

Early 2023 Capacity RFP  
22 December 2022

**Illinois Power Agency**  
**Early 2023 Procurement Event**  
**for Capacity**  
**Request for Proposals Process and Rules**

22 December 2022

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## **ARTICLE I. Introduction**

### **I.1. Overview**

- I.1.1. Pursuant to the Illinois Power Agency Act, 20 ILCS 3855/1-5, et seq., and the Illinois Public Utilities Act, 220 ILCS 5/1-101, et seq., on September 28, 2022, the Illinois Power Agency (“IPA”) filed with the Illinois Commerce Commission (“Commission” or “ICC”) a proposed plan for the procurement of electricity for certain customers of Ameren Illinois Company (“AIC”), Commonwealth Edison Company (“ComEd”), and MidAmerican Energy Company (“MEC”) through the 2023 Electricity Procurement Plan for the period of June 2023 through May 2028 (the “2023 Procurement Plan”). The 2023 Procurement Plan also provides for the procurement of capacity for AIC to satisfy a portion of its forecast requirement for the 2023-2024, 2024-2025, and 2025-2026 Planning Years.
- I.1.2. The ICC issued an Order on December 15, 2022 approving the IPA’s 2023 Procurement Plan with modifications in ICC Docket No. 22-0590.
- I.1.3. Pursuant to the 2023 Procurement Plan, a procurement event will be held, in early 2023, to procure capacity for up to 50% of AIC’s seasonal forecast requirements in the 2023-2024 Planning Year less capacity procured in prior procurement events for that Planning Year. This procurement event will be for seasonal Zonal Resource Credits (“ZRCs”) consistent with the order entered by the Federal Energy Regulatory Commission (“FERC”) in Docket Nos. ER22-495-000 and ER22-495-001 on August 31, 2022, which approved revisions to the Midcontinent Independent System Operator, Inc. (“MISO”) Open Access Transmission, Energy and Operating Reserve Markets Tariff to establish a seasonal resource adequacy construct.
- I.1.4. The present document, in conjunction with all its appendices as described in more detail in Section I.5, constitutes the Request for Proposals (“RFP”) to solicit

bids from suppliers for this procurement event. This RFP is referred to as the “Early 2023 Capacity RFP”. The present document alone is referred to as the “RFP Rules”. The RFP Rules detail the qualification standards and bidding process. This RFP may also be referred to as the “AIC Capacity procurement event” and AIC may also be referred to as “Company” for purposes of the RFP Rules.

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

**I.2. Products and Bids for Procurement of Capacity**

- I.2.1. MISO defines ten (10) Local Resource Zones (“LRZs” or “Zones”) to ensure that sufficient qualified Planning Resources can be relied upon to meet demand within each portion of the MISO Region. Requirements in a Zone are met with Planning Resources located within each Zone or from outside the Zone if transmission capacity is sufficient.

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- I.2.2. A “Product” consists of ZRCs. One ZRC represents one megawatt (“MW”) of Seasonal Accredited Capacity for a given Season of a Planning Year (as such terms are defined in MISO’s Business Practice Manuals and MISO’s Open Access Transmission, Energy and Operating Reserve Market Tariff (“MISO Documents”). ZRCs are procured for each Season in the 2023-2024 Planning Year, which is from June 1, 2023 to May 31, 2024. The “Seasons” in a given Planning Year are defined in the MISO Documents. The months included in the “Summer” Season are June, July, and August. The months included in the “Fall” Season are September, October, and November. The months included in the “Winter” Season are December, January, and February. The months included in the “Spring” Season are March, April, and May. Thus, there are four (4) Products available for bid in this RFP. The naming convention for a Product will include the Season and Planning Year (i.e. the “Summer 2023-2024” Product consists of ZRCs for the Summer Season in the 2023-2024 Planning Year). The Products may also be referred to as the term “Capacity Products” for purposes of the RFP Rules.
- I.2.3. The “ZRC Target” for a given Season of a Planning Year is the number of ZRCs available for bid for that Season and Planning Year. The ZRC Targets for each Season and Planning Year will be provided on a provisional basis at the bidder information webcast to be held prior to the opening of the Part 1 Window. Final ZRC Targets, when they become available, will be provided in a notification to Bidders and posted on the procurement website ([www.ipa-energyrfp.com](http://www.ipa-energyrfp.com)). Such notification and announcement are expected no later than on the date of the Part 1 Notification.
- I.2.4. A “Bid” includes a price, in \$/MW-day, for at least one (1) ZRC for a given Season of a Planning Year for which ZRCs are procured. A Bid also includes the number

of ZRCs to which the price applies and the Source Zone of the ZRCs. The “Source Zone” is the LRZ in which the ZRCs are located. A Bidder may bid on any number of ZRCs in a Season up to the ZRC Target for that Season in a Planning Year. A Bidder may not bid on a fraction of a ZRC. A Bid may also be referred to as “Capacity Bid” and “ZRC Bid” for purposes of the RFP Rules.

I.2.5. The evaluation of Bids proceeds independently for each Season in a Planning Year and consists of two steps. In the first step, for a given Season of a Planning Year, all Bids that fail to meet the benchmark are eliminated. In accordance with the Act, the 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 ICC. In the second step, for a given Season of a Planning Year, the Procurement Administrator evaluates the Bids that meet or beat the benchmark and selects the lowest priced Bids. The evaluation of Bids is also discussed in Article VI.

### **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. An illustrative Part 1 Form is provided as Appendix 2 to these RFP Rules as guidance for Bidders. Bidders may also provide required documents by email to the Procurement Administrator. The online Part 1 Form as well as the Inserts to the Part 1 Form are available electronically on the procurement website, [www.IPA-energyrfp.com](http://www.IPA-energyrfp.com), or are available from the Procurement Administrator. Inserts to the Part 1 Form are named and/or numbered using “P1”.

- I.3.2. The Part 1 Proposal for a Bidder consists of the completed online Part 1 Form as well as all documents required by the online Part 1 Form. A Bidder that submits a Part 1 Proposal is required to pay a non-refundable Bid Participation Fee.
- I.3.3. Bidders use the online Part 2 Form to submit information and documents in response to the Part 2 Proposal requirements described in Article V of these RFP Rules. An illustrative Part 2 Form is provided as Appendix 3 to these RFP Rules as guidance for Bidders. The illustrative Part 2 Form as well as the Inserts to the Part 2 Form are available electronically on the procurement website, [www.IPA-energyrfp.com](http://www.IPA-energyrfp.com), or are available from the Procurement Administrator. Inserts to the Part 2 Form are named and/or numbered using “P2”.
- I.3.4. Some Inserts to the Part 1 Form or to the Part 2 Form require a signature. Bidders may complete such Inserts by printing and signing the Insert or using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Alternatively, Bidders may complete such Inserts by digitally signing the Insert and providing along with the Insert an additional document or information that verifies the identity of the signatory. A digital signature together with an additional document or information that verifies the identity of the signatory is an “Acceptable Digital Signature”. Additional documentation or information may include: (i) a certificate of completion if the signatory uses DocuSign; (ii) a Final Audit Report if the signatory uses Adobe Sign; (iii) evidence that the digital signature has been certified by the signatory using a document signing certificate; or (iv) other documentation or information produced by a commercially available software that can be used by the Procurement Administrator to verify the identity of the signatory. Digital signatures without a document or information verifying

the identity of the signatory are not acceptable; signature images and other electronic signatures are not acceptable.

- I.3.5. With the Part 2 Proposal, a Bidder that intends to submit Bids must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit to AIC. Bidders may provide other required documents by email to the Procurement Administrator. Bidders must use the Bid Forms provided by the Procurement Administrator for purposes of submitting Bids. An Illustrative Bid Form is provided as an appendix to these RFP Rules as guidance for Bidders.
- I.3.6. The Part 2 Proposal consists of the completed online Part 2 Form, bid assurance collateral, Bid Forms, and all other documents necessary to fulfill the Part 2 Proposal requirements.
- I.3.7. A schedule for this RFP is provided in Table II-1. Any updates will be provided on the procurement website [www.IPA-energyrfp.com](http://www.IPA-energyrfp.com). Part 1 Proposals are received and processed during a specific timeframe, the “Part 1 Window”. The last day of the Part 1 Window is called the “Part 1 Date”. All materials for the Part 1 Proposal, including the Bid Participation Fee for a Bidder, 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.3.8. Part 2 Proposals are received and processed during a specific timeframe, the “Part 2 Window”. The last day of the Part 2 Window is called the “Part 2 Date”. All materials for the Part 2 Proposal, including bid assurance collateral, must be received by 12 PM (noon) on the Part 2 Date.
- I.3.9. The day Bids are due is called the “Bid Date”. The Bidder’s Bids must be received in a specific time window, the “Bid Window”, on the Bid Date, according to the instructions from the Procurement Administrator. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each

Bidder that qualifies pursuant to a successful Part 1 Proposal and that submits a Part 2 Proposal that fulfills all the requirements of Article V by 12 PM (noon) on the Bid Date.

- I.3.10. Within two (2) business days of the Bid Date, the Procurement Administrator submits to the ICC a confidential report that provides the results of the bidding, as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days, the Procurement Monitor submits to the ICC a confidential report regarding the results as well as a recommendation on whether these results should be accepted or rejected. The ICC decides whether to accept or reject the results of the procurement event within two (2) business days of receiving the confidential reports from both the Procurement Administrator and the Procurement Monitor.
- I.3.11. If the ICC approves the results of the procurement event, AIC and each Bidder with approved Bids will execute the supplier contract within three (3) business days and the Bidder will become a “Seller” under the supplier contract.
- I.3.12. If the ICC rejects the results of the procurement event or if the requirements are not met for the procurement event, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within ten (10) days of the ICC decision to analyze potential causes for the ICC decision or for failure to meet the requirements. The Procurement Administrator may implement changes and hold an additional procurement event, if such changes would address the concerns that caused the Commission to reject the results of this procurement event or that caused the failure of the procurement event to meet the requirements.

