

Illinois Power Agency

Non-Solar Community Renewables

Request for Proposals

Process and Rules

23 October 2019

TABLE OF CONTENTS

ARTICLE I. Introduction	2
I.1. Overview	2
I.2. Products and Bids	3
I.3. Submission of Proposals	5
I.4. Seller Obligations	7
I.5. Summary of RFP Documents	10
ARTICLE II. Information and Schedule	11
II.1. Procurement Website	11
II.2. RFP Schedule	12
ARTICLE III. General Requirements for Proposals	15
ARTICLE IV. Part 1 Proposal Requirements	18
IV.1. Basic Information	18
IV.2. Seller Requirements	20
IV.3. Project Information	24
IV.4. Representations	27
IV.5. Agency Agreement	30
IV.6. Bid Participation Fee	31
IV.7. Option to Provide Comments	32
ARTICLE V. Part 2 Proposal Requirements	34
V.1. Contact Information	34
V.2. Bid Assurance Collateral	35
V.3. Certifications	39
V.4. Information to Prepare the REC Contracts	43
V.5. Bids	44
ARTICLE VI. Process	49
VI.1. Part 1 and Part 2 Proposals: Submission and Processing	49
VI.2. Bid and Post-Bid Process	55
VI.3. Personnel and Confidentiality	60
ARTICLE VII. Reserved Rights	62

ARTICLE I. Introduction

I.1. Overview

- I.1.1. Public Act 99-0906, which was signed into law on December 7, 2016 and became effective June 1, 2017 (the “Act”), calls upon the Illinois Power Agency (“IPA”) to develop a Long-Term Renewable Resources Procurement Plan. The IPA filed its initial Long-Term Renewable Resources Procurement Plan (“Initial Long-Term Plan”) with the Illinois Commerce Commission (“ICC” or “Commission”) on December 4, 2017 pursuant to the provisions of Sections 1-56(b) and 1-75(c) of the Illinois Power Agency Act and Section 16-111.5 of the Public Utilities Act. The Initial Long-Term Plan provides for the procurement of Renewable Energy Credits (“RECs”) from new community renewable generation projects that are not solar photovoltaic projects (“new non-solar community renewable generation projects”) under fifteen-year contracts for the portfolios of Ameren Illinois Company (“AIC”) and Commonwealth Edison Company (“ComEd”). Each of AIC and ComEd is referred to as a “Company”. A REC represents all the environmental attributes corresponding to one megawatt-hour of energy generated from renewable energy resources.
- I.1.2. The Commission issued an Order on April 3, 2018 rendering its decision on the Initial Long-Term Plan. For purposes of this document, the “Initial Long-Term Plan” means the Initial Long-Term Plan as amended by this Commission Order.
- I.1.3. The present document, in conjunction with all its appendices as described in more detail in Section I.5, constitutes the Request for Proposals (“RFP”) to solicit bids for RECs from new non-solar community renewable generation projects. This RFP is referred to as the “Non-Solar Community Renewables RFP”. The present document alone is referred to as the “RFP Rules”. The RFP Rules detail the qualification standards and bidding process.
- I.1.4. The IPA has retained NERA Economic Consulting (“NERA”) as the Procurement Administrator for this procurement event. The Commission has retained Bates White, LLC

as the Procurement Monitor. The Procurement Monitor will report and monitor the progress of the procurement event for the Commission.

I.1.5. A “Project” is a new non-solar community renewable generation project. Specifically, a new non-solar community renewable generation project cannot be a solar photovoltaic project. A “Proposal” is a response to this RFP for a given Project. An entity that bids to deliver RECs from a Project under the terms of the applicable supplier contract for this RFP and that will be the signatory under the applicable supplier contract is the “Seller”. A “Bidder” is a participant that presents a Proposal to this RFP; the Bidder and Seller may or may not be the same entity.

I.1.6. A Proposal consists of two (2) parts. The first part of the Proposal (“Part 1 Proposal”) is the Bidder’s response to the qualification standards described in Article IV of these RFP Rules for a Project. The qualification standards are set to provide assurances that the Project can satisfy the requirements of the Act and to establish that the Seller accepts the terms of, and can meet the obligations under, the applicable supplier contract for this RFP. The qualification standards for non-solar community renewable generation projects are modeled on the requirements of the Adjustable Block Program. The second part of the Proposal (“Part 2 Proposal”) includes the bids and financial guarantees to support the bids. The Part 2 Proposal is described in detail in Article V.

I.1.7. Capitalized terms in this document are defined herein unless explicit reference is made to another document.

I.2. Products and Bids

I.2.1. A non-solar community renewable generation project is powered by wind or biodiesel, crops and untreated and unadulterated organic waste biomass, or tree waste, and has a nameplate capacity of no more than 2,000 kW (AC rating). A non-solar community

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

renewable generation project must be entirely located in Illinois, and interconnected at the distribution system level of an electric utility, a municipal utility, a public utility, or an electric cooperative as defined by the Act.

- I.2.2. The procurement event has a “Target” of 50,000 RECs to be delivered annually over the fifteen year term of the contract. The RECs from each Project selected through this RFP will be allocated by the Procurement Administrator to AIC and/or ComEd.
- I.2.3. The terms of the applicable supplier contracts, the Non-Solar Community Renewable Energy Credit Agreement, abbreviated as the “REC Contract” for each Company, are the same for both Companies except for details of the credit instruments that can be used to post security under the terms of the REC Contract.
- I.2.4. A Project that started operations before June 1, 2017 is not “new” and is not eligible to participate in this RFP. If a Project has not yet started operations, the Seller commits to begin operations within eighteen months of contract execution. The REC Contract specifies certain circumstances for which extensions can be granted.
- I.2.5. The expected output for the Project is calculated using a standard capacity factor. A “Bid” for each Project is a price that would be paid for each REC that is delivered and attributable to subscribed shares.
- I.2.6. The evaluation of Bids first eliminates Bids that fail to meet or beat the benchmark. The evaluation of Bids will then select the lowest priced Bids that do not exceed the Target. Further details on the evaluation as well as examples are provided in an appendix to these RFP Rules.
- I.2.7. If the Bid for a Project is selected by the evaluation procedure and approved by the Commission, the Procurement Administrator allocates the quantity of RECs selected by the evaluation procedure to each of AIC and/or ComEd. The Seller will be the counterparty to one or both Companies for delivery of RECs from the Project. If the same Seller has other

Bids approved by the Commission for RECs from other Projects, the Seller will execute a separate REC Contract for each Project.

I.3. Submission of Proposals

- I.3.1. Bidders use the online Part 1 Form to submit information and to upload required documents to respond to the qualification standards described in Article IV of these RFP Rules. Bidders may also provide required documents by email to the Procurement Administrator. Inserts to the online Part 1 Form are available as separate forms on the procurement website, www.IPA-energyrfp.com, or are available from the Procurement Administrator. An Illustrative Part 1 Form is provided as Appendix 2 to these RFP Rules.
- I.3.2. The Part 1 Proposal 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 already paid a Bid Participation Fee pursuant to participation in a 2019 procurement event held on behalf the IPA and that submits a Part 1 Proposal in this RFP is required to pay a non-refundable Bid Participation Fee. A Bidder that submits Proposals for multiple Projects is only required to pay a single Bid Participation Fee.
- I.3.3. The Part 2 Proposal consists of the completed online Part 2 Form, the submission of bid assurance collateral, the submission of any other document required by the online Part 2 Form, and the Bids. The bid assurance collateral tendered by a Bidder must be in an amount sufficient to support the Bids from all Projects presented by the Bidder. Bidders must use the Bid Form provided by the Procurement Administrator for purposes of submitting Bids.
- I.3.4. A schedule for the procurement event held under this RFP is provided in Table II-1. Any updates will be provided on the procurement website www.IPA-energyrfp.com.
- I.3.5. The 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

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Part 1 Proposal, including the Bid Participation Fee for Bidders that have not already paid such Bid Participation Fee pursuant to participation in a 2019 procurement event held on behalf the IPA, must be received by 12 PM (noon) on the Part 1 Date. All times in this RFP are Central Prevailing Times (“CPT”) unless specifically noted.

- I.3.6. The 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, except the Bidders’ Bids, must be received by 12 PM (noon) on the Part 2 Date.
- I.3.7. The day Bids are due is called the “Bid Date”. Bids are evaluated on the Bid Date. The Bidder’s Bids must be received between 10 AM and 12 PM (noon) on the Bid Date. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Project that qualifies pursuant to a successful Part 1 Proposal and for which the Bidder submits a Part 2 Proposal that fulfills all the requirements of Article V.
- I.3.8. Within two (2) business days of the Bid Date, the Procurement Administrator submits to the Commission a confidential report that will provide the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days of the Bid Date, the Procurement Monitor also submits to the Commission a confidential report regarding the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. The Commission is expected to decide whether to accept or reject the results of the procurement event within two (2) business days of receiving the confidential reports from both the Procurement Administrator and the Procurement Monitor.
- I.3.9. If the Commission approves the results of the procurement event, each Seller with a Bid approved for a Project will execute the REC Contract with one or both Companies, as described in Paragraph I.2.7, within three (3) business days of the Commission decision.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- I.3.10. Projects with winning Bids approved by the Commission will be assessed a Supplier Fee per REC that reflects the cost of conducting the procurement event less the total of the Bid Participation Fees. The exact amount of the Supplier Fee per REC will be announced no later than two (2) business days before the Bid Date. Payment of the Supplier Fees to the IPA by the Bidder or Seller will be due within seven (7) business days of Commission approval of the results of the procurement event.
- I.3.11. If the Commission rejects the results of a procurement event, the Procurement Administrator, the Procurement Monitor, and ICC Staff will meet within ten (10) days of the Commission decision to analyze potential causes for the Commission 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 the procurement event.

I.4. Seller Obligations

- I.4.1. Each Seller must accept the terms of the REC Contract as a condition of participation. For each Project selected through this RFP and with a Bid approved by the Commission, the Procurement Administrator will assign the Project to AIC and/or ComEd.
- I.4.2. This section describes in general terms a few key provisions in the REC Contract. This is a summary only and is subject to and qualified in its entirety by the REC Contract provided as Appendix 1 to these RFP Rules.
- I.4.3. Under the terms of the REC Contract:
- The Community Renewable Generation Program, as established under 20 Ill. Comp. Stat. 3855/1-75(c)(1)(N), as part of the Illinois Renewable Portfolio Standard established under 20 Ill. Comp. Stat. 3855/1-75, and as understood through the IPA's Long-Term Renewable Resources Procurement Plan developed pursuant to 20 ICLS

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

3855/1-75(c)(1)(A) and 220 ILCS 5/16-111.5(b)(5), is the Applicable Program for the REC Contract.

