

**DRAFT PART 1 FORM**  
**PART 1 DATE: APRIL 20, 2009**

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This Part 1 Form is the form to submit the Part 1 Proposal in Commonwealth Edison Company's Request for Proposals for Standard Block Forward Products ("Standard Products RFP" or "RFP").

Before completing this Part 1 Form, please review both the Commonwealth Edison Company 2009 Standard Product Request for Proposals Process and Rules ("RFP Rules") and the Master Power Purchase & Sale Agreement for the Standard Products RFP ("Master Agreement") so that you understand the conditions under which the Standard Products RFP will be conducted. These documents are posted at [www.comed-energyrfp.com](http://www.comed-energyrfp.com) when they become available.

By submitting a Part 1 Proposal in response to this RFP, you are agreeing to all terms and conditions of this RFP.

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*Any information that you provide in this 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 or to the Staff of the Illinois Commerce Commission. ComEd representatives will review the information provided in Section 2 and in Section 6, and participate in the evaluation of the creditworthiness of each RFP Bidder. All information provided to ComEd will be provided simultaneously to the Procurement Monitor.*

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*After the comment process on the Master Agreement has been held, a supplement to the Part 1 Form (the "Supplement") will be issued. The response to the Supplement is used to prepare the Master Agreement that the RFP Bidder must present with its Part 2 Proposal. For RFP Bidders relying on the financial standing of a Guarantor, the response to the Supplement is also used to prepare the Guaranty that the RFP Bidder must present with its Part 2 Proposal. All RFP Bidders will be required to submit this Supplement as an integral part of their Part 1 Proposal.*

## **INSTRUCTIONS FOR PROPOSAL**

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RFP Bidders submit the Part 1 Form and all documents required therein to respond to the qualification standards for the Standard Products RFP. An RFP Bidder that is qualified after complying with all qualification standards of the Part 1 Proposal may submit a Part 2 Proposal.

This Part 1 Form must be used to submit a Part 1 Proposal in the Standard Products RFP.

### **Please complete all sections.**

#### **I. Part 1 Proposal Submission**

RFP Bidders must:

- Submit **3 original** completed Part 1 Forms (with original signatures);
- Submit **one copy** (one hard copy or one electronic copy on CD) of documents required to support the Part 1 Form as specified in Section 2 and Section 6;
- Submit **one original** completed Supplement (with original signatures);

and

- Insert the name of the RFP Bidder **on each page** of the Part 1 Form.

*The completed Part 1 Proposal MUST be received by the Procurement Administrator no later than 12:00 p.m. (noon) CPT<sup>1</sup> on April 20, 2009 (the Part 1 Date) at:*

Procurement Administrator  
2009 ComEd Procurement  
[address]

Inquiries may be directed to the Procurement Administrator by:

- telephone [phone]
- fax [fax]
- through the “Ask a Question” page on the web site at [www.comed-energyrfp.com](http://www.comed-energyrfp.com)

**Photocopies and facsimiles of completed forms will not be accepted under any circumstances.**

<sup>1</sup> Unless noted otherwise, all times refer to the Central Prevailing Time (CPT) zone.

## **II. Part 1 Proposal Submission**

### Confirmation

If your Part 1 Proposal is received by post, a confirmation consisting of a photocopy of the first page of your Part 1 Form stamped with the time and the date that it was received will be faxed to you. This confirmation of receipt will be faxed after an initial review, either with a confirmation that your proposal is complete, or with a deficiency notice (see below). If your Part 1 Proposal is hand-delivered, a confirmation consisting of a photocopy of the first page of your Part 1 Form stamped with the time and the date that it was received will be provided to the deliverer.

### Timing of Part 1 Proposal Review

The Part 1 Proposal Window opens at 8:00 a.m. on April 15, 2009 and closes at 12:00 p.m. (noon) on April 20, 2009. The Procurement Administrator performs an initial review of all Part 1 Proposals during the Part 1 Proposal Window. Part 1 Proposals received prior to the Part 1 Proposal Window are processed on April 15, 2009. Part 1 Proposals received during the Part 1 Proposal Window are processed on the day they are received. Proposals received after the proposal window are late proposals and are not processed.

### Incomplete Part 1 Proposals

If your Part 1 Proposal is incomplete or requires clarification, the Procurement Administrator will send a deficiency notice to you by fax. You will have until noon on the Part 1 Date, or until 6:00 p.m. on the business day following the business day during which a deficiency notice is faxed to you, whichever comes later, to respond. If you do not correct or adequately explain the deficiency within the time allowed, your Part 1 Proposal may be rejected and you may be unable to participate in the Standard Products RFP. One copy of your Part 1 Form and all supporting documents will be returned to you.