#### **I.4. Seller Obligations**

I.4.1. The supplier contract for the procurement of Capacity Products for AIC is the Confirmation Agreement, which is also designated as the (AIC) Capacity Agreement for the avoidance of doubt.

I.4.2. This section describes in general terms a few key provisions of the (AIC) Capacity Agreement. This is a summary only and is subject to and qualified in its entirety by the agreement itself, provided as Appendix 1 (the (AIC) Capacity Agreement). When a Bidder submits Bids in the procurement event, the Bidder must certify, among other things, that all its Bids together constitute a binding and irrevocable offer to deliver for the applicable Season and Planning Year, under the terms of the (AIC) Capacity Agreement, the number of ZRCs approved from the LRZs specified and at the prices in the Bids.

I.4.3. Under the (AIC) Capacity Agreement:

- Seller delivers the contracted quantity of ZRCs by submitting the appropriate transactions in the Module E Capacity Tracking Tool. For a given Source Zone and for a given Season of a Planning Year, the amount paid to the Seller is the average of the Seller's own approved Bids for all applicable ZRCs, in \$/MW-day, multiplied by the number of ZRCs delivered, multiplied by the number of calendar days in the Season for such Planning Year.
- If any of the ZRCs that are delivered are not located in LRZ 4, which is the zone in which AIC's capacity obligations reside, the payment to the Seller is adjusted for each Source Zone (as applicable) as follows. If the Auction Clearing Price of the MISO Planning Resource auction for LRZ 4 is greater than the Auction Clearing Price of the Source Zone in which the ZRCs are located, then the payment will be reduced by an amount equal to the quantity of applicable ZRCs multiplied by the days in the applicable Season of the applicable Planning Year,

with such product then multiplied by the positive difference between the clearing price of LRZ4 and the clearing price of the Source Zone. Conversely, if the clearing price of the MISO Planning Resource auction for LRZ 4 is less than the clearing price of the Source Zone for the ZRCs, then the payment will be increased by an amount equal to the quantity of applicable ZRCs multiplied by the days in the applicable Season of the applicable Planning Year, with such product then multiplied by the positive difference between the clearing price of LRZ4 and the clearing price of the Source Zone.

- The Seller is responsible for the registration of the Planning Resources in MISO and for all obligations associated with such Planning Resources to ensure that the ZRCs delivered to AIC have good and marketable title.
- By the tenth day of each month following the month that is within a Season associated with ZRCs delivered by Seller, the Seller is expected to transmit an invoice for the preceding month to AIC. Such invoices are to be paid by the twentieth day of the month.

## **I.5. Summary of RFP Documents**

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

- Appendix 1: (AIC) Capacity Agreement
- Appendix 2: Part 1 Form (Illustrative)
- Appendix 3: Part 2 Form (Illustrative)
- Appendix 4: Bid Form Capacity Products (Illustrative)
- Appendix 5: Financial Attestation
- Appendix 6: Standard Pre-Bid Letter of Credit for AIC Capacity Products
- Appendix 7: Sample Requests for Return of Cash
- Appendix 8: Officers' Certificate (for Bidders under an Agency Agreement)
- Appendix 9: Confidentiality Statement

## **ARTICLE II. Information and Schedule**

### **II.1. Procurement Website**

II.1.1. The Procurement Administrator has established a procurement website that is the main source of information for this RFP. Bidders and other stakeholders can visit this procurement website to obtain information and documents related to the procurement event. The procurement website address is [www.IPA-energyrfp.com](http://www.IPA-energyrfp.com).

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

Home: This section provides recent announcements and a brief description of the products to be procured.

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

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

Capacity Procurement: This section provides documents related to the Early 2023 procurement of capacity for the AIC portfolio.

Block Energy and Capacity Procurement: This section provides documents related to the Spring and Fall 2023 procurement events of block energy for the AIC, ComEd, and MEC portfolios and of capacity for the AIC portfolio.

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

FAQs: The Procurement Administrator answers questions from interested parties via email. The question and answer are posted in this section so that all interested parties have access to the same information. Aspects of the question

and/or answer that might identify the questioner are removed before posting to the extent practicable.

Useful Links: This section provides information on programs run by the Illinois Power Agency but that are not 2023 procurement events. Links to the IPA's Adjustable Block Program and Illinois Solar for All Program can be found here.

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

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

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

- II.2.1. The following is the schedule for the procurement event. Specific times for submission of materials for the Part 1 Proposals and Part 2 Proposals are provided elsewhere in this RFP. All such times are Central Prevailing Time unless specifically noted. The close of the business day will be 6 PM for purposes of processing Proposals. Should any changes to this schedule be needed, such changes will be provided on the procurement website.

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**Table II-1. RFP Schedule**

<b>Event</b>	<b>Date</b>
Draft supplier contract posted	Thursday, November 10, 2022
Comment process for draft supplier contract begins	Thursday, November 10, 2022
Deadline to submit comments on draft supplier contract	Friday, December 02, 2022
Final supplier contract posted	Thursday, December 22, 2022
RFP Documents issued	Thursday, December 22, 2022
Webcast	Thursday, January 12, 2023
Opening of Part 1 Window	Wednesday, January 18, 2023
Part 1 Date (Part 1 Proposals are due by 12 PM noon)	Wednesday, January 25, 2023
Bid Participation Fee is due	Wednesday, January 25, 2023
Part 1 Notification	Tuesday, January 31, 2023
Opening of Part 2 Window	Wednesday, February 01, 2023
Part 2 Date (Part 2 Proposals except Bids are due by 12 PM noon)	Friday, February 10, 2023
Bid Date (Bids are due)	Thursday, February 16, 2023
Procurement Administrator submits confidential report on results of procurement event	Tuesday, February 21, 2023
ICC renders decision on results of procurement event	Thursday, February 23, 2023
Applicable supplier contracts fully executed	Wednesday, February 28, 2023

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

- III.1.1. An entity that submits any part of a response to this RFP is a Bidder. Each Bidder can submit at most one Part 1 Proposal and one Part 2 Proposal. The Procurement Administrator evaluates Bids submitted in accordance with this RFP for each Bidder that qualifies pursuant to a successful Part 1 Proposal and that submits a Part 2 Proposal that fulfills all the requirements of Article V by 12 PM (noon) on the Bid Date.
- III.1.2. All Part 1 Proposals and all Part 2 Proposals are submitted to the Procurement Administrator in accordance with the instructions provided in Article IV. Part 1 Proposals are received and processed during a specific timeframe, the Part 1 Window. The last day of the Part 1 Window is called the Part 1 Date. Part 2 Proposals are received and processed during a specific timeframe, the Part 2 Window; however, a Bidder may submit the representations required by the online Part 2 Form during the Part 1 Window for early processing. Early processing allows the Officer of the Bidder, at the Officer's option, to make all representations and certifications required in the Part 1 and Part 2 Proposals at one time.
- III.1.3. All representations and certifications required by this RFP must be made by a single individual, who is an Officer of the Bidder. An Officer of the Bidder is an individual empowered to undertake contracts and bind the Bidder. As a requirement of the Part 1 Proposal, the Bidder must provide the name, title, and full contact information (address, business phone number, mobile phone number, email address) of the Officer of the Bidder who will be making the representations in the Part 1 and the Part 2 Proposals.
- III.1.4. Each Bidder must comply with all Part 1 Proposal requirements described in Article IV. Section IV.1 describes the contact information and other basic

information required. Section IV.2 explains that each Bidder must pay a Bid Participation Fee. Section IV.3 describes financial requirements. Section IV.4 describes requirements and lists representations that are required of Bidders. Section IV.4 also describes the information that a Bidder is asked to provide for the preparation of the (AIC) Capacity Agreement should the Procurement Administrator identify one or more of the Bidder's Bids to the Commission as winning Bids. Section IV.5 lists additional requirements applicable only to Bidders submitting a Proposal under an Agency Agreement.

- III.1.5. All information provided and certifications made in the Part 1 Proposal must remain valid and in full force until the required number of business days after the Bid Date. Regardless of the reason, if any information provided in the Part 1 Proposal changes or any previous certification fails to remain valid, it is the sole responsibility of the Bidder to notify the Procurement Administrator. Failing to do so may result in disqualification of the Bidder and of its Proposal. The Procurement Administrator reserves the right to change the assessment of qualifications based on any revised information provided by the Bidder.
- III.1.6. Each Bidder must comply with all Part 2 Proposal requirements as stipulated in Article V. Section V.1 describes the contact information required by the Part 2 Proposal. Section V.2 lists representations and describes requirements, including bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit to support the Bidder's Bids, that are required of Bidders that intend to bid on AIC Capacity Products. Section V.3 describes the additional requirements applicable only to Bidders submitting cash as bid assurance collateral. Section V.4 lists additional requirements applicable only to Bidders submitting a Proposal under an Agency Agreement. Section V.5 describes the requirements

for the submission of Capacity Bids. Section V.6 describes the process for submission of Bids.

