

DRAFT PART 2 FORM
DUE DATE: MAY 7, 2009
DUE DATE FOR BIDS: MAY 11, 2009

This Part 2 Form is the form to submit the Part 2 Proposal in Commonwealth Edison Company's ("ComEd's") Request for Proposals ("RFP") for Renewable Energy Resources ("RECs").

Before completing this Part 2 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 RFP will be conducted. These documents are posted at www.comed-energyrfp.com when they become available.

By submitting a Part 2 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 2 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 Pre-Bid Letter of Credit with the name of the REC Bidder and the amount redacted and will participate in the evaluation of this Pre-Bid Letter of Credit. All information provided to ComEd will be provided simultaneously to the Procurement Monitor.

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 requirements of the Part 1 Proposal may submit a Part 2 Proposal.

This Part 2 Form must be used to submit a Part 2 Proposal in the RFP.

Please complete all sections.

I. Part 2 Proposal Submission

A REC Bidder must:

- Submit **3 original** completed Part 2 Forms (with original signatures);
- Submit **one copy** of documents required to support the Part 2 Form as specified in Sections 2 and 3; and
- Manually insert the name of the REC Bidder **on every page** of the Part 2 Form.

The completed Part 2 Form MUST be received by the Procurement Administrator no later than 12:00 p.m.

(noon) CPT¹ on May 7, 2009 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 2 Proposal Submission

Confirmation

If your Part 2 Proposal is received by post, a confirmation consisting of a photocopy of the first page of your Part 2 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 2 Proposal is hand-delivered, a confirmation consisting of a photocopy of the first page of your Part 2 Form stamped with the time and the date that it was received will be provided to the deliverer.

Timing of Part 2 Proposal Review

The Part 2 Proposal Window opens at 8:00 a.m. on April 30, 2009 and closes at 12:00 p.m. (noon) on May 7, 2009. All materials for the Part 2 Proposals, except A REC Bidder's Bids, must be received by noon on May 7, 2009. Bids are due on May 11, 2009, the Bid Date. The Procurement Administrator performs an initial review of all Part 2 Proposals during the Part 2 Proposal Window. Part 2 Proposals received prior to the Part 2 Proposal Window are processed on April 30, 2009. Part 2 Proposals received during the Part 2 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 2 Proposals

If your Part 2 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 2 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 2 Proposal may be rejected and you may be unable to participate in the RFP. One copy of your Part 2 Form and all supporting documents will be returned to you.

Late Part 2 Proposals

No late Part 2 Proposals will be accepted under any circumstances.

Complete Part 2 Proposals

When your Part 2 Proposal is complete, the Procurement Administrator will send a complete notice to your Representative by fax with a photocopy of the first page of your Part 2 Form stamped "complete". All Bids from Part 2 Proposals that are complete and compliant by the Bid Date are evaluated on the Bid Date.

REC Bidders Under Agency Agreements

To ensure that all REC Bidders to the RFP are treated on a fair and equal basis, an entity applying to the RFP under an Agency Agreement is required to submit additional documents.

Name of REC Bidder

PART 2 FORM

1. Contact Information and Representations

COMPLETE ALL INFORMATION IN THIS SECTION 1 OF THIS PART 2 FORM.

Name and Address of the REC Bidder

On April 27, 2009, the Procurement Administrator sent you a Record of Contact Information along with your Notification of Qualification. This Record of Contact Information contains the contact information that we have on record for you from the Part 1 Proposal.

PLEASE CHECK HERE IF THE INFORMATION IN THE RECORD OF CONTACT INFORMATION IS CORRECT AND PROCEED TO THE REPRESENTATIONS ON PAGE 6 OF THIS FORM. OTHERWISE, PLEASE MAKE ANY CORRECTIONS IN THE SPACE PROVIDED BELOW.

Please note that fields will expand to accommodate text.

Legal Name of REC Bidder

Street Address

City

State

Zip Code

The Officer of the REC Bidder named below will make all representations and certifications in this Part 2 Proposal and will execute the REC Master Agreement for which the executed signature pages are required in Section 3. This must be the individual designated as the Officer of the REC Bidder in the Part 1 Proposal.

Last Name of Officer of the REC Bidder

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Title of Officer of the REC Bidder

Company

Name of REC Bidder

The Representative and the Officer of the REC Bidder are the contacts between the REC Bidder and the Procurement Administrator. The Representative will receive all documentation related to the procurement event, including confidential information required to submit bids on the Bid Date.

Last Name of Representative

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Telephone No. of Representative

Alternate Telephone No.

Email Address of Representative

Fax No. of Representative

DRAFT

Representations of the Officer of the REC Bidder

Please note that Section 16-111.5(h) of the Illinois Public Utilities Act (“PUA”) (220 ILCS 5/16-111.5(h)) states that “The names of the successful bidders and the load weighted average of the winning bid prices for each contract type and for each contract term shall be made available to the public at the time of Commission approval of a procurement event. The Commission, the procurement monitor, the procurement administrator, the Illinois Power Agency, and all participants in the procurement process shall maintain the confidentiality of all other supplier and bidding information in a manner consistent with all applicable laws, rules, regulations, and tariffs.”