- The Seller provides “Standard RECs”, namely RECs that include all environmental attributes represented by renewable electricity generation associated with the RECs and that meet the definition of “renewable energy credit” under the IPA Act. All RECs delivered under the REC Contract must comply with the Applicable Program.
- All RECs delivered must be associated with generation from a project selected through this RFP. The Project must be a new generating unit such that the date of final interconnection approval did not occur before June 1, 2017.
- The Project must be energized within eighteen (18) months from the effective date of the REC Contract unless extended under the terms of the REC Contract.
- Energization shall include the establishment of a standing order within the applicable tracking system for the automatic recurring transfer of RECs from the Project and the occurrence of at least fifty percent (50%) of the actual nameplate capacity of the Project being subscribed.
- Seller shall use PJM Environmental Information System’s Generation Attribute Tracking System (“PJM EIS GATS”) or the Midwest Renewable Energy Tracking System (“M-RETS”) as the tracking system for RECs, and Seller will bear the costs associated with performing its obligations in connection with such tracking system. RECs procured through this RFP must be transferred from the Seller’s account in PJM EIS GATS or in M-RETS to the account of the applicable Company in the relevant tracking system in an unretired state.
- At least one (1) REC is expected to be delivered within ninety (90) days of the energization of the Project. The REC Contract provides for one hundred eighty (180)

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

months of REC delivery starting on the first day of the month when the first REC is delivered. The first REC delivery cannot occur earlier than June 1, 2020.

- When the standing order is initially established, the standing order shall indicate for 100% of the RECs from the Project to be delivered and for REC transfers to recur indefinitely. Subsequent to the first year of operations, the standing order shall be amended to reflect the Base Subscription Rate as defined in the REC Contract.
- Seller must provide a REC annual report by July 15 following the end of each delivery year providing information related to the developmental progress of the Project or REC deliveries and subscription information during the delivery year that concluded.
- Invoicing and payment occur on a quarterly basis during the delivery term. Payments shall be based on RECs delivered and shall be subject to an annual true-up payment adjustment to ensure payment is for RECs that are delivered and attributable to subscribed shares of the Project only. The purchase price per REC is based on the Bid. Cumulative payments under the REC Contract cannot exceed the maximum contract value and payments made for RECs delivered during a delivery year cannot exceed the annual contract value.
- All RECs delivered pursuant to the standing order shall be the property of Buyer and shall not be returned to Seller regardless of whether the RECs are attributable to subscribed shares of the Project or not. Any REC that is not delivered under the standing order is the property of Seller to be utilized in Seller's sole discretion.
- For purposes of performance assurance, the collateral requirement is equal to the annual contract value and must be provided by Seller in the form of cash or a letter of credit.
- A subscriber must receive net metering and must be a customer in the service territory of the interconnecting electric utility of the Project.

I.5. Summary of RFP Documents

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

- Appendix 1: REC Contract
- Appendix 2: Illustrative Part 1 Form
- Appendix 3: Illustrative Part 2 Form
- Appendix 4: Minimum Requirements for Letter of Intent or Memorandum of Understanding
- Appendix 5: AIC Standard Pre-Bid Letter of Credit
- Appendix 6: ComEd Standard Pre-Bid Letter of Credit
- Appendix 7: Illustrative Bid Form
- Appendix 8: Confidentiality Statement
- Appendix 9: Sample Requests for Return of Cash (AIC and ComEd)
- Appendix 10: Evaluation Procedure

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 event. The procurement website address is www.IPA-energyRFP.com.

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

Home: This section provides recent announcements and a brief description of the purpose of the website.

Announcements: This section provides announcements such as reminders about deadlines and posting of documents.

Fall Block Energy and Capacity: This section provides documents related to the Fall procurement of block energy for the portfolios of Ameren Illinois Company (“AIC”) and Commonwealth Edison Company (“ComEd”) and of capacity for the portfolio of AIC.

Brownfield: This section provides documents for the procurement of RECs from brownfield site photovoltaic projects for AIC, ComEd, and MidAmerican Energy Company.

Low-Income Community Solar Pilot: This section provides documents for the procurement of RECs from Low-Income Community Solar Pilot Projects.

Utility-Scale Wind: This section provides documents for the procurement of one million RECs delivered annually from utility-scale wind projects under the IPA’s Long Term Plan.

Community Renewable Generation Program: This section provides documents for the procurement of RECs delivered annually from community renewable generation projects that are not photovoltaic projects.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

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 established by the Illinois Power Agency but that are not competitive procurement processes. 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.

Qualification Forms: Bidders use this link and their login credentials to access the online Part 1 and Part 2 Forms that they use to submit information and upload required documents to respond to the requirements of an RFP.

II.2. RFP Schedule

II.2.1. The following is the schedule for the procurement event under this RFP. 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 Times unless specifically noted. The close of the business day will be 6 PM for purposes of processing Proposals. Unless otherwise specified, any reference to "day" means a business day. Any changes to this schedule will be provided on the procurement website.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Table II-1. Calendar.

Event	Date
Release of Preliminary Proposal Requirements for comments by participants	Tuesday, July 30, 2019
Release of Draft Contract Terms	Tuesday, July 30, 2019
Webcast	Wednesday, July 31, 2019
Deadline to submit comments on Preliminary Proposal Requirements	Thursday, August 29, 2019
Release of Draft Contract for Comments by Participants	Friday, August 30, 2019
Deadline to submit comments on Draft REC Contract	Friday, September 20, 2019
Release of Updated Preliminary Proposal Requirements	Wednesday, October 16, 2019
Final REC Contract Issued	Tuesday, October 22, 2019
Final RFP Documents Posted	Wednesday, October 23, 2019
Webcast	Wednesday, October 23, 2019
Window to Submit Part 1 Proposals Opens	Thursday, October 24, 2019
Part 1 Date (Part 1 Proposals are due)	Wednesday, November 6, 2019
Bid Participation Fee is due	Wednesday, November 6, 2019
Notification of Part 1 Proposal Results	Tuesday, November 19, 2019
Window to Submit Part 2 Proposals Opens	Wednesday, November 20, 2019
Part 2 Date (Part 2 Proposals except Bids are due)	Wednesday, December 4, 2019
Bidder Training	Tuesday, December 10, 2019
Bid Date (Bids are Due)	Friday, December 13, 2019
Procurement Administrator submits confidential report on results of procurement event	Tuesday, December 17, 2019
ICC renders decision on results of procurement event	Thursday, December 19, 2019
REC Contracts fully executed	Tuesday, December 24, 2019

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Event	Date
Supplier Fees paid to the IPA	Tuesday, December 31, 2019
Deadline to provide Performance Assurance under REC Contract	Tuesday, February 4, 2020
Pre-bid Letter of Credit Expiration Date	Thursday, February 6, 2020

ARTICLE III. General Requirements for Proposals

- III.1.1. An entity that presents a response to this RFP is a Bidder. A Project is a new non-solar community renewable generation project. Each Bidder can submit at most one Part 1 Proposal and one Part 2 Proposal for a Project. A Bidder can submit Proposals for multiple Projects. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Project that qualifies pursuant to a successful Part 1 Proposal and that fulfills all the requirements of the Part 2 Proposal as specified in Article V by 1 PM on the Bid Date.
- III.1.2. All Part 1 Proposals and all Part 2 Proposals are submitted to the Procurement Administrator in accordance with the instructions provided in Article VI. Part 1 Proposals are received and processed during a specific timeframe, the Part 1 Window. The last day of the Part 1 Window is called the Part 1 Date. Part 2 Proposals are received and processed during a specific timeframe, the Part 2 Window; however, the representations required by the online Part 2 Form may be submitted during the Part 1 Window for early processing. Early processing allows the Officer of the Seller, 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. An entity that bids to deliver RECs from a Project and that will be the signatory to the REC Contract is the Seller. All representations and certifications required by this RFP from the Seller must be made by a single individual, who is an Officer of the Seller. An Officer of the Seller is an individual empowered to undertake contracts and bind the Seller. As a requirement of the Part 1 Proposal, the Bidder must provide the name, title, and full contact information (address, phone number, and email address) of the Officer of the Seller 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 required. Section IV.2 describes the information that is required about the Seller. Section IV.3 describes the information that is

required about the Project. Section IV.4 provides the representations required by the Officer of the Seller. Section IV.5 describes the financial information required. Section IV.6 specifies that a Bid Participation Fee is required from each Bidder that has not already paid a Bid Participation Fee in a 2019 procurement event held on behalf the IPA. Section IV.7 describes the opportunity for Bidders to provide comments on the letters of credit.

- 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 and Seller to notify the Procurement Administrator. Failing to do so may result in disqualification of the Project and of the Proposal. The Procurement Administrator reserves the right to change the assessment of qualifications based on any revised information provided by the Bidder or Seller.
- III.1.6. Each Bidder must comply with all Part 2 Proposal requirements as provided in Article V. Section V.1 describes the contact information required by the Part 2 Proposal. Section V.2 describes the bid assurance collateral required. Section V.3 lists representations to be made by the Officer of the Seller and a representative of the Bidder. Section V.4 asks the Seller to provide information for preparation of the REC Contracts. Section V.5 describes the requirements for submission of Bids and requires the Bidder to agree that the Procurement Administrator may amend the Bid Form in certain circumstances when the bid assurance collateral is insufficient.
- 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.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- III.1.8. The submission of a Part 1 or a Part 2 Proposal to the Procurement Administrator constitutes the Bidder's and the Seller'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 and the Seller, at their own cost and expense, shall defend each Company, 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 or Sellers, 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 or Seller set forth herein. The Bidder and the Seller shall indemnify and hold harmless each Company, the Procurement Monitor, the Procurement Administrator and the IPA, their parent companies, subsidiaries, affiliates, successors and assigns, and each and every one of their respective past, present, or future officers, directors, trustees, employees, shareholders and agents, as well as the heirs, executors, administrators, successors and assigns, other than entities that are Bidders, against any and all liens, judgments, 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 or the Seller as set forth herein.