- III.1.7. Proposals that do not adhere to the terms and conditions of these RFP Rules, or that do not fulfill all requirements set forth in Article IV and Article V of this RFP, or that are not submitted in accordance with the process of Article VI, will not be considered.
- III.1.8. The submission of a Part 1 or a Part 2 Proposal to the Procurement Administrator constitutes the Bidder's acknowledgement and acceptance of all the terms and conditions of these RFP Rules, regardless of the outcome of the RFP or the outcome of such Proposal.
- III.1.9. The Bidder, at its own cost and expense, shall defend AIC, the Procurement Monitor, the Procurement Administrator, and the IPA and their subsidiaries, affiliates, successors and assigns, and each and every one of their respective past, present, or future officers, directors, trustees, employees, shareholders, executors, administrators, successors and assigns, other than entities that are also Bidders, against any and all manner of past, present, or future claims, demands, disputes, controversies, complaints, suits, actions, proceedings, or allegations of any kind which in any manner relate to, arise out of, or result from any false statement in the Proposal or breach of any covenant by the Bidder set forth herein. The Bidder shall indemnify and hold harmless AIC, 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,

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

## **ARTICLE IV. Part 1 Proposal Requirements**

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

### **IV.1. Basic Information**

- IV.1.1. Contact Information for the Bidder. A Bidder must provide with its Part 1 Proposal the Bidder’s legal name and address (including street address, city, state, and zip code). If the Bidder’s legal name has changed since the most recently submitted Part 1 Proposal, the Bidder: (i) must provide evidence of the change of name; and (ii) the Officer of the Bidder or the Representative must represent that this is a change in the Bidder’s name only and not a change in the corporate structure of the Bidder. The Officer of the Bidder or the Representative makes such representation by completing the Name Change Insert prepared for this purpose by the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.3.4. The Bidder provides evidence of the change of name and provides the Name Change Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.
- IV.1.2. Participation in MISO Markets. A Bidder that submits a Proposal to the Capacity RFP must be a Certified Market Participant in MISO (as this term is defined by MISO) as of the opening of the Part 1 Window.

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

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

- The Officer of the Bidder may make all representations required in the Part 1 and Part 2 Proposals at one time. A Bidder that avails itself of this option may submit the P2 Certifications Insert during the Part 1 Window for early processing. The P2 Certifications Insert is available on the procurement website. The Procurement Administrator processes such Part 2 Proposal

materials received during the Part 1 Window within the same timeframes used for the processing of the Part 1 Proposals.

- It is expected that, if a Bidder has Bids that are approved by the Commission, the Officer of the Bidder would sign the supplier contract. Should the Officer of the Bidder not be available to sign for this purpose, the Bidder will advise the AIC of this fact. The Bidder will name another individual to sign and the Bidder will confirm that this individual is empowered to undertake contracts and bind the Bidder.

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

- The contact information required consists of the Representative's name, title, address, business phone number, mobile phone number, and email address.
- The Officer of the Bidder designates the Representative by fully completing the Representative Insert prepared for this purpose and available on the procurement website. The Representative Insert is also labelled INSERT #P1-1. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the

signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.3.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

- A Bidder must submit contact information for the Representative in the online Part 1 Form and must provide the Representative Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the application website.

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

- A Bidder indicates in the online Part 1 Form whether the Representative is designating one or more Nominees.
- The Officer of the Bidder or the Representative may make such a designation by fully completing the Nominee Insert prepared for this purpose and available on the procurement website. The Nominee Insert is also labelled INSERT #P1-2. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.3.4. In this case, the

Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website at the time of submission of the Part 1 Proposal or at any time prior to the submission of Bids.

- IV.1.6. All information in this Section IV.1 must be provided exclusively by completing Section 1 of the online Part 1 Form and by providing any documents required by Section 1, as further explained in Article VI.

## **IV.2. Bid Participation Fee**

- IV.2.1. A Bidder that submits a Part 1 Proposal is required to pay a non-refundable Bid Participation Fee of \$500 as a condition of completing the Part 1 Proposal. The Bid Participation Fee will be used to cover part of the costs of the procurement event. The Supplier Fees, which are levied only on Bidders that have Bids approved by the ICC, are also used to cover part of the costs of the procurement event. A Bidder that has paid the Bid Participation Fee will not be reimbursed, even if such Bidder fails to meet the requirements of the Part 1 Proposal, or if such Bidder fails to meet the requirements of the Part 2 Proposal, or if the Bidder decides not to continue its participation in the RFP.
- IV.2.2. A Bidder can pay the Bid Participation Fee: (i) by e-pay through <https://magic.collectorsolutions.com/magic-ui/payments/illinois-power-agency-ipa/202227>; or (ii) by Automatic Clearing House (“ACH”) in CCD or CCD+ format. Detailed instructions for submission of the Bid Participation Fee are available from the Procurement Administrator upon request.
- IV.2.3. The Bid Participation Fee is due by the Part 1 Date and a Bidder must provide evidence of compliance with this requirement with its Part 1 Proposal. Such evidence includes a confirmation page from the e-pay website, confirmation of

receipt of ACH payment from the Illinois Treasurer's Office, or a receipt from the IPA. Such evidence is provided by email or by upload to the application website. Notwithstanding whether or not a Bidder has provided such evidence with its Part 1 Proposal, for the Bidder to be eligible to continue its participation in the RFP, the Procurement Administrator must be able to get confirmation from the IPA that the IPA has received payment of the Bid Participation Fee from the Bidder.

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

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

- Entity on Whose Financial Standing the Bidder Relies. A Bidder must clearly select one of the following two (2) options for purposes of submitting to the financial requirements of this RFP: (a) relying on its own financial standing (in which case the Bidder is the "Entity"); or (b) relying on the financial standing of another entity (in which case a party other than the Bidder is the "Entity"). Any Bidder applying under an Agency Agreement must select option (b) above and must name the Principal with the lowest credit rating and the lowest tangible net worth as the Entity upon whose financial standing the Bidder is relying. A Bidder must clearly elect option (a) or option (b) in the online Part 1 Form. If the Bidder elects option (b), the Bidder must provide the Entity's legal name.
- If the Entity's legal name has changed since the most recently submitted Part 1 Proposal, the Bidder: (i) must provide evidence of the change of name; and (ii) the Officer of the Bidder or the Representative must represent that this is a

change in the Entity's name only and not a change in the corporate structure of the Entity. The Officer of the Bidder or the Representative makes such representation by completing the Name Change Insert prepared for this purpose and available from the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.3.4. The Bidder provides evidence of the change of name and provides the Name Change Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

IV.3.1. Credit Ratings for the Entity. In its Part 1 Proposal, a Bidder must provide, for the Entity on whose financial standing it is relying, any available ratings from the following rating agencies: S&P Global Ratings ("S&P"), Moody's Investors Service ("Moody's"), and Fitch Ratings ("Fitch"). A Bidder must specify the type of rating. For the avoidance of doubt, a Bidder that selects option (a) in Paragraph IV.3.1 submits ratings for the Bidder; a Bidder that selects option (b) in Paragraph IV.3.1 submits ratings for another entity on whose financial standing it is relying.

IV.3.2. Financial Information for the Entity. In its Part 1 Proposal, a Bidder, must provide financial information related to the Entity.

- The financial information required is the Entity's: (i) most recent audited annual financial information, including a balance sheet, income statement, cash flow statement, and any accompanying notes and schedules. If available, the Securities and Exchange Commission ("SEC") Form 10-K should be submitted to fulfill this requirement; (ii) most recent quarterly financial data, including a balance sheet, income statement, cash flow statement, and any

accompanying notes and schedules. If available, the SEC Form 10-Q should be submitted to fulfill this requirement. If the SEC Form 10-Q is unavailable, the most recent quarterly or monthly financial data if available must be accompanied by an attestation by an officer of the Entity that the information submitted fairly presents in all material respects the financial condition and results of the operations of the Entity. The requirements for this attestation are more specifically provided in Appendix 5 of these RFP Rules. If the SEC Form 10-Q is unavailable, the Bidder must also either provide a review report from an independent accountant for the most recent quarterly or monthly financial data submitted or state that such a report is not available; and (iii) any public financial disclosure made since the release of the Entity's most recent financial data for any matters that are material to the Entity's financial condition. If available, SEC Forms 8-K should be submitted to fulfill this requirement.

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

IV.3.3. Information requested in this Section IV.3 of the RFP Rules must be provided exclusively by completing Section 3 of the online Part 1 Form and by providing any documents required by Section 3, as further explained in Article VI.

#### **IV.4. Representations and Contract Information**

IV.4.1. Only Bidders that submit to the requirements of this section in the Part 1 Proposal can be qualified to bid on AIC Capacity Products.

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

- A Bidder provides this information by fully completing the AIC Capacity Contract Insert prepared for this purpose and available on the procurement website. The AIC Capacity Contract Insert is also labelled INSERT #P1-3. The Bidder provides the AIC Capacity Contract Insert in Microsoft Word format by email or by upload to the application website.
- If a Bidder fails to submit the information required by this paragraph, the Procurement Administrator will require the Officer of the Bidder to acknowledge that, if the Procurement Administrator notifies the Bidder that the Bidder has Bids that are identified as winning Bids to the ICC, the Bidder will be required to provide all necessary information by 12 PM (noon) CPT on the day after such notification is received. The Officer of the Bidder makes such acknowledgment by completing the AIC Capacity Contract Delay Insert prepared for this purpose and available from the Procurement Administrator. The Insert must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.3.4. If required by the Procurement Administrator, the Bidder

provides the AIC Capacity Contract Delay Insert (with the document or information verifying the identity of the signatory if digitally signed) by email or by upload to the Justification of Omissions section of the online Part 1 Form on the application website.