THE FOLLOWING CERTIFICATIONS MUST BE SIGNED BY THE OFFICER OF THE REC BIDDER AND THE SIGNATURE MUST BE NOTARIZED OR ATTESTED WITH THE CORPORATE SEAL.

- (1) I certify that I am an Officer of the REC Bidder, empowered to undertake contracts and bind the REC Bidder.
- (2) I certify that this Part 2 Proposal will remain in full force and effect, unless otherwise specified, until eight (8) business days after the Bid Date.
- (3) I certify that to the best of my knowledge and belief, all information provided in the Part 2 Proposal is true and accurate.
- (4) I certify that the REC Bidder is bidding independently and has no knowledge of any Proposal being submitted for this procurement event by another REC Bidder in response to this RFP.
- (5) I certify that the REC Bidder has maintained and will continue to maintain the confidentiality of its Proposal during the preparation of the Proposal, including in communicating with its financial institution for the purpose of preparing the Pre-Bid Letter of Credit or in communicating with advisors, if any.
- (6) I certify that, with only the exceptions noted in (5) above, the REC Bidder has not disclosed, and will not otherwise disclose, publicly or to any other party any information relating to its Proposal, which could have an effect on whether another party submits a Proposal to this RFP, or on the contents of such Proposal that another REC Bidder would be willing to submit in response to the RFP. Such information includes, but is not limited to: the fact that the REC Bidder is submitting a Proposal in response to this RFP; the REC Bidder’s Bids; the REC Bidder’s number of RECs bid of any Product; the REC Bidder’s estimation of the value of REC of a Product; the REC Bidder’s estimation of the risks associated with providing RECs under the REC Master Agreement; and the REC Bidder’s preference for bidding on specific Products. This certification must hold until the ICC has rendered its decision on the results of the procurement event of REC.

Name of REC Bidder

- (7) I certify that any Bid on any Product submitted in response to this RFP is binding until eight (8) business days after the Bid Date. Each Bid constitutes a binding and irrevocable offer to supply a REC of a Product at the Bid price indicated and under the terms of the REC Master Agreement submitted with the Part 2 Proposal.
- (8) I certify that if the ICC approves some or all of the REC Bidder's Bids, a binding and enforceable obligation arises under the terms of the REC Master Agreement provided with the Part 2 Proposal to execute a Confirmation to deliver RECs to ComEd during the period June 1, 2009 to May 31, 2010 for each Product for which the REC Bidders Bids are approved by the ICC. For each Product, the price paid to the REC Bidder is the average of the REC Bidder's own winning Bids for all RECs of that Product.
- (9) I acknowledge that if the ICC approves the results of the RFP in whole or in part, and some or all of the REC Bidder's Bids are approved by the ICC, ComEd will send electronically to the Officer of the REC Bidder a Confirmation for each Product for which the REC Bidder's has Bids approved by the ICC, and the REC Bidder will have one (1) business day after receipt to execute and return all Confirmations to ComEd by fax or other electronic means, with originals to follow by overnight delivery.
- (10) I certify that, if the ICC approves some or all of the REC Bidder's Bids, the REC Bidder will comply with the creditworthiness requirements of the REC Master Agreement within three (3) business days of the ICC decision to approve the results of the procurement event.

Signature of Officer

Date

Signature and Seal from Notary Public

Date

Name of REC Bidder

2. Pre-Bid Letter of Credit

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

Please note that fields will expand to accommodate text.

Pre-Bid Letter of Credit

The REC Bidder must provide an executed Pre-Bid Letter of Credit for the account of the REC Bidder that either uses the standard form as provided in Appendix 6 of the REC Rules, or a Pre-Bid Letter of Credit that incorporates only those modifications to the standard form accepted by ComEd as a result of the evaluation of Part 1 Proposals.

The REC Bidder is submitting an executed Pre-Bid Letter of Credit (check one):

- using the standard form; or
 incorporating only approved modifications.

Amount of the Pre-Bid Letter of Credit

The Pre-Bid Letter of Credit must be in an amount no less than \$5 per REC bid across all Products.

Amount of Pre-Bid Letter of Credit

$$\begin{aligned} &= \text{Number of RECs bid } \underline{0} \text{ (a) } \times (\$5.00) \\ &= \$ \underline{0} \end{aligned}$$

The Pre-Bid Letter of Credit never need exceed \$7,820,000.

Name of REC Bidder

Release of the Pre-Bid Letter of Credit

ComEd will release the Pre-Bid Letter of Credit no later than nine business days after the Bid Date. If the ICC does not approve any of a particular REC Bidder's Bids, ComEd will release that REC Bidder's Pre-Bid Letter of Credit within one business day of the ICC decision on the procurement event. Please provide any special instructions for returning the Pre-Bid Letter of Credit below.

