

REQUEST FOR PROPOSALS

FOR

STANDARD WHOLESALE ENERGY PRODUCTS

Levitan & Associates, Inc.

Procurement Administrator on behalf of

Illinois Power Agency

for

Ameren Illinois Company

ISSUE DATE: April 15, 2011

DUE DATE: May 5, 2011

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1.0 Introduction

Levitan & Associates, Inc. (“LAI”), as Procurement Administrator on behalf of the Illinois Power Agency (“IPA”), is issuing this Request for Proposals (“RFP”) for energy supply to serve customers of the Ameren Illinois Company covering the period June 1, 2011 through May 31, 2014. Ameren Illinois Company serves about 1.2 million customers throughout Illinois, and is a subsidiary of Ameren Corporation, headquartered in St. Louis, Missouri. More information about Ameren Illinois Company can be found at <http://www.amerenillinois.com>.

The IPA seeks to secure the partial supply requirements of Ameren Illinois Company’s “Eligible Retail Customers” who are served under fixed-price, bundled service tariffs. Eligible Retail Customers include retail customers in the following customer classes for whom energy requirements are less than 400 kW: residential (DS-1); non-residential less than 150 kW (DS-2); non-residential from 150 kW to 400 kW (DS-3A); and lighting service (DS-5). Ameren Illinois Company will purchase the requisite energy, in the form of energy products that settle physically within MISO, needed to satisfy eligible customers’ load requirements under this RFP.

2.0 Background

Under the Electric Service Customer Choice and Rate Relief Law of 1997 (“Customer Choice Law”), retail customers were provided the opportunity to purchase their power and energy requirements from alternative suppliers. The Customer Choice Law also contained provisions to restructure the State's electric utility industry, in particular, incentives for electric utilities to divest generation assets. After residential rates were discounted in accord with the Customer Choice Law, retail rates for all customers were frozen. Further, the utilities filed delivery service rates for those customers that elected to take their power supply from other retail suppliers. During this transition period, Ameren Illinois Company utilized long-term purchased power agreements (“PPAs”) to provide capacity, energy and certain ancillary services to their full requirements customers. By January 1, 2007 the transition period and the PPAs used to supply service ended.

Facing the end of the transition period and the coincident expiration of the PPAs, Ameren Illinois Company participated in the Illinois Commerce Commission (“ICC” or “Commission”) approved Illinois Auction in September 2006. The goal of the Illinois Auction was to procure the full requirements service – capacity, energy and ancillary services – needed to serve the retail customers who continued to rely on Ameren Illinois Company beyond the end of the transition period. For customers with peak demands up to 1 MW, the Illinois Auction produced contracts with varying terms covering total load: 17 months for about one-third of the load, 29 months for the next one-third, and 41 months for the last

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one-third. Upon expiration of the transition period, Ameren Illinois Company's rates were unfrozen, thereby exposing customers to rate increases consistent with changes in market prices. As a result of the rate increases, Public Act 095-0481 was signed into law, including the Illinois Power Agency Act ("IPA Act") and modifications to the Public Utility Act ("PUA"). The IPA Act and PUA replaced the Illinois Auction with a portfolio procurement process. This legislation declared that customer classes with peak demands of 400 kW or more to be competitive by no later than May 2010 for Ameren Illinois Company. The legislation also established the IPA to administer a procurement process beginning in August 2008. Under Section 16-111.5(a) of the PUA, Ameren Illinois Company had oversight responsibility for procuring capacity, energy, and renewable energy credits ("RECs") for Eligible Retail Customers for the period June 1, 2008 through May 31, 2009. Procurement responsibility then shifted to the IPA and the IPA's Procurement Administrator to facilitate the procurement process to ensure additional power purchases from June 1, 2009 onward.