### Late Part 1 Proposals

No late Part 1 Proposals will be accepted under any circumstances.

### Notification of Qualification

An RFP Bidder who submits a Part 1 Proposal during the Part 1 Proposal Window and who is qualified pursuant to its Part 1 Proposal may submit a Part 2 Proposal for the RFP. Each RFP Bidder that submits a Part 1 Proposal will be notified whether it has qualified to submit a Part 2 Proposal for the RFP no later than 6 p.m. on April 23, 2009.

### RFP Bidders Under Agency Agreements

To ensure that all RFP Bidders to the Standard Products RFP are treated on a fair and equal basis, an entity submitting a Proposal to the Standard Products RFP under an Agency Agreement is required to provide additional information in Section 6 of this Part 1 Form.

\_\_\_\_\_  
*Name of RFP Bidder*

## **PART 1 FORM**

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### **1. Contact Information and Representations**

**COMPLETE ALL INFORMATION IN THIS SECTION 1 OF THIS PART 1 FORM.**

*Please note that fields will expand to accommodate text.*

#### Name and Address of the RFP Bidder

*Legal Name of RFP Bidder*

*Street Address*

*City*

*State*

*Zip Code*

#### Officer of the RFP Bidder

The contact information in this section is the contact information for an individual who is an officer, director or an individual otherwise empowered to undertake contracts and bind the RFP Bidder. The Officer of the RFP Bidder named below must make all representations required in the Part 1 Proposal and, should the RFP Bidder submit a Part 2 Proposal, must be the individual who signs the Master Agreement.

*Last Name*

*Given Name(s)*

*Mr/Mrs/Ms/Dr/(other)*

*Title*

*Company*

*Street Address*

\_\_\_\_\_  
*Name of RFP Bidder*

*City*  *State*  *Zip Code*

*Telephone No.*  *Fax No.*  *Email Address*

**Representative of the RFP Bidder**

The Officer of the RFP Bidder must name a Representative of the RFP Bidder. The Officer of the RFP Bidder may name himself or herself as the Representative. The Representative is the point of contact if the Procurement Administrator has questions on the documentation provided by the RFP 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 Procurement Administrator, for the purposes of this RFP, will communicate exclusively with the Representative or the Officer. Below, the Representative is nominated by the Officer of the RFP Bidder.

\_\_\_\_ (the Officer of the RFP Bidder named above) hereby designates \_\_\_\_\_, whose contact information is immediately below, to serve as the Representative of the RFP Bidder.

\_\_\_\_\_  
Signature of Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Printed Name

*Last Name*  *Given Name(s)*  *Mr/Mrs/Ms/Dr/(other)*

*Title*

*Company*

*Street Address*

*City*  *State*  *Zip Code*

\_\_\_\_\_  
Name of RFP Bidder

Telephone No.

Alternate Telephone No.  
(If Available)

Email Address

**COMMUNICATIONS WITH THE REPRESENTATIVE ARE TYPICALLY DONE VIA FAX AND BY OVERNIGHT DELIVERY. PLEASE PROVIDE BELOW A FAX NUMBER AT WHICH THE REPRESENTATIVE WILL BE ABLE TO RECEIVE FAXES FROM THE PROCUREMENT ADMINISTRATOR IN A SECURE AND TIMELY MANNER.**

Fax No.

**ANY NOTIFICATION OR OTHER COMMUNICATION GIVEN BY THE PROCUREMENT ADMINISTRATOR TO THE RFP BIDDER WILL BE DELIVERED BY OVERNIGHT DELIVERY TO THE ADDRESS PROVIDED ABOVE FOR THE REPRESENTATIVE OR SENT BY FAX TO THE FAX NUMBER PROVIDED ABOVE FOR THE REPRESENTATIVE. ANY SUCH NOTIFICATION OR COMMUNICATION WILL BE DEEMED RECEIVED BY THE RFP BIDDER AT THE TIME OF DELIVERY OR TRANSMISSION, PROVIDED THAT WHERE DELIVERY OR TRANSMISSION OCCURS AFTER 6 P.M. ON A BUSINESS DAY OR OCCURS ON A DAY THAT IS NOT A BUSINESS DAY, RECEIPT WILL BE DEEMED TO OCCUR AT 9 A.M. ON THE FOLLOWING BUSINESS DAY.**