ARTICLE IV. Part 1 Proposal Requirements

A Part 1 Proposal serves to present the qualification for a single Project. To the extent that an entity or group of entities is intending to present several Projects, a different Part 1 Proposal must be presented for each such Project, with each Part 1 Proposal submitted using project-specific credentials to access the online Part 1 Form. In such cases, information related to a given entity that presents Proposals for several Projects need only be submitted once.

IV.1. Basic Information

IV.1.1. Name of the Project. The Bidder must provide a name for the Project that the Bidder will consistently use throughout the Proposal. Once the Part 1 Proposal is complete, the name of the Project cannot be changed.

IV.1.2. Identity and Contact Information for the Seller. The “Seller” is the entity intended to be the signatory to the REC Contract for the Project.

- The Part 1 Proposal must identify the Seller’s legal name and address (including street address, city, state, and zip code). If available, the Part 1 Proposal must include the website of the Seller, the Seller’s parent company, or an affiliate of the Seller.
- The Part 1 Proposal must include a confirmation that the Seller is or will be the owner of the Project. If this is not the case, (i) the owner of the Project must be provided; and (ii) the Part 1 Proposal must include an explanation of how the Seller will have title to the RECs during the term of the REC Contract. In this latter case, the Procurement Administrator may require additional information or supporting documentation.

IV.1.3. Officer of the Seller. The Officer of the Seller must be an officer, a director, or an individual otherwise empowered to undertake contracts and bind the Seller. A Bidder must provide the name, title, and full contact information (address, phone numbers, and email address) of the Officer of the Seller. The Officer of the Seller whose contact information is provided

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

in the Part 1 Proposal must make all representations required in the Part 1 Proposal and in the Part 2 Proposal for the Project.

- The Officer of the Seller 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 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 the Project is selected and the Bid is approved by the Commission, the Officer of the Seller would sign the applicable supplier contracts. Should the Officer of the Seller not be available to sign for this purpose, each applicable Company will be advised of this fact. The Seller will name another individual to sign and the Seller will confirm that this individual is empowered to undertake contracts and bind the Seller.

IV.1.4. Identity and Contact Information for the Bidder. The “Bidder” is the entity or entities submitting the Proposal.

- If the Bidder and the Seller are the same entity, no additional information will be required.
- If the Bidder and Seller are different entities, the Bidder must: (i) provide the Bidder’s legal name, address (including street address, city, state, and zip code), and website (if available); and (ii) describe the relationship between the Bidder and the Seller.
- If the Bidder is presenting Proposals for multiple Projects, any information regarding the Bidder may be provided only once, in one of the Part 1 Proposals presented by the Bidder.

**Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019**

IV.1.5. Representatives. The Bidder must identify the individual or individuals responsible for submission of the Proposal and provide full contact information for each individual, including address, phone numbers, and email address. These individuals, each a “Representative”, must be authorized to act on behalf of the Bidder and on behalf of the Seller. The Procurement Administrator sends all correspondence related to the procurement event to the Representatives, including confidential information required to submit Bids on the Bid Date.

- The online Part 1 Form requires naming one (1) Representative.
- Up to three (3) additional Representatives may be named by fully completing the Representative Insert prepared for this purpose and available on the procurement website. The Representative Insert is also labelled INSERT #P1-1. The Bidder provides the Representative Insert by email or by upload to the application website.
- If the Bidder is presenting Proposals for multiple Projects, the Bidder must identify the same Representatives for all such Proposals. Any information regarding the Representatives may be provided only once, in one of the Part 1 Proposals presented by the Bidder.

IV.1.6. Information required 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 of the online Part 1 Form, as further explained in Article VI.

IV.2. Seller Requirements

IV.2.1. Approved Vendor Status. The Bidder must state whether the Seller is an “Approved Vendor” under the Adjustable Block Program (<https://illinoisabp.com/find-a-vendor/>) as this term

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

is defined by the administrator of the Adjustable Block Program (“ABP”). A Seller is not required to have attained Approved Vendor status under the Adjustable Block Program to participate in this RFP.

- If the Seller has attained Approved Vendor Status, then evidence must be provided of this fact, which may be a communication from the administrator of the Adjustable Block Program or a document from the Adjustable Block Program website. The Bidder also provides the documents required of all Sellers (whether or not the Seller has attained Approved Vendor status under the ABP), as described in Paragraph IV.2.2.
- If the Seller has not attained Approved Vendor Status, the Bidder provides the documents required of all Sellers (whether or not the Seller has attained Approved Vendor status under the ABP), as described in Paragraph IV.2.2. Furthermore, for such Seller, the Bidder also provides the following regarding the Seller: (i) additional information such as its date of formation and corporate structure, as described in Paragraph IV.2.3; and (ii) a list of exceptions (if any) to the regulatory and legal statements described in Paragraph IV.2.4.

IV.2.2. Documents Required. The following documents must be provided for the Seller:

- A completed Internal Revenue Service (“IRS”) Form W-9 (Rev. 10-2018) for the Seller; and
- A Certificate of Good Standing for the Seller, issued by the office of the Secretary of State for the State of Illinois, and dated within the past twelve (12) months.

The Bidder provides the required documents by email or by upload to the application website.

IV.2.3. Additional Information Required for Sellers that Are NOT Approved Vendors. If the Seller is NOT already an Approved Vendor under the Adjustable Block Program, then the following additional information must be provided:

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- The date at which the Seller was formed and the state of registration. The Seller must be an entity that has been formed as of the Part 1 Date;
- A description of the ownership structure for the Seller. The description must include:
 - (i) a list of other entities or businesses owned or partially owned by the Seller; (ii) the name of the parent company of the Seller or a list of any person or entity with an interest of 5% or more in the Seller; and
- The PJM-GATS or M-RETS account that can be used by the Seller when transferring RECs under the terms of the REC Contract.

IV.2.4. Regulatory and Legal Requirements for Sellers that Are NOT Approved Vendors. The Seller must carefully evaluate whether the following statements are true with respect to the Seller.

- The date at which the Seller was formed that the state of registration. The Seller must be an entity that has been formed as of the Part 1 Date;
- Within the past five (5) years, no current officer of the Seller or current officer of any affiliate of the Seller has:
 - Been sanctioned relative to any business or professional permit or license.
 - Been under suspension, debarment, voluntary exclusion or determined ineligible under any federal or state statutes.
 - Been suspended or debarred.
 - Been the subject of an investigation by a government entity for a civil or criminal violation for any business-related conduct.
 - Been charged with a misdemeanor or felony for misappropriation of funds or property, or for fraud.
 - Been suspended, cancelled, terminated or found non-responsible on any contract, or had a surety called upon to complete an awarded contract.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- The Seller and its affiliates do not have judgments filed against them within the past five (5) years and that remain undischarged.
- The Seller and its affiliates have not been the subject of any bankruptcy proceedings within the last seven (7) years and have no bankruptcy proceeding pending.
- No owner or proprietor of the Seller (with at least 15% interest) is also the owner or proprietor of another entity that has been the subject of a bankruptcy proceedings within the last seven (7) years or that has a bankruptcy proceeding pending.
- The Seller and its affiliates have filed all required tax returns and fully paid taxes according to deadlines required by federal, state, or local laws.

Any statement that is not true of the Seller or its affiliates becomes an “exception”. For each exception (if any), the Bidder must provide the following information: (i) an explanation of the issue; (ii) a statement whether the issue is in relation to the current business of the Seller; (iii) dates when the issue occurred; (iv) a list of remedial or correct actions that have been undertaken; and (v) the current status of the issue. The Bidder must list all exceptions and provide the required information for each issue by completing the Exceptions Insert prepared for this purpose. The Exceptions Insert is also labelled INSERT #P1-2. The Bidder provides the completed Insert by email or by upload to the application website.

- IV.2.5. Information required in this Section IV.2 must be provided exclusively by completing Section 2 of the online Part 1 Form and by providing any documents as required by Section 2 of the online Part 1 Form, as further explained in Article VI.

IV.3. Project Information

IV.3.1. Project Site. The Project must be entirely located in Illinois and must be or will be interconnected at the distribution system level of an electric utility, a municipal utility, a public utility, or an electric cooperative as defined by the Act. If the Project is selected by the evaluation in this RFP and the Bid is approved by the Commission, the map of the Project site provided by the Bidder as required by this paragraph will become part of the REC Contract. A Bidder must provide the following information regarding the location and site for the Project:

- A complete address for the Project;
- A map of the Project site clearly showing the boundaries of the site, location of the Project, and any structures on the site; and
- The name of the municipal utility, public utility, or electric cooperative to which the Project is/will be interconnected.

If there is a community renewable generation project located on the same parcel (as this term is defined by the County where the parcel is located) as the Project presented by the Bidder or located on a contiguous parcel, this community renewable generation project is “co-located” with the Project presented by the Bidder. If one or more community renewable generation projects is co-located with the Project presented by the Bidder, the Bidder must disclose this fact. Furthermore, in such a case, the Bidder must, for each community renewable generation project co-located with the Project presented by the Bidder: (i) show the location of such community renewable generation project on the Project site map or on another map prepared for this purpose; and (ii) provide the size of such community renewable generation project. The Procurement Administrator may require additional information regarding the Project site or the co-located community renewable generation

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

projects; the Bidder must respond to any such request and include such additional information in its Part 1 Proposal.

IV.3.2. Project Description. The Bidder must provide the following basic information regarding the Project:

- Provide the size of the Project. The Bidder provides a figure in kW (AC rating), rounded to two (2) decimals. The Project size cannot exceed 2,000 kW.
- Provide the actual or expected of first operation. The date of first operation cannot be before June 1, 2017 and cannot be after May 31, 2021.
- Specify whether the Project is powered by (i) wind; or (ii) crops and untreated and unadulterated organic waste biomass; or (iii) tree waste.

A standard capacity factor for Projects powered by wind will be used to calculate expected output of the Project, which determines the maximum possible payment under the REC Contract. A Bidder presenting a Project powered by wind may provide evidence to support a capacity factor for the Project that is higher than the standard capacity factor of 45%. A Bidder presenting a Project powered by crops and untreated and unadulterated organic waste biomass, or a Bidder presenting a Project powered by tree waste, must provide evidence of the capacity factor for the Project. As evidence, the Bidder must provide: (i) an estimate of energy production for the Project and (ii) any relevant design specifications.