Under Section 16-111.5(d) of the PUA, the IPA filed the 2011 procurement plan with the ICC on September 29, 2010. On December 21, 2010, the ICC approved the procurement plan with certain modifications.¹ Consistent with the requirements of the PUA, the procurement plan identifies the portfolio of energy and power products to be procured. As Procurement Administrator for the 2011 procurement cycle, LAI is authorized to serve as the interface between Ameren Illinois Company and bidders. In issuing this RFP, LAI has the responsibility for managing the bidder pre-qualification and registration process, receiving and reviewing all bids, and submitting a confidential report to the ICC recommending acceptance or rejection of bids. The IPA Act and the PUA authorize the Procurement Monitor to monitor the interactions among the Procurement Administrator, suppliers and the utilities and to report to the Commission on progress of the procurement process. The Procurement Monitor also consults with the Procurement Administrator regarding the development and use of benchmark price criteria, standard form contracts, credit policies, and bid documents. Boston Pacific Company, Inc. is the Procurement Monitor for this procurement process.

3.0 Purpose and Scope

The IPA has developed a portfolio of power products on behalf of Ameren Illinois Company for the planning period June 1, 2011 through May 31, 2014, consistent with the ICC-approved procurement plan that will ensure adequate, reliable and affordable electric service to Eligible Retail Customers at the lowest reasonable cost. LAI is also soliciting bids for capacity and RECs in separate RFPs to serve Eligible Retail Customer load. The products contemplated in this RFP are strictly limited to the purchase of electric energy that will provide price stability for

¹ 10-0563 (Illinois Power Agency – Petition for Approval of Procurement Plan) Order December 21, 2010.

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eligible customers. The selected bidders and Ameren Illinois Company will execute physical transactions through MISO, under which the seller transfers energy to Ameren Illinois Company and the supplier is paid the fixed price bid accepted in the solicitation.

Pursuant to Section 16-111.5(k) of the PUA, Ameren Illinois Company executed a five-year financial swap agreement covering a portion of the energy to serve eligible load. This financial swap agreement will provide price certainty for 1,000 MW of around-the-clock (“ATC”) energy for the period of June 1, 2011 through December 31, 2012. Under the terms of this swap arrangement, Ameren Illinois Company will pay a fixed price in exchange for a floating price, the MISO day-ahead locational marginal price (LMP) at the Ameren Illinois Company Load Zone. Ameren Illinois Company procured a portion of the energy needed to serve eligible load for the period of June 1, 2011 through May 31, 2013 as a result of the 2010 Illinois Power Agency procurement process. The remainder of the energy to serve eligible load under the procurement plan will be covered by the physically-settled electric energy products solicited under this RFP.

3.1 Product Definition

Ameren Illinois Company seeks to procure electric energy products for the following total contract quantities and terms during the period June 1, 2011 through May 31, 2014:

Month	Peak Load Volume (MW) 2011/12	Peak Load Volume (MW) 2012/13	Peak Load Volume (MW) 2013/14
June	500	500	750
July	500	750	850
August	450	800	900
September	500	350	650
October	400	100	550
November	450	200	550
December	450	400	700
January	550	750	750
February	550	700	700
March	450	550	600
April	450	500	500
May	400	550	550

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Month	Off-Peak Load Volume (MW) 2011/12	Off-Peak Load Volume (MW) 2012/13	Off-Peak Load Volume (MW) 2013/14
June	500	150	550
July	400	450	700
August	450	400	700
September	450	200	600
October	350	0	500
November	350	50	500
December	450	300	650
January	450	650	700
February	500	600	650
March	400	500	550
April	350	450	450
May	350	450	450

The products to be procured are for physically-settled electric energy to be delivered to the Ameren Illinois Company Load Zone.

In addition to the individual month products, bidders will also have the option to submit combination products consisting of either on-peak or off-peak energy for specific groups of months. Bidders may bid up to the Maximum Bid Volume for each combination product (shown in the table below), which is determined by the lowest On- or Off-Peak Load Volume from the individual months listed in the tables above. For example, for the July-August 2011 On-Peak combination product, the respective Load Volumes for July and August 2011 are 500 MW and 450 MW; the Maximum Bid Volume is therefore set at the lowest of these: the August Load Volume of 450 MW. The combination products available to bidders are shown in the following table:

