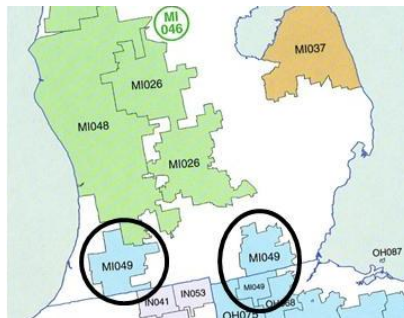


Midwest Energy Cooperative Northeastern Rural Electric Membership Corporation Request for Proposals

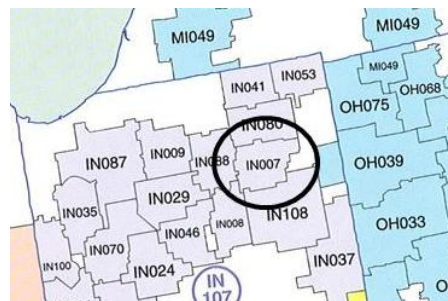
MWE Background:

- Midwest Energy Cooperative, headquartered in Cassopolis, Michigan serves over 35,000 customers in Southern Michigan, Northern Indiana and Northern Ohio.
- Two distinct service territories, the result of a merger between Southeastern Michigan Rural Electric Cooperative and Fruit Belt Electric Cooperative in January of 1998. All wholesale power supply agreements expire on December 31, 2014.
 - The former Southeastern's territory is in the Adrian, Michigan area in MISO. Approximately 4,200 customers are located in Michigan and 1,100 customers are in Ohio. Peak demand is approximately 27 MW with an annual load factor of 60% (one industrial load represents about 10 MW of this). Full requirements wholesale power contracts expire on December 31, 2014.
 - The former Fruit Belt's territory is in Southwestern Michigan (approximately 28,500 customers in PJM and 900 customers in MISO) and Northern Indiana (approximately 300 customers in PJM). Peak demand is approximately 100 MW with an annual load factor of 55%. Withdrawal from full requirements wholesale power contract with Wabash Valley Power Association (WVPA) is scheduled to be completed December 31, 2014; MWE must provide notice of withdrawal by the end of 2011.



NREMC Background:

- Northeastern REMC, headquartered in Columbia City, Indiana serves over 27,000 customers in Northern Indiana. Peak demand is approximately 120 MW with an annual load factor of 55%.
- Service territory is fully within PJM.
- Withdrawal from full requirements wholesale power contract with WVPA is scheduled to be completed June 30, 2015; NREMC must provide notice by June 30, 2012.



Request for Proposals:

- Requesting full requirements proposals for one or more of the following distinct loads:
 - A. MWE's MISO load (excluding Ohio) beginning on January 1, 2015
 - B. MWE's PJM load beginning on January 1, 2015
 - C. NREMC's PJM load beginning on July 1, 2015
- Loads may be combined for proposal purposes if supplier identifies economies/benefits (e.g., it may be beneficial to provide all loads of MWE, or to combine loads of MWE and NREMC after July 1, 2015).
- Note that neither MWE nor NREMC own or is entitled to any resources associated with their load.
- MWE and NREMC preferences:
 - Long term power supply proposals (minimum 10 years), but shorter terms will be considered.
 - Open to creative proposals where supplier can provide exceptional value (e.g., blocks of power, slice of system, unit power).
 - Renewables:
 - MWE is required under Michigan's Public Act 295 to have renewable resources. Proposals that include renewable resources (or RECs) sufficient to meet MWE's requirements under PA 295 (10% of annual energy requirements by 2015) are preferred.
 - NREMC is not yet required to maintain specific levels of renewable resources. However, consideration will be given to proposals that contain renewable resources as part of the full requirements power supply.
 - Energy Efficiency/Optimization:
 - The respective load forecasts of MWE and NREMC associated with this RFP account for reductions in load related to energy efficiency/optimization requirements and desires.
- Proposals to be priced based on markets of August 5, 2010.

Information Provided:

- Confidentiality Agreement (attached)
- To be provided upon execution of Confidentiality Agreement:
 - Hourly load data from 2007-2009 for each cooperative, by ISO (January-June 2010 will be provided when available)
 - Forecasted annual growth for demand and energy

Schedule:

- Discuss interest with potential suppliers (June 2010)
- Confidentiality Agreements (June 2010)
- Data to potential suppliers (upon execution of CA; June 2010)
- Pricing proposals due by close of business August 6, 2010 (e-mail proposals preferred)
- Analyze proposals/discussions with potential suppliers (August 2010)
- Establish supplier short list (September 2010)
- Negotiate contract terms and conditions with finalists (Begin in October 2010)
- Obtain appropriate approvals (TBD)
- Implement new contract(s) – MWE (prior to Commencement on January 1, 2015); NREMC (prior to Commencement on July 1, 2015)

Additional Information:

- Next Steps:
 - Initiate confidentiality process (assuming supplier interest)
 - Ask clarifying questions
- Contact information – address questions, confidentiality agreements, proposals to:
 - Greg Shepler, Principal Consultant, greg.shepler@enervision-inc.com
 - 678-510-2921 office; 678-525-2017 mobile

- All Respondents have the obligation and responsibility to clearly mark and identify any and all proprietary information that is included in the Response which the Respondent does not want disclosed to the public or to be utilized by MWE, NREMC, or their consultants for purposes other than the evaluation of any submitted proposals. MWE, NREMC, and their consultants are not restricted from using or disclosing any data that is already obtainable from another public source, without restriction. MWE, NREMC, and their consultants will use their best efforts to maintain the confidentiality of any submitted proprietary information, however, should such information be accidentally disclosed, Respondents agree that MWE, NREMC and their consultants shall not be liable for such accidental disclosure.
- This RFP is not an offer or a contract. MWE, NREMC, and/or EnerVision reserve the right to accept or reject any or all proposals and are not obligated to contract for any of the products/services described in this RFP. MWE, NREMC, and/or EnerVision is not obligated to accept any proposal, nor obligated to accept the lowest cost proposal, as there are many factors which will be considered in the review and analysis of the proposals. This RFP may be revised at any time. All Respondents, by submitting a Proposal, agree that they will not seek any legal recourse against MWE, NREMC, and/or EnerVision for rejection of their Proposal, or for any other matter related to actions or inactions on the Proposal.
- This RFP, any questions submitted and their responses will be posted on the EnerVision website (www.enervision-inc.com).