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

- The Officer of the Bidder must certify that: (i) the Part 1 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 1 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) if, for any reason and due to any circumstance, any information provided in the Part 1 Proposal changes before the Bid Date, the Bidder will notify the Procurement Administrator of such changes as soon as practicable; (iv) the submission of the Part 1 Proposal constitutes the Bidder's acknowledgement and acceptance of all the terms and conditions of these RFP Rules, regardless of the outcome of the RFP or the outcome of such Proposal; (v) the Bidder is not part of a bidding agreement, a joint venture for purposes of participating in the RFP, a bidding consortium, or any other type of agreement related to bidding in this RFP, it being understood that a Bidder found to be acting in concert with another Bidder will be disqualified by the Procurement Administrator; (vi) the Officer of the Bidder understands the terms of the (AIC) Capacity Agreement and the Bidder accepts all of the terms of the (AIC) Capacity Agreement without modifications; (vii) each of the ratings provided in its Part 1 Proposal in response to Paragraph IV.3.1 above is a Credit Rating as defined in the (AIC) Capacity Agreement; (viii) the Bidder has all regulatory authorizations necessary for it to legally perform its obligations under the (AIC) Capacity Agreement; (ix) the Bidder has no pending legal proceedings or, to its knowledge,

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

- The Officer of the Bidder makes such certifications by fully completing the AIC Capacity P1 Certifications Insert prepared for this purpose and available on the procurement website. The AIC Capacity P1 Certifications Insert is also labelled INSERT #P1-4. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.3.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

IV.4.4. Comments on the Letters of Credit. A Bidder that is submitting Bids for the procurement event must, in its Part 2 Proposal, submit financial guarantees by providing either cash or a Pre-Bid Letter of Credit in the amount indicated in Article V. The Pre-Bid Letter of Credit must be in the form of the Standard Pre-Bid Letter of Credit or incorporate only modifications approved by AIC and posted to the procurement website. The Standard Pre-Bid Letter of Credit for AIC Capacity Products is provided as Appendix 6 of these RFP Rules. A Bidder may use the Form of Letter of Credit provided as Attachment C to the (AIC) Capacity Agreement (also called the “Standard Post-Bid Letter of Credit for AIC Capacity Products”) to post security under the terms of the (AIC) Capacity

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

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

#### **IV.5. Bidders Applying Under Agency Agreements**

IV.5.1. A Bidder submitting a Proposal under an agency authorization (“Agency Agreement”) must comply with additional requirements in its Part 1 Proposal. This section details those additional requirements. Bidders that are not submitting a Proposal under an Agency Agreement are not subject to the requirements of this Section IV.5.

IV.5.2. Basic Information for the Principal or Principals. A Bidder submitting a Proposal under an Agency Agreement must identify the Principal or Principals to the

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

IV.5.3. Agency Agreement. A Bidder that is applying under an Agency Agreement must provide one (1) copy of its Agency Agreement electronically by email or by upload to the application website.

IV.5.4. Draft Officers' Certificate. A Bidder may, but is not required to, submit by email or by upload to the application website a draft Officers' Certificate in Microsoft Word for evaluation. If a Bidder submits a draft Officers' Certificate for evaluation, the Procurement Administrator will inform the Bidder of any changes required to the Officers' Certificate with its Part 1 Notification. This Officers' Certificate will state that: (i) the copy of the Agency Agreement submitted with the Part 1 Proposal is a true and complete copy of the Agency Agreement as currently in effect; (ii) the Agency Agreement is in full force and effect and shall remain in full force and effect for a period extending to nine (9) business days following the Bid Date; (iii) there are no proceedings pending for the amendment or termination of the Agency Agreement; (iv) each individual who has executed the Officers' Certificate and the Agency Agreement is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal(s).

- IV.5.5. Additional Representations. The Officer of the Bidder must: (i) certify that it has the authority to bind the Principal(s); (ii) acknowledge that an Officers' Certificate, substantially in the form of Appendix 8 to these RFP Rules and signed by an officer of each Principal, must be provided with the Part 2 Proposal; (iii) acknowledge that the Officers' Certificate will state that the Officer of the Bidder is authorized to execute the supplier contract documents on behalf of the Principals. The Bidder submits these certification and acknowledgments by completing the Agency P1 Insert prepared for this purpose and available on the procurement website. The Agency P1 Insert is also labelled INSERT #P1-5. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.3.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.
- IV.5.6. The information required by this Section IV.56 must be provided exclusively by completing Section 5 of the online Part 1 Form and by providing documents required by this Section 5, as further explained in Article VI.

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

Requirements of the Part 2 Proposal apply to all Bidders.

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

- V.1.1. A Bidder submits, in the online Part 1 Form, the address for the Bidder as well as contact information for individuals named in the Part 1 Proposal. The online Part 2 Form will display the information that the Bidder provided in the online Part 1 Form in this regard. The Bidder must review this information. If this information is no longer valid, the Bidder must update the address for the Bidder or update the contact information provided in the online Part 1 Form for any or all of the following individuals: (i) the Officer of the Bidder making the certifications and representations of the Part 1 Proposal and Part 2 Proposal; and (ii) the Representative of the Bidder. If the contact information for one or more of the Nominees is no longer valid, the Officer of the Bidder or the Representative must update this information by fully completing the Nominee Insert prepared for this purpose and available on the procurement website. The Nominee Insert is also labelled INSERT #P1-2. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as a picture of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.3.4. In this case, the Bidder provides updates to the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.
- V.1.2. Advisors. A Bidder may use an Advisor in the preparation of its Proposal or its Bids. An “Advisor” is an entity or an individual that will be advising or assisting

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

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

The Officer of the Bidder makes the preceding certifications by completing the Advisor Insert prepared for this purpose and available on the procurement website. The Advisor Insert is also labelled INSERT #P2-1. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.3.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

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

**V.2. Bid Assurance Collateral and Certifications**

V.2.1. Only Bidders that submit to the requirements of this section in the Part 2 Proposal can be qualified to bid on AIC Capacity Products.

V.2.2. Election of Cash or Pre-Bid Letter of Credit as Bid Assurance Collateral. A Bidder must provide financial guarantees by providing either cash or an executed Pre-Bid Letter of Credit for AIC Capacity Products, drawn for the account of the Bidder. The Bidder must elect whether it is providing the bid assurance collateral in the form of either cash or a Pre-Bid Letter of Credit.

- AIC may draw upon the Pre-Bid Letter of Credit for AIC Capacity Products or AIC may draw upon a cash deposit if the Bidder: (i) has disclosed information relating to its Proposal publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) before the Illinois Commerce Commission has rendered its decision on the results of the procurement event; (ii) has made a material omission or misrepresentation in the Part 1 Proposal or the Part 2 Proposal submitted in connection with the procurement event; (iii) has failed to execute the supplier contract or has failed to meet the creditworthiness requirements of the supplier contract within three (3) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids; or (iv) has failed to pay the Supplier Fees to the Illinois Power Agency within seven (7) business days of being notified that the Illinois Commerce Commission has approved the Bidder's winning Bids.

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

V.2.3. Amount of Bid Assurance Collateral. The required amount of bid assurance collateral for AIC Capacity Products is \$200,000.

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

- Such Bidder must acknowledge the conditions under which cash may be drawn by AIC. Such Bidder must acknowledge that no interest will be paid for cash submitted as bid assurance collateral to AIC and that AIC may co-mingle any cash submitted with other funds. The Bidder makes these acknowledgments by completing the AIC Capacity Cash Insert prepared for this purpose and available on the procurement website. The AIC Capacity Cash Insert is labelled INSERT #P2-2. The Insert must be completed in one of the following ways. Either the Insert is printed and signed or completed using an electronic

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

V.2.5. Return of Bid Assurance Collateral Provided in the Form of Cash. The Bidder must name the entity to which cash tendered as bid assurance collateral will be returned. For such entity, the Bidder must provide, on the entity's letterhead, a draft request for the return of cash to AIC by email or by upload to the application website. In addition to being on the entity's letterhead, such request must: (i) provide the name of the Bidder for identification purposes; (ii) include wire instructions; (iii) include the name and title of the signatory; and (iii) include a valid email address for the signatory or for another duly authorized representative of the entity to which cash is to be returned. The request is a "draft" in that it may leave all amounts blank and may be unsigned. However, such request should otherwise be in the exact format that the Bidder intends to use for the return of bid assurance collateral, including being on the appropriate entity's letterhead. A fully executed request for return of cash is acceptable. A sample of a return of cash posted as bid assurance collateral for the procurement event that is acceptable to AIC is provided in Appendix 7 to these RFP Rules.

- All bid assurance collateral remains in place until the Commission has rendered a decision on the results of the procurement event. For Bidders with Bids approved by the Commission, bid assurance collateral remains in place until full execution of the (AIC) Capacity Agreement and until payment of the Supplier Fees is received. Return of cash tendered as bid assurance to AIC is

not initiated until AIC receives an executed request in a form acceptable to AIC and until a Supplier Request Form is received that AIC finds to be duly completed. Requirements related to the Supplier Request Form for AIC are described in Section V.3.

V.2.6. Requirements for a Bidder Providing a Letter of Credit as Bid Assurance Collateral. The Bidder must either use the Standard Pre-Bid Letter of Credit for AIC Capacity Products provided as Appendix 6 to these RFP Rules, or the Bidder must submit a Pre-Bid Letter of Credit that incorporates only those modifications to the Standard Pre-Bid Letter of Credit for AIC Capacity Products approved by AIC and posted to the procurement website.