Representations of the Officer of the RFP Bidder

**THESE CERTIFICATIONS MUST BE SIGNED BY THE OFFICER AND THE SIGNATURE MUST BE NOTARIZED OR ATTESTED WITH THE CORPORATE SEAL.**

I certify that:

- (1) I am an officer, director, or an individual otherwise of the RFP Bidder, empowered to undertake contracts and bind the RFP Bidder.
- (2) This Part 1 Proposal will remain in full force and effect until eight (8) business days after the Bid Date.
- (3) To the best of my knowledge and belief, all information provided in the Part 1 Proposal is true and accurate.
- (4) If, for any reason and due to any circumstance, any information provided in the Part 1 Proposal changes before the Bid Date, I or the Representative named above will notify the Procurement Administrator of such changes as soon as practicable.

\_\_\_\_\_  
Signature of Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
Signature and Seal from Notary Public

\_\_\_\_\_  
Date

\_\_\_\_\_  
Name of RFP Bidder

## 2. Financial Requirements

**PROVIDE ALL INFORMATION REQUESTED IN THIS SECTION 2 OF THIS PART 1 FORM.**

*Please note that fields will expand to accommodate text.*

### Name of Entity on Whose Financial Standing the RFP Bidder Relies

The party, called the “Entity” below, upon whose financial standing the RFP Bidder is relying is (check one):

- \_\_\_, the RFP Bidder is the Entity
- \_\_\_, a party other than the RFP Bidder is the Entity

**IF THE RFP BIDDER IS RELYING ON THE FINANCIAL STANDING OF A GUARANTOR, THE GUARANTOR MUST BE INCORPORATED OR OTHERWISE FORMED UNDER THE LAWS OF THE UNITED STATES.**

The financial and credit information provided in this Section must pertain to the Entity named above as the entity upon whose financial standing the RFP Bidder is relying. All RFP Bidders applying under an Agency Agreement must select “a party other than the RFP Bidder is the Entity” above and must name the Principal with the lowest credit rating as the entity upon whose financial standing the RFP Bidder is relying.

### Financial Information

**THE FINANCIAL INFORMATION REQUESTED IN THIS SECTION MAY BE PROVIDED EITHER IN HARD COPY, OR ELECTRONICALLY ON A CD. IF PROVIDING HARD COPIES OF FINANCIAL STATEMENTS, ONE COPY IS SUFFICIENT.**

The required financial information is

- (1) 2008 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
- (2) 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 unavailable, the most recent quarterly or monthly financial data must be accompanied by an attestation by the Entity’s Chief Financial Officer, 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.
- (3) 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.

\_\_\_\_\_  
Name of RFP Bidder

Please indicate here the information provided (check only one)

- SEC Form 10-K for 2008; or
- Other audited annual financial information; or
- SEC Form 10-Q (most recent); or
- Other monthly or quarterly financial information accompanied by an attestation of the Entity's Chief Financial Officer.

### Credit Ratings

The RFP Bidder must submit from the following agencies any available rating for the Entity: Standard & Poor's Rating Services ("S&P"), Moody's Investors Service, Inc. ("Moody's"), and Fitch, Inc. ("Fitch").

1. Is the Entity rated by S&P?  
 yes                       no

**If yes**, please provide:

- The Entity's rating \_\_\_
- The type of rating \_\_\_
- A print out from S&P's web site or other documentation from the agency providing the name of the rating agency, the type of rating, and the rating of the Entity.

2. Is the Entity rated by Moody's?  
 yes                       no

**If yes**, please provide:

- The Entity's rating \_\_\_
- The type of rating \_\_\_
- A print out of Moody's web site or other documentation from the agency providing the name of the rating agency, the type of rating, and the rating of the Entity.

3. Is the Entity rated by Fitch?  
 yes                       no

**If yes**, please provide:

- The Entity's rating \_\_\_
- The type of rating \_\_\_
- A print out of Fitch's web site or other documentation from the agency providing the name of the rating agency, the type of rating, and the rating of the Entity.