IV.3.3. Requirements for Projects Already in Operation. For a Project already in operation (but for which the date of first operation is after June 1, 2017), the Bidder must submit to the following additional requirements:

- Provide a copy of the signed Interconnection Agreement for the Project.
- Provide the Project's identification number in PJM EIS GATS or M-RETS.

IV.3.4. Requirements for Projects NOT Already in Operation. For a Project NOT already in operation (but for which the expected date of first operation is expected to be no later than

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

May 31, 2021), the Bidder must state whether the Interconnection Agreement for the Project is fully executed. If so, the Bidder must provide a copy of the signed Interconnection Agreement for the Project. If the signed Interconnection Agreement for the Project is not available, the Bidder must provide the following documents:

- A copy of the submitted Interconnection Application for the Project;
- A list of non-ministerial permits that are required for the Project and a statement of whether those permits have been obtained or are still pending;
- A description of how the Project will be financed and copies of letters of intent from lenders or equity partners to cover 30% of the financing for the Project; and
- Evidence of site control for the Project.

An "Owner" is an individual or entity that has ownership over the entirety or over a portion of the area. Acceptable documentation to demonstrate site control include the following: (i) document showing that the Bidder (Seller or an affiliate of Seller) owns the entirety or a portion of the Project site; or (ii) an executed lease agreement or easement between the Bidder (Seller or an affiliate of Seller) and the Owner or Owners; or (iii) an executed option, between the Bidder (Seller or an affiliate of Seller) and the Owner or Owners, with a unilateral right to lease or purchase the entirety or a portion of the Project site; or (iv) a memorandum of understanding between the Owner or Owners and the Bidder (Seller or an affiliate of Seller) regarding a lease, easement, exclusive option, or sale of the entirety or a portion of the Project site; or (v) a letter of intent executed by the Owner or Owners stating the intention to deal exclusively with the Bidder (Seller or an affiliate of Seller) to enter into an agreement for a lease, an easement, an exclusive option, or the sale of the entirety or a portion of the Project site; or (vi) other document demonstrating a right to develop the Project on the entirety or a portion of the Project site. If the documentation provided is for an affiliate of the Seller, the Part 1 Proposal must specify that this is the case. The specific

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

financial terms of the agreement with an Owner may be redacted. For a Project powered by wind, the Bidder must show control of an area of at least 0.03 times the size of the Project expressed in kW (AC rating). For a Project of a technology other than wind, the bidder must describe what constitutes a project site for the technology in question and explain the degree of control that the Bidder has over the site. The Procurement Administrator may require the Bidder to provide additional documentation if the documents provided for site control do not include the area controlled by an Owner or if the documents are not consistent with the information otherwise provided in the map of the Project site. In such a case, the Procurement Administrator will specify the type of documents that will be acceptable as additional documentation.

IV.3.5. Information required in this Section IV.3 must be provided exclusively by completing Section 3 of the online Part 1 Form and by providing any documents as required by Section 3 of the online Part 1 Form, as further explained in Article VI.

IV.4. Representations

IV.4.1. The Officer of the Seller must make the representations that are required by this section.

IV.4.2. Representations about the Project. The Officer of the Seller must make the following representations applicable to the Project:

- The Project is a “community renewable generation project” as this term is defined in the Act and the Seller has made all investigations it deems necessary to make this determination;
- The Project is not powered by solar thermal energy, photovoltaic cells or panels;
- The Project credits or will credit the value of electricity generated to the subscribers;
- The Project is not a repowered facility;

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- The Project is or will be in Illinois and at least 50% of the Project is or will be entirely located within the physical location identified in the description of the Project site;
- The Project is or will be interconnected at the distribution system level of an electric utility, a municipal utility, a public utility, or an electric cooperative as defined by the Act;
- The date of first operation did not occur before June 1, 2017;
- Given the milestones achieved, it is reasonable to expect that each Project will be developed, energized and able to acquire subscribers 18 months after contract execution;
- The Project has or will have a single revenue quality meter that satisfies the requirements of the distribution company and that measures or will measure its generation output;
- The Project is or will be registered in PJM EIS GATS or M-RETS and the Seller will deliver RECs to the Companies by delivering such RECs to each Company's PJM EIS GATS or M-RETS account in an unretired state;
- The Project is not and will not be a generating unit whose costs are being recovered through rates regulated by Illinois or any other state or states; and
- The information provided in the Proposal regarding the Project, including the description of the Project Site and the area controlled by the Bidder, is true, up-to-date, and accurate to the best of the Officer's knowledge and belief.

Repowered facilities, even those with entirely new components, are not eligible for participation in this RFP. The Seller makes these certifications by using the P1 Project Certifications Insert prepared for this purpose. The P1 Project Certifications Insert is also labelled INSERT #P1-3. The Bidder provides the completed Insert by email or by upload to the application website. Regardless of the reason, if any information provided in the Part 1

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Proposal changes or any previous certification fails to remain valid, it is the sole responsibility of the Bidder and Seller to notify the Procurement Administrator.

IV.4.3. Representations about the Seller. The Officer of the Seller must make the following representations applicable to the Seller and the Bidder:

- The Seller as identified in the Proposal is the entity that will sign the REC Contracts with the Companies if the Project is selected through the RFP and the Bid is approved by the Illinois Commerce Commission;
- The Seller understands and accepts the terms of the REC Contract and accepts the fact that the number of REC Contracts and the counterparties under such REC Contracts will be assigned to the Seller by the Procurement Administrator;
- The Seller agrees that there will be no substitution of Projects once the Project is qualified through a successful Part 1 Proposal;
- The Seller has title to the RECs from the Project and will continue to have such title at the time of execution of the REC Contracts;
- The Part 1 Proposal will remain in full force and effect until seventeen (17) days after the Bid Date;
- If, for any reason and due to any circumstance, any information provided in the Part 1 Proposal for a Project changes or any previous certification fails to remain valid before that date, the Bidder or Seller will notify the Procurement Administrator of such change as soon as practicable, and failing to do so may result in disqualification of the Project;
- The submission of the Part 1 Proposal constitutes the Bidder's and the Seller's acceptance of all the terms and conditions of these RFP Rules, regardless of the outcome of the RFP or the outcome of such Proposal;

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- The Officer of the Seller has no knowledge of the Bidder being part of a bidding agreement, a bidding consortium, or any other type of agreement with another Bidder related to bidding in this RFP; and
- All information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief.

A Bidder found to be acting in concert with another Bidder will be disqualified by the Procurement Administrator. If a Seller knows that specific information in the Part 1 Proposal may change prior to the decision of the Commission on the results of this procurement event, the Seller must disclose this fact. The entity named in the Part 1 Proposal as the Seller cannot be changed once the Part 1 Proposal is evaluated to be complete and such entity must be the entity that signs the REC Contracts if the Project is selected by the RFP and the Bid is approved by the Commission.

The Seller makes these certifications by using the P1 Seller Certifications Insert prepared for this purpose. The P1 Seller Certifications Insert is also labelled INSERT #P1-4. The Bidder provides the completed Insert, including the disclosure of any information in the Part 1 Proposal that may change or the any disclosure regarding the ownership of the Project, by email or by upload to the application website.

- IV.4.4. Information required in this Section IV.4 must be provided exclusively by completing Section 4 of the online Part 1 Form and by providing any documents required by Section 4 of the online Part 1 Form, as further explained in Article VI.

IV.5. Agency Agreement

- IV.5.1. Agency Agreement. An Agency Agreement is a specific relationship whereby a first party, the "principal", agrees that certain defined actions by a second party, the "agent", can bind the principal. A Bidder that is submitting a Proposal for a Seller operating under an Agency

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Agreement will be subject to additional requirements in the Part 1 Proposal. The Bidder must indicate in the Part 1 Proposal that the Seller is operating under an Agency Agreement. Such additional requirements will be provided to the Bidder, should they apply, in a separate notice.

IV.5.2. Information required in this Section IV.5 must be provided exclusively by completing Section 5 of the online Part 1 Form and by providing any documents required by Section 5 of the online Part 1 Form, as further explained in Article VI.

IV.6. Bid Participation Fee

IV.6.1. If the Bidder is presenting Proposals for multiple Projects, the Bidder is only required to submit the information required by this section once, in a Part 1 Proposal for one of the Projects.

IV.6.2. The requirements of this section apply only to a Bidder that has not paid a Bid Participation Fee pursuant to participation in a prior 2019 procurement event and that submits a Part 1 Proposal.

IV.6.3. Such Bidder is required to pay a non-refundable Bid Participation Fee of \$500. Such Bidder that submits Proposals for multiple Projects is only required to pay a single Bid Participation Fee. Notwithstanding the provision of this paragraph, a Bidder consisting of a group of Sellers may, at its option, provide one Bid Participation Fee for each Project instead of providing a single Bid Participation Fee for all Projects.

IV.6.4. The Bid Participation Fee will be used to cover part of the costs of the procurement event. A Bidder that has paid the Bid Participation Fee will not be reimbursed, even if all Projects presented by the Bidder fail to meet the requirements of the Part 1 Proposal or the Part 2 Proposal or if the Bidder decides not to continue its participation in the RFP. (The Supplier

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Fees, which are levied only on Projects with Bids approved by the Commission, are also used to cover part of the costs of the procurement event.)

- IV.6.5. Such Bidder must pay the Bid Participation Fee to the IPA as a condition of all Projects presented by the Bidder fulfilling the requirements of the Part 1 Proposal. Such Bidder can pay: (i) by e-check through <https://magic.collectorsolutions.com/magic-ui/payments/illinois-power-agency-ipa/202227>; or (ii) by check payable to the “Illinois Power Agency”. Instructions for submission of the Bid Participation Fee are available from the Procurement Administrator upon request.
- IV.6.6. The Bid Participation Fee is due by the Part 1 Date and such Bidder must provide evidence of compliance with this requirement with its Part 1 Proposal. Such evidence includes a photocopy of the check, a confirmation page from the e-check website, or a receipt from the IPA. Such evidence is provided by email or by upload to the application website. Notwithstanding whether or not a Bidder has provided such evidence with a Part 1 Proposal, for the Bidder to be eligible to present its Projects further in this 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.6.7. Information required in this Section IV.6 must be provided exclusively by completing Section 6 of the online Part 1 Form and by providing any documents as required by Section 6 of the online Part 1 Form, as further explained in Article VI.