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

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

- The Officer of the Bidder must certify that: (i) the Part 2 Proposal will remain in full force and effect until nine (9) business days after the Bid Date; (ii) all information provided in the Part 2 Proposal is true and accurate to the best of the Officer's knowledge and belief; (iii) the Bidder is bidding independently and

that it has no knowledge of any Proposal being submitted for this procurement event by another Bidder in response to this RFP; and (iv) the Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal.

- The Officer of the Bidder must certify that: (i) the Bidder has taken all necessary care to uphold the confidentiality of its Proposal in its communications with its financial institution for the purpose of arranging for bid assurance collateral or in its communications with Advisors (if any); and (ii) with the exceptions of communications with its financial institution for the purpose of arranging for bid assurance collateral or communications with Advisors (if any), the Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party (excluding disclosures required by a federal, state, or local agency, or by a court of competent jurisdiction) any information relating to its Proposal, which could have an effect on whether another party submits a Proposal for this procurement event, or on the contents of such Proposal that another Bidder would be willing to submit. Such information includes, but is not limited to: the fact that the Bidder is submitting a Proposal for this procurement event; the Bidder's Bids, including any prices, quantities, and Source Zones for a given Season of a Planning Year; the Bidder's estimation of the value of a Product; and the Bidder's estimation of the risks associated with being a Supplier under the (AIC) Capacity Agreement. This certification must hold until the ICC has rendered its decision on the results of the procurement event.
- The Officer of the Bidder must certify that if the ICC approves some or all of the Bidder's Bids, (i) the Bidder will sign a partially executed electronic copy of the (AIC) Capacity Agreement and any other related documents and send such fully executed signature pages to AIC electronically by 12 PM CPT on the third

business day after the ICC decision; (ii) the Bidder will submit, if applicable, a fully executed Guaranty to AIC electronically by 12 PM CPT on the third business day after the ICC decision; and (iii) the Bidder will complete payment of the Supplier Fees due to the IPA by the seventh business day after the ICC decision.

- The Officer of the Bidder must certify that any Bid submitted in response to this procurement event is binding until nine (9) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to deliver for a given Season of a Planning Year the quantity of ZRCs specified for that Season and Planning Year, from the Source Zone provided, at the price included in the Bid and under the terms of the (AIC) Capacity Agreement. All Bids together constitute a binding and irrevocable offer to deliver for a given Season of a Planning Year, under the terms of the (AIC) Capacity Agreement, the number of ZRCs approved for the Season of a Planning Year, from the Source Zone specified, and at the stated prices.
- The Officer of the Bidder must certify that a binding and enforceable obligation arises under the terms of the (AIC) Capacity Agreement to execute the (AIC) Capacity Agreement and related documents to deliver ZRCs to AIC for which the Bidder's Bids are approved by the ICC. The price paid to the Bidder for a given Season of a Planning Year and for a given Source Zone is the average of the prices included in the Bidder's own winning Bids that are approved by the Commission, subject to a payment adjustment for ZRCs from a Source Zone other than the AIC Compliance Zone as specified under the (AIC) Capacity Agreement.
- The Officer of the Bidder makes all certifications and acknowledgments above by completing the AIC Capacity P2 Certifications Insert prepared for this purpose and available on the procurement website. The AIC Capacity P2 Certifications Insert is also labelled INSERT #P2-3. The Insert must be completed in one of

the following ways. Either the Insert is printed and signed or completed using an electronic signature (such as an image of a signature). In this case, the Insert must be sent by email by the signatory or with the signatory on copy. Or the Insert is digitally signed using an Acceptable Digital Signature as defined in Paragraph I.3.4. In this case, the Bidder provides the Insert (with the document or information verifying the identity of the signatory) by email or by upload to the application website.

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

**V.3. Additional Required Documents for Bidders Providing Cash as Bid Assurance Collateral**

V.3.1. A Bidder submitting cash as bid assurance collateral must provide additional documents with its Part 2 Proposal. This section details those additional documents. The requirements of this section apply only to Bidders submitting cash as bid assurance collateral; other Bidders are not subject to the requirements of this section.

- The Bidder must provide a W-9 for the entity to which cash tendered as bid assurance collateral will be returned.
- A Bidder that provides cash as bid assurance collateral for AIC may provide AIC's "Supplier Request Form" with its Part 2 Proposal. To be duly completed, all information required by Section 2 and 3 (including the certification on page 2) of the Supplier Request Form must be provided. If a Bidder fails to submit AIC's Supplier Request Form, then the Procurement Administrator will require

AIC's Supplier Request Form to be provided by 12 PM (noon) on the day after the Bid Date.

- V.3.2. The information required by this Section V.3 must be provided exclusively by completing Section 3 of the online Part 2 Form and by providing any documents required by Section 3, as further explained in Article VI.

**V.4. Bidders Applying Under Agency Agreements**

- V.4.1. A Bidder submitting a Proposal under an Agency Agreement must comply with additional requirements in its Part 2 Proposal. This section details those additional requirements. The requirements of this section apply only to Bidders submitting a Proposal under an Agency Agreement; other Bidders are not subject to the requirements of this section.

- V.4.2. Officers' Certificate. If the Bidder is applying under an Agency Agreement, the Bidder must provide an Officers' Certificate, substantially in the form of Appendix 8 to these RFP Rules and signed by an officer of each Principal. The Bidder provides the Officers' Certificate by email or by upload to the application website. This Officers' Certificate states that: (i) the copy of the Agency Agreement submitted with the Part 1 Proposal is a true and complete copy of the Agency Agreement as currently in effect; (ii) the Agency Agreement is in full force and effect and shall remain in full force and effect for a period extending to nine (9) business days following the Bid Date; (iii) there are no proceedings pending for the amendment or termination of the Agency Agreement; (iv) each individual who has executed the Officers' Certificate and the Agency Agreement is (or was at the time of the execution of such documents) authorized to execute and deliver such documents on behalf of the Principal(s); and (v) the Officer of the Bidder is authorized to execute the supplier contract documents on behalf of the Principals.

- V.4.3. Representative of the Principal. If no representative of the Bidder is authorized to execute a Confirmation pursuant to the supplier contract, the Bidder must name a representative of a Principal that is so authorized. The representative of the Principal named in the Agency P2 Insert will be required to execute the two (2) originals of the signature pages of the supplier contract by the third business day after the ICC decision.
- V.4.4. A Bidder submitting a Proposal under an Agency Agreement provides all documents required by this section by email or by upload to the application website. The Bidder provides all other information required by this section by completing the Agency P2 Insert prepared for this purpose and available on the procurement website. The Agency P2 Insert is also labelled INSERT #P2-4. The Bidder provides the Agency P2 Insert by email or by upload to the application website.
- V.4.5. The information required by this Section V.4 must be provided exclusively by completing Section 4 of the online Part 2 Form and by providing any documents required by Section 4, as further explained in Article VI.

**V.5. Bids on Capacity Products**

- V.5.1. The Bid Date is Thursday, February 16, 2023. The Bid Window will be from 10 AM to 12 PM (noon) CPT.
- V.5.2. A “Bid” for a Capacity Product includes a price, in \$/MW-day, for at least one ZRC for a given Season of a Planning Year for which ZRCs are procured. A Bid also includes the number of ZRCs to which the price applies and the Source Zone of the ZRCs. The price in a Bid must be displayed in \$/MW-day rounded to the nearest cent. The price in the Bid is the price that the Bidder is willing to accept to deliver to AIC for the given Season and Planning Year the quantity of ZRCs

from the Source Zone specified in the Bid. A price included in a Bid that is not displayed in dollars and cents will automatically be rejected. A Bid that fails to include a quantity of ZRCs or a Source Zone will automatically be rejected.

V.5.3. A Bidder cannot submit a Bid for less than a full ZRC. The Bidder cannot bid on fractions, portions, or parts of ZRCs. Such Bids will be automatically rejected.

V.5.4. A Bidder may bid on any number of ZRCs for a Season of a Planning Year up to and including the ZRC Target for that Season and Planning Year. If a Bidder bids on more ZRCs than the ZRC Target for a Season and Planning Year, the higher priced Bids will be discarded and the number of Bids considered in the evaluation will not exceed the ZRC Target for that Season and Planning Year. The ZRC Targets for each Season and Planning Year will be provided on a provisional basis at the bidder information webcast to be held at or prior to the opening of the Part 1 Window. The final ZRC Target each Season and Planning Year are provided to Bidders in a notification expected no later than the date of the Part 1 Notification.

V.5.5. The Bidder may not submit any additional instructions, contingencies, or conditions on their Bids. Any such additional instructions, contingencies, or conditions will be ignored.

## **V.6. Instructions for Submission of Bids**

V.6.1. The Procurement Administrator provides the Bid Form electronically to each Bidder qualified pursuant to a successful Part 1 Proposal. The Procurement Administrator may provide the Bid Form for purposes of bidder training and the Bid Form for submission of Bids on the Bid Date at different times (in which case the Bid Form for submission of Bids on the Bid Date will be provided to Bidders no later than two (2) business days prior to the Bid Date). The Procurement Administrator also provides a set of instructions. These instructions guide the

Bidder for completion of the Bid Form, for the optional encryption of the Bid Form, for submission of the completed Bid Form to the Procurement Administrator via a secure file transfer interface, as well as instructions for submission of the Bids in case of technical difficulties with the secure file transfer interface. The Procurement Administrator also provides electronically to each Bidder qualified pursuant to a successful Part 1 Proposal information required for the submission of Bids, including a username, password, and security code. This information is unique to each Bidder and allows the Procurement Administrator to authenticate the Bids received. The Bidder must either confirm that all such information and documents were received or the Bidder must request that such information and documents be re-issued. The Bidder provides this acknowledgment by filling out Section 6 of the online Part 2 Form prepared for this purpose.