DRAFT

Name of REC Bidder

3. REC Master Agreement Documents

PROVIDE ALL INFORMATION REQUESTED IN THIS SECTION 3 OF THIS PART 2 FORM.

REC Master Agreement

Please confirm that you are providing the following with this Part 2 Proposal:

Two original signature pages of the REC Master Agreement

Signatory to the REC Master Agreement

Both copies of the REC Master Agreement must be signed by the Officer of the REC Bidder designated in the Part 1 Proposal whose contact information was provided in Section 1 of the Part 1 Form.

REC Bidders Under an Agency Agreement

THIS APPLIES ONLY TO REC BIDDERS SUBMITTING A PROPOSAL UNDER AN AGENCY AGREEMENT. IF YOU ARE NOT APPLYING UNDER AN AGENCY AGREEMENT, PLEASE CHECK HERE AND PROCEED TO SECTION 4 OF THIS PART 2 FORM.

Please confirm that you are providing the following with this Part 2 Proposal:

An Officers' Certificate, substantially in the form of Appendix 7 of the REC Rules and signed by an officer of each Principal.

If no representatives of the REC Bidder are authorized to execute Confirmations pursuant to the REC Master Agreement, the REC Bidder must name below a representative of a Principal that is so authorized:

Last Name of Representative

Given Name(s)

Mr/Mrs/Ms/Dr/(other)

Telephone No. of Representative

Alternate Telephone No.

Email Address of Representative

Name of REC Bidder

Fax No. of Representative

The individual named above must also execute the two (2) originals of the signature pages of the REC Master Agreement submitted with the Part 2 Proposal.

4. Bids

Each REC Bidder submits its Bids electronically. The Procurement Administrator sends by overnight delivery to each REC Bidder the Bid Form electronically on a CD. At the same time, the Procurement Administrator sends to each REC Bidder instructions for completion of the Bid Form, for encryption of the Bid Form, and for electronic transfer of the completed Bid Form to the Procurement Administrator, as well as instructions for fax submission of the Bids in case of technical difficulties with the electronic transfer. These instructions will contain a username, password, and security codes unique to each REC Bidder that will allow the Procurement Administrator to authenticate the Bids received. In case of technical difficulties, an RFP Bidder may print and fax its Bid Form to the Procurement Administrator.

PLEASE REVIEW ALL RULES FOR THE SUBMISSION OF BIDS AS PROVIDED IN SECTION V.4 OF THE REC RULES. BIDS ARE DUE BY NOON CPT ON MAY 11, 2009.

I agree that if the Pre-Bid Letter of Credit is insufficient to support the REC Bidder's Bids, the Procurement Administrator will determine the number of RECs that the Pre-Bid Letter of Credit can support. The Procurement Administrator will remove Bids to ensure that the Pre-Bid Letter of Credit is sufficient. If possible, the Procurement Administrator will remove all necessary Bids from the Non-Wind Other State Product, removing the highest Bids first. If, after removing all Bids from the Non-Wind Other State Product, the Pre-Bid Letter of Credit is still insufficient to support the remaining REC Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the Non-Wind Adjoining State Product, removing the highest Bids first. If, after removing all Bids from the Non-Wind Other State Product and all Bids from the Non-Wind Adjoining State Product, the Pre-Bid Letter of Credit is still insufficient to support the remaining REC Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the Non-Wind Illinois Product, removing the highest Bids first. If, after removing all Bids from all three (3) Non-Wind Products, the Pre-Bid Letter of Credit is still insufficient to support the remaining REC Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the Wind Other State Product, removing the highest Bids first. If, after removing all Bids from all three (3) Non-Wind Products and from the Wind Other State Product, the Pre-Bid Letter of Credit is still insufficient to support the remaining REC Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the Wind Adjoining State Product, removing the highest Bids first. If the Pre-Bid Letter of Credit remains insufficient to support the remaining REC Bidder's Bids, the Procurement Administrator will remove any necessary Bids from the Wind Illinois Product, removing the highest Bids first.

Signature of Officer

Date

I confirm that I have received the Confidential Information intact, and that to the best of my knowledge, no one but REC Bidder Authorized Personnel has had access to this information.

Signature of Officer

Date

Name of REC Bidder

Checklist

This is a checklist of documents to be enclosed in the Part 2 Proposal.

- 3 originals** of the completed Part 2 Form (with original signatures and original notarized signatures where required) *[Instructions Part I]*
- An executed Pre-Bid Letter of Credit for the account of the REC Bidder that either uses the standard form as provided in Appendix 4 of the REC Rules, or a Letter of Credit that incorporates only those modifications to the standard form accepted by ComEd as a result of the evaluation of Part 1 Proposals. *[Section 2]*
- Two originals** of the signature pages of the REC Master Agreement *[Section 3]*
- Officers' Certificate** if the REC Bidder is applying under an Agency Agreement. *[Section 4]*

End of Part 2 Form

DRAFT