IV.7. Option to Provide Comments

- IV.7.1. If the Bidder is presenting Proposals for multiple Projects, the Bidder may submit the materials for this section only once, in a Part 1 Proposal for one of the Projects.
- IV.7.2. Post-Bid Letter of Credit. The REC Contract includes, as Exhibit E, a standard Irrevocable Standby Letter of Credit for a Company that may be used to post security under the terms

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

of the REC Contract. This section of the RFP Rules refers to this letter of credit as the “Post-Bid Letter of Credit”. There are two options for the Post-Bid Letter of Credit as well as more than one sample for the Letter of Full Transfer. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to the Post-Bid Letter of Credit drawn for the benefit of a Company. Any one of a Bidder’s comments or proposed modifications to the Post-Bid Letter of Credit may result in an addition to the list of modifications to the Post-Bid Letter of Credit approved by the Company for use by all Bidders on an optional basis. The Bidder provides comments and proposes modifications exclusively by submitting a redline of the Post-Bid Letter of Credit in Microsoft Word format. This document is provided by email or by upload to the application website.

- IV.7.3. Pre-Bid Letters of Credit. A Bidder submits financial guarantees for its Projects by providing either cash or a letter of credit to each of the Companies. If submitting a Pre-Bid Letter of Credit for a Company, a Bidder must use the Standard Pre-Bid Letter of Credit for that Company provided as an appendix to these RFP Rules; such Bidder may include any modifications to the Standard Pre-Bid Letter of Credit acceptable to that Company and posted to the procurement website. A Bidder may, in its Part 1 Proposal, provide comments on or propose modifications to each Pre-Bid Letter of Credit. Any one of a Bidder’s comments or proposed modifications to a Pre-Bid Letter of Credit may result in an addition to the list of modifications to the Pre-Bid Letter of Credit approved by the Company for use by all Bidders on an optional basis. The Bidder provides comments and proposes modifications exclusively by submitting a redline of a Pre-Bid Letter of Credit in Microsoft Word format. This document is provided by email or by upload to the application website.
- IV.7.4. Information that may be submitted under this Section IV.7 must be provided exclusively by completing Section 7 of the online Part 1 Form and by providing any documents as required by Section 7 of the online Part 1 Form, as further explained in Article VI.

ARTICLE V. Part 2 Proposal Requirements

A Part 2 Proposal serves to present additional information for a single Project that qualified through a successful Part 1 Proposal. To the extent that an entity or group of entities is intending to present several Projects that each qualified through a successful Part 1 Proposal, a different Part 2 Proposal must be presented for each such Project, with each Part 2 Proposal submitted using project-specific credentials to access the online Part 2 Form. The entity named as the Seller in the Part 1 Proposal cannot be changed.

V.1. Contact Information

V.1.1. A Bidder submits, in the Part 1 Proposal, the name of the Project, the address for the Seller, the address for the Bidder (if the Bidder and the Seller are not the same entity), as well as contact information for the Representatives. Except for the contact information for the additional Representatives, the online Part 2 Form will display the information that the Bidder provided in the Part 1 Proposal in this regard. The Bidder must review all contact information. If this information is no longer valid, the Bidder must update the address for the Seller, the address for the Bidder (if the Bidder and the Seller are not the same entity), or the contact information provided in the Part 1 Proposal for the Representatives. The name of the Project cannot be changed. If the contact information for one or more of the additional Representatives is no longer valid, the Bidder must update this information by fully completing the Representative Insert prepared for this purpose and available on the procurement website. The Representative Insert is also labelled INSERT #P1-1. The Bidder provides updates to the Representative Insert by email or by upload to the application website. A Bidder that presents Proposals for multiple Projects and is providing an updated Representative Insert must submit the updated Representative Insert only once with information that is applicable to all its Projects.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

V.1.2. 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. Bid Assurance Collateral

V.2.1. Election of Cash or Letter of Credit as Bid Assurance Collateral. A Bidder must submit bid assurance collateral for the Project in the form of cash or of a letter of credit to each of AIC and ComEd. For each Company, the Bidder must elect whether it is providing the bid assurance collateral in the form of cash or in the form of a letter of credit.

- A Company may draw upon the letter of credit or a Company may draw upon a cash deposit if: (i) the Bidder or a Seller has disclosed information relating to the Proposal for a Project publicly or to any other party before the Illinois Commerce Commission has rendered its decision on the results of the procurement event; or (ii) the Bidder or a Seller has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal for a Project submitted in connection with the procurement event; or (iii) a Seller has failed to execute the applicable supplier contract for a Project within three (3) business days of being notified that the Illinois Commerce Commission has approved the Bid on that Project or has failed to meet the creditworthiness requirements of the applicable supplier contract within thirty (30) business days of such Illinois Commerce Commission decision; or (iv) the Bidder or a Seller has failed to pay to the Illinois Power Agency the Supplier Fee for a Project within seven (7) business days of being notified that the Illinois Commerce Commission has approved the Bid on that Project.
- Whether providing bid assurance collateral in the form cash or a letter of credit for a Company, the Bidder must follow all instructions provided by the Procurement Administrator for transmission of bid assurance collateral to the Company. Such

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

instructions specify that the Bidder must provide cash by wire transfer and that the original executed Pre-Bid Letter of Credit must be sent by overnight delivery service. Such instructions are provided by the date of the Part 1 Notification but after submission by the Bidder of a Part 1 Proposal.

V.2.2. Amount of Bid Assurance Collateral. The amount of bid assurance collateral required for the Projects presented by a Bidder is determined separately for each Company as detailed below.

- The amount of bid assurance collateral required for AIC is \$10,000 per Project.
- The amount of bid assurance collateral required for ComEd is \$20,000 per Project.

For the Bidder to be able to submit Bids on all of its Projects, the Bidder must have submitted bid assurance collateral to both of the Companies in an amount that is sufficient given the number of the Bidder's Projects. If the Bidder fails to provide bid assurance collateral to one or both of the Companies, all of the Bidder's Bids will be rejected and none of the Bids will be evaluated. If the Bidder provides bid assurance collateral to both Companies but the amount of the bid assurance collateral for one or both of the Companies is insufficient given the number of the Bidder's Projects, then the Bidder will not be allowed to submit Bids on all Projects as further explained below.

V.2.3. Requirements for a Bidder Providing Cash as Bid Assurance Collateral for a Company. The following requirements apply to a Bidder that elects to submit bid assurance collateral in the form of cash for a Company.

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

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

procurement website. The Cash Insert for AIC is also labelled INSERT #P2-1 and the Cash Insert for ComEd is also labelled INSERT #P2-2. Such Bidder completes the Cash Insert for each Company to which it is providing cash as bid assurance collateral. Such Bidder provides all required Cash Inserts by email or by upload to the application website.

- If such Bidder presents Proposals for multiple Projects: (i) such Bidder may effect a single wire transfer to each Company to provide the required bid assurance collateral for all Projects or, strictly at the Bidder's option, a Bidder consisting of a group of Sellers may provide more than one wire transfer (for example, providing a separate wire transfer for each Project); (ii) such Bidder is only required to submit a Cash Insert for a Company once; and (iii) such Bidder is required to provide information for the return of cash more than once only to the extent that the entity to which the cash will be returned is not the same across all Projects.

V.2.4. Return of Bid Assurance Collateral Provided in the Form of Cash. The Bidder must name the entity or entities to which will be returned cash tendered as bid assurance collateral. For each such entity:

- The Bidder must provide a W-9 for the entity to each Company for which it is providing cash as bid assurance collateral;
- The Bidder must provide, on the entity's letterhead, a draft request for the return of cash to each Company for which it is providing cash as bid assurance collateral. In addition to being on the entity's letterhead, such request must: (i) provide the names of the Projects and the name of the Bidder for identification purposes; (ii) include wire instructions; (iii) include the name and title of the signatory; and (iv) 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

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

intends to use for return of bid assurance collateral. A fully executed request for return of cash is acceptable. Samples of a return of cash posted as bid assurance collateral that are acceptable to the Companies are provided in Appendix 10 to these RFP Rules.

- A Bidder that provides cash as bid assurance collateral for AIC must provide AIC's "Supplier Request Form". To be duly completed, all information required by Sections 2 and 3 (including the certification on page 2) of the Supplier Request Form must be provided.

The Bidder provides these documents by email or by upload to the application website. All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the REC Contract and until payment of the Supplier Fees is received. Return of cash tendered as bid assurance to a Company is not initiated until the Company receives an executed request in a form acceptable to the Company and, for AIC, until a Supplier Request Form is received that AIC finds to be duly completed.

V.2.5. Requirements for a Bidder Providing a Letter of Credit as Bid Assurance Collateral for a Company. The following requirements apply to a Bidder that elects to submit bid assurance collateral in the form of a letter of credit for a Company.

- Such Bidder must either use the Standard Pre-Bid Letter of Credit for that Company provided as an appendix to these RFP Rules, or the Bidder must submit an original executed Pre-Bid Letter of Credit for that Company that incorporates only those modifications to the Company's Standard Pre-Bid Letter of Credit approved by that Company and posted to the procurement website.
- A Bidder presenting Proposals for multiple Projects and that elects to provide bid assurance collateral in the form of a letter of credit for a Company may present a single

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Pre-Bid Letter of Credit to that Company for all Projects presented by the Bidder provided that: (i) the Bidder and all Sellers are properly identified in Paragraph 11 of the Pre-Bid Letters of Credit for AIC and in Paragraph 12 of the Pre-Bid Letter of Credit for ComEd; and (ii) the entity or entities named in Paragraph 2 of the letter of credit consist of the Bidder, and/or one or more of the Sellers, and/or another entity identified in the Part 1 Proposal and associated with the Projects. Notwithstanding the provision of this paragraph, a Bidder consisting of a group of Sellers may, at its option, provide more than one letter of credit (for example, providing a separate letter of credit for each Project) instead of providing a single letter of credit for all Projects presented by the Bidder.

V.2.6. Return of Bid Assurance Collateral in the Form of a Letter of Credit. All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the REC Contract and until payment of the Supplier Fees is received. A Pre-Bid Letter of Credit expires on the date stated as part of its terms, seventeen (17) days after the Bid Date. The Pre-Bid Letter of Credit is not returned to the Bidder or financial institution unless the Bidder provides special instructions to that effect in the Part 2 Proposal.