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Product		Maximum Bid Volume (MW)
Jun 2011-May 2012	On-Peak	400
	Off-Peak	350
Jul-Aug 2011	On-Peak	450
	Off-Peak	400
Oct-Nov-Dec 2011	On-Peak	400
	Off-Peak	350
Jan-Feb 2012	On-Peak	550
	Off-Peak	450
Mar-Apr 2012	On-Peak	450
	Off-Peak	350
Jun 2012-May 2013	On-Peak	100
	Off-Peak	0
Jul-Aug 2012	On-Peak	750
	Off-Peak	400
Oct-Nov-Dec 2012	On-Peak	100
	Off-Peak	0
Jan-Feb 2013	On-Peak	700
	Off-Peak	600
Mar-Apr 2013	On-Peak	500
	Off-Peak	450
Jun 2013-May 2014	On-Peak	500
	Off-Peak	450
Jul-Aug 2013	On-Peak	850
	Off-Peak	700
Oct-Nov-Dec 2013	On-Peak	550
	Off-Peak	500
Jan-Feb 2014	On-Peak	700
	Off-Peak	650
Mar-Apr 2014	On-Peak	500
	Off-Peak	450

3.2 Bidding Requirements

Bidders may offer bids for any or all of these monthly and combination products subject to the following restrictions:

1. Energy products shall be bid in whole MW amounts with a minimum bid quantity no less than 50 MW, in increments of 50 MW, up to a maximum bid

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quantity equal to the full volume for each product. Each 50-MW block may have a different price, or multiple blocks may be bid at the same price

2. Bidders may offer energy for all or some of the individual monthly energy products. For example, a bidder may offer 100 MW (2 blocks) for January 2012 Off-Peak, 450 MW (9 blocks) for July 2011 On-Peak, and 150 MW (3 blocks) for March 2012 On-Peak, and any of those months may be accepted or rejected.
3. Bidders may offer energy for all or some of the combination energy products, and any of those bids may be accepted or rejected
4. Bidders must specify a maximum willingness to supply for each month of the procurement period, which cannot exceed the maximum volume for a given month's on- or off-peak load as listed in the first two tables in section 3.1. By indicating a maximum willingness to supply for a given month's on- or off-peak load, the bidder is indicating that, in choosing among both individual monthly energy products and any relevant combination energy products, the procurement administrator may not select more than the bidder's specified maximum. Each block bid will be considered independently.

For example, a bidder may offer 100 MW (2 blocks) for July 2011 On-Peak and 100 MW (2 blocks) for Jul-Aug 2011 On-Peak. If the bidder specifies a maximum willingness to supply 100 MW (2 blocks) for the month of July, the Procurement Administrator may select either the 2 blocks bid for July 2011 On-Peak, the 2 blocks bid for Jul-Aug 2011 On-Peak, or one block from each, but not more than the maximum willingness to supply for either July or August 2011. This example assumes that these blocks would be part of the winning solution; the Procurement Administrator may also determine that a supplier has won fewer blocks than their maximum willingness to supply for a particular month.

4.0 Other Requirements

4.1 Contract

Ameren Illinois Company expects to enter into binding contracts with the winning bidders. All product sales will be transacted under the Confirmation Agreement, a draft of which is included with this RFP as Attachment A. The terms and conditions specified in the draft Confirmation Agreement are designed to be consistent with the terms and conditions of the Edison Electric Institute Master Purchase and Sale Agreement.

Prospective bidders will be provided the opportunity to comment on the draft contract. Bidders should download the contract documents and

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submit comments in red-lined form via email to aiurfp@levitan.com. The contract comments will be reviewed by the Procurement Administrator, Procurement Monitor, Ameren Illinois Company, IPA and ICC. Based on comments received from bidders during the Bidder Comment Period, the Procurement Administrator reserves the right to modify the terms of the Confirmation Agreement prior to the date when binding bids are due. Bidders must agree to the terms of the final contract in advance of submitting binding bids. The terms of the contract will not be subject to negotiation with the winning bidders.

