateral, the results of the initial review for this Pre-Bid Letter of Credit are provided as soon as practicable. The number of blocks that the bid

assurance collateral for Energy Products can support based on the amount of bid assurance collateral received by a Company is provided as soon as practicable after the bid assurance collateral is received.

VI.1.21. The P2 Certifications Insert for a procurement event may be submitted during the Part 1 Window for early processing, in which case such Insert will be processed along with the Part 1 Proposal.

VI.1.22. A Bidder's Part 2 Proposal (excluding Bids) is automatically deficient if the Bidder submits a Pre-Bid Letter of Credit for a procurement event for a Company as bid assurance collateral and that Pre-Bid Letter of Credit proposes or includes modifications to a Standard Pre-Bid Letter of Credit that are not among those that are acceptable to that Company and posted to the procurement website for the Standard Pre-Bid Letter of Credit. A Bidder that intends to submit Bids in a procurement event for a Company and intends to submit a Pre-Bid Letter of Credit as bid assurance collateral must use a Standard Pre-Bid Letter of Credit for that Company and procurement event; the Bidder may include any modifications to that Standard Pre-Bid Letter of Credit acceptable to that Company for that procurement event and posted to the procurement website.

VI.1.23. If the Part 2 Proposal (excluding Bids) from a Bidder is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2 Proposal except for matters related to bid assurance collateral, 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 that first deficiency notice is sent to the Bidder, whichever comes later, to respond. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding bid assurance collateral for Energy Products, the Bidder

must respond by 12 PM (noon) on the Part 2 Date, or by 6 PM on the second business day following the business day during which that first deficiency notice is sent, whichever comes later. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding bid assurance collateral for AIC Capacity Products, the Bidder must respond by 12 PM (noon) six (6) business days prior to the Bid Date for Capacity Products, or by 6 PM on the second business day following the business day during which that first deficiency notice is sent, whichever comes later. If the Bidder responds to a deficiency notice within the time allowed but the response does not correct all deficiencies, the Bidder will, to the extent feasible, receive a further deficiency notice from the Procurement Administrator with additional time to respond. Such additional time to respond to a further deficiency notice will be no longer than (and may be shorter than) the time allowed under a first deficiency notice and, furthermore, in no event will the deadline to respond to a deficiency notice be after 10 AM on the Bid Date for Energy Products and after 12 PM (noon) on the Bid Date for Capacity Products. If a Bidder fails to respond to a deficiency notice within the time allowed or if a Bidder fails to provide additional information in response to a deficiency notice within the time allowed, the Part 2 Proposal will be rejected. If the Part 2 Proposal (excluding Bids) is complete, the Procurement Administrator sends a notice that the Part 2 Proposal (excluding Bids) is complete and is being considered.

- VI.1.24. A Bidder's Bids for a procurement event for Energy Products are evaluated only 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 by 10 AM on the Bid Date, if its

Bid Form for a given Bid Window is submitted during that Bid Window on the Bid Date, and if its Bid Forms are submitted according to the instructions provided by the Procurement Administrator. Each Bidder that submits a Part 2 Proposal for Energy Products will be notified whether its Bids are evaluated by 11 AM on the Bid Date by phone or by email.

VI.1.25. A Bidder's Bids for the procurement event for AIC Capacity Products are evaluated only if the Bidder qualifies pursuant to a successful Part 1 Proposal, if its Part 2 Proposal (excluding bid assurance collateral and Bids for Capacity Products) is received on or before 12 PM (noon) on the Part 2 Date, if its bid assurance collateral for AIC Capacity Products is received on or before 12 PM (noon) six (6) business days before the Bid Date for Capacity Products, if its Part 2 Proposal (excluding Bids) is complete and fully complies with the requirements of Article V of these RFP Rules by 12 PM (noon) on the Bid Date, if its Bid Form is submitted during the Bid Window on the Bid Date, and if its Bid Form is submitted according to the instructions provided by the Procurement Administrator. Each Bidder that submits a Part 2 Proposal for Capacity Products will be notified whether its Bids are evaluated by 1 PM on the Bid Date by phone or by email.