V.2.7. A Bidder provides information required in this section by completing Section 2 of the online Part 2 Form and by providing any documents required by Section 2 of the online Part 2 Form, as further explained in Article VI.

V.3. Certifications

V.3.1. General. The Officer of the Seller must make the representations that are required by this section. If the Bidder and Seller are different entities, a representative of the Bidder must also make these representations.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

V.3.2. Content of Proposal. The Seller must certify that all information in the Part 2 Proposal is true and accurate to the best of the Seller's knowledge and belief.

V.3.3. Confidentiality. As a necessary part of preparing the Proposal, the Seller may discuss material information relating to the Proposal with the Bidder, with Owners, or with other Sellers whose Projects are presented by the Bidder. Furthermore, the Seller or Bidder may communicate with a financial institution for purposes of arranging posting of bid assurance collateral and may communicate with advisors. Other than such communications with the parties named in this paragraph, the Officer of the Seller must certify that:

- the Seller has no knowledge of any Proposal submitted by another Bidder in response to this RFP;
- the Seller is bidding independently;
- the Seller has taken all necessary care to uphold the confidentiality of its Proposal in its communications with Owners, other Sellers whose Projects are presented by the Bidder, a financial institution for the purpose of arranging payment of the bid assurance collateral, or in its communications with advisors, if any;
- with the exception of communications: (i) with Owners, (ii) with other Sellers whose Projects are presented by the Bidder, (iii) with a financial institution for the purpose of arranging payment of the bid assurance collateral, (iv) with advisors (if any), or (v) for the purpose of complying with disclosure requirements imposed on the Bidder or Seller, neither the Seller nor the Bidder has disclosed, and will otherwise disclose, publicly or to any other party any information relating to its Proposal, which could have an effect on whether another party submits a Proposal 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 Bids for the Project; the Seller's estimation of the value of RECs;

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

and the Seller's estimation of the risks associated with providing RECs under the terms of the REC Contract. This certification must hold until the Commission has rendered its decision on the results of the procurement event.

A Bidder or Seller that cannot make these certifications must explain why certain disclosures are required and why such disclosures are not intended or expected to influence the RFP process.

V.3.4. Bids and Applicable Supplier Contracts. The Seller has certified, in the Part 1 Proposal, that it understands and agrees to the terms of the REC Contract and that it accepts the terms of the Non-Solar Community Renewables RFP. In the Part 2 Proposal, the following acknowledgements and certifications must be made:

- The Seller acknowledges that Bids submitted with respect to the Project must remain binding until seventeen (17) business days after the Bid Date. The price in the Bid constitutes a binding and irrevocable offer to supply RECs from the Project selected in the evaluation at the price in the Bid and under the terms of the REC Contract;
- The Seller acknowledges that Supplier Fees in the amount specified by the IPA must be paid, within the deadlines set by the IPA and communicated by the Procurement Administrator, by a Seller or the Bidder if the Bid on the Project is approved by the Commission;
- The Seller acknowledges that bid assurance collateral must be submitted in an amount sufficient to support the Bid on the Project. The Seller and Bidder agree that, if such amount is not sufficient, and if the Procurement Administrator does not receive prior to the deadline an amendment to the Bid Form or does not receive instructions to amend the Bid Form in a way that renders the amount of bid assurance collateral sufficient to support the Bids, then the Procurement Administrator may amend the Bid Form in

accordance with the procedure described in Paragraph V.5.8 until the amount of the bid assurance collateral is sufficient to support the Bids; and

- The Seller agrees that, if the Project is selected in the RFP and the Seller's Bid on that Project is approved by the Commission, the Seller will execute the REC Contracts with the applicable Companies as instructed by the Procurement Administrator and the Seller will submit all necessary supporting documentation in the timeframes required by the REC Contract.

V.3.5. Additional Certifications. In the Part 2 Proposal, the following acknowledgements and certifications must be made:

- The Seller agrees to provide disclosure forms, as made available through the Adjustable Block Program portal, signed by subscribers during the term of the contract;
- The Seller agrees to abide by marketing guidelines as set forth in the Adjustable Block Program;
- The Seller certifies that applications have been submitted to obtain all non-ministerial permits required for the Projects;
- The Seller acknowledge that the Part 2 Proposal will remain in full force and effect until seventeen (17) days after the Bid Date; and
- The Seller certifies that all information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief.

A Seller makes all certifications and acknowledgments above by completing the P2 Certifications Insert prepared for this purpose and available on the procurement website. A representative of the Bidder signs the P2 Certifications Insert as well if the Bidder and the Seller are different entities. The P2 Certifications Insert is also labelled INSERT #P2-3. The Bidder provides the P2 Certifications Insert by email or by upload to the application website.

- V.3.6. Supporting Documentation. To the extent that the Project is not yet in operation and that Bidder was unable to provide a signed interconnection agreement for the Project, then the Bidder must provide evidence that it has applied with all non-ministerial permits for the Project or that it has such permits in hand.
- V.3.7. A Bidder provides information required in this section by completing Section 3 of the online Part 2 Form and by providing any documents required by Section 3 of the online Part 2 Form, as further explained in Article VI.

V.4. Information to Prepare the REC Contracts

- V.4.1. General. The Seller is asked, but is not required, to provide information to prepare the REC Contracts.
- V.4.2. Information to Prepare the REC Contracts. A Seller is asked to provide all information necessary for the preparation of the REC Contract by each of the Companies. The REC Contract is prepared by each of the Companies after the Procurement Administrator notifies the Bidder that the Bid on the Project has been approved by the Commission. A Seller provides this information by providing the fully completed Contract Insert prepared for this purpose and available on the procurement website. If the Bid on the Project is approved by the Commission, the Procurement Administrator will allocate to each Company the number of RECs that the Seller will deliver to that Company. The Seller cannot choose its counterparties to the REC Contract and thus must complete the Contract Insert in its entirety. The Contract Insert is also labelled INSERT #P2-4. The Bidder provides the Contract Insert in Microsoft Word format by email or by upload to the application website. A Contract Insert in pdf format will not be accepted. If a Bidder is submitting Proposals for multiple Projects that have the same Seller then the Bidder is only required to submit one Contract Insert for all such Projects.

V.4.3. Failure to Provide the Contract Insert. If a Bidder fails to submit the Contract Insert and if the Procurement Administrator notifies the Bidder that the Bid on the Project is being identified as a winning Bid to the Commission, then the Procurement Administrator will require the Contract Insert to be provided by 12 PM (noon) on the day after the Bidder is notified that the Bid on the Project is identified as a winning Bid to the Commission.

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

V.5. Bids

V.5.1. Bid. A Bid for a Project is a price per REC at which the Seller will receive payment for RECs that are delivered and that are attributable to subscribed shares. With its Bid on a Project, the Bidder will also be asked to specify a “minimum capacity” in kW (AC rating). The minimum capacity is used if selecting the expected output from the Project using the standard capacity factor would exceed the Target. If the Target allows selecting the expected output from the Project with a modified nameplate capacity equal to the minimum capacity, then the Project is selected. If the Target does not allow selecting the expected output from the Project with a modified nameplate capacity equal to the minimum capacity, then the Project is not selected. The Seller commits to accept an award even if such award requires that the Project be built with a lower capacity that provided in the Proposal.

V.5.2. Requirements for the Bid. The Bid must fulfill the following requirements:

- The minimum capacity must not exceed the Project size.
- The price in the Bid must be a \$/REC and must display as a number rounded to the nearest cent.
- Only one Bid may be submitted for a Project.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

The Bidder may not submit any additional instructions, contingencies, or conditions on its Bids. Any such additional instructions, contingencies, or conditions will be ignored.

- V.5.3. Bid Form and Confidential Information. The Procurement Administrator provides, electronically to each Bidder: (i) a Bid Form; and (ii) the information required for the submission of Bids, including a username, password, and security code. This information is unique to each Bidder and allows the Procurement Administrator to authenticate the Bids received. The Bid Form, as provided to each Bidder by the Procurement Administrator, is the exclusive method for submitting a Bidder's Bids. The Bidder must either confirm that all such information and documents were received or the Bidder must request that such information and documents be re-issued. The Bidder makes this confirmation or request by using the check box in the online Part 2 Form prepared for this purpose or by email to the Procurement Administrator.
- V.5.4. Bid Form Guide. The Procurement Administrator provides a guide for completion of the Bid Form, for the optional encryption of the Bid Form, for submission of the completed Bid Form to the Procurement Administrator via a secure bid transfer site, as well as instructions for submission of Bids in case of technical difficulties with the secure bid transfer site.
- V.5.5. Bid Window. The Bidder's Bids must be received between 10 AM and 12 PM (noon) on the Bid Date. After a one-hour cure period during which Bidders may correct errors or inconsistencies in their Bid Forms, Bidders have no further ability to change their Bids. The Bid Window is then closed and Bids are evaluated. No late Bid Forms will be accepted.
- V.5.6. Processing of Bids During Bid Window. A Bidder must fulfill the requirements and follow the process described in this paragraph.
- A Bidder must fill out all required information on the Bid Form according to the instructions provided by the Procurement Administrator. A Bidder must fill out contact information on its Bid Form and the Procurement Administrator will use that information

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- to confirm receipt of the Bids. A Bidder may encrypt its Bid Form for additional security using as the password the security code provided by the Procurement Administrator.
- A Bidder must submit the Bid Form to the Procurement Administrator through a secure bid transfer site according to the instructions provided by the Procurement Administrator.
 - A Bidder must phone the Procurement Administrator once it has transmitted its Bid Form. If the Bid Form was not received and there are technical difficulties, the Procurement Administrator will instruct the Bidder to use a backup method and will stay on the phone with the Bidder until receipt of the Bid Form can be confirmed.
 - The Bidder must be available between 12 PM (noon) and 1 PM on the Bid Date to receive the assessment of whether the Bid Form is complete and consistent with the RFP Rules, including whether the bid assurance collateral is sufficient to support the Bidder's Bids. The Procurement Administrator will, at that time, contact the Bidder by phone to provide this assessment. The Procurement Administrator may contact the Bidder earlier than 12 PM (noon) on the Bid Date.
 - If the Bid Form is deficient, the Bidder will have an opportunity to resubmit and any such resubmission of a complete Bid Form will supersede all previously submitted Bid Forms as long as the resubmission is received by 1 PM on the Bid Date. If the Procurement Administrator is unable to contact the Bidder, the Procurement Administrator will send a notification by email to the Bidder stating this fact.

