

DRAFT PART 1 FORM
PART 1 DATE: APRIL 22, 2009

This Part 1 Form is the form to submit the Part 1 Proposal in Commonwealth Edison Company's ("ComEd") Request for Proposals ("RFP") for Renewable Energy Credits ("RECs").

Before completing this Part 1 Form, please review both the Commonwealth Edison Company 2009 Renewable Energy Credits Request for Proposals Process and Rules ("REC Rules") and the Master Renewable Energy Certificate Purchase and Sale Agreement ("REC Master Agreement") so that you understand the conditions under which the REC RFP will be conducted. These documents are posted at 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.

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 ("ICC"). ComEd representatives will review the information provided in Section 2 and in Section 6. All information provided to ComEd will be provided simultaneously to the Procurement Monitor.

After the comment process on the REC 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 REC Master Agreement that the REC Bidder must present with its Part 2 Proposal. All REC Bidders will be required to submit this Supplement as an integral part of their Part 1 Proposal.

INSTRUCTIONS FOR PROPOSAL

REC Bidders submit the Part 1 Form and all documents required therein to respond to the qualification standards for the RFP. A REC 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 RFP.

Please complete all sections.

I. Part 1 Proposal Submission

REC 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 5; and
- Submit **one original** completed Supplement (with original signatures);

and

- Insert the name of the REC 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) CPT¹ on April 22, 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

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

¹ 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 22, 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 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

A REC 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 REC 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 27, 2009.

REC Bidders Under Agency Agreements

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

Name of REC Bidder

PART 1 FORM

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 REC Bidder

Legal Name of REC Bidder

Street Address

City

State

Zip Code

Officer of the REC 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 REC Bidder. The Officer of the REC Bidder named below must make all representations required in the Part 1 Proposal and, should the REC Bidder submit a Part 2 Proposal, must be the individual who signs the REC Master Agreement.

Last Name

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title

Company

Street Address

Name of REC Bidder

City

State

Zip Code

Telephone No.

Fax No.

Email Address

Representative of the REC Bidder

The Officer of the REC Bidder must name a Representative of the REC Bidder. The Officer of the REC 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 REC 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 REC Bidder.

____ (the Officer of the REC Bidder named above) hereby designates _____, whose contact information is immediately below, to serve as the Representative of the REC 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 REC 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 REC 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 REC 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 REC 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 REC Bidder, empowered to undertake contracts and bind the REC 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

2. Financial Requirements

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

Draft Pre-Bid Letter of Credit

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

A REC 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 REC Bidder. A REC 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. 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 REC Bidder may use any of the approved modifications, regardless of whether the REC Bidder itself or another REC Bidder proposed the modification.

Draft Post-Bid Letter of Credit

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

A REC Bidder may request modifications to the Standard Post-Bid Letter of Credit that are non-material in nature, or that clarify the intent of the Standard Post-Bid Letter of Credit, or that make modifications advantageous to both ComEd and the REC Bidder. A REC 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. A Draft Post-Bid Letter of Credit that is not substantially in the form of the Standard Post-Bid Letter of Credit will not be considered or evaluated.

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

Name of REC Bidder

Certification Regarding Ability to Perform

I certify that the REC 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 REC Master Agreement and each Confirmation.

Signature of Officer

Date

DRAFT

Name of REC Bidder

3. Regulatory Representations

THESE CERTIFICATIONS MUST BE SIGNED BY THE OFFICER OF THE REC BIDDER.

I certify that:

- (1) The REC Bidder has obtained all governmental and other authorizations, approvals, consents, notices and filings required to enter into and perform the REC Master Agreement.
- (2) The REC Bidder has an existing PJM EIS GATS and/or MRETS account;

or:

The REC Bidder has no impediment to obtaining an account in PJM EIS GATS or an MRETS account by August 1, 2009.

Signature of Officer

Date

DRAFT

Name of REC Bidder

4. Additional Representations

THESE CERTIFICATIONS MUST BE SIGNED BY THE OFFICER OF THE REC BIDDER.

I certify that:

- (1) I have read the REC Master Agreement and on behalf of the REC Bidder, I accept all of the terms of the REC Master Agreement without modifications.
- (2) I acknowledge that the submission of this Part 1 Proposal constitutes the REC Bidder's acceptance of all the terms and conditions of the REC Rules, regardless of the outcome of the RFP or the outcome of such Proposal.
- (3) The REC 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.
- (4) The REC Bidder has an existing PJM EIS GATS and/or M-RETS account or has no impediment to obtaining such an account or accounts by June 1, 2009.

Signature of Officer

Date

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

Name of REC Bidder

5. Bid Participation Fee

PROVIDE ALL INFORMATION REQUESTED IN THIS SECTION 4 OF THIS PART 1 FORM.

Please note that fields will expand to accommodate text.

The REC 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 REC 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 REC BIDDER MUST PROVIDE DOCUMENTATION SHOWING THAT THE WIRE TRANSFER HAS BEEN REQUESTED AND IS BEING PROCESSED.

