

Appendix 7 - Officers' Certificate (REC Bidders Under an Agency Agreement)

Sample

The undersigned hereby certify that they are duly elected, qualified and acting officers holding the offices set forth below their respective names of _____ [name of Principal(s)], the "Principal" or together the "Principals". As such, they are familiar with the affairs of the Principal(s) and the Part 1 and Part 2 Proposals submitted in response to Commonwealth Edison Company's 2009 Renewable Energy Resources RFP, including the agency authorization submitted with the Part 1 Proposal (the "Agency Agreement"). They are authorized to execute and deliver this certificate on behalf of the Principal(s).

They further certify 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 eight (8) business days following the Bid Date of May 11, 2009;
- (iii) there are no proceedings pending for the amendment or termination of the Agency Agreement;
- (iv) each individual who has executed this officers' certificate, the Agency Agreement, and the Master Renewable Energy Certificate Purchase and Sale Agreement ("REC Master Agreement") submitted with the Part 1 Proposal 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) _____ [insert name], the Officer of the REC Bidder named in the Part 1 Proposal, is authorized to execute any Confirmations pursuant to the REC Master Agreement on behalf of the Principals.

Capitalized terms used in this officers' certificate without definition have the meanings assigned to such terms in the REC Rules.