## **VI.2. Bid and Post-Bid Process**

VI.2.1. A Bidder submits its Bids for a procurement event for Energy Products electronically according to the instructions of the Procurement Administrator. A Bidder submits its Bids for the AIC Capacity procurement event electronically according to the instructions of the Procurement Administrator. A Bidder is instructed to transfer a 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 a Bid Form, the Bidder will be required to provide the security code by phone.

- VI.2.2. A Bidder that must resort to submitting a 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 contact the Procurement Administrator by email or text to advise the Procurement Administrator of the use of email transmission and to provide authenticating information. The Procurement Administrator will recommend that the Bid Forms be encrypted using the security code unique to the Bidder. The Procurement Administrator will note for the Bidder that without encryption such transmission may not be secure.
- VI.2.3. All Bid Forms for Energy Products in the 2022-2023 Delivery Year must be received between 8 and 10 AM (CPT) on the Bid Date for Energy Products. All Bid Forms for Energy Products in the 2023-2025 Delivery Years must be received between 8 and 9 AM (CPT) on the Bid Date for Energy Products. All Bid Forms for Capacity Products for the 2023-2024 and 2024-2025 Planning Years must be received between 10 AM and 12 PM (noon) CPT on the Bid Date for Capacity Products. 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 may submit a Bid Form multiple times during a given Bid Window. Such resubmissions may be to correct deficiencies in the Bid Form noted by the Procurement Administrator, or may be to revise Bids, or may be to revise the maximum willingness to supply (for a month, Company, and Segment). The last

Bid Form received within the applicable Bid Window that is complete and consistent with the RFP Rules is the Bid Form that will be evaluated.

VI.2.5. The Procurement Administrator confirms receipt of a Bid Form by phone. The phone number used is the phone number provided on the Bid Form. The Procurement Administrator makes this confirmation within thirty (30) minutes of receipt of the Bid Form. A Bidder that does not receive confirmation within thirty (30) minutes of submitting a Bid Form should assume technical difficulties, should contact the Procurement Administrator by email or text, and should proceed to submitting its Bid Form by email.

VI.2.6. If a Bid Form received by the Procurement Administrator is incomplete or inconsistent with the requirements of these RFP Rules or the instructions on the Bid Form, the Procurement Administrator will advise the Bidder of that fact when confirming receipt.

- If the Procurement Administrator provides the evaluation with at least ten minutes left in the Bid Window for that Bid Form, the Bidder may correct and resubmit the Bid Form provided that the Bid Form for a given Bid Window is received by the close of that Bid Window on the applicable Bid Date.
- If the Procurement Administrator provides the evaluation with less than ten minutes left in the Bid Window for that Bid Form, or after the Bid Window has closed, the Bidder will have ten minutes to correct and resubmit the Bid Form. The Bidder may only resubmit the Bid Form for the purpose of addressing the deficiencies identified by the Procurement Administrator. The Procurement Administrator will reject a resubmitted Bid Form that modifies Bids or maximum willingness to supply entries that were consistent with the RFP Rules as originally submitted. Only one such resubmission will be considered.

A resubmitted Bid Form that is complete and consistent with the RFP Rules and received within ten minutes will be evaluated.

It is the responsibility of the Bidder to ensure that a completely and consistently filled out Bid Form is submitted during the Bid Window on the Bid Date. 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.2.7. 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. All Bids that meet the benchmarks are evaluated. 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.

VI.2.8. The evaluation of Bids proceeds separately for each procurement event. For the procurement of Energy Products for a Company, there are two steps. In the first step, all Bids that fail to meet the benchmarks are eliminated. In the second step, the Procurement Administrator evaluates the Bids that meet or beat the benchmarks and selects a package of Bids that procures all needed blocks if possible for the Company at the lowest average cost per MWh. This package of Bids is called the Least Cost Package (for that Company). The evaluation of Bids for the procurement of a Capacity Product for AIC proceeds in two steps. In the first step, all Bids that fail to meet the benchmarks are eliminated. In the second step, the Procurement Administrator evaluates the Bids that meet or beat the benchmarks and selects the lowest priced Bids.