**WHEN PROVIDING DOCUMENTATION FROM THE RATING AGENCIES, ONE HARD COPY IS SUFFICIENT.**

### Draft Pre-Bid Letter of Credit

**IF YOU ARE NOT SUBMITTING A DRAFT PRE-BID LETTER OF CREDIT, PLEASE CHECK HERE  AND PROCEED TO SECTION 3 OF THIS PART 1 FORM.**

\_\_\_\_\_  
*Name of RFP Bidder*

An RFP Bidder may request modifications to the Standard Pre-Bid Letter of Credit that are non-material in nature, or that clarify the intent of the Standard Pre-Bid Letter of Credit, or that make modifications advantageous to both ComEd and the RFP Bidder. An RFP Bidder requests modifications to the Standard Pre-Bid Letter of Credit by submitting a Draft Pre-Bid Letter of Credit substantially in the form of the Standard Pre-Bid Letter of Credit indicating clearly any and all modifications from the Standard Pre-Bid Letter of Credit. The Draft Pre-Bid Letter of Credit must be submitted electronically, in Microsoft Word with tracked changes. The Draft Pre-Bid Letter of Credit must be transmitted to the Procurement Administrator in one of the following two ways. The Draft Pre-Bid Letter of Credit may be saved to a CD that is included with the Part 1 Proposal. Alternatively, the Draft Pre-Bid Letter of Credit may be e-mailed to the Procurement Administrator at [pa@comed-energyrfp.com](mailto:pa@comed-energyrfp.com). A Draft Pre-Bid Letter of Credit that is not substantially in the form of the Standard Pre-Bid Letter of Credit will not be considered or evaluated

All approved modifications to the Standard Pre-Bid Letter of Credit will be posted to the RFP web site. Each RFP Bidder may use any of the approved modifications, regardless of whether the RFP Bidder itself or another RFP Bidder proposed the modification.

Certification Regarding Ability to Perform

I certify that the RFP 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 Master Agreement and each Confirmation(s).

\_\_\_\_\_  
Signature of Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
*Name of RFP Bidder*

### **3. Regulatory Representation**

**THIS CERTIFICATION MUST BE SIGNED BY THE OFFICER OF THE RFP BIDDER.**

I certify that the RFP Bidder has all regulatory authorizations necessary for it to legally perform its obligations under the Master Agreement and the Confirmation.

\_\_\_\_\_  
Signature of Officer

\_\_\_\_\_  
Date

DRAFT

\_\_\_\_\_  
*Name of RFP Bidder*

#### **4. Additional Representations**

**THESE CERTIFICATIONS MUST BE SIGNED BY THE OFFICER OF THE RFP BIDDER.**

I certify that:

- (1) I have read the Master Agreement and on behalf of the RFP Bidder, I accept all of the terms of the Master Agreement without modifications.
- (2) I acknowledge that the submission of this Part 1 Proposal constitutes the RFP 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.
- (3) the RFP 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.

\_\_\_\_\_  
Signature of Officer

\_\_\_\_\_  
Date

If the RFP Bidder is found to be acting in concert with another RFP Bidder, the RFP Bidder will be disqualified by the Procurement Administrator.

DRAFT

\_\_\_\_\_  
*Name of RFP Bidder*

## 5. Bid Participation Fee

**PROVIDE ALL INFORMATION REQUESTED IN THIS SECTION 5 OF THIS PART 1 FORM.**

*Please note that fields will expand to accommodate text.*

The RFP Bidder must pay a Bid Participation Fee of \$1,000 that will be used to cover part of the costs of the procurement event. The Bid Participation Fee will not be paid back under any circumstances.

Please indicate here how you are submitting the Bid Participation Fee:

- Certified Check
- Wire Transfer

If you are submitting the Bid Participation Fee by check, please proceed to Section 6 of this Part 1 Form. If you are submitting the Bid Participation Fee by Wire Transfer, you must complete the information below. This information is for the purposes of tracking the RFP Bidder's Wire Transfer and does not constitute the Wire Transfer Instructions, which are provided upon request.

*Name of Bank from which the wire transfer originates*

*Account Number from which the wire transfer originates*

*Name of Account Holder for the Account Number Above*

*Date of Wire Transfer Request*

**THE BIDDER MUST PROVIDE DOCUMENTATION FROM THE BANK SHOWING THAT THE WIRE TRANSFER HAS BEEN REQUESTED AND IS BEING PROCESSED.**

\_\_\_\_\_  
Name of RFP Bidder

## 6. RFP Bidders Applying Under Agency Agreements

**ONLY RFP BIDDERS APPLYING UNDER AN AGENCY AGREEMENT ARE REQUIRED TO COMPLETE THIS SECTION. IF YOU ARE NOT APPLYING UNDER AN AGENCY AGREEMENT, PLEASE CHECK HERE  AND PROCEED TO SECTION 7 OF THIS PART 1 FORM. IF YOU ARE APPLYING UNDER AN AGENCY AGREEMENT, PLEASE COMPLETE ALL INFORMATION REQUIRED IN THIS SECTION 6 OF THIS PART 1 FORM.**

*Please note that fields will expand to accommodate text.*

### Basic Information for the Principal or Principals

If more than one Entity is serving as Principal, please list each Entity under “Name of Principal”.