- V.6.2. The Bid Form, as provided to each Bidder by the Procurement Administrator, is the exclusive method for submitting a Bidder's Bids. A Bidder must fill out all required information on the Bid Form according to the instructions provided by the Procurement Administrator upon qualification. The certification in the Bid Form must be completed and signed by an individual authorized to submit Bids. A Bidder must submit the Bid Form to the Procurement Administrator through a secure file transfer interface according to the instructions provided by the Procurement Administrator upon qualification.
- V.6.3. A Bidder must fill out contact information on the Bid Form and the Procurement Administrator will use that information to confirm receipt of the Bids. A Bidder may encrypt the Bid Form for additional security.
- V.6.4. In case of technical difficulties, and only in case of technical difficulties, the Procurement Administrator will instruct the Bidder to send the Bid Form via

email and the Procurement Administrator will recommend that such Bid Form be encrypted using the security code unique to the Bidder. The Procurement Administrator will note for the Bidder that without encryption such transmission may not be secure. The Procurement Administrator will provide instructions for such a contingency and the Bidder must follow all such instructions. These instructions will specify that the Bidder must contact the Procurement Administrator by email or text to advise the Procurement Administrator of the use of email transmission and to provide authenticating information.

- V.6.5. All Bid Forms must be received between 10 AM and 12 PM (noon) CPT on the Bid Date of February 16, 2023. No late Bid Forms will be accepted regardless of the method used by the Bidder to submit its Bid Forms.

## **ARTICLE VI. Process**

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

- VI.1.1. Any notification or other written communication from the Procurement Administrator to a Bidder will be sent to the email addresses provided for the Representative and the Nominees. Any such notification or communication will be deemed received by the Bidder at the time of delivery or transmission, provided that when delivery or transmission occurs after 6 PM on a business day or occurs on a day that is not a business day, receipt will be deemed to occur at 9 AM on the following business day. Any email from the Bidder to the Procurement Administrator should be addressed to [Illinois-RFP@nera.com](mailto:Illinois-RFP@nera.com) to ensure a prompt reply.
- VI.1.2. Any document or other information prepared and sent by the Procurement Administrator to a Bidder for its continued participation in the RFP is sent through a secure file transfer interface to the Representative and the Nominees.

Any such document or other information will be deemed received by the Bidder at the time of delivery or transmission, provided that when delivery or transmission occurs after 6 PM on a business day or occurs on a day that is not a business day, receipt will be deemed to occur at 9 AM on the following business day.

- VI.1.3. The exclusive method of responding to the qualification standards listed in Article IV of these RFP Rules is the use of the online Part 1 Form together with the use of Inserts to the Part 1 Form available as separate forms on the procurement website or from the Procurement Administrator. Documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email. A Bidder must provide the basic information required by Section IV.1, including contact information for the Officer of the Bidder and the Representative, exclusively by completing Section 1 of the online Part 1 Form. The Officer of the Bidder or the Representative may provide contact information for up to three (3) individuals who serve as Nominees and who are included in communications from the Procurement Administrator. A Bidder that is not currently a Seller under an applicable supplier contract or that has not been a Seller pursuant to having Bids accepted by the Commission in a procurement event under the Block Energy and Capacity RFP or the Standard Products RFP in 2016 or later must show that it is a Certified Market Participant in MISO as of the opening of the Part 1 Window. Alternatively, the Bidder must provide evidence that it participates in MISO through another entity, such as a scheduling agent, and must provide evidence that such other entity is a Certified Market Participant in MISO. The Procurement Administrator may elect to defer review of the Part 1 Proposal until a Bidder can comply with this requirement. A Bidder must pay the Bid

Participation Fee by the Part 1 Date and must provide evidence of payment exclusively by completing Section 2 of the online Part 1 Form. A Bidder must show compliance with the financial requirements of Section IV.3 exclusively by completing Section 3 of the online Part 1 Form and by providing all documents required by that section. A Bidder must make representations, including acceptance of all the terms of the (AIC) Capacity Agreement without modifications, exclusively by completing Section 4 of the online Part 1 Form. A Bidder may submit comments to a Standard Pre-Bid Letter of Credit and/or the Standard Post-Bid Letter of Credit for the procurement event to the extent that the Procurement Administrator is soliciting comments on such letter of credit. When the Procurement Administrator prepares an Insert for submission of such comments, the Insert prepared for this purpose is the exclusive method for submitting such comments. A Bidder submitting a Proposal under an Agency Agreement must provide additional information, including acknowledging that an Officers' Certificate must be provided with the Part 2 Proposal, exclusively by completing Section 8 of the online Part 1 Form. A Bidder is asked to make any possible elections for the supplier contract for the procurement event, and to provide all contact information necessary for execution of the supplier contract, exclusively by completing the Contract Insert for the procurement event.

- VI.1.4. The Part 1 Proposal consists of information submitted in the online Part 1 Form and all documents, including Inserts, required by the online Part 1 Form and by Article IV of these RFP Rules. All Inserts are available on the procurement website or from the Procurement Administrator. All required Inserts must be duly completed and uploaded to the application website or sent by email to the Procurement Administrator. When an Insert requires a signature, it must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii)

digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. In some cases, it will be required that the signature of an Insert that is not digitally signed be notarized. Other documents must be either uploaded to the application website or sent by email to the Procurement Administrator at [Illinois-RFP@nera.com](mailto:Illinois-RFP@nera.com). Responses to the qualification standards of Article IV that do not use the online Part 1 Form or the Inserts prepared for this purpose in this procurement event will be rejected and the Part 1 Proposal will be considered deficient.

- VI.1.5. A Bidder must submit its Part 1 Proposal to the Procurement Administrator by 12 PM (noon) on the Part 1 Date. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 1 Proposals will be accepted under any circumstances.
- VI.1.6. If a Part 1 Proposal is received before 12 PM (noon) on any business day during the Part 1 Window, the Procurement Administrator acknowledges receipt on the day the materials are received with the results of an initial review. If a Part 1 Proposal is received after 12 PM (noon) on any business day during the Part 1 Window prior to the Part 1 Date, the Procurement Administrator sends the acknowledgment of receipt along with the initial review by 12 PM (noon) of the next day. The initial review states either that the Part 1 Proposal is complete and is being considered, or the initial review lists items of the Part 1 Proposal that are incomplete or require clarification.
- VI.1.7. If the Part 1 Proposal from a Bidder is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 1 Proposal, the Bidder has until 12 PM (noon) on the Part 1 Date, or until 6 PM on the business day following the business day during which

a first deficiency notice is sent to the Bidder, whichever comes later, to respond. If the Bidder responds to a deficiency notice within the time allowed but the response does not correct all deficiencies, the Bidder will, to the extent feasible, receive a further deficiency notice from the Procurement Administrator with additional time to respond. Such additional time to respond to a further deficiency notice will be no longer than (and may be shorter than) the time allowed under a first deficiency notice. If a Bidder fails to respond to a deficiency notice within the time allowed or if a Bidder fails to provide additional information in response to a deficiency notice within the time allowed, the Part 1 Proposal will be rejected. If the Part 1 Proposal is complete, the Procurement Administrator sends a notice that the Part 1 Proposal is complete and is being considered.

- VI.1.8. A Bidder applying under an Agency Agreement that submits a Draft Officers' Certificate will receive a review of the document within two (2) business days. Any review communicated to the Bidder of the Draft Officers' Certificate is final.
- VI.1.9. A Bidder is qualified pursuant to a successful Part 1 Proposal if its Part 1 Proposal is received on or before 12 PM (noon) on the Part 1 Date, if its Part 1 Proposal is complete, and if its Part 1 Proposal fully complies with the qualification standards of Article IV of these RFP Rules. If a Bidder receives a notice from the Procurement Administrator that the Part 1 Proposal is deficient or requires clarification, and if the Bidder does not respond within the time allowed by the notice, the Bidder will not be qualified.
- VI.1.10. The Procurement Administrator notifies each Bidder whether it has qualified pursuant to a successful Part 1 Proposal generally within three (3) business days of the Part 1 Date. If a Bidder fails to qualify, the Procurement Administrator notifies the Bidder of that fact by email. If a Bidder qualifies pursuant to a

successful Part 1 Proposal, the Procurement Administrator transmits to the Bidder using a secure file transfer interface a Part 1 Notification as well as documents necessary for the Bidder's continued participation in the RFP. These documents, provided electronically, are expected to be: (i) the Bid Forms; (ii) instructions for completing, encrypting, and submitting the Bid Form; (iii) confidential information for the submission of Bids, including a username, a password, and a security code unique to that Bidder; (iv) a creditworthiness assessment; (v) an invitation to bidder training on the bid submission procedure; and (vi) final ZRC Targets for each Season and Planning Year. The Bid Forms may be provided to Bidders up to two (2) business days after receipt by Bidders of the Part 1 Notification and additional documents. If the ZRC Targets for a Season and Planning Year are revised after the Part 1 Notification, the Procurement Administrator provides final ZRC Targets for each Season and Planning Year no later than 6 PM on the Part 2 Date. Furthermore, in such a case, the Procurement Administrator may re-issue the Bid Form no later than two (2) business days prior to a Bid Date.