- VI.2.9. If, for a particular Segment of a month in a procurement event for Energy Products, an insufficient number of Bids is received, for evaluation purposes the benchmark is used for each block that has not received a Bid.
- VI.2.10. In the procurement of Energy Products for a Company, it is possible that multiple Bidders could submit Bids of the same amount (\$/MWh) for the same Product or Combination, resulting in a tie for the highest accepted price for a Product or Combination. Such Bids for a Company are Tied Bids (at the Tied Price) for a Product or Combination. If, in order to fill the Target exactly, only some of the Tied Bids for a Product or Combination must be accepted, the Bids included in the Least Cost Package will be selected at random from the Tied Bids on a Product or Combination. The Procurement Administrator will assign to each Tied Bid a random number between 0 and 1. The Tied Bids are selected in increasing order of random number until the Target is filled. No selection preference will be given to identical Bids submitted at any particular time or in any particular way.
- VI.2.11. In the procurement of Capacity Products for AIC, it is possible that multiple Bidders could submit Bids of the same amount (\$/MW-day) for a given number of ZRCs in a given Planning Year, resulting in a tie for the highest accepted price for that Planning Year. Such Bids are Tied Bids (at the Tied Price). If, in order to fill the ZRC Target exactly for such Planning Year, only some of the ZRCs but not all ZRCs from the Tied Bids for such Planning Year are needed, the ZRCs selected as part of the winning Bids will be selected at random from the Tied Bids. The Procurement Administrator will assign to each ZRC in a Tied Bid a random number between 0 and 1. The ZRCs from the Tied Bids are selected in increasing order of random number until the ZRC Target is filled for such Planning Year. No selection preference will be given to identical Bids submitted at any particular time or in any particular way.

VI.2.12. Although no notification is required prior to Commission approval under the PUA, the Procurement Administrator will notify a Bidder via phone that had Bids in a procurement event for Energy Products that were evaluated whether any of the Bidder's Bids for the 2022-2023 Delivery Year will be identified as "winning Bids" to the ICC by 4 PM on the applicable Bid Date. The Procurement Administrator expects to notify a Bidder via phone that had Bids in a procurement event for Energy Products that were evaluated whether any of the Bidder's Bids for the 2023-2025 Delivery Years will be identified as "winning Bids" to the ICC by 6 PM on the applicable Bid Date. The Procurement Administrator expects to notify a Bidder via phone that had Bids in a procurement event for Capacity Products that were evaluated whether any of the Bidder's Bids will be identified as "winning Bids" to the ICC by 6 PM on the applicable Bid Date. The Procurement Administrator provides written confirmation via email by 12 PM (CPT) on the business day following the applicable Bid Date. The Procurement Administrator either confirms that a Bidder has no winning Bids or the Procurement identifies the Bidder's Bids that are identified as winning Bids. The Procurement Administrator provides no other information to a Bidder about the results of the procurement event. Such notifications are made earlier to the extent practicable or may be made later as circumstances warrant. Regardless of the timing of such notifications, the Bidder's Bids remain binding until nine (9) business days after the applicable Bid Date.

VI.2.13. Within two (2) business days of a Bid Date, the Procurement Administrator will submit to the ICC a confidential report that will provide the results of the procurement event(s) on that Bid Date as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days of a

Bid Date, the Procurement Monitor will submit to the ICC a confidential report regarding the results of the procurement event(s) on that Bid Date 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 regarding that procurement event.

VI.2.14. 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 for a procurement event and a Company, and if the Bidder did not fully complete the Contract Insert for that procurement event and that Company, the Bidder will be required to provide all information required by the Contract Insert for that procurement event and that Company by 12 PM (noon) on the day after such notification occurs. The Company prepares the applicable supplier contract documents (including, for ComEd, the Guaranty for Bidders relying on the financial standing of an RFP Guarantor).