Name of Principal or Principals

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### Agency Agreement

A copy of the Agency Agreement is required. Please submit one copy (either in hard copy or electronically on a CD) with this Part 1 Proposal.

### Financial Information

In Section 2, you must select “an Entity other than the RFP Bidder” and you must name the Principal with the lowest credit rating in the space provided as the party upon whose financial standing you are relying.

### Additional Representation

I certify that I have the authority to bind the Principal(s) under the Agency Agreement provided with this Part 1 Proposal. I acknowledge that with the Part 2 Proposal, I will be required to submit an Officers’ Certificate signed by an officer of each Principal stating that:

- the copy of the Agency Agreement submitted with this Part 1 Proposal is a true and complete copy of the Agency Agreement as currently in effect;
- the Agency Agreement is in full force and effect and shall remain in full force and effect for a period extending to eight (8) business days following the Bid Date;
- there are no proceedings pending for the amendment or termination of the Agency Agreement;
- each individual who executes the officers’ certificate, the Agency Agreement, and the Master 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);
- I am authorized to execute any Confirmations pursuant to the Master Agreement on behalf of the Principals;

\_\_\_\_\_  
Signature of Officer

\_\_\_\_\_  
Date

\_\_\_\_\_  
*Name of RFP Bidder*

The RFP Bidder may, but is not required to, submit a draft officers' certificate with the Part 1 Proposal for evaluation. If a draft officers' certificate is submitted for evaluation, the Procurement Administrator will inform the RFP Bidder of any changes required.

**PLEASE CHECK HERE  IF YOU ARE SUBMITTING A DRAFT OFFICERS' CERTIFICATE.**

DRAFT

\_\_\_\_\_  
*Name of RFP Bidder*

## **7. Elections**

Each RFP Bidder must duly complete the Supplement to the Part 1 Form and include it with its Part 1 Proposal. The response to the Supplement is used to prepare the Master Agreement that will be sent to the RFP Bidder with its Notification of Qualification and that the RFP Bidder must present with its Part 2 Proposal. For RFP Bidders relying on the financial standing of a Guarantor, the response to the Supplement is also used to prepare the Guaranty that will be sent to the RFP Bidder with its Notification of Qualification and that the RFP Bidder must present with its Part 2 Proposal.

**PLEASE CHECK HERE  TO ACKNOWLEDGE THAT YOU HAVE MADE ANY POSSIBLE ELECTIONS FOR THE MASTER AGREEMENT AND PROVIDED ALL CONTACT INFORMATION NECESSARY FOR EXECUTION OF THE MASTER AGREEMENT BY COMPLETING THE SUPPLEMENT.**