4.2 Credit Requirement

Prospective bidders will submit credit information in conjunction with the Bidder Pre-Qualification Application described in section 5.3 of this RFP. Each bidder will be required to provide a pre-bid irrevocable letter of credit (“ILOC”) in the form of Attachment B, with only those modifications which have been posted as acceptable on the procurement website, to ensure winning bidders whose bids are accepted by the ICC execute contracts.

5.0 RFP Schedule and Procedure

5.1 Schedule

The following schedule and deadlines apply to this RFP. Subject to the provisions of the IPA Act, LAI reserves the right to revise this schedule at any time with the concurrence of the Procurement Monitor. Announcements regarding any schedule revisions will be posted on the RFP website at <http://www.levitan.com/AIURFP>.

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Activity	Date
RFP Issued	April 15, 2011
Draft Contract Documents Issued	April 15, 2011
Bidder Contract Comments Due	April 22, 2011
Pre-Qualification Application Due Bid Participation Fee Due	5:00 p.m. CPT, April 22, 2011
Bidders Notified of Results of Pre- Qualification Application Review	April 26, 2011
Final Contract Posted to Website	April 28, 2011
Bidder Practice Session	May 3, 2011
Irrevocable Pre-Bid Letter of Credit Due, Bidder Registration Form Due	12:00 noon CPT, May 4, 2011
Binding Bids Due	12:00 noon, CPT, May 5, 2011
Procurement Administrator & Monitor Submit Report to ICC	May 6, 2011 ²
Preliminary Bidder Notifications	May 6, 2011
ICC Approval of Recommendation	May 9 or 10, 2011 ³
Final Bidder Notifications	May 9 or 10, 2011 ⁴
Contracts Executed with Winning Bidders	May 12 or 13, 2011 ⁵

5.2 Communications

LAI's points of contact for this RFP are:

² Legislation allows the Procurement Administrator & Monitor two business days to submit their reports to the ICC. LAI will submit its report within one business day. Boston Pacific Company, Inc. has also committed to submitting its report within one business day.

³ Legislation allows the ICC two business days after receipt of the Procurement Administrator and Procurement Monitor reports to approve the recommendation of winning bids.

⁴ Winning bidders will be notified immediately after the ICC approves the Procurement Administrator's report and recommendations.

⁵ Legislation allows Ameren Illinois Company three business days after the ICC approves the results of the procurement to execute contracts with winning bidders. The contract execution deadline will therefore depend on the date the ICC approves the results of the procurement.

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All questions regarding this RFP must be submitted in writing to the procurement website at: <http://www.levitan.com/AIURFP>. Questions should not be directed to Ameren Illinois Company. Questions and responses will be posted on this website. All identifying information will be redacted from the questions and responses prior to posting.

The Binding Bid must be submitted through the secure procurement website at <http://www.levitan.com/AIURFP>.

5.3 Bidder Pre-Qualification Application

Bidders shall submit a complete Pre-Qualification Application to the Procurement Administrator as described on the secure procurement website (<http://www.levitan.com/AIURFP>) no later than 5:00 p.m. on April 22, 2011. A non-refundable fee of \$500 (the "Bid Participation Fee") will be required for any bidder submitting a Pre-Qualification Application. Payment instructions for the Bid Participation Fee are posted to the procurement website. A bidder who has already paid the Bid Participation Fee for the Capacity RFP, RECs RFP, or in the 2011 ComEd RFPs is not required to pay another Bid Participation Fee.

The Pre-Qualification Application must contain the following information. All non-public information will be treated as confidential.

5.3.1 Bidder's Information. Provide legal name of company, address, and company representative (name, phone number, email address and fax number). Provide basic information on the bidder as requested, including a brief description of experience in relevant energy markets. Describe any defaults or adverse situations as requested.

5.3.2 Financial Information. The bidder or its parent company that is providing its unconditional corporate guarantee ("Guarantor") must provide the following information indicating financial condition and evidence of creditworthiness.

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(a) Credit information must include the current senior unsecured long-term debt credit ratings from Standard & Poor's, Moody's, and Fitch, if available, or if not available, the current issuer of corporate credit ratings.