V.5.7. Bid Assurance Collateral and Bids. The amount of bid assurance collateral sufficient to support the Bidder's Bids is a function of the aggregate size of the Projects as described in Section V.2.

- If a Bidder submits a Proposal for a single Project and the bid assurance collateral is not sufficient, the Bidder will be advised of this fact. If the Bidder is not able to meet the

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- amount of bid assurance collateral required by 1 PM on the Bid Date, the Bid will be rejected.
- If a Bidder submits Proposals for multiple Projects, if the Bidder did not provide any bid assurance collateral to one or more of the Companies, all Bids will be rejected. If the Bidder provided bid assurance collateral to all Companies but the amount of bid assurance collateral for one or more of the Companies is insufficient given the number of the Bidder's Projects, the Bidder will be advised of that fact. The Procurement Administrator will provide information to the Bidder on the maximum number of Projects for which the Bidder can submit a bid given the bid assurance collateral submitted. The Procurement Administrator will require the Bidder to remove some or all of the Bids so that the bid assurance collateral is sufficient to support the number of the Bidder's Projects. The Bidder will have the option to resubmit its Bid Form or to provide the amended Bids by phone, provided, however, that the amended Bids are received by the end of the one-hour cure period, at 1 PM (CPT) on the Bid Date. If the Bidder amends its Bids by phone, the Procurement Administrator will provide a record of the amended Bid Form to the Bidder.
- V.5.8. If, for any reason including the fact that the Bidder is not able to amend its Bids before 1 PM on the Bid Date, the Bidder provided bid assurance collateral to all Companies but the Bidder's bid assurance collateral remains insufficient to support the Bidder's Bids after the procedure provided in the prior Paragraph is followed, the Procurement Administrator will remove Bids on entire Projects to ensure that the bid assurance collateral is sufficient. The first Bid and Project to be removed will be the highest priced Project. If the bid assurance collateral remains insufficient, the next Bid and Project to be removed will be the highest priced remaining Project. The procedure will continue in this manner, selecting the highest

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

priced remaining Project, until the bid assurance collateral is sufficient. If there are equally priced Projects, the Procurement Administrator selects the Project at random.

ARTICLE VI. Process

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

- VI.1.1. Any notification or other written communication from the Procurement Administrator to a Bidder will be sent to the email addresses provided for the Representatives. Any such notification or communication will be deemed received by the Bidder at the time of delivery or transmission, provided that when delivery or transmission occurs after 6 PM on a business day or occurs on a day that is not a business day, receipt will be deemed to occur at 9 AM on the following business day. Any email from the Bidder to the Procurement Administrator should be addressed to Illinois-RFP@nera.com to ensure a prompt reply.
- VI.1.2. Any document or other information prepared and sent by the Procurement Administrator to a Bidder for its continued participation in the RFP is sent through a secure electronic method to the Representatives. Any such document or other information will be deemed received by the Bidder at the time of delivery or transmission, provided that when delivery or transmission occurs after 6 PM on a business day or occurs on a day that is not a business day, receipt will be deemed to occur at 9 AM on the following business day.
- VI.1.3. The exclusive method of responding to the qualification standards listed in Article IV of these RFP Rules is the use of the online Part 1 Form together with the use of Inserts to the Part 1 Form available as separate forms on the procurement website or from the Procurement Administrator. The Bid Participation Fee must be paid to the IPA according to the instructions provided for this purpose. Documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email.
- VI.1.4. Responses to the qualification standards of Article IV that do not use the online Part 1 Form and the Inserts prepared for this purpose will not be considered and the Part 1 Proposal will be considered deficient.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- VI.1.5. A Bidder must submit the Part 1 Proposal for a Project to the Procurement Administrator by 12 PM (noon) on the Part 1 Date. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 1 Proposals will be accepted under any circumstances.
- VI.1.6. If a Part 1 Proposal is received on any business day during the Part 1 Window, the Procurement Administrator acknowledges receipt on the business day the materials are received. If a Part 1 Proposal is received before 12 PM (noon) on any business day during the Part 1 Window prior to the Part 1 Date, the Procurement Administrator sends the results of an initial review by 12 PM (noon) on the next business day. If a Part 1 Proposal is received after 12 PM (noon) on any business day during the Part 1 Window prior to the Part 1 Date, the Procurement Administrator sends the results of an initial review by 6 PM of the following business day. The initial review either states that the Part 1 Proposal is complete and is being considered, or the initial review lists items of the Part 1 Proposal that are incomplete or require clarification. The initial review may state that the documentation provided in response to Paragraph IV.2.3 remains under review, in which case the Procurement Administrator will provide a deadline by which the Bidder can expect the review of this documentation to be complete. Such deadline will be no later than 6 PM on the business day after the date the initial review is sent.
- VI.1.7. If the Part 1 Proposal is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If the Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 1 Proposal, the Bidder has until 12 PM (noon) on the Part 1 Date, or until 6 PM on the second business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes later, to respond. If the Bidder 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 the Bidder does not correct or adequately explain the deficiency within the time allowed, the Part 1 Proposal for the Project may be rejected. If the Part 1 Proposal is complete, the Procurement Administrator sends a notice that the Part 1 Proposal is complete and is being considered.

- VI.1.8. A Bidder qualifies a Project 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 the Part 1 Proposal is complete for the Project, and if the Part 1 Proposal fully complies with the qualification standards of Article IV of these RFP Rules, including any requests for additional information from the Procurement Administrator.
- VI.1.9. The Procurement Administrator notifies each Bidder that submits a Part 1 Proposal for a Project of whether that Project has met the qualification standards pursuant to a successful Part 1 Proposal generally within six (6) business days of the Part 1 Date. If a Bidder fails to qualify the Project, the Procurement Administrator notifies the Bidder of that fact by email. If a Bidder qualifies the Project pursuant to a successful Part 1 Proposal, the Procurement Administrator transmits to the Bidder, using a secure electronic method, a Part 1 Notification as well as some documents necessary for the Bidder's continued participation in the RFP. These documents, provided electronically, are: (i) the Bid Form; (ii) a "Bid Form guide", which provides instructions for completing, encrypting, and submitting the Bid Form; (iii) an invitation to a training session on the bid submission procedure; (iv) confidential information for submission of the Bid Form, including a username, a password, and a security code unique to that Bidder; and (v) instructions for providing bid assurance collateral to the Companies. The Bid Form will include a unique identifier for each Project.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

A Bidder submitting Proposals for multiple Projects will be provided with these documents only once.

VI.1.10. The Procurement Administrator will inform Bidders of the amount of the Supplier Fee per REC no later than 6 PM two (2) business days before the Bid Date.

VI.1.11. 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 must be transmitted to each Company directly according to the instructions provided to the Bidder 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.1.12. The Bid Form, which is the exclusive method for the submission of Bids, is provided to each Bidder with the Part 1 Notification. Should such Bid Form require amendment, the Procurement Administrator may send a replacement Bid Form no later than two (2) business days before the Bid Date through a secure electronic method. The Bid Form guide provided to Bidders with the Part 1 Notification can be used both for training purposes and for submission of Bids on the Bid Date. The Procurement Administrator may provide with any amended Bid Form an update to the Bid Form guide as needed. A sample of the Bid Form is provided for illustrative purposes as Appendix 8 of these RFP Rules.

VI.1.13. A Bidder must submit the Part 2 Proposal, excluding Bids, to the Procurement Administrator by 12 PM (noon) on the Part 2 Date. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 2 Proposals will be accepted under any circumstances.

VI.1.14. A Bidder must submit Bids for its Projects (Bids from multiple Projects will be submitted via a single Bid Form) between 10 AM and 12 PM (noon) on the Bid Date. The Bid Form must be filled out completely and transferred in accordance with the instructions provided by the

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Procurement Administrator and in accordance with the requirements of this RFP. The Bid Form may be encrypted. A Bid for a Project that is incompletely or inconsistently filled out will be considered deficient and will not be evaluated.

VI.1.15. If a Part 2 Proposal (excluding Bids) is received on any business day during the Part 2 Window, the Procurement Administrator acknowledges receipt on the business day the materials are received. The Procurement Administrator also sends the results of an initial review. If a Part 2 Proposal (excluding Bids) is received before 12 PM (noon) on any business day during a Part 2 Window prior to the Part 2 Date, the Procurement Administrator sends the initial review by 6 PM on the same business day. If a Part 2 Proposal (excluding Bids) is received after 12 PM (noon) on any business day during a Part 2 Window prior to the Part 2 Date, the Procurement Administrator sends the initial review by 12 PM (noon) of the following business day. The initial review of the Part 2 Proposal (excluding Bids) states that the Part 2 Proposal (excluding Bids) is complete, or the initial review lists items of the Part 2 Proposal (excluding Bids) that are incomplete or require clarification.

VI.1.16. A Bidder must post bid assurance collateral in accordance with the instructions provided by the Procurement Administrator. If a Bidder submits a Pre-Bid Letter of Credit for a Company, a Bidder's Part 2 Proposal (excluding Bids) is automatically deficient if such Pre-Bid Letter of Credit for a Company proposes or includes modifications to the Standard Pre-Bid Letter of Credit for that Company that are not among those that are acceptable to the Company and posted to the procurement website.

VI.1.17. If the Part 2 Proposal (excluding Bids) is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. The Bidder has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the second business day following the business day during which a first deficiency notice is sent to the Bidder, whichever comes

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

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 the Bidder does not correct or adequately explain the deficiency within the time allowed, the Part 2 Proposal may be rejected. If the Part 2 Proposal (excluding Bids) is complete, the Procurement Administrator sends a notice to that effect.

VI.1.18. A Bidder's Bid for a Project is evaluated if the Project qualified pursuant to a successful Part 1 Proposal, if the Bidder's Part 2 Proposal (excluding Bids) is received on or before 12 PM (noon) on the Part 2 Date, if the Part 2 Proposal (excluding Bids) is complete and fully complies with the requirements of Article V of these RFP Rules including any requests for additional information from the Procurement Administrator by 1 PM on the Bid Date, if its Bid Form is received between 10 AM and 12 PM (noon) on the Bid Date, and if its Bid Form is submitted according to the instructions provided by the Procurement Administrator and the requirements of this RFP. Each Bidder that submits a Part 2 Proposal will be notified whether its Bids are evaluated by 2 PM on the Bid Date by phone or by email.