VI.1.11. Regardless of the reason, if any information provided in the Part 1 Proposal changes or any previous certification fails to remain valid, it is the sole responsibility of the Bidder to notify the Procurement Administrator. Failing to do so may result in disqualification of the Bidder and of its Proposal. The Procurement Administrator reserves the right to change the assessment of qualifications based on any revised information provided by the Bidder.

VI.1.12. The Procurement Administrator will inform qualified Bidders of the amount of the Supplier Fee per ZRC no later than 6 PM on the Part 2 Date. The Procurement Administrator will provide estimates of the Supplier Fee per ZRC as part of the webcast to be held at or prior to the opening of the Part 1 Window. The

Procurement Administrator will outline such instructions as part of the webcast to be held at or prior to the opening of the Part 1 Window.

- VI.1.13. Except for the submission of Bids, the exclusive method of responding to the requirements listed in Article V of these RFP Rules is the use of the online Part 2 Form together with the use of Inserts to the Part 2 Form available as separate forms on the procurement website or from the Procurement Administrator. The bid assurance collateral for the procurement event must be sent using the instructions provided by the Procurement Administrator. Other documents (supporting documents and Inserts) may be uploaded to the application website or sent to the Procurement Administrator via email.
- VI.1.14. A Bidder must confirm its contact information in Section V.1 exclusively by completing Section 1 of the online Part 2 Form. A Bidder that intends to bid on AIC Capacity Products must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit for AIC Capacity Products to AIC and must make a number of representations, including certifying that its Bids will remain binding until at least nine (9) business days after the Bid Date. All required representations specific to the procurement of Capacity Products for AIC must be submitted exclusively by completing Section 2 of the online Part 2 Form unless provided during the Part 1 Window for early processing. A Bidder submitting Proposals under an Agency Agreement must provide all required documents, including the Officers' Certificate, by completing Section 4 of the online Part 2 Form.
- VI.1.15. The Part 2 Proposal (excluding Bids) consists of information submitted in the online Part 2 Form and one (1) copy of all documents, including Inserts, required by the online Part 2 Form and by Article V of these RFP Rules. All Inserts are available on the procurement website or from the Procurement Administrator.

All required Inserts must be duly completed and uploaded to the application website or sent by email to the Procurement Administrator. When an Insert requires a signature, it must be completed either by: (i) printing, signing, and scanning the Insert; or by: (ii) digitally signing the Insert using an Acceptable Digital Signature as defined in Paragraph I.4.4. In some cases, it will be required that the signature of an Insert that is not digitally signed be notarized. A Bidder that intends to submit Bids in the procurement event must submit bid assurance collateral in the form of cash or an executed Pre-Bid Letter of Credit according to the instructions provided by the Procurement Administrator for this purpose. Bid assurance collateral for the procurement event is due by 12 PM (noon) on the Part 2 Date. Other documents must be either uploaded to the application website or sent by email to the Procurement Administrator at [Illinois-RFP@nera.com](mailto:Illinois-RFP@nera.com). Responses to the requirements of Article V that do not use the online Part 2 Form or the Inserts prepared for this purpose will not be considered and the Part 2 Proposal will be considered deficient.

VI.1.16. The Bid Form, as provided to each Bidder by the Procurement Administrator, is the exclusive method for the submission of Bids. A sample of the Bid Form is provided for illustrative purposes as Appendix 4 of these RFP Rules. The Bid Form must be filled out completely and transferred according to the instructions provided by the Procurement Administrator. The Bid Form may be encrypted. Bids on any Bid Form that is incompletely or inconsistently filled out will be considered deficient and will not be evaluated.

VI.1.17. A Bidder must submit its Part 2 Proposal for the procurement event (excluding Bids) to the Procurement Administrator by 12 PM (noon) on the Part 2 Date. Bid assurance collateral is due on or before 12 PM (noon) on the Part 2 Date. A Bidder must submit its Bids between 10 AM and 12 PM (noon) on the Bid Date of

February 16 in accordance with the instructions received from the Procurement Administrator with its Part 1 Notification and in accordance with the requirements of Section VI.2. All times in this RFP are Central Prevailing Times unless specifically noted. No late Part 2 Proposals will be accepted under any circumstances.

- VI.1.18. If the Part 2 Proposal (excluding Bids) is received before 12 PM (noon) on any business day during the Part 2 Window, the Procurement Administrator acknowledges receipt by email on the day the Part 2 Proposal is received with the results of an initial review. If a Part 2 Proposal (excluding Bids) is received after 12 PM (noon) on any business day during the Part 2 Window prior to the Part 2 Date, the Procurement Administrator acknowledges receipt by email along with the initial review by 12 PM (noon) of the next business day. The initial review states either that the Part 2 Proposal is complete and is being considered, or the initial review lists items of the Part 2 Proposal that are incomplete or require clarification. If bid assurance collateral is received before 12 PM (noon) on a business day prior to the deadline for its submission, the Procurement Administrator acknowledges receipt by email on the day bid assurance collateral is received. If bid assurance collateral is received after 12 PM (noon) on any business day prior to the deadline for its submission, the Procurement Administrator acknowledges receipt by email by 12 PM (noon) of the next business day. If a Bidder submits a Pre-Bid Letter of Credit as bid assurance collateral, the results of the initial review for this Pre-Bid Letter of Credit are provided as soon as practicable.
- VI.1.19. The P2 Certifications Insert for the procurement event may be submitted during the Part 1 Window for early processing, in which case such Insert will be processed along with the Part 1 Proposal.

- VI.1.20. A Bidder's Part 2 Proposal (excluding Bids) is automatically deficient if the Bidder submits a Pre-Bid Letter of Credit as bid assurance collateral and that Pre-Bid Letter of Credit proposes or includes modifications to a Standard Pre-Bid Letter of Credit that are not among those that are acceptable to AIC and posted to the procurement website for the Standard Pre-Bid Letter of Credit. A Bidder that intends to submit Bids in the procurement event and intends to submit a Pre-Bid Letter of Credit as bid assurance collateral must use a Standard Pre-Bid Letter of Credit for the procurement event; the Bidder may include any modifications to that Standard Pre-Bid Letter of Credit acceptable to AIC for the procurement event and posted to the procurement website.
- VI.1.21. If the Part 2 Proposal (excluding Bids) from a Bidder is incomplete or requires clarification, the Procurement Administrator sends a deficiency notice to the Bidder. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding any item of the Part 2 Proposal except for matters related to bid assurance collateral, the Bidder has until 12 PM (noon) on the Part 2 Date, or until 6 PM on the business day following the business day during which that first deficiency notice is sent to the Bidder, whichever comes later, to respond. If a Bidder receives a first deficiency notice from the Procurement Administrator regarding bid assurance collateral, the Bidder must respond by 12 PM (noon) on the Part 2 Date, or by 6 PM on the second business day following the business day during which that first deficiency notice is sent, whichever comes later. If the Bidder responds to a deficiency notice within the time allowed but the response does not correct all deficiencies, the Bidder will, to the extent feasible, receive a further deficiency notice from the Procurement Administrator with additional time to respond. Such additional time to respond to a further deficiency notice will be no longer than (and may be shorter than) the time

allowed under a first deficiency notice and, furthermore, in no event will the deadline to respond to a deficiency notice be after 12 PM (noon) on the Bid Date. If a Bidder fails to respond to a deficiency notice within the time allowed or if a Bidder fails to provide additional information in response to a deficiency notice within the time allowed, the Part 2 Proposal will be rejected. If the Part 2 Proposal (excluding Bids) is complete, the Procurement Administrator sends a notice that the Part 2 Proposal (excluding Bids) is complete and is being considered.

VI.1.22. A Bidder's Bids for the procurement event are evaluated only if the Bidder qualifies pursuant to a successful Part 1 Proposal, if its Part 2 Proposal (excluding Bids) is received on or before 12 PM (noon) on the Part 2 Date, if its bid assurance collateral is received on or before 12 PM (noon) on the Part 2 Date, if its Part 2 Proposal (excluding Bids) is complete and fully complies with the requirements of Article V of these RFP Rules by 12 PM (noon) on the Bid Date, if its Bid Form is submitted during the Bid Window on the Bid Date, and if its Bid Form is submitted according to the instructions provided by the Procurement Administrator. Each Bidder that submits a Part 2 Proposal will be notified whether its Bids are evaluated by 1 PM on the Bid Date by phone or by email.

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

VI.2.1. A Bidder submits its Bids for the procurement event electronically according to the instructions of the Procurement Administrator. A Bidder is instructed to transfer the Bid Form through a secure file transfer interface. The Bidder must use a username and a password provided by the Procurement Administrator to access the secure file transfer interface. The Bidder may use a security code provided by the Procurement Administrator to encrypt the file. If the Bidder does

not encrypt the Bid Form, the Bidder will be required to provide the security code by phone.

- VI.2.2. A Bidder that must resort to submitting the Bid Form by email because of technical difficulties must follow the instructions provided by the Procurement Administrator for this contingency. These instructions will specify that the Bidder must contact the Procurement Administrator by email or text to advise the Procurement Administrator of the use of email transmission and to provide authenticating information. The Procurement Administrator will recommend that the Bid 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. The Bid Form must be received between 10 AM and 12 PM (noon) CPT on the Bid Date. No late Bid Form will be considered regardless of the method used by the Bidder to submit its Bid Form.
- VI.2.4. A Bidder may submit the Bid Form multiple times during a given Bid Window. Such resubmissions may be to correct deficiencies in the Bid Form noted by the Procurement Administrator, or may be to revise Bids. The last Bid Form received within the Bid Window that is complete and consistent with the RFP Rules is the Bid Form that will be evaluated.
- VI.2.5. The Procurement Administrator confirms receipt of the Bid Form by phone. The phone number used is the phone number provided on the Bid Form. The Procurement Administrator makes this confirmation within thirty (30) minutes of receipt of the Bid Form. A Bidder that does not receive confirmation within thirty (30) minutes of submitting the Bid Form should assume technical difficulties, should contact the Procurement Administrator by email or text, and should proceed to submitting its Bid Form by email.