(b) Financial information must include: (i) the most recent annual audited financial statements, including a balance sheet, income statement, statement of cash flows, all notes corresponding to those financial statements, and schedules – this requirement should be met by an SEC Form 10-K, if available; (ii) the most recent quarterly unaudited financial statements, including a balance sheet, income statement, statement of cash flows, all notes corresponding to those financial statements, and schedules – this requirement should be met by an SEC Form 10-Q, if available; and (iii) any SEC Form 8-Ks, or the equivalent, filed since the most recent quarterly financial statement.

If these financial statements are not available, the bidder shall provide substitute financial information that must include: (i) annual audited financial statements for the most recently completed fiscal year, including notes corresponding to the annual financial statements and schedules; (ii) the most recent quarterly unaudited financial statements, including notes corresponding to the quarterly financial statements and schedules; and (iii) any notifications from the company to investors or a government body regarding unscheduled material events affecting the company's investors or the public, which were issued following the most recently completed fiscal year.

All substitute financial information should include an attestation from an authorized officer of the company that certifies the financial statements as accurate and complete, as well as an independent accountant's report that certifies those financial statements are free from material misstatement. Rejecting non-SEC financial reports is at the Procurement Administrator's discretion if the Procurement Administrator deems any non-SEC financial reports to be insufficiently supported.

(c) Prior to execution of the Confirmation Agreement referenced in this RFP, if there is any subsequent change in credit rating (including watch list actions), litigation, financial commitments, contingencies, or financial condition, a statement describing such material change must be submitted to LAI within 1 business day of occurrence. LAI will utilize this financial information to assess the creditworthiness of the bidder or its Guarantor, and calculate the collateral Threshold (set forth in Table A in Section 5.5) that will

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be in effect for the bidder.

5.4 Requests for Additional Information from Bidders

The Procurement Administrator may contact bidders to obtain additional information or clarification regarding the Pre-Qualification Application. All requests for information from the Procurement Administrator will be issued in writing, via email.

A bidder submitting a proposal under an agency authorization (“Agency Agreement”) must identify the Principal or Principals in the Agency Agreement. Bidders applying under an Agency Agreement must provide one (1) copy of its Agency Agreement with its Bidder Pre-Qualification Application. If the bidder is acting as agent for a single Principal, identify the Principal as the entity on whose financial standing the bidder relies. If the bidder is acting as agent for multiple entities, the bidder must identify the Principal with the lowest credit rating as the entity on whose financial standing the bidder relies.

5.5 Review of Bidder Pre-Qualification Application

The Procurement Administrator and the Procurement Monitor will review the Pre-Qualification Applications submitted by prospective bidders to determine the completeness of the applications. The information provided will be used to pre-qualify all prospective bidders.

The bidder must meet specific creditworthiness criteria in order to be eligible for a positive collateral Threshold. Table A below illustrates the collateral Thresholds for different credit ratings. Each bidder and Guarantor will be granted a single credit limit to be applied across any Confirmation Agreement awarded as a result of this Energy RFP and all other Fixed Price Customer Supply Contracts (as defined in Attachment A) between the parties. Affiliated bidders will be limited to a maximum aggregate unsecured credit limit that equals the highest potential Threshold provided in Table A, *i.e.*, \$80 million.

The credit rating used for Table A will be the lowest senior unsecured long-term debt rating then assigned by Standard and Poor’s (a division of The McGraw Hill Companies, “S&P), Moody’s Investors Service, Inc. (“Moody’s), Fitch Ratings (a subsidiary of Fimalac, S.A., “Fitch”), or their respective successors, or if such senior unsecured long-term debt rating is not available, then the issuer rating (or corporate credit rating) then assigned by Fitch, discounted one notch, or the issuer rating then assigned by Moody’s, or the issuer rating then assigned by S&P if such entity is a U.S. utility operating company with an investment grade rating, or the issuer rating then assigned by S&P, discounted one notch, if such entity is

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not a U.S. utility operating company with an investment grade rating; provided, however, that (a) in the event a Party is rated by all three rating agencies, then the lower of the two highest ratings will be used and (b) in the event the two highest ratings are common, such common rating will be used.