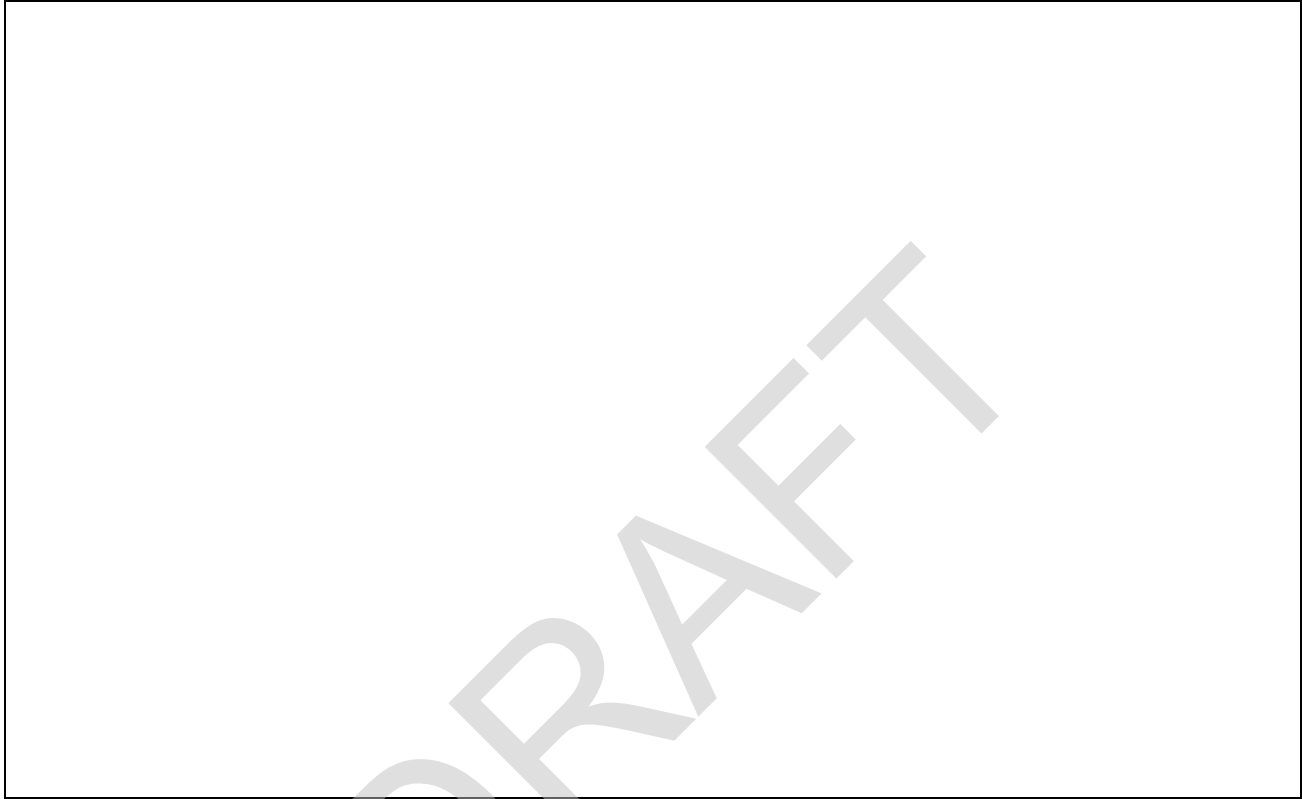
**IF, AND ONLY IF YOU ARE RELYING ON THE FINANCIAL STANDING OF A GUARANTOR, PLEASE CHECK HERE  TO ACKNOWLEDGE THAT YOU HAVE MADE ANY POSSIBLE ELECTIONS FOR THE GUARANTY AND PROVIDED ALL CONTACT INFORMATION NECESSARY FOR EXECUTION OF THE GUARANTY BY COMPLETING THE SUPPLEMENT.**

**THE COMPLETED SUPPLEMENT MUST BE INCLUDED WITH THE PART 1 PROPOSAL IN ORDER FOR THE PART 1 PROPOSAL TO BE CONSIDERED COMPLETE.**

\_\_\_\_\_  
*Name of RFP Bidder*

## **8. Justification of Omissions**

If you are unable to provide all documents or information required in the Part 1 Proposal, please justify fully any omissions in the space provided below.



A large, empty rectangular box with a thin black border, intended for the bidder to provide justification for any omissions. The box is currently blank, except for a large, light gray, semi-transparent watermark that reads "DRAFT" diagonally across the center.

### **Checklist**

This is a checklist of documents to be enclosed in the Part 1 Proposal.

- 3 originals** of the completed Part 1 Form (with original signatures and original notarized signatures where required) *[Instructions Part I]*
- Certified check or wire transfer for Bid Participation Fee *[Section 5]*
- One copy** (hard copy or electronically on a CD): If applying under an Agency Agreement, a copy of the Agency Agreement.
- One original** of the completed Supplement (with original signatures where required).

**The following documents of the Entity (the RFP Bidder, a Guarantor, or a Principal) that will be fulfilling the credit and financial requirements:**

- One copy** (hard copy or electronically on a CD): 2008 audited annual financial information; if unavailable, the most recent SEC Form 10-Q; if unavailable, the most recent monthly or quarterly financial information accompanied by an attestation by its Chief Financial Officer (or equivalent position) that the information contained in the financial statements fairly presents in all material respects the financial condition and results of the operations of the Entity. *[Section 2 and 6]*
- One copy** (hard copy or electronically on a CD): Documentation showing the name of the rating agency, the type of rating, and the rating of the Entity *[Section 2 and 6]*

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**End of Part 1 Form**

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