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

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

It is the responsibility of the Bidder to ensure that a completely and consistently filled out Bid Form is submitted during the Bid Window on the Bid Date. The Procurement Administrator will hold a training session for Bidders to practice the bid submission process and will work with Bidders to resolve any technical difficulties prior to the Bid Date.

VI.2.7. The Act requires the Procurement Administrator to notify Bidders that the Procurement Administrator may, in its discretion, enter into post-bid price negotiations with Bidders. The Procurement Administrator has decided that there will be no post-bid negotiations. All Bids that meet the benchmarks are evaluated. In accordance with the Act, benchmarks are established by the

Procurement Administrator, in consultation with the IPA, the Procurement Monitor, and the ICC Staff. Benchmarks are confidential and are subject to review and approval by the ICC.

- VI.2.8. The evaluation of Bids proceeds independently for each Season of a Planning Year and consists of two steps. In the first step, for a given Season of a Planning Year, all Bids that fail to meet the benchmark are eliminated. In the second step, for a given Season of a Planning Year, the Procurement Administrator evaluates the Bids that meet or beat the benchmark and selects the lowest priced Bids.
- VI.2.9. It is possible that multiple Bidders could submit Bids of the same amount (\$/MW-day) for a given number of ZRCs for a given Season of a Planning Year, resulting in a tie for the highest accepted price for that Season and Planning Year. Such Bids are Tied Bids (at the Tied Price). If, in order to fill the ZRC Target exactly for such Season and Planning Year, only some of the ZRCs but not all ZRCs from the Tied Bids for such Season and Planning Year are needed, the ZRCs selected as part of the winning Bids will be selected at random from the Tied Bids. The Procurement Administrator will assign to each ZRC in a Tied Bid a random number between 0 and 1. The ZRCs from the Tied Bids are selected in increasing order of random number until the ZRC Target is filled for such Season and Planning Year. No selection preference will be given to identical Bids submitted at any particular time or in any particular way.
- VI.2.10. Although no notification is required prior to Commission approval under the PUA, the Procurement Administrator expects to notify a Bidder via phone that had Bids in the procurement event that were evaluated whether any of the Bidder's Bids will be identified as "winning Bids" to the ICC by 6 PM on the Bid Date. The Procurement Administrator provides written confirmation via email by 12 PM (CPT) on the business day following the Bid Date. The Procurement

Administrator either confirms that a Bidder has no winning Bids or the Procurement Administrator identifies the Bidder's Bids that are identified as winning Bids. The Procurement Administrator provides no other information to a Bidder about the results of the procurement event. Such notifications are made earlier to the extent practicable or may be made later as circumstances warrant. Regardless of the timing of such notifications, the Bidder's Bids remain binding until nine (9) business days after the Bid Date.

VI.2.11. Within two (2) business days of the Bid Date, the Procurement Administrator will submit to the ICC a confidential report that will provide the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. Within two (2) business days of the Bid Date, the Procurement Monitor will submit to the ICC a confidential report regarding the results of the procurement event as well as a recommendation on whether these results should be accepted or rejected. The ICC will decide whether to accept or reject the results of each procurement event within two (2) business days of receiving the confidential reports from the Procurement Administrator and the Procurement Monitor regarding the procurement event.

VI.2.12. The Procurement Administrator will contact the representatives of each Bidder with Bids identified by the Procurement Administrator as winning Bids to the ICC to ensure that the contact information of such representatives remains correct and up-to-date. If the Procurement Administrator notifies a Bidder that the Bidder has Bids that the Procurement Administrator identifies as winning Bids, and if the Bidder did not fully complete the Contract Insert, the Bidder will be required to provide all information required by the Contract Insert by 12 PM (noon) on the day after such notification occurs. AIC prepares the supplier contract documents.

- If the ICC accepts the results of the procurement event, the Procurement Administrator will notify all Bidders that had Bids that were evaluated whether some or all of their Bids were accepted by the ICC. Bidders that have some or all of their Bids for the procurement event accepted by the ICC are called winning Bidders for the procurement event. The Procurement Administrator notifies each winning Bidder of the number of ZRCs won at a given price and for a given Source Zone and for a given Season of a Planning Year. The Procurement Administrator also provides to AIC the name of each winning Bidder, and for each such winning Bidder, the total number of ZRCs of a given Source Zone and for a Season of a Planning Year, as well as the average of the prices included in the Bidder's own winning Bids for such ZRCs. The price paid to the Bidder for a given Source Zone and for a given Season of a Planning Year is the average of the prices included in the Bidder's own winning Bids that are approved by the Commission, subject to a payment adjustment for ZRCs from a Source Zone other than the AIC Compliance Zone as specified under the (AIC) Capacity Agreement.

VI.2.13. In accordance with the Act and ICC Orders, the following information will be made public at the time of ICC approval of the procurement event:

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

VI.2.14. The Act states that participants in the procurement process will maintain the confidentiality of all other supplier and bidding information.

VI.2.15. If the ICC approves some or all of the Bidder's Bids for the procurement event AIC prepares and sends a partially executed electronic copy of the supplier contract and related documents to the Seller. AIC expects to provide such

documents to Seller on the same day of the Commission approval, but no later than 12 PM (noon) CPT on the first business day after the ICC decision. The Effective Date of the contract shall be the date of the Commission approval of the results of the procurement event. It is expected that the Officer of the Bidder will sign a copy of the partially executed supplier contract and related documents. If the Officer of the Bidder is not available to sign the supplier contract and related documents, the Bidder will advise AIC of this fact, will name another individual to sign the supplier contract and related documents, and will confirm that this individual is an officer, a director, or an individual otherwise authorized to undertake contracts (including the supplier contract documents) and bind the Bidder. By 12 PM CPT (1 PM Eastern Prevailing Time) on the third business day after the ICC decision, the Bidder executes the signature pages of the partially executed supplier contract and related documents and sends such fully executed signature pages to AIC electronically. Upon execution of the supplier contract and related documents in counterparts by both parties, such supplier contract and related documents are fully executed. The Bidder must meet the creditworthiness requirements under the supplier contract by 12 PM CPT on the third business day after the ICC decision. Bidders that are relying on the creditworthiness of an RFP Guarantor and have winning Bids for the procurement event must provide a fully executed guaranty to AIC electronically by 12 PM CPT on the third day after the ICC decision. By the seventh business day after the ICC decision, the Bidder must have completed payment of the Supplier Fees due to the IPA.

VI.2.16. If the ICC rejects the results of the procurement event or if a Target is not filled, the Procurement Administrator, the Procurement Monitor, and the ICC Staff will meet within ten (10) days of the ICC decision to analyze potential causes of low

supplier interest or causes for the ICC decision. The Procurement Administrator may implement changes and repeat the procurement event if such changes would address concerns causing the Commission to reject the results of the procurement event or resulting in the procurement event failing to meet the requirements.

### **VI.3. Personnel and Confidentiality**

- VI.3.1. Any information provided by a Bidder in its Part 1 Proposal is provided on a confidential basis to the Procurement Administrator, and may be provided on a confidential basis to the Procurement Monitor, to the IPA, or to ICC Staff. A limited number of representatives from AIC will review the information provided to fulfill the financial requirements for each Bidder in the procurement event. Any information from the Part 1 Proposal provided to AIC is also provided to the Procurement Monitor.
- VI.3.2. Any information provided by a Bidder in its Part 2 Proposal is provided on a confidential basis to the Procurement Administrator, and may be provided on a confidential basis to the Procurement Monitor, to the IPA, or to the ICC Staff. AIC receives, reviews, and evaluates any Pre-Bid Letter of Credit submitted as bid assurance collateral.
- VI.3.3. The Procurement Administrator, the Procurement Monitor, and representatives from AIC involved in the evaluation of Proposals will consider all data and information provided by Bidders in response to this RFP to be confidential and will attempt to limit its disclosure to the public in accordance with the provisions of this section. AIC 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 AIC 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 of any portion of the Proposals. The list of all signatories is available to a Bidder upon request. A limited number of representatives from AIC will receive information on Bids identified by the Procurement Administrator as winning Bids for purposes of preparing the supplier contracts. Another confidentiality agreement will be executed for this purpose.

VI.3.4. However, absolute protection from public disclosure of the Bidders' data and information filed in response to this RFP cannot be provided and is not intended. By submitting a Proposal in response to this RFP, each Bidder acknowledges and agrees to the limitations of the confidentiality provisions set forth in this section.

VI.3.5. In addition, the Bidders' data and information filed in response to the RFP will be disclosed if required by any federal, state or local agency (including, without limitation, the ICC) or by a court of competent jurisdiction. AIC or the Procurement Administrator will notify the Bidder in advance of such disclosure and cooperate with such Bidder, to the extent deemed reasonable by AIC, and at the expense of the Bidder, to prevent the disclosure of such materials. In any event, AIC, its employees, and agents including the Procurement Administrator will not be responsible to the Bidders or any other party or liable for any disclosure of such designated materials before, during or subsequent to this RFP.

## **ARTICLE VII. Reserved Rights**

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