Table A

Credit Rating			Threshold (the lesser of the following)	
S&P	Moody's	Fitch	Percent of Tangible Net Worth	Credit Cap
A- and above	A3 and above	A- and above	16%	\$80,000,000
BBB+	Baa1	BBB+	10%	\$60,000,000
BBB	Baa2	BBB	8%	\$40,000,000
BBB-	Baa3	BBB-	6%	\$20,000,000
Below BBB-	Below Baa3	Below BBB-	0%	\$0

5.6 Bidder Registration

Once the Procurement Administrator has completed its review of the Pre-Qualification Applications, bidders will be notified if they have or have not been pre-qualified, and, if they have been pre-qualified, they will also be notified of their stand-alone collateral threshold. Notification of pre-qualification will be issued no later than April 26, 2011. If a bidder satisfies the pre-qualification requirements, the bidder will then be required to provide Ameren Illinois Company with a pre-bid ILOC in the amount of \$250,000. The pre-bid ILOC must be in the form provided as Attachment B, with only those modifications that are posted as acceptable on the procurement websites. The pre-bid ILOC must be provided by 12:00 noon CPT on May 4, 2011 in order to satisfy the registration requirements. The pre-bid ILOC must remain valid from May 4, 2011 through May 16, 2011.

In addition to the pre-bid ILOC, pre-qualified bidders will also be required to submit a Bidder Registration Form certifying that they are not part of a joint venture or participating in a bidding agreement with another bidder for the purposes of submitting a bid under this RFP. This form will be

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made available to bidders on the procurement website.

5.7 Supplier Fee

The Illinois Power Agency has determined that a Supplier Fee will be charged to winning bidders in this procurement. The Supplier Fee is designed to cover the costs of administering the procurement process. Bidder will be required to submit a Supplier Fee Agreement acknowledging that they will pay the Supplier Fee if awarded products in this procurement. Additional details regarding the amount and payment of the Supplier Fee will be posted to the procurement website.

5.8 Binding Bids

Registered bidders shall submit binding, firm and irrevocable bids for each product offered no later than 12:00 noon CPT, May 5, 2011. Binding bids must be submitted on the form provided on the secure procurement website. For each product, the bids must be offered as sealed, binding commitments with pay-as-bid-settlement with a fixed price for each product block specified in \$/MWh.

5.9 Notification and Award

In accordance with the IPA Act, the Procurement Administrator will evaluate the binding bids immediately after 12:00 noon CPT on May 5, 2011, and will submit a confidential report of the procurement and the bids recommended for selection within one business day of receipt to the ICC.⁶ As specified in Section 16-111.5(f), the ICC shall review the confidential report and shall accept or reject the recommendations of the procurement administrator within two business days after receipt of the report.

The Procurement Administrator will provide preliminary notifications to bidders based on the recommendations submitted to the ICC following submission of the report, and will provide final notifications immediately upon receiving approval from the ICC. The successful bidders will be required to sign the Confirmation Agreements upon notification that they have been selected and received ICC approval. The maximum time between the close of bidding and the execution of the supply agreements is 7 business days, based on the following provisions: (a) The Procurement Administrator and the Procurement Monitor submit separate confidential reports on the procurement results and recommendations to the ICC within

⁶ The Procurement Monitor, who must submit a post-bidding report to the ICC, has also committed to submitting its report within one business day of Bid Day.

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2 business days after opening the bids.⁷ (b) The ICC reviews the reports and accepts or rejects the recommendations of the Procurement Administrator within 2 business days of after receipt of the reports. (c) Ameren Illinois Company enters into binding contracts with the winning bidders within 3 business days after the ICC accepts or rejects the results of the procurement.

5.10 Performance Assurance

Following execution of the Confirmation Agreements, if a Seller's collateral Threshold is less than the total aggregate credit exposure under each and every Fixed Price Customer Supply Contract to which Seller is a party, the Seller will be required to provide performance assurance in the form of a letter of credit or cash collateral. Such assurance would be equal to the positive difference, if any, between (a) the total aggregate credit exposure under each and every Fixed Price Customer Supply Contract to which Seller is a party, with such exposure to be calculated as per the applicable Confirmation Agreements and (b) the single collateral Threshold amount applicable to the Seller for the purposes of all the Fixed Price Customer Supply Contracts to which Seller is a party. Consistent with the provisions of section 5.5 herein, affiliates will be limited to a total collateral threshold of \$80 million, and guarantors will be limited to the limits shown in Table A.