- If the ICC accepts the results of a procurement event for a Company, the Procurement Administrator will notify all Bidders that had Bids that were evaluated in that procurement event whether some or all of their Bids were accepted by the ICC. Bidders that have some or all of their Bids for the procurement event for a Company accepted by the ICC are called winning Bidders for that procurement event of that Company. For the procurement of Energy Products for a Company, the Procurement Administrator notifies each

winning Bidder of the number and price of blocks won for each month and Segment for that Company. The Procurement Administrator also provides to the Company procuring blocks through that procurement event the name of each winning Bidder, and for each such winning Bidder, the number and price of blocks won for each month and Segment. For each Segment of each month, the price paid to the winning Bidder is the average of the Bidder's own winning Bids for all blocks of that Product and for all blocks of a Combination that includes that Segment of that month. For the procurement of Capacity Products for AIC, the Procurement Administrator notifies each winning Bidder of the number of ZRCs won at a given price and for a given Source Zone and Planning Year. The Procurement Administrator also provides to AIC the name of each winning Bidder, and for each such winning Bidder, the total number of ZRCs of a given Source Zone and Planning Year, as well as the average of the prices included in the Bidder's own winning Bids for such ZRCs. The price paid to the Bidder for a given Source Zone is the average of the prices included in the Bidder's own winning Bids that are approved by the Commission, subject to a payment adjustment for ZRCs from a Source Zone other than the AIC Compliance Zone as specified under the (AIC) Capacity Agreement.

VI.2.15. In accordance with the Act and ICC Orders, the following information will be made public at the time of ICC approval of a procurement event:

- For the procurement of Energy Products for a Company: (i) the names of successful Bidders; (ii) the load-weighted average of the winning Bids for each Segment of each month; (iii) the load-weighted average of the winning Bids for each Product and for each Combination; (iv) the number of megawatts awarded for each Segment of each month, provided that there are at least three (3) successful Bidders; and (v) the number of megawatts awarded for each

Product and for each Combination, provided that there are at least three (3) successful Bidders.

- For the procurement of Capacity Products for AIC: (i) the names of successful Bidders; (ii) the average of the winning Bids; and (iii) the number of ZRCs awarded, provided that there are at least three (3) successful Bidders.

VI.2.16. The Act states that participants in the procurement process will maintain the confidentiality of all other supplier and bidding information.

VI.2.17. If the ICC approves some or all of the Bidder's Bids for a procurement event for a Company, by 12 PM (noon) CPT on the first business day after the ICC decision, that Company prepares and sends a partially executed electronic copy of the applicable supplier contract and related documents to the Seller. It is expected that the Officer of the Bidder will sign a copy of the partially executed applicable supplier contract and related documents. If the Officer of the Bidder 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 4 PM CPT (5 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 4 PM CPT on the second business day after

the ICC decision. Bidders that are relying on the creditworthiness of an RFP Guarantor and have winning Bids for a procurement event for AIC must provide a fully executed guaranty to the Company electronically by 4 PM CPT on the second day after the ICC decision. By the seventh business day after the ICC decision, the Bidder must have completed payment of the Supplier Fees due to the IPA.

VI.2.18. Each Company files its generation supply charges for each customer group within two (2) business days of the ICC decision.

VI.2.19. If the ICC rejects the results of the procurement event or if a Target is not filled, 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 repeat the procurement event if such changes would address concerns causing the Commission to reject the results of the procurement event or resulting in the procurement event failing to meet the requirements.

### **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. A limited number of representatives from each Company will review the information provided to fulfill the financial requirements for each Bidder in that Company's procurement event. Any information from the Part 1 Proposal provided to a Company is also provided to the Procurement Monitor.

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.

Each Company receives, reviews, and evaluates any Pre-Bid Letter of Credit for that Company submitted as bid assurance collateral.

- VI.3.3. The Procurement Administrator, the Procurement Monitor, and representatives from each Company 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 16 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.
- 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

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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 AIC's procurement events and the (AIC) Confirmation Agreement and/or (AIC) Capacity Agreement with a Bidder has been executed and is effective. Once effective, it is the (AIC) Confirmation Agreement or the (AIC) Capacity Agreement and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.2. 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 Agreement have been executed with a Bidder and are effective. Once effective, it is the (ComEd) Master Agreement as well as any Confirmations 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. 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, or are submitted by a Bidder that tries to unduly influence in any way the evaluation process.