VI.1.19. The Procurement Administrator expects to notify a Bidder that had Bids that were evaluated whether any of the Bidder's Bids will be identified as "winning Bids" to the Commission by 6 PM on the Bid Date. Such notification is made earlier to the extent practicable or may be made on the next business day as circumstances warrant. The Procurement Administrator provides a list to the Bidder of the Bidder's Projects with Bids identified as winning Bids and with the quantity selected for each Project. This notification occurs by telephone with a written confirmation by email. The Procurement Administrator provides no other information to a Bidder about the results of the procurement event.

VI.2. Bid and Post-Bid Process

- VI.2.1. A Bidder submits a Bid Form electronically according to the instructions from the Procurement Administrator and the requirements of this RFP. A Bidder is instructed to transfer a Bid Form through a secure bid transfer site. The Bidder must use a username and a password provided by the Procurement Administrator to access the secure bid transfer site. 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 telephone. A Bidder presenting Proposals for multiple Projects is expected to submit one Bid Form through a single transmission; a Bidder must request special arrangements from the Procurement Administrator and must receive approval from the Procurement Administrator to proceed in any other manner. Upon providing such approval, the Procurement Administrator will provide special instructions to the Bidder and such special instructions must be followed.
- 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 phone the Procurement Administrator to advise the Procurement Administrator of the use of email transmission and to provide authenticating information. The Procurement Administrator will recommend that the Bid Form be encrypted using the security code unique to the Bidder. The Procurement Administrator will note for the Bidder that without encryption such transmission may not be secure.
- VI.2.3. All Bid Forms must be received between 10 AM and 12 PM (noon) on the Bid Date. All times in this RFP are Central Prevailing Times unless specifically noted. No late Bid Forms will be considered regardless of the method used by the Bidder to submit its Bid Form.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- VI.2.4. A Bidder must phone the Procurement Administrator once it has transmitted a Bid Form according to the instructions provided with a Part 1 Notification. If the Bid Form was not received and there are technical difficulties, the Procurement Administrator will instruct the Bidder to use a backup method and will stay on the phone with the Bidder until receipt of the Bid Form can be confirmed.
- VI.2.5. The period between 12 PM (noon) and 1 PM is a one-hour cure period during which the Procurement Administrator provides an assessment of the Bid Forms and during which Bidders may correct errors or inconsistencies. After the cure period, Bidders have no further ability to change their Bids. The Bid Window is then closed and Bids are evaluated. At least one Bid Form must be received between 10 AM and 12 PM (noon) from each Bidder; any complete Bid Form received between 12 PM (noon) and 1 PM supersedes all previously submitted Bid Forms by that Bidder. No Bid Forms will be accepted after 1 PM CPT on the Bid Date.
- VI.2.6. The Bidder must be available between 12 PM (noon) and 1 PM on the Bid Date to receive the assessment of whether the Bid Form is complete and consistent with the RFP Rules. The Procurement Administrator will at that time contact the Bidder by phone to provide this assessment. The Procurement Administrator may contact the Bidder earlier than 12 PM (noon) on the Bid Date to provide this assessment.
- VI.2.7. If a Bid Form is deficient, the Bidder will have an opportunity to resubmit and any such resubmission will supersede all previously submitted Bid Forms as long as the resubmission is received prior to 1 PM on the Bid Date. If the Procurement Administrator is unable to contact the Bidder, the Procurement Administrator will send a notification by email to the Bidder stating this fact.
- VI.2.8. It is the responsibility of the Bidder to ensure that a completely and consistently filled out Bid Form is submitted. The Procurement Administrator will hold a training session for

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Bidders to practice the bid submission process and will assist Bidders as needed to resolve any technical difficulties prior to the Bid Date.

VI.2.9. The Public Utilities Act requires the Procurement Administrator to notify Bidders that the Procurement Administrator may, in its discretion, enter into post-bid price negotiations with Bidders. The Procurement Administrator has decided that there will be no post-bid negotiations.

VI.2.10. The evaluation of Bids and the allocation of winning Bids to each Company proceeds in several steps. The evaluation first eliminates Bids that fail to meet or beat the benchmarks. Benchmarks are established by the Procurement Administrator, in consultation with the IPA, the Procurement Monitor, and the ICC Staff. The benchmarks are confidential and subject to review and approval by the Commission. Second, Bids that meet or beat the benchmarks are ranked in order of price per REC. Third, in price order, the expected output of the lowest-priced Projects are selected, until selecting the next higher-priced Project (the “marginal Project”) would exceed the Target. At that point, if the expected output remaining to be selected is equal to or exceeds the expected output from the Project with a modified nameplate capacity equal to the minimum capacity for the marginal Project, the marginal Project is selected to meet the remainder of the Target. Further details on the evaluation as well as examples are provided in an appendix to these RFP Rules.

VI.2.11. The Procurement Administrator expects to notify a Bidder that had Bids that were evaluated whether any of the Bidder’s Bids are identified as winning Bids by the Procurement Administrator by 6 PM on the Bid Date. Such notification is made earlier to the extent practicable or may be made on the next business day as circumstances warrant. The Procurement Administrator provides a list to the Bidder of the Projects with Bids identified as winning Bids. This notification occurs by phone with a written confirmation by email.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

The Procurement Administrator provides no other information to a Bidder about the results of the procurement event.

VI.2.12. Within two (2) business days of the Bid Date, the Procurement Administrator submits to the Commission a confidential report that will provide the results of the bidding as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days of the Bid Date, the Procurement Monitor submits to the Commission a confidential report regarding the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. The Commission is expected to decide whether to accept or reject the results of the procurement event within two (2) business days of receiving the confidential reports from the Procurement Administrator and the Procurement Monitor.

VI.2.13. The Procurement Administrator will contact the Representatives of each Bidder with Bids identified by the Procurement Administrator as winning Bids to the Commission to ensure that the contact information of such Representatives remains correct and up-to-date. If the Procurement Administrator notifies a Bidder that the Bidder has Bids that the Procurement Administrator identifies as winning Bids, and if the Bidder did not fully complete the Contract Inserts, the Bidder will be required to provide all information required by the applicable Contract Inserts promptly after such notification occurs and no later than 12 PM (noon) on the day after such notification is received by the Bidder. The Companies prepare the REC Contract documents.

VI.2.14. If the Commission accepts the results of the procurement event, the Procurement Administrator will notify all Bidders that submitted Bids whether some or all of their Bids for their Projects were accepted by the Commission and the Procurement Administrator will provide the allocation of RECs from such accepted Bids to each Company. The Sellers whose Projects have their Bids approved by the Commission are called “successful bidders”.

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

- VI.2.15. At the time of Commission approval of a procurement event, the names of successful bidders and the average of the winning Bid prices are made public. The quantity of RECs procured may also be disclosed if there are at least three (3) successful bidders. The Public Utilities Act states that participants in the procurement process will maintain the confidentiality of all other supplier and bidding information.
- VI.2.16. If a Seller has a Project with approved Bids, by 12 PM CPT (noon) on the first business day after the Commission decision, each Company prepares and sends a partially executed electronic copy of the REC Contract and related documents to the Seller. It is expected that the signatory named in the Contract Insert for each Company's REC Contract will sign a copy of the partially executed REC Contract and related documents. If this individual is not available to sign the REC Contract and related documents, the Seller will advise each Company of this fact, will name another individual to sign the REC 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 Seller. By 12 PM CPT on the second business day after the Commission decision, the Seller executes the signature pages of the partially executed REC Contracts and related documents and sends such fully executed signature pages to each Company electronically. Upon execution of the REC Contracts and related documents in counterparts by both parties, such REC Contracts and related documents are fully executed.
- VI.2.17. If the Commission rejects the results of the procurement event, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within ten (10) days of the Commission decision to analyze potential causes of low supplier interest or causes for the Commission decision. The Procurement Administrator may implement changes and hold a further procurement event if such changes would address concerns causing the

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

Commission to reject the results of this procurement event or resulting in the procurement event failing to meet the requirements.

- VI.2.18. Projects with winning Bids approved by the Commission will be assessed a Supplier Fee per REC that will be due within seven (7) business days after Commission approval of the Bids. A Pre-Bid Letter of Credit will expire on the date stated as part of its terms, thirty-six (36) business days after the Bid Date and cash provided as bid assurance collateral will be returned in the same general timeframe.

VI.3. Personnel and Confidentiality

- VI.3.1. Any information provided by a Bidder or Seller in its Part 1 Proposal is provided on a confidential basis to the Procurement Administrator and may be provided on a confidential basis to the Procurement Monitor, to the IPA, or to ICC Staff.
- VI.3.2. Any information provided by a Bidder or Seller in its Part 2 Proposal is provided on a confidential basis to the Procurement Administrator and may be provided on a confidential basis to the Procurement Monitor, to the IPA, or to the ICC Staff.
- VI.3.3. The Procurement Administrator, the Procurement Monitor, representatives from the IPA, the ICC Staff, and representatives of each Company as applicable who are involved in the evaluation of Proposals will consider all data and information provided by Bidders and Sellers 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 9 to these RFP Rules prior to evaluation

Fall 2019 Procurement Events (Non-Solar Community Renewables RFP)
23 OCT 2019

of any portion of the Proposals. The list of all signatories is available to a Bidder or Seller 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' or Sellers' 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 and each Seller acknowledges and agrees to the limitations of the confidentiality provisions set forth in this section.

VI.3.5. In addition, the Bidders' and Sellers' 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 Commission) or by a court of competent jurisdiction. A Company or the Procurement Administrator will notify the Bidder or Seller in advance of such disclosure and cooperate with such Bidder or Seller, to the extent deemed reasonable by the Company or the Procurement Administrator as applicable, and at the expense of the Bidder or Seller, 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 Sellers 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 Commission has approved winning Bids under this RFP, and the REC Contract with a Bidder has been executed and is effective. Once effective, it is the REC Contract and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.2. ComEd will not be liable to any Bidder or any other party for failure to execute the applicable supplier contract. Nothing herein may be construed to bind ComEd unless and until the Commission has approved winning Bids under this RFP, and the REC Contract with a Bidder has been executed and is effective. Once effective, it is the REC Contract and not the RFP Rules or any documents relating thereto that will govern the relationship between and the responsibilities of the parties.
- VII.1.3. 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.