Name of REC Bidder

6. REC Bidders Applying Under Agency Agreements

ONLY REC 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 6 OF THIS PART 1 FORM. IF YOU ARE APPLYING UNDER AN AGENCY AGREEMENT, PLEASE COMPLETE ALL INFORMATION REQUIRED IN THIS SECTION 5 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.

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 REC 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 REC Master Agreement on behalf of the Principals;

Signature of Officer

Date

Name of REC Bidder

The REC 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 REC Bidder of any changes required.

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

DRAFT

Name of REC Bidder

7. Elections

Each REC Bidder must duly complete the Supplement to the Part 1 Form (“Supplement”) and include it with its Part 1 Proposal. The response to the Supplement is used to prepare the REC Master Agreement that will be sent to the REC Bidder with its Notification of Qualification and that the REC Bidder must present with its Part 2 Proposal.

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

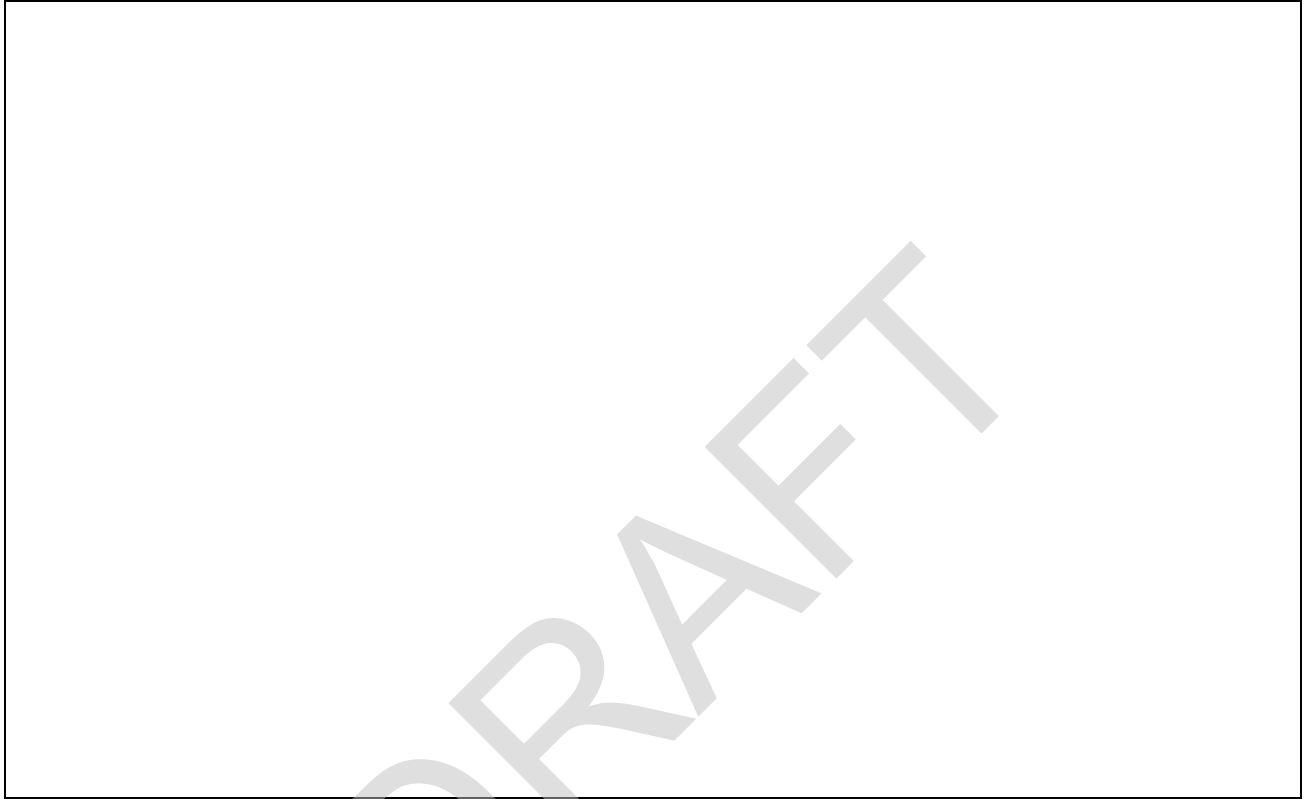
THE COMPLETED SUPPLEMENT MUST BE INCLUDED WITH THE PART 1 PROPOSAL IN ORDER FOR THE PART 1 PROPOSAL TO BE CONSIDERED COMPLETE.

DRAFT

Name of REC 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 black border, intended for the bidder to provide justification for any omissions. A large, light gray watermark reading "DRAFT" is oriented diagonally across the box.

Name of REC Bidder

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. [*Section 6*]
- One original** of the completed Supplement (with original signatures where required).

End of Part 1 Form