6.0 Evaluation Process and Criteria

6.1 Evaluation of Binding Bids

Upon receipt of binding bids from Registered Bidders, the Procurement Administrator will evaluate the bids in accordance with the requirements specified in Section 16-111.5 (e) of the PUA. Bids will be evaluated based on price to arrive at the lowest cost combination of bids that satisfy the energy product amounts, subject to price benchmarks. The Procurement Administrator, in consultation with the ICC Staff, the Procurement Monitor, and the IPA, will establish market-based price benchmarks for the purposes of independently evaluating the bids received for each product. The benchmarks will be based on price data for similar products for the same procurement period and for the same market settlement point. The benchmarks will be considered confidential but will be subject to review and approval by the ICC prior to bidding. By submitting a binding bid, the bidder agrees to execute the contract upon award.

⁷ As stated previously, both the Procurement Administrator and the Procurement Monitor have committed to shorten this timeline by submitting their reports within one business day of Bid Day,

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6.2 Bids Not Subject to Subsequent Negotiation

Illinois law grants procurement administrators the “discretion to negotiate to determine whether bidders are willing to lower the price of bids that meet the benchmarks approved by the Commission; [and further provides that] any post-bid negotiations with bidders shall be limited to price only and shall be completed within 24 hours after opening the sealed bids and shall be conducted in a fair and unbiased manner; [and further provides that] in conducting the negotiations, there shall be no disclosure of any information derived from proposals submitted by competing bidders; [and further provides that] if information is disclosed to any bidder, it shall be provided to all competing bidders.” (220 ILCS 5/16-111.5(c)(1)(vii)) Illinois law also requires the procurement administrator to “notify potential bidders that the procurement administrator may enter into a post-bid price negotiation with bidders that meet the applicable benchmarks.” (220 ILCS 5/16.111.5(e)(1)) **In accordance with this discretion, LAI has chosen NOT to engage in any post-bid negotiations as a part of this RFP.**

6.3 Binding Bids

All bids must remain open, firm and binding until 5:00 pm on May 10, 2011, or until the ICC has accepted or rejected the results of the procurement event.

Those bids identified as winning bids following the ICC’s approval of the procurement event must remain open, firm and binding until May 13, 2011, or until the bidder has executed a contract, whichever comes first.

7.0 Confidentiality

Except for bidder’s questions on the RFP, all information provided through the secure procurement website will be considered confidential. The Procurement Administrator will take reasonable precautions and use reasonable efforts to maintain the confidentiality of all Pre-Qualification Applications and Binding Bids submitted. Bidders should be aware that, in addition to employees of the Procurement Administrator, the Procurement Monitor will have concurrent access to all information on the secure procurement website. The Procurement Monitor is under contract with the ICC, and has pledged to protect all confidential information to which the Procurement Monitor has access during this RFP. The ICC will also receive confidential reports from the Procurement Administrator and from the Procurement Monitor, which may contain confidential information submitted by bidders. The winning bidders and the load weighted average of the winning bid prices will be announced publicly after the ICC accepts or rejects the RFP results and the Procurement Administrator’s recommendations. In addition, the ICC determined that the product volumes awarded for each contract type and

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for each contract term will be publicly disclosed after a Commission vote accepting the Procurement Administrator's recommendation to accept certain bids, provided there are at least three winning bidders in the entire procurement event.

Prior to the selection of winning bids, bidders will be prohibited from (i) disclosing any information about their bids to other parties and (ii) receiving information about competing bids from other parties. No party will disclose the terms or conditions of such agreements, except (i) to those persons who have a need to know and have agreed to keep such information confidential, and (ii) to comply with any applicable law, rule, regulation, tariff, or court order, consistent with PUA section 16-111.5(h).

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ATTACHMENT A

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ATTACHMENT B